

Biobased Industries Consortium (BIC) AISBL

STATUTES

1 March 2023

PREAMBLE

The present Statutes of Biobased Industries Consortium (BIC) were adopted by the founding members on 3 December 2012, with modifications by the General Assembly on 2 July 2013, on 17 March 2015 and on 1 March 2023.

1. LEGAL STATUS, NAME AND REGISTERED OFFICE

1.1 Biobased Industries Consortium AISBL (hereafter 'BIC' or the 'Association' is an international non-profit association (AISBL - Association Internationale Sans But Lucratif): the Association is denominated). It is governed by the Belgian Code on Companies and Associations, as amended from time to time.

1.2 The registered office of the Association is located in Brussels, Belgium.

1.3 The registered office of the Association can be transferred to any other address in Brussels, Belgium by decision of the Board of Directors to be filed with the Clerk's office of the competent Enterprise court and subsequently published in the annexes of the Belgian State Gazette ('Moniteur Belge' / 'Belgisch Staatsblad').

2. DURATION

2.1 The Association is incorporated for an undefined period of time.

3. OBJECTIVES AND ACTIVITIES

The objectives of BIC (hereafter the 'Objectives'), which all are international not-for-profit objectives, are as follows:

- To connect industry, academia, regions and citizens to transform bio-based feedstocks into novel sustainable products and applications;
- To create circular bioeconomy ecosystems through investments, innovation and know-how.

BIC also acts as the private partner in the Circular Biobased Europe Joint Undertaking, a Public-Private Partnership with the European Commission (hereafter the 'CBE JU'):

- Representing and looking after the interests of the relevant private actors in the CBE JU mentioned by constituting the industry representation within the CBE JU.
- Collecting and contributing the financial resources necessary for the operation and organization of BIC, and for the BIC's contribution to the CBE JU.

BIC shall undertake all actions and take all steps and commit to all activities that are deemed appropriate or useful in view of achieving its Objectives and the ambitions of the CBE JU. In particular, the Objectives will be achieved by BIC through the following activities:

- Act as the private partner in the CBE JU, a public-private partner with the European Commission, and as such develop the Research & Innovation Agenda and the Annual work plans in collaboration with the European Commission, and play an active role in the CBE JU governance;
- Generate studies, organise lectures, webinars and seminars, discussion forums, company visits, conferences and congresses as well as excursions and study trips;
- Publish all types of publications including electronic publications and the operation of Internet platforms and databases;
- Organize networking and matchmaking events, and connect with stakeholders, public authorities, and regions, establish interaction between industry and educational institutions;
- Create joint projects with stakeholders and promoter the benefits of the bio-based economy to the wider public;
- Perform and promote joint advertising and the public relations of the members and of the member's interests towards the public in an appropriate manner;
- Undertake all other appropriate activities serving the Objectives of BIC.

In addition, BIC may carry out any other actions directly or indirectly related to the above Objectives which are necessary, convenient or expedient for the realisation of its Objectives. This includes the recruitment of staff, the acquisition, lease or rent, sale, transfer or exchange of all movable and immovable properties, to contract, to borrow and lend money, provide mortgages, pledges or any other form of guarantee on its possessions. It may subcontract or delegate the organisation of its activities to third parties. In the fulfilment of its purposes, BIC is also entitled to join other associations or organisations of the same or similar type at national or international level. BIC may participate in (commercial and civil) companies, cooperatives and partnerships provided this serves its Objectives.

BIC shall ensure however that it does not engage in any activity prohibited by European or Belgian law nor act in any manner inconsistent with its Statutes, as amended from time to time.

4. ETHICAL CONDUCT

4.1. BIC and each member of BIC is committed to unyielding integrity and to respect confidentiality on the Association's internal documents. BIC and its members shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparency to other members. BIC and its members shall operate in full compliance with the law, in particular competition Law.

5. MEMBERSHIP

5.1 General provisions

5.1.1 There are two types of members: Industry Members and Associated Members. Industry Members are divided into two sub-categories: Industry Full Members and Industry Project Members

5.1.2 All members must be legal entities with legal personality). Membership shall not be possible for private persons/individuals or any organizations/associations not having legal personality

5.1.3 All members must be legally constituted and operate in accordance with the law and practice of their country of origin. Members, which cease to fulfill the above conditions to become a member, shall ipso facto cease to be members of the Association.

5.2 Industry Members

5.2.1 This kind of membership ('Industry Membership') is open to industrial and commercial companies, or any other kind of legal entity representing industrial and commercial companies, which are active in the field of biobased (hereafter the 'Industry Members').

