

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

ARTICLES OF ASSOCIATION.

Stichting FRAPA-Format Recognition and Protection Association
per June 14, 2021

ARTICLES OF ASSOCIATION.

Definitions.

Article 1

In these articles of association the following terms have the following meanings:

1. executive board, the body referred to in article 2:291 of the Civil Code and in article 6 paragraph 1 and article 7 paragraph 1 of these articles of association, namely the management board of the foundation;
2. participants, natural persons, legal entities or partnerships admitted as such by the executive board, as referred to in article 5 paragraph 1 of these articles of association;
3. annual accounts, the balance sheet and the statement of income and expenditure with the notes of the foundation;
4. by electronic means, a legible and reproducible message sent electronically with the consent of the person with whom communication is taking place by or to the foundation to the address that has been made known by this person or by the foundation for this purpose;
5. manager, the head of the foundation's office, appointed as such by the executive board, as referred to in article 12 of these articles of association;
6. advisory board, the body referred to in article 11 of these articles of association, which defines the policy of the foundation and advises the executive board;
7. foundation, the foundation referred to in article 2 paragraph 1 of these articles of association;
8. conflict of interest, a direct or indirect personal interest that conflicts with the interests of the foundation and the organisation affiliated with the foundation.

Name and seat.

Article 2

1. The name of the foundation is: Stichting FRAPA-Format Recognition and Protection Association.
2. As a short name the foundation uses: FRAPA.
3. The foundation has its seat in the municipality of Naarden.

Objectives.

Article 3

1. The objectives of the foundation are to protect television formats and further to perform all acts that are related to the above in the widest sense or may be conducive thereto.
2. The foundation tries to realize its objectives by, amongst others:
 - a. format registration: the foundation offers its participants the opportunity to have their written drafts for television programs registered in a register of formats, whereby the date of receipt of such a written draft is considered binding;
 - b. research: the foundation conducts, stimulates and supports research to determine the economic importance of international trade in television formats and to document the legal protection of television formats in various jurisdictions;
 - c. training: the foundation trains its participants on format protection issues in order to familiarize them with possible ways to protect their formats;
 - d. information: the foundation informs the community about the need for copyright protection of television formats; the foundation wants to ensure that television formats are recognized as copyright protected works in order to obtain the certainty that the makers of television formats share in an appropriate manner in the economic value that results from their work.
3. The foundation is a non-profit organization.

Capital.

Article 4

1. The capital of the foundation are formed by subsidies, gifts, contributions from the participants, bequests, anything acquired by inheritance, as well as other benefits.
2. Inheritances can only be accepted under the privilege of inventory.
3. The capital of the foundation is meant for realization of the objectives of the foundation

Participants.

Article 5

1. Participants are natural persons, legal entities or partnerships admitted as such by the executive board.
2. The application for becoming a participant of the foundation must be submitted in writing or by electronic means to the executive board. The executive board can reject the application if it cannot reasonably be expected of the foundation to admit the applicant as participant.

The executive board decides on the admission of a participant within three months after the application and communicates its decision to the applicant in writing or by electronic means.
3. Upon admission, the participant is registered by the executive board in a register of participants to be kept by the executive board. By applying followed by admission, the participant submits to the provisions of or pursuant to these articles of association.
4. The participants are obliged to pay an annual contribution, the amount of which will be determined by the executive board. To this end, they can be divided into categories that pay different contributions. In special cases, the executive board is authorized to grant

