

Dossiernummer: 2025.0497.01
Ref: KH - 250126.V4

ESTABLISHMENT OF A FOUNDATION UNDER DUTCH LAW
(UNOFFICIAL TRANSLATION)

On this day, the twenty-eight of January, two thousand and twenty-six, the following person appeared before me, Karen Anne Hüpler-Hebben, a civil-law notary practising in Utrecht:

Ms Diana Cornelia Francisca Mackaij, employed and domicile chosen at the office of me, civil-law notary, 3581 CM Utrecht, Maliebaan 6, born in Utrecht, the Netherlands on the thirtieth day of October nineteen hundred and seventy-two, duly acting in this matter as the holder of a written power of attorney granted by: Mr Eduard Jurgen Verbeke, born in Hilversum, the Netherlands, on the twelfth day of March nineteen hundred and seventy-six, residing at 1251 CS Laren, Houtweg 23, married.

The person appearing, acting in the aforesaid capacity, declared that, through this deed, she wishes to establish a foundation under Dutch law and adopt the following articles for that foundation:

ARTICLES OF ASSOCIATION

DEFINITIONS

Article 1

1. In these articles of association, the terms set out below have the meanings stated next to them

audit committee: the committee described in more detail in article 16.

board: the board of the foundation.

board member: a member of the board of the foundation, unless indicated otherwise.

days: all days of a week and therefore not excluding generally recognised public holidays or days equated therewith on the basis of the General Extension of Time Limits Act.

supervisory board: means the supervisory board of the foundation.

in writing: a message transmitted by letter, e-mail or any other electronic means of communication, provided the message is legible and can be reproduced.

articles of association: the articles of association of the foundation.

foundation: the foundation whose internal organisation is governed by these articles of association, namely the foundation: Stichting voor Open Contracting.

2. References to articles are references to articles of these articles of association, unless expressly indicated otherwise.
3. Reference in these articles of association to 'he' is also deemed to refer to 'she' and 'them' of 'those'. References in these articles of association to 'his'

(other than as a verb) or 'him' are also meant to refer to 'her' and 'them' or 'their'.

NAME. REGISTERED OFFICE**Article 2**

1. The name of the foundation is: **Stichting voor Open Contracting**.
2. The abbreviated name of the foundation is: **StichtingOC**.
3. The foundation has its registered office in the municipality of Amsterdam, The Netherlands.

OBJECTS**Article 3**

1. The objects of the foundation are:
 - a. to promote a democratic legal order by supporting and implementing transparent, fair, and inclusive tendering and procurement processes within the public and semi-public sectors;
 - b. to promote sustainable communities and a sustainable living environment, including by encouraging open and responsible public spending that contributes to social, ecological, and economic sustainability;
 - c. developing and strengthening just, inclusive, and resilient societies by reducing corruption, increasing access to markets for diverse businesses, and promoting fair competition.
2. The foundation attempts to achieve the objects as described in paragraph 1. of this article by, among other things:
 - a. developing, implementing, and promoting standards, guidelines, and tools for open contracting;
 - b. conducting and publishing research, policy advice, and best practices;
 - c. organizing training courses, workshops, seminars, and public campaigns to promote awareness and knowledge sharing;
 - d. collaborating with governments, civil society organizations, knowledge institutions, companies, and international partners focused on transparency, openness and innovation in the public and public-private domain,and furthermore by doing any and all things that are directly or indirectly related thereto or that may be conducive thereto, all of this in the broadest sense of the word.
3. The board ensures that activities contribute to the statutory objectives in paragraph of this article.
4. The foundation does not have a profit motive.
5. The foundation aims to operate as an institution for general public advancement within the meaning of Article 5b of the *Algemene wet inzake rijksbelastingen* (Dutch State Taxes Act).

ASSETS**Article 4**

1. The foundation's capital is formed by all contributions, grants, gifts, bequests, testamentary dispositions and other income that is received.
2. Appointments as heir may only be accepted under the benefit of inventory.

