

ESA Humanitarian Relief Fund Articles of association:

NAME AND SEAT

ARTICLE 1

1. The foundation bears the name: Stichting The European Space Agency Humanitarian Relief Foundation (ESA HRF).
2. The foundation has its registered office in the municipality of Noordwijk.

GOAL

ARTICLE 2

1. The foundation aims to:
 - a. providing support to humanitarian and sustainable development projects in line with the United Nations Sustainable Development Goals (SDGs);
 - b. performing all further actions that are related to the foregoing in the broadest sense or that may be conducive thereto.
2. The foundation aims to serve the public interest.
3. The foundation does not aim to make a profit.

ASSETS

ARTICLE 3

1. The foundation's assets will be formed by:
 - a. compensation for activities organized and performed by the foundation services;
 - b. subsidies;
 - c. gifts, inheritances and legacies;
 - d. return on invested funds;
 - e. all other income and benefits.
2. Inheritances can only be made under the benefit of inventory accepted.
3. The assets of the foundation may not exceed what is reasonably necessary to achieve the foundation's objective.

MANAGEMENT

ARTICLE 4

1. The board of the foundation consists of at least three members and is appointed for the first appointed by this deed. The number of members is determined by the board, taking into account the provisions of the previous sentence.
2. The board (with the exception of the first board, whose members are appointed to office) shall elect from among its members a chairman, a secretary and a treasurer. One or more of these functions may be filled by one person.
3. The board members are appointed, dismissed and suspended by the board – taking into account the following:
 - a. there may be no close family or similar relationships between the board members, including – but not limited to – marriage, registered partnership, unmarried cohabitation and blood or affinity up to and including the fourth degree.
 - b. the capacity of board member is incompatible with director, founder, shareholder, supervisor or employee of:
 - I. an entity to which the foundation transfers the funds it has collected, directly or indirectly, in whole or in part.
 - II. an entity with which the foundation structurally carries out legal transactions that can be valued in monetary terms.

An entity as referred to in the previous sentence is considered equivalent to a legal person or entity that is statutorily linked – directly or indirectly – to the foundation.

4. Board members are appointed for an indefinite period.
5. If the board is not complete, it nevertheless retains its powers, without prejudice to the obligation of the board to fill the vacancy.
6. In the event of the absence or inability to act of a board member, the other directors shall remain responsible for the management and the board shall retain its powers, without prejudice to the obligation of the board to fill the vacancy. In the event of the absence or inability to act of all directors, any interested party may request the court of the district in which the foundation is established to appoint a person who shall temporarily be responsible for the management. Impediments include suspension, illness or unavailability, provided that illness and unavailability for a period of at least fifteen days, the possibility of contact between the director and the foundation has not existed.
7. The board members do not receive any remuneration for their work. They are entitled to reimbursement of the costs and attendance fees incurred by them in the performance of their duties. All remuneration paid to the board members is included and explained as such in the annual accounts.

DUTIES AND AUTHORITY

ARTICLE 5

1. The board is responsible for managing the foundation.
2. The tasks of the individual board members can be determined by the board established to clarify where responsibility for certain tasks lies.
3. The board is not authorized to decide to enter into agreements for the acquisition, alienation or encumbrance of registered property.
4. The board is not authorized to decide to enter into agreements, whereby the foundation acts as surety or principal co-debtor, warrants performance by a third party or undertakes to provide security for the debt of another.

MEETINGS

ARTICLE 6

1. The board meetings shall be held in the Netherlands at the location specified in the notice of meeting.
2. The board meets at least once a year.
3. Meetings will also be held whenever the chairman deems it desirable or if one of the other board members submits a written request to the chairman stating the exact items to be discussed. If the chairman does not comply with such a request in such a way that the meeting can be held within three weeks of the request, the applicant is entitled to convene a meeting himself, taking into account the required formalities.
4. Unless the chairman decides otherwise, the meeting shall be convened at least seven days in advance, not counting the day of the convening and the day of the meeting, by letter, fax or by means of data communication.
5. The notice of meeting shall state the place, time and agenda of the meeting.
6. If all board members are present or represented at a board meeting, legally valid decisions can be taken on all subjects discussed.
7. The meeting shall be chaired by the chairman; in his absence the meeting shall appoint a chairman.
8. A meeting shall be convened by the secretary, or another person designated for that purpose. minutes are kept by the designated person for the chairman, which are approved in the same meeting or in a subsequent meeting.
9. The board meetings are attended by the board members in office and those invited to attend by the board.

