File number: 2015.0054.CZ

NOTE ABOUT TRANSLATION:

Office translation of a deed of incorporation. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch version, which will be executed and deposited at the Trade Register, will prevail.

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.

INCORPORATION FOUNDATION

VOICE Network

This twenty-seventh day of August two thousand and fifteen, there appeared before me, Cornelis Gijsbert Zijerveld, civil law notary officiating in Utrecht, the Netherlands: Antonie Christiaan Fountain, born in Heerde, The Netherlands on the seventh day of November nineteenhundred seventy eight, residing at 3999 NR Tull en 't Waal, The Netherlands, Waalseweg 73, married, hereby acting upon a written attorney on behalf of:

1. the association *("vereniging met volledige rechtsbevoegdheid")* organized and existing under the laws of the Netherlands:

Federatie Nederlandse Vakbeweging, having its statutory seat in Amsterdam, the Netherlands, address 1043 BX Amsterdam, the Netherlands, Naritaweg 10, registered with the Dutch trade register with number: 40531840 and as such duly representing this association, hereinafter: **Incorporator I**; and

2. the foundation *("stichting")* organized and existing under the laws of the Netherlands:
Stichting Oxfam Novib, having its statutory seat in 's-Gravenhage, the Netherlands, address 2514 HD s-Gravenhage, the Netherlands, Mauritskade 9, registered with the Dutch trade register with number: 27108436 and as such duly representing this foundation, hereinafter: **Incorporator II**.

The person appearing, in his said capacity, declared to found an association with the following rules:

ARTICLES OF ASSOCIATION:

Article 1. Name.

The name of the association shall be: **VOICE Network**.

Article 2. Seat.

The association has its seat in Amsterdam, the Netherlands.

Article 3. Objects.

3.1. The object of the association will be promoting sustainability in the global cocoa sector.

3.2. The association will try to reach these objects inter alia by:

a. linking of stakeholder (groups) for the creation of national infrastructures to facilitate change;
b. exchanging international knowledge and experience;
c. joint lobby activities towards companies and organisations;
d. joint campaigning activities to create awareness;
e. raising the voice of Southern NGOs and producer organizations.

3.3 The association does not aim for any profit.

3.4 The association is entered into for an indefinite period.

Article 4. Members.

4.1. Members of the association can be those who:

a. are legal entities, associations without being formal legal entities or individual persons;
b. are not companies or government agencies; and
c. have relevant expertise, experience and interests in the field of sustainable cocoa.

4.2. The executive committee shall keep a register in which the names and addresses of all members are recorded.

4.3 The membership is owned personally and not capable for any transfer or transition.

Article 5. Admission.

The general meeting decides unanimously on the admission of members.

Article 6. Termination of membership.

6.1. The membership ends:

a. by the death of the member in case a member is a natural person, or by dissolution in case a member is a legal entity;
b. by resignation of the member;
c. by notice of discontinuation of membership given by the association. This is possible when a member meets no longer the requirements for membership laid down in the rules (including the requirements as set out in article 4.1.), when he does not fulfil his obligations towards the association, and also when the association cannot reasonably be expected to let the membership continue;
d. by expulsion. This can be pronounced only when a member acts contrary to the articles, regulations and resolutions of the association, or injures the association in an unreasonable manner.

6.2. Notice of discontinuation of membership by the association shall be given by the executive committee.

6.3. Resignation of the member or discontinuation of membership by the association may take place in writing, only at the end of an official year and with due observance of a term of notice of four weeks.
However, membership can be terminated forthwith if the association or the member cannot reasonably be expected to let the membership continue.

6.4. In case of resignation contrary to the provision of the preceding paragraph, the membership will end at the earliest date allowed following the day of which notice was given.

6.5. A member may resign his membership with immediate effect within one month after a resolution has been announced to him, to change the association into another legal form, or a legal merger or a legal demerger as referred to in Book 2, Title 7, of the Dutch Civil Code.

6.6. A member may also resign his membership with immediate effect within one month after a resolution has became known or has been announced, whereby his rights shall be limited or his obligations to the association shall be increased. The resolution shall then not apply to him. This paragraph is not applicable if financial rights or obligations of a member are amended.