3. The foundation's assets serve to achieve the foundation's objects. No natural person or legal entity may dispose of the foundation's assets as if they were his own assets.

BOARD: COMPOSITION. APPOINTMENT. REMUNERATION. ANCILLARY POSITIONS

Article 5

1. The board of the foundation consists of a number of at least three and at most five natural persons, which will be determined by the supervisory board.
2. Board members are appointed by the supervisory board, on the understanding that:
 - a. before a board member is appointed, the board will assess his integrity, quality and suitability for the position of director;
 - b. a board member cannot also be a member of the supervisory board;
 - c. at least half of the number of board members must live and/or work in the Netherlands;
 - d. a board member:
 - i. may not be related to another board member or be a member of the supervisory board, in which connection, related is defined as: blood relatives and relatives by marriage up to and including the fourth degree, in which connection cohabitation is considered equivalent to a marriage;
 - ii. may not have a relationship with another board member or member of the supervisory board, in which connection a relationship is defined as: a marriage, registered partnership or cohabitation or conducting a joint household in any other way.
3. Board members are appointed for a period of at most three years and can be reappointed two times for a period of at most three years each time.
4. The supervisory board appoints a chair and a vice-chair from among the board members.
5. The determination of the financial compensation and the regulation of the other conditions subject to which the activities are performed by a board member, is performed by the supervisory board. The financial compensation and the regulation of the other conditions concern exclusively the working relationship between a board member and the foundation. In his capacity of board member under the articles of association, a board member therefore receives no direct or indirect remuneration. A reasonable compensation of the expenses incurred by a board member for the benefit of the foundation is permitted.
6. The allowances described in paragraph 5 of this article are shown and further explained in the foundation's annual accounts.

BOARD: SUSPENSION. DISMISSAL. ABSENCE AND INABILITY TO ACT

Article 6

1. A board member can be suspended and/or dismissed by the supervisory board at all times.
2. A suspension applies for at most three months, unless the supervisory board has resolved before the end of that period to extend the term once by at

most three months. A suspended director is afforded the opportunity to defend himself before the supervisory board and to have himself assisted by counsel on that occasion. The suspension will end if the supervisory board does not resolve to dismiss the suspended board member or if the period of suspension is not extended on time.

3. A board member retires:
 - a. as a result of his death;
 - b. as a result of his voluntary resignation;
 - c. as a result of his dismissal by the supervisory board;
 - d. as a result of his dismissal by the District Court on the basis of Article 2:298 of the Dutch Civil Code;
 - e. as a result of the loss of the right to dispose of all of his assets.
4. In the event a board member is absent or unable to act, the remaining board member(s) will temporarily carry out the management. A board lacking one or more members retains its powers in full. The supervisory board is obliged, however, to convene a general meeting as soon as possible at which the filling of the vacancies is discussed as soon as possible.
5. If all board members are absent or unable to act, the foundation will be managed temporarily by one or more persons each time appointed for this purpose by the supervisory board. A person as referred to in the previous sentence cannot be appointed by the supervisory board from its midst. As regards acts of management performed during this period, the appointed persons are considered equivalent to board members.
If the board is absent, the supervisory board has not appointed a person, each person involved will have the right to request the District Court of the jurisdiction in which the foundation has its registered office to appoint a board member.
6. Absence applies if:
 - a. a vacancy arises as a result of retirement or dismissal whereby no immediate successor has been appointed; or
 - b. as a result of the death of a board member.
7. Inability to act applies in any case as a result of:
 - a. suspension;
 - b. illness lasting longer than one month; or
 - c. inaccessibility lasting longer than one month,

a board member is unauthorised or unable to carry out the tasks or to exercise the powers conferred on board members under or pursuant to the law, these articles of association or the regulations of the foundation.

