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Regulations Supervisory Board Wemos

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Regulations of the Supervisory Board

The Supervisory Board of the foundation with its registered office in Amsterdam: Stichting Wemos (hereinafter referred to as: the "Foundation"), taking into account that:

- a. the statutory organization of the foundation consists of a board (hereinafter: the "Board") and a supervisory board (hereinafter: "Supervisory Board");
- b. the recommendations contained in the Regulations of the Dutch Fundraising Regulator (Centraal Bureau Fondsenwerving (CBF)) have been taken into account;
- c. these regulations supplement and clarify what is stipulated in the statutes of the foundation; decides to adopt the following rules of procedure of the Supervisory Board

1. Positioning of the Supervisory Board in the foundation

Wemos' governance model is characterised by two separate tiers:

- the Executive Board manages the organisation and carries responsibility for the performance of the organisation. The Executive Board represents the organisation. The Executive Board is accountable to the Supervisory Board. Currently, the Executive Board of Wemos has one member, the managing director.
- the Supervisory Board supervises the Executive Board and the general state of affairs within the foundation. The Supervisory Board has a controlling responsibility and will judge decisions made by the Executive Board. However, the Supervisory Board itself will not engage in active decision taking but will only assume a controlling, advising and sparring partner role.

Note: the legal liability of the Supervisory Board is not defined by law. The Statuten (Articles of Association) defines its tasks and powers. The Supervisory Board is not liable for the fulfilling of the obligations of the foundation, but rather has a duty to be informed, to advise and to intervene if necessary. In so doing, the Supervisory Board is depending on information submitted by the Executive Board. The Supervisory Board may assume that such information is complete and correct. Only in the event of unlawful conduct can individual members of the Supervisory Board be held liable. Wemos has taken up a directors liability insurance that indemnifies to a maximum amount of € 2,5 million (dd 2024) against claims.

2. Roles and responsibilities of the Supervisory Board

2.1 The Supervisory Board assesses whether the Board of Directors acts on the basis of the mission and interests of the organization of the foundation in relation to the social function of the foundation in its policy-making and the performance of its management tasks, and whether the Board makes a careful and balanced assessment of the foundation's stakeholders.

2.2 The Supervisory Board is responsible for the following tasks and roles:

- Providing integral supervision of the policy of the board and the general affairs of the foundation;
- Ensuring a well-functioning board by appointing, assessing, suspending and dismissing (members of) the board;
- Monitoring the normative framework within which the board of the foundation acts;
- Ensuring that internal supervision functions properly, for example by conducting an annual self-evaluation (this is the responsibility of the Supervisory Board itself);
- Acting as an advisor and sounding board for the board.

2.3 In particular, the Supervisory Board ensures that the implementation of the policy of the Executive Board is in accordance with the (multi-year) policy plans and budgets adopted and approved by the Supervisory Board. The Supervisory Board checks whether sufficient attention is paid to the foundation's ethical policy, such as the code of conduct, as included in the approved multi-year policy plans. The Supervisory Board and the Executive Board make agreements about the benchmarks that are used.

2.4 The Supervisory Board specifically holds a supervisory role in relation to the integrity systems, policies and procedures of the foundation. The goal is ensure that an effective integrity system is in place and that the system is fully equipped to respond to any integrity-related violations.

2.5 In the event of matters involving conflicts of interest or potential conflicts of interest with members of the Supervisory Board, the Executive Board or the external (chartered) accountant in relation to the foundation, the Supervisory Board is responsible for the decision-making process regarding the resolution of these matters.

2.6 In the absence or inability of the management board to act, the supervisory board appoints a third party as temporary director and is responsible for the temporary supervision. The (members of the) Supervisory Board will not hold the position of director themselves, except for a limited period of a maximum of one year as stated in Article 4, Paragraph 13 of the statutes.

3. Provision of information

3.1 The Executive Board shall provide the Supervisory Board with the information necessary for the proper functioning of the Supervisory Board in a timely manner. As a rule, this will be done in preparation for or during the meetings of the Supervisory Board. If there is reason to do so, the Executive Board will provide the Supervisory Board with relevant information in the interim.

