

## **Administrative Board Appointment Policy**

(adopted by the Administrative Board and came into effect on 23 May 2023)

*Defined terms have the meaning set out in the AGICOA EUROPE By-Laws, unless otherwise stated herein.*

### **Article 1**

#### ***Purpose of the Administrative Board Appointment Policy***

The present Policy defines the process and timeline of the appointment of the Administrative Board members.

The General Assembly decides prior to the General Assembly meeting when a new Administrative Board is composed (“the General Assembly meeting”) on the appointment of the Administrative Board by early (i) affirming the designation of the Administrative Board members for the designated seats, (ii) electing the Administrative Board members for the open seats and (iii) affirming the principal and substitute delegates of the observer seat.

### **Article 2**

#### ***Appointment of the Administrative Board members***

##### ***Affirmation of the designation of the eight designated seats***

1. Ten weeks prior the General Assembly meeting, the Managing Director shall circulate amongst all Members the list of those Members that are entitled to the designated seats. The communication shall include the amounts of royalties collected by and paid to such Members respectively. Members shall treat such amounts with utmost confidentiality.
2. Members representing the three top collection countries and the five top royalty recipient countries shall inform the Managing Director at least nine weeks prior to the General Assembly meeting of their appointed delegates or their decision not to accept the Administrative Board position.

Should more than one Member from the same country be eligible for one of the three top collection country seats, these Members shall seek to agree which of them will appoint a delegate. The Members shall communicate their decision to the Managing Director at least nine weeks before the General Assembly meeting. Should they fail to agree by the end of that deadline, the one amongst them that received the highest amount of royalties shall be entitled to make the appointment of a delegate.

3. Four weeks prior to the General Assembly meeting, Members shall be invited to affirm the designation of the Administrative Board members entitled to the eight (8) designated seats.

***Election of the three open seats***

4. Eight weeks prior to the General Assembly meeting, the Managing Director shall send an invitation to Members that are not eligible for or have not accepted one of the designated seats to propose candidates for the three open seats. Fully suspended Members shall not be entitled to propose candidates for the three open seats.
5. Members shall inform the Managing Director of their proposed candidates for the open seats at least seven weeks prior to the General Assembly meeting. Should amendments to the proposals be required, they shall be communicated to the Managing Director at least six weeks in advance of the General Assembly meeting.
6. Four weeks prior to the General Assembly meeting, Members shall be invited to elect the Administrative Board members for the open seats. The names of the candidates for the open seats shall be included in the invitation to participate to the early voting.
7. The three candidates who obtain the higher number of votes shall occupy the three open seats. In case of an equality of votes, the candidates who obtained the higher count of individual votes from Members shall be elected.

***Affirmation of the observer seat***

8. Six weeks prior to the General Assembly meeting, the Managing Director shall invite the Founding Members to agree which of them will appoint the principal and substitute delegates.
9. The Founding Members who are entitled to the observer seat shall provide the Managing Director per email the name of their principal and substitute delegates at least five weeks prior to the General Assembly meeting.
10. Four weeks prior to the General Assembly meeting, Members shall be invited to affirm the designation of the principal and substitute delegates for the observer seat. The names of the principal and substitute delegates of the observer seat shall be included in the invitation to participate in the early voting.

***Common provisions***

11. Four weeks prior to the General Assembly meeting, the Managing Director shall circulate via electronic communication the invitation to participate to the early voting, together with voting instructions (including the voting timeline) and the names of Administrative Board members entitled to the eight (8) designated seats, the list of the candidates for the open seats, and the names of the principal and substitute delegates of the observer seat.
12. Three weeks prior to the General Assembly meeting when a new Administrative Board is composed, the Managing Director shall send a reminder.
13. The appointment procedure shall be secured, confidential and trustworthy.

Members shall be given two weeks to vote. Members that appointed the delegates for the designated seats are not entitled to vote for the three open seats and are accordingly excluded from the voting of the three open seats.

The voting ballot shall contain the number of voting rights and the candidates to be voted on. There shall be one voting ballot per Member.

The voting ballot shall be received by the voting service provider in charge of vote counting at the latest seven days prior to the General Assembly meeting. Any ballot received after the indicated deadline shall not be considered.

14. At the beginning of the General Assembly meeting, the President shall announce the names of delegates of the names of the delegates of Administrative Board members designated to the eight (8) designated seats, the names of the Administrative Board members elected to the three (3) open seats and the names of the principal and substitute delegates of the observer seat.