

Reference 127253/PK/MK

** This document is an English translation of the original Dutch articles of association. In the event of any discrepancy or inconsistency between the English translation and the Dutch text, the Dutch version shall prevail and be legally binding.*

Gronen Association

On 2 December 2025 appeared before me,
Patricia Kars, solicitor in Nieuwegein:

1. **Ms. Mireille Yvette de Koning-Morel**, employed at the office of Sutter Kars Notarissen, acting herein as the **writtenly authorized representative of Ms. Eva Maria Matthias Ignatius Niesten**;
2. **Ms. Christina Melanie Bidmon**;

hereinafter jointly referred to as: 'the founders'.

ESTABLISHMENT OF AN ASSOCIATION

The founders declare that they are establishing an association and have adopted the following articles of association for this purpose.

STATUTES

Article 1 – Name and registered office

1. The association bears the name: Vereniging Gronen.
2. The association is established in the municipality of Zeist.

Article 2 – Purpose

The association's objective is to organise conferences and workshops (on a non-profit basis) for academics working in the field of sustainability, and to perform all activities related to or conducive to this.

Article 3 – Membership

1. Membership of the association is open to:
natural persons who endorse the purpose and articles of association of the association and who wish to actively participate in the association's activities.
Membership is personal and non-transferable.
2. Members are those who have registered as members with the executive board and have been admitted to the association as such by the executive board. In the event of non-admission by the executive board, there is no possibility of appeal to the general membership meeting.
3. The general membership meeting may appoint a member as an honorary member on the basis of his or her special services to the association. An honorary member has the same rights and obligations as an ordinary member. However, an honorary member is not required to pay membership fees.
4. The vice-president of the executive board keeps a register of members, which contains the names and addresses of all members.

If a member has agreed to be notified of a general membership meeting by electronic means, the address provided by the member for this purpose shall be included in the register of members.

5. A member may be suspended by the executive board for a maximum period of three months if a member acts in contravention of the articles of association, bylaws or decisions of the association, or unreasonably prejudices the association. During this period of suspension, the member may not exercise his membership rights. His membership obligations remain in force.
6. Within one month of being notified of the decision to suspend them, the member may appeal against that decision to the executive board and present their defence there. The executive board is obliged to convene the general membership meeting for this purpose within four weeks of receiving the notice of appeal. The member shall remain suspended during the appeal period and while the appeal is pending.

Article 4 – Termination of membership

1. Membership shall end by:
 - a. the death of the member;
 - b. termination by the member;
 - c. termination by the association;
 - d. expulsion.
2. Termination of membership by the member can only take place at the end of a financial year, provided that this is done in writing and with at least one month's notice. Termination can take effect immediately if it cannot reasonably be expected of the member to continue their membership. The member remains liable for the membership fee for the current year. Late termination means that membership – including the associated obligations – will only end at the end of the following financial year, unless the executive board decides otherwise on the basis of special circumstances. A member cannot withdraw from a decision that increases the financial obligations of the members by giving notice of termination, except in the case described in the following paragraph. A member may terminate their membership with immediate effect within one month of being notified of a decision to convert the association into a different legal form, to merge or to split. In that case, they remain liable for the membership fee originally set for that year.
3. Termination of membership by the association shall be effected by the executive board by means of a written notice to the member, stating the reason(s) for termination. Termination is possible:
 - if a member no longer meets the statutory requirements for membership; or
 - if a member fails to fulfil their obligations to the association despite a written warning; or
 - when it cannot reasonably be expected of the association to allow the membership to continue.
 - The termination decision shall also specify the date on which membership shall end. The membership fee for the current year shall remain payable.
4. Expulsion from membership is carried out by the executive board, by means of a written notice to the member, stating the reason(s) for the expulsion. Expulsion is only possible if a member acts or has acted in contravention of the articles of association, bylaws or decisions of the association, or unreasonably prejudices or has prejudiced the association. Expulsion takes effect immediately. The membership fee for the current year remains payable.

