

Regulations OF THE BOARD OF DIRECTORS
of
RUTGERS AIDSFONDS GROUP FOUNDATION
(the “Parent Foundation”)
and all its current and future subsidiary foundations, including
AIDSFONDS – SOA AIDS NEDERLAND FOUNDATION
and
RUTGERS FOUNDATION

1. Composition of the Board of Directors

1. The Board of Directors consists of one director.
2. Notwithstanding the first paragraph, during the transitional phase – which runs from the date of the administrative merger until the new director takes up their post – the Board of Directors shall consist of a collegial board of two directors, in accordance with Chapter 9 of the merger plan and the merger agreement.
3. The provisions of these regulations which are based on an Executive Board consisting of more than one director shall apply exclusively during the transitional phase referred to in the second paragraph and shall lapse by operation of law upon its expiry. The transitional provisions in Chapter 13 contain further rules regarding their application.

2. Purpose, scope and adoption of the regulations

1. These regulations set out in detail the duties, powers and responsibilities, as well as the internal decision-making and working methods, of the Foundation’s Board of Directors.
2. The Board of Directors and the individual members of the Board of Directors are obliged to comply with these regulations.
3. These regulations serve as a supplement to the foundation’s articles of association and to the applicable laws and regulations governing the Board of Directors. In the event of any conflict between these regulations and the foundation’s articles of association, the foundation’s articles of association shall prevail.
4. Where these regulations refer to an article in the Articles of Association, this refers to the corresponding provision in the Articles of Association of the relevant foundation as mentioned above.
5. The foundation applies the standards set out in the Charities Accreditation Scheme and reports in its annual report on how these standards are complied with.
6. The definitions used in these regulations have the same meaning as set out in the Foundation’s Articles of Association, unless these regulations expressly state otherwise.
7. The Board of Directors adopted these regulations at its meeting on September 30, 2026.

3. Position of the Board of Directors

1. The Articles of Association of the Rutgers Aidsfonds Group Foundation provide for a supervisory board structure, whereby the management of the Parent Foundation is entrusted to the Board of Directors of the Parent Foundation under the full supervision of the Supervisory Board.
2. Without prejudice to the provisions elsewhere in the Articles of Association and these regulations concerning the relationship between the Subsidiary Foundation(s) and the Parent Foundation, pursuant to Article 16 of the Articles of Association of the Subsidiary Foundation(s), if and insofar as (i) the management of the Subsidiary Foundation is the same

as that of the Parent Foundation (personnel union) and (ii) the Parent Foundation has a Supervisory Board, that Supervisory Board shall also supervise the policy of the board and the general course of affairs of the Subsidiary Foundation and its affiliated organisation.

3. Where these regulations refer to the Supervisory Board, this shall therefore be read, in respect of the Subsidiary Foundation(s), as the Supervisory Board of the Parent Foundation.
4. The personnel union between the Board of Directors of the Parent Foundation and the Subsidiary Foundation(s) set out in this article, as well as the resulting supervision by the Supervisory Board of the Parent Foundation, shall apply exclusively during the transitional phase. Upon completion of this transitional phase, the management and supervisory structures will be organised in accordance with the Articles of Association and regulations in force at that time.

4. Performance of duties by the Board of Directors

1. The Board of Directors and its individual members shall perform their management duties in accordance with the statutory and articles-of-association-based division of duties, powers and responsibilities, and shall ensure that the Supervisory Board and its individual members are able to fully exercise their supervisory, advisory and employer functions and responsibilities.
2. In carrying out their duties, the Board of Directors and its individual members shall always act from the perspective of the foundation's social objective, as set out in Article 1.2 of the Articles of Association, namely the promotion of sexual and reproductive health and rights, contributing to the fight against HIV/AIDS, and to do so in collaboration with the people concerned, paying particular attention to those most severely affected by exclusion and discrimination.
3. The Board of Directors focuses on the coherence and effectiveness of the four mutually reinforcing impact roles: knowledge and expertise; fundraising and social investment; advocacy; and public catalyst, which together form the foundation's impact chain.

5. Duties and responsibilities

1. The Board of Directors bears ultimate responsibility for the general and day-to-day management of the foundation. This includes, amongst other things, responsibility for achieving the foundation's social objectives, its strategy and policy, the resulting performance, risk management, the foundation's funding and results, and ensuring efficient, transparent and coherent operations, responding to relevant challenges in society, promoting social entrepreneurship and innovation amongst the foundation's staff – who are given the freedom and trust to act professionally – ensuring the foundation is a good employer for its staff, and complying with legislation and regulations.
2. The Executive Board is responsible for ensuring an adequate internal risk management and control system within the foundation.
3. The Executive Board shall provide the Supervisory Board, in a timely manner (and where possible in writing), with all information on general, financial and economic, personnel, social, external, ethical and/or other matters that the Supervisory Board requires in order to be able to fulfil its supervisory and advisory duties adequately.
4. In addition to Article 5.3 of these regulations, the Executive Board shall inform the Supervisory Board in accordance with a strategic cycle and a planning and control calendar agreed with the Supervisory Board, which is adopted annually by the Supervisory Board. The Executive Board shall also inform the Supervisory Board without delay of matters that cannot be postponed."

6. Transparency and (internal and external) accountability

1. The Executive Board is, as such, directly accountable to the Supervisory Board. Accountability for the management conducted by the Executive Board is exercised through consultation between the Supervisory Board and the Executive Board.
2. Each member of the Executive Board shall treat as strictly confidential all information and documentation received in the course of performing their duties and which may reasonably be regarded as confidential, and shall not disclose such information or documentation outside the Supervisory Board and the Executive Board, even after their resignation.

