

The translation from Ukrainian into English

APPROVED

By the Decision of the founder of
Charitable Foundation "TIME OF CLEAN ENVIRONMENT"
dd. July 20th, 2022

Charter
of the
Charitable Foundation
"TIME OF CLEAN ENVIRONMENT"

City of Kryviy Rih
2022

1. General provisions

1. Charitable Foundation "TIME OF CLEAN ENVIRONMENT" (hereinafter referred to as the "Foundation") is a charitable organization in the form of a charitable foundation, which was established and operates in accordance with the Constitution of Ukraine, the Law of Ukraine "On Charitable Activities and Charitable Organizations", other normative legal acts regulating charity and charitable activities in Ukraine, and this Charter.
2. Full name of the Foundation:
 - in Ukrainian: Благодійна організація «Благодійний фонд «ЧАС ЧИСТОГО ДОВКІЛЛЯ»
 - in English: Charitable Foundation "TIME OF CLEAN ENVIRONMENT".
3. Abbreviated name of the Foundation:
 - in Ukrainian: БО «БФ «ЧАС ЧИСТОГО ДОВКІЛЛЯ»
 - in English: CF "TIME OF CLEAN ENVIRONMENT"
4. Founders of the Foundation:

Andrii Viktorovych Neroba, a citizen of Ukraine.
registration number of the taxpayer's registration card - 2994703557,
place of registration - Ukraine, Dnipropetrovsk region, city of Kryviy Rih, microdistr. 7th Zarichnyi 1, apartment 44,
postal code - 50106.
5. The Foundation is a charitable, non-governmental, non-profit organization, that is, it does not aim to make a profit when carrying out its activities.
6. The Foundation was founded by individuals.
7. The Foundation carries out its charitable activities on the basis of legality, humanity, common interests and equal rights of participants, openness, transparency, voluntariness and self-governance.
8. The Foundation is a legal entity from the moment of its state registration in accordance with the procedure established by the current legislation of Ukraine, it independently conducts accounting and has its own balance sheet. The foundation has a round seal with its name, and may also have stamps, letterheads, its own symbols, emblem, details and other attributes of a legal entity, samples of which are approved by the President. The symbols are registered in accordance with the current legislation of Ukraine.
9. The Foundation opens accounts in banking institutions of Ukraine in accordance with the established procedure.
10. The Foundation, on its own behalf, concludes contracts, acquires personal property and related non-property rights, bears obligations, acts as a plaintiff and defendant in judicial bodies.
11. The Foundation is responsible for its obligations with all property belonging to it, which may be levied under current legislation.
12. The state and its bodies are not responsible for the obligations of the Foundation, just as the Foundation is not responsible for the obligations of the state and its bodies.
13. The Foundation may open its branches, outlets and representative offices in accordance with the procedure established by the current legislation of Ukraine.
 14. The Foundation is prohibited from distributing the received income (profits) or their parts among the founders (participants), members of the Foundation, employees (except for payment of their labour, calculation of a single social contribution), members of management bodies and other persons related to them.
15. Location of the Foundation: Ukraine, Dnipropetrovsk region, city of Kryviy Rih, Pokrovskyi district, microdist. 7th Zarichnyi 6 A, postal code - 50106.

§ 2. Goals, objectives and main forms of charitable activity

1. The goals of the Foundation's charitable activities are to provide assistance to promote the legitimate interests of beneficiaries in the areas of social protection, social security, human and civil rights and fundamental freedoms, social services and poverty alleviation, development and support of these areas in the public interest, providing targeted charitable assistance to persons who need help, as well as activities aimed at ensuring the safety, preservation of life and health of people, in the areas specified below.
2. The Foundation's areas of charitable activity are:
 - education;
 - health care and assistance to persons with physical disabilities;
 - ecology, environmental protection and animal protection;
 - prevention of natural and man-made disasters and elimination of their consequences, assistance to victims of disasters, armed conflicts and accidents, as well as refugees and persons in difficult life circumstances;
 - custody and care, legal representation and legal assistance;
 - social protection, social security, social services and poverty alleviation;
 - culture and art, protection of cultural heritage;

