

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

RZ/KW  
version 1

## AMENDMENT ARTICLES OF ASSOCIATION STICHTING JUSTICE FOR PROSPERITY FOUNDATION

On the ●, appeared before me, Robert-Jan Eduard Zwaan, a civil law notary in The Hague (the Netherlands):

●

The person appearing declared the following:

The board of directors of the foundation: **Stichting Justice for Prosperity**

**Foundation**, having its corporate seat in Amsterdam, resolved on ● \*\*\* without holding a meeting to amend the articles of association and to authorise the person appearing to cause this amendment to the articles of association to be effected.

The foregoing is evidenced by a resolution of the board of directors, a copy of which is attached to this deed as ANNEX.

The person appearing declared to hereby amend the articles of association of the company in such a manner that from now on these shall read as follows:

### **Name and seat.**

#### **Artikel 1.**

1.1 The name of the Foundation is: **Stichting Justice of Prosperity Foundation.**

1.2 The foundation has its seat in the municipality of Amsterdam (the Netherlands).

### **Object.**

#### **Artikel 2.**

2.1 The object of the Foundation is:

the object of the Foundation is to strengthen peace and justice through providing material and immaterial support to vulnerable individuals, communities, civil society, and / or governments, whilst advocating for their rights. With that the Foundation contributes to enhancing our democracy, human rights, and security, and the prevention of future victims, in the broadest sense of the word.

- 2.2 The Foundation seeks to achieve its objectives among others through:
- a. *Special projects.*
    - (i). Developing, repurposing, and leveraging innovations and technology for good in peace, justice, and security;
    - (ii). Projects aimed at research, building tools for resilience, and weaponizing intelligence, knowledge, and information;
  - b. *Multi-lateral initiatives*
    - (i). Promoting and catalyzing sustainable international cooperation between governments, private parties, civil society, and others;
    - (ii). Setting up and enabling cooperation through technology, information exchange, and diplomacy.
  - c. *Operational support:*
    - (i). Protecting those under siege;
    - (ii). Supporting, promoting, advocating, and representing rights, and interests of victims and vulnerable groups;
    - (iii). Prevent and/or overcome effects of violence by investing in well-being, in the broadest sense of the word.
  - d. obtaining gifts, legacies, funds and subsidies.
- 2.3 The Foundation is a not-for-profit organization.

#### **Financial resources.**

#### **Artikel 3.**

- 3.1 The financial resources of the Foundation comprise:
- a. grants;
  - b. donations, gifts and assets inherited or received as a bequest or legacy;
  - c. contributions;
  - d. interest income;
  - e. other income.
- 3.2 The Foundation may accept inheritances only without liability for debts beyond the assets inherited (under benefit of inventory).
- 3.3 The financial resources held by the Foundation shall not exceed the financial resources reasonably required to ensure the continuity of the planned operations in furtherance of the Foundation's objects

- 3.4 Financial resources required to ensure the continuity of the planned operations as referred to in the preceding Paragraph shall include:
- a. assets or asset components which the Foundation has acquired under a will or through donation, either to be maintained in real terms or otherwise, in so far as maintenance thereof is required under the will or the conditions attached to the donation;
  - b. asset components which must be maintained in so far as maintenance thereof is required in view of the Foundation's objects;
  - c. assets to be maintained and capital to be accumulated for the planned purchase of such assets, in so far as the Foundation reasonably requires such assets to further its objects
- 3.5 The Foundation may carry out activities or provide services at commercial rates with the objective to financing its objective, with the objective of financing the activities aimed at achieving or promoting its objective, to achieve a positive result.

