

MOMERANDUM OF ASSOCIATION

Gattyán Foundation

9 August 2022

MOMERANDUM OF ASSOCIATION

Pursuant to Act V of 2013 on the Civil Code ('Civil Code Act') and Act CLXXV of 2011 on the right of association, public benefit status and the operation and support of non-governmental organisations ('Act CLXXV of 2011'), the founder (hereinafter: 'the Founder') of the undermentioned Foundation (hereinafter: 'the Foundation') hereby amends and consolidates the Foundation's Memorandum of Association with the following content, with effect from 9 August 2022, with the amended text marked with 'Track Changes':

I. Founder of the Foundation

I.1. Founder of the Foundation

Name: **György Zoltán Gattyán**
Place and date of birth:
Place of residence:
Mother's name:

II. Name and registered office of the Foundation

II.1. **Name of the Foundation: Gattyán Foundation**

II.2. **Foundation's registered office: 1101 Budapest, Expo tér 5-7.**

III. Objectives and activities of the Foundation

III.1. Foundation's objectives

III.1.1. The Foundation's main objective: **Provision of support to disadvantaged and multiply disadvantaged children and young people in social, educational, cultural fields and in sports.**

III.1.2. For the purposes of the above objective, disadvantaged and multiply disadvantaged children and young people are, in particular, but not exclusively, those children and young people who are Hungarian citizens and non-Hungarian citizens living in Hungary, who are in state care, in aftercare, are disabled, have learning or integration difficulties, and/or who are victims of abuse, crime or any form of discrimination.

III.1.3. In addition to the Foundation's main objective specified in Section III.1.1 above, an explicit objective of the Foundation with respect to the above-mentioned group of persons is to

- improve their living conditions

- contribute to the promotion of equal opportunities in
 - their social care,
 - their financial and moral support,
 - representing their interests,
 - protecting their general human and civil rights,
 - ensuring their equal opportunities in society,
 - promoting their social mobility,
 - combating the disadvantages resulting from the instability of their families
- educate them to live a healthy lifestyle,
- improve their opportunities for recreation, physical activity and sport, thereby improving their living conditions,
- ensure talent management, education, training and skills development, and
- organise and ensure their participation in cultural programmes.

III.1.4. An objective of the Foundation that is related to the main objective set out in Section III.1.1 above is to support and promote those who work with the specified category of persons, including

- making a contribution to the infrastructural development of children's homes in Hungary;
- supporting state care workers, educators, foster parents, voluntary social workers, improving their image, making their profession more attractive on the labour market; and
- supporting the development of an effective aftercare system.

III.2. Activities of the Foundation:

III.2.1. Pursuant to Section 2(20) of Act CLXXV, the Foundation carries out activities of public benefit in connection with the public tasks provided for under the following legislation:

- (i) based on the sections of Act CLXXXIX of 2011 on local governments in Hungary defined below, the services and care to be provided by local governments, namely:
- in accordance with subsections 4, 8, 15 of Section 13(1), from among the local public tasks, as well as services to be provided locally by local governments as part of public tasks,
- 4. primary health care and provision of services aimed at promoting a healthy lifestyle;
 - 8. child welfare services and care;
 - 15. sports, youth affairs;
- in accordance with subsection 4 of Section 23(4), from among the tasks of the Municipality of Budapest:
- 4. provision of social care;
- in accordance with subsections 9, 11 and 17 of Section 23(5), from among the tasks of the district municipalities:
- 9. primary health care and provision of services aimed at promoting a healthy lifestyle;
 - 11. child welfare services and care;
 - 17. promoting sport and recreation in the district, youth affairs.
- (ii) in accordance with Section 49(e) of Act I of 2004 on sport, state support for sport in the spirit of equal opportunities;

- (iii) facilitating the fulfilment of public education tasks to be carried out by the state on the basis of the provisions of Act CXC of 2011 on national public education, as defined below, namely:

in accordance with subsections (a), (c) (g) (i) and (j) of Section 4(14.a), the following basic public education tasks:

- preschool education [subsection (a) of Section 4(14.a)],
- primary school education [subsection (c) of Section 4(14.a)],
- secondary school education [subsection (g) of Section 4(14.a)],
- vocational school education [subsection (i) of Section 4(14.a)],
- skills development in school education [subsection (j) of Section 4(14.a)].

obligations of pupils defined in subsections (a)-(b) of Section 46(1), namely:

- a) participation in compulsory and optional classes, as well as other activities and professional practices in elementary schools that last until 4:00 p.m. [subsection (a) of Section 46(1)],
- b) fulfilling their academic obligations through regular work and disciplined behaviour, according to their abilities [subsection (b) of Section 46(1)],

by providing the necessary material and infrastructural background, with special attention to the digital out-of-classroom work system introduced due to the epidemic situation, in order to ensure the participation of pupils in the fulfilment of the public service task of the state to provide free and compulsory primary education and free and accessible secondary education, as defined in Section 2(1).

- (iv) on the basis of Sections 1-3 of Act XXXI of 1997 on the protection of children and administration of guardianship, the tasks related to the child protection system performed by bodies and persons pursuant to Section 17(1), in particular institutional food service for children as defined in Section 21/A.

III.2.2. In order to achieve the objectives set out in Section III.1 and in order to fulfil, directly or indirectly, the public tasks set out in Section III.2.1, the Foundation's activities of public benefit related to the persons defined in Section III.1.1 are as follows:

- organisation of summer camps, forest camps, creative camps, sports camps, leisure programmes and adventure days,
- providing career guidance;
- providing day care, in-home child care, nursery school, kindergarten, dormitory, organising courses, accredited trainings;
- creating protected jobs after training;
- providing opportunities and organisational frameworks for regular sport, competition and physical activity, and stimulating such demand,
- developing a grassroots sports movement to develop community life,
- promoting the development of a culture of physical activity through the creation of sports camps, sports academies, sports education, coaching, and
- organising the dissemination and teaching of moral education.

- III.2.3. In line with the objective set out in Section III.1.3, the Foundation's public benefit activity, directly or indirectly serving the fulfilment of the public tasks specified in Section III.2.1, is
- training and educating the family of the persons specified in Section III.1.1,
 - assisting the biological parents of the given scope of persons and the parents, surrogate parents, and foster parents adopting such children and young people with counselling, special training and education;
- III.2.4. In addition to the above, the scope of the Foundation's public benefit activities directly or indirectly serving the fulfilment of the public tasks specified in Section III.2.1 also includes
- provision of support for the further education of talented children and young adults up to the level of higher education or further higher education by partially or fully covering the costs of education, and to acquire foreign language skills,
 - provision of information and counselling to children and young adults suffering from internet addiction,
 - prevention of cyberbullying, group therapy for victims of cyberbullying,
 - periodic or regular financial support provided to children, young people, institutions, organisations and foundations involved in the objectives of the Foundation, with the possibility of making any of the grants awarded for any of the purposes of the Foundation subject to an application,
 - organising or providing access to family planning, psychological, educational, health, mental health and addiction prevention counselling,
 - involving in the programmes, as far as possible, the relatives of the beneficiaries and teachers and educators working directly with the children,
 - in order to define and organise the Foundation's programmes, involvement of external experts and, in cooperation with them, collection of data, making surveys and statistics to determine where support is most needed in the field of child protection and how this can be achieved,
 - in order to make further planning, making the results and progress achieved with the support measurable by involving the professionals who took part in the programme,
 - building cooperation with national and local administrations and foundations with similar objectives.
- III.2.5. The Foundation may not engage in direct political activity and shall be independent of all political parties. The Foundation may not provide financial support to a political party.
- III.2.6. The Foundation shall carry out economic and business activities only without jeopardising the achievement of the public benefit or the achievement of the activities in accordance with the basic objective specified in the Memorandum of Association. The Foundation shall not distribute the profits it makes from its activities and shall use them exclusively for the public benefit activities defined in its Memorandum of Association.

