

INCORPORATION DEED OF THE NON-PROFIT ASSOCIATION
“EUROPEAN ASSOCIATION FOR SIGNAL PROCESSING (EURASIP)”

On December 1st____, 2006.

The undersigned:

- 1) Dr. Sergios Theodoridis, employee, born on ..., residing at ..., Greek national;
- 2) Dr. Ferran Marqués, employee, born on ..., residing at ..., Spanish national;
- 3) Dr. Paulo Lobato Correia, employee, born on ..., residing at ..., Portuguese national;
- 4) Dr. Marc Moonen, employee, born on ..., residing at ..., Belgian national;
- 5) Dr. Markus Rupp, employee, born on ..., residing at ..., German national;
- 6) Dr. Fulvio Gini, employee, born on ..., residing at ..., Italian national;
- 7) Dr. Maurice Bellanger, employee, born on ..., residing at ..., French national;
- 8) Dr. Tariq S. Durrani, employee, born on ..., residing at ..., British national;
- 9) Dr. Moncef Gabbouj, employee, born on ..., residing at ..., Finish national;
- 10) Dr. Peter M. Grant, employee, born on ..., residing at ..., British national;
- 11) Dr. Ulrich Heute, employee, born on ..., residing at ..., German national;
- 12) Dr. Wolfgang F.G. Mecklenbraeuer, employee, born on ..., residing at ..., Austrian national;
- 13) Dr. Giovanni Sicuranza, employee, born on ..., residing at ..., Italian national,
- 14) Dr. Robert Vich, employee, born on ..., residing at ..., Czech national,

elected `Administrative Committee (AdCom)` members and `Advisory Committee` members of the `European Association for Signal Processing` as of today, have agreed to incorporate a non-profit association of which the Articles of Incorporation are established as follows:

ARTICLES OF INCORPORATION

Article 1: **The Association**

1.1 Legal form

The Association is incorporated as an entity having legal personality, more specifically as a non-profit association under Belgian law (hereinafter referred to as "non-profit association" or, abbreviated, "NPA"), pursuant to the provisions of the Law of June 27, 1921 on non-profit associations and foundations, as published in the Belgian State Gazette of July 1, 1921 and amended by the Law of May 2, 2002 and the Law of January 16, 2003 (hereinafter referred to as the "NPA&F-law").

1.2 Name

1.2.1 The statutory name of the NPA is "European Association for Signal Processing" or, abbreviated "EURASIP".

1.2.2 This name is to be mentioned in all records, letters, invoices, announcements, advertisements, order forms and other documents emanating from the NPA , preceded or followed by the words "non-profit association" or by the abbreviation "NPA", with specification either of the registered office of the NPA or of the abbreviation www.urasip.org, i.e. the NPA's website where the full registered office address is provided.

1.3 Registered office

1.3.1 The registered office of the NPA is located at Said address is located within the judicial district of Leuven, Belgium.

1.3.2 The Board of Directors is authorised to transfer the registered office of the NPA to any other location within the Flemish, i.e. Dutch-speaking, Region and to fulfill all publication formalities in that respect.

1.4 Term

The NPA is incorporated for an indefinite period of time.

Article 2: The Association's purpose / objectives and activities

The NPA 'European Association for Signal Processing' is founded with the purpose / objective of improving communication between groups and individuals that work within the multidisciplinary field of signal processing in Europe and elsewhere, exchanging and disseminating information in the field of signal processing, and furthering the efforts of researchers by providing a learned and professional platform for dissemination and discussion of all aspects of signal processing, without aiming at generating profit or any other material advantage whatsoever.

The NPA's activities include all aspects of signal processing, signal theory and applications of signal processing systems and technology.

The NPA may conduct all activities which may promote the aforesaid purpose / objectives, such as:

1. the organisation of all conferences, exhibitions, and meetings in view of promoting and developing the statutory purpose / objectives, especially the organisation of the annual 'European Signal Processing Conference' (EUSIPCO);
2. the organisation of courses, workshops, seminars, lectures and meetings regarding signal processing and related subjects, whether in cooperation with other associations / societies or not;
3. the publication and distribution of newsletters, scientific magazines and periodicals.
4. the collaboration with any other non-profit organization sharing common interest in signal processing.
5. the purchase and / or renting as well as the management and the maintenance of one or more real estate properties and the execution of the necessary construction, renovation and reshaping works in order to make these suitable for the execution of the NPA's activities.

