

UNOFFICIAL TRANSLATION adjusted ESHA STATUES per 12-7-2022:

This is an unofficial translation into English of the original Dutch text. An attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in the translation, and if so the Dutch text will govern.

Ref: NMA (July 12, 2022.1)

Dos: 2021.3385.01

The undersigned:

Natalie Suzanne Marugg, junior civil-law notary, hereinafter referred to as: civil-law notary, observer of Erik Jan Marie Kerpen, civil-law notary in Utrecht, hereby declares that she has convinced itself to the best of its knowledge that the articles of association of the association full jurisdiction: European School Heads Association, Association Europeenne des Chefs d'Etalissements, established in Utrecht, read in accordance with: the continuous text of the articles of association attached to this certificate.

The articles of association were last amended by deed, executed before the undersigned, on 12 July 2022.

N.S. Marugg

CONTINUOUS TEXT OF THE ARTICLES OF ASSOCIATION WITH FULL Jurisdiction: European School Heads Association, Association Europeenne des Chefs d'Etalissements, as they read as of 12 July 2022.

ARTICLES OF ASSOCIATION

NAME. SEAT

Article 1.

1. The association bears the name: European School Heads Association, Association Europeenne des Chefs d'Etalissements.
2. The abbreviated name of the association is: ESHA.
3. The association is established in Utrecht.

GOAL

Article 2.

The association aims to:

- a. influence European education policy;
- b. be a vehicle for relevant European programs;
- c. maintaining the various member organizations;
- d. improving the quality of European school leadership;
- e. expanding her professional influence in the rest of the world;
- f. identifying, promoting and exchanging competence-oriented education in school leadership, and furthermore everything that is directly or indirectly related or for that purpose can be beneficial, all in the broadest sense of the word.

ASSOCIATION YEAR

Article 3.

The association year coincides with the calendar year.

MEMBERSHIP

Article 4.

1. The association is made up of:

- a. ordinary members;
- b. extraordinary members;
- c. associate members;
- d. honorary members.

Only ordinary members are members within the meaning of the law. Where in this charter reference is made to 'members', it includes all member categories of members, unless the contrary is shown.

2. Ordinary members are those legal entities that act as national organizations of school heads and deputy school heads in pre-primary, primary, secondary and/or vocational education in European countries and that have been admitted as such by the board. If a legal entity is not admitted as a member by the committee, the general meeting may still resolve to admit this entity.

3. Extraordinary members are natural persons who act as school heads, deputy school heads or administrator/board in primary, secondary and/or vocational education in one of the countries of Europe, but only for so long and insofar as the association does not have an ordinary member from the country concerned that is recognized as such by the board and is allowed.

4. Associate members are those who act as national or regional organizations of school leaders and adjunct school leaders in pre-primary, primary, secondary and/or vocational education in non-European countries and who have been admitted as such by the Board. If a legal entity is not admitted as a member by the committee, the general meeting may still resolve to admit this entity."

5. Honorary members are those who, because of their extraordinary merits towards the association or in the context of the objective of the association on the proposal of the board, if so appointed by the general meeting. Honorary members have no rights and obligations other than those assigned to them by or pursuant to the statutes or that by the internal regulations have been granted and imposed.

6. The board keeps a register, in which the names and addresses of all members are hospitalized. The members are obliged to notify the board of any change of address without delay.

CONTRIBUTION

Article 5.

1. The general meeting can decide to the payment of the membership fee by the members. They can be divided into categories, which have different contributions.

2. In special cases, the board is authorized to grant full or partial exemption from the obligation to pay the contribution.

END OF MEMBERSHIP. SUSPENSION

Article 6.

1. The membership of a member natural person ends:

- a. by the death of the member;
- b. by cancellation by the member;
- c. by cancellation by the association;
- d. by dismay;
- e. because a national organization of the country where the member concerned is employed as an ordinary member of the association is appointed by the board allowed.

The membership of a legal person ends:

- a. by dissolution of the legal person;
- b. by cancellation by the legal person (to thank);
- c. by cancellation by the association;
- d. by dismay;
- e. due to bankruptcy of the legal person;
- f. by being in a state of suspension of payment of the legal person.

2. Termination of membership by the member can only be done in writing at the end of the association year and with due observance of a notice period of four weeks, on the understanding that:

a. a member can cancel his membership with immediate effect within one month after he has been notified of a decision to convert the association in another legal form, through merger or demerger;
b. a member can cancel his membership with immediate effect within one month after a decision limiting his rights or his obligations - other than the obligations of a pecuniary nature - are increased, he is become known or communicated; in that case the decision does not belong to him application.

