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DRAFT 29 August 2016

In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text will by law govern.

DEED OF AMENDMENT TO THE ARTICLES OF
STICHTING PROTERRA FOUNDATION

On this • day of •,
there appeared before me, mr. Matthijs Willem Lammert van Rozen, civil-law notary
(notaris) practising in Enschede:

•

The person appearing declared:

On • the Board of the foundation:

Stichting ProTerra Foundation, with registered office in Roermond, office address
3723 BS Bilthoven, Jan Steenlaan 5 A (Trade Register 54459915), resolved:

- to amend the Articles of the foundation as set out below, and
- to authorize the person appearing to sign the deed of amendment to the Articles of the foundation.

These resolutions are apparent from a written document which will be appended to this deed.

The Articles of the foundation read as laid down by deed of foundation executed on the thirteenth day of January two thousand twelve in the presence of civil-law notary D.M.G.L. Philippen, practising in Roermond.

In implementation of the resolutions the person appearing declared that it had been resolved to amend and readopt the Articles of the foundation in their entirety as follows:

Name and registered office.

Article 1.

1. The name of the foundation is:
Stichting ProTerra Foundation.
2. The foundation has its registered office in the municipality of De Bilt, the Netherlands.

Objectives.

Article 2.

1. The foundation's object are, in the general interest:
 - a. promoting a sustainable environment and social responsibility of organizations in private and public sectors, including companies and governments in favor of public interest;
 - b. stimulating public education in the area of ecological sustainability and social responsibility, as well as initiating or performing research into all aspects of policy making, production, distribution and consumption in the area of food and agriculture aimed at improving public health, sustainable social responsibility of food production, distribution and consumption and promoting for the benefit of

- the general public knowledge and appreciation of the way food is produced and distributed, as well as the effects thereof on human well-being and the health of the environment on which humans are dependent, human rights and social justice and- more in general - the health and well-being of our society;
- c. as part of the above-mentioned activities, designing, implementing and carrying out practical programs, including but not limited to certification programs aimed at companies and other organizations, both private and public, in particular in relation to food and agricultural systems of which the objectives are aimed at the following:
 - i. improvement of cooperative / organizational sustainability, ethics and social responsibility;
 - ii. reducing poverty, creating employment, creating new livelihoods and improving resources to sustain livelihood;
 - iii. protection or preservation of the environment and biodiversity;
 - iv. protection of employees, communities and small farmers;
 - v. protection of traditional lifestyles and indigenous people.
2. The foundation tries to achieve these objects by:
- a. provide for as well as assist in providing funds, materials or other forms of aid;
 - b. organizing and assisting in offering conventions, courses, exhibits, lectures and other educational activities;
 - c. publishing and distributing books, brochures reports, flyers, magazines, films, recordings and educational materials through any kind of media;
 - d. promoting, stimulating, performing or commissioning research, questionnaires, studies or other activities and making the results available if these are usable;
 - e. providing or obtaining counselling and guidance;
 - f. provision of or obtaining advice;
 - g. to singularly or in collaboration with other organizations make an effort to influence public opinion and perception and to make an effort to influence the government and other entities and foundations with regard to reform, development and implementation of suitable policy making, law and regulations, provided that these activities are limited to those appropriate to be performed by a foundation;
 - h. to enter into agreements with or on behalf of other entities;
 - i. to acquire or lease real estate properties of any nature, to stipulate any rights or privileges with regard to properties, as well as building, maintaining, adjusting and furnishing of building and facilities;
 - j. the sale or trade of any or all of its properties, with or without payment and under such stipulations as the members of the Board see fit (while executing these powers the foundation must act within the law);
 - k. lending or collecting and securing payment of funds for any purpose, including those pertaining to investment or acquisition of funding;
 - l. reserving funds for special purposes or as reserve for future expenses;
 - m. investing money not immediately needed by the foundation for its objectives, in shares, securities or properties of any kind;
 - n. lending money, as well as providing credit, obtaining security rights for such loans or credits and entering into agreements with regard to obtaining,

