



COMPANY REGULATIONS

ENGLISH VERSION

**of December 1st, 2012 (adjusted in
accordance with the statute amendments of
June 08, 2021)**

COMPANY REGULATIONS

of the Cooperative Company „Brussels Clearing Centre“

1. FINANCING

10. BUDGETS

The Delegated Administrative Manager of the BCC shall before the end of each fiscal year submit the working and investment budgets of the coming year to the Board for approval. He shall also present the financing schedule.

100. Working budget

The working budget shall include provisional expenditures classified into important headings and specify the the revenues planned.

It shall be compared to the current fiscal year – possibly revised – to the last forecasts for the current fiscal year and to the actual operations from the previous fiscal year.

At any time during the fiscal year, the Delegated Administrative Manager shall inform the Board regularly of the budget operations and submit, if necessary, its revision.

101. Investment budget

The investment budget shall include the following items :

- the amounts forecast classified into investment categories for the purchases of the next fiscal year with comments justifying and reminding of investments for the current as well as for the two previous fiscal years;
- the realization period.

At any time during the fiscal year, the Delegated Administrative Manager shall inform the Board regularly of the budget operations and submit, if necessary, its revision.

In case of emergency, Article 3 of the Internal Administrative Regulations shall be implemented in accordance with Article 24 of the Statute.

102. Financing schedule

The Delegated Administrative Manager shall set up, according to the budgets, the provisional financing schedule for the next fiscal year. This schedule shall specify the financing needs for the current fiscal year (investments) and the cover resources (invoicing of the services, realization, cash flow). It shall give a provisional evolution of treasury.

Any possible resort to borrowing shall first be submitted for approval to the Board.

103. Information of shareholders

After approval, the working and investment budget as well as their possible revisions shall be dispatched by the Delegated Administrative Manager of the BCC to all shareholders and distributed for information at the next meeting of the General Assembly.

11. INVOICING OF SERVICES

110. Intervention of the Board

After approval of the working and investment budgets, the Board shall fix the prices per unit by portion of notified entries, to be applied in the next fiscal year, for the invoicing of the services supplied by the Company to the shareholders and members, as well as the minimum amount to be forecast for these services.

The prices fixed can be changed during the year for justified reasons.

The Delegated Administrative Manager of the BCC shall immediately inform all members about the financial conditions, decided by the Board-

111. Deposits

In order to ensure the best functioning of the Company, shareholders and members shall pay two deposits during the course of the year, calculated by the Delegated Administrative Manager of the BCC as described hereafter.

The first deposit shall be calculated according to the number of entries notified in debit and credit by the shareholders and members in the course of the previous year. Prices per unit corresponding to quantity portions shall be applied to this number divided by two.

These amounts shall be invoiced and notified by the Delegated Administrative Manager of the BCC for integration in the clearing transactions of January 15th or at the latest January 31st of the current year and charged to the account of the shareholders and members concerned. Should the above mentioned calculation result in an amount inferior to the minimum amount fixed by the Board this last amount will be charged to the shareholder or member concerned. A table explaining these calculations shall be sent by the Delegated Administrative Manager of the BCC to each shareholder and member together with the invoice.

The second deposit shall be calculated on June 30th of the current year according to the exact number of entries notified by each intervening party. The prices per unit fixed according to the quantity portions shall then be applied to this number divided by two. The deposits already received shall be deducted from these amounts, taking into consideration that the minimum amount fixed by the Board has to be reached.

The final amounts resulting from these calculations shall be invoiced and notified by the Delegated Administrative Manager of the BCC for integration in the clearing transactions of July 15th of the current year and charged to the account of each shareholder or member concerned. A table explaining these calculations shall be sent by the Delegated Administrative Manager of the BCC to each shareholder and member together with the invoice.

During the course of the exercise, the Board may decide for justified reasons, to invoice to each shareholder and member a supplementary amount, which shall be notified by the Delegated Administrative Manager of the BCC for integration in the subsequent clearing transactions.

112. Final calculation

In the course of January, the final calculation based on the exact number of entries notified during the fiscal year concerned shall be established by the Delegated Administrative Manager of the BCC by applying the prices per unit fixed by quantity portions. After this calculation, the difference between these amounts and the two deposits already received in accordance to Point 111 shall be established.

The Delegated Administrative Manager of the BCC shall set out for each member either an invoice if the difference is positive or a credit note if the difference is negative for the shareholder or member,.

The amounts of these invoices and credit notes shall be automatically notified to the benefit or charge of the Company by the Delegated Administrative Manager of the BCC for integration in the clearing transactions of the following fiscal year, in which the first deposits of the current year (in accordance to point 111) are integrated.

12. ACCOUNTING ASPECTS

120. Operating costs

The net amount of the Company operating costs of all kinds shall be defined at the end of each fiscal year. The costs which might have been borne by the Company in application of Point 233 of the Working Regulations will be taken into account.

Profits of all kinds, and among them revenues from the management of the share capital and the deposits received from the shareholders and members according to Article 111 and penalties charged to defaulting shareholders, as stipulated in Point 303 of the Working Regulations shall be deducted from the costs.

121. Auditing of accounts

Every year, the accounts of the BCC shall be audited by an auditor appointed by the General Assembly in accordance with the conditions of Article 26 of the Statute. The auditing shall be carried out around Mid-February, at a date fixed in agreement with the Delegated Administrative Manager.

The auditor's report shall be incorporated in the Annual Report (see Point 122).

