

Certified translation

Conformity of the translation to the Dutch source text has been certified by Marilyn L. Hedges, sworn translator registered with the District Court of The Hague. Wbtv number 4518.



**DEED OF AMENDMENT TO THE ARTICLES OF ASSOCIATION
CENTER FOR INTERNATIONAL LEGAL COOPERATION**

Today, the sixth of September two thousand and twenty-two, there appeared before me, Noud Mickartz, LL.M., civil-law notary practising in Landgraaf: Mr **Eric Leonardus Jozef Franciscus Maria Vincken**, born in Heerlen on the nineteen hundred and seventy, identifying himself with a driving licence number 5973931877, issued on the eighth of July two thousand and twenty in Landgraaf and valid until the eighth of July two thousand and thirty, residing at 6374 RC Landgraaf, Weegbree 37, married.

The person appearing declared the following:

1. in his capacity as joint authorised representative director of the **CENTER FOR INTERNATIONAL LEGAL COOPERATION** Foundation, having its registered office in The Hague at Spui 1, 2511 BL The Hague, [The Netherlands], listed in the trade register of the Chamber of Commerce under number 41166983;
2. as written proxy - as shown by a private written power of attorney to be attached to this deed - of Mr **Willem Elias van Nieuwkerk** born in The Hague on the twenty-first of May nineteen hundred and sixty-eight, identifying himself with driving licence number 5374746347 issued on the twenty-sixth of April two thousand and nineteen in The Hague and valid until the twenty-sixth of April two thousand and twenty-nine, residing at 2584 ES, s'-Gravenhage, Cornelis Jolstraat 28, unmarried and not registered as a partner in the sense of a registered partnership;
in issuing the power of attorney, acting in his capacity as joint authorised representative director of the above-mentioned Foundation in **The Hague**, namely the **CENTER FOR INTERNATIONAL LEGAL COOPERATION**.

The Foundation named the **CENTER FOR INTERNATIONAL LEGAL COOPERATION**, hereafter to be referred to as: the "**Foundation**".

The person appearing, acting as aforesaid, stated the following:

- a) The **CENTER FOR INTERNATIONAL LEGAL COOPERATION** has its registered office in The Hague.

The Foundation was established by deed on **first May nineteen hundred and fifty-eight**.

The Articles of Association of the Foundation were last amended by deed on the **sixteenth of October two thousand and nineteen** before M.G.H.M. Verkuilen, civil law notary in Rotterdam, on which occasion the Articles of Association of the Foundation were amended and re-established in their entirety.

The Articles of Association have remained unaltered since that time.

- b) In a Board meeting held on the **first of September two thousand and twenty-two**, at which all current Board members were present, it was decided by a unanimous vote to partially amend the Articles of Association of the foundation.

The proceedings of that Board meeting are apparent from an extract of the minutes, which will be attached to this deed

- c) The Board has obtained the approval of the Supervisory Committee, as required on the grounds of article 12, paragraph 6, item i, to amend the Articles of Association. The document verifying this will be attached to this deed.



On the grounds of the above, the person appearing, acting as mentioned, hereby declared that article, 9, article 10 and article 12 are amended as follows:

- A new paragraph 9 is added to article 9, as follows:

"9. In the event of absence or inability to act of one or more members of the Supervisory Committee, the remaining members of the Supervisory Committee are charged with supervision.

The Supervisory Committee will ensure that a person is appointed who in the event of absence or inability to act of all members of the Supervisory Board or the only member of the Supervisory Board, will carry out the supervision. In the event of the absence of all members of the Supervisory Committee and the Supervisory Committee has not appointed a person as referred to in the previous sentence, the Board is charged within three months of the absence of all members of the Supervisory Committee to request the Court to appoint one new member of the Supervisory Committee.

If, for whatever reason, the Court fails to appoint a new member of the Supervisory Committee, within three months after it has become clear that the Court will not appoint one new member of the Supervisory Committee, the Board is charged with appointing one new member of the Supervisory Committee.

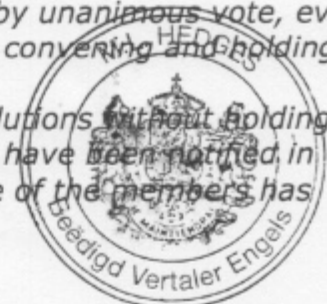
In these Articles of Association, 'inability to act' is taken to mean the situation where the member of the Supervisory Committee is unavailable for a period of more than (1) one month due to sickness or other causes."

- Article 10 of the Articles of Association expires and is replaced by a new article 10 as follows:

"Adopting resolutions

Article 10

- 1. Each member of the Supervisory Committee has one vote.*
- 2. A Supervisory Committee member shall not participate in the discussions and decision-making if he has a direct or indirect personal interest that is in conflict with the interest of the Foundation and with and its affiliated company or organisation. If this means that no decision can be taken by the Supervisory Committee, the decision will be taken by the Board, with a written record of the considerations underlying the decision.*
- 3. To the extent that these articles of association do not provide otherwise, the Supervisory Committee adopts resolutions by an absolute majority of the votes cast. Blank votes and invalid votes are regarded as not cast. If the votes with regard to the appointment of persons are equally divided, lots shall be drawn to decide; if the votes are divided equally in a further ballot, the chairman's vote shall be decisive.*
- 4. At a meeting at which all members are present or represented, valid resolutions can be adopted on all business transacted, on the understanding that the resolutions are adopted by unanimous vote, even if the provisions in the articles of association for convening and holding meetings have not been observed.*
- 5. The Supervisory Committee can also adopt resolutions without holding a meeting, if all Supervisory Committee members have been notified in writing of the proposal to such effect and if none of the members has*



