

ARTICLES OF ASSOCIATION
OF THE
HUNGARIAN BATTERY ASSOCIATION

Deciding to establish the Hungarian Battery Association, in compliance with the provisions of Act V of 2013 on the Civil Code (hereinafter: Civil Code) and Act CLXXV of 2011 on the Freedom of Association, Non-profit Status and the Operation and Support of Civil Organisations (hereinafter: Civil Act), the members adopt the Articles of Association of the organisation with the following content:

I.

Details of the Association

1. Name of the Association: Magyar Akkumulátor Szövetség
2. Abbreviated name of the Association: HUBA
3. Name of the Association in foreign language Hungarian Battery Association
4. Registered seat of the Association: 1111 Budapest, Bertalan Lajos u. 2.
5. The list of the founding members of the Association, including their names, their seats and their representatives, is attached as Annex 1 to this Articles of Association.
6. Website of the Association:

II.

Aim and activities of the Association

1. The aim of the Association is to represent the interests of the companies operating in the Hungarian battery value chain, to promote the development and European integration of the Hungarian battery industry, and to contribute to the implementation of the Hungarian Battery Industry Strategy (hereinafter: the Strategy) in the interest of its members by ensuring professional cooperation between the companies operating in the battery value chain and the governmental and institutional bodies responsible for the implementation of the Strategy.
2. To achieve its aims, the Association carries out the following activities:
 - representing companies in the Hungarian battery value chain before national and international professional organisations as well as governmental and institutional bodies,

- facilitating the participation of companies in the Hungarian battery value chain in national and international flagship projects for the implementation of the Strategy,
 - building and maintaining an international professional network (European Battery Alliance, Eit InnoEnergy) to integrate its members into the European battery value chains,
 - professional representation of companies operating in the Hungarian battery value chain in the development and amendment of EU legal acts and national legislation affecting the battery value chain,
 - organising discussion forums, preparing and publishing technical papers and information documents,
 - regularly informing Hungarian professionals about the activities of the Association
3. *The Association shall carry out activities in accordance with the aims set out in the Articles of Association and may also carry out business activities in order to ensure the economic conditions for the realisation of its aims, provided that these do not jeopardise its activities in accordance with the aims set out in the Articles of Association. In this context, the Association may take out loans and credits and incur liabilities only in such a way that does not jeopardise the performance of its activities and the maintenance of its operation in accordance with its aims as defined in the Articles of Association.*

III.

General provisions on the functioning of the Association

1. The Association is a legal entity and operates in an impartial and transparent manner. The Association does not engage in political activities, is independent of political parties and does not provide financial support to or accept financial support from them.

IV.

Membership fee

1. Members of the Association shall pay membership fees as financial contributions. The annual membership fee is set out in the table below, payable in one sum within 8 days of the date of becoming final and non-appealable of the order of registration at the time of incorporation, and thereafter by 31 October of each year at the latest, by payment into the Association's petty cash or by transfer to the Association's bank account.

Category	Category by net sales for the last closed financial year	Regular annual membership fee	
		EUR	HUF
Large company	HUF 17,750,000,000+ net sales	9,000	3,195,000

SME (max. EUR 50M net sales)	Net sales between HUF 3,500,000 and HUF 17,750,000,000	4,000	1,420,000
Small business (max. EUR 10M net sales)	between HUF 710,000,000 and HUF 3,550,000,000	1,000	355,000
Micro enterprise (max. EUR 2M net sales)	<HUF 710,000,000+ net sales	500	177,500
Company with no closed financial year		141	50,000
Public institutions		28	10,000
Other associations		197	70,000

A new member joining the Association after its formation shall pay a prorated amount of the membership fee for the year in which its membership is established within 8 days of the date of becoming a member, and thereafter by 31 October of each year at the latest, by payment into the Association's petty cash or by transfer to the Association's bank account.

V.

Membership

- The Association is an association that can be founded and operated with the participation of two members. Membership of the Association shall be open to associations, foundations, other legal persons, organisations without legal personality or civil society organisations; no natural person may be a member of the Association. Membership of the Association is open to any legal person and organisation without legal personality, which agrees with the objectives of the Association and wishes to participate actively in its activities in order to achieve these objectives, and accepts the provisions of the Articles of Association.

