

**FRANCE IX**  
Association without gain and profit  
purpose registered under number  
W751205285  
88 Avenue des Ternes – 75017 PARIS

**ARTICLES OF ASSOCIATION UPDATED**  
**FOLLOWING THE EXTRAORDINARY GENERAL MEETING**  
**DATED ON JANUARY 13, 2022**

**Article 10 : Management**  
**Article 12 bis : Vice-president**  
**Article 18 : Fiscal year**

**ARTICLE 1 - CREATION**

A French association governed by the provisions of the July 1, 1901 Law and the August 16, 1901 Decree is established between the undersigned.

**ARTICLE 2 - NAME**

The association shall bear the name:

**France IX.**

**ARTICLE 3 - PURPOSE**

The association purpose is :

- (i) To facilitate the exchange of Internet communications and transactions, as well any operation contributing thereto in the broadest sense of the word;
- (ii) To put at the disposal of its members common services in terms of facilities and staff necessary for (i) the operation of their businesses, (ii) the entering into services agreements with third parties and, (iii) generally, the achievement of all securities and real estate transactions necessary to achieve the Association purpose.
- (iii) To purchase, sell, and more generally administrate any corporate interest for its own account;
- (iv) To subscribe directly or indirectly, purchase, incorporate or sell of any type in any establishment or business to the higher extend permitted by laws and regulations.

**ARTICLE 4 – REGISTERED OFFICE**

The association registered office is located 88 Avenue des Ternes – 75017 PARIS - France.

It may be transferred to any other location by decision of the board of directors subject to the ratification of the general meeting.

**ARTICLE 5 - DURATION**

The association duration is set to 99 years.

The general meeting may decide the extension of the association duration.

**ARTICLE 6 - MEMBERS**

The association is composed of founding members and adherent members.

The founding members are the people who took the initiative to create this association, namely Interxion France, Neo Telecoms, Akamai International and Jaguar Network.

Adherent members are the natural or legal persons who have sent an application for

membership to the president of the board of directors, have paid the entry fee and are up to date with their annual subscription.

Founding members and adherent members each have one vote at general meetings.

#### **ARTICLE 7 - ACQUISITION OF THE QUALITY OF ADHERENT MEMBERSHIP**

Adherent membership is acquired from the date of receipt of the membership application addressed to the president of the board of directors and payment of the entry fee and/or annual subscription, subject to the approval of the president of the board of directors.

In the absence of notification from the president of the board of directors within 15 days of receipt of the application for membership, approval shall be deemed to have been granted.

Membership shall imply the status of member and compliance with the rights and obligations pertaining thereto.

Thus, members of the association undertake to:

- respect the present Articles of Association and, where applicable, the internal regulations of the association ;
- participate materially in the operation of the association by paying the entry fee and the annual subscription;
- refrain from taking any commercial or personal action that contradicts the purpose of the association.

#### **ARTICLE 8 - END OF MEMBERSHIP**

Membership shall end automatically:

- by resignation sent to the president of the association ;
- by death;
- by disappearance or liquidation (for legal entity members);
- by failure to comply with the undertakings set forth in articles 6, 7 and 9 of these bylaws.

Membership shall also end by dismissal of the member decided by the association, in case of:

- bankruptcy of the member;
- dissolution of the member;
- lack of compliance by a member with its obligations towards the association, other than those above-mentioned and towards France IX Services SAS after having been summoned by the president or the treasurer to do so,;

- Serious damage caused to the association or to France IX Services SAS, notably to their reputation.

Dismissal of a member shall be validly decided by the board of directors at a 2/3rd majority of the board members present or represented and voting (the member facing does not take part to the vote if it is also member of the board). The member facing dismissal must have been enabled to express its comments before the vote.

In any event, the membership fee for the year in which membership is lost shall be retained by the Association.

## **ARTICLE 9 - FEES - MONETARY MEANS OF THE ASSOCIATION**

### **9.1. Annual fees**

The minimum amount of the annual fee due by the members (including the founding members) is set each year by the board of directors.

### **9.2. Entrance fee**

The amount of the entrance fee due by all members (except the founding members) is set each year by the board of directors.

