

Part B**Copy to be published in the annexes to the Belgian Official Gazette following filing of the document with the registry**

Reserve d for the Belgian Official Gazette Belge	*23458710*	 Filed 13-12-2023 Registry
---	------------	---

 Supplements to the Belgian Official Gazette - 15/12/2023 - Annexes to the
 Moniteur belge

Company number: 1003331475

Name
 (in full): **Fleet Cards Europe**
 (abbreviated):

Legal form: Non-profit association

 Full address of the registered office: Rue de la Science 41
 : 1040 Brussels

Purpose of the deed: INCORPORATION

It follows from a deed received on the twelfth of December two thousand and twenty-three by Maître **Yorik Desmyttere**, Notary in Brussels, that:

- 1) The company incorporated under German law "**DKV EURO SERVICE GmbH + Co. KG**", having its registered office at 40882 Ratingen, Balcke-Dürr-Allee 3 (Germany);
 - 2) The English company "**RADIUS PAYMENT SOLUTIONS LIMITED**", having its registered office at Eurocard Centre Herald Park, Herald Drive, Crewe, England, CW1 6EG; and
 - 3) The European company "Edenred", with its registered office at 14-16 Boulevard Garibaldi, 92130 Issy-les-Moulineaux, (France);
- have formed a non-profit association, the articles of association of which are as follows:

Title I – Name – Registered Office – Purpose**– Duration Article 1. Name**

1. The association is a non-profit association (ASBL) named "**Fleet Cards Europe**", abbreviated to "FCE" (hereinafter referred to as "the Association").
2. The full or abbreviated name may be used separately.
3. The Association is governed by the Companies and Associations Code, and in particular by the provisions contained in Book IX of the Companies and Associations Code.

Article 2. Registered office.

The Association's registered office is located in the Brussels Region.

Website link: <https://fleetcardseurope.org/>, and email address: FleetCardsEurope@pentagroup.com. The registered office of the Association may be transferred to any other location in Belgium by a decision of the Board of Directors published in the annexes to the Belgian Official Gazette, unless such a transfer requires a change of language, in which case it must be decided by the General Meeting as an amendment to the Articles of Association.

Article 3. Purpose – Activities.

1. The Association shall carry out its activities on a non-profit basis.
2. Its main purpose shall be to represent the interests of the fuel card industry at European and global levels by bringing together the key players in the fuel card management ecosystem.
3. This objective shall be pursued in particular through the following activities:
 - to establish and promote a common definition of the fuel card;
 - to defend the industry's interests in a spirit of coordination by developing joint action plans, finished products and commitments with public authorities;
 - develop a platform bringing together stakeholders to discuss the industry's key challenges, whilst facilitating the monitoring of legislative documentation and the sharing of available information and documentation;
 - share the cost of activities through a formal legal entity;
 - support its members by providing general and collective services such as, but not limited to: advice, best practices, macroeconomic studies on the socio-economic effects of the fuel card industry at European and international levels, as well as

Please state on the last page of Part B:

On the front: Name and capacity of the notary drawing up the deed or of the person or persons authorised to represent the legal entity in dealings with third parties

On the reverse: Name and signature (not applicable to deeds of the "Mention" type).

Reserve
d forBelgian
Official
Gazette**Part B**-
continu
ed

technical matters, general information and sector-specific statistics, training, networking, participation in international forums, research and development, public relations representation, and the organisation of joint events or advertising campaigns;

- to study, encourage and undertake any activities that may contribute to the development of the fuel card industry;

- to the extent required by the above activities, to represent and protect the interests of its members and to advocate the Association's positions to external stakeholders, including European and international institutions.

4. In order to achieve its objectives, the Association may organise any event, such as conferences, exhibitions, symposia, and, generally speaking, undertake any activities that contribute directly or indirectly to the fulfilment of its purpose or that are related thereto, including, within the limits permitted by law, ancillary commercial and profit-making activities, the proceeds of which shall, at all times, be entirely allocated to the fulfilment of its non-profit purpose.

5. The Association may acquire any property, whether movable or immovable, enter into any contractual commitment; accept donations, sell, grant pledges or security interests and transfer these in accordance with the provisions of the law, these Articles of Association and any amendments thereto, insofar as they are necessary or useful for the fulfilment of its purpose.

