



agr-86566-002-sw

Copy of the deed as signed; Deed of 02/02/2026 IVZW: Amendment of the Articles of Association
Abbreviated Alternet

International non-profit association with registered office at Havenlaan 88, box 73, 1000 Brussels
Company number 0755.472.622, established by deed executed on June 29, 2020, before Notary
Samuel Wynant in Brussels, published in the Annexes to the Belgian Official Gazette under number
2020-10-02/0345808.

AMENDMENT OF THE ARTICLES OF ASSOCIATION – CHANGE OF REGISTERED OFFICE – CHANGE OF OBJECTIVES

THE YEAR TWO THOUSAND TWENTY-SIX

On February 2,

For Samuel Wynant, notary in Brussels (Second Canton), who exercises his office in the private limited
company "Van Halteren Notarissen", with registered office at Lignestraat 13, 1000 Brussels.

At Lignestraat 13, 1000 Brussels,

The extraordinary MB meeting of the international non-profit association "Alternet, the European
Science-Policy Interface on Biodiversity and Ecosystem Services," abbreviated as "Alternet," with
registered office at Havenlaan 88, box 73, 1000 Brussels, company number 0755.472.622, is hereby
held.

The members of the bureau have requested the undersigned notary to draw up the deed of the
following declarations and observations.

-* Bureau *-

The meeting opened at 4:05 PM, chaired by Mr. Maurice HOFFMANN, residing at
Geraardsbergsestraat 9, 9570 Lierde, who appointed himself secretary.

-* Chair's Statement *-

The chair provides the following statement:

I. Composition of the meeting

The following members of the MB of the Alternet Association are present or represented at the
meeting:

1. Mr. Maurice HOFFMANN, residing at Geraardsbergsestraat 9, 9570 Lierde, present here;
2. Ms. Jiska Joanneke van DIJK, residing at Skarsleite 14, 7089 Heimdal (Norway), represented here by
the aforementioned Mr. Maurice HOFFMANN pursuant to a private power of attorney, a copy of
which remains attached to this deed;
3. Mr. Allan Douglas Watt, residing at Kittlegairy Avenue 10, EH45 9NN Peebles (Scotland),
represented here by the aforementioned Mr. Maurice HOFFMANN pursuant to a private power of
attorney, a copy of which remains attached to this deed;
4. Mr. Philip Karl Dean ROCHE, residing at F-84200 Carpentras (France), rue Georges Bataille 94,
represented here by the aforementioned Mr. Maurice HOFFMANN, pursuant to a private power of
attorney, a copy of which remains attached to this deed;
5. Ms. Ana Isabel LILLEBØ BATISTA, residing at 7000-907 Évora (Portugal), Vista Alegre, Rua Jaime
Cortês, No. 4, 1st Floor, represented here by the aforementioned Mr. Maurice HOFFMANN,
pursuant to a private power of attorney, a copy of which remains attached to this deed.

These persons are all members of the association.

II. Agenda

The agenda of the current general MB meeting is:

1. Changes to the registered office address, website, and email address of the Association.
2. Approval of the amendments to the articles of association, including the abolition of the Associate Member status, the implementation of hybrid meeting techniques, the limitation of the number of members of the Management Board (MB), and the establishment of a steering committee (SC).
3. (Re)appointments and dismissals.
4. Powers of attorney for the formalities.

III. Notices

The members were summoned in accordance with Article 14.1 of the Articles of Association.

IV. Quorum

In accordance with Article 14.4 of the Articles of Association, at least 2/3 of the MB Members must be present or represented in order to validly deliberate on the items on the agenda.

V. Voting Rights

In accordance with Article 14.5 of the Articles of Association, each MB Member present or represented has one vote.

VI. Majority

In accordance with Article 14.4 of the Articles of Association, an amendment to the Articles of Association must be approved by a 2/3 majority of the votes present or represented.

-* Validity of the meeting *-

The meeting acknowledges the accuracy of the chair's statement, unanimously acknowledges that it is validly constituted and capable of deliberating, and decides to address the items on the agenda.

-* Resolutions *-

The chair then submits the following resolutions to the general meeting for approval.

FIRST RESOLUTION

After a unanimous approval and adoption at the AC of 11 February 2025, the meeting resolves:

- 1) to change the address of the association's registered office to 1000 Brussels, Picardstraat 7, box 100;
- 2) to change the association's website to <https://alterneteurope.eu/>;
- 3) to change the association's email address to alterneteurope.eu@gmail.com. All communications to this address by members are deemed valid.

Deliberation.

The board requests the notary to certify that this resolution is adopted by the required majority.

SECOND RESOLUTION

The meeting resolves to adopt the following new text of the Articles of Association, without, however, substantively amending ARTICLE 3 "OBJECTIVE AND ACTIVITIES/OBJECT" (which implies that this amendment to the Articles of Association does not require approval by Royal Decree):

TITLE I. NAME, REGISTERED OFFICE, PURPOSES, DURATION

ARTICLE 1 NAME – LEGAL FORM – DURATION

- 1.1 The association bears the name "Alternet, the European Science-Policy Interface on Biodiversity and Ecosystem Services" or simply "Alternet," hereinafter also referred to as the "Association."
- 1.2 The Association is an international non-profit association, hereinafter also referred to as "i-VZW," established in accordance with Book 10 of the  Companies and Associations Code of Belgium of 23 March 2019 (hereinafter also referred to as the "CAC").
- 1.3 The Association was established on 30 September 2020 and is established for an indefinite period.

