

**DRAFT ARTICLES OF ASSOCIATION
FOR A SOCIETAL IMPACT COMPANY
SET UP AS A PUBLIC LIMITED COMPANY (SOCIÉTÉ
ANONYME - SA) UNDER LUXEMBOURG LAW**

Please note: These draft articles of association (hereafter statutes) is a working document without legal value which is intended to be adapted, where necessary, to suit the individual requirements of each user. It does not engage the responsibility of its authors.

[Company name], Société anonyme
Societal Impact Company
Registered office: *[address]*

In the year two thousand *[year in words]*, on *[date]*

Before Maître *[name of notary]*, notary, residing in *[town/city]*

Have appeared:

1. Mrs A *[first name/surname]*, *[profession]*, nationality *[please complete]*, born *[date]*, in *[place of birth]*, residing in *[domicile]* ;
2. Mr. B *[first name/surname]*, *[profession]*, nationality *[please complete]*, born *[date]*, in *[place of birth]*, residing in *[domicile]* ;
3. Company C, a public limited company (SA) under Luxembourg Law, established and having its registered office in *[town/city]*, registered in the Luxembourg Trade and Companies Register under number *[number]*,

represented for the present purposes by [*managing director*], residing in [*address*], under the terms of a private power of attorney delivered in [*town/city*] on [*day / month / year*].

Said power of attorney, following its signature *ne varietur* by the parties present, the proxy and the acting notary, shall remain appended to the present deed for the purpose of joint filing for registration.

The parties present have asked the acting notary to certify that what follows are the statutes of a public limited company (hereafter "société anonyme"), which they declare to jointly form:

Section I: Company name - Registered office - Duration - Corporate purpose - Share capital

Article 1: A société anonyme under the name of [*company name*] followed by "Société d'impact sociétal" or the abbreviation "S.I.S." is formed between the parties present and all those who become owners of the shares created below. The société anonyme will be governed by the amended law of 10 August 1915 on commercial companies, as amended by the amended law of 12 December 2016 on the creation of societal impact companies and by these statutes.

Article 2: The registered office is established in (Luxembourg address), Grand Duchy of Luxembourg. It can be transferred to any other location within the same commune by simple decision of the Board of Directors. It can be transferred to any other commune in the Grand Duchy of Luxembourg by decision of the general meeting of shareholders, provided the conditions of amendment of the present statutes are complied with.

By simple decision of the Board of Directors, the company can establish subsidiaries, branches, agencies or administrative offices either in the Grand Duchy of Luxembourg or abroad.

Article 3: The duration of the company is unlimited.

Article 4: The corporate purpose of the company is [*please specify*].

(Important: It must be possible to assess the achievement of the corporate purpose using performance indicators).

Article 5: The share capital is set at EUR [*amount in figures*] (EUR [*amount in words*])¹, represented by [*amount in figures*] ([*amount in words*]) impact shares and [*amount in figures*] ([*amount in words*]) distributing shares, each with a par value of EUR [*amount in figures*] (EUR [*amount in words*]).

The impact shares and distributing shares are registered shares, each with the same par value. Holders of impact shares are not entitled to a share in the profits generated by the company as the profit allocated to impact shares is intended solely for the achievement of the corporate purpose and reinvested in its totality in the maintenance and development of the business activity.

The profit, where applicable, allocated to distributing shares entitles their holders to benefit from the profits generated by the company provided the corporate purpose assessed through the use of performance indicators has been achieved.

At least 50 percent of the share capital of the company must, at all times and under any circumstance, consist of impact shares.

Shareholders may at any time request the conversion of their distributing shares into impact shares. Impact shares cannot be converted into distributing shares.

The company can buy back its own shares under the conditions stipulated in the law.

Article 6: A share register will be held at the company's registered office in accordance with the legal provisions. The share register can be consulted by any shareholder on request.

Certificates of registration are issued on request and at the requesting shareholder's expense.

The company recognises only one holder per share.

The company can be owned by one or more shareholders.

¹ The minimum amount of share capital needed is EUR 30,000.

Section II. Administration

Article 7: The company is administered by a Board of Directors composed of at least 3 members, shareholders or not. The directors are appointed for a term of office that may not exceed 6 years. They may be re-elected and can be dismissed at any time.

In the event of a vacancy for a position of director, the remaining directors are entitled to step in provisionally; in this case, the next general meeting must proceed with a definitive election.

If the company is owned by only one shareholder, it may be administered by a single director.

Article 8: The Board of Directors has the powers to carry out all acts they deem necessary or useful to accomplish the corporate purpose; all that is not reserved for the general meeting by law or by these statutes falls within its competence.

In any event, the company will be administered autonomously in accordance with the law and the Board of Directors will take its decisions with complete independence.

Article 9: The Board of Directors chooses a chairman among its members. In the event of the absence of the chairman, the meeting may be chaired by another director present.

The Board of Directors meets at the call of the chairman as often as required for the interests of the company. A meeting must be called whenever 2 directors request one.

