

<p style="text-align: center;">Constitution European Certification Board for Mineral Wool Products asbl</p>
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1. Members

- a. The founding Members of the association are the following:
 - i. Saint-Gobain Isover, a French "société anonyme with its head office located at "Les Miroirs," 18, avenue d'Alsace, 92400 Courbevoie, France, represented by Mr. Michel Durand, its Managing Director.
 - ii. Rockwool International A/S, a Danish public corporation with its head office located at Hovedgaden 584, Entrance C, 2640 Hedehusene, Denmark represented by Mr. Mogens Falk its Vice President, Corporate Development and Legal Affairs.
 - iii. Owens-Corning Alcopor UK Ltd., (called Knauf Insulation Limited. since 18 December 2002), Stafford Road, St. Helens, Merseyside, WA10 3NS United Kingdom, represented by Mr. Roland Blackburn its Operations Director.
- b. Other members include all others who are accepted as members according to the rules set out in this Constitution and the associated documents. The Members have founded this "*association sans but lucratif*" under the law of 21 April 1928.
- c. The founding Members of the Association shall have no exceptional powers, such powers being vested in the Quality Board and the Members of the Association. Any and all fees and charges undertaken by the founders in the establishing of the Association shall be reimbursed by the Association under conditions to be determined, and as allowable by law.

2. Name and Principal Office

- a. The Association shall be known as the European Certification Board for Mineral Wool Products (EUCEB).
- b. The Association is created for an unlimited time.
- c. The Association has his headquarters at 7 avenue des Archiducs – LU 1135, Luxembourg and maintains a permanent office at the offices of EURIMA, Avenue Louise 375/4, 1050 Brussels, Belgium, or at such other place as the Members of the Association may decide.

3. Purpose of the Association.

The general purposes of the Association shall be:

- a. Create a board to voluntarily certify the conformity of mineral wool fibers with the Note Q of the Regulation (CE) n° 1272/2008 of the European Parliament and of the Council ("The Regulation") as currently in force and any similar successive legislation.
- b. To apply for a registered trademark, as set out in Exhibit 1, which shall represent proof of conformity with the Note Q criteria of the Regulation, and grant, renew and, where required, revoke the use of the trademark by Members.
- c. To apply rules for the process of verification and certification of such conformity with the Note Q criteria of the Regulation prior to certification and on an on-going basis as set out in Exhibit 2.
- d. To apply rules concerning an acceptable chemical range for the mineral wool products which allow compliance with the Note Q criteria of the Regulation the Regulation as set out in Exhibit 3.

4. Composition of the Quality Board.

The Quality Board shall consist of 6 members elected every two (2) years by the Members of the Association. The nominations shall be for

- ◆ 2 scientists known for their work in related fields (Short term biopersistence test experiments, glass chemistry) who shall be independent and not employed by any producer or seller of mineral wool insulation. One shall be nominated by predominantly glass wool producers and the other shall be nominated by predominantly stone wool producers within the Association.
 - ◆ 4 members representing the Members of the Association. Two shall be nominated by predominantly glass wool producers and two shall be nominated by predominantly stone wool producers within the Association.
- a. The Quality Board members for the first period of office of two years shall be elected by the Founders of the Association upon recommendation of the management board of EURIMA. The members of the Quality Board may be re-elected for successive periods of two years. The Quality Board shall elect a Chairman and a Vice-Chairman.

- b. Other Members of the Association may participate as observers of the meetings of the Quality Board. Observers may participate in all discussions and proceedings of the Quality Board, however, any and all decisions as to the conformity with the Note Q criteria of the Regulation are to be made solely by the members of the Quality Board. The Commission of the European Union shall be offered a seat as a permanent observer of the Quality Board.

5. Scope of Activities of the Quality Board, Meetings, and Quorum

- a. The Quality Board shall meet at least two times per calendar year. The principal place for such meetings shall be at the EURIMA offices in Belgium, or other place determined by the members of the Quality Board.
- b. Certification by the Quality Board shall be considered upon application by any producer of mineral wool products upon the presentation of a full application as determined by the Quality Board.
- c. Certification shall be based upon compliance with the Note Q criteria of the Regulation.. Application for certification shall be supported by results of tests performed by recognized research institutes chosen from a list established by the Members of the Association upon recommendation by the Quality Board.

