

Association of European Rail Rolling stock lessors

AERRL

International non-profit association

Square de Meeus, 37, 1000 Brussels

Company number: 0768 69 42 17

Statutes¹

Titel I : Name – Headquarter – Purpose – Duration

Art 1 : Name

The international non-profit association called Association of European Rail Rolling stock lessors (AERRL in abbreviation) is created and governed by the rules of the Belgian Code of Companies and associations.

All acts, bills, announcements, publication and other documents provided by the Association will mention the name of the Association, preceded or followed immediately by the words “international non-profit association” or the initials “I.N.P.A.”, the address of the head office of the Association, its e-mail address and its website.

Art 2 : Headquarter

The head office of the Association is established in the Brussels Capital Region (Belgium). It may be transferred anywhere else in Belgium, by simple decision of the administrative body, provided that such a move does not require a change in the language of the articles of association under the applicable language regulations. This transfer will be published in the Annexes of the Belgian Official Gazette. If the head office is transferred to another Region, the administrative body may modify the statutes. If due to the relocation of the head office, the language of the articles of association must be changed, only the general assembly has the power to take this decision subject to compliance with the rules prescribed for amending the articles of association. Administrative offices can be created, in Belgium or abroad, by decision of the administrative body.

Art 3 : Purpose

The main purpose of the association is to promote interoperable and safe European rail rolling stock (passenger trains and cargo/passenger locomotives) by addressing technical, operational, economic, legal and scientific issues and matters relating, directly or indirectly to locomotives, passenger trains, (multiple-units and coaches) operated in the European Union and Switzerland.

¹ Free translation in English (original version in French, official publication)

In pursuit of its objective, the association's mission is in particular to, directly or indirectly, in Belgium or abroad:

- promote and defend the interests of its members;
- maintain technical cooperation between its members;
- advise and assist institutions or other European organizations in the interest of its members;
- promote the growth of rail transport;
- improve the competitive position of rail transport, by being highly involved in achieving the following results:
 - Improved quality, performance, and cost efficiency of rolling-stock operation and rail transportation.
 - Become a discussion partner to and support to the European Railway Safety Culture Declaration with the aim to contribution and promote a safe and reliable European railway system.
 - Improve rail operators access to rolling-stock in a competitive, fluid and lean way, reducing market barrier to entry.
 - Improve access to the European network and improved interoperability of rolling-stock at the lowest cost with the highest safety standards.
 - Promote ETCS, specifically a uniform standard across the European Union and establish a good balance of the benefits between stakeholders (infra owners and users/keepers).
 - Improved competition on Rolling-Stock maintenance market competition and to promote the ECM scheme for safe and efficient operations.
 - Active involvement in ERA norm standardisation to provide and receive feedback on issuing norms and regulations.
 - Support to the industry in improving rail transportation sustainability, energy transition, and digitalization transformation.
 - Improve regulatory policies that will help bolster the vitality and global competitiveness of European's rail leasing industry.

The association does not seek to provide its members with any material gain.

The association can only undertake all operations and activities linked directly or indirectly to its object. It may in particular provide assistance and be interested in any activity similar to its own.

The association has no control over the commercial activities of its members and shall ensure to prohibit any exchange of commercial information between its members.

The association will cooperate closely with European and International Railway Sector stakeholders in order to contribute to the development of the rail market share, in particular by its support to competition on the market.

The Association attaches the utmost importance to full compliance with European anti-trust Codes and established a governance accordingly.

Any modification of the aim pursued by the association and/or of the activities which constitute its object must be approved by the King.

Art 4 : Duration

The association is established for an indefinite period; it can be dissolved in any time.

Titel II : Members

Art 5 : Members

The Association is open to Belgians and foreigners likely to contribute to the pursuit of the objectives of the association, and made of two categories:

- The first category is the effective members constituting of two groups being Group A and Group B (Group A : founding members who initiated the association; Group B: any natural or legal person subsequently admitted to the association).

-The second category is the associate members, that may be invited by the General Assembly to join the association because they are considered as experts who can bring an added value to the activities of the association.

Associate members have access to part of the information that in principle is reserved for the effective Members. Associate members may be invited from time to time to general meetings. Associate members never have voting rights and would be considered as guests and not as participant in the General assembly.