Furthermore, the NPA may undertake all activities which directly or indirectly relate to the achievement or further development of the abovementioned idealistic and non-profitable purpose / objectives, including additional (but minor) commercial and profitable activities in conformity with all relevant legal restrictions, of which the benefits shall at any time be entirely destined for the purpose of realizing the idealistic, non-profitable purpose / objectives of the NPA.

Article 3 : **Membership**

The membership of the association is open for all physical persons as well as legal entities and organisations / associations / societies validly incorporated and existing under either public or private law.

3.1 *Working Members (a.k.a. 'Advisory Committee')*

3.1.1 The NPA has at least three and maximum 25 Working Members who are entitled to exercise all rights which are granted to Working Members by the provisions of the NPA&F-law.

3.1.2 The below mentioned **Incorporators** are the first Working Members:

- 1) Dr. Sergios Theodoridis, employee, born on ..., residing at ..., Greek national;
- 2) Dr. Ferran Marqués, employee, born on ..., residing at ..., Spanish national;
- 3) Dr. Paulo Lobato Correia, employee, born on ..., residing at ..., Portuguese national;
- 4) Dr. Marc Moonen, employee, born on ..., residing at ..., Belgian national;
- 5) Dr. Markus Rupp, employee, born on ..., residing at ..., German national;
- 6) Dr. Fulvio Gini, employee, born on ..., residing at ..., Italian national;
- 7) Dr. Maurice Bellanger, born on ..., residing at ..., French national;
- 8) Dr. Tariq S. Durrani, employee, born on ..., residing at ..., British national;
- 9) Dr. Moncef Gabbouj, employee born on ..., residing at ..., Finish national;
- 10) Dr. Peter M. Grant, employee, born on ..., residing at ..., British national;
- 11) Dr. Ulrich Heute, employee, born on ..., residing at ..., German national;
- 12) Dr. Wolfgang F.G. Mecklenbraeuker, employee, born on ..., residing at ..., Austrian national;
- 13) Dr. Giovanni Sicuranza, employee, born on ..., residing at ..., Italian national,
- 14) Dr. Robert Vich, employee, born on ..., residing at ..., Czech national,

3.1.3 Working Members have all rights and obligations contained in the NPA&F-law and the underlying Articles of Incorporation.

- 3.1.4 The membership of the Working Members appears from the members' register which is kept at the registered office of the NPA . The Board of Directors is charged with the inscription, the updating and the modification of the members' register following the possible accession of new Working Members and the resignation or expulsion of Working Members.

A copy of the members' register is filed with the Clerk's Office of the Commercial Court of the judicial district where the registered office of the NPA is located. Whenever the composition of the members' structure of the NPA changes, an amended members' register is filed within a one month period as from the anniversary of the filing of the Articles of Incorporation.

3.2. **Acceded Members**

- 3.2.1 Each physical person, legal entity or organisation / association / society sharing the purpose / objectives of the NPA, may file a request to become an Acceded Member of the NPA . The request shall be submitted either electronically, i.e. through the NPA's website or by e-mail, or in writing, i.e. by fax or by mail.

- 3.2.2 The Board of Directors decides at its proper discretion and without any further motivation being required whether a candidate is accepted as Acceded Member or not. In case the NPA has not, through whatever communication channel, acknowledged the candidate within thirty (30) working days following his/her/its electronic or written accession request, to either accept or reject the candidature of the latter, the candidate is regarded to be silently accepted as an Acceded Member.

- 3.2.3 Acceded Members only have the rights and duties provided for in the NPA&F-law, the underlying Articles of Incorporation, internal regulations and guidelines of the NPA and the accession agreements concluded with them. More in general, they are obliged not to harm or prejudice the NPA's interests.

- 3.2.4 Acceded Members do not have the right to vote at the Working Members General Meeting.

3.3 **Resignation**

- 3.3.1 Working Members may resign from the NPA at any time by sending a registered letter to the President of the Board of Directors. The resignation will take effect thirty (30) days as from the date of said registered letter.

