

## DEED OF INCORPORATION

The undersigned founders,

1. IDEMIA IDENTITY & SECURITY FRANCE, Société par actions simplifiée, 2 place Samuel de Champlain, 92400 Courbevoie, France, 440 305 282 RCS Nanterre, represented by Matthew James COLE, born 6 June 1979, United Kingdom, having as domicile 1570 N Colonial Terrace, Arlington, VA 22209 (USA), registered under the bis national number 794606-515-25;
2. THALES DIS FRANCE SAS, Société par actions simplifiée, 6 rue de la Verrerie, 92190 Meudon, France, 844 687 749 RCS Nanterre represented by Youzec François Guillaume KURP, born 15 August 1972, Melbourne (Australia), having as domicile 38 Impasse Bajou, 94230 Cachan (France), registered under the bis national number 714815-409-95;
3. IMPRIMERIE NATIONALE, Société anonyme, 104 avenue du Président Kennedy, 75016 Paris, France, 352 973 622 RCS Paris represented by Didier TRUTT, born 20 February 1960, Nice (France), having as domicile 85 Boulevard Saint-Michel, 75005 Paris (France), registered under the bis national number 604220-183-92;
4. VERIDOS, Gesellschaft mit beschränkter Haftung, Oranienstrasse 91, 10969 Berlin, République Fédérale d'Allemagne, 155795B represented by Marc-Julian Reinhart SIEWERT, born 15 July 1984, Würzburg (Germany), having as domicile 83700 Oberhof, Kreuth, Hessenbichlweg 6 D (Germany) registered under the bis national number 844715-515-61.

meeting in \_\_\_\_\_ on 3 May 2022, have agreed between them to establish a non-profit association by private deed and to unanimously accept the following Articles of Association.

### PART I. ARTICLES OF ASSOCIATION

#### TITLE I. THE ASSOCIATION

##### Article 1. Legal form

- 1.1 The association is established as a non-profit association (hereinafter referred to as "NPA") pursuant to the Companies and Associations Code of 23 March 2019, published in the Belgian Official Gazette of 4 April 2019 (hereinafter referred to as "CCA").

##### Article 2. Name

- 2.1 The NPA shall bear the name "Secure Identity Alliance", abbreviated "SIA".

##### Article 3. Registered office

- 3.1 The registered office of the NPA is located in the Brussels-Capital Region.

#### **Article 4. Duration**

- 4.1 The non-profit association is established for an indefinite period of time.

#### **Article 5. Identification of the NPA**

- 5.1 In all deeds, invoices, announcements, notices, letters, orders, websites and other documents, whether or not in electronic form, issued by the NPA, the NPA must state the following information: 1°) name of the NPA, 2°) legal form, in full or abbreviated form, 3°) full address of the registered office, 4°) company number, 5°) indication of "register of legal persons" and competent court according to the registered office, 6°) as the case may be: the e-mail address and the website of the NPA and 7°) as the case may be, the fact that the NPA is in liquidation.

### **Title II. DISINTERESTED GOAL AND OBJECT**

#### **Article 6. Disinterested goal of the non-profit association**

- 6.1 The object of the NPA is to unify the ecosystem of identity (ID) and unlock the full power of identity so that people, economy, and society thrive. Representing ID actors and organisations active across the ID ecosystem and adjacent industries, the NPA supports the development of the activities of its members across four broad pillars: Identity for Good, Outreach, Open Standards Development and Industry Services and Solutions, as well as any activity useful to these activities.

#### **Article 7. Object: Activities of the non-profit association**

- 7.1 The concrete activities through which the objectives of the NPA are achieved include:
- (i) Identity for Good
    - Enable meaningful dialogue between civil society, governments, intergovernmental organisations, and organisations and actors active across the ID ecosystem and adjacent industries, to better expand knowledge, stimulates debate around current issues.
    - Advance positive ID policy to protect people while tackling today's biggest societal challenges such as digital inclusion, climate change and sustainability.
    - Build capacity, training and consultancy programs.
  - (ii) Open Standards Development
    - Promote innovation, open standards and appropriate technical frameworks to guarantee a level playing field for all market players (owner, open source, large companies, SMEs, start-ups, local and international etc.) and allow digital sovereignty, security and sustainability.
    - Develop open standards and technical frameworks to meet above objective.
    - Contribute to national, regional or international standards organisations.
    - Develop certification programs.
  - (iii) Outreach
    - Advocate the foundational role of trusted identity as the cornerstone of rights protection, social inclusion and digital economic

development - and the access point to a wide range of essential public and private services.

- Host, facilitate and develop the ID community dialogue.
- Convene/ participate in different conferences/ workshops.
- Inform the ID ecosystem with breaking news, insights and expert analysis.

(iv) Industry Services and Solutions

- Facilitate the industry's focus - via working groups and promotional activities on the full lifecycle of identity management, both physical and digital (registration/enrolment, validation, biometrics, credentialing, authorization, authentication, federation and decentralization).
- Address key issues on the journey such as legal & trusted identity, privacy & data protection, identity lifecycle management, interoperability & standardization, technologies for identification etc.
- Support Members, the ID ecosystem and adjacent industries with data, resources and tools.
- Provide technical guidance, develop and share best practice; make recommendations, such as (but not limited to) on best practices and standards.

7.2 The NPA may cooperate with or participate in any other legal entity under public or private law, with profit or non-profit purpose, with activities that can directly or indirectly contribute to the realisation of its disinterested goal.

7.3 In addition, the NPA may engage in all activities that directly or indirectly contribute to the realisation of the aforementioned disinterested goal, including accessory commercial activities, the proceeds of which will be used to achieve the disinterested objectives.

