

Re: Memorandum of Association - appointment of Directors

The undersigned:

1. **EDIFICE Global**, a non-profit association in terms of Swiss law, with its registered office at rue du Rhone 100, Geneva, Switzerland, represented by
 - a. its Chairman, **Mikael Hjalmarson**, born in Backa, Gothenburg, Sweden on 11 February 1968, resident at Talltitevägen 11, Åkersberga, Sweden
 - b. its secretary, **James Steven Spence**, born in Memphis, Tennessee, U.S.A. on 15 November 1965, resident at Achalmstrasse 75, D-71032 Böblingen, Germany
 - c. its treasurer, **Jürgen Linkens**, born in Bardenberg (now Würselen), Germany on 3 December 1964, resident at Ahornring 1, D-82024 Taufkirchen, Germany
2. **Jan Fuchs**, born in Tienen, Belgium on 3 December 1963, resident at Tiensestraat 12, 3320 Hoegaarden, Belgium
3. **Anne Cresens**, born in Tienen, Belgium on 19 August 1959, resident at Tiensestraat 12, 3320 Hoegaarden, Belgium

agreed on 10 December 2014 to set up EDIFICE, a non-profit association, in accordance with the Act dated 27 June 1921 governing non-profit associations, international non-profit associations and foundations, as amended by the Act dated 2 May 2002 and subsequent legislation, with the following Articles of Association:

1. I NAME, REGISTERED OFFICE AND OBJECTIVES

Section 1. Name

The Non-Profit Association (NPA) will operate under the name of "EDIFICE", which will be its abbreviated name.

Section 2. Registered office

The registered office of the Association will be at Hoegaarden, Tiensestraat 12, Belgium, in the Flemish Region, falling into the Leuven judicial district.

Section 3. Objectives

Definition of the term "business-to-business (B2B)"

In this document the term "Business-to-Business" abbreviated "B2B" refers to the processes, standards, methods and techniques used by organisations to achieve mutual integration and/or automation in an electronic manner.

Definition of the "EDIFICE framework for B2B"

In this document the term "**EDIFICE framework for B2B**" refers to all recommendations, guidelines, standards, interpretations of standards, combinations of standards that could be used to achieve B2B integration or B2B automation between organisations, as published by EDIFICE.

All these recommendations, guidelines, standards, interpretations of standards and combinations of standards are bundled and arranged in the "**EDIFICE framework for B2B**".

The corporate objective of the EDIFICE NPA is

- to develop, maintain, amend and publish the **EDIFICE framework for B2B**
- to develop, influence and participate in the development of national, international and industry-specific standards that can be used in the **EDIFICE framework for B2B**
- to act as a competence centre for the **EDIFICE framework for B2B**
- to control, develop and promote the interests of the sector by collecting and exchanging standard commercial data,
- to promote and extend cooperation between its members
- to participate in any other commercial non-profit association for this purpose

The aim of EDIFICE will be to form an association of users of the "**EDIFICE framework for B2B**", suppliers, product developers, consultants and advisors that offer products, services and advice with regard to all or some of the "**EDIFICE framework for B2B**".

For this purpose the Association may carry out all activities or actions that may be useful or essential - either directly or indirectly - to achieve this purpose, also including any incidental activities of a commercial or profitable nature, provided that all such profits will only be used by the Association with a view to achieving its corporate objective.

For this purpose, the Association may employ workers or conclude contracts or agreements; own or rent movable or immovable assets, or carry out any other legally binding activity.

Moreover, the Association may also apply for subsidies, sponsorships or any other form of income.

2. II PROGRAMMES

The Association will pursue its objectives in the form of planned activities (programmes), which will include the following:

- a) The development and promotion of standard classifications and industrial standards;
- b) The coordination of and rendering assistance to associated commercial organisations;
- c) The collection and development of reliable sector data and statistics;
- d) The preparation and distribution of academic and educational materials;
- e) Acting as intermediaries and promoting cooperation between private and government institutions that are actively involved in the development of standards and/or safety coding that is relevant for the sector or the Association;
- f) Promoting a better understanding of the concepts of B2B integration and automation
- g) Close cooperation with user groups, with a view to mutual communication with regard to the needs, benefits and applications of the latter, and with a view to solving social problems.

h) Maintaining a membership representing the sector in question and attempting to implement the aforementioned programmes and objectives of the Association by means of international committees or commissions;

i) Organising and/or participating in sectorial exhibitions, conferences, seminars, training courses and presentations

3. III MEMBERSHIP

Section 1. Membership

Membership of EDIFICE will be open to all parties in any country who qualify in terms of Section 2 of this article. The definition of "party" encompasses every individual, partnership, organisation, association, factual association, corporation or division of a corporation, or any other commercial or legal entity recognised under any legal jurisdiction. This definition therefore includes both natural and legal persons, as well as entities or associations without a separate legal personality.