5.2.2 Sub-categories of Industry Members are:

- (i) Industry Full Members;
- (ii) Industry Project Members.

The allocation of new Industry Members into one of these membership sub-categories will be decided by the General Assembly, on the basis of the Applicant's request and upon proposal by the Board of Directors.

When deciding on some matters (as listed below), the above Industry Full Membership categories will have differentiated (hereafter '*weighted*') voting rights, as set out in Article 9.3.2 of these Statutes.

5.2.3 Industry Full Members

5.2.3.1 Industry Full Members categories are defined as follow:

The Industry Full Members shall be divided in the following size-based categories in accordance with the Commission Recommendation of 6 May 2003 concerning the definition of micro, small and medium-sized enterprises (hereafter 'Enterprise Size-based Categories'):

- (a) The category of large-sized enterprises
- (b) The category of small and medium-sized enterprises
- (c) The category of micro-enterprises;
- (d) National or regional SME clusters

Regional or national SME Clusters can apply to become Industry Full Members if they represent at least two of their SME members, with a (written) mandate from their participating companies.

At the time of its admission as Industry Full Member ('Industry Full Membership'), each new Industry Full Member shall communicate to the Executive Director to which Enterprise Size-based Category it should belong. The allocation of new Industry Full Members into one of these Enterprise Size-based Category will be decided by the General Assembly, on the basis of the Applicant's request and upon proposal by the Board of Directors.

Each Industry Full Member having moved from Enterprise Size-based Category to another shall communicate this to the Executive Director within two (2) months following the change of the Enterprise Size-based Category. The Executive Director can request the Industry Full member that it provides its number of employees, its annual turnover and its annual balance sheet total to evidence to which Enterprise Size-based Category it has moved. If an Industry Full Member is unable or unwilling to communicate its number of employees, its annual turnover and its annual balance sheet total, the Executive Director shall try to determine the number of employees, the annual turnover and the annual balance sheet total of the Industry Full Member concerned.

The Board of Directors shall decide on any change to the Enterprise Size-based Category based on the information shared by the Industry Full Member concerned and/or the findings of the Executive Director.

5.2.3.2 Industry Full Members have the following rights:

- attending or being represented at all meetings of the General Assembly;
- voting at all General Assembly meetings;
- calling for special and/or extraordinary meetings of the General Assembly, being understood that such meetings are only to be held if requested by at least one third of the Industry Full Members;
- presenting their defense at the General Assembly, if a request for exclusion is submitted for General Assembly decision;
- resigning from the Association after having notified such decision to the Executive Director by registered letter;
- participating to all activities of the Association, such as working groups, with voting rights;
- being eligible (or one of their representatives) as chairperson of Working Groups;

- being eligible (the Industry Full Members themselves or their representatives) to the Board of Directors.

5.2.4. Industry Project Members

5.2.4.1. Conditions

Becoming an Industry Project Member ('Industry Project Membership') is only accessible to any legal entity which (i) fulfills the conditions to become an Industry Member, (ii) is a participant to a project proposal for a specific CBE JU call for proposals and (iii) is not yet an Industry Full Member.

Industry Project Membership is temporary: it lasts between the opening of the annual CBE JU call and the evaluation/grant agreement signature. Once the CBE JU project is successful and the grant has been attributed, the Industry Project Member automatically becomes an Industry Full Member (including all rights and obligations). If the project is not successful and no grant is granted, the Industry Project Member can decide to resign. However it is encouraged to become an Industry Full Member.

5.2.4.2. Industry Project Members have the following rights:

Industry Project Members shall have the rights specifically granted to them in or pursuant to these Statutes. These rights shall not include participation to Working Groups, task forces or the General Assembly.

5.3 Associated Members

5.3.1 Legal entities that have an interest in the activities of BIC but are not companies active in the field of biobased industries (hereafter the 'Associated Members') are eligible for Associated Membership.

Associated Membership categories are:

- Category A - Individual research organisations: organisations such as RTOs and Universities, who as their predominant activity provide research and development, technology and innovation services to enterprises, governments and other clients;
- Category B - National and regional clusters and associations, representing research organisations; European Technology Platforms;
- C - European Industry Trade associations, NGOs and other organisations (e.g. financing institutes) which have been recognized by the General Assembly as contributing to the Objectives of BIC;
- D - Consultants and consultancies.

The allocation of new Associated Members into one of the Associated Membership categories will be decided upon by the General Assembly.

