

Case number 154.149

INCORPORATION STICHTING

Today, the twentieth of July two thousand fifteen, appeared before me, Mr Bart Voorwinde, LLM— notary public in Amsterdam:..... -

..... —..

1. Mr **Lars Ebert**, born in Heidelberg, Germany, on the fifth of April..... —--- ---
nineteen hundred seventy-six, residing at 1017 BP Amsterdam Herengracht
401, holder of a German passport number C4VRT554F, issued in —
.....
—

Amsterdam on the twelfth of June two thousand and twelve, valid up to the eleventh
of June two thousand twenty-two, unmarried and not registered as partner in
the sense of the registered partnership or having been registered as such;
—

2. Ms Rosa Maria d Aguiar Baptista, born in Madeira on the twenty-second of
September nineteen hundred sixty-six, choosing residence in my offices,
notary public at Nijenburg 2A, 1081 GG Amsterdam, as attorney in fact
authorised in writing of: - —

- a. Mr **John Henry Butler**, born in Whitchurch, England, on the eleventh of---
December nineteen hundred forty-eight, residing at Devon EX2 9HJ, - Exeter,
England, 61 Cowick Lane, holder of a British passport number – 207953430,
issued in England on fifteen November two thousand six, - valid up to fifteen
February two thousand seventeen, and married;-----

b. -----

Mr **Robert Edmund Baker**, born in Birmingham, England, on the ninth of
October nineteen hundred forty-six, residing at Broadwater — Cottage,
Glenameade, Pallaskenry, Co Limerick, Ireland, holder of a British passport
number 529426152, issued in England on the twenty second of January two
thousand fifteen, valid up to the twenty-second of October -----
two thousand twenty-five, and married; - —

- c. Ms **Maren Gesine Friederike Schmohl**, born in Stuttgart, -----
Germany, on the fourth of August nineteen hundred sixty-four, residing at —
Widdumhofstrasse 19, D-70499, Stuttgart, Germany, holder of a German -
passport number L86MGGHNH, issued in Stuttgart, Germany, on the
twenty-seventh of March two thousand fourteen, valid up to the twenty-sixth of
March two thousand twenty-four, unmarried and not registered as partner in
the sense of the registered partnership or having been registered as such; -----

—

d. Mr **Anthony Stephen Beckton Dean**, born in Leeds, England, on the ninth of June nineteen hundred fifty-five, residing at S014 3JF, Ocean — Village, Southham, England, Flat 73 Sirocco, 33 Channel Way, holder of a British passport number 801386088, issued on the seventh of April two thousand ten, valid up to the seventh of August two thousand twenty, unmarried and not registered as partner in the sense of the registered partnership or having been registered as such; - —

e. Miss **Paula Elizabeth Crabtree**, born in Thorpe Audlin, England, on the thirtieth of April nineteen hundred sixty-two, residing at Hagagatan 13, - 11348, Stockholm, Sweden, holder of a Norwegian passport number ----- 27732091, issued in Hordaland, Norway, on the twenty first of April ----- two thousand ten, valid up to the twenty-first of April two thousand twenty, and married. - - — —

The aforementioned commissions are evidenced by five (5) personal deeds of power of attorney, sufficiently known to me, notary public, which shall be attached to this deed.

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The appeared persons, acting as stated, declared to incorporate by this deed a foundation under the Laws of the Netherlands (a “Stichting”) and to establish therefore the following articles of association:

Name and Seat..... - -.....

Article 1 —..... - —..... -

1. The Foundation bears the name: **Stichting EQ-Arts - Enhancing Quality in the Arts**. -..... —.....

2. It has its seat in the municipality of **Amsterdam, the Netherlands**-

Objective ---..... - —.....

Article 2 —..... - —.....

1. The Foundation has the objective: —..... -..... —.....
a. the assessment, promotion and development of the standard and the quality of the higher education in art in Europe.
the execution of all further acts, that are related to the aforementioned in the broadest sense or can be beneficial thereto

Article 3 - - —..... —.....

