ARTICLES OF ASSOCIATION

Chapter 1: Name – Purpose – Registered Office – Duration

Article 1. Name

An Association governed by the French Law of 1st July 1901 and the French Decree of August 16, 1901 is hereby established between its members adhering to these Articles of Association, bearing the name "Comité de Liaison Entrepreneuriat-Agriculture-Développement"[1], also referred to by the acronym "COLEAD".

The Association may, however, carry out specific activities under a name distinct from its registered name (brand, trade name, etc.) provided that it holds the relevant property rights and that this does not contravene the legal provisions in force.

Administrative references:

- SIREN: 316100486
- SIRET: 31610048600026
- National Register of Associations (RNA): W943001166

Article 2. Purpose

To contribute to the sustainable transformation of food value chains, notably in the horticultural sector, particularly in countries and regions where development needs are greatest, by strengthening their economic viability, resilience, and positive social and environmental impact.

Article 3. Registered Office

The Association's registered office is located at the following address[2] :

3 Avenue du Viaduc
Bât B3A - CP 90761
94550 Chevilly Larue
France

The Association's registered office may be transferred by a simple decision of the Board of Directors. The transfer of the Association's registered office must be the subject of an amendment declaration submitted online or to the prefecture of the department to which the registered office is transferred.

Article 4. Duration

The duration of the Association is unlimited.

[1] Referred to as "COmmittee Linking Entrepreneurship – Agriculture – Development" in English
[2] Postcode to be used specifically for correspondence and postal items: 94594 Rungis Cedex

Chapter 2: Members

Article 5. Members of the Association

In accordance with the Association's statutory purpose, members contribute to COLEAD's objectives by supporting the sustainable transformation of food value chains, with priority given to countries and regions where development needs are greatest.

The Association comprises two categories of members: **active members** and **associate members**. Active and associate members must appoint their permanent representative to COLEAD, who may be their legal representative or any other person duly authorised for this purpose.

5.1. Active Member

The following are eligible for membership as active members:

- Companies and organisations operating in food value chains[3] and based in countries outside Europe[4] .
- European companies and organisations[5] operating within food value chains and sourcing food products from countries outside Europe.
- Professional organisations active within food value chains, at national, regional or international level, without geographical distinction.

They are required to pay an annual membership fee.

Active members who are up to date with their membership fees are entitled to vote (i.e. one member equals one vote) at OGMs and EGMs (as these terms are defined in Article 14 of these Articles of Association).

In the event of non-payment of membership fees, and following a grace period specified in the Internal Rules provided for in Article 15 of these Articles of Association, the Board of Directors may, instead of exclusion, propose to the active member concerned that they switch to the category of non-paying associate member. This change of category results in the loss of the specific rights attached to active membership. The terms and conditions of this transition, as well as the procedures for returning to active membership, are set out in the Internal Rules.

3 Entities whose business consists of producing, processing, purchasing, selling, importing, exporting or distributing agricultural and food products, or placing them on the market, are considered to be food value chain operators.

4 These Articles of Association do not impose any geographical restrictions on members located outside Europe. However, the Board of Directors may set out, in the Internal Rules, restrictions applicable in the context of membership procedures.

5 For the purposes of these Articles of Association, countries are considered to be European if their territory is situated, in whole or in part, on the European continent. The Internal Rules may provide further details regarding the list of countries concerned.

5.2. Associate Member

The following are eligible for membership as associate members:

- Operators engaged in economic activities related to food value chains[6] ;
- Support organisations[7] working towards the sustainable transformation of food value chains.

Associate members, regardless of whether or not they pay an annual membership fee, do not have the right to vote at OGMs and EGMs (as these terms are defined in Article 14 of these Articles of Association). They may, however, participate in an advisory capacity.

The Internal Rules set out the classification of members into the two categories referred to in 5.1 and 5.2 above, according to their nature and activities, in accordance with these Articles of Association.

Article 6. Membership Fees

The membership fee for the Association is a lump sum payable annually by active members and by associate members subject to the annual fee in accordance with Article 5 above.