Article 4. Duration.

1. The association has been established for an indefinite period and may be dissolved at any time in accordance with Articles 2:109 et seq. of the Companies and Associations Code. **Title II – Members**

Article 5. General provisions

1. Membership of the Association is open to Belgian and non-Belgian nationals.

2. The Association shall have at least three full members at all times.

3. The Association may consist of legal entities and associations (with or without legal personality) legally established, or of natural persons.

4. The Association comprises two categories of members: full members and associate members.

Article 6. Full members.

Full members shall be exclusively legal entities and associations that are active in the fuel card market.

Article 7. Associate members.

Associate members may be legal entities, associations or natural persons dealing with matters of interest to the fuel card industry and willing to share and discuss these matters in a constructive spirit, or having the same objectives as fuel card companies.

Article 8. Membership

1. Any application for membership as a full or associate member must be submitted in writing to the Chair of the Board of Directors and must include the following:

a) The applicant's name and address;

b) A statement specifying the desired category (full member or associate member), and in the case of an application for full membership, proof that the applicant meets the requirements of Article 6.

c) A written undertaking to comply with these Articles of Association and the Rules of Procedure (if any), to accept the codes and standards developed by the Association, and to apply them in their day-to-day activities; and,

d) A written undertaking to fulfil the financial and other obligations incumbent upon members of the Association for the entire duration of their membership.

2. Applicants and members admitted to the Association shall provide the Board of Directors with any information requested from time to time, in a reasonable and proper manner. The Board of Directors shall take appropriate measures to protect the confidentiality of such information.

Article 9 – Consideration of Applications

1. The Board of Directors will consider the prospective member's application and reach a decision on the matter at one of its forthcoming meetings. The Board of Directors' decision shall be adopted in accordance with the rules set out in Article 21.

2. The Board of Directors has sole discretion to decide whether a candidate meets the above-mentioned conditions. The decision does not require justification.

3. The applicant shall be informed in writing of the decision and shall become, as appropriate, a full member or associate member upon receipt by the Association of the applicable membership fee.

4. The Board of Directors may at any time invite a person it deems suitable to become a full or associate member.

Annexes to the Belgian Official Gazette - 15/12/2023 - Annexes to the Moniteur
belge

Please state on the last page of Part B:

On the front: Name and capacity of the notary drawing up the deed or of the person or persons authorised to represent the legal entity in dealings with third parties**On the reverse:** Name and signature (not applicable to deeds of the "Mention" type).

Section**B** -
continu
ed**Article 10. – Loss of membership.**

1. Any member is free to withdraw by sending their resignation to the Chair of the Board of Directors by registered post at least six months before the end of the current financial year. During this notice period, the resigning member shall continue to enjoy the rights and fulfil the obligations inherent in their membership. Any resignation given during the last six months of the financial year shall not take effect until the end of the following financial year. The resigning member shall remain liable for any outstanding contributions, including those arising from decisions taken at the last general meeting; however, the final contribution shall not exceed that of the financial year in which the resignation was notified.

2. A member who ceases to comply with the applicable conditions set out in Articles 6 and 7, or a member who has not paid their membership fee following a formal notice sent by registered post and which has not been settled within four (4) weeks of the date of dispatch, or a member who becomes subject to bankruptcy, insolvency or similar proceedings, shall immediately and automatically forfeit their membership. The Board of Directors may decide to expel a member from the Association following a breach of these Articles of Association, the Rules of Procedure (if any) or the Code of Conduct (if any), or following a failure to pay their membership fee, or on any other legitimate grounds. A decision to expel a member shall be adopted in accordance with the rules laid down in Article 21.

3. A member whose membership expires shall be required to pay the membership fee for the year in which the membership expires, as well as any other outstanding fees or sums, and shall not be entitled to claim any refund of their membership fee or any other sum paid, indemnity or compensation whatsoever.

