

TRANSLATOR'S NOTE

This document is an unofficial English translation of the Articles of Association of the Fondation Infomaniak (“Statuts de la Fondation Infomaniak”), dated Geneva, 23 April 2026. It is provided for information purposes only. **Only the original French version is legally binding.** In the event of any discrepancy or inconsistency between this translation and the French original, the French version shall prevail.

FONDATION INFOMANIAK

ARTICLES OF ASSOCIATION

SECTION I – NAME, REGISTERED OFFICE AND DURATION

Article 1 – Name

- 1.1. Under the name “Fondation Infomaniak” (hereinafter the “Foundation”), an independent non-profit foundation is established, governed by these Articles of Association and by Articles 80 et seq. of the Swiss Civil Code.

Article 2 – Registered office

- 2.1. The registered office of the Foundation is located in the Canton of Geneva, Switzerland.
- 2.2. The Foundation is registered with the Geneva Commercial Register and placed under the supervision of the competent authority (hereinafter the “Supervisory Authority”).

Article 3 – Duration

- 3.1. The duration of the Foundation is unlimited.

SECTION II – PURPOSE, ASSETS AND RESOURCES

Article 4 – Purpose

- 4.1. The exclusive purpose of the Foundation is to promote public utility by providing financial support to projects in the following four areas:
 - **Support and promotion of digital sovereignty and education.**

The Foundation shall support any project aimed at preserving autonomy of choice in the use and control of digital services that affect individuals, society and/or democracy, in particular by supporting any project or initiative for training and/or awareness-raising in digital professions, including in their ethical dimension.
 - **Support and promotion of ethical digital technology.**

The Foundation shall support free and open-source software projects, as well as initiatives facilitating access to open and collaborative digital tools, the protection of privacy and the fight against disinformation.

- **Protection of the environment and biodiversity.**

The Foundation shall support any project contributing to the fight against the loss of biodiversity and climate change.

- **Energy transition.**

The Foundation shall support any project aimed at promoting renewable energies, applied research into new energy sources, or the improvement of energy efficiency.

4.2. The Foundation fulfils its purposes principally through the granting of donations to independent entities. The Foundation does not pursue any profit-making purpose.

Article 5 – Assets

- 5.1. The initial capital of the Foundation amounts to CHF 50,000 (fifty thousand Swiss francs).
- 5.2. The Foundation's assets may be increased at any time by donations, bequests, subsidies or grants made by the Founder or by other donors in favour of the Foundation, which the Foundation Council is entirely free to accept or refuse.
- 5.3. The Foundation may hold any tangible or intangible asset (in particular shares, bonds, receivables, real estate, intellectual property rights, etc.).
- 5.4. Any income that may be generated by the Foundation shall be exclusively allocated to the achievement of its public-utility purposes.
- 5.5. The participations and securities held by the Foundation may not be transferred, pledged or otherwise alienated, in whole or in part, directly or indirectly, except with the unanimous consent of all members of the Foundation Council.
- 5.6. The Foundation's assets are managed in accordance with recognised commercial principles. The rules on diversification of assets do not apply to the participations and securities that the Founder may have transferred to the Foundation.
- 5.7. The Foundation shall actively seek other sources of funding, in particular donations from natural and legal persons.

SECTION III – ORGANISATION OF THE FOUNDATION

Article 6 – Structure

- 6.1. The Foundation comprises the following bodies:
 - a) the Foundation Council;
 - b) the Auditing Body, unless the Foundation is exempted from appointing one;
 - c) any other body established by the Foundation Council. Where applicable, their powers and organisation shall be set out in a set of regulations.

A. Foundation Council

Article 7 – Appointment and organisation

- 7.1. The Foundation is administered by a Foundation Council (hereinafter: “the Council”), composed of at least three members.

- 7.2. At least one of the members of the Council, holding signing authority, must be domiciled in Switzerland and be a Swiss national or a national of a Member State of the European Union (EU) or of EFTA.
- 7.3. The Founder appoints the first members of the Council. Thereafter, the Council renews or completes itself by co-optation. No member of the Council may hold office beyond the age of 65. Beyond that age, the Founder retains the right to attend Council meetings with a consultative vote.
- 7.4. The Council shall at all times include a descendant of the Founder, provided that such a descendant exists and has not definitively renounced this role, subject to the age limit set out in paragraph 3. Where applicable, another descendant shall succeed them.
- 7.5. Members of the Council generally act on a voluntary basis and may only claim reimbursement of their actual expenses and travel costs. Any attendance fees may not exceed those paid for official committees. For tasks exceeding the usual scope of the function, each member of the Council may receive appropriate compensation. The total remuneration of each member of the governing body may not exceed CHF 10,000 per year.
- 7.6. Any remunerated employees of the Foundation may only sit on the Foundation Council with a consultative vote.

