



Supervisory Board Regulations

Reglement Raad van Toezicht

Adoption Version



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These Regulations govern the organisation and working methods of the Supervisory Board. They supplement, and do not replace, the Foundation's Articles of Association. Dutch law and the Articles of Association prevail in the event of any inconsistency.

Document status and interpretation

These Supervisory Board Regulations (the Regulations) are adopted by the Supervisory Board of Stichting Analytics for a Better World (the Foundation) under Article 21.1 of the Articles of Association executed on 7 September 2026 (the Articles). They should be read with the Articles and the Foundation's current policy plan, annual plan, budget and other duly adopted regulations.

These Regulations are an internal governance instrument. They do not amend the Articles, transfer management powers to the Supervisory Board or create powers that the Supervisory Board does not have under Dutch law or the Articles. If these Regulations conflict with Dutch law or the Articles, Dutch law and the Articles prevail and the remaining provisions continue to apply to the extent possible.

English terms are used for accessibility. In interpreting a term or power derived from the Dutch Articles, the Dutch text and Dutch legal meaning are controlling. "Board" means the statutory Management Board (bestuur); "Director" means a member of the Board; and "Supervisory Board" means the raad van toezicht.

1 Purpose and guiding principles

1.1 These Regulations provide a proportionate framework for effective, independent and accountable supervision of a small Dutch public-benefit foundation with a two-tier governance structure.

1.2 The Supervisory Board acts collectively and directs itself to the interests of the Foundation and its connected organisation, taking into account the public benefit and the Foundation's statutory objects. It safeguards the separation between management and supervision, respects the Board's responsibility for policy, strategy and daily management, and supports an open relationship based on timely information, constructive challenge and advice.

1.3 Each member performs their duties with due care, integrity and independent judgement. Members do not act as representatives of an employer, appointing constituency, funder, partner or other stakeholder.

2 Role and duties of the Supervisory Board

2.1 In accordance with Article 16 of the Articles, the Supervisory Board supervises the policy of the Board and the general course of affairs within the Foundation and its connected organisation and advises the Board.

2.2 Its supervision includes, in proportion to the Foundation's nature and scale:

- alignment with the statutory objects, public-benefit purpose and the requirement that the Foundation operate without a profit motive;
- strategy, the annual policy plan, organisational development and performance;
- financial continuity, budgeting, liquidity, reserves, financial reporting and the annual accounts;
- the design and operation of risk management and internal controls, including legal, tax, data-protection, information-security, ethical and reputational risks;
- compliance with applicable law, the Articles, duly adopted regulations, funding conditions and ANBI

requirements;

- the quality, integrity, accessibility and responsible use of the Foundation’s activities, including data science and artificial intelligence where relevant;
- the Board’s functioning and the continuity of management; and
- relationships with material funders, partners and other stakeholders insofar as relevant to the Foundation’s independence and public-benefit purpose.

2.3 Supervision remains non-executive. Advice, support, contacts or expertise offered by a member do not displace the Board’s responsibility or create an individual mandate unless a valid decision or power of attorney expressly provides otherwise.

3 Composition independence and profile

3.1 The Supervisory Board consists of at least three natural persons. The number of members is determined by the Supervisory Board by a decision taken with an absolute majority and quorum, as required by Article 15.1.

3.2 Directors and employees of the Foundation may not simultaneously serve as Supervisory Board members. When considering a nomination, the Supervisory Board assesses independence in fact and appearance, availability, integrity, relevant expertise and the ability to contribute to collective responsibility.

3.3 The Supervisory Board aims for a balanced collective profile appropriate to the Foundation, which may include governance, finance, audit, strategy, organisational development, law and compliance, fundraising and partnerships, academic research and education, societal impact, and responsible data science and artificial intelligence. This profile is directional and does not create reserved seats or appointment rights.

3.4 Members disclose relevant positions and relationships on appointment and update them when circumstances change. The Supervisory Board periodically reviews its collective profile, succession needs and independence.

4 Officers and allocation of work

4.1 The Supervisory Board elects a Chair from among its members. It may appoint a Vice-Chair, Secretary and Treasurer from among its members, as permitted by Article 15.4. Combining roles is permissible if appropriate and consistent with effective checks and balances.

4.2 The Chair promotes effective meetings, balanced participation, proper decision-making, constructive relations with the Board and timely evaluation. The Chair is the primary contact for the Board on Supervisory Board matters and leads closed sessions concerning a Director, unless conflicted.

4.3 The Vice-Chair, if appointed, acts when the Chair is unavailable or conflicted. The Secretary, if appointed, supports notices, agendas, records and the register of decisions. The Treasurer, if appointed, supports the Supervisory Board’s financial oversight. These roles do not give an individual member powers belonging to the Supervisory Board collectively.