### **9.3. Income**

The income of the association consists of :

- the annual fee paid by the member and, as the case may be, the entrance fee ;
- grants from the State, other public sector entities, individuals or legal entities ;
- interest income from the association's property ;
- income from services supplied by the association ;
- contributions in cash or "industrie" (work skills, services, know-how...), notably through loans or donation;
- any other source authorized by law.

## **ARTICLE 10 - MANAGEMENT**

1 – The association is managed by a board of directors composed of at least 6 and no more than 8 directors.

Directors are appointed by the general meeting by a simple majority of the votes cast.

The term of office of the directors shall be three years. Outgoing directors may be re-elected.

A director may be dismissed at any time by the board of directors acting by a 2/3 majority of the votes of the members present or represented, the director concerned not taking part in the vote. The proposal to remove a director must state the reasons for the removal and the decision is taken by the board of directors without the removed director being able to claim compensation or damages. The removal of a

director shall be notified to the members of the Association by the president.

2 – Board of directors members may be individuals or legal entities, members of the association or not.

In the event a legal entity is appointed as a director, its legal representative shall be deemed to be its permanent representative for the duration of the legal entity director's term of office. Otherwise, it shall be bound to appoint, in order to attend meetings of the board of directors and generally to perform such duties as a director, a permanent representative for the duration of the legal entity director's term of office, who shall be subject to the same requirements and obligations and to the same civil and criminal liability as a director in a personal capacity.

In the event of death, resignation or dismissal of its permanent representative, the legal entity director shall be bound to notify such discontinuation promptly to the association, by registered letter with acknowledgement of receipt or by e-mail, together with the identity of its new permanent representative.

The board of directors chooses a president at the simple majority of attending or represented directors, among or outside the directors, and on the proposal of the Chairman of France IX Services SAS.

The board of directors chooses a vice-president, a treasurer and a secretary at the simple majority of attending or represented directors, among or outside the directors.

The president, the vice-president, the treasurer and the secretary can be dismissed “ad nutum” (without justification) any time by the general meeting deciding on such dismissal at the simple majority, without possibility for the dismissed director to claim for any damage. If the president, vice-president, secretary or treasurer are otherwise members of the board of directors, they do not take part in the vote.

3 - In the event of a vacancy by death or resignation of one or more seats on the board of directors and if the number of board members falls below 6, the remaining directors shall immediately convene an ordinary general meeting to complete the board's membership.

The term of office of the members of the board of directors shall end with the resignation or dismissal pronounced by the board of directors by a majority of 2/3 of the votes of the members present or represented, the director concerned not taking part in the vote. In the event of an equality of votes, the president's vote is decisive.

The remuneration of each board of directors member shall be determined by the general meeting.

4 - The board of directors decisions are transcribed in minutes signed by the president of the board of directors and the secretary who are entitled to deliver copies or extracts of said minutes.

The minutes are recorded in a specific register kept at the association registered office.

The president shall be authorized to invite any individual to attend a specific board of directors meeting if he deems this necessary.

## **ARTICLE 11 - POWERS AND DECISIONS OF THE BOARD OF DIRECTORS**

The board of directors has the broadest powers to manage the association within the limits of its purpose, without prejudice of the powers granted to the general meeting, and is entrusted with the regular functioning of the association.

It implements the decisions and policies decided by the general meeting. It takes all necessary decisions relating to the association management and is accountable to the general meeting for its management decisions.

The board of directors determines the main orientations and policy for the association activity and ensure they are implemented. It determines the annual budget and closes the association's accounts.

Without prejudice of the decisions listed in Article 12, decisions of the board of directors are validly taken by the simple majority of the votes of attending or represented board members. In the event of an equality of votes, the president's vote is decisive.

The board of directors can validly take decisions if at least half of the directors are attending the meeting or are represented. The directors may participate in the deliberations of the board of directors by means of telecommunications that enable them to be identified and guarantee their effective participation. The means of videoconferencing or telecommunications used must transmit at least the voice of the participants and meet technical characteristics that allow the continuous and simultaneous transmission of deliberations in accordance with the regulatory provisions in force. They shall then be deemed present for the calculation of the quorum and the majority.

A board member can be represented by another board member holding a proper proxy. Each director may have only one power from another director.

The board of directors meets upon call from its president or three board members as many times as necessary but at least three times a year.