- full or partial exemption from the obligation to pay a contribution.
5. Participants have no rights and obligations other than those assigned and imposed on them by or pursuant to these articles of association.
 6. Participation ends:
 - a. in the case of a participant-natural person, by his death, in the case of a participant-legal entity, by its ceasing to exist and in the case of a participant-partnership, by its dissolution;
 - b. by notice of termination by the participant;
 - c. by notice of termination by the foundation.
 7. The notice of termination by the participant must be given in writing or by electronic means to the executive board as per the end of a financial year, no later than the first day of October of the financial year concerned.
 If continuation of the participation cannot reasonably be expected of the participant, the notice of termination may be given at any time with immediate effect. The participant does not have the authority to terminate the participation with immediate effect in the event of a change in financial rights and obligations.
 8. The notice of termination by the foundation must be given in writing or by electronic means as per the end of a financial year, no later than the first day of October of the financial year concerned.
 The foundation can terminate the participation when a participant has ceased to meet the requirements for participation set by the articles of association, as well as when the foundation cannot reasonably be expected to continue the participation.
 If continuation of the participation cannot reasonably be expected of the foundation, the termination can take place at any time with immediate effect, which in any case applies when:
 - a. the participant does not fulfill his obligations towards the foundation;
 - b. the participant no longer meets the requirements for participation;
 - c. the participant acts contrary to the articles of association, regulations or resolutions of the foundation;
 - d. the participant unreasonably harms the foundation.
 Notice of termination by the foundation is effected by the executive board; a resolution of the executive board to terminate a participation requires a majority of at least two thirds of the votes cast. The participant concerned will be informed of the decision in writing as soon as possible, stating the reasons.
 9. Notice of termination contrary to the provisions in the preceding paragraphs shall cause the participation to end at the earliest possible time following the date by which notice of termination was given.
 10. If the participation ends in the course of a financial year, the annual contribution is nevertheless due in full.

Sponsors.

Article 5A

1. Sponsors are natural persons, legal entities or partnerships admitted as such by the

- executive board, who have declared to be willing to support the foundation financially with a minimum annual contribution to be determined by the executive board.
2. Sponsors have no rights and obligations other than those assigned and imposed on them by or pursuant to these articles of association.
 3. Sponsorship ends:
 - a. in the case of a sponsor-natural person, by his death,
in the case of a sponsor-legal entity, by its ceasing to exist
and in the case of a sponsor-partnership, by its dissolution;
 - b. by notice of termination by the sponsor;
 - c. by notice of termination by the foundation.
 4. The notice of termination by the sponsor must be given in writing or by electronic means to the executive board, no later than four weeks before the end of the financial year.
 5. The notice of termination by the foundation must be given in writing or by electronic means, no later than four weeks before the end of the financial year.
Notice of termination by the foundation is effected by the executive board. The sponsor concerned will be informed of the decision in writing as soon as possible, stating the reasons.
 6. Notice of termination contrary to the provisions in the preceding paragraphs shall cause the sponsorship to end at the earliest possible time following the date by which notice of termination was given.
 7. If the sponsorship ends in the course of a financial year, the annual contribution is nevertheless due in full.

Executive board: composition, appointment and retirement.

Article 6

1. The executive board of the foundation consists of at least one and at most five members whose number is to be determined by the executive board.
2. Only an adult natural person may be appointed as member of the executive board.
3. Members of the executive board are appointed by the executive board. Vacancies that have arisen will be filled as soon as possible.
4. If the executive board consists of more than one member, the executive board shall designate from among its members a chairman, a secretary and a treasurer. The positions of secretary and treasurer may be combined in one person.
The executive board may then also appoint a vice-chairman from among its members. The vice-chairman of the board assumes the duties and powers of the chairman of the board in the absence of the latter.
5. Members of the executive board are appointed for an indefinite period.
6. The executive board is responsible for the quality of its own performance. The executive board evaluates its performance at least once every three years.
7. A member of the executive board retires:
 - a. by his death;
 - b. by his voluntary resignation;

- c. because he is declared bankrupt, applies for a suspension of payments or requests application of the debt rescheduling scheme as referred to in the Bankruptcy Act;
 - d. by his placing under guardianship as well as by a court decision instituting administration over one or more of his assets as a result of his physical or mental condition;
 - e. by his dismissal, granted by the executive board for serious reasons; a resolution of the executive board to dismiss a member of the executive board can only be adopted by unanimous votes of all other members of the executive board in office at a meeting in which all other members of the executive board in office are present or represented; before the executive board adopts the resolution to dismiss a member of the executive board the member of the executive board concerned is given the opportunity to take note of the executive board's intentions and his views in this regard;
 - f. by his dismissal, granted by the court in the cases provided for by law.
8. In the event of inability to act or absence of one or more members of the executive board, the remaining members of the executive board, or the sole remaining member of the executive board, form or forms a fully authorized executive board, without prejudice to the obligation of the executive board to fill the open space or spaces as soon as possible.
- In the event of inability to act or absence of all members of the executive board or the sole member of the executive board, the person designated by the court, at the request of any interested party or the public prosecution service, is temporarily charged with the management. There is an inability to act in the event of suspension, illness or unreachability, provided that in the event of illness and unreachability, the possibility of contact between the member of the executive board and the foundation has not existed for a period of at least fifteen days.
9. Members of the executive board receive no remuneration for their services. They are however entitled to compensation of the expenses incurred by them in the performance of their duties, insofar as these expenses are not exorbitant.

