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80923157/Documents/Oprichting Stichting A Warm Heart

ESTABLISHMENT OF A FOUNDATION

(‘Stichting A Warm Heart’)

On the fifteenth of June two thousand and twenty-three, there appeared before me, *mr.* Constantinus Jacobus Maria Commissaris, a civil-law notary practising in Rotterdam: **Annemieke Koldenhof**, residing in Delft, born on the fourth of April nineteen hundred and sixty-nine in Apeldoorn, whose identity was established based on a valid identity document, of Dutch nationality, married.



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The person appearing declared to establish a foundation with the following articles:

ARTICLES

Definitions.

Article 1.

1. The following definitions apply in these articles:
 - a. auditor: a *registeraccountant* or another accountant as meant in Section 393 of Book 2 of the Dutch Civil Code, or an organisation in which said accountants work together;
 - b. management board: the foundation's management board;
 - c. financial statements: the foundation's balance sheet, statement of income and expense, plus explanatory notes for a given financial year;
 - d. written/in writing: by letter, facsimile, email or any other electronic means of communication, provided that the message is readable and reproducible.
2. Defined terms may be used in the singular or plural form without their actual meaning changing.

Name and registered office.

Article 2.

1. The foundation's name is:
Stichting A Warm Heart.
2. It has its registered office in the Municipality of Delft.

Object and means.

Article 3.

1. The non-profit foundation's object is to raise funds, materials and 'hands', to offer financial and other support for the benefit of various local and international initiatives at home and abroad that promote human and animal welfare and serve society's interests, and to carry out all further actions relating to or that may be conducive to the foregoing, in the broadest sense. The initiatives chosen must at all times contribute to humans' basic needs such as safety and security, social contact and self-development, but should also have an impact on people's physical and mental wellbeing and their education and training. Like the law, the foundation considers animals to be beings with feelings and dignity. The initiatives that the foundation supports in that area must contribute to the welfare, health and protection of animals. In concrete terms, this means:
 - making the largest possible financial contribution to the initiatives chosen by the



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foundation by raising funds from private individuals, organisations, institutions and government authorities;

- sourcing materials for the initiatives chosen by the foundation;
- looking for 'hands', knowledge and experience to support the initiatives chosen by the foundation;
- increasing awareness and informing anyone who wants to know more about the initiatives chosen by the foundation and is willing to support the initiative; and
- performing any and all related or additional activities to increase the effective support provided to the chosen initiatives.

2. The foundation seeks to achieve this object, inter alia, by:

- identifying, actively promoting and starting fundraising programmes;
- visiting organisations and institutions where a specific initiative is being actively promoted in order to raise funds or source materials;
- finding other forms of support from third parties that are willing to actively contribute to a specific initiative; and
- obtaining government subsidies.

Capital.

Article 4.

1. The foundation's capital is formed by:

- subsidies and donations;
- endowments, gifts, testamentary dispositions and bequests;
- sponsor money;
- all other revenue and income.

2. The foundation does not aim to make a profit.

Management board: composition, appointment, remuneration and retirement.

Article 5.

1. The management board will be made up of a number of board members to be determined by the management board, but at least three (3).
2. Board members are appointed and suspended by the management board. Both natural persons and legal entities may be appointed as board members. Vacancies must be filled as soon as possible.



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3. The management board will appoint a chair, secretary and treasurer from among its members. If the management board is made up of multiple board members, the positions of secretary and treasurer may be held by one person.
4. Board members are appointed for an indeterminate period of time.
5. Besides a reimbursement of expenses and a non-excessive attendance fee, board members will not be paid any remuneration for the work they perform for the foundation in said capacity.
6. A board member will retire from office:
 - a. in the event of their death or if the board member is a legal entity if it is dissolved or ceases to exist;
 - b. if they lose disposition over their assets;
 - c. if they resign in writing (retire from the management board);
 - d. in the event of dismissal in the manner as meant in Section 298 of Book 2 of the Dutch Civil Code;
 - e. if they are dismissed by the management board.
7. In the event of one or more vacancies on the management board, the management board will retain its powers.

Management board: duties and powers.

Article 6.

1. The management board is charged with managing the foundation.
2. The management board does not have the power to conclude contracts to acquire, alienate or encumber registered property.
3. The management board does not have the power to conclude contracts where the foundation binds itself as surety or joint and several debtor, warrants performance by third parties or provides security for the debt of third parties.
4. The board members must fulfil their duties in accordance with the interests of the foundation and its associated enterprise or organisation.
5. In fulfilling its duties, the management board will take into account the foundation's special social responsibility and ensure compliance with the laws and regulations that apply to the foundation, including the requirements imposed on public benefit organisations as meant in Section 5b of the Dutch State Taxes Act (*Algemene wet inzake rijksbelastingen*) or a regulation replacing it.