Title III – Organisation of the Association**SECTION 1. GENERAL MEETING****Article 11 – Powers.**

The following powers shall be reserved for the General Meeting:

- a) approval of the annual report;
- b) the appointment and removal of directors and auditors, as well as the determination of their remuneration (if any);
- c) the discharge of the directors and auditors (if any);
- d) the examination and approval of the annual accounts and the budget (including the amount of membership fees);
- e) amendments to the Articles of Association;
- f) the dissolution of the Association;
- g) the expulsion of a member;
- h) the conversion of the ASBL into an AISBL, into a cooperative society approved as a social enterprise, and into an approved social enterprise cooperative society;
- i) making or accepting a gratuitous contribution of a universal estate.

Any powers not expressly reserved for the Association are vested in the Board of Directors.

Article 12 – Ordinary and Extraordinary General Meetings.

1. General Meetings are meetings of all full members of the Association. Associate members may be invited to General Meetings but do not have the right to vote.

2. An Ordinary General Meeting shall be held once a year, within six months of the end of the financial year, on the date, at the time and at the venue determined by the Board of Directors and specified in the notice of meeting. This General Meeting shall decide on the annual report, the annual accounts, the discharge to be granted to the directors and auditors (if any), and, every two years, on the appointment and removal of directors, without prejudice to any other items placed on the agenda by the Board of Directors, full members and associate members.

3. Extraordinary General Meetings (i.e. all General Meetings other than the Ordinary General Meeting) shall be convened by the Chair of the Board of Directors either (i) on his or her own initiative, or (ii) at the written request of at least one-fifth (1/5) of the full members. Such Extraordinary General Meetings shall deliberate on amendments to the Articles of Association and the dissolution of the Association, as well as on items placed on the agenda by the persons requesting the holding of such an Extraordinary General Meeting, which is not an Ordinary General Meeting.

4. Without prejudice to the procedure for convening meetings laid down in the Articles of Association, the auditor (if any) may convene an Extraordinary General Meeting. He must convene the General Meeting when one-fifth (1/5) of the full members of the Association so request in writing.

Article 13 – Notices of Meetings.

1. Notices of meetings are sent by the Chair of the Board of Directors by post, email or any other electronic means of communication to each member of the Association at least fifteen days before the meeting.

Reserve
d forBelgian
Official
GazetteAnnexes to the Belgian Official Gazette - 15/12/2023 - Annexes to the Moniteur
belge**Section****B** -
continu
ed

2. *Notices of meeting shall specify the date, time, venue and agenda of the General Meeting. Notices of meeting shall also specify the means and procedure for voting at the General Meeting.*

Article 14. – Composition – voting.

1. *The General Meeting shall consist of full members.*
2. *Only full members who have paid their membership fees shall be entitled to vote at the General Meeting, on the basis of one vote each. Associate members may attend General Meetings but shall not be entitled to vote.*
3. *Any full member may grant a written proxy to another full member to represent them at the General Meeting, subject to prior written confirmation. The proxy holder shall have full powers to represent, vote and act on behalf of that member on all items on the agenda of the General Meeting. There is no limit on the number of full members who may be represented by a single full member.*

Article 15. – Quorum – Majority

1. *In order to be validly constituted, the percentage of full members present or represented at an Ordinary General Meeting must be fifty per cent.*
2. *In order to be validly constituted, two-thirds of the full members must be present or represented at an Extraordinary General Meeting.*
3. *Except where these Articles of Association or the law require a special majority, all decisions and resolutions shall be adopted by a two-thirds majority of the votes of full members present or represented at the General Meeting.*

4. *No decision may be taken on matters not included in the agenda, unless fifty per cent of the full members present or represented agree to it.*

Article 16. – Conduct of the General Meeting

1. *The General Meeting shall be chaired by the Chairman of the Board of Directors, or in his absence, by another director appointed by the full members present or represented at the Meeting. The Chairman shall appoint a Secretary for the duration of the Meeting.*
2. *General Meetings may be held in person or via a conference call, video conference, or any other electronic means that enables participants in different locations to deliberate collectively and allows each member to cast a definitive vote, though not necessarily simultaneously, on the resolutions and decisions on the agenda.*

Article 17 – Minutes.

