

DEED OF AMENDMENT TO THE ARTICLES OF STICHTING JUSTDIGGIT FOUNDATION

Today, the twenty-second of September two thousand and twenty-two, there appeared before me, Niesje van Dijk, LLM, a civil-law notary practising in Amsterdam:

Mr Johannes Petrus Theodorus de Wit, LLM, employed at my offices at Gustav Mahlerplein 2 in Amsterdam, born in Amsterdam on the second of July nineteen hundred and ninety-three, acting for these purposes on behalf of the board authorised to amend the articles of association of:

Stichting Justdiggit Foundation, a foundation with its registered office in Amsterdam (actual address: 1012 TM Amsterdam, Prins Hendrikkade 25) and registered in the Trade Register of the Chamber of Commerce under number 51457008, which foundation is referred to below as: 'the Foundation'.

The person appearing, acting in the aforementioned capacity, declared in advance:

PREAMBLE

- A. the current articles of association of the Foundation were adopted in a deed of amendment to the articles of association executed before J.J.C.A. Leemrijse, LLM, a civil-law notary practising in Amsterdam, on the nineteenth of July two thousand and seventeen;
- B. in implementation of article 20 paragraphs 1 and 2 of the foundation's articles of association, the board of the foundation resolved to amend the Foundation's articles of association;
- C. the adoption of this board resolution is evident from a resolution adopted outside a meeting by the board of the Foundation on thirteen September two thousand and twenty-two, which resolution will be attached to this deed;
- D. in accordance with the provisions of article 20 paragraph 3 of the foundation's articles of association, the supervisory council approved the resolution to amend the articles of association.

This approval is evident from a resolution of the supervisory council, which resolution will be attached to this deed.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

The person appearing, acting in the aforementioned capacity, subsequently declared in implementation of the aforementioned resolution that he hereby made the following changes:

Article 2 paragraph 4 (old) lapses.

Article 2 paragraph 4 (new) comes to read as follows:

4. All members of bodies of the foundation, employees of the foundation and other

persons directly involved in the foundation are obliged to sign a declaration pursuant to the articles of association.

Article 4 (old) lapses.

Article 4 (new) comes to read as follows:

Supervisory council

Article 4

1. The supervisory council is charged with supervision of the general course of events at the foundation and with supervision of the management and policy conducted by the board and it is furthermore charged with the tasks and powers conferred on it in these articles of association.
2. The policy of the board is presented to supervisory council annually for approval.
3. The supervisory council appoints the members of the board and determines their remuneration and further terms of employment.
4. Members of the supervisory council do not receive remuneration. They may be awarded a non-excessive expense allowance.

Article 11 paragraph 3 (old) lapses.

Article 11 paragraph 3 (new) comes to read as follows:

Appointment, suspension and dismissal of members of the board

Article 11

3. Board membership ends:
 - (a) as a result of resignation by the member, while observing a period of three months, which period may be shortened in consultation with the supervisory council;
 - (b) if a board members loses the right to dispose of his property;
 - (c) in the case of appointment for a definite period, as a result of expiry of this period, if no reappointment took place;
 - (d) as a result of death of the member;
 - (e) as a result of dismissal by the court;
 - (f) as result of dismissal as determined below.

Article 12 (old) lapses.

Article 12 (new) comes to read as follows:

Dismissal and suspension by the supervisory council; performance review

Article 12

1. The supervisory council has the right to suspend and dismiss members of the supervisory council pursuant to a resolution adopted unanimously by the members in office of that council, such with due observance of the provisions of this article.
2. A member of the board may be suspended or dismissed by supervisory council:
 - (a) if the director concerned does not function satisfactorily;

- (b) and furthermore in all cases in connection with conduct that prejudices the reputation or interests of the foundation.
- 3. A member who has been suspended cannot exercise the rights and powers attached to his position.
A member whose suspension or dismissal is the subject of deliberations must be offered the opportunity to be heard at the meeting in question and has the right to defend himself or to account for himself.
- 4. A suspension that is not followed within three months by a resolution to suspend or dismiss ends by the expiry of that term.
- 5. A delegation from the supervisory council conducts an annual performance review with each member of the board.