**Board of Directors: membership, appointment and termination of membership**

**Artikel 4.**

- 4.1 A Board of Directors, consisting of at least three (3) natural persons, shall manage the Foundation. The Supervisory Board shall determine the number of members of the Board of Directors. If the number of members of the Board of Directors consists of fewer members than has been determined in accordance with the provisions of this article 4.1, the board nevertheless retains its authority. The Board of Directors may appoint a Chair of the Board of Directors, a secretary and a treasurer from its midst. One Board Member can hold more of these functions.
- 4.2 The Supervisory Board shall appoint the members of the Board of Directors for an indefinite period of time. Vacancies, which arise, will be filled as soon as possible, but in any event within three months.
- 4.3 Every member of the Board of Directors must meet the following requirements:
- a. a member of the Board of Directors is a natural person;
  - b. a member of the Board of Directors has the right to dispose of one's properties.
- 4.4 No members of the Board of Directors may have a family relationship with another member of the Board of Directors or with a member of the Supervisory Board. A family connection is understood to be a relation of blood or affinity up to and including the fourth degree and the status of spouse, registered partner. Each of the relevant members of the Board of

Directors must immediately inform the Board of Directors of the existence of an incompatible relationship as referred to in this Article 4.4. The Board of Directors informs the Supervisory Board about this at the first possible meeting. The Supervisory Board discharges the relevant members of the Board or the relevant members of the Supervisory Board in order to eliminate the incompatibility referred to in Article 4.4.

- 4.5 A member of the Board of Directors may be suspended by the Supervisory board. A suspension that is not followed by a decision to dismiss within three months ends when that term has expired. The decision of the Supervisory Board shall be reasoned and shall not be taken until the member of the Board of Directors concerned has been given the opportunity to be heard.
- 4.6 All members of the Board of Directors can receive a reasonable, non-excessive compensation for the costs that they have reasonably incurred in the performance of their duties. The members of the Board of Directors will receive no remuneration for their work.
- 4.7 A member of the Board of Directors shall cease to hold office:
- a. if he or she dies;
  - b. if he or she is declared bankrupt, by declaring him or her applicable for the Debt Restructuring (Natural Persons) Act (*Wet schuldsanering natuurlijke personen*) or obtains court protection from creditors (moratorium);
  - c. if his or her entire assets are placed under conservatorship or under administration order;
  - d. by his voluntary resignation;
  - e. if he or she steps down;
  - f. if he or she is removed from office by the court; and
  - g. if he or she is removed from office by a resolution from the Supervisory Board.

#### **Board of Directors: meetings and decision-making.**

##### **Artikel 5.**

- 5.1 The Board of Directors meets at least once a year and furthermore, whenever the Chair or two members of the Board of Directors deem such appropriate.
- 5.2 Every member of the Board of Directors is authorized to convene a meeting of the Board of Directors.
- 5.3 The convening of the meeting of the Board of Directors takes place in writing. The notice specifies the day on which the meeting takes place, the starting time and the topics to be dealt with (agenda). The convening takes

place with due observance of a period of at least seven days, not including the day of convening and the day of the meeting. The member of the Board of Directors, who has made an address known to the Foundation for this purpose, can be called to the meeting of the Board of Directors by a legible and reproducible message sent to that address electronically.

- 5.4 The meetings of the Board of Directors are held at the place to be determined by the person who convenes the meeting.
- 5.5 If a meeting is convened contrary to the provisions in the two previous paragraphs, the Board of Directors may nevertheless take valid decisions if all members of the Board of Directors are present or represented at the meeting.
- 5.6 A member of the Board of Directors may be represented at the meeting by another member of the Board of Directors on presentation of a written proxy that is acceptable to the person chairing the meeting. An electronically recorded proxy applies as a written proxy. A member of the Board of Directors may not act by proxy for more than one other member of the Board of Directors.
- 5.7 Each member of the Board of Directors has one vote. Unless this Constitution prescribe a larger majority, an absolute majority of the valid votes cast shall pass all resolutions of the Board of Directors at a meeting at which at least half the number of directors is present or represented. If the votes casts are equally divided, the motion has been defeated. If the votes casts are equally divided in a vote on the appointment of persons, lots will be drawn.
- 5.8 Meetings of the Board of Directors can also take place via an electronic means of communication, provided that (i) each Board of Directors Member can be identified via the electronic means of communication, (ii) can directly peruse the proceedings at the meeting, (iii) can participate in the deliberation and (iv) can exercise the voting right.

