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The Dutch version shall be the leading document**

FOUNDATION

This day, the fourteenth of September two thousand and four, appeared before me, *Mr Jan Tækele Anema*, civil-law notary of Rotterdam:

1. Ms Theodora Adriana Jeanne Burmanje, resident at Teselaar 9, 6681 BD Bommel, born in Waalwijk on the seventeenth of March nineteen hundred and fifty-four, holder of passport number NB5287826, married; and
2. Mr *Mr Ing* Bastiaan Cornelis Kok, resident at Oosterschelde 15, 3332 VC Zwijndrecht, born in Bergambacht on the seventeenth of June nineteen hundred and forty-six, holder of passport number NF4683342, married, acting in this matter as vice-chairman and secretary of the foundation with its registered office in Amersfoort: **Stichting Overlegorgaan RAVI**, with its place of business at Koningin Wilhelminalaan 41, 3818 HN Amersfoort, listed in the Commercial Register of the Chamber of Commerce in Amersfoort under number 41041739, and authorized as such to validly represent the foundation pursuant to six (6) authorizations that are attached to this deed.

The persons appearing stated, on behalf of Stichting Overlegorgaan RAVI, the intention to create a foundation, to which shall apply the following

ARTICLES

NAME AND REGISTERED OFFICE

Article 1.

1. The foundation bears the name: **Stichting Ruimte voor Geoinformatie**
2. Its registered office is in Amersfoort.

OBJECTIVE

Article 2.

1. The foundation's objective is: the development and dissemination of knowledge in the field of geo information, by improving and introducing innovation into the geo information infrastructure and the geo field of knowledge in the Netherlands as well as through international cooperation, all of the above in the widest sense.
2. The foundation will endeavour to attain its objective by:
 - a. executing and realizing the Ruimte voor Geo Informatie Bsik programme, dated the twelfth of February two-thousand and three, and the associated order of the Minister of Housing, Spatial Planning and the Environment dated the first of March two-thousand and four;
 - b. all other means of actual or possible service in attaining the objective.

ASSETS

Article 3.

1. The foundation's assets are formed by all contributions, grants, gifts, specific legacies, testamentary dispositions and other revenues received.
2. Testamentary dispositions are acceptable only under benefit of inventory.

BOARD

Article 4.

1. The board of the foundation consists of a minimum of five and a maximum of nine

- persons.
2. The board is appointed by the Stichting Overlegorgaan RAVI, where the board members referred to under c, d and e are appointed on the binding nomination of the organizations specified under these letters.
 3. The composition of the board is as follows:
 - a. a chairman, other than an officer or administrator of the national government or decentralized government, whose independence has been established. The chairman may be not be drawn from the bodies identified below in this paragraph, except for the Stichting Overlegorgaan RAVI;
 - b. at least two board members who are also members of the board of the Stichting Overlegorgaan RAVI, one of which may be the chairman;
 - c. at least one board member nominated jointly by the knowledge institutes Alterra and TNO-NITG;
 - d. at least one board member nominated by industry (in the form of the industry platform for geo-information in Rotterdam);
 - e. at least one board member nominated jointly by Wageningen University, the Delft University of Technology, the Technical University of Twente, Utrecht University, the Vrije Universiteit and ITC.
 4. The term of office of a member of the board is three years. Members of the board may be reappointed. The board appoints a vice-chairman and treasurer from among themselves. The foundation's secretariat is formed by the director of the programme management office.
 5. If one or more board members are absent, the other board members, with a minimum of three, form an authorized board. The board is obliged to fill any vacancies as rapidly as possible.
 6. Membership of the board terminates:
 - a. on death;
 - b. on standing down voluntarily or by rotation;
 - c. on suspension or dismissal by the Stichting Overlegorgaan RAVI of a member of the board referred to in Paragraph 3 under c, d and e, but only through suspension or dismissal by the Stichting Overlegorgaan RAVI on the recommendation of the organization involved;
 - d. on the member's dismissal by order of the district court;
 - e. through loss of the capacity of membership of the board on which basis the member concerned was appointed;
 - f. on attaining sixty-five years of age;
 - g. on losing the right to dispose of his property;
 7. Should the need arise to appoint a board member, the organization concerned will make a binding nomination within six weeks of being requested to do so. This nomination may refer to one or more persons. If the nomination refers to more than one person, one of them must be appointed. If the nomination refers to one person and that person is not appointed, the nominating organization will make a new nomination within eight weeks of notification of non-appointment.
 8. If no nomination is made in good time, the Stichting Overlegorgaan RAVI is authorized to make a selection. The Stichting Overlegorgaan RAVI then appoints a person deemed to represent the organization concerned as well as possible.