The category of membership, as well as the classification defined in the Internal Rules, determines whether or not membership of the Association is subject to a fee.

The amount of the membership fee is set each year by the Board of Directors.

The practical and organisational arrangements relating to membership fees and their payment are set out in the Internal Rules.

Article 7. Admission

The application for membership is submitted by the candidate member to the General Delegation, which is responsible for processing it. The Internal Rules set out the membership admission procedures in detail.

The General Delegation notifies the candidate member of the admission decision.

The decision to approve or reject a candidate membership rests with the Board of Directors. The General Meeting is informed annually of new admissions that have been approved by the Board of Directors.

6 Entities whose activities contribute to the functioning and development of food value chains by providing goods, services or funding necessary for their organisation, performance or compliance are considered to be operators linked to food value chains. By way of illustration (non-exhaustive list): logistics, transport and transit; suppliers of agricultural machinery, equipment and inputs; financial institutions and insurers; service and consultancy providers (including independent consultants); certification and quality control bodies; etc.

7 Support organisations are understood to mean any public, quasi-public, private or civil society body whose purpose includes research, training, consultancy, financing, standardisation or any other form of support contributing to the sustainable transformation of the food sector.

Article 8. Loss of membership

All members of the Association, whether active or associate, must comply with the obligations set out in these Articles of Association and the Internal Rules. Any member who no longer meets the obligations or membership criteria of the Association may lose their membership by decision of the Board of Directors.

A member of the Association automatically loses its membership in the following cases:

- **Resignation**: resignation must be submitted in writing and takes effect at the end of the financial year in which it is recorded. It cannot have retroactive effect. The Association reserves the right to require the resigning member to pay any membership fees due prior to the resignation taking effect.
- **Exclusion**: exclusion is decided by the Board of Directors by a two-thirds majority of the votes of the directors present and represented, and takes effect immediately. The member concerned is informed in advance of the exclusion proceedings brought against them and may, upon request, be heard by the Board of Directors before it reaches a decision.

  The General Delegation shall notify the excluded member of the decision taken by the Board of Directors. Exclusion may be imposed, in particular, for the following reasons:

  - Conduct in breach of the Association’s values and ethics, or failure to comply with these Articles of Association and/or the provisions of the Internal Rules.
  - Persistent failure to pay membership fees, with no response to reminders sent via the General Delegation. However, in the case of active members, the Board of Directors may, instead of exclusion, propose to the member concerned a transfer to the category of non-paying associate member, in accordance with the procedures set out in Article 5.1.
  - Prolonged inactivity following the transition from paying active member to non-paying associate member, characterised by a failure to respond to requests from the General Delegation within the timeframe specified in the Internal Rules.

  Exclusion cannot have retroactive effect and does not entail the reimbursement of membership fees paid. It should be noted that exclusions for serious misconduct must be ratified by the General Meeting.
- **Dissolution, liquidation (judicial or voluntary), insolvency proceedings, or legal reorganisation of the member, in particular in the event of a merger, demerger or acquisition.**

In all cases, the loss of membership of the Association shall be decided by the Board of Directors by a two-thirds majority of the votes of the directors present and represented, and shall take effect immediately. The member who has lost their membership shall be notified by written notice (including email) by the General Delegation.

The Internal Rules set out the procedures relating to the loss of membership of the Association, in accordance with this article.

Chapter 3: Administration and Operation

Article 9. Accounting and Annual Accounts

The accounts are prepared in accordance with the legal and regulatory provisions in force applicable to associations, and result in the preparation of annual accounts comprising a balance sheet, an income statement and notes to the accounts, in accordance with the current chart of accounts.

The financial year begins on the first (1st) of January and ends on the thirty-first (31st) of December. At the close of each financial year, the Board of Directors adopts the annual accounts. Where applicable, one or more statutory auditors (*Commissaires aux Comptes*) are appointed and carry out their audit duties in accordance with the relevant laws and regulations.

The annual accounts must be submitted to the General Meeting for approval within six (6) months of the end of the financial year. The General Meeting shall approve the accounts for the past financial year.