1.4 The Association is the legal successor to the Alternet Consortium, hereinafter also referred to as the "Consortium," the members of which signed a Memorandum of Understanding (MoU) for the period 2017-2020. This MoU served as a model for the Association's Articles of Association; the MoU expired on December 31, 2020.

ARTICLE 2 REGISTERED OFFICE

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

2.2 The registered office may be moved to any other location in Belgium, subject to compliance with language regulations, by a decision of the Association Council (hereinafter referred to as the "AC"), as defined in Title III, which must be published in the Annexes to the Belgian Official Gazette.

ARTICLE 3 OBJECTIVE AND ACTIVITIES/OBJECT

3.1 The objective of the Association (hereinafter referred to as the "Association Objective") is "to provide scientifically sound evidence ("evidence-based") to international, European, national, and regional policymakers and businesses involved in or active in improving the sustainable use, management, safeguarding, and restoration of biodiversity, ecosystems, ecosystem services, and societal involvement in this area, through the integration of European interdisciplinary research capacity, knowledge integration, and clear communication on this matter."

3.2 To achieve the Association's Objective, the Association aims to collaborate with European interest groups in the scientific, political, policy, public, and private sectors with regard to:

- a. contributing to the definition, development, execution, and implementation of European and global research on biodiversity, ecosystems, and ecosystem services, and other research that directly or indirectly contributes to the Association's Objective;*
- b. developing and integrating European capacity for interdisciplinary and transdisciplinary research on biodiversity, ecosystems, and ecosystem services, and societal engagement therein;*
- c. creating opportunities for ecological, economic, social, and human scientists and collaborating in an interdisciplinary and transdisciplinary context within the framework of the Association's Objective;*
- d. supporting the interface between science and policy through communication with policymakers and public and private interest groups on biodiversity, ecosystems, and ecosystem services;*
- e. integrating and disseminating existing knowledge to directly support evidence-based policies on biodiversity, ecosystems, and ecosystem services, and societal engagement in these areas.*

3.3 To achieve its Objective, the Association specifically aims to:

- a. promote and (commission) interdisciplinary and transdisciplinary research and integrate research activities in line with the Association's objective;*
- b. prepare and/or support joint research projects at the European level and raise funds in line with the Association's objective;*
- c. develop and organize mechanisms for communicating with scientific and non-scientific communities, as well as with specific interest groups;*
- d. integrate existing scientific knowledge by bringing together targeted expert networks to answer requests/questions regarding biodiversity, ecosystems, and ecosystem services and societal involvement in them;*
- e. contribute, through its interdisciplinary and transdisciplinary research and its knowledge integration capabilities, to requests received through science-policy-society linking mechanisms;*
- f. further encourage the establishment and expansion of research infrastructure to monitor, understand, and contribute to the resolution of pan-European biodiversity problems;*
- g. organize joint training, workshops, and course activities on topics related to the Association's Objective;*
- h. develop and implement mechanisms for identifying priority and emerging research problems in collaboration with key European organizations and sister networks.*

3.4 The Association may undertake any activities in Belgium and abroad that directly or indirectly contribute to the achievement of the Association's Objective, which is essentially non-profit.



All net proceeds resulting from such activities will at all times be fully allocated to the achievement of the Association's Objective, which is essentially non-profit.

TITLE II. MEMBERS

ARTICLE 4 MEMBERS

4.1 The number of effective members is unlimited but can never be fewer than two (2).

4.2 The Association is composed of members who are natural persons, legal entities with or without legal personality (including sole proprietorships or "sole traders"), de facto associations, or looser partnerships of natural persons, regardless of whether they have a for-profit or non-profit purpose. All non-natural persons will hereinafter be referred to simply as the "Organization."

Membership for natural persons is limited to the Founding Members.

4.3 Each member is expected to support the Association's Objectives described in Article 3.1 and elaborated in Articles 3.2 and 3.3.

4.4 Each membership is in principle entered into for a period of three years. Without notice to the contrary from the member, it is assumed that its membership will be renewed for another three-year period.

ARTICLE 5 MEMBERS' CATEGORIES

The members of the Association are divided into (i) Founding Members and (ii) Effective Members. Each has the rights and obligations as described in these Articles of Association.

5.1 Founding Members

The Founding Members are the individuals who founded the association. They must be affiliated with an Effective Member of the Consortium at the time of the Association's establishment. Founding Members do not participate in the AC in their capacity as Founding Members (Title III).

5.2 Effective Members

Effective Members are all legal entities with full legal personality, de facto associations, or looser partnerships of natural persons (regardless of whether they have a for-profit or non-profit purpose), including members of the Consortium who have explicitly expressed their wish to become members of the Association; and who (i) meet the conditions set out in Articles 4.2 and 4.3, (ii) endorse these Articles of Association, (iii) are admitted as members of the Association in accordance with the procedure set out in Article 6, and (iv) pay annual membership fees in cash and enter into commitments regarding the provision of services in kind (working days) in accordance with Article 7. Consortium members who signed and complied with the Consortium's Memorandum of Understanding could, upon the Association's incorporation, immediately join the Association as Effective Members, in accordance with their membership in the Consortium, provided they met the conditions set out in this article. This could be done by simply submitting a declaration to the current chair of the Consortium Council. They did not need to follow the procedure for new members as set out in Article 6. This option was limited to the period preceding or immediately following the association's incorporation; the period for this expired on January 1, 2021.

