

Batteries European Partnership Association

BEPA A.I.S.B.L.

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The founding Members of the Association are:

1. The Energy Materials Industrial Research Initiative AISBL
Represented by its Chairman Mr Egbert Lox
2. RECHARGE AISBL
Represented by its Secretary General Mr Claude Chanson
3. The European Association for Storage of Energy AISBL
Represented by its Secretary General Mr Patrick Clerens

By derogation to the Articles of Association, the Founding Members are temporarily entitled to be Full Members, only for the purpose of creating the Association and until the election of the Executive Board members by the General Assembly.

It is agreed to form an international non-profit making association under Belgian law, according to book 10 of the Belgian Code of companies and associations. The Articles of Association shall be as follows:

Title 1 – FORM, NAME, REGISTERED OFFICE, PURPOSE AND ACTIVITIES OF THE ASSOCIATION

Article 1 – Form and name

- 1.1 An international not-for-profit association is hereby formed under the name of "Batteries European Partnership Association", hereinafter also referred to as the "Association" or "BEPA".

The Association and its Articles of Association shall be governed by book 10 and all other relevant provisions of the Belgian Code of companies and associations as introduced by the law dated 23 March 2019, as amended from time to time.

Article 2 – Registered office

- 2.1 The registered office of the Association is located at Adolphe Lacomblélaan 59/8, 1030 Brussels Belgium. The registered office may be transferred to other premises in Belgium pursuant to a decision of the majority of the Executive Board.

Article 3 – Duration, Purpose and Activities

- 3.1 The Association is incorporated for an indefinite duration. The Association shall be granted legal personality at the date of the Royal Decree recognising the incorporation, in conformity with Article 2:6 §3 of the Belgian Code of companies and associations.
- 3.2 The objective of the Association is to promote and facilitate pre competitive research benefiting to the Battery Value Chain within the European Research Area.
- 3.3 To reach this objective, the Association shall engage in a Co-programmed European Partnership with the European Commission, as defined by article 8. 1 (a) of the European Commission proposal for a Regulation of the European Parliament and of the Council establishing Horizon Europe - The Framework Programme for Research and Innovation (2021-2027) COM(2018) 435 final. It shall

collaborate with the European Union for the implementation of European framework programmes on research, technological development along the value chain, and demonstration.

- 3.4 The Association shall carry out acts and take steps that are deemed appropriate or useful in view of achieving its objectives, in particular the tasks that will be described in the European Partnership contract to be signed with the European Commission.
- 3.5 The Association shall not engage in policy-making and/or represent the interests of the European battery value chain on policy fields outside the boundaries of the European framework programmes for research and innovation and its links to national research programmes. It could only do so with an objective of cooperation between the Batteries European Partnership and other European initiatives directly linked to its activities, e.g. standardisation, education, deployment of innovative infrastructures, etc.
- 3.6 In furtherance of these objectives, the Association shall engage in any lawful activity that can reasonably be expected of an association and undertake such activities as it considers appropriate to the achievement of its aims and objectives (including, but not limited to conferences, participation to international projects, publications, publishing expert opinions,...).
- 3.7 In pursuing the activities of the Association, the Members do not seek to obtain direct financial advantage for themselves, nor shall it be the objective of the Association to procure direct financial advantage for the Members.
- 3.8 The Association may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive donations, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Articles of Association and any amendment to them.
- 3.9 For the purpose of these Articles of Association, Europe shall be defined as the European Union, the European Free Trade Area, the countries to whom the EU grants the status of candidate countries to the EU and other countries that are allowed to fully participate in the European framework programmes on research, technological development and demonstration.

Article 4 – Ethical Conduct

Each member of the Association is committed to unyielding integrity and to respect confidentiality on the Associations' internal documents. They shall maintain and enforce adherence to lawful business practice and shall act in good faith and transparency to other Members.

Each member commits to comply with European Union's regulations in the field of competition, anti-trust, and to fight against bribery and corruption.

