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## **English version, translated from original**

No. 11,150.

TRYTON.

Private Foundation under Belgian law.

At 4000 Liège, rue de Rotterdam, number 4 box 21.

### **-. CONSTITUTION.-**

THE YEAR TWO THOUSAND TWELVE

November fourteenth.

With Us, Maître Michel HUBIN, Notary in Liège, undersigned,

### **APPEARED:**

- 1) Mr. KRIER Cédric, born in Verviers on August twenty-second, nineteen seventy-eight, single, domiciled in 4000 Liège, rue de Rotterdam, number 4/21 (National Register number 78.08.22.337-18)
- 2) Mr. CHENAL Bertrand Jean-Louis Dominique, born in Charleroi on December thirteenth, nineteen hundred and eighty-one, husband of Madame DEMASEURE Katia, domiciled at 1400 Nivelles, rue de Rome, number 14 (National Register number 81.12.13.143- 88)
- 3) Mr. EVRARD Nicolas Eric André Robert Ghislain, born in Namur on April twenty-six, nineteen seventy-seven, single, domiciled in 4000 Liège, rue Saint-Remy, number 9 (National Register number 77.04.26.221-62)

### **A. CONSTITUTION.**

The appearing parties request the undersigned Notary to state that they constitute, in accordance with the law of June 27, 1921 on non-profit associations, international non-profit associations and Foundations, a private Foundation under Belgian law called "TRYTON", having its head office at 4000 Liège, rue de Rotterdam, number 4 box 21.

## **B. CONSTITUTION OF THE TRYTON FOUNDATION**

### **TITLE I: NAME – HEADQUARTERS – DURATION**

#### **Article 1: Name**

The Foundation has the following name: “TRYTON”.

All acts, invoices, announcements, and publications and other documents emanating from the Foundation must mention its name, immediately preceded or followed by the words “private Foundation” as well as the address of its headquarters.

#### **Article 2: Headquarters address**

The Foundation's headquarters is located at 4000 Liège, rue de Rotterdam, number 4 box 21.

The headquarters of the Foundation may, by simple decision of the board of directors, be transferred to any other location in Belgium.

Any transfer of the Foundation's headquarters must be filed with the registry of the commercial court of the location of the Foundation's headquarters and published in the annexes to the Belgian Official Gazette.

#### **Article 3: Duration**

The Foundation is established for an indefinite period.

### **TITLE 2: PURPOSE – ACTIVITIES – PROHIBITIONS**

#### **Article 4: Purpose – Activities**

The Foundation aims to protect, promote and develop free software called “TRYTON”.

In order to achieve this goal, the Foundation's main activities will be:

- the organization of conferences, symposia or any other event directly related to the protection, promotion and development of TRYTON free software, the collection of information or computer specifications allowing the improvement of the free software;
- the organization of the community of supporters in order to best develop the free software “TRYTON”;
- the management of all collaborative tools, including the IT equipment attached to the Foundation such as the server, the domain name, etc.;
- the management of the administration allowing the promotion and perpetuation of the registered trademark “TRYTON”.

The Foundation can carry out all acts relating indirectly or directly to its object. In particular, it may lend its assistance and take an interest in any activity similar to its purpose.

### **TITLE 3: ADMINISTRATION OF THE FOUNDATION**

#### **Article 5: Board of Directors – Composition and powers**

The Foundation will be managed by a Board of Directors currently composed of seven directors, namely:

- 1) Mr. KRIER Cédric, named above, and who accepts.
- 2) Mr. CHENAL Bertrand, named above, and who accepts.
- 3) Mr. EVRARD Nicolas, named above, and who accepts.
- 4) Mr. SPALLEK Udo Dieter, born in Würselen (Germany) on November 4, nineteen hundred and seventy-one, domiciled in Aachen (Germany), Im Johannistal, number 22 and who accepts.
- 5) Mr. CERVERA ARENY Albert, born in Sabadell (Spain) on March thirteenth, nineteen hundred and eighty, domiciled in Sabadell (Spain), Calle Anthoni Cusido, number 92, here represented by virtue of a power of attorney under private signature of the second November two thousand and twelve by Mr. KRIER Cédric and who, represented as said, accepts.
- 6) Mr. MARRO Sebastian Lucas, born in Buenos Aires (Argentina), on October twenty-seventh, nineteen seventy-seven, domiciled in San Miguel - Buenos Aires (Argentina), Rodriguez Peña, number 1135 5 D, here represented by a attorney under private signature dated November ten, two thousand and twelve by Mr. EVRARD Nicolas and who, represented as said, accepts.
- 7) Mr. THOMAS Sharoon, born in Munna (India), on December thirteenth, nineteen hundred and eighty-seven, domiciled in Idukki - Kerala (India), Kunnil House, Madupatty Road, Munnar, here represented under a power of attorney under private signature of November tenth, two thousand and twelve by Mr. EVRARD Nicolas and who, represented as said, accepts.