Each Effective Member has one seat at the AC. Each seat entitles the holder to one vote at the AC.

ARTICLE 6 ADMISSION REQUIREMENTS FOR NEW EFFECTIVE MEMBERS

6.1 Each Organization that meets the requirements set out in Articles 4.2, 4.3, and 5.2 and wishes to become an Effective Member of the Association (a "Candidate Member") will identify a Effective Member of the Association who wishes to nominate the Candidate Effective Member for membership in the Association (a "Nominating Effective Member").

6.2 A Candidate Effective Member shall provide the following information and commitments in a letter to the Nominating Effective Member and to the Management Board (hereinafter "MB") as defined in Title IV:

a. Information that clearly demonstrates the expertise and capabilities relevant and useful to the Association's Objective (Article 3.1), as well as the geographical scope (expertise in (biogeographical) region(s), countries, etc.);

- b. The size of the organization in accordance with the criteria set out in the Association's Bylaws;*
- c. Acknowledgment of the Association's Articles of Association and willingness to comply with them;*
- d. Willingness to pay the annual cash membership fee specified in the Association's Bylaws;*
- e. A statement regarding the minimum annual in-kind benefits it wishes to provide to the Association (expressed in working days).*

This letter and accompanying documents must be signed by the recognized representative of the Candidate Effective Member, stating that the Candidate Effective Member fully supports joining the Association.

6.3 The content of the letter and accompanying documents referred to in Article 6.2 contains the main criteria for the MB and the AC to assess whether a Candidate Effective Member qualifies for Effective Membership.

6.4 The Nominating Effective Member then informs the MB, by means of a motivated nomination letter, whether or not it supports the Candidate Effective Member's candidacy. The MB will deliver the letter and accompanying documents referred to in Article 6.2 and the aforementioned nomination letter to the Effective Members. The MB will provide a motivated recommendation to the AC regarding the Candidate Effective Member's candidacy.

6.5 The Effective Members may request additional information from the Candidate Effective Member up to fourteen days prior to the annual meeting of the AC at which the nomination will be decided.

6.6 At the AC following the nomination, the AC will decide on the admission of the Candidate Effective Member by a two-thirds majority of the votes present and represented.

ARTICLE 7 MEMBERSHIP FEE AND PAYMENT

7.1 Each Effective Member must contribute a minimum annual membership fee to the Association, which consists of cash payments and in-kind benefits. The minimum cash and in-kind contributions will be proposed annually by the MB based on the guidelines contained in the Association's Bylaws. These will be automatically renewed if The MB takes no initiative to amend the Bylaws in this regard. The AC will decide on the acceptance of this proposal by a two-thirds majority of the votes present and represented at the next AC of Directors.

7.2 The annual membership fee may not exceed EUR 1,000,000 (one million).

7.3 Notwithstanding that Effective Members are expected to join the Association for a minimum period of three years and notwithstanding their right of withdrawal, each membership binds the member for a period of one year, with automatic renewal of the membership at the end of the one-year period unless the procedure in Article 8 is followed.

7.4 The deadline for payment of the membership fee in cash is thirty (30) days after the invoice date.

7.5 Any Effective Member who has not paid their membership fee within thirty (30) days of being invoiced by the Association will be notified of this by the MB Chair or their authorized representative by means of a written reminder (by mail or email).

An Effective Member with outstanding debts owed to the Association for more than sixty (60) days will no longer be entitled to participate in the Association's activities as an Effective Member and may be suspended and expelled in accordance with Article 9.

ARTICLE 8 RESIGNATION OF A MEMBER

8.1 Members have the right to withdraw from the Association by resigning. A resigning member must notify the MB in writing at least one month before the annual AC.

8.2 In the event of resignation from the Association, the resigning member will cease to be a member of the Association from the date the annual AC confirms the resignation. The resigning member will not be entitled to participate in the deliberations or decision-making process of this annual AC. In any case, such a resigning member will be obligated to pay all outstanding amounts (including the membership fee for the financial year in which they resign) within one (1) month of the resignation.

8.3 A member will automatically cease to be a member of the Association in the event of insolvency,



bankruptcy, judicial reorganization, dissolution, or liquidation proceedings, and consequently the cessation of that member's payments.

ARTICLE 9 EXCLUSION OF A MEMBER

9.1 The AC may exclude a member from the Association for legitimate reasons, as well as for the following reasons:

- a. If a member no longer meets the membership requirements in accordance with Article 4.2;*
- b. If a member fails to comply with these Articles of Association, the Association's Bylaws, or the decisions of the competent bodies of the Association, despite two written notices of default to the member in question.*

9.2 The member whose exclusion is requested has the right to submit its written comments to the MB within one month of receipt of the registered letter from the MB regarding the reasoned request for exclusion. Such a member has the right to be heard by the AC if the member so requests in its written comments.

9.3 The AC decides on the exclusion of a member, including the date of exclusion, by a two-thirds majority of the votes present or represented. The decision must be substantiated.

9.4 The MB will send a certified copy of the AC's decision to the excluded member within fifteen days of the AC's decision.

9.5 The excluded member is obligated to pay all outstanding amounts (including the membership fee for the financial year in which it is excluded) within sixty (60) days of the exclusion.

