

FDT Group AISBL
International non-profit association

NCI Business Center, Twin Squares

1B Culliganlaan

1831, Diegem

Identification no. 0880 940 043

ARTICLES OF ASSOCIATION

CHAPTER I - NAME AND LEGAL FORM, REGISTERED OFFICES AND PURPOSE OF THE ASSOCIATION

Article 1. - Name and legal form

An international non-profit association shall be established under the denomination FDT Group, hereinafter referred to as the "association" or "FDT Group".

The denomination shall always have to be preceded or followed by the words "non-profit international association" or by the abbreviation "AISBL".

Article 2. - Registered office

The registered office of the association shall be located at, 1b Culliganlaan, B-1831, Diegem, Belgium. It may be moved to any other location in Belgium by a decision taken by the Board of directors by simple majority, in accordance with the legal provisions in force with respect to the use of languages. Any transfer of the registered office has to be published in the Annexes to the Belgian Official Gazette.

Article 3. - Purpose

The association shall have the following non-profit-making aims of international utility:

To establish and to provide extensions to the "FDT Standard" as an international standard with broad acceptance within the automation industry.

In order to meet this aim, the association proposes to have mainly the following activities :

To collect, analyse, distribute and exchange information with its corporate members and affiliate members.

To organize working groups to establish the FDT specifications and test procedures to be approved/amended by the Board and the Assembly.

To organise meetings between the members and with third parties to promote the acceptance, on an international basis, of the FDT Standard by the automation industry.

To defend the interests of its members and to represent them when dealing with national, international and/or professional organisations.

To maintain appropriate relationships with other international associations having similar interests.

The association can take all steps relating directly or indirectly to the realisation of its aims and activities. It can, to this end, buy, sell, take or give lease, own all movable and immovable goods and installations, grant a mortgage on them, accept donations *inter vivos* or by will subject to the authorisations requested by the law.

The Association takes all possible measures in order to assure that it fully complies with the provisions of EU and local Anti-Trust laws.

CHAPTER II - MEMBERS AND ORGANS OF THE ASSOCIATION

Article 4. - Categories of members

4.1 The association is open to Belgian and foreign members.

A members register shall be kept at the registered office including an updated list of all members.

The association shall consist of both corporate and affiliate members.

4.2 Corporate membership shall be granted to any for-profit businesses (a) validly incorporated under the laws and customs of the country where they are incorporated, (b) wishing to take an active role in furthering the purpose and activities of the association and (c) having appointed a representative according to article 6 of the present Articles of Association.

For purposes of the present Articles of Association, the term "Business" shall mean any entity other than educational institutions, governmental agencies or individuals, whether or not such entity is operated on a for-profit basis.

The corporate members shall be composed of five (5) classes: Sponsoring Members, Class A corporate members, Class B corporate members, Class C corporate members and Class D Corporate members.

Sponsoring Membership shall be open to corporate members who voluntarily pay fees/dues at a higher level than other corporate members.

Class A corporate membership shall be open to all Businesses with annual operating revenues of €100,000,000 or more; Class B corporate membership shall be open to all Businesses with annual operating revenues greater than €20,000,000 but less than €100,000,000; Class C corporate membership shall be open to all Businesses with annual operating revenues less than €20,000,000 but greater than €10,000,000; Class D corporate membership shall be open to all Businesses with annual operating revenues less than €10,000,000.

Sponsoring Members may advertise their sponsor status, but may not inure additional benefits outside those provided to other corporate members.

4.3 Affiliate membership may be granted to Businesses, organizations, individuals, universities, and professors wishing to support the purpose of the association having appointed a representative according to article 6 of the present Articles of Association.

Affiliate members shall be composed of four classes, designated Level 1 Affiliates, Level 2 Affiliates, Level 3 Affiliates and Level 4 Affiliates.