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6. The management board will ensure that the foundation has an up-to-date policy plan that provides details about the work that the foundation will perform to achieve its object, the manner in which funds will be raised, the management and expenditure of the institution's assets.
7. The management board will ensure that the foundation's management costs are in reasonable proportion to the expenditure for the institution's object.
8. The management board will ensure that, at the request of an inspector from the Dutch Tax Administration, a certificate of conduct as meant in Section 28 of the Dutch Judicial Data and Criminal Records Act (*Wet justitiële en strafvorderlijke gegevens*) is submitted within a period of sixteen weeks after said request is made.
9. Board members may not have been irrevocably convicted by a Dutch court for intentionally having committed an offence as meant in Section 67(1) of the Dutch Code of Criminal Procedure (*Wetboek van Strafvordering*) and Sections 137c(1), 137d(1) and 266 of the Dutch Penal Code (*Wetboek van Strafrecht*), in so far as:
 - a. the offence was committed in the capacity of board member, de facto director or face of the foundation;
 - b. four calendar years have not yet passed since the conviction;
 - c. the offence, in view of its nature or its connection with other offences committed by the board member, constitutes a serious breach of legal order.

Management board: representation.

Article 7.

1. The foundation is represented by the management board.
2. The power of representation is also conferred on two board members acting jointly.
3. Action may be taken against third parties acting contrary to Article 6(2) or (3).
4. The management board may authorise others to represent the foundation at law and otherwise within the scope described in said authorisation.

Management board: meetings.

Article 8.

1. Management board meetings will be held in the Netherlands.
2. Each year, within six (6) months after the end of the financial year, a management board meeting (the annual meeting) will be held, which will, at a minimum, address the adoption of the balance sheet and the statement of income and expense.
3. The management board will have at least two meetings per year. Meetings will furthermore be held when a board member convenes them.



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4. The notice convening a meeting must be issued at least seven (7) days in advance, not including the day of convocation and the day of the meeting, by means of a convocation notice.
5. Besides the place and time of the meeting, a convocation notice must state the business that will be discussed.
6. Management board meetings may be held through electronic means of communication, provided that board members can be identified, can directly take note of the deliberations during the meeting and can exercise their voting rights through the electronic means of communication.
7. The chair presides over the meetings. If the chair is absent, the board members present will preside over the meeting. Until that moment, the board member who is oldest in age will preside over the meeting.
8. The secretary will take minutes of the meeting. In the secretary's absence, the minutes secretary will be appointed by the person who presides over the meeting. The minutes will be adopted and signed by the persons who acted as chair and minutes secretary in the meeting. The minutes will then be kept by the secretary.
9. The board members in office and persons invited by the management board have access to management board meetings.

Management board: decision-making.

Article 9.

1. The management board can only adopt resolutions in meetings if the majority of the board members in office is present or represented. A board member can be represented at a meeting by another board member after a written proxy has been submitted that is deemed satisfactory by the chair of the meeting. A board member can only act as the authorised representative of one other board member.
2. If the majority of the board members in office is not present or presented at a meeting, a second meeting will be convened, which must be held no earlier than two weeks and no later than four weeks after the first meeting. At that second meeting, resolutions may be adopted regarding the items that were on the agenda for the first meeting, regardless of the number of board members present or represented. The notice convening the second meeting must state that resolutions may be adopted regardless of the number of board member present or represented and the reason for this.
3. Provided that all board members in office are present at a meeting, valid resolutions may be adopted on any matters discussed, provided that they are adopted unanimously, even if the rules for convening and holding meetings as prescribed by these articles have not been observed.



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4. The management board may also adopt resolutions unanimously outside meetings. The secretary must draw up a record of any and all resolutions adopted in this manner, which will be kept as minutes after it has been co-signed by the chair.
5. Each board member is entitled to cast one vote. In so far as these articles do not prescribe a larger majority, all board resolutions will be adopted by an absolute majority of the validly cast votes. Where the votes are tied, the motion will be deemed to have been rejected.
6. A board member will not participate in the deliberations or in the process for adopting resolutions if they have a direct or indirect personal interest that conflicts with the foundation's interests or its associated organisation. Where this would prevent a board resolution from being adopted, the resolution will nevertheless be adopted by the management board and a written record will be made of the considerations underlying the resolution.
7. All voting at meetings will take place orally, unless one or more board members request a written vote before voting takes place. Written votes must be cast by means of sealed and unsigned ballots.
8. Blank votes will be considered as not having been cast.
9. Any and all disputes concerning voting will be decided by the meeting's chair.

Management board: absence or inability to act.

Article 10.

In the event of the absence or inability to act of one board member, the other board members or member will be charged temporarily with the management of the foundation. In the event of the absence or inability to act of all board members or the sole board member, the person appointed to fill the vacant position by the district court at the request of any interested party or the Public Prosecution Service will be charged temporarily with the management of the foundation. In the event of the absence of all board members or the sole board member, the person meant in the preceding sentence will take the necessary steps as soon as possible for definitive measures to be taken. For the purposes of these articles, 'inability to act' means:

- (i) suspension;
- (ii) illness;
- (iii) cannot be reached,

in the cases meant at (ii) and (iii) where no instance of contact between the board member and the foundation is possible for five (5) days.