- 3.3.2 Acceded Members may resign from the NPA at any time by means of a written announcement to be addressed to the Board of Directors. The resignation takes effect upon receipt of such announcement by the Board of Directors.

- 3.3.3 A resigning Working Member is however obliged to pay his/her/its proportional contribution, if any, in the NPA's operational costs, as approved for the year in the course of which the resignation is submitted.
A resigning Acceded Member is exclusively obliged to pay his/her/its membership's contribution (subscription) for the year in the course of which the resignation is submitted.

3.4 **Termination of the membership (dismissal / expulsion)**

- 3.4.1 In case a Working Member prejudices/violates the NPA's purpose / objectives or acts in breach of the Articles of Incorporation or the standards of honour and decency, his/her/its membership may be terminated upon the Board of Directors' request or by at least one fifth (1/5) of all Working Members pursuant to a special resolution of the

Working Members General Meeting, at the occasion of which the majority of the Working Members is present or represented and whereby the resolution to dismiss / expel the concerned Working Member is adopted with a majority of votes of at least two third (2/3) of the Working Members present or represented.

Until the moment when the Working Members General Meeting resolves upon the dismissal / expulsion of a Working Member, the Board of Directors is authorised to suspend the concerned Working Member upon decision by the majority of the Directors present or represented .

- 3.4.2 The Working Member whose dismissal / expulsion is proposed, has the right to be heard within a term of thirty (30) days.
- 3.4.3 Acceded Members who act contrary to the NPA's pupose / objectives or who do not pay their membership's contribution (subscription) for the current year within the time limit set by the Board of Directors, may be dismissed / expelled by way of a unilateral decision of the Board of Directors.

3.5. Accession of Working Members

The Working Members may invite an Acceded Member or Director to become a Working Member, pursuant to a special resolution of the Working Members General Meeting, at the occasion of which the majority of the Working Members is present or represented and whereby the resolution to invite the Acceded Member or Director is adopted with a majority of votes of at least two third (2/3) of the Working Members present or represented . The invited Acceded Member or Director becomes a Working Member upon acceptance of the invitation.

3.6 Rights

- 3.6.1 Neither the Working Members nor the Acceded Members have any claim whatsoever to the NPA's assets on the basis of his/her/its capacity of Member of the NPA .
- 3.6.2 The aforesaid absence of claims to the NPA's assets applies at any time: during the actual membership, upon termination of the membership for whatever reason, at the occasion of the winding-up of the NPA, etc.

Article 4 : The Working Members General Meeting

4.1 The Working Members General Meeting

- 4.1.1 The Working Members General Meeting is composed of the Working Members and is held under the chairmanship of the President of the Board of Directors or, in the absence of the latter, by a Director appointed by his/her colleagues or, in the absence of all Directors, by a member of the Working Members General Meeting, appointed by this meeting. The Secretary of the Board of Directors will act as secretary of the Working Members General Meeting. In his/her absence, the chairman of the meeting will appoint the secretary.
- 4.1.2 All Working Members have equal voting power. Each Working Member has the right to cast one vote.

4.2 Scope of powers

The following exclusive powers may only be exercised by the Working Members General Meeting:

1. the amendment of the Articles of Incorporation;
2. the appointment and dismissal of Directors;
3. if required, the appointment and dismissal of the statutory auditor and the fixation of his remuneration;
4. the release of the Directors and, if any, the statutory auditor;
5. the approval of the budget and the accounts;
6. the admission and dismissal / expulsion of a Working Member;
7. the conversion of the NPA into a company with a social purpose.
8. the winding-up of the NPA

4.3 Meetings

- 4.3.1 The Working Members General Meeting is convened by the President of the Board of Directors or by two Directors acting jointly. The convocation letters with respect to the Working Members General Meeting are sent to all Working Members eight (8) days prior to the date of the Working Members General Meeting at the latest. These convocation letters, to which the agenda of the concerned Working Members General Meeting is enclosed, are only deemed to be legally valid in case they are duly signed by the President of the Board of Directors or two Directors.
- 4.3.2. The Annual Working Members General Meeting will be held at the place and on the date/hour set forth by the Board of Directors, by default in the month of October, i.e. the first month of each financial year. The meetings are held at the registered office of the NPA or at any other place, or can be organized as a telephone conference.
- 4.3.3 A Special or Extraordinary Working Members General Meeting may be convened by the President of the Board of Directors and/or upon the request of at least two Directors, as well as upon the request of at least one fifth (1/5) of all Working Members. The convocation letters with respect to a Special or Extraordinary Working Members General Meeting are sent to all Working Members eight (8) days prior to the date of the Special / Extraordinary Working Members General Meeting at the latest. The meetings are held at the registered office of the NPA or at any other place, or can be organized as a telephone conference.