All documentation presented by an applicant for EUCEB membership shall be either (a) in the name of the legal entity applying for EUCEB membership; or (b) accompanied by written authorization from the legal entity shown on the documentation confirming approval for its use by the applicant in seeking EUCEB membership. The applicant for EUCEB membership accept a hold harmless declaration in the form set out in Exhibit 4 or in an alternative form approved by the Management Board.

- d. The Quality Board shall only consider a complete application within two (2) normally scheduled meetings of the determination of the completeness of the application. Completeness of the application shall be in the sole determination of the Quality Board.
- e. Decisions of the Quality Board shall be made upon recommendation of the independent scientific experts. If the scientific experts agree to award the certification to a producer, the application shall be approved by the Quality Board. In the event that the scientific experts do not agree, the Quality Board may decide to grant, reject, renew or revoke, as the case may be, the certification by a majority of 5/6. An abstention shall be considered to be a vote for the majority.

- f. Upon certification by the Quality Board, the Association shall issue the applicant with the right to use the Trademark when the applicant has paid the appropriate annual fee. The holder of the right to use the Trademark may grant such right to use to such third parties as necessary to ensure the direct or indirect commercialization of the product subjected to the certification process. Any such grant of the right to use to a third party shall be subject to the same restrictions as the original grant.
- g. Use of the Association trademark shall be on a fee-basis. The Association shall fix the fees on a yearly basis for certification and for continuing use of the trademark.
- h. The Quality Board shall apply the rules concerning the licensing of the Trademark and the on-going certification of mineral wool insulation products set out in Exhibit 2 to ensure continued compliance with the Note Q criteria of the Regulation and with the EUCEB rules for verification and certification. In this context, the Quality Board shall have the right under penalty of revocation of certification to receive the chemical analysis of products commercially available in order to ensure compliance. The continuing compliance with the Note Q criteria of the Regulation should be proven by the chemical analysis of the products as determined by a recognized laboratory determined by the Members of the Association.
- i. The minimum number of members of the Quality Board required to transact business shall be five (5), including at least one scientific expert. The quorum requirements specifically exclude any observers, secretary, etc.

The 4 members representing the Members of the Association in the Quality Board can give proxy to each other. Also the 2 Scientific Experts can give proxy to each other. Proxy can be given by sending an e-mail, fax or letter to the Secretariat.

6. Membership of the Association

The number of Members shall not be fewer than three.

Only national companies can be EUCEB members.

Membership in the Association shall be open to any producer of mineral wool products in compliance with the the Note Q criteria of the Regulation, as may be amended or replaced by similar legislation.

Applicants will be considered as Observers, without voting power, after completing their application until certification. After certification and payment of the fee the Applicant will be considered as EUCEB Member. Payment of the fee, proportional to the months of the year that the Legal Undertaking referred to in Appendix 1 has been submitted, is due from the moment the Legal Undertaking has been submitted.

A producer of mineral wool products may lose its membership in the association by resigning or exclusion. The President of the Management Board shall be notified of any resignation by a four-month' prior written notice by registered letter. Exclusion of a member shall be according to the rules for the use of the trademark. Exclusion shall be considered final upon vote by the General Assembly upon recommendation of the Management Board. Additionally, any member who has not paid its annual fee and has not responded positively to two (2) further requests for payment might be excluded. The resigning or excluded member shall remain liable for the payment of its annual fee for the year during which the resignation or exclusion shall have taken effect.

7. Annual Fees

Members shall be required to pay an annual fee. The General Assembly shall fix the annual fees.

The annual fee shall not exceed ten thousand (10000) Euros.

8. Management Board

The Association shall be managed by a Management Board made up of the non-scientific members of the Quality Board.

The Management Board shall be responsible for convoking the General Assembly and shall prepare and present an annual report to such General Assembly.

The President of the Management Board represents the association and is responsible for its work. The President shall preside over the Management Board. In the event of his absence, for whatever reason, the Vice-President, or where the latter is also unavailable, the oldest member of the Management Board shall preside over the meeting.

9. Committees

The Members of the Association, by vote of the General Assembly may decide to delegate any of their powers, with the exception of those within the purpose of the Quality Board, to committees constituted in a manner that is not inconsistent with the present Articles of Association and the Bylaws.

10. General Secretariat

The Members of the Association shall choose a Secretary General who shall be responsible for the administrative functioning of the Association. The Secretary General may be a Member of the Association or may be chosen from an outside source. The Secretary General of EURIMA shall be the first Secretary General of the Association.

