

Articles of Association (5 November 2020)
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TITLE 1: NAME - SEAT - DURATION

Article 1. Name

The name of the private foundation shall be "Linux Foundation Europe".

Article 2. Seat

The registered office is located in the Brussels region.

Any change of the seat of the private foundation shall be published in the Annexes to the Belgian State Gazette following the necessary actions thereto by the directors.

Article 3. Duration

The entity is created for an indefinite period.

TITLE 2: PURPOSE - OBJECT

Article 4. Purpose - object

The private foundation is created to realize the following selfless goal: to support the creation of sustainable open source ecosystems (open source software, open standards, open governance networks and open data) and the creation of shared technology.

The concrete activities through which the private foundation's objective is achieved, are among others:

- Organizing and conducting events, trainings and activities.
- Hosting open source projects and working groups.
- Receiving government grants.
- Receiving donations from individuals and companies.
- Promoting the use of open source, open governance and best practices for open source.
- Providing financial and intellectual resources and infrastructure.

It may further perform all acts that directly or indirectly relate to its selfless goal. In particular, it may cooperate and participate in any activity that corresponds to its purpose.

The private foundation may not provide any material benefit to the founder(s), the directors, or any other person, except, in this last case, if such occurs in the framework of the realisation of the selfless goal.

TITLE 3 : FOUNDERS - GOVERNANCE

Article 5. Appointment of the founder

The following person is the founder of the private foundation:

- the foundation established under American law **Linux Foundation**, having its seat in San Francisco (California, United States of America), 548 Market Street.

Article 6. Composition of the board of directors/governing body

The foundation shall be managed by one or more directors, who shall be natural or legal persons.

If there are several directors, they shall exercise their mandate collegially.

The board of directors can elect a chairman among its members.

Article 7. Appointment, Termination and Resignation of Directors

The director(s) are appointed by the founder of the private foundation for an indefinite term.

Following the dissolution/bankruptcy of the founder-legal entity, the director(s) will be appointed by the governing body.

The directorship ends:

- by voluntary resignation;
- upon expiry of the term of the directorship;
- by death, dissolution or liquidation, bankruptcy, cessation of payments, declaration of incapacity, administration order, absenteeism, or any other reason or circumstance which prevents the director from fulfilling his mandate;
- through dismissal by the board of directors/governing body for serious cause; or
- by decision of the corporate court of first instance, where the private foundation has its seat, in the cases provided for by law.

Article 8. Liability

The private foundation is liable for errors that can be attributed to its appointees or to the bodies through which it acts.

The directors and the persons in charge of the daily management do not, in that capacity, commit themselves to any personal obligation with regard to the obligations of the private foundation. They are solely responsible for the fulfilment of their assigned task and for any errors in their management.

Article 9. Meeting of the board of directors/governing body

The board of directors shall meet whenever a board member deems it necessary.

Each board member is authorized to convene the board together.

The convocations to attend the board shall be sent to the directors at least eight days prior to the meeting, except in cases of urgency, which must be justified in the minutes of the meeting. Such convocations shall contain the agenda, the date, place and time of the meeting, and shall be given by letter, airmail, telegram, telex, telefax, e-mail or other written means.

The convocations shall be deemed to have been given at the time they are sent.

When all members of the board of directors are present or validly represented, no proof of prior convocation is required.

The meetings are held at the registered office of the private foundation or at the place indicated in the convocations, in Belgium or, exceptionally, abroad.

Meetings of the Board of Directors may be validly held by tele- and videoconference.

They are chaired by the chairman of the board of directors or, if the latter is prevented from attending or if no board member is appointed as chairman, by the oldest director present.

In case there is only one director, he or she shall have all managerial and representative powers.