Executive board: task, division of tasks and powers.

Article 7

1. Subject to any restrictions according to these articles of association the executive board is charged with the management of the foundation.
2. Each member of the executive board is obliged towards the foundation to properly fulfill his duties and to do so in accordance with the interests of the foundation and the organisation affiliated with the foundation.
3. The executive board can adopt regulations regulating the subjects that concern the executive board. The regulations may not contain provisions that are contrary to the law or these articles of association.
4. The executive board may determine, whether or not by regulations, which task each member of the executive board will be specifically charged with.
5. The executive board is authorized to resolve to enter into agreements for the acquisition,

alienation and encumbrance of registered property, and to enter into agreements whereby the foundation commits itself as surety or joint and several co-debtor, makes a case for a third party or provides security for a debt of another and to represent the foundation in respect of these acts.

6. The executive board may set up one or more, temporary or permanent, committees to support the work of the executive board. The composition, manner of appointment and termination of the members, duties, tasks and powers of such committees to be set up by the executive board shall be detailed in regulations to be adopted by the executive board.

Executive board: representation.

Article 8

1. The executive board shall have the power to represent the foundation.
The power to represent the foundation shall also be vested in two members of the executive board acting jointly.
2. In all cases in which the foundation has a conflict of interest with one or more of the members of the executive board, the provisions of paragraph 1 remain in full force.
3. The executive board may resolve to grant a power of attorney to one or more members of the executive board and also to third parties to represent the foundation within the limits of that power of attorney.

Executive board: meetings.

Article 9

1. Meetings of the executive board are held as often as the chairman or at least one of the other members of the executive board convenes a meeting of the executive board, but at least once a year.
2. A meeting of the executive board is convened by the chairman or at least one of the other members of the executive board or on his behalf, in writing or by electronic means, to the addresses of the members of the executive board.
3. The notice convening a meeting of the executive board will state the subjects to be discussed, as well as the date, time and place of the meeting. Subjects not mentioned in the notice can be announced in an additional notice. With regard to subjects that are not mentioned in the notice or that have not been announced in an additional notice with due observance of the term set for notice, cannot be legally resolved unless the resolution is adopted by unanimous votes at a meeting in which all members of the executive board in office are present or represented.
4. The notice convening a meeting of the executive board must be sent within a period of at least seven days, not including the day of the notice and that of the meeting. If that period was shorter or if the meeting was not convened, no legal resolutions can be adopted, unless by unanimous votes at a meeting in which all members of the executive board in office are present or represented.
5. Meetings of the executive board are held in the place to be determined by the person convening the meeting.
6. The members of the executive board and the manager have access to the meetings of the

executive board, and also the persons who are admitted by the members of the executive board present at the meeting.

