

Dear Mr. Houghton-Clarke,

We take note of your communication, and in particular note your objections.

In order to provide you the view of all the signatories to the call to the meeting, we need to consult the entire group properly, which we are unable to do at this short notice before the meeting.

You propose to organize a discussion on the matters raised for the Extraordinary General Meeting during the Annual General Meeting of the 21 January 2021. Announcing a discussion at this late stage during the Annual General Meeting does not allow the meeting to adopt any position regarding the matters. According to the Article 9(4) and 9(5) of the Statutes these agenda points should have been included on the agenda two weeks prior to the Annual General Meeting of 21 January 2021.

We hope you agree enabling the discussion on the matters on the agenda remains the shared core of actions.

We maintain the matters raised need to be discussed in a timely manner **before** the election of the Administrative Board as it concerns the mandate of the Administrative Board and of its members. The meeting of the 14 January 2021 will provide all of us an opportunity to have proper time for this discussion without the pressure of the tight schedule of the Annual General Meeting. **We hope you, if not the entire Board, are able to attend the meeting, so members can hear your views on all matters in person, including the status of the meeting.**

Regardless of our argumentation below, for the sake of transparency we have amended our communication on the meeting of 14 January 2021 to duly notify your reservations regarding the status of the said meeting.

To our arguments:

Firstly, we understand you are refuting the status of the requested Extraordinary General Meeting as an official general assembly of the APEEE. It is however unclear to us on what exact grounds as you do not refer to any particular section of the Statutes or to the Belgian Code of Companies and Associations.

According to The Belgian Code of Companies and Associations procedure for calling for a General Meeting is determined by the Statutes.

According to the Statutes, Article 9, an Extraordinary General Meeting shall be called by setting an adequate notice at the school/APEEE premises in due time two weeks before the meeting. **The notice placed on December 30th, 2020, comprised the agenda, the place and the time of the meeting.**

In the Article 9 three bodies are mentioned being able to call for an Extraordinary General Meeting: i) 1/5 of the members, ii) 1/10 of the full members or iii) the Administrative Board. We understand that, in the absence of any procedure set up in the Statutes, any such body

can place a call for an Extraordinary General Assembly and determine the place and the time for such a meeting.

The above view is also confirmed in the legal advice we received.

The Statutes do determine that the Administrative Board has the responsibility to “widely publicize” such a meeting. But they do not prescribe any particular time for this publicity nor set it as a requirement for the validity of the call.

Thus we clearly have opposing views on the validity of the call to the meeting.

Secondly, in reference to your argument on the overwhelming burden of organizing the upcoming General Assembly, which you already made in your previous communication on December 23rd, we have accordingly duly minimized any burden to the APEEE Secretariat or the Administrative Board. We have requested from you the minimal contribution to ensure the list of full members. Indeed, we note that according to Article 7 any member should be provided such a list based on a request. Without any explicit reason, our request for this list has been declined by the APEEE secretariat.

In absence of timely instructions or requirements from the board regarding the organization of the meeting, which we understood to be available only after the meeting of the Administrative Board 11 January, we have prudently organized the processes regarding the proxies and the potential votes.

We have to respectfully disagree with the position that the above contribution from the Secretariat or the members of the Administrative Board would imply a heavy burden.

Yours respectfully,

Pim Gesquiere