VI.

Establishment of membership

- Membership in the Association is established upon registration of the Association. Once the Association has been formed, membership is established by the acceptance of an application for membership. The application for membership shall be submitted to the Chief Executive Officer of the Association, who shall decide on the admission of the member within 30 days of receipt of the application. The decision shall be sent in writing to the applicant for membership within 8 days of its adoption, in a certified form. There is no right of appeal if the application for membership is rejected.

VII.

Termination of membership

1. Membership is terminated:
 - a./ Upon withdrawal of the member.
 - a./ Upon dissolution of the member without a legal successor.
 - c./ Upon exclusion of the member.
2. A member may terminate its membership at any time, without giving any reason, by written notice addressed to the Chief Executive Officer of the Association. Membership shall cease on the date of receipt of the declaration by the Chief Executive Officer.
3. The Chief Executive Officer may exclude from the membership of the Association any member which seriously or repeatedly violates the provisions of these Articles of Association or the decisions of the General Meeting.

A member may also be excluded if it has not paid its membership fee for six months. A member may be excluded for non-payment of the membership fee only if, after at least six months of non-payment, the Chief Executive Officer has sent a written request for payment of the arrears of membership fees, setting a grace period and warning of the legal consequences, i.e. exclusion, and this request has not been successful within the grace period.

The exclusion procedure shall be carried out by the Chief Executive Officer at the initiative of any member or of a body of the Association. In the exclusion procedure, the member shall be heard and given the opportunity to defend itself. In the procedure, the member may be represented by an authorised representative in addition to or instead of the statutory representative. The decision to exclude a member shall be in writing and shall state the reasons on which it is based; the reasons shall include the facts and evidence on which the exclusion is based and information on the possibility of appeal. The Chief Executive Officer shall take the decision of exclusion within 30 days of the initiation of the exclusion procedure and shall notify the member concerned within 8 days in a demonstrable way.

The excluded member may appeal against the decision at first instance declaring the exclusion to the General Meeting of the Association within 15 days of the date of notification. Upon receipt of the appeal, the Chief Executive Officer shall convene an extraordinary general meeting without delay, but no later than 30 days after the date of the appeal. The General Meeting shall decide by open ballot and by simple majority. The decision of the General Meeting shall be announced orally when it is taken and shall also be communicated to the member concerned in writing within 8 days in a demonstrable way.

VIII.

Rights of members

1. Members of the Association shall be entitled to

- a./ participate in the activities of the Association,
- b./ use the services of the Association.

Through their representatives, members of the Association shall be entitled to

- a./ attend the General Meeting, exercise their right to vote, speak, ask questions, make proposals and comments in accordance with the rules of the General Meeting,
- b./ have access to the Association's documents,
- c./ to be elected as an officer of the Association, unless there are grounds for exclusion laid down by law.

A member may exercise its right to vote at the General Meeting by proxy instead of by its statutory representative. The proxy given to the representative shall be in writing in the form of a private document providing conclusive evidence and shall be delivered to the chairperson presiding over the General Meeting at the beginning of the General Meeting.

At the General Meeting, all members entitled to vote have equal voting rights.

IX.

Obligations of members

- 1. Members of the Association
 - a./ shall not jeopardise the achievement of the aims and activities of the Association.
 - b./ shall pay the membership fee by the due date.
 - c./ shall comply with the provisions of the Articles of Association and the decisions of the decision-making bodies that apply to it.
 - d./ shall notify the Chief Executive Officer of any change of its seat and of the address of his/her representative within 8 days of the change of address.

X.

