

### **Memorandum of Association**

This day, fourteen January two thousand twenty-two appeared in front of me, Mr. Barbara Petronella Gerarda van Dommelen, hereinafter referred to as 'Notary', authorized to pass deeds in the protocol of Mr. Marjolein Gerrits-van der Aa, Notary in Maashorst.

1. **MR JOHANNES WILHELMUS MARIA GOORTS**, Born in Uden on November the twentieth, nineteen hundred fifty-nine, Identification: Dutch Identity card with number: ITPB9F612, valid until four October, two thousand twenty-eight, issued in Meierijstad on four October two thousand eighteen, residing at 5464 XG Veghel, in the municipality of Meierijstad, De Haag 10, unmarried and not registered as a partner. And
2. **MR ANTONIUS FRANCISCUS JOHANNED MARIA GOORTS**, Born in Uden on twenty-three December nineteen hundred fifty-nine, Identification: driver's license with number 5167690312, valid until February the eleventh two thousand twenty-nine, issued in Uden on the eleventh of February two thousand nineteen, residing in 5402 CD Uden, Saxofoonstraat 9, married. And
3. **MR PETRUS JOHANNES MARIA VAN HELVOORT**, Born in Veghel on October the twenty-seventh nineteen hundred fifty-four, Identification: Passport number: NP7RP55B0. Valid until August the twenty-fifth, two thousand twenty-six, issued at Boekel on August the twenty-fifth, two thousand sixteen residing 5427 PS Boekel, Neerbroek 15a, married.

Mr Johanned Wilhelmus Maria Goorts, Mr Antonius Franciscus Johannes Maria Goorts and Mr Petrus Johannes Maria van Helvoort hereinafter to be collectively referred to as the "**Founders**" The deponents hereby declared a foundation to be established, which shall be controlled by the following:

### **Articles of Association**

#### **Article 1**

##### **Definitions**

- ***Board***  
The board of the foundation
- ***Written***  
By letter, fax or email, or via another communication tool which could receive the message in written if the identity of the sender can be determined with adequate certainty.
- ***Article of Association***  
The Articles of Association of the Foundation, as they will read from time to time.
- ***Foundation***  
The legal entity to which the Articles of Association relate.

## **Article 2**

### **Name and registered office**

1. The foundation bears the name: Stichting Cor's Kapelleke at Knipperdul
2. It has its seat in the municipality of Meierijstad

## **Article 3**

### **Goal**

1. The purpose of the Foundation is to manage, maintain and preserve the chapel at Knipperdul, Uden (cadastral municipality of Uden section P number 594) and furthermore all related to the above, belonging to them and/or being conductive to them.
2. The foundation seeks to achieve its goal, among other things, by organizing all necessary facilities to achieve the above, including acquire funds for this purpose.
3. The Foundation's purpose is not to make a profit

## **Article 4**

### **Assets**

1. The assets of the Foundation consist of:
  - a. grants and other contributions
  - b. gifts, inheritances, and bequests
  - c. all other receiving and benefits
2. The Foundation can only accept inheritances under the privilege of estate description.

## **Article 5**

### **Board**

1. The board shall consist of an odd number of at least three(3), to be determined by the Board and is appointed for the first time by this deed. The directors are appointed, suspended and dismissed by the Board. Vacancies should be filled as soon as possible.
2. The Board (with the exception of the first Board, whose members were appointed in office) shall elect among its members a chairman, a secretary and a treasurer, together constituting the Executive Board.

The functions of secretary and treasurer may also be performed by one person. If the Board consists of one member, this member shall perform the functions of chairman, secretary and treasurer.

3. The directors are appointed for an unlimited period
4. When one (or more) vacancies arise on the Board, the remaining directors shall fill it by appointing a successor(s), by unanimous votes (or the sole remaining director) within three months of the occurrence of the vacancy(s).

5. Should one or more members of the Board of Directors be absent for any reason, the remaining directors, or the only remaining director, shall constitute a legitimate Board.
6. In case of disagreement among the remaining directors regarding the appointment , as well as if at any time all of the directors should fail before filling of the vacancy(s) that arose and furthermore if the remaining directors would fail to act within the time limit specified in paragraph 4 of this article in the vacancy(s) to be filled, such provision shall be made by the court at the request of any interested party or at the request of the public prosecutor.

