

EV Plug Alliance

A non-profit-making Association governed by the Law of July 1, 1901
17, rue Hamelin
75116 Paris, France

Article 1 - Formation

Between the undersigned and all other legal entities which subscribe to these Articles of Association (the "**Articles of Association**"), an association governed by the Law of July 1, 1901 and the Decree of August 16, 1901 is hereby founded: the EV Plug Alliance (the "**Association**").

Article 2 - Purpose

The Association's purpose (the "**Purpose**") is:

- To promote the use of "Type 3" outlets and connectors, unique footprint 16/32 A, single or three phase, as specified in the IEC 62196 standard, in recharging infrastructures for electrical vehicles;
- To promote the recharging method known as "Method 3" in AC recharging installations;
- To enable its members to exchange information on the use of products for the purpose of constantly improving adaptation to customers' needs;
- To deliver, through the use of members' various laboratories and testing resources, a label for the various Type 3 products which guarantee their interoperability, in accordance with test procedures specified by the Alliance.

The Association is a non-profit-making entity.

Article 3 - Head office

The head office is located at 17, rue Hamelin, 75116 Paris, France.

This may be transferred to any other location in French territory further to ordinary decision by the Board of Directors; such decision shall be ratified at the following General Meeting.

Article 4 - Term

The Association has a non-fixed term.

It may only be dissolved further to decision by an Extraordinary General Meeting.

Article 5 - Members - Categories

The Association is made up of:

- Founder members;
- Active members.

(the "**Members**")

Furthermore, the Association welcomes and includes Sympathisers.

Article 6 - Admission terms

Any public or private legal entity may become an Active Member if it evidences a scientific, technical, industrial or commercial interest in achieving the Purpose.

The admission to the Association of any new Active Member or Sympathiser is submitted to the Board of Directors' decision, ruling by a majority of three-quarters (3/4) of its Members.

The admission application for any new Active Member is subordinated to the latter's signature and unconditional adherence to both the Association's Articles of Association and internal regulations, if these exist (the "**Internal Regulations**").

A Sympathiser's admission application is conditioned upon the applicant's commitment to comply with the provisions of the Articles of Association and Internal Regulations for Sympathisers.

A Sympathiser may become an Active Member subject to being admitted in compliance with the procedure specified in the first three paragraphs of this Article.

Adherence in the capacity of an Active Member or Sympathiser entails the obligation of paying contributions and bearing all costs which are incumbent on Active Members and Sympathisers pursuant to the Articles of Association, the Internal Regulations and all decisions taken by General Meetings or the Board of Directors.

Article 7 - Members - Required capacities

The Founder Members are:

- LEGRAND France SA - 128 avenue de Lattre de Tassigny - 87045 Limoges, France, having Mr. Olivier Mermuys as permanent representative;
- SCAME PARRE S.p.A., Via Costa Erta 15 - 24020 Parre (BG), Italy, having Mr. Gianpietro Camilli as permanent representative;
- SCHNEIDER ELECTRIC INDUSTRIES SAS - 35 rue Joseph Monier - 92500 Rueil-Malmaison, France, having Mr. Claude Ricaud as permanent representative.

Founder Members play an active role in the life of the Association. They hold a deliberating vote in General Meetings. They are automatically members of the Board of Directors.

Active Members are legal entities, admitted in accordance with the procedure specified in Article 6 of the Articles of Association, which have paid their contributions as specified in the Internal Regulations and who play an active role in the life of the Association. They hold a deliberating vote in General Meetings. They may be Directors.

Sympathisers are legal entities, admitted in accordance with the procedure specified in Article 6 of the Articles of Association and which take part in an activity proposed by the Association, without undertaking to support and achieve the Purpose. They pay a contribution and attend General Meetings in an advisory capacity.

The rights and obligations of Founder Members, Active Members (the "**Members**") and Sympathisers are specified in the Internal Regulations.

Article 8 - Members - Exclusion

The capacity as Active Member or Sympathiser may be terminated by:

- Resignation,
- Dissolution,
- Failure to pay contributions,
- Exclusion pronounced by the Board of Directors on serious grounds, in the event of (i) non-compliance with obligations resulting from the Articles of Association or the Internal Regulations, (ii) impeding the Association's or Members' joint interests.

