

66209/VH

ESTABLISHMENT OF A FOUNDATION  
(CDR code: Establishment of foundation, 160)

Today, the twentieth of November two thousand and twenty-three, appeared before me, Mr. Johan Christiaan de Jonge, notary in Utrecht:

1. Mr Robert Peter Joseph Maria Meijer, born in Nijmegen on June 2 nineteen hundred and fifty-six, unmarried and not registered as a partner.
2. Mr. Eduard Ruurd Rudolf Berentzen, born in Rotterdam on March 2 nineteen hundred and fifty-eight, married.

The persons appearing declared by this deed that they would establish a foundation and to adopt the following articles of association:

### **Name and Registered Office**

#### *Article 1*

1. The foundation bears the name: Stichting Layan Foundation.
2. The foundation is located in the municipality of Rotterdam.

### **Goal**

#### *Article 2*

1. The foundation aims to:
  - a. improving living conditions, health and future prospects of children and young adults who are affected by the Israeli/Palestinian conflict;
  - b. promoting dialogue about the impact of growing up in conflict areas for children and young adults, especially those in Israel and Gaza;
  - c. performing all further actions related to the foregoing in related in the broadest sense or could be conducive to this.
2. The foundation tries to achieve its purpose, among other things, by:
  - a. organizing or supporting emergency relief actions for the purposes referred to in paragraph children and young adults in question, and to promote their ability whether or not to train or study outside Israel or Gaza to follow or complete a study or training;
  - b. raising gifts and donations, or raising other funds and/or subsidies with which the foundation existing projects or initiatives can support financially or new projects or initiatives to set up;
  - c. setting up and maintaining a - where necessary by professionals supported - volunteer organization from which work is done on the realizing the objectives.
3. The foundation is not a profit motive.
4. The foundation only maintains such equity as in is in accordance with the conditions set for compliance the status of a public benefit institution (ANBI), without prejudice to the other conditions set for this.

### **Board: composition, method of appointment and remuneration**

#### *Article 3*

1. The board of the foundation consists of a to be determined by the board number of at least three and at most seven directors. To director only natural persons can be appointed.
2. The directors are appointed and suspended by the board. In vacancies must be provided as soon as possible. The board chooses from among its members a chairman, a secretary and a treasurer. The functions of secretary and treasurer can be filled by one person.
3. The directors are appointed for a period of four years. They resign according to a schedule to be drawn up by the board. One according to the schedule the resigned director may be reappointed

immediately and indefinitely. The in one interim vacancy appointed director takes up the resignation schedule takes the place of the person to whose vacancy he was appointed.

4. In the event of one or more vacancies on the board, the board will retain its powers.

5. The directors receive no remuneration for their work.

They are entitled to compensation for the costs incurred by them in the exercise of their duties costs incurred.

6. In the event of the inability or absence of one or more directors, the other directors, or is the only remaining director, temporarily with the board charge.

In the event of the inability or absence of all directors, a person to be appointed for an indefinite period temporarily charged with the management.

Board: task and powers

#### *Article 4*

1. The board is responsible for managing the foundation.

2. The board is authorized to decide to enter into agreements up to acquisition, alienation and encumbrance of registered property, provided that the decision is taken unanimously by all directors in office.

3. The board is authorized to decide to enter into agreements, whereby the foundation undertakes as guarantor or joint and several co-debtor, acts as security for a third party or provides security for a debt of binds another, provided the decision is taken unanimously of all directors in office.

3a. An appeal may be filed against third parties against actions contrary to paragraphs 2 and 3 are done.

4. Inheritances may only under the privilege of inventory are accepted.

#### **Board: meetings**

#### *Article 5*

1. The meetings of the board are held in the Netherlands at the location as determined at the convocation.

2. Every year within six months after the end of the financial year, a meeting of the board (the annual meeting), where in any case the issue is the determination of the balance sheet and statement of income and charges.

3. Furthermore, meetings are held when one of the directors gives the notice to this effect.

4. The notice of a meeting shall be made in writing, at least seven days in advance, the day of the convocation and the day of the meeting not included.

5. A notice states, in addition to the place and time of the meeting, the cover topics.

6. The meetings are chaired by the chairman. If this is absent the directors present will chair the meeting. Until the meeting is led by the oldest person present in age Director.

7. The secretary takes minutes of the meeting. In the absence of the secretary the minute taker appointed by the chairman of the meeting. The notes are established and signed by the chairman of the meeting and the note taker. The minutes are then kept by the secretary.

8. Access to board meetings is granted to the in office directors and those invited by the board.

#### **Board: decision-making**

#### *Article 6*

1. The board can only make decisions in a meeting if the majority of the directors in office present or is represented.

A director may be represented at a meeting by another director after a written, at the discretion of the chairman of the meeting sufficient, proxy has been issued. A director can only act as authorized representative for one other director.

2. Is not the majority of the directors in office in a meeting present or represented, then a second meeting will be convened, to be held not earlier than two and not later than four weeks after the first meeting. This second meeting is possible regardless of the number directors present or represented decide on the topics that were placed on the agenda at the first meeting.

The notice convening the second meeting must state that and why a decision can be made regardless of the number of people present or represented directors.

3. As long as all directors in office are present at a meeting, valid decisions can be made on all issues that arise subjects, provided that they are voted unanimously, even if the articles of association given regulations for convening and holding meetings taken into account.

4. The board can also decide unanimously outside a meeting to take. An account of a decision thus taken will be made by the secretary drawn up, which will be used as minutes after co-signing by the chairman kept.

5. Each director has the right to cast one vote.

To the extent that these articles of association do not prescribe a larger majority, Board decisions taken by an absolute majority of the valid votes cast. In the event of a tie vote, the proposal is deemed to have been rejected.

