

APPROVED
BY MINUTES NO. 4
OF THE GENERAL MEETING
OF THE CHARITABLE ORGANIZATION
“CHARITABLE FOUNDATION
‘SPANBOND’”
dated 26 March 2025

**CHARTER
OF THE CHARITABLE ORGANIZATION
“CHARITABLE FOUNDATION
‘SPANBOND’”**

Identification Code — 43584842

(NEW EDITION)

Kyiv — 2025

1. GENERAL PROVISIONS

1.1. **The CHARITABLE ORGANIZATION “CHARITABLE FOUNDATION ‘SPANBOND’”** (hereinafter — the “Foundation”) is a voluntary, non-governmental, non-profit charitable organization established on the basis of the unity of interests of its members for the joint implementation of charitable activities in the areas provided for by this Charter (hereinafter — the “Charter”).

1.2. In its activities, the Foundation shall be governed by the Constitution of Ukraine, the Civil Code of Ukraine, the Tax Code of Ukraine, the Law of Ukraine “On Charitable Activities and Charitable Organizations”, the Law of Ukraine “On State Registration of Legal Entities, Individual Entrepreneurs and Public Formations”, other acts of current legislation of Ukraine, international legal instruments, and this Charter.

The legal framework of the Foundation’s activities shall also include internal regulations, decisions of a general nature, and other acts adopted by the Foundation within the scope of its statutory powers.

1.3. The activities of the Foundation shall be based on the principles of publicity, voluntariness, legality, self-governance, transparency, openness, protection of rights, and humanity. The Foundation shall not pursue commercial objectives and shall not aim to generate profit for distribution among its members.

1.4. Full name of the Foundation:

- in Ukrainian — **CHARITABLE ORGANIZATION “CHARITABLE FOUNDATION ‘SPANBOND’”**;
- in English — **CHARITABLE ORGANIZATION “SPANBOND” Charitable Foundation.**

1.5. Short name of the Foundation:

- in Ukrainian — **CO “CF ‘SPANBOND’”**;
- in English — **CO “SPANBOND” CF.**

2. LEGAL STATUS OF THE FOUNDATION

2.1. The Foundation shall acquire the status of a legal entity under private law from the moment of its state registration, shall possess separate property, may in its own name acquire property and related non-property rights, assume obligations, conclude agreements (contracts, arrangements, etc.), act as claimant

and defendant in court, maintain bank accounts (including foreign currency accounts), have an independent balance sheet, stamps, seal, symbols and other attributes, samples of which shall be approved by the General Meeting of the Foundation.

2.2. From the moment of state registration, the Foundation shall have the exclusive right to use its name, including its name in a foreign language.

2.3. The Foundation shall operate for an indefinite period.

2.4. The Foundation shall operate throughout the entire territory of Ukraine.

2.5. The Foundation shall be liable for its obligations with all property belonging to it.

2.6. The Foundation is a non-commercial charitable organization that does not aim to generate profit.

2.7. The Foundation's charitable activities in the form of provision of services (performance of works) subject to mandatory certification and/or licensing shall be carried out only after such certification and/or licensing in accordance with the procedure established by the current legislation of Ukraine.

2.8. The Foundation shall not be liable for the obligations of its members, and its members shall not be liable for the obligations of the Foundation, except in cases where they assume such obligations in accordance with the current legislation of Ukraine.

2.9. The Foundation shall maintain operational and accounting records, statistical reporting, and shall be registered with the state tax authorities in accordance with the current legislation of Ukraine.

2.10. Based on its interests, the Foundation shall cooperate and interact with other charitable organizations, religious organizations, public associations, political parties, international organizations, enterprises, institutions and organizations of any form of ownership and subordination, state authorities and local self-government bodies, and other individuals and/or legal entities.

2.11. The Foundation shall have the right to conclude agreements and contracts with individuals for the use of their labor, as well as civil law agreements (including agreements on legal assistance) with individuals and/or legal entities in accordance with the current legislation of Ukraine.

3. PURPOSE, OBJECTIVES AND AREAS OF CHARITABLE ACTIVITY OF THE FOUNDATION

3.1. The primary purpose of the Foundation is to carry out charitable activities in the areas defined by this Charter.

3.2. Objectives of the Foundation are:

- providing assistance to promote the lawful interests of beneficiaries in the areas of charitable activity defined by this Charter;
- development and support of the areas of charitable activity defined by this Charter.