In the last case, the relevant Active Member or Sympathiser is invited to appear before the Board of Directors by registered letter in order to supply all explanations the Board deems necessary.

A Founder Member's resignation is only effective on expiry of a one (1) year deadline as of reception thereof by the Association Chairman or Secretary.

Article 9 - Association resources

The Association's resources include:

- Admission fees and contributions,
- Subsidies granted;
- Proceeds of all types which are related to the Purpose;
- Property revenues;
- All resources authorised by currently prevailing legislative and regulatory texts.

Article 10 - Contributions

The amount and payment terms of contributions owed by Members and Sympathisers are fixed on a yearly basis by the Ordinary General Meeting, pursuant to the agreement of the Board of Directors, during the debate and vote on Association accounts.

Article 11 - Accounts

Annual accounts are kept which result in a profit & loss account, a balance sheet and appendix, in compliance with the provisions set forth in Regulation 99-01 of the Accounting Regulatory Committee of February 16, 1999 relating to methods of producing the annual accounts of Associations and foundations.

Article 12 - Board of Directors - Composition

The Association is managed by a Board of Directors which has nine members (the "**Directors**").

Founder Members are automatically members of the Board of Directors; their terms of office may only be terminated due to Association dissolution or their resignation.

The first three permanent representatives of the Founder Members are:

- For Legrand France SA: Mr. Olivier Mermuys
- For Scame Parre S.p.A.: Mr. Gianpietro Camilli
- For Schneider Electric Industries SAS: Mr. Claude Ricaud

The other six Directors are elected by the General Meeting for two (2) years from amongst Active Members.

Half of the Directors selected from amongst Active Members shall be renewed every year.

As a transitional arrangement, the first General Meeting which will be held in 2011 for the purpose of approving the accounts of the 2010 financial year will elect, from amongst Active Members, two (2) Directors for one (1) year and two (2) Directors for two (2) years.

Directors may be re-elected; they appoint an individual as permanent representative.

From amongst the Directors' permanent representatives, the Board of Directors selects, under secret ballot, an executive made up of:

- The Association Chairman, selected from amongst the Founder Members' permanent representatives, elected for two (2) renewable years, unremunerated;
- A Secretary for the same term of office as the Director of which he/she is the permanent representative, unremunerated;
- A Treasurer for the same term of office as the Director of which he/she is the permanent representative, unremunerated;

If a Director's seat is vacant for any reason whatsoever, the Board of Directors fills the said seat as soon as possible, subject to ratification by the next General Meeting. The powers of the thereby elected Directors end at the time when the replaced Directors' term of office normally expires.

Article 13 - Board of Directors - Meetings

The Board of Directors meets at least once every six months or further to request from at least one third of the members thereof, or further to calling of a meeting by the Chairman. As applicable, Directors may attend a meeting by video-conference or teleconference; the terms thereof are specified in the Internal Regulations.

The Board of Directors only validly deliberates insofar as at least half of its members attend the meeting.

The Association Managing Director attends or takes part in all Board of Directors' meetings and participates in deliberations in an advisory capacity.

Any absent Director may only be represented by another Director; each Director may only hold one proxy.

Decisions are taken by a majority of votes; in the event of a tie the Chairman holds the casting vote. Decisions are only adopted if at least two (2) Founder Members, attending, represented or taking part in the Board of Directors' meeting, vote in favour thereof.

Any Director who, without valid reason, has not attended or taken part in three consecutive Board of Directors' meetings, may be declared as automatically resigning by the executive before which he/she shall have been convened for the purpose of presenting his/her remarks on the considered measure.

Directors' permanent representatives must be of age.

Board of Directors' decisions are specified in minutes, signed by the Chairman and a Director and recorded in a special register.

Article 14 - Board of Directors - Powers

The Board of Directors determines guidelines orienting the Association's activity and monitors the implementation thereof. Subject to powers expressly reserved for General Meetings and within the limits of the Purpose, it takes up all issues which concern the Association's correct operating and, through deliberations, settles affairs which concern the Association; in particular and without this list being exhaustive:

- It finalises the financial year statutory accounts to present these for approval by the General Meeting;
- It adopts the annual activity report, the provisional budget and the programme of action for the following financial year, presented by the Chairman;
- It performs all movable or immovable property acquisitions, subscriptions, alienations or rentals, loans and guarantees required for the Association's operations, subject to prior authorisation via General Meeting deliberation.
- It controls the activity of the executive's members.

