

EUROVENT BY-LAWS

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Title I. PRODUCT GROUPS

1. Composition

Participation in meetings of the Product Group(s) is open to all Member Associations, Corresponding Members, and Associate Members as per Article 35.1 of the Statutes.

A Member Association may nominate in writing to the Secretariat one (1) of its members to represent it in a Product Group even if this member is not a Corresponding Member or Associate Member of EUROVENT. This member shall be assumed to validly represent its appointing Member Association until the Member Association informs the Secretariat in writing of the retraction of the appointment, or the appointment of a new member. Alternatively, Member Associations may be represented by a member of their staff.

Corresponding Members and Associate Members may be represented in a Product Group by one or more persons with a professional service relationship with a legal entity within the same Group of Companies. These persons shall be assumed to validly represent their appointing Member until the Member informs the Secretariat in writing of the retraction of the appointment, or the appointment of new persons.

Participation of non-members should be exceptional and subject to prior approval by the Product Group Chairperson.

The Secretary General appoints a secretary to each Product Group, who shall prepare the agenda, keep attendance, and draft the minutes as per Article 37 of the Statutes. He or she ensures that its participants are informed in-depth about all information of relevance to the Product Group's activities.

The Board appoints one or more liaison directors to each Product Group, who shall ensure that its activities are compliant with the object of the Association and in line with the relevant budgetary provisions. The directors shall have no special rights in the Product Groups to which they were appointed in their capacity as liaisons, except the right to attend. The Board as a collegial body reserves the right to terminate or change the governance rules of any Product Group in accordance with Articles 28.2(o) and 34.2 of the Statutes.

2. Chairperson and Vice-Chairperson

Each Product Group elects by secret ballot a Chairperson and Vice-Chairperson as per Article 35.2 of the Statutes from among its participants by simple majority for a 2-year term. All participants of the Product Group validly representing a Member Association or a Corresponding Member which places on the market the products covered by the scope of the Product Group are free to submit their candidacy for Chairperson or Vice-Chairperson. The Chairperson and Vice-Chairperson of a Product Group shall not be from the same Group of Companies.

The Chairperson and Vice-Chairperson commit themselves to actively promote, develop, and support the activities of their Product Group, and to represent the Product Group in good faith vis-à-vis other Product Groups, any other body of the Association, or third parties.

The Product Group Chairperson, or in his or her absence, the Vice-Chairperson, shall chair the meetings of the Product Group as per Article 35.3 of the Statutes. If both the Chairperson and the Vice-Chairperson are unable to chair the meetings of the Product Group, the meetings of the Product Group shall be chaired by the Product Group secretary.

3. Meetings

The Product Groups shall meet whenever the interests of the Association so require and within the limits of the relevant budgetary provisions, on which the Secretary General shall have the final authority. It shall be convened by the Product Group secretary. These can be face-to-face meetings, conference calls, video conferences and web conferences.

A Product Group may meet in a subcommittee of its participants at the initiative of the Chairperson. The outcomes of any subcommittee must be approved by the plenary Product Group.

4. Proceedings

Each Member Association receives two (2) votes.

Each Corresponding Member which is member of a Member Association receives two (2) votes.

Each Corresponding Member which is not member of a Member Association receives one (1) vote.

Corresponding Members which do not place on the market the products covered by the scope of the Product Group receive no votes, regardless of their membership in a Member Association.

Each Associate Member receives one (1) vote.

A Group of Companies shall never receive more than two (2) votes altogether.

Each voting right shall be exercised by a representative of the organisation or, as the case may be, the Group of Companies, to which the voting right is allocated. If multiple representatives of a same organisation or Group of Companies cast a vote, the Product Group secretary shall disregard at his discretion all but one of the votes cast by those representatives.

In calculating the majority, abstentions, blank votes, and invalid votes shall not be counted. The votes may be issued by a call out, by a show of hands, or by secret ballot, including by electronic means.

