Fung-A-Loi & Samandar
notarissen

NOTARISSEN
mw. mr. F.J. Cloose - Fung-A-Loi (notaris)
mw. mr. M.E. Samandar (notaris)

KANDIDAAT-NOTARISSEN
mw. mr. M.S.J. Zunder-Monk
mw. mr. drs. M.E. Parisius

JURIST
mw. Mr. S.R.R. van der Veen

LEGAL ASSISTANTS
mw. A.M.A. Strick
mw. S.R.F. Lugo - Sint Jago

CERTIFICATE OF LEGAL EXISTENCE

The undersigned:

Fanny Joan Cloose-Fung-A-Loi, LL.M.,
a civil law notary, officiating in Curaçao, herewith certifies:

that **Red Chime Private Foundation**, a private foundation, established in Curaçao, hereinafter referred to as the "Foundation", has been duly incorporated by notarial deed, executed on April 17th, 2019;

that the Foundation has been duly incorporated, is legally existing under the laws of Curaçao, and that the Foundation has the power to transact any business within the limits of its purposes as set forth in article 2 of its articles of incorporation;

that an official copy of the deed of incorporation is attached hereunto;

that as appears from the attached excerpt from the Commercial Register at the Chamber of Commerce and Industry in Curaçao:

(i) the registered office of the Foundation is at Zuikertuintjeweg Z/N Zuikertuin Tower, Unit 2B, Curaçao; and

(ii) the sole board member of the Foundation is:
Mrs. Elaine Melisse Behr, born on August 23rd, 1981 in Willemstad, Curaçao.

In witness whereof the undersigned has set her hand hereunto after having affixed the official seal of office on this March 20th, 2024.

Fanny J. Cloose-Fung-A-Loi, LL.M.

mr. F.J. Cloose-Fung-A-Loi
NOTARIS te CURAÇAO

13 GELDIG VOOR ALLE LANDEN

Valid for all countries / Valable pour tous les pays

14 OPMERKINGEN VAN BEVOEGDE INSTANTIES

PASPOORT
PASSPORT
PASSEPORT

KONINKRIJK DER NEDERLANDEN

KINGDOM OF THE NETHERLANDS

ROYAUME DES PAYS BAS

1 type / code / 2 naam van de staat / name of the state / nom de l'état

P NLD Nederlandse

3 naam / surname / nom

Behr

4 voornamen / given names / prénoms

Elaine Melissa

5 geboortedatum / date of birth / date de naissance

23 AUG/AUG **1981**

6 geboorteplaats / place of birth / lieu de naissance

Curaçao

7 geslacht / sex / sexe

V/F

8 datum van afgifte / date of issue / date de délivrance

20 JUN/JUN 2023

9 paspoortnummer / document number / numéro du document

NM219RHF4

1981

10 lengte / height / taille

1,63 m

11 geldig tot / date of expiry / date d'expiration

20 JUN/JUN 2033

12 instantie / authority / autorité

Gouverneur van Curaçao

P<NLDBEHR<<ELAINE<MELISSA<<<<<<<<<<<<<<<<<<<<

NM219RHF48NLD8108234F3306208<<<<<<<<<<<<<<<0

Curaçao Commercial Register

Excerpt from the Commercial Register

Registration number: 149960 (0)
Date: March 13, 2024 Time: 4:17:26 PM

In the Commercial Register of the Curaçao Chamber of Commerce & Industry is registered under number 149960: Red Chime Private Foundation

Legal form	Private Foundation
Official name	Red Chime Private Foundation
Statutory seat	Curaçao
Date of incorporation	April 17, 2019
Address	Zuikertuintjeweg Z/N Zuikertuin Tower, Unit 2B
Country	Curaçao
Mailing address	(same as above)
Description English	1. To preserve and manage its assets and to make distributions to members of the family of those who contributed the assets to it, without prejudice to its right to make such distributions out of its assets, as referred to in the following paragraph, to the Founder or to others. 2. The Foundation attempts to achieve its purpose by: a. acquiring, owning and managing its assets; b. making distributions out of its assets to such persons, as indicated in the preceding paragraph, as the Board in its sole discretion may determine, and to provide financial assistance to such institutions and persons by means of loans, guarantees, annuity contracts and the like. 3. The Foundation is entitled to invest its assets in securities, including shares and other certificates of participation and bonds, certificates of deposit as well as interest bearing claims however denominated and in any and all forms. The Foundation can incur risks from investment and reinvestment activities, including risks from "puts" and "calls", but it cannot undertake any activities which could result in the incurrence of a commercial risk or liability and any such activities are hereby expressly forbidden and excluded. 4. The Foundation furthermore shall be entitled, whether or not for the protection of its assets, to transfer all its assets or part thereof, revocably or irrevocably, to a trust organized according to the laws of any Anglo-American law system, and/or to transfer in fiduciary ownership to one or more trustees or fiduciaries, that can be natural persons or legal persons, with the understanding that such assets shall be held by the trustees or fiduciaries for the benefit of the Foundation, creditors, the person(s) with the founder's authority or other persons designated by the Board, all in accordance with the provisions under which such trust relationship or fiduciary ownership has been constituted. 5. The Foundation is not entitled to make profits by means of the carrying on of an enterprise.