Article 8 – Functions within the Council

- 8.1. The Council shall designate a President and a Vice-President. These functions may not be combined.

Article 9 – Term of office

- 9.1. Members of the Council are elected for a term of four (4) years and may be re-elected without limit.
- 9.2. The term of office also ends by resignation, removal, death or upon reaching the age limit set out in Article 7.
- 9.3. Any member may resign by submitting a written declaration to the President.
- 9.4. A member may be removed by a two-thirds majority of the votes of the other members of the Council, at any time and for just cause, in particular where a member breaches their obligations towards the Foundation or is no longer in a position to properly perform their function. The member concerned shall not participate in the deliberations or in the decision, but must be given the opportunity to be heard beforehand.

Article 10 – Powers of the Council

- 10.1. The Council is the supreme body of the Foundation.
- 10.2. It administers and manages the Foundation's assets, takes the measures necessary to achieve its purpose, and adopts any regulations or directives. It defines the Foundation's policy with a view to achieving its purposes and the strategy enabling that policy to be implemented.
- 10.3. The Council is empowered to delegate certain of its powers to members of the Council or to third parties by way of the Foundation's Articles of Association, regulations or a formal decision recorded in the minutes of the Council.
- 10.4. The Council has, in particular, the following inalienable powers, which it decides by simple majority:
 - regulation of the right to sign and to represent the Foundation;
 - appointment of the Auditing Body (cf. Article 14);

- possible appointment of other bodies;
 - approval of the audited annual accounts;
 - any other decision relating to the overall management of the Foundation.
- 10.5. The Council may decide on the appointment (cf. Article 7) or the removal of one of its members by a two-thirds majority of its votes, excluding the member concerned, for just cause and in accordance with the procedures set out in Article 9.4 of these Articles of Association.
- 10.6. The Council may propose, by a two-thirds majority of its votes, to the competent Supervisory Authority, which alone is empowered to decide:
- the dissolution and liquidation of the Foundation and the allocation of any residual assets (Articles 88 and 89 of the Swiss Civil Code);
 - the amendment of these Articles of Association (Articles 85, 86 and 86b of the Swiss Civil Code).

Article 11 – Meetings

- 11.1. The Foundation Council meets as often as the business of the Foundation requires, but at least twice (2) a year, upon convocation by the President or at the request of two of its members.
- 11.2. In the absence of the President, the chairmanship of the meeting shall pass to the Vice-President.
- 11.3. The notices of meeting must indicate all the items to be discussed at the meeting and must be communicated in writing, including by electronic mail, to all members of the Council at least fifteen days in advance. With the written consent of all members, the Council may also meet without observing this deadline.

Article 12 – Decision-making

- 12.1. The Council may validly hold its meetings and take decisions if a majority of its members participate. If this quorum is not reached, the Council shall be reconvened and may then deliberate regardless of the number of members present, as the notice of meeting shall specify.
- 12.2. As a general rule, the Council shall use its best efforts to reach consensus. Decisions are nevertheless deemed to have been validly adopted if a majority of the members present and voting approve them, subject to those cases for which the Articles of Association require a qualified majority. In the event of a tied vote, the President shall have the casting vote.
- 12.3. Persons present include those attending by teleconference, videoconference or any other similar means of communication, provided that all participants in the deliberations can be clearly identified at all times.
- 12.4. Deliberations and decisions may also be taken in writing, provided that no member requests oral deliberations. In the case of a written decision, the majority is calculated on the basis of the total number of members of the Council.
- 12.5. The deliberations and decisions of the Council shall be recorded in minutes, signed by the chairperson of the meeting and the secretary of the meeting, an original copy of which shall be kept in the archives of the Foundation.