6.7. Expulsion from membership takes place by the executive committee.

6.8. From a resolution to discontinue the membership on the ground of the fact that a member does not fulfil his obligations towards the association, and also of a resolution that it cannot reasonably be expected from the association that the membership is continued, as well as from a resolution to expulsion, the person concerned may appeal to the general meeting within one month after receipt of the notice of the resolution. He will thereto be notified of the resolution in writing with mention of the reasons therefore as early as possible. During the term of appeal and pending the appeal the member shall be suspended, however, with the provision that the suspended member shall have the right to defend himself in the general meeting, in which the appeal referred to in this paragraph is discussed.

6.9. If the membership ends in the course of an official year, the annual dues shall nevertheless remain due for the entire year. If a member does not resign within the applicable period, its membership will be continued until the end of next official year.

Article 7. Annual dues. Commitments.

7.1. The members shall be obliged to pay annual dues, the amount of which shall be determined by the general meeting. They can thereto be divided into classes that pay different dues.

7.2. The executive committee may in special cases grant full or partial exemption of the obligation to pay dues.

7.3. The executive committee may, after obtained approval of the general meeting, obligate commitments to the membership.

Article 8. Executive committee.

8.1. The executive committee shall consist at least of three (3) directors. Natural persons as well as legal entities can be appointed. The appointment shall be made from among the members, subject to sub 2 of this article.

8.2. The general meeting may decide that one or more members of the executive committee will be appointed from without its members.

8.3 The members of the executive committee do not collect any financial rewards fort their duties.

8.4 The executive committee is allowed to resolve to compensate a member of the executive committee for its out of pocket expenses as long as they are not excessive.

Article 9. Termination of membership of the executive committee. Retirement by rotation. Suspension.

9.1. Each member of the executive committee, also where appointed for a certain time, may be dismissed or suspended by the general meeting at any time. Any suspension which is not followed by a resolution to dismissal within three months, shall end by the elapse of that term. The resolutions to appoint, dismiss

or suspend members of the executive committee are adopted if two third of the votes vote in favour of these resolutions.

9.2. Each member of the executive committee shall retire at the latest three years after his appointment according to a rota of retirement to be drawn up by the executive committee. With a maximum of two periods a retiring member shall be re-eligible; someone who has been appointed in a premature vacancy, shall take his predecessor's place on the rota.

9.3. Membership of the executive committee shall furthermore end:

a. in respect of a member of the committee who has been appointed out of the members: by termination of the membership of the association;

b. by resigning.

Article 10. Membership. Resolutions of the executive committee.

10.1. The executive committee shall appoint a chairman, a secretary and a treasurer from among its members. It may appoint a deputy of each of them from among its members. A member of the executive committee may hold more than one office.

10.2. Minutes will be kept of the proceedings at each meeting of the executive committee by the secretary, which minutes shall be confirmed and signed by the chairman and the secretary.

10.3. Resolutions of the executive committee may be adopted in writing instead of in a meeting, provided they are adopted by the unanimous vote of all members of the executive committee.

10.4. Further rules in respect of the meetings and resolution of the executive committee may be given in domestic regulations.

Article 11. Duties of the executive committee - Representation.

11.1. The executive committee shall be charged with the management of the association, subject to the limitations of the articles.

11.2. If the number of members of the executive committee falls below three, the committee shall continue to be lawfully constituted. It shall, however, be obliged

to convene a general meeting as soon as possible, in which meeting the filling of the vacancy or vacancies will be discussed.

11.3. The executive committee shall be entitled to assign, under its responsibility, certain parts of its duties to committees or to third parties responsible for the daily management of the association ("managing director"), to be appointed by the executive committee.

11.4. The executive committee shall, subject to the approval of the general meeting, be authorized to conclude agreements to purchase, alienate or encumber registered goods, to conclude agreements whereby the association binds itself as surety or several co-debtor, answers for a third party or binds itself for the security of a debt of a third party. The lacking of this approval can be pleaded by or towards third parties.