5 Appointment term suspension resignation and vacancies

5.1 Supervisory Board members are appointed by the Supervisory Board by a decision taken with an absolute majority and quorum. Before appointment, the Supervisory Board considers the profile in Article 3 and any actual or potential conflicts of interest.

5.2 A member is appointed for no more than four years and remains in office until a successor has been appointed. A member may be reappointed once for no more than four years. The Supervisory Board maintains a rotation schedule, in accordance with Article 15.3.

5.3 A member may resign by written notice to the Chair or, if the Chair resigns, to the Vice-Chair or another member. Resignation does not prejudice the Foundation's obligation to address vacancies and ANBI requirements.

5.4 The Supervisory Board may suspend or dismiss a member at any time by a decision taken with an absolute majority and quorum. The member concerned has no vote and is not counted for quorum, as provided in Article 15.6. A suspension is reviewed within a reasonable period and does not extend a statutory term.

5.5 A vacancy is filled as soon as possible. The Supervisory Board remains competent while at least one member is in office, subject to ANBI requirements. If no member is available or able to act, supervision temporarily rests with a person previously designated by the Supervisory Board, in accordance with Article 20.

6 Relationship with the Management Board

6.1 The Board determines policy and strategy under the supervision of the Supervisory Board and is responsible for daily management, organisation, finances, risk management and execution of the Foundation's activities. The Board accounts to the Supervisory Board and provides it promptly with all information necessary for its duties.

6.2 The Supervisory Board and Board agree a practical annual cycle for strategy, annual planning, budget, risk, performance and reporting. The Board brings matters requiring prior approval to the Supervisory Board early enough for informed consideration and does not implement them before approval.

6.3 The Chair and Board maintain regular contact between meetings. Individual members ordinarily communicate requests for formal information or action through the Chair, without limiting the statutory information and inspection rights of the Supervisory Board collectively.

6.4 The Supervisory Board may give advice and constructive challenge. The Board gives due consideration to that advice and explains material departures, while retaining its statutory management responsibility unless approval is required.

7 Information rights and reporting

7.1 The Board supplies accurate, relevant and timely information in a form proportionate to the Foundation's size. Regular reporting should cover, as applicable, progress against plan and purpose, impact, finances and liquidity, budget variances, funding and restricted obligations, organisational matters, material partnerships, risks, compliance, incidents and decisions requiring approval.

7.2 The Board immediately informs the Chair, and where appropriate all members, of circumstances that may materially affect the Foundation, its continuity, reputation, compliance, ANBI status, finances or ability to fulfil its objects.

7.3 Under Article 16.4, the Supervisory Board may examine the Foundation's administration, books, documents and other data carriers and may obtain assistance from experts at the Foundation's expense. The Supervisory Board exercises this power proportionately, ordinarily after coordination with the Board unless urgency, independence or the nature of the matter makes that inappropriate.

8 Meetings

8.1 The Supervisory Board meets at least four times each year and additionally whenever the Chair, another member or the Board requests a meeting and states the matters to be addressed, as provided in Article 17.1.

8.2 Notice is given in writing no later than the fifth day before the meeting and states the place, date, time and matters to be addressed. Papers should be circulated with the notice where reasonably possible. Urgent meetings may be convened on shorter notice only if every non-conflicted member agrees to proceed; any decision must still satisfy the Articles.

8.3 The Chair leads the meeting. Minutes are kept and are established and signed by the Chair and the minute-taker, in accordance with Article 17.2. Minutes record attendance, conflicts and recusals, principal considerations, decisions, approvals, votes where relevant, and actions. The Supervisory Board keeps a record of its decisions at the Foundation's office, accessible to members and the Board.

8.4 A non-conflicted member may be represented only by another non-conflicted member under a written proxy, and a member may represent only one other member. Electronic participation and wholly electronic meetings are permitted on the conditions in Article 17.5.

8.5 The Board attends meetings with an advisory vote unless the Supervisory Board decides to meet without the Board. The Board is not present during deliberation and decision-making on a Director's appointment, suspension, dismissal, assessment or employment terms. The Supervisory Board normally holds a closed executive session at least once each year and may do so whenever appropriate.

9 Quorum voting and decisions

9.1 Each member has one vote. Unless the Articles require a greater majority, decisions are taken by an absolute majority of valid votes at a meeting where the majority of non-conflicted members is present or represented, or, if all members are conflicted, where all members are present or represented.

9.2 If the required number is not present or represented, a new meeting may be held within two weeks and may decide irrespective of the number present or represented. Its notice must state that and why the decision may be taken irrespective of attendance.

9.3 Voting is oral unless a member requests a written vote before voting. Written voting uses unsigned sealed ballots. Acclamation is permitted if no member objects. Blank votes are not votes cast.

9.4 A matter not stated in the notice may be validly decided only where all non-conflicted members are present or represented and the decision is unanimous, subject to the specific rules where all members are conflicted.

