



INTERNAL GOVERNANCE

HANDBOOK

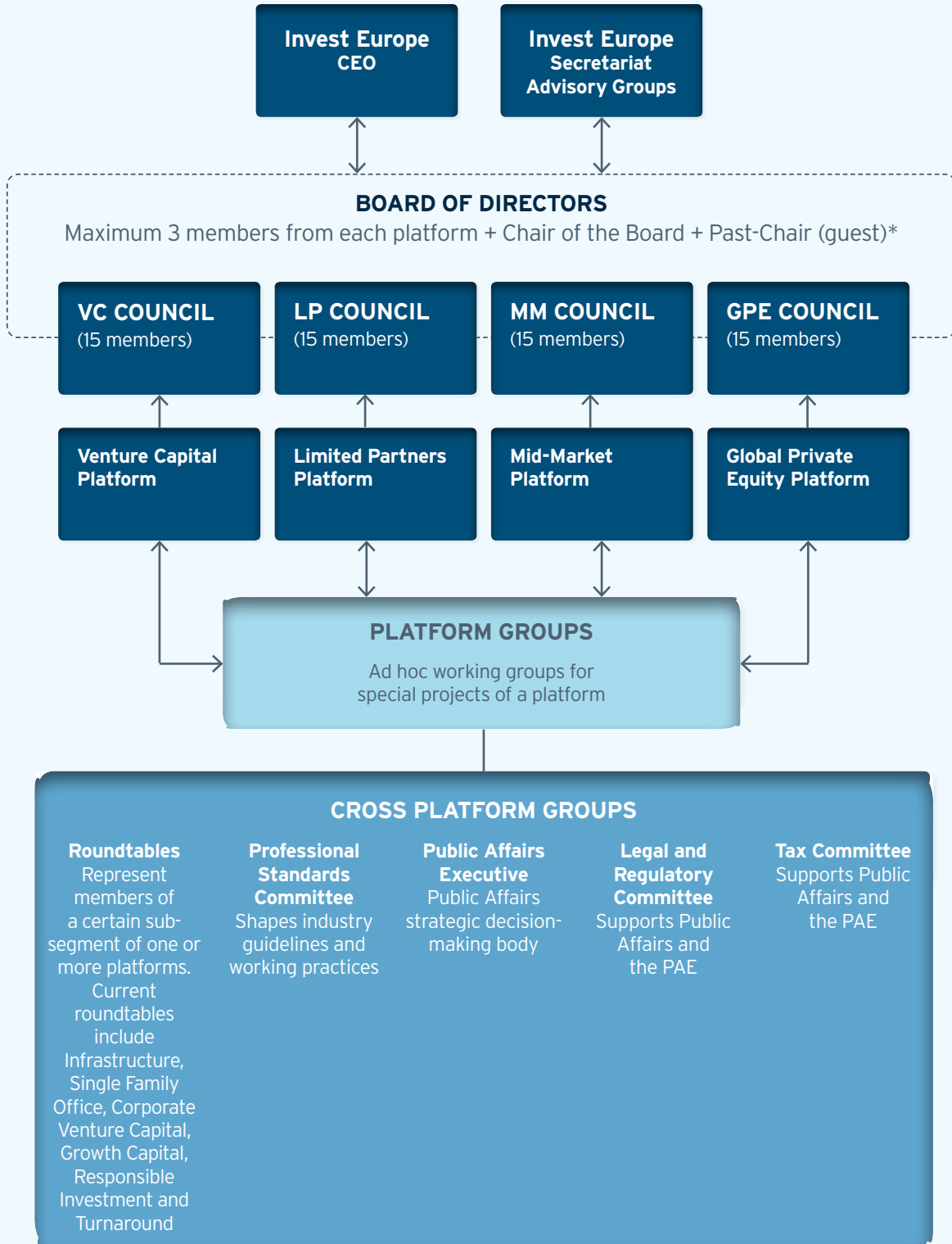


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The aim of this handbook is to give all Invest Europe members and stakeholders an understanding of the internal governance structure of the Association. This handbook supplements Invest Europe's Articles of Association by providing an overview of our committees, as well as our working and advisory groups. It further explains how Invest Europe - also referred to as "the Association" in this handbook - is organised. The handbook is not legally binding and anything not covered by the Articles of Association may be amended by the Board of Directors.

I. Invest Europe structure



* the Chair-Elect is the chair for the next financial year and is chosen amongst the members of the Board of Directors

II. General Meetings

1. Description

(Article 13 of the Articles of Association of Invest Europe)

- The General Meetings are the meetings of all the members of the Association.
- An Ordinary General Meeting is held once a year, within six months of the end of the financial year. The place, date and time of the meeting is communicated to members in the convening letter.
- Extraordinary General Meetings are all other meetings of the Association's members. They are convened in writing by the Chair of the Board of Directors, following a request from at least one-half of the members of the Board of Directors, or from at least one-third of the Full Members of the Association.

2. Voting rights

(Article 15 of the Articles of Association of Invest Europe)

- Only full member organisations that are up to date with membership fee payments have voting rights. Each member organisation is entitled to one vote only.
- Associate and Honorary Members have the right to attend General Meetings but are not entitled to vote.