Title 2 – MEMBERSHIP

Article 5 – Eligibility criteria and Member Categories

5.1 Membership of the Association, whatever the concerned category, is open to legal persons created and recognised as such under national law, Union law or international law, which has legal personality, which may, acting in its own name, exercise rights and be subject to obligations, fulfilling all the following criteria:

1. Companies or institutions established in Europe, as defined in Article 3.9;
2. Companies or institutions with relevant activities in research & development, demonstration, industrialisation, commercialisation or deployment of the technologies and services within the scope of the European Batteries Partnership;
3. Companies or institutions sharing and supporting the objectives of European Batteries Partnership;
4. Companies or institutions committing to the Strategic Research Agendas and roadmaps of one of the European Technology and Innovation Platforms (ETIPs), or their successors, supporting the Batteries European Partnership;
5. Companies or institutions willing to actively contribute as partner in projects of the European Framework Programme for Research and Innovation.

Membership shall not be possible for natural persons/individuals.

5.2 There are two member categories:

- Full Members;
- Associate Members

5.2.1 Full Members

Full Members are composed of two constituencies:

- Industry Members;
- Research Members.

The rights and obligations of Full Members are defined under Article 8.2.

5.2.1 (1) Industry Members

Industry membership (hereinafter referred to as 'Industry Members') is open to industrial and commercial companies active in the field of the battery value chain, and fulfilling the eligibility criteria listed under Article 5.1. Commercial research companies, i.e. legal entities which by their legal form are for-profit-making or which have a legal or statutory obligation to distribute profits to their shareholders or individual members are considered Industry Members.

The following industries are meant:

- Battery raw materials industry
- Battery advanced materials industry
- Battery manufacturing industry
- Battery manufacturing supply industry

- Automotive industry
- Other applications industries (stationary storage, Maritime, Aviation, Rail, industrial applications...)
- Recycling industry

5.2.1 (2) Research Members

Research Provider membership (hereinafter referred to as ‘Research Members’) is open to research institutes and universities active in the field of battery technologies, which by their legal form are non-profit-making or which have a legal or statutory obligation not to distribute profits to their shareholders or individual members, fulfilling the eligibility criteria listed under Article 5.1.

5.2.2 Associate Members

Associate membership (hereinafter referred to as ‘Associate Members’) is open to:

- not-for-profit international/national/regional/sectoral associations (including non-governmental organisations) active in the field of the battery value chain, fulfilling the eligibility criteria of Articles 5.1.1, 5.1.3 and 5.1.4, whose members are predominantly organisations which meet the conditions for full membership and whose membership is broadly representative of the industrial research and development, technology and innovation sector in the territory, sector or other sphere of activity of the said association. Only the “Secretariat” of these associations strictu sensu shall enjoy the rights of associate membership (i.e. an association cannot be represented in the Association Bodies and Working Groups by one of its members).
- other not-for-profit stakeholders (including public agencies), active in the field of the battery value chain, fulfilling the eligibility criteria of Articles 5.1.1, 5.1.3 and 5.1.4.

The rights and obligations of the Associate Members are defined under Article 8.3.

Article 6 – Admission

- 6.1 Applications for membership shall be addressed to the Chairperson of the Board or the Secretary General.
- 6.2 Any application for membership implies complete adherence to the Articles of Association, to its Bylaws, compliance guidelines, all its Internal Rules of Procedure and to all decisions of its governing bodies and an undertaking to actively participate in activities.
- 6.3 The application for membership shall include the identity of the Member representative. The person appointed as representative of the Member shall act as the delegate of the Member at the General Assembly. The President of the Executive Board and the Secretary General shall be entitled to request additional information from an applicant.
- 6.4 The Executive Board will check the eligibility criteria listed under article 5.1, will decide on the membership category as under article 5.2, and will submit such applications to the General Assembly, which will decide on admission for membership at the next successive meeting.

Membership is granted by the General Assembly upon proposal of the Executive Board. Prior to a refusal of an application or of the admission itself, both the interests and objectives of the Association as well as the consequences of the refusal for the applicant will be carefully considered. Admission

may not be refused if such refusal -under consideration of the interests and objectives of the Association- constitutes an objectively unjustified unequal treatment and would place the undertaking at an unfair competitive disadvantage.

