

ARTICLES of ASSOCIATION as amended on March 3, 2023

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Preamble

PAN International - Physicians Association for Nutrition e.V. (hereinafter "PAN International") is a medical and health organisation independent of politics and business, which works in international association with national organisations for the reduction of nutrition-related diseases of civilization as well as a healthy, sustainable and climate-technical positive diet uses.

PAN International sees itself as a global community of experts, young professionals and interested parties who are committed to evidence-based improvement in prevention, health and sustainability in the field of nutrition and raise donations for this purpose, which are used in national and international programs, campaigns, training and education Training and education are invested.

The aim of the internationally active association is to achieve a change in the political and social framework as well as in the health system and industry on the basis of scientific evidence, from which people, the environment and animals benefit in the long term. The aim of the association is also to curb the global increase in diet-related diseases of civilization, to carry out modern educational work, to promote and protect people's health and quality of life, and to counteract climate change on the basis of sustainable nutrition strategies.

§ 1 Name, registered office, financial year

1. The association bears the name PAN International - Physicians Association for Nutrition e.V. It is entered in the register of associations at the district court in Munich under number 207618.
2. The association is based in Munich.
3. The financial year is the calendar year.

§ 2 Purpose

1. The purpose of the association is the promotion and dissemination of knowledge about future-oriented healthy nutrition, the promotion of nutritional science, medicine and disease prevention, as well as the training and further education of relevant professional groups and students.
2. The purpose of the statute is realized in particular through measures to combat civilization diseases, educational and public relations work, campaigns, the organisation of events, seminars and congresses, the publication and distribution of information material, the promotion of international scientific exchange and the dialogue between medicine, research, politics and relevant Population groups, alliances and networks with other organisations at home and abroad as well as the care and support of volunteers at universities, colleges and other institutions recognized as tax-privileged. The purpose of the statute is also realized through measures for the promotion of
 - a. Science and research in the field of medicine and nutrition, e.g. by organising national and international conferences
 - b. Education, adult education and vocational training, including student support, e.g. by arranging lectures, further training, seminars and workshops
 - c. Public health and public health care, e.g. through educational work and the provision of information materials and tools that simplify medical advice about health-promoting nutrition
3. The aim of the association is also realized in particular by
 - a. Cooperation with other non-profit domestic and foreign organisations that promote education on evidence-based healthy nutrition, especially in the health sector
 - b. Dissemination of the content and services offered by PAN International via other non-profit organisations belonging to an international network
 - c. Campaign work for the broad perception of the association's goal in the public, the health care system and politics
4. In addition, the association realizes the purposes mentioned under § 2 paragraphs 2 and 3 within the meaning of § 58 No. 1 AO by donating actual and financial resources and by passing them on to tax-privileged corporations. The procurement of funds for a corporation under private law with unlimited tax liability requires that it is itself tax-privileged.

§ 3 Non-profit status

1. The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the tax code.
2. The association is selflessly active; it does not primarily pursue its own economic purposes.
3. Funds of the association may only be used for statutory purposes. The members do not receive any grants from the association's funds and have no share in the association's assets.
4. No person may be favoured by expenses that are alien to the purpose of the corporation or by disproportionately high remuneration.

§ 4 Members

1. Many people and organisations around the world feel connected to the goals of PAN International and support the association in different ways. The organisation has:
 - a. Supporting members (§ 5 Para. 1)
 - b. Voting members (§ 5 para. 2)
 - c. Honorary Members and Ambassadors (§ 5 Para. 7)
2. The association should not have more than 20 voting members, who are made up of different stakeholder groups relevant to PAN.

§ 5 Acquisition of Membership

1. Any natural or legal person who is committed to the purpose of the association and makes a regular contribution can become a supporting member.
 - a. Joining as a supporting member takes place by means of a written or electronic application. Membership is effective upon receipt of the association's declaration that the application has been accepted. The Executive Board decides on the application for admission. A refusal does not require any justification.
 - b. Supporting members are not entitled to vote.
2. Any natural person who has reached the age of 18 can become a voting member.
 - a. Candidates for the voting members can be nominated by both supporting members and voting members. To be nominated, they require at least the written recommendation of two members.
 - b. In addition to this, the candidate must submit an application for admission in writing or by e-mail to the board.

- c. The Executive Board decides on the admission of the members entitled to vote with a simple majority. At the request of a candidate, the General Assembly can make a final decision on admission with a two-thirds majority of the votes cast.
 - d. The candidate has the right to object to the rejection by the Executive Board, which does not require a reason, within one week of receipt of the rejection sent to the candidate in text form. The next regular general meeting decides on the appointment with a two-thirds majority of the votes cast.
 - e. A new application for admission can be made at the earliest one year after the rejection decision.
3. The board can award honorary memberships to any natural or legal person or appoint them as ambassadors of the association.
 - a. Honorary members and ambassadors do not pay a membership fee.
 - b. Honorary members and ambassadors are not entitled to vote.

§ 6 Rights and duties of the members

1. All members of the association are obliged to support the goals and interests of the association and to follow the resolutions and orders of the association's bodies. You are entitled to make suggestions about the activities of the association at any time and to present them to the board.
2. Every voting member has one vote at the General Assembly. A transfer of voting rights is only permitted to other voting members. The power of attorney must be in writing.