4.4 Quorum and voting

- 4.4.1 Resolutions are adopted by a simple majority of votes, irrespective of the number of Working Members present or represented, except in case the NPA&F-law or the Articles of Incorporation provide otherwise.
- 4.4.2 The Working Members General Meeting can only validly resolve upon the amendment of the Articles of Incorporation in case the proposed amendments were explicitly mentioned in the agenda, enclosed to the convocation letters, and in case at least two third (2/3) of the Working Members are present or represented. Moreover, the decision to amend the Articles of Incorporation can only be effectively adopted in case this decision has been supported by at least 2/3 of the votes of the Working Members present or represented.

When the proposed amendment of the Articles of Incorporation relates to the

purpose / objectives of the association, the amendment can only be adopted by a special majority of four fifth (4/5) of the votes of the Working Members present or represented.

In case the above-requested presence quorum is not complied with at the occasion of a first Working Members General Meeting, a second Working Members General Meeting having the same agenda may be convened 15 days after the first Working Members General Meeting at the earliest. This second Working Members General Meeting shall be authorised to deliberate and decide on the proposed amendment(s) of the Articles of Incorporation by the abovementioned majorities, regardless of the number of Working Members present or represented.

- 4.4.3 Working Members being unable to be present at the Working Members General Meeting, may be represented by another Working Member or by a third party not qualifying as a Working Member. The powers of attorneys granted to that end need to be in writing and have to be deposited in the presence of the officers of the Working Members General Meeting.
- 4.4.4 The voting is accomplished through calling, by handrising or, if requested by the majority of the Working Members present or represented, by means of a secret vote.
- 4.4.5 In case of an equality of votes, the vote of the chairman of the Working Members General Meeting will be the decisive vote.
- 4.4.6 Minutes of each Working Members General Meeting shall be drawn up and kept at the registered office of the NPA where any Working Member may take knowledge thereof according to the provisions laid down in article 9 of the Royal Decree of June 26, 2003. The written proxies, if any, are enclosed to the minutes of the Working Members General Meeting for which these proxies were granted.

Article 5 : Management and representation

5.1 Composition of the Board of Directors (a.k.a Administrative Committee, AdCom)

- 5.1.1 The NPA shall be managed by a Board of Directors composed of at least three (3) and maximum seven (7) Directors, either Working Members of the NPA or not, except in case the NPA has only the legal minimum of three Working Members, in which case the Board of Directors will be composed of only two Directors. In case the NPA has only three Working Members, the Working Members General Meeting has, on the date when a fourth Working Member is accepted, the obligation to proceed to the appointment of a third Director. The number of Directors must in any case be less than the number of Working Members of the NPA .
- 5.1.2 The Directors shall be appointed by the Working Members General Meeting, by a simple majority of votes of the Working Members present or represented. The Working Members General Meeting shall determine the term of the Directors' mandates, by default equal to four years. The mandate of a Director may be renewed. Candidate Directors are nominated to the Working Members General Meeting by the Board of Directors after an indicative voting amongst the Acceded Members, organized by the Board of Directors.
- 5.1.3 The Board of Directors shall appoint a President amongst its members. The Board of Directors may also appoint a Secretary, Treasurer or other Officer. In that case, the Board of Directors shall determine the tasks of each of these persons and grant these persons the specific powers, required in view of the execution of their respective tasks.

The Board of Directors may charge one or more of its members with the day-to-day management of the NPA . The person(s) will have the title of "Managing Director". Furthermore, the Board of Directors may grant other specific powers to persons, either members of the Board of Directors or not.

