

## **Articles of Association of Ontex Group**

### **Title I. – Legal form, name, registered office, purpose, duration**

#### **Article 1 Legal form**

The company is a company limited by shares ("*société anonyme*" / "*naamloze vennootschap*").

It is a company soliciting or having solicited funds from the public ("*société faisant publiquement appel à l'épargne*" / "*vennootschap die een openbaar beroep op het spaarwezen doet*").

#### **Article 2 Name**

The company bears the name "Ontex Group".

#### **Article 3 Registered office**

The registered office of the company is situated at Korte Keppestraat 21, 9320 Erembodegem (Aalst). It may be transferred to any other place in Belgium by resolution of the board of directors, except if such transfer involves a change of the language of these articles of association pursuant to the applicable language regulations. In such case, the transfer of the registered office must be decided by an extraordinary shareholders' meeting.

The company may, by resolution of the board of directors, establish one or more administrative offices, operational seats, branches, representations or agencies in Belgium or abroad.

#### **Article 4 Corporate purpose**

The company is a company which has as its purpose the research, development, manufacture, purchase, sale, import, export, treatment, processing and representation of hygiene articles, rubber, plastic, paper and metal articles, bandaging materials, cotton wadding products, medical instruments, cosmetic articles and sterile and non-sterile medical equipment, as well as the direct or indirect ownership and management of shareholdings and interests in companies or entities in Belgium and abroad involved in the same or related activities, in its own name or in the name of third parties, for its own account or for the account of third parties.

In particular, the foregoing includes, without limitation:

(a) investing in any companies or entities, whether with a commercial purpose or not, by subscribing, acquiring, placing, buying, selling and transferring shares, certificates or other securities or by any other means;

(b) managing investments and participations in any companies or entities, exercising management and director mandates, acting as liquidator, providing technical, legal, accounting, financial, commercial, administrative or management assistance or other support services, as well as all information technology services;

(c) acquiring, hiring, leasing, maintaining and operating resources, and making these resources available to companies or entities in which it directly or indirectly owns shares, or third parties; and

(d) granting of loans irrespective of form or term, to companies or entities in which it directly or indirectly owns shares or interests as well as granting guarantees and other securities to third parties for the obligations of such companies or entities.

The company may engage in any commercial, industrial and financial activities and perform all transactions with real estate or movable property which are directly or indirectly related to its purpose or which purport to contribute to the achievement of its purpose.

## **Article 5 Duration**

The company is incorporated for an unlimited duration.

## **Title II. – Capital, shares and bonds**

### **Article 6 Capital**

The registered, paid-up capital of the company amounts to EUR 823,587,466.38. It is represented by 82,347,218 shares, without nominal value, with voting right, each representing 1/82,347,218th of the capital.

### **Article 7 Authorised capital**

§1. The Board of Directors may increase the registered capital of the company in one or several times by an amount cumulated over 5 years of:

-maximum 50% of the amount of the registered capital as such amount is recorded immediately after the general meeting of shareholders of 25 May 2018, of which maximum 20% of the amount of the registered capital as such amount is recorded immediately after the general meeting of shareholders of 25 May 2018, in the event of a capital increase with cancellation or limitation of the preferential subscription rights of the shareholders,

This authorization may be renewed in accordance with the relevant legal provisions. The Board of Directors can exercise this power of a period of five (5 years) as from the date of publication in the Annexes to the Belgian State Gazette of the amendment to these articles of association approved by the shareholders' meeting on 25 May 2018.

§2. Any capital increases which can be decided pursuant to this authorisation will take place in accordance with the modalities to be determined by the board of directors and may be effected (i) by means of a contribution in cash or in kind, (ii) through conversion of reserves, whether available or unavailable for distribution, and issuance premiums, with or without issuance of new shares with or without voting rights. The board of directors can also use this authorisation for the issuance of convertible bonds, warrants or bonds to which warrants or other tangible values are connected, or other securities.

When exercising its authorisation within the framework of the authorised capital, the board of directors can limit or cancel the preferential subscription right of the shareholders in the interest of the company, subject to the limitations and in accordance with the conditions provided for by the Companies Code. This limitation or cancellation can also occur to the benefit of the employees of the company or its subsidiaries or to the benefit of one or more specific persons even if these are not employees of the company or its subsidiaries.

