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EPA

Not for Profit Association

INCORPORATION

The undersigned:

1. UPC (union des producteurs de cinéma) syndicat professionnel n° 21291 form], incorporated and existing under the laws of France, with registered office in 37 rue Etienne Marcel 75001 PARIS, France registered under number 822 058 327 00013 represented by Florence Jacob vice president
2. PACT (Greek Producers association) , incorporated and existing under the laws of Greece, with registered office in Formionos 219, Vironas 16231 Athens, Greece registered with the trade register no. 4436, 24/5/1974, KEFODE ATTIKIS, BTW EL EL090208495, represented by Mikes Modianos, President of the association

have agreed on 20.06.2025, in accordance with the Code of Companies and Associations - hereinafter referred to as the CCA to establish a non-profit association European Producers Association, the articles of association of which read as follows:

ARTICLES OF ASSOCIATION

I. EPA

1. Name and language

1.1. The name of EPA shall be **European Producers Association**, abbreviated **EPA.**

This name must appear in all deeds, invoices, announcements, publications, letters, orders, websites and other documents, whether in electronic form or not, issued by the legal entity, immediately preceded or followed by the words ‘non-profit organisation’ or by the abbreviation ‘vzw’ or ‘asbl’, together with the following information: the exact location of the legal entity's registered office, the company number, the word ‘legal entities register’ or the abbreviation ‘RPR’ or “RPM’, the court in which the legal entity's registered office is located, and, where applicable, the legal entity's e-mail address and website.

1.2. The official language of EPA is Dutch. English is the working language of EPA and will be used for all internal and external communication, with the exception of those documents that need to be drafted in Dutch for Belgian legal purposes.

1.3. The website of EPA is www.epa.film

2. Registered office

EPA's registered office is located in Brussels-Capital Region**.**

The registered office of EPA may be transferred to any other location in Belgium within the same language area. If, as a result of the relocation of the registered office, the language of the articles of association needs to be changed, only the General Meeting can make this decision, taking into account the requirements for amending the articles of association.

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3. **Objectives and purpose**

The purpose of EPA is to promote collaboration and advancement within the European advertising and branded content industry, unifying advertising producers in Europe and their unions or associations, representing industry interests, and collaborating with related sectors addressing both regional and global challenges, and to serve as a platform for advocacy, networking and professional development for its members*, both domestically and abroad.*

The object shall be achieved in particular via meetings, conferences and congresses.

EPA may participate in any activities that might contribute to the accomplishment of its purpose. It is authorized to perform acts of commerce provided insofar as these are in accordance with the purpose of EPA and insofar as the profit is used to achieve this objective. It may own or acquire all the movable and immovable property it needs to achieve its objective and exercise all property rights and other rights in respect of such property.

To this end, it may perform all useful legal acts and deeds, including entering into agreements, recruiting personnel, signing contracts, taking out insurance policies and renting goods, in Belgium or abroad.

4. **Duration**

EPA is established for an indefinite period. It can be dissolved at any time.

II. MEMBERSHIP

5. **Members**

5.1. Member Associations

EPA is composed of corporate entities, which are national associations, unions, federations of branded content production companies, representing in their respective country of Europe the professional and commercial interests of branded content production companies (the "**National Associations**").

For each of the Member States of Europe several National Associations will be allowed as a member of EPA.

These corporate members are referred to hereafter as the „**Member Associations** ".

The Member states from which a Member Association has been accepted by the

General Meeting of EPA are hereafter referred to as the „**Member Countries**".

In case of disagreement in a Member Country, the General Meeting of EPA will decide which association to recognise.

The Board of EPA may, as an exception, decide to allow more than one Member Association per Member Country to become a member of EPA.

EPA must have a minimum of 2 members.

The Member Associations shall be represented at the General Meeting by one or more delegates (hereafter referred to as the „**Member Delegates**"). Proxy voting is allowed.

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Even if a Member Country is represented by more than one Member Association or if more than one Member Delegate is present, there is only one vote per Member Country.

The founders are the first members of EPA.

5.2. Observer Members

For each country which is not a Member State of Europe, one National Association will be allowed as an Observer. These Observers are referred to hereafter as "**Observer Associations"** and the countries from which they come as "**Observer Countries".**

In case of disagreement in an Observer Country, the Board will decide which National Association to recognise.

The general meeting may, as an exception, decide to allow more than one National Association of the same Member Country to become an Observer Association.