IV. Duration of the Foundation's operation

IV.1. The duration of the Foundation's operation is indefinite.

V. The subject and value of the assets transferred by the Founder to the Foundation, the method and time of placing those at the disposal of the Foundation

V.1. In order to facilitate achievement of the Foundation's objectives, the Founder provides the Foundation with HUF 100,000,000, i.e. one hundred million Hungarian forints. The Founder provides the assets entirely in cash.

V.2. By the date of submission of the application for registration, the Founder placed HUF 100,000,000, i.e. one hundred million Hungarian forints at the disposal of the Foundation, the entire assets at the time of its establishment.

V.3. The method of making the assets available to the Foundation: to the Foundation's payment account held with a payment service provider.

VI. Joining the Foundation

VI.1. The Founder **makes it possible to join** the registered Foundation.

VI.2. **Conditions for joining the Foundation:**

VI.2.1. During the Foundation's existence, any domestic or foreign natural persons and – with the exception of foundations – legal entities may join the registered Foundation with the financial contribution determined by them, if it agrees with the Foundation's objectives.

VI.2.2. The application for membership must be submitted to the Foundation. The **Board of Trustees** of the Foundation decides whether to accept or reject the application within 60 days of receipt of the application at the latest, and sends its decision to the applicant in writing within 8 days of its adoption, with proof of the decision. There is no possibility for appeal if the application for membership is rejected.

VI.2.3. The joining party may not exercise founding rights, but it has the right to make a proposal to the **Board of Trustees** regarding the use of its donated assets.

VII. Management and use of the Foundation's assets

- VII.1.** The assets of the Foundation at the time of its founding and its total income, as well as the total amount of the cash donation to the Foundation's account after its foundation, and the entire amount of the donation in kind can be used to achieve the Foundation's objective stated in the Memorandum of Association.
- VII.2.** The assets of the Foundation are managed by the **Board of Trustees**. During the use of the Foundation's assets, the Board of Trustees decides on the grants on the basis of the approved financial plan and decision.
- VII.3.** The Founder and the joining party may not withdraw or reclaim any assets contributed to the Foundation. This provision shall also apply *mutatis mutandis* to the successor of the Founder and the successor of the joining party.
- VII.4.** The Foundation may make any grant for any purpose subject to a tender procedure. If necessary, the Foundation evaluates the application with the involvement of an external expert. In addition, the Foundation may provide grants and services on the basis of individual applications. The detailed rules for the award of available grants and tenders are laid down in the Foundation's Support Policy. In all cases, the tenders published by the Foundation must be in the form of a publicly advertised call or a call published in advance in a predefined circle, indicating the conditions for the comparison of applicants and the target grant to be awarded, the conditions for the evaluation of the application, such as the deadlines for submission and evaluation, and the method of evaluation.
- VII.5.** In the event of dissolution of the Foundation without legal succession, the assets remaining after the creditors have been satisfied shall belong to the Founder, taking into account that the assets belonging to the Founder cannot exceed the assets allocated by the Founder to the Foundation.

VIII. Executive body of the Foundation, its representation

- VIII.1.** The executive body of the Foundation is the Board of Trustees, composed of three natural persons.
- VIII.2.** The members of the Board of Trustees are the Foundation's executive officers.
- VIII.3.** The members of the Board of Trustees are appointed by the Founder. The Founder reserves the right to appoint the Chairperson of the Board of Trustees from among its members. The Founder is entitled to participate in the activities of the Board of Trustees as a member or chairperson. The appointment of an executive officer is established by the acceptance of the position by the appointed person.
- VIII.4.** The Chairperson of the Board of Trustees of the Foundation, its members, the way in which they exercise their powers of representation, the scope of their powers:

VIII.4.1. The Chairperson of the Board of Trustees of the Foundation:

Name: **György Zoltán Gattyán**
Home address:
Mother's name at birth:

VIII.4.2. The members of the Board of Trustees of the Foundation:

Name: **Szidónia Világi**
Home address:
Mother's name at birth:

Name: **Dr. Krisztina Bajusz**
Place of residence:
Mother's name at birth:

VIII.4.3. The term of office of the Chair and members of the Board of Trustees is indefinite.