10. Without prejudice to the provisions of the previous paragraphs, if the board so decides, a director may also participate in board meetings, speak and vote by means of an electronic means of communication.

To this end, it is required that the director can i) be identified via the electronic means of communication, ii) be able to directly take note of the proceedings at the meeting, iii) be able to participate in the deliberations and iv) be able to exercise his voting rights. Further rules regarding participation in and voting at board meetings by means of an electronic means of communication can be established by the board in the board regulations.

DECISION MAKING

ARTICLE 7

1. The board can only take decisions in a meeting if the majority of the board members are present or represented.
 2. A board member may be represented by another board member at a meeting. represent after a written proxy, deemed sufficient by the chairman of the meeting, has been issued. A board member may only act as proxy for one other board member.
 3. A director shall not participate in the deliberations and decision-making if he has a direct or indirect personal interest that conflicts with the interest referred to in Article 5, paragraph 1. If this means that no management decision can be taken, the board is nevertheless authorized to take a decision on the matter and the considerations underlying the decision shall be recorded in writing.
 4. If the prescribed number of board members is not present at a meeting or represented, then in a subsequent meeting, which must be held between two and four weeks after that first meeting, a decision may be taken on the subjects that were placed on the agenda at the first meeting with at least two-thirds of the votes cast, regardless of the number of board members present or represented. The notice convening the second meeting must state that and why a decision may be taken regardless of the number of board members present or represented.
 5. As long as all board members are present or represented at a meeting, valid decisions can be taken on all subjects discussed, even if the regulations for calling and holding meetings as provided in the articles of association have not been observed.
 6. The board may also take decisions outside of meetings, provided that all board members have been given the opportunity to express their opinion by letter, fax or by means of data communication. A report of a decision taken in this way shall be drawn up by the secretary, which, after being co-signed by the chairman, shall be kept as minutes.
 7. Each board member has the right to cast one vote. Unless these articles of association prescribe a larger majority, board decisions are taken by an absolute majority of the votes cast. absolute majority is understood here as: more than half of the votes cast.
 8. Voting on persons shall be in writing, on matters orally, unless the the chairman decides otherwise.
 9. Blank and incorrectly cast votes do not count. In the event of a tie, a second vote will be taken. If the votes are tied again, the proposal will be deemed to have been rejected.
 10. In all disputes concerning votes, the chairman of the meeting shall decide.
 11. Suspended board members shall not participate in decision-making.
 12. The board members are advised by committee members (or expert members) in their decision-making process regarding project financing in accordance with the objectives of the foundation.
- END OF BOARD MEMBERSHIP

ARTICLE 8

1. The board membership of a board member ends:
 - a. by his death or, if the board member is a legal entity, by its dissolution or if it ceases to exist;
 - b. upon loss of free management of his assets;
 - c. by his resignation;
 - d. by dismissal by the board;
 - e. by dismissal by the court.
2. The following are – as stated above – incompatible with board membership:
 - a. a relationship as referred to in Article 4, paragraph 3, sub a;
 - b. a capacity as referred to in Article 4, paragraph 3, under b.

A board member with respect to whom an incompatibility as referred to in sub a and/or b occurs must inform the board thereof without delay. Such an incompatibility is a ground for dismissal. The board will inform about this at the next meeting and, if necessary, submit a request for dismissal of the board member concerned in order to eliminate the aforementioned incompatibility.
1. In all cases in which the foundation has a conflict of interest with a member of the board, the board member in question must report this to the board.

The relevant board member must abstain from the deliberations on the matter. This board member shall not be entitled to vote on decisions on the matter in question and the presence of this board member shall not count towards determining whether the required quorum for decision-making has been reached.
2. In all cases in which the foundation has a conflict of interest with one or more members of the board, the foundation may only be represented by the other board members, provided that those in respect of whom the conflict of interest with the foundation exists are not authorised or may not be authorized to perform the relevant acts on behalf of the foundation.
3. A conflict of interests includes, among other things, performing of legal transactions that can be valued in money between the foundation and:
 - a. members of the board;
 - b. persons who have a close family or similar relationship with the members of the board;
 - c.
 - d. legal entities of which the persons referred to in a and b above are directors, members of the supervisory body or shareholders.