9.5 The Supervisory Board may decide outside a meeting if all non-conflicted members have been consulted and none objects to that method. The conflict, voting and approval provisions in Articles 18.1 to 18.4 and 18.6 apply correspondingly. The decision must be properly recorded in writing by or on behalf of the Secretary.

10 Matters requiring prior Supervisory Board approval

10.1 The following intended Board decisions require the Supervisory Board's prior written approval under the Articles. This list reproduces the statutory categories without adding thresholds or powers:

Statutory source	Decision requiring prior approval
Articles 10.6 and 18.6	Amendment of the Articles; adoption, amendment or repeal of regulations; dissolution; conversion, legal merger or demerger. The special majority, quorum, vacancy and absence conditions in the Articles apply.
Article 10.9(a)	Adoption or material amendment of the multi-year strategy, annual policy plan and budget.
Article 10.9(b)	Entering into, amending or terminating agreements or obligations exceeding a financial or strategic significance to be determined by the Supervisory Board.
Article 10.9(c)	Entering into collaborative arrangements; incorporating or participating in other legal entities; filing for bankruptcy or suspension of payments; the legal acts described in Articles 12.3 and 12.4; and other decisions bringing about a material change in the Foundation's activities or organisation.
Article 10.9(d)	Other decisions made subject to prior approval by the Supervisory Board in Board regulations.
Article 12.3	Agreements to acquire, dispose of or encumber registered property.
Article 12.4	Agreements under which the Foundation binds itself as guarantor or joint and several co-debtor, provides security for a third party or provides security for another person's debt.
Article 14.1.1	Granting a power of attorney to one or more Directors or third parties, including conferring the title managing director, and amending or revoking such authority or title.
Article 21.2	Adoption by the Board of Board regulations governing working methods, allocation of duties, mandates or other matters.
Article 22.3	The balance sheet and statement of income and expenditure with explanatory notes, before adoption by the Board.

10.2 The absence of approval does not affect the Board's statutory power to represent the Foundation unless Dutch law provides otherwise. Internally, the Board remains bound to obtain approval.

10.3 Any financial or strategic-significance level under Article 10.9(b), and any additional reserved matter under Article 10.9(d), must be established separately by a valid Supervisory Board decision or in duly approved Board regulations. Nothing in these Regulations sets such a threshold or additional category.

11 Directors appointment evaluation and remuneration

11.1 The Supervisory Board determines the number of Directors and appoints Directors by a decision taken with an absolute majority and quorum. Only natural persons may be Directors. A Director is appointed for no more than four years, may be reappointed once for no more than four years, and remains in office until reappointment or succession has been arranged, in accordance with Article 7.

11.2 The Supervisory Board may suspend or dismiss a Director at any time. The Director is given an opportunity to be heard beforehand and does not participate in the relevant Supervisory Board deliberation. A suspension, including extensions, may not exceed three months; it ends if dismissal or lifting of the suspension is not decided within that period.

11.3 The Supervisory Board assesses the Board's functioning at least annually. It agrees objectives and assessment criteria appropriate to the Foundation's plan and circumstances, provides feedback and records

conclusions and follow-up. Where there is more than one Director, collective and individual functioning are considered.

11.4 The Supervisory Board determines each Director's employment terms and remuneration. It ensures that remuneration is not excessive and complies with applicable law, ANBI requirements, the budget and any duly adopted remuneration policy. Any decision on expense reimbursement or non-excessive attendance fees for Directors follows Article 7.9 and its required absolute-majority and quorum decision.

12 Conflicts of interest and recusals

12.1 A member immediately discloses to the other members any direct or indirect personal interest that conflicts with the interests of the Foundation and its connected organisation in relation to a proposed decision. The disclosure and response are recorded.

12.2 A conflicted member does not receive unnecessary papers, participate in deliberation or vote on the matter and is not counted for quorum. If this prevents a decision, members may nevertheless participate as permitted by Article 18.2, provided the Supervisory Board records in writing the considerations underlying the decision.

12.3 A member must also disclose circumstances that may reasonably create an appearance of conflict. The non-conflicted members determine proportionate safeguards, which may include limited participation, absence for an agenda item or independent advice, without extending the statutory definition of a conflicting interest.

13 Confidentiality records and external communication

13.1 Members preserve the confidentiality of non-public information received through their office, including after leaving office, except where disclosure is authorised, legally required or necessary for professional advice subject to confidentiality.

13.2 Supervisory Board records are kept securely and retained in accordance with applicable law and the Foundation's records policy. Personal data is processed only as necessary and in accordance with applicable data-protection law.

13.3 The Chair ordinarily speaks on behalf of the Supervisory Board. Members coordinate public statements about Supervisory Board matters with the Chair and Board. This does not restrict a member's legal duties or protected reporting of suspected wrongdoing.