11.5. The general meeting may require resolutions of the executive committee to be subject to it's approval. The executive committee shall be notified in writing of such resolutions, which shall be incorporated in the domestic regulations.

11.6. Without prejudice to the provisions of article 11 the association shall be represented by the executive committee. The association may also be represented two jointly acting members of the executive committee.

Article 12. Annual report. Statement of receipts and payments.

12.1. The official year of the association shall be the calendar year.

12.2. The executive committee shall be obliged to keep a record of the financial position of the association in such a manner, that its rights and obligations can be known out of it at all times.

12.3. The executive committee shall submit its annual report to a general meeting within six months after termination of the official year, except in case of extension of this period by the general meeting and shall, upon submittance of a balance sheet and a statement of receipts and payments, render an account of the administration conducted during the past year. After termination of that

period each member may claim this statement of receipts and payments from the executive committee at law.

12.4. Every year the general meeting shall appoint from among the members a financial committee (“auditing committee”) of at least two persons who may not be members of the executive committee. The financial committee shall examine the documents as referred to in article 12.3 and report hereon to the general meeting. The executive committee shall be obliged to furnish the financial committee (“auditing committee”) with all the information desired, to show the cash and the assets, if so desired, and to grant inspection of the books and records and other data carriers of the association, all at least one month before the meeting of the general meeting is scheduled.

12.5. If the examination of the statement of receipts and payments requires special knowledge of accounts, the financial committee (“auditing committee”) may appoint an expert as advisor, at the costs of the association and after approval of the executive committee of the association.

12.6. The instructions given to the financial committee (“auditing committee”) may be revoked by the general meeting at any time, but only by the appointment of another financial committee (“auditing committee”).

12.7. The financial committee (“auditing committee”) shall be obliged to keep the records referred to in the articles 12.2 and 12.3 for a period of seven years.

Article 13. General meetings.

13.1. All the powers in the association which have not been entrusted to the executive committee by law or by the articles, shall be vested in the general meeting.

13.2. Annually, at the latest six months after the end of the official year, a general meeting - the annual meeting - shall be held. In the annual meeting there shall be discussed inter alia:

a. the annual report and the statement of receipts and payments referred to in article 12, with the report of the executive committee there mentioned;

b. the appointment of the committee referred to in article 12 for the next year;
c. filling of any vacancies;
d. proposals of the executive committee or of the members, specified in the convocation to the meeting.

13.3. Other general meetings shall be convened as often as the executive committee deems such desirable, or when required by law or by the articles.

13.4. The executive committee shall furthermore be obliged to convene a general meeting at a term of no longer than four weeks after the written request of not less than such a number of members as is entitled to cast one-tenth part of the votes. If the request is not met within fourteen days, the applicants themselves may proceed to convene the meeting in accordance with article 17 or by advertising in at least one newspaper widely circulated in the place where the association has its seat, with due observance of the term mentioned for convening in article 17. The applicants may then entrust others than members of the executive committee with the chair of the meeting and drawing up of the minutes.

Article 14. Admission and voting right.

14.1. Admitted to the general meeting shall be all members of the association and the members of the executive committee. Not admitted will be suspended members, subject to the provision of article 6.8 and suspended members of the executive committee.

14.2. The general meeting can decide on the admission of interested third parties (“observers”) to the general meeting; only upon a written invitation of the general meeting.

14.3. Each member of the association who is not suspended shall be entitled to one vote. The executive committee shall have one advisory vote.

14.4. A member may have his vote cast by another member, authorized thereto in writing.

Article 15. Chairmanship. Minutes.

15.1. The general meeting shall be presided over by the chairman of the association or by his deputy. If the chairman and his deputy are failing, one of the other members of the executive committee, designated thereto by the executive committee, shall act as chairman. If also in this manner the chairmanship cannot be provided for, the meeting itself will choose its chairman. Until that moment the eldest person present at the meeting shall act as chairman.

15.2. Minutes shall be kept of the proceedings at each meeting by the secretary or another person designated thereto by the chairman, which minutes shall be confirmed and signed by the chairman and the person who has kept them. Those who convene the meeting may have notarial minutes drawn up of the proceedings. The contents of the minutes or notarial minutes are brought to the knowledge of the members.