Art 6 : Admission

The admission of the effective Members is subject to the following conditions:

- a) Submission of a written application to the General Assembly, sent to the Chair, by fulfilling the “application form” published on the website of the Association and fixed by the Board of Directors; on this document the candidate must mention the volume of rolling stock kept and the name of the permanent representative and add the statutes of the company;
- b) Adherence to the clauses and conditions of the Statutes of the Association and any amendment thereto as well as to the Code of companies and association and to the Internal rules;
- c) Acceptation by the General Assembly after submission by the Chair;
- d) Payment of the membership fee;
- e) Having an office and its main activities within the European Union;
- d) Its main leasing activities concern the railway sector.

The Membership fee is an amount to be paid annually and defined or confirmed by the General Assembly every year. The Membership fee may not exceed 60.000 €.

The Chair sends the submission of the written application of a new member immediately to the Members and in any case not later than 15 days after receiving.

Associate members acquire their quality simply by paying a membership fee, renewable from year to year.

Art 7 : Resignation- Loss of membership – Exclusion

Effective and associate Members have the possibility to resign their membership if they have fulfilled their member obligations. The Member shall notify its resignation by giving at least six months' notice in writing to the Chair. The Chair shall immediately inform the other members of the Board. The membership ends on the date of the end of the financial year following the expiry date of the notice. (i.e. the notice needs to be given before the 30th of June to end the membership that same year) Until the effective date of expiration of Membership, the Member will enjoy all rights and be bound by all obligations related to membership in accordance with the Statutes and the Internal operational rules.

An effective or an associate Member who has jeopardized the interests of the Association can be expelled. Such expulsion shall be proposed by the Board of Directors and is to be decided on by the General Assembly. The member in question shall have the right to present his defence and objections to the General Assembly. The decision to expulse a member is taken by the same majority as required to change the statutes.

In this respect, the expulsion proposal shall be forwarded, in writing, to the Chair at least forty-five days before the General Assembly convenes and shall be sent and forwarded to all the Members at least thirty days prior to this meeting.

Any Member, whose expulsion is under consideration, may not vote. The Member shall be notified of any decision to expulse him.

A Member who resigns or who has been expelled, his beneficiaries or creditors, shall not have any rights with regard to the Association's assets, nor shall they have any right to reimbursement of their membership fee.

Art 8 : Member's prerogatives and obligations

The Members have access to all the documents drawn up by the Association, such as reports, recommendations, studies, results of enquiries, etc. as well as any information regarding agreements entered into by the Association's decision-making bodies.

Associate Members have limited access to documents or activities of the Association. Access rights will be defined in detail in the internal rules.

All effective and associate Members are admitted to the General Assembly.

Each effective Member shall be granted the following rights:

- a) Participation in any activity to reach the Association's stated purposes;
- b) Access to all the advantages and benefits bestowed on the Association.

Each effective and associate Member shall contribute to the Association's reputation and shall ensure that the Statutes and the decisions adopted by the General Assembly are complied with.

Each representative of each Member shall follow the Internal rules. These rules will be conceived and written in order to encourage a maximal participation of all the members.

Art 9 : Voting rights

Only effective Members are entitled to vote at the General Assembly.

Each Member has one (1) vote.

The Member who has failed to pay its Membership fee by April 1st of the current year, loses automatically its voting right.

Art 10 : Subscriptions

Each effective and associate Member shall pay his full membership fee upon acceptance of their Membership application and then annually latest February 28th of each year. The Members are invited to pay their membership fees by the stated deadline.

The annual membership fee shall be paid in Euro (EUR).

Titel III : General Assembly of members

Art 11 : Composition and power

The General Assembly is the Association's highest decision-making body; it is endowed with all the necessary powers to reach the Association's stated purposes.

The Chair of the Association assumes the chair of the General Assembly, or in his absence, a Vice-Chair.

The following points fall solely within the competence of the General Assembly:

- a) Approval of the annual report, annual accounts, control report and budget;
- b) Determination of the vision, values, objectives and annual action plan of the Association, on the basis of a proposition made by the Board of Directors;
- c) Admission of new members;
- d) Approval of the possible expulsion of a member;
- e) Election of the Members of the Board of Directors and, if applicable the Auditor(s);
- f) Determination of the annual membership fee;
- g) Discharge of the members of the Members of the Board of Directors and, if applicable the Auditor(s);
- h) Amendment of the Statutes;
- i) Dissolution and liquidation of the Association;
- j) Adoption of the Internal rules.