7. As long as all the members of the executive board in office are present or represented at a meeting of the executive board, valid resolutions may be adopted with regard to all subjects to be discussed, provided that they are adopted by unanimous votes, even if the rules laid down by these articles of association for convening and holding meetings of the executive board have not been observed.
8. A member of the executive board may be represented at a meeting by a fellow member of the executive board authorized by him for this purpose in writing. The requirement of the power of attorney being in writing is met if the power of attorney has been recorded by electronic means. A member of the executive board may only represent one fellow member of the executive board at a meeting.
9. The meetings of the executive board are chaired by the chairman of the executive board. In his absence the meeting itself appoints its own chairman. Until that time the chair is held by the oldest member of the executive board present at the meeting.
10. The opinion of the chairman expressed at the meeting about the result of a vote is decisive. The same applies to the content of an adopted resolution, insofar as a vote was taken on a proposal not recorded in writing.
11. If, however, immediately after the utterance of the opinion referred to in the preceding paragraph its correctness is contested, a new vote shall be taken, if the majority of the meeting or, if the original vote was not taken by poll or in writing, one person present and entitled to vote desires this. As a result of this new vote the legal consequences of the original vote shall be cancelled.
12. The proceedings at the meeting of the executive board are laid down by a person designated for this purpose by the chairman of the meeting in minutes, which shall be adopted at the same or the next meeting and signed by the chairman and the minutes secretary in evidence thereof.

Executive board: decision-making.

Article 10

1. Each member of the executive board is entitled to cast one vote. Blank and invalid votes are considered not to have been cast.
2. A member of the executive board shall not participate in the deliberations and decision-making if he has a conflict of interest.

If there is a (potential) conflict of interest, the member of the executive board concerned shall report this immediately to the chairman of the executive board and shall provide all relevant information. If it concerns the chairman of the executive board himself, he shall report it to another member of the executive board. In the absence of the member of the executive board concerned the executive board then takes a position on this.

Whether there actually is a conflict of interest is at the discretion of the executive board. In such a case, the executive board shall record in (an appendix to) the minutes of the meeting of the executive board with regard to which subject(s) and which member(s) of the executive board there was a conflict of interest.

If, however, all members of the executive board have a conflict of interest, all members of the executive board are authorized to participate in the deliberations and decision-making of the executive board and the executive board shall decide.

3. All resolutions of the executive board for which nothing else has been provided for in the law or these articles of association shall be adopted by an absolute majority of the votes cast.
4. All votes shall be taken orally. The chairman may determine, however, that the votes shall be cast in writing. If the event of an election of persons, any person entitled to vote and present may also require that the votes are cast in writing. A written vote shall be taken by means of unsigned ballot papers.
5. If, in the event of an election of persons, no one has obtained an absolute majority of the votes cast, further votes will be held until either one person has obtained an absolute majority of the votes cast, or a vote has been taken between two persons and the votes are tied. In case of a second vote, each time a vote is taken between the persons who were voted for in the preceding vote, with the exception of the person who received the lowest number of votes in the preceding vote. If in the preceding vote the lowest number of votes has been cast for more than one person, a lot will decide which of those persons can no longer be voted for in the next vote.
6. If the votes are tied in a vote between two persons, then a lot will decide. If the votes are tied in another vote, the proposal is rejected.
7. The executive board may adopt resolutions in another way than at a meeting, provided they are adopted by unanimous votes of all the members of the executive board in office and the votes are cast in writing or by electronic means.
8. Subject to the provisions in the preceding paragraphs, if the executive board resolves to do so, a member of the executive board may also participate, speak and vote in meetings of the executive board by electronic means of communication. For this purpose it is required that via the electronic means of communication the member of the executive board i) can be identified, ii) can follow the proceedings at the meeting directly, iii) can participate in the deliberations and iv) can exercise his right to vote. Further rules regarding participating in and voting at meetings of the executive board by electronic means of communication may be laid down by the executive board in regulations.

Advisory board: task, composition, appointment and retirement.

Article 11

1. The foundation has an advisory board whose task is:
 - a. to define the policy of the foundation based on the articles of association of the foundation;
 - b. to, solicited and unsolicited, advice and support the executive board.The advisory board is not a supervisory body as referred to in Book 2 of the Civil Code.
2. The executive board must request advice from the advisory board regarding important intentions with regard to the policy of the foundation.
3. Without prejudice to the provisions of paragraph 10, the advisory board of the foundation consists of at least five and at most fifteen members, whose number is to be

