ASK-Solutions
IRADIS Foundation

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Articles of Association of the IRADIS Foundation

This document contains an English translation of the amendment to the Articles of Association of the IRADIS Foundation recorded in a Dutch notarial deed on 10 October 2024. The original deed is in Dutch; this document is a translation for public reference and is not an English-language notarial deed. In the Dutch notarial deed, the legal entity is referred to by its Dutch register name, Stichting IRADIS. The foundation was established on 21 August 2002; the board resolved on 2 October 2024 to amend the Articles of Association.

This publication was compiled by ASK-Solutions for public reference on the basis of the digital copy issued by Krans Notarissen, case number 2241436 and repertory number 35570. Personal data and signatures that are not necessary for publication have been redacted. The provisions of the Articles of Association have been translated from the wording in the Dutch notarial deed. This composite document is not a copy issued by the civil-law notary.

The minutes of the board meeting of 2 October 2024 are included after the notarial deed. The notarial deed lists these minutes as an attachment to the amendment of the Articles of Association.

History

Revision	Date	Change
R1.0	10 October 2024	Initial version

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AMENDMENT OF ARTICLES OF ASSOCIATION - FOUNDATION
(Case number: 2241436)
Repertory number: 35570

Today, the tenth of October two thousand twenty-four, appeared before me, master Simone Evelien Boland, hereinafter referred to as "civil-law notary", acting as deputy for master Alexander Stuijt, civil-law notary in Haarlem:

Ms [redacted], born in [redacted] on [redacted], choosing domicile at the office of the civil-law notary at Van Eedenstraat 20, 2012 EM Haarlem, and employed there, acting as written proxy of the board of the foundation: Stichting IRADIS, with registered office in Haarlem, having its actual office at 2021 TB Haarlem, Tugelastraat 55, registered in the Commercial Register of the Chamber of Commerce under number 34177973, hereinafter referred to as: 'the Foundation', and as such authorised to record the amendment of the Articles of Association of the Foundation in a notarial deed.

The appearing person, acting as stated, declared the following to me, civil-law notary:

INTRODUCTION

1. The Foundation was established by notarial deed on the twenty-first of August two thousand two (21-08-2002) executed before a deputy of master H. Feijen, at that time a civil-law notary in Haarlem.
2. The Articles of Association of the Foundation have not been amended since then.
3. On the second of October two thousand twenty-four (02-10-2024), the board of the Foundation resolved to amend the Articles of Association.
   The appearing person was authorised by the board to record this amendment of the Articles of Association in a notarial deed. The document evidencing this is attached to this deed.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

As a result of the resolution to amend the Articles of Association, the Articles of Association shall read with immediate effect as follows:

ARTICLES OF ASSOCIATION

Article 1 - Name and registered office

1. The name of the foundation is: Stichting IRADIS.
2. The foundation has its registered office in the municipality of Haarlem.
3. The foundation cannot legally have members.
4. The foundation has one body: the board.

Article 2 - Purpose

1. The purpose of the foundation is: to promote the sharing of (technological) knowledge, collaboration and social connectedness by organising and facilitating opportunities to work together on projects, providing information, raising awareness and developing free software and hardware which promote or arise from collaboration and knowledge sharing, and

to perform all acts related or conducive to the foregoing. This purpose does not include making distributions to the founder or to persons who form part of bodies of the foundation.

2. The foundation has no profit motive.
3. The foundation serves the public benefit.

Article 3 - Board: composition, appointment, remuneration and dismissal

1. The board of the foundation consists of at least three (3) persons. The number is determined by the board. The board may appoint from among its members a chair, secretary and treasurer. One board member may fulfil more than one of these roles.
2. Board members are appointed by the board.
Vacancies must be filled as soon as possible after they arise.
The first board is appointed by the founder in this deed.
3. Board members must meet the following requirements:
    a. a board member is a natural person;
    b. a board member has the free management of their assets.
4. Board members are appointed for a term of no more than four years and retire according to a schedule determined by the board. If the office of a board member ends before the time at which they would retire according to the schedule, their successor takes their place on the schedule. A board member retiring according to the schedule may be reappointed without limit.
5. Board members may receive reimbursement of costs incurred in the performance of their duties. Board members receive no remuneration for their work.
6. A board member may be suspended by the other board members if at least two board members vote in favour of the suspension. Within four weeks after the suspension, a new meeting is held. At that meeting it is decided whether the suspension is lifted, extended, or whether dismissal is to follow. At least two board members must vote in favour of the dismissal resolution. A suspension may never last longer than three months in total. If no new meeting is held within the four-week period referred to above, if the suspension is not extended at that meeting, or if no resolution to dismiss has been adopted after three months, the suspension lapses.
7. The office of a board member ends:
    a. upon death;
    b. upon bankruptcy, the application of the statutory debt restructuring scheme for natural persons to the board member, or the board member being granted a suspension of payments;
    c. upon placement under guardianship or the placing of their assets under administration;
    d. upon voluntary resignation;
    e. upon dismissal by the court;
    f. upon dismissal by the other board members. This is only possible if there are at least two other board members;
    g. upon expiry of the term of appointment.