- transferring or taxing owned properties and entering into agreements whereby the foundation is acting as guarantor or is severally liable, or is liable for third parties or is severally liable for the debts of other parties;
- o. opening and managing bank accounts and other financial services, signing, accepting, underwriting, providing or executing promissory notes, bank drafts and checks or any other instruments;
 - p. accepting (or denying) monetary donations or any other assets;
 - q. collecting funds by means of contribution, donations or other;
 - r. to participate in, conduct the management of, provide services to and finance other enterprises and companies;
 - s. establishing subsidiaries to perform trade activities;
 - t. except as regulated by law:
 - i. hiring and remunerating employees, consultants and experts or other advisors; and
 - ii. providing in reasonable provisions for payment of pension and other retirement benefits to, or benefitting employees, their life companions and children;
 - u. establishing and supporting of or assisting with the establishment of any other organizations and supplying monetary support to, lending means to or providing guarantees with regard to funds or properties of charitable special purpose assets, in accordance with the objectives of the pertaining foundation;
 - v. becoming members, associates or partners of, or acting as board member or executor of, or appointing members of a board of directors or executives of any other organization (including and without limitation to properties of charitable institutions such as recorded in the objectives of the pertaining foundation);
 - w. establishing and executing of charitable funds;
 - x. integrating or merging with or obtaining or acquiring all or partial responsibilities and obligations of any other entity;
 - y. collaborating with charitable organizations, volunteer organizations, legal authorities and other bodies, and exchanging information and advice with them;
 - z. payments with means from the foundation for the costs of establishment and registration of this institution;
 - aa. insuring properties of the foundation against all foreseeable risks and taking out other insurances deemed necessary by the Board in order to protect the foundation;
 - bb. offering liability insurance for Board members or any other officers of the foundation as applicable by law;
 - cc. conducting other legally permissible activities that promote the objectives of the foundation;
 - dd. carrying out all rightful actions needed, deemed useful, appropriate or suited for promoting the completion of all objectives of the foundation;
and in order to promote or obtain these objectives, the foundation will carry out all necessary legal actions.
3. The assets used for the objects will consist of grants, gifts and other income.
4. The foundation does not aim to make profits. The foundation does not hold more capital than reasonably required for its objects.

Board.

Article 3.

1. The Board of the foundation consists of at least three or more Board members. The Board of the foundation establishes the number of Board members, taking the minimum into account.
The Board may draw up a profile for its composition.
2. The Board appoints from its ranks a chairman and may appoint other functions.
3. Board members will be appointed and dismissed by the Board.
4. The Board must fill a vacancy within two months it has occurred.
If one or more Board members are absent, the non-plenary Board will nevertheless be authorized.
5. Board members are appointed for a maximum period of four (4) years and can be re-appointed immediately afterwards.
6. Membership of the Board ends through:
 - a. the death of the Board member;
 - b. the Board member's resignation;
 - c. dismissal by the Board;
 - d. dismissal by the court.
7. Board members do not receive any reward.
Board members will only be reimbursed for their reasonably made costs.

Duties of the Board.

Article 4.

1. The Board is entrusted with the management of the foundation.
2. The Board is authorized to enter into agreements to acquire, dispose of or encumber registered property and to enter into agreements, which the foundation itself as surety or co-debtor, is a third party or to provide security for a debt of a third party.
3. The Board may appoint officers with a limited authority to represent the foundation. Each one of them shall represent the foundation within the limits set in respect of their authority. The Board shall determine their title.
4. Where necessary, the Board may engage external experts/advisers to assist it in the execution of its duties and it is authorized to establish one or more committees. The members of the committees will be appointed, suspended and dismissed by the Board. The Board determines the committees' tasks and powers.

Representation.

Article 5.

The Board represents the foundation, in so far as the law does not provide otherwise. Representational authority is also vested in two members acting jointly.

Meeting and resolutions of the Board.

Article 6.

1. Meetings of the Board are held in the municipality where the foundation has its official seat or in Utrecht, Amsterdam or Haarlemmermeer (Schiphol airport).
2. At least one meeting must be held each year.
3. Meetings are also held when the chairman considers this desirable or if one of the other Board members requests this in writing from the chairman, stating the matters to be dealt with. If the meeting is not held within three weeks, the person

