

EUROPEAN FUEL MANUFACTURERS ASSOCIATION STATUTES

Note: The French text is the official version of these Statutes
This English translation is provided for members' convenience

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ARTICLE 1 – Establishment – Name – Registered Office

- 1.1. An international non-profit association under Belgian law named CONCAWE was established in 1963. On January 1st 2013, CONCAWE was expanded, following the contribution by the international non-profit association known as European Petroleum Industry Association or EUROPIA of all its assets and liabilities to CONCAWE.
- 1.2. On June 1st 2014, the association's name CONCAWE was changed to European Petroleum Refiners Association.
- 1.3. The association was incorporated as an international non-profit association under Belgian law and shall operate in conformity with the provisions of the Belgian Code for Companies and Associations of 23 March 2019, as amended from time to time (the "BCCA"), and with any other applicable regulation in force in Belgium.
- 1.4. On July 1st 2022, the name of the association was changed from European Petroleum Refiners Association AISBL to European Fuel Manufacturers Association AISBL (the "Association").
- 1.5. The Association's activities are organized into two divisions, called ConcaWE and FuelsEurope, respectively. Each of these divisions will contribute to achieving the Association's aims by carrying out a portion of the activities set out in ARTICLE 2.
- 1.6. The Association's registered office shall be established in the Brussels Capital Region. It may be transferred to any other location in Belgium by a decision of the Board of Directors published within the applicable legal time limits in the Annexes to the Official Journal "Moniteur belge", it being understood that in case the official language of the Statutes would need to be changed further to the relocation of the registered office such relocation, and the according translation of the Statutes, should be approved by the General Assembly.

ARTICLE 2 – Purposes of the Association – CONCAWE Division – FuelsEurope Division

- 2.1. The Association's activities are of a non-profit nature.

2.2. The purposes of the Association are predominantly of a scientific and representation nature and comprise, but are not limited to:

a) Contributing to the study of environmental, health, safety and testing impacts arising from petroleum refining and production of renewable and low carbon liquid fuels (LCLF), and the marketing, distribution and the use of these products and their components;

b) Giving its views, and contributing to the policy debate, on proposed legislation of the European Union impacting the refining and renewable and LCLF industry, as well as on guidelines, policy papers, memoranda and proposals put forward by the European authorities, public authorities or international organizations, on public matters relating to climate, energy, the energy transition or to scientific and technical research in the energy field, as well as to make proposals of its own on those matters;

c) The promotion of an understanding of the refining, renewable and LCLF industry's contribution to economic, technological, climate, environmental, and social progress among the general public and public authorities.

d) The assistance to its members in the study of environmental, health, safety and testing issues relating to refining, marketing, distribution and use in the manufacture of liquid fuels from an array of raw materials, products and their components, their contribution to the energy transition and the improvement of the understanding of these issues by the industry, authorities, users and other interested parties through:

i) Acquiring pertinent scientific, economic, technical and legal information concerning environmental, health, safety and testing issues;

ii) Bringing this information to the attention of parties interested therein, and promoting contacts and cooperation between them, with a view to the objectives of the Association;

iii) Cooperating with international bodies by providing information which will assist in the development of cost-effective, technically feasible and equitable laws, regulations and guidelines;

iv) Working together with other industry organizations, as appropriate, in the provision of information towards meeting their aims;

v) Participating in scientific development of test methods;

e) Performing all other matters conducive to the purposes of the Association as a whole.

2.3. The Association shall act as a spokesperson for its members in addressing public and private bodies engaged in issues relevant to the Association purposes, subject to the communications guidelines included in the Operating Guidelines as per Article 37.

2.4. The Association may enter into arrangements with other non-profit industry associations, alliances, coalitions, platforms, companies and stakeholders with a view to realizing its aims.

2.5. The activities of the Association shall not in any way affect the position of members as competitive enterprises or prevent members from undertaking individually studies equal or similar to those undertaken by the Association. In addition, membership in the Association does not in any way restrict the freedom of action of individual members. Without limiting the generality of the foregoing, members remain free at all times to make their own contacts with European and other authorities and to express views, publicly or otherwise, independent of those adopted by the Association.

2.6. In the event that the work done by the Association results in patents, inventions, studies and research material or other work results derived from the activities of the Association, they will be made available to all ordinary members, and possibly made available to Start-Up members and non-members at conditions to be determined by the Association.

2.7. The Association may initiate any course of action and take such measures and steps as necessary to promote the achievement of its aims, including the assignment of special tasks and the granting of funds to scientific bodies and research institutes.

2.8. The Association is allowed to conduct economic activities on an unlimited basis subject to the profits of such activities being used to perform said non-profit aims of the Association.

ARTICLE 3 – Duration

The Association is created for an indefinite period.

ARTICLE 4 – Ordinary Members

4.1. Ordinary membership in the Association shall be open to all individuals and entities legally incorporated in accordance with the laws and regulations of their country of origin, owning and operating, within the EU, United Kingdom, Norway or Switzerland (the "Territory"):

- a) petroleum refining capacity; and/or
- b) Large industrial facilities producing finished renewable and LCLF, namely:
 - i. HVO (from all sustainable sources) with minimum production capacity of 100kt/y;
 - ii. Advanced biofuels by gasification and Fischer-Tropsch route, with minimum production capacity of 50kt/y;
 - iii. E-fuels, with minimum production capacity of 50kt/y;
 - iv. Enzymatic ethanol and alcohol-to-fuel, with a minimum production capacity of 50 kt/y.

In accordance with ARTICLE 19, the Board with General Assembly approval may extend the list of finished LCLF technologies which are eligible for ordinary membership.