- determined by the advisory board.
4. Only adult natural persons may be appointed as member of the advisory board. Members of the advisory board may also be appointed outside the participants.
 5. Without prejudice to the provisions of paragraph 10, members of the advisory board are appointed by the advisory board, on the recommendation of the executive board. Any vacancies will be filled as soon as possible.
 6. The advisory board appoints a chairman from among its members.
 7. Members of the advisory board are appointed for an indefinite period.
 8. At least once every three years, the executive board holds an evaluation meeting with the advisory board about the functioning of the advisory board and the individual members of the advisory board.
 9. A member of the advisory board retires:
 - a. by his death;
 - b. by his voluntary resignation;
 - c. because he is declared bankrupt, applies for a suspension of payments or requests application of the debt rescheduling scheme as referred to in the Bankruptcy Act;
 - d. by his placing under guardianship as well as by a court decision instituting administration over one or more of his assets as a result of his physical or mental condition;
 - e. by his dismissal, granted by the advisory board for serious reasons; a resolution of the advisory board to dismiss a member of the advisory board can only be adopted by unanimous votes of all other members of the advisory board in office at a meeting in which all other members of the advisory board in office are present or represented; before the advisory board adopts the resolution to dismiss a member of the advisory board the member of the advisory board concerned is given the opportunity to take note of the advisory board's intentions and his views in this regard.
 10. In the event of inability to act or absence of one or more members of the advisory board, the remaining members of the advisory board, or the sole remaining member of the advisory board, form or forms a fully authorized advisory board, without prejudice to the obligation of the advisory board to fill (or have filled) the open space or spaces as soon as possible.
 In the event of inability to act or absence of all members of the advisory board or the sole member of the advisory board, the executive board is authorized to determine the number of members of the advisory board and to appoint these members of the advisory board. There is an inability to act in the event of suspension, illness or unreachability, provided that in the event of illness and unreachability, the possibility of contact between the member of the advisory board and the foundation has not existed for a period of at least thirty days.
 11. Unless otherwise provided for by or pursuant to these articles of association, the provisions of article 9 regarding the meetings of the executive board shall apply accordingly to the meetings of the advisory board, on the understanding that further

rules regarding the convening of, access to, chairing, voting and taking minutes of meetings of the advisory board and regarding the participation in and voting at meetings of the advisory board by electronic means of communication, may be laid down, with the approval of the executive board, by the advisory board in regulations.

12. Unless otherwise provided for by or pursuant to these articles of association, the provisions of article 10 regarding the decision-making of the executive board shall apply accordingly to the decision-making of the advisory board.
13. Members of the advisory board receive no remuneration for their services. They are however entitled to compensation of the expenses incurred by them in the performance of their duties, insofar as these expenses are not exorbitant.

Manager.

Article 12

1. Without prejudice to the provisions of article 8 paragraph 3, the executive board appoints a manager. The manager deals with the day-to-day activities as head of the foundation's office.
2. The manager is bound by the instructions of the executive board.
3. The board determines the remuneration and duties of the manager in an agreement to be concluded with the manager.
4. The manager is entitled to attend meetings of the executive board and the advisory board, but does not have the right to vote at these meetings.

Financial year and annual accounts.

Article 13

1. The foundation's financial year coincides with the calendar year.
2. The executive board is obliged to keep records of the financial position of the foundation and of everything concerning the activities of the foundation, in accordance with the requirements arising from these activities, and to keep the pertaining books, documents and other data carriers in such a way that the rights and obligations of the foundation can be known at all times.
3. Annually within six months after the end of the financial year, unless this term is extended by the executive board by no more than five months on the basis of special circumstances, the executive board prepares the annual accounts and deposits them for inspection at the offices of the foundation for the members of the executive board. Unless article 2:396 paragraph 7 or article 2:403 of the Civil Code applies to the foundation, the executive board shall also make the management report available for inspection by the members of the executive board within this period. The executive board shall add to the annual accounts and the management report the information referred to in article 2:392 paragraph 1 of the Civil Code, insofar as that paragraph applies to the foundation. The members of the executive board can obtain a copy of these documents free of charge.
4. The annual accounts are signed by all members of the executive board; if the signature of one or more of them is missing, this will be stated, stating the reason.
5. The annual accounts are adopted by the executive board no later than one month after

the expiry of the term.

