

[Stamp, Royal Dutch Association of Civil-law Notaries]

2020H1060628HO

INCORPORATION

(Stichting Route Server Support)

Today, twenty-eight August two thousand and twenty, appeared before me, Jan Piet van Harseier, LL.M., civil-law notary practising in Amsterdam:

Mr Herman Onstein, LL.M., office address 1071 PA Amsterdam, De Lairessestraat 20, born in Amsterdam on seven August nineteen hundred and seventy;

acting for the purposes of this document with written power of attorney from:

1. Mr **Job Willem Jacob Snijders**, residing at Theodorus Majofskistraat 100, 1065 SZ Amsterdam, born in Singen (Federal Republic of Germany) on two July nineteen hundred and eighty-five, holder of a driving licence with number 4071143902, unmarried and not registered as a partner;
2. Mr **Jean-Micheal Bernardus Roland Veen**, residing at Statenjachtstraat 213, 1034 GA Amsterdam, born in Zevenaar on twenty-eight February nineteen hundred and eighty-nine, holder of a Dutch passport with number NW82L56P4, unmarried and not registered as a partner;
3. Mr **Niels Martijn Raijer**, residing at Kruier 1, 1567 LA Assendelft, born in Zaanstad on three May nineteen hundred and seventy-four, holder of a driving licence with number 4523260217, married to Ms Yulia Zelmanov Makhlin;

hereinafter jointly referred to as 'the incorporator',

The existence of the power of attorney is evidenced by three (3) private instruments that will be attached to this deed.

The person appearing declared to be incorporating a Foundation for and on behalf of the incorporator and to lay down the articles of that Foundation as follows.

Name and registered office

Article 1.

1. The name of the Foundation is **Stichting Route Server Support**.
2. The Foundation's registered office is in Amsterdam.

Objectives

Article 2.

The objectives of the Foundation are:

- to provide support with regard to, manage, provide advice with regard to and develop software in the field of route servers;
- to promote the quality and security of the Internet;
- to facilitate the Internet working community in the Netherlands and abroad in general, particularly by making equipment and software available and by providing information to Internet providers, scientific researchers and business service providers on the Internet in the Netherlands and abroad.

Assets

Article 3.

The Foundation's assets consist of subsidies, sponsor funds, gifts, donations, bequests, testamentary dispositions and other acquisitions.

Board

Article 4.

1. The Board of the Foundation consists of three or more natural persons who will appoint a chair, a secretary and a treasurer from among their number. A board member may hold more than one post.
2. The members of the Board will be appointed, suspended and dismissed by decision of the Board. Appointments are made for an indefinite period of time, unless the decision to appoint provides otherwise.
3. A director will furthermore retire if and as soon as he or she is declared bankrupt, applies for a moratorium as referred to in the Dutch Bankruptcy Act (*Faillissementswet*), loses the right to dispose of his or her assets or has informed the present members of the Board in writing that he or she is resigning his membership of the Board.

Duties of the Board

Article 5.

1. The Board is charged with the management of the Foundation.
2. The Board is authorised to take decisions to enter into agreements to acquire, dispose of and encumber property subject to registration and to enter into agreements through which the Foundation commits itself as surety or as joint and several debtor, warrants performance by a third party or provides security for the debt of a third party.
3. Other than a compensation for expenses incurred and a non-excessive attendance fee, the members of the Board will receive no remuneration for their work as members of the Board.

Decisions of the Board

Article 6.