Article 10. Board of Directors

The Board of Directors proposes the Association's strategic direction for approval by the General Meeting and, once approved, oversees its implementation. It decides on the allocation of responsibilities between the directors and the General Delegation.

The Board of Directors thus has extensive powers to pass any resolutions for which authority has not been expressly assigned to the General Meeting. The Board of Directors takes any decision necessary for the proper functioning and management of the Association with regard to the use of funds, resources and other assets.

The Board of Directors may, in particular:

- Propose the Association's strategic direction for approval by the General Meeting;
- Decide on the admission of new members of the Association or the loss of membership;
- Decide on and propose for approval by the General Meeting the Association's programme of activities for the following year, including the scheduling of the various programmes to be implemented;
- Decide on the Association's provisional budget for the following year;
- Set the amount of membership fees and other charges for members;
- Decide on the creation and/or abolition of posts within the Association;
- Convene General Meetings, determine their agenda and adopt the draft resolutions to be submitted to them;
- Elect the members of the Executive Committee and oversee their work;
- Establish standing and ad hoc committees within the Board to assist it in carrying out its duties, and to set out their composition, remit and operating procedures in the Board of Directors' Charter;
- Decide on the opening of bank account(s) for the management of operations;
- Appoint the Managing Director (Directeur Général);

- Co-opt independent directors on the recommendation of the Board Committee responsible for this task;
- Decide on the opening or closure of branches or representative offices, as required for the implementation of the Association's activities or likely to contribute to the achievement of its purpose. Where such a decision involves the creation of a separate legal entity, it shall be subject to ratification by the next General Meeting;
- Adopt the Association's annual accounts as of December 31st of each year, submit them to the General Meeting for approval, and propose the allocation of net result;
- Approve the proposals to be submitted to the General Meeting;
- Propose amendments to the Articles of Association to be submitted to the General Meeting (EGM);
- Decide to bring legal proceedings on behalf of the Association;
- Decide on the powers of signature and representation to be granted to the Managing Director (Directeur Général) and other members of the General Delegation.

The Board of Directors comprises two categories of directors: directors of the elected college and independent directors.

The elected college shall consist of a minimum of eight (8) and a maximum of twelve (12) directors elected by the Ordinary General Meeting (OGM) from among the permanent representatives – natural persons – of the Association's active members who have at least two (2) years' membership and are up to date with their membership fees at the time of the elections. Directors shall be elected by secret ballot, by a relative majority of votes cast by members entitled to vote in that ballot.

Half of the elected college shall consist of directors from non-European countries and half of directors from European countries, as defined in Article 5 of these Articles of Association, in order to ensure equal representation within the elected college.

In order to ensure a degree of stability within the Board of Directors and continuity in its work, the term of office for directors within the elected college is four (4) years.

The term of office takes effect on the date of the General Meeting at which the director is elected and ends at the close of the General Meeting at which the Board of Directors (elected college) is renewed.

In the year of the Board of Directors' elections, at least one (1) month before the OGM, the General Delegation sends out a call for nominations to active members and compiles a list of candidates for the attention of the Board of Directors. Nominations remain open until a deadline set by the Board of Directors and specified in the notice of meeting. A final list of candidates is then drawn up and sent to active members as soon as possible. Only those appearing on this final list may receive votes.

Every active member who is up to date with their membership fees, whether present or represented[8], is invited to cast their vote, either by placing their ballot paper in a ballot box if the elections are held in person, or by voting electronically where applicable. The results of the vote are announced at the end of the General Meeting by the outgoing Chairman of the Board of Directors, and the newly elected directors are confirmed.

Independent directors, of whom there may be up to four (4), are co-opted by the Board of Directors, where applicable on the recommendation of the Board Committee responsible for this matter, from outside the Association's membership. Independent directors attend Board of Directors meetings as

[8] The rules governing representation and proxy voting applicable to elections are those set out in Article 14 of these Articles of Association.

permanent guests. They are invited to participate in deliberations but do not have the right to vote. Their term of office ends on the same date as that of the elected college alongside which they were co-opted, regardless of the date of their co-optation.

Thus, following the Board of Directors' elections, the directors collectively select from among the directors of the elected college the four (4) members of the Board of Directors' Executive Committee (see Article 11 for further details).

