

GALE DIRECTIVE ON EXECUTIVE POWERS

Established on July 28, 2017

Inhoud

1.1 Concepts.....	3
1.2 Powers of the Board of Directors	3
1.3 Amendments and entry into force of the Directive on Executive Powers	4
2. DUTY AND POWERS DIRECTOR.....	4
2.1 Duties	4
2.2 Powers.....	4
2.3 Accountability.....	5
3. MANAGEMENT AND DEVELOPMENT OF THE AVAILABLE RESOURCES	5
3.1 Duties regarding staff.....	5
3.2 Powers for staff management	5
3.3 Responsibility for staff.....	5
3.4 Tasks related to the organization	6
3.5 Competences with regard to the organization	6
3.6 Accountability regarding the organization.....	7
3.7 Tasks related to finance and administration	7
3.8 Powers relating to finance and administration	7
3.9 Accountability in respect of finance and administration	8
4. POLICY PREPARATION AND DEVELOPMENT AND INFORMATION PROVISION TO THE SUPERVISORY BOARD.....	8
4.1 Duties	8
4.2 Powers.....	9
4.3 Accountability.....	9
5. EXTERNAL REPRESENTATION OF THE FOUNDATION.....	9
5.1 Duties towards external contacts	9

5.2 Powers towards external contacts.....	9
5.3 Accountability towards external contacts.....	10
5.4 Duties concerning publicity	10
5.5 Powers concerning publicity.....	10
5.6 Accountability publicity.....	10
6. FINAL PROVISIONS	11
6.1 Additional functions.....	11
6.2 The Staff Representation	11
6.3 Legal procedures	11

1.1 Concepts

This Directive sets out the duties and powers of the Board of Directors¹ in accordance with the GALE Foundation's Statutes (as adopted by Notary H.E.M. Faasen on June 24, 2011 and registered with the Chamber of Commerce on June 27, 2011).

Appointment and resignation of Board of Director members shall be done by the Supervisory Board.

The Board of Directors consists of an Executive Director, who also forms the Board of the Foundation.

The duties and powers of the Board of Directors are carried out in the following areas:

- management of the foundation;
- development, decision making and implementation of policy;
- management and development of available resources
- information to the Supervisory Board;
- external activities and representation of the foundation.

1.2 Powers of the Board of Directors

The Board of Directors Board answers to the Supervisory Board regarding the manner in which it exercises the transferred powers.

If the Supervisory Board at any time concludes that the Board of Directors does not exercise the transferred powers in accordance with the Statutes and policies of the Foundation, it may decide to:

- remind the Board of Directors of its duties;
- suspend the Board of Directors;
- dismiss the Board of Directors.

¹ Currently, the Board of Directors consists of one person

1.3 Amendments and entry into force of the Directive on Executive Powers

- a) This Statute may be amended or supplemented by the Supervisory Board after prior consultation with the Board of Directors if two thirds of the Supervisory Board present at the meeting agrees.
- b) This Statute will enter into force on May 19, 2017.
- c) The foregoing shall not affect the powers of the Supervisory Board to provide, where appropriate, a temporary replacement of the Board of Directors, where this Directive may be applied in full or in part to the replacement.

2. DUTY AND POWERS DIRECTOR

2.1 Duties

- a) The Director ensures adequate development of the Foundation's objectives and reflects on new developments and activities in all relevant areas within the framework of the policies approved by the Supervisory Board.
- b) The Director manages, rents, leases and otherwise uses registry goods within the management guidelines and management plans established by the Supervisory Board.

2.2 Powers

- a) The Director is authorized to make expenses and make payments within the budget amounting to 100,000 EURO per transaction. In case of payments exceeding the amount of 100,000 EURO per transaction, the Director requests prior written consent to the Supervisory Board.
- b) In the absence of the Director, by the Director delegated employees are entitled to payments of maximum EUR 15,000 per transaction. In addition, the delegated employee requests prior written consent to the Supervisory Board for higher amounts.
- c) For all actions and decisions that exceed the amount reported or which do not fit within the budget, as well as for entering into loans, purchase and objections to immovable property, the Supervisory Board requires prior approval.
- d) The Director is authorized to sign the agreements, the instruments of supply and the mortgage bonds and business laws (leasehold, tenancy, inheritance etc.) after such approval and do all that is necessary for this purpose.

2.3 Accountability

The Director is accountable for the policy pursued, and answers to the Supervisory Board on the organization's policy by submitting annual work plans and reports.