All Businesses with annual operating revenues of €100,000,000 or more are eligible to become Level 1 Affiliates; all Businesses with annual operating revenues greater than €20,000,000 but less than €100,000,000 are eligible to become Level 2 Affiliates; all Businesses with annual operating revenues less than €20,000,000 are eligible to become Level 3 Affiliates. Level 4 affiliate membership is available to individuals, universities and professors.

4.4 Unless otherwise specifically provided for in the Articles of Association, corporate and affiliate members of all categories have the same rights.

Affiliate members may be charged a membership fee if the General Assembly so decides or as recorded in the By-laws.

Article 5. - Acceptance of members

Any application for corporate or affiliate membership shall be made on forms authorized by the Board of directors and sent to the Managing Director, who shall submit the application to the Board of directors, whose decision shall be based on whether or not the conditions provided in Article 4 of the present Articles of Association are satisfied.

An applicant shall become a corporate member immediately after the payment of the initiation fee and/or annual dues prescribed by the Board of directors and for Sponsoring Members, upon payment of the Sponsoring Membership initiation fee and/or annual dues prescribed from time to time by the Board of directors.

An applicant shall become an affiliate member immediately after the admission by the Board or immediately after the payment of the initiation fee and/or annual dues eventually prescribed by the Board.

Any decision refusing an application for membership must be justified. Where admission is refused, the applicant may refer the relevant decision to an arbitration tribunal, CEPANI (Belgian Center for Arbitration and Mediation), whose decision, based on the admission criteria defined in these Articles of Association, shall be final.

All new members (corporate and affiliate) shall be required to sign the register of members to indicate their membership of the association and their agreement with the Articles of Association and any internal rules.

Article 6. – Members' representative

Each corporate member shall designate a natural person as its permanent representative and shall send a copy of the minutes appointing him to the Managing Director. The association shall direct all correspondence to the permanent representative. The permanent representative shall be the sole person competent to represent, and vote on behalf of, such corporate member at all meetings and to sign on behalf of such corporate member all consents, waivers or other documents. The association, if acting in good faith, may accept the vote, consent, waiver, or other decision of such corporate representative and give it effect as the act of such member. No person other than a corporate representative appointed pursuant to the present article shall have the right to vote or sign a consent, waiver, or other document on behalf of a corporate member.

Each affiliate member which is not a natural person shall designate a natural person as its permanent representative and shall send a copy of such appointment to the Managing Director. The association shall validly direct all correspondence to the permanent representative of the affiliate member.

An appointment of a representative pursuant to the present article shall be revocable by the corporate or affiliate member delivering to the Managing Director a written statement (i) affirming that the appointment of such representative is revoked and (ii) designating a new representative.

Article 7. - Resignation, suspension and expulsion of members

The membership shall end upon the occurrence of :

- voluntary resignation by giving written notice by registered mail addressed to the Managing Director at least thirty (30) days in advance.
- death,
- voluntary winding-up,

- bankruptcy, insolvency situation (individual), civil incapacity or provisional administration,
- exclusion.

Any corporate or affiliate member who fails to meet the criteria for membership, who fails to fulfil its duties under these Articles of Association or the By-laws, or acts in a manner which is seriously injurious to the interests of the association or who acts contrary to the common values and ethics of the association (for example misrepresentations regarding the conformance of such member's products with testing procedures established from time to time by the association and/or misrepresentations regarding the certification of such products by the association), may be suspended by a resolution of the Board of directors, which, after having delivered a written notice not less than thirty (30) days before the meeting and having heard the defence of the member concerned, shall take its decision by a majority of two thirds of the votes cast by the directors present or represented. Said suspension shall come into immediate effect.

The possible expulsion of the suspended member shall be put on the agenda of the next meeting of the General Assembly which, after having heard the defence of the member concerned, shall take its decision by a majority of two thirds of the votes cast by the corporate members present or represented. Said expulsion shall come into immediate effect.

A member who has resigned or been suspended or expelled shall have no claim to the assets of the association. The member shall not be relieved from any obligations such member may have to the association for payment of its annual dues, assessments, or fees or charges for goods or services. No partial year refunds will be made.

