

Articles of Association

Luxembourg Private Equity and Venture Capital Association
Association sans but lucratif
Constitution d'une a.s.b.l.

A. NAME - REGISTERED OFFICE - PURPOSE - DURATION

Art. 1. Name. The name of the association shall be Luxembourg Private Equity and Venture Capital Association (hereinafter, the "a.s.b.l." or the "LPEA"). It takes the form of a Luxembourg non-profit association.

The acronym of the a.s.b.l. is "LPEA".

Art. 2. Registered office. The registered office of the LPEA is established in Luxembourg City, Grand Duchy of Luxembourg.

Art. 3. Duration. The LPEA is incorporated for an unlimited duration.

Art. 4. Purpose. The purpose of the LPEA is:

- to promote and defend the interests of investors and professionals principally active in the field of private equity and venture capital. These terms are to be construed in these articles of association in the broadest sense, and (without limitation) are to include private capital in general terms including private debt and infrastructure;
- to foster in general and in particular the role of Luxembourg as an international private equity and venture capital hub;
- to promote networking among its members;
- to assist in the design and provision of training for those active in the private equity and venture capital community in or outside of Luxembourg;
- to represent the interests of the members vis-à-vis third parties in Luxembourg and abroad; and
- to defend the professional interests of its members.

It seeks to achieve these objectives, in particular, by (without limitation):

- ensuring the promotion of the missions of active professionals in the field of private equity and venture capital;
- defending the interests of professionals active in the field of private equity and venture capital with respect to authorities or other professional associations (such as the European Private Equity and Venture Capital association “Invest Europe”), in particular by becoming member of such professional associations and/or by serving in various decision-making and/or consulting bodies, nationally as well as internationally;
- organising seminars and other meetings; and
- developing, at a central level, initiatives related to its purpose.

B. TERMS OF ADMISSION AND RESIGNATION OF MEMBERS

Art. 5. Members. The number of members of the LPEA is unlimited. However, there may not be less than three. The LPEA is composed of:

- Charter Members, who were founding members of the LPEA;
- Full Members, who serve as private equity or venture capital investment managers or institutional investors or other persons or entities investing in private equity and venture capital (including but not limited to pension funds, banks, insurance companies, family offices, sovereign wealth funds and endowments), who in each case are in a position to provide proof of a major activity in the investment in private equity and venture capital or equity funding similar to such capital, intended for the establishment, development and/or transfer of ownership of principally private companies, and whose major objective is to achieve long-term capital gains in order to remunerate the risks incurred;
- Associate Members, who work in or exercise professions related to or exercise ancillary activities in private equity or venture capital (including without limitation “third party ManCos” and those providing advisory, management, structuring, audit, distribution, administration, domiciliation and other services in the field of private equity and/or venture capital); and
- Affiliate Members, who are individual persons with a particular interest in private equity and venture capital.

The members of the LPEA must meet the requirements of professional competence.

To become a member of the LPEA, one must:

- be approved by the board of directors or the Executive Committee (as defined below); and

- formally accept and respect the rules of conduct of LPEA set by the board of directors.

Art. 6. Register of members. The board of directors keeps at the registered office a register of the members containing the name, nationality, address and qualifications of all members and will see to annually file with the register of commerce and companies a list of the LPEA members in accordance with the legal requirements.

Art. 7. Application and Acceptance of membership. The application for membership must be submitted, in writing (including via the online questionnaire on LPEA's website), to the board of directors or the Executive Committee. The application must be accompanied by a recommendation from at least two Charter Members or two Full Members of the LPEA who agree to sponsor the candidate.

The board of directors or the Executive Committee decides on its acceptance during a meeting where half of its members are present or represented and by a simple majority of the members thereby present or represented. In the event of a tied vote, the President has the casting and deciding vote.

The candidate is notified in writing of the decision of acceptance or refusal of membership.

Art. 8. Termination of membership. The membership shall terminate upon the resignation or exclusion of a member.

A member who has not paid the dues owed by him within three months from the time such dues have become due, is deemed to have resigned.

Any member who has compromised the interests of the LPEA or who is guilty of serious breaches of these articles of association, may be excluded from the LPEA.

The exclusion of a member shall only be declared in the situations listed in these articles of association by the general assembly where two-thirds of its members are present or represented and acting by a two-thirds majority vote.

The resigning or excluded member, as well as heirs or assigns of a deceased member, do not have any right to the assets of the LPEA and may recover neither their initial membership fee nor any dues paid by them. They may neither demand nor request a statement or presentation of accounts, nor the affixing of seals, nor an inventory.