- objected to this form of decision-making.
6. Voting on suspension or dismissal of persons shall be in writing. Voting on all other matters shall be orally, unless one of the members desires a written vote. Resolutions may be carried by acclamation, unless a person entitled to vote requests a vote by roll-call.
 7. Every Supervisory Committee member can have himself represented at all times but only by a fellow member of the Supervisory Committee and by virtue of a written proxy.
 8. A Supervisory Committee member cannot represent more than one (1) fellow member of the Supervisory Committee at a meeting.
 9. If members of the Board participate in the Supervisory Committee meeting in conformity with the provisions of article 9, paragraph 4 of the articles of association, these Board members will have a right to speak at the meeting, but they will not have voting rights.
- Article 12 of the Articles of Association lapses and is replaced by new article 12 as follows:

"Tasks and powers

Article 12.

1. The Board is charged with managing the Foundation.
2. In the Foundation, all tasks and powers not assigned to other bodies by law or by the articles of association accrue to the Board. Its tasks include adopting an annual plan that provides insight into activities to be performed by the Foundation, the method of acquiring funds and the management and expenditure of the capital of the Foundation. In carrying out their task, the focus of the Board members is on the interests of the Foundation and its affiliated company or organization.
3. The Board is authorized, but only with the prior approval of the Supervisory Committee, to decide to enter into agreements for the acquisition, sale and encumbering of registered property and to enter into agreements where the Foundation represents a third party or provides security for a debt of another party, and commits to represent the Foundation with respect to these matters.
4. The Board represents the Foundation within and outside the law. The power of representation is equally vested in each Board member acting independently.
5. Without prejudice to the provisions of paragraph 1, the tasks of the Board include:
 - a. managing the organization on behalf of the Foundation and supervising the correct execution of tasks by third parties to which the Foundation has assigned activities to be executed;
 - b. adopting and submitting to the Supervisory Committee for assessment and approval an annual work plan and an annual draft budget, as well as, periodically but at least once every three years, a draft policy plan for the Foundation for the next three (3) years and a long-term draft financial budget for the Foundation;
 - c. adopting and - before the first of June of the calendar year following the financial year to which the draft annual report and draft annual accounts pertain - submitting the draft annual report and draft annual accounts to the Supervisory Committee for assessment and approval;
 - d. promoting support for the Foundation and its activities within the Dutch and international legal community;



- e. *providing the Supervisory Committee in a timely fashion and at regular intervals with all the information it requires for the proper performance of its duties.*
6. *The Board must obtain the prior written approval of the Supervisory Committee for all decisions and legal acts, in addition to the decisions and legal acts referred to in paragraph 3 above, for:*
 - a. *adopting the annual report and the annual accounts;*
 - b. *adopting and amending the policy plan prepared for any or a series of years;*
 - c. *adopting the vision that forms the operational basis of the organization, the policy, and the strategies; adopting the long-term financial budget of the Foundation as well as the budget for the next financial year, the associated annual plan and the resources to be made available for this plan, as well as substantive deviations from these;*
 - d. *investments, other financial transactions or legal acts which (i) exceed a value or amount to be decided annually by the Supervisory Committee and/or have not been determined by means of the budget, or (ii) relate to an issue to be determined by the Supervisory Committee;*
 - e. *entering into or amending agreements with providers of subsidies, sponsors and organizations associated with the Foundations if these agreements exceed a value or sum to be determined annually by the Supervisory Committee;*
 - f. *providing financial loans, entering into agreements in which a bank credit is granted to the Foundation and, other than for the use of a bank credit obtained with the approval of the Supervisory Committee, borrowing funds, if the amount of the credit or loan exceeds the limit set annually by the Supervisory Committee;*
 - g. *hiring an employee of the Foundation with a higher salary than the range permitted by the relevant job category;*
 - h. *filing a bankruptcy petition or petitioning for suspension of payment for the Foundation;*
 - i. *amending the articles of association;*
 - j. *dissolving the Foundation and designating the use of any assets left after liquidation;*
 - k. *adopting and amending the rules of procedure or other regulations;*
 - l. *assigning, changing or withdrawing a power of attorney;*
 - m. *the plan setting out the provisions for monitoring the functioning of the Foundation and for the timely notification and management of risks;*
 - n. *establishing, participating in or accepting an appointment as a board member of another legal entity;*
 - o. *entering into or terminating a long-term cooperation, if this is of major strategic significance for the Foundation, and/or a participation of a considerable scope and/or of strategically major significance for the Foundation, or terminating the same;*
 - p. *entering into or reaching an amicable solution in lawsuits, including arbitration procedures, with the exception of:*
 - (i) *attaching assets before judgement; and/or*
 - (ii) *taking legal action that cannot be postponed;*
 - q. *any other Board resolutions clearly described and notified to the Board in writing in advance, with respect to which the Supervisory Committee has*



decided that these are subject to the approval of the Supervisory Committee.

- 7. Lack of approval by the Supervisory Committee of resolutions as referred to in paragraphs 3 and 6 shall not affect the representative authority of the Board or the Board members.*
- 8. If requested to do so, the Board is held to inform the Supervisory Committee about other Board resolutions than those referred to above in paragraphs 3 and 6."*

End of Articles of Association

THIS DEED WAS EXECUTED in Landgraaf on the date mentioned in the heading of this deed.