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122. Annual Report

Every year, the Delegated Administrative Manager shall draw up an Annual Report including :

- a report of activities showing the results of operations carried out during the relevant fiscal year;
- an account on the financial management;
- the auditor's report;
- the list of shareholders;
- statistics which will reflect the activities.

123. Action of the Board

The Annual Report will be submitted by the Delegated Administrative Manager of the BCC for approval to the Board during the meeting preceding the Annual Meeting of the General Assembly.

124. Action of the General Assembly

The General Assembly shall decide on the annual accounts and discharge and on the allocation of the net profit of the fiscal year, according to Articles 28 and 37 of the Statute at a meeting which, in principle, is to take place on the first day of June.

2. ADMISSION**20. CONDITIONS FOR ADMISSION**

Besides the conditions laid down in Article 11 of the Statute, the applicant must fulfil all financial obligations towards :

- the Company's shareholders and members;
- any international body set up by railway companies.

The applicant must also have reciprocal financial relations with at least 4 shareholders and/or members.

21. ADMISSION PROCEDURE**211. Application for admission**

Application must be addressed to the Company Delegated Administrative Manager. It must include information on the applicant's status as well as on his financial relations towards the shareholders and members. Enclosed with this application must be the most recent Annual Report of the Company and the references of its financial establishment and number of the account (in EUR) to be credited.

212. Evaluation of the application

The applicant shall first be evaluated by the Delegated Administrative Manager. The latter shall check whether the applicant possesses the required quality, according to Article 11 of the Statute, to be admitted as an shareholder or member and shall investigate among the existing shareholders and members on the actual financial relations they conduct with the applicant.

Should this first evaluation prove that the applicant also complies with the provisions of Article 20, the Delegated Administrative Manager shall inform the latter of the financial security measures under Point 22 to be applied in this case.

213. Action of the Board

In case of written agreement with the financial security measures advocated, the Delegated Administrative Manager shall submit the application together with his justified opinion to the Administrators who shall decide whether the procedure should be continued.

Should the applicant want to become a member to the Company, the Administrators will decide on this application and fix the membership fee as well as the financial security measures, according to Article 11 of the Statute.

Should the applicant want to become a shareholder, the Administrators will decide on the opportunity of carrying out the procedure.

The consultation of the Members of the Board can in any case be conducted by correspondence, but the decisions have to be ratified – according to the provisions of Article 22 of the Statute – at the next meeting of the Board

214. Probationary period

The applicant will be subject to a probationary period of six months, starting 2 months after the agreement of the Board for taking into account the delay in realisation of the administration procedures, and notably on the payment for the right of entry. The Delegated Administrative Manager of the BCC shall inform in due time the subcontractor and the shareholders and members of the BCC about the starting date of this probationary period. During this probationary period the notifications from and towards the applicant will be included by the subcontractor in the compensations of the BCC.

As soon as the Delegated Administrative Manager of the BCC is informed by the subcontractor of a concern (for instance a late payment) they will inform the applicant of the suspension of the said probationary period and on the non-admission to the BCC. The right of entry versed by the applicant remains the property of the BCC.

On the issue of this period, if the Delegated Administrative Manager of the BCC has not been informed of any financial concern on the part of the applicant, they can be accepted as a new member after the decision by the Board or as a new shareholder after a positive result of inquiry by correspondence, carried out by the Delegated Administrative Manager of the BCC, with the other members of the General Assembly.

215. Approval of the General Assembly

The admission of an member or the application to become an shareholder shall then be submitted for approval to the General Assembly during its next meeting or by correspondence.

The General Assembly shall record the admission of new members.

As for the application to become an shareholder, the General Assembly shall decide, with the majorities provided for in Article 11 of the Statute, on their admission while fixing the number of shareholdings the new shareholder may underwrite as well as the financial conditions as stipulated in Article 6 of the Statute.

The consultation of the Members of the General Assembly can be conducted by correspondence. In this case, the results of the enquiry launched according to point 212, must be submitted to the Members in order to permit a correct evaluation.

Analogous with the provisions of Article 22 of the Statute, the decisions taken by correspondence have to be ratified formally during the next meeting of the Assembly.

216. Date of adherence of an shareholder

At the end of this procedure, the adherence will be effective after the payment of the subscribed shareholdings on one hand, and as soon as the financial protection measures will have been implemented on the other hand.

217. Actual implementation of notifying

After having received the membership fee and after implementation of the financial security measures for the member and after the effective adherence of the shareholder, the Delegated Administrative Manager shall – in agreement with the new member or shareholder – fix the date of the first clearing transaction he will be allowed to participate in.

The Delegated Administrative Manager shall inform the subcontractor of the BCC and all shareholders and members immediately.

218. New request for admission by a refused applicant

The new applicant previously refused is able to place a new request 1 year after the notification of non-admission. If the new probationary period results in the conclusion of its admission, the new member will not have to pay for right of entry, it is the previous payment which remains in force.

22. FINANCIAL PROTECTION MEASURES

221. UIC members

No financial protection will be implemented for the railway companies which are UIC members and subject to the rules stipulated in UIC 311 OR Leaflet in their relations with other railway companies.

222. Other companies

As for other companies, reciprocal relations between the applicant company and the other shareholders/members will be analysed.

If it is a global debtor, a guarantee shall be requested :

- either from the parent company, if the latter is a railway company;
- or from a bank in other cases.

Guarantee shall amount to the maximum sum of equivalent debits observed during the last three months, the amount of credits for the same period not being taken into account.

3. PRESERVATION OF RECORDS

All documents relating to clearing transactions shall be kept by the subcontractor of the BCC for two years. Accounting records shall be kept by the Delegated Administrative Manager of the BCC for ten years.