#### **Board of Directors: meetings, minutes and decision-making.**

##### **Artikel 6.**

- 6.1 The Chair of the Board of Directors leads the meetings of the Board of Directors. In his absence, the Board of Directors itself provides for its leadership.
- 6.2 The Chair of the Board of Directors determines the manner in which votes are held in the meetings.
- 6.3 The opinion of the Chair of the Board of Directors of the meeting on the outcome of a vote expressed in the meeting is decisive. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal

that was not written down. If the correctness of this is disputed immediately after the Chair of the Board of Directors' opinion has been pronounced, a new vote will take place if the majority of the meeting, or, if the original vote did not take place jointly or in writing, a person present with voting's rights so request. With this new vote, the legal effects of the original vote expire.

- 6.4 The person designated for that purpose by the Chair of the meeting shall keep minutes of the proceedings at the meetings of the Board of Directors. The minutes are signed after the Chair of the meeting and the secretary of the meeting have adopted them. Upon request, each member of the Board of Directors or each member of the Supervisory Board will be provided with a copy or extract of these documents.
- 6.5 The Board of Directors may also pass resolutions without holding a meeting (written resolution procedure), if all the members of the Board of Directors are given an opportunity to express their opinion in writing. A resolution is then taken if all members of the Board of Directors have declared themselves in favor of the proposal. A written statement also includes a legible and reproducible message sent electronically to the address that the Board of Directors has established for this purpose and has made known to all members of the Board of Directors.
- 6.6 Without prejudice to the provisions in this regard elsewhere in the Constitution, the resolutions of the Board of Directors to:
- a. determining the multi-year policy plan and the financial multi-year estimate;
  - b. determining the budget and the annual plan;
  - c. changing the bank relations of the Foundation and the provision of funds on loan, as well as the borrowing of funds, which does not include making withdrawals at the expense of a credit granted to the Foundation that has been approved by the Supervisory Board;
  - d. granting, changing or revoking a power of attorney;
  - e. applying for bankruptcy of the Foundation or suspension of payments of the Foundation;
  - f. entering into or breaking off long-term cooperation, if this is of great strategic significance to the organization;
  - g. acquiring or disposing of a participation of a significant size and/or strategic significance for the organization or termination thereof;
  - h. incurring significant expenses that have not been or not fully included in the budget and which exceed an amount to be determined annually by the Supervisory Board;

- i. other resolutions of the Board of Directors in respect of which the Supervisory Board has decided that these are subject to the approval of the Supervisory Board, which resolutions of the Board of Directors must be clearly described and communicated to the Board of Directors in writing.

### **Board of Directors: Duties, powers and procedures**

#### **Artikel 7.**

- 7.1 The Board of Directors is charged with the management of the Foundation under the supervision of the Supervisory Board. In doing so, the Board of Directors focuses on the interests of the Foundation and the company or organization associated with it. Every member of the Board of Directors is obliged vis-à-vis the Foundation to proper performance of his or her duties.
- 7.2 The duties of the Board of Directors include adopting a policy plan for the Foundation, that provides an insight into the activities to be undertaken by the Foundation, the fundraising strategy and the management and allocation of the Foundation's financial resources. The Board of Directors must ensure that the fundraising costs and the management costs of the Foundation are kept in reasonable proportion to the expenditure incurred in furtherance of its objects.
- 7.3 The Board of Directors is also charged with making the following information public on the website of the Foundation:
  - a. the name of the Foundation;
  - b. the Legal Entities and Partnerships Identification Number (RSIN-number) of the Foundation;
  - c. the contact details of the Foundation;
  - d. the objective of the Foundation;
  - e. the main points of the current policy plan;
  - f. the composition of the Board of Directors and the Supervisory Board (stating the functions of the members of the Board of Directors and the Supervisory Board, if applicable);
  - g. the remuneration policy for the Board of Directors and the staff of the Foundation;
  - h. an up-to-date activity report;
  - i. the balance sheet, statement of income and expenses and an explanation thereof within six months after the end of the relevant financial year; and
  - j. information regarding the functioning of the Foundation.

### **Board of Directors: Powers.**

#### **Artikel 8.**

- 8.1 The Board of Directors is after the prior written approval of the Supervisory Board authorized to decide to conclude agreements to acquire, alienate or encumber property subject to registration and to conclude agreements under which the Foundation commits itself as a surety or joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.
- 8.2 The member of the Board of Directors may not dispose of the Foundation's financial resources as if they were their own resources.