Article 16 (old) lapses.

Article 16 (new) comes to read as follows:

Conflict of interest

Article 16

- 1. The board or the site management watches out for conflicts of interest between the foundation and the members of the board or the members of supervisory council.
Any form of personal preferential treatment or conflict of interest must be prevented and the appearance thereof must be avoided.
- 2. A conflict of interest as referred to in paragraph 1 of this article occurs if the member of the board or supervisory council has a direct or indirect personal interest that conflicts with the interest of the foundation and the institution or organisation affiliated with the foundation. This is the case inter alia in case of the performance of legal acts that can be expressed in money between the foundation and:
 - (a) the persons referred to in paragraph 1 of this article;
 - (b) persons who have a close family or comparable relationship with the persons referred to in paragraph 1 of this article;
 - (c) legal persons of which the persons referred to above under a. and b. are directors, supervisory directors or shareholders.
- 3. A member of the board or a member of supervisory council reports all forms and/or appearance of conflicts of interest immediately to the board or supervisory council and provides all relevant information in respect thereof.
 - (a) As regards the board, the board decides outside the presence of the member in question whether a conflict of interest exists and how it should be handled.
 - (b) As regards the supervisory council, the supervisory council decides outside the

presence of the member in question whether a conflict of interest exists and how it should be handled. The chairperson of the supervisory council informs the chairperson of the board of the report of the conflict of interest in such cases.

4. In all cases of a conflict of interest between the foundation and one or more of its directors, the board resolution in question will require the prior approval of supervisory council.
5. In the event that a conflict of interest has been identified with respect to a member of the board or a member of supervisory council as referred to in paragraph 1, such a member will not participate in the deliberations and adoption of resolutions on the board or supervisory council.
6. If the board is unable to adopt a resolution as a result of application of paragraph 4, supervisory council will adopt the resolution.
7. If the supervisory council is unable to adopt a resolution as a result of application of paragraph 4, supervisory council will adopt the resolution while laying down in writing the considerations that form the basis for the resolution.

Article 17A (new) comes to read as follows:

Board & supervisory council; absence or inability to act

Article 17A

1. If one or more directors are absent or unable to act, the remaining directors or the sole remaining director will be temporarily charged with the entire management of the foundation.
2. If all directors are absent or unable to act or if the sole director is absent or unable to act, the foundation will be managed by the persons designated for this purpose by the supervisory council.
3. If one or more members of the supervisory council are absent or unable to act, the remaining members or the sole remaining member will be temporarily charged with the entire management of the foundation.
4. If all members of the supervisory council are absent or unable to act or if the sole director is absent or unable to act, supervision will be conducted by the person designated for this purpose by the Subdistrict Court.
5. Inability to act exists in any event in case of suspension or uninterrupted absence, due to illness or residence abroad, other than the fixed place of residence, lasting more than six (6) weeks for example.

The person appearing subsequently declared that the foundation's articles of association come to read in their entirety as follows:

ARTICLES OF ASSOCIATION

Name and registered office

Article 1

The name of the foundation is: **Stichting Justdiggit Foundation**

The foundation has its registered office in Amsterdam.

Objects

Article 2

1. The object of the foundation is to reverse the process of worldwide desertification and the development of a sustainable, liveable, ecological and economic perspective for local and regional communities and that international community that arises therefrom.
2. The foundation attempts to realise its objects by:
 - (a) building a knowledge centre concerning the reversal of the process of desertification;
 - (b) participation in partnerships with governments, social organisations, companies and other entities to realise projects in the area of the reversal of the process of desertification;
 - (c) by raising funds in order to make these matters possible, all permitted means that could be conducive to the realisation of the objective.
3. The foundation does not have a profit motive.
4. All members of bodies of the foundation, employees of the foundation and other persons directly involved in the foundation are obliged to sign a declaration pursuant to the articles of association.

Bodies, international advisory board and ambassadors

Article 3

1. The foundation has the following bodies:
 - (a) supervisory council;
 - (b) management, hereinafter referred to as the board.
2. The board is authorised to form an international advisory board and to appoint ambassadors.

