"Global Network for Independent Certification"

abbreviated **"GNIC"**

Non-profit association

at 2540 Hove, Hugo Verriestestraat 13

The year Two thousand twenty.
On January 9 at 10:30 a.m. At the office, at 2560 Edegem, Hovestraat 37.
For **Kris Ducatteeuw**, associated notary with place in Edegem, who holds office in the private company F. Van Cauwenbergh & K. Ducatteeuw, associated notaries, with seat at 2650 Edegem, Hovestraat 37.
Have appeared:

1. The private company **BYAZ - Blokland International & All-round Services**, with seat at 2540 Hove, Hugo Verriestestraat 13, RPR Antwerp, Antwerp division, enterprise number 896,741,343.
   This company was established by deed past by the office of undersigned notary Kris Ducatteeuw, in Edegem on 20 March 2008, published in the Annex to the Belgian State Magazine of 8 April then under number 08051660.
   The statutes were amended by deed past by the office of undersigned notary Kris Ducatteeuw, in Edegem in date, prior to this.
   Represented here by her director Mr BLOKLAND Peter Johan, born in Antwerp on 8 August nineteen hundred and fifty-seven, (national register number: 57.08.08-411.20), husband of Mrs BEUKENHORST Marianne Jacqueline, living at 2540 Hove, Hugo Verriestestraat 13.
2. The private company **@CoachSteff**, with seat at 9860 Oosterzele, Geraardsbergsesteenweg 147, RPR Dendermonde, enterprise number 455,903,265.This company was founded under the name Cygnus.
   Represented here by her director Mr. VANHAVERBEKE Stephan Maurice, born in Ostend on 28 May nineteen hundred and seventy, living at 9860 Oosterzele, Geraardsbergsesteenweg 145.

After this, the "parties" were unchanged.
All parties declare that they are competent and competent to perform the legal acts laid down in this act and not be the subject of any measure which could create an ineptitude such as bankruptcy, collective debt scheme, appointment administrator, and so on.
The parties have asked Us, notary, to grant authenticity to what follows:

Creation

Parties request the undersigned notary deed that they have now set up an association and to draw up the statutes of a non-profit association called « **Global Network for Independent Certification** », in acronym « **GNIC** », established at 2540 Hove, Hugo Verriestestraat 13.

Statutes

The parties state that the statutes of the non-profit association are as follows:

Title 1 – The Association

Article 1 – Legal Form
The association is established as a non-profit association (hereinafter referred to as "NON-PROFIT ORGANISATION") under the Code of Companies and Associations of 23 March 2019, published in the Belgian State Magazine of 4 April 2019 (hereinafter referred to as 'WVV').

Article 2 - Name
The non-profit organisation is named **Global Network for Independent Certification**, abbreviated GNIC. The full and abbreviated name can be used together or separately.

Article 3 - Seat
The seat of the NON-PROFIT ORGANISATION is located in the Flemish Region.

Article 4 – Duration
The non-profit organisation was founded indefinitely. It can be dissolved at any time.

Article 5 – Identification of the Association
In all deeds, invoices, notices, publications, letters, orders, websites and other documents, whether or not in electronic form, based on the association, the NON-PROFIT Association must state the following information: 1°) name of the association, 2°) legal form, full or abbreviated, 3°) full address of the seat, 4°) company number, 5°) indication of the 'legal persons register' and competent court according to the seat, 6°) where appropriate: the e-mail address and the association's website and 7°) where appropriate, the fact that the association is in liquidation.

Title 2 – Disinterested purpose and object

Article 6 – Disinterested purpose
It is GNIC's objective to develop and offer a credible, independent and international certification service, based on well-founded normative references.

Article 7 – Object
The concrete activities with which the objectives of the NON-PROFIT ASSOCIATION are achieved include, among others, both in Belgium and abroad, on their own account or on behalf of its members:

- The creation of academic councils and content committees developing and setting normative references;

- Developing a network of independent organizations that provide certification services;
- Supporting training and training that specify the normative references;
- Developing and supporting evaluation tools;
- Maintaining a common database of certified individuals and legal entities.