7. Decision-making and working methods

1. Decisions which, pursuant to the Articles of Association, are subject to the approval of the Supervisory Board (or, in the case of the Subsidiary Foundations, decisions which, pursuant to the Articles of Association, are subject to the approval of the Parent Foundation), shall be taken exclusively at a meeting of the Executive Board. The matter in question shall then be included on the agenda.
2. The procedures for deliberation, decision-making and representation of the Board of Directors are laid down in the Articles of Association. These regulations contain only supplementary provisions and do not affect the provisions of the Articles of Association.

8. Meetings

1. The Board of Directors shall set the dates for the regular meetings for the coming year in good time and shall also meet as often as one or more of its members deem necessary.
2. The member of the Board of Directors who convenes a meeting shall set the agenda for that meeting. Any other member of the Board of Directors may propose items for the agenda of the Board of Directors' meeting.
3. The chair of the meeting shall ensure that decisions are reached and that this is done in a careful and thorough manner.
4. Minutes shall be drawn up of the meetings of the Board of Directors. These shall not be verbatim. Agreements, decisions, and information requested and provided shall be set out by subject, together with the reasoning given. The minutes are discussed and approved at the next meeting. In principle, the matters discussed at meetings of the Executive Board and the reports thereof are confidential.
5. Members of the Board of Directors are entitled, where relevant to the performance of their duties, to make use of the information arising from the Board of Directors' meeting, unless a member of the Board of Directors expressly requests that a particular matter be treated as confidential, or it is apparent from the nature of the subject matter that confidentiality is required.

9. Conflict of interest

1. The conduct of a member of the Board of Directors shall be characterised by integrity and independence. Any conflict of interest between a member of the Board of Directors and the foundation shall be prevented, and the appearance of such a conflict shall be avoided. In addition to the provisions on this matter in Article 2.8(13) and (14) of the Articles of Association, the following shall apply.
2. A conflict of interest arises if a member of the Board of Directors cannot be regarded as capable of serving the interests of the foundation with integrity and without bias. This may be

caused by the presence of a personal interest or a position or involvement in another interest that is not aligned with the interests of the foundation.

3. A transaction in which a member of the Executive Board has a conflict of interest, may only be entered into on terms that are at least in line with industry practice; it requires the prior approval of the Supervisory Board and must be published in the annual report.
4. A member of the Executive Board shall not derive any personal benefits or business opportunities from transactions or other acts carried out on behalf of the foundation. Nor shall he offer any improper benefits to persons with whom he conducts transactions on behalf of the foundation.
5. The Executive Board shall take measures, including by means of an annual declaration, to prevent conflicts of interest among the foundation's professionals, managers and other staff, and to ensure that any conflicts of interest (or suspected conflicts of interest) are reported to and assessed by the Executive Board.
6. Members of the Executive Board shall be transparent about any additional positions they hold. They shall discuss this with the Supervisory Board. If the Supervisory Board considers that there is (the appearance of) a conflict of interest with the foundation, a member of the Executive Board shall resign from such additional position(s). The members of the Executive Board provide details of their additional positions in the management report.

10. Stakeholders and employee participation

1. The Executive Board pursues an active, transparent and accessible policy in its dealings with the employee participation bodies and establishes the framework and safeguards to ensure that stakeholders can exert an appropriate influence on the foundation's activities. The Executive Board promotes an open and timely dialogue with the employee participation bodies and ensures transparent and respectful communication.
2. In its actions, the Board of Directors strives to secure sufficient support amongst staff and other stakeholders of the foundation. In doing so, the Board of Directors acts on the basis of a sense of connection with the organisation and its stakeholders and promotes a culture of openness, accessibility and mutual trust.

11. Acting on behalf of and accessibility

1. In the event of a temporary absence of a member of the Executive Board for a period not exceeding one month (such as a holiday), his duties and powers relating to the normal course of business within the organisation and matters that cannot be postponed shall be exercised jointly by the other members of the Executive Board. The Executive Board shall notify the Supervisory Board of this. With regard to matters outside the normal course of business within the organisation that cannot be postponed, consultation with the absent director shall take place in advance wherever possible. The Executive Board shall, where necessary (and possible), make additional arrangements regarding the temporary deputisation prior to the temporary absence.
2. The Executive Board shall be deputised by one or more senior staff members of the foundation if all members of the Executive Board are temporarily absent. The duties and powers of this senior staff member or these senior staff members shall be set out in writing in consultation with the Supervisory Board.
3. If the Executive Board consists of a single director, the provisions of the Articles of Association regarding incapacity or absence shall apply in the event of incapacity or absence; the

Supervisory Board shall, if necessary, arrange for the temporary deputisation of the director and set out the duties and powers of the deputy in writing

12. Evaluation

1. The Chair and a member of the Supervisory Board conduct an annual performance review with the Executive Board and its members regarding their performance. This review also addresses the points for attention arising from the Supervisory Board's evaluation, the personal development of the member of the Executive Board, the question of whether the member of the Executive Board and the organisation are still a good fit, and cooperation with management and the employee participation bodies. The other members of the Supervisory Board are informed of the content of these performance reviews, and a report is drawn up.

13. Remuneration and reimbursement of expenses

1. The remuneration of the Executive Board is determined by the Supervisory Board within the legal framework as laid down in the Senior Executives' Remuneration (Standards) Act, the regulations on the remuneration of directors of charitable organisations, and is set out in writing. The amount of the remuneration is set out in writing.
2. The foundation reimburses the expenses incurred by members of the Executive Board on behalf of the foundation on the basis of expense claims submitted by them and in accordance with the policy adopted by the Supervisory Board for this purpose.