Official(s)

1

Function	Board Member
Name	Elaine Melissa Behr
Date of birth	August 23, 1981
Place of birth	Willemstad
Country of birth	Curaçao
Nationality	Dutch

Only valid if sealed and signed by the Chamber of Commerce.

Curaçao, March 13, 2024
For Excerpt

I.N.M. Janga
Head Commercial Register

KAMER VAN KOOPHANDEL & NIJVERHEID CURAÇAO

Incorporation of :
Red Chime Private Foundation

On this seventeenth day of April two thousand and nineteen, appeared before me, Mireille Sonja Juliette Zunder-Monk, a junior civil law notary, legally deputizing for Fanny Joan Cloose-Fung-A-Loi, a civil law notary, officiating in Curaçao, hereinafter to be referred as the "civil law notary":

Mrs. Mandy Ann Beaujon-Berends, a junior civil-law notary, residing in Curaçao, address of office Neptunusweg 52, born in Curaçao, on December 6th, 1979, and acting as proxy in writing of the limited liability company **Liqop N.V.**, established in Curaçao, with address at Emancipatie Boulevard Dominico F. "Don" Martina 31, Curaçao, registered at the commercial register under number 88008 and as such representing said company, hereinafter referred to as the "Founder".

Said proxy appears from a document that has been attached to a deed, executed before notary F.J. Cloose-Fung-A-Loi, aforementioned, on the 13th of October 2009, and which proxy has been evidenced sufficiently to me, civil law notary.

The appearer, acting in her aforementioned capacity, stated that she is establishing a private foundation which shall be governed by the following Articles:

NAME, DOMICILE AND DURATION

Article 1

1. The Foundation shall bear the name of "**Red Chime Private Foundation**".
2. The Foundation is established in Curaçao
3. The Foundation is established as a Private Foundation and has been formed for an indefinite period of time.

OBJECT

Article 2

1. The purpose of the Foundation is to preserve and manage its assets and to make distributions to member of the family of those who contributed the assets to it, without prejudice to its right to make such distributions out of its assets, as referred to in the following paragraph, to the Founder or to others.
2. The Foundation attempts to achieve its purpose by:
   a) acquiring, owning and managing assets;
   b) making distributions out of its assets to such persons, as indicated in the preceding paragraph, as the Board in its sole discretion may determine, and to provide financial assistance to such institutions and

persons by means of loans, guarantees, annuity contracts and the like.

3. The Foundation is entitled to invest its assets in securities, including shares and other certificates of participation and bonds, certificates of deposit as well as interest bearing claims however denominated and in any and all forms. The Foundation can incur risk from "puts" and "calls", but it cannot undertake any activities which could result in the incurrence of a commercial risk or liability and any such activities are hereby expressly forbidden and excluded.
4. The Foundation furthermore shall be entitled, whether or not for the protection of its assets, to transfer all its assets or part thereof, revocably or irrevocably to a trust organized according to the laws of any Anglo-American law system, and/or to transfer in fiduciary ownership to one or more trustees or fiduciaries, that can be natural person or legal persons, with the understanding that such assets shall be held by the trustees or fiduciaries for the benefit of the Foundation, creditors or other persons designated by the Board, all in accordance with the provisions under which such trust relationship or fiduciary ownership has been constituted.
5. The Foundation is not entitled to make profits as a business enterprise.

CAPITAL

Article 3

The capital of the Foundation is formed by the capital contributed by the Founder and such other capital as may have been obtained from other parties, by its income from the management of its assets, and all means legally obtained by the Foundation.