Article 8. - Organs of the association

The organs of the association shall be as follows:

- the general direction entity (in these articles of association *General Assembly*);
- the management entity (in these articles of association the *Board of directors*);
- the Managing Director.

CHAPTER III – GENERAL DIRECTION ENTITY (GENERAL ASSEMBLY)

Article 9. - Composition and powers

The General Assembly shall consist of all corporate members.

The following may attend the meetings of the General Assembly: the permanent representative of each member, the members of the Board of directors, the Managing Director and other people invited by the Board of directors. Affiliate members may attend in order to voice their opinions in a consultative capacity.

The following items are hereby expressly reserved to the General Assembly:

- a) approval of accounts and of the budget;
- b) approval of the annual program of activities;
- c) appointment, revocation (together with the Board) and discharge of the members of the Board for having performed their duties;
- d) appointment, revocation and discharge of the statutory auditors, if any;
- e) expulsion of members;
- f) amendments to the Articles of Association;

- g) approval and amendments to the By-laws explaining the Articles of Association, in collaboration with the Board;
- h) any modification of the FDT STANDARD specifications as such are originally assigned to the FDT Group or any modification of the FDT STANDARD test procedures as such are initially accepted by the board of directors of the FDT Group;
- i) sale, transfer or other disposition of all or substantially all of the FDT Group's assets (by a decision approved by a two-thirds majority);
- j) dissolution and liquidation of the association.

Article 10. - Meetings

An ordinary meeting of the General Assembly shall take place every year and be convened by the Board of directors at the place, date and time indicated in the notice calling the meeting.

An extraordinary meeting shall be called by the Board, the Managing Director, a majority of corporate members, or when required by the interests of the association and shall take place at the place indicated in the notice (Belgium or abroad).

If an extraordinary meeting is requested by at least ten percent (10%) or fifty (50) of the corporate members, which ever is less, the Board shall cause a meeting to be called and held on notice no later than forty-five (45) days after the receipt of the demand and the meeting shall be held in the country where the registered office is situated.

Article 11. - Notices

The notice calling the meeting shall contain the agenda and must be sent to all corporate and affiliate members by letter, facsimile or e-mail at least thirty (30) calendar days prior to the date of the meeting but not more than sixty (60) days.

A corporate member may place an item of business to be transacted at a regular meeting on the notice of such meeting by delivering to the Managing Director a written description of such business at least sixty (60) days before such meeting is to be held.

The notice for the annual General Assembly must include:

- a) the agenda of the meeting;
- b) copies of or references to relevant documents on which the members will be requested to vote and in particular:
 - i) the annual accounts and budgets;
 - ii) the proposed program of activities for the next financial year;
 - iii) appointment and discharge of the members of the Board of directors and statutory auditor(s) if any;
- c) a "confirmation of attendance" form.

For extraordinary General Assembly meetings, the notice must include the same documents except the documents referred to under b) (i) to (iii).

The validity of the notice calling the meeting cannot be challenged if all corporate members are present or represented. Moreover, attendance by a member at a meeting is a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or has not been called or convened in compliance with these Articles of Association or the By-laws, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting. A waiver of notice by a Member entitled

to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance.

Article 12. - Committee

The meetings of the General Assembly will be chaired by the Managing Director or, in his/her absence, by one of the Vice-presidents, or failing same, by a director. The Board Secretary or one of the Vice-presidents will be appointed as secretary of the meeting.

Article 13. - Representation

The vote shall be cast by the permanent representative of each corporate member appointed in accordance with these Articles and who shall bear the proxy entitling him/her to vote.

If the permanent representative is not able to participate in the meeting due to a *force majeure* event, the corporate member is allowed to attend the meeting via a competent individual or to appoint the permanent representative of another corporate member to represent it at a specific meeting.