Art 12 : Meeting and convocation

The General Assembly has to be convened at least once a year during the first six months of the financial year at the place mentioned in the letter of convocation (Ordinary General Assembly). The General Assembly is convened by the Chair. The Chair may also convene an

Extraordinary General Assembly. The Chair is obliged to convene an Extraordinary General Assembly if requested by at least one third of the of the Members. An Extraordinary General Assembly may also be convened by two Board Members acting together.

The convocation letter is to be drafted and sent out by the Chair at least two months prior to the meeting and shall include the agenda. The agenda is drafted by the Board of Directors and will take into consideration the decisions of previous General Assemblies as well as any individual proposals submitted by Members. A Member shall notify the Chair in writing in English at least three weeks before the General Assembly if he intends to have a debate on a topic in the General Assembly. The new agenda shall be sent out by the Chair immediately after receiving to the Members. In cases of extreme justified urgency, the convocation letter can be sent 10 days before the meeting. **NORMALY 15 DAYS** (according to the law).

Information and documents useful to participate to the meeting and take the decisions on the agenda shall be sent at least two months before the meeting.

The letter of convocation, agenda and key information useful in order to participate and take decisions shall be sent by post, by e-mail or via any other widely used electronic means.

Alternatively, the Chair may decide, with the agreement of the Board of Directors, to hold a « remote General Assembly », i.e. a General Assembly that is not physically organized nor held at a fixed place, but where the discussions are organized through correspondence, electronic mailing or videoconference, according to the Law. This decision may not be taken for two consecutive years.

Participating members whose capacity and identity have been verified and confirmed will be deemed to be present or validly represented with regard to the criteria of majority, presence and voting rights. The notice of meeting will mention all the useful information to allow members to participate and vote in such virtual general meeting. Voting may be by show of hands, by secret ballot, by mail or by electronic means in real time.

On agreement from the Chair and an eventual suggestion – timely addressed to the Chair - of the Members, representatives from other relevant organizations or institutions whose presence is considered as advisable, may be invited to attend the General Assembly for consultation and/or advisory statements, together with any technicians, secretaries and interpreters necessary for the proper organization of the activities.

General Assembly decisions are valid only if at least half of the Members are present or represented. If the quorum is not present or represented, then the Chair convenes immediately a General Assembly with the same agenda which can meet and decide without respecting any quorum. This meeting can't be held less than fifteen days or more than six weeks after the convocation date.

Art 13 : Representation and deliberation

Each Member is represented at the General Assembly by a physical person duly mandated to represent permanently the Member and able to vote in its name at the General Assembly. Its identity is communicated in writing to the Chair, with mentioning of the duration of the permanent designation and accompanied by the decision of designation taken by the competent management body of the company. If a member wants to change its permanent representative it proceeds on the same way. Members may be represented at the General Assembly by another Member or by the Chair, with written proxy conforming to the Belgian requirements. No Member may hold more than two of such proxies. Any proxies are reported to the Chair at least seven days before the meeting.

Unless otherwise provided for in the Code of Companies and association or the Statutes, resolutions are adopted by simple majority (50%+1 vote) of the votes of the Members present or validly represented and are communicated to all the Members. In case of equality of votes the Chair's vote is predominant. If need be, the General Assembly may decide to inform other interested international organizations and authorities either directly through the Chair or through its members about voting results.

Decisions concerning the exclusion of a member and the adoption of the rules of procedure must be taken by a 2/3 majority of the votes of the members present or validly represented.

The language used in the debates is English. The minutes of the Assemblies are written in English and translated into French if a publication in the Belgian Official Gazette is required.

The resolutions adopted by the General Assembly shall be written down in the Minutes which shall be signed by the Chair of the General Assembly and the members who want to. The Minutes are sent to each Member. The Minutes are gathered in a Register kept at the Registered Office where it will be at the disposal of the Members. The Register may be a secured and transparent electronic register.