The Board of Directors has the power to perform all acts necessary or useful to achieve the purpose of the Foundation. The Board of Directors will exercise its functions in compliance with the law and this Constitution.

The Board of Directors will elect from among its members a President and one or more Vice-Presidents. The Board of Directors may agree on a distribution of tasks within it. This is not enforceable against third parties, even if it is published.

## **Article 6: Appointment, termination and revocation of Directors**

In addition to the seven directors listed in this Constitution, other directors may also be elected for a term of office which cannot exceed five years.

The choice of these administrators will be made by co-optation.

These directors will be chosen by co-optation and provided that the co-optation results from a quorum of two-thirds of the previously appointed directors.

The criteria for the nomination of directors, who will be chosen by co-optation, will be verified by the existing board of directors.

These criteria will be, for example, sensitivity to the free software "TRYTON", active involvement within the "TRYTON" community, respect for the altruistic nature of the Foundation's project.

These mandates are renewable without limit.

2) The mandate of director ends:

- by voluntary resignation;

- by death;

- by revocation decided by the court of first instance of the district in which the Foundation has its headquarters, in cases prescribed by law and in particular in cases of serious negligence;

- by revocation decided by the Board of Directors of the Foundation (revocation decided by a simple majority), for mismanagement;

- by revocation decided by two-thirds of the supporters;

## **Article 7: Responsibility – Management report**

1. The Foundation is liable for faults attributable to its employees or to the bodies through which its will is exercised. The directors and the person in charge of the day-to-day management shall not, in this capacity, incur any personal obligations in respect of the commitments of the Foundation. Their liability is limited to the execution of the mandate they have received and to the faults committed in their management.
2. Each year, the Board of Directors draws up a management report, including the minutes of the Board meetings held during the period in question. The management report will be audited by the Statutory Auditor.

## **Article 8: Meeting of the Board of Directors**

The Board of Directors meets whenever one of its directors deems it necessary and at least once a year.

Each director is authorized to convene the Board of Directors.

The Board of Directors of the Foundation must meet if two-thirds of the supporters request it.

Notices of meeting are sent to directors at least eight days before the meeting, except in cases of extreme urgency, which must be justified in the protocol of the meeting. These notices must mention the agenda, date, place and time of the meeting and are sent by letter, fax, e-mail or in any other way in writing. The invitation is deemed to be valid by the time it is sent. When all directors are present or validly represented, no proof of a prior invitation must be produced.

The meetings take place at the headquarters of the Foundation or at the address indicated in the notice of meeting. Meetings of the Board of Directors may validly take place by teleconference and videoconference. They are chaired by the Chairman of the Board of Directors or, if he is absent, by the most senior Vice-Chairman or, failing that, by an administrator designated by his peers.

If, in the latter case, no agreement can be reached, the Board is chaired by the oldest director present.

## **Article 9: Method of decision – Representation of absent members**

1. The Board of Directors can only validly deliberate and decide if the majority of its members are present or represented. If this condition is not respected, a new meeting may be convened which will validly deliberate on the points set on the agenda of the previous meeting provided that at least two directors are present or represented.

Each director may, by letter, fax, e-mail or in any other manner in writing, give the power of attorney to a director in order to be represented at a meeting of the Board of Directors. An administrator can represent several other administrators.

2. The decisions of the Board of Directors are taken by a simple majority of the votes present or represented. Each director has one vote unless he has the power of attorney authorizing him to vote for other directors. If, during a meeting of the validly composed Board, one or more directors present or represented abstain from voting, the decisions are validly taken by a majority of the votes of the other directors present or represented. In the event of a tie, the Chairman of the meeting has a casting vote.

3. In exceptional cases duly justified by urgency and corporate interest, decisions of the Board of Directors may be taken by consent of the directors expressed in writing, where applicable according to the terms prescribed by internal regulations. They are dated on the day of signature of the document in question by the last administrator.