The term of office of a director, whether elected or independent, is personal in nature, meaning that directors serve in a personal capacity and are therefore not replaceable by the member they represent, where applicable. The term of office of directors may end in the following cases:

- **Expiry of their term of office**: at the end of the four (4) year term, the term of office of directors of the elected college shall automatically expire. For independent directors, the term of office shall expire on the same date as that of the elected college alongside which they were co-opted, regardless of the date of their co-optation;
- **Change of permanent representative or departure of the active member:** applying exclusively to directors of the elected college, where an active member notifies the Board of Directors (i) of the appointment of another permanent representative or (ii) of the departure of their permanent representative, for whatever reason, the director concerned is *de facto* removed from office;
- **Resignation during the term of office**: resignation constitutes a unilateral act of will on the part of the director and takes effect without requiring the approval of the General Meeting, which must nevertheless record it at its next meeting. If the resignation of a director from the elected college results in the number of directors of the elected college falling below the minimum required by the Articles of Association, the Board of Directors is required to appoint a replacement as soon as possible, by co-optation;
- **Dismissal during the term of office**: the term of office of a director of the elected college may be terminated *ad nutum* (i.e. at will, without cause) by the General Meeting, by a simple majority of votes, as provided for in Article 2004 of the French Civil Code. The removal from office must be included on the agenda, unless the decision is justified by unforeseen revelations made during the meeting which are of such gravity that it is impossible for the members of the Association to retain their confidence in the director. The term of office of an independent director may be revoked by a decision of the Board of Directors by a simple majority of votes, upon a proposal from the Governance Committee;
- **Death during the term of office**: the term of office ends automatically upon the death of the director, whether elected or independent.

In the event of a vacancy in one or more positions within the elected college during the term of office, parity of representation between European and non-European directors is not required until the next elections, provided that the minimum number of eight (8) directors on the elected college is maintained.

Where the minimum number of directors required within the elected college is no longer met, the Board of Directors may co-opt the necessary number of directors to reach this minimum, selecting them from among the permanent representatives of the Association's active members who have at least two (2) years' membership and are up to date with their membership fees at the time of co-optation.

This co-optation procedure shall, where circumstances permit, ensure that parity of representation between European and non-European directors is restored. Directors co-opted into the elected college must be ratified by the next General Meeting. The terms of office of co-opted directors shall end on the date on which the term of office of the directors they are replacing would normally have expired.

The Board of Directors is convened by its Chairman or by the General Delegation, with the Chairman's consent, by written notice (including email) to each director at least one (1) month before the date of the meeting. The notice of meeting is accompanied by a proposed agenda and, where possible and subject to availability, the documentation necessary for its consideration.

The Board of Directors meets as often as the interests of the Association require and at least twice a year unless exceptional circumstances prevent the two annual meetings from taking place. The methods of participation in Board of Directors' meetings are extended to all means of communication available to directors (i.e. face-to-face meetings, videoconferencing, teleconferencing, etc.), provided that the technical specifications ensure the integrity of the discussions.

The deliberations of the Board of Directors are recorded in minutes which take the form of a written summary of the deliberations and resolutions adopted, thereby serving as evidence of the validity of the deliberations and resolutions adopted.

The minutes are prepared by the General Delegation on behalf of the General Secretary, and sent to all members of the Board of Directors as soon as possible after the meeting. Formal approval of each set of minutes is given by the Board of Directors at the start of the following meeting, after which they are signed by the Chairman and the General Secretary.

An attendance register is kept at each meeting of the Board of Directors. A quorum is satisfied when half of the directors of the elected college, plus one, are present or represented at the opening of the meeting. Independent directors are not considered for the purpose of calculating the quorum, as they do not have voting rights.

The quorum must be satisfied at the opening of the meeting. If, in the course of the meeting, and for any reason whatsoever, one or more directors of the elected college withdraw, the validity of the deliberations and resolutions adopted is not affected, even if they are taken at a time when the quorum is no longer met.