- 5.1.4 The Directors may at any time and without motivation be dismissed by the Working Members General Meeting. The Working Members General Meeting shall decide on the dismissal of Directors by a simple majority of votes of the Working Members present or represented . Each member of the Board of Directors may resign by means of a written notification to be addressed to the President of the Board of Directors. After having resigned, a Director is obliged to further exercise his/her mandate until his/her actual replacement, which is to be achieved within a reasonable period of time.
- 5.1.5 The Directors' mandates are in principle not remunerated. However, the expenses made by them within the framework of their mandates are reimbursed.

5.2 **Board of Directors: meetings, deliberation and decision**

- 5.2.1 The chairmanship of the meetings of the Board of Directors is exercised by the President of the Board of Directors or, in case the latter is absent, by a Director appointed by his/her colleagues. The meetings are held at the registered office of the NPA or at any other place, or can be organized as a telephone conference.
- 5.2.2. The Board of Directors meets as often as it is required by the interests of the NPA. Each meeting of the Board of Directors is called by the President or two Directors, acting jointly, at least 24 hours prior to the date on which the meeting of the Board of Directors will actually take place. The convocation shall be done by means of an ordinary letter sent by mail, by fax or e-mail and contains the agenda of the meeting.
- 5.2.3 Each Director is entitled to cast one vote. A Director may be represented at a meeting of the Board of Directors on the basis of a written proxy, taking into account that a Director may in no case hold more than one proxy.
- 5.2.4 Except in case of force majeure, the Board of Directors can only validly deliberate and decide in case at least half of its members is present or represented. In case the Board of Directors consists of two directors only, i.e. in case the NPA has only the legal minimum of three Working Members, and one of the directors is absent, a new meeting of the Board of Directors where both directors are present must be held.
- 5.2.5. Each decision of the Board of Directors is taken by a simple majority of votes of the Directors present or represented and, in case of an abstention by one or more amongst them, by a majority of votes of the other Directors present or represented. In case of an equality of votes, the vote of the President of the Board of Directors will be the casting vote.
- 5.2.6 The decisions of the Board of Directors are laid down in minutes which are signed by the President of the Board of Directors, and (electronically) distributed to all Directors. These minutes are inserted in a minute book and kept at the registered office of the NPA where any Working Member may take knowledge thereof according to the provisions laid down in article 9 of the Royal Decree of June 26, 2003.
- 5.2.7 In exceptional cases, when it is required by the urgency and the interests of the NPA, the decisions of the Board of Directors may be adopted by means of a unanimous

written resolution of the Directors. It is therefore necessary that the Directors have previously and unanimously agreed in writing to decide by means of such written resolution. Taking decisions by means of a written resolution presupposes in any case that a previous deliberation by e-mail or telephone (conference) call has taken place.

5.3 **Conflict of interest**

5.3.1 Any director who has, with respect to an item on the agenda of the meeting, a patrimonial interest conflicting with the interests of the NPA, has to inform the other Directors before the Board of Directors votes on that item.

5.3.2 The Director having a conflicting interest, may not participate in the deliberations and voting on the concerned item.

5.3.3 This procedure does not apply to normal transactions which are effected under fair, generally accepted market conditions and for which the usual guarantees have been granted.

5.4 **Internal management - Restrictions**

5.4.1 The Board of Directors may exercise all powers of internal management and undertake all actions in furtherance of the purpose / objectives for which the NPA has been incorporated other than those which fall, pursuant to Article 4 of the NPA&F-law or the underlying Articles of Incorporation, within the scope of exclusive powers of the Working Members General Meeting.

5.4.2 Notwithstanding the obligations resulting from the principle that the Board of Directors functions as a collegiate body, deciding by a majority of votes of its members, the Directors may divide the management tasks among each other. Such division of management tasks can however not be opposed towards third parties, even not when made public. The non-compliance with any such division of management tasks may entail the liability of the concerned Directors towards the NPA.

5.5 **External representative powers**

5.5.1 The Board of Directors shall represent the NPA towards third parties as a collegiate body, i.e. through the majority of its members, acting jointly.

5.5.2 Notwithstanding the general representative power of the Board of Directors as a collegiate body, the NPA may also be represented towards third parties by either two Directors, acting jointly, either, within the scope of the day-to-day management, by the Managing Director(s), acting individually or jointly (together with another Director or Managing Director), either, within the scope of their specific mandate, by special proxy holders. They do not have to submit a prior resolution of the Board of Directors in that respect.