3. Termination of membership by the association, an honorary membership excepted, is done by the board; cancellation of an honorary membership is made by the general meeting. This can be done when a member has ceased to meet the membership requirements when he does not fulfill its obligations towards the association, as well as when reasonably the association cannot be required to continue the membership. Termination as referred to in this paragraph takes place with immediate effect.

4. A cancellation in violation of the provisions of paragraph 2 will terminate the membership on the earliest permitted time, following the date on which the cancellation was made.

5. Expulsion from membership is effected by the general meeting. This can only be pronounced when a member is in violation of the statutes, regulations or acts of the association, or unreasonably prejudices the association. Disqualification will terminate the membership with immediate effect.

6. When membership ends in the course of an association year, nevertheless the annual contribution for the whole is owed.

7. The board may decide to suspend a member. A suspension that is not within three months followed by a decision to terminate the membership, ends when that term has expired

BOARD (committee)

Article 7.

1. The board consists of at least three and at most five board members. Only natural persons can be appointed as board members. The appointment is made by the general assembly of ordinary members. Of the ordinary members, only those who are board representative of the member legal entity or the person who acts as an authorized representative and has been designated for this purpose in writing by the board of the member legal entity. Or there is a valid power of attorney is at the discretion of the board of the association. The number of board members is determined by the general assembly

2. Candidates for the board can be nominated by the board, as well as by the ordinary members.

3. The president of the association is appointed by the general meeting. The board appoints from among its members a secretary and a treasurer, and such other officers as it deems desirable. A board member can hold two positions within the board.

TERMS. END OF BOARD MEMBERSHIP. SUSPENSION

Article 8.

1. The appointment of a board member is for a period of two years. Reappointment can be done twice.

2. A board member also resigns by:

a. the termination of his membership of the association;

b. thank you in writing;

c. the loss of free management of its own funds;

d. by the expiration of the time for which he has been appointed; and

e. the loss of the capacity on the basis of which he was appointed.

3. In the absence or inability of a board member, the remaining board members are charged with the management, while in the absence or inability of all board members a person designated for that purpose by the general meeting is provisionally charged with the management. This designated

person is equated with a board member with regard to administrative acts. Absence occurs when a vacancy has arisen. There is an impediment if a board member, other than by way of leave, has not been able to perform his management duties for a period of at least ten consecutive working days or if it can reasonably be foreseen that a board member will perform his management duties during that period, other than by way of leave, cannot or may not exercise. If a weighty interest of the association gives cause for this to the general meeting, the general meeting may decide that there is an earlier impediment.”

4. Any board member, even if he has been appointed for a specified period, may at any time be dismissed or suspended by the general assembly at the time. A suspension which is not followed within three months by a decision to dismiss, ends by the expiration of that term. If a board member is appointed on a binding nomination, the resolution to resignation may only be resigned by a majority of at least two thirds of the votes cast in a meeting in which at least two thirds of the ordinary members are present or represented.

DECISION MAKING

Article 9.

1. The board meets as often as necessary pursuant to the articles of association or the chairman or another board member so wishes.

2. Resolutions can only be passed in a meeting if at least half of the board members is present or represented. A board member can, if in writing, be represented by a co- board member.

A board member can only act as an authorized representative for one other board member in performance. The board can also decide (in writing) outside a meeting, provided that all board member have expressed themselves in writing about the proposal in question, including included per electronic data carrier.

3. All board decisions are taken by a simple majority of votes. Each board member has one vote.

4. The secretary will take minutes of all that is transacted in each meeting, which after adoption by the board are signed by the chairman and the secretary.

5. The opinion of the chairman expressed in the meeting regarding the result of a vote is decisive. The same goes for the content of a taken resolution, insofar as a vote was taken on a proposal not laid down in writing.

6. A board member does not participate in the deliberations and decision-making if he has a direct or indirect personal interest that conflicts with the interest of the association and the company or organization associated with it. However, the board remains authorized to make decisions if there is a conflict of interest with regard to all board members. The board will then take the decision, while stating in writing, the considerations relating to the decision.

TASK. AUTHORIZATIONS

Article 10.

1. The board is charged with managing the association. The board can grant to others, as such one or more of its powers, if clearly defined. The person who exercises powers in this way acts in the name and under the responsibility of the board.