VIII.4.4. The starting date of the assignment is the day of accepting the position.

VIII.4.5. Scope of the right of representation of the Chairperson of the Board of Trustees: general, with the exception of provisions of Section VIII.9. Method of exercising the right of representation: autonomous.

VIII.4.6. Scope of the right of representation of the members of the Board of Trustees: general, with the exception of provisions of Section VIII.9. Method of exercising the right of representation: autonomous.

VIII.5. Rules for the termination of the position of a member of the Board of Trustees

VIII.5.1. The position of a member of the Board of Trustees is terminated:

- VIII.5.1.1. by recall - unless the Founder is himself a member of the Board of Trustees, since the recall cannot be interpreted in relation to this member;
- VIII.5.1.2. by resignation;
- VIII.5.1.3. upon the death of the member of the Board of Trustees;
- VIII.5.1.4. by restricting the capacity of the member of the Board of Trustees to act in the scope necessary to carry out his activities;
- VIII.5.1.5. upon the occurrence of disqualification or a conflict of interest against a member of the Board of Trustees.

VIII.5.2. Members of the Board of Trustees appointed for an indefinite term may be recalled at any time by the Founder.

VIII.5.3. A member of the Board of Trustees may resign at any time by a declaration addressed to the Foundation and addressed to the person exercising the founder's rights. If the functioning of the Foundation so requires, the resignation takes effect upon the election of the new member of the Board of Trustees or, failing this, at the latest on the 60th day following the date of notification.

VIII.6. Disqualification and conflict of interest rules for members of the Board of Trustees

- VIII.6.1. An executive officer may be an adult whose legal capacity has not been restricted to the extent necessary for the performance of his or her activities.
- VIII.6.2. The executive officer shall be obliged to perform his/her administrative duties in person.
- VIII.6.3. A person who has been finally sentenced to imprisonment for committing a criminal offence may not be an executive officer until he or she has been acquitted of the adverse consequences of his or her criminal record. A person who is the subject of a judgement prohibiting engagement in public affairs (Section 61(2)(i) of the Criminal Code) may not be an executive officer. A person who has been banned from exercising this occupation by a final court judgement may not be an executive officer. A person who has been banned from exercising an occupation by a final court judgement may not be an executive officer, during the period of the ban, of the legal person carrying out the activity specified in the judgement. A person who has been banned from acting as an executive officer may not be an executive officer for the period specified in the prohibition decision.
- VIII.6.4. A beneficiary of the Foundation and his/her close relatives may not be members of the Board of Trustees. The Founder /the party exercising the founder's rights/ or his/her legal representative and close relatives may not constitute a majority in the Board of Trustees.
- VIII.6.5. No person who, or whose close relative is exempted – based on the decision – from any obligation or liability, or who benefits from any other advantage, or who is otherwise interested in the legal transaction to be concluded, may participate in the decision-making of the Board of Trustees.
- VIII.6.6. A person who, for at least one year in the two years preceding its dissolution, was previously an executive officer of a public benefit organisation
- a) which ceased to exist without legal successor without having paid its tax and customs debts registered with the State tax and customs authority;
 - b) in relation to which the state tax and customs authority has discovered significant tax arrears;
 - c) against which the state tax and customs authority ordered the closing down of its premises or imposed a penalty in lieu of the closing down of premises;
 - (d) whose tax identification number was suspended or deleted by the state tax and customs authority in accordance with the law setting out the rules of taxation,
- may not be an executive officer of another public benefit organisation for three years after the termination of the public benefit organisation.
- The executive officer, or the person appointed as such, must inform all the public benefit organizations concerned in advance that he/she holds such a position at the same time at another public benefit organization as well.