The members of the international advisory board and the ambassadors are appointed by the board after the supervisory council has been heard in this connection.

Supervisory council

Article 4

1. The supervisory council is charged with supervision of the general course of events at the foundation and with supervision of the management and policy conducted by the board and it is furthermore charged with the tasks and powers conferred on it in these articles of association.

2. The policy of the board is presented to supervisory council annually for approval.
3. The supervisory council appoints the members of the board and determines their remuneration and further terms of employment.
4. Members of the supervisory council do not receive remuneration. They may be awarded a non-excessive expense allowance.

Composition of the supervisory council

Article 5

1. The supervisory council consists of a number of persons of at least three persons and at most seven persons which will be determined by this council.
2. The supervisory council may further regulate its internal division of duties and way of working with the board in regulations.
3. During the existence of a vacancy, the remaining members of the council will have the right to exercise all powers of the council in full.
4. Membership of the supervisory council is incompatible with the position of director or employee of the foundation.
5. The supervisory council elects a chairman from its midst.

Appointment members of the supervisory council

Article 6

1. If there is a vacancy on the supervisory council, it will immediately implement measures to supplement its membership.
2. The members of the supervisory council are appointed for a period of at most four years and following their resignation can be reappointed consecutively for the same period no more than once. They retire in accordance with a retirement schedule to be drawn up by the supervisory board.

Suspension and dismissal of members of supervisory council

Article 7

1. The supervisory council is authorised to suspend and dismiss its own members pursuant to a resolution adopted unanimously by all other members of the supervisory council.
2. A member whose suspension or dismissal is the subject of deliberations must be offered the opportunity to be heard at the meeting and has the right to defend himself or to account for himself.
3. With the exception of regular retirement and dismissal as determined above, a member of the supervisory council retires:
 - (a) as a result of resignation by the member, while observing a period of three

months, which period may be shortened in consultation with the supervisory council;

- (b) as a result of death of the member; or
- (c) as a result of the member being declared bankrupt, being placed under guardianship or administration.

Meetings of the supervisory council

Article 8

1. The supervisory council meets at least twice per year and furthermore as often as the board of the chairperson of supervisory council deems necessary, or at least two members of supervisory council submit a request to that effect to the chairperson.
2. If the chairperson fails to convene a meeting within one month after submission of the request referred to above, the applicants themselves will have the right to convene a meeting, which meeting may appoint its own chair in the absence of the chairperson and/or his deputy.
3. Meetings are convened by means of a convening notice sent at least seven days before the meeting, which notice indicates, as much as possible, the subjects to be discussed.
4. Members of the supervisory council do not have the right to have themselves represented at the meeting by a proxy.
5. Meetings of the supervisory council are attended by the members of the board and possibly by founders employed by the foundation who are not members of the board, unless the supervisory council has indicated that it wishes to meet without their presence while indicating the reasons.
6. Minutes of the meetings of the supervisory council are kept by a person present designated for this purpose by the chairperson, which minutes will be presented for adoption at the next meeting.

A list of resolutions that were adopted forms part of the minutes.

The minutes are signed by the chairperson after they have been adopted.

Adopting resolutions by the supervisory council

Article 9

1. Insofar as not otherwise provided for in the articles of association, the supervisory council cannot adopt resolution if not at least of the half the total number of members in office is present at the meeting.
However, the supervisory council is authorised to adopt resolutions irrespective of the number of members present if such a resolution could not be adopted at the previous meeting because not at least half of the members in office was present.
2. Each member who was not suspended has one vote.
Insofar as not otherwise provided for in these articles of association, resolutions are

adopted by an absolute majority (more than half) of the votes cast.

3. In the event that the votes are tied at a meeting at which not all members of the supervisory council are present, the resolution concerning the motion will be postponed until the next meeting.

If the votes are tied again at this second meeting, the motion will be deemed to have been rejected.

The provisions of the previous paragraph do not apply to voting about the appointment of persons.

In the event that none of the candidates received the absolute majority of the votes cast during a vote concerning the appointment of persons, a revote will be held between the two candidates who received the highest number of votes.