DUTIES, AUTHORITIES AND REMUNERATION

Article 5.

1. The board is charged with administering the foundation, with observance of the intended agreement between the foundation and the Stichting Overlegorgaan RAVI and of the Consortium Contract to be concluded and the regulations arising therefrom.
2. The board draws up an annual plan before the start of the next following financial year. The board may adopt resolutions on expenditure that was unforeseen in the annual plan and exceeds five per cent (5%) of the budget, or for expenditure that, although stated in the annual plan, overruns the foreseen amount by more than five per cent (5%), only with a two-thirds majority of the votes of all members of the board entitled to vote.
3. The board sends the annual plan referred to in the second Paragraph to the Supervisory Board, which advises the board accordingly. The board will then send the annual plan referred to in the second Paragraph to the Stichting Overlegorgaan RAVI. Stichting Overlegorgaan RAVI will send the annual plan to the Ministry of Housing, Spatial Planning and the Environment within the framework of its formal obligation to report.
4. The board may resolve to delegate authority for a number of clearly defined tasks to third parties.
5. A board member receives no remuneration for his activities unless the board resolves otherwise. Board members' expenses are reimbursed unless the board resolves otherwise.

DECISIONS

Article 6.

1. The board meets at least four times a year and on more occasions as deemed necessary by the chairman, or on request, accompanied by a statement of reasons, to the chairman from two or more other members of the board.
2. A board meeting is convened by the chairman or at least two of the other board members, or on their behalf by the secretary, in writing accompanied by a list of the subjects to be dealt with, with a notice period of at least ten working days, not counting the day of the convocation notice. In writing is defined as by: letter, fax, or e-mail.
3. In cases that are urgent in the chairman's opinion, departure from the provisions of the second Paragraph is allowed. Resolutions on a subject that is not mentioned in the convocation notice are possible, provided at least two-thirds of the board members holding office and entitled to vote are present at the meeting and vote for inclusion of the subject concerned on the agenda.
4. Board meetings are held in the Netherlands at a place to be determined by the person convening the meeting.
5. The board may invite persons to attend the meeting.
6. Resolutions may be adopted only if more than half of the board members holding office and entitled to vote are present.
7. Unless the Articles provide otherwise, all board resolutions are adopted with an absolute majority of valid votes cast. Abstentions are considered equivalent to votes not cast.
8. All voting will be oral unless a board member demands voting by ballot. Voting on matters concerning persons will be by ballot.
9. The meetings will be led by the chairman. In his absence the vice-chairman will stand in for him.

10. Minutes will be kept of the proceedings at the meeting, by or on behalf of the secretary. The minutes will be adopted by the board as evidenced by signatures of the chairman and secretary of the meeting concerned. A copy of the minutes, the list of resolutions and the list of action items will be sent to the Stichting Overlegorgaan RAVI and the Supervisory Board and made available for inspection by all interested parties at the foundation's offices.
11. The board may also adopt resolutions without holding a meeting, provided all board members entitled to vote have expressed their opinion on the proposal concerned in writing, which is taken to include by electronic data carrier. The secretary will draw up a written report of any resolution adopted without holding a meeting, and attach the responses received, and append the report to the minutes after it has been cosigned by the chairman.
12. The chairman shall resolve all disputes on voting that are not provided for in the Articles.

REPRESENTATION

Article 7.

1. The foundation will be represented by the board. The representative authority is also vested jointly in the chairman and another board member, and, in the absence of the chairman, jointly in the vice-chairman and another board member.
2. The board may resolve to grant authority to represent the foundation to one or more board members or to third parties, within the limits of the authorization concerned. The board may also resolve to give titles to authorized parties.
3. The board shall report the conferment of continuous representative authority to the companies' register of the Chamber of Commerce and Industry.

Supervisory Board

Article 8.

1. The Supervisory Board consists of a maximum of five persons.
2. The board appoints, suspends and dismisses the chairman and the other members of the Supervisory Board. The members of the Supervisory Board are appointed for a period of at least three years. At the end of the three year period, the members of the Supervisory Board stand down in accordance with a schedule drawn up by the board. Members may be reappointed no more than once, for a maximum period of three years. The appointment requires the consent of the Ministry of Housing, Spatial Planning and the Environment.
3. The Supervisory Board provides the board with solicited and unsolicited advice, in particular on strategic and financial matters.
4. The Supervisory Board meets at least twice a year.
5. The members of the Supervisory Board receive no remuneration for their activities, unless the board resolves otherwise. Expenses are reimbursed, unless the board resolves otherwise.