4.2. Petroleum refining capacity is defined as the ordinary member's rated primary distillation capacity in barrels of crude mineral oil per stream-day [**Kbbl/sd**] within the Territory, including that of affiliated enterprises and its entitlement in joint venture refineries, but excluding processing deals. When a refinery processes fossil feedstocks other than crude oil (e.g. a bitumen refinery), the actual feedstock capacity shall be multiplied by two for the purposes of calculating the crude oil equivalent capacity. This refining capacity shall be consistent with the refining capacity publicly disclosed by each member to the refining sector technical press or the competent authorities.

4.3. Finished LCLF means:

(a) a fuel which substantially responds to the applicable gasoline, diesel, marine, aviation or other fuel specifications, with the possible exemption of additive requirements; or

(b) substantial components which would make more than 50% of the blend of finished fuel oils.

The renewable and LCLF equivalent distillation capacity is defined as the renewable and LCLF production capacity in barrels per stream-day [**Kbbl/sd**] multiplied by a factor 5. The renewable and LCLF production capacity shall be consistent with the nameplate capacity publicly disclosed by each member to the technical press or the competent authorities.

4.4. Ordinary membership includes the REACH licence as described in the Member Company REACH Licence entered into between the ordinary member and the Association. REACH means Regulation (EC) No 1907/2006 on Registration, Evaluation, Authorisation and Restriction of Chemicals.

4.5. Application for ordinary membership shall be sent in written form to the Director General for submission to the Board of Directors and General Assembly. Decisions on admissions shall be taken by the General Assembly in accordance with ARTICLE 17 and will take effect retrospectively from the date requested by the applicant company, or the date on which they are first eligible for membership, whichever is the latter (the "**admission effective date**"). Admission shall not be refused unless the prospective member does not satisfy the membership criteria set out in these Statutes. Any decision to refuse the admission shall be communicated in writing to the applicant company and shall be objectively justified.

ARTICLE 5 – Start-Up Members

5.1. Start-Up membership in the Association shall be open to individuals and entities legally incorporated in accordance with the laws and regulations of their country of origin:

- (a) developing new technologies to produce finished renewable and LCLF at the first stages of their operations; and
- (b) owning and operating within the Territory a small pilot plant (some litres/day) of new renewable finished fuel technology or have started the construction within the Territory of a demonstration plant (20 bbl/d minimum capacity) of such technology.

5.2. Start-Up members shall be entitled to participate in all Association working groups.

5.3. A maximum of two Start-Up members representing the Start-Up membership group may participate, as observers, in the Scientific Committee and Issue Management Committee respectively with no decision-making or voting rights.

5.4. The President may, exceptionally, in his or her discretion, on specific subject matters pertaining to Start-Ups, allow one or two Start-Up members, representing their membership group, to attend a specific Board meeting, with no decision-making or voting rights.

5.5. Start-Up membership does not include the Member Company REACH licence.

5.6 Application for Start-Up membership shall be sent in written form to the Director General for submission to the Board of Directors and the General Assembly. Decisions on admissions shall be taken by the General Assembly in accordance with ARTICLE 17 and will take effect retrospectively from the date requested by the applicant company (the "**admission effective date**"). Admission shall not be refused unless the prospective member does not satisfy the membership criteria set out in these Statutes. Any decision to refuse the admission shall be communicated in writing to the applicant company and shall be objectively justified.

ARTICLE 6 – Changes in Membership Category

6.1. Each company qualifying for admission as an ordinary member or Start-Up member shall, as of the admission effective date, have the status of an ordinary member or Start-Up member as the case may be.

6.2. Companies which joined the Association as a Start-Up member, shall automatically become ordinary members as of the date they qualify for ordinary membership under ARTICLE 4.1. They will acquire ordinary members' rights and obligations as of that date.

6.3. Companies that joined the Association as ordinary or Start-Up members shall cease to be members of the Association from the date on which they no longer meet the membership criteria, depending on the membership category.

ARTICLE 7 – International Groups – Mergers and Acquisitions

7.1. Companies belonging to an international group shall be regarded as a single entity for membership. If two or more members merge or if a member acquires sole control of another member, the absorbed/acquired member shall cease to be a member of the Association on the date on which the merger or acquisition is completed. The petroleum refining capacity and the LCLF equivalent distillation capacity of the absorbed/acquired member shall be added to the capacities of the acquiring member on the date on which the merger or acquisition is completed.

7.2. The merger or acquisition shall be deemed to have been completed for the purposes of these Statutes when the transfer of control bringing about the merger or acquisition has been completed under the terms of the agreements between the parties concerned.

ARTICLE 8 – Withdrawal

8.1. Any member, whether ordinary or Start-Up, shall be free to withdraw from the Association by giving notice of withdrawal by registered letter to the Association's President, with a copy of the letter sent to the Association's Director General.

8.2. If the member gives notice of withdrawal at least three months prior to the end of the financial year, the withdrawal shall be effective at the end of that financial year. If the member gives notice of withdrawal less than three months prior to the end of the financial year, the withdrawal shall be effective at the end of the following financial year. The members' rights and obligations shall remain unchanged until then, including the obligation to pay dues in accordance with ARTICLE 10.4.

8.3. Notwithstanding the provisions of ARTICLE 8.2 regarding members' rights and obligations, a member who has given notice of withdrawal may request that, with immediate effect, the Association is no longer able to represent the withdrawing member.

ARTICLE 9 – Expulsion and Suspension of Membership – Automatic Termination

9.1. Any member failing to abide by these Statutes may be expelled by decision of the General Assembly on recommendation of the Board of Directors. The member concerned shall in any case have the right to present its case beforehand.

9.2. Any member who has not paid the full amount of its dues within one (1) month after the due date thereof shall be put on notice by the Treasurer with copy of the notice to the Board of Directors.

9.3. The Board of Directors shall give the member in default an opportunity to be heard concerning the circumstances causing the default and shall determine whether or not the member in default shall be suspended.

