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The undersigned,
Dennis Henricus Wilhelmus Melgers, LL.M., civil law
notary, officiating in Amsterdam, declares that the
below document is a fair English translation of the
deed of incorporation of the foundation:
**Stichting Global Network of Young People
Living with HIV (Y+ Global)**, with official seat in
the municipality of **Amsterdam**, after incorporation
by notarial deed, executed on this day.

Amsterdam, 13th of March 2020.



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 Commercial 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.

DEED OF INCORPORATION
Stichting Global Network of Young People Living with HIV
(Y+ Global)

On this day, the thirteenth day of March two thousand twenty, there appeared before me, Dennis Henricus Wilhelmus Melgers LL.M., civil-law notary in Amsterdam, Alexander Paul Christiaan Klijsen, LL.M., born in Amsterdam on the seventh day of October nineteen hundred and eighty-four, employed and domicile chosen at the office of me, civil-law notary, 1017 ZP Amsterdam, Westeinde 24, acting on behalf of:

1. **Mr. Daren Paul Katigbak**, born in Lipa City, Philippines, on the nineteenth day of May nineteen hundred and ninety, identifying himself with his Philippine, Filipino passport, number P0878350B, residing in 2518 DG The Hague, Dorus Rijkersplein 154, not married, not a registered partner, hereinafter mentioned as: "**Incorporator 1**"; and
2. **Mr. Igor Kuchin**, born in Sint Petersburg, Russian Federation, on the second day of April nineteen hundred and ninety-seven, identifying himself with his Russian passport, number 72 3950728, residing in 121374 Moskou, Russian Federation, Mozhayskoe shosse 2-465, not married, not a registered partner, hereinafter mentioned as: "**Incorporator 2**".

Incorporator 1 and Incorporator 2, hereinafter jointly referred to as: the "**Incorporators**".

The person appearing declared that the Incorporators hereby incorporate a foundation to be governed by the following articles.

Articles.

Article 1.

Definitions of concepts.

The concepts used in these articles of association are defined below:

- *Articles:* the articles of the Foundation as they will read from time to time;
- *Board Selection committee:*
a committee formed from at least three members of the current board, and possibly supplemented by members of a committee as referred to under article 11 to the confirmation, laying-down, alteration and cancellation of the codes of rules;
- *Foundation:*
the legal entity to which the Articles appertain;
- *HIV:*
Human Immunodeficiency virus;
- *In Writing:*
by letter, by telecopy, by e-mail or by message which is transmitted via any other current means of communication and which can be received electronically or in the written form, provided that the identity of the sender can be sufficiently established;
- *Management Board:*
the management board of the Foundation.

References to one gender include all genders, also with regard to gender equality. References to the singular include the plural and vice versa.

Article 2.

Name and official seat.

1. The name of the Foundation is: **Stichting Global Network of Young People Living with HIV (Y+ Global).**
2. The Foundation has its official seat in the municipality of Amsterdam, the Netherlands.

Article 3.

Objectives.

1. The objectives of the Foundation is to achieve the best quality of life for all Young People Living with HIV, by providing ethical empowerment ensuring excellence in leadership, education, and engagement in spaces that impact such lives, further the foundation will perform all such further acts and activities as are in the widest sense connected therewith, incidental thereto and/or which may be conducive thereto.
2. The Foundation shall make every effort inter alia to attain and accomplish its objectives by:
 - a. always engaging young people living with HIV in the development of relevant scientific, social and policy research;
 - b. being responsive of the needs of young people through specific interventions and capacity building programs;
 - c. to influence and to support the writing and communication of relevant policies;
 - d. to build and to support sustainable, impactful and evidence-based

- initiatives;
 - e. fostering and facilitating linkages between networks, building leadership among young people living with HIV; and
 - f. ensuring and practicing a robust governance framework.
3. The objective of the Foundation is not to gain profits.

Article 4.

Funds and means.

1. The funds and means of the Foundation will be formed and created from:
 - a. subsidies and other contributions;
 - b. gifts, bequests and legacies;
 - c. all other acquisitions and gains.
2. The Foundation may accept bequests only with the benefit of inventory.

