

A.SPIRE AISBL – STATUTS

PREAMBLE

The SPIRE consortium decided to create an association under Belgian law, the seat of which will be located in Belgium. The present Articles of association were adopted by the founding members on 18 July 2012.

1. LEGAL STATUS, NAME AND REGISTERED OFFICE

1.1 An international non-profit association is created (Association Internationale Sans But Lucratif – AISBL): the Association SPIRE, denominated A.SPIRE (hereafter ‘A.SPIRE’ or ‘the Association’). It shall be governed by the Title III of the Belgian law of 27 June 1921 on non-profit associations, international non-profit associations, and foundations, as amended from time to time.

1.2 The registered office of the Association is located at Avenue E. van Nieuwenhuysse 4, B-1160 Brussels, Belgium.

By derogation from article 9.2.2., the registered office of the Association can be transferred to any other address in Belgium by decision of the Board of Directors to be filed with the Clerk’s office of the competent commercial court and subsequently published in the annexes of the Belgian Gazette (‘Moniteur Belge’ / Belgisch Staatsblad’).

2. DURATION

2.1 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 50 paragraph 1 of the law of 27 June 1921.

3. PURPOSE AND ACTIVITIES

3.1 The Purpose of ‘A.SPIRE’ (hereafter the ‘Objectives’) is, for the process industry, to help the development of enabling technologies and solutions along the value chain that are required to reach long term sustainability for Europe in terms of global competitiveness, ecology and employment.

3.2 To reach these Objectives, A.SPIRE shall prepare for the engagement in a public private partnership with the European Union and help companies and other legal entities towards the establishment of a joint undertaking according to article 187 of the Treaty on the Functioning of the European Union or any other legal form approved by the EU. The Association shall help in the preparation of “innovation” consortia but shall not take directly part into these.

The Association shall collaborate with the European Union for the implementation of European framework programmes on research, technological development and demonstration.

3.3 A.SPIRE shall carry out acts and take steps and commit to all activities that are deemed appropriate or useful in view of achieving its Objectives.

3.4 A.SPIRE shall not engage in policy-making and/or represent the interests of the European process technology sector on policy fields outside the boundaries of the European framework programmes on research, technological development and demonstration.

3.5 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.

4. ETHICAL CONDUCT

Each member of the A.SPIRE 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. A.SPIRE and its members shall operate in full compliance with law, in particular Competition Law.

5. MEMBERSHIP

5.1 General provisions

5.1.1 There are three types of membership: Industry Members, Research Members and Associate Members.

5.1.2 All members have to be legal entities established in European countries as defined in Article 3.5. Membership shall not be possible for private persons/individuals.

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 possess the qualification required under the present article shall ipso facto cease to be members of the Association.

5.1.4 All members shall pay an annual subscription and/or other contribution as determined in the internal rules or by the General Assembly.

5.2 Industry Members

5.2.1 Industry Membership is open to industrial and commercial companies and trade associations active in the field of process technologies and process manufacturing in general (hereinafter referred to as 'Industry Members')

5.2.2 There are three subcategories of Industry Members:

(a) Companies belonging to the process industry i.e. performing transformations and formulations of raw materials using continuous and batch processes into materials with new enhanced properties and functionalities - 'Process Companies'.

(b) Companies that have a partner relationship with the process industry, either as a supplier or customer - 'Partner Companies'.

(c) Trade associations active in the field of process technology and process manufacturing in general constitute the category of - 'Trade Associations'.

5.2.3 Industry Members enjoy the following rights:

- 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 third of the Industry Members;
- being excluded only after having been able to present in person its defence before the General Assembly;
- resigning from the Association after having notified this decision to the Executive Director by registered letter to the registered office of the Association;
- participating to the activities of the Association with voting rights;
- electing the Board of Directors and appoint a representative to the Board of Directors;
- participating at the Topic Groups and the Industrial Research and Innovation Advisory Group, with voting rights;
- being elected as chairperson of Topic Groups and of the Industrial Research and Innovation Advisory Group.