9.4. A suspended member shall not be entitled to vote, to attend meetings of the Association, or otherwise to participate in the activities of the Association. The membership of a suspended member shall be automatically terminated if the full amount of the dues of such member has not been paid within six (6) months after the due date. Upon termination, such member shall be required to pay for any REACH services as a non-member from the date of suspension.

9.5. A member whose membership has been terminated for non-payment shall be reinstated upon full payment of all dues for the year in which reinstatement is sought and of all dues which were outstanding at the time the membership was terminated.

9.6. The termination of the corporate entity of a member for any reason, or through bankruptcy, results automatically in the termination of its membership, without prejudice to the payment of dues as per ARTICLE 10.4.

ARTICLE 10 – Provisions for Members leaving the Association

10.1. Members' rights arising from these Statutes shall automatically lapse upon the effective date of termination of the membership.

10.2. The outgoing member shall neither be entitled to any of the Association's property, nor can it demand a statement of account, the affixing of seals, or an inventory, or any reimbursement of the paid contributions and/or entrance fee.

10.3. A member that ceases to be part of the Association shall have no claim over the Association's funds.

10.4. A member that ceases to be part of the Association shall be obliged to fulfill its outstanding financial obligations vis-à-vis the Association for the current and all previous financial years. Where a member ceases to be part of the Association for any reason less than three months prior to the end of the current financial year, that member remains liable for all dues for the next following financial year.

ARTICLE 11 – List of Members

The list of members of the Association at the date of these Statutes, divided by the Groups mentioned at ARTICLE 18 and Start-Ups shall be maintained and updated by the Director General. The Director General shall update the list of members as needed and distribute the updated list to all members.

ARTICLE 12 – Advocacy Alliances and Coalitions and Research and Scientific collaborations

12.1. In accordance with ARTICLE 2.4, the Association may enter into advocacy alliances, coalitions and research and scientific collaborations with different entities. These arrangements shall be established with the approval of the Issue Management Committee or Scientific Committee as the case may be and do not give rise to membership of the Association.

12.2. Further details regarding these advocacy alliances and coalitions and collaborations shall be laid down in the Operating Guidelines of the Association.

ARTICLE 13 – Composition of the General Assembly

13.1. The General Assembly shall be comprised of all ordinary members of the Association. Each ordinary member shall be represented by a representative of its choice.

13.2. Representatives shall establish that they are vested with the necessary powers to represent and bind the member they represent, and to sign on its behalf any document required to be signed in relation to the meeting for which the powers are conferred, by submitting a written power of attorney to the Director General of the Association prior to that meeting. The Association is not responsible for verifying the validity of such power but may rely on its face value.

ARTICLE 14 – Powers of the General Assembly

14.1. The General Assembly is the general decision-making body ("*assemblée générale*") of the Association in the meaning of the BCCA.

14.2. The General Assembly shall be vested with all powers necessary to achieve the aims of the Association, and without limiting the generality of the foregoing, the General Assembly shall take decisions concerning:

- The admission of new members and exclusion of members on recommendation by the Board of Directors;
- The appointment or dismissal of members of the Board of Directors and their alternates on recommendation by the Board of Directors;
- The appointment or dismissal, on recommendation by the Board of Directors, of the Association's President;

- The appointment or dismissal, on recommendation of the Board of Directors, of the Association's Vice-President;
- The appointment or dismissal of the Association's Director General on recommendation by the Board of Directors;
- The appointment or dismissal of the Association's Treasurer on recommendation by the Board of Directors;
- The appointment or dismissal of the Association's Auditors on recommendation by the Board of Directors;
- The approval of the accounts for the past financial year, the revised budget for the current financial year and the budget for the following financial year;
- The approval of dues and fees payable by members;
- The approval of Groups definition as per ARTICLE 18.1.
- Any amendment to these Statutes;
- The approval of the Association's annual plan of activities for the forthcoming year, on the recommendation by the Board of Directors;
- The approval of the Board of Directors' annual report;
- The date and place of the next meeting;
- The voluntary dissolution of the Association.

ARTICLE 15 – Meetings of the General Assembly

15.1. An ordinary meeting of the General Assembly shall be held at least once a year.

15.2. The Association's President shall convene extraordinary meetings of the General Assembly on recommendation by the Board of Directors or if at least one fifth of the ordinary members so requests.

15.3. Notice of meetings of the General Assembly shall be served in writing by the Association's Director General two weeks prior to the scheduled date of the meeting, except as otherwise provided in these Statutes or in case of particular urgency, which shall be explained in the notice.

15.4. The notice shall specify the date and place of the meeting.

15.5. Meetings of the General Assembly shall be chaired by the Association's President or, in his absence, by the Vice-President.

15.6. Except in cases where this is not permitted by the applicable laws, the Director General of the Association may decide to organise a virtual meeting of the General Assembly (taking place by virtual meeting only) to which the ordinary members should participate by way of

an electronic means of communication made available by the Association. Such electronic means of communication must allow (i) the Association to verify the capacity and identity of the ordinary members, and (ii) the ordinary members to directly, simultaneously and continuously take part to the discussions during the meeting and exercise its voting right on all points on which the meeting must decide.

ARTICLE 16 – Voting by the General Assembly

16.1. The General Assembly can only validly deliberate when a quorum of at least one half of the ordinary members is either in attendance or duly represented.

16.2. Each ordinary member shall have one vote. The Association's President shall not have voting rights.

16.3. A member who cannot send a representative may vote by proxy. The absent member may appoint the representative of another ordinary member to attend and vote in its place. A representative may not, however, act as proxy for more than four ordinary members. Proxies shall be submitted in writing to the Association's Director General prior to the meeting for which they are conferred.

ARTICLE 17 – Decisions by the General Assembly

17.1. Except as otherwise provided for in these Statutes, decisions of the General Assembly shall be carried by a two thirds majority of the votes of the ordinary members present or represented.