5.3.2 Associated Members enjoy the following rights:

- participating in Working Groups and task forces upon invitation;
- presenting their defense at the General Assembly, if a request for exclusion is submitted for General Assembly decision;
- resigning from the Association after having notified such decision to the Executive Director by registered letter.

5.4 Register of Members

The Executive Director shall keep a register of members, in electronic format, at the registered office of BIC. This register shall contain the legal name, the legal form, the address of the registered office, the enterprise/VAT number or equivalent number, and the details of the main contact person of each member. In addition, all the decisions regarding the admission, the resignation or the exclusion of the members shall be included in the register of members by the Executive Director, immediately after the Board of Directors or the General Assembly has taken a decision.

6. APPLICATION FOR MEMBERSHIP

6.1 All applications for membership shall be sent to the Executive Director, with all necessary documentation evidencing that the applicant fulfills the membership requirements. The application must indicate whether the applicant applies for Industry Full Membership, Industry Project Membership or Associated Membership as well as the applicable (sub)category.

6.2 Application for membership implies complete adherence to the Statutes of the Association, to all its Internal Rules and to all decisions of its bodies and an undertaking to actively participate in the activities.

6.3 The Executive Director of the Association shall be entitled to request additional information from an applicant.

6.4 If the Board of Directors considers that the applicant meets all membership requirements, it will make a recommendation to the General Assembly. The decision of the General Assembly to admit or not the applicant shall be final and the General Assembly shall be under no obligation to justify its decision.

However, as an exception to the above, Industry Project Members validation is carried out directly by the Executive Director, assisted by the BIC's Secretariat, based on information provided by the CBE JU on the CBE JU project beneficiaries. A list of Industry Project Members must be presented to the Board of Directors for approval and to the General Assembly for information.

6.5 Applicants may however be admitted provisionally by a unanimous decision of the Board of Directors. Such provisional admission shall be subject to formal confirmation at the following meeting of the General Assembly. The maximum term for provisional admission is until the next General Assembly. If the General Assembly would decide not to confirm any such provisional

admission, any pro rata part of the membership fee relating to a period after such (negative) decision of the General Assembly will be reimbursed to the concerned Applicant.

7. TERMINATION OF MEMBERSHIP

7.1 Membership can be terminated by resignation, by exclusion of the member (Industry Member or Associated Member) and by the liquidation, bankruptcy or similar proceedings with respect to the member.

7.2 Resignation must be notified by registered letter to the Executive Director. In any case, the resignation shall take effect on the last day of the ongoing Financial Year and the obligation to pay the annual membership fee for the ongoing Financial Year will remain unaffected. If the resignation is notified to the Executive Director more than 6 months before the start of the next Financial Year, no payment will be due in relation to the next Financial Year. If the resignation is notified to the Executive Director less than 6 months but more than 3 months before the start of the next Financial Year, a compensation payment equal to 50% of the annual membership fee for the next Financial Year will be due by the resigning member. If the resignation is notified to the Executive Director less than 3 months before the start of the next Financial Year, a compensation payment equal to 100% of the annual membership fee for the next Financial Year will be due by the resigning member.

The above compensation payments for an untimely resignation which become due in the case of a resignation less than 6 or 3 months before the start of the next Financial Year shall not apply if the General Assembly resolves, pursuant to Article 8.2, to increase the total aggregate amount of the annual membership fees and any other possible financial contributions by more than 25% compared to the annual membership fees and other financial contribution of the ongoing Financial Year. In such event, members shall be free to resign at any time of the ongoing Financial Year in which such increase has been approved by the General Assembly, it being understood that this resignation shall take effect on the last day of the ongoing Financial Year and the obligation to pay the annual membership fee for the ongoing Financial Year will remain unaffected.

7.3 The General Assembly may terminate the membership of any member, if:

- a member would persist, after a first default letter was notified to it by the Executive Director, in not paying its annual membership fee;
- a member is acting to impair the Objectives of the Association, contravening to the Statutes, the Internal Rules or any resolution of the General Assembly;
- a member is acting in a manner gravely injurious to the reputation of the Association or the interests of the other members.

The member whose exclusion has been requested must be allowed to present its defense at the General Assembly. The exclusion of a member requires a majority of at least three-fourth ($\frac{3}{4}$) of the votes cast in the General Assembly, whereby abstentions and blank or irregular votes are not to be considered as votes cast and are therefore not to be taken into consideration for determining whether or not the aforesaid majority is achieved.

The termination takes effect as from the date of the decision of the General Assembly. The annual membership fees and/or other financial contributions paid by the expelled member are not reimbursed. The decision of the General Assembly shall be final and the General Assembly shall be under no obligation to justify its decision, other than the occurrence of any of the termination grounds set forth above.