### TITLE III. MEMBERSHIP

#### Article 8. Members

8.1 There shall be at least three (3) Members with all the rights as described for Members in the CCA.

8.2 Members are not liable for the obligations of the NPA.

8.3 There are three categories of Members: the Founding Members, Full Members and Associate Members (hereafter jointly referred to as the "Members"). All Members are to abide with the NPA's internal rules (hereafter the "Internal Rules", which include, notably, a Code of Conduct), when applying and for the whole duration of their membership.

8.4 The **Founding** Members are:

- (i) Idemia Identity & Security France (Morpho), Société par actions simplifiée, 2, place Samuel de Champlain, 92400 Courbevoie, France, 440 305 282 RCS Nanterre.
- (ii) Thales DIS France SA (Gemalto), Société anonyme, 6, rue de la Verrerie, 92190 Meudon, France, 562 113 530 RCS Nanterre.
- (iii) Imprimerie Nationale, Société anonyme, 104 avenue du Président Kennedy, 75016 Paris, France, 352 973 622 RCS Paris.
- (iv) Veridos, Gesellschaft mit beschränkter Haftung, Oranienstrasse 91, 10969 Berlin, République Fédérale d'Allemagne, 155795B.

- 8.5 Any legal person may apply for **Full** Membership provided that, either:
- it (cumulatively):
    - (i) has a commercial activity;
    - (ii) has an extensive position on the value-chain of the identity life cycle management – both physical and digital (registration/enrolment, validation, biometrics, credentialing, authorization, authentication, federation, and decentralization);
    - (iii) has international operations; and
    - (iv) holds information technology security certification(s), recognized by the Member States of the European Union, in a form and quantity to be specified in the Internal Rules.
- 8.6 Any legal person may apply for **Associate** Membership provided it:
- (i) (cumulatively) has a commercial activity; and
  - (ii) (alternatively):
    - a) is active on the value-chain of the identity life cycle management; and/or
    - b) is active in the ID ecosystem and adjacent industries (e.g. public services/civil ID, public security, Government ID, or ID regulated/based on Government ID used by the private/commercial sector).
- Or
- it:
    - (i) (cumulatively) is incorporated as a non-profit foundation, as a think-tank, an association, or a consultancy; and
    - (ii) (alternatively):
      - a) wants to advance positive ID policy to protect people while tackling today's biggest societal challenges such as digital inclusion, climate change and sustainability;
      - b) promotes innovation, open standards, and technical frameworks to guarantee a level playing field for all market players (owner, open source, large companies, SMEs, start-ups, local and international etc.) and allow digital sovereignty, security and sustainability; and/or
      - c) contributes to/ develops open standards and technical frameworks to meet the above objectives.

## **Article 9. Application and admission**

- 9.1 The candidate Members address their application to the Chair of the Board.
- 9.2 The Board will decide on the admission of the candidate as a Full or Associate Member at its next meeting.
- 9.3 The Board motivates its decision if a candidate is not accepted as a Member.
- 9.4 Prior to their admission to the NPA, the Full or Associate Members must express acceptance of these Articles of Association and their implementing decisions (notably the Internal Rules) by signing an Act of Admission to Membership.
- 9.5 A Full Member that no longer meets the conditions set out in (ii), but meets those set out in 8.6, automatically becomes an Associate Member. This change of status can take place upon request of the Member concerned. It can also be

decided by the Board upon proposal from its Chair. In such case, the Member concerned is informed at least one (1) month in advance of the date and place of the Board meeting where this proposal will be discussed. Upon request the Member concerned must be heard by the Board before deciding on the proposal. The fees paid or due as Full member are not refunded to a Member becoming Associate Member, or remain payable by this Member, as the case may be.

- 9.6 An Associate Member that meets the conditions set out in (ii) may apply to become a Full Member. The decision is taken by the Board in accordance with the provisions of Article 9. Full Member's fees then become payable for the full year (or semester if admission occurs in the second half of the fiscal year).
- 9.7 The Board may provide in the Internal Rules for a probation period applicable to new Members, and for the conditions in which such probation will be regarded as satisfied. Such probation period may not exceed one (1) year.
- 9.8 Within a given corporate group who meets the criteria set out at Article (ii) or 8.6, any, but only one, controlled or controlling entity, may apply for membership (even if this entity does not individually meet the criteria set out at Article (ii) or 8.6, as the case may be). For the avoidance of doubt, a corporate group is a group of companies in the meaning of article 2 of the European directive no. 2013/34/EU of 26 June 2013.
- 9.9 Every two (2) years, the positioning of each Member with respect to Articles (ii), 8.6, 9.5 and 9.6 is to be re-assessed by the Board. The procedures provided by these Articles are implemented as the need may be. The first periodic re-assessment is to occur ahead of the General Meeting meeting of end 2024. This periodic re-assessment is implemented without prejudice of individual decisions at any time, where relevant.

#### **Article 10. Membership rights and obligations**

- 10.1 Members shall have all the rights and obligations set out in the CCA and these Articles of Association.
- 10.2 Members shall pay a Membership fee, which shall be determined annually by the Board and may vary or be waived depending on the status and size of the Member, and shall not exceed fifty thousand (50.000) EUR for Founding and Full Members and twenty thousand (20.000) EUR for Associate Members. These amounts are exclusive of VAT if applicable.
- 10.3 Membership fees are paid within a month from when they are called by the Chair.
- 10.4 Admission during the second half of a fiscal year gives rise to a reduction of the Membership fee by half.
- 10.5 No Member may assert or exercise any claim to the assets of the NPA by virtue of the mere capacity of Member. This exclusion of rights to the assets applies at all times: during membership, upon termination of membership for any reason, upon dissolution of the NPA, etc.