It generally has full legal ability to carry out all acts and operations directly or indirectly related to its object, or which are of such a nature that these acts would facilitate directly or indirectly, whole or in part, achieving that object. It may take interests through association, input, merger, financial intervention or any other way, in all companies, associations or undertakings with an identical, parallel or cohesive object with hers or that are of such a nature that they promote the activities and objectives described for this purpose. It may perform the functions of directors or liquidator in other associations. It may guarantee or provide collateral for legal persons with an identical, parallel or cohesive object with theirs or which may be of nature to promote the activities and objectives described for this purpose, in the most spacious sense.

Title 3 – Membership

Article 8 – Working Members

1. There are at least 2 Working members with all rights as defined for the "members" in the Code of Companies and Associations, including voting rights at the General Assembly.
2. The founders are the first Working Members.
3. In addition, any natural person, legal person and/or organisation that endorses the objectives of the association can apply as a working member.
4. The candidate member shall submit a request to the governing body. The governing body decides on the acceptance of the candidate as a member at its next meeting. At this meeting, at least half of the members of the governing body shall be present. The decision shall be taken by a majority of the members of the governing body.
5. The Working Members do not owe a financial contribution.
6. All decisions concerning the accession, exit or exclusion of the Working Members shall be registered by the governing body within 8 days of knowledge of (the entry into force of) the decision.

Article 9 – Joined Members

1. Any natural person, legal person or organisation that endorses the objectives of the association may submit an (oral or written) application to the association to join.
2. Joined Members have acceded only the rights and obligations defined in these statutes.
3. Members who have joined are not part of and do not have the

right to vote at the General Assembly.

Article 10 – Dismissal of members

1. Working members can withdraw from the association at any time by making a formal letter to the President of the governing body. The resignation will take one month after this letter.
2. Members who have joined at any time may withdraw from the association by means of an oral or written notice. The resignation will be effective after this post.

Article 11 – Exclusion of members

1. If a Working Member violates the objectives of the association, it may be excluded, at the request of the governing body or at the request of at least 1/5 of all Working Members, by a special Decision of the General Assembly, which shall present and or represent at least two third parties of all Working Members, requiring a 2/3 majority of the votes of the working Members present or represented for the decision.
2. The Working Member whose exclusion is proposed has the right to be heard.
3. The Working Member who is absent or not represented at the annual General Assembly for 3 consecutive years shall be considered to be resigning.
4. Joined members acting in breach of the objectives of the NON-PROFIT Association may be excluded from membership by unilateral decision of the governing body.

Article 12 – Rights and obligations

No member can assert any claim or exercise the ownership of the NON-PROFIT ORGANISATION on the basis of the single capacity as a member and cannot recover his contribution and his paid optional contribution. This exclusion of rights to the assets shall apply at all times: during membership, at the end of membership for whatever reason, at the end of the NON-PROFIT ASSOCIATION, etc.
An outgoing or excluded member may not require or ask for an overview, accountability, seal or inventory.

Title 4 – Board and representation

Section 4.1. - Control and Management - General Assembly

Article 13 – Composition

The General Assembly is composed of all Working Members, and is chaired by one of the members of the governing body.
All Working Members have equal voting rights. Each Working Member has one vote at the General Assembly. A member may be represented by another member at the General Assembly.

Article 14 – Competence

The following exclusive powers may only be exercised by the General Assembly:

1. amending the Statute;
2. the appointment and deposition of directors;
3. the appointment and deposition of the Commissioner and the

determination of his remuneration;
4. discharge to directors and commissioners and, where appropriate, the establishment of an association claim against the directors and the Commissioners;
5. the approval of the budget and the annual accounts;
6. the dissolution of the association;
7. the exclusion of a Working Member;
8. the conversion of the association into an International NPO (IVZW), a cooperative company recognised as a social enterprise or into an approved cooperative social enterprise company;
9. an input for free to make or accept a transfer of assets and liabilities;
10. determining the destination of the goods of the disbanded association;
11. any other cases required by the law.

Article 15 – Meetings

1. The General Assembly shall be convened by the governing body each time the purpose or interest of the association so requires.
2. It must be convened at least once a year to approve the accounts of the past year and the budget for the following year in the course of the second quarter of the year.
3. Moreover, the governing body is obliged, where a fifth of the Working Members so requests, to convene an extraordinary General Assembly.
4. Calls to the General Assembly must be sent to all Working Members by ordinary letter or by e-mail at least 15 days before the meeting.
5. The call, which shall take place, day and hour of the meeting, shall contain the agenda set by the governing body. The agenda can only be deviated if the General Assembly is full and unanimous agrees to the adjustment of the agenda.