KNOWLEDGE ENGINE

Article 9

1. The members of the Knowledge Engine are drawn from the organizations involved in utilizing and generating geo-information in the economy and society.
2. The Knowledge Engine consists of a minimum of seven and a maximum of thirteen members, who are socioeconomic experts.
3. The board appoints, suspends and dismisses the chairman and the other members of the Knowledge Engine. The members are appointed for a period of at least three

years. At the end of the appointment period, the members of the Knowledge Engine stand down in accordance with a schedule drawn up by the board. Members may be reappointed no more than once, for a maximum period of three years.

4. The Knowledge Engine advises the board on the knowledge agenda, assesses research proposals, reviews the social aspects, assesses project proposals and supervises the dissemination of knowledge for the programme referred to in Article 2.
5. The members of the Knowledge Engine receive a fixed allowance set by the board for their activities for each meeting attended, unless the board resolves otherwise in specific cases.
6. The Knowledge Engine organizes its meetings as it sees fit, and in their planning will take account of the wishes of the board and the interests of the foundation. The Knowledge Engine and each individual member of the Knowledge Engine shall endeavour to advise the board on request in good time, as referred to in Paragraph 4 of this Article 9, to enable the board to perform its duties and promote the interests of the foundation optimally.

KNOWLEDGE ADVISORY COUNCIL

Article 10.

1. The members of the Knowledge Advisory Council are drawn from organizations and/or companies with a scientific, technical, geoscientific and geotechnological orientation.
2. The Knowledge Advisory Council consists of a minimum of seven and a maximum of thirteen members, who are scientific, technical, geoscientific and geotechnological experts.
3. The board appoints, suspends and dismisses the chairman and the other members of the Knowledge Advisory Council. The members are appointed for a period of at least three years. At the end of the three year period the members of the Knowledge Advisory Council stand down in accordance with a schedule drawn up by the board. Members may be reappointed no more than once, for a maximum period of three years.
4. The Knowledge Advisory Council focuses on drawing up and updating the knowledge agenda, supervises the scientific level, assesses project proposals and supervises the dissemination of knowledge for the programme referred to in Article 2.
5. The members of the Knowledge Advisory Council receive a fixed allowance set by the board for their activities for each meeting attended, unless the board resolves otherwise in specific cases.
6. The Knowledge Advisory Council organizes its meetings as it sees fit, and in their planning will take account of the wishes of the board and the interests of the foundation. The Knowledge Advisory Council and each individual member of the Knowledge Advisory Council shall endeavour to conduct the matters referred to in Paragraph 4 of this Article 10, such as to enable the board to perform its duties and promote the interests of the foundation optimally.

REGULATIONS

Article 11.

1. The board is authorized to adopt one or more regulations to regulate matters as deemed desirable.
2. Regulations may not conflict with the law, the Articles, the Consortium Contract

referred to in Article 5 first Paragraph, and the obligations arising therefrom.

3. The board is authorized at all times to amend or withdraw regulations.

FINANCIAL YEAR AND ANNUAL ACCOUNTS

Article 12.

1. The foundation's financial year coincides with the calendar year.
2. The board is obliged to keep records of the financial position of the foundation and of everything concerning the foundation's activities, in particular the progress of executing the Bsik Programme referred to in Article 2, second Paragraph, in accordance with the requirements arising from these activities, and to keep the books, documents and other data carriers in such a way that the foundation's rights and obligations and the progress of execution can be known from them at any time.
3. The board is obliged to draw up each year within six months of the end of the financial year the balance sheet and the statement of income and expenditure of the foundation with associated explanatory notes and to update the annual plan as referred to in Article 5, second Paragraph.
4. The board may have the documents referred to in the third Paragraph audited by an expert nominated by the board prior to adopting them. The said expert shall then duly produce an audit report.
5. The documents referred to in the third Paragraph shall be signed by all board members as evidence of adoption.
6. The board sends the documents referred to in the third Paragraph to the Supervisory Board, which advises the board accordingly. The board will subsequently send the documents referred to in the third Paragraph to the Stichting Overlegorgaan RAVI. The Stichting Overlegorgaan RAVI will send the annual plan to the Ministry of Housing, Spatial Planning and the Environment within the framework of its formal obligation to report.
7. The board is obliged to keep the books, documents and other data carriers referred to in Paragraphs 2 and 3 for seven years.