The Observer Associations shall be represented at the General Meeting by one or more delegates per Observer Country (hereafter referred to as the „**Observer Delegates**"). Observer delegates may attend the General Meeting. They do not have the right to vote.

5.3. Supporting Members

The Board may recognize associations, organisations or even individual persons which support or are interested or concerned in the purpose of EPA to become a Supporting Member of EPA.

The Supporting Members shall not be invited to the General Meeting and they do not have the right to vote. The Board has the right to determine the criteria to be recognized as a Supporting Member.

6. Membership of the Member Associations and Observer Associations

The General Meeting decides on the admission of new Member Associations and Observer Associations Candidate Member Associations and Candidate Observer Associations have to submit their written request to the Board, and then the General Meeting will sovereignly decide on if they are in favour of their admission.

7. Rights and obligations of Member Associations

All Member Associations may consult the register of members at the Registered office or online as the case may be. To do so, they must submit a written request to the Board, with whom they agree on a date and time to consult the register.

In addition, all Member Associations have all the rights and obligations laid down in the CCA.

8. Resignation and termination of Member Associations and Observer Associations

Each Member Association and Observer Association may resign from EPA at any time by notifying the Board of that resignation by letter, by e-mail or by registered letter by the 30 June of each year and shall be effective from 31 December of the same year.

The resignation of a Member takes effect immediately.

The contribution fee shall be payable for the remainder of the financial year.

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If Member Associations do not pay their annual contribution within 2 months following its maturity date and no payment is received by EPA within 4 weeks following the postal date of the reminder to that effect, the Member Association concerned will lose their membership rights with immediate effect, e.g. their voting rights, the right to attend meetings and to receive documents, until all outstanding payments have been settled. The outstanding annual contribution shall continue to be due by such Member Association.

If Observer Associations do not pay their contribution, the Observer Association Hall loses its Observer rights with immediate effect, until all outstanding payments have been settled. The outstanding annual contribution shall continue to be due by such Observer Association.

Membership ends by operation of law in the event of bankruptcy, dissolution or liquidation or the provisional administration of a Member Association or Observer Association.

9. **Exclusion of Member Associations and Observer Associations**

A Member Association's and Observer Association's membership can be terminated at any time by a special resolution of the General Meeting, convened by the Board or at the request of Member Associations of at least 1/5 of the Member Countries, in compliance with the attendance and majority requirements prescribed for an amendment to the articles of association.

The Member Associations and Observer Associations will be informed by the President of the Board of the reasons for the exclusion. The Member Associations and Observer Associations concerned must be heard at the General Meeting and can be assisted by a lawyer.

The vote on the termination of a Member's membership is secret.

10. **Membership contribution**

EPA is financed by annual contributions from each of the Member Associations and the Observer Associations. The amount of the annual contribution shall be determined by the Board. The Board is authorized to create different categories for the annual contributions.

The annual contribution owed by a Member Association or an Observer Association may not exceed 10.000 EURO.

III. GENERAL MEETING

11. **Composition of the General Meeting**

The General Meeting is composed of all the Member Associations.

Observer Associations shall be invited to attend the General Meeting.

The Board has the right to invite third parties to attend the General Meeting.

It is chaired by the President of the Board or, in his absence, by the Vice President or in his/her absence by the oldest of the Board Members present.

12. **Powers of the General Meeting**

The General Meeting has exclusive authority for the provisions of the CCA and subsequent amendments to the law:

1. amending the articles of association;

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2. appointing and dismissing Board Members and determining their remuneration;

3. appointing and dismissing auditors and determining their remuneration if applicable;

4. granting discharge to the Board Members and auditors;

5. approving the budget and the annual accounts;

6. dissolving EPA;

7. excluding a Member Association as a member;

8. converting EPA into an international non-profit association, a cooperative society recognised as a social enterprise or a recognised cooperative society with a social purpose;

9. to make or accept a contribution free of charge from a legal entity;

10. all powers granted by these articles of association.

13. **Meetings of the General Meeting**

The General Meeting must be convened at least once a year, and this within six months after the end of the financial year. The date and place of General Meetings shall be decided by the President and notified to the Member Associations in writing at least fifteen calendar days prior to the meeting. The written notification is done by letter or email, stating the agenda, place, date and time of the meeting.

Member Associations may participate in a General Meeting by conference call or similar communication methods allowing all persons participating in the meeting to hear and/or see each other simultaneously and allowing for an effective deliberation amongst the Member Associations. All persons participating in a meeting in accordance with this paragraph shall be deemed to have been present at the meeting.