- science and scientific research;
 - sport and physical culture;
 - human and citizen rights and fundamental freedoms;
 - development of territorial communities;
 - development of international cooperation of Ukraine;
 - stimulating the economic growth and development of the economy of Ukraine and its individual regions and increasing the competitiveness of Ukraine;
 - promoting the implementation of state, regional, local and international programs aimed at improving the socio-economic situation in Ukraine;
 - promotion of defence capability and mobilization readiness of the country, protection of the population in emergency situations of peace and war.
3. In order to implement the statutory purpose, the Foundation solves the following tasks and performs the following actions in accordance with the procedure established by law:
 - attracts funds from benefactors - individuals (residents and non-residents), legal entities, other charitable and public organizations, including international ones;
 - organizes the management of collected funds (charitable endowments) in order to preserve and increase the amount of funds used for providing assistance;
 - provides assistance, develops and implements programs aimed at realizing the goals of the Foundation;
 - other tasks aimed at realizing the Foundation's goal.
 4. The Foundation carries out charitable activities in the following main forms:
 - free transfer of funds and other property to the ownership of beneficiaries, as well as free assignment of property rights to beneficiaries;
 - free transfer of the right of use and other property rights to the beneficiaries;
 - free transfer of income from property and property rights to beneficiaries;
 - free services provision and works performance for the benefit of beneficiaries;
 - joint charitable activities and execution of other contracts (agreements) on charitable activities;
 - public collection of charitable donations;
 - management of charitable endowments;
 - execution of wills, testamentary refusals and inheritance contracts for charitable activities;
 - financing of targeted programs;
 - assuming costs for free, full or partial maintenance of charity objects;
 - providing direct assistance with personal work, services or transferring the results of personal creative activity;
 - permission to use one's name, emblem, symbols;
 - conducting charity auctions, non-monetary lotteries, contests and other charitable events not prohibited by law;
 - conducting information events and campaigns aimed at popularizing the goals and objectives of the foundation's activities;
 - formation of the material and technical base of the Foundation by purchasing the necessary inventory, equipment, consumables and other tangible assets, as well as by attracting voluntary donations aimed at achieving the goals of the Foundation.
 5. The Foundation establishes and maintains contacts and connections (including international ones) with legal entities and individuals in the interests of the Foundation in accordance with the goals and objectives provided for in this Charter.

§ 3. Rights and obligations of the Foundation

1. In accordance with the statutory tasks, the Foundation has the right to:
 - organize the collection of charitable donations and contributions from individuals and legal entities that are both residents and non-residents of Ukraine;
 - open bank accounts;
 - manage charitable endowments (for example, place collected charitable contributions on time bank deposits in order to preserve and increase them);
 - independently decide on the issue of providing charitable assistance to its recipients, use targeted donations submitted by benefactors for the implementation of the charitable program in accordance with the terms of this donation;
 - determine the forms, objects, subjects and scope of charitable activities;
 - approve and implement own charity programs - sets of charity events aimed at solving the goals and objectives of the Foundation;
 - support the programs of other charitable organizations that do not conflict with the statutory goals and objectives of the Foundation;
 - conclude contracts and enter into other transactions for the purpose of accomplishment the statutory objectives of the Foundation;

