

FOUNDATION CHARTER

(TRANSLATION FROM FRENCH - VERSION FEBRUARY 5, 2024)

The non-profit Organization **Global Footprint Network, Inc., California** (then headquartered in 312 Clay Street, Suite 300, Oakland, CA 94607-3510, USA, and now located at 1528 Webster Street, Suite 11, Oakland CA 94612, Tax ID Number: 73-1672982) founded via charter on May 20, 2008 a foundation as defined by art. 80 ff. of the Swiss Civil Code, called

„Global Footprint Network Foundation – Switzerland“

(Stiftung Global Footprint Network – Schweiz)

(Fondation Global Footprint Network – Suisse)

(Fondazione Global Footprint Network – Svizzera)

Its foundation charter is as follows:

NAME, LOCATION AND DURATION OF THE FOUNDATION

Art. 1

Under the name **Global Footprint Network Foundation - Switzerland** (Stiftung Global Footprint Network – Schweiz) (Fondation Global Footprint Network – Suisse) (Fondazione Global Footprint Network – Svizzera) exists as a foundation within the meaning of article 80 and following according to the Swiss Civil Code.

Art. 2

The headquarters of the foundation is in the Canton of Geneva. With approval of the supervising authority, the governing foundation board is entitled anytime to relocate the foundation to a different place in Switzerland.

Art. 3

The duration of the foundation is unlimited.

PURPOSE OF THE FOUNDATION

Art. 4

The foundation has the purpose to establish and enforce the "Ecological Footprint" of Global Footprint Network and complementary indicators in Switzerland and other countries, or to support other entities doing so in order to support the development of a sustainable, forward-looking economy. In addition to supporting such endeavours, the foundation does this especially via the intensive communication with businesses, organization, media, university and authority stakeholders, through focused research activities, and the implementation of scientific-related and informative events and projects. The foundation is to establish a group of supporters who further these activities.

The foundation is non-religious and non-political.

The foundation is a non-profit organization.

FOUNDATION ASSETS

Art. 5

The founder dedicated an initial capital of CHF 50'000.00 to the foundation.

Art. 6

The foundation assets can be accumulated through financial contributions of the founder or third parties, as well as through mission driven revenues.

Art. 7

The foundation assets are managed with due and full regard to the generally and the legally accepted investment principles.

Art. 8

To attain the purpose of the foundation revenues as well as the foundation assets can be used. The revenues are to be included in the foundation assets unless they are used to cover for the daily needs of the foundation.

ORGANISATION

Art. 9

The organs of the foundation are the foundation board, the Director General and the audit body. The names of the foundation board members as well as the Director General and the members of the audit body are to be entered in the responsible registry of commerce.

Art. 10

The foundation board is made up of a minimum of five and a maximum of eleven people.

The tenure of office of foundation board members shall be three years, starting from their election. A foundation board member's term may be renewed by a majority vote for an additional three-year term, for a maximum of six years of service. A foundation board member must then remain off the foundation board for the duration of at least one year, and may then be re-elected for an additional three-year term, which may subsequently be renewed for an additional three-year term.

The members of the foundation board act on a voluntary basis. For that they are only entitled to compensation for their actual expenses and travel expenses, should the foundation board allow for such expenses. Any attendance fees may not exceed those paid for official commissions. For tasks that go beyond the usual scope of the function, each member may receive an appropriate compensation. For those tasks, the foundation board allow for reasonable remuneration to its members (but not for participation in foundation board meetings which is not remunerated). To avoid any conflict of interest, only a minority of the foundation board members, in any given year, can receive remuneration for designated tasks.

The foundation board self-constitutes and elects new foundation board members according to the decision-making terms of Article 12. The foundation board also elects a Chair, a Treasurer and a Secretary from among the member of the foundation board.

Art. 11

The foundation board conducts the foundation's business and represents the foundation outwards. The foundation board can also appoint a Director General who supports the foundation board in these functions. The Foundation Board issues a set of organizational regulations specifying its operating procedures and powers, as well as the powers of the Director General and his or her signing authority.

DECISION-MAKING OF THE FOUNDATION BOARD

Art. 12

A quorum is constituted when the majority of the members of the foundation board are present, except to adjourn a meeting. Considered as being present is as well the participation via a video or telephone conference. The foundation board shall take its decisions by a simple majority of the present members of the foundation board as far as the law, foundation charter or regulations do not provide otherwise. In case of a tie, the Chair of the foundation board has, and in the Chair's absence the person who presides the meeting, the casting vote. Any act done or decision made by a majority of the foundation board members present at a meeting held at which a quorum is present shall be regarded as the act of the foundation board, subject to the provisions of the Swiss Civil Code. The Director General attends in principle meetings of the foundation board but does not have voting powers.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any foundation board member, if any action taken is approved by at least a majority of the quorum required for a meeting.

Any action required or permitted to be taken by the foundation board may be taken without a meeting if all members of the foundation board, individually or collectively, consent in writing, electronically or physically, to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the foundation board. Such written consent or consents shall be filed with the minutes of the proceedings of the foundation board.

Art. 13

The foundation board appoints, in accordance with legal provisions, an external and independent audit body responsible for annually verifying the foundation's accounts and submitting a detailed report to the foundation board requesting its approval.

Art. 14

For more details regarding the organization and the signatory power the foundation board can define one or more provisions. Provisions and the changes of these have to be communicated to the supervisory authority for approval.

SUPERVISION

Art. 15

The foundation is subject to the responsible authority.

Art. 16

Requests to change the foundation organization and purpose according to art. 85, 86 and 86b of the Swiss Civil Code have to be submitted by the foundation board to the responsible authority.

DISSOLUTION

Art. 17

The foundation can be dissolved based on a decision of the foundation board with agreement by the authority if the foundation purpose cannot be achieved.

Should the foundation be wound up, the remaining foundation assets shall be given to one or more not-for-profit, tax-exempt institutions located in Switzerland which have the same or similar purpose. A return of the foundation assets to the founder or a person affiliated with the founder or foundation board members shall be excluded.

SIGNED

This new, sixth version of the foundation charter, which replaces the one from November 4, 2016, has been seen and accepted by the foundation board on February 5, 2024:

Sandra Browne, Foundation Board Member and Chair

Mathis Wackernagel, Foundation Board Member