

## PARTICIPATION AGREEMENT

### BETWEEN

- (a) \_\_\_\_\_ (*full name of the new Member, registered office and registration number*), duly represented by \_\_\_\_\_ (*name(s) of the representatives(s)*), acting as its legal authorized representative,

[where applicable also include affiliates as defined in the Articles of Association]

hereinafter referred to as the "**New Member**"; and

- (b) **PRIME Alliance AISBL**, having its registered office at *Avenue de la Toison d'Or 22, bte1, 1050 Brussels (Belgium)*, hereby represented by its President, Mr Nicolas Arcauz, hereinafter referred to as the "**Association**".

### WHEREAS

- (a) The New Member has submitted its application in writing for admission as a Regular Member of the Association to the President, in accordance with Article 13.5 of the Articles of Association of the Association.
- (b) The Board of Directors has validly taken the decision to admit the New Member as a Regular Member at the meeting held on \_\_\_\_\_ (*insert date*) in accordance with Articles 6 and 12 of the Articles of Association.
- (c) In accordance with Article 6 of the Articles of Association, admission of the New Member shall only become effective after execution of this participation agreement (the "**Participation Agreement**") and payment of the annual membership fee, as determined in Article 7 of the Articles of Association ("**Accession Date**"). In addition, pursuant to the decision of the Board of Directors at the meeting of 25 January 2012 in Brussels, the membership is conditional upon any membership fees due to the Prime Alliance consortium.

### IN THE LIGHT OF THE ABOVE, WHICH CONSTITUTES INTEGRAL AND SUBSTANTIVE PART OF THIS PARTICIPATION AGREEMENT, IT IS AGREED AND UNDERSTOOD THAT:

- (a) The New Member shall have the rights as and shall assume the obligations as defined and set forth in the Articles of Association of the Association for a Regular Member of the Association on the Accession Date.
- (b) The New Member declares to have read and accepts the Articles of Association and the IPR Policy which have been attached to this Participation Agreement respectively as Annex 1 and Annex 2.
- (c) Any notice or other communication to be sent or given by virtue of the Articles of Association shall be sent or given in accordance with the Articles of Association. The contact details of the New Member are the following:

Name:

Address:

Registration Number:

To the attention of:

Fax number:

Telephone number:

E-mail address:

The New Member must notify the General Secretary and the President of the Association of any change of address and of any changes to its contact details. If it fails to do so, it shall be deemed to reside at its prior address and to be validly convened or notified at the prior number or e-mail address.

- (d) This Participation Agreement shall be construed, governed, interpreted and applied in accordance with Belgian law.

The courts of the judicial district where the Association's registered office is located shall have exclusive jurisdiction to hear any disputes that may arise between the New Member, Association, its Members, directors, president, auditors or liquidators concerning the existence, interpretation and execution of the Participation Agreement.

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\*

Executed in two (2) originals, each party having acknowledged receipt of one copy.

**For the New member,**

Date and Place:

Signature(s):

Name(s):

Title(s)

**Please execute Annex 1 Articles of Association and Annex 2 IPR Policy as requested on pages 29 and 41.**

**For the Association,**

Date and place:

Signature:

Name: Mr Nicolas Arcauz

Title: President (Chairperson)