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WILLEMS & SMEETS
Civil-law notaries, advisers

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DEED OF FORMATION
(Stichting EyeOn Foundation)

Today, the eleventh of May two thousand and twenty-two, -----
 there appeared before me, Maurice Pierre Martin Willems, civil-law notary in
 Eindhoven: -----

1. Mr **Bram Kurstiens**, born in Breda on the thirtieth of April -----
 nineteen hundred and ninety-one, residing at 4132 HG Vianen, -----
 Municipality of Vijfheerenlanden, Gildenborch 18, Passport number -----
 NYHC9B7R2, issued in Utrecht on the twenty-fifth of August two
 thousand and sixteen, unmarried and not registered as a partner; -----
2. Mr **Guus Govert Dekker**, born in Wijchen on the twenty-sixth of
 October nineteen hundred and ninety-eight,
 residing at 5042 NS Tilburg, Tobias Asserlaan 117, identity card
 numberNWCP52D57, issued in Tilburg on the nineteenth of June two
 thousand and eighteen, unmarried and not registered as a partner; -----
3. Ms **Zoe Jane Connell**, born in 's-Hertogenbosch on the-----
 seventh February nineteen hundred and ninety-four, residing at-----
 5741 MS Beek en Donk, Municipality of Laarbeek, Rijbroeksedreef 30,
 passport number NVJ5F1B14, issued in Tilburg on the sixth of March
 two thousand and seventeen, unmarried and not registered as a
 partner;

Hereinafter referred to collectively as the "**Founders**". -----

The persons appearing hereby declare the establishment of a
 foundation, which shall be governed by the following -----

Articles of association.

Article 1.

Definitions.

In these Articles of Association, the following definitions shall apply: -----

- *Board:*
 The Board of the Foundation; -----
- *In writing:* -----
 by letter or e-mail, or by message sent via another -----
 common means of communication, and can be received
 electronically or in writing provided that the identity of the
 sender can be established with sufficient certainty;
- Articles of association:*-----
 the Articles of Association of the Foundation, as they shall read
 from time to time; -----
- *Foundation:* -----
 the legal person to which the Articles of Association relate. _

Article 2.

Name and place of establishment.

1. The Foundation bears the name: **Stichting EyeOn Foundation.**-----
2. It is established in the municipality of Laarbeek.-----

Article 3.

Objectives.

1. The objectives of the Foundation are to support the efforts of-----
Employees of the EyeOn group, established in Aarle-Rixtel and their
specific knowledge by organising activities and starting up projects
aimed at the public benefit, with the objective of making a demonstrable
contribution to a better world for everyone and furthermore all that which
is related to, pertains to and/or can be conducive to this, in the broadest
sense of the word. -----
2. The Foundation does not aim to make a profit. -----

Article 4.

Assets. -

- The assets of the Foundation shall be formed by: -----
- a. grants and other contributions; -----
 - b. donations, inheritances and legacies; -----
 - c. all other acquisitions and benefits. -----
2. The Foundation may only accept legacies under the -----
benefit of inventory. -----

Article 5.

Board. -

1. The Board shall consist of a number of at least three (3) and a maximum
of seven (7) members, to be determined by the Board. -----
The directors are appointed by the Board and for the -----
first time by this Deed. -----
2. The Board shall elect from among its members a chairman, a secretary
and a treasurer. -----
The positions of secretary and treasurer can also be filled by one person.
3. The members of the Board shall retire in accordance with a retirement
schedule drawn up by the Board, with due observance of a term of office
of at least three years, with the exception of the members of the first
Board, who serve for a period of three years and thereafter
retire according to a retirement schedule drawn up by the Board, -----
for which a term of office may then apply of less than three years;
directors appointed in the interim to fill vacancies shall take the place
of their predecessors on the retirement schedule.
Retiring directors are eligible for reappointment once. -----
A retiring director remains in office until the vacancy is filled.
4. If one or more vacancies arise on the Board, the remaining directors (or
the sole remaining director) shall ensure the appointment of one (or
more) successor(s) by unanimous vote within three months of the
vacancy(s) arising. -----

5. . In the event of a difference of opinion among the remaining directors --- regarding the appointment, and if at any time all the directors should be lacking before the vacancy(s) took place and furthermore if the remaining directors should fail to fill the vacancy(s) within the period stated in paragraph 4 of this article, the appointment shall be made by the court, at the request of any interested party, or upon the application by the public prosecutor. -----