The capital of the Foundation shall be formed by: -----
subsidies and donations; - —.....
gifts, inheritances and legates; —.....
all other acquisitions and benefits.-----

Board: composition, manner of appointment - -

Article 4..... - - —.....

a. The Board of the Foundation consists of a number, to be established by the Board, of at least five (5), composed as follows:..... —.....



..... the Board of the Foundation can appoint a maximum of four (4) extra directors above the minimum number of five (5). They will be appointed for a period of three (3) years and can be extended three (3) times up to a maximum of nine (9) years. The Board appointed for the first time shall step down in phases. — —

..... —

- b. The chairperson, treasurer and secretary will be appointed by the EQ-Arts Board. They will be appointed for three (3) years and can be extended once up to a maximum of 6 years. The chairperson is responsible for the leading and development of EQ-Arts.....
- c. Appointment of the EQ-Arts General Manager takes place by the EQ-Arts — Board..... —
- d. The chairperson of the Foundation is the line manager of the General Manager. —

- e. The EQ-Arts Board shall invite a maximum of three (3) representatives of -- sectoral organisations (such as for instance ELIA - The European League - or Institutes or the Arts) to attend board meetings, however, without having a voting right. -----
- f. The quorum is at least fifty percent (50%) of the Board. -----

1. -----
After the appointment of the first Board of the foundation, elections and re-elections will be done in co-optation. Vacancies must be provided for as soon as possible. The EQ-Arts will choose from its midst a chairperson, a secretary and a treasurer. The functions of chairperson and secretary can be fulfilled by one ---- person. -----

- 2. The directors will be appointed for a period for three (3) years and can ----- be extended up to a maximum of nine (9) years. -----
- 3. In case of one or more vacancies in the Board, the Board shall keep its ----- authorities. -----
- 4. Should in the Board for whichever reason one or more members be absent, then the remaining member of the Board, shall nevertheless form a legal Board, except for the stipulations in article 9. — - — -

- 5. All directors have a right to compensation of the reasonable costs made by them in the execution of their function.

Board: task and authorities — —

Article 5 -----

- 1. The Board is charged with the management of the Foundation. The Board shall develop in joint consultation with the General Manager the policy.

The Board shall approve the annual report and the annual accounts. The board shall approve a strategic five-year plan. The board shall receive an operational plan of

the accreditation board. —

The Board appoints the annual auditors. The Board designs and approves the operational regulations and reviews them periodically. -

2.

The Board is authorised to decide to the conclusion of agreements to the acquisition, alienation or encumbering of registered goods, provided that the resolution will be taken with all votes of all in directors being in function.

3. The Board is authorised to decide to the conclusion of agreements, whereby the Foundation commits itself as guarantor or jointly and severally liable co-debtor, makes itself strong for a third party or commits to provision of surety for the debt of another, provided that the resolution will be taken with all votes of all directors being in function. —

..... —

4. A
against an act in violation of the sections 2 and 3 a claim can be made against third parties.

Board: meetings — — - - -

Article 6 — - — -

1. T

he general meetings of members will be held in the municipality where the association has its statutory seat. A general meeting of members can be held in another place that aforementioned, provided that all persons entitled to attend the meeting have agreed with the place of the meeting. Digital forms are hereby possible.

2.

Annually within six (6) months after expiry of the accounting year a meeting of the Board (the annual meeting) will be held, where in any case will come to the order the establishment of the balance and the state of benefits and expenditures. —

3. Furthermore, meetings will be held, when one of the directors makes a convocation thereto.

4. The convocation to a meeting takes place in writing, at least seven days in advance, the day of the convocation and that of the meeting not counted along. In case of emergency, convocation can also take place by phone or e-mail. —

5. A convocation letter states, except for the place and time of the meeting, the subjects to be treated. -- ---- -

.....

6. T

he meetings will be led by the chairperson. If this is absent, then the present directors will provide for the chair of the meeting. Till that moment the meeting will be led by the director present oldest in age.