7.4 Any cessation of business, opening of bankruptcy proceedings, voluntary liquidation proceedings or similar event putting a stop to the activities of a member shall automatically terminate its membership at the end of the month in the course of which such event occurred.

7.5 If the termination becomes effective during the first six months of the Financial Year, the Association shall be entitled to claim payment of the full membership fee for that year. If the termination becomes effective during the second half of the year, the Association shall be entitled to claim payment of the full membership fee of that year and a sum equal to 50% of the full membership fee due for the following Financial Year.

7.6 The member whose membership is terminated as a result of resignation, exclusion or liquidation has neither right to the assets of the Association nor to the refund of membership fees and other contributions already paid.

8. OBLIGATIONS OF THE MEMBERS

8.1 Members shall have the following obligations:

- Industry Full Members and Associated Members: payment of an annual membership fee pursuant to Article 8.2;
- Industry Members: payment of the project contributions due pursuant to Article 8.3;
- Industry Full Members: reporting in accordance with the CBE JU Regulation on implementing additional activities outside the work plan of the CBE JU that contribute to its objectives; reporting possible investments in year N-1 and certifying investments in year N+1.

8.2 Financial contribution – annual membership fee

8.2.1 In order to carry out the Objectives of the Association, the Industry Full Members and the Associated Members will be required to pay an annual membership fee and any possible other financial contribution, as decided by the General Assembly. Industry Full Members may also have to pay project contributions as stipulated under Article 8.3. Industry Project Members will only be required to pay project contributions as stipulated under Article 8.3.

8.2.2 The amount of the membership fee and any possible other financial contribution as well as the payment terms and conditions thereof shall be established on an annual basis by the General Assembly upon a proposal to be presented by the Board of Directors. The membership fee per membership category may be different and shall be specified by the General Assembly when deciding regarding the next membership fees.

8.2.3 For new members, who apply for BIC membership after July 1st, the membership fee will be calculated as a pro-rata of the number of months to the end of the Financial Year at the date of Board of Director's approval.

8.3 Project contribution

The Council Regulation setting up the CBE JU provides that fifty percent (50%) of the administrative costs of the CBE JU shall be covered by means of financial contributions from BIC and its members.

BIC shall collect the financial contributions from the Industry Members in the form of a "project contribution". The project contribution level shall be a pre-defined percentage of the grant to be received by the Industry Member participating in the CBE JU project. This percentage will be fixed by the Board of Directors according to procedures and percentages described in the Internal Rules to achieve the amount due to the CBE JU.

The Industry Members part of a consortium that has been awarded a grant from the CBE JU shall sign an agreement with BIC organising the collection of the project contribution. Such agreement shall provide for:

- payment of the project contribution from, under, and after reception of the first and second payment instalments under the relevant CBE JU project;
- collection and transmittal procedure of the project contribution.

If industry participants in the consortium are not yet members of BIC, the participants that are members shall invite them to consider becoming a member.

8.4. Liability

8.4.1 The financial commitments and liabilities of the Association shall be exclusively covered by and limited to the assets of the Association. No member shall be held liable for any debt or obligation of the Association even if such debt or obligation was contracted by a member for the account of the Association by virtue of a valid authorization or power of representation.

8.4.2 Each Industry Full Member and each Associated Member is obliged to pay the amount of the annual membership fees proposed by the Board of Directors and approved annually by the General Assembly in accordance with Articles 8 and 10 respectively. Each Industry Member is obliged to pay the project contributions in accordance with Article 8.3.

9. GENERAL ASSEMBLY

9.1 Organisation of the General Assembly

9.1.1 The General Assembly of the Association shall be convened by the Chairperson of the Association or the Executive Director and shall meet at least for one ordinary meeting per year.

An invitation, including the agenda, in the form of either a letter or electronic mail or any other means of written communication, convening the meeting shall be sent at least four weeks before the date fixed for the meeting. The venue of the General Assembly shall be indicated in the invitation and can be anywhere in the European Economic Area.

An extraordinary General Assembly may be convened whenever the Board of Directors judges it necessary or when at least one third (1/3) of the Industry Full Members request such a meeting in writing. The invitation should be sent at least two weeks before the scheduled date of the meeting. Further details on the organisation of the meetings of the General Assembly will be detailed in the Internal Rules.

9.1.2 An Industry Full Member is to be represented at the General Assembly by one delegate with full powers. The name of the representative of each member empowered to vote shall be notified to the Executive Director before each meeting.