C. DUES

Art. 9. Dues. The expenses relating to the management of the LPEA shall be covered by:

(a) Annual dues, the maximum of which for each member shall not exceed ten thousand euros (EUR 10,000);



- (b) Subsidies and grants awarded to the LPEA;
- (c) Sponsorships from existing members;
- (d) Net revenues of the events organized by the LPEA; and
- (e) Training programmes and initiatives.

Dues may be different for different categories of members in accordance with the rules provided in such respect in Article 23.

D. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Art. 10. Board of directors - Composition and Appointment. The board of directors of the LPEA is composed of a minimum of five (5) and a maximum of thirty (30) corporate members, appointed by the general assembly for three (3) years (and, for the avoidance of doubt, there is no restriction as to how many times a corporate member can be reelected as a board member for further three (3) year terms). A majority of the corporate members at least are to be appointed from candidates proposed for appointment by Full Members.

Members of the board of directors, being legal entities, are to be represented by a natural person. Members will ensure that the natural person they propose to the board of directors and/or Executive Committee, or which represent them on the board of directors or Executive Committee, has sufficient time, experience and skills to actively participate in the board of directors and/or Executive Committee, and when members nominate their individual representatives they shall consider the overall composition of the board of directors and the Executive Committee in order to endeavour to ensure that they are diverse, gender balanced and representative of the membership of the LPEA and the private equity and venture capital community in Luxembourg as a whole. Members may be represented by different natural persons at each of the board of directors and Executive Committee.

Natural persons who represent members on the board of directors (“Board Representatives”) may do so for a maximum period of three (3) years. At the end of the three year term they may be re-appointed for one further period of three (3) years. They may, on an exceptional basis, be re-appointed for a third term of three (3) years, with the approval of the general assembly. Thereafter the relevant elected corporate member shall be represented on the board of directors by a different Board Representative. In order to ensure a balanced composition of the board of directors (and the Executive Committee), the initial period of three (3) years may be deemed to start at different times, in accordance with a random procedure to be determined by the Executive Committee.

All Charter Members have a right to attend the meetings of the board of directors as observers.

Art. 11. Vacancies. In the case of vacancy during the course of a term, a provisional director may be named by the board of directors subject to ratification by the general assembly. The provisional director will, in this case, complete the term of the director he replaces. Exiting directors may be re-elected.

Art. 12. Executive Committee - Composition and appointment; Powers and meetings of the Executive Committee. The board of directors shall appoint from among its members an executive committee (the "Executive Committee" or "ExCom"), with no more than twelve (12) members, whose role will be to act as the executive body of the LPEA. ExCom will comprise a President, two Vice Presidents, a Treasurer, a Secretary, the CEO of the LPEA, and such other members as the board of directors may determine. In addition to ExCom's general executive function, which shall comprise supporting the CEO of the LPEA in the design and pursuit of the LPEA's strategy and purpose, as well as the other ExCom functions described in these articles of association, the board of directors may also entrust ExCom and its members with specific tasks. The majority of the ExCom members, including the President and at least one Vice President, shall be chosen amongst natural persons representing Full Members. The CEO of the LPEA does not need to be a representative of a member. For the avoidance of doubt, the rules applicable to the tenure of Board Representatives in the third paragraph of article 10 shall apply *mutatis mutandis* to the natural persons representing members on ExCom (noting that such individuals may be different individuals from the Board Representatives).

In case of absence of the President, his duties are assumed by one of the two Vice Presidents or, in their absence, by the longest-serving of the ExCom members present.

The members of ExCom exercise their function in a collegial manner and a member of ExCom may be represented by another member of ExCom by proxy.

The ExCom shall be convened in writing by or on behalf of the President or the Secretary given at least twenty-four (24) hours prior to the planned date of the meeting. They are required to convene a meeting upon the written request of two (2) members of ExCom; the requesting members of ExCom must indicate the questions they wish to see included in the agenda. The ExCom may only act if a majority of its members is present or represented, the majority of which consists of members proposed for appointment by Full Members. If the quorum is not met at the first meeting, the decisions may be taken at a second meeting, irrespective of the quorum, if it has been indicated in the convocation notices of the second meeting, which may be convened to be held two (2) working days following the first meeting.

Decisions are taken by the majority of the votes expressed, subject to what is otherwise provided for by these articles of association; if there is a tied vote, the President or his replacement has the casting and deciding vote.

In the event of an emergency, as assessed by the President and the Secretary, the President may submit to the ExCom members a proposal for resolution by circular means to be signed by all ExCom members.