- 6.5 New Members may however be admitted provisionally by a resolution of the Executive Board or by a decision of the Chairperson of the Executive Board. Such provisional admission shall be subject to formal approval at the following General Assembly.
- 6.6 The membership acceptance will be communicated to the applicant by the Chairperson of the Executive Board or the Secretary General. Such membership or any rights attached thereto are unique and not transferable.

Article 7 – Resignation and Exclusion

- 7.1 A Member may resign from the Association at any time by giving prior written notice by registered letter addressed to the Chairperson of the Board or to the Secretary General. The resignation shall take effect at the end of the running accounting year, provided that the Chairperson of the Board or the Secretary General has received the written notice before the 1st of July of the running accounting year. Otherwise the resignation shall take effect at the end of the next accounting year.

The resigning Member remains liable for all financial contribution payable towards the Association up to the effectiveness of the resignation. No reimbursement, total or partial, of any contribution whatsoever paid will be made.

- 7.2 A member may be excluded from the Association either by reason of non-payment of the annual subscription fees and/or any other financial contributions for a period exceeding six months after they become due, or in the event of a member failing to materially comply with the criteria for membership (Art.5), the Articles of Association, the Bylaws (if any) or any other rules and/or regulations adopted by the Association, or with any other criteria conflicting with the legitimate interest of the Association (including acting in a manner gravely injurious to the reputation of the Association or its Members).

- 7.3 Exclusion from membership shall be proposed by the Executive Board and decided by the General Assembly. Exclusion shall require a special majority quorum of 60% of the weighted votes expressed (as specified in Article 11.3.3), with the member considered for exclusion not taking part to the vote. Prior to the vote regarding the exclusion, the member will have the right to explain itself to the General Assembly. 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. The decision of exclusion will be notified to the member by registered letter. Exclusion shall take immediate effect.

The excluded Member remains liable for all financial contribution payable towards the Association, as if the excluded Member had resigned from the Association at the date that the exclusion is effective. This includes paying the whole membership fee for the current accounting year and possibly for the next accounting year, as provided in article 7.1. No reimbursement, total or partial, of any contribution whatsoever paid will be made.

- 7.4 Any member which is excluded from the Association will be entitled to re-apply for membership following a period of two (2) years after the General Assembly validation of its exclusion.
- 7.5 Any member which ceases to be part of the Association for any reason
- (i) will no longer have any right or claim of access to the Association's internal funds or documentation after the membership termination being effective;
 - (ii) shall have no valid claim to the net assets of the Association

Article 8 – Rights and Obligations

- 8.1 Each member of the Association must approve and support these Articles of Association, its Bylaws, Code of Conduct and Compliance Guidelines if any, as well as all the possible amendments to these Articles of Association, Bylaws, Code of Conduct and Compliance Guidelines.

Each member is obliged to pay the amount of the dues approved annually by the General Assembly in accordance with article 9, but is not liable for any other financial or other commitments of the Association.

- 8.2 In addition to the rights and duties under 8.1. above, Full Members have the following rights and duties:

- attending or being represented at the meetings of the General Assembly;
- voting at the General Assembly;
- calling for a General Assembly upon request of at least a fifth of the Full Members;
- being excluded only after having been able to present in person their defence before the General Assembly;
- resigning from the Association after having notified this decision to the Executive Board by registered letter;
- participating to the activities of the Association, such as being involved and delivering contributions to consultation processes for establishing documents;
- electing and being elected to the Association Delegation to the Batteries European Partnership's Governing Board;
- electing and being elected to the Executive Board.

- 8.3 In addition to the rights and duties under 8.1. above, Associate Members have the following rights:

- participating in the General Assembly as observers without voting rights.
- participating in Working Groups upon invitation of the Chairperson of the Working Group, without voting rights

Article 9 – Membership Fees

- 9.1 The Association's membership fees will consist of a fixed annual amount to cover the operational cost of the Association as approved by the General Assembly on a yearly basis.

