

The undersigned:

Marcus Jacobus Scholten, civil-law notary in Amersfoort, the Netherlands, hereby declares at his best knowledge, that the articles of association of: **Stichting Greenpeace Council**, having its statutory with its registered office in Amsterdam, the Netherlands, are compliant with the document attached to this certificate.

The articles of association have been recently amended due to a notarial deed signed by Marcus Jacobus Scholten, civil-law notary in Amersfoort, the Netherlands, on 22 December 2022,

Thus signed at Amersfoort, the Netherlands on 22 December 2022.



A handwritten signature in blue ink, consisting of a stylized, cursive script that appears to be "M.J. Scholten".

NOTE ABOUT TRANSLATION:

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

On the twenty-second day of December two thousand twenty-two appeared before me, Marcus Jacobus Scholten, LLM, a civil-law notary practising in Amersfoort: Catharina Heleen Draijer, employed and domicile chosen at the office of me, civil-law notary, 3811 MH Amersfoort, Stationsstraat 77, born in Amersfoort on the third day of May nineteen hundred and ninety-two.

The person appearing declared that:

- A. pursuant to a deed executed on nineteen November nineteen hundred and seventy-nine before M.J. Meijer, LLM, at the time a civil-law notary practising in Amsterdam, the following foundation was founded: **Stichting Greenpeace Council**, with its registered office in Amsterdam, maintaining offices at 1058 GV Amsterdam, Surinameplein 118, registered in the Commercial Register under number 41200415 (**'the Foundation'**);
- B. the Foundation's articles of association (**'the Articles of Association'**) were amended most recently pursuant to a deed executed on eighteen May two thousand and twenty-two before A.G.M. Ploeg-Schuitemaker, a civil-law notary practising in Amsterdam;
- C. the board of the Foundation resolved at its meeting of seven December two thousand twenty-two to amend the Articles of Association, which resolution was adopted by a majority of at least four/fifths of the votes cast in a valid manner at a meeting at which all members of the board were present or represented;
- D. at its meeting of two December two thousand twenty-two, the council of the Foundation approved the aforementioned amendment to the Articles of Association as referred to in article 13 paragraph 1 of the Foundation, which resolution was adopted by a majority of at least four/fifths of the votes cast in a valid manner by the representatives of the Participants with voting rights (as defined in the Articles of Association);
- E. the person appearing, was authorised by the board of the Foundation to have the amended Articles of Association laid down in a notarial deed;
- F. the aforementioned resolutions and aforementioned authorisation are evident from extracts from the minutes of the aforementioned meetings to be attached to this deed.

The person appearing then declared, acting in the aforementioned capacity, that she established pursuant to the aforementioned resolution and implementation thereof that the following amendments were made to the Articles of Association:

ARTICLES

Article 1

NAME AND REGISTERED OFFICE

The name of the Stichting is: **STICHTING GREENPEACE COUNCIL**.

The Stichting has its registered office in Amsterdam.

Article 2

DEFINITIONS

In these Articles and in the Rules of Procedure to be mentioned in Article 12 hereinafter:

- a. "The Stichting" means: the Stichting as mentioned in Article 1;
- b. "The Participants" means: the Participants as mentioned in Article 6 paragraph 1;
- c. "National Organisations" means: the Participants as mentioned in Article 6 paragraph 1 sub b. I;
- d. "Regional Organisations" means: the Participants as mentioned in Article 6 paragraph 1 sub b II;
- e. "Candidate Organisations" means: the Participants as mentioned in Article 6 paragraph 1 sub b III;
- f. "The Council" means: the Council as mentioned in Article 7;
- g. "The Board" means: the Board as mentioned in Article 8;
- h. "Rules of Procedure" means: the Rules of Procedure as mentioned in Article 12.

Article 3

MISSION

1. The object of the Stichting is promoting the conservation of Nature.
2. The Stichting aims at attaining this object by:
 - a. co-ordinating its national organisations in the execution of their objectives, to lend them assistance where required and to serve all their interests in the widest sense;
 - b. undertaking all other tasks which may be conducive to its object such as for instance:
 - trying to abolish certain abuses;
 - trying to save a certain species of animals;
 - with a view to the future, organising non-violent directed action so as to help bringing about a fundamental change in humanity's way of thinking and thus to be instrumental in raising ecological awareness.
3. For the expenses attaching to its tasks mentioned under 2.a. the organisations of the Stichting shall be charged in accordance with an apportionment scheme to be laid down by the Board of the Stichting.