3.2 In any case, the Supervisory Board expects the Board to keep them informed regarding:

- developments in the positioning and strategy of the foundation;
- internal problems and internal conflicts of some significance to the Foundation;
- problems and conflicts of any significance for the foundation in its relationship with third parties, such as governments and cooperation partners;
- calamities;
- legal proceedings;
- disputes that can be expected to be publicized;
- other matters of which the director may and can reasonably expect to be relevant to the Supervisory Board.

3.3 The Supervisory Board ensures that the Executive Board regularly reports to the Supervisory Board on:

- the realization of the social function, the strategy including the associated risks and mechanisms for managing them, the fundraising and efficient use of the resources obtained from it, and the handling of ethical issues;
- its assessment of the internal risk management and control systems, including the provision of administrative information, in relation to the objective of the Foundation;
- the management of the foundation's assets;
- the careful exercise of the role of employer.

3.4 If the foundation is in any way explicitly (potentially) in negative publicity, the board will inform the members of the supervisory board - if possible in advance. Copies of the publications will be sent to the Supervisory Board afterwards.

3.5 Each member of the Supervisory Board shall treat as confidential all information and documentation that he or she receives in the context of the exercise of the supervisory function and that is to be regarded as confidential and shall not disclose it outside the Supervisory Board and the Executive Board, even after resignation.

4. Composition of the Supervisory Board and appointment of members

4.1 The composition of the Supervisory Board is such that:

- there is sufficient affinity with the objective of the foundation in particular;
- a broad social connection and a functional network is achieved;
- there is a range of social backgrounds, expertise and disciplines;
- the members of the Supervisory Board operate independently and critically in relation to each other and the Executive Board;
- the advisory and sounding board function for the benefit of the board is adequately provided;
- adequate contribution is made to the fundraising of the foundation.

4.2 The Supervisory Board is made up of individuals who are expected to feel involved in issues at the intersection of global health and development cooperation. In view of Wemos' mission and working methods, the following qualities should also be represented on the Supervisory Board:

- Knowledge and preferably experience in the field of good governance;
- Knowledge of strategic management;
- Financial literacy;
- Knowledge of global health and/or development cooperation and/or health network in these areas of expertise;
- Knowledge of fundraising, particularly among equity and institutional funds.

4.3 The members of the Supervisory Board are selected and appointed on the basis of a predetermined profile, which is coordinated with the Executive Board. The profile is public and can be requested by anyone. Of the current members of the Supervisory Board, at least the following are known: age, profession, short bio, participation in committees of the supervisory board, ancillary positions that are relevant to the performance of the supervisory task, whether they are a PEP (politically exposed person), date of first appointment and the current term for which the member has been appointed.

4.4 When a vacancy arises in the Supervisory Board, the Supervisory Board appoints a Selection Committee, in which the Board participates as an advisor. This committee selects and advises the Supervisory Board on suitable candidates.

4.5 If, after the application procedure, a candidate has been found suitable and is willing to join the Supervisory Board, he/she will be invited for an introductory interview with the other members of the Supervisory Board and an introductory interview with the Executive Board. The Supervisory Board and the Executive Board ensure that the person in question can perform the work objectively and independently, that there is no conflict or conflict of interests and that it fits within the requirements of the profile.

4.6 If the introductory meeting has been of mutual satisfaction, the Supervisory Board will take the intended decision to appoint the person concerned at the next meeting and discuss this intention with the Board. At the subsequent (or intermediate) meeting, the Supervisory Board will take the final decision.

4.7 In the event of a reappointment, the chairman will discuss this intention with the Executive Board and the chairman will conduct an evaluative interview with the relevant member of the supervisory board prior to the reappointment. After a corresponding procedure as referred to in the preceding paragraphs has been followed, the Supervisory Board shall decide on the reappointment of the member concerned.

4.8 The members of the Supervisory Board are expected to continue to study developments in the field of the situation of global health and development cooperation in general and the function of the foundation in this regard, and to be socially/civically engaged themselves.