Decisions are adopted by a majority of the votes of the directors from the elected college present or represented. Each director from the elected college has one vote and may, in addition, hold a proxy from only one other director from the elected college. In the event of a tie, the Chairman shall have a casting vote.

Resolutions may be adopted by any means of communication available to the directors (i.e. in-person voting, a show of hands or written vote by videoconference, oral vote via teleconference, secure electronic voting in compliance with the legal provisions in force in France at the time of the vote, etc.). Secure electronic voting may take place before, during or after the Board of Directors' meeting.

The term of office of director, whether elected or independent, is not remunerated. The Association nevertheless bears the travel and accommodation expenses incurred by directors in connection with their participation in statutory meetings and/or events, meetings, or assignments carried out as representatives of the Association.

The practical arrangements for the implementation of these provisions are defined and/or supplemented by the Board of Directors' Charter.

Article 11. Executive Committee

The Executive Committee of the Board of Directors, hereinafter referred to as 'the Executive Committee', constitutes the Association's intermediate governance body. It ensures ongoing liaison between the General Delegation and the Board of Directors, oversees the implementation of strategic guidelines and exercises the powers expressly delegated to it by the Board of Directors under the conditions set out in these Articles of Association.

The Executive Committee of the Board of Directors is elected by the Board of Directors from among the members of the elected college, following the election of the latter. The Executive Committee is composed of the following statutory members, elected collectively by the directors of the elected college:

- a **Chairman**: the Chairman is authorised to represent the Association alone in all civil matters, including representation in legal proceedings, and is vested with all powers for this purpose. He/she may enter into settlements only with the authorisation of the Board of Directors, acting by a relative majority. The Chairman presides over all General Meetings and, in the event of absence or illness, is replaced by the Vice-Chairman or, failing that, by another director of the Chairman's choice.

  Under his/her own responsibility and within the limits of the powers conferred by law and by these Articles of Association, and in accordance with the practical provisions set out in the Board of Directors' Charter, the Chairman may, grant one or more directors or third parties any special mandate relating to one or more specific purposes.

- a **Vice-Chairman**: the Vice-Chairman must be appointed from among the European directors of the elected college if the Chairman is appointed from among the non-European directors of the elected college, and vice versa, in order to maintain balanced representation. The Vice-Chairman is responsible for acting in the Chairman's stead in the event of the Chairman's absence or inability to act, without being empowered to substitute for the Chairman in the day-to-day exercise of his/her duties.

- a **General Secretary**: the General Secretary is responsible for maintaining the Association's various registers and for ensuring the accuracy of the minutes of General Meetings and Board of Directors' meetings. He/she is in charge of the statutory filings with the relevant prefecture or sub-prefecture, in accordance with the French decree of August 16, 1901. He/she ensures internal coordination among the members of the Executive Committee and oversees the proper circulation of information within the Association's governance bodies.

- a **Treasurer**: the Treasurer shares responsibility with the Chairman for all matters relating to the management of the Association. The Treasurer holds, alone or with the Chairman, signing authority over the Association's bank accounts. He/she makes payments, collects revenue and, in this capacity, is responsible for their proper recording. He/she prepares and submits the annual financial report to the General Meeting for approval. The Treasurer is also authorised to sign, alone or jointly with the Chairman, the Association's contracts.

The members of the Executive Committee are elected for the duration of their term of office as directors within the elected college.

Between meetings of the Board of Directors, the Executive Committee may take any decision necessary for the proper functioning of the Association within the limits of the powers delegated to it by the Board of Directors. These decisions are subject to ratification by the Board of Directors at its next meeting.

The Executive Committee meets periodically between meetings of the Board of Directors, and as often as the interests of the Association so require. Meetings may be held in person or via any means of remote communication ensuring the integrity of discussions.

The Executive Committee may include in its work up to two (2) additional directors from the elected college as permanent guests, appointed by the Board of Directors. Members of the General Management, as defined in Article 13 of these Articles of Association, are also permanent guests at Executive Committee meetings, in order to ensure coordination between governance decisions and their operational implementation. Other guests may be invited to attend Executive Committee meetings on an *ad hoc* basis, depending on the matters to be discussed. Guests, regardless of their capacity, attend meetings in an advisory capacity.

