

Version 28 June 2019

1. Name, location and purpose of the Association

- 1.1 The Association **AMS Europe** (“Association”) is the federation of European manufacturers of materials and products for packaging and packaging-related markets as well as technical applications within the meaning of Sec. 5.2.
- 1.2 The Association is based in Düsseldorf, where it is registered with the register of associations (“Vereinsregister”).
- 1.3 The affairs of the Association shall not be conducted for profit. The Association shall not pursue particular interests of individual members. The Association shall have no commercial activities.
- 1.4 The purpose of the Association is to pursue and promote the general ideational and economic interests of the European manufacturers of materials and products for packaging and packaging-related markets as well as technical applications. In particular, the purpose of the Association is to support existing and future contacts between the represented groups as well as to enhance cooperation with relevant organisations globally.
- 1.5 The Association’s fiscal year shall be the calendar year.

2. Membership

- 2.1 Regular membership of the Association shall be open to all companies with production facilities in Europe that are engaged in the manufacture of materials and products for packaging and packaging-related markets as well as technical applications and whose products are covered by one or several of the Groups listed under Sec. 5.2 of these Statutes. Membership of the Association implies that a company shall join all Groups which are relevant for its products (Group membership).
- 2.2 A direct or indirect subsidiary of a controlling company qualified for regular membership of the Association or a company belonging to an affiliated group of companies with an ultimate parent enterprise qualified for regular membership of the Association can become a regular member of the Association only if at the same time the controlling company or the ultimate parent enterprise becomes a member of the Association. If a company becomes a direct or indirect subsidiary of a controlling company qualified for regular membership of the Association or becomes part of an affiliated group of companies with an ultimate parent enterprise qualified for regular membership of the Association, such controlling company or parent enterprise shall become a regular member of the Association. Otherwise the Association has the right to cancel the membership of the subsidiary or group company following a decision by the Board and with six months’ notice.
- 2.3 All regular members shall have the same rights and obligations.
- 2.4 Companies who do not meet the requirements stipulated under Sec. 2.1. as well as other organisations can apply for associate membership.

- 2.5 Applications for regular and associate membership shall be submitted in writing (by letter, fax or email) to the Executive Management, and the General Assembly shall take a decision on the application.
- 2.6 Members of the Association commit to respecting the provisions of these Statutes, to comply with decisions taken by the General Assembly, and to support the Association in the fulfilment of its tasks. Group members and associate members shall be subject to membership contributions in the form of a monetary fee. These are net amounts plus any statutory value added tax.
- 2.7 Regular and associate members may withdraw from the Association at the end of any calendar year provided they give nine months' notice in writing (by letter, fax or email) to the Executive Management.
- 2.8 Following a prior threat of expulsion issued by the Executive Management, a member of the Association may be excluded from the Association if it has behaved in a way that runs contrary to these Statutes or the Association's interests, or in a way which may jeopardize the Association's purpose or harm its reputation; if the conditions under which membership was granted are no longer given; if in spite of receiving two written requests it has failed to meet its obligations towards the Association, particularly the payment of membership fees.
- 2.9 Exclusion shall occur following a decision by the Board. All obligations towards the Association including the payment of annual membership fees shall remain applicable until the time when the exclusion or withdrawal becomes effective. At the moment of leaving the Association, the company which is leaving shall lose all its rights and claims towards the Association.

3. Compliance

Within activities the Association commits to observing European and national competition rules. It shall ensure this by means of appropriate measures.

4. Liability

Any commitment entered into in the name of the Association shall be binding upon the Association alone and shall not create any legal rights or obligations which may extend to its members.

5. Organisation

The Association shall have the following organisation:

5.1 General Assembly

- 5.1.1 Each regular member shall have one vote in the General Assembly. Associate members shall not be entitled to vote. The General Assembly shall convene at least once a year. The General Assembly shall be summoned in writing (by letter, fax or email) with at least 30 days' notice. An extraordinary General Assembly may be convened by the Executive Management with at least 30 days' notice, if this is requested by at least 1/5 of the members and an indication is provided of the topics to be discussed. All General Assemblies which have been duly convened have the power to take decisions.

5.1.2 The power of the General Assembly is as follows:

- alteration of the Statutes of the Association
- decisions on membership applications and membership fees
- approval of the general annual budget
- approval of the audited annual balance sheet and accounts
- election of the Board and possible alternate Board members
- release of the Board and the Executive Management
- creation of additional groups
- approval of the Association or groups of the Association joining other organisations
- decision on the dissolution of the Association.

Decisions are taken by majority vote among those regular members present. In the case of a tied vote, the President shall have the deciding vote.

Decisions on

- amendment to the Statutes
- the dissolution of the Association or its merger with another association may not be taken unless there is at least a two-thirds majority among the regular members with voting rights.