- 9.2 The annual amount of the membership fees will be specified for the Industry Members, the Research Members and the Associate Members, with the possibility for the General Assembly to decide on additional sub-categories.

- 9.3 The different annual amounts of the membership fees will be approved by the General Assembly on a yearly basis on proposal from the Executive Board.

- 9.4 New Members shall pay the membership fee for the residual portion of the year in which they are admitted on a pro-rata basis of the annual membership fee, from the month of their provisional admission according to Article 6.5. If a member resigns or is excluded from the Association, membership fees shall remain payable for the current accounting year and possibly for the next accounting year, in accordance with articles 7.1 and 7.3.

- 9.5 Members shall pay upon joining a one-off contribution to the working capital of the Association. This contribution is initially defined as 10% of the annual membership amount, with the possibility for the General Assembly to revise it on a yearly basis.
- 9.6 The total amount of dues shall be payable by the Members within 30 (thirty) days of the issuance of the invoice. After this date a legal interest rate may be applied.

Title 3 – BODIES OF THE ASSOCIATION: GENERAL ASSEMBLY OF THE MEMBERS, EXECUTIVE BOARD, ASSOCIATION DELEGATION, AND SECRETARY GENERAL

Article 10 – Structure

- 10.1 The structure of the Association shall be as follows:
- (a) the General Assembly (which shall consist of all Members of the Association);
 - (b) the Executive Board (being appointed by the General Assembly);
 - (c) the Association Delegation to the Batteries European Partnership Governing Board (being appointed by the General Assembly);
 - (d) the Secretary General (being appointed by the Executive Board).
- 10.2 The Association shall be governed by the General Assembly and the Executive Board.
- 10.3 The Secretary General will be in charge of the daily management of the Association.

Article 11 – General Assembly

- 11.1 *Powers - authority*
- 11.1.1 The General Assembly is the supreme body of the Association. The General Assembly approves the general policy of the Association on the basis of proposals of the Executive Board and gives recommendations to the Executive Board for its implementation.
- 11.1.2 The General Assembly is in particular competent for:
- admitting and excluding Members;
 - amending the Articles of Association;
 - electing and revoking the Members of the Executive Board upon proposal by the Chairperson;
 - electing and revoking the Members of the Association Delegation to the Batteries European Partnership upon proposal of the Chairperson;
 - discharging the Members of the Executive Board, from liability for the exercise of their mandate;
 - receiving reports on the activities from the Secretary General;

- approving the main policies and activities to be followed by the Association on the basis of recommendations of the Executive Board;
- approving the annual accounts and the budget proposed by the Executive Board;
- adopting yearly the amounts of the Members' annual subscription fee and any other financial contributions and the payment terms thereof, upon proposal of the Executive Board;
- appointing an Auditor, as the case may be, upon proposal by the Executive Board;
- the dissolution and liquidation of the Association.

11.2 *Organisation of the General Assembly*

11.2.1 The General Assembly of the Association shall be convened by its Chairperson and shall meet at least once a year at the place and on the date fixed by the Chairperson. An invitation, in the form of a letter or electronic mail, 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 Europe. An extraordinary General Assembly may be convened whenever the Executive Board or the Auditor, if any, judges it necessary and must be convened upon request of one fifth of the Full Members.

As far as compatible with the nature of the resolutions to be adopted, the General Assembly of the Association may be held virtually, without the Members physically attending the meeting in the same place, by conference call or video conference or by any other relevant communication means. Further details on the organisation of the meetings of the General Assembly will be detailed in the Bylaws if need would be.

The agenda of the meeting is enclosed with the invitation to the meeting. All the documents related to the items put on the agenda will have to be shared with the Members at least 1 week prior to the meeting.