Article 13 – Management of conflicts of interest

- 13.1. The Council shall determine the rules to be followed in the event of conflicts of interest in an internal set of regulations submitted to the Supervisory Authority.
- 13.2. Any member of the Council in a situation of conflict of interest shall recuse themselves and inform the Council. The Council may request their opinion beforehand, after which the member

concerned shall not participate in the decision-making or in the related deliberations. The recusal shall be recorded in the minutes.

B. Auditing Body

Article 14 – Auditing Body

- 14.1. In accordance with the relevant legal provisions, the Council shall appoint an external and independent auditing body to carry out the annual audit of the Foundation's accounts and to verify their compliance with laws and regulations. The Auditing Body shall submit a written report to the Council on the result of the audit of the accounts within six months following the close of each financial year, which shall be forwarded to the Supervisory Authority by the Council.
- 14.2. The Auditing Body shall inform the Council of any deficiencies identified in the performance of its mandate. If such deficiencies are not remedied within a reasonable period, it shall, where applicable, inform the Supervisory Authority.

Article 15 – Financial year and presentation of accounts

- 15.1. With the exception of the first financial year, the Foundation's financial year begins on 1 January and ends on 31 December of each year. The first financial year shall close on 31 December 2026. The Foundation's annual accounts are kept in Swiss francs.
- 15.2. The Council determines the manner in which the accounts are presented, in accordance with Article 83a of the Swiss Civil Code. The annual accounts must provide a complete, transparent and accurate picture of the financial situation. They must be kept up to date and allow comparison with the accounts of previous years.

SECTION IV – REPRESENTATION, SIGNATURE AND LIABILITY

Article 16 – Representation

- 16.1. The Council shall arrange for the registration in the Commercial Register of the members designated to represent the Foundation.
- 16.2. The Foundation is bound by the joint signature of two of the authorised persons.

Article 17 – Liability

- 17.1. Only the assets of the Foundation shall be liable for its debts.
- 17.2. Subject to Article 55 III of the Swiss Civil Code, neither the members of the Council nor the members of any other body of the Foundation may be held liable for the acts of the Foundation.
- 17.3. However, all persons entrusted with the administration, management or audit of the Foundation are personally liable for any damage they may cause to the Foundation through faults committed intentionally or by negligence. Where several persons are required to make reparation for damage, each is jointly and severally liable with the others only to the extent that the damage can be attributed to them personally on account of their own fault and the circumstances.

SECTION V – REGULATIONS, AMENDMENT OF THE ARTICLES OF ASSOCIATION, DISSOLUTION AND LIQUIDATION OF THE FOUNDATION

Article 18 – Regulations

- 18.1. The Council shall determine the powers of any other body it may establish, as well as certain details of the organisation and/or activities of the Foundation, in one or more sets of regulations.
- 18.2. The regulations and any amendments thereto must be submitted to the Supervisory Authority for review.

Article 19 – Amendment of the Articles of Association

- 19.1. The Founder reserves the right to amend the purpose and/or the organisation of the Foundation once at least ten years have elapsed since the Foundation’s establishment or since the last amendment requested by the Founder, subject to compliance with the public-utility purpose, in accordance with Article 86a of the Swiss Civil Code.
- 19.2. The competent Supervisory Authority shall amend the Articles of Association, at the request of the Council (cf. Article 10.6 of these Articles of Association), in accordance with the legal provisions.

Article 20 – Dissolution of the Foundation

- 20.1. The competent Supervisory Authority shall order the dissolution of the Foundation, at the request of the Council (cf. Article 10.6 of these Articles of Association) or ex officio, in accordance with the applicable legal provisions, in the event that the purpose of the Foundation can no longer be achieved or that the purpose has become unlawful or contrary to morality.
- 20.2. In the event of the dissolution of the Foundation, the Council shall act as the liquidation body, unless otherwise decided by the Supervisory Authority. No measure may be taken without the prior express consent of the Supervisory Authority.
- 20.3. In the event of the dissolution of the Foundation, the available assets shall be allocated in their entirety to another institution pursuing a public-interest purpose analogous to that of the Foundation and benefiting from tax exemption. Under no circumstances may the assets revert to the Founder, the members, their successors or assigns, the donors or their relatives, nor be used for their benefit, in whole or in part, in any manner whatsoever.

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Geneva, 23 April 2026

Signature and its legalisation follow.

CERTIFIED TRUE COPY OF THE ORIGINAL

End of document. Unofficial English translation — only the original French version shall prevail.