General Meetings may be convened at the initiative of the President, without prejudice to the Board's right to call for a General Meeting when it deems it necessary, in the cases specified by law or the articles of association.

A General Meeting must be convened when Member Associations representing 1/5th of EPA's Member Countries request such a General Meeting to be called. The President or the vice president will then call an extraordinary General Meeting within 21 calendar days of such a request.

Any proposal signed by at least 5% of the Member Associations and that is submitted in writing to the Board in French or English at least 6 weeks before the General Meeting will be added to the agenda.

Proposals which arrive after this deadline may be considered only if at least two thirds of all Member Associations present or represented at the General Meeting so decide.

14. **Attendance quorum at the General Meeting**

The General Meeting may validly deliberate regardless of the number of Member Associations present or represented, except where the CCA or these articles of association provide otherwise.

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15. **Voting at the General Meeting.**

Each Member Country has one vote at the General Meeting, regardless of the number of Member Associations or Member Delegates present or represented. The Observer Associations and invitees do not have a right to vote. Their presence is not to be taken into consideration to determine a quorum of the General Meeting.

Proxy voting is allowed. A Member Association may only have one proxy of another Member Association. Observer Associations cannot give a proxy to another Observer Association.

Resolutions shall be adopted by a simple majority of votes of the Member Countries which have Member Associations present or represented unless otherwise provided by the CCA or the articles of association.

In the event of a tie the vote of the President is a casting vote.

Votes will be secret if more than a third of all Member Associations so request. No vote may take place unless each Member has had the opportunity of expressing a point of view.

Decisions with respect to a modification of the articles of association require a majority of 2/3 of the Member Countries which have Member Associations present or represented, with abstentions not being counted in either the numerator or the denominator:

However, if the amendment to the articles of association relates to the object or the disinterested purpose of EPA, it shall only be adopted if it has obtained 4/5 of the votes cast (abstentions not being included in the numerator or the denominator).

Decisions of the General Meeting can be made with the unanimous written agreement of the Member Associations, except for matters as set out in the CCA.

16. **Report of the General Meeting**

The minutes of the General Meeting shall be recorded in a special register kept at the Registered office or, as the case may be, online and signed by the President, the secretary of the Board and any Member Associations who wish to do so. Copies and extracts of the minutes and the register shall be signed by the President and the secretary of the Board.

The decisions of the General Meeting shall be communicated to the Member Associations and interested third parties verbally or by regular letter or by e-mail, all this without prejudice to the announcements prescribed by law.

IV. GOVERNANCE

17. **Composition of the Board**

EPA is governed by a board of directors (*bestuursorgaan – organe d'administration)* (the "**Board").**

The Board is composed of a minimum of three (3) directors (*bestuurders – administrateurs*) (the "**Board Members")** who will meet as and whenever necessary. In any event, the Board will comprise:

a) a President
b) a Vice-President
c) a secretary/treasurer

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There shall be a maximum of one Board Member per Member Country.

The Board Members are appointed by the General Meeting by a simple majority of votes of the Member Countries which have Member Associations present or represented. The Board Members are appointed for a term of three (3) years.

All mandates, irrespective of the position held on the Board, can be renewed. The individual Board Members can resign by registered letter, letter or e-mail sent to the Registered office. They remain in office for a reasonable delay to provide for their replacement.

The re-eligibility option does not apply to any members of the Board standing for President. If a member is elected as President, this position of President can only be held by the same person for a maximum of three periods of three years.

If, for any reason, the necessity to fill any vacancy arises, an extraordinary election shall take place, at the next General Meeting, only for the vacant post, and for the period remaining until the end of the running mandate.

18. **Powers of the Board**

The Board has all the powers of administration, except those which fall within the competence of the General Meeting. The Board has the power to draft internal rules in accordance with Clause 2.59 CCA.

The Board is responsible for acting within the constraints of the approved budgets. Exceptions are possible in urgent cases.

The Board of Board Members shall implement EPA's policy as well as any and all resolutions and decisions of the General Meeting.

The Board may delegate part of its management powers to one or more third parties who are not Board Members, without this transfer, however, being able to relate to the general policy of EPA or the general management powers of the Board.

19. **Meetings of the Board**

Meetings of the Board shall be held at the registered office of EPA or at any other place, agreed upon during the previous meeting or as determined by the President.

Board Members may participate in Board meetings by conference call or similar communication methods allowing all persons participating in the meeting to hear and/or see each other simultaneously and allowing for an effective deliberation amongst the Board members. All persons participating in a meeting in accordance with this paragraph shall be deemed to have been present at the meeting.

