



STATEMENT ABOUT ARTICLES OF ASSOCIATION

The undersigned,

Rien Henk Meppelink (**civil law notary**), civil law notary, officiating in Amsterdam, the Netherlands,

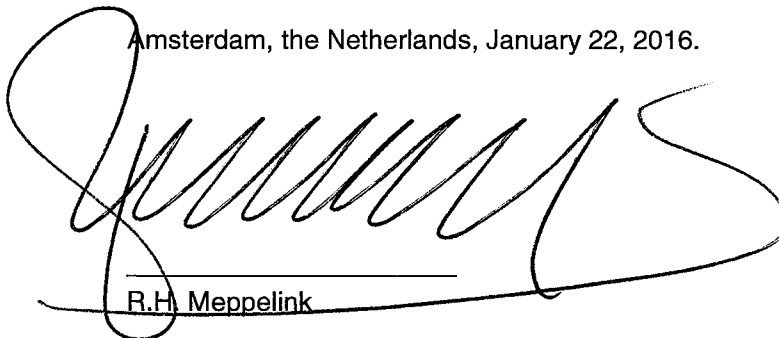
declares

that the attached document is a fair office translation of the deed of incorporation, including the articles of association in the Dutch language of:

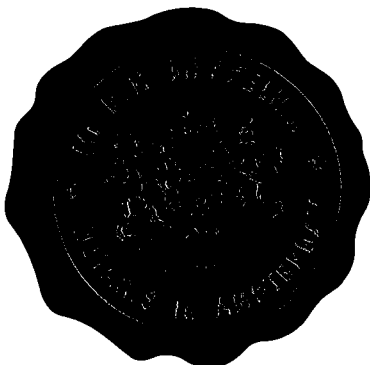
Stichting Movement on the Ground, a foundation under Dutch law (*stichting*), with official seat (*statutaire zetel*) in the municipality of Amsterdam, the Netherlands, executed before me, civil law notary on December 17, 2015.

In preparing this document an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the Dutch text will by law govern. In the attached document, Dutch legal concepts are expressed in English terms and not in their original Dutch terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Amsterdam, the Netherlands, January 22, 2016.

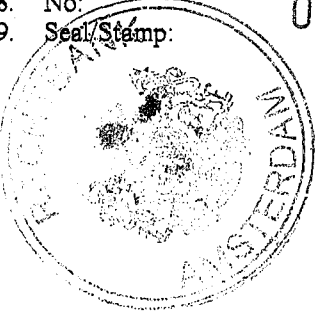
A large, stylized handwritten signature in black ink, which appears to be 'R.H. Meppelink'. The signature is written over a horizontal line.

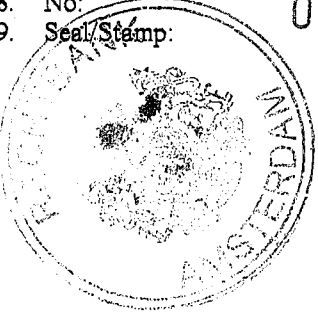
R.H. Meppelink



APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
This public document
2. Has been signed by: mr. R.H. Meppelink
3. Acting in the capacity of: civil law notary in
Amsterdam
4. Bears the seal/stamp of:
mr. R.H. Meppelink
Certified
5. At Amsterdam
6. On 22 januari 2016
7. By the clerk of the Court of Amsterdam
8. No: 03360
9. Seal/Stamp:  10. Signature
mw. L.G. van der Horst



NOTE ABOUT TRANSLATION:

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

INCORPORATION OF A FOUNDATION

(Stichting Movement on the Ground)

This seventeenth day of December two thousand and fifteen, there appeared before me, Rien Henk Meppelink, civil law notary at Amsterdam:

Annemarie Karen van den Heuvel, born in Zwolle, the Netherlands, on the sixth day of July nineteen hundred and eighty-four, employed at Fred. Roeskestraat 100, 1076 ED Amsterdam, the Netherlands, for the purposes hereof acting as authorized representative of:

Mr **Charles Douglas MacGregor**, born in Edinburgh, Scotland on the twenty-fourth day of October nineteen hundred and seventy-five, residing at 1079 RJ Amsterdam, Zuidelijke Wandelweg 1, of British nationality and holder of passport with number 527914723, married (**Incorporator**).

The person appearing declared the following:

The Incorporator hereby incorporates a foundation under Dutch law (*stichting*) (**Foundation**), with the following Articles of Association.