#### **Article 11. Resignation of Members**

- 11.1 Members may resign as a Member at any time by sending a written notification by e-mail to the Chair of the Board. The resignation shall take effect the first

day of the fourth (4<sup>th</sup>) month following the month in which the resignation notice was received.

- 11.2 Membership fees paid are not refunded, and fees due when withdrawal becomes effective remain payable.
- 11.3 Members who do not pay their Membership fee after the regularization deadline provided by the Board, can be declared by the Board as having resigned. The Member concerned is informed at least one (1) month in advance of the proposed declaration of resignation and the reason for which it is contemplated, as well as of the date and place of the Board meeting where this proposal will be discussed. Upon request the Member concerned must be heard by the Board before deciding upon the declaration of resignation proposal and may, if desired, be assisted by a lawyer.

## **Article 12. Suspension of members**

- 12.1 The membership, including the right to vote, of Members in case of breach of these Articles of Association or Internal Rules, including non-payment Membership fee, can be suspended by decision by the Board upon proposal from its Chair. The Member concerned is informed at least one (1) month in advance of the proposed suspension and the reason for which it is contemplated, as well as of the date and place of the Board meeting where this proposal will be discussed. Upon request the Member concerned must be heard by the Board before deciding upon the suspension proposal and may, if desired, be assisted by a lawyer.
- 12.2 A suspended Member may not implement any of its rights under these Articles of Association. The fees paid by this Member are not refunded and those due by the date of the suspension remain payable.
- 12.3 The suspension may be lifted by the Board once it has established that the breach has ceased and as the case may be that any damage caused by the breach has been cured.
- 12.4 Such suspension period may not exceed one (1) year.
- 12.5 The Member concerned cannot take part in the NPA's activities while the suspension procedure is ongoing.

## **Article 13. Expulsion**

- 13.1 A Full or Associate Member may at any time, upon proposal of the Board or upon request of at least one fifth (1/5) of all Members, be expelled when it seriously fails in its obligations or if it causes or threatens to cause serious disruption in the operations of the association.
- 13.2 The decision to expel is taken by a special resolution of the General Meeting, at which at least two thirds (2/3) of all Members are present or represented, and at which a two thirds (2/3) majority of the votes of the Members present or represented is required for the resolution. Abstentions shall not be counted either in the numerator or in the denominator.
- 13.3 The expulsion shall be indicated in the convocation. The Full or Associate Member whose membership termination is proposed shall be informed at least one (1) month in advance of the proposed expulsion and of the reasons for expulsion by the Chair of the Board. The concerned Full or Associate Member

shall be heard at the General Meeting and may, if desired, be assisted by a lawyer.

- 13.4 The Member concerned cannot take part in the NPA's activities while the expulsion procedure is ongoing.

#### **Article 14. Affiliated members**

- 14.1 May submit a written application to become an affiliated member (hereafter referred to as "Affiliated members") to the association in accordance to Section 9:3, §2 CCA the following entities:

- Any entity that (cumulatively):
  - (i) has a commercial activity; and
  - (ii) alternatively:
    - a) is active on the value-chain of the identity life cycle management; and/or.
    - b) is active in the ID ecosystem and adjacent industries (e.g. public services/civil ID, public security, Government ID, or ID regulated/based on Government ID used by the private/commercial sector).
- Any entity that (cumulatively):
  - (i) is incorporated as a non-profit foundation (or has a comparable status), as a think-tank, an association, or a consultancy; and
  - (ii) alternatively:
    - a) wants to advance positive ID policy to protect people while tackling today's biggest societal challenges such as digital inclusion, climate change and sustainability;
    - b) promotes innovation, open standards, and technical frameworks to guarantee a level playing field for all market players (owner, open source, large companies, SMEs, start-ups, local and international etc.) and allow digital sovereignty, security, and sustainability; and/or
    - c) contributes to/ develops open standards and technical frameworks to meet the above objectives.
- Any entity that (cumulatively):
  - (i) is a government or academic entity; and
  - (ii) alternatively:
    - a) is active in the ID ecosystem and adjacent industries (e.g. public services/civil ID, public security, Government ID, or ID regulated/based on Government ID used by the private/commercial sector);
    - b) wants to advance positive ID policy to protect people while tackling today's biggest societal challenges such as digital inclusion, climate change and sustainability;
    - c) promotes innovation, open standards, and technical frameworks to guarantee a level playing field for all market players (owner, open source, large companies, SMEs, start-ups, local and international etc.) and allow digital sovereignty, security and sustainability; and/or
    - d) contributes to/ develops open standards and technical frameworks to meet the above objective.

- 14.2 All Affiliated members are to abide with the NPA's Internal Rules (including, notably, the Code of Conduct), when applying and for the whole duration of their membership.

- 14.3 The Secretary General receives the applications to become an Affiliated member and examines whether they meet the acceptance criteria.
- If the acceptance criteria are met the Secretary General informs (i) the applicants that they are accepted and (ii) the Chair and the Board at its next meeting of all accepted Affiliated members.
- If the Secretary General considers that an application should be rejected, the matter is referred to the Board. The Board shall motivate its decision if the applicant is not accepted as an Affiliated member.
- 14.4 The rights and obligations of the Affiliated members are exclusively defined in these Articles of Association.
- 14.5 Affiliated members are not considered as Members under these Articles of Association or the CCA. They have no voting right.
- 14.6 The Board may decide at any time to expel an Affiliated member. For this purpose, the Chair sends to the Affiliated member a notice at least one (1) month in advance, indicating the date and place of the meeting where the Board is to decide on the proposed expulsion and the reasons for such proposal. The Affiliated member may request to be heard by the Board and, if desired, be assisted by a lawyer. The Affiliated member cannot take part in the NPA's activities while the expulsion procedure is ongoing.
- 14.7 Affiliated members may resign at any time by a written notification to the Chair. The resignation shall take effect the first day of the fourth (4<sup>th</sup>) month following the month in which the resignation notice was received.
- 14.8 Except government or academic entities, Affiliated members shall pay a fee, which shall be determined annually by the Board and may vary or be waived depending on the status and size of the Affiliated member. These fees are paid within a month from when they are called by the Chair.
- 14.9 If an entity loses its status as an Affiliated member, the fees paid are not reimbursed and the fees due remain payable.
- 14.10 Admission as an Affiliated member during the second half of a fiscal year gives rise to a reduction of the fee by half.