The person appearing is known to me, civil-law notary. The official contents of the deed was communicated and explained to him. The person appearing stated that he did not wish the deed to be read out in full, that he had received a draft deed in good time before its execution, that he was familiar with its contents and that he was aware of the consequences of the deed for the parties.

Following a limited reading, this deed was signed immediately, first by the person appearing and then by me, civil-law notary.

(Signed:) E.L.J.F.M. Vincken, N. Mickartz

ISSUED AS A TRUE COPY



CONTINUOUS TEXT

Of the Articles of Association of the Foundation:

CENTER FOR INTERNATIONAL LEGAL COOPERATION

Dated 6 September 2022

ARTICLES OF ASSOCIATION

Definitions

Article 1.

In these articles of association, the following definitions apply:

a. **Board:**

the Board of the foundation;

b. **Supervisory Committee:**

the body as referred to in articles 7 to 10 inclusive of these articles of association;

c. **Foundation:**

CENTER FOR INTERNATIONAL LEGAL COOPERATION, having its registered office in The Hague;

d. **in writing:**

by letter or e-mail, or by a message conveyed through another commonly used means of communication, which can be received in writing, provided that the sender's identity can be established with sufficient certainty.

Name and registered office

Article 2.

The Foundation has the name: **CENTER FOR INTERNATIONAL LEGAL COOPERATION.**

It has its registered office in the municipality of The Hague.

Aim

Article 3.

1. The aim of the Foundation is to promote the quality and development of legal systems and the development of a rule of law in countries outside the Netherlands by means of international legal cooperation and any means that are related to or may be conducive to the foregoing in the broadest sense of the word, by using, inter alia, the knowledge, experience and expertise available in the Netherlands.
2. The Foundation represents the Dutch public legal institutions (including the Ministry of Justice and Security, the Judiciary, the Public Prosecution Service and the police), for the purpose of capacity development projects financed by international donors (including the European Commission) and facilitates the deployment of Dutch professional practitioners.
3. The Foundation does not intend to make profit nor to achieve growth of its capital but will use its capital for activities directed towards the aim as stated in paragraph 1 of this article.

Financial year

Article 4.

The financial year of the Foundation is concurrent with the calendar year.

Capital

Article 5.



1. The capital intended for the realization of the aim of the Foundation comprises:
 - a. subsidies, gifts and donations;
 - b. the proceeds from testamentary dispositions, legacies or testamentary obligations;
 - c. all other income.
2. Testamentary dispositions can only be accepted under the benefit of inventory.
3. The Foundation does not retain more capital than reasonably deemed necessary for the continuation of the planned activities intended to achieve the aim of the Foundation.
4. Capital necessary for the continuation of the intended activities as referred to in the previous paragraph is understood to mean:
 - a. capital or assets obtained by the Foundation by virtue of a final will or gift, whether or not these should be retained in real terms, insofar as such retention arises from the conditions attached to the said final will or gift;
 - b. assets to be retained insofar as this arises from the objective of the Foundation, including a reserve to safeguard the continuity of the objective to be achieved by the Foundation for at least one year;
 - c. assets to be retained and capital to be built up for the anticipated procurement of such assets, insofar as the Foundation reasonably requires such assets to achieve its objective.

Bodies for management and supervision

Article 6.

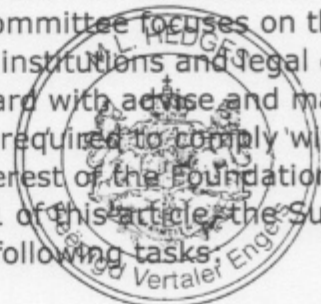
1. The Foundation has the following bodies:
 - a. Supervisory Committee; and
 - b. Board.
2. The Foundation is managed by the Board under the supervision of the Supervisory Committee.
3. In the event of absence, suspension or inability to act of a member of the Board, the remaining member of the Board will be charged temporarily with managing the Foundation. In the event of absence or inability to act of all members or the only member of the Board, the Supervisory Committee will be charged temporarily with managing the Foundation and will be authorized to assign the management of the Foundation temporarily to one or several members of the Supervisory Committee.

Supervisory Committee

Article 7.

Tasks and powers

1. The Supervisory Committee supervises the policy of and management by the Board and the general state of affairs within the Foundation. In the performance of its duties, the Supervisory Committee focuses on the interest of the Foundation and its associated institutions and legal entities. The Supervisory Committee supports the Board with advice and may also issue instructions to the Board. The Board is required to comply with these instructions, unless they conflict with the interest of the Foundation.
2. With respect to the provisions of paragraph 1 of this article, the Supervisory Committee is in any event charged with the following tasks:



- a. Providing solicited and unsolicited advice to the Board, in particular relating to the development of the strategic policy and the long-term policy of the Foundation;
 - b. Adopting the general policy on the basis of an annual plan drawn up by the Board and submitted to the Supervisory Committee for approval;
 - c. Approving the budget on the basis of a draft budget prepared by the Board and submitted to the Supervisory Committee for approval;
 - d. Approving the annual report and accounts;
 - e. Examining the financial statements and accountability of the Board;
 - f. Appointing, suspending and dismissing members of the Board;
 - g. Approving Board resolutions to amend the articles of association or, respectively, to dissolve the Foundation.
3. With due observance of these articles of association, the Supervisory Committee may draw up one or several sets of regulations in which matters concerning the Supervisory Committee internally as well as other matters are laid down that are conducive to the aim of the Foundation.
 4. The Supervisory Committee evaluates regularly – at least once every three years - its and its individual members' functioning, and records the findings and agreements arising from this (self-)evaluation.
 5. The Board shall enable the Supervisory Committee to perform its supervisory task on a continuous basis. The Board shall provide the Supervisory Committee with information necessary for the performance of its task and shall provide each member of the Supervisory Committee with any information concerning the matters of the Foundation requested by the said member.
 6. The Supervisory Committee and each member of the Supervisory Committee have access to the premises and grounds of the Foundation at all times.
 7. The Supervisory Committee or a member of the Supervisory Committee appointed by the Supervisory Committee can inspect the accounts and financial administration of the Foundation at all times.
 8. Any secretarial activities for the benefit of the Supervisory Committee are performed by or on behalf of the Board.

No remuneration

9. The Supervisory Committee members receive no remuneration for the performance of their supervisory duties, neither indirectly nor directly. Remuneration is not understood to mean compensation for costs incurred for the benefit of the Foundation.

No account rendered to the Board

10. The Supervisory Committee is not required to render account for the performance of its activities to the Board.

Composition

Article 8.

1. The Supervisory Committee of the Foundation consists of a maximum number of five (5) persons to be decided by the Supervisory Committee. The Supervisory Committee retains its powers, even in the absence of one or several members.

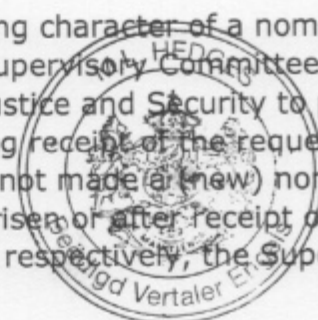
Supervisory Committee members must be of age and must be natural persons who:



- a. are not employed by the Foundation nor were employed by the Foundation in the year preceding their appointment, are not a board member of the Foundation nor were a board member of the Foundation in the year preceding their appointment, and do not constitute a joint household with a person employed by the Foundation or a Board member of the Foundation;
- b. in the opinion of the Supervisory Committee are competent to fulfil their duties as a member of the Supervisory Committee;
- c. endorse the aim of the Foundation;
- d. as members of the Supervisory Committee wish to contribute to achieving the aim of the Foundation;
- e. in the opinion of the Supervisory Committee have demonstrable affinity with the field in which the Foundation is active.

Provided that such resolution is adopted unanimously, the Supervisory Committee may resolve to exempt a person from the qualification requirements as referred to under a. in the previous sentence.

2. Members of the Supervisory Committee are appointed by the Supervisory Committee with due observance of the desired spread of knowledge, experience and background relating to the aim of the Foundation, on the basis of a profile prepared by the Supervisory Committee, in which efforts are made to achieve a balanced representation of men and women, and with due observance of the provisions of the previous paragraphs of this article. A resolution to appoint a Supervisory Committee member can only be adopted by unanimous vote.
3. The appointment of the Supervisory Committee members requires a majority of at least two thirds (2/3) of the votes cast at a meeting at which all Supervisory Committee members in office at the time are present or represented. If not all Supervisory Committee members in office at the time are present or represented at a meeting at which a proposal for a resolution as referred to in the previous sentence is discussed, a second meeting will be convened, to be held no later than four (4) weeks after the day of the first meeting. At this second meeting, such resolutions can be adopted by a majority of at least two thirds (2/3) of the votes cast, regardless of the number of members in office who are present or represented at this second meeting.
4. In the Supervisory Committee, one (1) member is to be appointed on the recommendation of the Dutch Ministry of Justice and Security, or the ministry that replaces this ministry at some point in the future.
5. If the Supervisory Committee member appointed on the recommendation of the Dutch Ministry of Justice and Security resigns, the Supervisory Committee will request the Dutch Ministry of Security and Justice, as soon as possible after this vacancy has arisen, to prepare a nomination within three (3) months following receipt of this request.
6. The Supervisory Committee may at any time remove the binding character from such a nomination following a resolution adopted by a majority of at least two thirds (2/3) of the votes cast.
If the Supervisory Committee removes the binding character of a nomination by the Dutch Ministry of Justice and Security, the Supervisory Committee will as soon as possible request the Dutch Ministry of Justice and Security to prepare a new nomination within three (3) months following receipt of the request.
7. If the Dutch Ministry of Justice and Security has not made a (new) nomination within three (3) months after the vacancy has arisen or after receipt of the request as referred to in the previous paragraph respectively, the Supervisory



Committee will be free to fill the aforementioned vacancy, whether or not in consultation with the Dutch Ministry of Justice and Security.