9.1.43 Attendances and proxies must be notified in writing to the Executive Director before each meeting within the timeframe set out in the Internal Rules. One Industry Full Member, however, may not represent more than two other Industry Full Members.

9.1.4. The General Assembly can also be held remotely through digital channels. In such a case, the Executive Director shall inform the members that they will have the possibility to participate remotely through digital channels. Industry Full Members attending through digital channels shall be considered to be present at that meeting for the purpose of determining whether the quorum has been reached and their votes shall be taken into account in order to determine whether the required majority has been reached. In order for such remote participation to be valid, the Association must be able to verify, through the digital channels used, the capacity and identity of the (representative of the) Industry Full Member concerned. The Association's Internal Rules may impose additional conditions for the use of digital channels in order to participate remotely to a General Assembly meeting provided the purpose of these additional conditions is to guarantee the security of the digital communication channel used. Without prejudice to any additional conditions or restrictions which may be imposed by law, the digital channels must at least enable the Industry Full Members concerned to follow directly, simultaneously and continuously the discussions taking place within the General Assembly meeting and to exercise their right of vote on all matters regarding which the General Assembly is requested to take a decision. Moreover, the digital channel must enable the Industry Full Members to participate to the General Assembly's deliberations and to ask questions unless the Board of Directors justifies in the convocation the reason why it cannot provide such digital communication channel. The convocation to the General Assembly meeting must include a clear and precise description of the procedure enabling a remote participation to the meeting. The minutes of the General Assembly meeting must mention the problems and technical incidents which have prevented or disturbed the remote participation to the General Assembly meeting or the vote. The members of the bureau of the General Assembly are not entitled to participate through digital channels.

9.2 Competence

9.2.1 The General Assembly has full power of decision in order to attain and implement the Objectives of the Association.

9.2.2 The General Assembly is competent for (the list below qualifies as an 'exhaustive' list of

powers, all residual powers belonging to the Board of Directors):

Decisions of a strategic nature applying weighted voting mechanism:

- approving the general policy of the Association on proposal of the Board of Directors, and providing recommendations to the Board of Directors for its application;
- approving the main policy lines and resolutions towards the PPP, including R&D&I programs and annual work programs, on proposal of the Board of Directors;
- any other decisions of a strategic nature detailed in the Internal Rules.

Decisions on the Association management, activities and structure without applying any weighted voting mechanism:

- electing and revoking the members of the Board of Directors;
- approving the designation of the Chairperson and the Vice-Chairperson(s) of BIC upon proposal of the Board of Directors;
- creating additional categories of Associated Members;
- admitting new Full and Associated Members upon proposal by the Board of Directors and allocating new Industry Full Members and new Associated Members in their respective categories;
- excluding members in accordance with the relevant rules and procedures in Article 7;
- approving the report on the activities of BIC from the Board of Directors;
- approving the annual accounts and the budget proposed by the Board of Directors;
- discharging the Chairperson, members of the Board of Directors and the Auditor(s), if any, from liability for the exercise of their mandate;
- adopting Internal Rules on proposal of the Board of Directors;
- fixing the annual membership fees and other financial contributions, if any, and the payment terms and conditions thereof;
- nominating and revoking the Auditor(s), if any, and determination of their remuneration upon proposal of the Board of Directors;
- approving amendments to the present Statutes in accordance with the relevant rules and procedures of Article 17;
- approving the dissolution and liquidation of the Association.

9.2.3 The Associated Members may participate in the General Assembly upon specific invitation by the Chairperson to give their opinion, but they do not have voting right.

9.3 Quorum and Adoption of Decisions

9.3.1 The General Assembly is competent to discuss and to take decisions if at least half of the Industry Full Members are present or represented by a proxyholder. If the agenda of the General

Assembly contains items that would imply an amendment of these statutes, the General Assembly may only discuss and decide on these items if at least two-third (2/3) of the Industry Full Members are present or represented by a proxyholder.

When the afore mentioned attendance quorum would not be reached, a new meeting of the General Assembly shall be called within four weeks. The second meeting of the General Assembly, which may not be held earlier than two weeks after the first meeting, shall be entitled to validly take decisions, irrespective of the number of present or validly represented Industry Full Members.

9.3.2 Each Industry Full Member has one vote, except in case resolutions are to be adopted on matters of a strategic nature as detailed in Article 9.2.2, in which case a weighted voting mechanism shall apply as follows:

- (i) Industry Full Members which are large-size enterprises will each have 6 votes when deciding on these matters;
- (ii) Industry Full Members which are small and medium-sized enterprises will each have one vote when deciding on these matters;
- (iii) Industry Full Members which are micro-enterprises will each have one vote when deciding on these matters;
- (iv) Industry Full Members which are national or regional SME clusters will each have one vote when deciding on these matters.