#### **TITLE IV. GENERAL MEETING**

##### **Article 15. Composition**

- 15.1 The General Meeting consists of the Members (Founding, Full and Associate).
- 15.2 All Members have equal voting rights. Each Member has one vote.
- 15.3 The Chairs of the Advisory Committees of the Working Groups, if any, are invited to attend General Meetings, with consulting voice. Other Affiliated members may, with the permission of the Chair, attend the General Meeting and address the General Meeting.

##### **Article 16. Representatives**

- 16.1 Each Member is represented by a natural person that the Member designates to the Chair of the Board (the "Representative").

- 16.2 The decisions taken and positions expressed by the Representative within the framework of the activities of the NPA are regarded at all times as the decisions and positions of the concerned Member.
- 16.3 In the case of absence of its Representative, a Member may substitute its Representative by another person, by declaration to the Chair. Each Representative may also give a power of attorney to the Representative of another Member. No Representative may hold more than one (1) power of attorney.
- 16.4 The Board may allow that several natural persons take part to the activities of the NPA for each Member. However, only one natural person may be designated as Representative.
- 16.5 Given the role of the Chair's and Vice-Chair's Representatives in representing the whole of the NPA, a permanent change of either of these Representatives following the Chair's and Vice-Chair's elections is subject to approval by the Board (by a special majority of unanimous vote minus one vote, without the Chair or Vice-Chair voting, as the case may be). This condition is not applicable however where the new Representative is the successor of the previous Representative within their Member entity.
- 16.6 These provisions are applicable to Affiliated members.

#### **Article 17. Powers**

- 17.1 The following exclusive powers can be exercised only by the General Meeting:
- (i) the amendment of the Articles of Association;
  - (ii) the appointment and dismissal of the directors and, if applicable, the determination of their remuneration;
  - (iii) the appointment and the dismissal of the auditor and the determination of his remuneration;
  - (iv) the discharge of the directors and the auditor from liability and, if applicable, lodging an associations-claim against the directors and the auditor;
  - (v) the approval of the budget and of the annual accounts;
  - (vi) the dissolution of the NPA;
  - (vii) the expulsion of a Member;
  - (viii) the conversion of the NPA into an INPA, a cooperative society recognised as a social enterprise or into a recognised cooperative society social enterprise;
  - (ix) making or accepting the contribution of a universality for no charge.

#### **Article 18. Convocations**

- 18.1 The meetings of the General Meeting are convened by the Chair of the Board or at least two directors following a collegiate decision of the Board as well as at the request of at least 1/5 of all Members.
- 18.2 In the event that 1/5 of the Members request it, the auditor shall convene the General Meeting.

- 18.3 The convocation is accompanied by a draft agenda as determined by the Board. Apart from the agenda as defined by the Board, any item submitted by at least 1/20 of the Members at least one month before the meeting will also be placed on the agenda.
- 18.4 The notice shall be sent to all Members, directors, and auditors at least 15 days prior to the date of the General Meeting by e-mail to the address which the Member most recently provided to the Chair.

#### **Article 19. Ordinary General Meeting**

- 19.1 The annual meetings of the Ordinary General Meeting shall be held during the first half of the calendar year at a place indicated in the invitation.

#### **Article 20. Extraordinary General Meeting**

- 20.1 A general meeting relating to an amendment to the Articles of Association, shall be an Extraordinary General Meeting in accordance with Section 9:21 of the CCA.

#### **Article 21. Special General Meeting**

- 21.1 In addition to the Ordinary or the Extraordinary General Meetings, the general Meeting can be convened at any moment as Special General Meeting.

#### **Article 22. Quorum and voting**

- 22.1 In order to deliberate, at least three thirds (3/5) of the Members are present or represented. Decisions shall be taken by simple majority of the valid votes of the Members present or represented at the meeting, except when otherwise provided by the CCA or the Articles of Association. Invalid votes and abstentions shall not be calculated either in the numerator or in the denominator.

In case less than three thirds (3/5) of the Members are present or represented at the first meeting, a second meeting convened with the same agenda as the first meeting can validly deliberate and decide by simple majority of the valid votes of the Members present or represented at the meeting, regardless of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.

In the event of a tied vote, the Chair has the casting vote.

- 22.2 The Members may, unanimously and in writing, take all decisions that fall within the competence of the General Meeting, with the exception of amendments to the Articles of Association. In this case the convocation formalities do not have to be fulfilled.
- 22.3 Meetings of the General Meeting may also validly be held by video or teleconference using an electronic means of communication provided by the NPA. The means of communication made available must at least enable the participants to:
- (i) verify the capacity and identity of the other participants;
  - (ii) to take direct, simultaneous, and uninterrupted notice of the proceedings of the meeting;
  - (iii) exercise their voting rights on all matters on which the General Meeting is required to take a decision;

- (iv) to take part in the debate and ask questions.