3. Matters reserved for the General Meeting

(Article 12 of the Articles of Association of Invest Europe)

- The appointment and dismissal of directors and auditors, as well as any remuneration those individuals or organisations might receive. However, the Board of Directors does have the right to fill any vacancy temporarily that is needed to ensure the smooth running of day-to-day operations. (See section III, 1 below.)
- The approval of the Association's budget and the accounts.
- The creation, merger or dissolution of member platforms and other entities.
- Amendments to the Articles of Association, or dissolution of the Association.

4. Convening letters

(Article 14 of the Articles of Association of Invest Europe)

- The Chair of the Board of Directors shall send letters convening General Meetings by mail, telegram, fax, email or any other means of electronic communication. Those letters will be sent to all the members of the Association at least 14 calendar days before the date of the planned Meeting.
- The letters shall contain the date, time, place and agenda of the General Meeting.
- Convening letters will also specify the voting procedure for the General Meeting. Voting methods may include an oral vote, a show of hands, mail, email or other electronic means. Members may also be permitted to vote by proxy.

5. Electronic Vote

(Article 14 of the Articles of Association of Invest Europe)

- The Board of Directors may decide to admit electronic voting for either the Ordinary or Extraordinary General Meetings. In such cases, the Chair of the Board will invite all those members for whom the Association holds a valid email address to participate in an electronic vote via email.
- If the Board of Directors has decided to allow electronic voting, the convening letter will describe all the necessary formalities in order to carry out the vote via email.
- The Chair of the Board shall ensure that votes cast electronically are kept confidential until the end of the voting process at the General Meeting.
- At the General Meeting, the Chair of the Board will make it clear that members who have already cast their votes by email will not be able to vote again. The emailed votes will be added to the votes cast at the meeting in order to determine the outcome.

6. Conduct of the General Meetings

(Article 16 and 17 of the Articles of Association of Invest Europe)

- The Chair of the Board of Directors will chair the General Meetings. In his absence, another director appointed by the Full Members present, or represented at the Meeting, will chair the meeting. The Chair will appoint a Secretary for the duration of the meeting.
- The General Meetings may be held by a gathering of the members of the Association in person. They may also be held via a conference call, a video or web conference, or another electronic means that will allow each member to vote on the meeting's resolutions definitively, although not necessarily simultaneously.
- The General Meetings are deemed valid regardless of the number of Full Members present or represented.
- A simple majority of the votes cast by the Full Members present or represented is sufficient to pass all resolutions, unless otherwise stated in the Articles of Association.

7. Overview of quorum and majority requirements

(Article 16, 30.4 and 32.1 of the Articles of Association of Invest Europe)

Decisions	Quorum	Majority
<ul style="list-style-type: none"> • Appointment or dismissal of directors and remuneration (if any) • Appointment or dismissal of auditors and remuneration (if any) • Approval of annual budget • Approval of Association annual accounts 	No quorum requirement	half + 1
<ul style="list-style-type: none"> • Amendment to the Articles of Association 	No quorum requirement	2/3
<ul style="list-style-type: none"> • Dissolution of the Association 	No quorum requirement	2/3
<ul style="list-style-type: none"> • Dismissal of the auditor 	No quorum requirement	2/3

III. The Board of Directors

1. Description

(Article **19**, **20**, **21** and **22** of the Articles of Association of Invest Europe)

- The Board of Directors is composed of at least three directors.
- In addition to the Chair, the Board will be limited to a maximum of three directors per Invest Europe platform.
- The leaders of the platform councils, referred to as Vice-Chairs, and/or one or more elected Platform Council Members, will propose people from their platforms to the Board. Those people may be elected to the Board following a vote at the Ordinary General Meeting.
- At the time of their election at the Ordinary General Meeting, each director shall be assigned to Class A, Class B, Class C or Class D depending on year their term expires. The three directors proposed by each platform shall each belong to a different class. The platform that has initially proposed the director who is appointed Chair is entitled to propose one additional director, who will belong to Class D, meaning that there can only be one Class D director at any given time. Apart from the timing of their terms of office, there is no difference between the mandates of Class A, Class B, Class C and Class D directors once appointed.
- Each Class A, Class B and Class C director will, in principle, hold office for three years from the closing of the Ordinary General Meeting. The term of office of a Class D director shall be one year, and will expire immediately after the closing of the following Ordinary General Meeting. The Class D director's term of office may expire earlier if the Chair is no longer a director. Directors may be re-elected, provided that their total uninterrupted term never exceeds six years.
- Should any of the Board director posts become vacant or not be filled at the Ordinary General Meeting, the remaining directors will co-opt a member from among the Platform Council Members to temporarily fill the vacancy. The co-opted director should come from the Platform Council that had initially proposed the director whose mandate was not filled or became vacant.
- Each Board member shall have one vote.
- The Chair of the Board is appointed by the Board from amongst its members. In the Chair's absence, the Board meeting shall be chaired by another director appointed by the directors who are present or represented at the meeting.
- The Board is responsible for:
 - (a) The overall performance of Invest Europe,
 - (b) Fulfilment of strategic goals,
 - (c) Approving all Invest Europe-wide policies and initiatives.
- The Board also ensures the establishment of appropriate ethics and values at Invest Europe.
- It allocates financial resources amongst the Platforms.
- The Board shall meet regularly and at least four times a year, or whenever the operations of Invest Europe require.
- Meetings shall be convened by the Chair, or at the request of at least one-third of the directors.