9.6 The MB may suspend a member who meets the conditions of Article 9.1 until the AC's decision. If the AC decides to exclude the member suspended by the MB, the suspension will continue until the date of the actual exclusion, as determined by the AC.

ARTICLE 10 LIABILITY

10.1 Members cannot be held personally liable for the obligations of the Association.

10.2 Neither the Chair of the AC, nor any member of the AC, nor the Chair of the MB, nor any member of the MB, are personally bound by the obligations of the Association by virtue of their mandate, without prejudice to the provisions below regarding directors' liability under Article 19.6.

10.3 No member may assert or exercise any claim on the assets of the Association, and such a member may not request an account and statement, seizure, or inventory.

10.4 In the event of resignation or exclusion, a member shall not be entitled to a refund of any amounts paid during membership.

TITLE III. GENERAL MEETING ("Association Council")

Within the Association, the General Meeting is referred to as the "Association Council" (hereinafter also referred to as "AC"), analogous to the Consortium's Network Council.

ARTICLE 11 COMPOSITION OF THE AC

11.1 The AC consists of all Effective Members. Each Effective Member appoints a person ("representative") affiliated with their organization as their representative at the AC.

11.2 The duly constituted AC represents all Effective Members of the Association. The decisions adopted by the AC are binding on all members.

11.3 The Chairperson ("AC Chairperson"), or in their absence the Vice-Chairperson ("AC Vice-Chairperson"), chairs the AC. The Chair of the AC appoints a Secretary and a Scrutineer prior to each AC, and this only for that AC. Neither the Secretary nor the Scrutineer need be appointed from among the Effective Members present. If the Secretary or Scrutineer does not also represent one of the Effective Members, they have no voting rights.

ARTICLE 12 POWERS OF THE GENERAL MEETING

12.1 The AC has all powers expressly reserved for the AC in accordance with the CCA and these Articles of Association. The following exclusive powers may be exercised solely by the AC:

- a. amending the Articles of Association;*

- b. appointing and dismissing the members of the MB and determining their compensation (if one is granted);*
- c. appointing and dismissing the statutory auditor (if one has been appointed) and determining their compensation;*
- d. granting discharge to the members of the MB and the statutory auditor (if one has been appointed) and, if applicable, deciding to initiate legal proceedings on behalf of the Association against the members of the MB or the statutory auditor (if one has been appointed) or members of the Association;*
- e. approving the annual accounts for the past financial year and the budget;*
- f. the dissolution of the Association;*
- g. the allocation of the assets after dissolution and settlement of all outstanding debts and claims;*
- h. the exclusion of a member;*
- i. the acceptance of a contribution free of charge from a generality (being a set of assets and liabilities);*
- j. the acceptance of donations to the Association; requesting authorization from the Minister of Justice for donations exceeding €100,000 (in accordance with Article 10:11 of the CAC).*
- k. in the event of the permanent absence of the AC Chair, the AC Vice-Chair will immediately be appointed as the new AC Chair, and the AC will also immediately provide for the replacement of the AC Vice-Chair through an internal nomination and voting procedure within the AC.*

12.2 Furthermore, the Articles of Association grant the following powers exclusively to the AC:

- a. accepting new members;*
- b. supervising the daily management and delegating tasks to the MB;*
- c. appointing the AC Chair and the AC Vice-Chair;*
- d. appointing the MB Chair;*
- e. adopting strategic decisions regarding the Association;*
- f. considering, discussing, and/or deciding on proposals prepared by the MB; and*
- g. ratifying collaboration initiatives with other associations or networks concluded by the MB.*

ARTICLE 13 TERM AND ROLE OF THE AC CHAIRPERSON AND VICE-CHAIRPERSON

13.1 The term of office of the AC Chairperson is thirty-six (36) months, renewable once in principle. Preferably, the AC Chairperson and/or Vice-Chairperson will not serve their term for a consecutive period of more than six (6) years.

The AC Chairperson and Vice-Chairperson are elected from among the representatives of the Effective Members at the AC. To ensure the independence of both representatives, the AC Chairperson and Vice-Chairperson are preferably (but not obligatory) replaced by an alternate representative of the organization in question during their chairing term at the AC. The name of the alternate will be notified to the AC Chairperson. Their voting rights will be transferred to the alternate of the organization in question during their term.

13.2 The AC Chair, or the AC Vice-Chair in the event of a temporary absence or during a temporary period of unavailability of the AC Chair, will:

- a. prepare, plan, and chair the AC meetings;*
- b. attend the meetings of the MB;*
- c. together with the MB Chair, act as the public point of contact for the Association and its members in accordance with the Association's strategy and agreed-upon positions.*

ARTICLE 14 PROCEDURES OF THE ASSOCIATION COUNCIL

14.1 Meetings and Convening

An ordinary annual meeting of the AC will be held once a year, within six (6) months of the end of the previous financial year. Meetings of the AC are preferably held in person, but in the event of impossibility to meet in person or in cases of urgency, they may also be held virtually (online or hybrid).

A special meeting of AC may be convened at the initiative of the MB or at the request of at least one-fifth of the Effective Members of the Association. If one-fifth of the Effective Members exercise their right to convene a special meeting of the AC, the meeting will be convened within a period not exceeding twenty-eight (28) days of the request of the Effective Members.