14. Transitional provisions

1. The provisions of this chapter apply exclusively during the transitional phase, as referred to in Article 1.2 of these regulations. Upon expiry of the transitional phase, these provisions shall lapse by operation of law.
2. All provisions of these regulations relating to the situation where the Executive Board consists of more than one director shall apply exclusively during the transitional phase.
3. Each member of the Board of Directors is obliged to inform the other members of the Board of Directors in a timely and comprehensive manner of any information that relates (in whole or in part) to the performance of the duties of the other members of the Board of Directors or is otherwise of importance to the other members of the Board of Directors.
4. During the transition phase, the Board of Directors shall carry out the special mandate referred to in Chapter 9.3 of the merger plan. This mandate is intended to bring about the organisational, governance and operational transition to the final situation envisaged in the merger plan.
5. The Board of Directors regularly, and in any event at least once a year, discusses its own performance and internal relations, and adjusts its working methods where necessary. When evaluating its own performance, attention is paid, amongst other things, to its own areas of focus, the performance of individual members and cooperation amongst members of the Executive Board. The Executive Board shall inform the Supervisory Board of the broad outlines of this process.

15. Final provisions

1. The Executive Board shall assess once every three years whether these regulations still meet the relevant criteria.
2. These regulations may be amended by a resolution of the Executive Board, following approval by the Supervisory Board.

REGULATIONS OF THE SUPERVISORY BOARD OF THE RUTGERS AIDS FONDS GROUP FOUNDATION

1. Purpose, scope and adoption of the regulations

- 1.1 These regulations set out in detail the composition, duties, powers, responsibilities, as well as the internal decision-making and working methods of the Foundation's Supervisory Board.
- 1.2 The Supervisory Board and its individual members are bound to comply with these regulations.
- 1.3 These regulations serve as a supplement to the Foundation's Articles of Association and to the applicable laws and regulations governing the Supervisory Board. In the event of any conflict between these regulations and the Foundation's Articles of Association, the Foundation's Articles of Association shall prevail.
- 1.4 The definitions used in these regulations have the same meaning as set out in the Articles of Association, unless these regulations expressly state otherwise.
- 1.5 The Foundation applies the standards set out in the Charity Accreditation Scheme and reports in its annual report on how these standards are complied with.
- 1.6 The Supervisory Board adopted these regulations at its meeting on September 30, 2026

2. Position of the Supervisory Board

- 2.1 The Foundation's Articles of Association provide for a Supervisory Board structure, under which the management of the Foundation is entrusted to the Executive Board, subject to the full supervision of the Supervisory Board.
- 2.2 The Supervisory Board and the individual members of the Supervisory Board shall perform their supervisory and advisory functions in accordance with the statutory and articles-of-association provisions governing the division of tasks, powers and responsibilities, and shall carefully respect the Executive Board's own responsibility for the general and day-to-day management of the Foundation. If and insofar as (i) the Board of Directors of the Organisation affiliated with the Foundation, as referred to in the Articles of Association, is identical to the Board of Directors of the Foundation (personnel union) and (ii) the Foundation has a Supervisory Board, that Supervisory Board shall also supervise the policy of the Board of Directors and the general course of affairs of the Foundation and the Organisation affiliated with it. These regulations also apply to the Supervisory Board's supervision of the Organisation affiliated with the Foundation.
- 2.3 In carrying out its duties, the Supervisory Board shall always act from the perspective of the social objective of the Foundation and the Organisation affiliated with it as set out in Article 1.2 of the Articles of Association.

3. Duties and responsibilities

- 3.1 The Supervisory Board exercises comprehensive supervision over the policy of the Executive Board and over the general course of affairs within the Foundation and the Organisation affiliated with it. The Supervisory Board fulfils an employer function, as well as an advisory and sounding-board function for the Executive Board.
- 3.2 The Supervisory Board considers the following tasks and powers, at a minimum, to fall within its remit:

- the appointment, determination of terms of employment, appraisal and, where necessary, suspension or dismissal of the members of the Executive Board;
 - ensuring the effective functioning of internal oversight by appointing, determining the remuneration of, evaluating and, where necessary, suspending or dismissing the members of the Supervisory Board;
 - monitoring the strategy, impact and oversight of the risks associated with the activities of the Foundation and the Organisation, including ethical and regulatory considerations;
 - Acting as an ambassador for the organisation and promoting its mission, vision and social objectives.
 - overseeing the design and operation of the internal risk management and control systems;
 - safeguarding the integrity of the organisation and overseeing safeguarding measures, including a safe organisational culture, compliance with codes of conduct and the careful handling of reports of (suspected) misconduct;
 - overseeing financial reporting and compliance with applicable laws and regulations.
- 3.3 The Supervisory Board ensures, in particular, that the implementation of management policy is consistent with the objectives and the established and approved policy plans and the budget.
- 3.4 The Supervisory Board fulfils its role as employer in accordance with the Foundation's articles of association and, in the event of a vacancy on the Executive Board, after consultation with and on the advice of the sitting members of the Executive Board, determines the desired size and composition of the Executive Board as well as the profile for the vacancy, and gives the relevant employee participation bodies the opportunity to give their advice on this profile. The Supervisory Board draws up a selection procedure for the recruitment, selection and appointment of the new director. Prior to the appointment of a member of the Executive Board, the Supervisory Board shall verify the member's professional background, integrity, calibre and suitability for the post, and shall ascertain whether there are any conflicts of interest that might hinder the member in the performance of their duties.
- 3.5 The Supervisory Board may, if it so wishes, agree on a division of areas of responsibility amongst its members. As a rule, these areas of responsibility will be determined by the background, discipline and expertise of the members of the Supervisory Board. However, any such division does not affect the Supervisory Board's responsibility for comprehensive supervision.

4. Supervisory Approach

- 4.1 The Supervisory Board focuses its supervision, in part, on safeguarding the mission, values and social legitimacy of the Foundation and its affiliated organisation. The Supervisory Board also exercises comprehensive supervision over the strategic direction and future viability of the Foundation and its affiliated organisation. The Supervisory Board has a vision regarding the manner in which it exercises supervision: the supervisory vision. The Supervisory Board discusses this supervisory vision with the Executive Board and ensures that the Supervisory Board and the Executive Board are able to work together on the basis of this supervisory vision.
- 4.2 The Board organises its supervision along two interrelated lines of supervision: a. value-based supervision, focused on safeguarding the organisation's identity, mission, core values, social

legitimacy and ethical and normative considerations; and b. strategically focused oversight, aimed at promoting social impact, coherence within the impact chain, the organisation's future-proofing and adequate risk management.