Article 6.-----

Meetings of the Board and decisions of the Board. -----

1. The meetings of the Board shall be held at the places to be determined by the Board from time to time-----
2. At least one meeting shall be held every six months. -----
3. Meetings will also be held whenever the chairman considers it desirable or if one of the other directors submits a request to that effect in writing to the chairman, stating precisely the points to be discussed. If the chairman does not comply with such a request such that the meeting can be held within three weeks after the request, the applicant shall be entitled to convene a meeting with due observance of the required formalities. -----
4. Subject to the provisions of paragraph 3, the convocation of the meeting is made by the chairman in writing at least seven days in advance, not including the day of the convocation and that of the meeting.
5. The notice convening the meeting shall state the place and time of the meeting and the subjects to be discussed. Meetings of the Board may also be held by means of telephonic or video conferencing, or by any other means of communication, provided that each participating director can be heard by all others simultaneously. -----
6. If the rules laid down in the Articles of Association for the convening and holding of meetings have not been complied with, valid resolutions may nevertheless be passed at a meeting of the Board on all matters coming up for discussion, provided that all directors holding office are present at the relevant meeting of the Board and provided that these decisions are taken unanimously.
7. The meetings are chaired by the Chairman of the Board; in his absence, the meeting itself shall designate its chairman.
8. Minutes shall be kept of the proceedings at the meetings, by the Secretary or by one of the other persons present, nominated by the chairman.

4

The minutes shall be adopted at the next meeting and signed as evidence of this by the chairman and secretary of that meeting.

The minutes may be signed electronically, provided that the identity of the signatories can be established with sufficient certainty. -----

9. The Board may only pass valid resolutions at a meeting if the majority of its members in office having voting rights are present or represented at the meeting.-----

A director may be represented at the meeting by a fellow board member upon submission of a written proxy deemed adequate by the chairman of the meeting.

A director may only act as a proxy for one fellow director.

A director who has a direct or indirect personal interest that conflicts with the interests of the Foundation and its organisation, shall immediately report this to the other directors and -----

shall provide all relevant information thereon. The other directors shall decide without the presence of the director concerned whether there is an interest which conflicts with the interest of the Foundation and its ---- affiliated organisation.-----

A director shall not take part in the deliberation and decision-making process if the director concerned has a direct or indirect personal interest that conflicts with the interests of the Foundation and its affiliated organisation. -----

If this means that no Board decision can be taken, the decision shall nevertheless be taken by the Board under written documentation of the considerations upon which the decision is based. -----

10. The Board may also adopt resolutions without holding a meeting, provided that all have cast their votes in writing. -----
The provisions of the preceding sentence shall apply to decisions to amend the Articles of Association or for the dissolution of the Foundation. -----

The same majorities shall apply to decision-making outside a meeting -- as for decision-making in a meeting. -----

In the case of a resolution adopted outside a meeting the Secretary shall attach a record, stating the votes received, which shall be appended to the minutes after being countersigned by the Chairman. -----

11. Each director has the right to cast one vote.
Insofar as the Articles of Association do not stipulate a larger majority -- All resolutions of the Board shall be passed by absolute majority of the votes cast. -----

In the event of a tied vote, no decision shall be taken. -----

One or more directors are entitled, within ten days of the day of the meeting at which the votes were tied, to request the Netherlands Arbitration Institute to appoint an advisor to take a decision on the proposal concerned.

The decision of the advisor then counts as a decision of the Board.

12. All votes at the meeting shall be taken orally, unless the chairman deems a written vote desirable or one of the persons entitled to vote requests this prior to the vote. -----

Voting in writing shall be by unsigned, sealed ballot papers. -

- 13 Blank votes shall be considered as not having been cast. -----

- 14 In all disputes concerning votes, which are not provided for in the Articles of Association, the Chairman shall take the decision. -----

Article 7.

Board authority and reimbursement of expenses.

1. The Board is charged with the management of the Foundation. -----
2. The Board is not authorised to decide to enter into agreements to acquire, dispose of and encumber registered property and to enter into agreements in which the Foundation stands as guarantor or joint and several co-debtor, warrants performance by a third party or provides security therefor
3. In discharging their duties, the members of the Directors shall be guided by the interests of the Foundation and its affiliated organisation.
4. In case of absence or inability to act of one or more directors, the remaining director(s) shall be charged with the entire management. In the event of the absence or inability to act of all the directors or of the sole director, the Foundation is temporarily managed by a ----- person who must always be designated by the Board for this purpose. In these Articles of Association, 'inability to act' shall in any case mean the following circumstance: that the director is unavailable for a period of more than seven days due to illness or other causes. -----
5. No remuneration can be granted to the directors. ----- Expenses will be reimbursed to the directors upon presentation of the -- supporting documents. -----

Article 8.

Representation.

1. The Foundation is represented by the Board, unless the law provides otherwise. ----- The Foundation may furthermore be represented by two ----- Directors acting jointly. -----
2. The Board may grant others a power of attorney to represent the Foundation judicially and extra-judicially within the limits specified in this power of attorney.