- 11.2.2 Each Full Member is represented at the General Assembly by the person officially appointed as representative. Each Full Member has one vote without prejudice to Article 11.3.3. Each Full Member is voting under its constituency as defined by article 5.2.
- 11.2.3 Full Members are entitled to exercise their voting rights by delegating it to another Member of the same constituency. A member of the General Assembly may not exercise more than three proxies simultaneously. The Chairperson and Vice-Chairpersons may not exercise more than five proxies each. Proxies must be notified in writing to the Secretary General before each meeting.
- 11.2.4 The General Assembly has the authority to deliberate and to pass resolutions if at least half of the Industry Members and half of the Full Members are present or represented. In case this presence quorum could not be met, another meeting will be called within the next two months, at which there will be no quorum of presence.
- 11.2.5 No resolution may be taken on a matter not included in the agenda unless all Full Members are present or represented and unanimously resolve to deliberate and vote on these matters.
- 11.2.6 Associate Members may attend to the General Assembly without voting rights.

11.3 *Voting*

11.3.1 The General Assembly shall strive to work by consensus. If a vote proves necessary, the standard majority quorum is a simple majority of weighted votes (as specified in Article 11.3.3) expressed by the full Members present or represented, unless otherwise provided in the Articles of Association.

- 11.3.2 Full Members can choose to abstain from voting, but their abstention from voting will not be considered in the calculation of the majority.
- 11.3.3 Voting in the General Assembly is subject to a weighted voting system. The votes of the Industry Members present or represented constitute 75% of all votes at the General Assembly and the votes of the Research Members present or represented constitute 25% of all votes at the General Assembly. The actual number of members of each category present or represented do not influence this weighting.
- 11.3.4 Unless otherwise provided in these Articles of Association or unless the majority of Full Members present at the assembly decide to proceed with a secret ballot, voting is to be by show of hands.
- 11.4 *Chairperson of the General Assembly*
At all meetings of the General Assembly, the Chairperson of the Association acts as chairperson. In her or his absence, the meeting is chaired by a member of the Executive Board appointed at the beginning of the Assembly, or the Secretary General.
- 11.5 *Minutes*
- 11.5.1 The minutes of the General Assembly are established by the Secretary General of the Association under the authority of the General Assembly and shall be circulated to all Members.
- 11.5.2 They are recorded in a register which is held at the registered office of the Association and which is accessible to all Members.

Article 12 – Executive Board

- 12.1 *Composition and designation*
- 12.1.1 The minimum number of Executive Board members on the Executive Board is six and the maximum number ten, with the proviso that the total number of Executive Board members cannot be higher than the number of Members of the Association less one. The Executive Board includes:
- up to one representative from the battery raw materials industry;
 - up to one representative from the battery advanced materials industry;
 - up to one representative from the battery manufacturing industry;
 - up to one representative from the battery manufacturing supply industry;
 - up to one representative from the automotive industry;
 - up to one representative from another application industry;
 - up to one representative from the recycling industry;
 - up to two representatives from Research Members;
 - a Secretary General.

Associate Members who are representative associations of the different industries of the battery value chain are entitled to nominate their candidates for the Executive board: EMIRI for the Advanced Materials industry and the research community active in battery materials, cells and recycling; RECHARGE, EASE and EUROBAT for the Battery industry; EUCAR for the automotive industry; EASE and RECHARGE for the other applications industries; EBRA and EUROBAT for the recycling industry. However, any interested organisation with a voting right in the General Assembly will be able to propose its candidature for the Executive Board.

The term of office of the members of the Executive Board shall be renewable, without limitation.

- 12.1.2 The Executive Board members, apart from the Secretary General who is appointed by the Executive Board in accordance with article 14.1, are elected by the General Assembly for a period of two years, upon proposal of the Chairperson.

When, in the course of his or her mandate, an Executive Board member ceases to work for the Member of the Association she or he worked for at the time of election, the Executive Board member shall be deemed to have resigned from function within the Executive Board. The General Assembly can make an exception to this by a vote as mentioned in the first paragraph of this article if the Executive Board member stays in the same sector and similar position with another Member of the Association, therefore still allowing to draw upon the specific expertise.

Except by lawful resignation resulting from the application of the Articles of Association, the resignation of an Executive Board member must be notified in writing to the Chairperson or the Secretary General and, to be effective, must be accepted by the Executive Board.

In case of serious offense, a member of the Executive Board may be dismissed at any time by a decision of the General Assembly taken with a special majority quorum of 60% of the weighted votes expressed (as specified in Article 11.3.3).

