

Articles of Association Stichting Rainforest Alliance (per 1 January 2018)

Article 1. Definitions

In these articles of incorporation, the following terms shall mean:

Management Board

the management board of the Foundation;

Annual Accounts

the balance sheet and profit and loss account plus explanatory notes;

Supervisory Board

the supervisory board of the Foundation;

RA Holding Board

Board of directors of Rainforest Alliance Holding, Inc., a non-stock corporation incorporated under the laws of the state Delaware, United States of America;

In writing

each message sent via conventional communication, including via an electronically transmitted legible and reproducible message, to or from the address announced for that purpose to the Foundation;

Foundation

Stichting Rainforest Alliance.

Article 2. Name and corporate seat

1. The name of the Foundation is **Stichting Rainforest Alliance**.
2. The Foundation has its corporate seat at Amsterdam.

Article 3. Objectives

1. The Foundation is a non-profit organization that is organized and shall be operated exclusively in the public interest, namely, for charitable, scientific, or educational purposes, and more specifically, for the purposes of (i) contributing to the social, cultural and moral welfare of society, and (ii) improving lives and protecting nature by transforming how land is used, goods are produced, and consumer choices are made.
2. The Foundation seeks to achieve these purposes by:
 - a. developing and implementing social and environmental standards, in collaboration with stakeholders such as non-governmental organizations, governments, scientists and local communities, farmers, foresters, tourism operators, workers and industry;
 - b. encouraging stakeholders to bring responsibly produced goods and services to the global marketplace;
 - c. educating the general public on sustainable development issues and the importance of conserving biodiversity to encourage its support of responsibly produced goods and services;
 - d. encouraging enterprises to protect the socio-cultural heritages of the communities where they work and contribute to local sustainable economic development;
 - e. helping communities conserve the ecosystems on which they depend, while improving their quality of life by promoting opportunities for them to obtain economic benefits from the environmental goods and services they sustainably manage;
 - f. supporting or working with other groups whose purposes or activities further and are in accord with the purposes of the Foundation; and
 - g. conducting any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, or attainment of the foregoing purposes.

Article 4. The assets of the Foundation: composition and independence

1. The assets of the Foundation will be formed, through the commitment of the Management Board by:
 - fees for services;
 - one-off or periodic contributions;
 - subsidies;
 - gifts, testamentary dispositions and specific legacies;
 - all other acquisitions and income.An acceptance of a testamentary disposition must be an acceptance without liability for debts beyond the assets descended.
Assets may also be raised from loans and investment agreements.
2. A natural person nor a legal person may have the Foundation's assets at their disposal as if they were their own assets.

Article 5. Management Board: composition

1. The Management Board shall consist of a number of managing directors set by the Supervisory Board.
2. The managing directors shall be appointed by the Supervisory Board for a definite or an indefinite period. The Supervisory Board shall have the power to suspend or dismiss a managing director.
3. The Management Board shall elect from its number a chair.
4. In the event of one or more vacancies in the Management Board, the other managing director(s) shall maintain its/their authorization.
5. In case of absence or inability of a managing director, the other managing directors or the other managing director will be temporarily charged with the management of the Foundation. In case of absence or inability of the managing directors or the sole managing director, the person appointed by the Supervisory Board is temporarily charged with the management of the Foundation.
6. The managing directors will receive no remuneration in such capacity, except for an eventual remuneration based on (employment) agreement. Managing directors may receive a reasonable compensation for expenses made for the Foundation and a non-excessive attendance allowance, as determined from time to time by the Supervisory Board.

Article 6. Management Board: task and limitation of authority

1. The Management Board is charged with the management of the Foundation.
2. The Management Board shall require prior approval of the Supervisory Board for such resolutions as determined by the Supervisory Board, by means of a Board regulation or otherwise and which are clearly described to the Management Board in writing.
3. Testamentary dispositions may only be accepted with the benefit of inventory.

Article 7. Management Board: meetings

1. Management Board meetings will be held whenever one of the managing directors decides to convene a meeting.
2. The convocation notice convening the meeting shall be sent at least three days in advance, not counting the days of the notice and the meeting.
3. Management Board meetings may be held by a meeting in person or through phone calls, "video conferencing" or other communications, which requires that all participating managing directors are able to communicate with each other simultaneously. Participation in a meeting in one of these ways counts as present at the meeting.

