

EMPHA General Assembly



Venue : Hotel Carlton, Bologna

Date : 27 June 2014

Present : See attached list

Minutes : Taco Zevenbergen

1) Opening and Welcome

The president of EMPHA, Wieger Wiegersma, opened the meeting and welcomed all to the 5th General Assembly in Bologna. Before starting with the agenda he expressed his thanks on behalf of all the members, to Mr. Tonelli for the dinner the previous evening. He then welcomed all the guests at the meeting and expressed the hope that they would soon become regular participants at EMPHA events. He briefly introduced EMPHA. EMPHA was founded to create a strong image of the industry, to develop voluntary technical standards and to become a platform for the industry. He then presented the agenda which was subsequently approved.

2) EMPHA antitrust reminder

The secretary general of EMPHA, Mr Zevenbergen, then explained the do's and don'ts as summarized in the presentation as well as in the EMPHA anti trust guidelines that were handed out during the meeting.

He stressed the importance of these rules and explained that it was a standard practice for all associations that were managed by Lejeune Association Management to follow this procedure.

Before going into the agenda, the members were reminded that this meeting was organised in compliance with the legal framework as set out in art. 81 of the EC Treaty, which prohibits all agreements between undertakings, decisions by associations of undertakings and concerted practices which may affect trade between members states and which have as their object of effect the prevention, restriction or distortion of competition within the common market. It was stressed that individual company data would, under no circumstances, be made public during the meeting. The purpose of the discussions at this meeting is not to exchange individual company-related information but to identify common activities in support of the objectives of EMPHA.

3) Minutes General Assembly 21 June 2013

The minutes of the meeting were dealt with page per page and were approved.

4) Report Audit Committee on financial outcome 2013

Before handing over to Mr Revet, Mr Zevenbergen gave an update on the figures of 2013. The main differences with the budget of 2013 were that in 2013 actual, we had been able to secure 50% of the outstanding fee 2012 of former member, Hexapainel. Also a provision for bad debtors had been made for the outstanding fee 2013 of Philippine Honeycomb.

In 2013 EMPHA has changed the website provider and now has a new website based on an "open source" system. This would make it in the future easier to switch to other providers. The costs for this change were a one-off and in the subsequent years, the hosting costs would be less.

Mr. Revet as member of the audit committee then reported on behalf of himself and Mr. Martini (who could not attend the meeting).

The financial outcome of 2013 had been checked by them and was approved. The audit committee proposed to the members to discharge the EMPHA board for the financial outcome of 2013. This proposal was accepted by the members.

5) Financial update 2014 and budget 2015

Mr. Zevenbergen gave an update on the 2014 budget.

The membership income 2014 was based on 12 members and it would be a challenge to reach this. On the other hand there were several companies interested to join EMPHA. The following entries of the 2014 budget were in line with the previous years. Outstanding were the membership fees of Honicel and Philippine Honeycomb.

Budget 2015: The budget for next year was based on 9 regular members and 2 associated members. The other entries of the budget were again based on the outcome of previous years.

Some years ago it had been approved to increase the membership fee in order to be able to secure the running of the association. It was calculated that if in 2015 there would be 10 regular members the membership fee could be decreased. However this would imply that no additional projects could be executed.

The proposal was voted on and an overall majority of the members present agreed that the fee should remain the same for 2015 in order to create some funding for a promotional project. The budget 2015 was then approved.

It was suggested to install a small working group to come up with proposals for a promotional activity. Messrs. Wiegiersma, Bisarro and Barcena volunteered for this task and would form the EMPHA Marketing Committee.

In order to obtain insight in the needs and wishes of the members, Mr. Zevenbergen would develop a short questionnaire for the members. He would discuss the draft with the Marketing Committee after which it would be sent to the members.

6) Adaptation Articles of Association on panel makers

Mr. Zevenbergen explained that as proposed last year at the General Assembly, the artifices of association would be adapted in order to allow panel maker to join EMPHA. All members had also been informed of the proposal per email.

The aim of the change was to increase the potential of EMPHA as an association and to become a voice of the whole industry, to make the industry better known and to increase the exposure.

The proposed adaptation (see below) was then again, unanimously approved.

Objectives

Article 2:

To create a platform for the manufacturers of paper honeycomb core and the manufacturers of paper honeycomb core panels (panel makers) in Europe. It is hereby stipulated that the covers of the panel must also consist of paper.

Members

Article 4:

4.1. Active membership is open to companies based in Europe that manufacture paper honeycomb core as their main or secondary activity and to companies that use paper honeycomb core for the manufacture of panels (panel makers) and paper for the covers.

4.2. Associated membership is open to manufacturers of paper honeycomb core and paper honeycomb core panel makers from other continents. Again it is stipulated that the covers of the panel must also consist of paper.

7) Board Composition

The current board, composed of Mr. Wiegersma, Mr. Tonelli and Mr. Rossignol had served its term of office. The board was up for re election. The members had been asked prior to the meeting if there were any volunteers to take over a position in the EMPHA board, but no replies had been received. Mr. Zevenbergen asked the members if there were any volunteers. This not being the case, the current board indicated that they were willing to serve another term. This was accepted by acclamation.

8) Report Industry Standards Committee

Mr. Wiegersma gave an update. All finished standards were available on the EMPHA website and are there for all to use. The voluntary standards for height measurement had not yet been finished because of technical issues with software.

Mr. Wiegersma appealed to the members to make the standards more known in the market and refer to them.

Mr. Zevenbergen would develop a questionnaire on the technical and how the members perceive and use these.

9) Set up working group voluntary technical standards panel makers

Mr. Revet as member of the panel makers committee gave an update.

The panel makers committee further consists of Mr. Rossignol, Mr. Garbarek and Mr. Tonelli. The customers needed standards but the question was how to develop these and for this he asked if there were any volunteers available. He mentioned that this was also an excellent opportunity for potential members to become involved in this relevant project. Anybody who was interested to participate was asked to contact the secretariat.

10) Next EMPHA meeting

The next EMPHA General Assembly was scheduled for:

25 - 26 June 2015 in Poznan (Poland)

11) AOB

No further matters arising the meeting was closed and the president thanked all for their input and participation. The General Assembly was followed by a presentation from representatives of IKEA (see attached presentation).

DISCLAIMER

EMPHA operates within the regulatory framework of competition law as set out by the European Union and national legal systems and respects all rules thereof. EMPHA actively raises awareness about competition law among its members and encourages its members to comply with these rules. Reference is made to the EMPHA competition law guidelines that are annexed to the minutes of this meeting. The purpose of the discussions within EMPHA is to identify general trends and market developments without identifying individual company data. EMPHA does not accept responsibility or liability for any type of restrictive agreements concluded by its individual members during EMPHA meetings or within the context of EMPHA events, in spite of the aforementioned precautionary measures.