## **Article 6**

### **The meeting of the Board and the Board decisions.**

1. The meetings of the Board shall be held at the times and places specified by the Board.
2. At least one meeting shall be held every six months.
3. Meetings shall also be held when the Chairman deems desirable or if any of the other directors desires in writing and with a precise statement of the points to be dealt with. If the chairman does not comply with such a request in such a way that the meeting can be held within three weeks after the request, the applicant is entitled to convene a meeting himself with due observance of the required formalities.
4. The convocation for the meeting is made by the chairman (subject to the provisions of paragraph 3), at least seven days in advance, the day of the convocation and the meeting not included. In Written.
5. The notice shall state the place and time of the meeting and the items to be discussed.
6. If the regulations provided by the Articles of Association for the calling and holding of meetings have not been complied with, valid resolutions may nevertheless be passed at a meeting of the board on all matters coming up for discussion, provided that at the relevant meeting of the board all directors in office are present and provided that the relevant decisions are taken by unanimous vote.
7. Meetings are conducted by the Chairman of the Board; in his absence the meeting itself shall designate its chairman.
8. Minutes shall be kept of the proceedings at meetings by the secretary or by one of the other persons present, designated by the Chairman.  
The minutes shall be adopted at the next meeting and in evidence thereof signed by the chairman and secretary of that meeting.
9. The Board can only take valid decisions at a meeting if they majority of its serving members are present or represented at the meeting. A director may be represented by a fellow director at the meeting on production of a written, at the discretion of the chairman of the meeting sufficient, power of attorney.  
A director may only act as a proxy for one fellow director. A Director shall not take part in any deliberations and decision-making if he or she has a direct or indirect

personal interest that conflicts with the interest of the Foundation and its affiliated organization.

If this would not allow a Board decision to be made, nevertheless the decision will be taken by the Board under written record of the considerations underlying the decision.

10. The Board may also make decisions outside a meeting, provided that all directors have their votes published in written. The provisions of the preceding sentence also apply to resolutions to amend the Article of Association or to dissolve the Foundation. The same majorities apply to decision making outside a meeting as to decision making in meeting. Of a resolution passed outside a meeting, a report shall be drawn up by the secretary, enclosing the votes received, which after being countersigned by the chairman shall be attached to the minutes.
11. Each director has the right to cast one vote. Insofar as the Articles of Association do not require a full majority, all resolutions of the Board shall be passed by an absolute majority of the votes validly cast. If the votes are tied, no decision shall be taken. One or more directors shall have the right, within ten days of the date of the meeting, at which the votes have broken down, to ask the Netherlands Arbitration Institute to appoint an advisor to decide on the proposal concerned. Then the decision of the advisor shall be deemed to be a decision of the Board.
12. All voting at the meeting shall be oral, unless the Chairman deems a written vote desirable or any of the persons entitled to vote requires it before the vote. Voting by written ballot shall be conducted by unsigned, sealed ballots.
13. Blank votes shall be considered as not having been cast.
14. In all disputes concerning votes, not provided for in the Articles of Association, the Chairman shall decide.
15. The provisions of this article apply as far as possible by analogy to meetings and closures of the executive board

## **Article 7**

### **Board authority and fees**

1. The Board is charged with governing the Foundation.
2. Provided the relevant resolutions are passed by unanimous vote of all directors in office, the Board is authorized to decide to enter into agreements to acquire, dispose of and encumber registered property and to enter into agreements whereby the foundation binds itself as guarantor or joint and several co-debtor, warrants performance by a third party or provides security for a debt of another.
3. In discharging their duties, the directors shall be guided by the best interests of the Foundation and its affiliated organization.
4. In case of absence or inability to act of one or more directors, the remaining director(s) is in charge of the entire management  
In case of absence or inability to act of all of the directors or the sole director, the Foundation shall be temporarily managed by a person who must always be appointed for that purpose by the Board. In any case, in these by-laws, the term “

inability to act" means the circumstance that the director is unavailable for a period of more than seven days due to illness or other causes.

5. No remuneration can be granted to the directors. Expenses will be reimbursed to the directors upon presentation of supporting documentation.

## **Article 8**

### **Representation**

1. The Foundation is represented by the Board, to the extent that the law does not require otherwise. The foundation may furthermore be represented by two members of the board acting jointly.
2. The Board may grant other persons a power of attorney to represent the foundation in and out of court within the limits set out in that power of attorney.