ARTICLE 10

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

FINANCIAL YEAR AND ANNUAL STATEMENTS

ARTICLE 11

1. The board is obliged to have an up-to-date policy plan that provides insight into:
 - a. the way in which the foundation carries out its work to achieve its objectives;
 - b. the manner in which the foundation raises funds;
 - c. the management of the foundation's assets;
 - d. the expenditure of the foundation's assets.

The policy plan may cover one or more calendar years.
2. The foundation's financial year is equal to the calendar year.
3. The board is obliged to consider the financial position and activities of the foundation, to maintain an administration in such a way that its rights and obligations can be always known.

4. The board is obliged to draw up and approve the annual accounts (balance sheet, profit and loss account with explanatory notes) within six months of the end of the financial year. Approval of the annual accounts thereafter shall discharge the treasurer for the actions apparent from these documents.
Within six months after the end of the financial year, the secretary shall submit the meeting of the board presents a general annual report.
5. The board may appoint a registered accountant or other expert to audit the annual accounts.
6. The board is obliged to keep the administration for at least seven years.

RULES

ARTICLE 12

The board is authorized to establish, amend and repeal regulations, which may not contain provisions that conflict with these articles of association or the law.

AMENDMENT OF THE STATUTE

ARTICLE 13

1. The board is authorized to amend these articles of association. A resolution to amend the articles of association must be passed by two-thirds of the votes cast at a meeting in which at least two-thirds of the board members are present or represented. If two-thirds of the board members are not present or represented, a second meeting will be convened within four weeks, but not earlier than after one week, in which the proposal will be decided upon by two-thirds of the votes cast, regardless of the number of board members present or represented.
2. The amendment must be made by notarial deed under penalty of nullity. Any board member or any other person authorized by the board by the board resolution is authorized to have the deed executed, upon submission of (an extract from) the minutes of the meeting.

LEGAL MERGER OR DEMERGER

ARTICLE 14

The provisions of paragraph 2 of the previous article shall apply mutatis mutandis to a decision on a legal merger or demerger, without prejudice to the other requirements set in law.

DISSOLUTION AND LIQUIDATION

ARTICLE 15

1. The board is authorized to dissolve the foundation.
The provisions of Article 13, paragraph 2, apply to the decision to be taken for this purpose.
2. The foundation shall continue to exist after its dissolution to the extent necessary for the liquidation of its assets. In documents and announcements issued by the foundation, the following must be added to its name: in liquidation.
3. After dissolution, the liquidation will be carried out by the board, unless the resolution to dissolution other liquidators have been appointed.
4. The decision to dissolve the foundation must include the destination of any surplus, provided that any surplus must be spent on a public benefit institution with a similar objective or on a foreign institution that exclusively or almost exclusively aims at public benefit and that has a similar objective.
5. During the liquidation, the provisions of these articles of association shall remain in force as much as possible in force.
6. After completion of the liquidation, the books and records of the dissolved foundation shall

remain in the custody of the custodian appointed by the liquidator(s) for the period prescribed by law.

TRADE REGISTER

ARTICLE 16

The board ensures that the foundation, the board members and others than board members who can represent the foundation are registered in the trade register.

FINAL PROVISIONS

ARTICLE 17

1. In all cases not provided for by either the law or these articles of association, the management.
2. The foundation's first financial year ends on the thirty-first of December two thousand twenty-four (31-12-2024).

FIRST BOARD Members

Finally, the parties declared that at this incorporation:

- a. the board consists of six (6) board members;
- b. are appointed as board members of the foundation for the first time:
 1. Jinesh Ramachandran, Chairman;
 2. Chiara Lombardi, Vice-Chairperson;
 3. Ajantha Ambily, Secretary;
 4. Christophe Audin, Vice-secretary;
 5. Yanina Sulleiro, Treasurer;
 6. Amadou Whittaker, Vice-Treasurer.

This deed was executed in Leiden on the date stated at the beginning of this deed.

The parties appearing are known to me, the notary. The identity of the parties appearing/parties involved in this deed has been established by me, the notary, based on the document(s) designated for that purpose.

After the parties had been given a factual explanation of the contents of this deed and an explanation thereof, they unanimously declared that they had taken note of the contents of this deed in good time before its execution, that they agreed with it, that they had been informed of the consequences for the parties arising from this deed and that they did not wish it to be read out in full.

Subsequently, immediately after a limited reading, this deed was signed successively by the appearing parties and the notary.