

PART B

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Reserved
for the
BOG

18330675*

Filed/Received on
02-10-2018
Registry

Business number:

0707619354

Name (in full):
(abbreviated to)

Open Dialogue Foundation

Legal form:

Private Foundation

Registered office:

Rue de la Loi 155 – 1040 Brussels

Deed purpose: Incorporation

From a deed drawn up by David INDEKEU, Notary in Brussels, on 27 September 2018, it follows that:

xxxxxx

APPEARED:

"Fundacja Otwarty Dialog", Foundation under Polish law, business number: 0705.828.616, with registered office at 11a Szucha Avenue, office 21, 00-580 Warsaw, Poland.

Here represented by Mrs. KOZLOVSKA Lyudmyla electing domicile at the headquarters of the above-mentioned foundation.

The latter has requested us to draw up the Articles of Association of a PRIVATE FOUNDATION, which she declares to be constituted as follows:

TITLE I. FORM - NAME - REGISTERED OFFICE - DURATION

Article 1 - Form and name

The Foundation takes the form of a private foundation, governed by Title II of the Belgian law of 27 June 1921 on non-profit associations, foundations, European political parties and European political foundations (the "law").

It is called **Open Dialogue Foundation**, abbreviated to **ODF**. These names can be used together or separately.

The private Foundation reserves the right to use translations of its name, if any.

All deeds, invoices, announcements, publications and other documents emanating from the Foundation must mention its name, immediately preceded or followed by the words "private foundation" and its registered office.

ARTICLE 2 - Registered office

The Foundation has its registered office in 1040 Brussels, rue de la Loi 155.

The registered office of the Foundation may, by decision of the Board of Directors, be transferred to any other place in Belgium, taking into account the legislation on the use of languages.

Each transfer of the registered office of the Foundation must be published by the directors in the annexures to the Belgian Official Gazette.

ARTICLE 3 - Duration

The Foundation is incorporated for an unlimited period.

TITLE II - PURPOSE - ACTIVITIES

Article 4 - Purpose - Activities

The objectives of the Foundation are the protection of human rights and the support of democracy and the rule of law through:

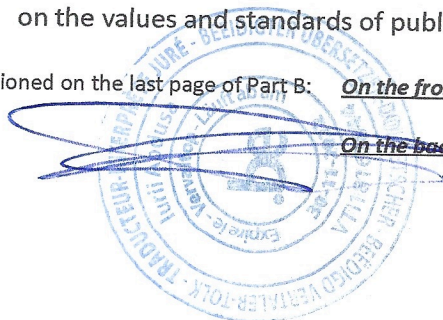
- Activities supporting the development of initiatives, movements and civil society, especially in the countries of the former Soviet Union, based on the experience of the system change in Poland as well as on the values and standards of public life in the member states of the European Union.

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- Activities to safeguard democracy, the rule of law and European values in the EU Member States, with a particular focus on the former Eastern Bloc States.
- Activities aimed at creating a positive image of the European Union, its values and achievements in the EU Member States, highlighting the benefits for the citizens of the former Eastern Bloc Member States.
- Activities aimed at building a partnership between the EU, Poland and other States and between citizens of these countries.
- Activities aimed at the cooperation and integration of initiatives, movements, civil society and States with other subjects of international law.
- Activities to promote change aimed at providing citizens with equal opportunities for intellectual, professional, social and cultural development, and to promote the full exercise of their civil rights, including undertaking political activities.
- Activities supporting public safety and order, development or self-government, education, culture, health protection, and increasing the availability and improving the standards of operation for other public services.

This list of activities is not exhaustive and may change in the future.

The Foundation may also carry out any other activities directly or indirectly related to its purpose. In particular, the Foundation may cooperate or participate in any activity related to its objective.

The Foundation may not grant any material benefit to the founder, the directors or any other person, unless this is in line with its purpose.