The notice convening the General Meeting shall include a clear and precise description of the procedures relating to remote participation. The bureau of the General Meeting's shall be composed by decision of the Chair.

With respect to the conditions on attendance and majority, members who participate in the General Meeting via said electronic mean are deemed to be present at the place where the General Meeting is held.

- 22.4 The Bureau of the General Meeting is decided by the Chair.

- 22.5 The amendment of the Articles of Association requires a deliberation in an Extraordinary General Meeting that meets a quorum of two thirds (2/3) of the Members present or represented.

In case less than two thirds (2/3) of the members are present or represented at the first meeting, a second meeting may be convened which can validly deliberate and resolve as well as adopt the amendments by the majorities specified hereafter, regardless of the number of members present or represented. The second meeting may not be held within fifteen days following the first meeting.

The decision is deemed accepted if it is approved by two thirds (2/3) of the votes of the members present or represented. If the amendment of the statutes concerns the disinterested purpose or object for which the non-profit association was founded or the dissolution, it requires a majority of four fifths (4/5) of the votes of the Members present or represented. Abstentions and invalid votes shall not be calculated either in the numerator or in the denominator.

In the event of a tied vote, the Chair shall have the casting vote.

- 22.6 Members who cannot attend the meeting may be represented by another Member in accordance to Article 16.3.

- 22.7 Voting may be by call, by show of hands or, if requested by at least 1/3 of the Members present or represented, by secret ballot. When voting about persons (e.g. appointment and dismissal of directors or exclusion of Members) the vote shall always be secret.

- 22.8 Minutes are taken and signed by the Chair, Vice-Chair, and the Secretary general.

## **TITLE V. BOARD OF DIRECTORS AND DAILY MANAGEMENT**

### **Article 23. Composition**

- 23.1 The NPA shall be managed by a governing body in accordance with Sections 9:5 et seq. CCA (the "Board"), and shall consist of at least three (3) Directors, appointed amongst the Members of the NPA.

- 23.2 The legal entity appointed as director shall appoint a natural person as permanent representative. The permanent representative of a Member-Director shall be the same person as the Representative of the concerned Member-Director.

- 23.3 The Board shall be composed of:

- the Founding Members (the "Statutory Directors");
  - If any, a maximum of two (2) Full Members (the "Elected Directors"). The decision to open these position(s) is taken by Board. Only Full Members are eligible.
- 23.4 The Elected Directors are appointed by the General Meeting for a term of two years, from January until December of the following year, unless otherwise provided in the nomination resolution.
- 23.5 The Elected Directors may be revoked at any time and with immediate effect by the General Meeting. The mandate of a Director may also end in case of (i) voluntary resignation from the Board, (ii) withdrawal from the Director concerned as a Member of the NPA or (iii) if it becomes an Associate Member.
- 23.6 If a director's seat becomes vacant due to any reason before the end of the term of office, the remaining Directors have the right to co-opt a new Director.
- This new Director is considered to be validly exercising his mandate until the next General Meeting which decides on the confirmation or non-confirmation of the co-opted Director. Upon confirmation, the co-opted Director completes the mandate of its predecessor, unless the General Meeting decides otherwise. In the absence of confirmation, the mandate of the co-opted Director ends at the end of the General Meeting.
- 23.7 In principle, the Directors shall carry out their mandate free of charge. The costs they incur in the exercise of their directorship and approved by the Board, are refunded by the SIA.

#### **Article 24. Meetings, deliberation, and decisions**

- 24.1 The Board shall meet upon written notice by e-mail at least four (4) days prior to the date of the meeting by the Chair as often as the interests of the association so require, as well as at the request of Director, with the agenda as specified by concerned Director.
- 24.2 The Board is chaired by the Chair or, in his absence, by the Vice-Chair. The meeting shall be held at the registered office of the NPA or at any other place designated in the notice of meeting.
- 24.3 The Chairs of the Advisory Committees of the Working Groups, if any, are invited to attend one Board meeting per year, with consulting voice.
- 24.4 The Board may deliberate and take decisions only if at least three fifths (3/5) of the Directors are present or represented at the meeting. Decisions are taken by a simple majority of the votes cast by the Directors present and represented.
- 24.5 In the case of absence of a Director, it may give a power of attorney to another Director. By exception to Article 16.3 above, it is not possible to designate a replacement Representative. No Director may hold more than one (1) power of attorney.
- 24.6 In the event of a tied vote, Chair or the Director chairing the meeting shall have the casting vote.
- 24.7 Minutes shall be drawn up and signed by the Chair, the Vice-Chair, the Secretary General and the Directors who so request. These minutes shall be kept in a register, whether or not electronic.

- 24.8 The decisions of the Board may be taken by a unanimous written resolution of all the directors. In this case the convocation formalities do not have to be fulfilled.
- 24.9 Meetings of the Board may also be validly held digitally via video or tele-conference, whereby the verification of attendance, proxies and actual deliberation and decision-making with voting must be possible. These meetings can also take place in hybrid form (partly physical, partly digital).

#### **Article 25. Conflict of interest**

- 25.1 If a director has a direct or indirect conflicting interest of a patrimonial nature with the interest of the NPA, he must declare this to the other directors before the Board takes a decision. His/her declaration and explanation of the nature of this conflicting interest must be included in the minutes of the meeting of the Board that is to take the decision. The Board may not delegate this decision. If the majority of the directors have a conflict of interest, the decision or the transaction shall be submitted to the General Meeting. If the General Meeting approves the decision or transaction, the Board may execute it.
- 25.2 The conflicted director shall remove himself from the meeting and abstain from the deliberation and the vote on the matter for which he is conflicted.
- 25.3 If the NPA does not (any longer) qualify as a small association according to the criteria of Section 3:47, § 2 CCA, the Board shall also describe in the minutes the nature of the decision or transaction and shall record in the minutes its justification and the financial consequences thereof for the NPA. This part of the minutes shall be included in its entirety in the annual report or in the document filed together with the annual accounts.
- 25.4 The aforementioned procedure shall not apply to routine operations which are carried out under the conditions and at the securities normally prevailing on the market for similar operations.