5. Within one month of being notified of the decision to terminate or expel them, the member may appeal against that decision to the executive board and present their defence there. The executive board is obliged to convene the general membership meeting for this purpose within four weeks of receiving the notice of appeal. During the appeal period and pending the appeal, the member whose membership has been terminated shall be suspended.
6. The requirement that a termination or expulsion notice be in writing is not met if the termination or expulsion notice is communicated exclusively by electronic means.

Article 5 – Prospective members

1. The general membership meeting may decide to establish prospective membership. Prospective members are not members, do not have voting rights, but may participate in the association's activities. There may be different categories of prospective members. Prospective members only have access to the general membership meeting if that meeting so decides. They do not have voting rights there.
2. The provisions in these articles of association concerning admission, termination and expulsion of members, with the consequences thereof, shall also apply to prospective members as far as possible.
3. The financial contribution per financial year associated with prospective membership is determined by the general membership meeting. Prospective members may be required to provide an order for automatic payment of the periodic contribution. The contribution may vary per category, depending on the activities available to the prospective member.
4. The executive board keeps a register containing the names and addresses of prospective members.

Article 6 – Donors

1. Donors are those who have been admitted as such by the executive board. There may be different categories of donors. Donors are bound by the articles of association, bylaws and decisions of the association. They only have access to the general membership meeting if that meeting so decides. They do not have voting rights there.
2. The provisions in these articles of association concerning the admission and termination of membership and the consequences thereof shall also apply to donors as far as possible.
3. The general membership meeting shall determine the minimum amount that a donor owes to the association, either per financial year or as a one-off payment. Donors may be required to set up a direct debit for the periodic contribution. The minimum contribution may vary per category.
4. The vice-president shall keep a register containing the names and addresses of the donors.

Article 7 – Membership fees

1. Members pay an annual membership fee, the amount of which is determined by the general membership meeting. Members may be required to set up a direct debit for the periodic contribution. Members may be divided into categories that pay different membership fees.
2. The executive board is authorised to grant a member full or partial exemption from paying membership fees in any given year due to special circumstances.
3. The general membership meeting may decide that the annual membership fee may be paid in installments and may attach conditions to this.

Article 8 – Executive board: composition and appointment

1. The association is managed by an executive board consisting of at least 3 and at most 5 natural persons. The general membership meeting determines the number of executive board members. The executive board has a president, vice-president, treasurer, and conference coordinator.
The executive board itself determines the distribution of functions, unless the general membership meeting reserves the right to appoint the president.
The positions of vice-president and treasurer may be combined in one person. An executive board that is not complete retains its powers.
The executive board shall ensure that the general membership meeting can fill the vacancies as soon as possible.
2. The general membership meeting appoints the executive board members.
This appointment shall be made by a resolution passed by an absolute majority of the votes cast.
The directors may also be appointed from outside the membership in the event of the incapacity or absence of all directors.
3. The appointment of executive board members takes place on the basis of a nomination.
The executive board is authorised to draw up a nomination.
The executive board's nomination shall be communicated in the notice convening the general membership meeting.
The nomination is binding. However, the binding nature of the nomination may be removed by a resolution of the general membership meeting, passed by at least two-thirds of the votes cast.
If the general membership meeting has removed the binding nature of the nomination, it is free to make the appointment.
The general membership meeting is also free to make the appointment if the nomination has not been communicated by the executive board at the latest when the notice of the general membership meeting is issued.
4. a. Directors are appointed for a maximum period of six years. Directors resign according to a schedule to be drawn up by the executive board. A director who resigns according to the schedule is immediately reappointable.
The executive board may determine that a first term of appointment based on the retirement schedule is two years or less than two years, shall not be taken into account in the application of the previous sentence.
A person who is not immediately eligible for reappointment may only be reappointed as a director after a period of two years has elapsed since the end of his term of office.
b. A director appointed to fill an interim vacancy shall take the place on the roster of the person whose vacancy he or she was appointed to fill.
If, as a result, the first term of office of the person appointed to fill the vacancy is two years or less than two years, the executive board may decide that this term of office will not be taken into account for the purposes of part a of this paragraph.
5. In the event of the incapacity or absence of one or more directors, the remaining directors, or the sole remaining director, shall be temporarily charged with the management of the association.
In the event of the incapacity or absence of all directors, a person appointed by the general membership meeting for an indefinite period shall be temporarily charged with the management.