Notwithstanding the Chair of the AC's obligation to inform members two months in advance of the date of the AC, a special AC will be convened by the Chair of the AC by email at least fifteen (15) days before the meeting, to the address last provided by the member. The invitation will contain the agenda and all supporting information for the AC. The invitation will also include the date, time, and location of the meeting. Any proposal signed by at least one-twentieth of the Effective Members of the Association will be added to the agenda.

The members of the MB and the commissioner (if one has been appointed) will be invited to each AC. The members of the MB and the commissioner have no voting rights at the AC unless they also represent one of the Effective Members at the AC.

14.2 Agenda

The AC may only deliberate on the agenda items included in the agenda.

14.3 Proxies

Each Effective Member has the right to participate in any meeting of the AC. Effective Members may receive a maximum of five (5) written proxies from other Effective Members to represent them at a meeting of the AC.

14.4 Quorum Requirements

With the exception of special quorum requirements in accordance with the CAC or the Articles of Association, the AC shall validly deliberate regardless of the number of Effective Members present or represented. The AC may only deliberate and decide on an amendment to the Articles of Association if the purpose of the amendment has been communicated in accordance with Article 14.1 and if at least two-thirds of the Effective Members are present or represented. If this quorum is not reached at the first meeting of the AC, a second meeting of the AC may be convened, either immediately or later, which may validly deliberate and decide on the proposed amendment to the Articles of Association, regardless of the number of Effective Members present or represented. An amendment to the Articles of Association must be approved by a two-thirds majority of the votes present or represented. Abstentions are not included in the denominator or numerator. If the amendment to the Articles of Association relates to the purposes set out in Article 3, a four-fifths majority of the votes present or represented is required, in accordance with the CAC. Abstentions are not included in the denominator or numerator.

An amendment to the Articles of Association that affects:

- the powers, the manner of convening, and the decision-making process of the AC;*
- the conditions under which the decisions of the AC and its members are made public;*
- the conditions for amending the Articles of Association;*
- the conditions for dissolution and liquidation of the Association, and the charitable purpose to which the Association, upon its dissolution, must allocate its assets, must be established by notarial deed. An amendment to the Articles of Association that changes the description of the Association's charitable objective and the activities it pursues requires approval by Royal Decree.*

14.5 Voting

Each Effective Member present or represented has, in principle, one vote. If possible, Effective Members may also vote electronically, by email, or by proxy, provided that the requirements of Article 10:7/1, §1, of the CAC are met. If, in accordance with Article 13.1 of these Articles of Association, the chairperson is replaced by a deputy for his/her organization, the chairperson will not have voting rights at the AC, except in the event of a tie. In that case, the AC chairperson does have the right to vote, and their vote is decisive in the event of a tie. In the event of their absence and replacement by the AC Vice-Chairperson, this authority passes to the AC Vice-Chairperson. If the AC Chairperson or AC

Vice-Chairperson, respectively, continues to represent their organization at the AC, they will have the right to vote, and their vote is decisive in the event of a tie. Without prejudice to the special majority requirements imposed by the CAC or these Articles of Association, resolutions are adopted by the AC by a simple majority of votes. Abstentions are not included in the denominator or numerator. At online or hybrid meetings, Effective Members retain their voting rights. In these cases, voting takes place via the methods available within the online software used (e.g., chat, show of hands, email), whereby the chosen method must meet the requirements of Article 10:7/1, §1, of the CAC. The invitation to the AC clearly and precisely specifies the online/hybrid voting method to be used. If the association has a website, these procedures will be made accessible on this website for those entitled to participate in the general meeting. The minutes of the AC record any technical problems and incidents that prevented or disrupted electronic participation in the AC or the vote.

14.6 Minutes

Decisions are recorded in minutes prepared by the secretary and submitted for approval to the next AC of Shareholders. The minutes are merely a record of the decisions taken by a AC of Shareholders, and submitting them for approval has no impact on the decisions taken. These minutes are made available to members at the Association's registered office and are published on a website of the Association accessible only to members.

14.7 Written Decision-Making

At the proposal of the Chair of the AC, decisions may be submitted for written approval to all voting members of the AC. All members of the AC will be notified in a timely manner of decisions for which written approval is sought by an email containing a clear response period. All decisions for which written approval is sought will be adopted by a simple majority of votes cast by the AC, except for decisions on topics requiring a larger majority in accordance with Article 14.4. Failure to respond to the email invitation will be considered an abstention. Abstentions will not be included in the denominator or numerator.

TITLE IV. MANAGEMENT

A. BOARD OF DIRECTORS = MANAGEMENT BOARD

The Board of Directors is referred to as the Management Board (hereinafter referred to as the "Management Board" or "MB"), by analogy with the Management Board of the Consortium.

ARTICLE 15 APPOINTMENT OF MEMBERS OF THE MB AND THEIR TERM OF APPOINTMENT

15.1 The members of the MB, hereinafter referred to as directors, are appointed by the AC from among the candidates nominated by the Effective Members for a term of three years. If a legal entity is appointed as director, it must appoint a natural person as its permanent representative.

15.2 The chair and vice-chair of the MB are appointed by the AC from among the candidates nominated by the Effective Members for a term of three years.

15.3 The term of a MB member is, in principle, thirty-six (36) months and can be renewed without the intervention of the AC. Any MB member may also resign from their position on their own initiative.

