

WARENDORF

unofficial translation of the

DEED OF AMENDMENT OF THE ARTICLES OF ASSOCIATION
of: European Aviation Maintenance Training Committee

Draft Deed dated 16 March 2018.

On the [_____] day of April two thousand and eighteen, appeared before me, Kjell Stelling, civil law notary in Amsterdam, [_____].

The said individual declared that:

- (A) The Articles of Association of **European Aviation Maintenance Training Committee** (the "**Association**"), an association with full legal rights, having its registered office in Amsterdam and its business office at Venestraat 53, 2266 AX Leidschendam, registered at the Commercial Register under number 34287465, were most recently amended by a notarial deed, dated the fourth day of February two thousand and four.
- (B) The Association's general assembly resolved to amend the Association's Articles of Association on the [_____] day of April two thousand and eighteen and to authorise said individual to have the deed of amendment of the Articles of Association executed.
- (C) As a consequence of said resolution the Association's Articles of Association hereby shall be amended as follows:

Name.

Article 1.

The name of the association is:

European Aviation Maintenance Training Committee.

Office.

Article 2.

The registered office of the association is in Amsterdam.

Objects.

Article 3.

1. The objects of the association are:
 1. to safeguard safety in aviation by supporting the aviation maintenance training industry;
 2. to represent aviation maintenance training institutes before the European Aviation Safety Agency (hereinafter: EASA) and others as required;
 3. to harmonize aviation maintenance training methods;

4. to provide for a platform via which technical information for aviation maintenance training can be shared.

In addition thereto the objects of the association are:

- a. to be recognized as an expert in aviation maintenance training;
 - b. to share information between members;
 - c. to cooperate with fellow organisations that operate in aviation maintenance training;
 - d. to improve the quality of aviation maintenance training in order to safeguard and improve safety and efficiency in the aviation industry;
 - e. to notify members of new aviation maintenance techniques;
 - f. to render advise and consultancy services to its members;
 - g. to propose amendments to EASA on behalf of its members;
 - h. to discuss notices of proposed amendments (NPA's) with EASA.
2. The association shall endeavour to achieve these objects by, among other things:
 - I. to initiate and express the views of stakeholders in respect of all aspects concerning EASA Part-66, Part-145, Part-147 and other applicable regulations if and when suitable;
 - II. to organise meetings and seminars;
 - III. to provide information;
 - IV. to promote the association.

Members.

Article 4.

1. The association shall comprise:
 - a. general members;
 - b. associate members; and
 - c. honorary members.
2. To qualify for a general membership applicants must be:
 - a EASA Part-147 approved training organization;
 - a EASA Part-145 approved maintenance organization, or
 - an aviation maintenance training service provider organization.

With due observance of the above, the EC resolves on the admittance of general members.
3. Associate members are those (legal) persons that have been admitted as associate members by the EC.
4. Honorary members are those (legal) persons that have been admitted as honorary members by the general meeting at the recommendation of the EC.
5. Associate members and honorary members only have the right to attend general meetings. No votes can be cast by associate members and honorary members in the general meeting however they have the right to take the floor at such meetings.
6. A decision of the EC to withhold admission to membership may be overruled by the general meeting.
7. A membership cannot be subject to a transfer or transmission;

8. The EC shall keep a register with the names and addresses of all members, also reflecting the category of membership as referred to in paragraph 1 of this article.

Termination of Membership.

Article 5.

1. A membership of the association shall end:
 - a. upon the member's death; or
 - b. if he is adjudged bankrupt, if he is granted an official suspension of payments or if a debt release program is declared applicable - provisionally or otherwise - to him;
 - c. by termination by the member;
 - d. by termination by the association. This can take place if a member has ceased to satisfy the criteria for membership set in these articles of association or if he is in default of fulfilling his obligations to the association and the association cannot reasonably be required to allow his membership to continue;
 - e. by expulsion. The decision to expel a member being permitted to be made only if he has committed a breach of these articles of association or the by-laws or resolutions of the association or has harmed or prejudiced the interests of the association.
2. Notice of termination by the association shall be given by the EC.
3. Membership may only be terminated effective as at the last day of a financial year upon four weeks' prior notice. However, membership may be terminated effective immediately at any other time if in the circumstances of the case the association or the member cannot reasonably be required to allow it to continue.
4. If notice of termination was given that is not in compliance with paragraph 3 of this article, the membership shall end on the earliest permitted date following the date of termination stated in the notice.
5. A member may terminate his membership with immediate effect within one month from the date of his receiving knowledge or being informed of a resolution to convert the association into a different legal form or a resolution to enter into a merger as defined in Part 7 of Book 2 of the Dutch Civil Code.
6. A member may further terminate his membership with immediate effect within one month from the date of his receiving knowledge or being informed of a resolution in consequence whereof his membership rights have been restricted or his obligations to the association have been increased. If a member terminates his membership on these grounds the resolution shall not apply to him. However, a member's termination of his membership shall not operate to exclude him from the applicability of a resolution whereby his financial rights and liability have been altered.
7. A resolution to suspend a member can be implemented by the EC on the grounds of clear misconduct by such member or in the event a member is in default of fulfilling his obligations to the association. The member concerned may appeal against it to the general meeting within one month of receipt of notice of

