



HOUSE RULES AND **CONTRIBUTION SCHEME**

ADOPTED BY THE VEMW GENERAL ASSEMBLEE

On 15th June 2023

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House rules of

VERENIGING VOOR ENERGIE, MILIEU EN WATER (VEMW)

Located in Woerden, as adopted on 15th June, 2023

Article 1. The members.

1. Members of the Association for Energy, Environment and Water, established in Woerden, hereinafter referred to as: "VEMW", can only be legal entities and partners of a limited partnership or general partnership and partners in a partnership, on the understanding that the companies driven by private law legal entities and companies and partnerships must be business users of energy and/or water.
2. Organisations that wish to become a member of VEMW must register in writing with the general board.
3. Decisions on admission are taken in accordance with the provisions of Article 6 of the Articles of Association of VEMW. Upon admission of a member, the member will be sent a copy of VEMW's articles of association and internal regulations.
4. Decisions on non-admission are taken in accordance with the provisions of Article 6 of the Articles of Association of VEMW and the provisions of Article 2 of these regulations.

Article 2. Non-admission of members

1. If it is decided not to admit admission, the General Board will inform the interested party of that decision and of the reasons underlying the decision, stating the possibility of appeal.
2. Within one month of receipt of this notice, the interested party may lodge an appeal with the General Meeting of Oaths (hereinafter referred to as GMM). The appeal is submitted to the general board.
3. The GMM will deal with the appeal in the next meeting after the appeal has been submitted to the general board.
4. The person who has lodged an appeal is entitled to attend the GMM during the hearing of the appeal and to speak there either in person or through his authorized representative.
5. The decision of the GMM takes effect immediately and is confirmed in writing to the organization concerned within eight days after the meeting.

Article 3. Extraordinary members

1. Extraordinary members are traders in electricity and/or gas and/or water, producers thereof or those who provide consultancy services in these fields and those whose main activity is the supply of energy and/or water; extraordinary members must have agreed to support the association financially with an annual contribution, the minimum amount of which is determined by the general board.
2. Decisions on admission are taken in accordance with the provisions of Article 9, paragraph 2, of the Articles of Association of VEMW. Upon admission of an associate member, the associate member will be sent a copy of VEMW's articles of association and internal regulations.
3. If it is decided not to admit admission, the general board will inform the interested party of that decision and of the reasons underlying the decision by letter.

Article 4. Rights of members and extraordinary members

1. Members can use the options offered by VEMW for the benefit of their company or institution, in addition to advocacy and information:
 - a. participation in one or more policy, task and/or working groups, focused on specific areas of interest;
 - b. the online magazine VEMW Inzicht, information about current affairs via the member-only section of the VEMW website www.vemw.nl, the E&W Update, the annual report and all other information that the association makes available to members.
 - c. participation in seminars, webinars, study meetings, excursions, theme days, conferences and symposia - whether digital or not - of VEMW; attending the GMM.

- d. exercise their voting rights in meetings of members of VEMW.
2. With due observance of the provisions of the following paragraph, extraordinary members have the same rights as the members referred to in the previous paragraph under a. to c.
3. An extraordinary member may participate in the groups referred to in the first paragraph of this article under a., after written approval for this from the Executive Board. The Executive Board may impose conditions and restrictions on such participation.

Article 5. Duties of members and associate members

1. The annual contribution as referred to in Article 8 of the Articles of Association and hereinafter referred to as: "contribution", is levied on the basis of the contribution regulations, which are determined by the GMM and a copy of which is attached to these regulations. These contribution regulations serve as an example of the levy system. The contribution rates can change annually. The charging system can only be changed after approval by the GMM. With regard to the annual contribution payable by each individual member of the association, the general board submits a proposal to that effect to the GMM for approval.
2. If the general board intends to change the amount of the contribution or otherwise, the general board will submit a proposal to that effect to the GMM for approval.
3. The contribution is due in full as of the first of January of the year to which it relates. Upon termination of membership, there will be no refund of contributions already paid.