2. Voting rights

(Article **19.1** and **22** of the Articles of Association of Invest Europe)

- Each Board member has one vote.
- The CEO is invited to attend Board Meetings but will have no voting rights, unless he or she is also a Board director.
- In the event of an equal number of votes being cast, the Chair has the casting vote.

3. Matters reserved for the Board of Directors

(Article **20.1** and **20.2** of the Articles of Association of Invest Europe)

- Annual agenda items for the Board should include:
 - (a) Performance against strategy and goals,
 - (b) Debrief from the individual Platform Councils,
 - (c) Financial performance,
 - (d) EU policy update and Invest Europe response,
 - (e) Overall Membership matters,
 - (f) Key risks and opportunities and Invest Europe responses,
 - (g) Overview of the Board's future requirements or duties.
- The Board should consider succession plans for key positions at least annually, and ensure that they are appropriate.
- The Board should ensure that appropriate procedures are in place to identify and mitigate against conflicts of interest within the Board and throughout Invest Europe.

4. Convening letters

(Article **22** of the Articles of Association of Invest Europe)

- Convening letters shall be sent by mail, email, telegram, fax, telephone or any other means of electronic communication at least **14 calendar days** before the board meeting, except in the case of emergency.
- Convening letters will specify the voting procedure at the Board meeting. Voting methods may include an oral vote, a show of hands, mail, email or other electronic means. Board members may also be permitted to vote by proxy.

5. Meetings

(Article 22 of the Articles of Association of Invest Europe)

- Board meetings may be held by the directors in person, or via conference call, a video or web conference, or by any other electronic means chosen by the Board.

6. Quorum and majority requirements

(Article 22 of the Articles of Association of Invest Europe)

- There are no quorum requirements. The Board of Directors may make valid decisions irrespective of the number of directors present or represented.
- The Board of Directors shall adopt decisions based on a majority of votes cast by the directors present or represented, unless the Articles of Association require a special majority.

7. Decision-making process

- When considering and deciding on important management proposals, the Board should take a detached look at such suggestions or recommendations. It should make its assessment on the basis of a number of factors, including:
 - (a) Strategic fit,
 - (b) Appropriateness of the proposal for each of the member Platforms,
 - (c) Appropriateness of the Association's governance structure,
 - (d) Financial implications,
 - (e) Membership interests,
 - (f) Availability of resources,
 - (g) Synergy with other initiatives,
 - (h) Stakeholder and market perceptions,
 - (i) Ethical fit,
 - (j) Potential added value,
 - (k) Contingency plans and monitoring mechanisms.

8. Mission

- It is the Board of Directors responsibility to develop the mission and vision of Invest Europe in order to establish a strong sense of corporate direction. The mission and vision should serve as a constant reminder of Invest Europe's ultimate purpose and direction. It should be reviewed regularly to ensure that it is still appropriate. All decisions regarding strategy should align with, and support the achievement of, the mission and vision.
- The Board shall set the working methods for Invest Europe, and see that operations align and reinforce Invest Europe's values.