8. The Supervisory Committee members are appointed for a term of four (4) years, without prejudice to the provisions of the last sentence of this article. Members who are resigning can be reappointed once for a second term not exceeding four (4) years. Upon expiry of their first term, they can also be (re)appointed for a term shorter than four (4) years.
9. The Supervisory Committee prepares a schedule for resignations, to the effect that not more than one third (1/3) of the members resign in any year.
10. A Supervisory Committee member ceases to serve:
 - a. due to expiry of the term for which he has been appointed;
 - b. due to his death;
 - c. due to his resignation;
 - d. due to the loss of his right to dispose of his entire assets;
 - e. due to his being dismissed by a unanimous resolution by the other Supervisory Committee members if in their opinion the member in question has acted in contravention of the interests of the Foundation;
 - f. due to his no longer meeting the qualification requirement as referred to in article 8, paragraph 1 under a., unless exemption has been granted pursuant to the provisions of the last sentence of article 8, paragraph 1;
 - g. due to his being dismissed by the Supervisory Committee for reasons of close family relationships or similar relationships as referred to in article 15;
 - h. due to his being dismissed by the Supervisory Committee for reasons of an irreconcilable function as referred to in article 15.
11. A resolution as referred to in paragraph 10 under e. can only be adopted by unanimous vote with the exception of the member whose dismissal is under discussion, at a Supervisory Committee meeting in which all Supervisory Committee members, with the exception of the member whose dismissal is under discussion, are present or represented and after the member whose dismissal is under discussion has been heard.

Working method

Article 9.

1. The Supervisory Committee appoints a chairman from its number. Additionally, the Supervisory Committee may appoint from its number a secretary and a member who will be specifically charged with supervising the financial affairs of the Foundation. The Supervisory Committee will arrange the division of the Committee's other activities. The Supervisory Committee may form subcommittees from its number to prepare the decision-making process on certain subjects, such as finance and remuneration. The composition and working method of these subcommittees can be laid down in the rules of procedure of the Foundation.
2. The Supervisory Committee meets at least three times a year and further as often as the chairman deems necessary or if at least three other members of the Supervisory Committee wish to convene a meeting, stating the reasons.
3. In the event of the chairman's absence, the meeting itself will designate its chairman. Until that point, the chair will be held by the longest serving member of the Supervisory Committee present at the meeting.
4. The members of the Board will attend the Supervisory Committee meetings, unless the Supervisory Committee decides otherwise.



5. The Supervisory Committee meetings are convened in writing by or on behalf of the chairman or by or on behalf of three other Supervisory Committee members. The convocation shall be with due observance of a term of at least seven (7) days. An agenda will be sent with the convocation stating the matters to be discussed at the meeting including an explanation of these matters wherever possible. The Board members are similarly invited to attend the meetings. In the event of cases considered urgent in the opinion of the chairman or three other members of the Supervisory Committee, the provisions of this paragraph can be deviated from.
6. The minutes of the proceedings of the meeting shall be taken by a person designated by the chairman of the meeting, which minutes shall be confirmed at the same meeting or at the next meeting and in witness thereof signed by the chairman and the minutes secretary. The Board sees that staff and/or facilities are made available at every meeting for taking the minutes of the proceedings.
7. Supervisory Committee meetings shall take place at the office of the Foundation or, if there are valid reasons, at a location to be decided by the person or persons convening the meeting.
8. The Supervisory Committee shall hold joint meetings with the Board as often as the Supervisory Committee deems necessary. If the Supervisory Committee decides to convene such joint meeting, the Board is required to attend this joint meeting. The provisions of this article apply mutatis mutandis to convening such joint meeting.
9. In the event of absence or inability to act of one or members of the Supervisory Committee, the remaining members of the Supervisory Committee are charged with supervision.

The Supervisory Committee will ensure that a person is appointed who in the event of absence or inability to act of all members of the Supervisory Board or the only member of the Supervisory Board, will carry out the supervision. In the event of the absence of all members of the Supervisory Committee and the Supervisory Committee has not appointed a person as referred to in the previous sentence, the Board is charged within three months of the absence of all members of the Supervisory Committee to request the Court to appoint one new member of the Supervisory Committee.

If, for whatever reason, the Court fails to appoint a new member of the Supervisory Committee, within three months after it has become clear that the Court will not appoint a new member of the Supervisory Committee, the Board is charged with appointing one new member of the Supervisory Committee.

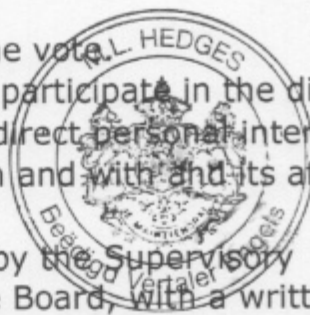
In these Articles of Association, 'inability to act' is taken to mean the situation where the member of the Supervisory Committee is unavailable for a period of more than (1) one month due to sickness or other causes.

Adopting resolutions

Article 10

1. Each Supervisory Committee member has one vote.
2. A Supervisory Committee member shall not participate in the discussions and decision-making if he has a direct or indirect personal interest that is in conflict with the interest of the Foundation and with its affiliated company or organisation.

If this means that no decision can be taken by the Supervisory Committee, the decision will be taken by the Board, with a written record



- of the considerations underlying the decision.
3. To the extent that these articles of association do not provide otherwise, the Supervisory Committee adopts resolutions by an absolute majority of the votes cast. Blank votes and invalid votes are regarded as not cast. If the votes with regard to the appointment of persons are equally divided, lots shall be drawn to decide; if the votes are divided equally in a further ballot, the chairman's vote shall be decisive.
 4. At a meeting at which all members are present or represented, valid resolutions can be adopted on all business transacted, on the understanding that the resolutions are adopted by unanimous vote, even if the provisions in the articles of association for convening and holding meetings have not been observed.
 5. The Supervisory Committee can also adopt resolutions without holding a meeting, if all Supervisory Committee members have been notified in writing of the proposal to such effect and if none of the members has objected to this form of decision-making.
 6. Voting on suspension or dismissal of persons shall be in writing. Voting on all other matters shall be orally, unless one of the members desires a written vote. Resolutions may be carried by acclamation, unless a person entitled to vote requests a vote by roll-call.
 7. Every Supervisory Committee member can have himself represented at all times but only by a fellow member of the Supervisory Committee and by virtue of a written proxy.
 8. A Supervisory Committee member cannot represent more than one (1) fellow member of the Supervisory Committee at a meeting.
 9. If members of the Board participate in the Supervisory Committee meeting in conformity with the provisions of article 9, paragraph 4 of the articles of association, these Board members will have a right to speak at the meeting, but they will not have voting rights.