6. The executive board is obliged to keep the books, records and other data carriers referred to in the previous paragraphs for seven years, without prejudice to the provisions of paragraph 7 below.
7. The data on a data carrier, with the exception of the paper balance sheet and statement of income and expenditure, can be transferred to and stored on another data carrier, provided that the transfer takes place with a correct and complete representation of the data and these data are, during the entire retention period, available and can be made legible within a reasonable period of time.
8. The executive board is obliged to annually, no later than in the month of November, adopt a budget and an annual plan for the coming financial year.

Accountant.

Article 14

1. Before adopting the annual accounts, the executive board may issue an instruction to audit the annual accounts to an accountant, as referred to in article 2:393 paragraph 1 of the Civil Code.
2. If an accountant has been commissioned in accordance with the provisions of paragraph 1, the accountant shall report on his audit to the executive board and present the results of his audit in a statement regarding the fairness of the annual accounts.
3. If an accountant has been commissioned in accordance with the provisions of paragraph 1, the annual accounts cannot be adopted if the executive board has not been able to take note of the auditor's statement, unless amongst the other information referred to in article 2:392 paragraph 1 of the Civil Code, a legal ground is mentioned why such statement is missing.

Amendment of the articles of association.

Article 15

1. The executive board is authorized to amend these articles of association.
2. A resolution of the executive board to amend the articles of association can only be adopted by a majority of at least two-thirds of the votes cast at a meeting in which at least two-thirds of the number of members of the executive board in office is present or represented. If at a meeting in which a proposal to amend the articles of association is to be discussed, not at least two-thirds of the number of members of the executive board in office is present or represented, a second meeting may be convened, to be held no earlier than two and no later than four weeks after the first meeting. In this second meeting, regardless of the number of members of the executive board present or represented, a legally valid resolution can be adopted with regard to the proposal to amend the articles of association, as discussed in the first meeting, provided that the resolution is adopted by a majority of at least two thirds of the votes cast. The notice convening the second meeting must state that and why a resolution can be adopted, regardless of the number of members of the executive board present or represented at the meeting.
3. The notice convening the meeting at which an amendment to the articles of association

will be proposed must be accompanied by a copy of the proposal, containing the verbatim text of the proposed amendment.

4. A resolution to amend the articles of association shall only come into effect after a notarial deed has been drawn up. Each member of the executive board is individually authorized to have that deed executed.

Dissolution.

Article 16

1. The executive board is authorized to dissolve the foundation.
2. The provisions of paragraph 2 of the previous article apply accordingly to the resolution of the executive board to dissolve the foundation.
3. In the resolution to dissolve the foundation, the destination of what remains of the assets of the dissolved foundation after payment of the creditors is also determined.
The remaining reserves after liquidation will be distributed in accordance with the objectives of the foundation to those who were participants of the foundation at the time of the resolution to dissolve was adopted. Each of them receives an equal share.
However, when adopting the resolution to dissolve the foundation, the executive board may also give a different purpose to what remains of the assets of the dissolved foundation after payment of the creditors.
4. In the event of dissolution of the foundation pursuant to a resolution of the executive board, the members of the executive board of the foundation act as liquidators of the assets of the dissolved foundation, unless one or more other liquidators have (also) been designated in the resolution to dissolve the foundation.
5. After the liquidation has ended, the books and documents of the dissolved foundation will remain in the custody of the person designated by the liquidators for the period prescribed by law.
6. The liquidation will take place with due observance of the relevant provisions in title 1 of Book 2 of the Civil Code. During the liquidation, these articles of association will remain in force as far as possible.

By-laws and other regulations.

Article 17

1. Unless otherwise provided for by or pursuant to these articles of association, the executive board is authorized to adopt regulations, including the foundation's by-laws.
2. The by-laws and other regulations of the foundation regulate those subjects that are not or not fully regulated in these articles of association.
3. The by-laws and other regulations of the foundation may not be in conflict with the law, even where it does not contain mandatory law, and these articles of association.
4. The executive board is at all times authorized to amend or cancel the by-laws and other regulations of the foundation adopted by the executive board.

Final provision.

Article 18

In all cases for which neither the law, nor these articles of association, nor the by-laws and other regulations of the foundation provide, the executive board decides.