Article 14. - Proceedings

An attendance list, indicating the member's name, shall be signed on the day of the meeting by each member, represented in accordance with the Articles.

A General Assembly shall be entitled to take valid decisions if thirty percent (30%) of the corporate members are present or represented.

If the quorum conditions are not satisfied, a new meeting of the General Assembly shall be called with the same agenda within the month following the first meeting. This second meeting of the General Assembly shall be entitled to take valid decisions irrespective of the number of corporate members present or represented.

Each corporate member shall have one vote.

Unless otherwise provided for, decisions of the General Assembly shall be taken by a simple majority of the votes cast by the corporate members present or represented. Abstentions shall not be taken into account.

One or more members may participate in a meeting by any means of communication through which all members participating in the meeting may simultaneously hear each other during the meeting.

Decisions may be taken in writing or via email provided that all corporate members agree with the written or electronic procedure and unanimously approve the decisions to be taken. The members have the choice between (i) printing and sending the minutes signed with their original signature or (ii) sending an email with the minutes signed with an electronic signature.

An action that may be taken at the General Assembly may be taken without a meeting if the association mails or delivers a written ballot to every member entitled to vote on the matter. A written ballot must set forth each proposed action and provide for an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter other than election of directors; and (c) specify the time by which a ballot must be received by the association in order to be counted. A written ballot may not be revoked.

Article 15. - Minutes

The decisions taken by the General Assembly shall be recorded in the minutes of the meeting.

The minutes shall be drafted by the Board Secretary, confirmed and signed by the Chairman of the meeting and sent out to each member for formal approval and signature.

CHAPTER IV - BOARD OF DIRECTORS

Article 16. - Composition and powers

The Board of directors shall be vested with the power to undertake any acts necessary to achieve the objectives of the association with the exception of those powers which the law or these Articles of Association reserve to the General Assembly. It shall, among other things, be vested with the power to decide upon budgets and accounts.

The Board of directors shall consist of members appointed by the General Assembly on a list of candidates proposed by the Board for a period of maximum three years, renewable. Directors must be natural persons who are employees or directors of corporate members or employees of the association.

Corporate members may nominate candidates for election as director at the annual General Assembly by delivering to the Managing Director a written statement specifying the name of such candidate not less than seventy-five (75) days before such annual General Assembly.

The initial number of directors shall be seven (7). The maximum number of directors shall be equal to the number of Sponsoring Members plus three (3) additional directors who may represent a automation user Business or be independent directors. In the event of a vacancy before term at the Board, Sponsoring Members shall be offered a director position for the year in which they agree to Sponsor level membership. Sponsoring members will be put on the list of candidates for election as director for the next ordinary General Assembly.

The number of board members who represent automation supplier Businesses may not exceed the total number of Sponsoring Members. One (1) independent board member may be elected from the FDT Group employee officer group or as a director who is independent from the FDT Group corporate members.

Each member shall be entitled to one vote with respect to each director position to be filled at such meeting. The candidate who receives the largest number of votes shall be elected to the first director position to be filled; the candidate who receives the next largest number of votes shall be elected to the next director position to be filled and so on until each such director position has been filled. In the event of a tie vote for the last director position to be filled, a runoff election between the tying candidates shall be held. With respect to such election each member present in person or by proxy shall be entitled to one vote, and the candidate who receives the largest number of votes shall be elected to fill such last director position.

The terms of directors shall be staggered with no greater than fifty percent (50%) of the then-authorized board seats plus one having terms expiring in the same year. The initial directors of the association shall be composed of one group of four (4) directors who shall serve an initial term of three (3) years, and one group of three (3) directors who shall serve an initial term of two (2) years.

Thereafter, each group of directors shall hold office for respective terms of one (1) years and until their successors shall have been elected and qualified, or until the earlier death, resignation, or removal of a director.

In the event that the Board of directors increases the number of directors, the initial term of any such director shall be a term of two (2) years or three (3) years, as the Board of directors shall determine by unanimous vote. Thereafter, any such director shall hold office for a term of one (1) year.