Article 9 – Executive board: termination of office, suspension

1. An executive board membership shall end:

- upon resignation of an executive board member;
- upon expiry of the term for which the executive board member was appointed;
- upon the death of an executive board member;
- due to an executive board member being placed under guardianship or having their entire estate placed under administration;
- when the executive board member is no longer a member of the association;
- by resignation of the executive board member on the basis of a resolution of the general membership meeting passed by an absolute majority of the votes cast;

all this with due observance of the provisions set out below.

2. An executive board member may be suspended by the general membership meeting at any time. This suspension shall take place by a resolution passed by a majority of at least two-thirds of the votes cast by the members present or represented. The suspension shall not exceed three months and may be extended once by the general membership meeting for the same period. If no resignation follows during the suspension, the suspension shall end after the expiry of the period. The executive board member shall be given the opportunity to explain himself at the general membership meeting in question and may be assisted by a legal adviser.

Article 10 – Executive board: convening, meetings, decision-making

1. Each executive board member is authorised to convene a meeting of the executive board.
2. Meetings of the executive board shall be convened in writing, with at least seven days' notice, not including the day of convocation and the day of the meeting, stating the date, starting time and place of the meeting and the items to be discussed (agenda). The director who has provided the association with an address for this purpose may be summoned to the meetings of the executive board by means of a legible and reproducible message sent electronically to that address.
3. The meetings of the executive board shall be held at a location to be determined by the person convening the meeting.
4. If any of the provisions of the two preceding paragraphs are contravened, the executive board may nevertheless take legally valid decisions if all directors are present or represented at the meeting.
5. A director may grant another director written proxy to represent him or her at the meeting. An electronically recorded proxy is considered a written proxy. A director may only represent one fellow director at the meeting.
6. Each director has one vote in the meetings of the executive board. Unless a larger majority is prescribed in these articles of association, decisions are taken by the executive board by an absolute majority of the votes cast.
7. A director shall not participate in the deliberations and decision-making if he has a direct or indirect personal interest that conflicts with the interests of the association and the company or organisation affiliated with it. If this prevents a decision from being taken by the executive board, the decision shall be taken by the general membership meeting.

Article 11 – Executive board: chairing meetings, minutes, decision-making outside meetings

1. The president chairs the meetings of the executive board; in his absence, the meeting itself provides its own chair.
2. The chair of the meeting determines the manner in which votes are taken at meetings.
3. The opinion of the chair of the meeting on the outcome of a vote expressed during the meeting is decisive.
The same applies to the content of a decision taken, insofar as a vote was taken on a

proposal that was not recorded in writing. If the accuracy of the president's judgement is disputed immediately after it has been pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a person present who is entitled to vote so requests. This new vote shall nullify the legal effects of the original vote.

4. Minutes of the proceedings of the executive board meetings shall be kept by the vice-president or a person appointed for that purpose by the chair of the meeting. Once approved, the minutes shall be signed by the president and the minute-taker of the meeting.
5. The executive board may also take decisions in ways other than at a meeting if all directors have declared their support for the proposal in writing.
A written statement also includes a legible and reproducible message sent electronically to the address specified by the executive board for this purpose and communicated to all directors.

Article 12 – Executive board: duties and powers

1. The executive board is responsible for managing the association. Each director is obliged to the association to properly perform the tasks assigned to him or her. The executive board is obliged to keep records of the association's financial position and of everything relating to the association's activities, in accordance with the requirements arising from these activities, and to keep the relevant books, documents and other data carriers in such a way that the rights and obligations of the association can be ascertained at any time. The executive board is obliged to retain the aforementioned books, documents and other data carriers for a period of seven years.
2. The executive board is not authorised to enter into agreements for the acquisition, disposal or encumbrance of registered property, nor to enter into agreements whereby the association acts as guarantor or joint and several debtor, vouches for a third party or provides security for the debt of a third party.
This limitation of the executive board's authority may be invoked against third parties. The executive board is not authorised to accept legacies, unless this takes place under the privilege of inventory.
3. The general membership meeting may, by means of a decision to that effect, subject clearly defined decisions of the executive board to its approval. Such a decision of the general membership meeting shall be communicated to the executive board immediately.
The absence of this approval cannot be invoked against or by third parties.