The Board Composition

Article 11.

1. The Board of the Foundation consists of a maximum number of two (2) individuals to be decided on by the Supervisory Committee. The Board retains its powers, even if it is incomplete.
2. The Board members are appointed, suspended and dismissed by the Supervisory Committee.
3. Any vacancies shall be filled as quickly as possible.
4. Board members must be of age and must be natural persons who are not a member of the Supervisory Committee.
5. The Supervisory Committee appoints the chairman of the Board, who will have the title of director. The Board may itself arrange for a further division of the portfolio by means of regulations, which regulations require the prior approval of the Supervisory Committee.
6. The Supervisory Committee shall determine the salary and other conditions of employment of the Board members.



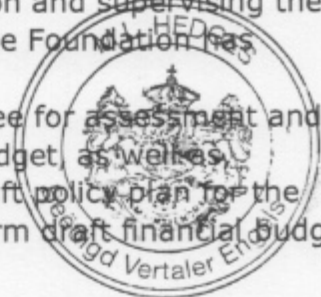
7. Every year, the Supervisory Committee or an assessment subcommittee set up by the Supervisory Committee and led by the Supervisory Committee chairman shall conduct an assessment interview with each Board member.
8. A Board member ceases to serve:
 - a. due to his resignation or dismissal;
 - b. due to his death;
 - c. due to his being dismissed by the court in cases provided for by the law;
 - d. due to his being dismissed by the Supervisory Committee;
 - e. due to his being declared bankrupt, his petitioning for suspension of payments, or his request for application of the debt rescheduling arrangement as referred to in the Bankruptcy Act;
 - f. due to his placement under guardianship, or judicial decision under which one or more of his assets falls under administration;
 - g. due to his no longer meeting the qualification requirement as referred to in article 11, paragraph 4;
 - h. due to his being dismissed by the Supervisory Committee for reasons of close family relationships or similar relationships as referred to in article 15;
 - i. due to his being dismissed by the Supervisory Committee for reasons of an
 - j. irreconcilable function as referred to in article 15.

Tasks and powers

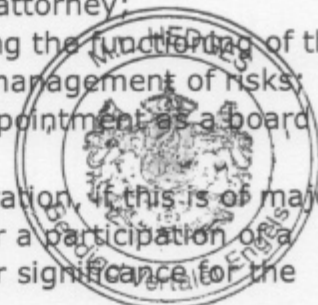
Article 12.

1. The Board is charged with managing the Foundation.
2. In the Foundation, all tasks and powers not assigned to other bodies by law or by the articles of association accrue to the Board. Its tasks include adopting an annual plan that provides insight into activities to be performed by the Foundation, the method of acquiring funds and the management and expenditure of the capital of the Foundation.

In carrying out their task, the focus of the Board members is on the interests of the Foundation and its affiliated company or organization.
3. The Board is authorized, but only with the prior approval of the Supervisory Committee, to decide to enter into agreements for the acquisition, sale and encumbering of registered property and to enter into agreements where the Foundation represents a third party or provides security for a debt of a third party, and commits to represent the Foundation with respect to these matters.
4. The Board represents the Foundation within and outside the law. The power of representation is equally vested in each Board member acting independently.
5. Without prejudice to the provisions of paragraph 1, the tasks of the Board include:
 - a. managing the organization on behalf of the Foundation and supervising the correct execution of tasks by third parties to which the Foundation has assigned activities to be executed;
 - b. adopting and submitting to the Supervisory Committee for assessment and approval an annual work plan and an annual draft budget, as well as, periodically but at least once every three years, a draft policy plan for the Foundation for the next three (3) years and a long-term draft financial budget for the Foundation;