5.5.3 The Board of Directors, the Directors or the person(s) charged with the day-to-day management of the NPA may appoint special mandataries of the NPA. Only limited powers of attorney for specific or a number of specific legal actions are valid. The mandataries are authorised to bind the NPA within the scope of the mandate granted to them. The restrictions on their mandate shall, in accordance with the general rules on delegation of powers, be opposable towards third parties.

5.6 **Publication requirements**

The appointment of the Directors and of the persons authorised to represent the NPA,

as well as the termination of their mandates, shall be made public through the filing of the relevant publication forms in the NPA's file which is kept at the Clerk's Office of the Commercial Court in Leuven. The contents of these publication forms shall be published into the Annexes of the Belgian State Gazette. Said publication must in any case mention whether the persons who represent the NPA are authorised to bind the NPA either individually, jointly or as a collegiate body, and must also describe the scope of their powers.

Article 6 : Day-to-day management

6.1 The internal day-to-day management of the NPA as well as the external representation as to said management may be delegated by the Board of Directors to one or more persons.

The person(s) charged with the day-to-day management of the non-profit association shall bear the title of "Managing Director".

6.2 In case more persons are charged with the day-to-day management of the NPA , it must be specified whether these persons may act individually, jointly or as a collegiate body with respect to both the internal day-to-day management as well as the external representation pertaining to that management.

6.3 The Board of Directors may restrict the representative powers of the person(s) charged with the day-to-day management. Any such restrictions may however not be opposed to third parties, even not when made public. The non-compliance with such restrictions however entails the internal liability of the concerned Managing Director(s) towards the NPA .

6.4 Since there is no legal definition of the term "day-to-day management", all required legal and other actions to be effected on a daily basis in order to ensure the pursuance of the NPA's normal activities and for which the intervention of the Board of Directors is, because of their minor importance or their urgent nature, not necessary or desirable, are regarded as day-to-day management actions.

6.5 The appointment of one or more persons charged with the day-to-day management, as well as the termination of their mandate, shall be made public through the filing of the relevant publication forms in the NPA's file which is kept at the Clerk's Office of the Commercial Court in Leuven. The contents of these publication forms shall be published into the Annexes of the Belgian State Gazette. Said publication must in any case mention whether the persons who represent the NPA within the framework of the day-to-day management are authorised to bind the NPA either individually, jointly or as a collegiate body, and must also describe the scope of their powers.

Article 7 : Supervision by the statutory auditor

7.1 As long as the NPA does not exceed the threshold values mentioned in Article 17, §5 of the NPA&F-law, the NPA is not obliged to appoint a statutory auditor

7.2 As soon as the NPA exceeds these threshold values, the supervision on the financial condition, the annual accounts and the regularity / accuracy of the transactions reflected therein shall be delegated to a statutory auditor who is to be elected by the Working members General Meeting among the members of the Belgian National Institute for Certified Public Accountants for a period of three years. This General Meeting shall also determine the remuneration granted to the statutory auditor.

Article 8 : Finance and accounting

8.1. Financing - contributions

8.1.1 The NPA will amongst others be financed by annual contributions (subscriptions) paid by the Acceded Members.

The amount of the yearly contribution of the Acceded Members will be established by the Board of Directors. This amount can be adjusted by the Board of Directors on a yearly basis.

8.1.2. The NPA can also be financed through public allowances, fees, contributions, gifts, donations, legacies and testamentary allocations, granted for supporting the general purpose / objectives of the NPA as well as for the promotion of a specific project.

8.1.3 Furthermore, the NPA is authorised to raise funds in any other way not conflicting with the law.

8.2. Accounting

8.2.1. The financial year shall commence on October 1 and end on September 30. of each year.

8.2.2 The accounting shall be conducted in accordance with the provisions of Article 17 of the NPA&F-law .

8.2.3 The annual accounts shall be deposited in the file which is kept at the Clerk's Office of the Commercial Court of Leuven in accordance with the provisions of Article 26 *novies* of the NPA&F-law. If legally required, the annual accounts shall also be deposited with the National Bank of Belgium in accordance with the provisions of Article 26 *novies* of the NPA&F-law.