8. If there are vacancies on the board, the board remains authorised to act. If one or more board members are unable to act or their office is vacant, the remaining board members or the remaining board member temporarily constitute the board. The terms 'inability to act' and 'vacancy' are used in the law and include situations such as the death of a board member or a board member being unable to act due to illness. 'Inability to act' in any event also includes suspension and the situation in which fellow board members attempt to contact a board member and are unable to do so for at least seventy-two hours. If all board members are unable to act or their offices are vacant, a person previously designated by the board for that situation constitutes the board.

Article 4 - Board: convening, meetings and decision-making

1. Each board member may convene a board meeting.
2. Notice of a board meeting is given in writing. It states the day on which the meeting will take place, the time at which the meeting will begin and the subjects on the agenda. Notice must be given at least seven days before the day of the meeting. The day on which notice is given and the day of the meeting are not counted for this period. Notice may also be given by e-mail if board members have indicated that they agree to this and have provided their e-mail address for that purpose.
3. Board meetings are held at the place determined by the person convening the meeting.
4. If any provision of the previous two paragraphs is not complied with, the board may nevertheless adopt valid resolutions if all board members are present or represented at the meeting.
5. A board member may authorise a fellow board member in writing to represent them at the meeting. A power of attorney recorded in an e-mail message counts as a written power of attorney.
   A board member may not represent more than one fellow board member at a meeting.
6. Each board member has one vote at board meetings. Unless these Articles of Association require a greater majority, resolutions are adopted by the board by an absolute majority of the votes cast. 'Absolute majority' means that more than half of the votes cast are in favour of the resolution. If the votes for and against are equal, the resolution is deemed not to have been adopted.
7. A board member does not take part in the deliberations and decision-making if they have a direct or indirect personal interest that conflicts with the interests of the foundation and the enterprise or organisation connected with the foundation. If no board resolution can be adopted as a result, the board member concerned is nevertheless authorised to take part in the deliberations and decision-making and the board is authorised to adopt the resolution in this manner. The board then records in writing the considerations underlying the resolution.

Article 5 - Board: chairing meetings, minutes and decision-making outside meetings

1. The chair presides over board meetings. In the absence of the chair, or if no allocation of roles has been made within the board, the board members decide which of them will chair the meeting.

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2. The chair of the meeting determines the manner in which votes are taken at meetings.
3. The opinion expressed at the meeting by the chair of the meeting concerning the result of a vote is decisive. The same applies to the content of a resolution adopted where the vote concerned an agenda item or proposal that had not been recorded in writing. If the correctness of the chair's opinion is challenged immediately after it is expressed, a new vote is held if the majority of the board members present so request. If the original vote was not conducted by roll call or in writing, a new vote is held if one of the board members present so requests. The legal consequences of the original vote lapse as a result of this new vote.
4. Minutes are taken of board meetings. The chair designates at the meeting the person who will take the minutes.
   After the minutes have been adopted, they are signed by the chair and the minute-taker of that meeting.
5. The board may also adopt resolutions other than at a meeting if all board members cast their votes in writing. A resolution is then adopted if all board members have stated that they vote in favour of the proposed resolution. If these Articles of Association state that a resolution is to be adopted at a meeting, regardless of whether a particular quorum or majority is prescribed, the resolution may also be adopted in another manner. In that case as well, the resolution is adopted only if all board members have stated that they vote in favour of the proposed resolution. Board members may cast their votes by e-mail if they send an e-mail message to the address designated by the board for that purpose.

Article 6 - Board: duties and powers

1. The board must manage the foundation.
   Each board member is obliged towards the foundation to properly perform the duties assigned to them. The board keeps records of the financial position and all activities of the foundation. These records must be kept up to date so that the rights and obligations of the foundation can be ascertained at any time. The records must be kept in a manner that allows later inspection. The board must retain the records for at least seven years and keep them available for inspection. This record-keeping obligation is laid down in Article 2:10 of the Dutch Civil Code.
2. The board keeps a register recording the persons to whom the foundation has made a distribution. This concerns distributions that do not exceed twenty-five percent (25%) of the amount available for distribution in a particular financial year. The register records the names and addresses of the persons who received a distribution, the amount of the distribution and the date on which the distribution was made. This obligation is laid down in Article 2:290 of the Dutch Civil Code.
3. The board may adopt the resolutions referred to in Article 2:291 paragraph 2 of the Dutch Civil Code:
   a. employing employees and therefore entering into employment contracts;
   b. entering into agreements to acquire, dispose of or encumber registered property;

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c. entering into agreements under which the foundation binds itself as surety or joint and several co-debtor, guarantees performance by a third party or provides security for the debt of another person.