Any director absent from more than three successive boards may be considered as having resigned by the Board of Directors, unless his absence is duly justified.

## **ARTICLE 12 - PRESIDENT OF THE BOARD OF DIRECTORS**

The president of the board of directors is entrusted with the implementation of the board of directors' decisions.

The president represents the association in every actions of its civil life and has the broadest powers for this purpose. He has, notably, the capacity to bring legal actions on behalf of the association.

The president shall not take any of the following actions without the prior consent of the board of directors deciding at the absolute majority of attending and represented directors:

1. The exercise by the association, in its capacity of shareholder of its voting rights in any company or grouping, in particular in France IX Services SAS;

2. The carrying out of any transaction in accordance with conditions other than those of the market;
3. The creation of any activity that is not substantially similar or related to existing activities;
4. Any hiring, dismissal or modification of the responsibilities or duties or terms of the employment contract of an executive employed by the association;
5. Any changes in the principles, practices or basis of the association's accounting system, except when these changes are required by law;
6. The assessment of the annual accounts;
7. Any action in view of the dissolution or liquidation of the association;
8. The adoption of the annual business plan and operating budget, and any modification of the sums thereby approved representing a variation of more than 10%;
9. Entering into any loan (including debenture loans), credit line or bank outstanding for unit amounts exceeding €1,000;
10. The granting of any surety, guarantee or off-balance sheet liability, granting of any surety against the association's assets for unit amounts exceeding € 1,000;
11. Purchase, sale, contribution of the association's tangible and intangible assets for amounts exceeding € 1,000;
12. Business purchase, sale, contribution, take or grant of lease management;
13. The acquisition, subscription, trading or disposal of marketable securities (even one single share) or companies, the incorporation, closure or contribution of subsidiaries or branches;
14. Delegation to anyone of his powers.

It is however specified that operations and commitments resulting from the implementation of the business plan or the operational budget mentioned in paragraph 8 above will not need the prior authorization of the board of directors.

The president convenes and presides the general meetings.

In case of absence or illness, he is replaced by the vice-president or, in the latter's absence, by any other member appointed by the board of directors, on the proposal of the chairman of France IX Services SAS.

However, the capacity to represent the association before Courts can only be exercised, if not by the president, by a proxy holding a specific delegation from him.

#### **ARTICLE 12 bis – VICE-PRESIDENT**

The board of directors appoints, by a simple majority of the directors present or represented, among or outside its members, a vice-president. He shall assist the president. He shall replace him in his functions in case of absence or illness of the president.

The vice-president's term of office is set by the decision upon which he is appointed. The vice-president's office can cease under the same conditions than the president's one.

### **ARTICLE 13 - SECRETARY**

The board of directors appoints among or outside its members a secretary, entrusted with all matter relating to correspondence and archives.

He sends the convocations to board of directors and general meetings, drafts the board of directors and general meeting minutes and, more broadly, all written acts relating to the regular functioning of the association, except those relating to accounting matters.

He ensures the execution of the formalities prescribed by the July 1, 1901 Law and the August 16, 1901 Decree.

The secretary's term of office is set by the decision upon which he is appointed. The secretary's office can cease under the same conditions than the president's one.

### **ARTICLE 14 - TREASURER**

The board of directors also appoints among or outside its members a treasurer, entrusted with the accounting management of the association.

He holds a regular accounting of the association's operations. He is in charge or delegates under his responsibility the bookkeeping of the association.

He calls for the payment of fees due by the members. He proceeds, under the control of the president of the board of directors, to payments and receptions of any sum.

He prepares a report on the financial situation of the association and addresses such report to the general meeting.

The treasurer's term of office is set by the decision upon which he is appointed. The treasurer's office can cease under the same conditions than the president's one.

### **ARTICLE 15 - GENERAL MEETINGS**

#### **15.1. Composition**

General meetings of the association are composed of all members who are up to date with their subscriptions.

Each member has one vote.

Mail poll is forbidden.

The company France IX Services will be invited to assist to all the general meetings (with no voting right).

The President will also be entitled to invite third parties to assist to the general meeting as observers (with no voting right).

#### **15.2. Convening and agenda**

The president of the board of directors convenes the general meetings.