Except for the election of its Chairperson and Vice-Chairperson, which are elected by simple majority, a Product Group decides by a two thirds (2/3) majority of votes present or represented. It may rule on any matter on the agenda within its object and scope regardless of the number of Members present during the meeting.

The minutes of a Product Group meeting shall be shared with all that Product Group's participants, with the Product Group's liaison directors, and with all Commission members, and filed at the registered office of the Association as per Article 38 of the Statutes.

Title II. GOVERNANCE

5. Representation in subsidiaries

The EUROVENT President shall represent EUROVENT as shareholder in the General Meeting of EUROVENT SERVICES COMPANY. In this capacity, the EUROVENT President shall confirm to the board of EUROVENT SERVICES COMPANY the members of the Board of EUROVENT so that both boards have identical compositions.

By joining the Board of EUROVENT, directors acknowledge the accredited independence of EUROVENT CERTITA CERTIFICATION. They also commit themselves to support and safeguard the collective

interests of EUROVENT, EUROVENT CERTITA CERTIFICATION, EUROVENT SERVICES COMPANY, COPILOT BUILDING COMMISSIONING CERTIFICATION and PRODBIM.

6. Record keeping

The statutes, by-laws, board minutes, general meeting minutes, and shareholder registers of all companies in which EUROVENT holds shares, directly or indirectly, shall be filed by the Secretary General at the registered office of the Association.

7. Commission Chairperson and Vice-Chairperson

Whenever Commission Chairperson elections or Vice-Chairperson appointments are due in accordance with Article 26 of the Statutes, the election or appointment shall take place before that year's Annual General Assembly meeting and shall take effect on the day of that Annual General Assembly, to ensure synchronisation of the terms of the directorships without prejudice to Article 27.4 of the Statutes.

Title III. ELECTIONS

When none of the candidates in an election mandated by the Statutes or these By-Laws meets the respective majority threshold specified in the Statutes or these By-Laws after the first round of voting, a runoff voting round shall take place between the two candidates having received the highest shares of votes in the first round. In such cases, the winner of the election shall be the candidate having obtained the most votes in the runoff round.

Title IV. AUTHORISATION OF PAYMENTS

Approval and release of payments on behalf of EUROVENT for costs incurred by EUROVENT are within the remit of the Secretary General for amounts up to 5.000 EUR, provided that these are in line with the budget approved by the General Assembly.

For payments above 5.000 EUR, prior authorisation is required by the President before release by the Secretary General, unless these are covered by an agreement duly approved by the Board. For payments above 20.000 EUR, prior authorisation is required by the President and one (1) director before release by the Secretary General, unless these are covered by an agreement duly approved by the Board. These authorisations may be obtained by electronic means such as an approval by email.

Title V. LOGO USE AND MISUSE

The EUROVENT logo is a registered trademark of EUROVENT. EUROVENT Members may use the EUROVENT logo to communicate their membership in EUROVENT. The EUROVENT logo may not be used to give the impression that the user holds 'Eurovent Certified Performance' certificates. Misuse of the EUROVENT logo as per this paragraph constitutes sufficient grounds for exclusion from the Association as per Article 11 of the Statutes. The right to use the EUROVENT logo is revoked with immediate effect upon termination of membership for any reason.

Title VI. PROTOCOL ORDER

| Order | Member Association |
|-------|-------------------------|
| 1. | VDMA FV ALT |
| 2. | TALTEKA |
| 3. | SVENSK VENTILATION |
| 4. | UNICLIMA |
| 5. | AEFYT |
| 6. | AFEC |
| 7. | AGORIA |
| 8. | ASSOFOODTEC |
| 9. | BINNENKLIMAAT NEDERLAND |
| 10. | VKE |
| 11. | ISKID |
| 12. | VELTEK VENTILATION |
| 13. | EFRIARC |
| 14. | ASSOCLIMA |
| 15. | NVKL |
| 16. | VDMA FV VTMA |

Title VII. FINAL STIPULATIONS

These By-Laws replace all previous iterations of the By-Laws.

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