BOARD: TASK. POWERS**Article 7**

1. The board is charged with the management of the foundation. In fulfilling their tasks, every board member must be guided by the policy of the foundation and its organisation.
2. Each board member is obliged to act in accordance with the articles of association. The responsibilities, powers and tasks of the board may be laid down in separate regulations.

3. As such, the board is authorised to transfer one or more of its tasks and/or powers to other parties, provided these are described clearly. The party that exercises powers on this basis acts in the name of and under the responsibility of the board.
4. The board is authorised to resolve to conclude agreements to acquire, dispose of or encumber property subject to registration, but only in so far as this is related to a gift or inheritance and with due observance of the provisions of paragraph 5 of this article. The board is not authorised to conclude agreements whereby the foundation binds itself as guarantor or as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.
5. The prior approval of the supervisory board is required for resolutions of the board with respect to:
 - a. the conclusion of credit agreements and loan agreements;
 - b. the adoption of the annual budgets and the annual accounts;
 - c. the adoption of the policy plans or long-term plans drawn up for any year or series of years;
 - d. a drastic change to the policy plans or long-term plans determined for any year or series of years;
 - e. the foundation's strategy that should result in the realisation of its objects under the articles of association;
 - f. the financing of the foundation's strategy, including the transfer of funds above a threshold to be agreed by the supervisory board, and the approval of grant agreements and fee for service contracts;
 - g. the termination of the employment of a considerable number of employees at the same time or within a short period of time;
 - h. a drastic change to the terms of employment of a significant number of employees;
 - i. an amendment to the articles of association and dissolution of the foundation, including the determination of the profit appropriation;
 - j. the provision of and taking out loans or credit;
 - k. the formation of a new legal entity as well as the adoption of the articles of association of a new legal entity;
 - l. the sustained direct or indirect cooperation with other legal entities, as well as ending such a cooperation, if this cooperation or ending is of major significance;
 - m. file for bankruptcy or submit an application for a suspension of payment;
 - n. grant power of attorney or other continuous general or limited power of representation as well as the withdrawal or changing thereof.
 - o. conducting proceedings that are not collection procedures, preliminary relief proceedings or employment proceedings.
 - p. transfer of part of the foundation's activities;
 - q. termination of the foundation's activities or an important part thereof;
 - r. an important decrease, expansion or other change to the foundation's activities;
 - s. a change to the organisational structure;

- t. entering into agreements for the acquisition, sale or encumbrance of property subject to registration.
- u. merger or demerger of the foundation, including the resolution to sign a motion to carry out a merger or demerger.

BOARD: ADOPTING RESOLUTIONS. CONFLICT OF INTEREST

Article 8

- 1. The board meets at least three times per year.
- 2. Each board member is authorised to convene a meeting in writing stating the subjects to be handled, subject to a term of at least five days, not including the day of convening and the day of the meeting.
If the meeting was not convened in writing or subjects are handled that were not stated in the convening notice, or the meeting was convened subject to a term of less than five days, it will nevertheless be possible to adopt resolutions provided all board members in office are present or represented at the meeting.
- 3. Board meetings may also be held by means of telephone or video conferencing, or by means of any other method of communication, provided each board member can be heard simultaneously by all others.
- 4. The board appoints its own chair of the meeting.
- 5. Board members are expected to adopt resolutions on the basis of consensus if possible. The board can make decisions by a majority of three-quarters (seventy-five percent) of the valid votes cast. Each board member has the right to cast one vote. A board member has the right to have himself represented by a fellow board member.
The motion is rejected if the votes are tied. The board notifies the supervisory board thereof in writing.
- 6. The board may also adopt resolutions in writing without holding a meeting, whereby no resolution is excluded from this manner of adopting resolutions, but only insofar as none of the board members opposes this form of adopting resolutions.
- 7. Minutes are kept of the proceedings at the meeting. The board may resolve that a list of resolutions be drawn up instead of minutes.
- 8. Board members will have the interest of the foundation prevail over their own interest and refrain from benefiting themselves or their relatives.
- 9. In the event a board member has a direct or indirect personal interest that conflicts with the interest of the foundation, he will be required to report this to the other board member(s) and to the chair of the supervisory board and will provide all relevant information in this connection.
- 10. The board member is obliged to refrain from taking part in the deliberations and the adoption of resolutions concerning the matter in respect of which the conflict of interest applies, he does not have the right to vote in respect thereof and he is not taken into account for a possible quorum that applies in connection with adopting resolutions.
- 11. If all board members have a conflict of interest as referred to in paragraph 9 of this article, the resolution will be adopted by the supervisory board.
- 12. The board arranges for a careful record of the adoption of resolutions in case of a conflict of interest as referred to in paragraph 9 of this article.