Section 2. Qualifications

The Association will have as many categories of membership as the Board may decide. All these categories will, however, fall into one of the following four main categories:

A. Permanent Members

EDIFICE Global takes office as a permanent Member of the Association

B. Voting Members

This category will be open to persons or entities who - preceding their request for membership - are making use of or plan to make use one or several components of standards in the EDIFICE framework for B2B or who actively participate in the production, sale, distribution, consultation or provision of services related to one or several components or standards of the EDIFICE framework for B2B.

C. Non-voting Members

This category will be open to persons or entities who - preceding their request for membership - are making use of or plan to make use of one or several components of standards in the EDIFICE framework for B2B or who actively participate in the production, sale, distribution, consultation or provision of services related to one or several components or standards of the EDIFICE framework for B2B.

Non-voting Members will not have a vote at the ordinary or extraordinary general meetings.

Non-voting Members will not be taken into account when determining the quorum required at an ordinary or extraordinary general meeting.

Further categories of membership and Member contributions will be set out in the EDIFICE membership policy, on which the Board will decide. Moreover, these categories will still be sub-categories of one of the 3 main categories (A - C) mentioned above.

Section 3. Application for membership

An application for membership of this Association is to be addressed to the Chairman or his representative as indicated. An application is to be submitted in writing on a required

form, as determined within the Association. Membership will be granted or refused by the Board, following a decision taken by a simple majority.

Section 4. Retention of membership

A condition for the retention of membership is that the corresponding Member should have paid all membership contributions or other amounts owing punctually and correctly. At the request of the Board, any Member will furnish the Chairman with the necessary documentation and evidence as required for the retention of membership.

Section 5. Resignation

The resignation of a Member must be submitted to the Chairman or his indicated representative in writing. Except as set out below, no resignation will be retroactively effective; such a resignation will take effect at the time of receipt of written notice by the Association. All ordinary and regular contributions owing by a resigning Member are payable up to 31 December of the year in which the resignation became effective or was reported, except where such a resignation became effective before 15 February. In this case the membership fees owing until 31 December of the year preceding the resignation will be payable.

In certain cases, provided that there is sufficient justification, the Chairman or his appointed representative may provide exemption from the membership fees and contributions owing, even if the resignation only became effective after 15 February due to circumstances.

Section 6. Boards and/or committees

Boards and/or committees may be set up by the Board, in accordance with the guidelines of the Association, either at the initiative of the Board or following acceptance of a petition submitted by a group of EDIFICE members.

Section 7. Liability of a member

No individual Member can be held personally liable for the debts or obligations of the Association, even when such debts or obligations were incurred by the Member on behalf of the Association in terms of a valid mandate.

The financial obligations of the Association are covered by its assets as mentioned herein.

4. IV SUSPENSION OF MEMBERSHIP OR EXCLUSION

Section 1. Reasons for suspension of membership or exclusion of a Member following a decision of the Board

The membership of any Member can be suspended or cancelled by a decision of the Board taken by a two thirds majority for one of the following reasons:

a) In the event of non-adherence to the rules specified in these articles of Association or in the internal regulations as defined by the Association;

b) Where such a party has not conducted himself as a Member or representative of the Association so as to aid the promotion or development of the sector, of other EDIFICE members and/or the EDIFICE Directors or Board, or where such a party has been involved in any activities that have damaged, could potentially damage or adversely affect the image of EDIFICE or EDIFICE members;

c) If such a party does not or no longer meets the conditions for membership in accordance with these Articles of Association and its implementing texts;

d) If such a party has not paid its membership contributions or other amounts owing.

Section 2. Procedure for suspension of membership or exclusion of a Member following a decision of the Board

Where the Board should find or take note of any fact or event that qualifies as a reason for suspension or exclusion in accordance with Section 1 of this article, the Board may decide to suspend the membership or exclude a Member by means of a decision taken by a two thirds majority. The Member concerned may appeal against such a decision of suspension or exclusion by addressing the Chairman of the Board within a period of 10 days after being informed about the decision of the Board. After taking note of such an appeal, the Board will organise a hearing at its following meeting. The purpose of this hearing is to deal with the appeal in the presence of the Member in question. The Board defines the following procedure in this regard.