17.2. No decision may be taken on any item that is not identified for decision on the agenda accompanying the notice of meeting, save for an item included by a unanimous resolution of the ordinary members present or represented by proxy.

17.3. Under exceptional circumstances, a written consultation of all members may take place when the decision to be made does not justify an extraordinary meeting of the General Assembly, but cannot be postponed until the next ordinary meeting. Any such written consultation shall be organized by the Association's Director General on recommendation by the President and the Board of Directors.

17.4. Except in an emergency, the time allowed for voting shall be 10 working days after receipt of the consultation documents. Upon expiration of such period, the provisions of ARTICLE 16.1. regarding quorum and ARTICLE 17.1. regarding majority shall apply to such written votes. The power of attorney for the representative sending its vote shall be transmitted to the Association's Director

General before the expiration of the 10 day period. Consultation documents and votes relating thereto, as well as powers of attorney, may be transmitted by ordinary post, courier, fax or electronic mail.

17.5. All decisions taken in accordance with the written procedure shall be noted in the minutes of the subsequent meeting of the General Assembly.

17.6. The resolutions of the General Assembly are recorded and kept in accordance with ARTICLE 34.

ARTICLE 18 – Members’ Groups

18.1. For the purposes of these Statutes, the ordinary members of the Association shall be divided in three Groups, based on an allocation of Contribution Points representative of their financial contribution. Contribution Points are the sum of an ordinary member’s Distillation Points and REACH Points:

- (a) Distillation Points: 1 distillation point per thousand barrels per day of atmospheric distillation and equivalent distillation capacities of the ordinary member; and
- (b) REACH Points: the total number of REACH points is obtained by the multiplication of the total number of distillation points by the ratio of the net REACH costs to the Association costs as defined in ARTICLE 31.2 (b). The REACH Points will be allocated between ordinary members on the same basis as the REACH costs (i.e. 60 – 40%) as per ARTICLE 31.2 (c).

The Groups are as follows:

- a) Group 1 shall be made of ordinary members, as defined in ARTICLE 4., with 850 or more Contribution Points.
- b) Group 2 shall be made of ordinary members as defined in ARTICLE 4, with between 350 and 849 Contribution Points.
- c) Group 3 shall be comprised of all ordinary Members not belonging to Group 1 or to Group 2.

18.2. The Group definitions referred to in ARTICLE 18.1 may be reviewed by the Board of Directors. The Board of Directors shall submit its recommended changes if any to the General Assembly for approval.

18.3. By September 30th of each year and upon request by the Director General or his designee, ordinary members shall declare their petroleum refining capacity and/or renewable and LCLF production capacity, as defined in ARTICLE 4.2 and ARTICLE 4.3, as of July 1st of the same year. The capacity so declared will be used for the purposes of these Statutes until the declaration for the next following year is submitted.

By September 30th of each year and upon request by the Director General or his designee, ordinary members shall declare their number of substances which have an active registration in EU REACH and are part of substances managed by the Concawe SIEF coordination as of July 1st of the same year. The number of substances so declared will be used for the purposes of these Statutes until the declaration for the next following year is submitted.

18.4. New ordinary members shall declare their petroleum refining capacity and/or actual renewable and LCLF production capacity, as defined in ARTICLE 4.2 and ARTICLE 4.3, as well as their number of substances which have an active registration in EU REACH and are part of substances managed by the Concawe SIEF coordination, as of the membership effective date. The capacities and number of substances so declared will be used for the purposes of these Statutes until the annual declaration as per ARTICLE 18.3. is submitted.

ARTICLE 19 – Board of Directors – Powers

19.1. The Board of Directors is the management body ("conseil d'administration") of the Association in the meaning of the BCCA.

The Board of Directors shall be chaired by the Association's President or, in his/her absence, by the Vice-President.

19.2. The Board of Directors shall be vested with all the powers necessary for the management and administration of the Association, including the development and implementation of the Association's strategies and policies, in line with guidance possibly received from the General Assembly.

19.3. It shall have authority over all matters not explicitly reserved to the General Assembly by law or under the terms of these Statutes.

19.4. The Board of Directors may confer special powers to one or more persons to allow them to undertake specific assignments as regards the management or representation of the Association. It may also withdraw such special powers.

19.5. Without limiting the generality of the foregoing, the Board of Directors responsibilities shall include:

- Establishing the Association's general policy guidelines, strategies and action plans;
- Establishing the annual plan of activities of the CONCAWE division and of the FuelsEurope division for approval by the General Assembly;
- Appointment of the three Directors intended to serve in the Executive Committee;
- Review of criteria for Group membership as per ARTICLE 18.2. for subsequent approval by the General Assembly;
- Recommendation to the General Assembly concerning the appointment of the President and of the Vice President;
- Recommendation to the General Assembly concerning the appointment of the Director General;
- Appointment of the FuelsEurope Director of the FuelsEurope division and of the CONCAWE Director of the CONCAWE division;
- Approval of the Operating Guidelines of the Association and any change thereto as per ARTICLE 37;
- Submitting an annual report to the General Assembly;
- Approval of the proposed annual budgets of the Association, made inter alia of the annual research budget, including project work, of the CONCAWE division and of the annual issue management budget of the FuelsEurope division, all of the above for final approval by the General Assembly;
- Supervision of the implementation of the budget;
- Recommendations to the General Assembly concerning the dismissal of any Director or alternate Director.
- approval of any commercial activity to be conducted by the Association.
- extension of the list of renewable and LCLF technologies when a significant stage of industrial development has been reached and revise the production capacity thresholds that qualify for Association membership as per ARTICLE 4.1, for subsequent approval by the General Assembly.
- revise the multiplier factor for LCLF production capacity every 5 years, for subsequent approval by the General Assembly.

ARTICLE 20 – Board of Directors Appointment – Composition

20.1. The Board of Directors shall be appointed by the General Assembly and made of Directors nominated as per ARTICLE 20.2 and of the President, nominated as per ARTICLE 22.

