

*Office translation of a deed of incorporation. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch version, which will be executed and deposited at the Commercial Register, will prevail. Both in this translation and in the Dutch version the definitions in article 1 are listed in alphabetical order. This means that the order of the definitions in this translation differs from the order in the Dutch version.*

*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.*

## **INCORPORATION**

*(Stichting Viva Foundation NL )*

Today, the sixth day of October two thousand and twenty-five appeared before me, Mr. Sebastiaan van Dugteren, hereinafter referred to as 'civil-law notary', here acting as deputy of Mr. Jan Piet van Harseler, civil-law notary, practicing in Amsterdam, The Netherlands:

mister Jonas Jan Duker, born in Amsterdam on the first day of February two thousand and two, officiating at the offices of me, civil-law notary, with my office at De Lairesestraat 20, 1071 PA Amsterdam, here acting as authorized representative of:

1. miss **Meleney Bough Kriel**, residing at adress Portion 8, Collin Road R515, Farm Louwsbaken, Cullinan 1000 (South-Africa), born in Colesberg (South Africa) on the sixth of May nineteen hundred and sixty-five, married to mister Leon Ivan Kriel, hereinafter to be referred to as the "**Incorporator 1**";
2. mister **Leon Ivan Kriel**, residing at adress Portion 8, Collin Road R515, Farm Louwsbaken, Cullinan 1000 (South-Africa), born in East-Londen (South Africa) on the second of March nineteen hundred and sixty-three, married to miss Meleny Bough Kriel, hereinafter to be referred to as the "**Incorporator 2**";
3. mister **Leander Rogier Grooten**, residing at adress Kortestraat 16, 7101 JE Winterswijk, born in Winterswijk on the first of March nineteen hundred and seventy-six, married to miss Joanne Mengers, hereinafter to be referred to as the "**Incorporator 3**"; and

4. miss **Joanne Mengers**, residing at adress Kortestraat 16, 7101 JE Winterswijk, born in Winterswijk on the eleventh of June nineteen hundred and seventy-six, married to mister Leander Rogier Grooten, hereinafter to be referred to as the "**Incorporator 4**".

Incorporator 1, Incorporator 2, Incorporator 3 en Incorporator 4 hereinafter together to be referred to as the "**Incorporators**".

The persons appearing declared that they incorporate a foundation to be governed by the following

### **Articles.**

#### **Article 1.**

##### **Definitions of concepts.**

The concepts used in these articles of association are defined below:

- *Articles*: the articles of the Foundation as they will read from time to time;
- *Foundation*:  
the legal entity to which the Articles appertain;
- *In Writing*:  
by letter, by fax, by e-mail or by message which is transmitted via any other current means of communication and which can be received electronically or in the written form, provided that the identity of the sender can be sufficiently established;
- *Management Board*:  
the management board of the Foundation.

#### **Article 2.**

##### **Name and official seat.**

1. The name of the Foundation is: Stichting **Viva Foundation NL**.
2. The Foundation has its official seat in the municipality of Winterswijk.

#### **Article 3.**

##### **Objectives.**

1. The objectives of the Foundation are promoting the youth welfare, quality and equality in education, particularly for underprivileged children and young people, development cooperation, the development of art and music, and providing assistance to victims of crime and to perform all such further acts and activities as are in the widest sense connected therewith, incidental thereto and/or which may be conducive thereto.
2. The Foundation shall make every effort inter alia to attain and accomplish its objectives by:
  - organizing and implementing care activities for young people of socially disadvantaged and underprivileged parents;

- conducting educational and life skills workshops for socially disadvantaged or underprivileged youth and adults;
  - conducting awareness and prevention campaigns to curb the occurrence of physical, mental and sexual violence;
  - providing support for victims of physical, mental, and sexual violence;
  - conducting volunteer services at home and abroad;
  - developing cooperation through the implementation of various projects and programs, including, early childhood development programs, education, development of the arts and music;
  - sponsorship programs for orphans and vulnerable children, programs for victims of sexual abuse, awareness campaigns, promotion of equality and providing quality and equality in education and development for underprivileged children, youth and families;
  - cooperation with and support of public corporations or other non-profit organizations abroad, particularly in South Africa and Brazil, but also elsewhere, in the form of project work, assistance relationships, volunteer services, and material and/or financial support.
3. The objectives of the Foundation include: accepting (or renouncing or not accepting) acquisitions under inheritance law or gift, even if a condition or obligation is attached thereto.
4. The objective of the Foundation is not to gain profits.