Convening of general meetings is made by simple letter, e-mail or any other means, in particular by notice inserted in the newsletter or on the Association's website. The members of the Association are convened by the secretary at least fifteen (15) days before the meeting date. This time period may be reduced in case of justified urgency.

General meetings can only decide on matters mentioned in the agenda, which is set by the president of the board of directors.

General meetings take place at the association's registered office or at any other location in France or abroad specified in the convocation. Meetings may also be held by videoconference or any other means of telecommunication allowing the identification of members.

### **15.3. Officers of the meeting and minutes**

The general meeting is presided by the president of the board of directors or in case of absence by the member appointed by the general meeting.

The duties of secretary shall be performed by the secretary of the board of directors or, in his absence, by a member of the meeting designated by the meeting.

An attendance sheet is signed by the member when entering the session. The president of the board of directors and the secretary certify such attendance sheet. Signing of the attendance sheet is not required when the meeting is held exclusively by videoconference or by any other means of telecommunication allowing the identification of members.

The general meetings' decisions are transcribed in minutes specifying a summary of discussions, the text of resolutions and the votes results. The president of the board of directors and the secretary sign the minutes.

The minutes are recorded in the general meetings minutes register

Decisions of the general meeting are voted by show of hands or by electronic voting. A vote by ballot can be organized if asked by the majority of attending members or by the president.

Postal voting is prohibited.

## **ARTICLE 16 – ORDINARY GENERAL MEETING**

1- The general meeting is convened by the president of the board of directors at least once a year, and each time it is necessary. It may also be convened by at least 1/3rd of the board of directors or association members.

The general meeting hears the management report and the report on the association's financial situation prepared by the board of directors.

The general meeting votes on the accounts approval and appoints the board of directors members.

In general, the ordinary general meeting deliberates on all matters on the agenda submitted by the board of directors.

2- The general meeting can validly take decisions if at least 1/4<sup>th</sup> of the members are attending the meeting or are voting remotely.

If this quorum is not reached, a second general meeting is convened, with the same

agenda, within fifteen (15) days, to decide by means of an electronic vote. The general meeting can deliberate on the agenda even if the 1/4<sup>th</sup> quorum is not reached.

Without prejudice of decisions mentioned in Article 10 above and relating to the association's board members, decisions are taken by a simple majority of the votes cast.

In the event of an equality of votes, the president's vote is decisive.

#### **ARTICLE 17 - EXTRAORDINARY GENERAL MEETING**

Only the extraordinary general meeting is entitled to modify these Articles of Association, decide the dissolution of the association and the vesting of its assets, or its merger with another association.

Modification of the bylaws can be proposed to the extraordinary general meeting only by the board of directors.

The extraordinary general meeting can validly take decisions if at least 1/4<sup>th</sup> of the members are attending the meeting or are voting remotely.

If this quorum is not reached, a second general meeting is convened, with the same agenda, within fifteen (15) days, to decide by means of an electronic vote. The general meeting can deliberate on the agenda even if the 1/4<sup>th</sup> quorum is not reached.

Decisions are taken by a simple majority of the votes cast.

In the event of an equality of votes, the president's vote is decisive.

#### **ARTICLE 18 - FISCAL YEAR**

The financial year shall begin on 1 January and end on 31 December of each year.

#### **ARTICLE 19 – STATUTORY AUDITORS**

The general meeting may appoint a statutory auditor. The statutory auditor fulfills his mission in the framework of the rules applicable to his profession.

#### **ARTICLE 20 - DISSOLUTION**

In case of dissolution, the extraordinary general meeting appoints one or several liquidators in charge of the liquidation operations. The association's assets, if need be, are vested according to the provisions of article 9 of the July 1, 1901 Law and the August 16, 1901 Decree.

#### **ARTICLE 21 - CODE OF CONDUCT**

The board of directors may, if it sees fit to, establish and internal code of conduct governing the practical modalities of the association's functioning. The code of conduct specifies and completes the Articles of Association. It has the same authority as these Articles of Association, of which it is an inseparable complement.

**ARTICLE 22 - FORMALITIES**

The president, on behalf of the board of directors, shall carry out the declaration and publication formalities under the terms of the July 1, 1901 Law and the August 16, 1901 Decree. All powers are granted to a bearer of these articles of association with effect to carry out such formalities.