



## **Regulations admission and cancellation Ordinary and Associate Members**

Amended on 14 December 2021

(UNOFFICIAL TRANSLATION)

### *0. Introduction*

- 0.1. These Regulations have been drawn up pursuant to article 12.5 of the Articles of Association of the Foundation.
- 0.2. These Regulations will be published on the website of the Foundation.
- 0.3. The meanings of a number of concepts used in these Regulations, either written with a capital letter or not, are listed in the Definitions in the appendix.

### *1. Procedure admission members*

- 1.1. The Foundation has Ordinary and Associate Members.
- 1.2. Institutional investors with legal personality can become an Ordinary Member. Ordinary Members are authorized to attend the Members' meeting, to speak at this meeting and to exercise the voting rights.
- 1.3. Associate Members are legal persons who are related to Ordinary Members, but are not Institutional investors. Associate Member can become Federation of the Dutch Pension Funds, the Dutch Fund and Asset Management Association, the Dutch Association of Insurers, organizations whether or not established in the Netherlands with a similar objective as the Foundation and other legal persons to be designated by the Foundation that are closely involved in Corporate governance, Sustainability factors and /or Institutional investors. Associate Members are entitled to attend the Members' Meeting and to speak at this meeting, but have no voting rights.
- 1.4. Potential members address their request to become a member of the Foundation In Writing and motivated to the General Board. The Executive Board and the executive Director of the Foundation may invite Institutional investors and the parties referred to in Article 1.3 to become a member of the Foundation.

- 1.5. The General Board decides within eight weeks after the application of the potential member about the admission, after the Ordinary Members have been consulted about the application.
- 1.6. The General Board decides on the application for Ordinary Member, taking into consideration:
  - a. whether the applicant is an Institutional investor;
  - b. whether the applicant acts in line with the objective of the Foundation;
  - c. whether, based on past conduct of the applicant, there are suspicions that the applicant may harm the reputation of the Foundation.
- 1.7. The General Board decides on the application for Associate Member, taking into consideration:
  - a. whether the applicant is one of the legal entities referred to in Article 1.3;
  - b. whether the applicant acts in line with the objective of the Foundation;
  - c. whether the applicant is a legal person named by name in Article 1.3 and refuses to inform its participants or members about the Foundation and to make them enthusiastic about becoming a member of the Foundation.
- 1.8. If the application is refused, the applicant will be informed of this with a statement of reasons.
- 1.9. The Foundation concludes an agreement with an Ordinary Member or Associate Member in which the mutual rights and obligations are laid down.
- 1.10. Ordinary Members and Associate Members are obliged to pay the Foundation an annual contribution, the amount of which is determined by the Members' meeting.
- 1.11. The General Board keeps a (digital) register in which the names and (electronic) addresses of all Ordinary and Associate Members are recorded.
- 1.12. Every Ordinary and Associate Member is obliged to inform the Foundation of its (electronic) address and any change thereof In Writing; this address remains valid vis-à-vis the Foundation as long as the Ordinary or Associate Member has not provided the Foundation with a different address In Writing. All consequences for not communicating the (electronic) address and changes therein are at the expense and risk of the Associate or Ordinary Member.

## *2. Procedure for cancelling members*

- 2.1. The General Board may cancel the membership of an Ordinary or Associate Member for serious reasons and after careful consideration of all the interests involved.
- 2.2. Serious reasons for canceling the membership of an Ordinary Member include situations in which:
  - a. the Ordinary Member no longer acts in line with the objectives of the Foundation;

- b. the behavior of the Ordinary Member damages the reputation or other interests of the Foundation;
- c. a conflict has arisen between the Ordinary Member and one or more other members that stands in the way of the proper functioning of the Foundation, its constituent bodies and / or Committees;
- d. indirect or immediate significant control in the Ordinary Member has been acquired by a party whose policy does not match the objectives of the Foundation;
- e. the behavior of the Ordinary Member differs substantially from the motives given by the member in its application to become a member as referred to in Article 1.4;
- f. the Ordinary Member, after being given notice of default In Writing, has failed to pay the determined contribution for at least two months.

2.3. Serious reasons for canceling the membership of an Associate Member include situations in which:

- a. the Associate Member no longer acts in line with the objectives of the Foundation;
- b. the Associate Member refuses to inform its participants or members about the Foundation and to make them enthusiastic about becoming a member of the Foundation;
- c. the behavior of the Associate Member differs substantially from the motives given by the member in its application to become a member as referred to in Article 1.4;
- d. the Associate Member, after being given notice of default In Writing, has failed to pay the determined contribution for at least two months.

2.4. If there are serious reasons for cancellation with regard to an Ordinary or Associate Member, the General Board will not decide on the cancellation until the Members' meeting and the relevant member have been consulted separately. The relevant member will be informed In Writing with a statement of reasons of the decision to cancel. A decision to cancel will take effect immediately, unless the General Board decides otherwise.

### 3. *Miscellaneous*

- 3.1 These Regulations may be amended by the General Board from time to time. Prior to the amendment of these Regulations, consultation will take place with the Members' Meeting.
- 3.2 In the event of uncertainty or difference of opinion about the meaning of any provision of these Regulations, the judgment of the chairman of the General Board will be decisive.

- 3.3 These Regulations are governed by Dutch law. The Dutch court has exclusive jurisdiction to settle disputes arising from or in connection with these Regulations.
- 3.4 These Regulations supplement the provisions relating to the management of a Foundation as laid down in Dutch law, other applicable Dutch or EU regulations and the Articles of Association of the Foundation. Insofar as it turns out that part of these Regulations is not in accordance with Dutch law, other applicable Dutch or EU regulations or the Articles of Association of the Foundation, it remains inapplicable with regard to that part of the Regulations, without prejudice to Article 3.5.
- 3.5 If one or more provisions of these Regulations are or become invalid, this will not affect the validity of the remaining provisions. The General Board may replace the invalid provisions with valid provisions, the consequences of which, given the content and purpose of these Regulations, correspond as much as possible to the invalid provisions.

## **Appendix: Definitions**

**General Board:** the management board in the sense of Book 2 of the Netherlands Civil Code.

**Committee:** a committee established by the General Board that prepares decision-making under the responsibility of the General Board.

**Corporate governance:** the system of practices applied by a listed company in dealing with the stakeholders directly involved with the company and its business – in particular executive and supervisory directors and providers of capital – comprising a number of rules for good governance and supervision, and rules on the allocation of tasks, responsibilities and powers, leading to a balance of influence among those involved with the company and its business.

**objective of the Foundation:** to maintain and further develop good Corporate governance and Sustainability factors based on the responsibility of Institutional investors affiliated with the Foundation, and to advance the acceptance of and compliance with standards in these areas by listed companies and Institutional investors, particularly in the Netherlands and in Europe.

**Sustainability factors:** environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters

**Institutional investor:** pension funds, asset managers, managers of investment institutions, insurance companies or undertaking for collective investment in securities, which have legal personality.

**Regulations:** the Regulations admission and cancellation Ordinary and Associate Members.

**In Writing:** by letter, telefax or e-mail, or by message that is transmitted via another (whether electronic or not) standard means of communication, provided the identity of the sender can be adequately established.

**Foundation:** the Stichting Eumedion, with registered office in the Municipality of Amsterdam.

**Members' Meeting:** the constituent body of the Foundation, consisting of Ordinary Members, Associate Members and others entitled to attend the meeting.