Termination of office within the Executive Committee arises from the same causes and is subject to the same procedure as the termination of a director's term of office on the Board of Directors. The Board of Directors shall then elect a replacement from among the members of the elected college, who shall hold the vacant position on the Executive Committee until the next elections.

Article 12. Committees of the Board of Directors

The Board of Directors may establish standing committees and ad hoc committees to assist it in the performance of its duties.

Standing committees are established for the duration of the term of office of the Board of Directors that created them. They must be expressly reappointed by the newly elected Board of Directors at its first meeting.

The composition, duties and operating procedures of the committees are set out in the Charter of the Board of Directors.

This Charter sets out in greater detail and in operational terms the respective roles and responsibilities of the Board of Directors, the Executive Committee and the standing committees, without prejudice to or contravention of these Articles of Association.

The Charter is adopted and amended by the Board of Directors and is made available to the members of the Association upon simple request.

Article 13. General Delegation – General Management

The Board of Directors may, through its Chairman, grant delegations of powers of representation, management and signature to of the Association, within the limits of the powers conferred upon it by these Articles of Association. These delegations are intended to enable the smooth and efficient day-to-day management of the Association's activities.

The persons benefiting from such delegations constitute the General Delegation of the Association.

The General Delegation acts as the operational and executive arm of the Association. As such, it acts in the name and on behalf of the Association within the scope of the powers delegated to it, ensures the day-to-day management of activities, and oversees the implementation of decisions taken by the governance bodies, in accordance with the strategic guidelines defined by the Board of Directors.

It acts as the interface between the governance bodies and the operational implementation of the Association's activities.

To be valid and entail a transfer of responsibility, delegations of powers must comply with the following conditions:

- The delegating party retains the delegated authority;
- The delegation of powers must set out in a precise and comprehensive manner all the tasks and areas of responsibility entrusted to the delegate;
- The delegating party delegates only part of their powers and not all of them;
- The delegate must have the competence, authority and resources necessary to effectively exercise the powers delegated to them.

The delegation of powers shall be set out in writing, in as many originals as there are parties, signed by both the delegating party and the delegate, and delivered to each of them.

General Management is the executive management body of the General Delegation. It is headed by a Managing Director (Directeur Général), appointed by the Board of Directors and who must be selected from outside the members of the Board of Directors.

The Managing Director (Directeur Général) is assisted by the members of the General Management. The composition of the General Management is determined by the Managing Director (Directeur Général) after deliberation with the Board of Directors. The members of the General Management are permanent guests at meetings of the Executive Committee and of the Board of Directors, in order to ensure effective coordination between governance decisions and their operational implementation.

General Management is also supported in its role by a Senior Management Team, which brings together the functional and organisational heads of the Association. The composition of the Senior Management Team is determined by the Managing Director (Directeur Général) after deliberation with the Board of Directors.

Article 14. General Meeting

The General Meeting shall consist solely of active members who are up to date with their membership fees as at the date of the notice of meeting. The General Meeting is nevertheless open to other members and to staff members of the Association, in an advisory capacity.

Decisions adopted by the General Meeting are binding on all members.

General Meetings may be ordinary (OGM) or extraordinary (EGM).

The General Meeting has exclusive authority to decide on the Association’s key matters and to rule on all matters for which these Articles of Association have not assigned specific authority to the Association’s other bodies. Its purpose is to approve the orientation proposed by the Board of Directors and to assess its implementation. The General Meeting is authorised to:

- Hear and approve the activity report for the past financial year, the financial report for the past financial year, and the statutory auditor’s report(s);
- Approve the financial statements for the past financial year and the allocation of income;
- Elect the directors of the elected college, renew or revoke their terms of office;
- Appoint the statutory auditor(s), where applicable;
- Grant discharge to the directors of the elected college for their management during the past financial year;

- Hear and approve the draft programme of activities for the following financial year;
- Hear and approve the proposed strategic guidelines;
- Hear the decisions of the Board of Directors regarding the evolution of the membership, and ratify exclusions for serious misconduct;
- Decide on amendments to the Articles of Association as proposed by the Board of Directors (within the authority of the EGM);
- Decide on the dissolution or merger of the Association, or its transformation into another legal form, or the allocation of the Association's assets (within the authority of the EGM).