Bodies of the Association

- 1. Bodies of the Association:
 - a./ General Meeting
 - b./ Chief Executive Officer
 - c./ Supervisory Board

A./ General Meeting

2. The General Meeting is the decision-making body of the Association.
3. The General Meeting is responsible for:
 - (a) amending the Articles of Association,
 - (b) deciding to dissolve, merge or split the Association,
 - (c) electing and recalling executive officers and the members of the supervisory board,
 - (d) adopting the annual budget and setting the membership fee,
 - (e) adopting the annual accounts, including the executive body's report on the Association's assets and liabilities,
 - (f) adopting the annex on public benefit activities,
 - (g) exercising the rights of an employer over the executive officer, if the executive officer is employed by the Association,
 - (h) approving the conclusion of a contract which the Association enters into with its own members, executive officers or their relatives,
 - (i) deciding whether to pursue claims for damages against current and former members of the Association and its executive officers,
 - (j) deciding on any matter which is referred to it by law or by the Articles of Association.
4. The General Meeting meets at least once a year.
5. The General Meeting shall be convened in writing by the Chief Executive Officer by means of an invitation sent at least 15 days before the date of the General Meeting, primarily at the seat of the Association, in a demonstrable way. Delivery in writing in a demonstrable way is for example by registered mail or by registered mail with acknowledgement of receipt and delivery to the member's electronic mail address with confirmation of delivery (electronic return receipt).

The General Meeting may also be held electronically by video or telephone conference or by any other electronic means of communication (collectively referred to as telecommunication connection) that allows for unrestricted dialogue. If all members are present and in agreement, the General Meeting may take decisions on matters not on the agenda (conference meeting).

The Chief Executive Officer may also order a decision to be taken in writing (written decision) on matters falling within the authority of the General Meeting and requiring a simple majority of votes. The Chief Executive Officer shall send the text of the proposal for a decision and the text of the decision proposed for adoption to the members by electronic means (email, fax) and shall invite the members to express their acceptance or

rejection of the decision in writing within a specified time limit. A written vote is considered to be a validly cast vote if the member has signed the written declaration in his/her own handwriting or has affixed a certified electronic signature or electronic authentication to it.

The completed and signed ballot paper shall be scanned, without alteration, and sent to the email address or fax number indicated in the letter ordering decision in writing. In all cases, an original copy of the declaration communicated by electronic means of communication shall also be sent to the Chief Executive Officer. If a member's declaration is not returned by the deadline, it shall be deemed not to have participated in the vote on the proposal for decision.

A decision by written ballot shall be valid if at least as many members return votes as would be required to constitute a quorum for the meeting to take place. On the basis of the votes received, the Chief Executive Officer shall prepare a summary decision, including the result of the vote, the adoption of the decision or the rejection of the motion.

If the General Meeting has not been duly convened, the Meeting may be held if at least three quarters of those entitled to attend are present and unanimously agree to hold the meeting.

The invitation to the General Meeting shall contain the name of the Association, its seat, the place, date and time of the General Meeting and the proposed agenda items. The items on the agenda shall be set out in the invitation in such detail as to enable the members entitled to vote to formulate their position. The invitation shall also state the place, date and time of the reconvened General Meeting in the event of the General Meeting not having a quorum and shall state that the reconvened General Meeting will constitute a quorum for the original agenda items, irrespective of the number of persons present, if it is convened at a date at least three days and not more than fifteen days after the original date.

The invitation to the General Meeting shall be published at the Association's seat and on its website.

Within 3 days of the delivery or publication of the invitation to the General Meeting, the members and the bodies of the Association may request the Chief Executive Officer to add items to the agenda, stating the reasons for the addition. The Chief Executive Officer shall decide on the addition to the agenda within 2 days. The Chief Executive Officer may refuse the addition to the agenda or grant the request. In any case, he/she shall communicate his/her decision and, if adopted, the supplemented agenda items to the members in a demonstrable way within 2 days of its adoption at the latest.

If the Chief Executive Officer does not decide on the request for addition of items to the agenda or rejects the request, the General Meeting shall decide separately on the addition to the agenda before adopting the decision on the adoption of the agenda, provided that no decision may be taken on an agenda item not duly notified unless at least three-quarters of the members entitled to participate are present and unanimously agree to the item not on the agenda.

6. The Chief Executive Officer shall convene the General Meeting without delay to take the necessary measures if
 - a./ the Association's assets do not cover the debts due,
 - b./ the Association is not expected to be able to pay the debts as they fall due, or
 - c./ the attainment of the Association's aims is at risk.

In such cases, the members shall take action at the General Meeting convened to remedy the circumstance giving rise to the convening of the meeting or to decide on the dissolution of the Association.