1. *The resolutions and decisions of the General Meeting shall be recorded in minutes signed by the Chair and the Secretary of the Meeting.*
2. *The minutes shall be kept at the Association's registered office for inspection by members.*
3. *Resolutions of General Meetings which are of particular interest to all members shall be brought to their attention by circular letter.*

SECTION 2. BOARD OF DIRECTORS**Article 18. Composition and appointment of directors**

1. *The Association's Founders shall always hold a seat on the Board of Directors.*
2. *The Association shall be managed by a board (the "Board of Directors" or the "Board") in accordance with the following rules:*
 - a) *The Board shall consist of a minimum of three directors ("Board Members" or "Directors"), including the Chair, Vice-Chair and Treasurer, and a maximum of seven directors. Only full members are entitled to have a representative on the Board of Directors.*
 - b) *The Chair, Vice-Chair, Treasurer and other directors shall be natural persons (permanent representatives of a legal entity) who shall be appointed for an indefinite term by the General Meeting upon nomination. Each full member has the right to propose the appointment of a director.*
 - c) *Each member of the Board shall have one vote.*
3. *The Board of Directors may decide to invite persons to its meetings on a permanent or non-permanent basis. Under no circumstances shall such external persons have the right to vote.*
4. *If a directorship is not filled or becomes vacant for any reason, the remaining directors shall be obliged, as soon as reasonably practicable, to fill the vacancy by co-opting a member. The newly appointed member shall complete the term of office of the director whom they replace.*
5. *The General Meeting, acting by the majority provided for in Article 15, may at any time remove a director, without any compensation being payable.*
6. *All acts concerning the appointment, resignation or removal of members of the*

Please state on the last page of Part B:

On the front: Name and capacity of the notary drawing up the deed or of the person or persons authorised to represent the legal entity in dealings with third parties**On the reverse:** Name and signature (not applicable to deeds of the "Mention" type).

Reserve
d forBelgian
Official
Gazette**Part B**-
continu
ed

The minutes of the Board of Directors, drawn up in accordance with the law, shall be published in the Annexes to the Belgian Official Gazette at the Association's expense.

Article 19 – Powers and delegations.

1. The Board of Directors shall have the broadest powers to perform all acts necessary or useful for the Association's purpose, as well as its administration (i.e. deciding on the budget) and management (i.e. defining priorities, positions and action plans), with the exception of powers expressly reserved for the General Meeting by law or these Articles of Association.

2. The Board of Directors may establish or amend the Rules of Procedure (if any), which supplement, implement or interpret the Articles of Association. Any proposal to establish or amend such Rules of Procedure (if any) shall be clearly stated in the notice of meeting, and the decision to establish or amend such Rules of Procedure (if any) shall require a two-thirds majority of the votes of the directors present or represented at the meeting. The Rules, together with any amendments thereto, shall be communicated to all members.

3. The Board of Directors may delegate the day-to-day management of the Association and/or other specific powers, as well as the representation of the Association within the limits of such day-to-day management and/or specific powers, to one or more natural or legal persons, whether or not they are directors or members of the Association, who may act alone (the "Secretary General"). The Board of Directors shall determine the term of office, remuneration, if any, and all other terms and conditions applicable to the role of Secretary General. The role of Secretary General may be combined with the role of Vice-President.

The role of the Secretary-General includes, amongst other things, the effective monitoring of legislative processes, the analysis of documentation and legislative proposals, responding to consultations and drafting positions, and collaboration with public authorities.

Day-to-day management encompasses both acts and decisions that do not go beyond the Association's day-to-day needs, and acts and decisions which, either because they are of minor importance or because of their urgent nature, do not warrant the involvement of the Board of Directors.

The provision whereby day-to-day management is entrusted to one or more persons acting individually, jointly or collectively is enforceable against third parties under the conditions set out in Article 2:18 of the Companies and Associations Code. However, any limitations on the power of representation of the body responsible for day-to-day management are not enforceable against third parties, even if they are published.

4. The Board of Directors and the persons responsible for day-to-day management may appoint one or more agents for special and clearly defined tasks.

The Board of Directors may, if it deems it appropriate and under its own responsibility, establish committees or other advisory bodies, and shall also have the power to dissolve them. The Board of Directors may delegate its powers to such committees, with the exception of (i) general management powers, including (but not limited to) the determination of the Association's strategic priorities, and (ii) any other power specifically conferred on the Board of Directors by law or these Articles of Association. The Board of Directors shall at all times have the power to supervise these committees.