15.4 Directors may be dismissed at any time (*ad nutum*) by the AC from their position as MB member.

15.5 The MB Chair may be dismissed from office at any time by the AC by a two-thirds majority.

Abstentions are not included in the denominator or numerator.

15.6 If the Effective Member who nominated a MB member ceases to be a Member of the Association during the term of office, that MB member will be deemed to have resigned.

15.7 The appointments of the MB members and of the persons authorized to represent the Association, as well as their termination of office, shall be made public by filing them in the Association's file and by publishing an extract in the annexes to the Belgian Official Gazette. These documents must, in any case, indicate whether the persons representing the Association are acting individually, jointly, or as a body, as well as the extent of their powers.

ARTICLE 16 COMPOSITION OF THE MB

16.1 The MB is in principle composed of at least five (5) members. They are nominated to the AC by Effective Members of the Association and appointed following a nomination procedure by the AC. They act in the general interest of the Association and, in principle, do not specifically represent the nominating Effective Member on the MB. Unless the AC decides otherwise, the MB consists of at least a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. With the exception of the position of Chair of the MB, the division of functions within the MB is determined by the MB itself. However, if the Association has fewer than three (3) Effective Members, the MB may, by way of exception to the first paragraph, be composed of only two (2) members. If the Association has three (3) to five (5) Effective Members, the MB may, by way of exception to the first paragraph, be composed of fewer than five (5) but a minimum of two (2) members.

16.2 The MB elects a Vice-Chair from among its members, who chairs MB meetings in the absence of the Chair of the MB. The MB also elects a Secretary and a Treasurer from among its members, and allocates tasks among the members based on the activities of the Association.

16.3 Additional MB members may be appointed upon the recommendation of the AC to handle specific activities of the Association, insofar as these cannot be handled by the existing MB members.

16.4 The position of Chair of the AC cannot be combined with the position of Chair of the MB, and vice versa. The same applies to the positions of Vice-Chair of the AC and Vice-Chair of the MB.

ARTICLE 17 POWERS OF THE MB

The MB has all residual powers, being all powers not expressly reserved for the AC in accordance with the CAC or the Articles of Association, and, if permitted by law, the AC may delegate certain powers to the MB.

The powers of the MB include:

- a. appointing a MB Vice-Chairperson, a Secretary, and a Treasurer from among the members of the MB, and distinguishing and allocating tasks within the MB;
- b. supervising the MB Chair, the MB Vice-Chairperson, the Secretary, and the Treasurer;
- c. ensuring the day-to-day management of the Association;
- d. entrusting the Association with the daily management of the Association¹; determining whether these persons will act alone, jointly, or as a board; determining the remuneration of these persons; dismissing executive directors;
- e. appointing a steering committee charged with the tasks further described in Article 20;
- f. submitting the annual budget prepared by the steering committee (including the allocation to the proposed activities) to the AC for final approval;
- g. submitting the reports prepared by the steering committee to the AC for final approval, including the annual report on the activities performed and the corresponding expenditures;
- h. In consultation with the steering committee, submit consultation documents prepared by the steering committee to the General Assembly regarding the activities for the following calendar year, compiled into a proposed annual work plan, including a budget proposal for general and specific activities;
- i. In consultation with the Steering Committee, formulate proposals for research priorities, programs and activities, networking with other associations, and networks in general;
- j. In consultation with the Steering Committee, identify potential joint activities and monitor ongoing joint projects;
- k. In consultation with the Steering Committee, decide on collaborative initiatives with other associations or networks;
- l. Submit the proposed decisions referred to in Article 17c to the AC for ratification at its next meeting;

¹ acts of daily management are considered to include both actions and decisions that do not go beyond the daily needs of the Association, as well as those that, either for reasons of minor importance or because of their urgency, do not justify the intervention of the AC to one or more persons, whether or not members of the MB.



- m. Oversee key ongoing functions as determined in the annual work plan in accordance with the internal regulations;*
- n. In consultation with the Steering Committee, develop research and communication strategies;*
- o. In consultation with the Steering Committee, develop long-term (e.g., 10-year) updates of the Association's mission and vision regarding its goals and activities, culminating in a recommendation to the AC regarding amendments to the Association's Articles of Association;*
- p. advising the AC on the Association's financial situation, as prepared by the Treasurer;*
- q. implementing the decisions of the AC;*
- r. hiring staff and employees of the Secretariat, or external staff if necessary and approved by the AC in terms of budget;*
- s. updating the company's registered office, website, and email address.*

ARTICLE 18 ROLE OF THE MB CHAIRPERSON AND MB VICE-CHAIRPERSON

The MB Chair shall:

- a. chair the meetings of the MB;*
- b. attend the meetings of the AC to present the documents and activities of the MB. The MB Chair shall not have voting rights at the AC unless the MB Chair also represents one of the Effective Members at the AC; and in their absence, delegate the authority to chair the meetings of the MB and attend the meetings of the AC to the MB Vice-Chairperson.*

The MB Vice- Chairperson, after delegation by the MB Chair, shall:

- c. chair the meetings of the MB; and*
- d. attend the meetings of the AC to present the documents and activities of the MB.*

The MB Vice-Chairperson has no voting rights at the AC, unless the Vice-Chairperson also represents one of the Effective Members at the AC.