3.3. Areas of charitable activity of the Foundation include:

- education;
- healthcare;
- ecology, environmental protection and animal welfare;
- prevention of natural and man-made disasters and elimination of their consequences, assistance to victims of disasters, armed conflicts and accidents, as well as refugees and persons in difficult life circumstances;
- guardianship and custodianship, legal representation and legal aid;
- social protection, social security, social services and poverty alleviation;
- culture and arts, protection of cultural heritage;
- science and scientific research;
- sports and physical culture;
- human and civil rights and fundamental freedoms;
- development of territorial communities;
- development of international cooperation of Ukraine.
- stimulation of economic growth and development of Ukraine's economy and its individual regions, and enhancement of Ukraine's competitiveness;
- support for state, local and international programs aimed at improving the socio-economic situation in Ukraine;
- strengthening the country's defense capability and mobilization readiness, and protection of the population in emergency situations in peacetime and during martial law.

3.4. The Foundation shall have the right to independently determine the form, scope, amount and beneficiaries of charitable assistance it may provide, based on its voluntary choice of one or more of the following types:

- free-of-charge transfer of funds and other property into the ownership of beneficiaries, as well as free-of-charge assignment of property rights to beneficiaries;
- free-of-charge transfer to beneficiaries of the right of use and other proprietary rights to property and property rights;
- free-of-charge transfer to beneficiaries of income derived from property and property rights;
- free-of-charge provision of services and performance of works for the benefit of beneficiaries;
- joint charitable activities and performance of other contracts (agreements) on charitable activities;
- public collection of charitable donations;
- management of charitable endowments;
- execution of wills, testamentary bequests and inheritance agreements for charitable purposes;
- holding charitable auctions, non-monetary lotteries, contests and other charitable events not prohibited by law.

3.5. For the implementation of its objectives and areas of charitable activity, the Foundation shall also have the right to:

- use donations provided by donors to implement charitable programs in accordance with the terms of such donations;
- unite into unions, associations and other voluntary associations that facilitate the achievement of the Foundation's statutory purpose and objectives;
- exchange information and specialists with relevant organizations of foreign countries;
- organize collection of voluntary donations from individuals and legal entities, foreign states and international organizations;
- determine the types, objects, beneficiaries, timeframes, location (territory) and amounts of charitable assistance;
- open bank accounts (in national and foreign currencies);
- provide ideological, organizational and material support to other non-profit organizations, assist in their establishment, and implement joint charitable programs;
- provide grants to any legal entities and individuals for achieving the statutory objectives and purpose of the Foundation, act as an administrator of grants and joint projects, including international technical assistance;
- receive and distribute free of charge material, financial, humanitarian and other types of assistance that do not contradict this Charter and the current legislation of Ukraine;

- develop donation and humanitarian assistance programs for persons in need and lonely persons, refugees, participants of armed conflicts, state and non-state institutions, and other non-profit organizations;
- involve Ukrainian and foreign non-profit organizations in joint activities;
- engage volunteers in its activities;
- establish mass media, enterprises and organizations, and carry out publishing activities;
- be a participant (member) of other charitable organizations, forums, associations, etc.;
- have its own symbols;
- promote its name (designation), symbols, website and other resources on the global Internet;
- carry out foreign economic activity in accordance with the procedure established by current legislation;
- establish and terminate separate subdivisions of the Foundation in the territory of Ukraine and other states;
- establish mass media, enterprises, institutions (establishments) and organizations, and be a publishing entity without the purpose of making profit;
- carry out economic activity without the purpose of making profit, for the achievement of the Foundation's statutory objectives;
- independently determine remuneration terms for employees and officials of the Foundation;
- implement charitable programs (projects) independently or jointly with other donors;
- exercise other rights provided for by the current legislation of Ukraine, etc.

4. PROCEDURE FOR ACQUISITION AND TERMINATION OF MEMBERSHIP; RIGHTS AND OBLIGATIONS OF MEMBERS OF THE FOUNDATION

4.1. The founders of the Foundation are members of the Foundation.

4.2. Persons who are not founders of the Foundation may become members of the Foundation in accordance with the procedure provided for by this Charter.