7. The General Meeting shall constitute a quorum when more than half of the votes that may be cast are represented by those entitled to vote. The quorum should be checked for each decision.
8. After the opening of the General Meeting, the quorum, i.e. the number of members present and entitled to vote in relation to the current number of members, shall be established as a priority. Prior to the discussion of the items on the agenda, the General Meeting shall elect by a simple majority and by open ballot the chairperson, the minute-taker and two certifiers of the minutes, and, if necessary, a two-member ballot counting committee.
9. An attendance sheet shall be drawn up for members present at the General Meeting, indicating the names and addresses of members and, if the Articles of Association allow participation by proxy, the name and address or seat of their representatives and, if the members are not entitled to the same number of votes, the number of votes to which the member is entitled. The attendance list shall be authenticated by the signatures of the chairperson presiding over the meeting and the minute-taker.

Minutes shall be taken of the General Meeting, including

- (a) the name and seat of the Association,
- (b) the location, date and time of the General Meeting,
- (c) the names of the chairperson presiding over the General Meeting, the minute-taker and the certifiers of the minutes,
- (d) the main events that took place at the General Meeting and the motions that were put forward,
- (e) the proposals for decisions, the votes cast, the votes against and the number of abstentions.

The minutes shall be signed by the minute-taker and the chairman presiding over the General Meeting and authenticated by two members elected for that purpose and present.

10. Members shall take their decisions by a majority of the votes taken into account in determining the quorum. The following may not vote when the decision is taken
 - (a) who is exempted from liability or responsibility by the decision or otherwise benefited from it at the expense of the legal person,
 - (b) with whom the decision provides for a contract to be concluded,
 - (c) against whom proceedings should be brought on the basis of the decision,
 - (d) who has a relative interested in the decision who is not a member of the Association,
 - (e) who has a relationship of majority influence with another organisation with an interest in the decision, or
 - (f) who otherwise has a personal interest in the decision.
11. Unless otherwise provided for in the Articles of Association or by law, the General Meeting shall take its decisions by a simple majority of votes cast in an open vote. Amendments to the Articles of Association, mergers and divisions of the Association require a decision of the General Meeting by a three-quarters majority. A decision of the General Meeting to amend the purpose of the Association and to dissolve the Association requires a three-quarters majority of the members with voting rights.
12. General Meeting decisions shall be announced orally at the General Meeting by the presiding chairperson and shall be communicated to the member(s) concerned in writing within 8 days of the decision being taken, in a demonstrable way, together with the publication of the decision on the Association's website.

Chief Executive Officer

13. The Chief Executive Officer is the one-person executive body of the Association and decides on all matters which are not referred by law or the Articles of Association to the sole authority of another body.
14. The Chief Executive Officer is appointed by the Articles of Association for a fixed term of 1 year when the Association is established. The mandate of the executive officer is established by the acceptance of the office by the person appointed. At the same time as the termination of the term of office of the Chief Executive Officer, the General Meeting shall decide on the appointment of the Chief Executive Officer or the election of a Board. The mandate of an executive officer is established by the acceptance of the office by the person elected or appointed.

The mandate of an executive officer shall be terminated

- a./ at the end of the term of the mandate,
- b./ by recalling,

c./ by resignation,

d./ by the death of the executive officer or its dissolution without legal successor,

e./ by restricting the executive officer's capacity to act to the extent necessary for the performance of his/her duties,

f./ upon the occurrence of a disqualification or conflict of interests against the executive officer.

The General Meeting may at any time, without giving any reason, recall an executive officer. Recall is decided by the General Meeting according to the general rules.

An executive officer may resign at any time by a declaration addressed to the Association and addressed to another executive officer of the Association. If the viability of the legal person so requires, the resignation shall take effect upon the appointment or election of a new executive officer, failing which not later than sixty days from the date of the notification.

15. An executive officer may be a person of full age whose capacity to act is not restricted to the extent necessary for the performance of his/her duties. If an executive officer is a legal person, the legal person shall designate a natural person to act as executive officer on its behalf.