5.2.4 Industry Members are eligible to be elected to the Board of Directors. Industry Members that fall under article 5.2.2(c) only have the right to be elected to the Board of Directors if they are specifically mentioned in the list of founding members.

5.3 Research Members

5.3.1 Research Membership is open to research institutes and universities active in the field of process technologies and process manufacturing in general (hereinafter referred to as 'Research

Members’).

5.3.2 Research Members enjoy the following rights:

- attending or being represented at the meetings of the General Assembly;
- voting at the General Assembly;
- being excluded only after having been able to present in person its defence before the General Assembly;
- resigning from the Association after having notified this decision to the Executive Director by registered letter to the registered office of the Association;
- participating to the activities of the Association with voting rights;
- electing the Board of Directors;
- appoint a representative to the Board of Directors either as observers with extra-ordinary functions or as ordinary members;
- participating at the Topic Groups and the Industrial Research and Innovation Advisory Group, with voting rights;
- being elected as chairperson of Topic Groups and of the Industrial Research and Innovation Advisory Group.

5.4 Associate Members

5.4.1 Associate Membership is open to trade associations, non-governmental organisations and other stakeholders that have an interest but are not playing an active role in process technology and process manufacturing (hereinafter referred to as ‘Associate Members’).

5.4.2 Associate Members enjoy the following rights:

- participating in the General Assembly as observers without voting rights;
- participating in Topic Groups and in the Industrial Research and Innovation Advisory Group without voting rights;

6. APPLICATION FOR MEMBERSHIP

6.1 Applications for membership shall be addressed in writing to A.SPIRE’s Executive Director.

6.2 Every application for membership implies complete adherence to the Articles of association of the Association, to all its internal rules and to all decisions of its governing 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 Membership is granted on a non-discriminatory basis by the General Assembly upon the proposal of the Board of Directors to the entities that meet the conditions required for membership determined in these Articles of association. The latter is under no obligation to justify its decision, which shall be final.

6.5 New members may however be admitted provisionally by a unanimous resolution of the Board of Directors. Such provisional admission shall be subject to formal confirmation at the following meeting of the General Assembly.

7. TERMINATION OF MEMBERSHIP

Membership can be terminated by resignation, by exclusion of the Member and by the liquidation of the Member.

7.1 Resignation must be notified by registered letter six months before the close of the financial year; otherwise a sum equal to 50 % of the annual subscription fee will be due for the following financial year. During the notice period the rights and obligations attached to the quality of member and the obligation to the annual subscription fee remain unchanged. The above notice period of six months

shall not apply in the event that the General Assembly resolves, pursuant to Article 8.2., to increase the amount of the annual subscription fee or any other financial contribution by more than 25 % compared to the previous year. In such event, members shall be free to resign at any time of the financial year in which such increase has been approved by the General Assembly, it being understood that this termination shall take effect on the first day of the next financial year.

7.2 The Board of Directors may terminate the membership of any Member:

- in case of default of payment of the annual subscription fee;
- in general contravening to the Articles of association, the internal rules or any resolution of the General Assembly;
- acting in a manner gravely injurious to the reputation of the Association or the interests of the Members.

The Member whose exclusion has been requested must be allowed to present its defence in person before the Board of Directors. The exclusion of a Member may be decided by a simple majority in the General Assembly.

7.3 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.

7.4 The Member who sees its membership terminated by resignation, exclusion or liquidation has no right whatsoever to the assets of the Association nor to the annual subscription fee and other contributions already paid.

7.5 Any Member shall be deemed to have resigned if it has not paid its annual subscription fee in full and, after notice from the Executive Director remains in default of its obligations. If such resignation becomes effective during the first six months of the working year, the Association shall be entitled to claim payment of the subscription fee due up to the end of the current financial year. If the resignation becomes effective during the second half of the year, the Association shall be entitled to claim payment of the subscription fee due up to the end of the current financial year and a sum equal to 50 % of the subscription fee due for the following financial year.

8. FINANCIAL CONTRIBUTION

8.1 In order to carry out the Objectives of the Association the Members will be required to pay an annual subscription fee.