The resolutions referred to in this paragraph may only be adopted unanimously at a meeting at which all board members are present or represented.

4. If the foundation is an heir, the board may accept the inheritance only under benefit of inventory.

Article 7 - Board: representation

1. The foundation is represented by:
   - all board members;
   - two board members acting jointly.

   An individual board member cannot represent the foundation unless the board consists of one board member.
2. The board may resolve to grant an incidental or continuing power of attorney to one or more board members and/or others, under which the foundation is fully represented or represented for specified resolutions and acts.

Article 8 - Financial year; reporting

1. The financial year is the same as the calendar year.
2. Each year, within six months after the end of the financial year, the board must prepare or have prepared the balance sheet and the statement of income and expenditure of the foundation. The treasurer sends these documents to all fellow board members before the end of this period. The board may also be required to prepare annual accounts and a board report. This applies to certain foundations that operate an enterprise and is laid down in Article 2:300 of the Dutch Civil Code. If the board is required to prepare annual accounts and a board report, these are made available for inspection at the office of the foundation together with the information required by law.
3. The board may appoint an accountant to examine the balance sheet and statement of income and expenditure. This is laid down in Article 2:393 paragraph 1 of the Dutch Civil Code. The accountant reports to the board on this examination and issues an auditor’s report. The board may then proceed to adopt the balance sheet and statement of income and expenditure.
4. Within one month after the balance sheet and statement of income and expenditure of the foundation, or the annual accounts, have been prepared, they are adopted by the board. These documents are signed by all board members. If a signature is missing, the reason is stated on the document.
5. The period referred to in paragraph 2 may be extended by the board by no more than four months. There must be special circumstances.

Article 9 - Regulations

1. The board may adopt one or more regulations. Regulations set out rules that the board considers necessary for the performance of its duties. Regulations may not conflict with the Articles of Association or the law. The board may amend or revoke regulations.

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2. Regulations are recorded in writing with the date from which they apply. This date may not be earlier than the date on which the resolution adopting the regulations was passed.

Article 10 - Amendment of the Articles of Association

1. The board may amend the Articles of Association.
2. A resolution to amend the Articles of Association is adopted by a majority of at least two-thirds of the votes cast at a meeting at which all board members are present or represented. If the minimum number of board members is not present or represented at a meeting at which a resolution to amend the Articles of Association is on the agenda, a new meeting may be convened after that meeting. The new meeting is held no earlier than three weeks after the first meeting and no later than six weeks after the first meeting. At the new meeting, the resolution to amend the Articles of Association may be adopted by a majority of at least two-thirds of the votes cast, irrespective of the number of board members present or represented.
3. The exact wording by which the Articles of Association are to be amended is sent to all board members with the notice convening the meeting. In this case, the notice period is at least two weeks.
4. The Articles of Association are amended by notarial deed. An amendment enters into effect at the time determined by the board. This time is after the deed has been signed. The deed is signed by at least two board members. If the board consists of one board member, the deed is signed by that one board member. The board may authorise one or more board members and/or others, jointly or separately, to sign the deed.

Article 11 - Merger; demerger; conversion

If the board wishes to adopt a resolution to merge or demerge the foundation or convert it into another legal form, the rules of the previous article must be followed in addition to the statutory rules.

Article 12 - Dissolution and liquidation

1. The board may resolve to dissolve the foundation. The provisions of Article 10 apply to this resolution.
2. When resolving to dissolve the foundation, the board determines the destination of any surplus. The surplus is used for the benefit of a public-benefit institution with a similar purpose.
3. The board must liquidate the assets of the foundation unless one or more other liquidators are appointed by the resolution to dissolve.

Article 13 - Final provision

In all cases not provided for in these Articles of Association, the board decides.

ANNEXES

The minutes of the board meeting are attached to this deed.

