

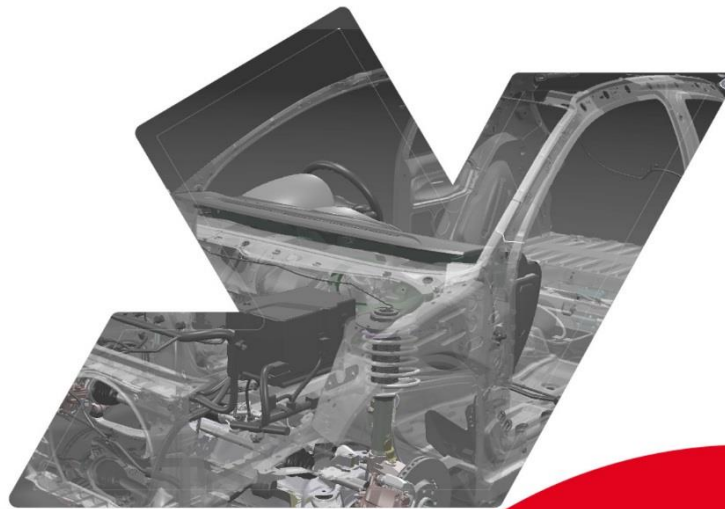


GALIA

A network and an expertise serving the automotive industry

BY-LAWS OF THE ASSOCIATION GALIA

BL – June 2021



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1. AIM AND COMPOSITION OF THE ASSOCIATION

1.1 Article 1 - Designation

It is created between the Parties to the current Memorandum of Understanding, recognized as founder members, an Association under the law of July 1st, 1901, the subsequent laws and the Memorandum, being denominated:

Groupement pour l'Amélioration des Liaisons dans l'Industrie Automobile
(Grouping to improve links within the automotive industry)

and in an abbreviated form:

G.A.L.I.A.

The list of the founder members is in Appendix 1 of the present Memorandum of Understanding.

1.2 Article 2 - Aim

The aim of the Association is to create common developments on precise matters, in order to increase competitiveness of companies which take part in manufacturing motor vehicles.

The planned developments include:

- Normalisation, simplification and automation of information exchanges within the framework of the relationship between OEMs and suppliers.
- Standardization of identifications.
- And, more generally, the treatment of any problem related to product exchange, material or services between the parties.

By extension, the Association may be interested in organization internal processes, as far as they have an influence on business exchange or on the competitiveness of the whole "supply-chain".

In practical terms, the Association in conjunction with similar bodies existing in France and abroad:

- starts up appropriate studies, creates standards or recommendations, encourages their application,
- circulates experiences which can be applied generally.

The aim of the Association is not and will not be to prevent, to limit or to alter competition.

1.3 Article 3 - Headquarters

The head office is located in BOULOGNE-BILLANCOURT at the following address:
20 rue, Barthélémy Danjou.

It can be transferred to any other place by simple decision of the Board of Directors.

1.4 Article 4 - Duration of the Association

The existence of the Association is unlimited.

1.5 Article 5 - Composition

In general, all firms or companies, professional or technical associations and organizations, individuals, can join the Association. However, and considering the purpose of the Association, trading and financial companies or firms cannot join, unless agreed by the Board of Directors.

The members of the Association are classified as "Full Members" or "Associate Members" and "Club Members", founders or not.

Full Members

- Companies registered at the Association and that practice:
 - An industrial activity and manufacturing in France vehicles or items composing a vehicle.
 - Part transport companies, logistics providers and carriers.
- "Holding" type companies exerting a major control over companies with the characteristics required to be of the Full Member category.

Associate Members of class A

- Industrial companies registered at the Association at the formal request of their Full Member parent company which have not applied individually to be a Full Member.

Club Members

- Companies registered at the Association and exerting:
 - Only outside France, and manufacturing items for the automotive industry.
 - An activity of item production, appropriate to meet the requirements of the recommendations promulgated by the Association, for example in information (software providers), telecommunications, packaging.
 - A service activity (advice, training) helping in the promotion of the recommendations promulgated by the Association.