- c. adopting and - before the first of June of the calendar year following the financial year to which the draft annual report and draft annual accounts pertain - submitting the draft annual report and draft annual accounts to the Supervisory Committee for assessment and approval;
 - d. promoting support for the Foundation and its activities within the Dutch and international legal community;
 - e. providing the Supervisory Committee in a timely fashion and at regular intervals with all the information it requires for the proper performance of its duties.
6. The Board must obtain the prior written approval of the Supervisory Committee for all decisions and legal acts, in addition to the decisions and legal acts referred to in paragraph 3 above, for:
- a. adopting the annual report and the annual accounts;
 - b. adopting and amending the policy plan prepared for any or a series of years;
 - c. adopting the vision that forms the operational basis of the organization, the policy, and the strategies; adopting the long-term financial budget of the Foundation as well as the budget for the next financial year, the associated annual plan and the resources to be made available for this plan, as well as substantive deviations from these;
 - d. investments, other financial transactions or legal acts which (i) exceed a value or amount to be decided annually by the Supervisory Committee and/or have not been determined by means of the budget, or (ii) relate to an issue to be determined by the Supervisory Committee;
 - e. entering into or amending agreements with providers of subsidies, sponsors and organizations associated with the Foundations if these agreements exceed a value or sum to be determined annually by the Supervisory Committee;
 - f. providing financial loans, entering into agreements in which a bank credit is granted to the Foundation and, other than for the use of a bank credit obtained with the approval of the Supervisory Committee, borrowing funds, if the amount of the credit or loan exceeds the limit set annually by the Supervisory Committee;
 - g. hiring an employee of the Foundation with a higher salary than the range permitted by the relevant job category;
 - h. filing a bankruptcy petition or petitioning for suspension of payment for the Foundation;
 - i. amending the articles of association;
 - j. dissolving the Foundation and designating the use of any assets left after liquidation;
 - k. adopting and amending the rules of procedure or other regulations;
 - l. assigning, changing or withdrawing a power of attorney;
 - m. the plan setting out the provisions for monitoring the functioning of the Foundation and for the timely notification and management of risks;
 - n. establishing, participating in or accepting an appointment as a board member of another legal entity;
 - o. entering into or terminating a long-term cooperation, if this is of major strategic significance for the Foundation, and/or a participation of a considerable scope and/or of strategically major significance for the Foundation, or terminating the same;



- p. entering into or reaching an amicable solution in lawsuits, including arbitration procedures, with the exception of:
 - 1. attaching assets before judgement; and/or
 - 2. taking legal action that cannot be postponed;
- q. any other Board resolutions clearly described and notified to the Board in writing in advance, with respect to which the Supervisory Committee has decided that these are subject to the approval of the Supervisory Committee.
- 7. Lack of approval by the Supervisory Committee of resolutions as referred to in paragraphs 3 and 6 shall not affect the representative authority of the Board or the Board members.
- 8. If requested to do so, the Board is held to inform the Supervisory Committee about other Board resolutions than those referred to above in paragraphs 3 and 6.

Conflict of interest

Article 13.

1. In all cases in which the Foundation has an interest that conflicts with that of one or several Board members, the Foundation may only be represented by the Board members with whom there is no conflict of interest, on the understanding that those members whose interests conflict with those of the Foundation are not or cannot be authorized to perform the acts in question.
2. Conflicting interests or entanglement of interests also include the performance of legal acts that have monetary value between the Foundation and:
 - a. the members of the Board;
 - b. persons with close family relationships or similar relationships with the persons mentioned above under a.;
 - c. legal entities of which the persons mentioned above under a. and b. are board members, supervisory body members or shareholders.
3. A Board member shall not participate in the discussions and decision-making, if he has a direct or indirect personal interest that conflicts with the interest of the Foundation. If this means that no Board resolution can be adopted, the resolution will be adopted by the Supervisory Committee.
4. The Board may decide to grant a power of attorney to one or several Board members as well as to third parties to represent the Foundation within the limits of this power of attorney. The representative authority of an official thus appointed cannot extend to cases in which the Foundation has an interest, as referred to above, that conflicts with the respective official's interest.

Working method and decision-making

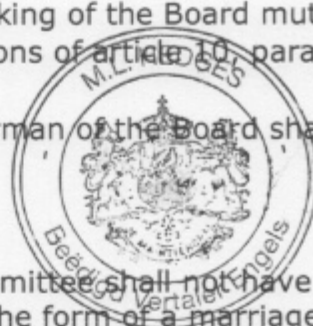
Article 14.

1. The Board shall convene as often as the chairman or other members of the Board deem necessary, stating the reasons.
2. The provisions of article 10 apply to the decision-making of the Board mutatis mutandis, although with the exception of the provisions of article 10, paragraphs 2 and 9.
3. If the votes are equally divided, the vote of the chairman of the Board shall be decisive.

Irreconcilable functions/relationships

Article 15.

1. The members of the Board and the Supervisory Committee shall not have any close family relationships or similar relationships in the form of a marriage, registered partnership, unmarried cohabitation, and consanguinity or relationship



by marriage to the third degree. A relationship as referred to above constitutes grounds for dismissal.

2. The members of the Board or the Supervisory Committee shall not simultaneously have the capacity of board member, founder, shareholder, supervisor or employee of:
 - a. an entity to which the Foundation either indirectly or directly grants all or a substantial part of the funds it has received;
 - b. an entity with which the Foundation structurally performs legal acts that have a monetary value.

A capacity as referred to above constitutes grounds for dismissal.

3. Each of the respective members of the Supervisory Committee and/or the Board is required to notify the Supervisory Committee chairman or, if the Supervisory Committee chairman himself is involved, the longest serving member of the Supervisory Committee immediately of the existence of a relationship as referred to in paragraph 1 and/or a capacity as referred to in paragraph 2. The Supervisory Committee shall put the dismissal of the person(s) concerned on the agenda for the next meeting.

Annual report/annual accounts and rendering account

Article 16.

1. The Board is required to keep records of the financial position of the Foundation and of all matters concerning the activities of the Foundation, in conformity with the requirements arising from such activities, and to keep the associated books, documents and other data carriers in such a way that the rights and obligations of the Foundation can be known at all times.