5.2 Groups

5.2.1 The Association consist of the following Groups:

- group of aluminium foil rollers: EAFA Roller Group
- group of manufacturers of aluminium foil containers: EAFA Container Group
- group of manufacturers of household foils from aluminium: EAFA Rewinder Group
- group of manufacturers of twist closures and closure sheet from aluminium: Aluminium Closures Group
- group of flexible packaging producers: Flexible Packaging Europe (FPE)
- FPE German Group

5.2.2 As a rule, the Groups have two regular meetings per annum, one of which, if not otherwise requested, shall be combined with the annual regular General Assembly.

5.2.3 Each Group shall elect its Chairperson and one Vice-Chairperson by simple majority voting among the group members who are present. The mandate shall normally be for two years from one General Assembly to the next with the possibility of re-election.

5.2.4 Each Group is entitled to form an Executive Committee.

5.2.5 Each Group is entitled to set up Working Groups or Committees and to decide on projects including budgets related to its own specific interest.

5.2.6 Each Group is at liberty to decide on the participation of associate members in its own meetings and activities.

5.3 The Board

5.3.1 The Group Chairpersons shall be nominated as Board Members and the Group Vice-Chairpersons shall be nominated as alternate Board Members. The Board of the

Association is elected by the General Assembly normally for a term of two years with the possibility of re-election.

- 5.3.2 The Board is assisted by the Executive Management. If required, the Board coordinates matters of the Association in form of telephone conferences or meetings.
- 5.3.3 If a Board Member leaves the Board before expiry of the Board's regular term, the Vice-Chairperson of the Group that is represented by the leaving Board Member shall succeed as Member of the Board.
- 5.3.4 Should a Member of the Board leave the member company which they represent within the Association or should they take on a different role within the company, unless the Board explicitly requests otherwise, they shall resign from the Board on the final day of exercising their relevant activity at the latest.
- 5.3.5 Decisions by the Board are taken by majority vote among those Board Members present. In the case of a tied vote, the President shall have the deciding vote.

5.4 President

- 5.4.1 The Association's President shall be elected from the midst of the Board Members by the Board for normally two years with the possibility of re-election. Furthermore, the Board may elect a former Group Chairperson as President of the Association, as long as they still act for the same member company, and in this case, they will become a member of the Board for the duration of their mandate.
- 5.4.2 The other Board Members shall act as Vice Presidents.
- 5.4.3 The President or, in his absence one of the Vice-Presidents, shall chair the meeting of the General Assembly.
- 5.4.4 The President shall be entrusted with the power of the day-to-day management of the Association and such other powers as may be conferred upon them by the General Assembly. The President may delegate tasks related to the day-to-day management to one of the Board members or to the Executive Director.
- 5.4.5 The President alone or two Vice-Presidents together represent the Association in any legal affairs (§ 26 BGB).
- 5.4.6 If the President leaves his function before the expiry of the regular term, the Board Members and the respective Vice-Chairperson succeeding the President from the Group shall elect a new President from their midst for the remaining term. Sec. 5.3.4 shall apply accordingly.

5.5 Executive Management

- 5.5.1 The Executive Management shall be appointed by the General Assembly upon recommendation of the President. If more than one Executive Director was appointed, the Board upon recommendation of the President shall appoint one as Chief Executive Director and their respective responsibilities shall be defined. The General Assembly is also empowered to replace the Executive Management.
- 5.5.2 The Executive Management shall report to the President and shall ensure that proper minutes are kept of all meetings of the General Assembly, and of the Group meetings. The President, or in case of his absence one of the Vice-Presidents, shall sign the minutes of the General Assembly together with the Executive Management. All decisions of the General Assembly shall be recorded. The Executive Management

can also be entrusted by the President with the execution of certain tasks related to the day-to-day management of the Association such as:

- collection of relevant statistical data
- coordination of information and advice for members
- organisation and minuting of meetings
- recording of financial receipts and expenditures
- presentation of annual accounts
- presentation of the current budgets
- personnel matters

5.5.3 Within the framework of the Association budget the Executive Management have the power to represent the Association towards third parties. Obligations that exceed the budget frame must be coordinated by the Executive Management with the President, and shall not exceed 25 percent of the original budget. Any expenditure exceeding the budget must be covered by the Association's assets.

6. Language

The records and official documents of the Association shall be kept in English.

The activities of the FPE German Group may be conducted in German language.

7. Dissolution

7.1 The proposal for dissolution of the Association must appear as a separate item on the agenda of the General Assembly and at least 90 days' notice must be given.

7.2 In the event of dissolution the General Assembly shall designate one or more delegates who shall be charged with the liquidation of the Association. The power of such delegates shall be determined by the General Assembly.

7.3 In case of dissolution, the General Assembly shall also take a decision on the Association's assets. These may only be used to support the represented industry branches or relevant scientific research. Prior to that, all obligations towards third parties shall have been met and the financial authorities shall have been informed. It is excluded that the assets be distributed among the members.

8. Amendments to the Statutes

The Board according to § 26 BGB has the power to make, of its own accord, any formal or editorial amendments to these Statutes that may become necessary upon request by the district court judge dealing with associations ("Vereinsrichter beim Amtsgericht").