Article 5.

Management Board.

1. The Management Board shall consist of a number of at least six members, whose exact number is to be determined by the Management Board with a maximum of twelve members.
All members of the Management Board must be HIV positive and may not be older than the age of thirty-one (31).
2. The Management Board appoints new members. The appointment of a new Board Member takes place on the basis of a nomination, which nomination is drawn up by the Board Selection committee within three months after the board selection committee has been invited in writing to provide such nomination. If no binding nomination has been drawn up within the aforementioned period, the Management Board is free to choose.
3. The Management Board (with the exception of the first Management Board, the members of which are appointed in office), shall elect out of its body a chairperson, vice-chairperson, a secretary and a treasurer, together forming the executive Management Board.
Two of the following positions of vice-chairperson, secretary and/or treasurer may also be held by one person.
4. The Management Board members shall retire in accordance with a schedule of retirement drawn up by the Management Board, with observance of a period of office of at least two years.
Management Board members appointed to interim vacancies shall take the place of their predecessors on the schedule of retirement.
Retiring Management Board members shall only once be eligible for reappointment for a period of two years.
5. If one or more vacancies are created on the Management Board the remaining Management Board members unanimously (or the sole remaining Management Board member) shall fill it or them by the appointment of one or more successor(s) within three months after the

creation of the vacancy or vacancies.

6. Should the Management Board have one or more vacancies then the remaining Management Board members or the sole remaining Management Board member shall nevertheless remain a lawful Management Board.
7. If there is any disagreement among the remaining Management Board members about the appointment and also if at any time all the Management Board members should be lacking before the vacancy/vacancies created has/have been filled and furthermore if the remaining Management Board members should fail to fill the vacancy/vacancies within the period mentioned in paragraph 4 of this article they shall be filled by the court on request of any interested party or on demand of the public prosecutor's office.

Article 6.

Meetings of the Management Board and resolutions of the Management Board.

1. The meetings of the Management Board shall be held at the places from time to time to be determined and designated by the Management Board.
2. At least each quarter of a year a meeting shall be held.
3. Furthermore, meetings shall be held whenever the chairperson deems the holding thereof desirable or if one of the other Management Board members makes a request In Writing to that effect to the chairperson, at the same time specifying the items of business to be discussed and considered at such a meeting.
Should the chairperson fail to comply with such a request in a way that the meeting can be held within three weeks of receipt the said request, the applicant shall be entitled to convene a meeting himself, with due observance of the formalities required.
4. At least seven days' previous notice of any such meeting shall be given by the chairperson In Writing - subject to and with due observance of the provisions laid down in paragraph 3 of this article -, excluding the day on which notice of meeting is given and the day designated for the meeting.
5. The convening notices shall - in addition to place, date and hour of the meeting - state and specify the items of business to be discussed and considered thereat.
6. If the regulations and requirements given and made by the Articles for the convening and holding of meetings have not been duly observed and complied with, valid resolutions may nevertheless be tabled and passed at a meeting of the Management Board on all items of business that are brought up for discussion thereat, provided always that at the meeting of the Management Board concerned all the Management Board members are present and provided that the resolutions in

question are taken by an unanimous vote.

7. The meetings shall be presided over by the chairperson of the Management Board; if the latter is absent, the meeting itself shall designate its chairperson.
8. Minutes of the business transacted at the meetings shall be taken by the secretary or by one of the other persons present to be invited and designated for that purpose by the chairperson of the meeting. The minutes shall be confirmed at the next meeting and shall in witness thereof be signed by the chairperson and the secretary of that meeting.
9. The Management Board may pass valid resolutions at the meeting only if the majority of its members from time to time is present or represented at the meeting.

A Management Board member may cause himself to be represented at the meeting by a fellow Management Board member upon production of a written power of attorney, which is in a form being satisfactory to the chairperson of the meeting.

In this connection a Management Board member can act as attorney for only one fellow Management Board member.

10. The Management Board may pass resolutions without holding a meeting, provided that all the Management Board members have cast their votes In Writing.

