

## STATUTES

### Human Rights Watch Scandinavia Insamlingsstiftelsen

#### Article 1

##### Name and seat

1. The name of the foundation is: Human Rights Watch Scandinavia Insamlingsstiftelsen.
2. The seat of the foundation is in the municipality of Stockholm.

#### Article 2

##### Object, realization

1. The object of the foundation is to directly, and/or indirectly through the non-profit organization HUMAN RIGHTS WATCH, Inc., (“HRW”), protect human rights; meaning in particular;
  - a. to protect the rights of people around the world in times of peace and war by gathering information on abuses, publicizing the findings and using the information to try to bring the abuses to an end and to prevent future abuses; and
  - b. to undertake any other educational, religious, charitable, literary and scientific activities to this end.
2. The foundation does not intend to make profits.

#### Article 3

##### Assets

1. The assets of the foundation will be formed by: (i) funds generated by the fund raising activity, by which the foundation was established; (ii) subsidies and donations; (iii) gifts, testamentary dispositions and legacies; and (iv) all other endowments and income.
2. Acceptance of donations by the foundation shall abide by fundraising guidelines (as amended from time to time) promulgated by HRW.

#### Article 4

##### Board of Directors

1. The Board of Directors of the foundation shall consist of at least three ordinary members and at least three deputy members.

2. The Board of Directors shall, among its members, appoint a Chairman, a Secretary and a Treasurer. The offices of Secretary and Treasurer may also be filled by one person.
3. Directors shall be appointed, suspended and dismissed by a joint decision of the Chairman of the Board and the Executive Director of HRW (the “Appointing Authority”). The Appointing Authority shall also determine – with due observance of the provisions in Section 1 of this Article 4 – the number of Directors of the Board. A Director may always resign on his or her own discretion by notifying the Board of Directors, whereupon the Board of Directors shall notify the Appointing Authority.
4. Directors of the Board shall be appointed for a term of one year. After this term, a re-appointment by the Appointing Authority shall be possible.
5. At least two-thirds of the Board of Directors has to consist of persons, who are not relatives by blood or affinity, up to and including the fourth degree, or of persons, who are not married or live together with another Director. At least one member of the Board must be a resident of Sweden, and half of the Board must be resident within the European Economic Area.
6. Should one or more Directors be absent from the Board of Directors for any reason whatsoever, then the remaining Directors shall nevertheless form a valid Board of Directors, if more than half of the total number of Directors are present. Vacancies shall be filled as soon as possible.
7. The Directors shall not be remunerated for their activities. They are, however, entitled to compensation of costs incurred by them in the exercise of their office, within the limits set by the Board of Directors.

## Article 5

### Meetings of the Board of Directors and resolutions

1. The meetings of the Board of Directors shall be held in the municipality of Stockholm or in such other municipality, as set forth in the notice of the meeting.
2. At least one meeting shall be held every year.
3. Meetings shall furthermore be held whenever the Chairman deems such meetings desirable or necessary or if one of the other Directors requests it.
4. Each meeting of the Board of Directors shall be convened – subject to the provision of Section 3 above – by the Chairman, at least seven calendar days in advance, by e-mail or by ordinary mail.
5. In addition to the time and place of the meeting, each notice shall contain a proposal of the agenda of the meeting as well as to the extent necessary and relevant, documentation setting forth particulars regarding each item on the agenda.

6. To the extent that all Directors of the Board are present at a meeting, the Board of Directors may pass valid resolutions, irrespective of whether the formal requirements, set forth above in sections 4 and 5 in this Article 5, are complied with or not, to the extent that the resolutions are passed unanimously.
7. Board Meetings are presided over by the Chairman of the Board of Directors, in whose absence the meeting shall elect a chairman itself.
8. Minutes shall be kept at board meetings. The minutes shall be signed by the person who has been taking minutes. It shall be adjusted by the Chairman, if he has not been secretary.
9. The Board of Directors may only pass valid resolutions at a meeting, if a majority of its members are present.
10. Meetings of the Board of Directors may be held, in addition to meetings in person, by telephone, video conference or by any other means of communication, provided that all members of the Board of Directors participating in such meeting are able to communicate with each other simultaneously. Participation in a meeting held in any of the above ways shall constitute presence at such meeting. Such meetings are deemed to be held at the place from where they are initiated.
11. Meetings by the Board of Directors may also be held per capsulam, i.e. by all Directors of the Board signing the minutes, without having held any formal Board Meeting.
12. Each Director of the Board has one vote. The Chairman shall have a casting vote. Insofar as these Articles do not set forth a greater majority, all resolutions of the Board of Directors shall be passed by an absolute majority of the valid votes cast.
13. All voting at the Board Meetings shall be executed orally, unless any of the Directors requests voting by written votes. Written votes shall be cast with unsigned, closed ballots.