2. Inheritances may only be accepted under the privilege of inventory.

3. Subject to the approval of the general meeting, the board is authorized to decisions to enter into agreements to acquire, alienate and encumbrance of registered property. Subject to the approval of the general assembly, the board is authorized to entering into agreements whereby the association acts as surety or jointly and severally co-debtor, makes a case for a third party or becomes security for a debt of another.

4. Each year, before a time to be determined by the general meeting, the board shall draws up an activity plan, with accompanying budget, and submits these document approval to the general meeting.

5. The board requires the prior authorization or approval of the general meeting for entering into obligations and/or making expenses, if such an obligation and/or expense is not included in a

meeting approved activity plan, as referred to in paragraph 4 of this article, or the amount, which for that obligation and/or expense is included in the budget is exceeded.

6. Without prejudice to the provisions of paragraph 5, the general meeting may describe board resolutions subject to its approval or authorization, provided that the relevant decisions have been accurately described in writing to the board communicated.

REPRESENTATION

Article 11.

1. The association is represented by the board. Furthermore, the association can be represented by two board member acting jointly.
2. The board may decide to grant a power of attorney to one or more board members as well as to third parties, to maintain the association within the limits of those power of attorney. The board may also decide to grant proxies a title.
3. The board register the grant of continuous to declare the power of representation to the trade register of the Chamber of Commerce.

ANNUAL REPORT. ACCOUNT AND ACCOUNTABILITY

Article 12.

1. The board is obliged of the financial situation of the association and everything else concerning the activities of the association, according to the requirements arising from these activities, to keep an administration and associated books, records and other data carriers in such a way that the rights and obligations of the association can at all times be known.
2. At a general meeting, within six months after the end of the association year, unless this term is extended by the general assembly, the board shall publish its annual report on the state of affairs in the association and on the pursued policy. It explains the balance sheet and the statement of income and expenditure with explanatory notes to the general meeting for approval. These pieces be signed by the board members; is missing the signature of one or more of them, this will be stated, stating the reasons. After expiry of the term, each member of the joint board members may be legally require them to fulfill these obligations.
3. The general meeting annually appoints a scrutiny committee from among the ordinary members of at least two persons, who may not be part of the board. The committee examines the documents referred to in the second sentence of paragraph 2 and submits report to the general meeting of its findings.
4. Requires the examination of the account and accountability special accounting knowledge, the scrutiny committee can, with approval of the board, act on behalf of the association by an expert assist. For the purpose of its investigation, the board is obliged to provide the committee with all the desired information, and when requested, the cash and the values and display the books, records and other data carriers of the association for consultation.
5. The board is obliged to keep the books, documents and documents referred to in paragraphs 1 and 2 and other data carriers for seven years.

GENERAL ASSEMBLY/ General meeting

Article 13.

1. Every year, no later than six months after the end of the association year, a general meeting -the annual meeting- will be held. The following items will be discussed at the annual meeting:
 - a. consideration of the board's annual report and the balance sheet and state of income and expenses, with the report of the cash audit committee;
 - b. approval of the balance sheet and statement of income and expenditure;
 - c. approval of the policy pursued by the board in the period in which relates to the annual report and the balance sheet and the statement of income and expenditure, insofar as that policy is apparent from those documents or the result thereof in that pieces has been processed;
 - d. the appointment of the scrutiny committee for the following association year;

- e. provision for any vacancies;
 - f. proposals of the board or the members, announced at the convocation for the meeting.
2. Other general meetings are held as often as the board deems desirable.
 3. Furthermore, at the written request of at least such a number ordinary members as authorized to issue one-tenth of the voting, obliged to convene a general meeting on a term of no longer than four weeks after submission of the request. If the request is not complied with within fourteen days, the applicants themselves convene that meeting in accordance with Article 14

CONVENING WISE.ACCESS. ELECTRONIC DECISION MAKING

Article 14.

1. The general meetings are convened by the board. The convocation shall be made in writing to the addresses of the members, according to the register of members. The term of convocation is at least fourteen days, the day of the convocation and that of the meeting not included. The convocation to any member who agrees thereto can also be done by a legible and reproducible message sent electronically to the address that he has made known to the association for this purpose.

2. The convening notice states the topics to be discussed at the meeting. If the board has decided to impose conditions on the use of the electronic means of communication, with which the general meeting can take place, these will be announced in the convocation.