§3. If, pursuant to a capital increase that has been decided within the framework of the authorised capital, an issuance premium is paid, this shall be booked on the account "Issuance Premiums", that shall serve as guarantee for third parties in the same manner as the company's registered capital and of which, apart from the possibility to convert this reserve into registered capital, can

only be disposed in accordance with the conditions provided for by the Companies Code in respect of amendments to the articles of association.

§4. The board of directors is hereby expressly empowered to proceed with a capital increase in any and all form, including but not limited to a capital increase accompanied by the restriction or withdrawal of the preferential subscription right, even after receipt by the company of a notification by the Financial Services and Markets Authority (FSMA – “*Autorité des Services et Marchés Financiers*” / “*Autoriteit voor Financiële Diensten en Markten*”) of a takeover bid for the company's shares. Where this is the case, however, the capital increase must comply with the additional terms and conditions laid down in Article 607 of the Companies Code. The powers hereby conferred on the board of directors remain in effect for a period of three years from the date of the amendment to these articles of association approved by shareholders' meeting held on 10 June 2014. These powers may be renewed for a further period of three years by resolution of the shareholders' meeting, deliberating and deciding in accordance with applicable rules. If the board of directors decides upon an increase of authorised capital pursuant to this authorisation, this increase will be deducted from the remaining part of the authorised capital specified in the first paragraph.

§5. The board of directors is authorised, with power of substitution, to amend the articles of association after each capital increase realised within the framework of the authorised capital, in order to bring them in line with the new situation of the registered capital and the shares.

## **Article 8 Preferential subscription right**

§1. In case of an increase of capital, the shares to be issued in return for a contribution in cash will first be offered to the company's existing shareholders in proportion to the share of the capital represented by their shares.

§2. The shareholders' meeting acting in accordance with Articles 596 and 598 of the Companies Code may, in the company's interest, limit or cancel the preferential subscription right. In case of a capital increase pursuant to the authorised capital, the board of directors may likewise limit or cancel the preferential subscription right as referred to and in accordance with the authorisation in Article 7.

## **Article 9 Nature and register of securities**

Shares not fully paid-up are in registered form.

Fully paid-up shares and other securities are in registered or dematerialised form.

A register of registered securities (which may be held in electronic form) is kept at the company's registered office. This register is available for perusal for each registered security holder.

A dematerialised security is represented by an entry on a personal account of the owner or holder, with a recognised account holder or clearing and settlement institution.

Holders of shares may elect to have, at any time, their registered shares converted into dematerialised shares, and vice versa, at their own expense.

## **Article 10 Disclosure of significant shareholdings**

As regards the application of title II of the Law of 2 May 2007 on the disclosure of significant shareholdings in issuers whose shares are admitted to trading on a regulated market and other provisions and the Royal Decree of 14 February 2008 on the disclosure of significant

shareholdings, the applicable successive thresholds are established at 3%, 5%, 7.5%, 10% and any subsequent multiple of 5%.

### **Article 11 Indivisibility of shares**

In the event shares are held by more than one owner, are pledged, or if the rights attaching to the shares are subject to joint ownership, usufruct or any other kind of split up of such rights, the board of directors may suspend the exercise of the rights attached to such shares until one person has been appointed as the sole representative of the relevant shares vis-à-vis the company.

The bare owners will represent the usufructuaries unless otherwise provided in the deed establishing the usufruct or agreed upon. In the event of dispute between the bare owner and the usufructuary concerning the existence or scope of such agreement or provision, only the bare owner shall be admitted to participate in the shareholders' meeting and participate in voting.

### **Article 12 Convertible bonds and warrants**

The company may issue convertible bonds or warrants whether or not attached to bonds, either pursuant to a resolution of the shareholders' meeting in accordance with the requirements for amendments to the articles of association, or pursuant to a resolution of the board of directors within the scope of the authorised capital.

The holders of bonds or warrants have the right to attend the shareholders' meeting but only in a consultative capacity.