Titel IV : Board of Directors (administrative body)

Art 14 : Composition - election - revocation

Subject to the competences of the General Assembly, the Association is administered by a "Board of Directors", comprising 5 members: the Chair, 2 Vice-Chairs and 2 members. The Board of Directors can designate a Secretary General. The Directors are elected by the General Assembly. The terms of office of the members of the Board of Directors have a duration of one year. All Directors may be re-elected, but each individual can be Director for a maximum of eight years. An appointment of a member of the Board of Directors can be revoked, at any time, by simple decision of General Assembly without any motivation. The members of the Board of Directors are elected in accordance with the following conditions:

- a) a candidate for the election should be an individual, who has to be from a member and who should have experience in the European Railway Sector;
- b) 3 of the 5 members of the Board should be elected on the basis of a proposal introduced by operating lessors and 2 of the 3 forming the Chairman and Vice-Chairmen group must be elected amongst the Directors elected on the basis of a proposal introduced by operating lessors;
- c) before the election, the candidates should have submitted their proposals (including a resume) to the voting Members at least fifteen days before the meeting. The mandate of the Board Members ends by the arrival of the term, resignation sent in writing to the Chair, death, revocation, or juridical incapacity.

The members of the Board of Directors exercise their mandate in person or by proxy to one of them; the directors exercise their functions collegially. The Chair and Vice-Chairs are elected by the Members of the Board for one year and may be re-elected. One of them must be elected amongst the Directors elected on the basis of a proposal introduced by the Members of group A. The Chairman may be re-elected for a maximum of 6 consecutive terms. The same applies to the office of Vice-Chairman.

Art 15 : Powers – day to day business

The Board of Directors has the full powers to manage the Association, what means that it takes all the decisions excepted the decisions that have to be taken by the General Assembly according the Statutes or the Code of companies and association.

The Board of Directors must:

- a) Execute the decisions taken by the General Assembly;
- b) Prepare and submit the annual report, the annual accounts, the control report and the budget for approval by the General Assembly;
- c) Manage the Association in accordance with the Code of companies and association and the Statutes;
- d) Draft the Internal rules to be approved by the General Assembly at the majority of 2/3 like the Statutes changes; these rules contain a Code of Conduct for compliance with Legislation to protect the competition and the market.
- e) Institute under its control and authority one or some Thematic Committee(s); a Thematic Committee is a group of experts of the company members dedicated to a well-defined theme for a limited or an unlimited period, under the coordination of the Secretary General, with express authorization or prohibition of inviting third parties;
- f) Prepare and submit to the General Assembly the vision, values, objectives and annual action plan of the Association.

The Board may delegate the day to day business to one of its members or to someone else. This decision must be published in the Belgian Official Gazette.

The day-to-day business includes both acts and decisions which do not exceed the needs of the Association's daily life as well as acts and decisions which, either because of the minor interest they represent, or because of their urgent nature, do not justify the intervention of the administrative body. Any restriction on the power of representation attributed to the person in charge of day-to-day business is not enforceable against third parties even if it is published.

The Board of Directors may institute working groups, sub-groups, committees, etc. These groups are not being able to bind or engage the Association. They will operate under the authority and control of the Board.

Art 16 : Meeting of the Board of Directors

The Board is convened by the Chair on its own initiative or on demand of at least two Members of the Board if the interests of the Association requires it. The convocation contains the agenda of the meeting. The Board meets as often as necessary but and at least once a year.

A Board meeting may be held as a "remote Board meeting".

The Board may deliberate and decide validly if at least the majority of its members are present or represented. The decisions are taken by simple majority of votes of the present or validly represented members. Each Board Member shall have one vote. In case of equality of votes the Chair's vote is predominant. In case of absence, one member of the Board may be represented by another member of the Board, with written proxy conform to the Belgian requirements sent at least one week in advance. No Directors may hold more than two such proxies.

The language used in the debates is English. The minutes are written in English and if required translated in French for the publication in the Belgian Official Gazette. Deliberations and decisions taken by the Board are consigned in Minutes to be signed by the Chair and a member of the Board. The Minutes are sent to each Member. The Minutes are gathered in a Register kept at the Registered Office where it will be at the disposal of the Members. The Register may be a secured and transparent electronic register.

Art 17 : Representation

The Association is validly represented and engaged by the signature of The Chair or in case of impediment of a Vice-Chair or another professional expressly designated by the Board.