Article 13 – Representation

1. The following persons are authorised to represent the association:
 - the entire executive board collectively;
 - two directors acting jointly.An individual director may not represent the association, unless the executive board consists of a single director.
2. The executive board may decide to grant incidental or ongoing power of attorney to one or more directors and/or to others, either jointly or separately, to represent the association within the limits of that power of attorney.

Article 14 – Reporting and accountability

1. The financial year runs concurrently with the calendar year.
2. At a general membership meeting within six months of the end of the financial year, unless this period is extended by the general membership meeting, the executive

board shall present a management report on the association's activities and the policy pursued. It shall submit the balance sheet and the statement of income and expenditure, together with explanatory notes, to the meeting for approval. These documents shall be signed by the directors. If one or more of them fail to sign, this shall be reported, stating the reasons.

If the association maintains one or more companies that are required by law to be registered in the commercial register, the income and expenditure statement shall state the net turnover of these companies.

3. The executive board submits the annual accounts to the general membership meeting for approval. If no statement from an accountant as referred to in Section 2:393(1) of the Civil Code is submitted regarding the accuracy of these documents, the annual accounts will first be audited by an audit committee of at least two members appointed by the general membership meeting, who may not be members of the executive board. A member of the audit committee may serve on the audit committee for a maximum of two consecutive years.

The executive board is obliged to give the audit committee access to the entire accounts and related documents and to provide all information requested by the committee. If the committee deems it necessary for the proper performance of its task, it may seek the assistance of an external expert. The committee shall report on its investigation to the general membership meeting, accompanied by a recommendation as to whether or not to approve the annual accounts.

After the annual accounts have been approved by the general membership meeting, a proposal shall be made to grant discharge to the executive board for the accounts and accountability it has rendered.

Article 15 – The general membership meeting: powers and annual meeting

1. The general membership meeting of the association has all powers that are not assigned to the executive board by law or the articles of association.
2. An annual general membership meeting is held each year, no later than six months after the end of the financial year. The annual general membership meeting discusses, among other things:
 - a. the executive board's report on the past financial year;
 - b. the proposal to approve or reject the annual accounts for the past financial year;
 - c. the proposal to grant discharge to the executive board;
 - d. the appointment of the members of the audit committee for the new financial year;
 - e. the appointment of executive board members when there are vacancies on the executive board; and
 - f. proposals from the executive board or members, as announced in the notice convening the meeting.
3. No later than one month before the end of the financial year, the executive board shall submit the budget for the coming financial year for inspection by the members.

Article 16 – The general membership meeting: notice

1. The general membership meeting shall be convened by the executive board.

A number of members, together entitled to cast at least one tenth of the votes, may request the executive board in writing to convene a general membership meeting within four weeks of that request. If the executive board has not sent out the invitation to the meeting within fourteen days of receiving that request, the requesters may convene the meeting themselves.

The requirement that the request be in writing, as referred to in the previous

- paragraph, is also met if the request is recorded electronically.
2. The general membership meeting shall be convened by means of:
 - a publication in the association's organ; or
 - a written notice to the addresses of the members as listed in the register of members. If a member agrees, the meeting may also be convened by means of a legible and reproducible notice sent electronically to the address provided by the member for this purpose.
 3. The notice period shall be at least fourteen days, not including the day of the notice and the day of the meeting.
 4. In addition to the place, date and time of the meeting, the notice of convocation must contain an agenda indicating the items to be discussed.

Article 17 – The general membership meeting: access and voting rights

1. All members of the executive board and of the association who have not been suspended have access to the general membership meeting. The meeting may decide to admit other persons to (part of) the meeting. Suspended members and members whose membership has been terminated or who have been expelled from membership have access to that part of the meeting where the appeal against suspension, termination or expulsion is discussed.
2. Each ordinary member and each honorary member has one vote. A suspended member does not have the right to vote.
3. A member entitled to vote may give another member entitled to vote a proxy to vote on his behalf.