Associate members of class B

- Individuals or entities registered to the Association and not being able to claim to be classified in one of the previous three classes, such as, for example, Associations or Professional organizations.

Each member notifies to the Chairman of the Board of Directors the name of its representative for the General assemblies.

1.6 Article 6 - Membership application

The Board of Directors rules supremely on applications for membership. If an application is refused, the Board of Directors is not obliged to justify its decision.

1.7 Article 7 - Withdrawal and cancellation

Membership is lost by:

Resignation asked by a member. If the Board of Directors of the Association receives its notification after November 1st, the member will have to pay the total subscription fees for the entire following year.

- Being removed by the Board of Directors for serious grounds, the member concerned (or his representative) will be sent a recorded delivery letter to explain himself before the Board of Directors. The decision of the Board of Directors could not be appealed against or give the right to any claiming on the property of the Association.
- If the subscription fees are still not paid six months after the deadline decided by the Board of Directors.
- Compulsory liquidation or stopping business for legal entity.
- The decease of a person subscribing individually.

1.8 Article 8 - Member reliability

The heritage of the Association is answerable only for the commitments it has contracted. No member of the Association, even represented to the Board of Directors, should in no way be held responsible on his personal property.

1.9 Article 9 - Duration of the accounting year

Each accounting year runs from January 1st to December 31st. The first one will end on December 31st, 1985.

2. MANAGEMENT AND FUNCTIONING OF THE ASSOCIATION

2.1 Article 10 - Mission of the Board of Directors

The Association is managed by a Board of Directors which counts eight (8) members at the very least and sixteen (16) members at the most.

The Board of Directors:

- Defines the general guidelines of the action of the Association.
- Manages the Association.
- Makes any decision useful for the functioning of the Association and is vested with the broadest powers for that purpose.
- Rule on admissions and radiations of the members.
- Fixe the contribution scale, the annual budget of functioning and close annual accounts, which are presented to the annual Ordinary General Assembly for approval.
- Establish and valid the Internal Rules document.

The Board of Directors is vested with the broadest powers to make or authorize any acts that are not reserved to the General Assembly.

2.2 Article 11 - Composition of the Board of Directors

The members of the Board of Directors are elected by the General Assembly, by a majority of the Full Members present, represented, or having sent their vote by mail upon proposal of the Board of Directors.

- Only Full Member representatives can be candidates.
- The term of the functions of the Board of Directors members is of three years.
- Their mandate is renewable.

Each of the two car manufacturers, founding members, PSA PEUGEOT CITROËN and RENAULT are represented by two (2) members at the Board of Directors.

In case of vacancy, the Board of Directors will provide, for the time being, for the replacement of the members confirmed by the Ordinary General Assembly following the replacement.

The functions of the members thus designated end when the mandate of the replaced members should normally about to expire.

The Board of Directors names among their members, every three years, the members of the Executive Board: the Chairman, the Vice-Chairman and the Treasurer of the Association, who are presented to the Ordinary General Assembly following their election.

At the end of the three-year period, the mission of the Chairman, the Vice-Chairman and/or the Treasurer, may be renewed, but only once.

The Chairman is chosen among the members representing Car manufacturers, the founder members. The

chair is insured in alternation by each of the Car manufacturers, founder members.

The current composition of Board of Directors is indicated in Appendix 2 of this document.

2.3 Article 12 - Functioning of the Board of Directors

The Board of Directors meets:

- a) As often as necessary at least once a year.
- b) When convened by the Chairman or on Vice-Chairman.
- c) By request of the quarter of its members.

The invitations must be signed and sent at least eight days before:

- In cases (a) and (b) by the Chairman, the Vice-Chairman.
- In case (c) by the members of the Board who have decided to convene it.

In all the cases, the invitation indicates the agenda.

For the first invitation, the presence or the representation of three-quarters of the members of the Board of Directors is necessary. Among them there must be two founder members representing the automotive Car manufacturers to allow the meeting of the Board of Directors to be held.