- 4.3 The Supervisory Board carries out its supervisory role based on the principles of reflection and dialogue, accessibility, continuous development and transparency.
- 4.4 The oversight vision forms the framework for the general profile of the Supervisory Board as a whole and the specific profiles of the individual members of the Supervisory Board.
- 4.5 At least once every three years, or sooner if there is cause to do so, the Supervisory Board assesses whether its supervisory vision remains adequate and sufficiently aligned with the Foundation's strategy and governance remit. Where necessary, the Supervisory Board revises the supervisory vision.

5. Composition of the Supervisory Board

5.1 Composition

- 5.1.1 During the transition phase, the alternative arrangements regarding composition and appointment set out in Article 13 of these regulations shall apply. In accordance with the merger plan and the merger agreement, efforts shall be made to establish a Supervisory Board comprising five members.

5.2 Profile of the Supervisory Board

- 5.2.1 The Supervisory Board shall adopt a profile for the Supervisory Board as a whole, which shall include, at a minimum, provisions regarding expertise, skills and diversity. The Supervisory Board shall regularly review whether this general profile still meets requirements, and shall do so in any event when a member of the Supervisory Board is due to step down, whether or not in accordance with the rota, or when a vacancy on the Supervisory Board arises for any other reason. Where necessary, the Supervisory Board shall amend the profile.
- 5.2.2 The profile is available to anyone on request.
- 5.2.3 The profile for the Supervisory Board must ensure that the Supervisory Board is composed in such a way that:
 - There is sufficient affinity with the objectives of the Foundation and the Organisation;
 - There is sufficient diversity in terms of gender, ethnicity, age and sexual orientation, in accordance with Article 3.2 of the Articles of Association;
 - The members of the Supervisory Board act independently and critically in relation to one another and to the Executive Board;
 - Members of the Supervisory Board are able to operate without interference or prior consultation;
 - One of the members of the Supervisory Board is responsible for the finance portfolio;
 - The Supervisory Board adequately fulfils its advisory and sounding-board role for the Executive Board.

- 5.3 The profile of the Supervisory Board is such that the Supervisory Board as a whole possesses sufficient expertise in the following areas:

- Administrative/political (including the chair and the role of employer)
- Financial (also a member of the Audit Committee)
- Digital (also a member of the Audit Committee)
- Science and research (also a member of the Impact Committee)

- Funds, social investments and marketing (also a member of the Impact Committee)

5.3 *Profile of a member of the Supervisory Board*

- 5.3.1 The Supervisory Board also draws up a specific profile for each position, setting out the desired qualities and competencies for that role. The Supervisory Board enables the Executive Board and the relevant employee representative bodies to provide advice on the (general and specific) profiles.
- 5.3.2 Members of the Supervisory Board are expected to keep themselves informed of developments relating to the Foundation's social role and to be socially active themselves.
- 5.3.3. At the very least, whenever a seat becomes vacant – whether or not in accordance with the rota – the Supervisory Board shall assess whether the profile for the seat in question remains appropriate and still fits within the profile of the Supervisory Board. If necessary, the Supervisory Board Supervisory Board will update the profile.

5.4 *Chair*

- 5.4.1 The Supervisory Board shall appoint a chair and a vice-chair from among its members.
- 5.4.2 Without prejudice to the profile, the Chair of the Supervisory Board is expected to possess specific characteristics and qualities to be determined in more detail by the Supervisory Board. In particular, the Chair must:
- have the ability to fulfil the role of Chair of the Supervisory Board with authority and natural gravitas;
 - possess the personality and background to play a leading role in the Supervisory Board's deliberations and decision-making;
 - possess insight into and a clear understanding of the tasks and functions of the Supervisory Board and the Executive Board;
 - be able to fulfil the Supervisory Board's role as employer vis-à-vis the Executive Board in a diligent, independent and unifying manner.
 - have knowledge of integrity and safeguarding, including how to deal with reports, prevention and the maintenance of a safe organisational culture.
 - possess the necessary qualities and demeanour to enable him, where necessary, to fulfil an external role in the interests of the Foundation and the Organisation associated with it.
- 5.4.3 The Chair, in consultation with the Executive Board, sets the agenda for meetings, chairs the meetings of the Supervisory Board, oversees the proper functioning of the Supervisory Board and its committees, ensures that members of the Supervisory Board are provided with adequate information, is the first point of contact on the Supervisory Board for the Executive Board and any other relevant parties, initiates the annual evaluation of the performance of the Supervisory Board and the Executive Board, and, as Chair, ensures that meetings of the Supervisory Board are conducted in an orderly and efficient manner.
- 5.4.6 Where the Supervisory Board makes a public statement, this is generally done through the chairperson.

6. **Appointment and training programme**

- 6.1 Members of the Supervisory Board are recruited through a public process in accordance with the profile set out in Article 5 of these regulations and the relevant provisions of Article 3.3 of the Foundation's Articles of Association. The Chair, acting on behalf of the Supervisory Board

in its capacity as employer, oversees the recruitment and selection of directors. To this end, the Supervisory Board appoints an ad hoc selection committee from among its members for each procedure, which supports and advises the Chair. The Supervisory Board decides on the appointment.

6.2 If the introductory interview has been conducted to the mutual satisfaction of both parties, the Supervisory Board shall, at its next meeting, take the proposed decision to appoint the selected person, discuss this intention with the Executive Board and submit the proposed decision to the relevant employee participation bodies for their advice.

