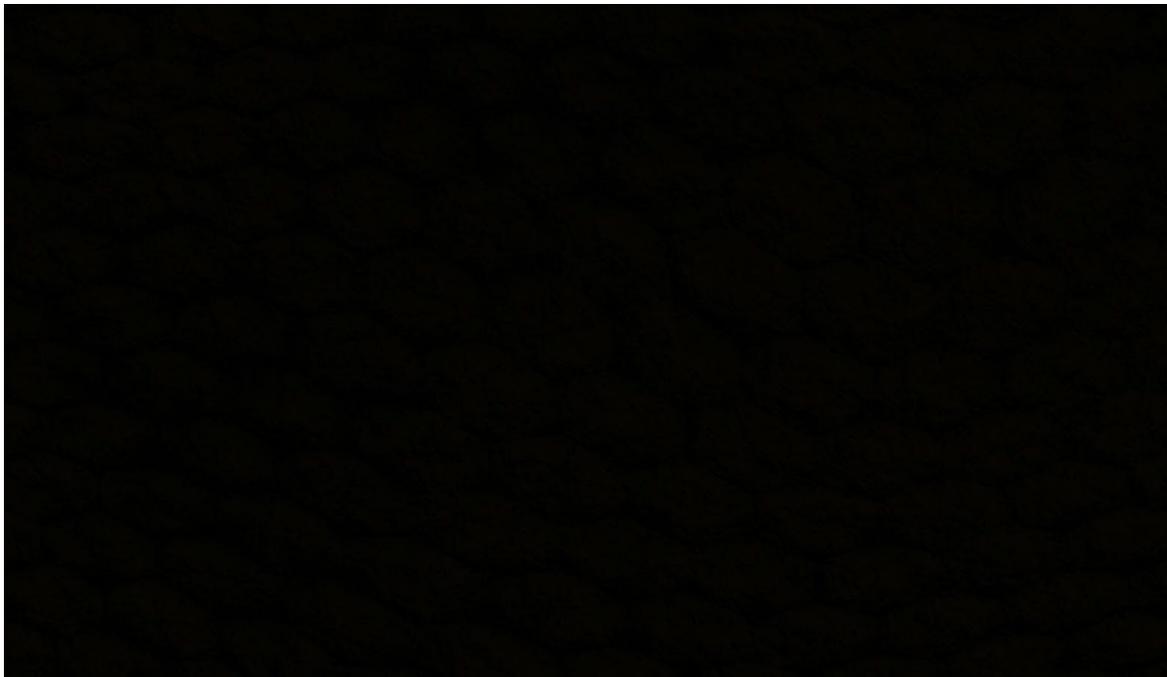


This is merely a translation of the statutes of TSEA Link. No claims can be made on this document. Claims have to be based on the original, Dutch version of the statutes.

15.04023.01/BC/jla

FOUNDATION
TILBURG STUDENT E-SPORTS ASSOCIATION LINK

Present, April eleventh two thousand sixteen, appeared before me, mr. Bianca Petronella Margaretha Carpay, notary in



Tilburg:-----

- 1.

- 2.

- 3.

- 4.

The appeared people stated: -----
FOUNDATION ASSOCIATION -----

To hereby found an association in terms of article 2:26 Civil Code, and for that cause establish the following statutes. -----

STATUTES

Article 1 - Name and seat-----

1. **Name** -----
The association carries the name: Tilburg Student E-sports Association Link.-----
2. **Place of establishment**-----
The association is established in the municipality Tilburg. -----

Article 2 - Purpose-----

1. **Purpose**-----
The purpose of the association as being a student sports association is providing students with a platform to associate with each other in a competitive and social relation through the practice of e-sports. -----
2. **Means** -----
The association wants to achieve this goal by among others: providing team competition, workshops and events, on both social and competitive level. -----