4.9 The chairman chairs the meetings of the Supervisory Board and is the first member of the Supervisory Board to be approachable by the Executive Board and any other parties involved. The following characteristics and qualities are expected of the Chairman of the Supervisory Board:

- the ability to perform the position of chairman of the supervisory board with authority and natural authority;
- have the personality and background to play a leading role in the opinion and decision-making of the Supervisory Board and to operate the Supervisory Board as a well-functioning team;
- have insight into and overview of the tasks and functions of the Supervisory Board and the Executive Board;
- possess such characteristics, skills and charisma that she/he can, if necessary, fulfil an external role in the interest of the foundation.

5. Meeting

5.1 The meetings of the Supervisory Board are held in Amsterdam, online or in another location in the Netherlands.

5.2 The Supervisory Board meets with the Board at least twice a year. In addition, an annual self-evaluation takes place. The board does not have to be present.

5.3 The meetings are chaired by the Chairman of the Supervisory Board and, in his absence, the Vice-Chairman. In the absence of both parties, the meeting itself appoints its chairman.

5.4 Minutes of what is discussed in the meetings are drawn up by a minute-taker who is not a member of the Supervisory Board. The board takes care of the administrative support. The minutes are adopted and approved or rejected at the next meeting.

5.5 Unless otherwise stipulated, the Executive Board shall be present at the meeting of the Supervisory Board.

5.6 The Supervisory Board may take valid decisions at the meeting only if more than half of all the members in office are present at the meeting in person. A member of the Supervisory Board may be represented at

the meeting by a fellow member on presentation of a written power of attorney - including by e-mail - at the discretion of the chairman. A member of the Supervisory Board may act as a proxy for only one other member of the Supervisory Board.

6. Conflicts of interest, ancillary positions and incompatibilities

6.1 The functioning of a member of the supervisory board is characterized by integrity and an independent attitude. This means that she has no personal or business interest in the foundation in any way in the performance of the position.

6.2 A member of the supervisory board may also not be a PEP (politically exposed person).

6.3 If a member of the Supervisory Board foresees that an (appearance of) incompatibility may occur or that a conflict of interest with the foundation may otherwise arise, the relevant member of the Supervisory Board will inform the chairman thereof. If the chairman is of the opinion that there is an incidental incompatibility, for which a temporary solution is possible, the relevant member of the supervisory board will cooperate with this temporary solution. If the chairman is of the opinion that there is a structural incompatibility, the relevant member of the supervisory board will ensure that the incompatibility is eliminated or resigns. The Chairman shall inform the other members. In the event of incompatibility with the Chairman himself, she will inform the other members of the Supervisory Board. The other members of the Supervisory Board will then jointly propose a solution.

6.4 If, in the opinion of the Supervisory Board, there is a conflict of interest between a member or more members of the Supervisory Board and the foundation, the relevant member of the Supervisory Board will not participate in the discussion and decision-making on the subject in which it has a conflict of interest.

6.5 The members of the Supervisory Board report their social functions to the Chairman of the Supervisory Board insofar as they are important and potentially affect their performance as a member of the Supervisory Board.

7. Internal and external consultations and actions of the Supervisory Board

7.1 At the request of the Board, the members of the Supervisory Board are given the opportunity to participate in activities and/or events of the foundation and to work visits to third parties. If, in the joint opinion of the Board of Directors and the Chairman of the Supervisory Board, this is the case, the foundation will be represented by the Chairman of the Supervisory Board at special occurrences and events. When a supervisory board or individual members are approached by external relations or by persons working at the foundation about matters relating to or related to the foundation, or persons working therein, the member of the supervisory board generally refers to the board.

8. Method and decision-making

8.1 If desired, the Supervisory Board may, taking into account the profile, agree on a further division of areas of concern. Without prejudice to this possible division of tasks, powers and portfolios, the Supervisory Board acts as a collegiate body. This division does not affect the collective responsibility for the full supervision by the Supervisory Board. The distribution of the focus areas will be communicated to the board.