4.3. Membership in the Foundation is voluntary and individual.

4.4. Members of the Foundation may be legal entities under private law, as well as citizens of Ukraine, foreigners and stateless persons who have reached the age of 18, who recognize this Charter and support activities aimed at achieving the Foundation's purpose and objectives.

4.5. State authorities and local self-government bodies, as well as state and municipal enterprises, institutions and organizations of Ukraine financed from the state or local budgets, may not be members of the Foundation.

4.6. Admission to the Foundation shall be decided by the Director of the Foundation (hereinafter — the “Director”) on the basis of a written application.

4.7. A decision on admission to the Foundation or refusal of admission shall be made by the Director within one month from the date of submission of the relevant application.

4.8. The Director shall have the right to refuse admission to membership of the Foundation, stating the grounds for such refusal.

4.9. Membership in the Foundation shall be terminated on the basis of:

- voluntary withdrawal from the Foundation;
- exclusion from the membership of the Foundation;
- liquidation of the Foundation.

4.10. Voluntary withdrawal from the membership of the Foundation shall be effected on the basis of a written application (for individuals) or a decision of the governing bodies (for legal entities) and shall not require any additional actions on the part of the Foundation.

4.11. Exclusion from the membership of the Foundation shall be effected in the following cases:

- violation of the requirements of current legislation of Ukraine, this Charter, as well as other decisions of the statutory bodies of the Foundation, compliance with which is mandatory for all members of the Foundation and does not contradict current legislation of Ukraine;
- causing damage to the reputation or other interests of the Foundation.

4.12. A decision on exclusion from the membership of the Foundation shall be adopted by the General Meeting of the Foundation (hereinafter — the “General Meeting”).

4.13. Members of the Foundation shall have the right to:

- participate in the statutory activities of the Foundation, as well as in the work of its temporary, permanent and auxiliary bodies;

- appoint their representatives under a power of attorney, provided that such representation does not contradict the statutory activities of the Foundation's bodies;
- provide financial, other property or personal assistance to the Foundation;
- elect and be elected to the governing bodies of the Foundation;
- receive information about the current activities of the Foundation;
- participate in drafting documents defining the main areas of the Foundation's activities, and submit proposals and recommendations to the Director regarding the Foundation's statutory activities;
- have free access to management decisions, reports and other information on the Foundation's activities;
- freely withdraw from the membership of the Foundation at any time;
- submit proposals and applications for consideration by the governing bodies of the Foundation;
- address inquiries and proposals to the bodies of the Foundation on matters related to the Foundation's activities and receive a response on the merits of their inquiries;
- have other rights provided for by this Charter and the current legislation of Ukraine.

4.14. Members of the Foundation shall be obliged to:

- comply with the requirements of this Charter and other documents regulating the Foundation's activities;
- take an active part in the Foundation's activities and contribute to its development and enhancement of its reputation;
- assist the Foundation in fulfilling its statutory objectives, including by participating in the Foundation's charitable activities;
- comply with decisions of the governing bodies of the Foundation;
- refrain from actions that may cause material or moral damage to the Foundation;
- provide the governing bodies of the Foundation with information necessary for fulfilling the Foundation's statutory objectives.

5. GOVERNING BODIES OF THE FOUNDATION

5.1. The governing bodies of the Foundation are:

- the supreme governing body — the General Meeting;
- the permanent sole executive body — the Director.

5.2. The governing bodies of the Foundation may establish and terminate permanent and temporary auxiliary bodies of the Foundation, approve regulations on such bodies, and appoint and replace their members.

5.3. The powers of members of the governing bodies of the Foundation may be suspended or terminated at any time on the basis of:

- a written statement;
- suspension or termination of membership in the Foundation.

5.4. Members of the governing bodies of the Foundation shall bear joint and several liability for actions or omissions of such body that caused losses to the Foundation as a result of violations of legislation on charitable organizations.

5.5. Members of the governing bodies of the Foundation may enter into civil liability insurance agreements to cover damages caused by them to the Foundation.