## Article 6

### Role of the Board of Directors and its powers and representation

1. The Board of Directors is responsible for the organization of the foundation and the management of the foundations affairs.
2. The Board of Directors shall regularly assess the foundation's financial position.
3. The Board of Directors shall ensure that the foundation's organization is structured in such a manner that accounting, management of funds, and the foundation's finances in general are monitored in a satisfactory manner.
4. Where certain duties are delegated to one or more Directors of the Board of Directors or to other persons, the Board of Directors shall act with care and regularly monitor that the delegation can be maintained.
5. The Board of Directors, collectively, always represents the foundation.

6. The Board of Directors may also authorize one or more persons to represent and sign on behalf of the foundation.

## Article 7

### End of directorship

1. A Director of the Board of Directors shall cease to hold office:
  - a. upon his or her death;
  - b. upon voluntary resignation;
  - c. upon him or her being declared bankrupt, applying for a suspension of payments or petitioning for application of the debt restructuring provision;
  - d. upon the appointment of a custodian to administer his or her affairs; or
  - e. upon his or her removal from office by the Appointing Authority.

## Article 8

### Financial year and annual statements

1. The financial year of the foundation shall run from and including 1 July up to and including 30 June.
2. It shall be the responsibility of the Board of Directors to prepare annual accounts and annual report of the foundation within four months from the end of the financial year. The annual accounts and the annual report shall be prepared in accordance with Swedish law.
3. The annual report, including the income statement and the balance sheet, shall be adopted by the Board of Directors.
4. The auditor of the foundation, who shall be elected by the Board of Directors, shall be an authorized public accountant. The auditor shall audit the financial statements in accordance with good auditing practice in Sweden and Swedish law. Within six months from the end of the financial year the annual report, together with the auditor's report, shall be filed with the supervisory authority.
5. Prior to the Board of Directors adopting the annual accounts and the annual report, the drafts shall be submitted to HRW. Within one month subsequent to the adoption of the annual accounts and the annual report, the Board of Directors shall make the annual statements available to HRW.

## Article 9

### Regulations

1. The Board of Directors shall be authorised to adopt internal regulations, which deal with the various subjects, which are not contained in these Articles.
2. These regulations may not be in contravention of applicable laws and regulations, nor these Articles.
3. The Board of Directors shall at all times be authorised to amend such regulations.

## Article 10

### Amendment of articles

1. The Board of Directors may, without authorization of an authority, amend, repeal or set aside these Articles. Such amendments are restricted by the regulations in the Swedish Foundation Act (Sw. Stiftelselagen (1994:1220)).
2. Article 11 of these Articles may not be changed. Article 2 may only be amended by permission from the Legal, Financial and Administrative Services Agency.
3. A resolution to amend, repeal or set aside the Articles requires a majority of two-thirds of the votes cast in a meeting of the Board of Directors, at which all the Directors are present. Should all the members not be present at a Board meeting, at which a resolution to amend, repeal or set aside the Articles is proposed, a new meeting shall be convened, to be held not earlier than two and not later than four weeks after the said meeting, in which the resolution may be adopted with a majority of two-thirds of the votes cast, but irrespective of the number of members present as long as more than half of the total number of board members are present.
4. The notice to a Board Meeting, at which a proposal to amend the Articles are to be dealt with, shall always contain the proposal, including the verbatim text of the proposal. The notice to such a meeting shall never be sent later than fourteen calendar days prior to the meeting.

## Article 11

### Dissolution

1. The Board of Directors may, without authorization of an authority, dissolve the foundation. The provisions in Article 10 apply to the resolution to be taken thereto *mutatis mutandis*.
2. The dissolution shall be effectuated by the Board of Directors. The Board of Directors may, if necessary, delegate this undertaking to a designated person.

3. During the term of the dissolution, the provisions of these Articles shall remain in force as far as possible.
4. Any positive balance remaining after the dissolution of the foundation shall be distributed in accordance with the foundation's purposes as set forth in Article 2.
5. After the dissolution has been completed, the books and records of the dissolved foundation shall remain with HRW.

### Note about translation

This is a fair English translation of the statutes of:

Human Rights Watch Scandinavia Insamlingsstiftelsen, a foundation (insamlingsstiftelse) incorporated under the laws of Sweden, having its registered office in Stockholm, Sweden, and registered with the County Administrative Board in Stockholm under the org. no. 802478-1885 (the "Foundation").

The statutes have been adopted by the Board of Directors of the Foundation at a Board meeting on 17 October 2018.

In preparing the English translation of the statutes of the Foundation, an attempt has been made to translate as literally as possible without jeopardizing the overall continuity of the text. Inevitably, however, differences may occur in translation, and if they do, the official Swedish text will by law govern. In this translation, Swedish legal concepts are expressed in English terms and not in their original Swedish terms; the concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.