

Articles of Association for AgriFoodTure

Chapter 1. Name, domicile and purpose

Art. 1. Name and domicile

- 1.1 The name of the association is AgriFoodTure ("the Association").
- 1.2 The Association is based in Aarhus.

Art. 2. The purpose of the Association

- 2.1 The Association is a non-profit association, whose overall purpose is to contribute to positioning Denmark as a world leader in relation to a pioneering and innovative green transition in the agricultural and food sectors, including
 - To promote research, development and innovation that contribute to the implementation of the Parliament's objectives within climate, environment and sustainability,
 - To ensure a competitive business based on green conversion and a food system that meets global challenges,
 - To create growth and employment in the profession.
- 2.2 The Association must realise its purpose by bringing together relevant actors who can help accelerate the green transition through the development of innovative and result-oriented solutions that contribute to Denmark's achievement of its goals in green conversion, have a global effect and strengthen Danish business development. This must be achieved, among other things, by being a partner to the Innovation Fund in relation to Innomission3.
- 2.3 The Association must promote national and international research and research-related collaboration, and in relation to this must seek funding both nationally and internationally.

Chapter 2. Members of the Association

Art. 3. Conditions for admission to the Association

- 3.1 Danish and foreign companies, organisations, educational institutions, GTS institutes, NGOs, public actors and individuals who want and can support the Association's purpose can be admitted as members of the Association.
- 3.2 Membership presupposes fulfillment of the membership conditions, cf. Articles 4, 5 and 6.

Art. 4. Registration

- 4.1 Registration is done by contacting the Association's secretariat. When applying, it must be stated which category of membership you want to be admitted to.
- 4.2 The secretariat approves in accordance with the criteria established by the Board for new members of the Association.
- 4.3 The secretariat may reject an application for membership if:
 - The applicant is not found to be able to support the Association's purpose, or

- it is assessed that the membership will not be conducive to the Association's activities for other reasons.

4.4 The secretariat's rejection in accordance with Art. 4.3 may be requested by the rejected person to be considered at the next board meeting. The decision of the Board of Directors is final.

4.5 Registration is effective from the time of payment of the membership fee.

Art. 5. Member categories

5.1 The Association has the following member categories:

- A. Companies with more than 5000 full-time employees ("Largest companies")
- B. Companies with more than 500-4999 full-time employees ("Large companies")
- C. Companies with 100-499 full-time employees (Large "SMEs")
- D. Companies with 11-99 full-time employees ("SMEs")
- E. Companies with 1-10 full-time employees (Small "SMEs")
- F. Research and educational institutions
- G. GTS institutes
- H. NGOs
- I. Industry organisations and other cluster organisations
- J. Municipalities and other public institutions

Art. 6. Membership fee

6.1 The annual membership fee is determined at the annual general meeting. At the general meeting, a decision can be made to differentiate the size of the membership fee in relation to the Association's member categories.

6.2 The membership fee is charged by the secretariat. The fee is due annually on 1 January for payment no later than 20th January of the same year. If the registration takes place in the first half of the year, a full membership fee must be paid for the year. If registration takes place in the second half of the year, half the membership fee must be paid.

Art. 7. Withdrawal

7.1 Withdrawal must be made in writing to the secretariat with at least 3 months' notice by the end of a calendar year.

Chapter 3. Management

Art. 8. Ordinary general meeting

8.1 The general meeting is the Association's supreme authority in all matters.

8.2 The Annual General Meeting is held before the end of May each year.

8.3 The general meeting is convened with a notice of at least 14 days and a maximum of 4 weeks. The agenda for the general meeting and the detailed proposals to be considered at the general meeting are sent to or made available to the members on the Association's website at least 8 days before the general meeting.