Art. 13. Meeting of the board of directors. The board of directors exercise their function in a collegial manner and a member of the board of directors may be represented by another member of the board of directors by proxy.

The board of directors shall be convened in writing by or on behalf of the President or the Secretary given at least twenty-four (24) hours prior to the planned date of the meeting. They are required to convene a meeting upon the written request of two (2) directors; the requesting directors must indicate the questions they wish to see included in the agenda. The board of directors may only act if a majority of the directors is present or represented, the majority of which consists of members proposed for appointment by Full Members. If the quorum is not met at the first meeting, the decisions may be taken at a second meeting, irrespective of the quorum, if it has been indicated in the convocation notices of the second meeting, which may be convened to be held two (2) working days following the first meeting.

Decisions are taken by the majority of the votes expressed, subject to what is otherwise provided for by these articles of association; if there is a tied vote, the President or his replacement has the casting and deciding vote.

In the event of an emergency, as assessed by the President and the Secretary, the President may submit to the directors a proposal for resolution by circular means to be signed by all directors.

All decisions are recorded in minutes signed by two directors and included in a special register.

Art. 14. Powers of the board of directors. The board of directors has the power to perform all acts necessary or useful to achieve the purpose for which the LPEA was established, except for those acts which the law or the present articles of association reserve for the general assembly. The board of directors delegates certain of its powers to ExCom and the CEO pursuant to article 12 and article 15.

Art. 15. Daily management. The daily management of the affairs of the LPEA, as well as the representation of the LPEA, as regards the management, are delegated to ExCom, which in turn delegates the daily management of the LPEA to the CEO.

Art. 16. Representation of the LPEA. Legal actions, as plaintiff or defendant, shall be instituted or supported on behalf of the LPEA by the board of directors upon pursuit and diligence of the President.

Acts which bind the LPEA, are signed by two members of ExCom including the CEO, or by two directors including the President, or by any person(s) to whom such individual or

joint signatory powers are delegated by the board of directors or ExCom. Bank forms may be signed by two members of ExCom including the Treasurer.

Art. 17. Directors' liability. The directors and (for the avoidance of doubt) members of ExCom do not incur any personal liability for the commitments of the LPEA. Their liability is limited to the execution of the mandate they have received and to the negligence committed in their management. The mandates of the directors and members of ExCom are (with the exception of the CEO) unpaid, except that reasonable expenses incurred for the purpose of LPEA business may be reimbursed with the approval of the CEO.

Art. 18. End of directors' mandate. The mandate of any member of the board of directors (and, accordingly, its mandate at the level of ExCom) may be suspended or revoked at any moment by the general assembly. A decision to suspend or revoke a director's mandate must be taken during a meeting of the general assembly where at least half of its members are present or represented and by a two-thirds majority vote of the expressed votes. A suspension shall terminate if no dismissal decision is reached within three (3) months following the suspension. Suspended board members shall not be considered with respect to quorum requirements of a meeting of the board of directors or ExCom.

The term of a member of the board of directors and ExCom ends:

- (a) when the member (or the member he represents) ceases to be part of the LPEA;
- (b) by revocation;
- (c) by resignation;
- (d) by death or incapacity;
- (e) at the end of their mandate, in accordance with articles 10 or 12.

Art. 19. Technical committees. ExCom may establish technical committees and set their mandate and composition.

The Technical Committees have the mission of providing ExCom, upon its explicit request, advice concerning the policy to be followed by the LPEA. Technical committees may also render advice on their own initiative, subject to ExCom approval.

The Technical Committees are coordinated by a coordinator of Technical Committees to be appointed by the CEO or ExCom, and they report to ExCom for the tasks delegated to them by ExCom.

E. FISCAL YEAR AND ACCOUNTS

Art. 20. Fiscal year. The financial year starts on 1 January each year and ends 31 December of the same year.

Art. 21. Annual reports and accounts - Reasons for the board of directors. Each year and at the latest six (6) months after the date of the closing of the financial year, the board of directors shall submit to the general assembly, for approval, the annual accounts and management report of the financial year just ended as well as the budget for the following financial year.

Within the month of their approval by the general assembly, the board of directors shall file the documents with the trade and companies register.

The ordinary general assembly appoints an auditor to audit the accounts of the LPEA and to submit to the ordinary general assembly the annual report. The ordinary general assembly sets the duration of the auditor's term of office and remuneration.