AMENDMENT TO THE ARTICLES, MERGER AND DEMERGER

Article 13.

1. The board is authorized to amend these Articles and to adopt resolutions for mergers and demergers. A resolution of this kind requires a majority of at least two-thirds of the valid votes cast in a meeting in which all board members holding office and entitled to vote are present. If not all the board members are present or represented at a meeting at which a resolution of this kind is on the agenda, a second meeting will be convened no sooner than two and no later than four weeks after the first meeting. This second meeting may validly adopt resolutions on the proposal that was on the agenda in the first meeting, subject to a majority of more than two-thirds of the valid votes cast, irrespective of how many board members entitled to vote were present.
2. The convocation notice for a meeting in which a resolution to amend the Articles is on the agenda must have a copy of the proposal containing the literal text of the proposed amendment attached.
3. The amendment to the Articles, merger, or demerger requires the approval of the Supervisory Board and the Stichting Overlegorgaan RAVI.
4. The amendment to the Articles comes into effect only after a notarial deed has been duly drawn up. Every board member is individually authorized to have said notarial deed executed.

DISSOLUTION

Article 14.

1. The board is authorized, with due regard to the views of the Supervisory Board and Stichting Overlegorgaan RAVI, to dissolve the foundation. The board shall at any rate resort to dissolution if the Minister of Housing, Spatial Planning and the Environment provides or determines no more grants pursuant to the decision referred to in Article 2, and if the programme referred to in Article 2, Paragraph 2 has been executed.
2. The board may adopt a resolution for dissolution in accordance with the first Paragraph only with observance of the appropriate decision procedure as set down in Article 13, Paragraph 1.
3. The foundation continues to exist after dissolution to the extent necessary for liquidation of its assets. In any documents and statements that it issues the following words must be appended to its name: in liquidation. Liquidation is completed when the liquidators are satisfied that all assets and liabilities are accounted for.
4. The board members are the liquidators of the foundation's assets. The provisions for the appointment, suspension and dismissal of board members will continue to apply to them. The provisions of the other Articles will remain in force as far as possible during the liquidation.
5. The liquidators will draw up a liquidation balance sheet, which will be submitted for final approval to the Supervisory Board. Only following Supervisory Board approval may the liquidators complete the liquidation procedure in accordance with Paragraph 6 and Paragraph 7 of this Article 14.
6. Any credit balance of the dissolved foundation will be allocated as determined by the board for a purpose as close as possible to that of the foundation.
7. The board sends the books and documents of the dissolved foundation to the Stichting Overlegorgaan RAVI on completion of the liquidation. The Stichting Overlegorgaan RAVI keeps these books and documents in its possession for seven years.

FINAL STIPULATION

Article 15.

The board shall decide in all cases not provided for in the law or these Articles.

CONCLUDING STATEMENT

Finally, the persons appearing stated that the following persons are appointed as the first board members of the foundation:

- Ms Theodora Adriana Jeanne Burmanje, resident at Teselaar 9, 6681 BD Bommel, born in Waalwijk on the seventeenth of March nineteen hundred and fifty-four, as chairman;
- Ms Laurentia Maria den Broeder, resident at Sportlaan 83, 1333 SE Almere-Buiten, born in Amsterdam on the twenty-first of September nineteen hundred and fifty-two, as member of the board;
- Mr Jan Ridder, resident at Leeuwendaallaan 39, 2281 GK Rijswijk, born in The Hague on the twenty-eighth of October nineteen hundred and fifty, as member of the board;
- Mr Wilhelmus van Vierssen, resident at Weerkruislaan 9, 6721 BR Bennekom, born in Eindhoven on the seventh of December nineteen hundred and fifty-one, as member of the board;
- Mr *Drs Ing* Bertus de Graaf, resident at Oscar Romero-straat 10, 3065 EH Rotterdam, born in Dussen on the thirteenth of November nineteen hundred and

forty-eight, as member of the board.

The persons appearing have sufficiently proved their identity to me, civil-law notary.

IN WITNESS WHEREOF the original of this deed was executed in Amersfoort on the date stated in the preamble to this deed.

After communicating and explaining the substance of the deed to the persons appearing, they declared that they had read and understood the contents of this deed and agreed to them.

Immediately following its limited reading, the deed was signed by the persons appearing and by me, civil-law notary.