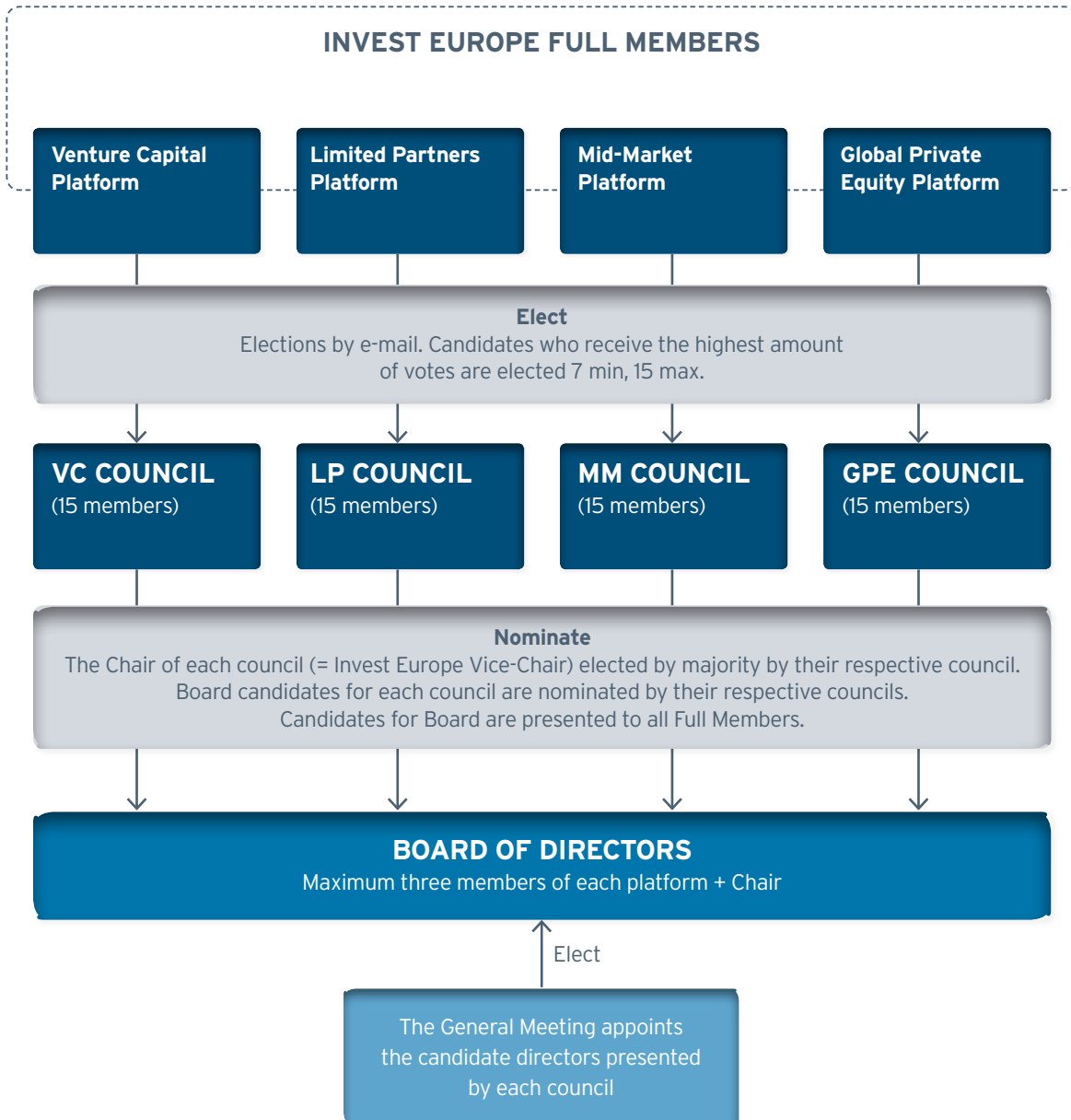
- It sets out the planning cycle for Invest Europe and provides input for this in a timely manner. The Board communicates well-thought-out, broad, strategic parameters it wishes to pursue in the next planning cycle. The Board also identifies and evaluates the risks associated with these strategic parameters.
- The Board should ensure that the organisational structure is aligned with the proposed strategy. Where this is not the case, the Board may choose to restructure the organisation as appropriate.
- The Board must review the appropriateness of Key Performance Indicators (KPIs) and milestones to track the performance of Invest Europe towards meeting its strategy.
- It should review regular reporting of key financial information, and ensure it is appropriate, timely and accurate.
- The board shall also review regular reporting of key non-financial information, important to achieving Invest Europe's strategy. At a minimum, this should include:
 - (a) Performance against KPI's and milestones,
 - (b) European Union policy update,
 - (c) Global market and external environment update,
 - (d) Stakeholder engagement.
- It shall also monitor the effectiveness of Invest Europe's controls, including:
 - (a) Internal controls,
 - (b) Policy setting,
 - (c) External audit,
 - (d) Corporate responsibility.
- The Board will ensure that there is an adequate process in place for identifying Invest Europe members' needs, and that it takes strategic decisions on an informed understanding of members' expectations.
- It will ensure that there is a robust and appropriate process in place for stakeholder dialogue and communication.

9. Committees

(Article 20.7 of the Articles of Association of Invest Europe)

- The Board of Directors can create committees or other advisory bodies to work on missions or tasks it deems necessary or useful to the Association.
- The current committees are the Legal and Regulatory Committee, the Tax Committee and the Professional Standards Committee.

10. Overview of election procedure for the Board of Directors



11. Chair of the Board

(Article 19.1 and 21 of the Articles of Association of Invest Europe)

11.1 Election

- The Board of Directors shall appoint a Chair from among its members for the following financial year (the “Chair-elect”). This process should take place as soon as possible after the appointment of the Board members at the Ordinary General Meeting each year.
- If the Chair or Chair-Elect’s mandate as a director ends during his or her term as Chair or Chair-elect, the Board shall elect another Chair or Chair-elect from among its members with immediate effect.
- As soon as the Chair-elect effectively chairs the Association, he or she takes on the title of Chair.

11.2 Term of mandate

- The Chair’s mandate lasts for one year and runs from one Ordinary General Meeting to the next. The term starts after the closing of the Ordinary General Meeting in the year following his or her election as Chair-elect, and expires immediately after the closing of the following Ordinary General Meeting.

11.3 Role

- Chairing General Meetings and Board of Directors meetings.
- Provision of leadership to the Board.
- Establishing procedures to govern the Board's work.
- Ensuring the Board fully discharges its duties.
- Convening Board meetings, organising and presenting the agenda for regular or special Board meetings based on input from Vice-Chairs, the CEO and executive officers, as well as organising the electronic vote at Board meetings.
- Ensuring a proper flow of information to Board, and reviewing the adequacy and timing of documents to support management proposals.

11.4 Powers

- The Chair will represent Invest Europe before policymakers, members and stakeholders.

Core Services of Invest Europe

Political Advocacy

Invest Europe facilitates dialogue and co-operation between the public sector and private investment community throughout the EU.