Article 3 - Membership -----

1. **Members** -----
Those allowed to become a member of this association are: -----
Natural persons who are studying in Tilburg for vocational education, hbo or university and are at least sixteen (16) years old. -----
The board may decide to allow membership of people from other cities, who comply with the above. -----
The membership is personal and not transferable. -----
2. **Application and admission as member**-----
Members are those who have applied themselves as a member to the board and who have been accepted as such by the board. In case of non-admission by the board the general members' assembly can still decide to accept this member. -----
3. **Honorary membership** -----
The general members' assembly can entitle a member, based upon their outstanding contributions to the association, as an honorary member. -----
An honorary member has the same rights and obligations as a regular member. However, he or she does not need to pay a contribution. -----
4. **Register of members** -----
The secretary of the board keeps a register, in which the names and addresses of all members are recorded.-----
5. **Suspension**-----
A member may be suspended by the board for a period of no more than three months if the member repeatedly fails to comply with their membership's duties or if they behave in a way that severely damages the interests of the association. During this period, the member may not exercise their membership rights.-----
6. **Appeal at the general assembly** -----
Within one month after the member has been notified of the decision to suspend, that member may appeal to the GMA and may defend themselves there. During this period of appeal and during the appeal itself, the member remains suspended. -----

Article 4 - End of membership-----

1. **End** -----
The membership ends by: -----
a. the passing away of the member; -----

- b. cancellation by the member; -----
- c. cancellation in the name of the association; -----
- d. discharging. -----

2. Cancellation by the member -----

A member is only allowed to cancel their membership at the end of an association year, provided that it is written and with consideration of a cancellation period of at least one month. The member is still obliged to pay the contribution of the ongoing year. Cancellation after the cancellation period causes the membership - including the financial obligations of this membership - to end at the end of the upcoming association year, unless the board, because of special circumstances, decides differently. -----

A member is able to cancel their membership with immediate effect within a month after a decision of a change of legal form or fusion of the association has been announced. In that case, the member is still obliged to pay the originally stated contribution of that year. -----

3. Cancellation in the name of the association -----

Cancellation in the name of the association is done by the board, by means of a written message to the member, stating the reason(s) the decision is based on. -----

Cancellation is possible when: -----

- a member does not comply with the statutory requirements of the membership, -----
- a member - despite diligent exhortation - does not comply with their obligations towards the association, -----
- it is not reasonable to demand the association to persist the membership. -----

Together with a decision of cancellation, the date on which the membership will end will also be established. The contribution of the current year will still need to be paid. -----

4. Dischargement -----

The discharge of membership is done by the board, by means of a written message to the member, stating the reason(s) the decision is based on. -----

Dischargement is possible when a member acts or has acted in conflict with the statutes, regulations or the decisions of the association, or has treated or harmed the association in an unreasonable manner. -----

The dischargement immediately commences. The member will still be obliged to pay for the current year. -----

5. Appeal on the general assembly -----

Within one month after the member is told about the decision of cancellation or dischargement, the member is allowed to appeal to the general assembly and defend themselves. During the period of appeal and the defence, the member remains suspended. --

Article 5 - Candidate-members -----

1. Candidate-membership -----

The general assembly can decide to install the candidate-membership, in order to allow people who do not comply with the prerequisites for membership to participate in activities of the association. -----

Candidate-members are bound to the statutes and the decisions of the board and the general assembly. They only have access to the general assembly if that assembly decides so. They do not have the right to vote. -----

2. Admission, cancellation, dischargement -----

The rules regarding admission, cancellation and dischargement for members, laid down in these statutes, including all the consequences will also apply on candidate-members as much as possible. -----

3. Financial contribution -----

The financial contribution per association year connected to the candidate-membership will be determined by the general assembly. The contribution can differ per category, depending on the activities that are open to the candidate-member.

4. Register of candidate-members

The secretary keeps a register of the names, ages and addresses of the candidate-members.

Article 6 - Donors

1. Donors

Donors are those who are permitted by the board to be donors.

Donors are bound to the statutes, the decisions of the board and the general assembly. They only have access to the general assembly if that assembly decides so. They do not have the right to vote.