20.2. For the purposes of appointing Directors to the Board of Directors, each ordinary member of Group 1 shall nominate one Director. Ordinary Members belonging to Group 2 shall nominate 5 Directors and Group 3 shall nominate three Directors. No member shall hold more than one directorship.

20.3. In the event that either Group 2 or Group 3 has less than 5 or 3 members, respectively, each member company in such a group shall nominate a Director. In total the Board must comprise a minimum of 9 directors, with at least one Director from each Group.

20.4. For each Director a maximum of two alternates may be appointed. Appointment of Directors and their alternates shall be by approval of the General Assembly as per ARTICLES 14, 16 and 17.

20.5. Only representatives of members that have been an ordinary member for at least twenty four months at the date of appointment as Director shall be eligible for directorship.

20.6. Any decision to remove a Director shall be taken by the General Assembly as per ARTICLES 14, 16 and 17.

20.7. Directors shall remain in office, unless removed by the General Assembly, until their successors are appointed.

20.8. Directorships shall be unremunerated. The term of office shall be two years. Directors and Alternate Directors may be re-appointed.

20.9. The term of office of a Director shall commence from the conclusion of the General Assembly at which he/she is appointed and shall end at the conclusion of the annual General Assembly held two years later.

20.10. In the event of a vacancy for the post of principal or alternate Director arising during the normal term of office, the Board of Directors, on the proposal of the member that nominated the outgoing Director, shall proceed to appoint a replacement to hold office until completion of the interrupted term, and shall submit its decision for approval by the General Assembly at its next meeting.

20.11. In the event that an ordinary member has not nominated an alternate or a second alternate Director, and then decides, during the normal term of office of the principal Director, that it would like to nominate such an alternate, the Board of Directors, on the proposal of the member wishing to nominate such an alternate, shall appoint such an alternate to hold office until completion of the current term of the principal Director. The Board of Directors shall submit its decision for approval by the General Assembly at its next meeting.

20.12 In the event that a replacement Director or alternate is appointed as per ARTICLE 20.10 or ARTICLE 20.11 above he/she can perform all functions required under these Statutes before the appointment is ratified by the next meeting of the General Assembly.

ARTICLE 21 – Board of Directors – Meetings – Voting

21.1. Meetings of the Board of Directors shall be convened at regular intervals by the Association's Director General or at the request of the Association's President or at least one quarter of the Directors. Meetings of the Board of Directors may be organised by physical meetings, by phone or videoconference or by any other type of conference permitting an interactive discussion.

21.2. Save in an emergency, notice of meetings shall be served at least two weeks prior to the scheduled date of the meeting.

21.3. No decision may be taken on an item that is not identified for decision on the agenda accompanying the notice of meeting, save for an item included by a unanimous resolution of the Directors present or represented by proxy.

21.4. Proceedings of the Board of Directors shall be validly held when at least 64% of the Directors are present or represented. Any Director may be represented by one of his alternates or by another Director who may not, however, hold more than two proxies.

21.5. Each Director shall have one vote. Unless otherwise provided for in these Statutes, the Association's President shall not be taken into account to establish a quorum or a majority in the Board of Directors.

21.6. Except as otherwise provided for in these Statutes, decisions by the Board of Directors shall be carried by the simple majority of the votes of the Directors present or represented by proxy, provided, however, that no decision may be taken if it is rejected by the vote of any number of Directors whose member companies have a combined refining capacity of at least 30% of the total.

21.7. In the absence of a Director, the alternate shall have all the rights and powers vested in such Director. The alternate Director does not have to carry a proxy of the Director he replaces.

21.8. A written consultation of all Directors may take place when the decision to be made does not justify a special meeting of the Board of Directors, but cannot be postponed to a subsequent meeting. Any such written consultation shall be organized by the Association's Director General.

21.9. Except in an emergency, the time allowed for voting shall be 10 working days after receipt of the consultation documents. Upon expiration of such period, the provisions of ARTICLE 21.4. regarding quorum and ARTICLE 21.6. regarding majority shall apply to such written votes. The power of attorney for the representative sending its vote shall be transmitted to the Association's Director General before the expiration of the 10 day period. All decisions taken in accordance with this procedure shall be noted in the minutes of the following meeting of the Board of Directors.

21.10. The resolutions of the Board of Directors are recorded and kept in accordance with ARTICLE 34.

ARTICLE 22 – President – Vice President – Nomination and Appointment

22.1. The President and the Vice President shall be nominated in accordance with the process described below, recommended to the General Assembly by the Board of Directors and appointed by the General Assembly. The Vice President must be a principal Director of the Association.

22.2. The Board of Directors shall recommend the President and the Vice President with a two thirds majority of the votes of the directors present or represented by proxy with the exception of the President. If a candidate fails to obtain such majority of the votes of the Board of Directors, there shall be a second vote of the Board of Directors in which the current President shall be allowed to vote.

22.3. The General Assembly shall appoint the President and the Vice President as per ARTICLES 14, 16 & 17. The President and the Vice President shall be appointed for a term of two years and may be re-appointed once.

22.4. The Executive Committee shall consult the members of the Association in order to collect the potential applications for the positions of President and Vice President of the Association. Following its consultations, the Executive Committee shall submit to the Board for approval one candidate for each of the vacant positions to be filled. If all nominations are approved by the Board, the Board shall propose the candidates for appointment by the General Assembly. In case the Board cannot reach the required majority, the Executive Committee shall again consult the members of the Association in order to collect new potential applications for the position of President and Vice President of the Association.

22.5. If there is no candidate for the office of President, or the candidate has not received the required majority of votes specified in ARTICLE 22.3. above, the Director General shall notify the members on the General Assembly that it is their duty at the forthcoming annual meeting of the

General Assembly to appoint by resolution a suitable person to fill the vacant office of President. The resolution shall be taken by a simple majority vote of the members present or represented.