ARTICLES OF ASSOCIATION:**1 Definitions**

1.1 In these Articles of Association the following words shall have the following meanings:

Articles of Association: these articles of association;

Board: the board of the Foundation;

Foundation: the foundation the internal organisation of which is governed by these Articles of Association;

in writing: by letter, telecopier, e-mail, or by a legible and reproducible message otherwise electronically sent, provided that the identity of the sender can be sufficiently established;

- 1.2 References to Articles shall be deemed to refer to articles of these Articles of Association, unless the contrary is apparent.

2 Name and Official Seat

- 2.1 The name of the Foundation is:

Stichting Movement on the Ground

The Foundation can also act under the name: Movement on the Ground.

- 2.2 The official seat of the Foundation is in the municipality of Amsterdam.

3 Objects and funds

- 3.1 The objects of the Foundation are to support victims of humanitarian crises, as well as all that is directly or indirectly connected therewith or may be conducive thereto, all to be interpreted in the broadest sense, if in the general interest.

- 3.2 The Foundation seeks to realize its objects inter alia by:

- (a) providing material and immaterial support to people in distress;
- (b) support other aid initiatives;
- (c) protecting and contributing to local economies and environments.

- 3.3 The funds of the Foundation consist of grants, donations, bequests, assets obtained from testamentary dispositions and other benefits.

- 3.4 The Foundation does not hold more funds than is reasonably necessary for the continuity of the foreseeable activities for the benefit of the objects of the Foundation.

The management costs should be proportionate to the expenses for the benefit of the objects of the Foundation.

- 3.5 No person or legal entity can dispose of the funds of the Foundation as if it were their own funds.

- 3.6 The Foundation serves the public interest and not making profit.

4 Board: appointment, suspension and resignation

- 4.1 The Board of the Foundation shall consist of a number of at least three (3) persons, to be determined by the Board. An incomplete Board shall only retain its authorities to the extent that the management relates to acts which are required or necessary for a proper functioning of the Foundation or acts which cannot be delayed. Both individuals and legal entities can be Board members.

- 4.2 The first Board members are appointed in this deed. Subsequent Board members are appointed by the Board. Vacancies that may arise shall be filled at the earliest opportunity.

- 4.3 The Board shall elect a Board member as chairperson and the Board may elect a secretary from among its midst.

- 4.4 Board members are appointed for a term up to four (4) years. A board member retiring, whether or not in accordance with the rotation scheme as referred to in Article 4.5, is immediately eligible for reappointment.

- 4.5 The Board can draw up a rotation scheme.

- 4.6 Each Board member can be suspended by the Board at any time for a period of no more than three months. If following a suspension no resolution is adopted on dismissal within three months, the suspension shall end by the end of that period.
- 4.7 Each Board member can be dismissed by the court in cases provided for by law or by the Board for important reasons.
- 4.8 A Board member further ceases to hold office:
- (d) upon death;
 - (e) upon voluntary resignation;
 - (f) upon being declared bankrupt, applying for a suspension of payments or petitioning for application of the debt restructuring provision referred to in the Dutch Bankruptcy Act;
 - (g) upon the appointment of a custodian to administer the Board member's affairs or upon a court decision pursuant to which one or more of the assets of the Board member are placed under curatorship;
 - (h) upon ceasing to exist pursuant to a merger, demerger or dissolution;
 - (i) upon expiration of the term of his appointment, whether or not in accordance with the rotation scheme referred to in Article 4.5, without being reappointed.
- 4.9 Board members shall, except for a non-excessive compensation of their expenses incurred in the performance of their work and a not excessive attendance fee, not receive remuneration.

5 Board: duties and powers

- 5.1 The Board shall be entrusted with the management of the Foundation. In performing their duties the Board members shall act in accordance with the interests of the Foundation and the organisation connected with it.
- 5.2 The Board shall be authorized to resolve to enter into agreements to purchase, alienate or encumber registered property and to enter into agreements whereby the Foundation binds itself as surety or joint and several co debtor or guarantees or secures the debts of a third party as well as to represent the Foundation in such transactions.

6 Board meetings: notice and venue

- 6.1 At least one Board meeting shall be held or at least once a decision shall be made in accordance with Article 9.7 during each financial year.
- 6.2 Other Board meetings shall be convened as often as a Board member deems such necessary.
- 6.3 Notice of Board meetings shall be given by a Board member.
- 6.4 Notice of the meeting shall be given in writing and no later than on the eighth day before the date of the meeting.
- 6.5 The notice of the meeting shall specify the subjects to be discussed.
- 6.6 Board meetings are to be held at the place determined by the person providing notice of the meeting.
- 6.7 Board meetings may be held by means of an assembly of its members in person at a formal meeting or by conference call, "video conference" or by any other means of communication, provided that all Board members participating

in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting.