2. Admission, cancellation

The rules regarding admission and cancellation for members, laid down in these statutes, including all the consequences will also apply on donors as much as possible.

3. Financial contribution

The general assembly determines the minimum amount that - either per association year or at once - is owed by a donor to the association.

4. Register of donors

The secretary keeps a register of the names and addresses of the donors.

Article 7 - Finances

The finances of the association exist of:

- contributions;
- donations;
- subsidies;
- sponsor money;
- income of activities of the association and her capital, and;
- other income;

Article 8 - Contribution of members

1. Determination

The members pay a yearly contribution, of which the amount will be determined by the general assembly.

The members can be divided into categories that pay different amounts of contribution.

2. Exemption

The board is allowed to, because of special circumstances, totally or partially exempt a member from paying contribution in any year.

3. Automatic payment

The general assembly can decide that the yearly contribution can be paid in fragments, under the condition that the member instructs automatic payment for this.

Article 9 - Board

1. Number of board members

The association is controlled by a board that consists of at least three (3) and at most five (5) people.

The general assembly determines the number of board members, keeping the previous sentence into consideration.

When the number of board members drops below the prescribed minimum amount, the remaining members will - while attempting to fulfil the vacancies - perform the duties of the entire board.

The board will make sure that the general assembly will provide these vacancies as soon as possible.

2. Appointment of board members

The general assembly appoints the board members. -----
 This appointment consists of the members of the association. The general assembly can
 appoint one board member who is not a member of the association. -----

3. Nomination of the board appointment -----

The appointment of the board originates from a nomination.

The board is allowed to make a nomination. The nomination of the board will be announced
 together with the convocation of the general assembly. -----

An amount of members, together at least one tenth of the total number of members, also has
 the right to make a nomination. They need to express their nomination at least seven days
 prior to the assembly to the board, with submission of the written agreement of the nominated
 person. -----

The nominations are not compulsory. -----

4. Term of office -----

Board members are appointed for a period of one (1) year. -----

A board member can only be reappointed twice in a row.

Article 10 - End of board membership; suspension -----

1. End of board membership -----

A board membership ends: -----

- when the period of appointment finishes; -----
- the member resigns by own request; -----
- by the ending of the membership of the association unless the specific board member
 already was the only board member that was not a member; -----
- by death or by curatorial order; -----
- when an administrator or mentor gets appointed because of mental disorder; -----
- by resignation by virtue of a decision of the general assembly;

 - when the person is declared bankrupt, an arrangement in the debt restructuring of ----
 natural persons (Schuldsanering natuurlijke personen) are declared applicable to
 them or they receive a moratorium. -----

all this with due observance of the provisions below.

Article 11 - Board functions; board meeting -----

1. Composition of the board -----

The board has a president, secretary and treasurer. -----

The board decides the distribution of the functions for itself, unless the general assembly
 reserves the right to appoint a president. -----

The functions of secretary and treasurer can be united in one person. -----

For each board member, the board may appoint a substitute from its midst, who in case of
 absence fulfills the function of the appointed function. -----

2. Meetings of the board -----

The board meets as often as the president, secretary or two other members of the board think
 is necessary. Before the meeting, the secretary creates an invitation including the agenda of
 the points of discussion, and if necessary with additional explanation and documents. -----

The secretary or another by the board appointed person makes minutes of the negotiations,
 which are signed by the president and another present board member. -----