VIII.7. Rules for remuneration of members of the Board of Trustees

VIII.7.1. A member of the Board of Trustees does not receive any remuneration, but may claim reimbursement of his/her certified out-of-pocket expenses and costs.

VIII.7.2. The rules for the reimbursement of certified out-of-pocket expenses and costs of the members of the Board of Trustees are laid down by the Board of Trustees itself, with the proviso that the Founder shall not make any stipulation as to the reimbursement of certified out-of-pocket expenses and costs.

VIII.8. The Board of Trustees is responsible for

VIII.8.1. ensuring the continuous implementation of the Foundation's objectives and creating the system of tools and conditions necessary for this;

VIII.8.2. managing the Foundation's assets and administering the assets;

VIII.8.3. making decisions on accepting or rejecting donations received by the Foundation;

VIII.8.4. making decisions on accepting or rejecting applications to join the Foundation;

VIII.8.5. reporting to the Founder at least once a year on the functioning of the Foundation;

VIII.8.6. exercising employer's rights over the Foundation's employees;

VIII.8.7. conducting the day-to-day business of the Foundation and making decisions on matters falling within the competence of the management;

VIII.8.8. preparing the accounts;

VIII.8.9. preparing the annual budget;

VIII.8.10. keeping the documents relating to the operation of the Foundation;

VIII.8.11. examining at any time the existence of grounds for the dissolution of the Foundation and, in the event of occurrence of such, taking the measures provided for in the Civil Code;

VIII.8.12. deciding on any matters which are referred to it by law or by the Foundation's Memorandum of Association.

VIII.9. Right of disposal over the bank account

VIII.9.1. The following members of the Board of Trustees are entitled to dispose of the Foundation's bank accounts independently:

- **Szidónia Világi**
- **Szilvia Tánczos**
- **Szilvia Éva Madarászné Dalos**

VIII.10. Operation of the Board of Trustees

VIII.10.1. The Board of Trustees must be convened at least once a year in writing and in a verifiable manner. The following shall be deemed to be delivery in writing made in a verifiable manner: e.g. by registered or recorded delivery, or by delivery to the member's electronic mail address, with acknowledgement of receipt (electronic return receipt).

VIII.10.2. In the performance of its duties, the Board of Trustees shall make its decisions by holding a public meeting. Publicity may be restricted in cases provided for by law (e.g. protection of personal data, privacy, business secrets, etc.). The meeting is convened by invitation by the Chairperson of the Board of Trustees or, if he or she is prevented from attending, by any member of the Board. The invitation must include the name and registered office of the Foundation, as well as the place, date and agenda items of the meeting of the Board of Trustees. The invitation shall be sent to the members of the Board of Trustees in a verifiable manner and at such a time that at least eight days elapse between the receipt of the invitation and the date of the Board meeting. The Chairperson of the Board of Trustees ensures that the invitation is published on the Foundation's website.

VIII.10.3. Members may attend meetings of the Board of Trustees by electronic means instead of in person, and members may also exercise their rights by using electronic means of communication instead of attending in person (conference meeting), provided that the identity of the members attending the conference meeting can be established and simultaneous communication of all members at the meeting is feasible. An audio and/or video recording of the conference meeting must be made and must be recorded and signed by the Chairperson and the minute-taker of the conference meeting and sent to the members after the meeting. In the case of decisions made at a meeting held by electronic means, the Chairperson of the Board of Trustees shall make the information concerning the decision available to the public in the manner described in section VIII.10.7.