Article 6. General board

1. The general board is charged with the management of the association, subject to restrictions according to the articles of association of VEMW.
2. The general board annually adopts an annual plan and a budget based on it, which have been prepared by the general director, the director of Energy, the director of Water and the Secretary of Association Affairs in consultation with the general board of the association.
3. The general board publishes its annual financial report at the GMM of VEMW and accounts for its management in the past year, submitting a balance sheet and a statement of income and expenditure.
4. The general board is obliged to provide the accountant who examines the accounts and accountability of the general management with all information he/she desires and, if desired, to allow him/her to inspect the financial records and all documents of VEMW.
5. The general board can only grant a power of attorney, whether continuous or not, to one or more others, both jointly and individually, to represent VEMW within the limits of that power of attorney only on the proposal of the chairman. Such a proposal from the chairman must contain information about the person of the proxy as well as about the content and scope of his power of attorney.
6. The general board has drawn up a WBTR statute, to which the members are bound. The WBTR is intended to improve the management and supervision of associations and foundations. Rules have been drawn up about duties, powers, obligations and liability. With the law, the government wants to prevent mismanagement, irresponsible financial management, self-enrichment, abuse of positions and other undesirable activities from harming associations and foundations. The articles of association that will be submitted to the GMM on xx June 2023 have been amended following the entry into force of the WBTR and the VEMW WBTR statute.

Executive Board.

Article 7. Activities and powers of the day-to-day management

1. A vice-chairman, a secretary and a treasurer are elected from the general board.
2. In accordance with Article 13, paragraph 3 of the Articles of Association, the duties and powers of the Executive Board can be laid down in the internal regulations.
3. the executive board ensures that decisions taken by the general board are followed up and/or implemented.
4. The executive board ensures that relevant information is provided to the general board about the state of affairs within the VEMW, which enables this board to bear its

responsibility. For the secretary this concerns, among other things, the register of members (art. 5 of the articles of association) and for the treasurer this concerns the preparation of the financial annual report and the management of the securities portfolio.

5. The executive board forms the selection committee in case of recruiting a new chairman of the association. The Executive Board makes a recommendation to the general board.
6. The members of the board are delegated by the company where they work. This organization is always a member of VEMW. The members of the board perform their duties without remuneration.
7. The board is entitled, if deemed necessary, to admit a remunerated board member, if necessary outside the members.

Article 8. Meetings of the general board and the executive board

1. The chairman of the general board is also chairman of the executive board.
2. Meetings of the general board and the executive board shall be held, with due observance of the provisions of the third and fourth paragraphs of this article, as often as the chairman or at least two of the other directors of the general board and the executive board respectively convene a meeting of the general board or the executive board.
3. The general board meets at least once per quarter.
4. The executive board meets as often as the general board and or the chairman deem necessary. The convening of the meetings of the general board and the executive board, respectively, shall be effected by e-mail by the persons referred to in the second paragraph, or on their behalf by the secretary of the general board and the Executive Board, respectively, on a term of at least seven days, specifying the subjects to be discussed.
5. The meetings of the general board and the executive board are held on site within the Netherlands, or online, to be determined by the person who convened or caused the meeting to be convened. If the above provisions of this paragraph have been acted upon, the general board and the executive board may nevertheless take legally valid resolutions, provided that the directors absent from the meeting have declared in writing before the time of the meeting that they do not oppose the decision-making.
6. Access to the meetings of the general board and the executive board is granted to the directors of the general board and the executive board, respectively, and those who have been invited thereto by the general board or the executive board.
7. A board member of the general board and the executive board may have himself represented at the meeting by a co-board member authorized by him in writing. In this case, writing is understood to mean any message transmitted via common communication channels. A director can only represent one co-director at a meeting.
8. The chairman presides over the meetings of the general board and the executive board. In his absence, the assembly itself provides for its leadership; the first deputy is the vice president, followed by the secretary and then the treasurer. If these officers are not present, the director present at the meeting who has served as such for the longest period of time will act.

Article 9. Decision-making by the general board and the executive board

1. The chairman of the meeting determines the manner in which votes are held at the meeting, on the understanding that, at the request of one or more directors, votes on persons will be taken in writing.
2. Insofar as VEMW's Articles of Association do not prescribe a larger majority, all decisions of the General Board and the Executive Board are taken with an absolute majority of the votes cast.
3. Each director is authorized to cast one vote. Blank votes are deemed not to have been cast. In the event of a tie on matters, the proposal is rejected. If the votes are tied in the election of persons, then lots decide. If, in an election between more than two persons, none of them has obtained an absolute majority, a second vote will be held between the two persons who received the largest number of votes, if necessary after an intermediate vote.