Article 20 – Organisation of the Board of Directors – Chair – Vice-Chair – Treasurer.

1. The Board shall, by election from among its members, appoint:

- a) A Chair (the "Chair");
- b) A Vice-President (the "Vice-President"); and,
- c) The Treasurer (the "Treasurer").

2. The Chair is appointed for a term of two years and is elected by the Board of Directors.

3. The Vice-President and the Treasurer shall be appointed for a term of two years.

4. The President shall chair General Meetings and meetings of the Board of Directors. In the absence of the President, the General Meeting or the Board of Directors, as the case may be, shall be chaired by the Vice-President.

5. The Vice-President shall assist the President in all his duties.

6. The Treasurer is responsible for all financial matters of the Association, including but not limited to internal audit and accounting, maintaining accurate accounting records and a clear audit trail for all transactions, and monitoring the Association's financial position. The Treasurer shall report regularly to the Board on the Association's financial status, and whenever the Board so requests.

Article 21. – Meetings, quorum and majority

1. The Board of Directors shall meet regularly and whenever the Association's operations so require, but shall meet at least once every quarter.

2. The Board of Directors shall be convened on the initiative of its Chair or at the request of at least one third of the directors.

3. The Board of Directors may only deliberate on items included on the agenda.

4. Notices of meetings shall be sent by the General Secretariat by post, email, fax,

Annexes to the Belgian Official Gazette - 15/12/2023 - Annexes to the Moniteur
belge

Please state on the last page of Part B:

On the front: Name and capacity of the notary drawing up the deed or of the person or persons authorised to represent the legal entity in dealings with third parties**On the reverse:** Name and signature (not applicable to deeds of the "Mention" type).

Reserve
d forBelgian
Official
GazetteAnnexes to the Belgian Official Gazette - 15/12/2023 - Annexes to the Moniteur
belge**Section****B** -
continu
ed

by telephone or any other electronic means of communication at least fifteen days before the date set for the meeting, except in cases of urgency. In cases of urgency, the meeting may be convened at shorter notice provided that the nature and reasons for the urgency are specified in the notice of meeting. Meetings may be held without a notice of meeting if all directors are present or represented, or if those absent have waived the right to be notified in advance. Meetings may be held in the physical presence of the members or by means of a conference call, video conference, teleconference or any other electronic means deemed appropriate by the Board, provided that such telecommunication techniques enable the various geographically dispersed participants to engage in collective deliberation and allow each member to cast a definitive vote, albeit not necessarily simultaneously. Directors participating in the Board meeting by such means of telecommunication shall be deemed to be present.

Notices of meetings shall specify the means and procedure for voting at the Board meeting.

Furthermore, Directors may also pass any resolution in writing by unanimous consent.

5. Each member of the Board of Directors has one vote on matters falling within the Board's remit. Members of the Board may grant proxies to other members of the Board to vote on their behalf, provided this is confirmed in advance by a written proxy. The proxy shall be granted by ordinary post, email or any other electronic means, provided that it can be printed and attached to the minutes.

6. The Secretary General (if any) is invited to attend Board meetings but shall not have voting rights in that capacity. Observers invited to the Board do not have voting rights on the Board of Directors

7. The Board of Directors may validly deliberate and decide on the items on the agenda if two-thirds of its members are present or represented.

8. Unless these Articles of Association impose a special majority requirement, decisions shall be taken by the Board of Directors by a two-thirds majority of the votes of the directors present or represented.

Article 22 – Minutes

1. Decisions adopted by the Board of Directors shall be recorded in minutes signed by the Chair and the Secretary General. The minutes shall be kept in a special register. A copy of the minutes shall be sent by post, email or made available by any other electronic means to each director within two weeks of the Board meeting.

2. The register of minutes shall be kept at the Association's registered office. SECTION

3. – REPRESENTATION OF THE ASSOCIATION**Article 23. – Representation.**

1. The Association is represented in dealings with third parties, including in legal proceedings or before public officials, by the President and the Vice-President.

2. Within the scope of day-to-day management, the Association is validly represented by the Secretary-General, who is responsible for day-to-day management and acts alone.