#### **Article 26. Powers**

- 26.1 The Board has the power to perform all acts and take all decisions that are necessary or useful for the realisation of the object and the disinterested purpose of the non-profit association, with the exception of those decisions for which the General Meeting has exclusive competence. The Board also has the authority to draw up Internal Rules. The most recent version of the Internal Rules was dated [date to be inserted when Internal Rules adopted by the Board].
- 26.2 Without prejudice to the obligations arising from collegiate management, in particular consultation and supervision, the directors may divide the management tasks among themselves. Such division of duties cannot be invoked against third parties, even after they have been made public. Non-compliance, however, can trigger the internal liability of the director(s) concerned.
- 26.3 The Board may delegate part of its decision-making power to one or more third parties who are not directors, but this delegation may not relate to the general policy of the NPA or the general management powers of the Board.

#### **Article 27. External representation power**

- 27.1 The Board shall represent the NPA as a college in all judicial and extrajudicial acts. It represents the NPA by the majority of its members.

- 27.2 Without prejudice to the general representative powers of the Board as a college, the NPA is also represented in and out of court by the Chair
- 27.3 The Board or the directors authorized to represent the NPA may appoint proxies for the NPA. Only special and limited powers of attorney for specific or a series of specific legal acts are permitted. The authorised proxyholders shall engage the NPA within the limits of their powers, the limits of which are opposable to third parties in accordance with what applies to mandates.

#### **Article 28. Publication requirements**

- 28.1 The appointment of the members of the Board, their permanent representative and of the persons authorised to represent the NPA as well as the termination of their office shall be made public by filing them in the association's records and by publishing an extract from them in the Annexes to the Belgian Official Gazette. In any event, it must be clear from these documents whether the persons representing the NPA are bound to the NPA individually, jointly or as a body, as well as the scope of their powers.

#### **Article 29. Chair and Vice-Chair**

- 29.1 The Board elects the Chair and a Vice-Chair within its Members.
- 29.2 The Chair is the chairperson of both the Board and the General Meeting. The Chair calls their meetings, prepares their agendas, drafts their minutes, and implements their decisions.
- The Vice-Chair substitutes the Chair as chair of the Board and of the General Meeting when the Chair is not available. The Vice-Chair communicates in the name of the NPA upon instructions from the Chair, or in case of urgency when the Chair is not available.
- The Vice-Chair is associated by the Chair to the governance of the NPA, notably regarding the preparation of Board and General Meeting meetings, as well as communications actions.
- The Vice-Chair succeeds in principle the Chair upon expiration of its term.
- 29.3 The Chair is elected by the Board by a special majority of unanimous vote minus one vote.
- A first round of vote is held with the outgoing Vice-Chair (if any) as sole candidate, for confirmation of accession to the Chair. If the Vice-Chair is not confirmed, then any Board Member may be candidate.
- The Vice-Chair is then elected by the Board within the Board Members, by a special majority of unanimous vote minus one (1) vote. The outgoing Chair cannot be directly elected to the Vice-Chair.
- The Chair and the Vice-Chair are elected for a two (2) year term, from January until December of the following year, unless (i) otherwise provided in the nomination resolution, (ii) termination of its position as Director, for any reason.
- In the event that a new Chair has not been elected when the term of the Chair ends, this Chair is entitled to take any decision and exercise any power to carry out the business of the NPA until a new Chair has been designated by the Board. In this case, the new Chair's term ends in December of the year following its

election. The same applies to the Vice-Chair (if it has not become Chair), within its specific role.

- 29.4 The Chair may withdraw at any time and for any reason. However, the withdrawal is effective only when a new Chair has been appointed by the Board.

The new Chair is designated only for the time remaining on the term of the previous Chair.

The same applies to the Vice-Chair.

- 29.5 Any Board Member may call a meeting of the Board to discuss the removal of the Chair and its replacement by another Board Member that must be named in the proposal.

The Board votes jointly on the removal of the acting Chair and on the designation of the new Chair.

This procedure also applies when it is suggested that the Chair should be suspended or expelled as a Member of the NPA.

The new Chair is designated only for the time remaining on the term of the previous Chair, or for the time of the suspension of the acting Chair.

The same applies to the Vice-Chair.

### **Article 30. Secretary general**

- 30.1 A Secretary general is designated by the Board. This is a staff member of a Board Member.

- 30.2 The Secretary general supports the Chair and the Vice-Chair in all aspects of the NPA's operations, especially regarding administrative issues, communications and Working Groups.

- 30.3 The Secretary general attends the meetings of the Board and of the General Meeting, without voting right.

- 30.4 The Chair may delegate to the Secretary general any of its functions, except the Chair of the meetings of the Board and of the General Meeting.

### **Article 31. Auditor**

- 31.1 The Board appoints an Auditor from among its members.

- 31.2 The Auditor is responsible for delivering, each year, an opinion to the General Meeting on the closing accounts.

- 31.3 The Auditor may ask the Secretary General to provide any accounting document.

### **Article 32. Other positions - Founding Members**

- 32.1 The Board may elect, among its Members, any Member to be entrusted with a position other than those already indicated and which the Board deems necessary.