BOARD OF MANAGEMENT

Article 4

1. The Foundation shall be managed by a Board consisting of at least one director under the supervision of Supervisory Board, in case the latter is appointed in conformity with the provisions of Article 5, paragraph 1. Both natural and legal persons may be appointed as director.
2. The first Board is appointed by the founder by this deed. In case of vacancies on the Board, the Board shall appoint members to fill said vacancies, subject to the approval of the Supervisory Board, in case the latter has been appointed. In case there is no Supervisory Board installed, the Founder has the right to dismiss the Board or any director. In case more than one director is appointed, one director shall be appointed by the Board to the position of Chairman.
3. A director can at all times resign by notifying the Foundation of his resignation by registered letter. Furthermore, the office of director shall be terminated:
   - upon the director's death or, in case it concerns a legal person, upon the dissolution of the legal person;
   - in case the director asks for a moratorium of payment or files for bankruptcy;

- in case the director is declared bankrupt; and
- in case the director is placed under guardianship.

4. In case of one or more vacancies in a joint Board, the powers of the Board shall in no way be impaired; such powers shall then be vested in the remaining director (s) until the vacancy (cies) is (are) filled.
5. In case at any given time there are no directors in office and in the event the vacancies are not filled by the Supervisory Board within 6 months from the date the vacancy exists, the Founder shall fill the vacancies. And in the event the vacancies are not filled by the Founder either within 12 months from the date the vacancy exists, the Court of First Instance shall appoint new directors at the request of the beneficiary/beneficiaries and, in case no beneficiary is appointed, at the request of the most diligent party in accordance with the letter of wishes of the Founder, if any.
6. The Board may appoint and remove a secretary and such other officers and agents as it may deem advisable each of whom will hold office, have such authority, perform such duties and receive such compensation, if any, as the Board may from time to time determine at it sole discretion. The secretary and other officers and agents , if any, need not to be directors. One person may simultaneously hold more than one office.

SUPERVISORY BOARD

Article 5

1. The Founder may institute a Supervisory Board. In case a Supervisory Board is instituted, it shall exercise supervision of the Board and exercise those powers as have been determined elsewhere in these Articles.
2. The first time, the members of the Supervisory Board shall be appointed by the founder. Natural persons as well as legal persons can be appointed members of the Supervisory Board.
3. Membership of the Supervisory Board shall be terminated:
   a. by a notice of the resigning member sent by registered letter to the Supervisory Board;
   b. by resolution of the Supervisory Board;
   c. upon the member's death;
   d. in case the member of the Supervisory Board applies for a moratorium or files for bankruptcy;
   e. in case the member is declared bankrupt;
   f. in case the member is placed under guardianship or in case a member's assets are put under administration.
   g. By resolution of the Founder
4. In case of one or more vacancies in the Supervisory Board, the Supervisory Board shall fill the vacancies itself or the Founder will do so. The Supervisory Board shall in that case determine the number of members of the Supervisory Board.
5. In case there are at any given time no members of the Supervisory Board, or in the event of vacancies or absence of all members of the

Supervisory Board, the Founder may appoint new members of the Supervisory Board. The Supervisory Board may remain vacant.

6. The Supervisory Board is under the obligation to inform the Board about any change in the Supervisory Board and any other decision that may affect the Board.
7. The Supervisory Board has the following responsibilities:
   - it will appoint or dismiss Beneficiaries
   - it will meet four times per year. It passes resolutions by a simple majority of votes cast. In the event of a tie, the Chairperson has the casting vote.
   - it will at least once a year review the financials of the Private Foundation and advise the Board accordingly.
   - it has a supervisory and an advisory role vis-a-vis the Board.

MEETINGS OF THE BOARD AND OF THE SUPERVISORY BOARD

Article 6

1. Meetings of the Board, respectively, the Supervisory Board, shall be held when a director or a member of the Supervisory Board deems it to be necessary or desirable to hold a meeting.
2. Every director, respectively, every member of the Supervisory Board may call a board meeting, respectively, a meeting of the Supervisory Board at one week's notice, not counting the day of the convening notice sent by letter, telegram, telefax or e-mail. If all directors, respectively, all members of the Supervisory Board are present or represented at the meeting, they shall be deemed to have waived their right to be called to said meeting.
3. Minutes shall be kept of all meetings.
4. A director or a member of the Supervisory Board can be represented at a meeting by a proxy. The proxy shall be another director or member of the Supervisory Board, respectively.
5. Save as is otherwise provided in these Articles, all resolutions of the Board and Supervisory Board shall be adopted by a majority of the votes cast.
6. Votes shall be cast orally, unless one or more directors require that there shall be a secret ballot.
7. In case there is a tie of votes in the Board, the Chairman shall cast the decisive vote.
8. The Supervisory Board and the Board may also adopt resolutions without holding a meeting, provided that all members of the Supervisory Board, respectively, all directors have cast their votes by a ballot handed to the Chairman, in case the Board consists of more than one director, or to a person or a member of the Supervisory Board designated for that purpose, in case the Supervisory Board consists of more than one member.