6.3 The Supervisory Board shall appoint the person in question unless a negative recommendation is received from the relevant employee participation bodies. In that case, the Chair of the Supervisory Board shall consult with the Executive Board and the Chair of the relevant employee participation body regarding the reasons for the negative advice, and the Supervisory Board shall submit a proposal regarding the decision to be taken in such circumstances. The decision taken shall be communicated, together with the reasons therefor, to the Executive Board and the relevant employee participation bodies.

6.4 The Supervisory Board works continuously on its own development as a team and on the development of its individual members. To this end, a training and development programme is drawn up and implemented for both the Supervisory Board as a whole and for the individual members of the Supervisory Board, which also focuses on relevant strategic developments and safeguarding.

7. Termination of membership

7.1 *Retirement schedule*

7.1.1 The Supervisory Board shall adopt a retirement schedule under which each member of the Supervisory Board shall serve for a maximum period of four years following their appointment.

7.1.2 The rotation schedule shall be arranged in such a way as to ensure the continuity of the Supervisory Board.

7.1.3 A member stepping down in accordance with the rota is eligible for reappointment, provided that a member may serve on the Supervisory Board for a maximum of eight years. In the event of a possible reappointment, the Chair of the Supervisory Board shall consult the other members of the Supervisory Board, the Executive Board and the relevant employee participation bodies on the advisability of such a reappointment. The Supervisory Board shall deliberate on the profile for the seat in question in the absence of the member concerned and shall carefully reassess whether the member of the Supervisory Board is sufficiently equipped to carry out the supervisory tasks for the coming years. The Supervisory Board shall attach its findings to the request for advice to the Executive Board and the relevant employee participation bodies regarding the proposed reappointment.

7.2 *Resignation, suspension and dismissal*

7.2.1 A member of the Supervisory Board shall resign of their own accord as soon as one or more of the statutory grounds for dismissal apply, or if there is a breach of the independence requirements as set out in Article 3.2 of the Articles of Association, or if there are structural conflicts of interest.

7.2.2 If the Supervisory Board considers that one of the statutory grounds for suspension or dismissal applies and the member of the Supervisory Board concerned does not resign of their own accord or step down temporarily, the Supervisory Board shall take a decision to dismiss

or suspend that member in accordance with the provisions of the Foundation's Articles of Association.

- 7.2.3 The Supervisory Board, the relevant member of the Supervisory Board and the Executive Board shall agree on whether to make any public statement regarding the suspension or dismissal. In the event of a difference of opinion on this matter, the Supervisory Board shall decide.

8. Procedure

8.1 Meetings

- 8.1.1 As a rule, the Chair of the Supervisory Board prepares the meetings of the Supervisory Board in consultation with the Executive Board. Resolutions of the Executive Board which, under the Foundation's Articles of Association, require the approval of the Supervisory Board shall be included on the agenda in writing, together with the reasons for them.
- 8.1.2 The Supervisory Board, or a body acting on its behalf, shall ensure that minutes are taken of the meetings of the Supervisory Board. As a rule, the minutes shall be approved at the next meeting. However, if all members of the Supervisory Board agree with the content of the minutes, they may be approved at an earlier date.
- 8.1.3 Decision-making shall take place in the manner set out in Article 3.8 of the Articles of Association.

8.2 Committees

- 8.2.1 The Supervisory Board may appoint committees from among its members – such as an audit committee and an impact committee, or other committees for general or specific matters relating to the Supervisory Board – which, under the responsibility of the Supervisory Board, prepare the Supervisory Board's decision-making and provide advice to the Supervisory Board.
- 8.2.2 The composition, duties, powers and working methods of each committee shall be laid down in regulations adopted by the Supervisory Board.

9. Conflict of interest

- 9.1 The conduct of a member of the Supervisory Board shall be characterised by integrity and independence. Any conflict of interest between a member of the Supervisory Board and the Foundation shall be prevented, and the appearance of such a conflict shall be avoided. In addition to the provisions on this matter in Article 3.8(10) and (11) of the Articles of Association, the following shall apply.
- 9.2 A conflict of interest arises if a member of the Supervisory Board cannot be regarded as capable of serving the Foundation's interests with integrity and without bias. This may be caused by the presence of a personal interest or by a position or involvement in another interest that is not aligned with the Foundation's interests.
- 9.3 Any transaction in which a member of the Supervisory Board has a conflict of interest shall be entered into exclusively on terms at least in line with industry practice, shall require the prior approval of the Supervisory Board, and shall be published in the annual report.
- 9.4 If the Chair of the Supervisory Board has a (potential) conflict of interest, another member of the Supervisory Board designated for this purpose shall act as Chair until the conflict of interest has been resolved or, in the event that the conflict of interest leads to the Chair's resignation, until such time as the Chair is replaced.

- 9.5 If a member of the Supervisory Board has had a conflict of interest, the Foundation will be transparent about this and it will be disclosed in the annual report. The report will also set out the measures taken. In addition, each member of the Supervisory Board makes a separate annual declaration regarding the existence of any conflicts of interest.
- 9.6 Members of the Supervisory Board are open about any additional positions they hold. They discuss this with the other members of the Supervisory Board. If the Supervisory Board considers that there is (or appears to be) a conflict of interest with the Foundation, a member of the Supervisory Board shall resign from such additional position(s). The members of the Supervisory Board provide details of their additional positions in the annual report.

10 Provision of Information

- 10.1 The Executive Board shall provide the Supervisory Board, in good time (and where possible in writing), with all information on general, financial and economic, personnel, social, external, ethical and other matters that the Supervisory Board requires in order to fulfil its supervisory and advisory duties adequately. In any event, the Executive Board shall keep the Supervisory Board informed regarding:
- the achievement of the social objectives, the policy plans and the P&C cycle of the Foundation and its affiliated Organisation;
 - developments relating to the positioning and strategy of the Foundation and its affiliated Organisation;
 - the general and financial risks associated with the Foundation's activities, as well as the design and operation of the internal risk management and control systems;
 - the quality and safety of the services provided;
 - the effectiveness and continuity of the organisation and its operations;
 - problems and conflicts of substantial significance within the organisation;
 - problems and conflicts of substantial significance in relations with third parties, such as government bodies and collaborative partners;
 - significant legal or arbitration proceedings;
 - significant matters which are likely to become public knowledge.
- 10.2 Every member of the Supervisory Board shall treat as strictly confidential all information and documentation received in the course of performing their supervisory duties and which may reasonably be regarded as confidential, and shall not disclose such information outside the Supervisory Board and the Executive Board, even after stepping down.