PROVISION OF INFORMATION BY THE BOARD

Article 9

1. The board provides the supervisory board in time with the information and data required for performing its duties including information and data that are or could be related in any way to the matters set out in article 7 paragraph 5.
2. The board reports to the supervisory board regularly and, in any event as often as requested by the supervisory board, concerning the status of the development of the strategy and the policy of the foundation as well as the financial course of events within the foundation and concerning the management and control systems applied.
3. Further provisions regarding the provision of information as referred to in this article may be laid down in an information protocol to be adopted jointly by the board and the supervisory board.

REPRESENTATION

Article 10

1. The foundation is represented by the board. The foundation is also represented by the chair and the vice-chair of the board acting jointly.
2. The board may resolve to grant power of attorney to one or more third parties to represent the foundation within the limits of that power of attorney. The board may furthermore resolve to grant a title to authorised representatives.
3. The board shall notify the Commercial Register of the Chamber of Commerce of the granting of the continuous power of representation.

SUPERVISORY BOARD: COMPOSITION. APPOINTMENT. REMUNERATION

Article 11

1. The foundation has a supervisory board.
2. The supervisory board consists of a number of at least three and at most five natural persons to be determined by the supervisory board.
3. The members of the supervisory board are appointed by the supervisory board, on the understanding that:
 - a. a member of the supervisory board:
 - i. may not be related to another member of the supervisory board or a board member, in which connection related is defined as: blood relatives and relatives by marriage up to and including the fourth degree, in which connection cohabitation is considered equivalent to a marriage;
 - ii. may not have a relationship with another member of the supervisory board or a board member, in which connection a relationship is defined as: a marriage, registered partnership or cohabitation or conducting a joint household in any other way.
 - b. the chair of the supervisory board is appointed to that position as such.
4. For each vacancy, the supervisory board provides the board with the name of the person it wishes to appoint, his age, profession and the positions held by him now or previously insofar as they are relevant in connection with the performance of the duties of a member of the supervisory board. It will also be stated to which legal entities he is already affiliated as a member of the supervisory board; if this includes legal entities that form part of the same

group it will be sufficient to indicate the name of this group. The recommendation and nomination for an appointment or reappointment will be substantiated. In case of a reappointment, account will be taken of the way in which the candidate has fulfilled his duties as a member of the supervisory board.

5. The supervisory board will not appoint a member of the supervisory board until after the board has provided its advice regarding the proposed appointment within two weeks after it was asked to do so or was afforded the opportunity to provide advice.
6. The appointment of a member of the supervisory board applies for a period of at most three years. A member of the supervisory board can be reappointed consecutively twice for a period of at most three years.
7. Members of the supervisory board do not receive remuneration, neither directly nor indirectly.
Members of the supervisory board may be entitled to reimbursement of the reasonable costs incurred by them when carrying out their duties.
8. The allowances described in paragraph 7 of this article are shown and further explained in the foundation's annual accounts.