ARTICLE 19 MEETINGS OF THE MB

19.1 Meetings and Convening

The MB meets at least two (2) times per year. MB meetings can be held in person, by telephone, or virtually. At least one MB meeting per year will be held in person, unless in the event of an impossibility to meet in person or in the event of urgency, this can also be held virtually (online or hybrid). The MB may also make unanimous written decisions in accordance with Article 19.5 of the Articles of Association.

The MB Chairperson will send invitations to MB meetings by email to MB members at least seven (7) business days before the meeting, to the address last provided by the member. The invitations will include the agenda and supporting documents. The MB can only validly deliberate and decide if at least a simple majority of the MB' members are present or represented at the meeting. Any MB member who cannot attend a MB meeting may grant another MB member a written proxy, via any means of communication (e.g., letter, fax, or email), to represent them and vote at such MB meeting.

19.2 Agenda

The MB can only validly deliberate on agenda items included in the agenda. An agenda item not included in the agenda can be decided exceptionally with the approval of the majority of the MB members present or represented.

Decisions regarding agenda items not included in the agenda will only be effective if the majority of the MB members do not protest within five (5) days of being notified of these decisions. The email sent to the MB members notifying them of the decisions taken regarding agenda items not included in the agenda will state the MB members' right to protest these decisions in writing (including by email) to the MB Chair within five (5) days.

19.3 Voting

Each MB member present or represented has the right to exercise one vote. Unless otherwise provided in the CAC or these Articles of Association, all MB decisions are adopted by a simple majority.

In the event of online or hybrid meetings, all MB members retain their voting rights. Voting in these cases takes place via the methods available within the online software (e.g., chat, show of hands, email); the method to be followed is determined in the notice convening the meeting. Any MB member who has a conflict of interest with the Association regarding an agenda item must inform the other MB members of this before the MB considers the agenda item in question. The member's statement and information regarding the content of the conflict of interest must be recorded in the minutes of the MB meeting that makes the decision.

Such a MB member may not participate in the deliberations regarding that agenda item and may not exercise voting rights on that agenda item. If a MB member disputes that he or she has a conflict of interest, the MB will, before discussing that agenda item, make a decision, by a simple majority of the MB members present or represented, on whether or not a conflict of interest exists with regard to that MB member. The MB member in question may not participate in the last mentioned vote. In the event of a tie, the chair of the meeting has the casting vote.

19.4 Minutes

Decisions are recorded in minutes, which are submitted for approval to the next MB meeting. The minutes are solely a record of the decisions taken by a MB meeting. Submitting the minutes for approval does not affect decisions already taken. These minutes are kept at the Association's registered office and are published on an Association website accessible only to MB members.

19.5 Written Decision-Making

At the proposal of the Chairperson of the MB, decisions can be submitted for written approval to all members of the MB. All members of the MB will be notified in a timely manner of decisions for which written approval is sought by means of an email containing a clear response period. All decisions for which written approval is sought will be adopted by the MB by a simple majority of votes. Failure to respond to the email invitation will be considered an abstention. Abstentions will not be included in the denominator or numerator.

19.6 Liability of Directors

The liability of directors to the Association and to third parties is limited to the fulfillment of their mandate in accordance with common law, the Articles of Association, and statutory provisions (currently included in the CAC, Articles 2:56 through 2:58).

B. STEERING COMMITTEE

ARTICLE 20 COMPOSITION OF THE STEERING COMMITTEE

The steering committee is composed of the members of the MB, supplemented by experts who wish to specifically focus on one or more tasks within the Association, including pursuing one or more of its objectives described in Article 3.2 and activities described in Article 3.3, or new activities that contribute to the association's objective described in Article 3.1.

The steering committee is chaired by the MB Chair, and in its absence, by the MB Vice-Chair.

ARTICLE 21 TASK OF THE STEERING COMMITTEE

The steering committee's tasks are:

- a. to allocate tasks within the steering committee;*
- b. to generally support the Supervisory MB in its tasks;*
- c. to advise on the association's activities;*
- d. to prepare and plan the association's activities;*
- e. to prepare the annual budget (including proposals regarding the allocation of budget items to the proposed activities);*
- f. to prepare and draft reports, including the annual report on the activities carried out and the corresponding expenditures;*
- g. to prepare and draft consultation documents for the AC regarding the activities for the following calendar year, summarized in a proposed annual work plan, including a budget proposal for general and specific activities;*

- h. to formulate proposals for research priorities, programs and activities, and networking with other associations and networks in general;*
- i. to identify potential joint activities and follow up on ongoing joint projects;*
- j. to formulate proposals for collaborative initiatives with other associations or networks;*
- k. to develop proposals for research and communication strategies;*
- l. to contribute to the development of long-term (e.g., 10-year) updates of the mission and vision regarding the Association's goals and activities.*

TITLE V. REPRESENTATION

ARTICLE 22 REPRESENTATION

22.1 The Association shall be validly represented, in relation to third parties and in legal proceedings, as plaintiff or defendant, by the MB, acting as a body. Without prejudice to the MB its general power of representation, any deed, agreement, or legal act may be validly signed in the name of the Association by two members of the MB, who shall not be held accountable to third parties for any prior decision of the MB.

