

STATUTES OF THE DANISH ICT INDUSTRY ASSOCIATION



IT-BRANCHEN

§1 Name of the Association: IT-B Branchen

with the following secondary name:

1) ITB

The English name of the Association is:

Danish ICT Industry Association

with the following secondary name:

1) Danish IT Industry Association.

§2 Objects of the Association

The object of the Association (also referred to as ITB) is to be "Best in Tech". We bring Tech-companies together to create a better and more sustainable future for Denmark through tech, and the Association works on a non-profit basis to improve the foundation of the members' business.

§3 Membership

The members of the Association are Tech-companies which provide technological services and Danish companies which are materially engaged in the development of technological solutions as part of their services.

Tech-companies are divided into:

Suppliers, from now on called BIT-members:

- Companies that provide Tech-solutions as their primary line of business. BIT-members are providers of hardware, software, and services within the Tech area.

Consumers/customers, from now on called BITE-members:

- Companies that develop their own Tech-solutions in Denmark, and whose products and services are mainly within the Tech area, but said Tech solutions are not necessarily sold as independent products and services.

The Association can provide a basic level membership of the Danish Chamber of Commerce, and in choosing such membership, the members are subject to the rules which are applicable at any time with the Danish Chamber of Commerce. When choosing the added membership of the Danish Chamber of Commerce, the membership dues are included in the dues for ITB.

§4 Enrolment

Membership applications are sent to the secretariat. In cases where there is any dispute or doubt whether an application for enrolment can be met, the Executive Committee will decide whether the prerequisites for membership laid down in Section 3 are present. Resolutions are passed by a simple majority of votes.

A membership comes into force on the date when the membership application is approved in writing by the ITB, cf. Section 3.

Where admission is denied, the denial is presented in writing, and the applicant concerned may refer the denied admission to the attention of the next annual General Meeting. The decision of the General Meeting is final.

§5 Member Obligations

Members are obliged:

- To treat the Association's internal affairs in confidence with regard to unauthorised third parties.
- To conform to any and all orders from the Association's Board of Directors for compliance with these Statutes as well as any and all resolutions passed at General Meetings.
- To report the figures of their total turnover and number of employees in those cases, where the Board of Directors decides to prepare general industry statistics. The reported figures are treated in confidence and shall only be incorporated into general industry statistics.
- To observe best industry practice, including to abide by the applicable legislation.

Unless the Board of Directors has reached agreement on this, no member of the Association may make statements on behalf of the Association.

§6 Withdrawal

Where a member no longer meets the prerequisites for membership laid down in Section 3, the member in question shall withdraw from the Association at its request.

A member may withdraw from the Association by written notice to the Secretariat sent with a 12 months' notice to the end of a quarter.

Withdrawing members lose any claim to the Association's assets and any paid membership dues as well as their voting rights from the date when such withdrawal takes effect.

Where a member declares suspension of payments, goes into bankruptcy proceedings, or initiates voluntary liquidation, such action shall be considered a termination of their membership.

§7 Expulsion

Where a member does not abide by the Association's statutes, cf., among other things, Section 3, and Section 5 herein, or any other resolutions of the General Meeting, or demonstrates a lack of interest in the Association, this member may be expelled by the Board of Directors.

An expulsion may be appealed at the following General Meeting.

§8 Honorary Members

The Board of Directors may appoint honorary members. An Honorary Membership is personal and is not contingent on the ordinary prerequisites for membership.

§9 Financial Statements

- The financial year coincides with the calendar year.
- Financial statements are certified by the auditor elected at the General Meeting.

- The Association's authorised signatories are either the Chairman together with one member of the Executive Committee or the Deputy Chairman together with one member of the Executive Committee. However, these can also grant power of attorney.

§10 Dues and Liability

The annual dues are determined at the Ordinary General Meeting, but an amount that corresponds to the expected dues may be collected in the month of January of the year when the dues are payable. If the amount does not correspond to the membership dues adopted at the subsequent General Meeting, the difference is returned/collected not more than 30 days after this ordinary General Meeting is held.