## **Article 10: Conflict of interest**

If a director has, directly or indirectly, an opposing interest of a financial nature in a decision or an operation falling under the authority of the Board of Directors, he must communicate it to the other directors before the deliberation in the Board of Directors.

His declaration, as well as the reasons justifying the opposing interest which exists on the part of the director concerned, must appear in the minutes of the Board of Directors which must take the decision. In addition, he must inform the Commissioner.

The Board of Directors describes in the minutes the nature of the decision or operation and a justification for the decision that was taken as well as the financial consequences for the Foundation.

The management report referred to in article 7 of this Constitution contains the entire protocols.

The report of the Commissioner referred to in article 15 of this Constitution must include a separate description of the financial consequences which result for the Foundation from decisions of the Board of Directors which involved an opposing interest within the meaning of this article.

The director concerned may attend the deliberations of the Board of Directors relating to these operations or decisions, but cannot take part in the vote.

This article does not apply when the decisions of the Board of Directors concern usual transactions concluded under normal conditions for transactions of the same nature.

## **Article 11: Daily management**

1. The Board of Directors may entrust to a person, member or not of the Board of Directors, the daily management of the Foundation and the representation of the Foundation with regard to this daily management.

The person responsible for daily management will be able to act individually.

This provision is enforceable against third parties under the conditions provided for by law.

Any restriction on the power of representation granted to the person entrusted with day-to-day management for the purposes of day-to-day management cannot be enforced against third parties, even if it is published.

The person responsible for daily management will have the title of "managing director" or "general manager", depending on whether or not he or she is a member of the Board of Directors.

2. The Board of Directors may entrust several people with daily management. In this case, they will be able to act separately.

3. The identity of the delegate(s) for daily management will be filed with the registry of the commercial court and published in the annexes to the Belgian Official Gazette.

## **Article 12: Representation vis-à-vis third parties**

The Board of Directors, as a college, represents the Foundation in judicial and extrajudicial acts, either as plaintiff or as defendant.

Without prejudice to the power of representation of the Board of Directors, the Foundation is duly represented in judicial and extrajudicial acts, including in its dealings with the administration: - either by two administrators, acting together, at least one of whom is the President or Vice-President; either by an administrator, acting individually, provided that he is also managing director; or, within the limits of daily management, by the person responsible for daily management. These persons must not present any proof of a prior decision of the Board of Directors.

In addition, the Foundation may be validly represented by special agents within the limits of their mandate. The agents bind the Foundation within the limits of their power of attorney, without prejudice to the possible liability of the principal in the event of excessive or illegal power of attorney. This provision is enforceable against third parties under the conditions laid down by law.

### **Article 13: Remuneration**

The Foundation cannot provide material profit to the directors. The Foundation will reimburse the costs and expenses incurred by the administrators in the exercise of their function, provided that these costs and expenses are real, justified, and proportionate to the aim and means of the Foundation. The Foundation may conclude an employment contract with the administrators and with the person responsible for daily management.

### **Article 14: Minutes**

The decisions of the Board of Directors are recorded in minutes signed by the majority of the members present or represented. These minutes are recorded or bound in a special register. Proxies and any other written communications must be appended to the minutes. Copies or extracts of the minutes, which must be presented in court or elsewhere, are signed by a director. The special register may be consulted by members of the Board of Directors on request.

## **TITLE 4 – SYMPATHIERS**

### **Article 15: Admission**

Any natural or legal person, showing sensitivity to the “TRYTON” project, may be admitted unanimously by the founding members or by a simple majority of administrators as a supporter of the Foundation.

Being a supporter entitles you to the following benefits:

Supporters will be able to vote in the Council of Supporters without it being necessary for supporters to be physically present in Belgium to be able to vote validly.

The voting method for the council of supporters will be defined later but it will favor electronic voting.

### **Article 16: Exclusion of supporters**

Supporters will be excluded from the Council of Supporters and will no longer be able to vote within the Council of sympathizers in cases of following figure:

- 1) When the board of directors, by a two-thirds majority, signals to a sympathizer that he has lost this quality;
- 2) Automatically as soon as the sympathizer fails to participate in the Council of Supporters on two consecutive occasions.

### **Article 17: Formalities**

A list of the Foundation's supporters will be updated by the Board of Directors and will be regularly maintained at the Foundation's headquarters.

All supporters form the Council of Supporters which meets at least once a year, at the initiative of the Chairman of the Board of Directors.