Among other duties, the Secretary General shall be responsible for:

- a. Upon decision of the President of the Management Board, convening each meeting of the Quality Board and sending members of the Quality Board the agenda at least ten (10) days prior to the date of the meeting. Upon a request of a member of the Quality Board, the Secretary General shall convene a meeting of the Board;
- b. Upon decision of the President, convening each meeting of the Management Board and sending members of the Management Board the agenda at least ten (10) days prior to the date of the meeting;
- c. Upon decision of the President, and at least one time per year, convening each ordinary General Assembly and sending Members the agenda at least three (3) weeks prior to the date of the meeting;
- d. Secretarial services, including preparing and circulating the minutes of each meeting of the Quality Board to users of the trademark and to other parties, including parties which are not members of the Association, as determined by the Quality Board in accordance with the Members of the Association;
- e. Filing for and administering the licensing of the trademark indicating conformity with the Note Q criteria of the Regulation.

11. General Assembly

- a. The General Assembly is composed of all Members of the Association. The General Assembly is solely responsible for the activities of the Association and determining its general orientation.
- b. The Members of the Association will meet in an ordinary General Assembly at least once per year. The General Assembly may be held without a formal meeting on the condition that 2/3 of the Members of the Association approve such a meeting in writing addressed to the Secretary General.

- c. The ordinary General Assembly of the Members of the Association shall be held prior to the yearly Congress of EURIMA. In the event that membership increases by more than 10 % (ten percent) in the 5 (five) weeks prior to the date of the Ordinary General Assembly, the vote will be automatically deferred for one (1) month. An extraordinary General Assembly will be convoked as required to advance the aims of the Association.
- d. The Association shall address a copy of the Agenda and ballot paper to each Member at least 30 days prior to the date of the General Assembly. Communication of the ballot paper may be by e-mail, fax or letter.
- e. The agenda shall include:
 - A. Report of the President of the Management Board and the Chairman of the Quality Board concerning activities during the past financial year.
 - B. Report of the Secretary General of the Association concerning any other activities of the Association during the past financial year.
 - C. Presentation and approval of the annual accounts.
 - D. Presentation and approval of the budget and fees for the coming year.
 - E. Election of Management and Quality Board members as required.
 - F. Election of an auditor.
- f. Decisions of the General Assembly shall be by a majority of $\frac{3}{4}$ of the Members voting.
- g. The General Assembly can only deliberate on modifications of the present Articles of Association where such modifications are specifically indicated on the Agenda of the General Assembly, and where $\frac{2}{3}$ of the Members are present or represented.
- h. Each Member has only one (1) vote. Proxy can be given by sending an e-mail, fax or letter to the Secretary General.
- i. Ordinary and extraordinary General Assemblies may be called by decision of the Management Board or of the Association when deemed necessary and if requested by at least $\frac{2}{3}$ of the Members of the Association by registered mail addressed to the Secretary General.
- j. Decisions of the General Assembly of the Members of the Association shall be recorded in the minute book of the Association in the form of minutes signed by the President of the Management Board and the Secretary General of the Association.

12. Finances

- a. The Members of the Association shall choose an administrator for the finances of the activities of the Association.
- b. The Association shall be empowered to open bank accounts in Luxembourg or other Member States of the European Union as required to achieve the purposes of the Quality Board and the Association.
- c. The Members shall devise a rule concerning signatures on checks that will include, at the least, the double signature of any check issued by the Association for any expense above ten thousand (10000) Euros. This double signature can be given by e-mail by the President of the Association and another member of the EUCEB Management Board.

13. Auditors

The Members of the Association shall appoint a certified public accountant to audit the finances of the Association. The auditors' report shall be sent to all users of the Trademark.

14. Dissolution

- a. The Quality Board and the Association may be dissolved upon decision of at least 2/3 the Members of the Association by the General Assembly with the written approval of the Founders.
- b. Upon the dissolution of the Association, any property and assets of the Association left after the repayment of all debts properly incurred or, in the alternative all debts properly incurred, shall be distributed pro rata to the payments received from the users of the trademark at the date of dissolution.

15. Governing Law

This constitution shall be governed by and interpreted in accordance with the laws of Luxembourg.

Date: 27 April 2010

PAROC OY AB

Mr. Timo Hoikka

SAINT-GOBAIN ISOVER SA

Mr. Aymon de Reydelle

KNAUF INSULATION S.A.

Mr. Claude Ruwet

ROCKWOOL International A/S

Dr. Ole Kamstrup