Section 3. Reasons and procedure for suspension of membership or exclusion of a Member by the Chairman

The Secretary-General - or a representative appointed by him - may suspend or exclude a Member at his own discretion, within a period of no less than two weeks after notice of such intention to suspend or exclude has been given to the Member concerned by registered letter, due to unpaid membership contributions or other amounts owing in terms of the statutes or implementing provisions, taking into account the usual payment period of 60 days.

Section 4. Suspended and excluded members

A suspended Member will have no further claims against the Association or enjoy any voting rights within it. A suspended Member will lose any potential right of ownership to the programmes and implementations of the Association and will have no further claim on the Association; furthermore, he will not enjoy voting rights within the Association. An excluded Member may in this case again submit a request for membership to the Board in accordance with the information set out above in Article 3, but only after having made full payment of all amounts owing to the Association, as at the date of exclusion.

5. V MEETINGS AND QUORUMS

Section 1. Ordinary annual general meeting

An annual meeting of the members of the Association - the ordinary annual meeting - will be organised by the Board. The time and place of such a meeting will be announced by the Board. At this meeting, the Board will present new candidates for the positions of Directors and Members of the Board, as well as presenting the figures for the past financial year for approval and the budgets for the financial year to come. The Board may also include any other item on the agenda.

The announcement of this meeting will be issued by the Secretary-General to every Member at least 60 days before the planned date and will include the date, time and place of the planned meeting, as well as the agenda for the meeting. The Board is authorised to invite third parties to this meeting - or to parts thereof - depending on what the Board considers useful or necessary.

Section 2. Extraordinary meetings

The Chairman or the Board may also convene other general meetings, particularly special or extraordinary meetings. Notice of such meetings will be sent out by the Chairman. Such a convocation may also be carried out by the Secretary-General at the request of at least 20% of the members of the Association. Notice of such extraordinary meetings will be sent out by the Chairman to all Members at least 20 days before the planned date of such a meeting. The notice will provide information about the time, place and agenda of the meeting. Just like ordinary meetings, extraordinary meetings can also be held by phone (conference call), video (conference video) or in any other manner as set out in Section 6 of this Article, but votes will still be cast in writing, signed by the corresponding Member. In the event of a virtual meeting, attendance will be confirmed to the Association by fax, letter or e-mail or in any other written manner within three working days. The rules regarding a quorum and majority will be taken into account with a view to taking legally valid decisions.

Section 3. Quorum, votes and proxies

A quorum of two thirds of the voting members will be required for both ordinary and extraordinary general meetings. Members must be physically present or be represented by a sufficiently authorised party.

Once a quorum is present, the meeting is being validly held and can take valid decisions, even if individual members should abstain from voting during the meeting, resulting in a sufficient two thirds quorum not being achieved.

Each voting Member will have only 1 vote, irrespective of the number of representatives of the Member in questions. Permanent members and Chapters will each have 2 votes. Regional and individual members will have one joint vote per region.

Each voting Member can still be represented by written proxy. Authorisations in this regard are to be submitted to the secretary of the meeting in advance, either by fax, registered letter or in any other written manner that allows its authenticity to be verified. This authorisation can only be provided for the meeting in question.

Directors and Members of the Board cannot be represented by proxy.

Section 4. Procedures

If a meeting of the voting Members or of the Board is appropriately convened, but the Chairman finds that an insufficient number of voting Members are present to fulfil the requirements, the Secretary may - with the consent of the Chairman - convene a new meeting at a place and time to be determined by the latter. Notice of such a new meeting will be sent out by the Secretary-General to all voting Members at least eight days before the date of such a new meeting. The voting Members present at this validly convened meeting may take legally valid decisions, irrespective of whether a sufficient quorum is present. The Chairman of the meeting will chair all meetings of voting Members of the Board.

Section 5. Minutes

The procedures and resolutions of all general meetings will be defined in the minutes for such a general meeting.

Section 6. Meetings by telephone, written or other forms of communication

Voting Members or Members of the Board may participate in an (extraordinary) meeting or committee by maintaining a telephone presence (conference call) or by means of any other mode of communication that allows all participants of the meeting to hear and converse with each other. Each such meeting will start with a roll call, which must make it possible to verify the presence and identity of all participating parties. Parties must be able to identify themselves during the roll call or when being substituted by another representative.