The rules applicable to executive officers also apply to the person appointed. The executive officer shall perform his/her management duties personally. A person who has been finally sentenced to imprisonment for a criminal offence may not be an executive officer until he/she has been released from the adverse consequences of the criminal record. A person who is subject to a ban from holding public office may not be a executive officer (Point (i) of Paragraph (2) of Section 61 of the Hungarian Criminal Code). No person prohibited by a final and binding decision from practising the profession concerned shall be an executive officer. No person prohibited by a final and binding court judgment from practising a profession shall be an executive officer of a legal person engaged in the activity specified in the judgment. No person prohibited from holding an executive office shall be an executive officer for the period specified in the resolution on prohibition.

16. The executive officer of the Association:

Chief Executive Officer of the Association: Dr. Péter KADERJÁK (mother's name: Éva ALMÁSSY, home address: H-2030 Érd, Keserűfű utca 3.)

The statutory representative of the Association is the Chief Executive Officer.

Scope of the exercise of the right of representation: general.

Form of representation: independent.

The term of office of the Chief Executive Officer of the Association is for an indefinite period.

17. The Chief Executive Officer is responsible for
- a./ the day-to-day running of the Association and taking decisions on matters within his/her powers,
 - b./ preparing the accounts and submitting them to the General Meeting,
 - c./ preparing the annual budget and submitting it to the General Meeting,
 - d./ preparing the formation of the bodies of the Association and the election of its officers, in accordance with the law and the Articles of Association,
 - e./ managing the assets of the Association, taking and implementing decisions concerning the use and investment of the assets which do not fall within the powers of the General Meeting,
 - f./ convening the General Meeting and notifying the members and the bodies of the Association,
 - g./ setting the agenda for a General Meeting convened by the Chief Executive Officer,
 - h./ attending the General Meeting and answering questions about the Association,
 - i./ keeping a register of members,
 - j./ keeping records of the Association's decisions, organisational documents and other books,
 - k./ keeping documents relating to the operation of the Association,
 - l./ investigating at any time the existence of grounds for the dissolution of the Association and, if such grounds exist, taking the measures provided for in this Act,
 - m./ deciding on the admission of members,
 - n./ making decisions on cooperation with national and international professional organisations, and
 - o./ deciding on any matter which is referred to it by law or by the Articles of Association.
18. The Chief Executive Officer shall communicate his/her decisions to the member(s) concerned in writing within 8 days of the decision being taken, in a demonstrable way, at the same time as publishing the decisions on the website of the Association.

Supervisory Board

The Supervisory Board is the supervisory body of the Association, consisting of 3 supervisory board members. It decides on matters within its authority.

19. The members of the Supervisory Board are elected by the General Meeting for an indefinite term. Membership of the Supervisory Board is established by its acceptance.

Membership of the Supervisory Board shall be terminated

- a./ by recalling,
- b./ by resignation,
- c./ by the death or dissolution without legal successor of the supervisory board member,
- d./ by restricting the supervisory board member's capacity to act to the extent necessary for the performance of his/her duties,
- f./ upon the occurrence of a disqualification or conflict of interests against the supervisory board member.

The General Meeting may at any time decide to recall a member of the Supervisory Board by the same procedure as the election, without giving reasons. Recall is decided by the General Meeting according to the general rules.

A member of the Supervisory Board may resign at any time by a declaration addressed to the Association and addressed to a executive officer of the Association. If the viability of the legal person so requires, the resignation shall take effect upon the appointment or election of a new member of the Supervisory Board, failing which not later than sixty days from the date of the notification.

20. A member of the Supervisory Board may be a person of full age whose capacity to act is not restricted to the extent necessary for the performance of his/her duties. No person with respect to whom a ground for exclusion of executive officers applies, or who himself or whose relative is an executive officer of the legal person, shall be member of the supervisory board. [Paragraph (2) of Section 3:26 of the Civil Code]

The member of the supervisory body may participate in the meetings of the governing body of the Association in a consultative capacity. A member of the supervisory body shall attend the meeting of the executive body, if so provided for by law.

The supervisory body shall, in accordance with its powers to take action, inform the decision-making body or the executive management body and request that it be convened if it becomes aware that

- (a) a violation of the law or an event (omission) that otherwise seriously harms the interests of the organisation has occurred in the course of its operation, the elimination or mitigation of the consequences of which requires a decision by the executive body entitled to take action,
- (b) a fact has arisen that would establish the liability of the executive officers.