In case of vacancy within the Executive Board during the course of a mandate, the General Assembly replaces the defaulting member at the next General Assembly.

- 12.1.3 The Executive Board shall agree among itself on the following candidates, which will be proposed to the General Assembly for approval:

- a Chairperson of the Executive Board and of the General Assembly, who will be called the Chairperson of the Association;
- a Vice-Chairperson of the Association, acting as Treasurer;
- a Research Vice-Chairperson of the Association.

Both the Chairperson and the Vice-Chairperson acting as Treasurer will be chosen among the elected representatives from the advanced materials and the battery manufacturing industries; the Research Vice-Chairperson will be chosen among the elected representatives from the Research Members.

- 12.1.4 Further persons can be invited to the Executive Board in an advisory capacity. These persons will however not have any voting rights.
- 12.1.5 The members of the Executive Board may be assigned specific functions within the Association as may be deemed appropriate by the Executive Board. The Executive Board may delegate special powers to Members of the Association.

12.2 *Powers - authority*

- 12.2.1 Subject to the powers granted to the General Assembly under Article 11.1, the Executive Board shall enjoy full powers to manage the Association and to perform for this purpose all acts as it may judge necessary or advantageous for achieving the objectives of the Association.

- 12.2.2 The Executive Board follows the resolutions, instructions and recommendations adopted by the General Assembly. The Executive Board implements the policy and the work programme adopted by the General Assembly upon proposal of the Executive Board.

- 12.2.3 The Executive Board is in particular competent for:
- preparing the consolidated annual work programme of the Association for approval by the General Assembly;
 - determining requirements for the establishment of Working Groups; setting up and dissolving such Working Groups;

- drafting, approving and amending Bylaws;
- supervising / appointing and dismissing of the Secretary General of the Association;
- proposing the agenda of the General Assembly;
- proposing internal rules determining the calculation of the Members' annual subscription fees to the General Assembly;
- providing recommendations to the General Assembly on applications or exclusion for membership;
- inviting advisers to the Executive Board meetings, as stipulated in 12.1.4;
- having full power of management, including the right to perform all administrative acts and other necessary arrangements including legal proceedings;
- being in charge of the financial management, preparing of budgets, including subscriptions for approval of the General Assembly, budgets and the control of expenditure;
- proposing amendments to the Articles of Association.

12.3 *Rules of operation of the Executive Board*

- 12.3.1 The Executive Board shall meet as frequently as the interests of Association require and, at least, twice a year. The Executive Board shall meet whenever at least one half of its members request in writing that a meeting be held.
- 12.3.2 As far as compatible with the nature of the resolutions to be adopted, the meetings of the Executive Board may be held virtually, without the members physically attending the meeting in the same place, by conference call or video conference or by any other relevant communication means.
- 12.3.3 Notice of meetings of the Executive Board shall be given in writing by the Chairperson or the Secretary General, at least ten days in advance, with indication of the place, date and time of the meeting. The agenda of the meeting shall be sent with the written notice of the meeting.
- 12.3.4 The Executive Board shall conduct business only if at least one half of its members are present or are duly represented by written proxy. A member of the Executive Board may not exercise more than one proxy simultaneously. The Chairperson and Vice-Chairpersons may exercise no more than two proxies. Proxies must be notified in writing to the Secretary General before each meeting.
- 12.3.5 The Executive Board shall strive to reach its decisions by consensus. If a vote proves necessary, resolutions of the Executive Board are adopted by the simple majority of members of the Executive Board present or duly represented. In the case of a tied vote, the Chairperson has a decisive vote. Abstentions shall not be taken into consideration when counting the votes.

Article 13 – Association Delegation

- 13.1 The role of the Association Delegation is to represent the Industry and Research Members of the Association within the Governing Board of the Batteries European Partnership, a body gathering the Association with the European Commission services.
- 13.2 The composition of the Association Delegation shall allow for a balanced representation of the different industries involved in the Association.