Article 10. Decision-making - Representation of absent members

- a) Except in case of force majeure, the board of directors can only deliberate and take decisions if at least the majority of its members are present or represented.
If this condition is not met, a new meeting may be convened which will validly deliberate and decide on the items on the agenda of the previous meeting, but only if at least two directors are present or represented.
Each director can, by letter, telex, telegram, telefax, or by any other written means, authorize another member of the board of directors to represent him at one meeting of the board and to vote in his place.
A director may represent several of his colleagues and cast, in addition to his vote, as many votes as the number of proxies he holds. However, at least two directors must always be present in person.
- b) The decisions of the board of directors are taken by a simple majority of votes. Each board member has one vote.
If at a board meeting, validly constituted, one or more directors or their proxies abstain from voting, decisions shall be validly taken by a majority of the votes cast by the remaining present or represented members of the board.
In case of equality of votes, the chairman will have a decisive vote.
- c) Resolutions of the board of directors may be passed by written resolutions of the directors. They shall be dated the day the last director signs the relevant document.

Article 11. Conflicts of interest

1. When the governing body must make a decision or a statement about a transaction within its competence, in which a director has a direct or indirect interest of a patrimonial nature that conflicts with the interest of the private foundation, the director concerned must communicate such conflict of interest to the other directors before the governing body makes a decision. His statement and explanation of the nature of this conflicting interest are included in the minutes of the meeting of the governing body that must take the decision. The Governing Body is not permitted to delegate this decision.
The director with a conflict of interest as referred to in the first paragraph may not participate in the deliberations of the governing body concerning these decisions or transactions, nor may he take part in the vote in that regard.
2. If all directors have a conflict of interest, they may make the decision or carry out the transaction themselves.
3. The preceding paragraphs do not apply when the decisions of the governing body concern customary transactions that take place under the conditions and against the securities that usually apply in the market for similar transactions.
4. The other directors shall describe in the minutes the nature of the decision or transaction referred to in Article 11.1 and its patrimonial consequences for the private foundation and shall justify the decision taken. This part of the minutes or this report, as the case may be, shall be included in its entirety in the annual report or in the document filed with the financial statements.
In case the private foundation has appointed an auditor, the minutes or the report shall be communicated to him. In his report referred to in Article 3:74 of the Companies and Associations Code, the auditor shall assess, in a separate section, the patrimonial consequences for the private foundation of the governing body's decisions for which there is a conflicting interest as referred to in Article 11.1.
5. Unabated the right of the persons referred to in Articles 2:44 and 2:46 of the Companies and Associations Code to claim the nullity or suspension of the decision taken by the governing body,

the private foundation may claim the nullity of decisions or transactions that have taken place in violation of the rules stated in this Article, if the contracting party to those decisions or transactions was or should have been aware of that violation.

Article 12. Internal governance

a) general

The board of directors/governing body is authorized, within the limits of the law, the foundation purpose and the articles of association, to perform all acts necessary or useful for the realization of the purposes of the private foundation.

The directors may agree to divide the management tasks among themselves. This division cannot be invoked against third parties, even if it has been published.

b) daily management

The board of directors/governing body may entrust one or more persons, whether or not members of the board, with the daily management of the private foundation; they shall act separately, jointly, or as a college, as determined by the board of directors/governing body.

The board of directors/governing body limits their powers of representation if necessary.

Such limitations cannot be invoked against third parties, even if they have been made public.

The person to whom these powers are delegated shall bear the title of "managing director" or, if he is a director, the title of "delegated director".

c) delegation of powers

The board of directors/governing body, as well as those to whom the daily management is entrusted, may also delegate, within the framework of its respective governing competences, special and certain powers to one or more persons, at their choice.

The private foundation shall be bound by the proxies within the limits of the power of attorney granted to them, without prejudice to the responsibility of the principal in case of excessive power of attorney.

Article 13. External representation

The board of directors/governing body shall, as a college, represent the private foundation in all judicial and extrajudicial acts.

Without prejudice to the general representative powers of the board of directors/governing body as a college, the private foundation shall be validly represented in court and vis-à-vis third parties, including a public official, by each director or the sole director acting individually.

Within the framework of the daily management, the private foundation is also validly represented by a proxy competent thereto. They do not need to present evidence of a prior decision of the board of directors/governing body.

In addition, the private foundation is validly represented by special agents within the limits of their mandate.