14 Committees and external experts

14.1 The Supervisory Board may establish temporary or standing committees where proportionate and useful. A committee prepares advice or recommendations and reports to the Supervisory Board; it does not assume the Supervisory Board's statutory duties or decision-making powers unless the Articles and law expressly permit delegation.

14.2 Any committee's remit, membership, duration and reporting are recorded in a decision or terms of reference. Given the Foundation's size, the Supervisory Board may perform audit, remuneration, nomination and governance work as a whole rather than create permanent committees.

14.3 The Supervisory Board may engage independent experts at the Foundation's expense under Article 16.4.

Scope, independence, confidentiality and cost are agreed in advance where practicable.

15 Financial reporting risk compliance and public benefit

15.1 The financial year is the calendar year. The Board prepares the balance sheet and statement of income and expenditure with explanatory notes within five months after year-end, submits them for prior Supervisory Board approval, then adopts and publishes them as required by Article 22.3. Every Director and Supervisory Board member signs the annual accounts in accordance with Article 22.6.

15.2 Before approval, the Supervisory Board considers the Foundation's financial position, accounting policies, restricted funds, material estimates, continuity, reserves, budget variances, related-party matters and compliance. It may require examination by an expert designated by it before granting approval.

15.3 The Supervisory Board oversees whether risk management and internal controls are proportionate, documented and operating. It reviews material risks and incidents, management responses and follow-up at least annually and more often where circumstances require.

15.4 Public-benefit oversight includes whether the Foundation acts without a profit motive, directs at least 90 percent of its activities and expenditure to the public benefit, avoids excessive accumulation of assets, applies remuneration rules, keeps required records, uses any surplus for its objects, observes the statutory destination of a liquidation balance and publishes required ANBI information.

16 Remuneration expenses and insurance

16.1 Supervisory Board members may receive only reimbursement of expenses and non-excessive attendance fees, subject to the Articles and ANBI requirements. Any arrangement is transparent, properly documented and reflected in required public reporting.

16.2 The Foundation may, subject to a decision by the competent body, available resources and appropriate terms, maintain directors' and officers' liability insurance covering Directors and Supervisory Board members. These Regulations do not require the Foundation to obtain or maintain a particular policy, insurer, coverage amount, retroactive date or scope, and do not represent that coverage is currently in force. Coverage is governed exclusively by the applicable policy terms.

17 Annual self evaluation and governance calendar

17.1 The Supervisory Board evaluates the Board and its own functioning at least annually, as required by Article 16.5. The self-evaluation considers composition and independence, meeting quality, information, oversight and advice, conflicts, succession, training and the relationship with the Board. Periodically, it may use an external facilitator.

17.2 The Supervisory Board agrees an annual governance calendar covering at least four meetings and the expected timing of strategy and policy, budget, financial reporting and annual accounts, risk and compliance, Board evaluation, self-evaluation, succession and ANBI/public accountability review. The calendar is administrative and does not alter the Articles.

18 Amendment interpretation and review

18.1 The Supervisory Board may amend or repeal these Regulations under Articles 21.1 and 21.4. Because an amendment or repeal of regulations is also an intended Board decision requiring prior approval under Articles 10.6 and 18.6, those provisions apply where the Board is the body taking the relevant decision. These Regulations themselves are adopted, amended or repealed by the Supervisory Board under Article 21.1.

18.2 The Supervisory Board reviews these Regulations periodically and when relevant law, the Articles, the Foundation's structure or ANBI requirements materially change. Legal advice is obtained when interpretation or amendment may affect statutory powers.

Matters to confirm before adoption

The following points are intentionally not decided by these Regulations and should be confirmed or recorded separately before or at adoption:

Item	Confirmation or decision
Officer roles	Confirm the Chair and whether a Vice-Chair, Secretary and/or Treasurer will be appointed.
Article 10.9(b)	Confirm whether the Supervisory Board wishes to set a financial or strategic-significance threshold. No threshold is inserted here.
Additional reserved matters	Confirm whether any additional Board decisions should require prior approval through Board regulations under Article 10.9(d). None are invented here.
D&O insurance	Confirm the actual policy status and scope before making any public statement that insurance is in force.
Remuneration	Confirm the applicable remuneration policy and any expense or attendance-fee arrangements. No amount is inserted here.
Committees	Confirm whether any committee is presently needed. None is established by these Regulations.

Adoption and signatures

Adopted by the Supervisory Board of Stichting Analytics for a Better World pursuant to Article 21.1 of the Articles of Association.

Adoption record	Details
Date	[DATE]
Place	[PLACE]
Version	[1.0]
Effective date	[DATE OF ADOPTION, unless otherwise resolved]

Signed for and on behalf of the Supervisory Board:

Chair
 Name: [NAME]
 Date: [DATE]

Secretary or minute-taker
 Name: [NAME]
 Date: [DATE]