- acquire ownership, possess, use and dispose of movable and immovable property, funds, securities, etc. in accordance with the procedure established by current legislation;
 - represent the interests and protect the rights of recipients of charitable assistance;
 - establish mass media, enterprises and organizations;
 - join unions, associations and other alliances created on a voluntary basis and contribute to the fulfilment of the Foundation's statutory tasks;
 - exchange information, knowledge and experience regarding the implementation of charitable activities, as well as specialists of the Foundation with relevant charitable organizations of both foreign countries and Ukraine;
 - be a participant (member) of other charitable organizations;
 - submit proposals and initiate petitions to the bodies of state administration and local self-government, as well as other persons regarding the achievement of the goals and fulfilment of the statutory tasks of the Foundation;
 - form an apparatus of employees to carry out everyday work;
 - only if necessary, attract specialists and experts from the relevant fields to fulfil their goals and objectives;
 - disseminate information about the Foundation's activities, popularize own ideas, goals, tasks;
 - have its own symbols, which are subject to state registration;
 - popularize its name (title), symbols, etc.;
 - have other rights according to the current legislation of Ukraine.
2. The Foundation shall be obliged to:
- comply with all requirements of current legislation;
 - ensure compliance of its activities with the specified statutory tasks and goals;
 - provide bodies of state power and local self-government, as well as a wide range of society, free access to the projects that have been implemented, and other documents characterizing the activities of the Foundation.
3. Members and employees of the Foundation have no right to receive material advantages and additional funds in connection with their position in the Foundation, except for those stipulated by the Law of Ukraine "On Charity and Charitable Organizations" and the current legislation of Ukraine.

§ 4. Sources of funding and procedure for using the Foundation's property and funds

1. The Foundation may own movable and immovable property, tangible and intangible assets, funds, as well as other property acquired and/or received on legal grounds.
2. The Foundation has the right to make any agreements regarding the property and funds in its ownership that do not contradict its statutory goals and the legislation of Ukraine.
3. The financial activity of the Foundation is carried out in accordance with the requirements of the current legislation of Ukraine.
4. Financial activities aimed at charity are not considered entrepreneurial or other profitable activities.
5. The sources of the formation of the Foundation's property and funds can be:
 - contributions of founders and other benefactors;
 - funds or property that come free of charge or in the form of irrevocable financial assistance or voluntary donations;
 - proceeds from conducting charitable campaigns to collect charitable donations;
 - passive income;
 - income from deposits and securities, income from enterprises and organizations in which the Foundation is a participant;
 - grants or subsidies received from the state or local budgets, state trust funds or within the scope of technical or charitable, including humanitarian, aid;
 - other sources not prohibited by the legislation of Ukraine.
6. The Foundation enjoys independence in matters of decision-making, determination of terms of payment of the Foundation's employees, use of its own financial and material resources in accordance with the requirements of current legislation.
7. The funds of the Foundation are distributed according to the decision of the General Meeting of participants and are entirely directed to charitable purposes, with the exception of funds that are necessary to ensure and maintain the activities of the Foundation, in particular, payment of full-time employees, rent and maintenance of premises, etc.
8. The amount of administrative expenses for maintaining the Foundation and ensuring its operation cannot exceed 20 percent of the total income of the Foundation in the current year.
9. Individuals and legal entities who give part of their profits, savings or property to charitable activities enjoy tax and other benefits in accordance with the current legislation of Ukraine.
10. It is forbidden to distribute the income (profits) received by the Foundation or their parts among the founders (participants), members of the Foundation, employees (except for payment of their labour, calculation of a single social contribution), members of management bodies and other persons related to them.

§ 5. Accounting and reporting of the Foundation

1. The Foundation independently conducts operational and accounting records, as well as statistical reporting in the order and volumes established by the current legislation of Ukraine. The Foundation submits reports on its activities to state bodies in accordance with the legislation of Ukraine, makes tax and other mandatory payments to the budget within the terms established by law.
2. The Foundation reports on the use of donations and other earmarked contributions to fulfil its statutory tasks.
3. The Foundation keeps accounting reports, as well as original accounting documents that confirm the provision of charitable services. The Foundation also keeps concluded agreements, contracts, acts of works performed or services provided, internal documents (protocols, orders, etc.) and other documentation.
4. The Foundation publishes reports on the composition of management bodies, the sources of funds and property, as well as on the directions of their use in accordance with the current legislation of Ukraine.
5. Information on the structure and size of the Foundation's income and expenses, as well as the conditions for using assets for charitable activities, is not confidential information or a trade secret.

