

# MINUTES

## Annual General Meeting

### Institut Luxembourgeois des Administrateurs (ILA)

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On 7 June 2023, all ILA members who were up to date with the payment of their membership fees have been convened to the ILA Annual General Meeting by a convening notice sent electronically, dated 7 June 2023.

Given the Law dated 23 September 2020, as amended, has expired and hence is not applicable anymore, remote electronic votes were not possible, and ILA had to resort to the procedures laid down in the statutes of the Association.

Members have been invited to vote at the physical AGM held in the premises of BNP Paribas S.A., Luxembourg Branch, 60 Avenue J.F. Kennedy, L-1855 Luxembourg on Wednesday 21 June 2023 between 15:00 and 16:45.

During the voting period, 346 ILA members cast their votes on the resolutions of which 232 proxy votes.

#### 1. Establishment of the Bureau

Mr. Mathis PROST applied to be elected as scrutineer to supervise all the operations of the ILA 2023 AGM and is elected unanimously as scrutineer.

The Bureau is therefore composed of Mrs. Carine Feipel, chair, Mr. Mathis PROST, scrutineer, and Mr. Philipp von RESTORFF, secretary.

#### 2. Election of 10 Directors for a 3-year term

This year, 10 seats on the Board of Directors were open. After due review of all candidacies by the Nomination committee and by the Board of Directors, 12 candidates received recommendation from the current ILA Board of Directors. 2 other candidates decided to stand for the election despite not being recommended by the Board. The profiles of the 14 candidates were available for all members on the ILA website and in paper at the AGM. No questions regarding the process were raised during the AGM.

The election results are as follows<sup>1</sup>:

<u>Candidate</u>	<u>Number of votes</u>
<b>DECALF Vincent</b>	195
<b>DOCQUIER Raphaël</b>	216
<b>DROOGLEEVER FORTUYN Marjolijne</b>	219
<b>FEGUE Cyril</b>	68
<b>KAYSER Anne</b>	213
<b>KUSKE Joachim</b>	192
<b>MARGUE Pierre</b>	216
<b>MARISCAL Benoit</b>	64
<b>MOLITOR Marc</b>	152
<b>MOUCHEL Frédéric</b>	201
<b>MOUSEL Emmanuelle</b>	241
<b>MOUSEL François</b>	201
<b>PEDERSEN Charlotte</b>	188
<b>PIETERS Garry</b>	205

In accordance with article 19 al.4 of the by-laws, those 10 candidates who have received the largest number of votes and at least 25% of the votes will be elected. Have consequently been elected Board members for a 3-year term:

- DECALF Vincent
- DOCQUIER Raphaël
- DROOGLEEVER FORTUYN Marjolijne
- KAYSER Anne
- KUSKE Joachim
- MARGUE Pierre
- MOUCHEL Frédéric
- MOUSEL Emmanuelle
- MOUSEL François
- PIETERS Garry

3. Approval of the audited financial statements for the accounting year ended on 31 December 2022

In consideration of the audit report on the financial statements for the accounting year ended on 31 December 2022 rendered by Grant Thornton on 2 May 2023, the Board of Directors proposed to the AGM to approve the audited financial statements for the accounting year ended on 31 December 2022.

This resolution has been approved. The audited financial statements for the accounting year ended on 31 December 2022 are unanimously approved.

<sup>1</sup> The counting of the votes finished late on 21 June 2023 and the results were announced the following day to all ILA members

#### 4. Discharge to the Directors

The Board of Directors proposed to grant discharge to all directors for their activities and decisions during the financial year ended on 31 December 2022.

This resolution has been approved. The discharge to all directors for their activities and decisions during the financial year ended on 31 December 2022 is approved unanimously.

#### 5. Approval of the 2023 budget

In consideration of the documentation made available to the ILA members and explanations given, the 2023 budget is approved unanimously.

#### 6. Setting of membership fees for 2024

The Board of Directors proposed to let the annual membership fees unchanged for 2024.

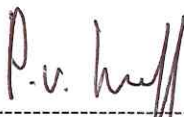
This resolution has been approved. The membership fees for 2024 are approved unanimously.

There being no further business to be transacted or voted on, the Chair thanked the members for their ongoing trust and support during her chairmanship coming to an end today and closed the meeting.

Luxembourg, le 26 juin 2023



Carine FEIPEL, Chair



Philipp von RESTORFF,  
Secretary



Mathis PROST, Scrutineer