- requesting the meeting will be entitled to convene the meeting him or herself, provided the required formalities have been observed.
4. The notice convening the meeting must be sent in writing at least seven days in advance, not counting the day of the notice or that of the meeting.
 5. Besides the place and time of the meeting, the notice must state the agenda.
 6. If all Board members are present at a meeting, valid resolutions may be adopted on all items, provided unanimously, even if the rules for convening and holding meetings have not been observed.
 7. The chairman chairs the meetings; in the latter's absence, the Board will appoint another Board member as chairperson.
 8. A Board member may be represented by another Board member by submitting a written proxy.
 9. Votes are taken orally, unless a Board member requests a written vote. Votes in writing are to be taken by unsigned, sealed ballots. Blank votes will be deemed as not having been cast.
 10. Each Board member is entitled to cast one vote. All resolutions are adopted by an absolute majority of votes.
 11. The opinion expressed by the chairperson of the meeting regarding the result of the vote will be decisive. The same holds for the contents of an adopted resolution, in so far as the vote concerns a motion not set out in writing. If the correctness of the chairperson's opinion is challenged immediately after it is pronounced, a new vote will be taken, if the majority of the meeting or, if the original vote was not taken by roll-call or in writing, a Board member requests this. The resolution to be adopted must be recorded. This new vote will cancel the legal consequences of the original vote.
 12. Minutes must be kept of the proceedings of meetings. The minutes are to be adopted by the chairperson and the minutes secretary and signed by them in evidence thereof.
 13. The Board may also adopt resolutions without holding a meeting, provided all Board members have been given the opportunity to express their opinions and have confirmed in writing that they do not object to this way of adopting resolutions. In these Articles, "written" always means all documents transmitted by usual communication channels and received in writing. The minutes secretary must make a report of a resolution adopted in this way, enclosing the answers received, which will be added to the minutes after being co-signed by the chairperson.
 14. Board members shall not participate in discussions and decision-making regarding subject matters in respect of which they may have direct or indirect interests conflicting with the interests of the foundation the organisation connected with it.

Financial year and financial report.

Article 7.

1. The foundation's financial year coincides with the calendar year.
2. The Board must keep records of the foundation's financial position and everything concerning the foundation's work, and keep the corresponding books, documents and other data carriers in such a way that the rights and obligations of the foundation can be known from them at any time.

3. The Board must prepare and set out on paper the foundation's balance sheet and statement of income and expenditure within five months of the end of the financial year. These documents will be prepared by the treasurer in consultation with the secretary, under the Board's responsibility.
4. The Board must keep the books, documents and other data carriers for seven years.
5. The balance sheet and statement of income and expenditure will be adopted by the Board. Before adopting them, the Board may have these documents audited by an auditor to be appointed by it.

Regulations (by-laws).

Article 8.

1. The Board is authorized to lay down additional regulations (by-laws) in which matters not included in the Articles are regulated.
2. The regulations (by-laws) may not be in conflict with the law or the Articles.
3. The Board is authorized to amend or revoke the regulations (by-laws).

Amendment of the Articles.

Article 9.

1. The Board is authorized to amend the Articles by a resolution taken with a majority of two/third (2/3) of the votes cast.
2. The amendment must be made by notarial deed, on pain of nullity.
Each Board member is authorized to have that deed executed.

Dissolution and winding up.

Article 10.

1. The Board is authorized to dissolve the foundation by a resolution taken with a majority of two/third (2/3) of the votes cast.
A custodian of the books, documents and other data carriers will be appointed in the resolution to dissolve the foundation.
2. After its dissolution, the foundation will continue to exist as long as this is necessary to wind up its assets.
3. The Board will carry out the winding up, in so far as the Board does not appoint another liquidator.
4. During the winding up, the provisions of the Articles will remain in force as far as possible.
5. The balance of the foundation's assets after the creditors have been paid, must be spent as much as possible in accordance with the foundation's objects. Said balance can only be distributed to an institution that serves a general interest in accordance with the tax regulations for *Algemeen Nut Beogende Instellingen* or to a foreign institute that only or virtually only serves a general interest and has a similar object.
6. After the winding up, the books, documents and other data carriers of the foundation must be kept for seven years by the custodian referred to in paragraph 1.

The person appearing has sufficiently proved •his/her identity to me, civil-law notary. This deed was executed in •Enschede on the date stated at the beginning of this deed. After the substance of this deed and an explanation thereof had been communicated to the person appearing, •he/she stated that •he/she had read and understood the contents of this deed and agreed to them. Immediately after its limited reading in accordance with the law, this deed was signed by

the person appearing and by me, civil-law notary.