7. The secretary will make minutes of the meeting. In the absence of the secretary the maker of the minutes will be appointed by the chairperson of the

meeting. The minutes will be established and signed by the chairperson of the meeting and the maker of the minutes. The minutes will subsequently be kept by the secretary. —

8. -----

The directors being in function shall have access to the meetings of the Board and those persons that have been invited thereto by the Board. -----

Board: Forming of resolutions —.....—--

Article 7— — -----

1. The Board can only take resolutions in a meeting if half or three (3) of the directors being in function is/are present or represented. A director can let himself be represented in a meeting by another director, after a written power of attorney, sufficient at the discretion of the chairperson of the meeting, has been issued. A director can thereby only act for one other director as proxy. Member of the board can also take part in a meeting via a meeting by phone or by internet. -
2. If in a meeting not half of the directors being in function is present or represented then a second meeting will be convened, to be held not sooner than two and not later than four weeks after the first meeting. In this second meeting can be decided irrespective of the number of directors present or represented regarding the subjects which were put on the agenda on the first meeting. In the convocation to the second meeting must be stated that and why a resolution can be taken irrespective of the number of directors present or represented.
As long as in a meeting all directors being in function are present, valid resolutions can be taken over all subjects coming to the order, provided so with unanimous votes, even if the prescriptions given by the articles of association for the convocation and holding of meetings have not been complied with.
3. The Board can also take decisions unanimously outside a meeting.
Of a resolution thus taken a report will be made by the secretary, that after co-signing by the chairperson will be kept as minutes.
4. Each director has the right to cast one vote. -----
Insofar these articles of association do not prescribe a larger majority, Board resolutions will be taken with a normal majority of votes cast validly. In case of a deadlock of votes, the proposal is deemed to have been rejected. -----
5. All voting's in a meeting take place verbally unless one or more directors request a voting in writing before the voting. —
Voting in writing takes place by unsigned, closed notes.
6. Blank votes will be regarded as not have been cast.—
7. The assessment given by the chairperson of the meeting in the meeting regarding the outcome of a voting is decisive. The same applies for the content of a resolution taken, insofar the vote took place over a proposal not recorded in writing. If, however, immediately after the expression of the assessment of the chairperson of the meeting the correctness thereof is contested, then a new voting will take place if the majority of the meeting or, if the original voting did not take place per person or in writing, a single person authorised to vote, requests so. By

this new voting the legal consequences of the original voting become void.

Board: stepping down-----

Article 8-----

A director steps down: -----

- a. -----
by his death or if the director is a legal person is, by its dissolution or if it ceases to exist;
- b. by the loss of the free management over his capital;
- c. by his stepping down; -----
- d. by discharge granted to him by the joint other directors;-----
- e. by discharge on the basis of article 2:298 Dutch Civil Code.-----

Representation-----

Article 9-----

1. The Board represents the Foundation. -----
2. The authority to representation also belongs to two (2) directors acting jointly. - -
3. The Board can grant a power of attorney one or more directors, as well as to ----- third parties, to represent the Foundation within the limits of that power of attorney.

Accounting year and annual accounts-----

Article 10-----

1. The accounting year of the Foundation is equal to the calendar year. -----
2. The Board is obliged to conduct an administration of the situation of the capital of the Foundation and of all concerning the activities of the Foundation, to the requirements that derive from these activities, in such a manner and to keep the related books, documents and information carriers in such a manner that there from at all times the rights and obligations of the Foundation can be known.
3. The Board is obliged, annually within six months after expiry of the accounting year, to put the balance and the state of benefits and expenses of the Foundation, in writing and to establish it.
The balance and the state of benefits and expenses will be examined by a chartered accountant, accountant-administration consultant or another expert in the sense of article 2:393 Dutch Civil Code, appointed by the Board. This expert will issue a report concerning his examination to the Board and represents the outcome of his examination in a statement concerning the veracity of the documents mentioned in the previous section. -----
4. The Board is obliged to keep the books documents and other information carriers referred to in the previous sections, during a period of seven years.
5. The data applied to an information carrier, with the exception of the

balance and the state of benefits and expenses put on paper, can be transferred and stored on another information carrier, provided that the transfer takes place with the correct and complete representation of the data and these data are available during the full storage time and can be made readable within a reasonable time. —

Regulation.....— — -

Article 11 - -

1. The Board is authorised to establish a regulation in which those subjects will be regulated that in the opinion of the Board require (further) regulation. —
— — —
2. The regulation may not be in violation of the law or these articles of association.
— — —
3. The Board is authorised to change or terminate the regulation.
4. On the establishment, changing and termination of the regulation, the stipulations in article 12 section 1 shall be applicable.