This proxy must be given in writing and submitted to the executive board before the vote. The requirement for the proxy to be in writing is met if the proxy is recorded electronically.

One member may not represent more than one other member.
4. The directors have an advisory vote in the general membership meeting.

Article 18 – The general membership meeting: decision-making

1. Unless otherwise specified in these Articles of Association, decisions shall be taken by an absolute majority of votes cast by the members present and represented at the meeting, regardless of their number.

Blank and invalid votes shall not be counted for the purposes of decision-making, but shall be counted for the purposes of determining a quorum as prescribed in these Articles of Association.
2. The president's ruling on the outcome of a vote expressed at the meeting shall be final. The same applies to the content of a decision taken, insofar as a vote was taken on a proposal that was not recorded in writing. If the accuracy of the president's judgement is disputed immediately after it has been pronounced, a new vote shall be taken if the majority of the meeting or, if the original vote was not taken by roll call or in writing, a member present who is entitled to vote so requests. This new vote will invalidate the legal consequences of the original vote.
3. If no majority is obtained in the first vote on the election of persons, a new vote shall be held. If no majority is obtained then either, an intermediate vote shall decide between which persons a revote shall be held.

If the votes are tied in an election of persons, the decision shall be made by fate.
4. If the votes are tied on a proposal that does not concern the election of persons, the proposal shall be rejected.
5. All votes shall be taken orally, unless the chair or at least three members indicate before the vote that they wish to vote in writing. Written votes shall be taken using unsigned,

sealed ballot papers. Decisions may be taken by acclamation unless a member requests a roll-call vote.

A member entitled to vote may also exercise his or her voting rights by means of electronic communication, provided that the person entitled to vote can be identified via the electronic communication, can directly follow the proceedings at the meeting and can exercise his or her voting rights. In addition, it is required that the member entitled to vote can participate in the deliberations via the electronic means of communication.

The executive board may impose conditions on the use of electronic means of communication. These conditions will be announced in the notice of meeting. A member entitled to vote may cast his vote prior to the general membership meeting by means of electronic communication, but not earlier than on the thirtieth day before the date of the meeting. Such votes shall be treated as votes cast during the meeting. A vote cast in this manner cannot be revoked.

6. A unanimous decision by all members, even if they are not gathered in a meeting, has the same force as a decision by the general membership meeting, if this was taken with the prior knowledge of the executive board.
7. If all members are present or represented at a meeting, valid decisions may be taken on all items on the agenda, provided that they are taken unanimously, even if the item has not been announced in the notice of meeting or has not been announced in the prescribed manner, or if the notice of meeting has not been issued in a legally valid manner.

Article 19 – The general membership meeting: chairing and minutes

1. A general membership meeting shall be chaired by the president of the association. If the president is absent, the executive board shall appoint another executive board member to chair the meeting. If the chairmanship cannot be filled in this way, the meeting shall appoint its own president.
2. Minutes of the proceedings of each meeting shall be kept by the vice-president or another person appointed for this purpose by the chair of the meeting, and shall be signed by the president and the minute-taker.

Article 20 – Amendment of the Articles of Association

1. The articles of association of the association may be amended by a resolution of the general membership meeting. If a proposal to amend the articles of association is to be submitted to the general membership meeting, this must always be stated in the notice convening the general membership meeting.
2. Those who have convened the general membership meeting to discuss a proposal to amend the articles of association must make a copy of that proposal, containing the proposed amendment verbatim, available for inspection by the members at a suitable location at least five days before the meeting. This copy must remain available for inspection until the end of the day on which the meeting is held.
3. A resolution to amend the articles of association must be passed by a majority of the votes cast.

*At least 10% of the members must be present or represented at that meeting. If the required number of members is not present or represented, a new general membership meeting may be convened at which the resolution may be passed by a majority of the votes cast, regardless of the number of members present or represented at that meeting. The notice convening the new meeting must state that and why a decision can be taken, regardless of the number of members present or represented at the meeting. The second meeting referred to above shall be held no earlier than two weeks and no later than four weeks after the first meeting.

4. An amendment to the articles of association takes effect immediately after it has been recorded in a notarial deed. Each director is authorised to record an amendment to the articles of association in a notarial deed.