Article 17.- Resignation and removal

A director may resign at any time by giving written notice to the Chairman or Managing Director. The resignation of a director is effective when the notice is given, unless a later effective time is specified in the notice.

A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) or more of the corporate members or the affirmative vote of seventy-five percent (75%) or more of the directors. A director shall cease to qualify and shall be removed automatically as a member of the Board of directors without the requirement of any action on the part of the Board of directors as of the date on which such director ceases to be an employee or director of the association or of the corporate member.

A director's mandate shall also be automatically terminated at the end of the mandate if no renewal is decided, in case of death, insolvency situation, civil incapacity and provisional administration.

Article 18. - Vacancy before term

Outgoing directors shall remain in office as long as the General Assembly has not filled the vacancy.

In the event that a vacancy occurs, a new Director can be appointed by the Board of directors, in accordance with the provisions laid down in Article 16.

The term of office of the replacement Director shall expire at the same time as that of the Director he has replaced. The appointment shall be ratified at the following meeting of the General Assembly.

Article 19. - Election of officers

The Board of directors shall elect a Chairman in accordance with the By-laws.

Article 20. - Meetings

The Board of directors shall meet at least twice annually at the place, date and time laid down in the notice calling the meeting.

Article 21. - Notices

Meetings of the Board of directors shall be called by the Chairman or any two Directors. The notice calling the meeting shall be sent to the Board of directors members by letter, facsimile or e-mail at least thirty (30) calendar days before the meeting unless otherwise dictated by the circumstances.

The notice of the meeting must include the following:

- the agenda of the meeting;
- copies of, or references to, relevant documents.

The validity of the notice calling the meeting cannot be challenged if all directors are present or represented.

Article 22. - Committee

The meetings of the Board of directors will be chaired by the Chairman or, in his/her absence, by one of the Vice-Chairmen, or failing same, by a Director chosen by his/her peers. The Board Secretary will be appointed as secretary of the meeting.

Article 23. - Representation

The directors are not allowed to appoint another director or another person to represent them at board meetings.

Article 24. - Proceedings

Decisions shall be valid where at least half the directors are present.

Except if other majorities are provided for in these Articles of Association, decisions of the Board of directors shall be taken by a simple majority of the votes cast by the members. In the case of a tied vote, the Chairman of the meeting will have a casting vote.

A majority of seventy-five percent (75 %) shall be required for the following decisions :

- The sale, transfer or other disposition of all or substantially all of the FDT Group's assets;
- Any modification of the FDT STANDARD specifications as such are originally assigned to the FDT Group or any modification of the FDT STANDARD test procedures as such are initially accepted by the board of directors of the FDT Group.

One or more directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting.

Decisions may be taken in writing provided that (i) each director has been informed and invited to cast his vote on the decisions to be taken and that (ii) no director objects to the written procedure. The minutes must be signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board of directors at which all of the directors were present. The directors have the choice between (i) printing and sending the minutes, signed with their original signature or (ii) sending an email with the minutes signed with an electronic signature.

Decisions may also be taken by telephone conference provided that (i) each director has been informed and invited to cast his vote on the decisions to be taken, (ii) no director objects to the telephone conference, and (iii) the decisions are immediately recorded in minutes and dispatched to each Director for signing.

Article 25. - Minutes

Decisions taken by the Board of directors shall be recorded in the minutes of the meeting.

The minutes shall be drafted by the Board Secretary, confirmed and signed by the Chairman of the meeting, and sent out to each Director for formal approval and signature.

Article 26. - Representation of the association

Any decisions binding upon the association, including court proceedings, other than those concerned with the day-to-day management, shall, in the absence of a special decision of the Board of directors, be signed by two Directors, acting severally, or by the person or persons to whom the day-to-day management has been delegated.

