

INSTITUTE FOR FINANCIAL INTEGRITY AND SUSTAINABILITY A.S.B.I.

Association sans but lucratif

Registered office: 5-7, rue Munster,

L-2160 Luxembourg, Grand Duchy of Luxembourg

R.C.S. Luxembourg F 7.942

(the "a.s.b.i.")

MINUTES OF THE GENERAL MEETING OF THE MEMBERS

held on 19 November 2021 at 11.30 a.m. CET at the registered office

The Chairman opens the meeting at 11.30 a.m. CET (the "**Meeting**").

Jenny Oestreicher is elected as Scrutineer and Elodie Dodin as Secretary.

The Chairman notes and the meeting agrees:

- that all the members of the a.s.b.i. (the "**Members**", and each individually a "**Member**") have been duly convened in accordance with article 26 of the corporate statutes of the a.s.b.i., as amended;
- that pursuant to the attendance list, 20 Members are present or represented;
- that the members present or represented can deliberate on the following agenda:

AGENDA

- a. Approval of the list of Members of the a.s.b.i. as at 19 November 2021;
- b. Approval of the annual accounts of the a.s.b.i. for the financial year ending on 30 June 2021;
- c. Approval of the management report of the board of directors of the a.s.b.i. provided to the Members in relation to the annual accounts of the a.s.b.i. for the financial year ending on 30 June 2021;
- d. Approval of the report of the statutory auditor of the a.s.b.i. provided to the Members in relation to the annual accounts of the a.s.b.i. for the financial year ending on 30 June 2021;
- e. Allocation of the results of the financial year ending on 30 June 2021;
- f. Discharge to be granted to the directors for the exercise of their mandates during the financial year ending on 30 June 2021;
- g. Discharge to be granted to the statutory auditor for the exercise of his mandate during the financial year ending on 30 June 2021;
- h. Renewal of the mandate of the statutory auditor for the financial year ending on 30 June 2022;
- i. Presentation and approval of the budget for the financial year ending on 30 June 2022;

- j. Acknowledgement of the departure of directors;
- k. Update of the members of the board of directors;
- l. Miscellaneous.

After having duly considered the various items of the agenda, the Members take the following resolutions:

FIRST RESOLUTION

In accordance with article 25 of the corporate statutes of the a.s.b.l. as amended, and as per Luxembourg law, the list of the Members of the a.s.b.l. shall be completed and registered with the Luxembourg Trade and Companies' Register during the month following this general meeting.

The Members approve such list of Members of the a.s.b.l. as annexed to these minutes. This list is subject to confirmation that all membership subscriptions have been paid.

The Members hereby resolve to appoint any employee of Arendt Services to proceed with the filing of the list of Members of the a.s.b.l. with the Luxembourg Trade and Companies' Register in accordance with the requirements of Luxembourg law and the corporate statutes of the a.s.b.l., as amended.

SECOND RESOLUTION

The Members hereby resolve to approve the annual accounts of the a.s.b.l. for the financial year ended on 30 June 2021.

The annual accounts will remain annexed to these minutes.

THIRD RESOLUTION

The Members hereby resolve to approve the management report of the board of directors of the a.s.b.l. in relation to the annual accounts of the a.s.b.l. for the financial year ended on 30 June 2021.

The management report will remain annexed to these minutes.

FOURTH RESOLUTION

The Members hereby resolve to approve the statutory auditor's report of the a.s.b.l. in relation to the annual accounts for the financial year ended on 30 June 2021.

Marc Schernberg presents to the Members the auditor's report and indicates that there are no concerns on the continuity of the a.s.b.l.

The auditor's report will remain annexed to these minutes.

FIFTH RESOLUTION

The Members acknowledge that the annual accounts for the financial year ended on 30 June 2021 of the a.s.b.l. show a total balance sheet in the amount of EUR 27,093 and the a.s.b.l. has made a deficit in the amount of EUR 857.

The Members hereby resolve to carry forward to the following year such deficit in the amount of EUR 857.

Further to such allocation, the global balance carried forward will be EUR 23,628.

SIXTH RESOLUTION

The Members hereby decide to grant discharge to the directors in place during the financial year ended on 30 June 2021 for the exercise of their mandates.

SEVENTH RESOLUTION

The Members further decide to grant discharge to Mr. Marc Schernberg for the exercise of his mandate as statutory auditor during the financial year ended on 30 June 2021.

EIGHTH RESOLUTION

The Members decide to appoint Mr. Marc Schernberg as statutory auditor of the Association until the general meeting to be held in relation to the approval of the annual accounts for the financial year ending on 30 June 2022.

NINTH RESOLUTION

The Members note and approve the budget for the year ending June 30, 2022 and acknowledge its vulnerability to further Covid restrictions.

TENTH RESOLUTION

The Members note that the board of directors of the a.s.b.l. is currently composed as follows:

- Valérie Arnold, appointed until 18 April 2024;
- Maurice Bauer, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;
- Martin Flaunet, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;

- Mathias Forsingdal, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;
- Jed Grant, appointed until 18 April 2024;
- Biba Homsy, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2023;
- Serge Kolb, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2022;
- Glenn Meyer, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;
- Anthony Smith-Meyer, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2023.
- Hugo Woestmann, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2023;

The Members note and accept that Anne Canel resigned from her mandate of director of the a.s.b.l. as from 31 August 2021.