SUPERVISORY BOARD: SUSPENSION. DISMISSAL. ABSENCE AND INABILITY TO ACT**Article 12**

1. The supervisory board is authorised to dismiss or suspend a member of the supervisory board.
2. A resolution to dismiss or suspend a member of the supervisory board is adopted by a simple majority of the votes cast in which connection the vote of the member of the supervisory board concerned is not taken into account at a meeting at which all members must be present or represented, possibly with the exception of the member of the supervisory board in question.
3. Resolutions to suspend lapse by operation of law if the supervisory board does not dismiss within three months after the suspension.
4. A member whose suspension or dismissal is the subject of deliberations must be offered the opportunity to be heard at the meeting and has the right to defend himself or to account for himself.
5. A member of the supervisory board retires at the moment he is in a situation that involves a breach of article 11 paragraph 3 under a.
6. A member of the supervisory board furthermore retires:
 - a. as a result of his death;
 - b. as a result of his voluntary resignation (retirement);
 - c. as a result of the loss of the right to dispose of all of his assets;
 - d. as a result of the expiry of the term for which he was appointed;
 - e. as a result of dismissal by the supervisory board.
7. If one or more members of the supervisory board are absent or unable to act, the remaining members or the remaining member will temporarily carry out all of the tasks of the supervisory board. A supervisory board that is not plenary will nevertheless remain fully authorised.
8. In the event all members of the supervisory board or the sole member of the supervisory board are/is absent or unable to act, supervision will be carried

- out temporarily by a person each time appointed for this purpose by the supervisory board.
9. In the event the supervisory board has not appointed a person as referred to in paragraph 8 of this article, the board will appoint a person who carries out supervision temporarily, whether not at the request of an interested party. In the event supervision is not temporarily arranged for in this manner either, each former member of the supervisory board will be authorised to appoint such a person at the request of an interested party.
 10. Absence applies if:
 - a. a vacancy arises as a result of retirement or dismissal whereby no immediate successor has been appointed; or
 - b. a member of the supervisory board dies;Inability to act applies in any event as a result of:
 - a. suspension;
 - b. illness lasting longer than two months; or
 - c. inaccessibility lasting longer than two months,a board member is temporarily not authorised or unable to carry out the tasks or to exercise the powers conferred on board members under or pursuant to the law, these articles of association or the regulations of the foundation.

SUPERVISORY BOARD: TASKS. POWERS**Article 13**

1. The supervisory board is charged with supervising the policy of the board and the foundation's general course of events. The supervisory board provides the board with advice concerning board resolutions both in anticipatory and reflective manner. When performing their duties, members of the supervisory board must be guided by the interest of the foundation and its organisation.
2. The supervisory board appoints the accountant of the foundation as referred to in article 18 paragraph 4 following consultation with the board.
3. The supervisory board has access to all locations of the foundation and has the right at all times to inspect the documents and books of the foundation. The supervisory board may issue directions to the board concerning the type of information to be provided as well as the manner and frequency of the provision of information.
4. The supervisory board may regulate its activities and all matters pertaining to its operation in separate regulations.
5. After the supervisory board has notified the board thereof, it may have itself assisted in the performance of its task by one or more experts for the account of the foundation.

SUPERVISORY BOARD: MEETINGS. ADOPTING RESOLUTIONS. CONFLICT OF INTEREST**Article 14**

1. The supervisory board meets at least three times per year and as often as a member of the supervisory board or the board deems necessary.
2. Meetings are convened by the chair of the supervisory board or on his behalf by a person to be designated for this purpose by him, while stating in writing

the subjects to be handled, subject to a term of at least five days, not including the day of convening and the day of the meeting.

If the meeting was not convened in writing or subjects are handled that were not stated in the convening notice, or the meeting was convened subject to a term of less than five days, it will nevertheless be possible to adopt resolutions provided all members of the supervisory board in office are present or represented at the meeting.