22.2 In addition, special proxies may represent the Association within the limits of their mandate.

TITLE VI. SUPERVISION

ARTICLE 23 SUPERVISION

23.1 If required by law, the supervision of the Association's financial situation and the annual accounts will be entrusted to one or more auditors. Pursuant to the CAC (which may be amended by Royal Decree), the Association must only appoint one or more auditors if more than one of the following criteria was exceeded during the previous financial year and to the extent that more than one criterion was exceeded during two consecutive financial years:

- An average annual number of 50 employees;*
- An annual turnover, excluding VAT, of EUR 11.250.000; and*
- A balance sheet total of EUR 6.000,000.*

23.2 Even if not required by law, the AC may entrust the supervision of the Association's financial situation and the annual accounts to one or more auditors.

23.3 He/she will be appointed by the AC for a period of three years and may be reappointed.

23.4 The mandate of the auditor (if one has been appointed) may only be revoked for legitimate reasons.

TITLE VII. MISCELLANEOUS

ARTICLE 24 BYLAWS

24.1 The MB will draw up and update Bylaws (internal rules) as necessary; these may not conflict with the Articles of Association to be legally binding and must be approved by the AC.

24.2 The Bylaws contain, at a minimum, guidelines on the basis of which the MB will annually propose to the AC the amount of the annual membership fee and benefits in kind for the Effective Members.

ARTICLE 25 FINANCIAL YEAR

25.1 The Association's financial year begins on January 1 and ends on December 31 of each year.

25.2 The first financial year begins on the date the Association is established.

25.3 Each year, the MB submits the annual accounts for the previous financial year, together with the budget for the current financial year, to the AC for approval.

25.4 The annual accounts, together with the report of the statutory auditor (if one has been appointed), must be made available to all members at the Association's registered office at least 15 days before the Annual AC.

25.5 The Annual AC takes note of the annual accounts and the budget and approves them. Following the approval of the annual accounts, the Annual AC deliberates and decides, by separate votes, on the discharge of the members of the MB and the statutory auditor (if one has been appointed).

25.6 The Association's annual accounts are filed in accordance with statutory provisions.

ARTICLE 26 LIQUIDATION

26.1 If the Association is dissolved, the AC may appoint one or more liquidators. If no liquidator is appointed, a group of representatives of the members will act jointly as a council of liquidators of the Association.

26.2 The liquidators will have the broadest powers, and the AC will determine their remuneration.

26.3 Once all debts of the Association, including all debts and costs related to the liquidation, have been paid, the balance will be allocated to one or more non-profit associations with the same or similar activities as the Association.

26.4 All decisions concerning the dissolution, the terms of the liquidation, the appointment and termination of office of the liquidators, the completion of the liquidation, and the allocation of the assets shall be filed with the registry and published in the Annexes to the Belgian Official Gazette.

ARTICLE 27 DISPUTES

27.1 For all disputes between the Association, its members, its members of the MB, and its potential commissioner(s) regarding the Association's activities and the application of these Articles of Association, only the courts where the Association has its registered office shall have jurisdiction.

Deliberation.

The MB requests the notary to certify that this resolution is adopted by the required majority.

THIRD RESOLUTION

The meeting resolves to set the number of directors at five (5) on 2 February 2026; the number can change without further consequences to this deed.

The following directors are reappointed:

- 1) Mr. Maurice HOFFMANN, residing at Geraardsbergsestraat 9, 9570 Lierde;
- 2) Mr. Allan Douglas WATT, residing at Kittlegairy Avenue 10, Peebles EH45 9NN (Scotland);
- 3) Ms. Jiska Joanneke van DIJK, residing at Skarsleite 14, 7089 Heimdal (Norway);
- 4) Mr. Philip Karl Dean ROCHE, residing at Rue Georges Bataille 94, F-84200 Carpentras (France), all present or represented, who accept their mandate. The following person is also appointed as a director:

- 5) Ms. Ana LILLEBO, residing at 7000-907, Évora (Portugal), Rua Jaime Cortesão, N4, 1Esq, Vista Alegre, present or represented here, who accepts her mandate.

These mandates will not be remunerated unless the general meeting decides otherwise.

Deliberation.

The board requests the notary to confirm that this resolution is adopted by the required majority.

FOURTH DECISION

The meeting resolves to grant all necessary powers to the employees of the notary office "Van Halteren Notarissen" in Brussels, each with the authority to act individually, for the preparation and filing of a coordinated text of the articles of association.

Deliberation.

The board requests the notary to confirm that this resolution is adopted by the required majority.

-* Final Provisions *-

1) Appointment of Chair of the MB and Executive Directors

The MB of the Association "Alternet" resolves to relieve Ms. Jiska van Dijk of her position as Chair of the MB and thanks her for her services. Mr. Philip ROCHE, aforementioned, is appointed as its Chair. He declares, present or represented, that he accepts his mandate.

The MB resolves to (re)appoint the following persons as Executive Directors:

- Mr. Philip ROCHE, aforementioned,
- Ms. Jiska van DIJK, aforementioned,
- Mr. Allan Douglas WATT, aforementioned,
- Ms. Ana LILLEBO, aforementioned,
- Mr. Maurice HOFFMANN, aforementioned



2) Right to Written Documents

The right to written documents (Belgian Code of Various Rights and Taxes) amounts to one hundred euros (EUR 100.00) and is paid by the undersigned notary.

-* Closing *-

The meeting adjourned at 4:30 PM.

MINUTES OF WHICH

Drawn up at the place and on the date stated above.

After reading the minutes in full and with explanation, the members of the board and the members of the general meeting who so wished signed, together with the notary.

(Follow the signatures)