These records must also attest to:

- a. the amount of the salary paid to the Board members and any reimbursement of expenses accruing to the members of the Board and the Supervisory Committee;
 - b. the nature and extent of expenses incurred by the Foundation for the benefit of acquiring funds and the management of the Foundation, as well as the nature and extent of other expenses of the Foundation;
 - c. the nature and extent of the revenues of the Foundation;
 - d. the nature and extent of the assets of the Foundation.
2. Every year, before the first of June, the Board submits a draft annual report on the affairs in the Foundation and on the policy pursued to the Supervisory Committee for approval, taking into account the term stipulated in paragraph 3. Every year, before the first of June, the Board also submits the draft annual accounts, including the balance sheet and the statement of income and expenditure with explanatory notes, to the Supervisory Committee for approval, also taking into account the term referred to in paragraph 3. In the preparation of both the aforementioned documents, the Board takes into account the term stipulated in paragraph 3.
 3. Every year, within five (5) months after the end of the financial year, the Board draws up the final annual report and annual accounts as referred to in paragraph 2 and submits these documents to the Supervisory Committee for approval.
 4. The Supervisory Committee audits the documents as referred to in paragraph 3 and reports its findings to the Board. A registered accountant, to be appointed by the Board, assists the Supervisory Committee in auditing the annual accounts.
 5. After approval has been obtained, if applicable with due observance of the instructions of the Supervisory Committee, the Board adopts the annual report and annual accounts within six (6) months after the end of the financial year.
 6. The Board is required to provide to the Supervisory Committee and the

registered accountant with any information they wish to have, show them the cash and assets at their request, and make the books, documents and other data carriers of the Foundation available for inspection.

7. The Board is required to keep the books and documents referred to in the previous paragraphs for a period of seven (7) years.
8. The data provided on a data carrier, with the exception of the balance sheet and the statement of income and expenditure on paper, can be transferred onto and kept on another data carrier, provided the data are transferred correctly and completely, and are and remain available throughout the full retention period and can be made legible within a reasonable time.
9. Every year, the Board prepares a budget and submits these documents two (2) months before the beginning of the new financial year at the latest to the Supervisory Committee for approval. The Supervisory Committee shall adopt a budget within one (1) month before the beginning of the new financial year.

Regulations

Article 17.

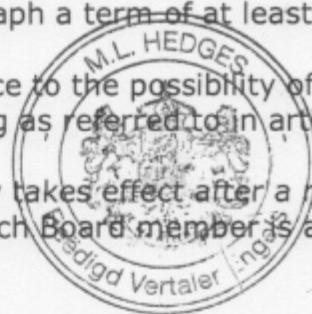
In further developing these articles of association, the Board may adopt, amend and abolish regulations, which shall not include any provisions that contravene these articles of association nor the law, even where these comprise no imperative right. The adoption, amendment or cancellation of regulations requires the prior approval of the Supervisory Committee.

Amendment of the articles of association

Article 18.

1. The articles of association can be amended by the Board after the Board has obtained the prior approval of the Supervisory Committee.
2. A resolution to amend the articles of association can only be adopted if this subject is included on the agenda of the respective meeting and upon prior written announcement of the amendment proposal has been notified in writing to the Board members and the Supervisory Committee members within the term as referred to in paragraph 4.
3. A resolution of the Supervisory Committee to grant approval for an amendment of the articles of association requires a majority of at least two thirds (2/3) of the votes cast at a plenary meeting with all members personally present. If not, all members are present at a meeting at which a proposal to amend the articles of association is discussed, a second meeting will be convened, to be held not earlier than two (2) and not later than four (4) weeks after the first meeting. At this second meeting, at which at least half the number of members must be present in person, the Supervisory Committee can adopt a legally valid resolution on the proposal as discussed at the first meeting, provided there is a majority of at least two thirds (2/3) of the votes cast.
4. The notice convening the meeting at which an amendment of the articles of association will be proposed must include a copy of the proposal in which the proposed amendment is set out verbatim. Contrary to the provisions of article 9, paragraph 5, for the notice convening the first meeting of the Supervisory Committee as referred to in the previous paragraph a term of at least two (2) weeks must be observed.
5. The provisions of this article are without prejudice to the possibility of adopting resolutions by unanimous vote outside a meeting as referred to in article 10, paragraph 4.
6. An amendment of the articles of association only takes effect after a notarial deed of said amendment has been drawn up. Each Board member is authorized to cause this deed to be executed.

Dissolution and liquidation



Article 19.

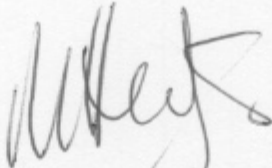
1. With respect to dissolution of the Foundation, the provisions of article 18, paragraphs 1 to 5 inclusive, apply mutatis mutandis.
2. In the dissolution resolution, the Board shall determine the allocation of any surplus remaining after liquidation. This allocation shall as far as possible be in compliance with the aim of the Foundation, on the understanding that the surplus:
 - a. is allocated either to another public benefit institution as referred to in article 5b of the General Law on State Taxes (Algemene Wet inzake rijksbelastingen) or an alternative provision, the aim of which matches the aim of the Foundation as closely as possible; or
 - b. serves the public interest in another way.
3. The liquidation shall be effected by the Board, which may also delegate the liquidation.
4. With the dissolution resolution, the Board also designates a custodian for the accounts, documents and other data carriers of the dissolved Foundation.
5. The provisions of Title 1, Book 2 of the Dutch Civil Code apply to the liquidation.

Conformity of the translation to the Dutch source text has been certified by Marilyn L. Hedges, M.A., sworn translator registered with the District Court of The Hague, Wbtv number: 4518.

A copy of the Dutch source text is attached to the English target text.

Place: The Hague

Date: 15 October 2022


Signature and stamp