### **Article 13 Acquisition of own shares**

§1. The company may, without any prior authorisation of the shareholders' meeting, in accordance with Articles 620 ff. of the Companies Code and within the limits set out in these provisions, acquire, on or outside the stock market, up to 10% of its own shares, profit-sharing certificates or associated certificates for a price which will respect the legal requirements, but which will in any case not be more than 10% below the lowest closing price in the last thirty trading days preceding the transaction and not more than 5% above the highest closing price in the last thirty trading days preceding the transaction. This authorisation is valid for five years from 25 May 2018. This authorisation covers the acquisition on or outside the stock market by a direct subsidiary within the meaning and the limits set out by Article 627, indent 1 of the Companies Code. If the acquisition is made by the company outside the stock market, even from a subsidiary, the company shall comply with Article 620, §1, 5° of the Companies Code.

§2. By resolution of the shareholders' meeting held on 10 June 2014 the board of directors is authorised, subject to compliance with the provisions of the Companies Code, to acquire for the company's account the company's own shares, profit-sharing certificates or associated certificates if such acquisition is necessary to avoid serious and imminent harm to the company. Such authorisation is valid for three years as from the date of publication of the authorisation in the Annexes to the Belgian State Gazette.

§3. By resolution of the shareholders' meeting held on 10 June 2014 the board of directors is authorised to divest itself of part of or all the company's shares, profit-sharing certificates or associated certificates at any time and at a price it determines, on or outside the stock market or in the framework of its remuneration policy to employees, directors or consultants of the company or to prevent any serious and imminent harm to the company. The authorisation covers the divestment of the company's shares, profit-sharing certificates or associated certificates by a direct subsidiary within the meaning of Article 627, indent 1 of the Companies Code. The authorisation is

valid without any time restriction, except when the divestment is to prevent any serious and imminent harm in which case the authorisation is valid for three years as from the date of publication of the authorisation in the Annexes to the Belgian State Gazette.

#### **Article 14 Certification of the shares**

The shares or other securities issued by the company may be certified in accordance with the provisions of Article 503 of the Companies Code.

The decision of the company to cooperate with the certification will be taken by the board of directors on the written request of the future issuer of the certificates. The board may resolve that the company will pay all or part of the charges of such certification and of the setting up and operating charges of the issuer of certificates, insofar as such payment is in the interests of the company.

A certificate holder or issuer or any third party of any kind may only invoke the assistance of the company in their issuing if the company has confirmed this assistance in writing to the issuer. The holders of such certificates may only exercise rights towards the company that are granted to them by law if the form of the bearer securities as well as the evidence of ownership of the registered certificates have previously been approved in writing by the company.

An issuer of certificates, whether or not issued with the assistance of the company, intending to participate in a shareholders' meeting and exercise the voting rights linked to the certified securities shall comply with the particular notice formalities described in Article 34.

A holder of certificates issued with the assistance of the company, intending, as authorised by the law, to attend a shareholders' meeting in a consultative capacity shall comply with the particular notice formalities described in Article 34.

### **Title III. – Management, Representation, Audit**

#### ***Chapter 1. – Board of directors***

#### **Article 15 Composition**

The company is managed by a board of directors that shall consist of minimum six and up to 15 directors, who may be natural persons or legal entities.

When a legal entity is appointed director, it must specifically appoint an individual as its permanent representative, such individual to be chosen from among its shareholders, managers, directors or employees and to carry out the office of director in the name and on behalf of the legal entity. The legal entity may not revoke its permanent representative without simultaneously appointing a successor. The appointment and termination of the office of the permanent representative are governed by the same disclosure rules as if he/she were exercising the office on his/her own behalf.

#### **Article 16 Appointment and dismissal of directors**

The shareholders' meeting appoints the directors. The directors are dismissible by the shareholders' meeting at any time.

The term of office shall be six years maximum. The directors shall be eligible for re-election. The term of office of a retiring director who has not been re-elected shall terminate immediately after the closing of the annual shareholders' meeting.

### **Article 17 Remuneration**

The shareholders' meeting decides whether, and to which extent, a director's mandate is remunerated. Remuneration shall be imputed on the general expenses.