All decisions are voted on without any particular formalities, except for decisions relating to the election of directors of the elected college, which are conducted by secret ballot.

Only matters included on the agenda may be the subject of a decision or vote by the General Meeting.

The proceedings are recorded in minutes prepared, on behalf of the General Secretary, by the General Delegation. These are approved and signed by the current Chairman of the Board of Directors – or, if the Chairman is unable to do so, by the Vice-Chairman or another designated director – and sent to all members. Formal approval of each set of minutes is given at the start of the first General Meeting following the meeting. The minutes are kept at the Association's registered office or at the General Delegation.

In order to encourage active participation by members and enhance the quality of discussions, the General Meeting may be preceded by preparatory workshops or thematic discussions organised prior to the plenary session.

Only the permanent representatives of each member are invited to attend General Meetings. Associate members attend in an advisory capacity only and do not have voting rights. Active members who are unable to attend may be represented by another active member by means of a written power of attorney (i.e. proxy). Each active member who is up to date with their membership fees, whether present or represented, has one vote and may hold a maximum of four (4) voting proxies.

The General Meeting is chaired by the Chairman of the Board of Directors – or, if the Chairman is unable to attend, by the Vice-Chairman or another designated director.

Notices convening the General Meeting are sent by the General Delegation, on behalf of the Board of Directors, and are addressed to active members and associate members at least one (1) month before the scheduled date, by any means in writing. The notices shall include the agenda, as well as, where possible and subject to availability, the documents necessary to inform the members. In the event of a proposal to amend the Articles of Association, the draft amended Articles of Association must be communicated to members with the notice of meeting. Any material amendment to the documents circulated with the notice of meeting, occurring between the date of dispatch of the notice and the holding of the EGM, must be explicitly highlighted and presented at the meeting prior to any vote, in order to ensure that members are fully informed.

The General Meeting may be convened at the registered office or at any other location specified in the notice of meeting, including a digital platform in accordance with the participation procedures set out below.

Where applicable, if elections are scheduled, the notice sent to active members shall also include the provisional list of candidates for the positions of directors on the elected college, as well as a proxy form. Candidacies remain open until a deadline set by the Board of Directors and specified in the notice.

A final list of candidates is then established and communicated to the active members as soon as possible.

In order to take account of the geographical distribution of the Association's members, the arrangements for participating in the General Meeting shall cover all means of communication available to the members invited to attend (i.e. in-person meetings, videoconferencing, teleconferencing, secure electronic voting forms compliant with the applicable legal provisions in France at the time of the vote, etc.), provided that the technical specifications ensure the integrity of the proceedings and the protection of the resolutions adopted. It should be noted that secure electronic voting may take place before, during or after the General Meeting.

14.1. Ordinary General Meeting (OGM)

The OGM provides an opportunity for the directors and the General Delegation to discuss with the members of the Association the activities of the past year and future prospects.

The OGM is held once a year, no later than six (6) months after the end of the financial year, at the initiative of the Board of Directors acting through the General Delegation.

There is no minimum quorum for the holding and deliberations of the OGM. Decisions are taken by a simple majority of the votes of active members, whether present or represented, who are up to date with their membership fees.

The Internal Rules shall specify, where applicable, the practical and organisational arrangements for convening, attending and voting at meetings of the Ordinary General Meeting.

14.2. Extraordinary General Meeting (EGM)

The EGM deliberates on non-routine matters relating to the Association's affairs that do not fall within the remit of the OGM. In particular, the EGM has sole authority to decide on amendments to the Articles of Association, or to resolve on the dissolution or merger of the Association, or its conversion into another legal form, or the disposal of the Association's assets.

An EGM may be convened either on the initiative of the Board of Directors, acting through the General Delegation, or at the request of two-thirds of the active members who are up to date with their membership fees.