Article 16 – Quorum and voting

1. With the exception of the cases provided for by law and the statutes, decisions shall be taken by a simple majority of the votes present and represented, and regardless of the number of members present or represented. Abstentions are not included, not in the counter, nor in the denominator. In the case of strike votes, the president's vote will decide.
2. Amending the statutes and excluding a Working Member may be decided only if that amendment or exclusion is indicated on the call and if two thirds of the voting members are present or represented.
   If this number is not reached, a second meeting may be convened, which can take a valid decision regardless of the number of members present or represented.
   The second meeting may not be held within 15 days following the first meeting.
   Moreover, each amendment of statute and the exclusion of a Working Member requires a majority of two thirds of the votes present or represented, including at the second meeting,

excluding abstentions, neither in the numerator, nor in the denominator.

If the amendment of statute relates to the object or disinterested purpose of the association, it shall only be adopted if it has obtained four-fifths of the votes cast, not including abstentions, neither in the numerator, nor in the denominator.

Article 17 – Minutes

Minutes signed by one of the directors shall be drawn up from each meeting and included in a special register.

The Working Members have the right to request access to and/or a copy of the minutes.

Third parties can only do this if they can demonstrate a legitimate interest.

Section 4.2. – Governance and representation – Governing Body

Article 18 – Composition

The NON-PROFIT ORGANISATION shall be governed by a governing body (board) in accordance with Article 9:5 WVV and next and consists of three members, or, if the General Assembly has only 2 members, at least 2 members, who are Working members of the association.

Directors shall be elected and appointed by the General Assembly for unlimited duration and are at all times removable by the General Assembly. Any Working Member may run for election.

The directors exercise their mandate free of charge.

In the event of a vacancy during a mandate, the governing body may co-opt a Working Member as a director until the next General Assembly.

In this case, the co-opted director completes the mandate of the replaced director.

Whenever, by voluntarily resigning, the number of directors has fallen back, the directors continue to exercise their mandate until their replacement is provided for.

Article 19 – Competence

The governing body has the power to take all acts and to take decisions necessary or appropriate to achieve the object and disinterested purpose of the NON-PROFIT Organisation, with the exception of those decisions for which the General Assembly is exclusively competent.

The governing body is accountable to the General Assembly for its management actions.

The governing body can divide its powers among its members, as it can appoint a chairman, a secretary and a treasurer among its members.

The governing body governs the association and represents it in any judicial and extrajudicial act.

The governing body creates the accounts and budget, and enacts all internal regulations it deems necessary.

Article 20 – External representation power

The governing body represents the NON-PROFIT association as a college in all acts in and out of law through the actions of the majority of its members.

Without prejudice to the general representation of the governing body as a college, the NON-PROFIT ORGANISATION shall also be represented in and out of court by one director provided the submission of a prior written approval of the Governing body.

The governing body or the directors representing the NON-PROFIT association can appoint an authorized representative. Only special and limited proxies for certain, or a set of certain, legal acts are permitted. The authorized representative shall bind the NON-PROFIT organisation within the limits of their authorised power whose limits are objectionable to third parties as applies in the case of a mandate.

Article 21 – Operation and decision-making

The governing body shall meet after written convocation by a member of the governing body or the President, or at least 15 days after a request from at least four directors, as often as the interest of the NON-PROFIT ORGANISATION requires and at least three times a year.

The written convocation shall be made at least eight days prior to the date of the meeting to all directors, delivered in a digital way.

The convocation mentions the calendar, day, hour and place of the meeting.

The governing body can only confer when at least half of the members are present or represented.

Each director may give a mandate to one of his colleagues to represent him at a meeting of the governing body and to vote in his place. This mandate must be in writing. The constituent is then deemed to be present.

The decisions of the governing body shall be taken by a majority of votes.

Decisions of the governing body may, in exceptional cases, in the case of urgency and in the interest of the NON-PROFIT Organisation, be taken by a unanimous written decision by the directors. In any case, written decision-making presupposes that a prior deliberation took place.