#### **Article 4.**

##### **Assets.**

1. The assets of the Foundation will be formed and created from:
  - a. subsidies and other contributions;
  - b. gifts, bequests and legacies;
  - c. all other acquisitions and gains.
2. The Foundation may accept bequests only with the benefit of inventory.

#### **Article 5.**

##### **Management Board.**

1. The Management Board shall consist of a number of at least three (3) members, whose exact number is to be determined by the Management Board.  
The Management Board members shall be appointed by the Management Board and the first time by means of the present deed.
2. The Management Board (with the exception of the first Management Board, the members of which are appointed in office), shall elect out of its body a chairman, a secretary and a treasurer.  
The positions of secretary and treasurer may also be held by one person.

3. The Management Board members shall be appointed for an indefinite period of time.
4. If one or more vacancies are created on the Management Board the remaining Management Board members unanimously (or the sole remaining Management Board member) shall fill it or them by the appointment of one or more successor(s) within three months after the creation of the vacancy or vacancies.
5. If there is any disagreement among the remaining Management Board members about the appointment and also if at any time all the Management Board members should be lacking before the vacancy/vacancies created has/have been filled and furthermore if the remaining Management Board members should fail to fill the vacancy/vacancies within the period mentioned in paragraph 4 of this article they shall be filled by the court on request of any interested party or on demand of the public prosecutor's office.

**Article 6.**

**Meetings of the Management Board and resolutions of the Management Board.**

1. The meetings of the Management Board shall be held at the place specified in the notice of meeting.
2. One meeting shall be held at least every six months.
3. Furthermore, meetings shall be held whenever the chairman deems the holding thereof desirable or if one of the other Management Board members makes a request In Writing to that effect to the chairman, at the same time specifying the items of business to be discussed and considered at such a meeting.  
Should the chairman fail to comply with such a request in a way that the meeting can be held within three weeks of receipt the said request, the applicant shall be entitled to convene a meeting himself, with due observance of the formalities required.
4. At least seven days' previous notice of any such meeting shall be given by the chairman In Writing - subject to and with due observance of the provisions laid down in paragraph 3 of this article -, excluding the day on which notice of meeting is given and the day designated for the meeting.
5. The convening notices shall - in addition to place, date and hour of the meeting - state and specify the items of business to be discussed and considered thereat. Meetings of the Management Board may also be held by means of telephone or video conferences or by any other means of communication provided that every participating Management Board member can be heard by all the others simultaneously.
6. If the regulations and requirements given and made by the Articles for the convening and holding of meetings have not been duly observed and complied

with, valid resolutions may nevertheless be tabled and passed at a meeting of the Management Board on all items of business that are brought up for discussion thereat, provided always that at the meeting of the Management Board concerned all the Management Board members are present and provided that the resolutions in question are taken by a unanimous vote.

7. The meetings shall be presided over by the chairman of the Management Board; if the latter is absent, the meeting itself shall designate its chairman.
8. Minutes of the business transacted at the meetings shall be taken by the secretary or by one of the other persons present to be invited and designated for that purpose by the chairman of the meeting.

The minutes shall be confirmed at the next meeting and shall in witness thereof be signed by the chairman and the secretary of that meeting.

The minutes can also be signed electronically provided that the identity of the signatories can be sufficiently established.

9. The Management Board may pass valid resolutions at the meeting only if the majority of its members from time to time entitled to vote is present or represented at the meeting.

A Management Board member may cause himself to be represented at the meeting by a fellow Management Board member upon production of a written power of attorney, which is in a form being satisfactory to the chairman of the meeting.

In this connection a Management Board member can act as attorney for only one fellow Management Board member.

The Management Board member that has a direct or indirect personal interest which conflicts with that of the Foundation and the organization connected with it, immediately gives notice thereof to the other Management Board members and provides all relevant information thereto.

The other Management Board members decide without the presence of the Management Board member involved whether there is an interest which conflicts with that of the Foundation and the organization connected with it.

A Management Board member does not participate in the discussions and the decision-making if the relevant Management Board member has a direct or indirect personal interest which conflicts with that of the Foundation and the organization connected with it.

If, as a consequence thereof no resolution of the Management Board could be adopted, the resolution will be adopted nevertheless by the Management Board with written record of the considerations underlying the resolution.

10. The Management Board may pass resolutions without holding a meeting, provided that all the Management Board members have cast their votes In Writing.