3. It is also, within the limits of their mandates, validly bound by special agents.

4. All acts concerning the appointment, resignation or dismissal of persons/members of the Board of Directors who are authorised to represent the Association, drawn up in accordance with the law, shall be published in the Annexes to the Belgian Official Gazette at the Association's expense. /

Title IV – Financial Year and Contributions. Article**24 – Financial Year – Budget – Accounts.**

1. The financial year begins on 1 January and ends on 31 December of each year.

2. Each year, the Board of Directors shall draw up the budget for the following year.

3. The Association's accounting records and annual accounts shall be prepared by the Board of Directors in accordance with the applicable legal provisions.

4. The annual accounts and the budget shall be submitted for approval to the Ordinary General Meeting within six months of the end of the financial year.

5. If the Association meets the thresholds set out in the relevant legislation, or upon a proposal from the Board of Directors, the General Meeting shall appoint one or more auditors to examine the financial position, the annual accounts and the regularity of the transactions to be included in the annual accounts in accordance with the law and these Articles of Association. Where applicable, the auditors shall be appointed for a term of three years.

6. The General Meeting shall appoint the auditor(s) from among the members, whether natural or legal persons, of the Institute of Company Auditors for a renewable term of three

Reserve
d forBelgian
Official
GazetteAnnexes to the Belgian Official Gazette - 15/12/2023 - Annexes to the Moniteur
belge**Part B**-
continu
ed

financial years. The auditor's remuneration for the entire term of office shall be determined by the General Meeting at the time of the auditor's appointment and may only be amended by mutual consent between the Association and the auditor.

7. Subject to applicable legislation and contractual arrangements, the General Meeting may remove the auditor at any time, provided that such a decision is taken by a two-thirds majority of the members present or represented.

Article 25 – Membership Fees

1. The Association shall be funded by membership fees and contributions from public or private sources.

2. The annual membership fee for (i) full members and (ii) associate members shall be set at a fixed amount, to be determined by the Board of Directors.

3. The Board of Directors shall also determine the fees and payment deadlines.

4. Any change to the amount of membership fees and charges shall only take effect on the thirtieth day following written notification to members. If a member remains in arrears for more than eight weeks after a payment reminder has been sent by registered post, their voting rights shall be suspended, as shall all other rights conferred upon them by virtue of their membership, until the situation has been rectified, without prejudice to the Board of Directors' right to expel such members.

Title V – Amendment of the Articles of Association –**Dissolution Article 26**

1. Without prejudice to Article 2:113 of the Companies and Associations Code, any proposal to amend the Articles of Association or to dissolve the Association must come from the Board of Directors or at least one-fifth (1/5) of the full members.

The General Meeting may validly deliberate and decide on a proposal to amend the Articles of Association or to dissolve the Association if two-thirds of the members are present or represented. Resolutions concerning amendments to the Articles of Association shall be adopted by a two-thirds majority of the full members present or represented.

Resolutions concerning the dissolution of the Association shall be adopted unanimously by the full members present or represented.

Furthermore, amendments to the Articles of Association shall be subject to the conditions set out in Article 2:5 of the Companies and Associations Code.

2. The General Meeting shall determine the procedure for the dissolution and liquidation of the Association.

In the event of dissolution, the General Meeting shall appoint one or more liquidators and determine their duties and powers.

Once all debts and liabilities of any kind have been settled, the Association's funds, capital and other assets shall be allocated to a charitable cause by resolution of the General Meeting.

TITLE VI – Languages**Article 27. Use of languages**

The official language is French; the working language is English. In the event of a difference in interpretation of a provision, the French version shall prevail.

Title VII – General Provisions Article 28.**– General Law.**

Any matter not provided for in these Articles of Association, in particular regarding the requirements for publication in the Annexes to the Belgian Official Gazette, shall be governed by the relevant statutory provisions and regulated by the Companies and Associations Code.

Article 29.

The positions of President, Vice-President and members of the Board of Directors are unpaid. These individuals, as well as the Secretary-General, may only bind the Association within the limits of the performance of their duties.

FINAL AND TRANSITIONAL PROVISIONS.**REGISTERED OFFICE**

The registered office of the non-profit association is initially established at 1040 Brussels, Rue de la Science 41.