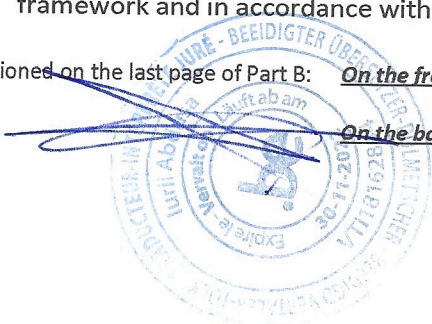
The Foundation seeks to achieve its purpose through:

- Research and analysis of incidents of human rights violations, especially civil rights and the right to protection from persecution, as well as social phenomena, also based on empirical data, their synthesis and compilation of databases and their presentation in the form of studies, reports, presentations, infographics, multimedia and studies or other types.
- Promotion, in particular to political decision-makers, public and local administrations, international organizations, as well as in the organs of opinion, the media and social networking sites, in the form of photos, records, recordings or auditions, films, statements, articles and interviews, of the issues described above, as well as of the knowledge gathered by the Foundation and its achievements in the framework of its statutory objectives.
- Organization and holding of training sessions, workshops, seminars and conferences, especially for individuals, companies, public and local institutions, student governments, professional organizations, employers' organizations, religious associations, civil movements, political parties and NGOs within the framework of the Foundation's statutory objectives.
- Provision of consultations to individuals, companies, public and local institutions, student governments, professional organizations, employers' organizations, professional unions, as well as religious associations, civil movements, political parties and NGOs within the framework of the Foundation's statutory objectives.
- Organization of public meetings, including demonstrations, protest actions and charity events, auctions, exhibitions, openings, events, promotional actions, advertising campaigns, concerts and other events within the framework of the Foundation's statutory objectives.
- Editing publications
- Financial, legal and organizational assistance to representatives of companies, public and autonomous institutions, independent professional organizations, religious associations, civil movements, political parties, other NGOs and individuals; in particular those in need of medical and humanitarian assistance, including the organization of medical training sessions and workshops concerning first aid within the framework and in accordance with the legal provisions in force and conducted by qualified personnel.

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- Setting up, launching and financing scholarships for children, young people, exceptionally talented students, socially active people and people in financial difficulties.
- Organize observation missions, including election observation missions and study visits, within the framework of the Foundation's statutory objectives.
- Purchasing equipment, devices, materials and services, which serve the statutory purposes of the Foundation, as well as providing them free of charge to individuals and other entities acting within the scope of the statutory purposes of the Foundation.

In addition to the initiatives implemented, the Foundation also cooperates with individuals and other entities in order to accomplish its statutory tasks. This cooperation may take the form of financial support, including partial or total funding of a specific initiative, or assistance in raising funds from various sources, as well as informational, legal, compensatory and organizational support; the Foundation may also become a recipient of such support in similar areas.

The Foundation implements its statutory objectives through membership in organizations.

In order to implement its statutory objectives, the Foundation has the right to initiate and participate in proceedings conducted in the field of compliance with the legal standards in force.

GOVERNING BODY.

Article 5 - Designation of the founder

The founder of the Foundation is "Fundacja Otwarty Dialog", 11a Szucha Avenue, office (00580) Warsaw, Poland.

Article 6 - Composition of the Board of Directors

A Board of Directors, composed of at least three (3) members, natural or legal persons, administers the Foundation.

The Board of Directors shall appoint a chairperson from among its members.

Article 7 - Appointment, termination and resignation of directors

With the exception of the directors appointed by the founder at the time of the Foundation's incorporation, the directors are appointed by the Board of Directors. Directors are appointed for a term of office which is determined at the time of appointment. All directors are eligible for re-election.

The term of office of a director expires:

- if s/he voluntary resigns;
- when his/her term expires;
- by death, dissolution or liquidation, bankruptcy, suspension of payment, declaration of disability, guardianship, absence or any other reason or circumstance which prevents the director from exercising his/her mandate;
- by a decision of the Board of Directors to dismiss him/her;
- by a revocation order of the district court where the Foundation has its registered office, as described in the law.

If, as a result of the termination of a director's term of office, the Foundation has fewer than three directors, the remaining directors may fill the vacancy.

Article 8 - Liability

The Foundation is responsible for any errors that may be attributed to its representatives or to the legal entities through which it acts.

The directors and persons responsible for the day-to-day management of the Foundation in their capacity as such are not personally liable for the obligations incurred by the Foundation. They are only responsible for the performance of their duties and for the offences they have committed in the course of their mission.

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Article 9 - Meeting of the Board of Directors

The Board of Directors meets whenever a director deems it necessary and, in any case, in the interest of the Foundation, and at least once a calendar year.

Any director may call a meeting of the Board of Directors.

Notices of meetings shall be sent to the directors at least eight (8) days before the meeting of the Board of Directors, except in case of emergency, which must be justified in the minutes of the meeting. Notices of meetings shall state the agenda, date, place and time of the meeting and shall be sent by letter, facsimile, electronic mail or other written form.

Notices are deemed to have been made at the time they are sent.