VIII.10.4. The Board of Trustees may make decisions without holding a meeting as well. In the case of decisions made without a meeting, the provisions on quorum and voting shall apply with the understanding that the decision-making procedure will be deemed to be effective if at least as many votes are sent to the Chairperson of the Board of Trustees as would be required for a quorum to be present if a meeting were held. The deadline for voting is 15 (fifteen) days from the receipt of the draft resolution, within 3 (three) days after the last day of which the Chairperson of the Board of Trustees must determine the result of the vote and must communicate it to the members of the Board of Trustees within a further 3 (three) days, and if all the votes are received before that date, within 3 (three) days of the date of receipt of the last vote. The day on which the decision is made is the last day of the voting period, or, if all the votes are received earlier, the day on which the last vote is received. In the case of decisions made without a meeting, the Chairperson of the Board of Trustees shall make the details of the decision available to the public in the manner described in Section VIII.10.7.

VIII.10.5. The Board of Trustees has a quorum if at least two members are present (physically or via electronic means of communication). If the Memorandum of Association does not provide otherwise, its decision is taken by a simple majority in the presence of all three members, and unanimously in the case of two members. The Board of Trustees shall decide on the approval of the report and the balance sheet, as well as on the acceptance of the public benefit annex at the same time, in accordance with the general rules.

VIII.10.6. When taking a decision, the following persons may not vote:

- a) any person for whom the decision contains an exemption from an obligation or responsibility, or for whom other advantage is to be provided at the expense of the legal person;
- b) any person with whom a contract shall be concluded;
- c) any person against whom a lawsuit must be instituted on the basis of the decision;
- d) any person whose relative is the founder of the Foundation and has an interest in the decision;
- e) any person who has a relationship based on majority influence with an organisation interested in the decision; or
- f) any person who has a personal interest in the decision.

VIII.10.7. The Board of Trustees shall announce its decisions at the meeting orally, and shall notify the parties concerned also in writing, in a verifiable manner, within eight days of the decision, at the same time as publishing the decision on the Foundation's website. If a decision is made without holding a meeting, the Chair of the Board of Trustees shall make the relevant information available to the public by publishing it on the Foundation's website.

VIII.10.8. The Board of Trustees is obliged to keep a register (Book of Decisions) from which the content, date and scope of its decisions, as well as the number (and identity, if possible) of supporters and opponents of the decision can be determined. The Board of Trustees must ensure the adoption of the Foundation's internal rules, which provide for the publicity of the Foundation's operations, the way its services are used and the publication of its accounts.

VIII.10.9. Anyone may have access at the registered office of the Foundation to the documents created during the activities of the Board of Trustees or the operation of the Foundation after proving their identity and establishing the probability of their interest, by respecting privacy and other constitutional rights. Access to documents shall be provided by the Chairperson of the Board of Trustees, or a member of the Board of Trustees appointed by the Chairperson, at the registered office of the Foundation within eight days after submission of the request.

IX. Exercise of the founder's rights in the event of the absence of the Founder

IX.1. In the Memorandum of Association, the Founder does not designate a person entitled to exercise the founder's rights.

IX.2. If the Founder has died, has ceased to exist without legal succession or for any other reason does not permanently exercise his founder's rights, and the Founder has not appointed a person entitled to exercise founder's rights in the Memorandum of Association, the provisions of the Civil Code shall apply to the exercise of founder's rights.