**Board of Directors: Conflict of interest.**

**Artikel 9.**

- 9.1 A member of the Board of Directors shall not participate in the deliberations and decision-making on any matter in respect of which his direct or indirect personal interests conflict with the interests of the Foundation or its affiliated company or organization. The conflicted member of the Board of Directors does have the right to attend the relevant board meeting, on the understanding that he or she is not included in the determination of the number of members of the Board of Directors present to the meeting with regard to the relevant board resolution
- 9.2 If, on the basis of the provisions of the first sentence of Article 9.1, no member of the Board of Directors at all can participate in the decision-making, the resolution will be taken by the Supervisory Board.
- 9.3 In all cases where there is a personal conflict of interest between the Foundation and a member of the Board of Directors, the member concerned must report this to the other members of the Board of Directors and the Supervisory Board and provide all the relevant information concerning this conflict of interest.

**Board of Directors: Unability to act.**

**Artikel 10.**

- 10.1 If one of the members of the Board of Directors is absent or unable to act, the remaining members of the Board of Directors shall be charged with the entire management. If all the members of the Board of Directors are, or the sole member of the Board of Directors is absent or unable to act, the management of the Foundation shall be vested temporarily in one or more – whether or not from among its members – designated person(s) by the Supervisory Board for this situation.
- 10.2 Absent in these articles means in any case the circumstances that the member of the Board of Directors during a period in excess of seven days cannot be reached due to illness or any other cause.

**Board of Directors: Representation.**

**Artikel 11.**

- 11.1 The Board of Directors represents the Foundation. The right to represent the Foundation will also be vested in each member of the Board of Directors individually.
- 11.2 The Board of Directors may also grant in writing one or more of its members or one or more third parties a(n) (incidental) power of attorney, to represent the Foundation within the restrictions laid down in that power of attorney.

**Supervisory Board: composition, appointment and resignation.****Artikel 12.**

- 12.1 The supervision of the policy conducted by the Board of Directors and the general course of affairs of the Foundation is entrusted to a Supervisory Board, consisting of a number of at least 3, to be determined by the Supervisory Board. Only natural persons can be appointed as members of the Supervisory Board. If the number of members of the Supervisory Board is less than that determined in accordance with the provisions of Article 12.1, the Supervisory Board will nevertheless retain its authority. Vacancies that have arisen will be filled as soon as possible.
- 12.2 No family relationship may exist within the Supervisory Board and between members of the Supervisory Board and the Board of Directors. Family relationship is understood to mean blood or marriage up to and including the fourth degree and the capacity of spouse, registered partner or other life companion. A relationship as referred to in this paragraph is a ground for dismissal.
- 12.3 Each of the relevant members of the Supervisory Board and the Board of Directors must immediately inform the Supervisory Board of the existence of an incompatible relationship as referred to in Article 12.2. The Supervisory Board shall discharge the relevant members of the Supervisory Board or the relevant members of the Board of Directors in order to eliminate the incompatibility referred to in Article 12.2.
- 12.4 The members of the Supervisory Board are appointed by the Supervisory Board.
- 12.5 The Supervisory Board appoints a Chair and a secretary from among its members.
- 12.6 Members of the Supervisory Board are appointed for a period of no more than 3 years and will retire in accordance with a rotation schedule to be determined by the Supervisory Board; a member of the Supervisory Board who resigns in accordance with the rotation schedule may be reappointed immediately,
- 12.7 A member of the Supervisory Board shall cease to hold office:

- a. if he or she dies;
  - b. if he or she is declared bankrupt, by declaring him or her applicable for the Debt Restructuring (Natural Persons) Act (*Wet schuldsanering natuurlijke personen*) or obtains court protection from creditors (moratorium);
  - c. if his or her entire assets are placed under conservatorship or under administration order;
  - d. by his voluntary resignation, whether or not according to the schedule referred to in Article 12.6;
  - e. if he or she steps down;
  - f. if he or she is removed from office by the court; and
  - g. if he or she is removed from office by a resolution from the Supervisory Board.
- 12.8 A member of the Supervisory Board whose dismissal is under discussion as in Article 12.7 sub g has the right to attend and address the relevant meeting(s) of the Supervisory Board. He or she is not included in the determination of the number of members of the Supervisory Board present and, moreover, he is not entitled to vote in respect of his/her scheduled dismissal. However, the second sentence of this paragraph does not apply if the Supervisory Board consists of only two members at that time.
- 12.9 A decision to dismiss as referred to in Article 12.7 sub g requires at least two thirds of the votes cast in a meeting of the Supervisory Board in which at least two thirds of the members of the Supervisory Board is present or represented.
- If not at least two-thirds of the members of the Supervisory Board are present or represented at a meeting of the Supervisory Board, a second meeting will be convened, to be held no earlier than two and no later than four weeks after the first meeting, at which second meeting a valid decision on this dismissal can be taken by a majority of at least two thirds of the votes cast, provided that at least half of the members of the Supervisory Board who attend this meeting are present or represented at that meeting. In the notice convening the second meeting, it must be stated that and why a resolution for this dismissal can be passed in a meeting at which only half of the members of the Supervisory Board need be present or represented.

### **Supervisory Board: tasks**

#### **Artikel 13.**

- 13.1 The Supervisory Board provides advice to the Board of Directors. In performing their duties, the members of the Supervisory Board are guided by the interests of the Foundation.

- 13.2 The Board of Directors shall provide the Supervisory Board in a timely manner with the information necessary for the performance of its duties and powers and furthermore to provide each member of the Supervisory Board with all information regarding the Foundation's affairs that the latter may require. The Supervisory Board is authorized to inspect all books, records and other data carriers of the Foundation; every member of the Supervisory Board has access at all times to all spaces and grounds in use by the Foundation.
- 13.3 The Supervisory Board may be assisted by one or more experts in the performance of its duties at the expense of the Foundation.
- 13.4 Members of the Supervisory Board do not receive any remuneration, either indirectly or immediately, for the work they have performed in that capacity for the Foundation. Any remuneration does not include:
- a. a reasonable, not excessive compensation for the costs incurred for the benefit of the Foundation;
  - b. an optional non-excessive attendance fee.
- All fees paid to the members of the Supervisory Board are recognized and disclosed as such in the annual accounts.

#### **Supervisory Board: meetings and decision-making**

##### **Artikel 14.**

- 14.1 The provisions of Artikel 5 and Artikel 6 of the Constitution apply mutatis mutandis to the Supervisory Board as much as possible, on the understanding that members of the Board of Directors may only attend the meetings of the Supervisory Board if they have been invited to do so by the Supervisory Board. The Supervisory Board shall meet at least once a year.
- 14.2 Further rules regarding the functioning of the Supervisory Board can be laid down in regulations of the Supervisory Board, which are adopted by the Supervisory Board after consultation with the Board of Directors.

#### **Supervisory Board: Conflict of interest.**

##### **Artikel 15.**

- 15.1 A member of the Supervisory Board shall not participate in the deliberations and decision-making on any matter in respect of which his direct or indirect personal interests conflict with the interests of the Foundation or its affiliated company or organization. The conflicted member of the Supervisory Board does have the right to attend the relevant Supervisory Board meeting, on the understanding that he or she is not included in the determination of the number of members of the Supervisory Board present to the meeting with regard to the relevant board resolution

- 15.2 If, on the basis of the provisions of the first sentence of Article 15.1, no member of the Supervisory Board at all can participate in the decision-making, those members of the Supervisory Board with a conflict of interest will nevertheless take part in the deliberation and the decision-making process. Such decisions will be included, with explanatory notes, in the financial report for the relevant financial year.
- 15.3 In all cases where there is a personal conflict of interest between the Foundation and a member of the Supervisory Board, the member concerned must report this to the other members of the Supervisory Board and provide all the relevant information concerning this conflict of interest.