- 32.2 The Board defines, in the Internal Rules, the modalities by which the positions of Chair, Vice-Chair, Secretary general and Auditor are fulfilled, as a priority or even exclusively, by the Founding Members. No Founding Member may hold more than one (1) position.

### **Article 33. Daily management**

- 33.1 The daily management of the NPA, both the internal decision taking process, as well as the external representation with regard to that daily management can be assigned by the Board to one or several persons, Directors or other. The Board shall be responsible for the supervision of this body of daily management.
- 33.2 Pursuant to Section 9:10, second paragraph, of the CCA, acts of daily management include both actions and decisions that do not extend beyond the daily needs of the NPA and those which, either for reasons of their minor importance or because of their urgent nature, do not justify the intervention of the Board.
- 33.3 If this possibility is used, the authority with respect to the daily management relates to both the internal decision-making authority and the external powers of representation.
- 33.4 The appointment of the persons in charge of the daily management and the termination of their mandate shall be made public by filing them in the association's records and by publishing an extract from them in the Annexes to the Belgian Official Gazette. These documents must in any case show whether the persons who represent the association in daily management bind the association individually, jointly or as a body, as well as the scope of their powers.

### **Article 34. Liability of the Directors and persons in charge of daily manager**

- 34.1 The Directors, or persons in charge of the daily management as the case may be, are not personally held for the fulfilment of the obligations of the NPA.
- 34.2 Their liability to the NPA and to third parties is limited to the fulfilment of the task assigned to them in accordance with common law, the provisions of the law and the Articles of Association.
- 34.3 The Directors and persons in charge of the daily management are only liable for decisions, acts or behaviour that are manifestly outside the range within which normally prudent and careful Directors (or persons in charge of the daily management are only liable for decisions), placed in the same circumstances, may reasonably differ.
- 34.4 The Directors and persons in charge of the daily management shall only be liable for the errors committed by them personally in their task of (daily) management and this in accordance with the conditions laid down in Section 2:56 et seq. of the CCA. This liability is joint and several if the Directors or persons in charge of the daily management acted as a college, unless if they have had no part in the error and have reported the alleged error to all other members of the college concerned. This report and the discussion to which it gives rise shall be recorded in the minutes.

### **Article 35. Working Groups and Colleges**

- 35.1 Working Groups may be created by the Board on any issue of interest for the NPA.

- 35.2 The Board decides the framework of every such Working Group, and notably
- its agenda and its scope;
  - its duration;
  - the Member in charge of supervising its work.
- 35.3 Working Group(s) relating to Industry Services and Solutions will collectively constitute the "College 1" of the NPA. Working Group(s) relating to Open Standards Development will collectively constitute the "College 2" of the NPA.
- 35.4 Founding, Full and Associate Members are entitled to participate in any Working Group, in either College. The same applies to Affiliated members, with the exception of Affiliated members that have a commercial activity, which may only participate in College 2.
- 35.5 The functioning rules applicable to the Working Groups and the Colleges (in general or, as the case may be, to a specific Working Group or College) are specified in the Internal Rules.

## **TITLE VI. FINANCE AND ACCOUNTING**

### **Article 36. Funding**

- 36.1 The NPA can be financed, *inter alia*, by the fees paid by Members and Affiliated members, subsidies, grants, donations, gifts, bequests, given both to support the general objectives of the NPA and to support a specific project.
- 36.2 In addition, the NPA may acquire funds in any other way that is not contrary to the law.

### **Article 37. Accounting**

- 37.1 The financial year starts on 1 January and ends on 31 December.
- 37.2 The accounts are kept and filed in accordance with the provisions of Section 3:47 CCA and Royal Decree of 29 April 2019.
- 37.3 The Board shall submit the annual accounts for the preceding financial year to the Annual General Meeting for approval. A draft budget shall be submitted for approval to a General Meeting held not later than the beginning of the financial year to which it relates.

### **Article 38. Audit by a statutory auditor**

- 38.1 As long as the NPA does not fall under the application of Section 3:47, § 6 CCA for the last closed financial year, the NPA is not obliged to appoint a statutory auditor.
- 38.2 Otherwise, the General Meeting must appoint from among the members of the Institute of Auditors an auditor charged with verifying the financial situation, the annual accounts and the regularity of the transactions in the light of the law and the Articles of Association, the transactions to be recorded in the annual accounts. The General Meeting also determines the remuneration of the auditor.

## **TITLE VII. DISSOLUTION-LIQUIDATION**

### **Article 39. Dissolution**

- 39.1 The General Meeting shall be convened to discuss proposals regarding dissolution submitted by the Board or by at least one fifth (1/5) of all Members.
- 39.2 The deliberation and decision on the dissolution shall be taken at an Extraordinary General Meeting and shall respect the quorum (two thirds - 2/3) and majority (four fifths - 4/5) required for a change of object or disinterested purpose. As from the decision to dissolve the association, the association shall always indicate that it is "an association in liquidation" in accordance with Section 2:115, § 1 of the CCA.

#### **Article 40. Liquidation**

- 40.1 In the event that the proposal for dissolution is approved, the General Meeting shall appoint one or more liquidator(s) whose assignment it shall define.
- 40.2 In the event of dissolution and liquidation, the assets of the NPA are to be allocated to another non-profit association with a similar or related purpose.
- 40.3 All decisions concerning the dissolution, the conditions of liquidation, the appointment and termination of office of the liquidators, the closing of the liquidation and the appropriation of the assets shall be filed with the clerk's office and published in the Annexes to the Belgian Official Gazette in accordance with the provisions of Sections 2:7, 2:13 and 2:136 of the CCA and the implementing decrees.