Article 15 - Chairman

The Chairman represents the Association towards third parties; he/she is invested with the most extensive powers to act in all circumstances in the name of the Association, within the limits of the Purpose, subject to the powers that the law and the Articles of Association expressly allocate to General Meetings or the Board of Directors.

The Chairman may bring court action.

Article 16 - Ordinary General Meeting

The Ordinary General Meeting is made up of the Founder Members, Active Members and Sympathisers who are up to date with contribution payments. The Ordinary General Meeting meets at least once a year during the first quarter of the calendar year and each time it is convened by the Board of Directors.

At least fifteen days before the scheduled date, Members and Sympathisers are summoned by the Chairman. The agenda is specified on the said notifications.

Members may be represented by another Member; a Member may only hold two proxies.

Assisted by the executive's members, the Chairman chairs the Meeting and presents the Association's moral situation. If the Chairman does not attend, he/she is replaced by a Director appointed for such purpose by the Board of Directors.

The Treasurer reports on his/her management and submits the profit & loss account, the balance sheet and appendix for approval by the Meeting.

Once the agenda is finished, outgoing Board members are replaced by secret ballot.

Only those items specified on the agenda can be dealt with by an Ordinary General Meeting.

Sympathisers take part in Ordinary General Meetings in an advisory capacity.

Ordinary General Meeting deliberations are adopted by a quorum of half of the Members and by the absolute majority of attending or represented Members.

General Meeting decisions are recorded in a register of minutes, signed by the Chairman and a Director. This register is kept at the head office where all Members are entitled to consult it.

Article 17 - Extraordinary General Meeting

If required, or further to request from the majority of Members, the Chairman convenes an Extraordinary General Meeting in accordance with the formalities specified in Article 16 of the Articles of Association.

Only an Extraordinary General Meeting may amend the Articles of Association or dissolve the Association.

Extraordinary General Meeting deliberations are adopted with a quorum of half of the Members. If the said quorum is not reached, the Meeting is convened again, at the latest one month later; it may then deliberate however many Members attend or are represented. The required majority is two-thirds of attending or represented Members.

Article 18 - Liability

The Association holds liability for faults for which its agents are responsible, including the organs which carry out its intentions.

Directors do not commit to any personal obligation relating to commitments undertaken by the Association due to their offices.

Article 19 - Confidentiality

Each Member and each Sympathiser undertake to consider as confidential, and therefore not to publish or disclose to third parties other than a Member without the written authorisation of the Board of Directors and the relevant Member, information of any type, in any form or using any medium whatsoever which may have been communicated thereto, or which they may have accessed in their capacity as Member or Sympathiser, including during assignments entrusted thereto.

This commitment will be valid during five (5) years as of the information communication date.

Each Member undertakes not to use such information for any purpose other than the performance and achievement of the Association's objectives.

However, the obligations resulting from this Article are not applicable to information:

- Which is or becomes part of the public domain otherwise than due to a Member's or Sympathiser's non-compliance with this Article;
- Which was held by a Member or Sympathiser prior to communication by the issuing Member, in which case **the latter** must evidence such situation;
- That a Member or Sympathiser obtained from a third party who was not bound by any confidentiality commitment as regards the issuing Member.

Article 20 - Internal regulations

Internal Regulations are drawn up by the Board of Directors which has these approved by the General Meeting. They may be amended by the Board of Directors, in which case the latter shall have such amendments ratified by the next General Meeting.

Internal Regulations are intended to specify and provide further detail to the Articles of Association, in particular as regards the Association's internal management.

Article 21 - Dissolution

In the event of dissolution pronounced by at least two thirds of attending Members at a General Meeting, one or several liquidators are appointed by the latter and, if applicable, assets are attributed to any entity appointed by the said General Meeting or, failing this, in compliance with Article 9 of the Law of July 1, 1901 and the Decree of August 16, 1901.

Drawn up in Paris, France

On July 6, 2010

In five (5) original copies

For Legrand France SA:
Gilles Schnepf

For Scame Parre S.p.A.:
Gianpietro Camilli

For Schneider Electric Industries SAS:
Philippe Delorme