Members are not liable for the Association's liabilities. Agreements signed by the Association only entitle and bind the Association.

Members are not entitled to the Association's assets on withdrawal or expulsion.

§11 General Meeting

The general meeting is the Association's supreme authority.

Ordinary General Meetings are held by the end of March every year with the following agenda:

1. Election of a chairperson
2. Election of vote counters
3. Annual Report
4. Presentation of annual financial statements for adoption
5. Presentation of budget and adoption of membership dues
6. Discussion of submitted proposals
7. Election of members of the Board of Directors
8. Election of an auditor
9. Miscellaneous

General Meetings are called with the decision of the Board of Directors by written notice to each member with at least four weeks' notice. The notice shall contain the agenda and any proposals from the Board of Directors. Financial statements shall be presented on the Association's website or provided on request 14 days before the date of the General Meeting. To be included in the agenda, matters and proposals to be discussed at the at the General Meeting shall be submitted to the Board of Directors in writing 14 days before the date of the general Meeting at the latest.

All resolutions (cf. however the exception in Section 18) are passed with a simple majority of votes.

Only BIT-members are entitled to vote and are entitled to only one vote. Votes may be cast by proxy, but no member may cast more than three votes.

Unless ballot vote has been requested, all votes shall take the form of a show of hands. Where the Board of Directors is elected by ballot vote, the ballot list shall state the number of candidates standing for election.

The Board of Directors may choose to hold one or several votes electronically prior to the General Meeting.

In this case, the respective item on the agenda of the General Meeting shall change from election to presentation of voting results.

Those who get the most votes shall subsequently be elected. Where the vote is tied, the election shall be decided by drawing lots.

Minutes of the proceedings are kept of the General Meeting and signed by the person chairing the meeting and the Chairman of the Association, whereupon it is considered to have full probative force with regard to what has happened at the General Meeting.

§12 Extraordinary General Meeting

Extraordinary General Meetings are called by the Board of Directors, whenever deemed necessary, and whenever the Board of Directors is presented with a written request for this by at least five member of the Board of Directors or at least 25% of the members of the

Association, accompanied by a specification of what will be presented at such an Extraordinary General Meeting. Extraordinary General Meetings are called with at least 14 days' notice.

The Board of Directors may decide that an Extraordinary General Meeting may be held electronically. The Board of Directors may further decide, prior to a General Meeting, that one or more votes at the General Meeting may be held electronically.

Minutes of the proceedings are kept of the Extraordinary General Meeting and subsequently signed by the person chairing the meeting and the Chairman of the Association.

§13 Board of Directors

The Board of Directors consists of at least ten elected members and up to 5% of the members of the Association. The Board of Directors may on their last meeting before the General Meeting determine a maximum number of members, who can be elected to the Board of Directors on the next General Meeting. This maximum must be at least ten elected members and no more than 5% of the members of the Association.

The Board of Directors can affiliate temporary observers in addition to the above-mentioned seats on the Board of Directors. The time limit for these observers is until the next General Meeting.

Furthermore, the representatives of the regional IT forums mentioned in Section 15, with whom the ITB has cooperation agreements, participate.

Observers and members encompassed by Section 15 do not have a right to vote.

BITE-members may not at any time exceed 20% of the possible seats on the Board of Directors. However, the weight of BITE-members' vote may be no more than 20%.

Members of the executive management of the member companies shall be eligible as members of the Board of Directors. Executive management within the meaning of the previous sentence shall mean the management board of the executive board of the member companies. However, it is not decisive if the person has been registered in the CVR Register as member of the management or executive board.

Members of the Board of Directors are elected every two years. Members may be re-elected for another term.

Where a member of the Board of Directors no longer meet the eligibility criteria, the member shall withdraw from the Board of Directors, but may continue of own choosing to serve as an observer until the following ordinary General Meeting.

A member of the Board of Directors shall withdraw from the Board if, after changing jobs, the member is hired by a member company that is already represented in the board.

Subject to Section 13 (1), the Board of Directors may choose to appoint a number of observers, who, under all conditions, shall meet the prerequisites for eligibility. All observers resign no later than the following ordinary General Meeting. Observers can take part in committees and other working groups.