§6. Participants of the Foundation

1. Participants of the Foundation can be legal persons and legal entities (except state authorities, local self-government bodies, other legal entities under public law), who share the program principles and the Foundation's Charter, implement the decisions of the Foundation's management bodies and take part in its activities (hereinafter - "Participants").
2. All founders of the Foundation are its participants.
3. Bodies of state power and bodies of local self-government, as well as state and communal enterprises, institutions, organizations of Ukraine financed from the budget, cannot be founders and participants of the Foundation.
4. Persons who are not the founders of the Foundation may be accepted as members of the Foundation in the manner provided by this Charter and described below.
5. The Foundation independently maintains a register of its participants. For participants - legal entities, the register contains information about the full name of the organization, its registration code and legal address. For participants - natural persons, the full name of the person, date of birth, individual tax payer code and address are indicated in the register. The register is certified by the President of the Foundation and his seal.
6. The decision to become a member of the Foundation, as well as the decision to withdraw from the number of members of the Foundation, is made and adopted by the General Meeting of the members of the Foundation.
7. Acceptance or withdrawal of a natural person from among the participants of the Foundation is carried out on the basis of his written application addressed to the President of the Foundation.
8. Acceptance or withdrawal from the number of Foundation 's participants is carried out on the basis of the decision of the relevant management body of such a person to join or withdraw from the Foundation 's participants and an official letter with a statement addressed to the President of the Foundation.
9. The general meeting of the Foundation may make a decision to accept a natural or legal person as a member of the Foundation, provided that the relevant person:
 - recognizes the provisions of the founding documents of the Foundation;
 - acknowledges the purpose of the Foundation's activities and tasks;
 - will contribute to the activities of the Foundation.
10. Foundation participants - legal entities - exercise their rights and obligations through their representatives.
11. Membership in the Foundation may be terminated by decision of the General Meeting of the Foundation without the consent of the excluded person in the following cases:
 - if the participant does not comply with the statutory requirements of the Foundation;
 - in case of non-payment of the entrance fee or non-payment of membership fees in accordance with the procedure established by the management of the Foundation;
 - committing actions that discredit the Foundation, harm the reputation of the Foundation or the interests of benefactors or recipients of charitable assistance;
 - committing other actions that contradict the program principles, internal and statutory documents of the Foundation;
 - non-fulfilment by the Foundation member of his official duties.
12. Foundation participants have the right to:
 - participate in the statutory activities and activities of the Foundation;
 - receive Foundation reports;
 - participate in the activities of the Foundation's management bodies in accordance with its Charter;
 - address the Foundation's management bodies with inquiries regarding its activities, receive oral and written explanations;
 - freely terminate membership in the Foundation.

13. Foundation participants are obliged to:

- comply with the requirements of the Charter and decisions of the Foundation's management bodies;
- contribute to the solution of the Foundation's goals and objectives;
- participate in the established procedure in the events held by the Foundation;
- not to allow actions that discredit or may discredit the Foundation, or cause losses to it;
- submit, at the request of the Foundation's management bodies, the information necessary for the fulfilment of its purpose and statutory tasks;
- popularize the ideas, purpose, statutory tasks and activities of the Foundation.

§ 7. Management bodies of the Foundation

1. The Foundation's management bodies are:

- General meetings of Foundation Participants;
- President of the Foundation.

§ 8. General meetings of Foundation participants

1. The highest governing body of the Foundation is the General Meeting of the Foundation's participants (hereinafter referred to as the "Meeting").

2. Meetings are convened by the President of the Foundation as necessary, but at least once a year.

3. Extraordinary Meetings can be convened by the President of the Foundation on his own initiative, as well as at the written request of the participants. The President of the Foundation is obliged within a reasonable period of time from the moment of receiving a written request to make a decision on convening an Extraordinary Meeting, with an agenda proposed by the participants or the President of the Foundation himself. Participants have the right to demand the convening of an Extraordinary Meeting at any time and for any reason. If within a reasonable period the President of the Foundation has not fulfilled the specified requirement, the participants have the right to convene the Meeting themselves in accordance with the requirements of the current legislation.