In the same way, a meeting may also be organised in writing or in any other way. Depending on the method to be used, the Board will work out a procedure that will allow it to guarantee the overall smooth functioning, identification, quorum and correct operation of the voting procedure.

Section 7. Guests

Attendance at the meetings is reserved for voting Members and representatives of the Association, as well as for guests previously invited by the Association.

Section 8. Powers of the general meeting

The general meeting will decide on the following matters with a two thirds majority:

- Amendments or additions to the Articles of Association
- The appointment or dismissal of Members of the Board
- Granting discharge to Members of the Board
- The approval of the annual budget and the annual accounts
- The resignation of any Member of the Association other than by suspension or exclusion by the Board
- The dissolution or liquidation of the Association

A vote with a four fifths majority is required if a decision is taken to amend the objectives of the Association.

6. VI MEMBERS OF THE BOARD

Section 1. Members of the Board

The Board of the Association will consist of a minimum of two (2) Members. The Chairman of the Board of EDIFICE Global and the Secretary-General / delegated Director of EDIFICE Global will occupy a permanent place on the Board of EDIFICE.

Each Member of the Board will be a representative of another EDIFICE member, with at least one managerial or executive function within that EDIFICE member. Members of the Board must be nominated to carry out this function on the basis of their leadership qualities and experience. It is up to the electing parties to ensure that the mandatary appointed by them fulfils these qualifications.

Appointment

Members of the Board will be designated by the General Meeting at the recommendation of the Board. In this regard the Board may decide to establish an appointments committee that will be responsible for finding and screening suitable candidates to be presented to the Meeting.

The Policy and Procedure of EDIFICE for the Appointment and Election of the Board will be set out in the internal regulations that will detail the process of appointment and selection of the Members of the Board.

Term of office

The term of office of all elected or appointed Members of the Board will be two years, starting on the date of the General Meeting at which they were elected. There is no limit to the number of consecutive terms which a Member of the Board may serve in office.

Section 2. Meetings

The Board will meet at the time stipulated for the General Meeting and at other times as provided for by the Members of the Board, but no less than twice a year. Each Member of the Board will be responsible for payment of his own costs associated with the meeting.

Section 3. Powers of the Members of the Board

The Members of the Board have the following powers:

- a) The property, activities and affairs of the Association are to be controlled by its Board. Unless otherwise provided for by law, the Members of the Board may, at the request of the Chairman, carry out any activity or adopt any resolution by voting by letter in accordance with the procedures as may be adopted by the Board from time to time. This activity or resolution must be granted, approved and adopted on receipt of the confirming vote of at least a majority of the votes returned to the Association, provided that the number of votes returned to the Association within the defined period must represent at least 50% of the current Members of the Board.
- b) The Board will choose the Directors from among the Members at the annual meeting at which they were elected. This election will be on a majority of votes cast by those present at the meeting.
- c) The Board will be responsible for defining and maintaining all rules, regulations, policy guidelines and procedures, including the requirements for quorums, committees and work groups.
- d) It is the responsibility of the Board to issue and maintain all licences granted to chapters that meet the requirements of the Chapter for Licensing and Operating Agreements.

Decisions of the Board will be adopted by a simple majority; in the event of a tie of votes, the Chairman will have a casting vote.

Section 4. Emergency provisions

Notwithstanding any other legal provision, the Memorandum and Articles of Association of the Association, in an emergency resulting from a state of war or any other national or local disaster of sufficient severity to prevent the control and management of the activities and affairs of the Association by its Board and Directors, as envisaged by the other regulations of these Articles of Association, a majority of the Members of the Board available (or the only available Member of the Board) who have not become incompetent to act as a result of incapacitation or the impossibility of communication or transport to the venue of the meeting, will form a quorum with the only purpose of electing Members of the Board to fill the required emergency vacancies and a majority of the Board present at this meeting may act to fill such vacancies or to reduce their number or both. Members of the Board thus elected will hold their office until the absent Members of the Board are once again able to attend meetings or until the Members act to elect Members of the Board to

succeed them. If, during such an emergency, the Board is not able to meet, appropriate action may be taken by the Directors of the Association who are present and competent. Any questions about the existence of a national or local disaster and the number of surviving parties able to act will be decisively determined at that time by the Board or the Directors acting as such.