### **TITLE VIII. FINAL PROVISIONS**

#### **Article 41. Language**

- 41.1 These Articles of Association are drawn up in English and French, whereas English is the working language and French is the official language. In case of contradiction between the two versions, the French version shall prevail, albeit that the English version shall nevertheless be used to interpret the French version.
- 41.2 The Board may allow additional languages to be used for information purpose.

#### **Article 42. Applicable law**

- 42.1 For anything that is not provided for in these Articles of Association, the CCA shall apply.

#### **Article 43. Disputes**

- 43.1 Disputes arising between Members as a result of the implementation or of the interpretation of these Articles of Association and their implementing decisions (including, notably, the Internal Rules), are submitted to the Chair (or to a Member designated by the Board, if the Chair is a party to the dispute).
- 43.2 If the parties fail to agree within one (1) month from this submission, the dispute is brought before an external and independent mediator. This mediator is designated jointly by the parties or, should they fail to agree on such designation, by the president of the Enterprise Court of Brussels, at the request of any party.
- 43.3 If the parties fail to agree within six (6) months from the designation of the mediator (or any extended duration that the parties may agree to), the dispute is brought before Brussels courts.

## **PART II. LEGAL PERSONALITY**

1. The non-profit association acquires legal personality on the date that (the extract from) the deed of incorporation and the deeds concerning the appointment of the directors are filed in the file kept at the registry of the competent court.
2. The first financial year shall commence today and shall end on 31 December 2023.

## **PART III. REGISTERED OFFICE**

1. The registered office of the ASBL is located at BluePoint Brussels, Boulevard A. Reyers 80, 1030 Bruxelles.

## **PART IV. APPOINTMENTS**

### **1. Appointment of Directors**

a. The founders appoint the Following Members as Statutory Directors for an indefinite period:

1. THALES DIS FRANCE SA (Gemalto), 6, rue de la Verrerie, 92190 Meudon, France, 562 113 530 RCS Nanterre, registered with Crossroads bank for Enterprises under number 0756.690.466, represented by Youzec François Guillaume KURP, born 15 August 1972, Melbourne (Australia), having as domicile 38 Impasse Bajou, 94230 Cachan (France), registered under the bis national number 714815-409-95.
2. IDEMIA IDENTITY & SECURITY FRANCE (Morpho), Société par actions simplifiée, 2, place Samuel de Champlain, 92400 Courbevoie, 440 305 282 RCS Nanterre, registered with Crossroads bank for Enterprises under number 0816.883.421, represented by Matthew James COLE, born 6 June 1979, United Kingdom, having as domicile 1570 N Colonial Terrace, Arlington, VA 22209 (USA), registered under the bis national number 794606-515-25
3. IMPRIMERIE NATIONALE, Société anonyme, 104 avenue du Président Kennedy, 75016 Paris, France, 352 973 622 RCS Paris, registered with Crossroads bank for Enterprises under number 0784.983.881, represented by Didier TRUTT, born 20 February 1960, Nice (France), having as domicile 85 Boulevard Saint-Michel, 75005 Paris (France), registered under the bis national number 604220-183-92.
4. VERIDOS, Gesellschaft mit beschränkter Haftung, Oranienstrasse 91, 10969 Berlin, République Fédérale d'Allemagne, 155795B, registered with Crossroads bank for Enterprises under number 0784.985.564, represented by represented by Marc-Julian Reinhart SIEWERT, born 15 July 1984, Würzburg (Germany), having as domicile 83700 Oberhof, Kreuth, Hessenbichlweg 6 D (Germany) registered under the bis national number 844715-515-61.

b. The Directors accept their assignment. Their assignment is not remunerated.

c. Until 31 December 2022, the positions within the Board are distributed as follows:

1. Chair: IDEMIA IDENTITY & SECURITY FRANCE (Morpho);
2. Vice-Chair: IMPRIMERIE NATIONALE;
3. Secretary General: Mr Jean-Claude PERRIN (staff member of THALES DIS FRANCE SA (Gemalto));
4. Auditor: VERIDOS.

2. Assignment daily management

The aforementioned Founders, acting in their capacity of Directors, assign, in accordance with article 33 of the articles of association, the daily management to the Chair, IDEMIA IDENTITY & SECURITY FRANCE (Morpho), represented by Matthew James COLE.

3. Appointment of the statutory auditor

In view of estimates made in good faith that the NPA will meet the legal criteria as stipulated in Section 1:28, § 1 CCA for the first financial year, the founders decide not to appoint a statutory auditor.

4. The appointment of the above-mentioned Directors shall only have effect from the time that the non-profit association has acquired legal personality.

<b>PART V. COMMITMENTS ON BEHALF OF THE NON-PROFIT ASSOCIATION IN FORMATION</b>
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1. The founders declare that, pursuant to Section 2:2 of the CCA, the NPA will take over the obligations entered into in the name of and for the account of the NPA in formation as of 1<sup>st</sup> April 2022.
2. This transfer of the commitments will only take effect once the NPA has acquired legal personality.

<b>PART VI. SPECIAL POWER OF ATTORNEY</b>
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The founders grant special power of attorney to Benoit Spitaels and Stan Prenen of impact advocaten, 3001 Leuven, Philipssite 5B, each individually empowered, with the possibility of substitution, in order to ensure the completion of the publication formalities at the Clerks office of the competent Enterprise Court of the legal entity's registered office, also with a view to obtaining legal personality, the publications in the annexes to the Belgian Official Gazette and the registration of the data of the non-profit association in the Crossroads Bank for Enterprises.

Done in \_\_\_\_\_, on 3 May 2022,

In one original copy, executed digitally

TRANSL. OF THE FRENCH ORIG.