6. All votes in a meeting are oral, unless one or more votes are cast directors require a written vote before the vote.

Written voting takes place with unsigned, closed ballots.

7. Blank votes are considered not to have been cast.

8. The judgment pronounced by the chairman of the meeting at the meeting the outcome of a vote is decisive. The same goes for content of a decision taken, insofar as a vote was taken on a non written proposal. However, immediately after the chairman's decision has been pronounced of the meeting disputes the correctness thereof, then a new voting takes place if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a person present who is entitled to vote so requires. Due to this new vote the legal consequences of the original vote.

9. A director shall not participate in the deliberations and decision-making if he has a direct or indirect personal interest that conflicts with the interests of the foundation and the organization associated with it.

If this does not allow a board decision to be taken, then the relevant one director is still authorized to participate in deliberations and the decision-making and the board is authorized to make the decision in this manner.

The board will then record in writing the considerations underlying the decision regarding are the basis.

## **Board: resignation**

### *Article 7*

A director resigns:

- a. due to his death;
- b. by the loss of free control over his assets;
- c. by his resignation;
- d. by dismissal granted unanimously by the joint other directors;
- e. by dismissal on the basis of Article 2:298 of the Dutch Civil Code.

## **Representation**

### *Article 8*

1. The board represents the foundation.
2. The authority to represent is also vested in two joint acting directors.
3. The board may grant power of attorney to one or more directors, as well as to third parties, to the foundation within the limits of that power of attorney represent.

## Financial year and annual accounts

### *Article 9*

1. The foundation's financial year is the same as the calendar year.
2. The board is obliged to monitor the financial status of the foundation and everything regarding the activities of the foundation, according to the requirements that arising from these activities, to maintain administration in such a way and the associated books, documents and other store data carriers in such a way that the rights and obligations of the foundation can be known.
3. The board is obliged annually within six months after the end of the to prepare the balance sheet and statement of income and expenditure of the foundation during the financial year, to put it on paper and establish it.
4. The board is obliged to keep the books referred to in the previous paragraphs, to keep documents and other data carriers for seven years.
5. The data placed on a data carrier, with the exception of the data on balance sheet and statement of income and expenditure on paper can be placed in a different data carrier are transferred and stored, provided that the transfer is done with correct and complete representation of the data and this data is available throughout the entire retention period and within can be made legible in a reasonable amount of time.

## **Regulations**

### *Article 10*

1. The board is authorized to adopt regulations in which these topics are arranged, which in the opinion of the board (further) arrangement need.
2. The regulations may not conflict with the law or these articles of association.
3. The board is authorized to change or terminate the regulations.
4. The following applies to the adoption, amendment and termination of the regulations:  
Article 11 paragraph 1 applies.

## **Amendment to the Articles of Association**

### *Article 11*

1. The board is authorized to amend these articles of association. A decision to amendments to the articles of association must be taken unanimously in a meeting at which all directors are present or represented.  
The provisions of Article 6, paragraphs 3 and 4, apply mutatis mutandis to a decision to amend the articles of association, on the understanding that in the event of a decision taken outside a meeting must be evidenced by each director signed piece.
2. The change must be effected by notarial deed under penalty of nullity.  
Each individual director is authorized to execute the relevant deed.
3. The directors are obliged to provide an authentic copy of the amendment and the to deposit amended articles of association at the office of the trade register.

## **Dissolution and liquidation**

### *Article 12*

1. The board is authorized to dissolve the foundation.
2. The board's decision to dissolve is subject to the provisions of Article 11, paragraph 1 applies mutatis mutandis.

3. If the board decides to dissolve, the destination of the will also be determined.liquidation balance determined. In other cases of dissolution, the destination of the liquidation balance determined by the liquidators.

The liquidation balance must be spent for a public benefit intended institution or of a foreign institution that exclusively or almost exclusively for the general benefit.

4. After dissolution, the directors are liquidators, unless the decision to dissolution, one or more others have been appointed liquidators.

5. After the liquidation, the books and records of the remaindissolved foundation during the period prescribed by law under resignation of the person appointed by the liquidators.

6. The settlement is also subject to the provisions of Title 1, Book 2 of the Civil Code applies.

## Final provisions

### Article 13

1. It will decide in all cases not provided for by either the law or these articles of association management.

2. In these articles of association, written is also understood to mean a readable and reproducible message sent electronically.

3. The first financial year of the foundation ends on December thirty-first two thousand twenty-four.

## Closing Statements

Finally, the persons appearing stated:

a. the first board consists of three directors;

b. for the first time, directors, in the position stated after their names, are:

1. Mr Robert Peter Joseph Maria Meijer, as chairman;

2. Mr. Eduard Ruurd Rudolf Berentzen, as secretary;

3. Mr. Jelle Baak, born in The Hague on March twenty-eight nineteen hundred and sixty-one, as treasurer;

The postal address of the foundation is the same as this address.

## FINAL OF THE DEED

The persons who appeared are known to me, a notary.

This deed was executed in Utrecht on the date stated at the head of the deed.

Before executing this deed, I, notary, informed the persons who appeared were informed of the business content thereof and provided an explanation.

The persons appearing declared in a timely manner that the contents of to have taken note of this deed and to have read it to a limited extent to vote.

This deed was then read out in a limited manner and immediately afterwards by the persons appeared and subsequently signed by me, notary, at fifteen hours and twenty-five minutes.

(Follows signing)

ISSUED FOR COPYRIGHT

by Mr. Johan Christiaan de Jonge,

notary in Utrecht

on November 20, 2023.