Meetings of the Board shall be called by the President or by any two Board Members. There shall be at least one meeting of the Board held during each calendar quarter.

Notices of meetings shall state the agenda and shall be sent by mail, e-mail, fax or registered mail at least two weeks before the date of the meeting. Any Board Member may waive such notice, and a Board Member shall in any event be deemed to have been given due notice if he is present or represented at the meeting.

The Board may act validly only if at least half of its members are present in person. This quorum condition need not be satisfied, however, when it has not been satisfied at a first meeting of the Board and a second meeting of the Board is convened and held on the same

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day in the next week (or if that is not a business day, the next business day) with the same agenda, notice of both meetings having been duly given to the Board Members.

Except as otherwise provided by law, all decisions of the Board shall be adopted by a simple majority of the votes cast. In the event of a tie, the President has a casting vote.

Proxy voting is allowed.

The travelling and subsistence costs of each member of the Board shall be borne by the Member Association who has proposed the candidate to the General Meeting. The Board shall determine the reimbursement of travel and associated expenses of the President, which shall be paid by EPA.

Decisions of the Board can be made with the unanimous written agreement of the Board Members.

20. **Minutes of the Board**

The minutes shall be kept in a register designated for that purpose or online, as the case may be; Extracts and copies of the minutes and the register shall be signed by the President and the secretary of the Board.

21. **Termination of board mandate by operation of law and by resignation**

When the term of a Board Member's mandate has expired, the mandate ends by operation of law at the next General Meeting.

Each Board Member can voluntarily resign by giving written notice to the Board. When a Board Member resigns, he or she must remain in office until the General Meeting can reasonably provide for his or her replacement.

The mandate of a Board Member legally ends upon the death of this Board Member.

Every Board Member can also be dismissed at any time by the General Meeting.

22. **Bureau and day to day management**

The Board can assign the day-to-day management of EPA to a bureau, consisting of the President, the Vice President, the Treasurer and the Secretary.

The day-to-day management includes both actions and decisions that do not go beyond the regular needs of EPA’s daily operations, as well as those that do not require the intervention of the Board — either due to their minor importance or their urgent nature. In all cases, the Board will be informed.

The day to day management of EPA includes in any event:

a) Recruitment and supervisions of EPA employees whose remuneration package has been decided by the Board;
a) Management of EPA’s website;
b) Organization and documentation of meetings;
c) Maintenance of meeting minutes;
d) Preparation of necessary documents;
e) Management of financial accounts and contributions;
f) Oversight of social media presence;

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g) Development of a roadmap with explicit goals and regulatory measures to be approved by the Board;
h) Ensure the motivation and federation of the Member Associations and adherence to the roadmap through various means including dialogue, persuasion, strategic planning, and influence.
i) opening and management of bank accounts

The President or the Vice President shall chair meetings of the bureau, the Board and the General Meeting.

In the event of his or her absence or an impediment he or she shall be represented by the Vice President or, otherwise, by the secretary.

The Bureau may delegate its tasks of day to day management to its individual members but also to third parties.

The Bureau's decisions shall be adopted by a simple majority of its members represented at the meeting of the Bureau/ In the event of a tie, the President shall have the casting vote.

23. External power of representation of EPA

The Board represents EPA in all legal and other actions.

Without prejudice to the general power of representation of the Board as a corporate body, EPA is also represented towards third parties, in particular, the European Institutions and also in and out of court by :

a) by 2 (two) Board Members, acting jointly, one of which is the President or vice president.

b) by the President or the Vice-President for day to day matters;

c) by authorized signatories or special proxy holders appointed to that effect by the Board.

VII. ACCOUNTING

24. **Financial year**

EPA's financial year runs from 1 January to 31 December.

25. **Accounting**

The accounts are kept in accordance with the CCA and the relevant implementing decrees.

At the end of each financial year, the Board closes the accounts for the past year and draws up the budget for the following year; the annual accounts and the budget are submitted to the annual meeting for approval.

After the Board has accounted for its policy in the previous year, the General Meeting votes on whether to grant the Board Members discharge. This is done by separate vote.

The annual accounts shall be filed in the file at the Registry of the Enterprise Court within thirty calendar days of approval by the General Meeting. Where applicable, the annual accounts shall be filed with the National Bank in accordance with the CCA and the relevant implementing decrees.