## **Article 9**

### **End of Board membership**

Membership of the Board shall terminate:

- By death of a director;
- Upon loss of free management of his assets;
- In case of written resignation;
- In the event of dismissal on the grounds of article 2:298 of the civil code;
- By a resolution passed by the remaining directors unanimously

## **Article 10**

### **Fiscal year and year-end documents**

1. The Foundation's fiscal year is the same as the calendar year.
2. The board is required to prepare, put on paper, and adopt the foundation's balance sheet and statement of income and expenses annually within six months of the end of the fiscal year.
3. The annual financial statements are adopted by the Board.

## **Article 11**

### **Committees**

The Board is authorized to establish one or more committees, of which the duties and powers shall be established by by-laws.

## **Article 12**

### **Advisory Board**

The Board may set up an Advisory Board, whose task shall be, in any case, to advise the Board upon solicited and unsolicited. The further tasks and powers shall then be determined by by-laws.

## **Article 13**

### **Regulations**

1. The Board is authorized to adopt one or more regulations governing such matters as, those are not provided in the Articles of Association.

2. The regulations must not be in conflict with the law or Articles of Association.
3. The Board is authorized to amend or repeal the by-laws at any time.
4. The adoption, amendment, and repeal of the by-laws are subject to the provisions of Article 14 paragraph 1 and 2 and apply mutatis mutandis.

## **Article 14**

### **Amendment of Articles of Association**

1. The Board is authorized to amend the articles of association. Without prejudice to the provisions of Article 6, paragraph 10, the decision to do so must be taken by a majority of at least three-fourths of the votes cast at a meeting of the board at which all directors are present or represented.
2. If, in a meeting at which a proposal as referred to in paragraph 1 of this article is put on the agenda, not all directors are present or represented, a second meeting of the board shall be convened, to be held not earlier than seven days, but not later than twenty-one days after the first, in which such a resolution may be taken by a majority of at least three-fourths of the votes cast and at the meeting at least the majority of the directors in office is present or represented.
3. Each director is authorized to execute the notarial deed of amendment of the articles of association.

## **Article 15**

### **Dissolution and liquidation.**

1. The Board is authorized to dissolve the Foundation.  
When the decision needs to be taken for this purpose, it shall be governed by the provisions of article 14 paragraphs 1 and 2 of this application.
2. The foundation shall continue to exist after its dissolution to the extent necessary to liquidate its assets.
3. Liquidation shall be carried out by the Board
4. The liquidators shall ensure that of the dissolution of the Foundation, a registration shall be made in the register referred to in article 2:289 of the civil code.
5. During the liquidation, the provisions of the Articles of Association shall remain in force as far as possible.
6. Any surplus of the dissolved Foundation shall be spent for the benefit of a public benefit institution with a similar objective to the objective of the Foundation or of a foreign institution that exclusively or almost exclusively promotes the seeks to provide public benefit and has a similar objective to the Foundation's objectives.
7. After the liquidation, the books, records and other data carriers of the dissolved Foundation shall remain in the custody of the youngest liquidator for a period of seven years.

## **Article 16**

### **Closing provisions**

In all cases where both the law and the articles do not provide, the Board shall decide.

### **Final declaration**

Finally, the deponents stated:

- a. That upon this incorporation, the Board consists of three (3) directors;
- b. That the first time in implementation of the provisions of article 5, directors 1 and 2 shall be appointed to the office indicated after their names:  
Mr. Johannes Wilhelmus Maria Goorts, aforementioned, as 'chairman'; and  
Mr. Antonius Franciscus Johannes Maria Goorts, aforementioned, as 'secretary'; and  
Mr. Petrus Johannes Maria van Helvoort, aforementioned, as 'treasurer'
- c. That the first fiscal year of the Foundation ends on the thirty-first of December two thousand twenty-two.

## **FINAL ACT**

The deponents are known to me, Notary, and the identity of the deponents has been established by me, Notary, on the basis of the document aforesaid and designated for that purpose.

This deed was executed in Uden on the date stated in the head of this deed.

The contents of this deed were stated and explained to them. The deponents declared that they did not wish to have the deed fully read out and that they had received a draft deed in time for the execution of the deed, and that they had taken note of and agreed to the contents of the deed.

Immediately thereafter, the deed was read out for a limited time and signed by the deponents and me, Notary.

Signing

Issued for copy.