§ 7 Termination of Membership

1. Membership ends through resignation, expulsion, death or dissolution.
2. The resignation must be made by written declaration to the board. A period of three months to the end of the financial year must be observed.
3. A member of the association can only be expelled for important reasons. Important reasons are in particular:
 - a. Behaviour that is harmful to the association or its goals
 - b. Behaviour that is harmful to other organisation members
 - c. Default of payment with at least two annual contributions, in exceptional cases after two written requests for payment even in the case of one-off payment arrears, or if the first annual contribution is not paid after joining
4. The Executive Board decides on the exclusion by resolution.
5. The member is entitled to appeal against the expulsion at the general meeting, which must be addressed in writing to the board within 14 days of receipt of the expulsion

decision sent to the expelled member in text form. The next ordinary general meeting will make a final decision on the exclusion.

6. The reinstatement of a member who was legally excluded from the association in the past is permissible.
7. Membership of voting members ends automatically 36 months after confirmation of their admission. A resumption according to §5 is possible.

§ 8 Membership Fee

1. Dues are collected from members (with the exception of honorary members and ambassadors).
2. The amount of the contributions and their due date are determined by the general assembly on the proposal of the Board of Directors.

§ 9 Organs

Organs of the association are the:

- a) Board of Directors
- b) General Assembly

§ 10 International Board

1. The board consists of three to five board members who are elected by the general assembly. The general meeting decides on the number of board members to be elected based on the proposal of the previous board and accepts proposals from the International Council.
2. The general meeting elects the first chairperson, the second chairperson, a board member for international affairs and other board members as assessors. Different board offices cannot be combined in one person.
3. The Executive Board manages the association's business and is responsible for all matters relating to the association, insofar as the statutes have not assigned responsibility to any other body.
4. The board represents the association in and out of court. The chairpersons of the board have sole power of representation, all other members of the board act together with one of the two chairpersons.
5. The Board of Directors is elected by the General Assembly for a period of three years.
6. The person who receives the simple majority of the valid votes cast is elected. If it is not reached, a second ballot is required, in which the candidate with the most votes is elected.

7. The board remains in office until a successor is elected. If a member resigns before the end of his or her term of office, the Board of Directors will elect a substitute member for the remainder of the resigned member's term of office.
8. The Board of Directors generally passes its resolutions in board meetings, which are to be convened in writing, by telephone or by e-mail by one of the chairmen of the Board of Directors. An announcement of the agenda is not required. A notice period of 7 days must generally be observed. The board has a quorum if at least 2 board members attend the meeting with a three-member board, at least 3 board members with a four-member board, or at least 4 board members with a five-member board, which may also take place online or as a hybrid meeting. The decision-making process is decided by the majority of the valid votes cast. In the event of a tie, the vote of the 1st chairperson of the Board of Directors, in his or her absence, the vote of the 2nd chairperson decides. Resolutions can also be passed in writing and by circulation.
9. Board members can only become members of the association.
10. Re-election is permitted.
11. When the membership in the association ends, the office as a board member also ends.
12. Offices in the association and the organs are exercised on a voluntary basis. If necessary, the Management Board can decide that up to two Management Board members work on the basis of a service contract with appropriate remuneration. The payment of an expense allowance in accordance with Section 3 No. 26a EStG is also permissible. The Executive Board is responsible for the conclusion, amendment and termination of the contract. The members are to be reimbursed for the expenses actually incurred in the exercise of their office and proven in individual cases within the meaning of § 670 BGB, provided the funds of the association allow this.
13. Members of the Executive Board are exempt from the restrictions of § 181 BGB.
14. The Board of Directors can set up an office. The management of this office and the responsibility for the financial management of this office are the responsibility of the Board of Directors. He can hire a manager for these tasks according to § 11.
15. More details can be regulated by the rules of procedure of the Board of Directors, which the Board of Directors gives itself.

§ 11 Management

1. The Executive Board can appoint one or more special representatives within the meaning of Section 30 of the German Civil Code (Bürgerliches Gesetzbuch, BGB) to be the managing director for the day-to-day administration and/or for the management and financial management of the office. The tasks are further specified by the Board of

Directors in the rules of procedure for the management, which is an appendix to the respective service contract of the managing director. The special representative may receive reasonable remuneration. The Management Board decides on the payment and amount of remuneration. The Executive Board monitors and relieves the management.

2. The management is entitled to grant powers of attorney for certain areas of responsibility or certain individual cases - also with the sole power of representation.