For the second invitation, no quorum is required.

Decisions are made, subject to the stipulations of the previous paragraph:

- in the simple majority of the present or represented members, in particular in the following cases:
 - Final approval of standards and recommendations.
 - Acceptance of new members.
 - Exclusion of members.
- With the majority of three-quarters of the members present or represented in the following cases:
 - Modification of the Internal rules document.
 - Election of the Chairman, the Vice-Chairman and the Treasurer.

The vote of the Chairman will dominate in case of vote division.

Minutes of the meeting is written and signed by the Chairman and the Secretary.

Any member of the Board of Directors who has missed three consecutive meetings without excuses not recognized as legitimate by the Board of Directors will be considered as resigned automatically.

2.4 Article 13 - Remuneration of the members of the Board of Directors

The members of the Board of Directors are not allowed to receive any kind of payment for the functions they have been entrusted with.

Only expenses previously agreed by the Board of Directors may be repaid if a written proof is given.

2.5 Article 14 - Chairman and Vice Chairman

The Chairman calls the meetings of the General Assembly and the Board of Directors.
He represents the Association in all civilian life actions and is invested of powers to that end.
He has among others the quality to go to court as plaintiff or defendant. He has all appeal rights and can agree whatever settlement.

He chairs all the Assembly meetings, or can be replaced by a Vice-Chairman or by a senior Administrator, or by the eldest in case of seniority.

The Chairman is attended by a Manager, approved by the Board of Directors. The Chairman gives delegation to the Manager for the current management of the Association.

The Vice-Chairman stands in for the Chairman if something comes up to him.
He has the possibility of convening the Board of Directors.

2.6 Article 15 - Treasurer

The Treasurer is responsible for the accounts of the Association and is in charge of everything related to the management of the property of the Association.

The Treasurer cannot involve the Association beyond a certain amount fixed by the Board of Directors if he does not have their written permission.

He does not have the right to alienate the values composing the reserve fund without the authorization of the Board of Directors.

He reports to the annual General Assembly that gives him full discharge of the management.

2.7 Article 16 - Manager

The Manager is given, for free, by the other founder member Car manufacturer, different from the one the Chairman belongs to.

The duration of its mission is of three years, with the possibility to be renewed once.

The Manager ensures the current management of the Association, described in the Internal Rules document.

For that purpose, the Manager has a delegation, on behalf of the Chairman and of the Treasurer, to achieve these management acts and, particularly, mandates necessary to make current transactions on the accounts of the Association, under reserve that they do not exceed an amount fixed by the Board of Directors.
The Manager reports to the Chairman and to the Board of Directors on his mission and on the functioning and the activity of the Association.

3. RESOURCES OF THE ASSOCIATION

3.1 Article 17 - Financial resources

The financial resources of the Association include:

- Entrance fees by the members registered subsequently at a precise date by the General Assembly on proposal of the Board of Directors. The General Assembly fixes the entrance fees on proposal of the Board of Directors.
- Annual subscriptions of the members agreed by the General Assembly on proposal of the Board of Directors:
 - the subscriptions paid by the members can be defined from a particular characteristic like the turnover for instance,
 - Founder member automotive car manufacturers' subscription can be defined according to special rules for this category of members.

Nothing in the current clause shall be considered as an agreement by a member to cover possible losses of the Association.

- Grants in-aid that might be received or whatever exceptional resources, if necessary, subject to the agreement of the Board of Directors.
- Money received in return of service and/or production of the work of the Association like standards, technical notes, magazines, conferences, training, advice, registration fees, software... provided to the members and possibly to companies or non-member bodies.
- Revenues coming from goods and values of the Association.

4. GENERAL ASSEMBLIES

4.1 Article 18 - General Assemblies

The General Assemblies are composed of representatives of all the members, whatever their category: Full Members, Club Members, Associate Members A and Associate members B. They are convened by the Chairman or the Vice-Chairman if something comes up to the Chairman.