8.2 The amount of the subscription fee as well as the payment terms thereof are decided annually by the General Assembly upon proposal from the Board of Directors. The detailed calculation methods are established in the internal rules.

8.3. 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 personally 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.

9. GENERAL ASSEMBLY

9.1 Organisation of the General Assembly

9.1.1 The General Assembly of the Association shall be convened by its Chairperson or Executive Director and shall meet at least once a year at the place and on the date fixed by him or her.

An invitation, in the form of either a letter or electronic mail or any other means of communication, convening the meeting shall be sent at least two 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 Board of Directors judges it necessary or one third of the Industry Members inform both the Chairperson and the Executive Director that they would like to organise an extraordinary General Assembly. Further details on the organisation of the meetings of the General Assembly will be detailed in the internal rules.

9.1.2 Each Industry Member is represented at the General Assembly by one delegate with full powers. Each Industry Member has one vote.

9.1.3 Each Research Member is represented at the General Assembly by one delegate with full powers. Each Research member has one vote.

9.1.4 Voting in the General Assembly is subject to a weighted voting system. The votes of the Industry Members present or represented constitute 80% of all votes at the General Assembly and the votes of the Research Members present or represented constitute 20% of all votes at the General Assembly.

9.1.5 A Member may be represented by one or two representative(s). The name of the representatives of each Member empowered to vote shall be notified to the Executive Director before each meeting.

A Member of a given category/subcategory of membership who is unable to attend may be represented by another Member of the same category/subcategory of membership. One Member, however, may not represent more than two other Members. Proxies must be notified in writing to the Executive Director before each meeting.

9.2 Competence

9.2.1 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 Board of Directors and gives recommendations to the Board of Directors for its application.

9.2.2 The General Assembly is in particular competent for:

- admitting and excluding members;
- amending the Articles of association of the Association subject to the specification in 18.3 and subject to modifications of the registered office;
- electing and revoking the members of the Board of Directors;
- approving the designation of the Chairperson of A.SPIRE upon proposal of the Board;
- nominating and revoking the Auditor(s), if any, upon proposal of the Board;
- discharging the Chairperson, members of the Board of Directors and the Auditor(s), if any, from liability for the exercise of their mandate;
- receiving reports on the activities from Board of Directors in the past year;
- approving the main policy lines to be followed by A.SPIRE on the basis of recommendations of the Board of Directors;
- approving proposals for resolutions and work programme on proposal of the Board of Directors;
- approving the annual accounts and the budget proposed by the Board of Directors;
- adopting internal rules for the calculation of the Members' annual subscription fees and the payment terms thereof, upon proposal of the Board of Directors;
- the adherence to any other international body or its withdrawal from any such body;
- the dissolution and liquidation of the Association.

9.3 Quorum and Adoption of Resolutions

9.3.1 The General Assembly is competent to pass resolutions if at least half of the Members are present or represented.

9.3.2 The General Assembly shall strive to adopt its resolutions by consensus. If a vote proves necessary, the quorum is the simple majority of weighted votes (as specified in Article 9.1.4) of the Industry and Research Members present or represented for the resolutions.

9.3.3 The General Assembly resolves only on the points in the circulated agenda.

9.4 Chairperson of the General Assembly

At all meetings of the General Assembly, the Chairperson of A.SPIRE (see Article 15 of the Articles of association) acts as chairperson. In his absence the meeting will be presided over by one of the two Vice-Chairpersons or, in case they are unavailable, by a member of the Board of Directors, appointed by the Chairperson.

9.5 Minutes

9.5.1 The minutes of the General Assembly are established by the Executive Director of the Association and are signed by the Chairperson and one Member participating at the meeting and shall be circulated to all Members by mail, fax, e-mail, special courier or any other written means of communication.

9.5.2 They have to be electronically archived at the registered office of the Association and be accessible to all Members through the Association website on the member's only zone.