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VIII. DISSOLUTION AND LIQUIDATION

26. **Voluntary dissolution of the non-profit organisation**

The non-profit organization can be dissolved at any time by the General Meeting.

The General Meeting is convened to discuss the proposals for the dissolution of the non-profit organisation, submitted by the Board or by at least 1/5th of the Member Associations.

In the event of voluntary dissolution, the General Meeting appoints one or more liquidators, whose duties it defines.

In the event of dissolution and liquidation, the assets shall, after settlement of the debts, be transferred to foundation or organisation that pursues a similar objective to this association; if there are several such associations, the General Meeting shall make a choice or distribute the assets as it sees fit; if there are none, the assets shall be transferred to EPA, foundation or institution whose purpose most closely matches the purpose described above.

The procedures for a non-profit organisation in dissolution or liquidation are regulated in Articles 2:109 to 2:149 of the Belgian Code for Companies and Associations.

IX. SIGNATURES

These articles of incorporation can be signed in one or more copies, each of which will be considered an original and together such copies will be one and the same instrument.

The Founders explicitly agree that articles of incorporation may be signed with the handwritten signature of the Founders' Representatives or with the electronic signatures of the same, or for any Founder established in Belgium, its electronic seal, whether such signatures or seals qualify as simple, advanced or qualified electronic signatures or seals in the sense of the eIDAS Regulation EU/910/2014, provided that non-qualified signatures or seals (i) are generated on the basis of an e-mail address in the name of the Founder or its representative and under a domain name held by the relevant Founder, and (ii) protect the integrity of these articles of incorporation once signed or sealed.

Founders explicitly agree that:

- electronic signatures or seals complying with the requirements set forth above shall have the same evidentiary and formal value as handwritten signatures for private deeds, this by deviation, as the case may arise, from article 8.18 of the (new) Belgian Civil Code and from article XII.25 of the Belgian Economic Law Code;
- these articles of incorporation, once electronically signed or sealed by all the Founders shall irrefutably deem to comply with article 8.9 of the (new) Belgian Civil Code and to be a written agreement for all legal purposes; and
- all faithful copies of these articles of incorporation electronically signed or sealed by all the Founders (i.e. copies not invalidating the electronic signatures or seals at stake) shall be recognized as an original copy for all legal purposes and article 8.20 of the (new) Belgian Civil Code shall irrefutably be deemed satisfied by the signature or sealing of one initial original copy of these articles of incorporation by all the Founders, this without prejudice to each Founder receiving a faithful copy thereof, without the need to identify the number of such original copies in these articles of incorporation, this by deviation, as the case may arise, from the same article 8.20 of the (new) Belgian Civil Code.

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TRANSITIONAL PROVISIONS

The first financial year shall run from the date of incorporation, being 20 July 2026, until 31 December 2025.

The address will be at 2800 Mechelen, Liersesteenweg 38, Belgium.

The Extraordinary General Meeting decides to appoint the following persons as Board Members of EPA:

1 - Florence Caroline Jacob (President), 137 Rue Lamarck, 75018 Paris France

2 - Mikes Sam Modiano (Vice President) , Apostolidou 4, Athens 14578 Greece

3 - Arleta Katarzyna Mikuła-Robinson (Secreatry/Treasurer), Bolesława Krzywoustego 15, 02-496 Warsaw, Poland

4 - Nicolas Javier Cabuche Melani (Board), C. TER 28 PBJ, Villaviciosa De Odon Madrid, Spain

5 - Karim Bartoletti (Board), PIAZZA LEONARDO DA VINCI 3, 20133 MILANO ITALY

6 - Myriam Zschage (Board), Waterloostrasse 39, 22769 Hamburg, Germany

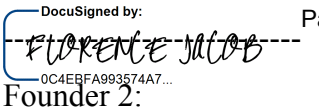
7 - Stephen Paul Davies (Board), 73 Finsbury Park Rd, London N4 2JY, UK

- The Founders to appoint Mrs Nicole Van Ranst, domiciled in 2530 Boechout, Fruithoflaan 25, to act individually and with the power of substitution, as special proxy holder of the association, in light of complying with all necessary formalities for drafting, executing and filing of all publication forms with the Belgian Official Journal, the Crossroads Bank for Enterprises, the clerk's office of the commercial court, the One-Stop-Business Shop, the VAT-administration and any other administrative or other authority in view of the publication of the aforementioned decisions and with all other necessary formalities with any other administrative authority or service.

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Signed:

Founder 1: (Surname, first name, place of residence)



Paris, France

Founder 2:



Athens, Greece