Article 12 - Board task -----

1. -----

Task-----

- The board is burdened with the management of the association. -----
- 2. Committees or workgroups** -----
 The board can create committees or workgroups with simultaneous determination of their task. These committees or workgroups work under the responsibility of the board. The board is allowed to cancel the committees or workgroups, appoint and dismiss members of these and revise their task descriptions. -----
- 3. Board authority** -----
 The board is authorized to decide to enter into agreements for the acquisition, alienation and encumbrance of registered property, and to enter into agreements whereby the association commits itself as a guarantor or joint and several debtor, acts as a guarantor for a third party or acts as security for the debt from a third party. -----
 The board needs to have the approval of the general assembly in order to enter the agreements as described above. This restriction of the competence of the board can be invoked against third parties. -----
- 4. Approval requirement** -----
 The board needs the approval of the general assembly in order to decide: -----
 a. hire, rent out and obtain or give use in another way of registered goods; -----
 b. enter into loans or credit agreements; -----
 c. the lending of funds; -----
 d. entering into a settlement agreement to end a dispute; -----
 e. some legal proceedings, including arbitration proceedings, not including the taking of conservatory measures and other legal measures that cannot be postponed; -----
 f. invest and enter into other legal acts that exceed the sum that the general assembly determines for the year; -----
 g. to enter into, change or end employment contracts. -----
 The absence of this approval cannot be invoked against or by third parties. -----
- Article 13 - Representation** -----
- 1. Statutory representative authority** -----
 The association is being represented by: -----
 - the whole board, or -----
 - two jointly acting board members. -----
 In the previous article described cases, the representation of the association can only occur after obtaining the intended approval. -----
- 2. Maintenance registration business register** -----
 The secretary takes care of the registration in the business register. -----
- 3. Representation by empowerment** -----
 The board can empower one or more board members or third parties, jointly or separately, to represent the association within the boundaries of the empowerment. -----
- Article 14 - Reporting and Accountability** -----
- 1. Association year** -----
 The association year runs from the first of July until the thirtieth of June. -----
- 2. Accountancy** -----
 The board takes care of the maintenance and accountability of the finances of the association, in such a way that the rights and obligations of the association can always be known. The board takes care of an overview of her possessions and debts at the beginning and the end of the year, together to be called the annual reports. -----
 The board needs to preserve the financial documents for at least as long as the law requires.-
- 3. Annual reports. Audit committee** -----
 The board submits the annual reports to the general assembly for approval. -----

If the fidelity of the reports is not negotiated, a statement of an accountant as meant in article 2:393 clause 1 Civil Code, then beforehand the annual reports are checked by an audit committee named by the general assembly of at least two members who are not part of the board. A member can only be appointed in this committee for a maximum of two years. -----
The board is obligated to give the audit committee a full view on the total accountancy and all the papers that are connected to that and to give any information needed by the committee. If the committee deems it necessary, they may be assisted by an external expert.

The committee gives the results of her research on the general assembly, alongside with an advice on whether the annual reports should be approved or not.

After the annual reports are approved by the general assembly, the proposal of discharge of the board will be laid down to discharge them of their account and accountability.

Article 15 - The general assembly -----

1. Authority -----

The general assembly has all the authorities that are not entrusted to the board through statutory or legal means. -----

2. Assembly -----

The general assembly is summoned by the board. -----
An amount of members, together qualified to cast at least one tenth of the votes, can request the board to summon a general assembly within four weeks after the request. If the board does not announce the invitations to the assembly within fourteen days after receiving the request, the petitioners can summon the assembly themselves.

3. Annual assembly -----

Yearly, no later than six months after the end of the association year, a general assembly - the annual assembly - will be held. In the annual assembly the following things will be discussed:-

- a. the report of the board about the past year; -----
- b. the approval or disapproval of the annual reports of the past year; -----
- c. the proposal of granting discharge of the board; -----
- d. the appointment of the members of the audit committee of the next association year; -
- e. the appointment of the board members if there are vacancies in the board; and -----
- f. the other proposals of the board or the members, as announced at the convocation of the assembly. -----

4. Budget -----

At least one month before the end of the association year, the board gives the budget for the upcoming association year for inspection by the members. -----

Article 16 - Convocation to the assembly -----

1. Manner of convocation -----

The convocation of the general assembly happens through:

- a publication in the association body; or -----
- a written message to the addresses of the members according to the register; or -----
- an ad in a local, oftenly read newspaper. -----

The convocation can, if a member agrees, also be electronically sent as a readable and reproducible message to the address that the member gave for this purpose. -----

2. Period of convocation -----

The period of convocation is at least fourteen days, without counting the day of the convocation and the day of the assembly. -----