REPRESENTATION

Article 7

1. The Foundation shall be represented in and out of Court by the Chairman. Where there is a conflict of interest between the Foundation and the Chairman, The Foundation shall be represented in and out of Court by the Supervisory Board, if appointed.
2. The Board shall require the approval of the Supervisory Board, if appointed, in order to amend the Articles of the Foundation and to dissolve the Foundation or to effect a transfer of the Foundation's domicile.
3. Furthermore, the Board may grant authorization to another director or another person to represent the Foundation and to implement the resolutions of the Board.

FOUNDER'S POWERS

Article 8

1. The Founder may express his wishes to the Board in writing.
2. However, the wishes expressed in writing as referred to in the first paragraph, shall at no account be binding and be compliant with the wishes cannot be legally enforced by the Founder or any other person. The Board decides if and when any distribution will take place; a beneficiary is not entitled in any way to claim any distribution from the Foundation.
3. The powers of the Founder are personal and cannot be exercised by another person and shall not be passed on to his heirs.
   The powers of the Founder shall be suspended during his bankruptcy. In case the powers of the Founder are terminated or in case they cannot be exercised temporarily, said powers shall be vested in the Supervisory Board, and in case there is no Supervisory Board, in the Board.
4. However, the Founder may appoint one or more successors, who may be (a) natural or legal person(s), who shall take the place and assume the position of the original Founder effective from the date on which the appointment is approved by the Board; after said appointment the successor shall have all the powers of the original founder, including the power to appoint a successor.
5. An appointment as referred to in the preceding paragraph can be made dependent on the fulfilment of the condition that the appointment shall be cancelled, in case of the occurrence of certain events or the lapse of a certain time span and that the powers of the successor return to the predecessor.

FINANCIAL YEAR AND REPORTING

Article 9

1. The financial year of the Foundation is concurrent with the calendar year.
2. The Board is under the obligation to keep such statements of assets and liabilities of the Foundation as to show at all times its rights and obligations.
3. As of the end of the financial year the accounts of the Foundation shall be closed. On the basis of said year-end accounts the Board shall draw

up a report of the past financial year, which report, whether or not accompanied with an auditor's report, shall be presented within six months after the end of the financial year to the Supervisory Board in case it has been instituted.

4. Approval of the accounts and statements by the Board of Supervisory Directors, if instituted, shall discharge the Board from liability for its conduct of the Foundation's affairs.

AMENDMENT OF THE ARTICLES

Article 10

1. The Board may amend these Articles by a unanimous resolution, with due observance of the provisions of Article 7 paragraph 2 .
2. The amendment shall come into force when it is laid down in a notarial deed.

TRANSFER OF DOMICILE/CONVERSION

Article 11

With due observance of the provisions of the Kingdom Act on the Voluntary Transfer of Domicile and/or other Act ,treaty, decree, ordinance and/or regulations regarding the transfer of domicile of legal persons, and also with due observance of the provisions of Article 7 paragraph 2 the Foundation and/or its corporate bodies and/or any person designated and/or authorized for that purpose, can decide to transfer the domicile of the Foundation to another part of the Kingdom of the Netherlands or convert itself into a legal entity of another country, and adopt the status of a legal person organized and existing under the laws of such part of the Kingdom or country.

DISSOLUTION

Article 12

1. The Board cannot dissolve the Foundation unless such is done by a unanimous vote with due observance of the provisions of Article 7 paragraph 2 .
2. Together with the adoption of the resolution to dissolve the Foundation it can also be decided to appoint a liquidator. If no liquidator is appointed, the Chairman will act in such capacity.
3. During the period of liquidation these Articles shall remain in force so far as possible.
4. Any balance remaining after all debts have been paid off, shall be paid to the beneficiaries as referred to in Article 2.

In conclusion the appearer, acting as aforementioned, stated:

- that she is appointing the limited liability company **HBM Trustees N.V.**, established in Curaçao, with office address at Emancipatie Boulevard Dominico F. "Don" Martina 31, registered at the commercial register under number 86603, for the first time, as director, and
- that the first financial year of the Foundation runs from this date up to and including the 31st of December, 2019.

The appearer is known to me, civil law notary.

In witness whereof this deed has been drawn up as a single original, executed in Curaçao on the day mentioned in the heading hereof.

After a summary of the contents was stated to the appearer, she declared that she had taken note of such contents and that she did not want this deed to be read to her in its entirety.
Immediately after a limited reading hereof the appearer and I, civil law notary, set our hands hereunto.

(signatures)

ISSUED FOR TRUE COPY:

mr. F.J. Cloose-Fung-A-Loi
NOTARIS te CURAÇAO