Article 8. Management Board: resolutions

1. Each managing director shall have the right to cast one vote. As far as these articles do not prescribe a larger majority, the Management Board can only pass valid resolutions by an absolute majority of the votes cast.
2. The Management Board can only validly pass resolutions if the majority of the directors holding office are present or represented. A managing director can be represented at the meeting by another managing director upon submission of a written proxy. A managing director can only act as a proxy for one single other managing director. If in a meeting a resolution cannot be adopted because the required quorum is not represented, a second meeting will be convened within four weeks of the first meeting. In such second meeting, this resolution may be passed irrespective of the number of the present or represented managing directors. In the convocation notice of the second meeting it must be indicated that and why this resolution can be passed irrespective of the number of the present or represented managing directors.
3. Each managing director who has a direct or indirect personal conflict of interest with the Foundation shall not participate in the deliberations and the decision-making process concerned in the Management Board. If as a result thereof no resolution of the Management Board can be adopted, the resolution will be adopted by the Supervisory Board.
4. In the event of a tie in the votes, the resolution shall be considered rejected.
5. As long as all managing directors holding office are present at a meeting, valid resolutions may be passed, even if the requirements contained in these articles of association regarding convocation and the holding of meetings have not been taken into account.
6. The Management Board may also adopt resolutions without holding a meeting, provided such resolutions are adopted in writing, proposals for such resolutions have been submitted to all managing directors holding office, and all managing directors have consented to the above manner of decision making. Paragraph 3 of this Article shall equally apply to adoption by the Management Board of resolutions without holding a meeting. Any resolution adopted outside a meeting that is not made in writing, should be laid down in minutes by one of the managing directors. This report shall be signed by that managing director and will be brought to the attention of the Management Board in the next Management Board meeting.

Article 9. Management Board: Representation

1. The Management Board shall represent the Foundation.
2. The authority to represent the Foundation shall also be vested in each managing director individually.
3. The Management Board may grant continuous powers of attorney to officers employed by the Foundation, to represent the Foundation within the limits of that power of attorney.

Article 10. End of Management Board membership

The membership of a managing director shall cease:

- a. upon death or in the event the managing director is a legal entity, upon its dissolution or it ceasing to exist;
- b. in the event that the managing director loses the right to dispose of his or her property;
- c. by dismissal adopted by the Supervisory Board;
- d. by dismissal ordered by court pursuant to the law;
- e. by appointment as member of the Supervisory Board.

Article 11. Supervisory Board

1. The Foundation shall have a Supervisory Board consisting of a number of natural persons equal to the number of members of the RA Holding Board. Supervisory Board members can only be natural persons who are member of the RA Holding Board.
2. The members of the Supervisory Board are appointed, dismissed and suspended by the RA Holding Board.
3. The Supervisory Board has the duty to supervise the policy of the Management Board and the general conduct of business in the Foundation, as well as such other tasks and authorities as attributed to the Supervisory Board in these articles.
4. Each member of the Supervisory Board who has a direct or indirect personal conflict of interest with the Foundation shall not participate in the deliberations and the decision-making process concerned in the Supervisory Board.
5. The Supervisory Board may by resolution adopt from time to time Supervisory Board regulations to further determine composition, membership terms and decision making processes of the Supervisory Board.
6. The members of the Supervisory Board do not receive a remuneration. Supervisory Board members may receive a reasonable compensation for expenses made for the Foundation and a non-excessive attendance allowance, as determined from time to time by the Supervisory Board.

Article 12. Financial year and Annual Accounts

1. The financial year of the Foundation shall correspond with the calendar year.
2. Within six months of the end of each financial year, the Management Board shall draw up the Annual Accounts, unless an extension of this term by a term allowed by law is approved by the Supervisory Board because of special circumstances.
3. The adoption of the Annual Accounts requires the prior approval of the Supervisory Board. The Supervisory Board may, before granting its approval, require the Management Board to commission a certified accountant, an accounting consultant or another expert as designated by Dutch law, to examine the Annual Accounts.
4. The Supervisory Board is authorized to grant discharge to the members of the Management Board in respect of the policy conducted by them in the year under review, insofar as this policy is evidenced by the annual report or if that policy has been disclosed to the Supervisory Board otherwise.

Article 13. Dissolution and liquidation

1. The Supervisory Board shall have the exclusive authority to dissolve the Foundation.
2. Upon dissolution, the assets and property of the Foundation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed for one or more of the purposes of the Foundation described herein, and to that end those assets and property shall be distributed by the Supervisory Board, either: (i) to a public benefit institution ("ANBI") pursuant to Dutch law with similar objectives and purposes to the Foundation, or (ii) to a foreign non-profit organization that exclusively or almost exclusively serves the public interest such as an organization described in Section 501(c)(3) of the US Internal Revenue Code, as amended, and which has similar objectives and purposes to those of the Foundation.
3. Liquidation of the Foundation upon its dissolution shall be done by the Supervisory Board, unless the Supervisory Board appoints others to do so.
4. After termination of the liquidation, the books and records of the dissolved Foundation shall be deposited for the duration of the years prescribed by law with a person to be appointed by the

liquidator(s).

Article 14. Amendment of the articles of association

1. The Management Board shall have the authority to amend the articles of association subject to the prior approval of the Supervisory Board.
2. Each individual managing director shall be authorized to have the deed of amendment to the articles of association executed.

Article 15. Final stipulations

In all cases not provided for by law and the articles of association, the Supervisory Board shall decide.