3. **Content** -----
 Aside from the place, date and time of the assembly, the convocation needs to contain an agenda which shows the subjects that will be discussed. -----

Article 17 - Access and voting rights -----

1. **Access** -----
 All non-suspended members of the board and the association have access to the general assembly. The assembly can also decide to allow other people to (a part of) the assembly. Suspended members have access to that part of the assembly on which the appeal, as referred to in article 3 clause 6 and article 4 clause 5, takes place. -----
2. **Voting rights** -----
 Every regular member and every honorary member of the association has one vote. -----
 A suspended member has no voting rights. -----
3. **Empowerment voting** -----
 A member who is qualified to vote can empower another member to vote on behalf of them. --
 This empowerment has to be given by written message and must be discussed by the board before the vote commences. -----
 The requirement of written authorization for the empowerment is met if the empowerment has been recorded electronically. -----
 One member cannot represent more than two other members. -----

Article 18 - Decisionmaking by the general assembly -----

1. **Complete majority** -----
 Insofar not decided differently in these statutes a decision is made with a complete majority of the votes of the attendees and those represented in the general assembly, regardless of their numbers. -----
 Blank and invalid votes do not count for the decision making, but do count to decide whether the in these statutes prescribed quorum is reached. -----
2. **Determination of the voting result** -----
 The assembly's pronounced judgement of the president regarding the result of a vote is definitive. The same applies to the content of a taken decision, insofar as voted on a proposal that was not written down. If the judgement of the president immediately gets disputed, a new vote will take place, if the majority of the assembly or, if the original vote was not jointly or written, an attendee qualified to vote requires this. Because of this new vote the legal consequences of the original vote will fall due. -----
3. **Election of people** -----
 If the majority is not reached during a first vote regarding the election of people, a new vote will take place. If the majority, once again, is not reached, an intermediate vote will decide which people will be re-voted on. -----
 If the votes during the election of persons cease, by chance will decide. -----
4. **Cease at votes regarding other topics** -----
 If the votes cease at another proposal which is not about the election of people, the proposal will be rejected. -----
5. **Manner of voting** -----
 All votes will occur orally, unless before the vote the president or at least three other members say they desire a written vote. -----
 A written vote occurs by anonymous, closed voting letters. -----
 Decision making by acclamation is possible, unless a member prefers roll-call voting. -----
 A member who is qualified to vote is able to exercise their right to vote through electronic means of communication, on the condition that the qualified member can be identified this

way, can directly take note of the discussion during the assembly and can exercise their voting right. -----

The board can set conditions to the use of electronic means of communication. These conditions will be declared during the convocation. -----

6. Decisions outside of assembly -----

An unanimous decision of all members, even if these are not assembled in the assembly, has, provided that the board has foreknowledge of this matter, the same power as a decision of the general assembly. -----

7. Decision about not announced matters -----

If all members are present or represented during an assembly, valid decisions - provided with general votes - can be made regarding all subjects, even if these were not announced on the prescribed way during the convocation of the assembly. -----

Article 19 - Leading of the assembly; minutes -----

1. Leading -----

The assemblies of the members will be led by the president of the association or their replacement. -----

If the president and their replacement are missing, the board will appoint another board member as president of the assembly. -----

If this way also results in having no leader, the assembly herself will provide in her leading. ---

2. Minutes -----

The secretary or another by the president of the assembly appointed person makes minutes of everything that was negotiated during each assembly, which will be signed by the president and the one who wrote the minutes. -----

Article 20 - Changing the statutes; legal fusion; legal separation -----

1. Announcement -----

The statutes of the association can be changed by a decision of the general assembly. When a proposal to change the statutes is being made to the general assembly, this has to be announced during the convocation of the general assembly. -----

2. Proposal -----

Those who convoked the general assembly to look into the changing of the statutes, have to provide a copy of the proposal at least five days prior to the assembly, in which the proposed changes are written down, placed on a suited spot where all members can access it. This copy needs to stay there for access until the day of the assembly has passed. -----