9.3.3 The General Assembly shall strive to adopt its decisions by consensus. Unless if these Statutes or the law impose a higher majority, if a vote is legally required or found necessary, the decisions will be adopted by a required minimum of the bare majority (50% + 1) of the votes or, if applicable, the weighted votes, of the Industry Full Members present and represented by proxyholders. Amendments to the Statutes follow requirements set out in Article 17. Abstentions and blank or irregular votes are not to be considered as votes cast and are therefore not to be taken into consideration for determining whether or not the aforesaid majority requirement has been met.

9.3.4 The General Assembly shall only take decisions on the points in the previously circulated agenda.

9.3.5 Industry Full Members may also be authorised to vote before a meeting of the General Assembly on the items which are on the agenda of the meeting of the General Assembly through an electronic vote. In such a case, the electronic voting system put into place by the Association must enable it to verify the quality and identity of the voting Industry Full Member. All practicalities of such electronic voting shall be clearly specified in the convocation to the General Assembly meeting. The practical organisation of the electronic voting procedure shall be done on the basis of the principles set out in the Internal Rules.

9.3.6 Resolutions by Industry Full Members can be approved outside of a meeting of the General Assembly by unanimous written resolutions of all Industry Full Members. The Executive Director

circulates the written resolutions and sets a deadline for the signing of the resolutions. The practical organisation of the unanimous written resolutions shall take place on the basis of the principles set out in the Internal Rules, if any.

9.4 Chairperson of the General Assembly

At all meetings of the General Assembly, the Chairperson of the Board of Directors of the Association (see Article 14 of the Statutes) acts as chairperson of the General Assembly. In his or her absence or him or her being disqualified (e.g. when approving the designation of the Chairperson or discharging the Chairperson from liability is dealt with), the meeting will be presided by one of the Vice-Chairperson(s) or Treasurer – first the oldest, and in his or her absence the other - or, in case they are unavailable, by a member of the Board of Directors appointed by the Chairperson or the General Assembly.

9.5 Minutes

9.5.1 The decisions taken by the General Assembly shall be recorded in minutes.

9.5.2 The minutes of the General Assembly are established by the Executive Director of the Association and are signed by the Chairperson of the Board of Directors of the Association. Minutes should be circulated to the participants of the General Assembly within two weeks of the meeting and feedback on the minutes needs to be provided within 30 days of their circulation. Then General Assembly decisions shall be circulated to all members.

9.5.3 The original of the minutes and of the unanimous written resolutions is kept at the registered office of the Association. In addition, the minutes and the unanimous written resolutions have to be electronically archived, and at the disposal of the members.

10. BOARD OF DIRECTORS

10.1 Composition and designation

10.1.1 The Association is managed by the Board of Directors whose members are physical persons or legal entities and are elected by the General Assembly. The minimum number of Directors on the Board of Directors is six (6) and the maximum number twelve (12).

The Board of Directors composition should be a balanced reflection of the composition of the Industry Full Members.

When a legal entity is presented for appointment as Director, the identity of its permanent representative (which must be a physical person) who shall execute the relevant Director's mandate on behalf of said legal entity and who is to be selected among said legal entity's directors, managers, executives, needs to be disclosed at the same time. In case said representative would – at any later moment in time and for whatever reason – be replaced, his or her successor needs to be of the same (or similar and comparable) hierarchical level or rank.

If the number of Directors, due to resignation, death or dismissal by the General Assembly, falls below the minimum of six members, the remaining Directors shall call a General Assembly in order to proceed to appoint a number of Directors in order to attain the required minimum number of Directors.

10.1.2 The Board of Directors is renewed annually by half. Directors are elected by the General Assembly for a period of two years and can be reelected.

10.1.3 The Board of Directors shall agree (among itself) on the following candidates, which will be presented to the General Assembly for appointment:

- a Chairperson for the Board of Directors, who will be called the 'Chairperson of BIC';
- one to three Vice-Chairperson(s) of the Association;
- a Treasurer.

10.1.3 By the election of the BIC's Directors, the General Assembly approves that any Director may represent BIC at the CBE Governing Board.

10.1.4 The resignation of a Director must be notified by registered post to the Chairperson of BIC and to be effective. The dismissal of a Director is pronounced by the General Assembly in case of serious offense.

10.1.5 Further details on the composition and procedures of the Board of Directors are specified in the Internal Rules of BIC.