Section 5. Dismissal

Each Member of the Board may resign by submitting his resignation to the Chairman. His resignation will become effective on receipt by the Chairman or at any time as specified in the resignation. Unless otherwise specified therein, the acceptance of any resignation will not be required for it to become effective.

Section 6. Vacancies on the Board

Any vacancies on the Board will be filled in accordance with the guidelines defined in Section 1.

Section 7. Board committees

It is the responsibility of the Board to define the rules and regulations of any of the committees, including those related to the quorum, and to amend them.

a) Permanent committees

i. The financial committee: The Financial Committee will be responsible for 1) compiling an annual budget for the Association 2) to make recommendations regarding the amendment of a reserve fund policy and 3) to monitor and recommend changes to the reserve fund balance of the Association for presentation to and adoption by the Board. Once approved, this budget or reserve fund balance will be proposed to the Members at the Annual General Meeting. The Financial Committee will be responsible for monitoring the financial state of the Association and for ensuring that audits of its finances are carried out from time to time. The Committee will consist of one or more Members of the Board, the Chairman, the Secretary-Treasurer and up to five other parties appointed by the Board, three of which must be EDIFICE Members.

ii. The appointments committee: members of the Appointments Committee, as appointed by the Board, will consist of the Chairman, a present Member of the Board and up to three other employees of participating organisations.

b) Additional permanent or temporary committees: any additional or temporary committees consisting of one or more Members of the Board may be appointed from time to time by the Board by a majority vote of the Members of the Board present at any one time at an ordinary or extraordinary meeting. From time to time the Board may establish committees with the powers and competences it regards as appropriate. An executive committee can be elected by the Board to exercise all powers and competences of the Board during the intervals between meetings of the Board.

c) Removal, vacancies, absence or disqualification: the Board may remove Members of the Board from committees and fill any vacancies, appointing one or more Members of the Board as substitute members of any committee, with such substitute members being able to replace any absent or disqualified members at any meeting. In the event of the absence or disqualification of any member of any committee, the member or members present at any meeting, whether or not they form a quorum, may unanimously appoint another Member of the Board to act at the meeting in the place of any absent or disqualified member.

d) Organisation: Finality of action: all committees will define their own procedures, time and place of their meetings, unless otherwise instructed by the Board and depending on the approval of the Board. Any activity carried out by any committee will be subject to amendment or revocation by the Board; provided, however, that no third party suffers any damage from such an amendment or revocation. The Board will have the sole authority to define the policy with regard to the reimbursement of expenditure linked to committee activities, including travel expenses.

7. VII DIRECTORS

Section 1. Directors and terms of appointment

The Directors of the Association will consist of the Chairman of the Board, the Vice-Chairman of the Board, the Secretary-General and the Secretary-Treasurer, all of whom will be appointed by the Board. The term of appointment of the Chairman, Secretary-General and Secretary-Treasurer will be two years, starting with the decision of the meeting of the Board at which they are appointed by the Chairman.

Apart from the Chairman, no other Director has to be a Member of EDIFICE.

Section 2. The Chairman

The Chairman will chair all the meetings of the Board and the Member meetings.

Section 3. The Vice-Chairman

In the absence of the Chairman, the Vice-Chairman will chair the meetings of the Board and the Member meetings.

Section 4. The Secretary-General

The Secretary-General will be appointed by and officiate at the request of the Board. The Secretary-General will be the chief of staff of the Association and will be responsible for its strategic matters; he will have the authority to appoint the committees and their chairmen as may be deemed necessary. Apart from his other tasks, it will be the task of the Secretary-General to implement the policy, programmes, instructions and resolutions adopted or approved by the Board. The Secretary-General will be responsible for Membership and relations between Members and Licence Holders. The Secretary-General will attend all meetings of the Members and the Board. The Secretary-General will carry out other tasks that would normally be carried out by a secretary-general of a comparable organisation, subject to monitoring by the Board. He will have the general power to monitor, control and execute all matters related to the property, activities and affairs of the Association and will have all powers and carry out all tasks associated with his office of general manager as well as any further powers and tasks as may from time to time be imposed on him by the Members. He will have the authority to conclude any deeds, debentures, mortgages and other similar contracts, agreements and instruments of the Association as approved by the Board. His powers will also include the following:

- a) He will maintain his position on the Board and will have a vote on all matters except those regarding the approval of candidates for the Board, the adoption of standards or the approval of budgets.
- b) He will send out notices of meetings, as appropriate or required.
- c) He will carry out all correspondence required by his office.
- d) He will have all instructions, votes and resolutions carried out that have not been otherwise defined.
- e) In the absence of the Secretary-Treasurer, the Secretary-General will hold this office and carry out all the tasks assigned to the Secretary-Treasurer.