Industry Promotion

Invest Europe builds understanding and awareness of private equity through our global industry promotion programme.

Industry data

Comprehensive data on private equity across Europe underpins our communication with political and institutional communities.

Industry Networking

Invest Europe holds regular networking events across Europe, attended by leading industry practitioners, academics and policymakers.

Industry Excellence

Invest Europe is committed to nurturing industry excellence and continually strives to develop the highest professional standards.

IV. CEO

(Article 20.5 of the Articles of Association of Invest Europe)

1. Election

- The Board of Directors may delegate the daily management of the Association and other specific powers, including representation of the Association, to the CEO of Invest Europe. The CEO does not need to be a member of the Board of Directors or a member of the Association.

2. Term of mandate

- The term of office of the CEO is determined by the Board of Directors.

3. CEO's role

- Leadership of Invest Europe.
- Developing the strategy for Invest Europe, which must be agreed and approved by the Board.
- Ensuring the delivery and implementation of strategy.
- Establishment of processes and procedures to govern Invest Europe's work.
- Maintaining permanent contact with Invest Europe's Platforms and their managing Platform Councils.
- Managing the day-to-day operations of the Association.
- Assisting the Chair of the Board of Directors in ensuring that Association rules are followed, and providing the Board members with assistance to manage the Board's internal operations.

4. Powers

- Providing the public face of Invest Europe.
- Attending Board meetings, and signing the minutes of Board meetings along with the Chair.

V. Representation of the Association

(Article **24** of the Articles of Association of Invest Europe)

- Two directors acting together, or a person holding a special power of attorney, can represent the Association before third parties, including courts of law or public officials.
- A person entrusted with daily management powers and acting alone may carry out acts, within the scope of those powers.
- Special attorneys may also represent the Association as necessary, within the scope of their specific powers.

VI. Secretariat Advisory Groups

- Advise the staff of Invest Europe.
- Help ensure that the interests of members are included in the Association's work.
- The Association organises Secretariat Advisory Groups, which may include Standing Advisory Groups and ad hoc groups.
- The decision about the composition of Advisory Groups is made by the CEO.

VII. Platforms

1. Composition

(Articles **25** and **26** of the Articles of Association of Invest Europe)

- Platforms are bodies that represent, and are composed of, full Association members that are active in a specific industry segment.
- The creation and dissolution of Platforms is decided at the General Meeting, based on a Board proposal.
- Currently Invest Europe has four Platforms: Venture Capital, Mid-market, Global Private Equity and Limited Partners.
- All Full Members are members of one, or more, Platforms.
- The Board of Directors decides on a member's admission to a Platform, based on a proposal from the CEO.

2. Vice-Chairs

(Article **28** of the Articles of Association of Invest Europe)

- The Chairs of the four Platforms are the Vice-Chairs of Invest Europe.
- Elected by the Platform Councils, together with two more Platform Council Members, the Platform Chairs will represent the interests of their Platform in the Board of Directors.
- The role of each Vice-Chair is:
 - a) To be ultimately responsible for delivering the Platform strategy, delegating tasks where required and appropriate,
 - b) To be responsible for ensuring that the Platform fairly represents the requirements of its industry sector within Invest Europe and acts in the best interests of the entire Platform,
 - c) To ensure a clear handover plan to a new Chair to guarantee continuity,
 - d) To be a Board member,
 - e) To ensure good communication between Invest Europe's Board of Directors and the Platform Council on the one hand, and with the members of his or her Platform on the other.

3. Platform Councils

(Article **27** of the Articles of Association of Invest Europe)

- Each Platform is managed by a Platform Council, which aims to ensure that the Platform Council represents the Platform members' market segment in a balanced way.
- Platform Councils are composed of at least seven and at most 15 Platform members who are elected for three years. Platform Council Members may only be re-elected once for an additional term of three years. Platform Councils with fewer than seven Council Members will be valid, if provisions within the Articles of Association regarding the election of the Council Members have been met.
- Platform Council meetings may be held in person or via conference call, video or web conference, or by any electronic means chosen by the respective Platform Councils.

4. Elected Platform Council Members

(Article **29** of the Articles of Association of Invest Europe)

- Each year, the Platform Councils shall elect the Platform Council Members to represent the Platform's interests on the Board of Directors, alongside the Platform's Chair.

5. Platform Roundtables

- The Platform Councils can establish Platform Roundtables.
- Roundtables represent members of a certain segment of the Platform, for example pension funds as a sub-group of the Limited Partner Platform.
- Roundtables facilitate the exchange of information and ideas among the members.
- Roundtable membership is decided by the individual Platform Councils.

6. Platform working groups

- Platform working groups are ad hoc groups set up to manage special projects for the Platforms.
- The Platform Council may set up a working group at any time.
- Working groups should be coordinated by the Association.