Article 4

MEANS

1. To attain its objectives the Stichting shall co-ordinate campaigns.
2. The objectives of the Stichting shall not be to make a profit. The Stichting may, however, engage in commercial activities, provided that the revenue from these activities is used to achieve the Stichting's objects.

3. No natural person or legal entity shall, by virtue of any power or in fact, independently dispose of the assets of the Stichting as if they were its own assets.

Article 5

FINANCIAL MEANS

The financial means of the Stichting shall consist of:

- a. the Stichting capital;
- b. contributions of National Organisations and Regional Organisations;
- c. donations, subsidies and other contributions;
- d. grants, residuary and specific legacies and gifts;
- e. income from investment;
- f. benefits arising from any other source.

Article 6

PARTICIPANTS

1.
 - a. The Participants as specified in paragraph 1.b. hereinafter are listed in the "List of Candidate, National and Regional Organisations", referred to in the Rules of Procedure. The "List of Candidate, National, and Regional Organisations" shall be maintained and modified according to the Rules of Procedure.
 - b. The Stichting shall have the following types of Participants:
 - I National Organisations: these are national institutions recognised as such by the Stichting with due observance of paragraph 2 hereinafter;
 - II Candidate Organisations: these are Participants which are recognized as such by the Stichting;
 - III Regional Organisations: Institutions that operate in more than one country, recognised as such by the Stichting with due observance of paragraph 2 hereinafter. Regional Organisations have the same rights and responsibilities as National Organisations.
2. A new National Organisation of the Stichting shall be a country which has been admitted as a National Organisation by a resolution of the Board of the Stichting, which resolution shall be passed unanimously at a meeting where all members of the Board of the Stichting are present in person or by proxy.
3. A Participant will be recognised by the Stichting according to the Rules of Procedure.
4. The Board of the Stichting may, with a four-fifths majority of the votes validly cast at a meeting where all the members of the Board of the Stichting are present in person or by proxy, resolve to expel a National Organisation and withdraw from it the right to use the name "Greenpeace".
5. The international and national declarations regarding the policies of the Participants shall agree with the policies of the Stichting.

Article 7

COUNCIL

1. The trustees of the Participants meeting together shall constitute the Council and its members. The Council supervises the Board and is the guardian of the cohesion and mission of the international Greenpeace Network.
2.
 - a. The trustees of the Participants must be appointed by each Participant at least sixty days prior to the meeting of the Council. Each Participant shall have the right to rescind the appointment of its trustee. Only natural persons may be

appointed as trustees. Trustees shall hold office without charge or direction from the Participant(s) who appointed them, but are allowed to consult the Participant(s) who appointed them.

- b. If no trustee has been appointed in time by a Participant or if a trustee resigns and has not been replaced within sixty days after their resignation the Board of the Stichting shall appoint such trustee.
 - c. The representation of a Participant in the Council shall be effected by a trustee designated by each Participant on the strength of a written notification which shall have been satisfactorily sent to the Chair of the Council.
3. The following Participants may attend the meetings of the Council subject to provisions in the Rules of Procedure concerning permitted numbers of trustees.
- I National Organisations;
 - II Regional Organisations;
 - III Candidate Organisations.
- National Organisations and Regional Organisations are voting Participants.
4. Every voting Participant shall have such number of votes as laid down in the Rules of Procedure; Candidate-Participants have no voting right.
5. a. The Council shall take decisions *inter alia* on policy, campaign policy and direction.
- b. The Council will hold at least one meeting per calendar year: called an Annual General Meeting (AGM).
- c. The decisions taken at Council meetings are divided in four categories, further explained in the Rules of Procedure, these being:
- decisions on ordinary business;
 - decisions on extraordinary business;
 - decisions on authorisation of expenditure;
 - decisions on amendments of these Articles of Association.
6. All decisions taken at Council shall be taken with the following majority of votes:
- I a motion in respect to 'ordinary business' shall succeed, or pass, if it obtains a simple majority of the votes of the voting Participants that are present;
 - II a motion in respect to 'extraordinary business' shall succeed, or pass, if it obtains a two-thirds majority of the votes of the voting Participants that are present;
 - III a motion in respect to 'authorisation of expenditure' shall succeed, or pass, if it obtains a two-thirds majority of the votes of the voting Participants;
 - IV a motion in respect to the Articles of Association shall succeed if it obtains a four-fifths majority of the votes of the voting Participants that are present;
 - V a motion in respect to the removal of a Board Member shall succeed, or pass, if it obtains a two-thirds majority of the votes of the voting Participants.
7. In addition to the AGM, a so-called "Extraordinary General Meeting" (EGM) may be held subject to the provisions of these Bylaws and the Rules. An EGM shall be convened at the request of:
- a. a majority of the trustees of the Participants;
 - b. the Chair of the Council in accordance with the Rules of Procedure;
 - c. the Board pursuant to a Board resolution.