3. All non-suspended members and board members have access to the general meeting of the association.

The general meeting decides on admission of persons other than those referred to above meeting.

4. The board may decide that a member is authorized to act in person or in writing authorized representative, by means of an electronic means of communication to participate in the general assembly meeting, to address it and to exercise the right to vote to exercise. The use of the electronic means of communication occurs risk of the voter.

5. For the purposes of paragraph 4, it is required that the person entitled to vote via the electronic means of communication can be identified, can take cognizance directly of can exercise the dealings at the meeting and the voting rights. Through the board, conditions may be imposed on the use of the electronic means of communication. If the board decides to set conditions, these will be conditions announced in the convocation.

6. The board may decide that a person entitled to vote and is authorized to vote already prior to the general meeting via an electronic means of communication. Only those who vote in one of the convening of the general meeting time to be specified as persons entitled to vote are listed in the association's membership register. On this a wise voting is only allowed after the general meeting convened, but never before the fourteenth day before that of the meeting and never later than the day before that of the meeting. The board is responsible for the registration of these votes and shares the votes also to the chairman of the general meeting. A person entitled to vote who has cast his vote in this way cannot vote revoke. Nor can he vote again at the general meeting. If the member who has voted in this way at the time of the general assembly meeting is no longer a member of the association, its vote is not deemed to have been released.

7. The board may decide that the members, or their authorized representatives, before general meeting must be allowed to sign an attendance list, stating their name. If it concerns an authorized representative, also state the name of the person for whom the authorized representative is acting.

VOTING RIGHT. DECISION

Article 15.

1. Each member legal entity appoints from among its members a person who will sit in the general meeting as a representative of the relevant member of the legal entity. In the same way, a deputy of this delegate appointed. The regulations regarding nominations for are included in the internal

regulations appointment of delegates included. The delegates are in general meeting free to act as it sees fit.

2. The committee's general meeting consists of the representatives with voting rights appointed from and by the members in the manner as set out in paragraph 1 of this article. Extraordinary members, associate members and honorary members do not have voting rights at general meetings. They do, however, have the right to attend and address general meetings.

3 A representative of a member organization is authorized to cast the following number of votes at a general meeting:

a. if the member organization has fewer than five hundred (500) members: one 3 vote;

b. if the member organization has between five hundred (500) and one thousand (1,000) members: two votes;

c. if the member organization has between one thousand and one (1,001) and two thousand (2,000) members: three votes;

d. if the member organization has between two thousand and one (2,001) and five thousand (5,000) members: four votes;

e. if the member organization has more than five thousand and one (5,001) members: five votes

4. The for the general meeting via an electronic means of communication votes cast are equated with votes cast at the time of the meeting to be issued.

5. Decisions are taken by an absolute majority of the valid votes cast vote, unless otherwise provided in these articles of association. Blank votes are considered not to have been cast.

6. In the event of a tie on a proposal other than the appointment of persons, the proposal was rejected.

7. Voting on persons shall be in writing unless the meeting resolves to vote by acclamation. If in an appointment of persons no one has an absolute majority obtained, a second ballot (between the nominated candidates) will take place. If then no one has obtained an absolute majority, then find re-votes take place until either one person has an absolute majority obtained either by voting between two persons and the votes are tied. For reported re-votes (not including the second vote) is always voted between the persons who were voted on in the preceding vote, but with the exception of the person on whom in that preceding vote the lowest number of votes has been cast. Is the lowest number of votes on more than one vote in that preceding vote? person cast, it will be decided by lottery which of those persons will be no more votes can be cast in the new ballot. In the event of a tie in a vote between two persons, lots will decide which of the two is chosen.

8. A unanimous decision of all ordinary members, even if they are not in a meeting, has, provided it is taken with the prior knowledge of the board, the same force as a decision of the general meeting.

9. The opinion of the chairman pronounced at the general meeting, which has been meeting a decision has been made is decisive. The same goes for the content of a decision taken, insofar as a vote was taken on a non-written established proposal.

10. However, immediately after this judgment has been pronounced, the correctness thereof contested, a new vote will take place when the majority of the meeting or, if the original vote is not by roll call or in writing happened, a person present with voting rights so requests. Because of this new vote, the legal effects of the original vote lapse.

PRESIDENCY.MINUTES

Article 16.