§ 12 International General Assembly

1. The General Assembly is responsible for all tasks assigned to it by the statutes or (unless the statutes provide otherwise) by law. In particular, it has the following tasks:
 - a. Election and deselection of the Board of Directors according to § 10 paragraph 1
 - b. To receive nominations from the International Council for the election of a Board member
 - c. Receipt of the reports of the Board of Directors
 - d. Discharge of the Board of Directors
 - e. Election of the auditors
 - f. Determination of contributions and their due date
 - g. Resolution on the amendment of the statutes and on the dissolution of the association
 - h. Decision on admission and exclusion of members in cases of appeal
2. An ordinary general meeting is to be convened once a calendar year.
3. The Executive Board can also convene an extraordinary general meeting at any time. He is obliged to do this if 25% of the members entitled to vote request this in writing, stating the purpose and reasons, or if the interests of the association require it.
4. The general meeting is to be convened by the Board of Directors in text form (§ 126b BGB) stating the agenda and with a notice period of four weeks.
5. The members of the association are entitled to vote to have the right to apply in text form for the inclusion of further items on the agenda within one week after the agenda has been announced (the date of dispatch is decisive). Motions for the dismissal or re-election of members of the Board of Directors, amendment or new version of the Articles of Association cannot be subsequently placed on the agenda.
6. The supplement is to be announced at the beginning of the meeting.
7. The General Assembly decides by resolution. The General Assembly can be attended in person, by telephone or via video transmission. The general meeting can also be held entirely by telephone and/or via online meeting rooms. The Executive Board decides on the actual type of implementation.

8. The management of the general meeting is the responsibility of the 1st chairman of the board, in his or her absence the 2nd chairman of the board.
9. Members vote by show of hands or acclamation. A secret ballot must be held on an agenda item if a member so requests. In this case, the Executive Board determines a suitable procedure for voting (e.g. voting using anonymous ballot papers).
10. The General Assembly has a quorum regardless of the number of members present.
11. The General Assembly passes its resolutions with a simple majority of the votes cast unless another majority is prescribed in the articles of association or in the law. Amendments to the articles of association can only be decided with a majority of two-thirds of the votes cast, and the dissolution of the association with a majority of four-fifths of the votes cast. The Executive Board can decide on amendments/supplements to the articles of association that are required by the register of associations as part of the registration process or by the tax office with regard to determining the statutory requirements according to § 60a AO. The Board of Directors must inform the members of this at the next general meeting.
12. Written minutes must be kept of the resolutions of the general meeting.
13. At the beginning of the general meeting, the board appoints a secretary. After the meeting, the minutes are to be signed by the board and the secretary.
14. Any change in the statutes must be reported to the responsible tax office by sending the amended statutes. Changes or additions to the statutes, which are prescribed by the competent register authority or the tax office, are implemented by the board and do not require a resolution by the general meeting. They are to be communicated to the members at the latest with the invitation to the next general meeting.

§ 13 International Council

1. The country representatives of the association can each delegate one member to the International Council. The delegated member should be part of the decision-making level of the respective national representation.
2. The members of the committee should ensure better understanding between the country representatives and PAN International and among themselves through ongoing dialogue and the exchange of ideas.
3. The International Council elects a member from its midst as chairperson and proposes this member to the general assembly as the head of international affairs. If a member proposed by the International Council resigns prematurely from the position of Executive Board member for International Affairs, the International Council can propose the

current chairperson to the Executive Board as a successor to fill the International Executive Board in accordance with § 10 para. 7.

4. Details of the work of the International Council are regulated in the Rules of Procedure of the International Council, which are issued by the Executive Board.

§ 14 Board of Trustees

1. The Executive Board may appoint a Board of Trustees to advise it on important matters to support its work. The members of the Board of Trustees should be well-known personalities from politics, society, medicine or science who, thanks to their expertise, can advise the Executive Board on fundamental issues such as strategic development and the principles of project work.
2. The Board of Trustees meets at least once a year. The 1st and/or 2nd chairperson of the Board of Directors takes part in the meetings of the Board of Trustees.
3. Details on the content of the work, composition and decision-making of the Board of Trustees are regulated in the Rules of Procedure of the Board of Trustees, which are issued by the Executive Board.

§ 15 Cash Check

1. The General Assembly elects two members of the association as cash auditors for a period of two years. A member of the Board of Directors is not permitted to be a cash auditor. Re-election is permitted.
2. At the end of each financial year, the cash auditors check the arithmetical accuracy of the bookkeeping and cash management. They put down the test result in writing and present it to the next regular general meeting.
3. Alternatively, the general meeting can decide that the cash audit is to be checked by an independent auditor who must belong to the auditing or tax consulting professions.

§ 16 Data Protection

1. In order to fulfil the purposes and tasks of the association, personal data about the personal and factual circumstances of the employees in the association are processed in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and the Federal Data Protection Act (BDSG). The Executive Board can appoint a data protection officer for this purpose.
2. Every member of the association has the right to information about and, if necessary, correction of the personal data stored about his person or deletion of the data if the storage was inadmissible.

3. All members of the association are obliged to treat the personal data of members that are made available to them for their work confidentially, even after they have left their functions, offices or the association.

§ 17 Dissolution

1. In the event of the dissolution of the association or other legal termination or if tax-privileged purposes no longer apply, the assets of the association pass to a legal entity under public law or another tax-privileged corporation for use in educational purposes.
2. Unless the general meeting decides otherwise, the board members are liquidators with the sole power of representation in the event of a dissolution decision. This applies accordingly if the association is dissolved for another reason or loses its legal capacity.

Articles of Association in the version dated 03/03/2023