11 Evaluation and reflection

11.1 *Evaluation of the Supervisory Board's performance*

- 11.1.1 Once a year, a meeting of the Supervisory Board is held at which the performance of (the individual members of) the Supervisory Board and (the individual members of) the Executive Board is evaluated. This evaluation also covers the cooperation between the Supervisory Board and the Executive Board. The results of this annual self-evaluation are recorded in writing.
- 11.1.2 The Chair of the Supervisory Board shall consult the Executive Board in advance to ascertain whether the Executive Board has any points for consideration regarding both the Chair's own performance and the performance of the Supervisory Board that should be included in the evaluation.
- 11.1.3 The Chair shall discuss the outcome of the evaluation with the Executive Board.

11.1.4 At least once every three years, the Supervisory Board's evaluation shall be facilitated by an independent external expert appointed for this purpose by the Supervisory Board. In the period between external evaluations, the Supervisory Board shall undertake at least one form of systematic reflection. The specific form and content of this reflection shall be based on the areas for attention identified during the evaluation conducted under external guidance.

11.2 *Evaluation of the performance of Executive Board members*

11.2.1 The Chair and a member of the Supervisory Board conduct an annual performance review with the members of the Executive Board regarding their performance. This review also takes into account the areas for attention arising from the Supervisory Board's evaluation. In addition, consideration is given to the composition of the Executive Board, the policies it has pursued and the strategy it has followed. The other members of the Supervisory Board are informed of the content of these performance reviews and a report is drawn up.

12 **Remuneration and reimbursement of expenses**

12.1 Remuneration for a member of the Supervisory Board is limited to reimbursement of expenses incurred.

13 **Transitional provisions**

13.1 The transitional provisions set out in this article apply exclusively during the transitional phase as referred to in the merger agreement, during which two chairpersons of the Supervisory Board are in office, and shall lapse by operation of law as soon as an external chairperson has been appointed.

13.2 During the period described in Article 13.1:

- notifications to the Chair of the Supervisory Board must be made to each of them;
- each of them shall have the power to convene a meeting of the Supervisory Board;
- neither of the two chairpersons shall have a casting vote as referred to in Article 3.8(6) of the Articles of Association;
- the Supervisory Board shall determine which of them shall chair a meeting of the Supervisory Board if both are present at the meeting.

13.3 In addition to Article 3.8(5) and (6) of the Articles of Association, the following applies: where there is a tie in a meeting of the Supervisory Board as referred to in Article 3.8(6) of the Articles of Association, and there is no chairperson with a casting vote, the Supervisory Board is obliged, at the request of any member of the Supervisory Board, to appoint an independent third party as arbitrator within 20 days of the meeting in question, who shall render a decision. If the Supervisory Board fails to reach agreement on the appointment of an independent third party, any member of the Supervisory Board is authorised to request the Netherlands Arbitration Institute (NAI) to appoint an independent third party. The decision of the third party appointed by the is binding on the Supervisory Board and the Foundation. The costs of this procedure shall be borne by the Foundation.

13.4 Upon the merger, the current members shall retain their current terms of office in accordance with Article 3.4 of the merger plan. The retirement schedule shall be drawn up in accordance with the transition path as set out in the merger plan and the merger agreement. In 2028, the Supervisory Board will assess, in accordance with Chapter 9.2.4 of the merger plan, whether the remaining five members sufficiently cover all the required profiles.

13.5 The composition will initially consist of sitting members of both former Supervisory Boards and will not yet fully meet the targets for a diverse composition. The agreements on composition will guide the phased transition towards the final composition.

13.6 The Supervisory Board may involve candidates in its work prior to their appointment as prospective members, with a view to ensuring a smooth handover. Prospective members have no voting rights and are not regarded as members of the Supervisory Board within the meaning of the Articles of Association.

14. Amendment to the regulations

14.1 Once every three years, or more frequently if changes are required, the Supervisory Board shall assess whether these regulations still meet the relevant criteria. The Chair of the Supervisory Board shall seek the opinion of the Executive Board on this matter in advance.

14.2 These regulations may be amended by a resolution of the Supervisory Board. The advice of the Executive Board shall be sought on any proposed amendment.

REGULATIONS OF THE AUDIT COMMITTEE OF THE RUTGERS AIDSFONDS GROUP FOUNDATION

Introduction

These regulations have been drawn up by the Supervisory Board pursuant to Article 5.1 of the Articles of Association of the Rutgers Aidsfonds Group Foundation (hereinafter: 'the Foundation').

The Audit Committee is a standing committee of the Supervisory Board.

The Audit Committee is not a body that takes decisions independently, but a committee that carries out preparatory work for decisions to be taken by the full Supervisory Board. The Audit Committee reports its findings and makes recommendations to the Supervisory Board, which then takes the decision.