1. The general meetings are chaired by the chairman of the board. If the chairman is absent, one of the other board members will be appointed by the board as chairman. Will not be held in the presidency in this way either provided, the meeting will provide for this itself.

2. The general meeting of the association consists of the voting person delegates elected by and from among the members in the manner determined in paragraph 1 of this article. Extraordinary Members, Associate Members and Honorary Members do not have the right to vote in the general meeting, but they do have the right to attend the meeting and speak.

3. A delegate of a member legal entity with voting rights can do the following number of votes cast in a general meeting:

- a. one vote, if the member legal entity has fewer than five hundred (500) members knows;
- b. two votes, if the member legal entity is between five hundred (500) and has one thousand (1,000) members;
- c. three votes, if the member legal entity is between one thousand and one (1.001) and has two thousand (2,000) members;
- d. four votes, if the member legal entity is between two thousand and one (2.001) and five thousand (5,000) members; and
- e. five votes, if the member legal entity has more than five thousand one (5,001) knows members.

SECRETARIAT/OFFICE

Article 17.

The board can be assisted by a secretariat/office. The board determines the activities of the secretariat/office and can record this in regulations.

COMMITTEES

Article 18.

1. The board can set up and dissolve one or more committees.
2. The board determines the duties and powers of the committees.
3. The members of the committees are appointed and dismissed by the board, al then not out of his midst.

HOUSEHOLD RULES

Article 19.

1. All things can be arranged by internal regulations, of which a further regulation is deemed desirable. House rules may not contain provisions that are contrary to the law or the articles of association.
2. The internal regulations are established and amended by the general meeting.

The provisions of the following two articles regarding amendments to the articles of association apply mutatis mutandis to the establishment and amendment of regulations.

CHANGE OF STATUTES. FUSION. SPLIT

Article 20.

1. No changes can be made to the articles of association of the association until by a resolution of the general meeting convened by the announcement that amendments to the articles of association will be proposed there.
2. At least five days before the general meeting, a copy of the proposal in which the proposed amendment is incorporated verbatim, in a suitable place for members to be inspected until after the end of the day on which the meeting is held.
3. The resolution to amend the articles of association can only be taken with a majority of at least two thirds of the valid votes cast. At least two thirds of the ordinary members must be present at the meeting or are represented.
4. If in a meeting at which a proposal to amend the articles of association is discussed, not at least two thirds of the ordinary members are present or represented a new meeting shall be convened, to be held at least fourteen days later, but no later than thirty days after the first. In this meeting you can a decision to amend the articles of association is legally adopted by a majority of at least two thirds of the valid votes cast regardless of the number of ordinary members present or represented.
5. The provisions of this article apply mutatis mutandis to a merger resolution or split.

Article 21.

The provisions of article 21 do not apply if at the general meeting all voting members are present and the resolution to amend the articles of association is votes are taken.

Article 22.

The amendment to the articles of association does not enter into force until a notarial deed has been signed made up. Each board member is individually authorized to execute the reported notarial deed.

DISSOLUTION**Article 23.**

1. The association can be dissolved by a decision of the general meeting. The provisions of Articles 21 and 22 apply mutatis mutandis application.
2. The association will continue to exist after dissolution insofar as this leads to the liquidation of its power is needed. In documents and announcements emanating from her, her name must be added: in liquidation. The liquidation ends at the time when the liquidators no longer know any income.
3. The board members are the liquidators of the assets of the association. on them the provisions regarding the appointment, suspension, dismissal and supervision of board member applies. The other statutory provisions remain shall also be in force for as long as possible during the liquidation.
4. Any surplus balance of the dissolved association shall be spent for a public benefit institution to be determined by the general meeting or for a foreign institution whose sole or almost sole purpose is public benefit.
5. After the liquidation, the books and records of the dissolved party will remain association for seven years under the trust of the general assembly meeting designated person.

FINAL PROVISION**Article 24.**

In the association, the board is vested with all powers that are not permitted by law or by law the statutes have been assigned to other bodies

CONCLUSION

The person appearing is known to me, civil-law notary. Furthermore, I, civil-law notary, communicated and explained the substance of the deed to the person appearing, including the consequences ensuing from the contents of the deed.

The person appearing declared to have taken cognizance of the contents of the deed and agreed to them. The person appearing also declared to agree explicitly to the limited reading of the deed. Immediately after its limited reading, this deed was signed by the person appearing and me, civil-law notary. The deed was executed in Utrecht on the date stated at the beginning of this deed.