10.2 Competence

10.2.1 The Board of Directors is authorized to take and execute all decisions which do not fall within the scope of powers of the General Assembly. As a result, the Board of Directors has the full scope of residual powers.

10.2.2 The Board of Directors implements the general policy and the work program adopted by the General Assembly.

10.2.3 The Board of Directors is, amongst others, competent for:

- having full power of management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings, according to procedures of Article 15;
- being in charge of the financial management, preparing of budgets, including subscriptions for approval of the General Assembly, budgets and the control of expenditure;
- setting up, determining mission statements and terms of references, as well as setting up and dissolving Working Groups as necessary to achieve the Association's Objectives;
- preparing, with the assistance of the Working Groups, the annual work program of BIC and of the PPP for approval by the General Assembly;

- choosing among the Directors, the BIC's representatives to the CBE Governing Board, and informing the General Assembly;
- proposing the agenda of the General Assembly;
- drafting and proposing Internal Rules for approval by the General Assembly;
- proposing changes to the Statutes and Internal Rules for adoption by the General Assembly;
- employing and dismissing of the Executive Director of the BIC's Secretariat;
- providing recommendations to the General Assembly on members application or exclusion.

10.2.4 The Board of Directors shall meet according to the rules defined in the Internal Rules. The Board of Directors shall meet at least twice a year and also on the initiative of the Executive Director. The meeting notice will be notified by mail or email at least two weeks before the date of the meeting and must include the agenda.

10.3 Decisions of the Board of Directors

10.3.1 A Director who is unable to attend may be represented by another Director. One Director, however, may not represent more than one other Director. Proxies must be notified in writing to the Executive Director before each meeting. Abstentions shall not be taken into account and blank and mutilated votes will not be counted in the votes cast.

10.3.2 The Board of Directors shall strive to reach its decisions by consensus. Where a vote is legally required or found necessary, decisions of the Board of Directors are adopted by simple majority. Abstentions and blank or irregular votes are not to be considered as votes cast and are therefore not to be taken into consideration for determining whether or not the aforesaid majority requirement has been met.

10.3.3 Each Director has one vote. In the event of a tie, the Chairperson of the Board of Directors casts the decisive vote.

10.3.4 The Board of Directors can only take decisions if at least half of the Directors are present or represented. When the attendance quorum is not reached, a new meeting of the Board of Directors shall be called within four weeks. The second meeting of the Board of Directors which may not be held earlier than one week after the first meeting (unless in the case of an urgency, in which case this shall be reduced to 48 hours), shall be entitled to validly take decisions, irrespective of the number of present or validly represented Board members (with a minimum of two Directors who must be present).

10.3.5 The meetings of the Board of Directors can be held remotely through digital channels. Directors attending through digital channels (conference call) shall be considered to be present at that meeting for the purpose of determining whether the quorum has been reached and their votes shall be taken into account in order to determine whether the required majority has been reached. The deliberations and the decisions of each meeting shall be recorded via minutes and be distributed to all Directors and Industry Full Members, following their approval by the Board of Directors. Board resolutions can also be approved by unanimous written resolutions of all Directors. The minutes and

the written resolutions of the Board will be archived at the registered office of the Association.

11. WORKING GROUPS

11.1 Working Groups can be established to consider specific matters of common interest within the Objectives of the Association under the authority of the Board of Directors.

11.2 The Board of Directors will define the mission statements and terms of references for each Working Group.

11.3 The operational details of the functioning of the Working Groups are further detailed in the Internal Rules.

12. BIC'S SECRETARIAT

12.1 The Association is supported by a secretariat (the 'Secretariat'). The Secretariat shall be composed of employees or independent service providers, who may be natural persons or legal entities.

12.2 The BIC's Secretariat operates under the authority of the Executive Director who executes the daily management of the Association.

13. BIC'S EXECUTIVE DIRECTOR

13.1 The Executive Director is appointed and dismissed by the Board of Directors. The Executive Director cannot be a Director of the Board of BIC, or be a staff member of any of the members.

The Executive Director of the BIC's Secretariat will execute his/her mandate in accordance with the Statutes and the Internal Rules.

13.2 The Executive Director shall be responsible for the day-to-day management of the Association. He or she shall, amongst others, prepare, coordinate and follow-up the meetings of the Board of Directors and the General Assembly in the coordination with the Chairperson of the Association. The Executive Director operates in accordance with the general guidelines he/she receives from the Chairperson of the Association and under the supervision and authority of the Board of Directors.

13.3 The Executive Director has the right to take part in all meetings of the General Assembly, the Board of Directors, as well as meetings of Working Groups. The Executive Director may voice his/her opinion, but has no voting right.