3. Supervisory board meetings are chaired by the chair of the supervisory board. The meeting appoints its own chair in the absence of the chair.
4. Members of the supervisory board are expected to adopt resolutions on the basis of consensus if possible. Resolutions can only be adopted at meetings of the supervisory board if more than half of the members of the supervisory board are present in person or represented at the meeting and by a simple majority of the votes. A member of the supervisory board may have himself represented by another member. An authorised representative can only act in that capacity on behalf of one other member of the supervisory board.
5. Each member of the supervisory board has the right to cast one vote. Blank votes will be deemed to not have been cast. The motion is rejected if the votes are tied.
6. Meetings of the supervisory board are attended by the board, unless the supervisory board has indicated while providing the reasons that it wishes to meet without the board. A board member does not have the right to vote at meetings of the supervisory board but merely has an advisory vote.
7. Minutes are drawn up of the proceedings at meetings of the supervisory board by a person appointed by the chair of the meeting. A list of resolutions and/or an action item list may be drawn up instead of the minutes.
8. Meetings of the supervisory board may also be held by means of telephone or video conferencing, or by means of any other method of communication, provided each participating member of the supervisory board can be heard simultaneously by all others.
9. The supervisory board may also adopt resolutions in writing without holding a meeting, in which connection no resolution is excepted from this manner of adopting resolutions, by a simple majority of the votes and only in so far as none of the members of the supervisory board opposes this manner of adopting resolutions. The resolution will be included in the report of the next supervisory board meeting.
10. Each member of the supervisory board guards against a conflict between himself and the foundation.
11. In the event a member of the supervisory board has a direct or indirect personal interest that conflicts with the interest of the foundation and its organisation, he will be required to report this to the other members of the supervisory board.
12. The member of the supervisory board is obliged to refrain from taking part in the deliberations and the adoption of resolutions concerning the matter in respect of which the conflict of interest as referred to in paragraph 11 of this article applies, he does not have the right to vote in respect thereof and he is

- not taken into account for a possible quorum that applies in connection with adopting resolutions.
13. In the event all members of the supervisory board have a conflict of interest as referred to in paragraph 11 of this article, the supervisory board may nevertheless adopt resolutions provided the considerations that form the basis for the resolution are laid down in writing.
 14. The supervisory board arranges at all times for a careful record of the resolutions adopted in case of a conflict of interest as referred to in paragraph 11 of this article.

COMMITTEES**Article 15**

1. Both the board and the supervisory board are authorised to form and abolish one or more committees with due observance of the provisions of paragraph 2 of this article.
2. The supervisory board can only form an audit committee as set out in more detail in article 16.
3. The body that forms a committee determines the task and powers of the committee in question.
4. The members of the committees are appointed and dismissed by the body that formed the committee in question.

AUDIT COMMITTEE**Article 16**

1. The supervisory board may form an audit committee. The supervisory board appoints the members of the audit committee, which committee consists of one or more members of the supervisory board.
2. The audit committee is charged more in particular with the supervision of the board in respect of the financial affairs within the foundation and with those tasks and powers as these may be indicated in regulations. Those regulations also provide further rules concerning the procedures and powers of the audit committee.

REGULATIONS**Article 17**

1. The board is authorised to adopt one or more regulations in which those subjects are regulated in respect of which further regulation is deemed desirable. The adoption, amendment or cancellation of regulations requires the prior approval of the supervisory board.
2. Contrary to the provisions of paragraph 1 of this article, the supervisory board is authorised to adopt and amend:
 - a. the supervisory board regulations;
 - b. the audit committee regulations.These regulations are adopted, amended or withdrawn in consultation with the board.
3. Regulations must not conflict with the law or these articles of association.