that resolution. To that end he shall be given written notice of the resolution as soon as possible, such notice to state the reasons for the decision. A suspended member cannot exercise his rights, always provided, however, that he has the right to attend and speak in his defence at the general meeting at which his appeal is considered and to be decided upon.

A suspension that is not followed by a resolution to terminate the membership as referred to in paragraph 9 of this article within three months, shall end by the expiration of that term.

8. A resolution to expel a member shall be implemented by the EC.
9. If a resolution has been passed that a membership be terminated by the association on the grounds that he is in default of fulfilling his obligations to the association and the association cannot reasonably be required to allow his membership to continue, or if a resolution has been passed to expel a member, the member concerned may appeal against it to the general meeting within one month of receipt of notice of that resolution. To that end he shall be given written notice of the resolution as soon as possible, such notice to state the reasons for the decision. During the term of appeal and pending the appeal the member shall be suspended, always provided, however, that he has the right to attend and speak in his defence at the general meeting at which his appeal is considered and to be decided upon.
10. When a membership ends the member's annual dues for the financial year in which his membership ends shall nevertheless remain payable in full.

Patrons.

Article 6.

1. Patrons are persons who have been admitted as such by the EC. The EC is authorized to terminate the patronship in writing any time.
2. Patrons shall support the association by paying an annual contribution, the minimum amount of which is to be determined by the general meeting.
3. Patrons only have the right to attend general meetings. No votes can be cast by Patrons in the general meeting however they have the right to take the floor at such meetings.

Annual Dues. Responsibilities.

Article 7.

1. The general members and the associate members shall pay annual dues or contributions the amount of which shall be determined by the general meeting.
2. In special cases, the EC may grant full or part exemption from the obligation to pay dues or a contribution.
3. Subject to approval of the general meeting previously obtained, the EC may attach responsibilities to membership of the association.

Executive Committee (EC).

Article 8.

1. The business and affairs of the association shall be managed by a board (in these articles referred to as: the EC) consisting of a minimum of three EC members. The number of EC members shall be determined by the general

meeting.

2. With due observance of paragraph 1 of this article EC members shall be appointed by the general meeting. Also non-members may be appointed EC members. The general meeting shall determine the remuneration and further terms of assignment of each EC member.

Termination of EC membership. Rotation. Suspension.

Article 9.

1. Irrespective of whether he has been appointed for a fixed term of office, any member of the EC may be removed from office or suspended by the general meeting at any time. The board of supervisory directors may also resolve to suspend a member of the EC at any time. If an EC member is suspended and within six months thereafter a resolution to remove him from office has not been passed, his suspension shall cease upon expiry of that term.
2. In accordance with a schedule of rotation to be drawn up by the EC each EC member shall retire from office no later than four years from the date when he was (last) elected. A retiring EC member may be re-elected. A person appointed to fill an interim vacancy in the EC shall take his predecessor's place in the schedule of rotation.
3. The office of an EC member shall further be vacated:
 - a. upon his death;
 - b. If he is adjudged bankrupt or if a debt release program is declared applicable - provisionally or otherwise - to him;
 - c. if he is granted a moratorium (suspension of payments);
 - d. if an administrator is appointed over any of his property;
 - e. if he is placed under compulsory guardianship;
 - f. if he resigns office;
 - g. if he is removed from office by court order;
 - h. by his admittance as supervisory board member.

Executive Positions. Decision making by the EC.

Article 10.