A report shall be drawn up of each meeting. The approved report shall be signed by the Chairman and by the directors who request it. The approved report shall be kept in a separate register and made available to all members.

Article 22 – Conflict of Interest

If a director has an interest of a property law or professional nature, directly or indirectly, contrary to the interest of the association, he must communicate this to the other directors before the governing body takes a decision. His statement and explanation of the nature of this conflict of interest should be included in the report of the governing body meeting to take the decision. The governing body is not allowed to delegate this decision. If the majority of directors have a conflict of interest, the decision or action shall be submitted to the General Assembly. If it approves the decision or action, the governing body may carry them out.

The director of conflict of interest is removed from the meeting and refrains from the deliberation and vote on the matter to which it relates.

In addition, where the association no longer qualifies as a small association according to the criteria laid down in Article 3:47, §2 WVV, the governing body shall also define the nature of the decision or action and its accountability, as well as its legal impact on the association, should be included in the report. This part of the report is entirely included in the annual report or shall be presented in the document accompanying the annual accounts.

Where the NON-PROFIT organisation has appointed a Commissioner, the report of the meeting shall be communicated to him. The Commissioner shall assess in a separate section of the report, pursuant to Article 3:74 WVV, the property law effects of the operation on the association.
Preliminary proceedings shall not apply to usual transactions taking place under the conditions and to the securities normally applicable on the market for similar transactions.

Section 4.3. – P.M.

Section 4.4. –Liability

Article 23 –Liability of the director
The directors are not personally held liable to implement the association's commitments.
To the association and to third parties, their liability is limited to the fulfilment of the contract given to them in accordance with the common law, the provisions of the law and in the statutes.
Directors are liable only for decisions, acts or conduct which are apparently outside the margins within which normally cautious and careful directors, placed in the same circumstances, can reasonably consider different opinions. Directors are only liable for those acts personally attributable to them in their order of directors. This liability is jointly and severally unless the directors have not been part of the error and have reported the alleged error to all other members of the governing body. This notification, as well as the discussion to which it gives rise, shall be included in the minutes.

Title 5 – Supervision by a Commissioner

Article 24 – Supervision by a Commissioner
As long as the association has not exceeded any of the criteria set out in Article 3:47,§2 WVV exceeds, the NON-PROFIT ORGANISATION is not obliged to appoint a commissioner.
Once the association exceeds two or more criteria set out in Article 3:47, §2 WVV, the General Assembly among the members of the Institute of Auditors must appoint a Commissioner responsible for monitoring the financial situation, the financial statements and the regularity of the transactions, in the light of the law and the statutes, of the transactions to be established in the annual accounts. The General Assembly also determines the Commissioner's remuneration.

Title 6 – Accounting

Article 25 - Accounting
The financial year starts on 1 January and ends on 31 December of the same calendar year.
The accounts shall be carried out in accordance with the provisions of Article 3:47 WVV and the Royal Decree of 29 April 2019, as well as any other applicable sector regulations.
The governing body shall submit the annual accounts for the previous financial year for approval to the General Assembly. Subsequently, separate voting shall be granted to the directors and, where appropriate, the Commissioners.
The non-profit accounts shall be lodged in accordance with the provisions of Article 3:47, §7 WVV and the royal decree of 29 April 2019.

Title 7 – Dissolution and settlement

Article 26 – Decision to dissolve
The General Assembly will be convened to discuss proposals relating to the dissolution submitted by the governing body or by at least one fifth of all members.
The deliberation on the dissolution requires a quorum of two thirds of the members, present or represented. The decision shall be deemed to be accepted if approved by four-fifths of the votes of the members present or represented. Abstentions and invalid voices are not included in the counter, nor in the denominator and therefore do not count as opposing votes.
Since the decision to dissolve, the association always mentions that it is a 'non-profit organisation in liquidation' in accordance with Article 2:115, §1 WVV.

Article 27 – Settlement
Where the proposal for dissolution is approved, the General Assembly shall appoint liquidator(s) of which it will define the contract.
In the case of dissolution and liquidation, the association's assets are transferred to an association or foundation with a similar purpose to that of the association, to be declared by the

General Assembly. This takes into account the purpose of the present association and the principles referred to in Article 3 which are also imposed as a condition on the endowed. Under no circumstances should the assets be allocated to members or former members, unless they were associations for a purpose similar to that of the disbanded association; even then, the goods must remain destined for a purpose such as that of the disbanded association. The governing body is then responsible for carrying out this decision.