The decision-making body shall be convened for action on a proposal from the supervisory body within thirty days of the date on which the proposal was made. Should

this deadline expire without result, the supervisory body shall also be entitled to convene a meeting of the decision-making body.

If the authorised body fails to take the necessary measures to restore lawful operation, the supervisory body shall immediately inform the body responsible for the review of legality.

21. Members of the Supervisory Board:

Chairman of the Supervisory Board: **Dr László LENGYEL** (mother's name: Mária LUKÁCS, home address: H-2051 Biatorbágy, Karikó János utca 39.)

Other members of the Supervisory Board:

Csaba András VIGASSY (mother's name: Klára Katalin DEZSÉNYI; home address: H-1122 Goldmark Károly u. 12.)

Ákos BEÖTHY (mother's name: Ildikó KOZOCSA, home address: H-1142 Budapest, Laky Adolf u. 52-54.)

The members of the supervisory board shall participate in the work of the supervisory board in person. The members of the supervisory board are independent of the management of the Association and cannot be instructed in their activities.

22. The supervisory board is responsible for:

- monitoring the management to safeguard the interests of the Association,
- monitoring the operation and management of the Association.

In performing the tasks falling within its powers, the Supervisory Board may, for that purpose, request reports from the executive officers and information or clarification from the employees of the organisation, and may inspect and examine the books and records of the Association.

23. The Supervisory Board shall examine the proposals submitted to the decision-making body of the members and present its position on them at the meeting of the decision-making body. The Supervisory Board may inspect the Association's documents, accounting records and books, request information from the executive officers and employees of the legal person, examine the legal person's payment account, petty cash, securities and goods, and contracts, and have them examined by an expert.
24. The Supervisory Board shall meet as necessary, but at least once a year. The meeting of the Supervisory Board shall be convened in writing by the chairperson of the Supervisory Board by means of an invitation sent at least 15 days before the date of the meeting, primarily at the seat of the Association, in a demonstrable way. Delivery in writing in a demonstrable way is for example by registered mail or by registered mail with acknowledgement of receipt and delivery to the member's electronic mail address with confirmation of delivery (electronic return receipt).

The invitation to the meeting of the Supervisory Board shall contain the name of the Association, its seat, the place, date and time of the meeting of the Supervisory Board and the proposed agenda items. The items on the agenda shall be set out in the invitation in such detail as to enable the members of the Supervisory Board to formulate their position.

25. Unless otherwise provided for in the Articles of Association or by law, the Supervisory Board shall take its decisions by a simple majority of votes cast in an open vote. A meeting of the Supervisory Board shall constitute a quorum if more than half of the members of the Supervisory Board who do not have restricted voting rights are present. If two members of the Supervisory Board are present, decisions may only be taken unanimously.

The following may not vote when the decision is taken

- (a) who is exempted from liability or responsibility by the decision or otherwise benefited from it at the expense of the legal person,
 - (b) with whom the decision provides for a contract to be concluded,
 - (c) against whom proceedings should be brought on the basis of the decision,
 - (d) who has a relative interested in the decision who is not a member of the Association,
 - (e) who has a relationship of majority influence with another organisation with an interest in the decision, or
 - (f) who otherwise has a personal interest in the decision.
26. The decisions of the Supervisory Board shall be announced orally at the meeting of the Supervisory Board and shall be communicated to the member(s) concerned in writing within 8 days of the decision being taken, in a demonstrable way, together with the publication of the decisions on the website of the Association.

X.

Final Provisions

Issues not regulated in the Articles of Association are governed by Act V of 2013 on the Civil Code (hereinafter: Civil Code) and the provisions of Act CLXXV of 2011 on the Freedom of Association, Non-profit Status and the Operation and Support of Civil Organisations (Associations Act).

Place and date: Budapest, 7 September 2022

I hereby certify that the consolidated text of the Articles of Association corresponds to the content in force on the basis of the amendments to the Articles of Association.

Place and date: Budapest, “7” September 2022

The following legal entities as members of the Hungarian Battery Association declare as follows:

- I have read and accept the Articles of Association,
- I agree to pay the membership fee,
- I request the registration of the Association as a member.