1. The general meeting shall appoint from the EC members a president, a secretary and a treasurer. The general meeting may appoint from the EC members for each of the EC members an alternate to act in the named member's place in his absence. An EC member may hold more than one position.
2. The secretary shall keep minutes of the business done and decisions reached at every EC meeting. The minutes shall be confirmed and signed by the president and the secretary. In variation from the relevant statutory provisions, the president's judgment regarding the passing and the content of any resolution shall not be conclusive.
3. Further rules concerning the meetings of the EC and decision-making by the EC may be laid down in by-laws.

EC's Duties. Representation.

Article 11.

1. Subject to any restrictions under the articles of association, the EC shall control the management of the association.
2. If at any time the number of EC members in office is less than three, the EC shall retain its full powers but shall be required to call and hold as soon as possible a general meeting for the purpose of electing a new member or members to fill the vacant position or positions.
3. The EC may assign certain parts of its duties to sub-committees working under its responsibility, the members of such sub-committees to be appointed by the EC.
4. Subject to the approval of the general meeting, the EC may resolve to enter into agreements for the purchase or sale or transfer or encumbrance of registered property by the association and agreements by which the association commits itself as guarantor or joint and several debtor or gives security for or assumes liability for the debt of another person, body or organisation, and to represent the association for the purposes of such transactions. The absence of approval of the general meeting as aforesaid can be invoked as against third parties.
5. The EC must obtain the approval of the general meeting for resolutions for any of the following purposes:
 - a. without prejudice to what is provided under b, to enter into transactions and to make investments the amount or value of which exceeds fifty thousand euro (EUR 50,000);
 - b.
 - (i) to rent, let or otherwise acquire or grant the use or enjoyment of real property;
 - (ii) to enter into an agreement by which the association is given a bank credit facility;
 - (iii) to lend monies, or to borrow monies otherwise than under a bank credit facility given to the association;
 - (iv) to enter into a compromise or settlement agreement;
 - (v) to conduct actions at law, including arbitration proceedings, except for taking measures necessary to protect the interests of the association and such legal steps as cannot brook any delay;
 - (vi) to enter into or alter employment contracts.

The absence of approval of the general meeting as aforesaid shall not affect the EC's power to represent the association, as defined in paragraph 7 of this article.
6. The general meeting and/or the supervisory board may also determine that other EC resolutions than those aforementioned shall be subject to its prior approval, provided that the general meeting and/or supervisory board shall carefully describe such EC resolutions and notify the EC accordingly.
7. Without prejudice to the provisions of paragraph 4 of this article, the association shall be represented by the EC. The power to represent the association shall also vest in two other EC members acting jointly.

Supervisory Board

Article 12.

1. The association has a supervisory board which is charged with the supervision of

the policy of the EC and the general activities of the association if and as soon as the general meeting adopts a resolution to that effect. The powers and competences of the supervisory board shall – to the extent possible - further be set out in by-laws as adopted by the general meeting.

2. If there are no members of the supervisory board anymore, the general meeting may adopt a resolution to set aside the provisions with respect to the supervisory board.
3. As long as no supervisory board is instituted or after rescission of the provisions with respect to the supervisory board, all obligations and powers of the supervisory board shall be imposed or conferred upon the general meeting.
4. Supervisory board members are appointed, suspended and dismissed by the general meeting. The provisions stated under article 9 shall be as much as possible applicable to the supervisory board. Notwithstanding that which stated under the preceding sentence, a member of the supervisory board shall resign by accepting an appointment as EC member.

Annual Report. Accounts.

Article 13.

1. The financial year of the association shall be equal to the calendar year.
2. Accounts of the assets and liabilities of the association and of all matters concerning the activities of the association shall be kept by the EC in such manner and in such books and records and on such other data carriers as will at all times show the rights and obligations of the association.
3. At a general meeting to be held within six months after the end of the financial year, or if the general meeting has extended this period, within the period set by the general meeting, the EC shall present a management report on the state of affairs of the association and the policy conducted. The EC shall also present to the general meeting for approval the balance sheet and the statement of income and expenditure with explanatory notes, all recorded on paper. These documents shall be signed by all members of the EC and the members of the supervisory board; if the signature of any of them is missing, this and the reason for such absence shall be stated on the documents. After expiration of the aforesaid period any member of the association may bring against the EC members legal action for the enforcement of these obligations.
4. If there is no supervisory board and if no certificate from an accountant as referred to in article 393, paragraph 1 Book 2 of the Dutch Civil Code is submitted to the general meeting in respect of the correctness of the documents, each year the general meeting shall appoint from among the members of the association a committee of at least two persons, none of whom may be members of the EC. The committee shall audit the documents specified in the second sentence of paragraph 3 of this article and shall report its findings to the general meeting. The EC shall give the committee all information requested by it for the purposes of its audit, and when so requested shall show the committee the association's cash and assets, and enable the committee to inspect the books and records of the association.