The Association Delegation is composed of a maximum of 25 Full Members, including:

- the Executive Board of the Association; plus, up to
- 1 delegate from the battery raw materials industry;
- 2 delegates from the battery advanced materials industry;
- 3 delegates from the battery manufacturing industry;
- 1 delegate from the battery manufacturing supply industry;
- 1 delegate from the automotive industry;
- 1 delegate from the automotive supply industry;
- 1 delegate from the stationary energy storage industry;
- 1 delegate from the other applications industry;
- 1 delegate from the recycling industry;
- 3 delegates from Research and Technology organisations or Universities.

The Association Delegation may further include up to 2 Observers from the Associate Members, without any voting right.

- 13.3 The members of the Association Delegation will be elected by the General Assembly, under the categories of Members as defined by article 5.2.

Associate Members who are representative associations of the different industries of the battery value chain are entitled to nominate their candidates for the Association Delegation:

- EMIRI for the Advanced Materials industry and the research community active in battery materials, cells and recycling;
- RECHARGE, EASE and EUROBAT for the Battery industry;
- EUCAR for the automotive industry;
- CLEPA for the automotive supply industry;
- EASE and RECHARGE for the other applications industries;
- EBRA and EUROBAT for the recycling industry.

However, any interested organisation with a voting right in the General Assembly will be able to propose its candidature for the Association Delegation.

The Observers will be elected by the General Assembly among the representative associations mentioned in the paragraph here above.

- 13.3.1 The members of the Executive Board shall remain member of the Association Delegation during all the time of their membership to the Executive Board
- 13.3.2 The other delegates in the Association Delegation will serve for a period of two years, renewable without limitation.
- 13.3.3 If a delegate is not active in the Association Delegation during more than 6 months, the General Assembly will have the right, upon proposal of the Chairperson, to revoke this delegate and elect another delegate respecting the composition of the Association Delegation as defined in Article 13.2.
- 13.3.4 Proposals for membership in the Association Delegation shall be sent to the Secretary General, who will organise a voting by secret ballot.
- 13.3.5 Members of the Association Delegation will be acting as representative of the Member of which there are the delegate and of their industry sector.

When, in the course of his or her mandate, a member of the Association Delegation ceases to work for the Member of the Association she or he worked for at the time of election, the member of the Association Delegation shall be deemed to have resigned from the function within the Association Delegation. The General Assembly can make an exception to this by a vote as mentioned in Art. 13.3,

first paragraph if the person stays in the same sector and similar position with another Member of the Association, therefore still allowing to draw upon the specific expertise.

Except by lawful resignation resulting from the application of the Articles of Association, the resignation of a member of the Association Delegation must be notified in writing to the Chairperson or the Secretary General.

In case of serious offense, a member of the Association Delegation may be dismissed at any time by a decision of the General Assembly taken with a special 60% voting majority quorum.

In case of vacancy within the Association Delegation during the course of a mandate, the General Assembly replaces the defaulting member at the next General Assembly by a vote as mentioned in Art. 13.3, first paragraph.

- 13.4 The work of the Association Delegation will be governed by the activities of the European Partnership. Meetings will be organised as often as required by the European Partnership.
- 13.5 The Association Delegation will report regularly to the General Assembly about the work done within the European Partnership Governing Board.
- 13.6 The Association Delegation will be chaired by the Chairperson of the Association.

Article 14 – Secretary General

- 14.1 The Secretary General is appointed by the Executive Board for a term of 3 years, renewable without limitation for terms of 3 years and may be active in other institutions, but not full time.
- 14.2 The Secretary General may be chosen from an Industry Member of the Association or from outside of the Full Member categories.
- 14.2 The Secretary General shall be responsible for the daily management of the Association, as defined under article 10.10 second paragraph of the Belgian Code of companies and associations, which means, inter alia, for the organisation of meetings, the execution of the Association's agenda. The Secretary General will support the activity of the Executive Board as requested by it.
- 14.3 The Secretary General will be remunerated. General Assembly will define the terms and conditions of allowance of such remuneration.