The provisions in the preceding sentence also apply to resolutions to amend the Articles or to dissolve the Foundation.

For decision making without holding a meeting the same majorities apply as for decision making in a meeting.

A report of a resolution passed without holding a meeting shall be drawn up by the secretary, upon adding the votes cast, which report shall be added to the minutes after it has been countersigned by the chairman.

11. Each Management Board member shall be entitled to cast one vote.

To the extent that the Articles prescribe no larger majority, all resolutions of the Management Board shall be passed by absolute majority of the valid votes cast. If the votes are tied, then no decision shall be taken.

One or more Management Board members shall have the right, within ten days after the meeting has been held, at which the votes are tied, to request the "Het Nederlands Arbitrage Instituut" (Dutch Arbitration Institute) to appoint an adviser, in order to reach a decision about the proposal in question.

In that case the decision taken by the adviser shall carry the same force as a decision taken by the Management Board.

12. All votes at the meeting shall be oral, unless the chairman deems a vote by ballot desirable or one of the persons present at the meeting and entitled to vote so demands a ballot before the vote is taken.

Votes by ballot shall be taken by means of unsigned, folded ballot-papers.

13. Blank votes shall be regarded as not having been cast.

14. In all disputes about votes not provided for in and by the Articles the chairman shall have the final decision.

## **Article 7.**

### **Powers of the Management Board and remunerations.**

1. The Management Board shall be vested with the conduct and management of the business and the affairs of the Foundation.
2. Provided that the relevant resolutions will be passed with unanimous votes of all the Management Board members, the Management Board shall have the power to resolve that the Foundation enters into agreements for the acquisition, transfer, encumbrance and disposal of registered real estate and enters into agreements, under and in pursuance of which the Foundation binds itself as surety or severally liable co-debtor, to answer for a third party/person or to give security for binding itself for a debt of another party or person.
3. In performing their duties the Management Board members shall regard the interests of the Foundation and the organization connected with it.
4. In the event of the prevention or permanent absence of one or more Management

Board members the remaining Management Board member(s) shall be in charge of the entire management of the Foundation.

The Management Board shall ensure that a person is appointed to temporarily manage the Foundation in the event of the prevention or permanent absence of all the members of the Management Board or of the sole member of the Management Board.

Prevention of a Management Board member in these articles means in any case the circumstances that:

- a. the Management Board member during a period in excess of seven days cannot be reached due to illness or any other cause; or
  - b. the Management Board member has been suspended.
5. No remuneration can be granted to the Management Board members.  
Expenses will be reimbursed to the Management Board members on production of the necessary proof.

#### **Article 8.**

##### **Representation.**

1. The Foundation shall be represented by the Management Board, in so far as not otherwise provided for by law.  
Furthermore, the Foundation may be represented by two Management Board members acting jointly.
2. The Management Board may grant power of attorney to one of the Management Board members as well as to third parties to represent the Foundation within the limits defined in that power of attorney.

#### **Article 9.**

##### **Termination of membership of the Management Board.**

Membership of the Management Board shall terminate by:

- the death of a Management Board member;
- loss of the right to dispose of the assets of a Management Board member;
- written resignation;
- dismissal by virtue of article 2:298 of the Dutch Civil Code;
- a resolution of the other Management Board members passed unanimously.

#### **Article 10.**

##### **Financial year, annual accounts and register of distributions.**

1. The financial year of the Foundation shall be the same as the calendar year.
2. The Management Board is obliged to keep records of the financial position of the Foundation and of everything concerning the activities of the Foundation, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers relating to them in such a way that the

rights and obligations of the Foundation can be known at any time.

3. As at the end of each financial year the treasurer shall draw up a balance sheet and a statement of income and expenditure for the previous financial year.  
Within six months from the end of that financial year this annual accounts will be submitted to the Management Board.
4. The annual accounts shall be confirmed by the Management Board.  
Confirmation of the annual accounts by the Management Board shall constitute a discharge to the treasurer of his duties in relation to the administration and management conducted by him.
5. The Management Board shall keep a register in which shall be recorded the names and addresses of all persons to whom a distribution has been made by the Foundation not exceeding twenty-five percent (25%) of the distributable amount in a given financial year, as well as the amount of the distribution and the date on which such distribution was made.

#### **Article 11.**

##### **Committees.**

The Management Board shall have the power to establish one or more committees, whose tasks and powers shall then be laid down in by-laws.