### **Article 18 Chairman of the board of directors**

The board of directors appoints its chairman amongst the non-executive directors.

### **Article 19 Vacancy of a director's mandate**

Should any of the mandates of director become vacant, the remaining directors shall have the right, in accordance with Article 519 of the Companies Code, to temporarily fill such vacancy until the next shareholders' meeting which shall confirm such appointment. In filling such vacancy, the board of directors shall apply *mutatis mutandis* Article 15.

### **Article 20 Powers of the board of directors**

§1. The board of directors is vested with the power to perform all acts that are necessary or useful for the realisation of the company's purpose, except for those which the law or these articles of association reserve to another corporate body.

§2. The board of directors may delegate part of its powers to a management committee ("*comité de direction*" / "*directiecomité*") within the meaning of Article 524*bis* of the Companies Code and within the limits provided by that provision.

§3. The board of directors may delegate special and limited powers to the chief executive officer and other members of senior management. The board of directors can allow the sub-delegation of said powers.

§4. The board of directors must set up an audit committee (in accordance with Article 526*bis* of the Companies Code) and a remuneration and nomination committee (in accordance with Article 526*quater* of the Companies Code). The rules governing the composition, tasks and method of functioning of such committees are laid down in terms of reference drawn up by the board of directors. The board of directors may, in preparation of its deliberations and resolutions, set up other committees of which it determines the number, the composition and the powers in accordance with these articles of association..

### **Article 21 Meetings**

§1. The board of directors is convened by the chairman or the chief executive officer whenever the interest of the company so requires or at the request of two directors.

The convening notice must be sent in writing, or by any other means of communication leaving a material trace, at the latest two business days prior to the meeting, except in case of emergency, which is to be justified in the convening notice or in the minutes of the meeting. Each director may waive convocation. A director who is present or represented at the meeting shall be deemed to have been properly notified or to have waived convocation.

The meetings are held at the day, hour and place mentioned in the convening notice.

§2. The board of directors is presided by the chairman. If the chairman is prevented from attending the meeting, the board of directors is presided by the eldest of the directors present.

## **Article 22 Corporate governance charter**

The board of directors determines its working and other rules in a corporate governance charter. This charter especially contains rules with respect to the contents of the convening notices, the presence of directors at board meetings, the representation by proxy and the procedures to be followed in case of conflict of interests.

## **Article 23 Quorum**

§1. The board of directors can only deliberate and decide validly if more than half of the directors is present or represented..

§2. The quorum requirement set forth in §1 above shall not apply:

1° to the vote on any matter at a subsequent meeting of the board to which such matter has been deferred for lack of quorum at a prior meeting, if said subsequent meeting is held within 30 days from such prior meeting and the notice of said subsequent meeting sets forth the proposed decision on such matter with reference to this Article 23, §2, 1°, provided that at least three directors are present; or

2° when an unforeseen emergency arises that makes it necessary for the board to take action that would otherwise become time-barred by law or in order to avoid imminent harm to the company.

§3. Directors may participate in the meetings of the board of directors using telephone or any similar means of communication which enables all persons participating in such meeting to hear each other in real time. Each person participating in a meeting in accordance with this §3, is deemed to be present at such meeting.

§4. Any director may grant a proxy in writing or by any means of communication leaving a material trace, to another director in order to represent him/her at a specific meeting and to vote on his behalf. However, no director may hold a proxy for more than one director. Representation by proxy is considered as presence for the determination of the quorum.

## **Article 24 Deliberation and voting**

All decisions of the board of directors shall be adopted by a majority of the votes cast. In the case of a tie, the chairman of the meeting shall have the casting vote.

## **Article 25 Unanimous written resolutions**

In exceptional circumstances, where the urgency of the matter and the interests of the company so require, the board resolutions may be approved by unanimous written consent of all directors, whereby directors' signatures should be placed either on one single document or on more than one original of such document.

This written procedure may not be used for the approval of the annual accounts or the use of the authorised capital.

**Article 26 Minutes**

The resolutions of the board of directors are recorded in minutes signed by the chairman and the secretary of the meeting and by those directors who wish to do so. These minutes are to be recorded or placed in a special minute book.