The provisions in the preceding sentence also apply to resolutions to amend the Articles or to dissolve the Foundation.

For decision making without holding a meeting the same majorities apply as for decision making in a meeting.

A report of a resolution passed without holding a meeting shall be drawn up by the secretary, upon adding the votes cast, which report shall be added to the minutes after it has been countersigned by the chairperson.

11. Each Management Board member shall be entitled to cast one vote.

To the extent that the Articles prescribe no larger majority, all resolutions of the Management Board shall be passed by absolute majority of the valid votes cast.

If the votes are tied, then no decision shall be taken.

One or more Management Board members shall have the right, within ten days after the meeting has been held, at which the votes are tied, to request the "Het Nederlands Arbitrage Instituut" (Dutch Arbitration Institute) to appoint an adviser, in order to reach a decision about the proposal in question.

In that case the decision taken by the adviser shall carry the same force as a decision taken by the Management Board.

12. All votes at the meeting shall be oral, unless the chairperson deems a vote by ballot desirable or one of the persons present at the meeting and entitled to vote so demands a ballot before the vote is taken.

Votes by ballot shall be taken by means of unsigned, folded ballot-papers.

13. Blank votes shall be regarded as not having been cast.
14. In all disputes about votes not provided for in and by the Articles the chairperson shall have the final decision.
15. In the case of a conflict of interest, the concerned Board members are required to declare the conflict, and abstain from voting. In the event that a conflict is not declared, and is discovered at a later stage, the vote will be considered invalid, and disciplinary proceedings if needed against the concerned members shall be initiated upon the discretion of the Management Board.
16. The provisions laid down in this article shall as much as possible apply correspondingly to meetings and resolutions of the executive Management Board.

Article 7.

Powers of the Management Board and remunerations.

1. The Management Board shall be vested with the conduct and management of the business and the affairs of the Foundation.
2. Provided that the relevant resolutions will be passed with unanimous votes of all the Management Board members, the Management Board shall have the power to resolve that the Foundation enters into agreements for the acquisition, alienation, encumbrance and disposal of registered real estate and enters into agreements, under and in pursuance of which the Foundation binds itself as surety or severally liable co-debtor, to answer for a third party/person or to give security for binding itself for a debt of another party or person.
3. No remuneration can be granted to the Management Board members. Expenses will be reimbursed to the Management Board members on production of the necessary proof.

Article 8.

Representation.

1. The Foundation shall be represented by the Management Board, in so far as not otherwise provided for by law.
Furthermore, the Foundation may be represented by two members of the executive Management Board acting jointly.
2. The Management Board may grant to and confer upon other persons powers of attorney for the representation of the Foundation at law and otherwise within the limits defined in those powers of attorney.

Article 9.

Termination of membership of the Management Board.

Membership of the Management Board shall terminate by:

- the death of a Management Board member;
- loss of the right to dispose of assets;
- written resignation;

- dismissal by virtue of article 2:298 of the Dutch Civil Code;
- a resolution of the other Management Board members passed unanimously;
- retirement by rotation;
- retirement by reaching the age of thirty-one (31).

Article 10.

Financial year and annual accounts.

1. The financial year of the Foundation shall coincide with the calendar year.
2. As at the end of each financial year the treasurer shall draw up a balance sheet and a statement of income and expenditure for the previous financial year, such annual accounts to be submitted to the Management Board, together with a report of an auditor or an accountant/administrative consultant, if the subsidizing parties so desire, within six months from the end of the previous financial year.
3. The annual accounts shall be confirmed by the Management Board. Confirmation of the annual accounts by the Management Board shall constitute a discharge to the treasurer of its duties in relation to the administration and management conducted by this person.

Article 11.

Committees.

The Management Board may institute one or more committees, whose tasks and powers shall then be laid down in by-laws.

Article 12.

Advisory Board.

The Management Board may institute an Advisory Board, whose task shall then at any rate be to give the Management Board advice, requested and non-requested.

The further tasks and powers shall then be laid down in by-laws.

Article 13.

Director, Directors.

