

Translation of
Memorandum of association

(as of the 29th of April 2020)

§ 1 Company and registered office, business year, announcements

(1) The company of the association is called:

MOVING CHILD gemeinnützige GmbH
[charitable; non-profit company]

(2) The company is based in Munich.

(3) The fiscal year is the calendar year. The first calendar year begins with the registration of the company in the commercial register and ends on December 31 of the year of registration.

(4) The company notices are published in the electronic Federal Gazette.

§ 2 Purpose of the company, object of the company

(1) The company exclusively and directly pursues non-profit and charitable purposes in the sense of the section "tax-privileged purposes" of the tax code.

(2) The company's purpose is

a) the support of

- child and youth welfare,
- education and training, and
- environmental protection.

b) the selfless support of needy children and adolescents in Germany and, as far as this is compatible with the tax code, also abroad. At least 70% of the funds used annually must be used for the statutory purposes of promoting child and youth welfare, education as well as the selfless support of children and adolescents in need.

(3) The purpose of the statutes is realized in particular by:

- a) Provision of free therapeutic measures and other health-promoting services for children and adolescents,
- b) Implementation of experiential education measures and excursions for children and young people within the framework of the company's sponsorships and through self-organised activities,
- c) Promotion of creative means of expression for children and adolescents, for example music and theatre lessons, dance, and visual arts projects,
- d) Economic support for needy children and adolescents,
- e) Support for children and their parents for coping with trauma, e.g. therapies, leisure activities, etc.,
- f) Biodiversity conservation measures to create and maintain a natural environment in a healthy landscape that promotes life,

- g) Measures to protect children's rights,
 - h) Education and training initiatives to promote the understanding of necessary environmental protection measures and ecological principles in all circles of the population, in particular within youth and adult education, but also among the responsible personalities in politics, administration and economics,
 - i) Establishing contact with institutions, associations and personalities who pursue similar goals and to work closely together with them also internationally.
- (4) The company also acts as a promotional body within the meaning of § 58 No. 1, 2 AO. It can spend its funds on another, also tax-privileged corporation, or a corporation under public law for use for tax-privileged purposes. It can also raise funds to achieve the tax-privileged purposes of another body or for the realization of tax-privileged purposes by a body governed by public law. The procurement of funds for a corporation under private law subject to unlimited taxation presupposes that the corporation itself is tax privileged.

The company can also make financial and material resources available to foreign corporations if they support or support charitable or charitable purposes within the meaning of the tax code.

- (5) There is no legal claim to the company's support.

§ 3 Use of funds

- (1) The company is selflessly active; it does not primarily pursue commercial purposes. The funds of the company may only be used for the statutory purposes. The shareholders receive no benefits from the company's funds. No person may benefit from expenses that are alien to the purposes of the company or from disproportionately high remuneration.
- (2) The management decides on the allocation of funds, if necessary in coordination with the advisory board. There is no legal right to receive funds.
- (3) The funds of the company must be used promptly, that is, at the latest in the following financial year. The company can also allocate all or part of its funds to a reserve insofar as this is necessary in order to be able to fulfil its tax-privileged statutory purposes in the long term.
- (4) Upon leaving or upon dissolution of the company or in the event of tax-privileged purposes, the shareholders will not receive back more than their paid-up capital shares and the normal value of their contributions in kind.
- (5) If the corporation is dissolved or the tax-privileged purposes cease to exist, the corporation's assets, insofar as they exceed the paid-up capital shares of the shareholders and the ordinary value of the contributions in kind made by the shareholders, go to a legal entity under public law or another tax-privileged person/corporation with the purpose of promoting child and youth welfare, education, charitable purposes, preferably to the association Zukunftswege e.V., which has to use it directly and exclusively for charitable purposes.
- (6) The company can be split into several companies, as long as each of the companies created during the split has its own tax-privileged purposes within the meaning of § 2.

§ 4 Corpus

- (1) The company's share capital is EUR 50,000.00 (in words: fifty thousand Euros). It consists of a business share with a nominal amount of EUR 50,000.00.
- (2) The business share is taken over by the founding partner.
- (3) The share capital is paid in full in cash immediately.

§ 5 Disposal of shares

- (1) The disposal of a business share or part of a business share requires the consent of the company.
- (2) The shareholders' meeting decides on the granting of approval by a majority of $\frac{3}{4}$ of the votes cast.

§ 6 Annual accounts, appropriation of profits

- (1) The managing directors must prepare the annual financial statements and - if necessary - the management report within the statutory period.
- (2) The shareholders' meeting decides on the appropriation of profits taking into account the statutory purposes. The partners may not receive any shares in profits.
- (3) Reserves may be formed as long as this does not conflict with the non-profit status.

§ 7 Organs of the company

The organs of the company are:

- a) the management
- b) the shareholders' meeting

The shareholders' meeting can decide to form further organs.

§ 8 Advisory board

- (1) The shareholders' meeting can appoint an advisory board consisting of 3 to 7 people. The advisory board advises the management on the allocation of the company's funds. They can draw up procurement guidelines in consultation with the management.
- (2) The members of the advisory board are elected by the shareholders' meeting for 3 years. Re-election is possible.
- (3) The shareholder Anna Schulz-Dornburg is a member of the advisory board due to special rights. As long as she is a partner, she can only be removed for an important reason.

- (4) With a simple majority, the advisory board elects a chairwoman who represents the advisory board vis-à-vis the shareholders and the management. Furthermore, the advisory board gives itself rules of procedure. This is intended to provide that the company's annual financial statements are to be submitted to the advisory board for review before being approved by the shareholders' meeting.
- (5) Advisory board decisions are taken with a simple majority of the votes cast. A resolution cannot be passed against the vote of the founding partner Anna Schulz-Dornburg.
- (6) The provisions of the German Stock Corporation Act on a supervisory board do not apply to the advisory board.

§ 9 Management and representation

- (1) The company has one or more managing directors. If only one managing director is appointed, she represents the company alone. If several managing directors have been appointed, the company is represented jointly by two managing directors or by a managing director in association with an authorized representative.
- (2) The shareholders' meeting can authorize managing directors to act as sole representative and release them from the restrictions of § 181 BGB.
- (3) The company is represented by the general meeting of shareholders when concluding, changing, or terminating employment contracts with the managing directors.
- (4) The shareholder Anna Schulz-Dornburg is a managing director authorized to represent the company by virtue of special law. As long as she is a partner, she can only be removed for an important reason.

§ 10 Start-up costs

- (1) The company bears the start-up expenses including the costs of the start-up advice in the amount of up to approx. EUR 2,500. The shareholders bear any additional founding costs.
- (2) The company bears the costs of future capital increases, including the costs of the takeover declarations.

§ 11 Severability clause

Should any provision of this document be or become wholly or partially ineffective or unenforceable, the validity of the remaining provisions remains unaffected. The same applies if it turns out that there is a loophole. Instead of the ineffective or unenforceable provision or to fill the gap in the regulation, an appropriate regulation should then be made that comes closest to what the partners would have wanted if they had known or recognized the ineffectiveness, impracticability, or incompleteness. The same applies if the ineffectiveness of a provision is based on a measure of performance or time (deadline or date) stipulated in this document. In this case, the measure of the service or time (deadline or date) should be agreed, which is legally permissible and comes as close as possible to what was intended.