CLOSING

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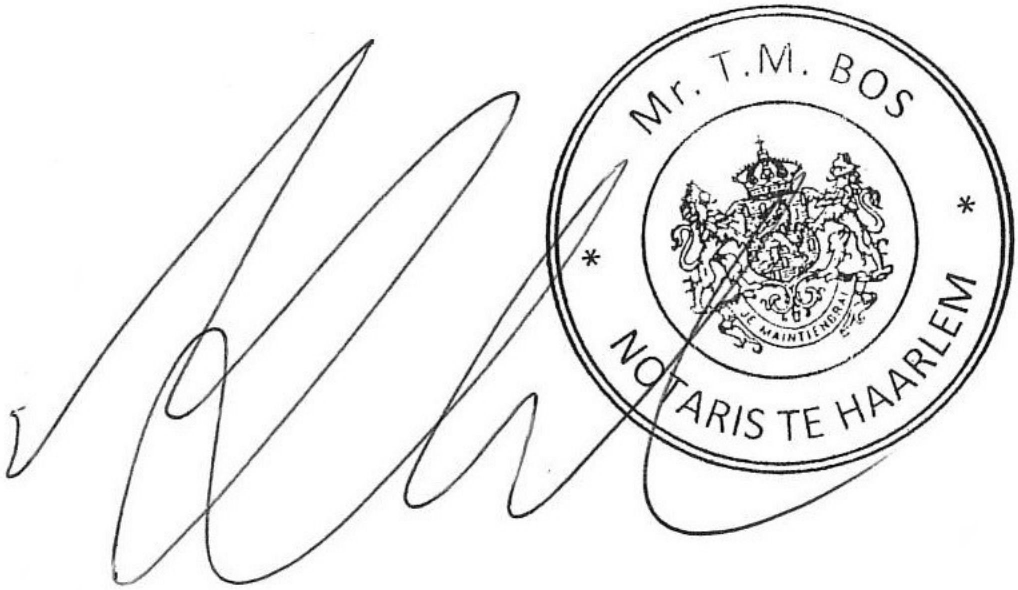
This deed was executed in Haarlem on the date stated at the beginning of this deed. The appearing person is known to me,
civil-law notary. The contents of the deed were stated and explained to the appearing person. The appearing person declared that they did not require a full reading of the deed, had taken note of the contents of the deed in good time before its execution and agreed with its contents. The deed was then read in part and immediately thereafter signed by the appearing person and me, civil-law notary, at eleven forty (11:40).



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Minutes of the Board Meeting of ASK-Solutions, statutory name Stichting IRADIS, with registered office in Haarlem

Date: 2 October 2024

Present:	Laura [redacted]	1 vote
	Bianca [redacted]	1 vote
	Tim [redacted]	1 vote
Absent with notice:	-	
Absent without notice:	-	

In accordance with Article 5 of the Articles of Association of the Foundation, Laura [redacted] acts as chair and Bianca [redacted] as minute-taker.

Opening

The chair opens the meeting held in Haarlem and establishes that:

- The meeting has been duly convened.
- The meeting is held at a place as referred to in Article 5.1 of the Articles of Association.
- All matters to be discussed have been duly placed on the agenda.
- The statutory and legal requirements for adopting the amendment of the Articles of Association have been met.

Announcements

There are no announcements.

Minutes and action items from the previous meeting

The minutes of the previous meeting dated 21 August 2024 are approved.

Incoming and outgoing documents

No documents have been received.

Amendment of the Articles of Association

The amendment of the Articles of Association of the Foundation was discussed at the meetings of 18 August 2023 and 3 March 2024. Following these discussions, Krans Notarissen prepared draft Articles of Association in accordance with what was discussed.

The chair puts the proposal to a vote and establishes that it has been adopted unanimously.

Resolution:

To amend the Articles of Association of the Foundation in accordance with the draft with reference 2241436 prepared by Krans Notarissen in Haarlem. A copy of that draft is attached to these minutes.

[redacted] [redacted] [redacted]

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Authorisation to amend the Articles of Association

The chair puts the proposal to a vote and establishes that it has been adopted unanimously.

Resolution:

To authorise each board member of the Foundation and each employee of the office of Krans Notarissen in Haarlem, jointly as well as separately, to record the amendment of the Articles of Association in a notarial deed and to perform all acts necessary or desirable for the implementation of the resolutions just adopted.

Any other business

There are no questions.

Closing

The chair closes the meeting and thanks Bianca and Tim for their participation.

List of resolutions

	Meeting	Resolution
1	2 October 2024	Amendment of the Articles of Association of the Foundation in accordance with the draft with reference 2241436.
2	2 October 2024	Authorisation for the notarial recording of the amendment of the Articles of Association.

Action items

	Meeting	Action	Who
1	2 October 2024	Upload the required documents to the Krans Notarissen portal	Bianca [redacted]

Attachments

	Attachment	Pages
1	Draft Articles of Association, reference 2241436	7

Laura [redacted] Bianca [redacted] Tim [redacted] [redacted]

[redacted] [redacted]