5. If special accountancy skills are needed for auditing the accounts the committee may procure the assistance of an expert.
6. The general meeting may revoke the committee's mandate at any time, but only by appointing another audit committee.
7. Without prejudice to the provision in paragraph 8 of this article, the books, records and other data carriers as referred to in paragraphs 2 and 3 of this article must be retained by the EC for a period of seven years.
8. The data which are recorded on a data carrier, except the balance sheet and the statement of income and expenditure recorded on paper, may be transferred to and retained on another data carrier, provided that in or by such transfer the data are not altered, modified or reduced in any way and provided that throughout the aforesaid seven year period the data remain available and can be reproduced in printed form within reasonable time.

General Meetings.

Article 14.

1. All powers which are not given to the EC by law or by these articles of association shall vest in the general meeting of members of the association.
2. Each year, no later than six months after the end of the financial year, a general meeting (the "annual meeting") shall be held. The matters to be considered and decided at the annual meeting shall include:
 - a. the management report and accounts referred to in article 13 and the report of the audit committee referred to in article 13, if applicable;
 - b. appointment of the audit committee for the next financial year if applicable;
 - c. filling of any vacancies;
 - d. proposals by the EC or by members, announced in the notice calling the annual meeting.
3. Other general meetings shall be held as often as the EC may think fit.
4. Further, if a general meeting is requested in writing by at least such number of members as are entitled to cast one tenth of all votes, the EC must call a general meeting in such time that it will be held within not more than four weeks. If the EC has not complied with the request within fourteen days, the applicants themselves may call the general meeting by notice served in accordance with article 18 or by means of a notice published, with due observance of the term specified in article 18, in a daily newspaper widely read in the area where the association's office is situated.
5. General Meetings shall be held in the municipality in which the association's office is situated or in every other city in Europe.

Admission and Voting Right.

Article 15.

1. All members of the association, all EC members and all members of the supervisory board shall be admitted to the general meetings. Not entitled to admission shall be members who have been suspended, save as provided in paragraph 8 of article 5, and any EC member who has been suspended.

2. The general meeting shall decide on whether any other person or persons than those referred to in paragraph 1 of this article will be admitted.
3. Each general member of the association, except any member who has been suspended, shall have one vote. Any EC member who is not a member of the association and any member of the supervisory board shall have an advisory vote.
4. Members of the association qualified to vote may vote by proxy through another member authorized by written power of attorney.

Chairmanship. Minutes.

Article 16.

1. The president of the EC or his alternate, if any, shall preside at the general meetings. If at a general meeting the president is absent and his alternate, if any, also is absent, one of the other EC members, to be designated by the EC, shall take the chair. If the chairmanship is not provided for in this manner either, then the general meeting itself shall provide for it, and until that moment the chair shall be taken temporarily by the oldest person present at the meeting.
2. The business done and resolutions passed at any general meeting shall be recorded in minutes kept by the secretary or another person appointed for that purpose by the president of the meeting, which minutes shall be confirmed and signed by the president and the person who has kept them. The persons who call a general meeting may, instead, have a civil law notary attend and make an official record of the business done and resolutions passed at the general meeting. The content of the minutes or official record shall be brought to the notice of the members of the association.

Decision-making of the General Meeting.

Article 17.

1. The president's opinion regarding the outcome of a vote, as stated by him at the general meeting, shall be conclusive. The same shall apply to the content of a resolution in cases where the general meeting voted on a proposal not recorded in writing.
2. However, if immediately after an opinion as referred to in paragraph 1 of this article has been stated the accuracy of that opinion is disputed, a new vote shall be taken if so demanded by the majority of the general meeting or, if the original vote was taken otherwise than by a poll or a ballot, by any person present and entitled to vote. The new vote shall override the legal consequences of the original vote.
3. Save as may be provided otherwise by law or in these articles of association, all resolutions of the general meeting are to be passed by an absolute majority of the votes cast.
4. Blank votes (abstentions) shall not be counted as votes cast.
5. If at an election of persons no candidate has obtained the absolute majority of votes a second vote shall be taken. Only the two candidates with the most votes in the first election round shall pass on to this second vote round. If there is a tie at a vote taken between two candidates or nominees, new election rounds