X. Supervisory Board

- X.1.** For the supervision of the Foundation's management organisation, the Founder shall establish a Supervisory Board as a separate internal supervisory body for the operation and management of the Foundation, consisting of three (3) persons (a chairperson and two members). The members of the Supervisory Board shall be appointed by the Founder. The term of office of the members of the Supervisory Board shall be indefinite.
- X.2.** Members of the Supervisory Board:
- **Tamás László Nemes**
 - **Gábor Borsányi**
 - **Viktor Dénes Huszár**
- X.3.** The following persons cannot be members of the Supervisory Body:
- Chairperson or member of the Board of Trustees;
 - those who have an employment relationship or other legal relationship with the Foundation for the performance of activities other than their mandate, unless otherwise provided by law;
 - o who receives a special-purpose payment from the Foundation, with the exception of non-monetary services available to any person without restrictions, and
 - o a relative of any of the persons defined above.
- X.4.** A person may not be member of the Supervisory Board if that person was an executive officer of a public benefit organisation for at least one year in the preceding three years, and for at least one year in the two years preceding its dissolution,
- which ceased to exist without a legal successor without settling the tax and customs debt registered by the state tax and customs authority,
 - in relation to which the state tax and customs authority has discovered significant tax arrears,
 - against which the state tax and customs authority ordered the closing down of its premises or imposed a penalty in lieu of the closing down of premises,
 - whose tax identification number was suspended or deleted by the state tax and customs authority in accordance with the law setting out the rules of taxation.
- X.5.** The members of the Supervisory Board must inform the Founder and the Board of Trustees if they are appointed as senior executives of another public benefit organisation, and before appointment, the candidate must also declare whether or not he/she is a senior executive of another public benefit organisation.
- X.6.** Members of the Supervisory Board are also subject to the rules of disqualification and conflict of interest applicable to the members of the Board of Trustees.
- X.7.** Members of the Supervisory Board may receive reimbursement of expenses.
- X.8.** The mandate of a member of the Supervisory Board terminates
- upon the death of the member;
 - upon resignation. The resignation can be made in a declaration addressed to the Foundation. The resignation shall take effect upon the appointment of the new

member of the Board or, failing this, at the latest on the 60th day following the date of notification;

- upon the occurrence of a disqualification or conflict of interest against him/her;
- upon recall by the Founder. In duly justified cases the members of the Supervisory Board may be recalled by verifiably communicating the justified decision to the concerned person(s);
- at the end of the term of appointment;
- upon the dissolution of the Foundation.

X.9. The Supervisory Board carries out its control activities in the context of an ex-post audit, but it gives its opinion on the annual accounts submitted to the Board of Trustees and on the draft decisions submitted to the Founder before they are adopted.

X.10. The members of the Supervisory Board have equal rights and obligations in the activities falling within the scope of its powers, in particular: they have the right to monitor the Foundation's operations and financial management, to request reports, information and explanations from the Foundation's Board of Trustees and its employees, to inspect and examine the Foundation's books and documents. The members of the Supervisory Board can participate in the meetings of the Board of Trustees with the right to consult.

X.11. The Supervisory Board is obliged, depending on its powers of action, to inform the Board of Trustees or the Founder and to call a meeting of the Board of Trustees or to initiate a decision by the Founder if it becomes aware that

- during the operation of the Foundation, an infringement of the law or an act (omission) that otherwise seriously harms the interests of the Foundation has occurred, the termination of which or the prevention or mitigation of the consequences of which requires the decision of the Board of Trustees or of the Founder;
- facts giving rise to the responsibility of executive officers have been revealed.

X.12. The Board of Trustees must be convened on the motion of the Supervisory Board within 30 days of its submission. If this deadline is not met, the Supervisory Board is also entitled to convene the Board of Trustees.

X.13. If the Board of Trustees or the Founder fails to take the necessary measures to restore the lawful operation of the Foundation, the Supervisory Board must immediately initiate judicial review proceedings in relation to the Foundation before the competent court.

X.14. The Supervisory Board shall meet as necessary, but at least once a year.

X.15. Meetings may be convened by the Chairperson of the Supervisory Board or, in case of obstruction, by any member of the Supervisory Board. The members must be notified in writing of the agenda and the proposals at least eight days before the date of the meeting in a verifiable manner.