CHAPTER V - MANAGING DIRECTOR AND COMMITTEES

Article 27. -Managing Director

The Board of directors shall appoint a Managing Director who shall be responsible for the day-to-day management of the association and who may delegate certain of his/her duties.

The Managing Director attends the meetings of the Board of directors in a consultative capacity.

The Board of directors shall appoint a Board Secretary who shall be responsible of minutes at Board meetings and General Assembly meetings.

The Board shall appoint a Board Treasurer who shall be responsible for overseeing the finances of the association.

The Board may also appoint other officers as prescribed by the By-laws.

Article 28.-Committees

The Board of directors shall be entitled to create committees to which it can grant powers in specific matters. The Board of directors appoints the committees' members and defines the rules governing the powers and meetings of the committees.

CHAPTER VI - ACCOUNTS, BUDGET AND SUBSCRIPTIONS

Article 29.-Financial year

The financial year of the Association commences on January 1st and ends on December 31st of each year.

The Board of directors shall submit the accounts for the previous financial year to the ordinary meeting of the General Assembly for their ratification in accordance with the applicable legal provisions, together with the budget for the next financial year. The approved annual accounts will then be added to the association's file at the clerk's office of the competent Commercial Court.

The accounting is held in accordance with the applicable legal provisions.

The annual membership fees intended to cover the budget shall be calculated by the Board of directors.

The Treasurer or his representative shall inform each member charged with a membership fee of the subscription payable. This subscription shall be due within one month of receipt of a written demand.

Article 30.-Audit

If requested by the law, the control of the financial situation of the association, the annual accounts and their regularity in accordance with the law and these By-laws, the operations to be mentioned in the annual accounts, shall be entrusted to one or several statutory auditors, appointed by the General Assembly within the members of the Institute of Statutory Auditors.

The statutory auditors are appointed for a duration of three years, renewable.

The remuneration of the possible auditors shall be fixed at the beginning of their mandate by the General Assembly. It can be modified only by consent of the parties.

CHAPTER VII - AMENDMENTS TO THE ARTICLES OF ASSOCIATION, DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

Article 31.-Amendments to the Articles of Association-Dissolution

Any proposal to amend these Articles of Association or to dissolve the association shall only be valid where it is proposed by the Board of directors (after having taken the decision at a majority of 75%) or ten percent (10%) or fifty (50) of the corporate members, whichever is less.

Motions containing amendments to the Articles of Association or the dissolution of the association shall not be voted on unless attached to the notice calling the meeting.

Decisions regarding amendments to the Articles of Association or the dissolution of the association shall only be passed with a two thirds majority of the votes cast by the corporate members present or represented.

Any amendment to the aim of the Association or to its activities proposed to reach this aim has to be approved by a royal decree. The amendments to the By-laws relating to article 48, 5^o and 7^o of the law of 27 June 1921 related to non-profit associations, international non-profit associations and foundations, have to be certified in an authentic deed.

In the event of the voluntary dissolution of the Association, the General assembly will decide by simple majority on the appointment, powers, and remuneration of the liquidators, as well as the methods and procedures for liquidation of the Association.

Article 32. – Allocation of assets

In all cases of voluntary or judicial dissolution of the Association, at any time and for any reason, the possible net balance after winding-up, shall be established by the General Assembly or by default by the liquidators. This balance shall be allocated to a non-profit aim as close as possible to the aim of the association, as described in article 3.

CHAPTER VIII – GENERAL AND FINAL PROVISIONS

Article 33.-Working languages

The two working languages of the association are French and English. English shall be used when the law does not require the use of French.

These Articles of Association have been drafted in French and translated in English. In case of doubt, differences or interpretation problems between the two versions, the French version shall prevail.

Article 34.-Legal reference

Anything not foreseen in these Articles of Association will be regulated by the law of 27 June 1921 on non-profit associations, international non-profit associations and foundations. Consequently, the provisions of this law which are not legally excluded are considered as included in these Articles of Association and the articles contrary to the imperative provisions of this law are deemed as non-written.