8. The Council shall elect one of the trustees of the Participants as Chair of the Council for a period of up to one year. The Council shall have the power to reverse the election of the Chair.
9. The resolutions of the Annual General Meeting shall bind the Board of the Stichting as from the thirtieth day following the Annual General Meeting, unless the Board of the Stichting shall prior to that date have otherwise decided. The thirty day period may be extended by the Board of the Stichting in accordance with the Rules of Procedure. If in respect of an issue of importance as defined in the Rules of Procedure, the Board of the Stichting reaches a decision that differs from the Council decision, the Board of the Stichting shall call a meeting of the Council in order to justify its decision, all this according to a binding judgement of the Board of the Stichting.
10. If between two General Meetings the Board of the Stichting needs to decide on important issues the procedure will be followed as set out in the Rules of Procedure.
11. The Council may adopt resolutions without holding a meeting (written resolution procedure) in accordance with the Rules of Procedure and on condition that:
 - a. all trustees agree have been granted the opportunity to participate in the decision-making;
 - b. at least four-fifths of the trustees agree thereto in writing;
 - c. none of the trustees have opposed to that manner of decision-making in writing before the resolution has been adopted.

The votes shall be cast in writing. The Board Members shall be informed of the proposed resolution and shall be given an opportunity to make recommendations before any resolution is adopted, with the exception of resolutions regarding appointment of Board Members.

12. In the event of the absence or inability to act of one or more members of the Council, the Participant entitled to their appointment shall be entitled to appoint a temporary replacement. The remaining members of the Council shall temporarily exercise their functions and powers if and as long a replacement has not been appointed. In that situation, the member(s) of the Council affected by the inability or inability to act under any provision of this Constitution which requires a quorum to be present shall not be counted as a member(s) of the Council. Temporary members shall have all the rights and powers of the member they replace.
13. A member of the Council will not participate in the deliberations and the decision making if they have a direct or indirect personal interest which conflicts with the interest of the Stichting. If based on the provisions in the first sentence of this paragraph no member of the Council can participate in the decision making, the decision will still be taken by the Council with a written record of the considerations on which the decision is based.

Article 8

BOARD OF THE STICHTING

1. The Stichting shall be governed by a Board of the Stichting.
2.
 - a. The Board of the Stichting shall consist of a number to be determined by the Council of at least five and at most nine members who shall be appointed for a term of up to three years.
 - b. All members of the Board shall be appointed by the Council.
 - c. The Board shall elect a Chair, Secretary and Treasurer from among its members at the first Board meeting following the AGM. The positions of Secretary and Treasurer may be held by one person. In the event of a vacancy in the office of

Chair, Secretary or Treasurer, the Board shall appoint a replacement from among its members as soon as possible but no later than sixty days after the occurrence of the vacancy.