22.6. If there is no candidate for the office of Vice President, or the candidate has not received the required majority of votes specified in ARTICLE 22.3. above, the Director General shall notify the members on the General Assembly that it is their duty at the forthcoming annual meeting of the General Assembly to appoint by resolution, from amongst the Directors of the Association, a suitable person to fill the vacant office of Vice President. The resolution shall be taken by simple majority of the votes of the members represented.

22.7. If at any time the Vice President is unable to complete the term of office, then the members of the Group to which the leaving Vice President belongs, shall propose the appointment of a new Vice President, whom the Board of Directors shall appoint. The Board of Directors shall appoint a new Vice President for the remainder of the term, and the General Assembly shall ratify the appointment at its next meeting.

22.8. If at any time the President is unable to complete the term of office, the Vice President shall assume the presidency for the remainder of the term. The Board of Directors shall appoint a new Vice President for the remainder of the term. The General Assembly shall ratify the appointment at its next meeting.

22.9. The term of office of the President and of the Vice President shall commence from the conclusion of the annual General Assembly at which he/she is appointed and shall end at the conclusion of the General Assembly held two years later.

22.10. During his/her term of office, the President may not hold a post of principal or alternate Director on the Association's Board of Directors.

22.11. The General Assembly shall be competent to dismiss the President and the Vice President on the recommendation of the Board of Directors.

ARTICLE 23 – President and Vice President – Duties

23.1. The President shall be the legal representative of the Association and provide advice to the Association and to the members of its Board of Directors on all matters of concern to it. The President shall act as arbiter to reconcile any differences which may occur between members of the Board of Directors on significant issues.

23.2. The President shall preside over meetings of the General Assembly and the Board of Directors. The President may, in his or her discretion, exceptionally, allow one or two Start-Up members, representing their membership group, to attend a specific Board meeting where specific topics

pertaining to Start-Ups will be addressed, with no decision-making or voting rights. The President shall be responsible for ensuring the smooth running of the Association. The President may exercise some of the high-level public relations or political contacts of the Association jointly with the Director General, as directed by the Board of Directors.

23.3. The Vice President will replace the President in his/her absence and will assist the President in discharging his/her duties. The President may delegate certain activities to the Vice President after consultation with the Board of Directors.

ARTICLE 24 – Executive Committee

24.1. An Executive Committee is created within the Board. Except as provided for under ARTICLE 24.2. the Executive Committee shall be composed of the President, the Vice President and two Directors, each representing each of the two Groups to which the Vice President does not belong. The President and the Vice President are ex officio members of the Executive Committee.

24.2. The Board has authority to increase the number of Board members serving in the Executive Committee. The Board resolution to this effect will indicate the expected duration of their appointment and the Group(s) out of which the additional member(s) should be selected.

24.3 The Directors intended to become members of the Executive Committee as per ARTICLES 24.1 or 24.2 will be nominated and appointed by the Board of Directors. The President will consult with the members as appropriate to identify candidates from each of the three Groups.

24.4. The Executive Committee has an advisory role to the Board and to the Director General. The Board of Directors may delegate specific issues or decisions to the Executive Committee. The Executive Committee is also in charge of the consultation procedure in view of the appointment of an applicant for the function of President and Vice President of the Association, in accordance with ARTICLE 22.4.

24.5. The Executive Committee shall meet as often as necessary and meetings will be called by the President. The Executive Committee shall operate by consensus of the members present at the meeting. The President shall chair the meetings. The Director General of the Association shall attend the meetings, without being a member. He or she shall assist the President in preparing the meetings and shall provide timely and appropriate assistance and information to the President as well as to the other Committee members.

24.6. Except as otherwise decided by the Board as per ARTICLE 24.2, the Directors serving in the Executive Committee shall be appointed for a period of 2 years. If their office of Director, President or Vice President expires before the end of the two years period, they will cease to be a member of the Executive Committee as of the date they cease to be a Director, President or Vice President, as the case might be.

ARTICLE 25 – The Director General

25.1. Duties and Responsibilities

The Director General ensures the effective daily administration of the Association. His or her duties will include, but not be limited to, leadership and management of the Association, preparing and managing the approved budgets, ensuring consistency among the activities of the two divisions, engagement with senior policy makers and other stakeholders, effective coordination with the National Fuel Industry Associations and the supervisory responsibility for all the Secretariat staff. A detailed description of the roles and responsibilities of the Director General are contained in the Operating Guidelines of the Association. The Director General is accountable to the Board of Directors.

The Director General can within the frame of the daily administration receive any letters, telegrams, packages and registered mail, insured or not, from the post, customs or railway administration; receive all postal orders, bank drafts or money orders; enter into and execute any instruments, contracts and agreements; receive and accept all amounts and values, open any accounts with banks and post office administration, execute any operations on the said accounts, and especially any withdrawals of monies by means of cheques, transfer orders or any other payment orders, pay all the amounts due by the Association, rent any safes. The Director General's competence for executing payments can, however, be limited by the Board of Directors.

The Director General can hire and dismiss personnel, and determine their tasks and remunerations.

The Director General, or the President in the absence of the former, is empowered, provisionally or definitely, to accept donations made to the Association and to fulfill any necessary formalities for obtaining such donations.

The Board of Directors may grant a Power of Attorney to the Director General to perform specific powers that are not considered to be daily management. Within the limits of this Power of Attorney,

the Director General shall be empowered to commit the Association to the amounts indicated in the approved budgets.

The Director General's contract shall contain appropriate secrecy provisions.

The Director General will be assisted in the secretariat by the FuelsEurope Director and the Concawe Director respectively who are responsible for the effective management of the day to day activities of the two divisions of the Association. Their responsibilities will be in line with the expectations and demands set by the Board of Directors, under the overview of the Issue Management Committee and the Scientific Committee respectively. A detailed description of the roles and responsibilities of the FuelsEurope Director and Concawe Director are contained in the Operating Guidelines of the Association.