The Association is represented in justice by a Board member designated by the Board.

The members of the Board shall have no personal obligation in relation to the commitments of the Association. Their liability is limited to the execution of the obligations ensuing from their mandate and to the faults committed in the execution of their functions.

Art 18 : Conflicts of interest

When the Board of Directors is called upon to take a decision or to rule on an operation falling within its competence in respect of which a director has a direct or indirect interest of a financial nature which is opposed to the interest of the association, this director must inform the other directors before the Board of Directors takes a decision.

His/her declaration and his/her explanations on the nature of this opposing interest must appear in the minutes of the meeting of the Board of Directors which must take this decision. The Board of Directors is not allowed to delegate this decision.

A director with a conflict of interest within the meaning of the first paragraph may not take part in the deliberations of the Board of Directors concerning these decisions or operations, nor take part in the vote on this point. The preceding paragraphs do not apply when the decisions of the Board of Directors relate to usual transactions concluded under conditions and under normal market guarantees for transactions of the same nature.

Titel V : Financial year – annual accounts – budget -control

Art 19 : financial year – annual accounts

The financial year shall begin on the 1st of January and end on the 31st of December. Each year, the Board of Directors draws up the annual accounts for the past financial year, in accordance with the relevant legal provisions, as well as the budget for the following year. They are submitted for approval to the General Assembly at its next meeting. The accounts are kept in accordance with the relevant legal provisions.

Art 20 : Control and Auditor(s)

Insofar as the association is legally bound to do so, the control of its financial situation, the annual accounts and the regularity with regard to applicable law and these statutes of operations to be recorded in the annual accounts, must be entrusted to one or more auditors, appointed by the general meeting from among the members of the Institute of Company Auditors, for a term of three years, which is renewable.

Art 21: Dissolution – liquidation – destination of assets

Any proposal for the dissolution of the association must come from the Board of Directors or at least 1/3 of the effective Members. The Board will make this proposal if there are less than 3 members left during more than 6 months, excepted if major reasons may justify to postpone the proposal.

It is brought to the attention of the Members of the association by the Board of Directors at least three months in advance of the General Assembly which will decide upon the proposal.

The decision to dissolve and the terms of the liquidation are adopted by the General Assembly ruling under the conditions of quorum and majority required for the modification of the purpose of the association.

During the dissolution of the association the liquidation is carried out by one or more liquidators who exercise their functions, either by virtue of a decision of the General Assembly, or, failing that, by virtue of a judicial decision which may be brought about by any interested party.

In all cases of voluntary or judicial dissolution of the association, at any time and for whatever reason, the destination of any net assets after liquidation will be determined by the General Assembly or failing that, by the liquidators. This asset should be used for a selfless purpose that comes as close as possible to the goals of the association, as described in article of the statutes.

Titel VI : – Statutes changes – Law to be applied

Art 22 : Statutes changes

Any proposal to amend the Statutes must be issued by the Board of Directors or at least 1/3 of the Members and brought to the attention of the General Assembly by the Board of Directors at least three months before the date of the General Assembly called to decide on the proposal.

Amendments to the Statutes may be decided by the General Assembly only in the presence (or valid representation) of at least 2/3 of its effective members. If this quorum is not reached, a second meeting must be called, with the same agenda and under the same conditions as the first, which will validly deliberate regardless of the number of full members present or represented. The second meeting cannot be held less than fifteen (15) days, nor more than six (6) weeks after the first meeting.

Any modification of the purpose of the association requires a decision of the General Assembly taken by 4/5 of the members present or validly represented.

The statutory modifications relating to the mentions referred to in Article 2:10, § 2, 6 °, 8 ° and 9 ° of the Code of Companies and Associations must, for their part, be recorded by authentic instrument.

Art 23 : Law to be applied

The place of the competent jurisdiction is Brussels. Legal actions, both as plaintiff and as defendant, are monitored by the Board of Directors, represented by an administrator appointed for this purpose.

Anything not provided for by these statutes or by the regulations will be settled in accordance with the provisions of the Code of companies and association. Consequently, the provisions of this Code from which it would not be lawfully derogated, are deemed to be included in these statutes and the contrary clauses or which would become contrary to the mandatory provisions of this Code are deemed unwritten.