5.6. Members of the governing bodies of the Foundation shall not participate in decision-making regarding:

- agreements or other transactions between the Foundation and such member of the governing body or a related party;
- disputes between the Foundation and such member of the governing body or a related party;
- release of such member of the governing body or a related party from property liability to the Foundation.

6. GENERAL MEETING

6.1. The General Meeting is the supreme governing body of the Foundation, which comprises all members of the Foundation and is authorized to make decisions on any matters of its activities.

6.2. If the Foundation has one member, decisions that must be adopted by the General Meeting of members of the Foundation shall be adopted by such member solely and executed in writing in the form of a decision.

6.3. The organizational form of the General Meeting's activities is regular and extraordinary meetings of the members of the Foundation.

6.4. The General Meeting shall have a quorum if not less than one half of the members of the Foundation participate in its work.

6.5. Regular General Meetings shall be convened at least once per year. Notice specifying the agenda, date, time and place of the regular General Meeting shall be communicated to the members of the Foundation no later than 10 (ten) calendar days prior to the date of such General Meeting.

The General Meeting shall consider matters submitted for its consideration by the Director, as well as by members of the Foundation in accordance with the requirements of this Charter.

6.6. Extraordinary General Meetings shall be convened by the Director where circumstances affecting the material interests of the Foundation arise, as well as in other cases provided for by this Charter and the current legislation of Ukraine. In such case, notice specifying the agenda, date, time and place of an extraordinary General Meeting shall be communicated to the members of the Foundation no later than 5 (five) calendar days prior to the date of the General Meeting.

6.7. Not less than two thirds of the total number of members of the Foundation shall have the right to initiate before the Director the convening of an extraordinary General Meeting. If the request of the members of the Foundation to convene a General Meeting is not fulfilled, such members shall have the right to convene the General Meeting independently.

6.8. At the beginning of the General Meeting, the members of the Foundation shall elect the Chairperson and the Secretary of the General Meeting from among the members of the Foundation. Until the Chairperson and the Secretary are elected, the meeting shall be opened by the Director.

6.9. The Chairperson of the General Meeting shall preside over the meeting, organize the keeping of minutes, counting of votes, and compliance with organizational (procedural) requirements for holding the General Meeting.

6.10. Decisions of the General Meeting shall be adopted by a simple majority of votes of the persons (members) who participated in voting and shall be documented by minutes signed by the Chairperson and the Secretary of the General Meeting.

6.11. A decision of the General Meeting on amendments to the Charter and termination of the Foundation's powers shall be deemed adopted if not less than three quarters of the participants of the General Meeting voted in favor.

6.12. Decisions on disposal of the organization's property in an amount equal to fifty percent or more of the Foundation's assets shall be adopted by three quarters of votes of the participants of the General Meeting.

6.13. The procedure and agenda items of the General Meeting shall be approved by a simple majority of votes of the participants of the General Meeting.

6.14. The exclusive competence of the General Meeting includes:

- amendments to the Charter;
- appointment or election, suspension of powers, or termination of powers (recall) of the Director;
- decision on reorganization or liquidation;
- decision on the Foundation entering into a transaction if the value of the property, works or services that are the subject of such transaction exceeds UAH 200,000 (two hundred thousand) (material transaction).

6.15. The General Meeting may also consider other matters aimed at achieving the purpose and objectives of the Foundation in accordance with the current legislation of Ukraine.

6.16. Certain matters of the General Meeting may be regulated by internal documents of the Foundation approved by the General Meeting. Provisions of such documents that contradict this Charter shall not apply.

7. DIRECTOR

7.1. The Director is the sole, permanent executive governing body of the Foundation and manages the current activities of the Foundation in accordance with the legislation of Ukraine, this Charter, and decisions of the General Meeting.

7.2. The Director shall be elected by the General Meeting for a term not exceeding 3 (three) years from the date of such election.

7.3. The Director shall be dismissed by a decision of the General Meeting by a simple majority of votes of those present at the General Meeting.

7.4. The Director is accountable and subordinate to the General Meeting and may submit proposals to the General Meeting on any aspect of the Foundation's activities.

7.5. The Director shall perform duties on a voluntary basis unless otherwise provided by a separate decision of the General Meeting.