VIII. Invest Europe Legal and Regulatory Committee

- The Invest Europe Legal and Regulatory Committee (LRC) deals with legal and regulatory matters affecting the European private equity, venture capital and infrastructure asset classes. Cooperating closely with the national associations, the Committee provides information, expert evidence and argumentation to Invest Europe and its members, and advises Invest Europe's wider public and regulatory affairs activities by supporting the Public Affairs Executive (PAE). It helps to craft and provides (practical and national) insights and input for Invest Europe position papers, as well as responses to EU-level consultations with an impact on, or of relevance to, the industry.
- Combining the legal expertise of Invest Europe and its national association members, the LRC is made up of representatives from the four Invest Europe Platforms, as well as members nominated by the national private equity and venture capital association partners. There are also a number of guest seats. All members of the Committee are officially appointed by a majority of the Invest Europe Board of Directors.
- Membership of the LRC is limited to three consecutive two-year terms. Restricting the total time served to six years helps to ensure that sufficient new talent is brought onto the Committee while maintaining a healthy mix of experienced members.
- The Invest Europe LRC is composed of:
 - Representatives from the four Invest Europe Platforms (Venture Capital, Mid-Market, Global Private Equity and Limited Partners) - nominated by their respective Platform Councils*
 - One Belgian representative - nominated by BVA**
 - One CEE representative - nominated by the Invest Europe CEE taskforce
 - One Dutch representative - nominated by NVP
 - Two French representatives - nominated by France Invest
 - Two German and Austrian representatives - nominated by BVK in coordination with AVCO
 - One Irish representative - nominated by IVCA
 - One Italian representative - nominated by AIFI
 - One Luxembourg representative - nominated by LPEA
 - Three Nordic representatives - nominated jointly by the Nordic Associations (DVCA, FVCA, NVCA, SVCA)
 - One Portuguese representative - nominated by APCRI**
 - One Spanish representative - nominated by ASCRI**
 - One Swiss representative - nominated by SECA**
 - Two UK representatives - nominated by BVCA
 - One rotating seat for the national private equity and venture capital association, which represents the country holding the EU Presidency (if not yet represented). The seat is held for one year, including six months before the start of the Presidency and six months during the Presidency
 - One guest seat for a US representative - nominated by Invest Europe
 - One guest seat for an infrastructure representative - nominated by Invest Europe's Infrastructure Roundtable**

* Each of the four Invest Europe Platform Councils has the choice to nominate one or two representatives to the Legal and Regulatory Committee.

** These selected national associations and the Infrastructure Roundtable have the choice whether they also want to nominate a representative to the Tax Committee.

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- The Chair and the Vice-Chair of the Legal and Regulatory Committee are nominated by the Invest Europe Secretariat from the Committee members and approved by the Invest Europe Board of Directors.
 - The Chair of the Invest Europe LRC will participate in all meetings of the PAE. He or she has full voting rights at such meetings.
 - The Chair of the Invest Europe LRC will be invited to participate in all meetings of the Invest Europe Tax Committee to ensure full coordination of the Committees' activities.
 - The work of the Invest Europe LRC is coordinated by the Invest Europe Secretariat. The national associations provide Invest Europe with support when requested.
 - The work of the LRC may be broken down into work-streams for LRC sub-committees or working groups with a remit to focus on particular legal or regulatory issues.
 - The work of these (project-managed) sub-committees, set up to bundle the expertise of Invest Europe's membership on specific market sectors or topics, is coordinated by Invest Europe. The sub-committee members may agree to hold meetings and/or calls as they see fit.
 - Representatives of national associations on the Invest Europe LRC have the duty to coordinate their input with their respective associations and to report back to them on a regular basis.
 - The Invest Europe LRC meets regularly (by phone as well as in person) to allow for detailed discussion and exchange of views, and to keep in touch with the different projects and sub-committees. In general, the LRC will meet three times a year, with follow-up calls in between as necessary.
 - Where appropriate, individual technical experts or public affairs staff from national associations could be invited to attend meetings of the Invest Europe LRC in an ex-officio capacity. This will enable them to update the Committee on their national positions and offer a national perspective on issues where there is a particular impact on an individual country.

IX. Invest Europe Tax Committee

- The Invest Europe Tax Committee deals with tax matters affecting the European private equity, venture capital and infrastructure asset classes. Cooperating closely with the national associations, the Committee provides information, expert evidence and argumentation to Invest Europe and its members, and advises Invest Europe's wider public and regulatory affairs activities by supporting the PAE. It helps to craft and provides (practical and national) insights and input for Invest Europe position papers, as well as responses to EU-level consultations with an impact on, or of relevance to, the industry.
- Combining the expertise of Invest Europe and its national association members, the Tax Committee is made up of representatives from the four Invest Europe Platforms, as well as members nominated by the national private equity and venture capital association partners. There are also a number of guest seats. All members of the Committee are officially appointed by a majority of the Invest Europe Board of Directors.
- Membership of the Tax Committee is limited to three consecutive two-year terms. Restricting the total time served to six years helps to ensure that sufficient new talent is brought onto the Committee while maintaining a healthy mix of experienced members.
- The Invest Europe Tax Committee is composed of:
 - Re-Representatives from the four Invest Europe Platforms (Venture Capital, Mid-Market, Global Private Equity and Limited Partners) - nominated by their respective Platform Councils*
 - One Belgian representative - nominated by BVA**
 - One CEE representative - nominated by the Invest Europe CEE taskforce
 - One Dutch representative - nominated by NVP
 - One French representative - nominated by France Invest
 - One German and Austrian representative - nominated by BVK in coordination with AVCO
 - One Irish representative - nominated by IVCA
 - One Italian representative - nominated by AIFI
 - One Luxembourg representative - nominated by LPEA
 - Three Nordic representatives - nominated jointly by the Nordic Associations (DVCA, FVCA, NVCA, SVCA)
 - One Portuguese representative - nominated by APCRI**
 - One Spanish representative - nominated by ASCRI**
 - One Swiss representative - nominated by SECA**
 - One UK representative - nominated by BVCA
 - One guest seat for a US representative - nominated by Invest Europe
 - One guest seat for an infrastructure representative - nominated by Invest Europe's Infrastructure Roundtable**

* Each of the four Invest Europe Platform Councils has the choice to nominate one or two representatives to the Tax Committee.