25.2. Selection, nomination and appointment process

The nomination, selection and appointment process for the Director General, FuelsEurope Director and Concawe Director will be in accordance with these Statutes and the Operating Guidelines of the Association.

25.3. Term of office

The term of office of the Director General shall commence from the conclusion of the General Assembly at which he or she is appointed and shall end at the conclusion of the General Assembly held three years later. The term may be extended on the recommendation of the Board of Directors and with the approval of the General Assembly, pursuant to the procedures set out in ARTICLES 16.

ARTICLE 26 – Representation of the Association and Exercise of Authority

26.1. All instruments (both in dealings with third parties and in legal proceedings) binding the Association with regard to third parties, other than with respect to the matters where the Association is represented by the Director General, shall be signed by the President or by the Vice President[, who shall not be required to justify their powers in respect of third parties.

26.2. The Association may also be bound in such matters by holders of special powers of attorney.

ARTICLE 27 – Standing Committees

The Association shall have two standing committees:

- The Scientific Committee
- The Issue Management Committee

They will operate in accordance with the Operating Guidelines of the Association.

ARTICLE 28 – Working Parties and Committees

28.1. Basic guidance and principles governing the setting up of working parties and Committees are contained in the Operating Guidelines.

ARTICLE 29 – Treasurer

29.1. The General Assembly, on the recommendation of the Board of Directors, shall appoint a Treasurer from among the Board of Directors or outside it. If the Treasurer is appointed among the members of the Board, he/she has voting rights in the capacity of Director.

29.2. The Treasurer shall be appointed for a term of two years and may be re-appointed.

29.3. The responsibilities of the Treasurer shall include, but shall not be limited to, assisting the Director General in the preparation of the annual accounts and budget as stipulated elsewhere in these Statutes.

ARTICLE 30 – Budget

30.1. The annual budget for the following financial year and the revised budget for the current financial year shall be prepared by the Director General, assisted by the Concawe Director and by the FuelsEurope Director, in conjunction with the Treasurer. The budget will be submitted for endorsement to the Board of Directors and to the General Assembly for approval.

30.2. The annual budget shall include a contingency.

ARTICLE 31 – Annual Dues

31.1. Ordinary members and Start-Up members of the Association will fund the Association's Budget by means of dues approved annually by the General Assembly on the recommendation of the Board of Directors.

31.2. Annual Dues payable by ordinary members are:

(a) Annual fixed fee depending on the Group to which they belong, as follows:

Ordinary members of Group 1: 45,000 €/yr.

Ordinary members of Group 2: 30,000 €/yr.

Ordinary members of Group 3: 15,000 €/yr.

(b) In addition, each ordinary member shall pay a variable fee representing its share of contribution to the Association's cost as validated in the annual budget excluding REACH costs

- For ordinary members owning and operating crude oil refineries this share shall be calculated in proportion to the ordinary member's petroleum refining capacity (as defined in ARTICLE 4.2) as at 1st July of the year preceding the year for which the contribution is destined, divided by the total petroleum refining, renewable and LCLF capacity of all ordinary members, at the same date. When a refinery processes fossil feedstocks other than crude oil (e.g. a bitumen refinery), the actual feedstock capacity shall be multiplied by two for the purposes of calculating the crude oil equivalent capacity.
- For ordinary members owning and operating large industrial facilities producing finished renewable and LCLF, this share shall be calculated in proportion to the ordinary member's LCLF "equivalent distillation capacity", i.e. their nameplate fuel production capacity, multiplied by a factor 5, as at 1st July of the year preceding the year for which the contribution is destined, divided by the total petroleum refining and renewable and LCLF capacity of all ordinary members, at the same date.
- The membership fee for members owning and operating both crude oil refineries and LCLF shall be based on the sum of their nameplate crude distillation capacity and their "equivalent distillation capacity" of their facilities producing finished renewable and LCLF.

$$MCCMFi = \frac{ARC \times (DCi + EDCi)}{\sum_{i=1}^n (DCi + EDCi)}$$

Where MCCMFi: Member Company i Core Membership annual fee
 ARC: Association Running Cost, after deduction of Members fixed fees
 DCi: Atmospheric distillation capacity of Member Company i
 EDCi: Equivalent distillation capacity Member Company i
 n: Number of Association Core Members

(c) In addition, each ordinary member shall pay a REACH Compliance Fee related to the annual budgeted REACH compliance cost. The REACH compliance cost to be shared between ordinary members is the annual budgeted REACH compliance cost after deduction of the non-member REACH registrants contribution to REACH cost sharing in accordance with the REACH Regulation (EC) No 1907/2006 (budgeted REACH Revenues). The REACH Compliance Fee shall be shared between ordinary members:

- for 60%, based on each ordinary member's percentage of crude oil distillation capacity and equivalent distillation capacity (for large industrial facilities producing finished renewable and LCLF) within the Territory.
- (d) for 40%, based on the percentage of substances registered by each ordinary member compared to the sum of the substances registered by each ordinary member.

$$MCRCCi = 0.6 \times \frac{RCC \times (DCi + EDCi)}{\sum_{i=1}^n (DCi + EDCi)} + 0.4 \times \frac{RCC \times Ri}{\sum_{i=1}^n Ri}$$

Where MCRCCi: Member Company Reach Compliance cost
 RCC: Reach Annual Compliance cost, after deduction of non-members revenue
 Ri: Number of substances registered by Member Company i
 n: Number of Association ordinary Members

31.3. Start-Up members shall pay a lump sum annual contribution of 25,000 €.

31.4. The fees under ARTICLE 31.2. (a) and 31.3. may be revised every 3 years by the General Assembly, based on a proposal by the Board of Directors.