The General Assemblies validate the general orientations proposed by the Board of Directors.

The General Assemblies are either Ordinary or Extraordinary. They are chaired as stipulated in the Article 14.

For all the General Assemblies, invitations must be sent by mail or e-mail at least twenty days before, by the Chairman, and indicate the agenda.

All the documents related to the meeting must be sent together with the invitation as planned by the legislation, such as resolution drafts, report of the Board of Directors and so on.

To allow a General assembly to deliberate legitimately, presence, representation and postal vote of half the Full members is necessary for the first invitation. If this requirement is not fulfilled, the Assembly is called again fifteen days later. During the meeting, the Assembly deliberates legitimately whatever the number of members who is present, represented and postal vote, but only on the matters on the agenda of the first invitation.

4.2 Article 19 - Ordinary General Assembly

The Ordinary General Assembly meets once at least a year in order to review the activity of the association, to deliberate on the Board of Directors' annual report, to close annual accounts of the previous year, to fully discharge the Board of Directors to its mission and to rule in favour of the resolutions submitted to it.

On request of a third of the members at least, the Chairman must convene the Ordinary General Assembly.

The Ordinary General Assembly elects the members of the Board of Directors if necessary. It also names a Statutory Auditor responsible for auditing the accounts of the Association.

The General Assembly supremely rules on matters related to the activity of the Association and gives the necessary authorization to the Board of Directors to this end.

Only Full Members are allowed to vote during the Ordinary General Assembly. Each representative of one Full Member has only one vote.

Full Members who can't attend the meeting can make a postal vote or give authority to another Full Member of the Association or to the Board of Directors to represent them.

No more than five proxies shall be attributed to a Full Member.

If a proxy is sent to the Board of Directors without any representative mention, the Chairman of the General Assembly votes in favour of the adoption of resolution projects presented or accepted by the Board of Directors and a vote against the adoption of all the other resolution projects.

All the resolutions of the Ordinary General Assemblies are voted on a simple majority basis of the members having righting vote, present, represented or proceeding by postal vote.

4.3 Article 20 - Extraordinary General Assembly

In addition to Ordinary General Assemblies, an Extraordinary General Assembly can be convened on the initiative of the Chairman, the Vice-Chairman, of the three quarters of the members of the Board of Directors or of the three-quarters of the members at least.

The Extraordinary General Assembly rules on all the matters it is submitted to and which is not a matter for the Ordinary General Assembly, especially:

- It may modify the Memorandum of Understanding.
- It may order the dissolution of the Association, or its merging with any other association having the same objective or its affiliation to association union of whatever kind.

Full Members as well as Club Members and Associate B members have the right to vote at the Extraordinary General Assembly as defined in the Article 5.

The members who can't attend can make a postal vote or give authority to a member of the Association or to the Board of Directors to represent them.

No more than five proxies can be attributed to a member.

If a proxy is sent to the Bureau without any representative mention, the Chairman of the Assembly votes in favour of the adoption of resolution projects presented or accepted by the Board of Directors and a vote against the adoption of all the other resolution projects.

All the resolutions of the Extraordinary General Assemblies are voted on a majority of two-thirds of the members having righting vote, present, represented or proceeding by postal vote.

4.4 Article 21 - Dissolution of the Association

If an intentional or forced dissolution may occur, the Extraordinary General Assembly rules on the devolution of the Association property without having the possibility to attribute to the members something else than their contribution.

It names public or private corporations seeking for the same subject, which will receive the credit amount after payment of the totality of the debts and outgoings of the Association and all the settlement expenses.

In order to ensure settlement operations, it designs one or several members of the Association who will have received all the necessary powers to this end.

5. FORMALITIES AND ISSUE

5.1 Article 22 - Declaration and publication

The, Chairman on behalf of the Board of Directors has the responsibility of fulfilling all the formalities of declaration, publication and deposit statutory of July 1st, 1901 and by the Decree of August 16th of the same year.