4. Foundation participants participate in meetings personally or through their representatives.

5. General meetings of participants provide for the joint presence of Foundation participants in one place to discuss issues on the agenda or can be held remotely (in video conference mode), using technical means and special programs: ZOOM, Skype, Viber, WhatsApp, which allows you to see and hear all the participants of general meeting.

6. At the general meeting of participants held in accordance with § 8 of the Charter, a protocol is kept, which records the progress of the general meeting of participants and the decisions made. The minutes are kept and signed by the chairman of the general meeting of participants or another person authorized by the meeting. Each member of the Foundation, who participated in the general meeting of members remotely (in video conference mode), using technical means and special programs: Skype, Viber, WhatsApp, also signs the protocol using an electronic digital signature, in accordance with the procedure provided for by the current Law of Ukraine "On electronic digital signature", unless otherwise provided by current legislation.

7. The Foundation's President informs the Foundation participant about the date and time of the Meeting and the agenda in advance.

8. The exclusive competence of the Foundation Meetings includes:

- approval of the Foundation Charter;
- making changes and/or additions to the Charter;
- election and recall of the Foundation's executive body;
- approval of charitable programs of the Foundation;
- determination of the main areas of activity of the Foundation;
- making decisions on the merger, division, transformation and liquidation of the Foundation;
- making decisions on acquisition and termination of membership in the Foundation.

9. Any other issues related to the activities of the Foundation may be brought up on approval of the Meeting.

10. Meetings are recognized as authorized if more than 2/3 of the total number of Foundation participants (their representatives) took part in them.

11. When voting at the Meeting, each member of the Foundation (its representative) has one vote.

12. Issues specified in clause 8.5. of this Charter, are considered accepted if they are voted for by participants who have a total of 3/4 of the votes from the total number of participants participating in the Foundation Meetings. Decisions on other issues are made by a simple majority of votes of participants participating in the Meeting.

13. Decisions made at the Foundation's Meeting are formalized in the Minutes of the Meeting, which are signed by the Chairman of the Meeting and the Secretary of the Meeting.

14. Participants have the right to appoint their representatives to participate in the Meeting. The powers of the participant's representative are confirmed by a power of attorney issued in accordance with current legislation. Representatives can be permanent or appointed for a specific term. A participant has the right to

replace his representative at any time by notifying the Foundation. A participant of the Foundation has the right to transfer his powers regarding the Meeting to another participant or his authorized representative.

§ 9. The President of the Foundation and the executive body of the Foundation

1. The President of the Foundation is a one-person, permanent executive body of the Foundation.
2. The President of the Foundation is elected by the Meeting for a term of five years. The President of the Foundation can also be one of the members and/or founders and/or participants of the Foundation.
3. President of the Foundation:
 - prepares and submits for discussion at the General Meeting of Participants the main areas of the Foundation's activities;
 - considers and approves cost estimates for financing the Foundation's programs;
 - approves the amount of entrance and membership fees;
 - decides on the extraordinary convening of the General Meeting of Foundation Participants;
 - implements the decisions of the General Meeting of Participants;
 - is elected at the General Meeting of Foundation Participants for a term of five years;
 - takes overall charge of the current operations of the Foundation;
 - hires and dismisses staff members of the Foundation;
 - acts on behalf of the Foundation without a power of attorney;
 - draws up orders, concludes agreements, issues mandates on behalf of the Foundation;
 - opens and closes accounts in banking and/or financial institutions;
 - has the right to sign financial and accounting documents;
 - conducts business correspondence on behalf of the Foundation;
 - performs transactions (signs Contracts, etc.) on behalf of the Foundation;
 - carries out operational management of the Foundation's property and funds, including on the basis of decisions of the General Meeting of Participants;
 - represents the interests of the Foundation in relations with other persons;
 - represents the interests of the Foundation in state and local authorities municipality;
 - performs other actions related to the management of current affairs of the Foundation;
- is responsible on behalf of the Foundation for timely and proper submission of reports to tax and fiscal authorities, bodies of the Pension Foundation of Ukraine, social insurance bodies, etc.
- 4. The organizational form of work is the sole decision (order, resolution, etc.) of the President of the Foundation.
6. In the absence of the President of the Foundation, or on his behalf, the powers of the President of the Foundation may be assigned to one of the Participants and/or Members.