An authentic copy of the deed of amendment and a continuous text of the amended articles of association must be filed with the commercial register.

Article 21 – Merger, demerger, conversion

A resolution of the general membership meeting to merge or demerge within the meaning of Title 7 of Book 2 of the Civil Code and a resolution of the general membership meeting to convert the association into another legal form in accordance with Article 2:18 of the Civil Code, the provisions of the previous article shall apply mutatis mutandis as far as possible, without prejudice to the requirements of the law.

Article 22 – Dissolution

1. The association may be dissolved by a resolution of the general membership meeting. The provisions of these articles of association regarding a resolution to amend the articles of association apply mutatis mutandis to a resolution to dissolve the association. The resolution to dissolve the association shall determine the destination of any surplus liquidation balance.
If the association has no assets at the time of its dissolution, it shall cease to exist. In that case, the executive board shall report this to the commercial register.
The books and documents of the dissolved association shall remain in the custody of the person designated by the executive board in the resolution to dissolve the association for a period of seven years after the association has ceased to exist. Within eight days of the commencement of his custody obligation, the designated custodian must submit his name and address to the commercial register.
2. The association shall also be dissolved by:
 - insolvency after the association has been declared bankrupt or due to the termination of bankruptcy proceedings because of the state of the estate;
 - a court ruling to that effect in the cases specified by law.

Article 23 – Liquidation

1. The executive board is responsible for the liquidation of the association's assets, insofar as no other liquidator(s) has (have) been appointed in the dissolution resolution.
2. After the resolution to dissolve, the association shall be in liquidation. The association shall continue to exist after its dissolution if and insofar as this is necessary for the liquidation of its assets.
During the liquidation, the provisions of the articles of association shall remain in force as far as possible and necessary.
In documents and announcements issued by the association, 'in liquidation' must be added to the name of the association.
3. Any surplus after liquidation shall be allocated in a manner that is as consistent as possible with the purpose of the association.
This allocation shall be determined in the resolution to dissolve the association or, in the absence thereof, by the liquidator(s).
The liquidation shall end at the time when there are no longer any assets known to the liquidators.
The association shall cease to exist upon liquidation at the time when the liquidation ends. The liquidators shall report this to the commercial register.

Article 24 – Bylaws

1. The general membership meeting may adopt one or more bylaws.
2. A bylaw may contain further rules on, among other things, membership, the introduction of new members, membership fees, the activities of the executive board, working groups or committees, and meetings.
A bylaw may not conflict with the law or the articles of association and may not contain provisions that should be regulated by the articles of association.

Article 25 – First financial year

The first financial year shall run until 31 December 2025.

FINAL STATEMENTS

Finally, the persons present declared:

First executive board

The first board consists of four members.

By way of derogation from the procedure prescribed in the articles of association, the following persons are appointed to the board for the first time:

1. **Ms. Nicole Michelle Darnall**, acting as President;
2. **Ms. Eva Maria Matthias Ignatius Niesten**, aforementioned, acting as Vice-President;
3. **Ms. Angela Greco**, acting as treasurer;
4. **Ms. Christina Melanie Bidmon**, aforementioned, acting as a member with the title “conference coordinator.”

Address

The address of the association is:
3722 AD Bilthoven, Emmaplein 18B

Entry in the commercial register

The executive board shall ensure that the association is immediately registered in the commercial register, in order to prevent the executive board members from remaining jointly and severally liable for the association's obligations.

CHOICE OF DOMICILE

For all matters relating to this deed, the parties shall elect domicile at the office of the notary, custodian of this deed.

APPENDICES

The following documents are attached to this deed:

- the powers of attorney;
- legal opinion.

CLOSING

The persons appearing are known to me, the notary.
The substantive content of this deed has been communicated and explained to the persons

appearing. Attention has also been drawn to the consequences for the party or parties concerned arising from the content of this deed. The persons appearing have declared that they do not wish the deed to be read out in full, that they received the draft of this deed in good time before the execution of this deed, that they have taken note of the content of the deed and that they agree with its content. Immediately after a limited reading, this deed was signed in Nieuwegein on the date stated at the top of this deed by the persons present and then by me, the notary.