- d. All Board Members can be reappointed, for up to a maximum period of 7 years consecutively. Following at least three years off the Board, former Board members may be considered for appointment again.
 - e. The Board of the Stichting shall be empowered to dismiss the Chair, Secretary and/or Treasurer in that capacity from office provided such decision is taken at a plenary meeting of the Board of the Stichting by a majority of three-fourths of the votes validly cast.
 - f. The Council is authorized to suspend Board members in accordance with the Rules of Procedure. A suspension shall be for a period not exceeding three months, but may be renewed one or more times.
3. The Stichting is legally represented by the Board of the Stichting as well as by three jointly acting members of the Board of the Stichting; one member of the Board of the Stichting and/or the International Executive Director is entitled to represent the Stichting, if that person shall have been empowered by all members of the Board of the Stichting for legal acts described in detail relating to an urgent specific matter. Such a power shall appear from the minutes of a Board meeting.
4. The Board' powers include:
- a. to appoint officers in the employment of the Stichting as such, to dismiss them and to fix their remuneration;
 - b. to move the Stichting's head office;
 - c. to enter into agreements to obtain, dispose of or encumber registered property or to enter into agreements by which the Stichting commits itself as guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of a third party;
 - d. to control and to protect the use of the name Greenpeace and the vignette;
 - e. to recommend tests for the structure and operation of the Stichting's national or regional organisations, to advise in the case of alterations of the Articles of Association, Rules of Procedure or Statements of Principles of these national or regional organisations;
 - f. to control and protect funds and other assets of the Stichting's sections;
 - g. to appoint (an) agent(s);
 - h. to set the remuneration of the Executive Director;
 - i. to inspect the books and records of the national organisations, to make copies thereof and/or extracts therefrom. Each member of the Stichting Board or a proxy duly authorised in writing shall be empowered thereto.
5. Membership of the Board of the Stichting shall terminate:
- a. by resignation of a Board member by the Council for any of the following reasons: non-performance of duties; failure to implement decisions made by the Council and ratified by the Board; conduct that seriously harms the organization and its campaigns; financially or politically endangering the organization; conflict of interest; or engaging in partisan political activity.
 - b. by being declared bankrupt, as a result of the member being adjudicated bankrupt, or when the member is granted an official moratorium, and when the member is placed under guardianship;

- c. by lapse of the period of appointment;
 - d. through resigning of a member of the Board, which notice should be given in writing to the secretary of the Board of the Stichting stating the date on which same becomes effective. No member of the Board of the Stichting may resign when the Stichting does not remain with at least three Board Members;
 - e. by the death of a member of the Board of the Stichting.
6. When a Board Member resigns, the Council shall be notified in writing and the Council shall appoint a new Board Member to fill such vacancy within sixty days thereafter. If the Council defaults, the Board may temporarily appoint a Board Member until the Council has appointed a new Board Member.
 7. The Board of the Stichting shall be empowered to pass resolutions at a meeting or otherwise. In the latter case all the members of the Board of the Stichting should cast their votes in writing.
 8. Save as otherwise provided in these Articles of Association, the Board shall decide by a simple majority of votes. In the event of a tie vote on the Board, the Chair shall have a casting vote except when the relevant Board decision is taken by the Chair and only one other Board member in which event the resolution shall be rejected.
 9. If at any time fewer members of the Board are in office than the number required, the remaining members of the Board or the only remaining member of the Board (as the case may be) shall, nevertheless, constitute a legally valid Board.
 10. In the event of the absence or inability to act of one or more Board Members, the Board shall temporarily rest with the remaining Board Members. In such a situation, the Board Members whose absence or inability to act is provided for in provisions in these articles of association that require a quorum shall not count as Board Members. In the event of the absence or inability to act of all Board members, the management shall temporarily rest with one or more persons to be elected by the Council.
 11. A Board member shall not participate in the deliberations and the decision-making process if they has a direct or indirect personal interest that conflicts with the interest of the Stichting and its affiliated organisation. If pursuant to the provisions of the first sentence of this paragraph no member of the Board can participate in the decision-making, the decision shall be taken by the Council.

Article 9

MEETINGS

All matters pertaining to the meeting of the Board of the Stichting shall be laid down in the Rules of Procedure of the Stichting.

Article 10

INTERNATIONAL EXECUTIVE DIRECTOR

1. The Board of the Stichting shall appoint one or more persons as International Executive Director to be in charge of the daily management of the Stichting.
2. The functions, powers and tasks of the International Executive Director shall be laid down in the Rules of Procedure as well as in the National/Regional Organisation Guidelines.

Article 11

FINANCIAL YEAR AND ACCOUNTS

1. a. The financial year shall be the calendar year. At the end of every financial year the accounts of the Stichting shall be closed. Under responsibility of the Board of the Stichting, the International Executive Director shall have prepared a balance

sheet and a general statement of benefits and burdens containing the following information:

- the assets and liabilities of the Stichting as at the end of the financial year;
 - the principal changes in the assets and liabilities of the Stichting;
 - the income or receipts of the Stichting restricted as well as unrestricted to special objects of the current financial year;
 - the cost or expenditure of the Stichting for general as well as restricted purposes during the financial year.
- b. The annual accounts shall be adopted by the Board.
- c. The financial statements of the Stichting shall be audited by an external auditor.
2. Under responsibility of the Board of the Stichting, the International Executive Director shall among other things, see to the following:
- a. competently and correctly keep the books and records of the Stichting's property and transactions and keep same in their custody, including the accounting for assets, pecuniary obligations, receipts, outlays, profits, losses, capital, and other matters generally recorded in financial notes. Each member of the Board of the Stichting shall be entitled at any reasonable time to inspect the books, archives, documents and other records of the Stichting. Such inspection can be carried out by the members themselves or their proxy duly authorised in writing and both shall be entitled to make copies thereof and/or abstracts therefrom;
 - b. the depositing of all moneys and other valuables registered in the name and in favour of the Stichting at such places of deposit as are designated by the Board of the Stichting, to spend the funds of the Stichting as ordered by the Board of the Stichting; to provide an account of all transactions and of the state of the Stichting's finances to the Board and Council at regularly scheduled meetings and whenever they so request.

Article 12

RULES OF PROCEDURE, NATIONAL/REGIONAL ORGANISATION GUIDELINES AND OTHER REGULATIONS

1. The Board may adopt, in addition to or in implementation of the Articles of Association, Rules of Procedure, National/Regional Organisation Guidelines and other regulations which shall not contain provisions contrary to the Articles of Association. The resolution to adopt the Rules of Procedure, National/Regional Organisation Guidelines and other regulations shall require the prior approval of the Council, which approval shall be given by a two-thirds majority of the votes validly cast by the trustees of the Participants entitled to vote. Those documents shall not contain provisions inconsistent with these Articles of Association.
2. The Rules of Procedure shall be amended only on the strength of a resolution of the Board of the Stichting taken at a meeting in which all the members of the Board of the Stichting are present in person or by proxy. Such resolution shall need the prior consent of the Council, which resolution of approval should be taken by a majority of two-thirds of the votes of the trustees of the voting Participants. The literal text of an amending motion should be sent to all the members of the Board of the Stichting and of the Council at least forty-two days prior to the day of the meeting. Notwithstanding the above, the Board and Council may adopt a resolution on an amended proposal to amend the Rules of Procedure, if during Council meeting this amendment is adopted with a three-quarter majority of the votes.

Article 13AMENDMENTS TO THE ARTICLES OF ASSOCIATION

1. The Articles of Association shall be amended only on the strength of a resolution of the Board of the Stichting taken at a meeting in which all the members of the Board of the Stichting are present in person or by proxy and with at least four-fifths of the votes validly cast. Such resolution shall need the prior consent of the Council, which resolution of approval should be taken by a majority of four-fifths of the votes of the trustees of the voting Participants. The literal text of an amending motion should be sent to all the members of the Board of the Stichting and of the Council at least forty-two days prior to the day of the meeting. If not all the members of the Board of the Stichting are present in person or by proxy, a second meeting shall be called and held within four weeks thereafter, where a resolution shall be passed upon the motion as it was put before the meeting at the previous meeting irrespective of the number of members present, provided there is a majority of at least two-thirds of the votes validly cast. Notwithstanding the above, the Board and Council may adopt a resolution on an amended proposal to amend the Articles of Association, if during Council meeting this amendment is adopted with a four/fifth majority of the votes.
2. The Articles 3, 6 paragraphs 2 and 4, 8 paragraph 4d, and this paragraph cannot be amended.
3. The provision with respect to the appropriation of a liquidation balance mentioned in paragraph 2 of Article 14 together with the present paragraph 3 shall not be amended without permission from or on behalf of the Minister of Finance.

Article 14DISSOLUTION OF THE STICHTING

1. Dissolution of the Stichting shall only be decided on the strength of a resolution of the Board of the Stichting passed in accordance with the provision of paragraph 1 of the preceding Article.
2. Any surplus of the liquidation balance will be appropriated to a registered public benefit organisation in the Netherlands (*Algemeen Nut Beogende Instelling*) which has a similar purpose; or an organisation outside of the Netherlands which aims exclusively or almost exclusively at public benefit and which has a similar purpose.

APPENDIX

The following appendix will be attached to this deed:

- extract from the minutes of the aforementioned meeting of the board of the Foundation.

CONCLUSION

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

IN WITNESS WHEREOF this deed was executed in Amersfoort on the date stated at the beginning of this deed.

I, the civil-law notary, communicated and explained the substance of the deed to the person appearing.

The person appearing declared that he/she had taken note of the content of the deed and that he/she agreed to a limited reading.

Following its limited reading, the deed was signed by the person appearing and by me, the civil-law notary.