The accounts and management reports must be approved by the general assembly. Approval of the accounts and management reports triggers the discharge of the board of directors for its management for the past year provided that the annual accounts and management reports so state.

F. GENERAL ASSEMBLY

Art. 22. General assembly. All members may attend a general assembly. All Charter Members, Full Members and Associate Members (except Full Members and Associate Members who have paid less than the highest membership fee within each such class of member) shall have one vote.

Members may be represented at a general assembly by another member or by a third party.

General assemblies shall be convened in accordance with Article 24.

Art. 23. Powers of the general assembly. The following powers are reserved to the general assembly:

- (a) modification of the articles of association;
- (b) approval of the internal regulations and the modifications made thereto;
- (c) nomination, suspension, revocation and fixing the number of directors and auditors;
- (d) discharge granted to directors and/or auditors;

- (e) approval of the budgets and annual accounts;
- (f) dissolution of the LPEA;
- (g) exclusion of a member;
- (h) application for the recognition of public utility status;
- (i) fixing the amount of the annual dues; and
- (j) proposals of the board of directors of the LPEA, mentioned in the convening notice of the general assembly.

Art. 24. Convocation. The general assembly is convened by decision of the board of directors or upon the demand of one-tenth of its members who have the right to vote.

All of the members are convened to the general assembly at least two weeks prior to the meeting. These convening notices may be sent by mail, e-mail, fax, be delivered personally or to the member's residence, or by any other means of communication.

The agenda is attached to the convening notice. Any proposal signed by a number of the members equal to at least one-tenth of the members who have the right to vote shall be included in the agenda.

Art. 25. Presidency - Minutes. The general assembly is chaired over by the President or by one of the Vice Presidents, and in their absence by a member designated by mutual agreement of the board of directors from among its members. If no member of the board of directors is present, the general assembly will by itself provide for a Chairperson. Until such designation, the chairmanship of the assembly shall be entrusted to the oldest person by age present at the general assembly.

The Secretary or another person designated for this purpose by the President records all resolutions of the general assemblies in minutes signed by two directors and included in the special register.

A copy of these minutes may be obtained at the registered office of the LPEA.

Minutes are taken during the course of the general assembly by the Secretary of the general meeting and signed as witnessed by the Chairperson, the Secretary and the scrutineer(s) of the said assembly.

Art. 26. Decisions of the general assembly. Resolutions are taken by a majority of votes expressed whatever the number of members of the LPEA represented at such an assembly, except if more stringent provisions are provided by the law or the present articles of association.

Art. 27. Amendment of the articles of association. The general assembly may only validly deliberate on the amendment of the articles of association if the object of the amendments is indicated in the convening notice, and if the assembly meets with a quorum of at least two-thirds of the members who have the right to vote.

An amendment may only be adopted by a majority of two-thirds of the votes expressed.

However, an amendment of the purpose of the LPEA may only be adopted by a majority of three-fourths of the votes expressed, and any amendment to the articles of association which would remove the requirement that at least a majority of the board of directors is appointed from candidates proposed for appointment by Full Members shall, in addition to the two-thirds requirement above, require the approval of a majority of the votes cast by Full Members in the relevant general assembly.

If two-thirds of the members who are entitled to vote are neither present nor represented at the first general assembly, a second meeting must be convened at least two (2) weeks prior the latter in the manner provided for in these articles of association.

This second general assembly may validly deliberate on any amendments to the articles of association, except the purpose of the LPEA, regardless the number of members present or represented, and adopt the amendments with a majority of two-thirds of the votes cast.

If such a second meeting is convened for the amendment of the purpose of the LPEA, such second meeting requires as quorum of one half of the members who have the right to vote and amendments to the purpose of the LPEA are adopted with a majority of three-fourths of the votes cast. If the quorum at such a second meeting does not reach two-thirds of the members who have the right to vote, the decision to amend the purpose is subject to homologation by the Civil Court.

The dissolution of the LPEA and the related measures shall be decided at the quorum and majority conditions provided for the amendments of the articles of association (other than an amendment of the purpose).

In case of dissolution, any net assets of the LPEA following the payment of all liabilities, expenses and costs shall be spent on causes which are related to the pursuit of the purpose of the LPEA and will not be distributed to members.

Art. 28. Rules of procedure. An internal regulation may be submitted by the board of directors to the general assembly for approval. Amendments to such a regulation may be made by the general assembly, acting by a majority vote of those members who have the right to vote who are present or represented.

Art. 29. General provisions. The provisions of the law of 21 April 1928, as amended, cited above are applicable to all situations not otherwise provided for by these articles of association.