No proof of meeting need be produced if all directors are present or duly represented.

The meetings take place at the registered office of the Foundation or at the place mentioned in the notices, in Belgium.

The Board of Directors may validly meet by conference call.

Meetings of the Board of Directors shall be chaired by the Chairman of the Board of Directors or, if s/he is unable to attend or if there is no Chairman, by the oldest member of the Board of Directors.

Article 10 - Decision making - Representation of absent Board Members

a. Except in cases of force majeure, the Board of Directors can only deliberate and decide if at least the majority of its members are present or duly represented.

If this attendance quorum is not reached, a new meeting of the Board may be convened with the same agenda, which may then validly deliberate and decide if at least two (2) directors are present or duly represented.

A director may give a proxy to another director by mail, fax, e-mail or any other written means to represent him/her at a meeting of the Board of Directors and to vote on his/her behalf.

A director may represent several of his/her colleagues and may exercise, in addition to his/her own vote, as many voting rights as proxies s/he has received. In any case, at least two (2) directors must be physically present.

b. The resolutions of the Board of Directors are adopted by a simple majority of the votes cast. Each director has one vote.

In the event of a tie, the Chairman shall have the casting vote.

c. In exceptional circumstances, when the urgency and the interest of the Foundation so require, decisions of the Board of Directors may be taken by unanimous written decision of all directors. The decision shall be dated the day on which the last director signed the corresponding document.

Article 11 - Conflicts of interest

If a director, directly or indirectly, has a personal interest that conflicts with a decision or action for which the Board of Directors has authority, that director must inform the other directors before the decision is taken.

His/her declaration explaining the conflict of interest should be mentioned in the minutes of the Board meeting which has to take the decision. The director concerned should also inform the statutory auditor about the conflict of interest, in case such an auditor has been appointed. The director concerned may participate in the deliberation and vote on this decision.

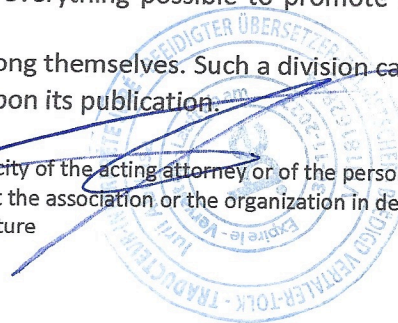
Article 12 - Internal management

a. General

The Board of Directors is responsible, within the limits set by law, for the purpose of the Foundation and the Articles of Association, with the power to do everything possible to promote the purpose of the Foundation.

The directors are authorized to divide the tasks among themselves. Such a division cannot be invoked by the Foundation with regard to third parties, even upon its publication.

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b. Advisory Board

The association retains the possibility of appointing an Advisory Board, which can give an advisory opinion on the subjects on which the association works.

The Board of Directors is under no obligation to follow the advice of the Advisory Board.

The Advisory Board is formed by decision of the founder who appoints and dismisses its members.

The Board of Directors shall convene the Advisory Board when necessary and shall notify its members by e-mail at least one month before the meeting.

c. Day-to-day management

The day-to-day management of the Foundation may be entrusted to one or more persons, who may but need not be directors. They shall act individually, jointly, or in a collegial manner as determined by the Board of Directors.

The Board of Directors may limit the powers of representation of the persons in charge of the day-to-day management.

Such limitations may not be invoked against third parties, even when published. The person in charge of the day-to-day management will be called "General Manager" or, if s/he is also a director, "Managing Director".

d. Delegation of powers

The Board of Directors and the persons in charge of the day-to-day management may, each within the scope of their powers, grant a mandate for special and specific operations to one or more persons.

1. relevant authorized representatives may represent the Foundation within the limits of this power of attorney.

Article 13 - Representation of the Foundation with regard to third parties

The Board of Directors represents, as a collegial body, the basis for all transactions.

Without prejudice to the general power of representation of the Board of Directors as a collegiate body, the Foundation may also be validly represented towards third parties by two (2) directors acting jointly or by the Managing Director appointed by the Board of Directors.

Within the framework of the day-to-day management, the Foundation may also be represented by the person authorized to carry out the day-to-day management.

These representatives do not need to provide proof of a prior decision by the Board of Directors.

In addition, the Foundation shall also be validly represented by specific proxies acting within the scope of their mandate.

Article 14 - Minutes

The decisions of the Board of Directors shall be recorded in minutes signed by the majority of the directors present. The minutes shall be kept in a special register.

Powers of attorney and other forms of delegation or documents shall be attached thereto.