Article 1. Composition and appointment

- 1.1 The Audit Committee consists of 2 or 3 members. All members of the Audit Committee must be members of the Supervisory Board. All members of the Audit Committee must be independent within the meaning of the Charities Accreditation Scheme.
- 1.2 The Audit Committee must include at least one financial expert, meaning that this person has relevant knowledge and experience in the fields of finance, administration, internal organisation, risk management, investments, accommodation, accountability and reporting. In addition, the Audit Committee must include one digital expert, meaning that this person has relevant knowledge and experience in the fields of digitalisation, data and technological development.
- 1.3 The members of the Audit Committee are appointed and may be dismissed at any time by the Supervisory Board. The member responsible for the finance portfolio, as referred to in Article 1.2 of these regulations, shall be the chair of the Audit Committee. The chairmanship of the Audit Committee shall not be held by the Chair of the Supervisory Board, nor by a member who has previously been a member of the board of the Foundation or an organisation affiliated with it.
- 1.4 The term of office of a member of the Audit Committee is linked to that member's term of office on the Supervisory Board.

Article 2. Duties and powers

- 2.1 Within the Supervisory Board, the Audit Committee is specifically responsible for:
 - a) supervising the Executive Board with regard to the financial and risk aspects of policy and the reporting thereon, in particular:
 - i. the design and operation of the internal risk identification, management and control systems, including oversight of compliance with relevant legislation, regulations and codes of conduct;
 - ii. the quality of the budget and internal and external financial reporting;
 - iii. compliance with recommendations and follow-up on comments from the controller and the external auditors;

- iv. the role and performance of the controller;
 - v. the relationship with and the performance of the external auditor, including, in particular, the scope and quality of the audit and the resulting reports, the auditor's independence, remuneration and any non-audit work (see also point 3 below);
 - vi. the funding of the Foundation and the Organisation associated with it;
 - vii. the digital agenda, data technology and governance, digital infrastructure and platforms, and information security;
 - viii. advising the Supervisory Board on the letting and subletting of premises, insofar as statutory authorisation from the Supervisory Board is required for this;
 - ix. assessing whether there is an appropriate balance between expenditure on objectives, fundraising and costs for support functions;
- (b) providing advice to the Supervisory Board regarding the appointment of the external auditor;
- 2.2 The Audit Committee provides the Supervisory Board with both solicited and unsolicited advice in the areas mentioned above. The members of the Audit Committee assist the Executive Board with advice and support.
- 2.3 The Audit Committee is responsible and authorised by the Supervisory Board to obtain all necessary information within the scope of its responsibilities.

Article 3. Duties relating to the external auditor

- 3.1 The Audit Committee requests the external auditor to include in his report any matters he wishes to bring to the attention of the Executive Board and the Supervisory Board in connection with his audit of the annual accounts. In any event, the external auditor must audit and report on the fraud and risk management policies in place.
- 3.2 The external auditor shall attend the part of the Audit Committee meeting at which his report on the audit of the annual accounts is discussed. The external auditor shall report his findings regarding the audit of the annual accounts equally to the Executive Board and the Audit Committee.
- 3.3 In addition to the assessment carried out by the Executive Board, the Audit Committee shall, at least once every five years, conduct a thorough assessment of the external auditor's performance, leading to a recommendation to the Supervisory Board regarding the (re)appointment of the external auditor.

Article 4. Working methods

- 4.1 The Audit Committee shall meet as often as necessary to ensure the Committee functions effectively, but at least four times a year.
- 4.2 As a rule, the meetings are attended by the Executive Board and the controller. However, the chair of the Audit Committee may also decide to hold a meeting without one or more of the aforementioned persons being present. Furthermore, the chair may invite others to attend the meetings. Any member of the Supervisory Board may attend the meetings of the Audit Committee.
- 4.3 Meetings shall be convened in writing, stating the items to be discussed, with at least 7 working days' notice, unless the matter to be discussed is of an urgent nature. The external auditor may also convene a meeting if he deems it necessary.

- 4.4. Recommendations are reached by consensus and are submitted to the Supervisory Board. The recommendations shall indicate the extent to which they are supported by the participants in the Audit Committee's deliberations.
- 4.5 Minutes shall be drawn up of the proceedings of a meeting of the Audit Committee, and a copy shall be sent to the members of the Supervisory Board.
- 4.6 Each year, the Audit Committee evaluates its performance as a body and that of its members.

Article 5. Reporting to the Supervisory Board

- 5.1 The Audit Committee must inform the Supervisory Board clearly and in a timely manner regarding the manner in which it has exercised its delegated powers and of any significant developments in the areas falling within its remit.
- 5.2 The Audit Committee shall provide the Supervisory Board with reports on its deliberations, findings and recommendations. These reports shall be circulated to all members of the Supervisory Board as soon as possible after the meetings.
- 5.3 Every member of the Supervisory Board has unrestricted access to all information held by the Audit Committee.

Article 6. Miscellaneous

- 6.1 The Audit Committee shall review and assess the adequacy of these regulations every three years, or more frequently if necessary; it shall report on this assessment to the Supervisory Board and, where necessary, submit proposals for amendments to the Supervisory Board.
- 6.2 The Supervisory Board may amend these regulations at any time and/or revoke the powers granted to the Audit Committee.
- 6.3 The Supervisory Board's annual report shall set out the composition of the Audit Committee, the number of meetings held by the Audit Committee and the main topics discussed at those meetings.

These regulations were adopted on September 30, 2026 by the Supervisory Board.

Appendix to the Audit Committee Regulations

Points for the Audit Committee's attention regarding financial management and reporting:

- assessing the acceptability and quality of the accounting and presentation policies, including in the light of legislation and regulations, including those of external regulators;
- assessing the deployment and allocation of resources to the various activities of the Foundation and its affiliated Organisation, and the criteria that play a role in this;
- discussing the assumptions, judgements and estimates that have played a role in determining the figures;
- assessing the clarity and comprehensibility of external reporting for the various stakeholders of the Foundation and its affiliated Organisation;
- assessing the manner in which the impact of exceptional and/or one-off items is reported;
- assessing the adequacy of the overall picture and insight into the results and financial position provided in the external annual report;
- assessing internal reporting, both annual and interim.