8.2.4 The Board of Directors shall submit the annual accounts of the preceding financial year as well as a budget-proposal to the Annual Working Members General Meeting for approval. The Working Members must receive (electronically) a copy of these documents at least eight (8) days prior to the Annual Working Members General Meeting.

Article 9 : Winding-up

9.1 The Working Members General Meeting will be convened for deliberating on proposals, submitted by the Board of Directors or at least one fifth (1/5) of the Working Members, to wind up the NPA . The convocation and fixation of the agenda will be done in accordance with the provisions of Article 4.3.3. of these Articles of Incorporation.

9.2 The deliberation and decision on the winding-up of the NPA shall take place in compliance with the quorum and majority requirements provided in Article 4.4.2. of these Articles of Incorporation. As from the date on which the Working Members General Meeting has decided to wind up the NPA, all documents emanating from the NPA shall, in accordance with Article 23 of the NPA&F-law, mention that it qualifies as an NPA "in liquidation".

9.3 In case the proposal to wind up the NPA is adopted, the Working Members General Meeting shall appoint one or more liquidators and define his/her/their scope of powers.

- 9.4 In case the NPA is wound up and put into liquidation, the Working Members General Meeting shall decide on the allocation of the net assets of the NPA which are to be attributed to another non-profit association with a similar or adherent purpose.
- 9.5 All decisions regarding the winding-up, the terms and conditions applicable to the liquidation, the appointment and the termination of the mandate of the liquidator(s), the closing of the liquidation and the allocation of the net assets of the NPA will be filed with the Clerk's Office of the Commercial Court and published into the Annexes to the Belgian State Gazette in accordance with the provisions of Article 23 en 26*novies* of the NPA&F-law.

[TRANSITIONAL PROVISIONS]

1. Closing of the first financial year

The first accounting year shall commence today and shall be closed on September 30, 2007.

2. The first Annual Working Members General Meeting

The first Annual Working Members General Meeting will be held in October 2007.

NOMINATIONS AND POWER OF ATTORNEY

During the first Working Members General Meeting of the non-profit association (NPA) "EURASIP", held on the date of the Incorporation of the Association, the Working Members have decided as follows:

1. Appointment of Directors

The Working Members General Meeting decides in accordance with Article 5.1. of the Articles of Incorporation to appoint, with effect as from today, the following persons as Directors of the NPA

- 1) Dr. Sergios Theodoridis, employee, born on ..., residing at ..., Greek national, term expiring December 31, 2008;
- 2) Dr. Bulent Sankur, employee, born on ..., residing at ..., Turkish national, term expiring December 21, 2010;
- 3) Dr. Paulo Lobato Correia, employee, born on ..., residing at ..., Portuguese national, term expiring December 31, 2008;
- 4) Dr. Marc Moonen, employee, born on ..., residing at ..., Belgian national, term expiring December 31, 2010;
- 5) Dr. Markus Rupp, employee, born on ..., residing at ..., German national, term expiring December 31, 2008;
- 6) Dr. Fulvio Gini, employee, born on ..., residing at ..., Italian national, term expiring December 31, 2010;
- 7) Dr. Béatrice Pesquet-Popescu, employee, born on ..., residing at ..., French and Romanian national, term expiring December 21, 2010;

The appointment of the abovementioned directors will only have effect as from the moment when the NPA shall have acquired legal personality.

2. Granting of a special power of attorney

The Working Members General Meeting decides to grant a special power of attorney to Mr. Gerrit Lybaert, with office at Uitbreidingstraat 2, 2600 Berchem (Antwerpen), having the power to act individually and the right of subdelegation, in order to fulfill all legal and administrative formalities required in relation to the incorporation of the NPA EURASIP, including the publication of the Articles of Incorporation into the Annexes of the Belgian State Gazette and the filing of the relevant documents, such as, amongst others, a members' register, with the Clerk's Office of the Commercial Court of Leuven.

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The underlying incorporation deed has been signed on December_1st__, 2006, in - originals, of which each Incorporator - Working Member acknowledges having received one version and of which two versions will be destined for complying with the legal filing and publication requirements and another one for being inserted into the minute books of the NPA which are kept at the registered office of the NPA.

Signed:

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____

Dr. _____