Title 4 – FINANCIAL MANAGEMENT AND LEGAL REPRESENTATION

Article 15 – Financial Year

- 15.1 The financial year of the Association starts on January 1 and ends on December 31.
- 15.2 The Executive Board shall propose the annual budget of the Association which it shall submit for approval to the General Assembly, in accordance with Article 11 of these Articles of Association.

- 15.3 The Executive Board shall draw up final accounts for each financial year, which it shall submit for approval to the General Assembly, in accordance with Article 11.1.2 of these Articles of Association.
- 15.4 The Executive Board shall be responsible for managing the funds of the Association and for maintaining the bookkeeping, assisted if required, by a professional accountant.
- 15.5 In case legal conditions requiring the appointment of (a) statutory auditor(s) are met, such an appointment shall be made by the General Assembly.

Article 16 – Legal representation

- 16.1 The Association is validly represented vis-à-vis third parties, including with regard to all legal proceedings whether as plaintiff or as defendant, by the Chairperson acting individually or by two members of the Executive Board acting jointly.
- 16.2 The Secretary General, acting individually, represents the Association towards third parties with respect to the acts of the Association falling within the scope of the daily management, as defined under article 10.10 of the Belgian Code of companies and associations.
- 16.3 The Executive Board is empowered to delegate appropriate representative, administrative and management duties to any of its members, the Secretary General and/or third parties.

Title 5 - AMENDMENT OF THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

Article 17 – Amendment

- 17.1 Any proposal for the amendment of these Articles of Association shall be submitted in writing to the Chairperson or the Secretary General in order to include it in the agenda for the next General Assembly meeting. In order to enable the General Assembly to consider this proposal, such a proposal has to come at least from 25% of the Full Members or from the Secretary General or the Chairperson. The amendment of the Articles of Association shall be adopted by the General Assembly in accordance with Art. 11, with a special majority quorum of 60% of the weighted votes expressed (as specified in Article 11.3.3).

Article 18 – Dissolution

- 18.1 Any proposal for the dissolution of the Association shall be sent to the Chairperson or the Secretary General in order to include it in the agenda for the next General Assembly meeting. In order to enable the General Assembly to consider this proposal, such a proposal has to come from at least 25% of the Full Members.

Decision regarding the dissolution of the Association requires a presence quorum of two-thirds of the Full Members and a special majority quorum of 65% of the weighted votes expressed (as specified in Article 11.3.3).

In the event that the presence quorum is not met, the General Assembly meeting shall be convened a second time, with not less than two weeks' notice, stating the time and place for the meeting. In this case the General Assembly meeting will be held without the presence quorum requirements.

- 18.2 In case of dissolution of the Association the General Assembly shall appoint one or more liquidator(s) charged with realising the Association's assets and settling its debts. Any net assets shall be disposed following the legal requirements.

Title 6 – GENERAL PROVISIONS

Article 19 – Notices of meetings

Notice of meetings shall be made in writing, by letter or by electronic mail.

Article 20 – Language

The working language of the Association shall be English.

Article 21 – Bylaws

The Executive Board may adopt Bylaws. The Executive Board may change the Bylaws of the Association by a two thirds voting majority of the Executive Board members present or represented. Such Bylaws will complete the Articles of Association, without however, in any way, infringing their stipulations.

Article 22 – Applicable law

Any matters which are not covered by the present Articles of Association, in particular requirements regarding publication in the annexes of the "Moniteur Belge", shall be determined in accordance with book 10 of the Belgian Code of companies and associations and any subsequent amendment of this Code.

Article 23 – Litigation

- 23.1 All disputes between Members or between a Member and the Association arising out of or in relation with these Articles of Association shall be finally settled under the Rules of Arbitration of the Belgian Centre for Arbitration and Mediation (CEPANI) by one or more arbitrators appointed in accordance with those Rules.
- 23.2 The Members expressly certify having taken knowledge of the Rules of Arbitration of the Belgian Centre for Arbitration and Mediation (CEPANI).

- 23.3 The seat of the arbitration shall be Brussels and the arbitration shall be conducted in English. All disputes shall be governed by Belgian law.
- 23.4 The Members explicitly exclude any request for nullifying the arbitral award.