If there are more than two candidates as referred to in the previous sentence, an interim vote will be held between the candidates who received an equal number of votes during the first voting round, before the revote referred to in the previous sentence will take place.

A new vote will be held if the votes are tied during a revote or an interim vote.

4. Valid resolutions can also be adopted without holding a meeting provided all members have voted in respect of the motion in writing, which includes in these articles of association any message transmitted via the customary means of communication and that can be received in writing, and the resolution is adopted unanimously.

The chairperson reports the outcome of the vote in writing at the next meeting.

The board

Article 10

1. The board is charged with the management of the foundation.
It determines policy and steers and coordinates all processes that serve the results and quality of the foundation's activities.
2. The board is responsible for the financial position of the foundation and its results.
3. All powers not allocated to other bodies of the foundation are vested in the board.
4. The board provides supervisory council upon request and voluntarily in time with all information supervisory council requires to be able to perform its duties optimally.
5. Supervisory council meetings are attended by the members of the board.

6. Each member of the board reports to supervisory council all of his or her ancillary positions, including but not limited to board positions, supervisory directorships and advisory positions.

It will also be reported whether there are business ties between the foundation and another legal person or company in which the director has a direct or indirect involvement.

In the event that all members of the board are absent or unable to act, management will be performed temporarily by supervisory council, without prejudice to its power to charge one or more persons with the day-to-day management.

Appointment, suspension and dismissal of members of the board

Article 11

1. The board consists of a number of persons to be determined by supervisory council.
2. The members of the board are appointed by supervisory council for an indefinite period or a definite period, in which case the duration of the appointment is determined in the appointment resolution.

In the event that the board consists of two or more persons, the chairperson of the board is appointed to this office.

3. Board membership ends:
 - (a) as a result of resignation by the member, while observing a period of three months, which period may be shortened in consultation with the supervisory council;
 - (b) if a board members loses the right to dispose of his property;
 - (c) in the case of appointment for a definite period, as a result of expiry of this period, if no reappointment took place;
 - (d) as a result of death of the member;
 - (e) as a result of dismissal by the court;
 - (f) as result of dismissal as determined below.

Dismissal and suspension by the supervisory council

Article 12

1. The supervisory council has the right to suspend and dismiss members of the supervisory council pursuant to a resolution adopted unanimously by the members in office of that council, such with due observance of the provisions of this article.
2. A member of the board may be suspended or dismissed by supervisory council:
 - (a) if the director concerned does not function satisfactorily;
 - (b) and furthermore in all cases in connection with conduct that prejudices the reputation or interests of the foundation.

3. A member who has been suspended cannot exercise the rights and powers attached to his position.
A member whose suspension or dismissal is the subject of deliberations must be offered the opportunity to be heard at the meeting in question and has the right to defend himself or to account for himself.
4. A suspension that is not followed within three months by a resolution to suspend or dismiss ends by the expiry of that term.
5. A delegation from the supervisory council conducts an annual performance review with each member of the board.

Requirement to keep records and accounting obligation

Article 13

1. The board is obliged to keep records of the financial position of the foundation and of everything concerning the foundation's activities, including all of its financial transactions, income and expenses and reports of the assessment interviews, and to keep the books, documents and other data carriers in such a way that the foundation's rights and obligations can be known from them at any time.
2. Insofar as relevant to the proper performance of their supervisory duties, members of the supervisory council have access to the records of the foundation during customary business hours.
The board provides data from the foundation's records to supervisory council when so requested by a member of supervisory council.
3. The records referred to in the previous paragraph must be structured in such a manner that they support insight into policy and the progress and results of the policy.
The supervisory board is authorised to issue binding instructions in this connection.
4. The board is obliged to keep the books and documents referred to in paragraph 1 of this article for a period of seven years.

Policy and budget

Article 14

Each year, the board presents a policy plan and related budget for the coming year to the supervisory council for approval before the start of the coming financial year.

Limitations of the board's authorisation

Article 15

1. The board is authorised but only after it has obtained the prior approval of the supervisory council to resolve to conclude agreements to acquire, sell and encumber

property subject to public registration and to conclude agreements whereby the foundation binds itself as surety or as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party.