- X.16.** Members may attend meetings by electronic means instead of in person, and members may also exercise their rights by using electronic means of communication instead of attending in person (conference meeting), provided that the identity of the members attending the conference meeting can be established and simultaneous communication of all members at the meeting is feasible. An audio and/or video recording of the conference meeting must be made and must be recorded and signed by the chairperson and the minute-taker of the conference meeting and sent to the members after the meeting.
- X.17.** The Supervisory Board has a quorum if the majority of its members are present – in person or via electronic means of communication. In the event of a lack of quorum, the repeated meeting – with the same items on the agenda – must be scheduled at least eight days later. Decisions of the meeting are made by open voting, by simple majority (by unanimous vote if two members are present).
- X.18.** The meetings of the Supervisory Board are open to the public, the Board prepares numbered minutes of its meetings, and its decisions are also numbered. The minutes shall contain: the place and time of the meeting, the names of the members present, invited persons and the taker of the minutes, the agenda, comments, substantive decisions and their scope. The minutes shall be kept in such a way that the number of votes for and against the decision on the merits can be established.
- X.19.** Any member of the Supervisory Board shall be entitled to have his or her vote on the decision recorded in the minutes, together with his or her name. The minutes shall be signed by the members present at the meeting of the Supervisory Board.
- X.20.** The Supervisory Board shall otherwise determine its own rules of procedure. The Chairperson of the Supervisory Board shall be elected by the Supervisory Board itself from among its members.
- X.21.** Members of the Supervisory Board do not receive any remuneration, but may claim reimbursement of their certified out-of-pocket expenses and costs. The rules for the reimbursement of certified out-of-pocket expenses and costs of the members of the Supervisory Board are laid down by the Supervisory Board itself, with the proviso that the Founder shall not make any stipulation as to the reimbursement of certified out-of-pocket expenses and costs.

XI. Final provisions

XI.1. Method of making legal statements

XI.1.1. Unless otherwise provided for in the Civil Code, legal statements relating to the Foundation may be made in writing and communicated in a verifiable manner. This provision shall apply to decisions of the Foundation's bodies or the Founder and to the communication of legal statements and decisions to the addressee.

XI.1.2. A written statement may be communicated:

- a) by sending the written statement by post.

- b) by sending it by electronic mail.
- c) by personal receipt by the person concerned or his representative.

XI.1.3. Communication performed in a verifiable manner

XI.1.3.1. In the case of sending the written statement by post, the sending of the item by registered mail or with return receipt is deemed to be communication performed in a verifiable manner. If the written statement is sent by post, it shall be deemed to have been received by the domestic addressee on the date of receipt indicated on the return receipt, or on the fifth working day after dispatch in the case of registered mail, unless proven otherwise.

XI.1.3.2. Where the written statement is sent by electronic mail, the transmission of the request for confirmation of the result of the electronic mail delivery shall be deemed to constitute communication by means of a verifiable method. If a written legal statement is sent by electronic mail, it shall be deemed to have been received by the addressee on the date of receipt indicated on the electronic confirmation of the result of service, unless proven otherwise.

XI.1.3.3. In the case of personal receipt of the written statement by the person concerned or by his/her representative, it shall be considered verifiable communication if the person concerned or his/her representative acknowledges the fact of receipt by signing the duplicate copy of the legal statement and indicating the date of receipt.

XI.2. In matters not regulated in the Memorandum of Association, the provisions of Act V of 2013 on the Civil Code and those of Act CLXXV of 2011 on the right of association, public benefit status and the operation and support of non-governmental organisations shall prevail.

Place and date: On the date of the signing of this deed by György Zoltán Gattyán, the Founder of the Foundation, with a qualified electronic signature, which is confirmed by the time stamp of the qualified electronic signature.

Gattyán Foundation

(signature)

György Zoltán Gattyán
Founder

I, the undersigned, Dr Dániel Szabó, attorney-at-law, hereby certify that the above consolidated text of the Memorandum of Association complies with the changes in force as of 9 August 2022.

The amendment of the Memorandum of Association is the result of the changes made in sections I.1., V.2., VIII.4.1. and X.2. of the Memorandum of Association, the changes being indicated by 'Track Changes' in the text above.

I countersign this deed with my certified electronic signature on the day of signing, which is confirmed by the time stamp of my certified electronic signature.

**Gárdos Mosonyi Tomori Law Firm
1056 Budapest, Váci utca 81.**

**Dr Dániel Szabó, attorney-at-law
Chamber Identification Number (KASZ): 36068837**