10. BOARD OF DIRECTORS

10.1 Composition and designation

10.1.1 The Association is managed by the Board of Directors whose members are elected by the General Assembly. The minimum number of Directors on the Board of Directors is nine and the maximum number nineteen. The Board includes:

- up to four representatives of Process Companies from the (bio)chemical sector;
- up to two representatives of Process Companies from each of the following sectors: steel, minerals, non-ferrous metals;
- up to one representative of Process Companies from each of the following sectors: ceramics, industrial minerals, cement;
- representatives from Partner Companies from the following sectors: two seats for engineering, one seat for water;
- one of the seats for each of the sectors mentioned above can be taken by a representative from the Trade Associations;
- up to four representatives from Research Members;

The total number of Directors cannot be higher than the number of members of the Association less one. The term of office is renewable.

If the number of Directors, due to resignation, death or dismissal by the General Assembly, falls under the minimum of 9 members, the remaining directors shall call a General Assembly in order to proceed to the requested appointment(s).

10.1.2 The Board shall agree among itself on the following candidates, which will be suggested to the General Assembly for approval:

- a Chairperson of the Board of Directors and of the General Assembly, who will be called the 'Chairperson of A.SPIRE' ;
- two Vice-Chairpersons of the Association;
- a Treasurer.

The Board shall appoint the Chairperson of the Industrial Research and Innovation Advisory Group, who preferably should be – but does not need to be – a member of the Board.

10.1.3 Further persons can be invited to the Board of Directors in an advisory capacity or as honorary members. These persons will however not have any voting rights.

10.1.4 The Board of Directors is elected by the General Assembly for a period of two years. When, in the course of his or her mandate, a Director ceases the functions occupied within his or her company or association at the time of election, the Director shall be deemed to have resigned from function within the Board of Directors. Subject to the conditions specified in the present article 10, further details on the Board of Directors are specified in the internal rules of A.SPIRE.

10.1.5 Except by lawful resignation resulting from the application of the Articles of association, the resignation of a Director must be notified by registered post to the Chairperson and to be effective, must be accepted by the Board of Directors. The dismissal of a Director is pronounced by the General Assembly in case of serious offense.

10.2 Competence

10.2.1 The Board of Directors follows the resolutions, instructions and recommendations adopted by the General Assembly.

10.2.2 The Board of Directors implements the policy and the work programme adopted by the General Assembly upon proposal of the Board of Directors.

10.2.3 The Board of Directors is in particular competent for:

- preparing the consolidated annual work programme of A.SPIRE for approval by the General Assembly, on the basis of input from the Topic Groups and the Industrial Research and Innovation Advisory Group;
- setting up and dissolving Topic Groups;
- determining requirements for the establishment of Topic Groups;
- drafting, approving and amending internal rules;
- employing and dismissing of the Executive Director of the A.SPIRE Office;
- 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 or honorary members to the Board of Director meetings, as stipulated in 10.1.3;
- 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.

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

10.2.5 The meetings of the Board of Directors 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, according to practical procedures defined in the internal rules. Nevertheless, it will not be possible to have recourse to such procedures if the nature of a resolution to be adopted requires a certified document.

10.3 Resolutions of the Board of Directors and internal rules

10.3.1 The Board of Directors shall strive to reach its decisions by consensus. If a vote proves necessary, resolutions of the Board of Directors are adopted by the simple majority of members of the Board of Directors present or represented. A Member of a given category/subcategory of membership

who is unable to attend may be represented by another Member of the same category/subcategory of membership. One Member, however, may not represent more than two other Members. Proxies must be notified in writing to the Executive Director before each meeting.

In the event of a tie, the Chairperson of the Board of Directors has the final vote. The Board of Directors can only act if at least half of the members are present or represented.

10.3.2 The Resolutions of the Board of Directors shall be distributed to all Members of the Board of Directors. They shall be electronically archived at the registered office of the Association and be accessible to all Members through the Association website on the member's only zone.

10.3.3 Internal rules can be drafted and they shall be adopted by the two-thirds majority of members of the Board of Directors present or represented (see Article 20).

11. TOPIC GROUPS

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

11.2 The setting up and dissolution of Topic Groups is a competence of the Board of Directors. The Board of Directors will need to approve all mission statements and terms of references issued for each Topic Group.