Quorum is satisfied when thirty-three per cent (33%) of active members who are up to date with their membership fees are present or represented. Decisions of the EGM are taken by a two-thirds majority of active members who are up to date with their membership fees and who are present or represented.

If the quorum is not satisfied at the first meeting, a second notice convening a new EGM with the same agenda shall be sent to members in writing at least fifteen (15) days before the scheduled date. Quorum shall then be deemed to have been satisfied when ten per cent (10%) of active members who are up to date with their membership fees are present or represented. Decisions shall be taken by a simple majority of the votes of the members present or represented.

If the quorum is not satisfied at the second meeting, a third EGM on the same agenda may be held on the same day, immediately after the official declaration that the quorum has not been satisfied, without any further notice period, the members present being deemed to have been duly convened. Decisions shall be taken by a simple majority of the votes of the members present or represented, without any quorum being required.

The Internal Rules shall specify, where applicable, the practical and organisational arrangements for convening and attending meetings of the Extraordinary General Meeting, provided that these do not conflict with these Articles of Association, including the arrangements for convening a second Extraordinary General Meeting where the quorum has not been satisfied.

Article 15. Internal Rules

Internal Rules are drawn up by the Board of Directors, which may amend them. They are intended to clarify and supplement the Articles of Association, in particular with regard to practical and operational provisions not covered by the Articles of Association, and the details of the implementation of these Articles of Association.

The Internal Rules shall be brought to the attention of the General Meeting.

The provisions of the Internal Rules must be interpreted in the light of the Articles of Association. In the event of any ambiguity or contradiction, the Articles of Association shall take precedence over the Internal Rules.

The Internal Rules must be available at the Association's registered office and at the General Delegation, and a copy must be provided to any member who requests one, where applicable.

Article 16. Board of Directors' Charter

A Board of Directors' Charter is drawn up by the Board of Directors, which may amend it. It is intended to clarify and supplement these Articles of Association regarding the organisational and operational aspects specific to the functioning of the Board of Directors, without contravening them. It is provided to each director, whether elected or independent, upon taking office.

The purpose of the Board of Directors' Charter is to enable directors and third parties to better understand their roles and responsibilities, by defining in particular:

- The respective roles and responsibilities of the Board of Directors, the Executive Committee and their members;
- The composition, remit and operating procedures of the standing and ad hoc committees established by the Board of Directors to assist it in the performance of its duties;
- The practical arrangements for organising and preparing the work of the Board of Directors and the Executive Committee.

The provisions of the Charter must be interpreted in the light of these Articles of Association. In the event of any ambiguity or contradiction, the Articles of Association shall take precedence.

The Charter is available at the Association's registered office and at the General Delegation. Any member may obtain a copy upon request.

Article 17. Resources

The Association's resources comprise all resources authorised under the laws and regulations in force applicable to associations governed by the French Law of July 1st, 1901.

Chapter 4: Other Provisions

Article 18. Dissolution

In the event of voluntary, statutory or judicial dissolution, the Extraordinary General Meeting, convened specifically for this purpose and acting in accordance with the quorum and majority requirements set out in Article 14.2, shall appoint one or more liquidators to carry out the liquidation proceedings.

Any net assets remaining after the settlement of liabilities shall be transferred to one or more associations pursuing a similar purpose or to any body of general interest designated by the EGM. Under no circumstances may the net assets be distributed among the members of the Association.

Article 19. Publication and Validity of the Articles of Association

These Articles of Association, approved at the Extraordinary General Meeting on April 21, 2026, and containing the full consent of the members, shall come into force on April 22, 2026.

Upon the entry into force of these Articles of Association, the Association shall, as soon as practicable, complete the declaration and publication formalities required by the French Law of July 1st, 1901 and the French Decree of August 16 , 1901.

These Articles of Association are governed by French law, and in particular by the French Law of July 1st 1901 relating to the association contract and its implementing regulations. Should one or more of their provisions be declared null and void or unenforceable, the remaining provisions shall remain in force and retain their full effect.

Jean-Marie SOP

Mr Stephen MINTAH
Chairman of COLEAD

Mr Jean-Marie SOP
General Secretary of COLEAD