Without the approval referred to in this paragraph, there is no power to represent the foundation with respect to the conclusion of agreements referred to here.

2. Without prejudice to the other provisions of the articles of association, the following board resolutions are subject to approval from supervisory council:
 - (a) long-term direct or indirect cooperation with other legal persons, and ending such cooperation, if this cooperation or ending is of major significance;
 - (b) applying for bankruptcy and for a suspension of payment with respect to the foundation;
 - (c) taking out loans that exceed a certain limit determined by the supervisory council, which does not include using credit facilities that already exist;
 - (d) conducting proceedings that are not collection procedures.

Conflict of interest

Article 16

1. The board or the site management watches out for conflicts of interest between the foundation and the members of the board or the members of supervisory council. Any form of personal preferential treatment or conflict of interest must be prevented and the appearance thereof must be avoided.
2. A conflict of interest as referred to in paragraph 1 of this article occurs if the member of the board or supervisory council has a direct or indirect personal interest that conflicts with the interest of the foundation and the institution or organisation affiliated with the foundation. This is the case inter alia in case of the performance of legal acts that can be expressed in money between the foundation and:
 - (a) the persons referred to in paragraph 1 of this article;
 - (b) persons who have a close family or comparable relationship with the persons referred to in paragraph 1 of this article;
 - (c) legal persons of which the persons referred to above under a. and b. are directors, supervisory directors or shareholders.
3. A member of the board or a member of supervisory council reports all forms and/or appearance of conflicts of interest immediately to the board or supervisory council and provides all relevant information in respect thereof.
 - (a) As regards the board, the board decides outside the presence of the member in question whether a conflict of interest exists and how it should be handled.

- (b) As regards the supervisory council, the supervisory council decides outside the presence of the member in question whether a conflict of interest exists and how it should be handled. The chairperson of the supervisory council informs the chairperson of the board of the report of the conflict of interest in such cases.
4. In all cases of a conflict of interest between the foundation and one or more of its directors, the board resolution in question will require the prior approval of supervisory council.
 5. In the event that a conflict of interest has been identified with respect to a member of the board or a member of supervisory council as referred to in paragraph 1, such a member will not participate in the deliberations and adoption of resolutions on the board or supervisory council.
 6. If the board is unable to adopt a resolution as a result of application of paragraph 4, supervisory council will adopt the resolution.
 7. If the supervisory council is unable to adopt a resolution as a result of application of paragraph 4, supervisory council will adopt the resolution while laying down in writing the considerations that form the basis for the resolution.

Representation

Article 17

1. The board represents and, in the event that the board consists of two or more persons, two members acting jointly represent the foundation in and out of court without prejudice to the other provisions of these articles of association.
2. The board may authorise a director and/or one or more third parties temporary or permanent power of attorney to represent the foundation.
The granting of power of attorney and the limits of the authorisation must be laid down in writing.

Board and supervisory council; absence of inability to act

Article 17A

1. If one or more directors are absent or unable to act, the remaining directors or the sole remaining director will be temporarily charged with the entire management of the foundation.
2. If all directors are absent or unable to act or if the sole director is absent or unable to act, the foundation will be managed by the persons designated for this purpose by the supervisory council.

3. If one or more members of the supervisory council are absent or unable to act, the remaining members or the sole remaining member will be temporarily charged with the entire management of the foundation.
4. If all members of the supervisory council are absent or unable to act or if the sole director is absent or unable to act, supervision will be conducted by the person designated for this purpose by the Subdistrict Court.
5. Inability to act exists in any event in case of suspension or uninterrupted absence, due to illness or residence abroad, other than the fixed place of residence, lasting more than six (6) weeks for example.

Financial year

Article 18

The foundation's financial year coincides with the calendar year.

Annual accounts and annual report from the board

Article 19

1. The supervisory council appoints an auditor who is charged with auditing the annual report and accounts, which were drawn up by the board, and formulates the engagement to that effect.
2. The board is obliged to submit the annual accounts and the annual report to supervisory council for approval within six months after the end of the financial year. The board submits in this connection the auditor's opinion containing his findings to supervisory council.