The copies or extracts destined for third parties are signed by the chairman of the board of directors, by two directors or by the chief executive officer.

**Chapter 2. – Chief executive officer****Article 27 Appointment and removal**

The board of directors appoints and removes the chief executive officer after having received the advice of the remuneration and nomination committee.

**Article 28 Powers of the chief executive officer**

Apart from the special and limited powers, assigned to him/her by the board of directors or the management committee if such a committee has been set up in accordance with Article 20, §2 of these articles, the chief executive officer is vested with the day-to-day management of the company and the representation of the company in respect of such management.

The chief executive officer is also entrusted with the execution of the resolutions of the board of directors.

Within the limits of the powers granted to him/her by or pursuant to these articles of association, the chief executive officer may delegate special and limited powers to any person. He/she may allow sub-delegation of these powers. The chief executive officer informs the board of directors of the powers which are delegated by him/her pursuant to this paragraph.

**Chapter 3. – Representation****Article 29 Representation**

The company is represented in all its acts and at law by:

1° two directors acting jointly;

2° the chief executive officer alone, within the limits of the daily management and the other powers delegated to him/her;

3° two members of the management committee (within the meaning of Article 524bis of the Companies Code), acting jointly;

4° by every other person, acting within the limits of the mandate granted to him/her by the board of directors, the management committee or the chief executive officer, as the case may be.



## **Chapter 4. – Remuneration**

### **Article 30 Remuneration**

The company is authorised to deviate from all provisions of Article 520*ter* of the Companies Code, in respect of any persons falling within the scope of such provisions.

## **Chapter 5. – Control**

### **Article 31 Control of the financial situation**

The financial position, annual accounts and compliance with the law and these articles or transactions required to be disclosed in the annual accounts shall be audited by one or more statutory auditors, who may be natural or legal persons, appointed by the shareholders' meeting.

The statutory auditor(s) shall hold office for renewable periods of three (3) years.

The appointment of retiring auditor(s) which have not been re-appointed shall terminate immediately after the closing of the annual shareholders' meeting.

The statutory auditor(s) shall be remunerated by a fixed fee determined by the shareholders' meeting at the beginning of his/her/its (their) mandate and which may be changed only by agreement between the parties.

## **Title IV. – Shareholders' meetings**

### **Article 32 Day and place of meetings**

Each year, the ordinary meeting of shareholders is held on 25 May at 2.00 p.m., at the registered office or at any other place or time designated by the convening notice. If such day is a Saturday, Sunday or legal public holiday in Belgium, the meeting shall take place at the same hour on the preceding or following working day, as decided by the board of directors.

The other shareholders' meetings shall be held on the day, at the hour and in the place designated by the convening notice. They may be held at locations other than the registered office.

### **Article 33 Convening notice**

§1. The ordinary, special and extraordinary shareholders' meetings are convened by the board of directors or the auditor(s). The board of directors or the auditor(s) has to convene a shareholders' meeting at the request of shareholders representing one-fifth of the company's capital.

The convening notices are made in accordance with the Companies Code. The convening notices made by the board of directors may validly be signed in its name by the chief executive officer or any other person designated by the board of directors.

Every shareholder may waive its right to receive a convening notice. In any event, shareholders present or represented at the meeting, are deemed to have received proper notice or to have waived their right to receive a convening notice.

§2. One or more shareholders that hold together at least 3% of the company's share capital may, in accordance with applicable provisions of the Companies Code, request for items to be added to the agenda and may submit resolution proposals with regard to existing agenda items or new items to be added to the agenda provided that they prove holding of such shareholding as at the

date of their request by, as far as registered shares are concerned, a certificate evidencing the registration of the shares in the register of shares of the company or, as far as dematerialised shares are concerned, by a certificate issued by an authorised account holder or a clearing organisation certifying the book-entry of the shares in one or several accounts held by such account holder or clearing organisation.

Such right shall not be available in relation to a second extraordinary shareholders' meeting that is convened for lack of a quorum at the first extraordinary shareholders' meeting.