1. At the request of the chair or two members of the Board, the secretary of the Board will call the members of the Board to a meeting in writing. Meetings will be held no earlier than the fifteenth day after the day of the notice convening a meeting. In urgent cases, the chair may decide that a shorter convocation period suffices.
2. If the secretary has not sent the notice convening a meeting within two weeks of the request to that end, those who have requested the meeting will be authorised to convene the meeting of the Board themselves.
3. The chair will chair the meetings of the Board. In the chair's absence, the meeting itself will appoint a chair.
4. Only if all the members of the Board are present or represented at the meeting may the Board take legally valid decisions at a meeting.
5. Each member of the Board has one vote.
6. A member of the Board may be represented at a meeting by another member of the Board upon submission to the chair of a written proxy that is adequate at the chair's discretion.
7. If a vote on any decision requires that a minimum number of members of the Board be present or represented and, due to the number of board members that is present or represented, the relevant meeting cannot take a legally valid decision, that same subject may be decided upon at a subsequent meeting, regardless of the number of board members present or represented at that meeting, provided that this meeting is held no earlier than two and no later than within six weeks of the meeting at which no decision could be taken, and provided that the decision be taken by the majority of votes required for that decision.
8.
 - a. Votes will be cast orally, unless one of the board members requires a vote by ballot, in which case the vote will be cast by unsigned, sealed ballots.
 - b. In a vote on the appointment of a new board member or on the division of the board positions between the board members, if none of the proposed persons obtains a majority, a second free vote will be taken.
 - c. If no one received a majority in the second vote, a revote will be taken between the two persons who received the most votes in the second free vote. If more than two persons obtained an equal number of votes in the second free vote, or, due to having received an equal number of votes, more than one person is in second place and therefore eligible for the revote, an interim vote will be taken between these persons in order to determine which of them is eligible for the revote. If the outcome of the latter vote again does not provide a definite answer, lots will be drawn to decide who is eligible for the revote. Should the votes be tied in the revote, the matter will be decided by drawing lots.
 - d. In the event of a tie of votes on matters other than those referred to above under b. and c., a new meeting will be convened within two weeks. If the votes are tied again at that meeting, the motion will be rejected.
9. Blank votes and invalid votes are invalid; these votes will not be included in the determination of the result of the vote.
10. Any dispute on votes not provided for in these articles will be decided by the chair.
11. If all the board members are present or represented, valid decisions may be taken even if the formalities for convening the meeting have not been observed, provided that such decisions are taken unanimously.
12. Minutes will be kept of the proceedings of the meetings, which will be adopted by the Board at the next meeting and signed by the chair of the meeting, as well as by the person who kept the minutes. The minutes will also state which members of the Board were present at the meeting.

13. The Board may also take decisions outside a meeting, provided that the views of the members are obtained through a means of communication that produces written evidence, none of the members of the Board opposes this and such a decision is taken unanimously.
14. The secretary will draw up a written report of a decision taken in this manner, which will be adopted at the next meeting of the Board and, along with the documents referred to in the first sentence of this paragraph, will be kept with the minutes of that meeting.

Representation

Article 7.

1. The Foundation will be represented by the Board.
2. The authority to represent the Foundation will be vested in each member of the Board individually.

Advisory Council

Article 8.

1. The Board may decide to establish an Advisory Council.
2. The members of the Advisory Council will be appointed, suspended and dismissed by decision of the Board.
3. The Advisory Council will provide the Board with solicited and unsolicited advice.

Annual accounts

Article 9.

1. The Foundation's financial year coincides with the calendar year.
2. The Board is obliged to keep records of the Foundation's financial position and everything relating to the Foundation'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 manner that the Foundation's rights and obligations can be known from these at any time.
3. Every year, the Board is obliged to draw up the Foundation's balance sheet and statement of income and expenditure within six months of the end of the financial year.
4. The Board is obliged to retain the books, documents and other data carriers referred to in the preceding paragraphs for a period of seven years.
5. With the exception of the balance sheet and the statement of income and expenditure drawn up on paper, data saved on a data carrier may be transferred and stored on another data carrier, provided that the data are transferred and presented correctly in full, are available throughout the entire retention period and can be presented in a readable format within a reasonable time frame.

Amendment of the articles

Article 10.

1. The Board may decide to amend the articles of the Foundation. A decision to amend the articles must be taken by a majority of at least two thirds of the votes cast. The amendment is effected by a notarial deed of that amendment being drawn up. Each member of the Board is independently authorised to sign that notarial deed.
2. A draft of the notarial deed in which the proposed amendment of the articles is set out verbatim must be attached to the notice convening the meeting at which the proposed amendment of the articles is to be discussed.

Dissolution and liquidation

Article 11.

1. The Board may decide to dissolve the Foundation. The rules for a decision to amend the articles apply by analogy to a decision to dissolve the Foundation.
2. Following the decision to dissolve the Foundation, the directors, being its liquidators, will be charged with the liquidation of the assets of the Foundation, unless, in the decision to dissolve the Foundation, one or more others have been designated as liquidators.
3. The Foundation will continue to exist after its dissolution to the extent necessary for the liquidation of its assets.
4. The Board will decide on the appropriation of any credit balance remaining after liquidation.

Concluding statements

- I. Immediately after its incorporation, the Foundation's Board will consist of:
 - the aforementioned Mr Raijer as chair;
 - the aforementioned Mr Snijders as secretary;
 - the aforementioned Mr Veen as treasurer.
- II. The Foundation's first financial year will end on thirty-one December two thousand and twenty.

END OF THIS DEED

The persons appearing have sufficiently proved their identity to me, civil-law notary.

This deed was executed in Amsterdam on the date referred to in the preamble of this deed.

After the substance of this deed had been communicated and explained to the persons appearing, they unanimously declared to have taken note of the content of this deed and to not require it to be read out in full.

The persons appearing signed this deed immediately after its limited reading, along with me, civil-law notary.

(to follow:) the signatures

ISSUED AS A TRUE COPY

[stamp J.P. van Harseler, LL.M., civil-law notary practising in Amsterdam]

[signature]