13.4 The function of Executive Director is remunerated.

13.5 The Executive Director may delegate a part of his/her powers for particular or specific purposes to a third party, under his/her responsibility.

13.6 The duties of the Executive Director and the outline organisation of the BIC's Secretariat are specified in the Internal Rules.

14. BIC'S CHAIRPERSON

14.1 The General Assembly elects, following the suggestion of the Board of Directors, a Chairperson and Vice-Chairperson(s) for a maximum period of two years. The term of office of the Chairperson and Vice-Chairperson(s) can be renewed once.

14.2 The Chairperson and the Vice-Chairperson(s) of the Board of Directors act as Chairperson and Vice-Chairperson(s) of BIC and of the General Assembly.

14.3 The function of Chairperson and Vice-Chairperson(s) is not remunerated, unless otherwise decided by the General Assembly.

15. REPRESENTATION

15.1 All acts binding the Association, other than those of day-to-day management, are valid only if signed jointly either by two members of the Board of Directors or by one member of the Board of Directors and the Executive Director.

15.2 All legal proceedings, whether as plaintiff or as defendant, are conducted, in the name of the Association, by the Board of Directors represented by its Chairperson, or by its Vice-Chairperson(s) or by the Executive Director or by any other person appointed for this purpose by the Board of Directors.

15.3 The Executive Director shall individually represent the Association with respect to all acts of daily management and also in court proceedings within the limits of daily management, and shall not be obliged to offer proof of a prior decision of the Board of Directors to third parties.

15.4 The Association is also validly represented by a proxyholder, within the limits of his/her power-of-attorney.

16. ACCOUNTS AND BUDGET

16.1 The financial year of the Association starts on 1 January and ends on 31 December of each year (throughout these Statutes referred to as the 'Financial Year').

16.2 The Board of Directors shall submit for approval by the Annual General Assembly accounts for the past Financial Year and a budget for the next year.

16.3 The accounts shall be sent to the competent authorities in accordance with the relevant legal provisions.

17. CHANGES TO THE STATUTES

17.1 Subject to the provisions of Article 9, the General Assembly may amend the Statutes of the Association and pronounce the Association's dissolution and liquidation.

17.2 The Board of Directors must bring any proposals for the variation of the Statutes to the attention of the Industry Full Members of the Association at least one month prior to the date of the General Assembly that will resolve thereon.

17.3 Save for more stringent legal provisions, amendments to the Statutes and the dissolution of the Association are decided upon by a three-fourth (3/4) majority of the votes cast by the Industry Full Members present or represented by proxyholder at the General Assembly convened for this purpose.

17.4 If required by law, modifications to the Statutes shall be passed before a Belgian notary and/or approved by the Belgian Ministry of Justice. In any case, such modifications will be published in the Annexes of the Belgian State Gazette ('Moniteur Belge' / Belgisch Staatsblad').

18. DISSOLUTION

18.1 In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidators and determines their powers and fees, within the limits determined by law.

18.2 The liquidators shall distribute the net assets of the Association, if any, to any other European non-profit organisation / association having a similar, equivalent or accessory purpose.

18.3 No member and no Director of BIC shall be personally held liable for any remaining debts and liabilities of BIC after the dissolution process. This is without prejudice to the liability of Directors who exceeded their powers and/or neglected their obligations as Directors.

19. INTERNAL RULES

19.1 Upon proposal of the Board of Directors, the General Assembly shall adopt the Internal Rules, which implement and specify the provisions of these Statutes and also regulate the activities of the Association. The purpose of the Internal Rules will be to complete and apply the Statutes and to establish the administrative rules, without violating either the spirit or the letter of these Statutes. In case of contradiction between the Statutes and the Internal Rules, the former shall prevail.

19.2 The Internal Rules and any amendments thereto are communicated to all members and Directors and to the Executive Director. The latest version of the Internal Rules is dated [to be revised in March 2023].

20. LIABILITY OF OFFICERS

20.1 The directors, the Chairperson, the Treasurer, and the Executive Director are not personally liable for the debts, undertakings and obligations of the Association. Their liability shall be limited to the performance of their duties and assigned tasks and the faults committed in the (non-) performance of their duties and tasks.

21. WORKING LANGUAGE AND LANGUAGE OF THE STATUTES

22.1 The working language of the Association will be English except for all documents which the law requires to be drafted in French or in Dutch, which shall be drafted in French.

22. APPLICABLE LAW

22.1 All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with Belgian law, and in particular the Code on Companies and Associations.