APPOINTMENT OF THE BOARD OF DIRECTORS

The founders resolve to appoint the following as non-statutory directors, for an indefinite period:

- Mr **Sven MEHRINGER**, born in Münchberg on 8 March 1979, residing at Nachtigallenweg 16, 47804 Krefeld (Germany).
- Mr **William Stanley HOLMES**, born in Chislehurst on 16 March 1964, residing at 10 Hargate Drive, Altrincham, WA 15 ONL (United Kingdom).
- Mr **BETTERMANN Carsten Bernd**, born in Paderborn on 1 March 1968, residing at Carl-

Please state on the last page of Part B:

On the front: Name and capacity of the notary drawing up the deed or of the person or persons authorised to represent the legal entity in dealings with third parties**On the reverse:** Name and signature (not applicable to deeds of the "Mention" type).

Part B - conti
nued

Bosch-Str 10 05, 63814 Mainaschaff (Germany).

- Ms **Katie Louise RUSHTON**, born in Newcastle Under Lyme on 12 March 1984, residing at Upper Barton Farmhouse, Barton Lane, Bradley, Stafford ST18 9EG (United Kingdom).

- Mr **DE GROOT Michael**, born in Laren on 10 July 1982, residing at Willemsparkweg 174, 1071HT.

- Mr **Attila DSUPIN**, born in Miskolc on 3 April 1973, residing at Arany Janos UTCA 56, Budapest (Hungary).

- Ms **ZHELYUK Tetyana**, born in Rivne (Ukraine) on 30 March 1987, residing at Sarmacka 12C/17, 02-972 Warsaw (Poland).

Their appointment is unpaid, unless otherwise decided by the general meeting.

The appointment of the aforementioned directors shall only take effect once the association has obtained legal personality.

FIRST FINANCIAL YEAR

The association's first financial year shall commence on the date on which the association acquires legal personality and shall end on 31 December 2024.

TAKEOVER OF OBLIGATIONS

All commitments and the resulting obligations, and all activities undertaken since 1 January 2023 by either of the parties appearing in the name and on behalf of the association in the process of being formed, are assumed by the association.

This assumption shall take effect only from the date on which the association acquires legal personality, being the date of the Royal Decree granting its recognition.

POWER OF ATTORNEY FOR FORMALITIES

The founders, represented as stated above, have decided to grant full powers for an indefinite period to Bofidi Accountants SRL, Cantersteen 47 - Central Gate, 1000 Brussels, or to one of its authorised representatives, namely Ms Lindsey Schamp, Ms Wendy Defreyne, Ms Sylvia Vanbeveren, Ms Eva Thielemans and Ms Tine Talpe, acting jointly or separately, with the power to delegate, to act in all circumstances, orally and/or in writing, as legal representative before all public authorities, for example, but not limited to, the Direct Taxes Administration, the VAT, Registration and Domains Administration, the AFER, the National Social Security Office, and this without being limited to the following list of tasks: drafting, signing and submitting declarations, responses to requests for information, notices of amendment, declarations of rectification and claims; conducting negotiations and signing agreements with the audit and litigation departments as well as senior management; acting as a representative in dealings with the aforementioned authorities; completing, requesting, submitting and signing all necessary documents for the registration of contracts, the application for necessary permits and certificates, the registration, amendment or dissolution of the company with the Crossroads Bank for Enterprises, the application for, amendment or cancellation of a VAT number, amendment or termination with a social security fund, registration with a social secretariat and the completion of all procedures relating to registration as an entrepreneur, the application for, extension and/or transfer of the LEI (Legal Entity Identifier), the signing and submission of Form I for publication in the annexes to the Belgian Official Gazette and the signing and filing of Form II for the amendment of the company's registration with the Crossroads Bank for Enterprises (CBE), and acting as a representative in dealings with the postal service, local railways and other transport and delivery services, for all correspondence to the founders, managers, directors or their employees.

FOR A CERTIFIED ANALYTICAL EXTRACT.

(Filed at the same time as the extract: a copy of the deed, the consolidated text of the articles of association). Three powers of attorney remain attached to the deed.

This extract is issued prior to registration in accordance with Article 173, 1° bis of the Registration Fees Code.

Yorik Desmyttere, Notary