Section 5. The Secretary-Treasurer

The Secretary-Treasurer will be the Chief Financial Director of the Association and will be responsible for compiling the minutes of all meetings and official correspondence. The Secretary-Treasurer will report to the Secretary-General. He or she will collect the fees from the Members as authorised and will pay all expenses of the Association, subject to the general approval and instructions of the Members. Each year he or she will provide Members with a detailed overview of the financial situation of the Association and other aspects as specified by the Board or the Members. His/her accounts will be audited from time to time, as specified by the Members; subject to the provision that no Member, whether such a Member is a Director or not, will have access to the figures that provide insight into the business of any other Member of the Association. Where this is required by the Board or the Members, the Secretary-Treasurer will provide a sound and sufficient guarantee to the amount that the Board may require as a guarantee for executing its tasks in good faith. This guarantee will be subject to the approval of the Corporate Lawyer. At the end of his/her term of office, the Secretary-Treasurer will provide his/her successor with all books and other property of the Association in his/her possession.

Section 6. The Lawyer

The Board will have the authority to appoint a Corporate Lawyer to act as legal advisor to the Association. His tasks will include promoting the aims of the Association, using all legal and correct means, and his term of office may be determined by the Board. When selecting a Corporate Lawyer, the Board will have the power to choose a legal firm.

Section 7. The appointment of the Secretary-General

When appointing the Secretary-General as provided for in Section 4 of this Article VII, the Board will have the authority to recruit a party to render the services as indicated in these sections and to enter into an agreement with such a party to render such services, subject to the terms and conditions as the Board may consider appropriate at its discretion.

8. VIII MEMBER REPRESENTATIVES

Section 1. Member representatives

When Membership is held in the name of a company or partnership, one party, confirmed in writing by an executive of the Member to represent the company towards the Association, will be appointed as the "Voting Delegate" and will exercise the powers of the Member. The name of such a party will be confirmed to the Secretary-Treasurer, together with that of a substitute.

Section 2. Amendment of delegate

A Member of the Association may from time to time change his delegate or substitute by notifying the Secretary-General (or his appointed representative) of the amendment in accordance with the conditions set out in the previous section.

9. IX CONTRIBUTIONS, MEMBERSHIP FEES AND EVALUATIONS

Section 1 Contributions, membership fees and evaluations

The costs of the Association will be determined by the Board and distributed among and paid for by all Members, provided however that the Board approves an annual budget for all the proposed expenses. From time to time the Board will also determine the amount of

contributions and membership fees for new Members. The maximum annual contributions will not exceed EUR 100,000 per year.

Section 2. Annual budget

The Board will approve an annual budget for the following year in accordance with the Reserve Fund Policy that will be adopted by the Association from time to time at or before the Annual Meeting for distribution to the Members.

Section 3. Arrears

It will be the task of the Secretary-Treasurer to report the name of each Member to the Secretary-General who, at the time of the meeting, will be 60 days or more in arrears with his contributions or fees at or before the Annual Meeting of the Association. The individual vote of a Member who is in such arrears will not count towards any matter presented at the meeting, nor will it be counted when determining a quorum.