ELEVENTH RESOLUTION

The Members acknowledge and accept the resignations of Matthias Forsingdal and Serge Kolb from their mandate as director of the a.s.b.l. with effect as of the date of the present Meeting as per the letters of resignation of mandate received.

The two resignation letters will remain annexed to these minutes.

TWELFTH RESOLUTION

The Members note that the board of directors of the a.s.b.l. will be composed, as at the date of the present Meeting, as follows:

- Valérie Arnold, appointed until 18 April 2024;
- Maurice Bauer, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;
- Martin Flaunet, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;
- Jed Grant, appointed until 18 April 2024;
- Biba Homsy, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;


- Glenn Meyer, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2024;
- Anthony Smith-Meyer, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2023.
- Hugo Woestmann, appointed until the general meeting of the members called to approve the annual accounts of the a.s.b.l. for the financial year ending on 30 June 2023;

THIRTEENTH RESOLUTION


The Members hereby resolve to appoint any employee of Arendt Services S.A., a *société anonyme* incorporated and existing under the laws of the Grand-Duchy of Luxembourg, having its registered office at 9, rue de Bitbourg, L-1273 Luxembourg and registered with the Luxembourg Trade and Companies' Register under number B 145917 ("**Arendt Services**") to proceed (i) with the filing with the Luxembourg Trade and Companies' Register, in accordance with the requirements of Luxembourg law and the corporate statutes of the a.s.b.l., as amended, of the information/documents as may be required in connection with the accomplishment of the above resolutions, as well as with any filing that may be required in connection with the preceding resolutions (ii) and for any publication on the *Recueil Electronique des Sociétés et Associations* that may be required in connection with the preceding resolutions.

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There being no further business, the Chairman closes the meeting at 12.10^{pm} CET.

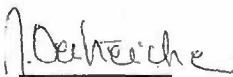

Hugo Woestmann
Chairman

Jenny Oestreicher
Scrutineer


Elodie Dodin
Secretary

There being no further business, the Chairman closes the meeting at 12.10 p.m. CET.

Hugo Woestmann
Chairman



Jenny Oestreicher
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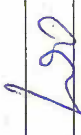




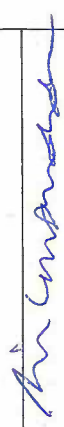
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Attendance list of the general meeting of the members


held on 19 November 2020 at 11.30 a.m. via conference call initiated in Luxembourg


2021

Members	Represented by (if applicable)	Membership category	Number of votes	Present or represented	Signature
Société de la Bourse de Luxembourg S.A.	BAUER Maurice	Corporate	1	WOESTMANN Hugo	
Banque et Caisse d'Epargne de l'Etat, Luxembourg	BELLI Rodolphe	Corporate	1		
Arendt & Medernach	MEYER Glenn	Corporate	1.1	Represented Present WOESTMANN Hugo	
Chambre de Commerce	THEISSEN Anne-Sophie	Corporate	1	WOESTMANN Hugo	
Clifford Chance	KREMER Christian	Corporate	1	WOESTMANN Hugo	
PricewaterhouseCoopers S.à r.l.	ARNOLD Valérie	Corporate	1	WOESTMANN Hugo	
VP Bank (Luxembourg) S.A.	JØRGENSEN Claus	Corporate	1	WOESTMANN Hugo	
CANEL Anne		Individual	1		
CARPENTER Francis		Individual	1		
DE COURREGES Jean		Individual	1		
DERRUDER Vincent		Individual	1	Present	
FARRELLY Terrence		Individual	1		

FLAUNET Martin		Individual	1	Present	
GEIJER Claes-Johan		Individual	1	WOESTMANN Hugo	
GILLEN Marie-Paule		Individual	1	Present	
GRANT Jed		Individual	1	Present	
GUILFOYLE Gavan		Individual	1	WOESTMANN Hugo	
HOMSY Biba		Individual	1	SMITH-MEYER Anthony	
KOLB Serge		Individual	1	Present	
LEERMAKERS Dirk		Individual	1	WOESTMANN Hugo	
MAQUIL Michel		Individual	1	WOESTMANN Hugo	
MCCABE Deirdre		Individual	1	Present	
SMITH-MEYER Anthony		Individual	1	Present	
VAN DE KERKHOVE Eric		Individual	1	Present	
VERYKIOS Andreas		Individual	1	WOESTMANN Hugo	
VILLALOBOS Rosa		Individual	1	SMITH-MEYER Anthony	
VOLOTOVSKY Slava		Individual	1	WOESTMANN Hugo	
WOESTMANN Hugo		Individual	1	Present	
Ambassade de Belgique	LAMBERT Thomas	Honorary	0	Excused	
British Embassy	THOMAS Fleur	Honorary	0	Excused	
DESCOUPS Christian		Honorary	0		
Embassy of Ireland	DAWSON Stephan	Honorary	0		

GILLEN Erny			0	
JUNCKER Jean-Claude		Honorary	0	
SANTER Jacques		Honorary	0	
TOTAL			28	


Hugo Woestmann
Chairman


Jenny Oestreicher
Scrutineer


Secretary