8.2 Except in special cases, the Supervisory Board takes decisions at the meetings of the Supervisory Board.

8.3 As a rule, the Executive Board prepares the meetings of the Supervisory Board in consultation with the Chairman. Decisions of the Board of Directors which, pursuant to the Articles of Association or these Regulations, require the approval of the Supervisory Board, shall be put on the agenda in writing, stating the reasons for the decision.

9. Evaluation

9.1 Once a year, a meeting of the Supervisory Board is held, during which the functioning of the Supervisory Board, the performance of the individual members of the Supervisory Board and the Executive Board are evaluated and assessed in accordance with the statutes, the Supervisory Board Regulations and any other regulations (including the Audit Committee Regulations and the Remuneration Committee Regulations). The cooperation between the Supervisory Board and the Executive Board is also involved. The Supervisory Board may involve external support in this regard.

9.2 The board can be present at this meeting.

9.3 The chairman conducts an annual performance review with the Executive Board and also takes into account the points of attention arising from the evaluation of the Supervisory Board. If desired by the

Supervisory Board, the chairman may have another member of the Supervisory Board present at this performance review.

10. End of membership

10.1 The retirement schedule drawn up in accordance with the statutes shall be arranged in such a way as to ensure continuity in the composition of the Supervisory Board. The basic principle is that members of the Supervisory Board are appointed for four years, but a shorter period is also possible. Members of the Supervisory Board may be reappointed once. An interim appointed member of the Supervisory Board shall take the place of her predecessor in the retirement schedule, unless the Supervisory Board decides to deviate from this in view of the continuity of the composition.

10.2 The Supervisory Board, the relevant member of the Supervisory Board and the Executive Board will agree in advance on any disclosure of a possible suspension or dismissal of a member of the Supervisory Board.

10.3 The current retirement schedule is annexed to these Rules of Procedure.

11. Remuneration and/or reimbursement of expenses

11.1 The members of the Supervisory Board do not receive any remuneration but receive a contribution of 75 euros per meeting for costs incurred. The members can waive this and decide to donate this compensation to the Wemos Foundation. To this end, every year, in December, members are asked whether they wish to receive the contribution or not.

The fees paid to the members of the Supervisory Board for costs incurred are public and are included and explained in the annual accounts.

12. Commissions

12.1 The Supervisory Board is authorized to set up one or more committees and/or councils. The Supervisory Board has a remuneration committee and an audit committee. The Supervisory Board remains collectively responsible for decisions, even if they have been prepared by one of the committees of the Supervisory Board.

12.2 The Supervisory Board has drawn up its own regulations for each committee, which contain the detailed rules governing the tasks and powers, the working method, the decision-making and the meeting. These regulations are appended to these regulations.

12.3 Members of the Supervisory Board may sit on more than one committee, on the understanding that the composition of one committee may not be exactly the same as another.

12.4 The committees will report to the next Supervisory Board meeting. Partly on the basis of these reports, the Supervisory Board takes a decision.

13. Changes to the regulations

13.1 In the annual evaluation of its performance, the Supervisory Board also examines whether these regulations still meet the criteria to be set for them. The chairman will ask for the opinion of the board in advance.

13.2 These regulations may be amended by a decision of the Supervisory Board. The management board and the Supervisory Board must agree on the proposed change.

Thus established in Amsterdam on 7 October 2024 by the Supervisory Board.

Retirement from supervisory board schedule

Supervisory Board Member	Start date	End date
Thomas van den Akker	1 April 2021	31 March 2025
Ingrid van de Stadt	1 April 2021	31 March 2025
Ruud van den Hurk	1 April 2021	31 March 2025
Katri Bertram	1 January 2024	31 December 2028
Leigh Kamore-Haynes	1 January 2024	31 December 2028

Audit Committee Regulations

The Supervisory Board of the foundation established in Amsterdam: Stichting Wemos (hereinafter referred to as: the "Foundation") decides, with due observance of Article 17 of the Articles of Association of the Foundation, to institute the following regulations for the Audit Committee.