3. Special majority and quorum requirement -----

A decision to change the statutes must be taken with a majority of at least two/third (2/3) of the cast votes. -----

In that assembly at least one/third (1/3) of the members of the association must be present or represented. -----

If the minimum number of members is not present or represented, a new general assembly can be convoked in which the decision can be made with a majority of at least two/third (2/3) of the cast votes, without having a minimum of present or represented members. -----

The second assembly referred to above will not be held sooner than two weeks and no later than four weeks after the first assembly. -----

4. Execution -----

A change of the statutes will immediately be operative after this is laid down in a notarial deed. Every director is qualified to lay down this change of statutes in a notarial deed. -----

An authentic copy of the deed of change and a continuous text of the changed statutes must be laid down at the Business Register.

- 5. Legal fusion; legal separation** -----
 The provisions laid down in these statutes regarding the changing of the statutes also apply to a decision for legal fusion or legal separation. -----

Article 21 - Rescindment-----

1. Decision of rescindment-----

The association can be rescinded by a decision of the general assembly. -----

The provisions laid down in these statutes regarding the changing of the statutes also apply to a decision of rescindment. -----

When there is a decision of rescindment, the destination of a possible positive liquidation balance will be determined, -----

When the association has no more benefits during the rescindment, she will cease to exist. In that case, the board will give a statement of this to the Business Register. -----

The books and papers of the rescinded association will be stored for seven years after the association has ceased to exist by a person appointed by the board during the decision of rescindment. Within eight days of the start of their storage obligation the keeper must give their name and address to the Business Register. -----

2. Other cause-----

The association will also be rescinded: -----

- by insolvency after the association is declared in a state of bankruptcy or by removal of the bankruptcy due to the status of the inventory; -----
- by an appropriate legal decision regarding the law described cases. -----

Article 22 - Liquidation-----

1. Liquidators-----

The board is burdened with the liquidation of the capital of the association, to the extent that there is (are) no other designated liquidator(s) in the decision of rescindment. -----

2. Association in liquidation-----

After the decision of rescindment the association is in liquidation. -----

The association will continue to exist after her rescindment if and insofar as this is needed for the liquidation of her affairs. -----

During the liquidation, the provisions laid down in the statutes will be in force as much as possible. -----

In papers and announcements from the association, the words "in liquidation" need to be added after the name of the association. -----

3. Destination of liquidation balance-----

A positive balance after liquidation will get a destination which is as much in line with the goal of the association as possible. -----

The destination will be determined in the decision of rescindment, or when this does not exist, by the liquidators. -----

The association, in case of liquidation, ceases to exist at the moment when the liquidation ends. The liquidators will give a statement regarding this to the Business Register. -----

Article 23 - Internal Regulations-----

1. Establishment-----

The general assembly can establish internal regulations and change them. -----

A decision to establish and change internal regulations must be taken with a majority of at least two/third (2/3) of the cast votes. -----

2. Content-----

The internal regulations can describe further regulations regarding the membership, the introduction of new members, the contribution, the activities of the board, workgroups or committees, the assemblies. -----

The internal regulations can not be in conflict with the law or the statutes and cannot consist of provisions that ought to be arranged by the statutes. -----

The appeared people finally stated: -----

First board -----

The first board consists of four (4) members. -----



The first financial year of the association ends on the thirtieth of June two thousand sixteen. -----

CHOICE OF RESIDENCE -----

The parties choose for everything concerning this deed residence on the office of the notary, keeper of this deed. -----

WHOSE DEED -----

The appeared people are familiar to me, the notary, and the identification required by law has occurred. -----

Whose deed is past in Tilburg on the date written down in the heading of this deed. -----

After the pragmatic content of this deed has been given to the appeared people and explained, these people stated that they had taken note of the deed timely and agreed to it with limited reading aloud. -

After the limited reading aloud by the appeared people and me, the notary, this deed was immediately signed. -----

(Follows signature)

ISSUED FOR COPY:



[Signature]