The Chairman commissions the bearer of the present Memorandum of Understanding the effect to achieve all aforementioned formalities of declaration, publication and deposit wherever needed.

5.2 Article 23 - Competency

The court of competent jurisdiction for all the matters related to the Association is the one of the registered address of its registered office.

5.3 Article 24 - Internal Rules

An "Internal Rules" document will be settled by the Board of Directors to determinate the conditions of the details appropriate to ensure the realization of the present Memorandum of Understanding or the accomplishment modes of the operations that constitutes the object of the Association.

Issued in Boulogne-Billancourt in duplicate copies on June 14th, 2021

Aimé-Frédéric ROSENZWEIG
Chairman of GALIA



Jean PIQUET
Vice-Chairman of GALIA



1. APPENDIX 1

1.1 Full founding Members

- ✓ ALLEVARD INDUSTRIE
- ✓ ATELIERS METALLURGIQUES DE SAINT URBAIN
- ✓ BAT TARAFLEX
- ✓ SOCIÉTÉ INDUSTRIELLE BERTRAND FAURE
- ✓ BOUSSOIS
- ✓ SOCIÉTÉ BTR
- ✓ CAOUTCHOUC MANUFACTURE ET PLASTIQUES. KLEBER INDUSTRIE (MICHELIN MVS)
- ✓ AMORTISSEURS DE CARBON
- ✓ SOCIÉTÉ DES USINES CHAUSSON
- ✓ SOCIÉTÉ DBA
- ✓ FLOQUET MONOPOLE
- ✓ FREUDENBERG SA
- ✓ GALVANOPLASTIE INDUSTRIELLE
- ✓ GÉNÉRALE DE FORGEAGE ET DÉCOLLETAGE
- ✓ GLAENZER SPICER
- ✓ HERCKELBOUT DAWSON
- ✓ HUTCHINSON
- ✓ JAEGER
- ✓ JEAN ET CHAUMONT
- ✓ KELLER
- ✓ PNEUMATIQUES KLEBER
- ✓ SA LECLERC
- ✓ L'ÉLECTRICFIL INDUSTRIE
- ✓ LUCAS FRANCE SA
- ✓ MICHELIN
- ✓ MOTOROLA ELECTRONIQUE AUTOMOBILE
- ✓ NEIMAN SA
- ✓ NOBEL PLASTIQUES
- ✓ NOSAG
- ✓ PENNEL ET FLIPO
- ✓ PEUGEOT SA
- ✓ PM LABINAL
- ✓ SA REYDEL
- ✓ SOCIÉTÉ RIVEX
- ✓ RÉGIE NATIONALE DES USINES RENAULT
- ✓ SACRED (APPLICATION DU CAOUTCHOUC)
- ✓ SAINT GOBAIN VITRAGE
- ✓ SOCIÉTÉ INDUSTRIELLE DES COUSSINETS
- ✓ SOLEX
- ✓ SOLLAC
- ✓ STANDARD PRODUCTS INDUSTRIEL
- ✓ TABUR CAOUTCHOUC
- ✓ BOULONNERIE DE THIAN SA
- ✓ TORRIX
- ✓ TREVES
- ✓ USINOR
- ✓ VALEO
- ✓ PROCÉDÉS VERNET
- ✓ VISSERIES ET BOULONNERIES DE FOURMIES
- ✓ WABCO

1.2 Associate A founding Members

- **HUTCHINSON subsidiaries**
 - HUTCHINSON TRANSPORT
 - LIF
 - PAULSTRA

- **PEUGEOT SA subsidiaries**
 - ACIERS ET OUTILLAGE PEUGEOT (AOP)
 - AUTOMOBILES CITROËN
 - AUTOMOBILES PEUGEOT
 - CYCLES PEUGEOT
 - GEFCO
 - SOCIÉTÉ COMMERCIALE DE MOTEURS (CLM)
 - SOCIÉTÉ MÉCANIQUE AUTOMOBILE DE L'EST (SMAE)
 - SOCIÉTÉ MÉCANIQUE AUTOMOBILE DU NORD (SMAN)