Article 10: The Board of Directors can only validly deliberate if a majority of its active members is present or represented; a mandate may be given in writing from one director to another.

In the event of an emergency, the directors can cast their vote in writing.

The decisions of the Board of Directors are taken by a majority of votes; in the event of a split vote, the person chairing the meeting shall have the casting vote.

Decisions taken in writing, approved and signed by all the directors, have the same effect as decisions taken during a meeting of the Board of Directors.

Article 11: The Board may delegate all or part of its powers for day-to-day management, as well as representation of the company relating to such management, to one or more managers, directors, administrators or other agents, shareholders or otherwise.

Article 12: The company is bound by the individual signature of the managing director, or by the joint signature of 2 directors.

If the company is managed by a single director, the company shall be validly bound by their signature alone.

Article 13: Legal actions, both as plaintiff and defendant, shall be pursued on behalf of the company by a member of the Board or the person mandated by the Board.

Section III: General Meeting

Article 14: The properly constituted general meeting represents all the shareholders of the company. It has the most extensive powers to perform or ratify acts involving the company.

Article 15: The annual general meeting meets as of right in [*place*], on [*date*] at the registered office of the company or at any other location indicated in the calls to the meeting. If this falls on a public holiday, the meeting will be held on the next working day.

Article 16: Calls to general meetings must comply with the legal provisions. They are not necessary where all the shareholders are present or represented and declare to have had prior knowledge of the agenda.

Article 17: All shareholders have the right to vote in person or via a representative, shareholder or otherwise.

Article 18: Each impact share and distributing share gives the right to one vote at the general meeting.

Section IV: Supervision

Article 19: Pursuant to article 6 of the amended law of 12 December 2016 establishing the creation of societal impact companies, the oversight of the company is entrusted to an independent auditor, appointed by the general meeting. For companies whose annual turnover or net assets are in excess of EUR 1 million, the oversight of the company is entrusted to one or more approved statutory auditors, within the meaning of the law of 18 December 2009 on audit professions, who are appointed by the general meeting.

Should the company's annual turnover or net assets not exceed EUR 100,000, the company conducts a self-assessment by means of an annual financial report.

The independent auditor or the approved statutory auditor(s) respectively, may only be dismissed by the general meeting on serious grounds or with their consent.

Section V: Financial year – Distribution of profits

Article 20: The financial year begins on the first of January and ends on the thirty-first of December of each year, with the exception of the first financial year, which starts on the date of formation and ends on the thirty-first of December [*year in words*].

Article 21: At the end of each financial year, the accounts are closed and the Board of Directors draws up an inventory of the assets and liabilities of the company, the balance sheet and the profit and loss account in accordance with the legal provisions.

Article 22: After the contribution to the legal reserve, the general meeting decides, on the proposal of the Board of Directors, on the allocation of the company's net distributable profit.

In the event of a distribution of profits, the holders of distributing shares will be entitled to the payment of dividends in proportion to the number of distributing shares they hold, provided the corporate purpose has been met. The profit allocated to impact shares is exclusively aimed at the achievement of the corporate purpose and is fully reinvested in the maintenance and development of the company's activities.

Article 23: The following performance indicators will be taken into account for the evaluation of the performance objectives relating to the achievement of the corporate purpose, respectively the distribution of profits:

- [indicator];
- [indicator];
- [indicator];
- [indicator];
- [indicator].

Section VI: Dissolution - Liquidation

Article 24: During the dissolution of the company, the general meeting decides on the procedure for liquidation, appoints one or more liquidators and determines their powers and emoluments. Unless otherwise specified, the liquidators shall have the most extensive powers for the realisation of the assets and liabilities of the company.

The general meeting will choose to allocate any liquidation bonus in accordance with Article 11(2) of the amended law of 12 December 2016 on the creation of societal impact companies.

Section VII: Final Provisions

Article 25: For all matters not covered by these statutes, the parties declare that they refer to and comply with the provisions of the law of 10 August 1915 on commercial companies, the

amended law of 12 December 2016 on the creation of societal impact companies and their subsequent amendments.

Subscription and payment

The previously mentioned parties present have subscribed to the shares created as follows:

Mrs A, as indicated above,	[<i>number</i>] impact/distributing shares	[<i>value in EUR</i>]
Mr B, as indicated above,	[<i>number</i>] impact/distributing shares	[<i>value in EUR</i>]
Company C, as indicated above,	[<i>nombre</i>] impact/distributing shares	[<i>value in EUR</i>]

Total: [<i>number</i>] shares	— [<i>total value in EUR</i>]
---------------------------------	------------------------------------

The shares have been fully paid up in cash, and as a result an amount of EUR [*amount in figures*] (EUR [*amount in words*]) is at the disposal of the company, as verified by the acting notary who expressly confirms this.

Assessment of Costs

The amount of the costs, expenses, remunerations and charges of any nature, to be paid by the company for its formation is approximately EUR [*amount in figures*] (EUR [*amount in words*])).