Points for attention regarding internal procedures and risk management:

- ensuring that key procedures are documented in an accessible manner;
- verifying that the allocation of resources is carried out in accordance with clear criteria and procedures;
- verifying that internal measures have been put in place to ensure compliance with these procedures and that cases of non-compliance are reported;
- verifying that internal and external risks have been identified, that there is a policy in place for mitigating and managing those risks, and that there is adequate reporting on the occurrence and mitigation of risks;
- taking note of findings regarding irregularities, breaches of regulations, etc., or suspicions thereof.

Points for consideration regarding the audit:

- advice on the selection and appointment of the external auditor;
- assessing the annual engagement letter and the planning and direction of the audit set out therein, and reviewing these against any instructions issued by the Ministers via an audit protocol;
- verifying that the fee provides a sound basis for an adequate audit;
- assessing the external auditor's independence in light of other engagements entrusted to the auditor in addition to the audit;
- reviewing and discussing the auditor's report and statement of findings issued following the audit of the annual accounts, including any uncertainties that could not be resolved during the audit, whilst taking into account the points for attention set out in the audit protocol;
- reviewing and discussing the management letter in which the auditor sets out findings from his audit relating to the internal organisation and risk management, and assessing the resulting measures;
- Assessing the auditor's performance.

These regulations were adopted on September 30, 2026 by the Supervisory Board.

REGULATIONS OF THE IMPACT COMMITTEE OF THE RUTGERS AIDSFONDS GROUP FOUNDATION

Introduction

These regulations have been drawn up by the Supervisory Board pursuant to Article 5.1 of the Articles of Association of the Rutgers Aidsfonds Group Foundation (hereinafter: '**the Foundation**').

The Impact Committee is a standing committee of the Supervisory Board.

The Impact Committee is not a body that takes decisions independently, but a committee that carries out preparatory work for decisions to be taken by the full Supervisory Board. The Impact Committee reports its findings and makes recommendations to the Supervisory Board, which then takes the decision.

Article 1. Composition and appointment

- 1.1 The Impact Committee shall consist of at least 2 and at most 3 members. The Supervisory Board shall determine the number of members of the committee. All members of the Impact Committee must be members of the Supervisory Board. All members of the Impact Committee must be independent within the meaning of the Charities Accreditation Scheme.
- 1.2 The Impact Committee shall elect a chairperson from among its members.
- 1.3 The Impact Committee must include at least one expert in the field of science and research, as well as one expert in the field of funds, social investment and marketing.
- 1.4 The members of the Impact Committee are appointed by the Supervisory Board and may be dismissed by it at any time.
- 1.5 The term of office of a member of the Impact Committee is linked to that member's term of office on the Supervisory Board.
- 1.6 Should a vacancy arise on the Impact Committee, a new member shall be recruited from the Supervisory Board and appointed at the next meeting.

Article 2. Duties and powers

- 2.1 Within the Supervisory Board, the Impact Committee is specifically responsible for preparing the supervision of:
 - a. the Foundation's social mission, including the alignment of policy and activities with its mission, vision and values;
 - b. the effectiveness, coherence and development of the four impact roles that together form the Foundation's impact chain;
 - c. the contribution of activities and resources deployed to the intended social change, including the assessment of results, impact and lessons learnt;
 - d. the balanced allocation of activities and resources across social objectives, fundraising and organisational support;

- 2.2 The Impact Committee provides the Supervisory Board with solicited and unsolicited advice on the above-mentioned areas. The members of the Impact Committee assist the Executive Board with advice and support.
- 2.3 The Impact Committee is responsible for and authorised to gather all the information it requires within the scope of its duties.
- 2.4 In carrying out its duties, the Impact Committee may seek assistance or advice from one or more experts appointed by it, in return for a fee to be agreed in consultation with the Executive Board, which shall be borne by the Foundation or an organisation affiliated with it.
- 2.5 The Impact Committee has no independent or delegated powers, except in cases where the Supervisory Board expressly so determines.

Article 3. Working Methods

- 3.1 The Impact Committee shall meet as often as necessary for the Committee to function effectively, but at least twice a year.
- 3.2 The Executive Board attends meetings of the Impact Committee. However, the chair of the Impact Committee may also decide to hold meetings without the presence of one or more of the aforementioned members. Furthermore, the chair may invite others to attend the meetings. Any member of the Supervisory Board may attend the meetings of the Impact Committee.
- 3.3 Meetings shall be convened in writing, stating the items to be discussed, with at least 7 working days' notice, unless the matter to be discussed is of an urgent nature.
- 3.4. Recommendations are reached by consensus and are submitted to the Supervisory Board. The recommendations shall indicate the extent to which they are supported by the participants in the Impact Committee's deliberations.
- 3.5 Minutes shall be drawn up of the proceedings of a meeting of the Impact Committee, and a copy shall be sent to the members of the Supervisory Board.
- 3.6 Each year, the Impact Committee evaluates its performance as a collective and that of its members.

Article 4. Reporting to the Supervisory Board

- 4.1 The Impact Committee shall inform the Supervisory Board clearly and in a timely manner of its findings, recommendations and significant developments in the area falling within its remit.
- 4.2 The Impact Committee shall provide the Supervisory Board with minutes of its meetings. These minutes shall be circulated to all members of the Supervisory Board as soon as possible after the meetings.
- 4.3 Every member of the Supervisory Board has unrestricted access to all the Impact Committee's data.

Article 5. Miscellaneous

- 5.1 The Impact Committee shall review and assess the adequacy of these regulations every three years, or more frequently if necessary; it shall report on this assessment to the Supervisory Board and, where necessary, submit proposals for amendments to the Supervisory Board.
- 5.2 The Supervisory Board may amend these regulations at any time and/or revoke the powers granted to the Impact Committee.
- 5.3 The Supervisory Board's annual report shall set out the composition of the Impact Committee, the number of meetings held by the Impact Committee and the main topics discussed at those meetings.

These regulations were adopted on September 30, 2026 by the Supervisory Board.