

Meeting notes EMPHA General Assembly

16 June 2017

Aalborg Kongres & Kultur Center, Aalborg (DK)

Present (according to signature list): Vidas Berzonskis (AB Grigeo Klaipeda), Thomas Bladt (Honeycomb Cellpack), Tomasz Boruszak (Bestem Sp. z o.o.), Massimo Bottesella (Tonelli SpA), Barbara Ginter (EMPHA), Marcelle Groud (Axxor), Adam Huchwajda (Bestem Sp. z o.o.), Svend Jensen (Honeycomb Cellpack), Jiri Krcmar (Emin-Leydier), Gilles Latil (l'hexagone), Tony Moscrop (Dufaylite), Ivo Možnár (Forlit, a.s.), Ram Peleg (Yamaton Paper GmbH), Gitana Sersnioviene (AB Grigeo Klaipeda), Piero Tonelli (Tonelli SpA), Wieger Wiegersma (Axxor)

President: Wieger Wiegersma Axxor B.V.

Minutes: Barbara Ginter EMPHA Secretariat

1. Opening

President Mr. Wieger Wiegersma opened the meeting and welcomed everyone to Aalborg, in particular the delegates who were attending for the first time.

Thomas Bladt from Honeycomb Cellpack was thanked for hosting a great dinner the previous evening.

2. EMPHA Antitrust Reminder

The Secretary General of EMPHA, Ms. Barbara Ginter, 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.

She 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 17 June 2016

The minutes of the last meeting were adopted as a true reflection of the proceedings.

4. Election EMPHA Board

Currently the EMPHA Board consists of 4 members:

- Wieger Wiegersma – Axxor B.V.
- Piero Tonelli – Tonelli S.p.A.
- Ram Peleg – Yamaton Paper GmbH
- Francois Rossignol – l’hexagone

François Rossignol indicated after the last General Assembly that he would leave the Board. He is now officially out of the Board but since he was the Treasurer the General Assembly needs to discharge him of his duties. All the members present agreed to discharge François Rossignol of his duties as EMPHA Treasurer and the Board will elect a new Treasurer in their next meeting.

In order to not lose all the expertise in the EMPHA Board all at once when all members resign at the same time the Board came up with a proposal to prevent this. This would mean the EMPHA Articles of Association need to be changed:

- a. The General Assembly elects 1 new Board Member every year for a period of 3 years to replace a Board Member who will step out after a 3-year term
- b. An Advisory Board is installed with maximum 3 members and rotates in principle in the same sequence as the regular Board
- c. Purpose Advisory Board:
 - support the continuity of EMPHA
 - to advise the Board upon request and will be invited to join Board meetings but they have no voting right
- d. Board members that are leaving the Board will be invited to take place in the Advisory Board for a period of 3 years (it is not mandatory to accept this invitation)
- e. If additional Advisory Board members are required by the Board to strengthen the Advisory Board to 3 members, the election will be an issue for the General Assembly

After a vote all members present agreed to change the Articles of Association according to the proposal. The exact text of the articles will be drafted later and sent to the members.

Next Mr. Wiegersma announced that:

- Mr. Piero Tonelli will leave the Board now and will be invited to take a seat in the Advisory Board
- He himself will need to be re-elected for 1 more year but not as President but as a Board Member
- Ram Peleg does not need to be re-elected because he was only voted into the Board in 2016.

The members were asked by EMPHA Secretary General, Ms. Barbara Ginter, to vote for the re-election of Mr. Wiegersma for 1 year as Board Member. All members present voted unanimously for this proposal.

Following the new procedure this means we now have 1 vacancy in the Board and 3 possible candidates:

- Gilles Latil – l’hexagone
- Martin Juraščík - FORLIT, a.s.
- Vidas Berzonskis - Grigeo Klaipėda

Mr. Vidas Berzonskis had indicated prior to the meeting that he will happily join the Board next year therefore the members were asked to vote between Mr. Gilles Latil and Mr. Martin Juraščík. The members present voted unanimously for Mr. Gilles Latil.

The new EMPHA Board now consists of the following members:

- Wieger Wiegersma
- Ram Peleg
- Gilles Latil

Since Mr. Wiegersma is no longer the President the General Assembly needed to vote for a new President, either Mr. Ram Peleg or Mr. Gilles Latil. The new Board requested to have a brief meeting during the break to discuss this. After a short meeting the Board came back to the General Assembly and proposed Mr. Ram Peleg as the new President. The members present were asked to vote for this proposal and they unanimously accepted.