The new agenda items and/or resolution proposals must be received by the company in signed original paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the twenty-second calendar day preceding the date of the shareholders' meeting and the company shall publish a revised agenda at the latest on the fifteenth calendar day preceding the date of the meeting.

The handling of such new agenda items and/or resolution proposals during the meeting is subject to the relevant shareholder(s) having satisfied, with respect to shares representing at least 3% of the capital, the conditions set forth in Article 34, (a), (1°) and (2°).

## **Article 34 Admission formalities**

### **(a) Conditions of admission to shareholders' meeting**

A shareholder wishing to attend and participate in the shareholders' meeting must:

1° have the ownership of its shares recorded in its name, as at midnight central European Time, on the fourteenth calendar day preceding the date of the meeting (the "record date") either through registration in the shareholders' register in the case of registered shares or through book-entry in the accounts of an authorised account holder or clearing institution in the case of dematerialised shares; and

2° notify the company (or the person designated by the company) by returning a signed original paper form or, if permitted by the company in the notice convening the shareholders' meeting, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), at the latest on the sixth calendar day preceding the day of the meeting, of its intention to participate in the meeting, indicating the number of shares in respect of which they intend to do so. In addition, the holders of dematerialised shares must, at the latest on the same day, provide the company (or the person designated by the company), or arrange for the company (or the person designated by the company) to be provided, with an original certificate issued by an authorised account holder or a clearing institution certifying the number of shares owned on the record date by the relevant shareholder and for which it has notified its intention to participate in the meeting.

An issuer of certificates relating to registered shares must notify its capacity of issuer to the company, which will record such capacity in the register of such shares. An issuer who refrains from notifying this capacity to the company can only vote at a shareholders' meeting if the written notification indicating its intention to participate in that shareholders' meeting specifies its capacity of issuer. An issuer of certificates linked to dematerialised shares must notify its capacity of issuer to the company before exercising any vote, at the latest through the written notification indicating its intention to participate in the shareholders' meeting, failing which such shares cannot participate in voting.

(b) Proxies and powers of attorney

Any shareholder with the right to vote may either personally participate in the meeting or give a proxy to another person, who need not be a shareholder, to represent it at the meeting. A shareholder may designate, for a given meeting, only one person as proxy holder, except in circumstances where Belgian law allows the designation of multiple proxy holders. The appointment of a proxy holder may take place in paper form or electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The signed original paper form or electronic form must be received by the company at the latest on the sixth calendar day preceding the date of the meeting. Any appointment of a proxy holder shall comply with relevant requirements of applicable Belgian law in terms of conflicting interests, record keeping and any other applicable requirement.

(c) Formalities for admission

Before being admitted to the meeting, the holders of securities or their proxy holders are required to sign an attendance sheet, indicating their first name, last name and place of residence or corporate denomination and registered office, as well as the number of shares in respect of which they are participating in the meeting. Representatives of legal entities must provide the documents evidencing their capacity as bodies or special proxy holders. The natural persons, shareholders, bodies or proxy holders who take part in the shareholders' meeting must be able to prove their identity.

(d) Other securities

The holders of profit-sharing certificates, non-voting shares, bonds, subscription rights or other securities issued by the company, as well as the holders of certificates issued with the cooperation of the company and representing securities issued by the latter, may participate in the shareholders' meeting insofar as the law or these articles of association entitles them to do so and, as the case may be, gives them the right to participate in voting. If they propose to participate, they are subject to the same formalities concerning admission and access, and forms and filing of proxies, as those imposed on the shareholders.

### **Article 35 Remote voting before the shareholders' meeting**

The convening notice may allow shareholders to vote remotely before the shareholders' meeting, by sending a paper form or, if specifically allowed in the convening notice, by sending a form electronically (in which case the form shall be signed by means of an electronic signature in accordance with applicable Belgian law), through a form which shall be made available by the company. The original signed paper form must be received by the company at the latest on the sixth calendar day preceding the date of the meeting. Voting through the sending of the signed electronic form may occur until the calendar day before the date of the meeting.

The company may also organise a remote vote before the meeting through other electronic communication methods, such as, among others, through one or several web sites. It shall specify the practical terms of any such remote vote in the convening notice.