3. MANAGEMENT AND DEVELOPMENT OF THE AVAILABLE RESOURCES

3.1 Duties regarding staff

- a) The Director appoints and releases employees, possibly after mandatory approval by the Supervisory Board.
- b) The director ensures the organization's staff occupation and manages the appointment and reward of staff within the framework of budget and policy.
- c) The Director promotes a good working environment and takes measures that are of importance to this.
- d) The Director encourages employee input into the organization's policy development.
- e) The Director ensures the development and implementation of a consistent staff policy in the organization.
- f) In cases where the interests of the organization can be harmed, the Director takes measures against employees, including dismissal.
- g) The Director ensures an adequate system of performance and assessment interviews.
- h) The Director performs an active policy to prevent absenteeism.

3.2 Powers for staff management

- a) The Director is authorized to hire and dismiss employees and conduct a human resources policy, insofar as this fits within the defined policy frameworks.
- b) The Director is authorized to create the conditions under which employees can develop optimally and determines the factors that play an important role in this regard.

3.3 Responsibility for staff

The Director answers for the staff management policy to the Supervisory Board and informs the Supervisory Board once a year in the annual report.

3.4 Tasks related to the organization

- a) The Director arranges the day-to-day management of the work organization.
- b) The Director provides a division of functions and tasks of the employees with a clear outline of duties and responsibilities.
- c) The Director takes care of the interests of the Foundation on one hand and the individual interests of employees on the other hand; in such a way that the organization and individual work are balanced optimally, in which the organizational interests ultimately prevail.
- d) The Director plans activities in such a way that it ensures implementation of policy plans and realization of the budget.
- e) The Director creates conditions and stimulates activities aimed to ensure the best possible implementation of tasks.
- f) The Director makes provisions aimed at a continued progress of the organization's activities in its own absence.
- g) The Director contracts external consultants on outsourced activities to be performed by them and discusses the conditions under which these activities will be performed.
- h) The Director monitors the performance of external consultants and, if necessary, takes measures to improve their performance.
- i) The Director assesses the invoices and expense claims by consultants and secures their payment.
- j) The Director provides accommodation for the organization's staff.

3.5 Competences with regard to the organization

- a) The Director is – within the limits of established and approved budget of the annual work plan and project plans and in accordance with applicable legal provisions – entitled to take all measures necessary to the proper and efficient functioning of the organization and the persons employed therein.
- b) The Director is authorized to contract consultants and to make third-party assignments within the limits of the budget.
- c) For measures that involve a significant change in the organization, approval of the Supervisory Board is necessary.
- d) The Director is authorized to contract external consultants, provided this fits within the set budget.

- e) The Director is authorized to enter into or terminate sustainable cooperation with other legal entities or institutions. If this cooperation is of major importance, approval by the Supervisory Board is required.
- f) Under the same conditions, the Director is competent to agree on the activities to be performed in this cooperation mentioned under (e) and the required conditions.
- g) The Director has the power to make the under (e) agreed payments.

3.6 Accountability regarding the organization

- a) The Director informs the Supervisory Board regularly and in case of incidents about the functioning of the organization and the measures taken.
- b) The Director informs the Supervisory Board on the progress of outsourced consultancies and ongoing developments.

3.7 Tasks related to finance and administration

- a) The Director ensures the preparation of the organization's budget.
- b) The Director provides a quarterly report for the Supervisory Board and for the staff team meeting. This report presents an overview of actual income and expenditure in relation to the budget, accompanied by an analysis of causes of major deviations.
- c) The Director ensures a good financial administration.
- d) The Director ensures that the financial administration is kept up-to-date, in such a way that immediate relevant information can be derived from, among other things, spending, allocations and financial position.

3.8 Powers relating to finance and administration

- a) The Director is authorized to do whatever is necessary to be able to present the budget in good time.
- b) The Director has the power to take the necessary measures to establish the administration in such a way that the entire organization can function optimally and adequately meet the accountability obligations.
- c) The Director is authorized to accept gifts and legacies without liabilities.
- d) The Director is authorized to accept inheritance under the privilege of estate description.

3.9 Accountability in respect of finance and administration

- a) The Director provides quarterly financial reports to the Supervisory Board.
- b) The Director presents the financial statements of the last financial year to the Supervisory Board before June 1 of the following year.
- c) The Director is answerable for the timely disclosure and disclosure of financial information required by the Supervisory Board.