10. X REMUNERATION OF DIRECTORS AND MEMBERS OF THE BOARD

Section 1. The right to remuneration

Unless this is legally prohibited, each Member of the Board and each Director of the Association will have the right to be reimbursed by the Association for expenditure and debts paid or incurred by this party with regard to any current or pending claim, legal action, matter or proceeding, whether civil, criminal, administrative, investigative or otherwise, brought by or on behalf of the Association or otherwise, in which he or she may be involved in any manner as a party, witness or otherwise, or may in future be involved by virtue of being or having been a Member of the Board or Director of the Association or by being or having been employed as a Member of the Board at the request of the Association, or as a Director, employee, agent or other representative of another Association, partnership, joint venture, trust, employee reward scheme or other entity (the claim, legal action, matter or proceeding will hereinafter be referred to as the "Legal Action"); provided that there is no equivalent right to compensation with regard to a Legal Action in the form of a claim for compensation (as defined below) against the Association (a "Legal Action for Compensation"), except as provided for in the last sentence of this Section 1. Any party who is not a Member of the Board or Director of the Association can be likewise reimbursed for services rendered to the Association or to another entity at the request of the Association to the extent that the Board can at any moment designate such a party as being entitled to the benefits in terms of this article. As defined in this Article 10, "compensation" will apply to each Member of the Board and Director of the Association and to any other party indicated by the Board as having a right to the benefits of this Article 10; "expenses" will refer to all actually and reasonably incurred expenses, including remuneration and legal expenses incurred by way of compensation; "debts" refers to amounts awarded by the court, taxes, fines and amounts paid as a result of arbitration. A Party entitled to Compensation will have the right to obtain compensation in terms of this Section 1 for expenditure incurred with regard to any Legal Action for Compensation only if (i) the Legal Action for Compensation has been brought in terms of Section 3 of this Article X and the party entitled to such compensation is successful in all or a part of such a Legal Action; (ii) the Party entitled to Compensation is successful in all or a part of another Legal Action for Compensation for which costs are claimed; or (iii) the compensation is in respect of expenditure incurred in an arbitration case or awarded by a court in another Legal Action for Compensation.

Section 2. The right to the pre-payment of expenses

Each Party entitled to Compensation will have the legal right to have his or her expenses, as incurred in defending any Legal Action or in initiating and pursuing any Legal Action for Compensation or pre-payment of costs in terms of Section 3 of this Article 10 advanced by the Association, prior to the final settlement of the Legal Action or Legal Action for Compensation, provided that the Association has received assurance from or on behalf of the Party entitled to Compensation that he or she will repay the amount advanced, if it should ultimately be found that the Party entitled to Compensation does not have the right to be reimbursed for such expenditure.

Section 3. The right of a Party entitled to Compensation to initiate legal proceedings

If a written claim in terms of Section 1 or Section 2 of this Article X should not be fully paid by the Association within 30 days following receipt of the claim by the Association, the Party entitled to Compensation may at any time subsequent to this initiate a Legal Action for Compensation and, if such an action should be fully or partially successful, the Party entitled to Compensation will have the right to claim for reimbursement of the expenditure of the Legal Action. The only defence against a Legal Action for Compensation to have a claim for compensation repaid in terms of Section 1 of this Article X would be that the conduct of the Party entitled to Compensation was such that in terms of Belgian law the Association would be prohibited from paying compensation of the amount claimed by the party entitled to such compensation, but the onus to prove this defence will be on the Association. Neither the failure of the Association (including its Board, independent lawyer and shareholders) to carry out an evaluation prior to the start of such a Legal Action for Compensation to determine whether compensation payable to the Party entitled to Compensation would be appropriate under the circumstances, nor any actual evaluation carried out by the Association (including its Board, independent lawyer and shareholders), finding that the conduct of the Party entitled to Compensation was such that compensation would be prohibited in terms of Belgian law, will serve as a defence against such a Legal Action for Compensation or give rise to the conjecture that the conduct of the Party entitled to Compensation was such as to prohibit the payment of such compensation in terms of Belgian law. The only defence against a Legal Action for Compensation claiming compensation for pre-payment of expenses in terms of Section 2 of this Article X will be the failure of the Party entitled to Compensation to submit an assurance as required by Section 2 of this article.

Section 4. Insurance and financing

The Association may take out and maintain insurance to protect itself and any electable party, among other things to hedge against any liability or expenses incurred by a party with regard to any Legal Action or failure to institute such action on the part of the Association, which will be authorised to compensate such a party in the event of a liability or expenses being legally incurred or incurred in terms of this Article 10. The Association may start a trust fund, award collateral, ensure that a letter of credit is issued or make use of other means (whether or not these may be similar to the above) to ensure payment of these amounts, where this would appear necessary in order to pay compensation as set out herein.

Section 5. Non-exclusivity, the nature and scope of rights

The right to the compensation and pre-payment of expenses as provided for in this Article X will (i) not be deemed to be exclusive of any other current and future rights, with such compensation being payable in terms of any agreement or articles of association, charter or decision taken by Members of the Board or others, (ii) be deemed to create contractual rights to the benefit of any Party entitled to Compensation who is employed by the

Association at the time when this Article X applies (and all parties entitled to compensation will be regarded as being employed as such, based on the conditions of this article) and (iii) continue with regard to any Party entitled to Compensation whose status - in terms of which he or she had the right or had been designated as a Party entitled to Compensation in terms of this Article X - and will benefit the heirs and legal representatives of any party entitled to such compensation. Any amendment or revocation of this Article X or the acceptance of any condition of the articles of Association that results in a right to compensation or pre-payment of expenses in whichever manner, as provided for in this Article X, being restricted, will only be applicable in future and will not have any effect on any activity or non-activity in the past, as carried out by a Party entitled to Compensation before the approval of the amendment, revocation, statute or other conditions.