7.6. The Director shall:

- organize the work of the Foundation;
- recruit, train and ensure efficient use of the labor of the Foundation's employees;
- take measures to develop the material and technical base of the Foundation;

- draft documents regulating recordkeeping procedures and internal work regime of the Foundation;
- organize implementation of the Foundation's decisions;
- be the manager of funds in the current bank account and other accounts of the Foundation, sign accounting documents of the Foundation, etc.;
- manage (dispose of) the Foundation's property taking into account the restrictions provided for in Section 6 of this Charter;
- represent the Foundation's interests and act on its behalf without a power of attorney within the competence defined by this Charter and other internal documents of the Foundation;
- represent the Foundation in relations with enterprises, institutions and organizations of all forms of ownership, state authorities and/or local self-government bodies, etc.;
- issue powers of attorney to other persons for legal actions on behalf of the Foundation;
- receive members of the Foundation in person;
- control proper maintenance of the Foundation's documentation;
- sign documents on behalf of the Foundation;
- issue orders, instructions and other internal regulatory acts and documents of the Foundation;
- conclude employment and other civil law and commercial agreements in accordance with the current legislation of Ukraine and this Charter;
- bear personal responsibility for the results of the Foundation's financial and economic activities and other types of statutory activities;
- carry out assignments of the Foundation;
- prepare annual reports on the Foundation's activities, including on the raising and use of funds and property, and on implementation of the Foundation's charitable programs and projects;
- report on his/her work to the General Meeting;
- convene the General Meeting and form its agenda, prepare materials on the agenda items, and conduct a preliminary review of matters within the competence of the General Meeting;
- prepare and submit recommendations to the General Meeting regarding charitable programs, approval of plans and reports on their implementation, and other proposals on the Foundation's activities;
- approve current activity plans of the Foundation and measures necessary for their implementation;
- approve the staffing schedule, hire and dismiss employees of the Foundation (if any), and organize their work;
- exercise other powers vested in the Director by the current legislation of Ukraine and this Charter, except those within the competence of other governing bodies of the Foundation, and those necessary for ensuring the proper functioning of the

Foundation in accordance with the current legislation of Ukraine and internal documents of the Foundation.

7.7. Decisions of the Director shall be formalized in the form of orders or instructions.

7.8. The Director shall report at regular General Meetings. Extraordinary reporting shall be carried out at the request of not less than one third of the members of the Foundation.

7.9. The Director may be dismissed early by the General Meeting upon proposal of not less than one third of the members of the Foundation by a simple majority of votes of those present at the General Meeting.

8. SOURCES OF ASSETS (INCOME) AND PROCEDURE FOR USE OF THE FOUNDATION'S PROPERTY

8.1. The Foundation may own or otherwise hold movable and immovable property (including residential and non-residential premises and vehicles), funds in national and foreign currencies, intangible assets, land plots and other property not prohibited by law and facilitating the Foundation's statutory activities.

8.2. Sources of income and property of the Foundation may include:

- contributions of the founders of the Foundation, members of the Foundation and/or other donors;
- funds or property received free of charge or as non-refundable financial assistance or voluntary donations (charitable contributions, charitable donations, charitable grants provided in monetary and/or in-kind form, etc.);
- passive income (income from deposits or current accounts opened with banks and/or income from securities, proceeds from enterprises and organizations owned by the Foundation, etc.);
- grants or subsidies received from the state or local budgets, state targeted funds or within technical or charitable assistance, including humanitarian aid, on the terms provided by current legislation of Ukraine;
- other sources of assets not prohibited by the legislation of Ukraine.

8.3. The income (profits) of the Foundation or any part thereof may not be distributed among the founders of the Foundation, members of the Foundation and its employees (except for remuneration and payment of the unified social contribution), members of the governing bodies (the Director) and other related persons.

8.4. The income (profits) of the Foundation shall be used exclusively to finance expenses for the maintenance of the Foundation and for implementation of the purpose, objectives and areas of activity defined by this Charter.

8.5. Members of the governing bodies of the Foundation (the Director) or related persons shall not have the right to receive loans or credits from the Foundation or security for such loans or credits (pledge, suretyship, etc.).

8.6. Beneficiaries of charitable programs may not be members of the Foundation and/or members of the governing bodies of the Foundation (the Director).