4. The board can only pass valid resolutions in a meeting in which at least half of the board members are present or represented. If less than half of the directors are present or represented at a meeting, a second meeting will be convened, to be held no earlier than two and no later than four weeks after the first meeting, at which second meeting irrespective of the number of directors present or represented can validly decide on the items that were placed on the agenda in the first meeting but which could not be decided upon at that meeting in the absence of a quorum. The notice convening the second meeting must state that and why a decision can be taken irrespective of the number of directors present or represented at the meeting.
5. The opinion expressed by the chairman of the meeting regarding the result of a vote is decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal that was not laid down in writing. If the correctness of the chairman's opinion is contested immediately after it has been pronounced, a new vote will take place in accordance with the provisions of the law if the majority of the meeting or, if the original vote was not taken by roll call or in writing, took place, a person present with voting rights so desires. This new vote cancels the legal consequences of the original vote.
6. Minutes are kept of the proceedings in the meetings of the Board by a person designated for this purpose by the chairman. The minutes are adopted in the same or in the next meeting and are signed in evidence thereof by the chairman and the secretary of the board of that meeting in one of the following physical meetings.
7. The board may also adopt resolutions other than at a meeting, provided that all board members are given the opportunity to cast their vote and they have all declared in writing that they do not oppose this mode of decision-making. A resolution is then taken as soon as the required majority of all directors have declared themselves in favor of the proposal in writing. A report is drawn up by the secretary of the board of a decision taken outside a meeting, which is adopted in the next meeting and signed in evidence thereof by the chairman and the secretary of that meeting. The account thus established shall be appended to the minutes together with the documents referred to in the first sentence of this paragraph.

Article 10. Chairman of the general board

- The chairman presides over the meetings of the GMM, the general board and the executive board and determines their order.
- The chairman of the general board is in charge of the VEMW office, in which the secretariat is located and the administration and financial management are conducted. The chairman of the general board may delegate all or part of the management of the bureau to the general director of the association. The activities of the officials associated with the bureau are carried out under the responsibility of the chairman of the general board, unless he has delegated the management in whole or in part to the general director of the association. In that case, the work will be carried out under the responsibility of the person in charge of the work in question.

Article 11. General Meeting of Members

1. The chairman of the GMM may grant access to all or part of the GMM to persons other than the members and members of the general board.
2. The general board determines the agenda for a GMM.
3. Members can submit proposals for consideration in the GMM. These proposals must be submitted in writing to the general board for agenda at least one month before the meeting. The general board decides whether proposals are put on the agenda and informs the GMM of this.

Article 12. Amendment of the articles of association

1. No amendments can be made to the articles of association of VEMW other than by a resolution of the GMM called for with the announcement that amendments to the articles of association will be proposed there. The convening notice will also state that those who are required to convene the GMM to discuss a proposal to amend the articles of association will ensure that at least two weeks before the day of the

- meeting a copy of the proposal containing the text of the proposed change is included verbatim, is placed on the secure member area of the VEMW website.
2. In the notice convening the GMM, it will have to be asked whether the members would like to be sent a copy of the proposal by e-mail.

The house rules have been established by the GMM of 15 June 2023.

Contribution scheme

1. VEMW's contribution scheme applies to members and extraordinary members of VEMW. The regulations for members and extraordinary members may be different.
2. The members are obliged to pay an annual contribution, which will be determined by the GMM, based on electricity consumption and/or gas consumption and/or water consumption. At least once a year, the general board submits a proposal to the GMM for approval regarding the contribution to be charged to individual members and extraordinary members for the following year.
3. The general board's proposal provides for a simple, practically executable and verifiable contribution scheme.
4. If the proposal of the general board as referred to in Article 3 is rejected by the GMM, the existing contribution scheme will remain in force.
5. At least once every two years, in the third quarter, the electricity and gas and/or hydrogen consumption and water consumption of a member and associate member over the past year are determined on the basis of an online update form to be supplied by VEMW. If the consumption figures are not submitted to VEMW, or are not submitted on time or are incomplete, the electricity and/or gas and/or hydrogen consumption and/or water consumption will be determined by VEMW according to its best estimate.
6. The contribution owed by members and extraordinary members is determined on the basis of the information referred to in paragraph 5.
7. Every member and associate member is obliged to complete the online update form as referred to in Article 5 completely and correctly. In the event of non-compliance with the provisions of the previous sentence, the general board is authorized to determine the contribution owed by the member in question itself.
8. The contribution may differ per member and associate member in connection with the application of the provisions of paragraph 2.
9. The contribution is determined per total company/group and not per location.
10. The contribution scheme takes effect on the first day of the year to which it relates.

For more information about group membership, please contact the VEMW office on 0348 - 48 43 50 or send an e-mail to desk@vemw.nl.

VEMW

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