- **PEUGEOT/RENAULT subsidiaries**
 - FRANCAISE DE MÉCANIQUE (FM)
 - SOCIÉTÉ FRANCO-SUÉDOISE DE MOTEURS (PRV)
 - SOCIÉTÉ DE FONDERIE ET DE MÉCANIQUE DE L'EST (SFME)
 - SOCIÉTÉ DE TRANSMISSIONS AUTOMATIQUES (STA)

- **Régie Nationale des Usines RENAULT subsidiaries**
 - COMPAGNIE D'AFFRETTMENT ET DE TRANSPORT (CAT)
 - COMPAGNIE DES PRODUITS INDUSTRIELS DE L'OUEST (CPIO)
 - RENAULT VÉHICULES INDUSTRIELS (RVI)
 - RENIX ÉLECTRONIQUE SA
 - SOCIÉTÉ BRETONNE DE FONDERIE ET DE MÉCANIQUE (SBFM)
 - SOCIÉTÉ DE MAGASINAGE ET DE GESTION DES STOCKS
 - SOCIÉTÉ MOSELLANE DE MÉCANIQUE (SMM)
 - SOCIÉTÉ NOUVELLE DE ROULEMENTS (SNR)

1.3 Associate B founding Members

- ASSOCIATION FRANCAISE DE NORMALISATION (AFNOR)
- CHAMBRE SYNDICALE DES CONSTRUCTEURS AUTOMOBILES (CSCA)
- CENTRE DE PRODUCTIVITÉ DES TRANSPORTS (CPT)
- FÉDÉRATION DES INDUSTRIES DES ÉQUIPEMENTS POUR VÉHICULES (FIEV)
- FÉDÉRATION DES INDUSTRIES MÉCANIQUES ET TRANSFORMATRICES DES MÉTAUX (FIMTM)
- SYNDICAT NATIONAL DE L'ESTAMPAGE ET DE LA FORGE (SNEF)
- SYNDICAT NATIONAL DU CAOUTCHOUC ET DES PLASTIQUES (SNCP)
- TR CONSULTANTS
- VELEZ CONSULTANTS

2. APPENDIX 2

2.1 Composition of the Board of Directors

Automotive car makers – Founding members	
RENAULT	M. Aimé-Frédéric ROSENZWEIG
RENAULT	M. Jean PIQUET
RENAULT TRUCKS	M. Sébastien BATTIER
STELLANTIS	M. Xavier-Henri BENOIST
STELLANTIS	M. Carlos VAZQUEZ-LEPINETTE
Suppliers of vehicle parts and materials	
GEFCO	M. Emmanuel ARNAUD
FAURECIA	M. Florent SPRIET
HUTCHINSON	M. Éric NICOLAS
MFP MICHELIN	M. Christophe PUPAT
PLASTIC OMNIUM	M. Cécile DELERY
VALEO	M. Christophe AUBEY
VERNET	M. Cyril GUEROULT
TRÈVES	M. Bruno CAPENOL
Observers	
CCFA	Mme Christine RAMPIN
PFA	M. Marc MORTUREUX

2.2 Composition of the Executive Board of the Association

All the Members of the Executive Board are French.

Boulogne-Billancourt, on June 17th, 2021

Function	First name and name	Birth date and place	Personal address
Chairman	Aimé-Frédéric ROSENZWEIG	05/04/1964 NEUILLY-SUR-SEINE France	30, rue d'Estienne d'Orves 92400 COURBEVOIE France
Vice-Chairman	Jean PIQUET	08/10/1964 PARIS France	73, rue Jacques Dulud 92200 NEUILLY SUR SEINE France
Treasurer	Florent SPRIET	10/05/1967 ROUBAIX France	32A, avenue Pierre Brossolette 78170 LA CELLE SAINT CLOUD France

Aimé-Frédéric ROSENZWEIG
Chairman of GALIA



Jean PIQUET
Vice-Chairman of GALIA



Florent SPRIET
Treasurer of GALIA