Article 9.**End of Board membership.**

- Membership of the Board shall end: -----
- upon the death of a director; -----
 - in case of loss by a director of their ability to freely disposal of their property; -----
 - in case of written resignation (removal); -----
 - in case of dismissal on the grounds of section 2:298 of the Civil Code;
 - by periodic retirement. -----

Article 10.**Financial year, annual accounts and distributions register.**

1. The Foundation's financial year equates to the calendar year. -----
2. The Board is obliged to keep records of the financial position of the Foundation and of everything concerning the activities of the Foundation, according to the requirements arising from these activities, and to keep the associated records, documents and other data carriers in such a way that at all times the rights and obligations of the Foundation can be identified. -----
3. At the end of each financial year, the treasurer shall draw up a balance sheet and a statement of income and expenditure for the financial year, which must be submitted to the Board within six months of the end of the financial year and be accompanied, if the grant providers so wish, by a report by a registered accountant or an accountant-administration consultant. -----
4. The annual accounts are adopted by the Board. -----
Adoption of the annual financial statements by the Board shall constitute the discharge of the treasurer for his management
5. The Board shall keep a register in which shall be recorded the names and addresses of all persons to whom the Foundation has made a distribution which shall not exceed twenty-five per cent (25%) of the distributable amount in a given financial year, as well as the amount of the distribution and the date on which it was made. -----

Article 11.**Committees.**

The Board shall be authorised to establish one or more committees, the duties and powers of which shall be laid down by internal regulations.

Article 12.**Regulations.**

1. The Board shall be authorised to establish one or more regulations governing matters not provided for in the Articles of Association.

- 2. The regulations may not be contrary to the law or the Articles of association.
- 3. The Board shall be authorised at all times to amend the regulations or to repeal them.
- 4. The provisions of Article 13, paragraphs 1 and 2 shall apply mutatis mutandis to the adoption, amendment and repeal of the regulations.

Article 13.

Amendment of Articles of Association.

- 1. The Board is authorised to amend the Articles of Association. -----
Without prejudice to the provisions of Article 6(10), the decision to do so must be taken by a majority of at least three quarters of the votes cast at a meeting of the Board at which all directors with voting rights are present or represented. -----
- 2. If, at a meeting where a proposal as referred to in paragraph 1 of this article is put forward not all directors are present or represented, then a second meeting of the Board shall be convened, to be held no earlier than seven days but no later than twenty-one days after the first, at which such a resolution may be passed with a majority of at least three quarters of the votes cast, and in which meeting at least the majority of those directors in office having voting rights are present or represented.
- 3. Each director is authorised to sign the notarial deed of -----
Amendment of the Articles of Association. -----

Article 14.

Dissolution and liquidation.

- 1. The Board is authorised to dissolve the Foundation.
- 2. The provisions of Article 13(1) and (2) shall apply mutatis mutandis to the decision to be taken for this purpose.
- 3. The Foundation shall continue to exist after its dissolution in so far as this is necessary for the liquidation of its assets.
- 4. The liquidation shall be carried out by the Board.
- 5. The liquidators shall ensure that the dissolution of the Foundation is entered in the register referred to in section 2:289 Civil Code.
- 6. During the liquidation, the provisions of the Articles of Association shall continue to apply as far as possible.
- 7. Any credit balance remaining in the dissolved Foundation shall be applied for the benefit of an organisation aimed at the public benefit with similar objectives to those of the Foundation, or of a foreign institution that all but exclusively pursues the objectives of the Foundation.
- 8. After completion of the liquidation, the records, documents and

other data carriers of the dissolved Foundation shall remain in the possession of the youngest liquidator for a period of seven years. -----

Article 15. -----

Final provision. -----

In all cases not provided for by law or the Articles of Association, ----- the Board shall decide. -----

Article 16. -----

Transitional provision. -----

The first financial year of the Foundation shall run until the thirty-first of December two thousand and twenty-three. -----

This Article shall expire after the end of the first financial year. -----

Final declaration. -----

Finally, the persons appearing declared in implementation of the provisions of article 5, paragraphs 1 and 2, that the Board consists initially of three (3) members and that there shall be appointed as first directors: -----

- 1. Mr Bram Kurstjens, aforesaid; -----
- 2. Mr Guus Govert Dekker, aforesaid; -----
- 3. Ms Zoe Jane Connell, aforesaid. -----

CONCLUSION-----

The persons appearing are known to me, civil-law notary. -----

Prior to the execution of the deed, the persons appearing were informed of the substance of the deed and an explanation thereof was given by me. The persons appearing declared that they have taken note of the contents of the deed and consented to its limited reading.-----

This deed was executed in Eindhoven on the day stated at the start of this deed. Immediately after a limited reading, the deed was signed by the persons appearing and by me, civil-law notary.

Signature follows.

ISSUED AS A TRUE COPY ON 11 MAY 2022