** These selected national associations and the Infrastructure Roundtable have the choice whether they want to nominate a representative to the Tax Committee (on top of the Legal and Regulatory Committee).

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- The Chair and the Vice-Chair of the Tax Committee are nominated by the Invest Europe Secretariat from the Committee members and approved by the Invest Europe Board of Directors.
 - The Chair of the Invest Europe Tax Committee will participate in all meetings of the PAE. He or she has full voting rights at such meetings.
 - The Chair of the Invest Europe Tax Committee will be invited to participate in all meetings of the Invest Europe Legal and Regulatory Committee to ensure full coordination of the Committees' activities.
 - The work of the Invest Europe Tax Committee is coordinated by the Invest Europe Secretariat. The national associations provide Invest Europe with support when requested.
 - The work of the Tax Committee may be broken down into work-streams for sub-committees or working groups with a remit to focus on particular tax issues.
 - The work of these (project-managed) sub-committees, set up to bundle the expertise of Invest Europe's membership on specific market sectors or topics, is coordinated by Invest Europe. The sub-committee members may agree to hold meetings and/or calls as they see fit.
 - Representatives of national associations on the Invest Europe Tax Committee have the duty to coordinate their input with their respective associations and to report back to them on a regular basis.
 - The Invest Europe Tax Committee meets regularly (by phone as well as in person) to allow for detailed discussion and exchange of views, and to keep in touch with the different projects and sub-committees. In general, the Tax Committee will meet three times a year, with follow-up calls in between as necessary.
 - Where appropriate, individual technical experts or public affairs staff from national associations could be invited to attend meetings of the Invest Europe Tax Committee in an ex-officio capacity. This will enable them to update the Committee on their national positions and offer a national perspective on issues where there is a particular impact on an individual country.

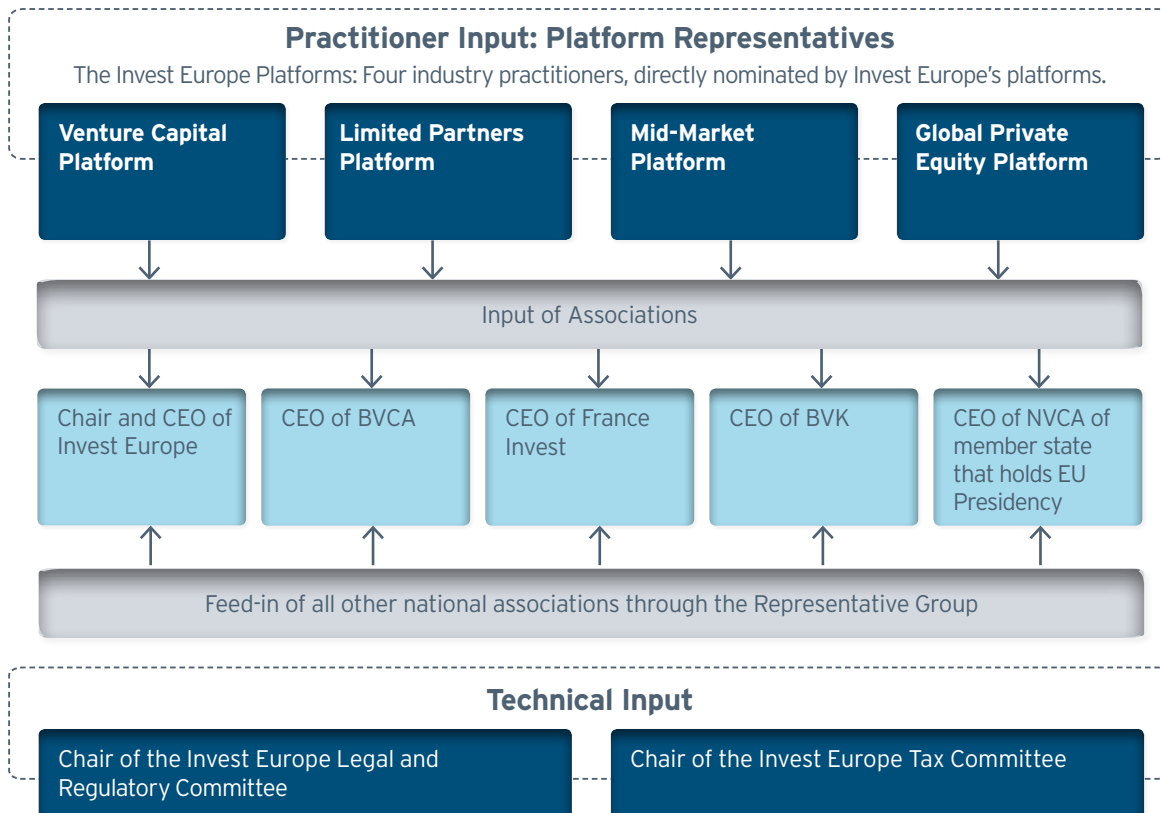
X. Invest Europe Professional Standards Committee