Article 16. Resolutions of the general meeting.

16.1. The chairman's judgment pronounced at the general meeting that the meeting has adopted a resolution shall be decisive. The same shall apply to the contents of an adopted resolution insofar as a vote was taken on a proposal not laid down in writing.

16.2. If, however, immediately after the pronouncement of a judgment as referred to in the first paragraph the correctness thereof is contested, a new vote will be taken if the majority of the meeting, or, if the original voting was not taken by poll or by ballot, a person present and entitled to vote, should desire so. The legal consequences of the original voting shall be cancelled by this new voting.

16.3. Insofar as the articles or the law do not provide otherwise, all resolutions of the general meeting shall be adopted by an absolute majority of the votes cast.

16.4. Abstentions and invalid votes shall not be counted as votes.

16.5. If nobody obtains the absolute majority in an election of persons, a second vote, or in case of a binding list of candidates, a second vote between the proposed candidates shall take place. If then again nobody obtains the absolute majority, new votes will be taken until either one person obtains the absolute majority or

the voting goes between two persons and votes are equal. In case of the said further votings (the second voting excluded), the vote shall each time be taken concerning the persons for whom was voted in the preceding voting, however, exclusive of the persons who received the least number of votes in that preceding voting. In case more than one person obtains the least number of votes in such a preceding voting, it will be decided by lot whom of those persons can no longer be voted for in the new voting. In case of a tie in votings between two persons, the one of them to be appointed shall be chosen by lot.

16.6. In case of equal votes on a proposal that does not concern persons, the proposal shall be deemed to have been rejected.

16.7. All votings shall be taken orally. The chairman is, however, entitled to decide a vote by a secret ballot. If it concerns an election of persons, also a person present at the meeting and entitled to vote can demand a vote by a secret ballot. Voting by ballot takes place by means of closed, unsigned ballot papers. Adopting resolutions by acclamation shall be possible, unless one of the persons entitled to vote desires a poll.

16.8. An unanimous resolution of all members, also if they are not together in a meeting, shall, provided that it is adopted with the prior knowledge of the committee, have the same effect as a resolution of the general meeting.

16.9. As long as all members are present or represented at a general meeting, valid resolutions may be adopted, provided that they are adopted unanimously, on all subjects coming up for discussion - therefore also on a proposal to amend the articles or to dissolve - also if convocation the convening has not been effected in the prescribed manner or any other prescription in respect of the convening and holding of meetings or a formality connected therewith has not been observed.

16.10 If a general meeting is scheduled without taking into account the applicable convocation period, resolutions are allowed to be adopted,unless one tenth of

the total votes present in this meeting object against this procedure of adopting resolutions.

Article 17. Convening the general meeting.

17.1. The general meeting shall be convened by the executive committee, without prejudice to the provisions of article 13 paragraph 4. Convening shall take place in writing. The convocation shall be sent at the addresses of the members as recorded in the register of members referred to in article 4. The term for convening shall be at least seven days.

17.2. The convocation shall contain the subjects to be discussed, without prejudice to the provisions of the articles 18 and 19.

Article 18. Amendment of the articles.

18.1. The articles of the association can be amended only by a resolution of the general meeting, which has been convened with the statement that an amendment of the articles will be proposed in that meeting.

18.2. Those who have convened the general meeting to discuss a motion to amend the articles, shall, at least five days before the meeting, deposit a copy of such motion containing the verbatim text of the proposed alteration at a place appropriate for that purpose for inspection by the members, until the end of the day on which the meeting is held.

18.3. A resolution to amend the articles shall require at least two-thirds of the votes cast in a meeting in which at least two-thirds of the members are present or represented. Should two-thirds of the members not be present or represented, then a second meeting shall be convened after that meeting, to be held within four weeks after the first one, in which a resolution on the proposal as discussed in the preceding meeting can be adopted irrespective of the number of members present or represented, provided that it is adopted by a majority of not less than two-thirds of the votes cast.