#### **Article 12.**

##### **Advisory Board.**

The Management Board may institute an Advisory Board, whose task shall then at any rate be to give the Management Board advice, requested and non-requested.

The further tasks and powers shall then be laid down in by-laws.

#### **Article 13.**

##### **Director.**

1. The Management Board may appoint a Director and may charge the latter with the day-to-day management of the Foundation's business and affairs.
2. If a Director has been appointed, he may be removed from office by the Management Board itself having complied with the relevant statutory provisions.
3. At meetings of the Management Board the Director shall have an advisory vote.

#### **Article 14.**

##### **Regulations.**

1. The Management Board shall have the power to lay down and confirm one or more regulations, in which those matters are regulated to the extent that these have not been provided for by and in the Articles.
2. Regulations may not conflict with the law or the Articles.
3. The Management Board shall at all times have the power to alter or cancel the regulations.



4. The provisions laid down in paragraphs 1 and 2 of article 15 hereof shall apply correspondingly to the confirmation, laying-down, alteration and cancellation of the regulations.

**Article 15.**

**Amendment to the Articles.**

1. The Management Board shall have the power to amend the Articles.  
Without prejudice to the provisions of paragraph 10 of article 6 a resolution to that effect must be passed by a majority of at least three quarters of the votes cast at a meeting, at which all the Management Board members entitled to vote are present or represented.
2. If at a meeting, at which a proposal as referred to in paragraph 1 of this article has been brought up for discussion, not all of the Management Board members are present or represented, then a second meeting of the Management Board shall be convened, to be held not earlier than seven days but not later than twenty-one days after the first meeting, at which such a resolution must only be passed by a majority of at least three quarters of the votes cast and provided always that at least a majority of the Management Board members from time to time entitled to vote is present or represented.
3. Each Management Board member shall have the power to expedite execution of the notarial deed embodying the amendment to the Articles.

**Article 16.**

**Dissolution and winding-up.**

1. The Management Board shall have the power to dissolve the Foundation.  
The provisions laid down in paragraphs 1 and 2 of Article 15 hereof shall apply correspondingly to a resolution tabled to that effect.
2. After its dissolution the Foundation shall continue in existence, in so far as such continuation is necessary for the liquidation and winding-up of its funds and means.
3. The liquidation and winding-up proceedings shall be effected by the Management Board.
4. The liquidators shall take due care to see that an entry of the Foundation's dissolution is made in the register referred to in article 2:289 of the Dutch Civil Code.
5. During the winding-up proceedings the provisions of the Articles shall as far as possible continue in force.
6. A positive liquidation balance of the dissolved Foundation shall be spent for the benefit of an organization with ANBI status (*algemeen nut beogende instelling*) which has similar objects as the objects of the Foundation or for the benefit of a foreign organization which exclusively or almost exclusively intends the public

utility and which has similar objects as the objects of the Foundation.

7. After completion of the winding-up proceedings the books of account, records, vouchers and other data carriers of the dissolved Foundation shall during the period of seven years remain in the custody of the youngest liquidator.

**Article 17.**

**Final provision.**

In all cases not provided for by law, nor by the Articles, the Management Board shall decide.

**Article 18.**

**Transitional provision.**

The first financial year of the Foundation shall run up to and including the thirty-first day of December two thousand and twenty-six.

This article will cease to be operative after the second financial year of the Foundation has ended.

**Final statement.**

Finally, the persons appearing declared and said that in giving effect to the provision laid down in paragraph 1 and 2 of article 5 hereof the Management Board will for the first time consist of 4 members and that the following persons are appointed the first Management Board members of the Foundation

1. Incorporator 1, as chairman;
2. Incorporator 3, as treasury;
3. Incorporator 4, as secretary; and
4. Incorporator 2, as member.

**Power of attorney.**

The authority of the person appearing is evidenced by one (1) written power of attorney, which will be attached to this deed (**Annex**).

**DEED WHEREOF**

was executed at Amsterdam (The Netherlands) on the date mentioned in the preamble of this deed.

The person appearing is known to me, civil law notary. The essential content of the deed were stated and explained to the person appearing. The person appearing declared not to insist on the deed being read to her in full, to have taken knowledge of the contents of the deed timely before the execution of the deed and to have been informed of the consequences resulting from the deed.

A limited reading of this deed to the person appearing took place and it was signed immediately thereafter, first by the person appearing and then by me, civil law notary on sixteen hours and ten minutes.