The company will ensure that, when arranging remote electronic voting before the shareholders' meeting, either through the sending electronically of a form or through other electronic communication methods, the company is able, through the system used, to control the identity and capacity as shareholder of each person casting a vote electronically.

Shareholders voting remotely must, in order for their vote to be taken into account for the calculation of the quorum and voting majority, comply with the conditions set out in Article 34, (a).

**Article 36 Quorum**

The meeting of shareholders can deliberate and vote validly if the quorum requirements as set forth in the Companies Code are met.

**Article 37 Deliberation and resolutions**

§1. Each share carries one vote.

§2. Except as required by the Companies Code, all resolutions of the shareholders' meeting shall be adopted by a majority of the votes cast.

**Article 38 Chairman**

The shareholders' meeting is chaired by the chairman of the board of directors, or in his absence, by the director appointed by the directors present. The chairman appoints the secretary, who does not need to be a shareholder. The meeting appoints, if the number of participants so requires, one or more tellers from among the shareholders or their representatives. The chairman, the secretary and the tellers (if any) form the bureau. The chairman can appoint the bureau prior to the opening of the meeting, and the latter, thus constituted, can proceed to the verification of the powers of the participants prior to this opening.

**Article 39 Minutes**

The minutes of the shareholders' meeting are signed by the members of the bureau and by the shareholders who wish to do so. These minutes, drafted in accordance with the Companies Code, are recorded or kept in a special register.

The copies or extracts destined for third parties are signed by the chairman of the board of directors, by two directors or by the chief executive officer.

**Article 40 Adjournment**

Irrespective of the items on the agenda, the board of directors may, during the annual shareholder's meeting, adjourn the decision with respect to the approval of the annual accounts or any other decision. It can use the right at any time, but only after the opening of the meeting. Its decision, which does not have to be justified, must be notified to the shareholders' meeting before the end of the meeting, and mentioned in the minutes. Save a decision by the shareholders' meeting to the contrary, such adjournment shall not cancel the other decisions taken during the meeting. The shareholders' meeting shall be held again within five weeks and with the same agenda. Shareholders wishing to participate in such meeting shall fulfil the admission conditions set out in Article 34. To this effect, a record date shall be set on the fourteenth calendar day at midnight Central European Time preceding the date of the second meeting.

**Title V. – Financial year, annual accounts, distribution of profits****Article 41 Financial year and annual accounts**

The financial year begins on the first of January and ends on the thirty-first of December each year.

At the end of each financial year, the board of directors draws up an inventory as well as the annual accounts and the annual report in accordance with the law.

The annual accounts, the annual report and the report of the auditor(s) are made available to the shareholders together with the convening notice of the shareholders' meeting.

#### **Article 42 Allocation of profits**

The ordinary shareholders' meeting decides on the approval of the annual accounts as well as on the allocation of the results. An amount of 5% of the net profits of the financial year shall be added to the legal reserve fund; this is no longer compulsory when the reserve fund amounts to 10% of the company's registered share capital.

On the proposal of the board of directors, the shareholders' meeting decides on the allocation of the net profits after deduction of the above mentioned 5%.

#### **Article 43 Dividends**

The annual dividends shall be paid at the dates and places decided by the board of directors.

The board of directors may decide to pay out an interim dividend to the extent allowed by the Companies Code.

### **Title VI. – Dissolution - Liquidation**

#### **Article 44 Dissolution**

If the company is dissolved, it shall be wound up in the manner decided by the shareholders' meeting, which shall appoint the liquidators. The shareholders' meeting shall have the widest powers to determine the powers of the liquidators, fix their emoluments and grant them discharge, even while the liquidation is still pending.

#### **Article 45 Distribution**

After all liabilities have been cleared, the balance of the assets owned by the company shall be distributed equally among all the shares.

### **Title VII. – Miscellaneous provisions**

#### **Article 46 - Address for service**

Any shareholder, bondholder, director, statutory auditor or liquidator not residing in Belgium shall elect an official address in Belgium. Otherwise he/she shall be deemed to have elected the registered office of the company as his/her official address where all communications, notices, processes and documents may validly be sent to or served upon him/her.