18.4. An alteration of the articles shall become effective only after a notarial instrument has been drawn up thereof. Each member of the executive committee shall have power to execute the instrument.

Article 19. Dissolution.

19.1. The association may be dissolved by a resolution of the general meeting. The provisions of article 18.1 through 18.3 of the preceding article shall apply accordingly.

19.2. After dissolution, the liquidation of the dissolved association shall be done by the members of the executive committee. The executive committee may appoint other persons as liquidator.

19.3. The balance remaining after liquidation shall be distributed upon a resolution of the general meeting, taking into account that the objects of the receiving party need to be in line with the objects of this association and that the receiving party is registered as a charitable institution for general purposes *("algemeen nut beogende instelling")* by the Dutch Tax Authority.

19.4. After liquidation, the books, records and other data carriers of the dissolved association shall remain under custody of the person appointed by the liquidators during the period prescribed by law.

19.5. The liquidation shall be subject to the relevant provisions of Book 2, Title 1, of the Dutch Civil Code.

Article 20. Commissions.

1. The executive committee may install or remove one or more commissions.
2. The executive committee will define tasks and powers for the commissions.
3. Members of the commissions will be appointed and dismissed by the executive committee or by the commission itself.

Article 21. Domestic regulations.

1. If further regulations are necessary, these can be settled in domestic regulations. The domestic regulations may not include clauses which are contrary to the law of these articles of association.

2. The general meeting may formulate and amend the domestic regulations.

Article 22. Final provision.

The first financial year of the association shall end on the thirty-first day of December two thousand and fifteen. This article shall cease to exist after the end of the first financial year.

Final declarations.

Powers of attorney

./. The powers of attorney are evidenced by two (2) non-notarial instruments, constituting powers of attorney, which shall be appended to this deed.

Appointment members of the executive committee

The person appearing, acting in his said capacity, declared that as first members of the executive committee of the association are appointed, with their offices mentioned after their names::

1. Jos Hendriks, born on the first day of February nineteenhundred fifty-seven in Deventer, The Netherlansd, holder of a valid Dutch passport with number: NT2D1H072, as chairman;
2. Herman Rudolf Scheffer, born on the eighth day of November nineteenhundred fifty in Amsterdam, The Netherlands, holder of a valid Dutch passport with number: BRK8C3003, as treasurer; and
3. Andrea Judith Hüsser, born on the seventeenth day of June nineteenhundred seventy seven in Berikon, Switzerland, holder of a valid Swiss passport with number: X2939103, as secretary.

Appointment members of the association

The person appearing, acting in his said capacity, finally declared that immediately after incorporation the following legal entities will be considered first members of the association:

1. incorporator I;
2. incorporator II;

3. the association, without being a formal legal entity, incorporated under the laws of Belgium: ABVV Horval, with address 1000 Brussel, Cellebroersstraat, 18, registered under “KBO” number: 926969117;
4. the association incorporated under the laws of Belgium: Oxfam Wereldwinkels, having its address at 9000 Gent, Belgium, Ververijstraat 17;
5. the association incorporated under the laws of Germany: Südwind Institute, having its statutory seat at Köln, Germany, registered with the “Ambtsgericht Köln” under number: VR 10623;
6. the association incorporated under the laws of Switzerland: Erklärung von Bern (*“Berne Declaration”*), having its statutory seat at Bern, Switzerland; and
7. a company incorporated under the laws of the United Kingdom: STOP THE TRAFFIK, ingeschreven bij *“the Registrar of Companies for England and Wales”* onder nummer: 6657145, having its address at 75 Westminster Bridge Road, London, SE1 7HS, United Kingdom.

CONCLUDING STATEMENT

The person appearing is known to me, civil law notary.

Furthermore, I, civil law notary, stated and explained the sum and substance of this deed to the person appearing and advised him of the consequences ensuing from the contents of the deed.

The person appearing declared that he had taken note of the contents of this deed and that he agreed thereto. The person appearing also declared that he expressly agreed to this deed being read out in part.

Immediately after this deed had been read out in part, it was signed by the person appearing and by me, civil law notary.

This deed was executed in Utrecht on the day and in the year first above written.