§ 10. The procedure for introducing amendments to the Foundation's Charter

1. Amendments to the Foundation's Charter (Constituent Document) are made on the basis of a decision (protocol) of the highest governing body of the Foundation (General Meeting of Participants). Amendments to the Foundation's Charter are accepted by approving the Foundation's Charter in a new version, unless otherwise specified by the Law. Signatures of the Participants (of those present at the general meeting) or their legal representatives on the decision (protocol) of the higher governing body of the Foundation, which resolves the issue of introducing amendments to the Foundation's Constituent Documents and or introducing amendments to information about the Foundation, must be notarized.
2. The Foundation's charter is set out in writing, stamped, numbered and signed by the Foundation's participants or their authorized persons. Signatures of the Participants (or their legal representatives) on the Foundation Charter must be notarized.
3. The Charter of the Foundation in the new edition must be properly registered within the term established by the Law. The Charter of the Company in the new version is considered valid only after state registration.

§11. Procedure for reorganization or liquidation of the Foundation,
use of its property and funds in case of termination of activity

1. The activity of the Foundation may be terminated by its reorganization (merger, division, transformation) or liquidation.
2. Before the reorganization of the Foundation, its rights and obligations are transferred to its legal successors. The Foundation cannot be reorganized into a legal entity whose purpose is to make a profit.
3. The Foundation is liquidated:
 - by decision of the General Meeting of Foundation participants;
 - on the basis of a court decision;

- on other grounds provided for by the current legislation of Ukraine.
- 4. Liquidation of the Foundation is carried out by the liquidation commission appointed by the Meeting, and in cases of termination of the Foundation's activities by a court decision, the liquidation commission is appointed by the relevant body that made the decision to liquidate the Foundation.
- 5. From the moment of creation of the liquidation commission, the powers to manage the Foundation are transferred to it.
- 6. In case of termination of the Foundation (as a result of liquidation, merger, division, or transformation), its assets must be transferred to one or more non-profit organizations of the appropriate type, other legal entities providing non-state pension provision in accordance with the law (for non-state pension funds), or included in the budget income.
- 7. Income or property of the Foundation as a non-profit organization shall not be distributed among its founders or participants and may not be used for the benefit of any individual founder or participant of the Foundation, its officials (except for their wages and deductions for social events).

§ 12. Final provisions

1. The Foundation is a non-profit organization that does not set selfish goals and does not aim to make profits.
2. The Foundation was established for an indefinite period.
3. Issues related to the activities of the Foundation, which are not defined by this Charter, are regulated in accordance with the provisions of the current legislation of Ukraine and internal regulatory documents of the Foundation.

/signature/ Neroba Andrii Viktorovych

City of Kryviy Rih, Dnipropetrovsk region, Ukraine, the twentieth of July two thousand twenty two.

I, O.P. Chernyk, private notary of Kryviy Rih notary district in Dnipropetrovsk region, certify the authenticity of the signature of Andrii Viktorovych Neroba, which was made in my presence.

The identity of Andrii Viktorovych Neroba, who signed the document, has been established, and his legal capacity has been verified.

Put into the register under No. 955

PRIVATE NOTARY */signature/*

Round stamp:

*“Private notary Chernyk Oleksandra Petrivna *
Kryviy Rih notarial district in Dnipropetrovsk region”*

Stamp: “Totally stitched, numbered and sealed:
11 (eleven) sheets”

PRIVATE NOTARY */signature/*

Round stamp:

*“Private notary Chernyk Oleksandra Petrivna *
Kryviy Rih notarial district in*

Dnipropetrovsk region”

Переклад виконано мною, перекладачем Ревенко Оленою Віталіївною _____

The translation was made by me, translator Revenko Olena Vitaliivna /signature/