- 8.4 Proposals that are to be considered at the general meeting must be submitted to the Association's secretariat at least 10 days before the general meeting is held.
- 8.5 Members who wish to nominate candidates for the Board of Directors must notify the Association's secretariat no later than 10 days before the general meeting. The Board also has the opportunity to propose candidates.
- 8.6 The agenda of the Annual General Meeting must include at least the following items:
1. Election of chairman of the meeting
 2. The chairman of the board's report on the Association's activities in the past year for approval
 3. Presentation of annual report, including proposals for disposition of results, for approval
 4. Proposals from the Board and the members
 5. Presentation of the Board's activity plan and budget proposals for the coming year, including proposals for membership fees and other membership conditions, for approval
 6. Election of members to the Board of Directors
 7. Election of external or internal auditor in accordance with Art. 18 of the Articles of Association
 8. Miscellaneous
- 8.7 The Board of Directors may decide that, in addition to physical attendance at the general meeting, access is granted for the members to participate electronically in the general meeting, including voting electronically, without being physically present. The Board of Directors determines the details of electronic participation, and information about this is given in the notice convening the general meeting.
- 8.8 The Board of Directors may decide that the general meeting in its entirety be held electronically.
- 8.9 The general meeting is chaired by a chairman elected by the general meeting in question.
- 8.10 Minutes of the general meeting are kept, which are signed by the chairman of the Board.
- Art. 9. Voting rules*
- 9.1 Unless otherwise stated in the present Articles of Association, the general meeting always form a quorum by the members present and represented, regardless of their number.
- 9.2 Eligible to vote at the general meeting are all those members approved in accordance with Art. 4 who have paid the due membership fee no later than 1 month before the general meeting is held. At the first extraordinary general meeting to be held in the spring of 2022, all members who have paid dues will have the right to vote.
- 9.3 Each member has 1 vote at the general meeting.
- 9.4 Members who have given notice of resignation forfeit the right to vote at general meetings held in the calendar year in which the resignation is effected on 31 December, cf. Art. 7.

9.5 Voting may be made by proxy. The power of attorney must be in writing and presented to the chairman of the meeting at the beginning of the general meeting.

9.6 Each member has the right to attend the general meeting accompanied by an adviser.

9.7 Decisions at the general meeting are made by a simple majority of votes, cf., however, Art. 10.

Art. 10. Votes requiring a qualified majority

10.1 For the adoption of amendments to the present Articles of Association, including merging with other associations, exclusion (cf. Art. 19) or decision on the dissolution of the Association (cf. Art. 21), the proposal must obtain at least a two-thirds majority of the represented votes.

Art. 11. Extraordinary general meetings

11.1 Extraordinary general meetings are held at the request of the Board, or when at least 1/4 of the voting members submit a written request to the Board through the Association's secretariat, stating proposals that are to be considered.

11.2 Extraordinary general meetings are convened with a minimum of 8 days and a maximum of 14 days notice.

11.3 Extraordinary general meetings held at the request of at least 1/4 of the Association's members must be held no later than 3 weeks after the request has been received by the Association's Board of Directors.

11.4 An extraordinary general meeting is held in accordance with the same principles as an ordinary general meeting, including principles in regard to the chairman of the meeting, proxies and voting.

Art. 12. Board of Directors, election and composition

12.1 The Association is led by a Board of Directors consisting of 15 members. However, the requirement for the number of members may be waived at the inaugural general meeting.

12.2 The Board of Directors must consist of representatives who are members of the Association. However, this requirement may be disregarded at the inaugural general meeting.

12.3 The Board of Directors is to be composed as follows:

- 5 members are selected from the member categories A and B ("Largest companies" and "Large companies").
- 1 member is selected from the member categories C, D and E ("Large SMEs", "SMEs" and "Small SMEs").
- 1 member is selected from member category G ("GTS institutes").
- 1 member is elected from member category H ("NGOs").
- 6 members are appointed from member category F ("Research and educational institutions"). Aarhus University, the Technical University of Denmark and the University of Copenhagen have a permanent seat on the Board of Directors, while 3 seats are filled by rotation among other research and educational institutions, cf. Art. 12.4.

- 1 member is appointed by SEGES Innovation P/S

12.4 Appendix 1 to the Articles of Association encloses a rotation plan for the three seats distributed among research and educational institutions. The individual research and educational institutions appoint their own representative to the Board.

12.5 The election period is 2 years. Re-election is possible.

12.6 At the inaugural general meeting, the interim board is appointed Board of Directors, until the subsequent extraordinary general meeting is held in the spring of 2022, at which meeting the final Board of Directors is elected/appointed. At the extraordinary general meeting, half of the board members shall be elected for two years and half of the board members for one year.

12.7 Each year, the Board of Directors constitutes itself with a chairman, who must be elected from among the 5 members from member categories A and B ("Largest companies" and "Large companies") and a deputy chairman, who must be elected from among the 6 members from member category F (" Research and educational institutions"). The constitution shall take place in immediate continuation of the general meeting.

Art. 13. Establishment of committees

13.1 The Board of Directors may establish committees ("Mission Committees") which, in the opinion of the Board of Directors, are considered able to support the Association's activities.

13.2 The Board of Directors determines the committees' tasks, competencies and composition and provides guidelines for the work of the committees.

Art. 14. Tasks of the Board of Directors

14.1 The Board of Directors is responsible for the overall and strategic management of the Association and makes a binding decision in all matters of the Association, taking into account and respecting the instructions of the general meeting.