Composition, appointment, suspension and dismissal

- 1.** As a standing committee of the Supervisory Board, the Audit Committee consists of at least two members, including at least the financial and economic portfolio holder of the Supervisory Board. The Supervisory Board shall determine the number of members.
- 2.** The Supervisory Board appoints, suspends and dismisses the members of the Audit Committee. Members of the Supervisory Board and other persons may be appointed as members of the Audit Committee.
- 3.** The Chairman of the Supervisory Board may be a member, but never the Chairman of the Audit Committee.
- 4.** In accordance with the provisions of Article 17 of the foundation's statutes, the audit committee, under the responsibility of the Supervisory Board, is in charge of supervising the financial affairs of the foundation in general and also with reviewing the functioning of the internal administrative organization control, in particular the payment organization.
- 5.** The tasks of the audit committee include:
 - a.** supervising, supervising and advising the Supervisory Board on the functioning of the internal risk management and (a) control systems, including the supervision of compliance with the relevant laws and regulations and supervision of the functioning of the principles of good governance;
 - b.** supervision of the financial disclosures by the management board;
 - c.** monitoring compliance with recommendations and following up on auditor's comments;
 - d.** supervision of the policy of the board with regard to fundraising and taxes that are borne by the foundation;
 - e.** supervision of the funding of the foundation;
 - f.** supervising the relationship with the external auditor, including in particular:
 - assessing the independence, remuneration and any non-audit activities for the foundation by the accountant;
 - determining the involvement of the auditor with regard to the content and publication of the financial reports by the foundation other than the financial statements, and
 - becoming aware of irregularities with regard to the content of financial reporting as reported by the auditor;

- g. advising the Supervisory Board on the annual accounts, the budget and major capital investments of the Foundation.

Meeting and working method

- 6. The Audit Committee meets at least twice a year.
- 7. The meetings are set annually in advance as much as possible and take place as much as possible shortly before the meetings of the Supervisory Board
- 8. The Audit Committee may invite any person whose presence at the meetings it considers necessary to discuss a specific item on the agenda. Normally, the board attends all meetings. Normally, the external auditor also attends an annual meeting. If desired, the audit committee may meet with the external auditor without the presence of the Executive Board.
- 9. If desired, the audit committee may, after consultation with the Supervisory Board, request third parties to support the audit committee in its work and to assess its reporting.

Thus established in Amsterdam on 7 October 2024 by the Supervisory Board.

Remuneration Committee Regulations

The Supervisory Board of the foundation with its registered office in Amsterdam: Stichting Wemos (hereinafter referred to as: the "Foundation") decides to establish the following regulations for the remuneration committee.

Composition, appointment, suspension and dismissal

1. As a standing committee of the Supervisory Board, the remuneration committee consists of at least two members. The Supervisory Board shall determine the number of members.
2. The Supervisory Board appoints, suspends and dismisses the members of the Remuneration Committee. Members of the Supervisory Board may be appointed as members of the Remuneration Committee.
3. The remuneration committee is in charge of supervising the right balance between the various forms of remuneration within the foundation, taking into account the requirements of external supervisors and what is customary in the sector. Ultimately, the remuneration policy should lead to the interest of the foundation being served.
4. The remit of the remuneration committee is as follows:
 - a. Making a proposal to the Supervisory Board regarding the salary policy to be pursued.
 - b. Making a proposal regarding the remuneration of the individual director(s) for determination by the supervisory board.

Meeting and working method

5. The remuneration committee meets at least once a year, including the annual interview with the director with regard to his/her performance.
6. The meetings shall be held annually in advance as far as possible and shall take place as far as possible shortly before the meetings of the Supervisory Board.
7. The Remuneration Committee may invite any person whose presence at the meetings is considered necessary when a specific item on the agenda is discussed.

Accountability

8. The Remuneration Committee publishes an annual report on its own performance. This report contains the main lines of its advice on remuneration.

Thus established in Amsterdam on 7 October 2024 by the Supervisory Board.