Section 6. The partial right to compensation

If a Party entitled to Compensation in terms of any condition of this Article X should have a right to compensation by the Association of some or a portion of the costs or debts paid or incurred by the Party entitled to Compensation in the preparation, investigation, defence, appeal or settlement of any Legal Action for Compensation, but not of the total amount thereof, the Association will reimburse the Party entitled to Compensation for the portion of the expenses or debts to which the Party entitled to Compensation is entitled.

11. XI DISSOLUTION

Section 1. The distribution of assets at the time of dissolution, sale or restructuring

On dissolution of the Association, if there is a surplus of assets resulting from the income from EDIFICE Members following settlement of all of the Association's liabilities, the Secretary-Treasurer or the Secretary-General will pay this out to other non-profit organisations or equivalent organisations with objectives similar to those of EDIFICE. If, at the time of dissolution, there should be a shortfall, this shortfall will be settled on a pro rata basis by EDIFICE Members, based on their ratio to the total number of EDIFICE's Members. All assets awarded to EDIFICE by EDIFICE Members will be paid out at the time of any dissolution, sale, restructuring or merger in accordance with the vote of the majority of the EDIFICE Members in the region that awarded the assets. A list of these assets will be kept by EDIFICE for each region.

Section 2. Distribution of incorporated assets

Any proposed sale of assets acquired must first be approved by a majority of the Members in the region that has acquired such assets. If approved by the Board, the resulting means will be allocated according to the pre-defined allocation plan for such assets.

12. XII GENERAL

Section 1. Office

The registered office of the Association will be in Hoegaarden, Belgium, unless otherwise specified by the Members of the Board.

Section 2. Financial year

The financial year of the Association will concur with the calendar year. The first financial year will end on 31 December 2015.

Section 3. Gender

Wherever one gender is referred to in these Articles of Association, this will apply to the other gender or to both genders as may be applicable within the context.

Section 4. Mail

Wherever the term "mail" is used, this refers to electronic communication, either by fax, e-mail or in a similar manner regarded as equivalent.

Section 5. Directors

The founders of the Association have decided to appoint the following parties for a period of one year, in anticipation of further decisions to be taken by the Members.

- **Jan Fuchs** (see above)
- **Anne Cresens** (see above)

13. XIII AMENDMENTS

Section 1. Amendments

These statutes may be amended at the recommendation of the Board by a confirming vote of 50% of the Members competent to vote by ballot on an amendment. The results of this vote will be submitted to the annual general meeting of the Association, with the nature of the proposed amendment being reported in the notice of the meeting.

Thus agreed at an extraordinary general meeting in Munich, Germany on 10 December 2014 in two copies, one of which is to be kept at the registered office of the Association, while the other is to be deposited with the Rechtbank van Koophandel in Leuven.

Signed/

Founder 1
EDIFICE Global Chairman
Mikael Hjalmarson

Founder 2
EDIFICE Global Secretary
James Steven Spence

Founder 3
EDIFICE Global Treasurer
Jürgen Linkens

Founder 4
Jan Fuchs

Founder 5
Anne Cresens

In deviation from Article V of the Articles of Association, an extraordinary general meeting of Members will take place today, with the item on the agenda being the approval of the draft of these Articles of Association and the appointment of the Directors. All Members hereby waive the convening formalities as determined by the Articles of Association and the law.

The following parties are hereby unanimously appointed as Directors:

Jan Fuchs

Resident at: Tiensestraat 12, 3320 Hoegaarden

Born on 3 December 1963 in Tienen

Anne Cresens

Resident at: Tiensestraat 12, 3320 Hoegaarden

Born on 19 August 1959 in Tienen

The Directors hereby accept their mandate.

The general meeting authorises **Jan Fuchs** to take all the steps necessary to compile and publish all the required documentation for the establishment of the NPA (including publication in the Belgian Government Gazette)

Thus done in Munich, Germany on 10 December 2014

Jan Fuchs
Director

Anne Cresens
Director