31.5. The dues payable by new ordinary members and new Start up members starting their membership after the beginning of the fiscal year shall be equal to a full month pro-rata basis of dues payable by ordinary or associate members for the same year.

ARTICLE 32 – Entrance Fee and Contribution by New Ordinary Members

A new ordinary member shall pay an entrance fee composed of 2 distinct contributions:

32.1. A contribution to the Association reserves: this part of the entrance fee shall be equal to the capital reserve of the Association as at 31st December of the year preceding the year in which the ordinary membership becomes effective, multiplied by the new ordinary member's petroleum refining and/ or renewable and LCLF capacity as at the date when the ordinary membership becomes effective, divided by the sum of the petroleum refining and renewable and LCLF capacities of all other ordinary members, as at 1st July of the year preceding the year in which the membership becomes effective.

32.2. A contribution to the Association research costs: this part of the entrance fee shall be equal to the cumulated research costs incurred by the existing members and the Association on eligible research projects as at 31st December of the year preceding the year in which the ordinary membership becomes effective, multiplied by the new ordinary member's petroleum refining and/or renewable and LCLF capacity as at the date when the ordinary membership becomes effective, divided by the sum of the petroleum refining and renewable and LCLF capacities of all other ordinary members, as at 1st July of the year preceding the year in which the membership becomes effective.

The list of eligible research projects for the purpose of calculating the second part of the entrance fee is established by the Director General and approved by the General Assembly as required.

Start-Up members will not have to pay an entrance fee and contribution to the Association research costs.

32.3 If a new member acquires refining capacity and/or equivalent distillation renewable and LCLF production capacity from a previous member company and if their membership is considered continuous with that of the previous member, the General Assembly may agree to waive the requirement of the new member to pay any additional joining fees as described under this Article.

ARTICLE 33 – Accounts

33.1. The Association’s financial year shall extend from 1 January to 31 December of each year.

33.2. Upon the expiry of each financial year, the Director General, in conjunction with the Treasurer, shall prepare the accounts for the past financial year to be endorsed by the Board of Directors and to be submitted to the General Assembly for approval.

33.3. Accounts for the past financial year shall be audited by the Auditors appointed by the General Assembly.

33.4. Approval of the accounts by the General Assembly shall be tantamount to release of the Directors.

ARTICLE 34 – Record Keeping

34.1. The General Assembly shall ask the Director General to prepare its meetings and appoint a Secretary responsible for drafting the minutes of those meetings.

34.2. Minutes of the meetings of the General Assembly shall be signed by the President.

34.3. The Board of Directors shall ask the Director General to prepare its meetings and appoint a Secretary responsible for drafting the minutes of those meetings.

34.4. Minutes of the meetings of the Board of Directors shall be signed by the President. Any other document adopted by the Board of Directors, such as special reports, shall be signed by the President.

34.5. Minutes of the meetings and other documents of the General Assembly, of the Board of Directors and of any body or committee established by these Statutes, may be drawn up in English, in French, or both languages, unless they have to be filed or recorded with an administration or court, in which case they must at least be drawn up in French.

34.6. Copies of minutes of meetings of the Board of Directors and meetings of the General Assembly shall be kept at the Association’s Secretariat at the registered office, at the disposal of ordinary members of the Association. Minutes shall be kept for at least ten years, in paper or electronic form.

34.7. Official copies or extracts of such minutes shall be signed by the Director General.

ARTICLE 35 – Amendments to the Statutes

35.1. Notice of any meeting of the General Assembly called to amend these Statutes shall be served in writing by the Association’s Director General at least one month prior to the scheduled date of the meeting.

35.2. The General Assembly may deliberate validly on amendments to these Statutes only if at least half of the ordinary members are present or represented by proxy. Decisions will be made in accordance with ARTICLE 17.1.

35.3. However, if a quorum of half is not reached at a first meeting, a further meeting shall be convened upon notice provided in accordance with ARTICLE 35.1. and decisions at such further meeting shall be carried irrespective of the number of ordinary members present or represented by proxy. Decisions will be made in accordance with ARTICLE 17.1.

35.4. Amendments to these Statutes shall not become effective until all the conditions provided for in this respect by the BCCA have been met.

ARTICLE 36– Dissolution of the Association

36.1. The Association may be dissolved by decision of the General Assembly acting in accordance with the provisions of ARTICLE 35.

36.2. The method of liquidation shall be decided by the General Assembly that shall appoint the liquidator(s) and determine their powers and emoluments, if any.

36.3. Upon liquidation, the General Assembly shall decide on the apportionment of the net balance of Association funds, which shall be allocated to ends in keeping with the Association’s aims.

ARTICLE 37 – Operating Guidelines

37.1. The Board of Directors has authority to issue and amend Operating Guidelines compatible with the provisions of these Statutes so as to ensure the smooth running and administration of the Association and of its two divisions.

37.2. Copy of the approved Operating Guidelines will be distributed to all Members.

ARTICLE 38 – Compliance with Competition Rules

38.1. The aims and activities of the Association shall at all times be in compliance with the laws and regulations of the European Union, its Member States and other competent jurisdictions.

38.2. A comprehensive legal compliance program including competition law and anti-corruption shall be adopted by the Board of Directors and maintained for the Association, under the responsibility of the Director General.

ARTICLE 39 – Law

All matters that are not covered by these Statutes shall be governed by the provisions of the BCCA.

ARTICLE 40 – Forms of Communications and Notices

All communications between the Association and its members, including all written notices referred to in these Statutes, may be served by ordinary post, courier, telefax or electronic mail, unless these Statutes provide to the contrary.

ARTICLE 41 – Election of domicile

The Directors, Director General, members of the Executive Committee, statutory auditors and liquidators may elect domicile at the registered seat of the Association for all purposes in relation to the performance for his or her mandate.