7 Board meetings: admittance

- 7.1 Board meetings may be attended by Board members and those permitted by the Board members attending the meeting.
- 7.2 Board members may be represented at a meeting by another Board member authorized in writing. A Board member may not represent more than one other Board member at a meeting.

8 Board meetings: chairperson and secretary

- 8.1 The Board meetings shall be presided over by the chairperson of the Board; in his absence the meeting shall itself provide leadership. Until such appointment is made the eldest Board member present at the meeting shall act as chairperson of the meeting.
- 8.2 The chairperson of the meeting shall appoint a secretary for the meeting.
- 8.3 The secretary of a meeting shall keep minutes of the proceedings at the Board meeting. The minutes shall be adopted by the chairperson and the secretary of the meeting and as evidence thereof shall be signed by them.

9 Board meetings: resolutions

- 9.1 Each Board member may cast one vote.
- 9.2 To the extent that the law or these Articles of Association do not require a qualified majority, all resolutions of the Board shall be adopted by more than half of the votes cast.
- 9.3 Blank and invalid votes shall not be counted as votes.
- 9.4 If there is a tie in voting, the proposal shall be deemed to have been rejected.
- 9.5 All voting shall take place orally. However, the chairperson of the meeting is entitled to decide that votes be cast in writing. In cases of votes on persons, each Board member present at the meeting may demand a vote in writing. Voting in writing shall take place by means of unsigned ballot papers.
- 9.6 If the formalities for convening and holding of Board meetings, as prescribed by law or these Articles of Association, have not been complied with, valid resolutions by the Board may only be adopted in a meeting if all Board members are present or represented at the meeting and have consented to the decision-making process taking place.
- 9.7 Board resolutions may also be adopted in a manner other than at a meeting, provided that all Board members have given consent to such decision-making process in writing. The votes shall be cast in writing.
- 9.8 The Board may establish rules regarding its decision-making process and working methods.
- 9.9 A Board member shall not participate in deliberations and the decision-making process in the event of a direct or indirect personal conflict of interest between that Board member and the Foundation and the organisation connected with it. If there is such personal conflict of interest in respect of all Board members, the Board shall maintain its authority and the considerations for the resolution shall be set forth in writing.

10 Representation

- 10.1 Two Board members acting jointly, amongst which the chairperson, shall also be authorized to represent the Foundation.
- 10.2 The Board may appoint officers with general or limited power to represent the Foundation. Each officer shall be competent to represent the Foundation, subject to the restrictions imposed on him. The Board shall determine each officer's title. Such officers may be registered at the Dutch trade register, indicating the scope of their power to represent the Foundation.

11 Financial year and annual accounts

- 11.1 The Foundation's financial year shall be the calendar year.
- 11.2 The Board shall keep records pertaining to the financial position and the activities of the Foundation, in conformity with the requirements ensuing from the activities of the Foundation and shall keep the books, documents and other data carriers relating thereto in such a way that the Foundation's rights and obligations can be determined at all times.
- 11.3 The records referred to in Article 11.2 show the kind and extent of:
- (a) compensation for expenses and/or attendance fees enjoyed by Board members, if any;
 - (b) costs incurred for the management of the Foundation and other expenses;
 - (c) the income of the Foundation; and
 - (d) the funds of the Foundation.

Furthermore, to the extent required by law at any time, the Foundation shall make information relating to its functioning available to the public over the internet by electronic means.

- 11.4 The Board shall prepare and make available a paper version of a balance sheet and profit and loss account every year, within six months of the end of the relevant financial year. The balance sheet and the profit and loss account shall be signed by all Board members.
- 11.5 Before proceeding to adopt the documents referred to in Article 11.4 the Board may have them examined by an accountant designated by the Board. The accountant shall report to the Board on the result of his examination.
- 11.6 The Board is obliged to keep the books, documents and other data carriers referred to in the above paragraphs for a period of seven years.