## **TITLE 5 – CONTROL OF THE FOUNDATION**

### **Article 18: Commissioner – Method of appointment – Function**

Without prejudice to article 37, §5, of the law of June 27, 1921, the Foundation may entrust to one or more Auditors the control of the financial situation of the Foundation, the annual accounts and the conformity of the operations to be reported in the annual accounts with the law and the Constitution.

The Auditors are appointed by the Board of Directors from among the members, natural or legal persons, of the Institute of Company Auditors.

The Commissioners are appointed for a three-year term, renewable once. Under penalty of compensation, they can only be discharged by the Board of Directors for legal reasons.

The Commissioner submits his annual report and any other report he considers appropriate to the Board of Directors.

### **Article 19: Remuneration**

The remuneration of the Commissioners consists of an amount set at the start of their mandate by the Board of Directors. It can only be modified with the consent of the parties.

## **TITLE 6: ACCOUNTING YEAR – ANNUAL ACCOUNTS**

### **Article 20: Accounting year – Annual accounts**

The financial year begins on January 1 and ends on December 31 of each calendar year. At the end of each accounting year, the Board of Directors draws up an inventory and approves the annual accounts in accordance with the legal provisions in this area and approves them. The first accounting period begins from this day and will end on December thirty-first, two thousand and twelve.

## **TITLE 7: MODIFICATION OF THE CONSTITUTION**

### **Article 21: Modification of the Constitution**

1. A proposal to modify the Constitution may come from one of the Founders of the Foundation or from the Board of Directors of the Foundation.

Any statutory modification requires an opinion from the Founders of the Foundation and the Board of Directors of the Foundation before being adopted.

2. Any modification of the corporate purpose or of this article of this Constitution requires a decision of the Board of Directors of the Foundation taken by unanimous vote of all directors in office.

3. Any other modification of this Constitution requires a majority of two-thirds of the votes of all directors in charge.

4. Modifications of status relating to:

- the social purpose;
- the method of appointment, revocation, termination of office of administrators/delegates for daily management/representatives/commissioners;
- the destination of the assets in the event of liquidation;
- the conditions under which the Constitution may be modified;
- the method of settling conflicts of interest;

Will be established by authentic deed.



## **TITLE 8: DISSOLUTION – LIQUIDATION**

### **Article 22: General**

The court of first instance of the district in which the Foundation has its headquarters may pronounce, at the request of one of the Founders or one of his beneficiaries, one or more administrators or the Public Prosecutor's Office, the dissolution of the Foundation in the cases provided for by law, and in particular when the purpose of the Foundation has been achieved or when the duration of the Foundation expires.

The court pronouncing the dissolution may either decide to immediately close the liquidation, or determine the method of liquidation and appoint one or more liquidators.

When the liquidation is completed, the liquidators report to the court and submit a situation of the social values and their use as well as a proposal for allocation in accordance with this Constitution.

### **Article 23: Destination of heritage**

The net liquidation assets will be allocated to a disinterested purpose as close as possible to the purpose of the Foundation. However, when the disinterested goal of the Foundation is achieved, the Founders or their beneficiaries may take back a sum equal to the value of the property or the property itself that the Founder allocated to the achievement of this goal.

## **TITLE 9: FINAL PROVISION**

Anything that is not explicitly provided for in this Constitution is regulated by the law of June 27, 1921 governing private Foundations.

## **C. MISCELLANEOUS AND TRANSITIONAL PROVISIONS:**

### **BOARD OF DIRECTORS MEETING**

The directors, meeting as a board, immediately appoint as managing directors Mr. KRIER Cédric and Mr. EVRARD Nicolas, mentioned above, here present and who accept and as chairman of the board of directors, Mr. CHENAL Bertrand, above-named, here present and who accepts.

We, the Notary, have verified the conformity of this deed with the provisions of the law of June 27, 1921 on non-profit associations, international non-profit associations and Foundations, and we certify it.

### **IDENTIFICATION OF COMPARANTS**

The undersigned Notary certifies having verified the pre-indicated identity of the persons appearing and their marital status in view of their identity card.

The surname, first names, place and date of birth of the appearing persons are also certified by the notary acting in the light of the documents required by law.

The national register number has, where applicable, been mentioned with the express agreement of the appearing parties.

### **WRITING FEE**

The writing fee amounts to ninety five euros (€95) upon declaration by the undersigned Notary HUBIN.

**ACT.**

Made and passed in Liège, in the study - date as above.

After full and commented reading, the appearing parties signed at Nous, Notaire.