9. CONTROL, ACCOUNTING AND REPORTING OF THE FOUNDATION

9.1. The Foundation and the institutions, enterprises and organizations established by it shall maintain operational and бухгалтерський (accounting) records, submit statistical, financial and other reports, be registered with state authorities and institutions as prescribed by law, and make payments to the budget and state target funds in the manner and amounts provided for by the current legislation of Ukraine.

9.2. The Foundation shall periodically, but not less than once a year, publish reports on the structure and amount of its income and expenses, as well as the terms and directions of use of the Foundation's income and property for charitable activities.

9.3. The Foundation shall prepare and provide special reports to donors or their legal successors upon their written requests, in the procedure established by the General Meeting.

9.4. The Foundation may require special reports from persons who received charitable assistance from it regarding the use of such charitable assistance.

10. PROCEDURE FOR AMENDING THE CHARTER OF THE FOUNDATION

10.1. Amendments and additions to the Charter shall be made exclusively by the General Meeting.

10.2. Amendments and additions to the Charter shall be approved by a decision of the General Meeting, provided that not less than three quarters of the members of the Foundation voted in favor.

10.3. Amendments to the Charter of the Foundation shall be subject to state registration in the manner established by the current legislation of Ukraine.

11. TERMINATION OF THE FOUNDATION'S ACTIVITIES

11.1. Termination of the Foundation's activities shall be effected by a decision of the General Meeting or by a court decision.

11.2. Termination of the Foundation's activities by a decision of the General Meeting shall be effected by liquidation (self-dissolution) or reorganization.

11.3. Termination of the Foundation's activities may also be effected by a court decision on prohibition (forced dissolution) of the charitable organization.

11.4. The Foundation may at any time adopt a decision to terminate its activities (self-dissolution).

11.5. Termination of the Foundation's activities by self-dissolution shall be effected by a decision of the General Meeting, provided that not less than three quarters of the participants present at the General Meeting voted in favor.

11.6. In such case, the General Meeting shall establish a liquidation commission or authorize the Director to exercise the powers of the liquidation commission for the purpose of terminating the Foundation as a legal entity, and shall also adopt a decision on the use of the Foundation's funds and property after its termination in accordance with the Charter.

11.7. Reorganization of the Foundation shall be carried out by merger, division, accession or transformation by a decision of the General Meeting, provided that not less than three quarters of the participants present at the General Meeting voted in favor.

11.8. The procedure and legal consequences of termination of the Foundation's activities by self-dissolution, reorganization or prohibition (forced dissolution) shall be determined in accordance with this Charter and the current legislation of Ukraine.

11.9. In the event of termination of the Foundation or its liquidation (self-dissolution, forced dissolution) or reorganization (merger, division, accession or transformation), its assets shall be transferred to one or more non-profit organizations of the relevant type or credited to budget revenues in accordance with the decision on reorganization or liquidation adopted by the General Meeting, or pursuant to a court decision.

SIGNATURES OF THE PARTICIPANTS:

Fiala Nataliia Viktorivna

(Signatures)

Vlasiuk Yurii Volodymyrovych

(Signatures)

Piatyhina Kseniia Anatoliivna

(Signatures)

McNeil Robert Gordon

(Signatures)

Kyiv, Ukraine

Twenty-sixth day of March, two thousand twenty-five.

*I, **Volokha V. L.**, Private Notary of the Kyiv City Notarial District, hereby certify the authenticity of the signatures of **Fiala Nataliia Viktorivna, Vlasiuk Yurii Volodymyrovych, Piatyhina Kseniia Anatoliivna, and McNeil Robert Gordon**, a citizen of the United Kingdom of Great Britain and Northern Ireland, affixed in my presence.*

*The identities of **Fiala Nataliia Viktorivna, Vlasiuk Yurii Volodymyrovych, Piatyhina Kseniia Anatoliivna, and McNeil Robert Gordon**, a citizen of the United Kingdom of Great Britain and Northern Ireland, who signed this document, have been established, and their legal capacity has been verified.*

Registered in the notarial register under No. _____

PRIVATE NOTARY _____

Pursuant to Article 78 of the Law of Ukraine “On Notaries”, when certifying the authenticity of a signature, a notary does not certify the facts stated in the document, but only confirms that the signature was made by a specific person.