If a third of all members of the ITB vote in favour of a proposal for this at a General Meeting, the Board of Directors shall resign, and a new Board of Directors shall be elected.

A member of the Board of Directors can be suspended from the Board if two-thirds of the members of the Board vote in favour of this at a meeting of the Board of Directors. The suspended member may appeal the decision at the following General Meeting.

The Board of Directors lays down more detailed provisions for the discharge of their tasks, including the nomination of candidates for the Board of Directors and the election of an Executive Committee, in rules of procedures.

The Board of Directors discusses and finally adopts ITB's financial statements and budget.

§14 Executive Committee

The Board of Directors elects a Chairman, a Deputy Chairman and 3-6 members from within the Board to constitute the Executive Committee.

Only BIT-members from the Board of Directors are eligible for the Executive Committee.

The Chairman, Deputy Chairman and ordinary members of the Executive Committee are elected for a period of one year and can be re-elected up to three times in a row.

However, an ordinary member who is elected Chairman or Deputy Chairman can be re-elected as Chairman or Deputy Chairman three times in a row irrespective of the period spent as ordinary member.

After a period between two ordinary General Meetings spent as an ordinary member of the Board of Directors, a former member of the Executive Committee can be reinstated at the following ordinary election.

The Board of Directors may decide that an election can be held electronically.

The Executive Committee prepares instructions for the administration of the Secretariat.

§15 Members of the Board from IT Forums

Each of the regional IT Forums with whom the ITB has signed a cooperation agreement appoints a member of its Board of Directors to act as liaison on the Board of Directors of the ITB.

The appointed person shall come from a company that is a member of the ITB.

§16 Day-to-day management

The Board of Directors appoints, after a recommendation from the Executive Committee, a director to be in charge of the day-to-day management of the Association in accordance with guidelines laid down by the Board of Directors and the Executive Committee.

§17 Committees and the like

The Board of Directors adopts the appointment and dissolution of committees and suchlike. The Board of Directors adopts the chairmen of such committees. All members are entitled to be elected on any of the Association's committees and the like that they would like to take part in.

Only BIT-members can be adopted as Chairmen.

§18 Amending the Statutes and Dissolution of the Association

Amendments to the Association's Statutes and proposals for dissolution of the Association may only be adopted at a lawfully called General Meeting, where at least two-thirds of the Association's members are represented, and at least two-thirds of these vote in favour thereof.

Where a General Meeting does not form a quorum, a new General Meeting is called immediately with a notice of at least 14 days and not more than a month, where a resolution may be passed with a majority of two-thirds of the votes without regard to the number of votes cast. Where a General Meeting agrees to dissolve the Association, the Board of Directors shall be dissolved, and the General Meeting shall appoint a committee in order to settle all unresolved matters, including liquidation of the Association's assets, which shall be used in accordance with the General Meeting's decision.

Once the committee completes its work, it calls a General Meeting to present a conclusive report and financial statements.

§19 Commencement

Any and all amendments hereto shall take immediate effect after being adopted.

Statutes adopted at the General Meeting held on 30 June 1987. Amended at the General Meetings held on 20 March 1989, 6 March 1991, 15 March 1994, 11 March 1998, at an Extraordinary General Meeting held on 14 April 1999, at an Extraordinary General Meeting held on 5 April 2004, at an Extraordinary Meeting held on 30 March 2006, at an Extraordinary General Meeting held on 16 September 2010, at an Extraordinary General Meeting held on 10 March 2011, at an Extraordinary General Meeting held on 4 October 2012, at an Extraordinary general Meeting held electronically in the period from 4 to 11 April 2014, and at an Extraordinary General Meeting held electronically in the period from 4 to 11 September 2015 and at a General Meeting held on 8 March 2018 and at an Extraordinary General Meeting held electronically on 9 April 2018 and at a General Meeting held on 26 March 2020 and at an Extraordinary General Meeting held on 14 April 2020, and at an Extraordinary General Meeting held on 30 June 2021.