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Financial year and annual report and financial statements.

Article 11.

1. The foundation's financial year coincides with the calendar year.
2. The management board is obliged to keep records of the foundation's financial position and of everything concerning the foundation's activities, in accordance with the requirements arising from these activities, and to keep the books, records and other data carriers in such a way that the foundation's rights and obligations can be known from them at any time.
3. The management board is obliged to prepare, record in writing and adopt the foundation's balance sheet and statement of income and expense within six (6) months of the end of each and every financial year.
4. Before adopting the documents referred to in paragraph 3, the management board may have them audited by an auditor. The auditor must issue an audit report.
5. Without prejudice to the provisions of paragraph 6 below, the management board is obliged to retain the books, records and other data carriers as meant in the preceding paragraphs for the period prescribed by law.
6. With the exception of the hardcopy balance sheet and the statement of income and expense, any information stored on a data carrier may be transferred to another data carrier and stored there, provided that the information is transferred in a manner that ensures that the information is shown correctly and in full and will remain available for the entire retention period and can be rendered readable within a reasonable amount of time.

Regulations.

Article 12.

1. The management board is authorised to adopt regulations that lay down the rules regarding subject matters that in the management board's opinion require rules or additional rules.
2. Said regulations may not conflict with the law or these articles.
3. The management board is authorised to amend and terminate said regulations.
4. The provisions of Article 13(1) and (2) apply to adopting, amending and terminating regulations.



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Amendments to these articles.

Article 13.

1. The management board is authorised to amend these articles.
A management board resolution to amend these articles requires a majority of two thirds (2/3) of the votes cast at a meeting at which all board members are present or represented. If not all board members are present or represented at a meeting at which a motion to amend these articles is on the agenda, a second meeting will be convened, which is to be held no earlier than two (2) weeks and no later than four (4) weeks after the first meeting. At that second meeting, a legally valid resolution can be adopted regarding the motion put forward at the first meeting regardless of the number of board members present or represented, provided that the resolution is adopted by two thirds (2/3) of the votes cast.
2. The notice convening a meeting at which a motion to amend these articles will be put forward must include a copy of the motion containing the verbatim text of the proposed amendment.
3. A resolution to amend these articles will not take effect until a notarial deed of amendment to these articles has been drawn up. Each member of the management board is authorised to have that deed executed.
4. The members of the management board are obliged file an authentic copy of the amendment and the amended articles at the Commercial Register.

Dissolution and liquidation.

Article 14.

1. The management board is authorised to dissolve the foundation.
2. The provisions of Article 13(2) apply *mutatis mutandis* to the management board's dissolution resolution.
3. The dissolution resolution will also establish the allocation of the balance left after liquidation. A positive balance will be used for the benefit of a public benefit organisation, as meant in Section 5b of the Dutch State Taxes Act or a provision that replaces it, that has a similar object, or for the benefit of a foreign institution that focusses exclusively or virtually exclusively on public benefit and has a similar object.
4. After its dissolution, the foundation will continue to exist to the extent such is necessary to liquidate its assets.
5. The liquidation will be carried out by the management board, unless the dissolution resolution appoints others as liquidators.
6. The liquidators must ensure that the dissolution of the foundation is entered in the register as meant in Article 13(5).



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7. During the liquidation, the provisions of these articles will remain in force as far as possible.
8. After the liquidation has been completed, the books and records of the dissolved foundation will remain in the custody of the person appointed by the liquidators for this purpose for the period prescribed by law.
9. For the remainder, the liquidation is governed by the provisions of Title 1, Book 2 of the Dutch Civil Code.

Final provision.

Article 15.

All matters not provided for by these articles or the law will be decided by the management board.

Transitional provision.

Article 16.

The foundation's first financial year will end on the thirty-first of December two thousand and twenty-three.

Final declaration.

Lastly, the person appearing declared that at the time of this establishment the following persons were appointed as the first board members and that they held the positions placed after their names:

- a. Annemieke Koldenhof, born on the fourth of April nineteen hundred and sixty-nine in Apeldoorn, as chair;
- b. Leonardus Antonius Cornelis de Langen, born on the thirtieth of May nineteen hundred and fifty-three in Rotterdam, as secretary and treasurer; and
- c. Patrick Nicolaus Franciscus Moreu, born on the thirteenth of March nineteen hundred and seventy-seven in Laren, as a board member.



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Final clause.

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

This deed was executed in Rotterdam on the date stated at the beginning of this deed.

The substance of this deed was communicated and explained to the person appearing. The person appearing declared that she had taken cognisance of the contents of this deed, that she agreed to its contents and that she wished to dispense with the full reading of this deed. Immediately following its limited reading, this deed was first signed by the person appearing and then by me, the civil-law notary.

(Signatures follow)

ISSUED AS A TRUE COPY

[Illegible signatures]



[*mr.* C.J.M. Commissaris
civil-law notary practising in Rotterdam]