1. The Management Board may appoint a Director and/or Directors and may charge the latter with the day-to-day management of the Foundation's business and affairs.
2. If a Director has been appointed, he may be removed from office by the Management Board itself having complied with the relevant statutory provisions.
3. At meetings of the Management Board the Director and/or Directors shall have advisory vote(s).

Article 14.

Codes of rules.

1. The Management Board shall have the power and authority to lay down and confirm one or more code(s) of rules, in which those matters are regulated to the extent that these have not been provided for by and in

the Articles.

2. The codes of rules may not conflict with the law or the Articles.
3. The Management Board shall at all times be empowered to alter or cancel the codes of rules.
4. The provisions laid down in paragraphs 1 and 2 of article 15 hereof shall apply correspondingly to the confirmation, laying-down, alteration and cancellation of the codes of rules.

Article 15.

Amendment to the Articles.

1. The Management Board shall be empowered to amend the Articles. Without prejudice to the provisions of paragraph 10 of article 6 a resolution to that effect must be passed by a majority of at least three quarters of the votes cast at a meeting, at which all the Management Board members are present or represented.
2. If at a meeting, at which a proposal as referred to in paragraph 1 of this article has been brought up for discussion, not all of the Management Board members are present or represented, then a second meeting of the Management Board shall be convened, to be held not earlier than seven days but not later than twenty-one days after the first meeting, at which such a resolution must only be passed by a majority of at least three quarters of the votes cast and provided always that at least a majority of the Management Board members from time to time is present or represented.
3. Each Management Board member shall be empowered to expedite execution of the notarial deed embodying the amendment to the Articles.

Article 16.

Dissolution and winding-up.

1. The Management Board shall have power and authority to dissolve the Foundation.
The provisions laid down in paragraphs 1 and 2 of Article 15 hereof shall apply correspondingly to a resolution tabled to that effect.
2. After its dissolution the Foundation shall continue in existence, in so far as such continuation is necessary for the liquidation and winding-up of its funds and means.
3. The liquidation and winding-up proceedings shall be effected by the Management Board.
4. The liquidators shall take due care to see that an entry of the Foundation's dissolution is made in the register referred to in article 2:289 of the Dutch Civil Code.
5. During the winding-up proceedings the provisions of the Articles shall as far as possible continue in force.
6. A positive liquidation balance of the dissolved Foundation shall be spent for the benefit of an organization with ANBI status (*algemeen nut*

beogende instelling) with similar objects as the objects of the Foundation or for the benefit of a foreign organization which exclusively or almost exclusively intends the public utility and which has similar objects as the objects of the Foundation.

7. After completion of the winding-up proceedings the books of account, records, vouchers and other data carriers of the dissolved Foundation shall during the period of seven years remain in the custody of the youngest liquidator.

Article 17.

Final provision.

In all cases not provided for by law, nor by the Articles, the Management Board shall decide.

Article 18.

Transitional provision.

The first financial year of the Foundation shall run up to and including the thirty-first of December two thousand twenty.

This article will cease to be operative after the first financial year has ended.

Final statement.

Finally, the person appearing declared and said that in giving effect to the provision laid down in paragraph 1 and 2 of article 5 hereof the Management Board will for the first time consist of three members and that the following persons are appointed the first Management Board members of the Foundation:

1. Incorporator 2 as chairperson;
2. Incorporator 1 as vice-chair and secretary;
3. **Renatta Langlais**, born in Roseau, Dominican Republic, on the tenth day of January nineteen hundred and ninety, identifying herself with her Dominican passport, number R0121111, Monroe Street 3, Dominican Republic, as treasurer.

Power of attorney.

The aforementioned proxy appear from one written power of attorney a copy of which has been attached to this deed.

End.

The appearer is known to me, civil law notary, and the identity of the appearer has been checked by me, civil law notary, by the for that purpose intended document.

OF WHICH THIS DEED was executed in Amsterdam on the date mentioned in the preamble of this deed. After the text of this deed had been stated and explained in substance of the appearer, he declared to have taken cognisance beforehand of the contents thereof and not to require it to be read out in full.

This deed was subsequently signed by the appearer and me, civil law notary, after limited reading-out