12 Regulations and policy plan

- 12.1 The Board can adopt bylaws (*huishoudelijk reglement*) or other regulations, to arrange subjects which are not contained in these Articles of Association.
- 12.2 Regulations may not be in conflict with the law or these Articles of Association.
- 12.3 The Board shall be authorized to amend or terminate a regulation at any time.
- 12.4 The Board shall draw up an annual or multiyear policy plan in which is indicated how to give effect to the objects of the Foundation laid down in Article 3.1. Such policy plan will be revised any time current issues so request. The policy plan demonstrates the specific objectives of the Foundation for a number of years. The policy plan includes a program of activities to be undertaken, a description of the actual work to be performed and a description of the results expected

from the implementation of the policy.

- 12.5 The policy plan as referred to in Article 12.4 includes at least as description of:
- 12.6 the work to be performed by the Foundation;
- (a) the work to be performed by the Foundation;
 - (b) the method of fundraising, if any;
 - (c) the administration of income and funds; and
 - (d) how income and funds will be spent and to which objects.
- 12.7 Articles 13.1 and 13.2 of these Articles of Association shall apply by analogy to a Board resolution to adopt, amend or terminate a policy plan.

13 Amendment of the Articles of Association

- 13.1 The Board shall be authorized to amend these Articles of Association by resolution adopted in a meeting in which all Board members are present or represented.
- 13.2 If, at a meeting in which a resolution to amend these Articles of Association is to be discussed, not all Board members are present or represented, a second meeting shall be called to be held no earlier than two weeks and no later than four weeks after the first meeting. At such second meeting, irrespective of the number of Board members present or represented, a valid resolution with respect to the proposal presented for discussion at the first meeting may be adopted.
- 13.3 A copy of the proposal, containing the verbatim text of the proposed amendment, shall be attached to the notice of the meeting in which an amendment of the Articles of Association is to be discussed.
- 13.4 An amendment of these Articles of Association shall only take effect after a notarial deed thereof has been drawn up. Each Board member severally shall be authorized to have said deed executed.

14 Dissolution

- 14.1 The Foundation may be dissolved pursuant to a resolution to that effect by the Board.
- 14.2 The Articles 13.1 and 13.2 shall apply by analogy to a Board resolution to dissolve the Foundation.
- 14.3 The resolution to dissolve the Foundation includes the establishment of the destination of the liquidation balance. Any surplus on liquidation should be spent for the benefit of another public welfare institution (*algemeen nut beogende instelling*) with similar objects as the Foundation, or a foreign institution which exclusively serves the public interest and has similar objects as the Foundation.
- 14.4 If the Foundation is dissolved pursuant to a resolution of the Board, the Board members shall become liquidators of the dissolved Foundation's property. The Board may decide to appoint one or more other persons as liquidators.
- 14.5 During liquidation, to the extent possible the provisions of these Articles of Association shall continue to apply.
- 14.6 After completion of the liquidation, the books, records and other data carriers of the dissolved Foundation shall remain in the custody of the person designated for that purpose by the liquidators, for the period prescribed by law.

14.7 In addition, the liquidation shall be subject to the relevant provisions of Title 1, Book 2 of the Dutch Civil Code.

15 Transitional provision

The Foundation's first financial year shall end on the thirty first day of December two thousand and sixteen.

This Article and its title shall cease to exist after the end of the first financial year.

Finally, the person appearing declared:

that the following persons shall, at incorporation, be appointed Board members:

- (a) Mr Adil Izemrane, born in Rabat, Morocco, on the fifteenth day of June nineteen hundred and seventy-seven, as chairperson;
- (b) Mr Charles Douglas MacGregor, born in Edinburgh, Scotland, on the twenty-fourth day of October nineteen hundred and seventy-five;
- (c) Ms Laura Helena Jansen, born in Breda, the Netherlands, on the fourth day of March nineteen hundred and seventy-seven;
- (d) Mr John Carel de Mol, born in Laren, the Netherlands, on the twelfth day of January nineteen hundred and seventy-nine; and
- (e) Mr Dylan Charles Ingham, born in Saffron Walden, England, on the twenty-eighth day of April nineteen hundred and seventy.

Power of attorney

Of the abovementioned power of attorney to the person appearing has appeared to me, civil law notary, from one (1) power of attorney, which shall be attached to this deed (Annex).

End

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

This deed was executed in Amsterdam on the date stated in the first paragraph of this deed.

The contents of the deed have been stated and clarified to the person appearing.

The person appearing has declared not to wish the deed to be fully read out, to have noted the contents of the deed timely before its execution and to agree with the contents.

After limited reading, this deed was signed first by the person appearing and thereafter by me, civil law notary at twenty hours.