11.3 The operational details of the functioning of the Topic Groups are further detailed in the internal rules.

12. INDUSTRIAL RESEARCH AND INNOVATION ADVISORY GROUP

12.1 The Industrial Research and Innovation Advisory Group shall advise the Board of Directors on the research work programmes of A.SPIRE.

12.2 The operational details of the functioning of the Industrial Research and Innovation Advisory Group are further detailed in the internal rules.

13. A.SPIRE OFFICE

The A.SPIRE Office operates under the authority of the Executive Director and executes the daily management of the Association.

14. A.SPIRE'S EXECUTIVE DIRECTOR

14.1 The Executive Director of the A.SPIRE Office discharges his/her duties in accordance with the Articles of association and the internal rules.

14.2 The Executive Director is responsible for the day-to-day administrative management of the Association. He 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 receives from the Chairman of the Association and under the supervision and authority of the Board of Directors.

14.3 The Executive Director is appointed and dismissed by the Board of Directors.

14.4 The duties of the Executive Director and the outline organisation of the A.SPIRE Office are specified in the internal rules.

15. A.SPIRE CHAIRPERSON

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

15.2 The Chairperson and the two Vice-Chairpersons of the General Assembly are respectively the Chairperson and Vice-Chairpersons of A.SPIRE and the Chairperson and Vice-Chairpersons of the

Board of Directors.

15.3 The Chairperson is in charge of representing A.SPIRE vis-à-vis the political institutions and other stakeholders at high level and on important occasions and important matters.

16. REPRESENTATION

16.1 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.

16.2 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-Chairpersons or by the Executive Director or by any other person appointed for this purpose by the Board of Directors.

17. ACCOUNTS AND BUDGET

17.1 The financial year of the Association starts on 1 January and ends on 31 December of each year.

17.2 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.

17.3 The accounts shall be sent to the competent authorities in accordance with article 51 of the law of 27 June 1921.

18. CHANGES TO THESE ARTICLES OF ASSOCIATION

18.1 Subject to the provisions of Article 9.3.2, on a proposal from the Board of Directors, the General Assembly may amend the Articles of association of the Association; pronounce its dissolution and liquidation.

18.2 The Board must bring any proposals for the variation of the Articles of association to the attention of the Members of the Association at least three months prior to the date of the General Assembly that will resolve thereon.

18.3 Variations to the Articles of association and the dissolution of the Association are decided upon by a two thirds voting majority of the weighted votes (as specified in 9.1.4) of the members present or represented at the General Assembly convened for this purpose. However, any alteration or expansion of Objectives and activities as included in Article 3 of these Articles of association shall require the unanimous vote of the Trade Associations – Industry Members, (article 5.2.2c) in addition to the “normal voting rules” as mentioned in these Articles of association.

18.4 All modifications of the Articles of association are subject to any approvals, which might be required by the Belgian Ministry of Justice and will be published in the Annexes of the Moniteur Belge.

19. DISSOLUTION

In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidators and determines their powers and fees. The liquidators shall distribute the net assets of the Association, if any, to a European non-profit organisation with a similar or closely related purpose to that of A.SPIRE.

No member of A.SPIRE shall be personally held liable for any remaining debts and liabilities of A.SPIRE after the dissolution process. Directors of A.SPIRE are not liable if they have acted within their powers. Should Directors have exceeded their powers and neglected their obligations they may be held personally liable.

20. INTERNAL RULES

Upon proposal of the Board of Directors, the General Assembly shall adopt the internal rules, which implement and specify the provisions of these Articles of association and also regulate the daily

activities of the Association. The Board of Directors may modify the internal rules of the Association by a majority of two thirds voting majority of the Board members present. Such internal rules will complete the Articles of association, without however, in any way, infringing their stipulations. In case of contradiction between the Articles of association and the internal rules, the former shall prevail

21. APPLICABLE LAW

All questions not covered by these Articles of association or by any regulations made for their application shall be settled in accordance with Belgian law, and in particular the law of 27 June 1921.