**Supervisory Board: inability to act.**

**Artikel 16.**

- 16.1 If one of the members of the Supervisory Board is absent or unable to act, the remaining members of the Supervisory Board shall be charged with the entire supervision. If all the members of the Supervisory Board are, or the sole member of the Supervisory Board is absent or unable to act, the tasks of the Supervisory Board shall be vested in one or more – annually – designated person(s) by the Supervisory Board for this situation.
- 16.2 Absent in these articles means in any case the circumstances that the member of the Supervisory Board during a period in excess of seven days cannot be reached due to illness or any other cause.

**Joint Board and Supervisory Board meetings**

**Artikel 17.**

- 17.1 At least once a year, the Board of Directors and the Supervisory Board meet in a joint meeting to discuss the general lines of the policy pursued and to be pursued in the future.
- 17.2 The Board of Directors and the Supervisory Board are equally authorized to convene a joint meeting.
- 17.3 The joint meetings are chaired by the Chair of the Supervisory Board.

**Advisory Board**

**Artikel 18.**

- 18.1 The Board of Directors may appoint an Advisory Board. The appointment of an Advisory Board is subject to the prior written approval of the Supervisory Board. If and insofar as an Advisory Board has been established, the provisions of the following paragraphs of this article shall apply. An Advisory Board does not have the role of a Supervisory Board within the meaning of the law.
- 18.2 The number of members of the Advisory Board shall be determined by the Board of Directors. The members of the Advisory Board shall be appointed

by the Board of Directors for a fixed period; members of the Advisory Board may be appointed for various periods of time. Retiring members shall be eligible for immediate reappointment.

- 18.3 The Advisory Board shall be charged with the provision of solicited and unsolicited advice to the Board of Directors on matters concerning the Foundation. Any advice given by the Advisory Board shall not binding.
- 18.4 In the discharge of their duties, the members of the Advisory Board are guided by the interest of the Foundation and the company or organization associated with it.
- 18.5 The Advisory Board may give advice orally or in writing. Notices, announcements and other communications intended for the Advisory Board must be sent to the address published for that purpose. Written also means an electronically transmitted and reproducible message.

#### **Financial year and financial statements.**

##### **Artikel 19.**

- 19.1 The financial year of the Foundation follows the calendar year.
- 19.2 The Board of Directors shall be required to keep such records of the Foundation's financial position that the Foundation's rights and liabilities can be ascertained at any time. The records must also clearly specify:
- a. The nature and amount of any expenses to be reimbursed and any expense allowances and attendance fees to be paid to individual members of the Board of Directors and the members of the Supervisory Board;
  - b. The nature and amount of the costs incurred by the Foundation on fundraising activities and on managing the Foundation as well as the nature and amount of other expenditure incurred by the Foundation;
  - c. The nature and amount of the Foundation's income; and
  - d. The nature and amount of the Foundation's assets.
- 19.3 Within six months of the end of each financial year, the Board of Directors shall prepare the balance sheet and the financial statements of the Foundation.

The Board of Directors shall prepare the annual report and director's report as referred to in Article 300; Book 2 of the Dutch Civil Code if that is required by law. In that case, the Board of Directors submits a copy thereof to the Board of Directors for inspection at the office of the Foundation with the information to be added by law. The director's report to be adopted and the annual report require the approval of the Supervisory Board. To this end, these documents will be sent to the Supervisory Board without delay after they have been written down.

- 19.4 Before adopting the balance sheet and the financial statements, the Supervisory Board may have these documents examined by an accountant as referred to in Article 393, paragraph 1, Book 2 of the Dutch Civil Code to be designated by the Board of Directors. This accountant reports to the Supervisory Board on his research. He presents the results of his findings in a statement about the reliability of the documents. He submits his report to the Board of Directors.
- 19.5 The Board of Directors shall adopt the balance sheet and the financial reports or the annual report of the Foundation within one month of the preparation of the documents mentioned in Article 19.3. All the members of the Board of Directors and all Supervisory Board members must sign the adopted documents. If a signature from one of them is missing, the reason therefor will be stated on the documents.
- 19.6 The Board of Directors may extend the period specified in Article 19.3 by a maximum of four months on the grounds of special circumstances.
- 19.7 The data applied to a data carrier, with the exception of the balance sheet and the financial reports, can be transferred and encumbered on another data carrier, provided that the transfer takes place with correct and complete reproduction of the data and this data remains available during the entire retention time and can be made legible within a reasonable time.