ANNUAL ACCOUNTS. DIRECTORS' REPORT.**Article 18**

1. The foundation's financial year coincides with the calendar year.

2. The board is obliged to keep records of the financial position of the foundation and of everything concerning the foundation's activities, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the foundation's rights and obligations can be known from them at any time and in which connection receipts and payments are clearly traceable to the source and destination and in which connection it is clear who assumed which obligations on behalf of the foundation at what time.
3. The board is required to draw up the balance sheet and the statement of income and expenditure of the foundation with accompanying notes (annual accounts) and to put them down in writing each year within six months after the end of the financial year. The board is also obliged to draw up a directors' report within that same period.
4. Before the annual accounts are adopted as referred to in paragraph 5 of this article, they may be audited by an accountant as referred to in Article 2:393 paragraph 1 of the Dutch Civil Code, who will report on this to the board and to the supervisory board. The accountant is appointed in accordance with the provisions of article 13 paragraph 2.
5. The board adopts the annual accounts and presents them to the supervisory board for approval in advance. The annual accounts are signed by all board members and each member of the supervisory board; if the signature of one or more of them is absent, such will be stated while providing the reason therefor.
6. The board draws up a budget and a (long-term) policy plan for the next financial year before the end of the financial year and presents these to the supervisory board for approval.
7. The board is obliged to keep the books, documents and other data carriers referred to in paragraphs 2 and 3 of this article for a period of seven years.

AMENDMENT TO THE ARTICLES OF ASSOCIATION. MERGER. DIVISION

Article 19

1. The board is authorised to amend these articles of association and to resolve to perform a merger or demerger, which resolutions must be approved in advance by the supervisory board.
2. A copy of the motion that includes the proposed amendment verbatim must be enclosed with the notice convening the meeting at which an amendment to the articles of association is to be made.
3. The amendment to the articles of association does not enter into effect until after a notarial deed in respect thereof has been drawn up.

DISSOLUTION

Article 20

1. The board is authorised to dissolve the foundation, which resolution must be approved in advance by the supervisory board.
2. The foundation will continue to exist after its dissolution insofar as necessary for the liquidation of its assets.
3. The liquidation will be performed by the board.
4. The provisions of these articles of association continue to apply as much as possible during liquidation.

5. With the prior approval of the supervisory board, any positive balance of the dissolved foundation is allocated to a legal entity to be determined by the board within the meaning of Article 5b State Taxes Act and which legal entity has an objective that is comparable to that of the foundation, or to a foreign institution that serves the public benefit exclusively or almost exclusively and that has a similar objective for at least ninety percent.
6. Following liquidation, the books and documents of the dissolved foundation will remain in the custody of the person designated by the board for a period of seven years.

FINAL PROVISION**Article 21**

The board decides in all cases not provided for in law or these articles of association following approval by the supervisory board.

FINAL DECLARATION

The person appearing, acting in the aforementioned capacity, finally declared that:

- a. the following persons are appointed as the first board members of the foundation:
 - Mr Eduard Jurgen Verbeke, born on the twelfth of March nineteen hundred and seventy-six and serving as vice-chairperson;
 - Mr Jesse Renema, born on the sixteenth of July nineteen hundred and eighty-nine;
 - Mrs Kathrin Frauscher, born on the fourth of January nineteen hundred and eighty and serving as chairperson;
- b. the following persons are appointed as the first members of the foundation's supervisory board:
 - Mr Steve Ira Chaplain, born on the thirty-first of January nineteen hundred and seventy, in the position of chair of the supervisory board;
 - Mr Alan Detheridge, born on the fourth of October nineteen hundred and fourty-seven;
 - Mr Gavin Rot Francis Hayman, born on the first of December nineteen hundred and seventy-two.

POWER OF ATTORNEY

The power of attorney is evidenced by one private deed, which is attached to this deed. (**Appendix**).

FINAL CLAUSES

The person appearing has sufficiently proved her identity to me, the civil-law notary. Furthermore, I, the civil-law notary, communicated the substance of the deed to the person appearing and provided an explanation thereto, including the consequences that arise from the content of the deed. The person appearing declared that she had taken cognisance of the content of the deed and agreed thereto. The person appearing also declared that she agreed expressly to the limited reading of the deed. Immediately after its limited reading, the deed was signed by the person appearing and then by me, the civil-law notary. This deed was executed in Utrecht on the date stated at the beginning of this deed.