Title 8 – Final determination

Article 28 – Final determination

For all that is not regulated by these statutes or the internal rules, the WVV applies.

The Annexes are not part of the statutes.

Transitional provisions

The comparators shall unanimously take the following decisions which only come into effect after the filing for the registry of the issue of the deed of incorporation, in accordance with the law.

1. First fiscal year and first General Assembly
   The first financial year will be issued in the day of the filing for an issue of this deed and will close on 31 December 2021.
   The first General Assembly takes place within the 6 months after 31 December 2021.
2. Address of the seat
   The address of the seat is located at: 2540 Hove, Hugo Verrieststraat 13.
3. Website and email address:
   The association's website is www.gn-ic.org
   The association's email address is contact@gn-ic.org
   Any communication via this address by the members of the association shall be deemed to have been valid.
4. Appointment of the directors The meeting decides to determine the number of directors at 2.
   Be appointed directors:
   The private company BYAZ - Blokland International & All-round Services, with seat at 2540 Hove, Hugo Verrieststraat 13, RPR Antwerp, Antwerp division, enterprise number 896,741,343, with as permanent representative Mr BLOKLAND Peter Johan, living at 2540 Hove, Hugo Verrieststraat 13.
   The private company @CoachSteff, with seat to 9860 Oosterzele, Geraardsbergsesteenweg 147, RPR Dendermonde, enterprise number 455,903,265, with as permanent representative Mr VANHAVERBEKE Stephan, mentioned. Present here and accept under confirmation that they have not been taken by a measure that opposes it.
   They are appointed for an indefinite period. Their mandate is unpaid.
5. Commissioner
   Since the association is not obliged to appoint a commissioner due to the legal criteria, the comparators are currently

deciding not to appoint a commissioner.

6. Acquisition of the commitments on behalf of the association in creation
   All commitments and all obligations arising from activities undertaken by the comparators, since the first of September 2019, in name and on behalf of the association in formation, are taken over by the association founded by this deed, by decision of the governing body which will have an effect as from the acquirement of the legal personality.
7. The persons referred to above as directors unanimously state that they take the following decision:
   - Mr. Peter Blokland, as mentioned above, shall be appointed to the position of chairman of the governing body for the duration of his mandate, present here and accepting it.
8. Costs and statements of the parties
   The comparators state that the amount of all costs, fees and charges charged by the association as a result of its creation, amounts to € 866,99.
   They acknowledge that the undersigned notary has drawn their attention to the fact that the association, in the performance of its object, may be obliged to obtain the necessary prior authorisations or licences or to fulfil certain conditions, in view of the regulatory regulations on access to certain activities.

PRO FISCO

The right to writings (Code various rights and fees) is ninety-five euros (EUR 95) and is paid for declaration by undersigned notary.

NOTARY LAW

The comparators acknowledge that the instrumental notary reminded them of the right that each party has the free choice of appointing or assisting another notary by a counsel, in particular where conflicting interests or unbalanced terms are determined.

READING AND EXPLANATION

The Parties shall each recognise that they have received a draft of this act on 6 January 2020.

The Parties state that although the draft act was communicated to them, less than five working days for the execution of the present deed, they regard this prior communication of the draft as sufficiently timely, and that they have previously reviewed the this deed before the execution.

This act was read out in full as regards the particulars contained in Article 12(1) and (2) of the Organic Notary Act, as well as any amendments made to the pre-notified design.

The entire act was explained by me, Notary, for the benefit of the parties.

WHOSE DEED.

Past in Edegem on the aforementioned date, and, after explanation and partial reading, the comparators, signed with me, the notary.

For deed with register number 2020/25634, passed on 9 January 2020

FORMALITIES REGISTRATION

Recorded thirteen sheet(s), zero shipping(s)
at the Office of Legal Security Antwerp 3 on 13 January 2020
Register OBA (5) Book 0 Sheet 0 Box 1615
Registration fees received: fifty euros (€ 50.00).

The receiver