4. POLICY PREPARATION AND DEVELOPMENT AND INFORMATION PROVISION TO THE SUPERVISORY BOARD

4.1 Duties

- a) The Director ensures timely delivery of agenda items and the necessary documents to be discussed by the Supervisory Board.
- b) The Director ensures initiation and preparation of decisions for approval to be taken by the Supervisory Board.
- c) The Director ensures the budget is submitted to the Supervisory Board for approval in good time.
- d) The Director ensures the goals of the organization are achieved as well as possible by an adequate budget.
- e) The Director – if necessary – applies for budget changes.
- f) The Director asks approval of the Supervisory Board to participate in tender invitations before the submission.
- g) The Director attends the Supervisory Board as an advisor to the Supervisory Board and as the representative of the organization.
- h) The Director attend meetings of Supervisory Board Commissions.
- i) The Director provides the Supervisory Board with all data and intelligence regarding the functioning of the organization which the Supervisory Board needs to perform its duties properly.
- j) On its own initiative, the Director make proposals for policy and prepares the Supervisory Board decisions on this matter.
- k) The Director presents matter of grave importance for the Foundation and potential cooperation with organizations with comparable goals to the Supervisory Board.

4.2 Powers

- a) The Director has the right to be heard during the Supervisory Board on all topics relating to the organization.
- b) The Director can request the Supervisory Board to convene meeting and be heard if there is an urgent reason for this. The Supervisory Board will always respond to such a request.
- c) The Director has the right to, in cooperation with the Chair of the Supervisory Board, review the functioning of the Supervisory Board and, in that regard, the relationship of the Supervisory Board with the Board of Directors; to discuss specific issues and to jointly take necessary actions.

4.3 Accountability

- a) The Director regularly informs the Supervisory Board of implementation progress of the established policy.
- b) Periodically, but at least once a year, the performance of the Board of Directors is evaluated in consultation with two Supervisory Board members.
- c) The Director is obliged to ensure timely delivery of the budget.

5. EXTERNAL REPRESENTATION OF THE FOUNDATION

5.1 Duties towards external contacts

The Director represent the Foundation externally or with a Supervisory Board and negotiates on behalf of the Foundation with government agencies and with other organizations, in accordance with the provisions of the relevant articles in the Foundation Statutes and in line with the policy of the Foundation.

5.2 Powers towards external contacts

- a) The Director is entitled to represent the Foundation on behalf of the Foundation, to represent the Foundation towards third parties and to conclude independent negotiations with a for the Foundation binding agreement, within the provisions of this Directive, Foundation Statutes and the Rules of Procedure.
- b) The Director is authorized to be represented by other staff members, except in meetings with the Supervisory Board.

- c) In the absence of the Director, the Deputy Director signs the outgoing correspondence on behalf of the Director. In the case of long-term absence, other than holiday, the Deputy Director will, in consultation with the Supervisory Board, discuss the situation that has arisen.

5.3 Accountability towards external contacts

The Director informs the Supervisory Board of the discussions and agreements entered into which bind the Foundation at the next Supervisory Board meeting.

5.4 Duties concerning publicity

- a) The Director provides an overview and coordinates the publicity necessary or desirable for the implementation of activities by the organization, both in the active sense and responding to media agencies.
- b) The Director is responsible for building and maintaining a positive image of the Foundation.
- c) In case of calamities within the organization, the Director informs the Supervisory Board before the media are informed.
- d) The Director is the spokesperson of the work organization and the Foundation. For matters concerning the Supervisory Board, the Chair of the Supervisory Board is the spokesperson. The Director may delegate media contacts to employees, depending on the subject.

5.5 Powers concerning publicity

The Director has the right to maintain all contacts with the media and to make statements on behalf of the Foundation, or to make written statements about the Foundation's position, except in cases where the Supervisory Board is in possession of this power itself.

5.6 Accountability publicity

The Director informs the Supervisory Board at least once a quarter or incidentally, on its own initiative or on request, of his contacts with the media and motivates his position.

6. FINAL PROVISIONS

6.1 Additional functions

- a) The Director is obliged to provide additional functions or duties to the Supervisory Board.
- b) Paid secondary functions are not allowed, subject to approval by the Supervisory Board.

6.2 The Staff Representation

- a) In meetings with a formal Enterprise Council (Ondernemingsraad), a formal Staff Representation (Personeelsvertegenwoordiging) or a staff meeting, the Director take the role of Board of Directors (Bestuurder) in accordance with Section 4 of Article 23 of the Act on Enterprise Councils (Wet op de Ondernemingsraden).
- b) The annual accounts and the annual report of the foundation shall be submitted to the Staff Representation for discussion as soon as it has been approved by Supervisory Board.
- c) The Supervisory Board, represented by the Chair, is present once a year at a meeting of the Staff Representation, in part to discuss the annual accounts and the annual report.

6.3 Legal procedures

- a) The Director informs the Supervisory Board about initiating legal proceedings and reports on the progress to the Supervisory Board.
- b) The director is authorized to represent the Foundation in legal proceedings of both civil and administrative nature.
- c) The director may authorize other staff members to represent the Foundation regarding the in sub (b) mentioned procedures.