Change of the Articles of association-----

Article 12 -

1. The Board is authorised to change these articles of association. A resolution to --- changing of the Articles of Association must be taken with unanimous votes in a meeting in which all directors are present or represented. The stipulations in article 7 sections 3 and 4 are equally applicable to a resolution to changing of the Articles of Association, it being understood that in case of a resolution outside a meeting such should be established by a document signed by each director.-----
2. The change must be established, at the peril of invalidity, by a notary deed. — Each director separately is authorised to let the concerned deed be passed.-----
3. -----
The directors are obliged to file an authentic copy of the change and the changed articles of association in the offices of the Trade Register. -----

Dissolution and settlement-----

Article 13 -

1. The Board is authorised to dissolve the Foundation.
2. On the resolution of the Board to dissolution, the stipulations in article 12 section 1 are equally applicable.
3. After dissolution the settlement takes place by the directors, unless in the resolution to dissolution others have been appointed as settlers.....
4. After expiry of the settlement, the books and the documents of the dissolved Foundation will remain during the term prescribed by law in the keep of the person appointed by the settlers. -----
5.
The stipulations of Title 1, Book 2 of the Dutch Civil Code are otherwise applicable to the settlement.

Final stipulations-----

Article 14..... -.....—

1. In all instances, for which both the law and these articles of association do not provide, the Board shall decide. —
2. Under “in writing” shall in these articles of association also be understood a reproducible message sent along electronic means. -
3. The first accounting year of the Foundation ends on the thirty-first of December - two thousand **fifteen**..... —.....—

Final declaration -----

Finally, the appeared persons declared that at the time of this incorporation: -----

1. the Board consists of six (6) directors; -.....-.....—
2. for the first time directors are, in the function stated after their name: —
 - a. Mr **John Henry Butler** aforementioned, as chairperson;.....
 - b. Mr **Robert Edmund Baker** aforementioned, as treasurer;
 - c. Mr **Lars Ebert** aforementioned, as secretary;
 - d. Ms **Maren Gesine Friederike Schmohl** aforementioned, as member of the Board; -
 - e. Mr **Anthony Stephen Beckton Dean** aforementioned, as member of the Board; -----
 - f. Ms **Paula Elizabeth Crabtree** aforementioned, as member of the Board.-----

The appeared persons declared – insofar necessary also on behalf of parties involved in this deed – to have been given timely in advance the opportunity to take knowledge of the content of this deed and to agree therewith. -----

The appeared persons are known to me, notary public, and their identity has been established by me, notary public, on the basis of the documents designated thereto.

.....**OF WHICH THE DEED** has been passed in Amsterdam on the date, stated in the header of this deed.-----

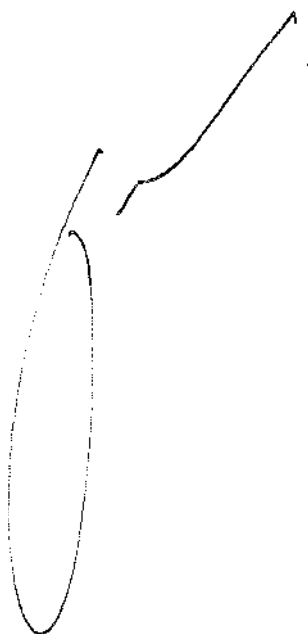
.....—-.....— -----
After communication of the material content of this deed to the appeared persons and the giving of a clarification thereof, have I, notary public, pointed the appeared persons at the consequences that derive for parties or one or more of them from the content of this deed.

Subsequently this deed, after limited reading, has been signed by the appeared persons and me, notary public. - - -

(signing follows)

ISSUED FOR COPY:

Voorwinde Notariaat Amsterdam

A handwritten signature in black ink, consisting of a large loop followed by a short horizontal stroke and a diagonal line.