Article 14. Internal regulations

The governing body may issue internal regulations subject to statutory authorization, in accordance with Article 2:59 of the Companies and Associations Code, in accordance with the conditions for an amendment to the articles of association.

Article 15. Minutes

The decisions of the board of directors/governing body shall be recorded in minutes signed by the majority of the members present. These minutes shall be recorded or bound in a special register.

Proxies, as well as other written notices, shall be attached thereto.

Copies of or extracts from these minutes, to be presented in court or elsewhere, shall be signed by one director.

TITLE 4. - CONTROL OF THE PRIVATE FOUNDATION

Article 16. Auditor - Method of appointment

If the private foundation is required by law to do so, the audit of the financial situation of the private foundation, of the annual accounts and of the regularity of the transactions with regard to the law and the statutes, to be reflected in the annual accounts, shall be entrusted to one or more auditors. They shall be appointed by the board of directors/managing body from among the members, natural persons or legal entities, of the Institute of Company Auditors.

Auditors are appointed for a renewable term of three years.

Under penalty of compensation, they can only be dismissed for lawful reasons by the board of directors/governing body during the duration of their mandate.

Article 17. Remuneration

The remuneration of any auditors shall consist of a fixed amount, which shall be determined by the board of directors/governing body at the beginning of their mandate. It cannot be changed except by mutual agreement of the parties.

TITLE 5. - FINANCIAL YEAR - ANNUAL ACCOUNTS

Article 18. Financial year - annual accounts

The financial year begins on 1 January and ends on 31 December of each year.

Each year, and at the latest within six months after the closing date of the financial year, the board of directors/governing body shall draw up the annual accounts of the past financial year, in accordance with the legal provisions, as well as the budget for the next financial year.

The accounts are kept in accordance with the relevant legal provisions.

TITLE 6. - AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 19. Amendment of the articles of association

The articles of association may be amended:

- by the founder; or
- by a decision of the board of directors with a 3/4th majority of the votes of the members present and represented, after notification of the proposed amendment of the articles of association by letter, telex, telegram, telefax or in any other written way to the founder sent at least fifteen days

before the meeting of the board of directors concerned; if the founder indicates, at least two days prior to the meeting of the board of directors, by letter, telex, telegram, telefax, or in another written way, that he does not agree with the proposed amendment of the articles of association, this amendment of the articles of association can only be decided upon by the board of directors by unanimity of all its members.

The amendment of the data mentioned in article 2:11, § 2, 3° to 6° of the Companies Code must be recorded in a notarial deed.

TITLE 7. - DISSOLUTION - LIQUIDATION

Article 20. General

The court where the private foundation has its registered office can, at the request of a founder or one of his beneficiaries, of one or more directors, of an interested third party or of the public prosecutor, pronounce the dissolution of the private foundation in the cases provided for by law.

The court which pronounces the dissolution can either decide to close the liquidation immediately or determine the liquidation method and appoint one or more liquidators.

When the liquidation is completed, the liquidators shall report to the court and present the status of the assets and their use, as well as an allocation proposal in accordance with the current articles of association.

Article 21. Distribution

The assets of the private foundation upon dissolution shall be used for the following ideal purpose: Associations, foundations, and/or other entities that support the creation of sustainable open source ecosystems (open source software, open standards, open governance networks, and open data) and the creation of shared technology. When the selfless purpose of the private foundation has been achieved, the founder or his or her designees shall withdraw an amount equal to the value of the property itself that the founder spent on the achievement of that purpose.

TITLE 7. - GENERAL PROVISIONS

Article 22. Choice of residence

The directors, auditors and liquidators who reside abroad are expected, for the entire duration of their mandates, to choose domicile at the registered office, where all the legal acts will be validly sent to them.

Directors, auditors and liquidators can choose domicile at the place in Belgium where they carry on a professional activity. This choice of domicile is enforceable against third parties by publication in the Annexes to the Belgian State Gazette.

Article 23. Common law

The provisions of the Companies Code and of the Companies Code of Associations which have not been validly deviated from, shall be deemed to be included in the present deed, and clauses contrary to the mandatory provisions of the Companies Code and of the Companies Code of Associations shall be deemed not to have been written.