5. Finance

a. Report Audit Committee on financial outcome 2016

Since Mr. Revet, who is a member of the Audit Committee, could not be present at this meeting Ms. Ginter reported on behalf of the Audit Committee. Mr. Revet had a few questions about some items appearing on the balance sheet and statement of income and expense which were answered to his satisfaction by the EMPHA Secretariat. The financial outcome of 2016 had been checked by Mr. Revet and was approved by him. With a total income of € 40.500 and total operating costs of € 33.053 the result at the end of 2016 was € 7.447.

The Audit committee proposed to the members to discharge the EMPHA board for the financial outcome of 2016. This proposal was accepted by the members.

Mr. Revet had informed Ms. Ginter that this would be the last year for him on the Audit Committee so she asked if there were any volunteers. She explained that it would not take much work; the figures only need to be checked once per year prior to the General Assembly and the Secretariat prepares all the documents in advance. The Audit Committee needs to report to the General Assembly about the finances of the previous year and ask the General Assembly to discharge the Board. After this explanation 2 members volunteered, Mr. Tony Moscrop from Dufaylite Developments Ltd. and Mr. Vidas Berzonskis from Grigeo Klaipėda.

b. Budget 2018

The budget for 2018 was based on 15 regular members (provided 2 new members join in 2017) + 1 associated member + 2 new regular members which will result in a total income of € 57.500. The meeting expenses were budgeted on the same level as expected for 2017 because meetings rooms for the different committees and working groups and the General Assembly will be needed again.

The members present approved the budget for 2018 (see attached).

6. Update Marketing Committee

Ms. Gitana Sersnioviene reported that the Marketing Committee is working on drafting a marketing plan. After the summer there will be a teleconference with the members of the Marketing Committee to define the plan further and the members will be informed on the outcome.

7. Update Working Group Competition & Co-operation

Mr. Wiegiersma explained that the Working Group Competition & Co-operation focused on 2 things:

- Working together more
- Creating a Code of Conduct

He also mentioned that the word 'competition' might not be very well chosen in the name of this Working Group and it will probably change in the future.

On behalf of the Working Group Mr. Thomas Bladt reported that the group met a few times in Amsterdam and brainstormed on creating a 'Code of Conduct'. They used the Codes of Conduct from other large companies as inspiration to create the EMPHA Code of Conduct. Mr. Bladt also explained why we need such a document:

- Create a bigger pie by promoting the product and its benefits
- Less competition between members
- Relieve stress (no 'cowboys' on the market)

Furthermore a Code of Conduct will:

- Help mature the industry
- Promote the product via awareness of environment
- Gives more reliability to companies when dealing with bigger companies, it shows that the company is a member of a professional organisation

We recognise that all companies are different but we need to find a common interest, use EMPHA as an amplifier to promote the product. A Code of Conduct supports the business of our members and shows we are aware of the responsibility towards society.

competition will always be there but an EMPHA membership can help to convince potential customers to decide to go forward with a company and place an order.

All the members received the draft EMPHA Code of Conduct prior to the meeting and were asked to review it. During the meeting the text of the EMPHA Code of Conduct was reviewed and Mr. Bladt explained that all topics were thoroughly discussed in the Working Group whether we should strive towards them (e.g. run business in an environmentally responsible and sustainable way) or that they simply should be done (e.g. provide a safe and healthy work environment).

The only comment that was made by the members was that the word 'competition' in describing the reason we need a Code of Conduct should perhaps better be changed in 'more co-operation'. Also the Working Group welcomes input from the members to make changes to the EMPHA Code of Conduct so it can be used by all the members towards their customers and suppliers.

It was also noted that if all members agree to comply with the Code of Conduct the EMPHA Articles of Association need to be changed. An addition to article 4 of the Articles of Association was proposed to the members:

Article 4.4 with the following text: All members agree to comply with the EMPHA Code of Conduct

On the membership application form also a line will be added that the organisation applying for EMPHA membership complies with the Articles of Association and the Code of Conduct.

All members present agreed to the EMPHA Code of Conduct and to the change in the Articles of Association.

8. Next EMPHA Meeting

The next EMPHA General Assembly was scheduled for 14 - 15 June 2018 and will be hosted by Dufaylite in the United Kingdom.

9. Any Other Business

No other matters were raised so the President thanked all those present for their attendance and contribution and closed the meeting.

BG, June 2017

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. 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.