#### **Internal regulations.**

##### **Artikel 20.**

- 20.1 The Board of Directors is entitled to adopt one or more sets of regulations. The adoption of regulations requires the written approval of the Supervisory Board. The regulations will contain rules that the Board of Directors deems necessary for the performance of its duties. The regulations may not contain any provisions that are in conflict with this Constitution or the law. The Board of Directors may amend or revoke the regulations at any time, subject to the prior written approval of the Supervisory Board.
- 20.2 The regulations are laid down in writing with the indication of the day on which it takes effect. This date cannot be before the date on which the decision was made.

#### **Amendments to the Constitution.**

##### **Artikel 21.**

- 21.1 The Board of Directors may amend this Constitution. The resolution of the Board of Directors to amend this Constitution requires the prior approval of the Supervisory Board.
- 21.2 A resolution to amend this Constitution must be passed by a majority of two-third (2/3) of the valid votes cast in a meeting of the Board of Directors

at which all the members of the Board of Directors are present or represented. If the required number of members of the Board of Directors is not present or represented in the meeting at which a resolution to amend this Constitution is being discussed, a new meeting may be convened after that meeting, to be held no earlier than three and no later than six weeks after the first meeting. In the new meeting, the resolution to amend this Constitution can be passed by a majority of at least two/third (2/3) of the valid votes cast, regardless of the number of members of the Board of Directors present or represented.

- 21.3 If a proposal to amend this Constitution is made, this must be stated in the notice convening the relevant meeting. The notice will be accompanied by the exact wording of the proposed amendment. The notice period is in this case at least two weeks.
- 21.4 Any amendment to this Constitution does not take effect until it has been laid down in a notarial deed. Each of the members of the Board of Directors is entitled to arrange for the said deed to be executed.
- 21.5 The members of the Board of Directors are obliged to deposit an authentic copy of the deed of amendment of this Constitution at the office of the Dutch trade register.

#### **Dissolution.**

##### **Artikel 22.**

- 22.1 The Board of Directors may dissolve the Foundation. The resolution of the Board of Directors to dissolve the Foundation requires the prior approval of the Supervisory Board.
- 22.2 The provisions of Article 21.2 and Article 21.3 apply mutatis mutandis to a resolution to dissolve the Foundation.
- 22.3 The Foundation is furthermore dissolved:
- a. by its insolvency after it has been declared bankrupt or by the liquidation of the bankruptcy due to the condition of the assets of the Foundation;
  - b. by judicial decision in the cases specified by law.

#### **Liquidation.**

##### **Artikel 23.**

- 23.1 The Board of Directors is charged with winding up its affairs.
- 23.2 The Foundation will continue to exist after dissolution to the extent necessary for the liquidation of its assets.
- 23.3 During the winding-up and liquidation period, this Constitution shall remain in force as far as possible.

- 23.4 The resolution to dissolve the Foundation must also stipulate how any surplus on winding up is to be appropriated. Such surplus must be appropriated to causes similar as far as possible to the object of the Foundation, with the proviso that it:
- a. must either be donated to an organization as defined in Article 5b of the General Taxation Act (*Algemene wet inzake rijksbelastingen*) or any substitute regulation;
  - b. or to be used to serve the public good in any other way.
- In addition, the decision to dissolve the Foundation shall also include the designation of a custodian for the books, documents and other data carriers of the dissolved Foundation.

**Final provision.**

**Artikel 24.**

In all cases not provided for in this Constitution, the Board of Directors shall decide.

**CONCLUDING STATEMENT**

The person appearing is known to me, civil law notary.

This deed was executed in The Hague (the Netherlands) on the day and in the year first above written.

After the sum and substance of this deed had been stated to the person appearing, he declared that he had been able to take note of the contents of the deed in good time prior to its execution, that the contents of the deed had been explained to him, that he had been advised of the consequences ensuing therefrom for the parties and that he did not require the deed to be read out in its entirety.

In conclusion this deed was signed, first by the person appearing and then by me, civil law notary, immediately after it had been read out in part at