TITLE IV - AUDIT

Article 15 - Auditor - Appointment

If the Foundation is legally required to do so, the control and audit of the financial situation of the Foundation, of the annual accounts and of the regularity of the operations reflected in the annual accounts with regard to the Articles of Association and the law shall be entrusted to one or more auditors. They must be appointed by the Board of Directors from among the members, natural or legal persons, of the Institute of Internal Auditors.

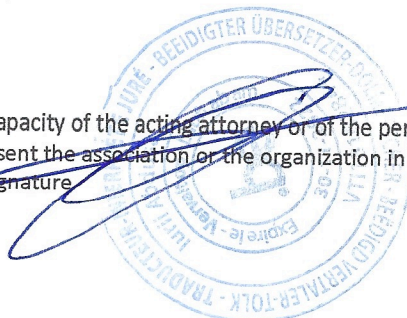
The auditors shall be appointed for a renewable term of three (3) years.

Under penalty of damages, they may only be dismissed during their term of office by the Board of Directors for legitimate reasons.

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Article 16 – Remuneration

The remuneration of the auditor shall consist of a fixed amount, determined by the Board of Directors at the beginning of his/her functions. The amount may only be changed with the consent of all parties concerned.

TITLE V - FINANCIAL YEAR - ANNUAL ACCOUNTS

Article 17 - Financial year - Annual accounts

The financial year shall begin on 1 January and end on 31 December of each year.

Each year and within six (6) months after the date of the closing of the annual accounts, the Board of Directors shall prepare the annual accounts for the previous financial year, in accordance with the legal provisions, as well as the budget for the following financial year.

The accounts shall be kept in accordance with the relevant legal provisions.

TITLE VI - AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 18 - Amendments to the Articles of Association

The Articles of Association may be amended by a resolution of the Board of Directors, passed by two-thirds of the voting rights present or represented.

The amendment of the articles relating to the following information must be registered before a notary (as referred to in Article 28, 3 and Article 28, 5 to 8 of the law):

- the purpose and activities that the Foundation intends to carry out;
- the appointment, dismissal or termination of the mandate of the directors, the persons authorized to represent the Foundation and the persons authorized to carry out the day-to-day management;
- the extent of their powers and the manner in which they exercise them;
- the destination of the remaining capital and the right of the founder or his/her beneficiary to take back an amount equal to the value of the property or the property itself which the founder has contributed to the achievement of its purpose;
- the conditions under which the Articles of Association may be amended; and
- the rules on conflicts of interest.

TITLE VII - DISSOLUTION - LIQUIDATION

Article 19 - Generalities

The court of first instance of the district where the Foundation has its registered office may, at the request of the persons mentioned in the law, pronounce the dissolution of the Foundation for the reasons mentioned in the law. The court may order the immediate closure of the liquidation or determine the liquidation procedures and appoint one or more liquidators.

Article 20 - Distribution

In the event of liquidation, the assets of the Foundation shall be used for altruistic purposes related to development aid.

When the altruistic purpose of the Foundation has been achieved, the founder or his/her legal successors shall be entitled to an amount equal to the value of the assets that the founder has donated to achieve this purpose.

TRANSITIONAL PROVISIONS

Start-up capital

In order for the Foundation to be able to start its work immediately, the founder shall contribute an amount of EUR 5,000 which shall be deposited immediately in a bank account opened in the name of the Foundation.

Legal personality - Transitional provisions

The first financial year starts today and ends on 31 December 2019.

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Part B - continuation

Appointment of directors

The founder appoints as directors for an indefinite term of office

- Mrs. Lyudmyla Kozlovska;
- Mr. Bartosz Kramek;
- Mr. Marcin Mycielski.

They are not remunerated for the exercise of their mandate as directors.

Appointment of the Chairman of the Board of Directors

The Board of Directors appoints as Chairman of the Board of Directors Mrs. Lyudmyla Kozlovska.

Special power of attorney

The founder grants power of attorney to the Notary's office of David Indekeu to take the necessary steps to obtain the legal personality for the Foundation and the publication of the Articles of Association in the Belgian Official Gazette.

A copy of the deed of 27 September 2018 was filed at the same time.

This extract is issued in accordance with article two, paragraph four, of the Companies Code, solely for the purpose of filing with the clerk of the Commercial Court and the acquisition of legal personality for the new company

CERTIFIED EXTRACT.

David INDEKEU, Notary.

Annexures to the Belgian Official Gazette (BOG) 04/10/2018