Amendment to the articles of association

Article 20

1. The board is authorised to amend the articles of association with due observance of the provisions of this article below.
2. Such a resolution must be adopted unanimously by the members of the board if it concerns a multi-member board.
3. The articles of association cannot be changed until after the supervisory council has granted its written approval.
With due observance of the provisions of paragraph 4, such a resolution to approve requires a majority of two thirds of the number of valid votes cast at a meeting at which all members of the supervisory council are present.
If not all members of the supervisory council are present, it may be resolved to approve the amendment to the articles of association at a next meeting by the same majority referred to in the previous sentence, provided that at least half of the members of the supervisory council are present.
4. Amendment of the objects of the foundation requires unanimity at a meeting at

which all members of the supervisory council are present. If the supervisory council consists of five or more persons a resolution to amend the objects of the foundation requires the greatest possible majority, which means unanimously minus one, at a meeting at which all members of the supervisory council are present.

5. The amendment to the articles of association must be realised by notarial deed subject to being declared void.

Dissolution

Article 21

1. The board is authorised to dissolve the foundation.
The provisions of article 20 of these articles of association regarding a resolution to amend the articles of association applies to the resolution to be adopted to that effect.
2. Moreover, the foundation is dissolved:
 - as a result of insolvency after it has been declared bankrupt or as a result of; cancellation of the bankruptcy because of the condition of the assets and liabilities;
 - as a result of a court order in the cases referred to in law.

Liquidation

Article 22

1. Liquidation will be carried out by the board, unless supervisory council appoints a different liquidator.
2. The foundation will continue to exist after its dissolution if and insofar as necessary for the liquidation of its affairs.
3. During liquidation, the provisions of the articles of association continue to apply as much as possible and insofar as necessary.
4. The supervisory council determines for which purpose a positive liquidation balance of the foundation will be used.
A positive liquidation balance must be used for the benefit of a public benefit organisation with similar objects or a foreign organisation that is exclusively or almost exclusively a public benefit organisation and that has similar objects.

CONCLUSION

The person appearing has sufficiently proved his identity to me, the civil-law notary.

IN WITNESS WHEREOF,

The substance of this deed was communicated and explained by me, the civil-law notary, to the person appearing who is known to me, the civil-law notary.

I, the civil-law notary, then informed the person appearing of the consequences that arise from the content of the deed.

The person appearing finally declared that she had taken cognisance of the content of the deed and agreed thereto. Immediately after a limited reading, this deed, which was executed in Amsterdam, was then signed by the person appearing and by me, the civil-law notary, on the date stated at the beginning of this deed.

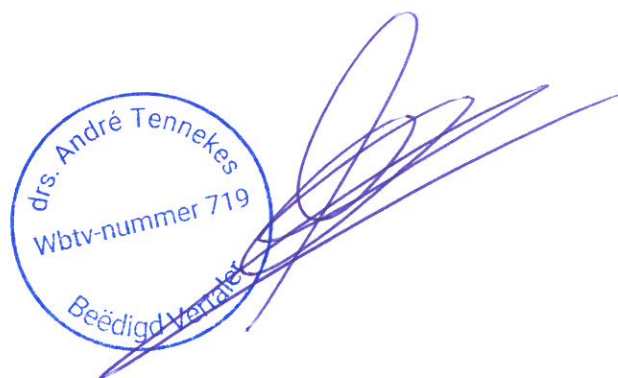
(Signatures)

[stamp: N. van Dijk, LLM, a civil-law notary
practising in Amsterdam]

[signature]

ISSUED AS A TRUE COPY:
Amsterdam, 27 September 2022
Niesje van Dijk, LLM, civil-law notary

I, André Tennekes, residing in Almere, the Netherlands, sworn translator for the English language (WBTv number 719), hereby certify that the following text is a faithful and accurate English translation of the attached Dutch document.



The image shows a circular blue ink stamp and a handwritten signature in blue ink. The stamp contains the following text: "drs. André Tennekes" at the top, "Wbtv-nummer 719" in the middle, and "Beëdigd Vertaler" at the bottom. The signature is a stylized, cursive scribble that overlaps the right side of the stamp.