- The Invest Europe Professional Standards Committee (PSC) ensures that Invest Europe is at the forefront of creating and maintaining strong professional conduct guidelines and working practices for the private equity, venture capital and infrastructure industry in Europe. It also has responsibility for responsible investment topics.
- The PSC makes recommendations to the Invest Europe Board of Directors about the strategy, policy and practicalities relating to professional standards and responsible investment. It has direct responsibility for Invest Europe's activities in relation to the Professional Standards Handbook, responsible investment, accounting standards, valuation and reporting, and member training and events associated with its remit.
- The PSC is composed of up to 14 members reflecting the broader Invest Europe membership. Members of the PSC may be nominated by the Invest Europe Board of Directors and the Invest Europe Platform Councils, the PSC itself and the Invest Europe Secretariat. Once nominated by the Committee, the Invest Europe Board of Directors must approve all Committee members by majority.
- The structure of the PSC should reflect the governance structure of Invest Europe with an equal representation of all Platforms and of general partners and limited partners.
- Invest Europe associate members should not have more representatives than all full members together.
- Membership of the PSC is limited to a maximum of two three-year consecutive terms, with re-nomination to be determined by the PSC Chair and the committee member in question in the third year of his or her first term.
- This system will allow for effective succession planning and appropriate time on the Committee to ensure that the member is able to make a meaningful contribution after an "introduction period". Restricting the total time served to six years helps to ensure that sufficient new talent is brought onto the Committee, while also maintaining a healthy mix of experienced members.
- In exceptional circumstances, the Invest Europe Board may waive the term's limits to ensure completion of specific projects or the retention of specific expertise on the Committee. The Chair and Vice-Chair are nominated by the PSC and confirmed by the Invest Europe Board of Directors. Appointments shall be for a period of two years. The Chair and Vice-Chair should have complementary or mutually reinforcing expertise, backgrounds or specialisations and perspectives. Both positions are held in rotation by general partner and limited partner members to ensure an even representation of these groups. The Chair and Vice-Chair should enable work-sharing between the PSC and related Association activities.
- The work of the PSC may be broken down into separate work streams for designated PSC sub-committees or working groups. The PSC draws extensively on the expertise and knowledge gathered in the different sub-committees, each of them being chaired by a PSC member. The sub-committees may agree to hold meetings and/or calls as they see fit.

XI. Public Affairs Executive ("PAE")

PUBLIC AFFAIRS EXECUTIVE

The Public Affairs Executive (PAE) of the European private equity, venture capital and infrastructure industry is the decision-making body on the political advocacy work of those EU files that have a direct impact on all market segments of the industry.



- The Invest Europe Public Affairs Executive (PAE) was created by the Board of Directors and details on Invest Europe's public affairs strategy.
- The PAE meets approximately every eight weeks to discuss the latest developments on files that are of key concern to the industry, and makes timely decisions on whether or not a change of strategy is necessary. Follow-up calls are organised in between meetings.
- The PAE is comprised of:
 - (i) a representative from each of the Invest Europe Platform Councils,
 - (ii) a representative from each of the largest national Private Equity and Venture Capital Associations (BVCA, BVK and France Invest),
 - (iii) a representative from the national Private Equity and Venture Capital Association of the country which holds the EU Council Presidency,
 - (iv) the Invest Europe CEO,
 - (v) the Invest Europe Chair of the Board,
 - (vi) the Chair of the Legal and Regulatory Committee, and
 - (vii) the Chair of the Tax Committee.
- In addition the following people are invited as guests:
 - (i) Invest Europe Past-Chair
 - (ii) Invest Europe Chair-Elect
- The Invest Europe Chair of the Board chairs the PAE.
- The PAE mandate is to:
 - a) Develop the public affairs strategy on EU matters,
 - b) Provide clear work remits through project initiation documents, outlining requirements and clear deliverables,
 - c) Review and comment on all draft deliverables, and give final approval,
 - d) Monitor the successful implementation of public affairs efforts by the Invest Europe Secretariat, National Associations and consultants,
 - e) The PAE is governed by the European Representative Group (the "ERG"), a deliberating body composed of representatives of all the national Private Equity and Venture Capital Associations and Invest Europe,
 - f) The ERG is a policy forum that directs and guides the work of the PAE. It has the legitimacy to help guide the voice of the PAE, which will ultimately determine its lobbying effort,
 - g) The ERG is also a coordination body to help deliver the strategy put forward by the PAE, the national associations and Invest Europe,
 - h) The PAE will not have the right to veto the initiatives of the Invest Europe Platforms, which form the main driver of Invest Europe's work through specific actions for each Platform. The PAE's purpose is to act on behalf of the whole industry and to build a consensual voice at a European level.



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