14.2 It is the task of the Board to run the Association with due respect to the whole in both the short and long term.

14.3 The Board of Directors must establish rules of procedure.

14.4 The Board must actively seek to provide funds to the Association through applications for foundation funds, sponsorships, etc. The funds must be sought both nationally and internationally.

Art. 15. Meetings, decisions, subscription rule and liability

15.1 The Board of Directors meets as often as the chairman or 4 of the other board members deem appropriate, but at least 4 times a year. A board member may from meeting to meeting choose to be represented by a deputy.

15.2 The Board of Directors has a quorum when at least half of its members are present. Each member has one vote.

- 15.3 The Board of Directors makes decisions by a simple majority of votes. In the event of a tie, the Chairman has the casting vote.
- 15.4 Minutes are kept of the decisions made by the Board of Directors.
- 15.5 The chairman of the Board binds the Association by his signature in association with that of 1 other board member or in association with that of the director.
- 15.6 The Association is solely liable for its obligations in relation to the assets belonging to the Association at any time. Neither the members of the Association nor the Board of Directors are personally liable for any kind of obligations of the Association.

Art. 16. Director and secretariat

- 16.1 The Board appoints a director ("Mission Director"), who is responsible for the day-to-day management of the Association.
- 16.2 A secretariat is established under the direction of the director, who is responsible for the day-to-day operations and who must make the necessary decisions in this context in accordance with the general guidelines laid down by the Board. The secretariat includes the necessary competencies in relation to finance and accounting. In the case of decisions of strategic or fundamental scope or greater financial significance, the director must obtain the approval of the Board of Directors.
- 16.3 Under the leadership of the director the secretariat also
- Develops and administers the Association in accordance with the strategy adopted by the Board at any time and taking into account the approved budget
 - Contributes to the development of the ongoing strategic basis for the Association
 - Enters into a dialogue with the Association's members about the implementation and securing of projects within the scope of the Association
 - Manages applications for membership of the Association
- 16.4 The director reports to the Board of Directors with regard to the day-to-day work.
- 16.5 The secretariat is kept as small as possible, as secretarial services are basically provided by relevant members of the Association for a fee.

Art. 17. Notices and messages

- 17.1 The Association may provide information to the Association's members or the Association's Board by electronic mail, just as documents may be submitted via the Association's website.
- 17.2 The Association asks the Association members or board members for an electronic postal address to which notices can be sent. The members of the Association or the members of the Board of Directors must ensure that the Association is in possession of their correct electronic postal addresses at all times.
- 17.3 Information on requirements for applied systems and on the use of electronic communication is given to the members or board members when contacting the Association.

Chapter 4. Finance, accounting, auditing etc.

Art. 18. Accounting and auditing

- 18.1 The financial year of the Association runs from 1st January to 31st December.
- 18.2 Audits of the Association's annual reports are carried out by an auditor elected at each annual ordinary general meeting. The general meeting decides each year whether to elect an internal auditor or a state-authorized / registered auditor.
- 18.3 The audited accounts must be available for the members' review at least 14 days prior to the Association's ordinary general meeting.

Chapter 5. Exclusion

Art. 19. Exclusion

- 19.1 If a member has been guilty of gross or repeated violations of the Association's Articles of Association or breach of the Association's purpose or business, exclusion may take place at the general meeting on the proposal of the Board of Directors.
- 19.2 Membership fee arrears in excess of 3 months result in exclusion, unless the Board of Directors finds reasonable grounds for exemption from this.
- 19.3 An excluded member can only be resumed with the approval of the Board of Directors.

Art. 20. Liability for debts to the Association

- 20.1 A member's resignation or exclusion does not release the person in question from outstanding debt to the Association.

Chapter 6. Dissolution of the Association

Art. 21. Dissolution of the Association

- 21.1 A decision on the dissolution of the Association is made by the general meeting in accordance with the rules in Article 10 of the Articles of Association. It is a prerequisite for the validity of a possible decision on dissolution of the Association, that the general meeting has decided beforehand on the detailed procedure for the dissolution, including settlement of the financial obligations that may be incumbent on the Association.
- 21.2 When deciding on dissolution, the general meeting shall decide on the placement of ownership of the Association's logo and other intellectual property rights owned by the Association, including the future use of such rights.
- 21.3 Any profits from the liquidation and the Association's assets, including rights, accrue to one or more non-profit or predominantly non-profit organisations or companies that pursue a purpose that is comparable to or relevant to the Association's purpose. A decision to this effect is made in connection with the dissolution decision by the Association's general meeting by a simple majority of votes.

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Thus adopted at the Association's general meeting on ___ March 2022.

Date:

SEGES Innovation P/S

Arla Foods A.m.b.A.

Chr. Hansen Holding A/S

Carlsberg Breweries A/S