- between the two candidates shall be held until a candidate has obtained the absolute majority of votes. If after eight election rounds no candidate has obtained an absolute majority of votes, the proposal shall be considered rejected.
6. If there is a tie at a vote on a proposal which is not for the election of persons, the proposal shall be considered rejected.
 7. All voting shall be done by voice but the president of the meeting may determine that a particular vote shall be taken by ballot, and if a particular voting concerns the election of persons, also any person present and entitled to vote may demand that the vote be taken by ballot. Balloting shall be done by means of unsigned ballot papers. The general meeting may also make decisions by acclamation unless a poll is demanded by any person entitled to vote.
 8. Persons entitled to vote can also exercise their voting rights by electronic means of communication. For the purpose of using electronic means of communication, the person entitled to vote must be able to be identified, and must be able to take cognizance of the proceedings at the meeting and exercise the voting rights. Votes validly cast prior to the general meeting by electronic means of communication, shall be as valid as those cast at the time of the meeting, provided such votes have not been cast before the thirtieth day prior to the general meeting. The EC may set conditions for the use of electronic means of communication. If the EC has set such conditions, these shall be announced in the convening notice.
 9. If a decision has been taken by all members unanimously without their being assembled at a meeting, such decision shall have the same force and effect as a resolution of the general meeting, always provided that it was taken with the knowledge of the EC.
 10. Providing that at a general meeting all members are present in person or by proxy, by unanimous vote of all members resolutions can be validly passed on any and all proposals – including a proposal to amend the articles of association or a proposal to dissolve the association – even if no notice of the meeting was given, or notice was not given by the prescribed method, or any other rule or formality as regards convening and holding meetings was not complied with.

Calling and Notice of General Meeting.

Article 18.

1. The general meetings shall be called by written notice given by the EC. The notices shall be sent to the addresses of the members as recorded in the register referred to in article 4. The term of notice shall be not less than seven days.
2. Subject to the provisions of articles 19 and 20, the notice calling a general meeting shall include the agenda of that meeting.

Amendment of the articles.

Article 19.

1. The articles of association can be amended only by resolution passed by a general meeting the notice calling which has included the announcement that a proposal to amend the articles of association would be made at that meeting.

2. The persons who have given notice calling a general meeting for the purpose of discussing and deciding on a proposal to amend the articles of association must ensure that a copy of that proposal, containing the verbatim text of the proposed amendment, will be available for inspection by the members at an appropriate location not less than five days before the date of the meeting and until the end of the day on which the meeting is held. Furthermore, copies of the proposal are to be sent to all members.
3. The majority required for passing a resolution to amend the articles of association is two thirds of the votes cast.
4. An amendment of the articles of association shall have legal effect only after it has been recorded in a deed executed before a civil law notary. Each EC member has the power to have such notarial deed executed.

Dissolution of the Association.

Article 20.

1. The association may be dissolved by resolution of the general meeting. The provisions of paragraphs 1, 2 and 3 of article 19 shall *mutatis mutandis* apply.
2. After a resolution for dissolution has been passed the EC shall wind up the affairs of the association.
3. After the liabilities of the association have been satisfied, any surplus assets shall be divided among the persons who were members on the date of the resolution to dissolve the association, each one of them to receive an equal share. However, by the resolution to dissolve the association the general meeting may direct a different purpose for which any surplus assets are to be applied.
4. After the winding up has been completed, for the term of years prescribed by law the books, records and other data carriers of the association shall remain in the custody of the person to be appointed for that purpose by the liquidators.
5. To the winding up shall further apply the General Provisions of Part 1, Book 2 of the Dutch Civil Code.

By-laws.

Article 21.

1. The general meeting may by resolution adopt by-laws.
2. The provisions of such by-laws may not be in conflict with the law, even where it would not be mandatory law, nor with the provisions of the articles of association.

Closing statement

The resolution to amend the articles of association and to authorise said individual shall be attached to this Deed.

I, civil law notary, stated and explained the substance of this Deed and pointed out the consequences of the contents of this Deed to the said individual, who is known to me, civil law notary. The said individual then declared that the said individual had noted the contents of this Deed and that the said individual agreed therewith and did not want the complete deed to be read out. Subsequently this Deed, which was executed in Amsterdam, was, immediately after it had been read aloud in part, signed by the said individual and by me, civil law notary, on the date first above written.

