

Statement on compliance with the 2019 Cultural Governance Code

Stichting antiwarcoalition.art (the "Foundation") is dedicated to its social and cultural objectives. It recognizes that an appropriate governance structure is essential to achieve those objectives. As such, the Foundation embraces the substance and objectives of the 2019 Cultural Governance Code (*Governance Code Cultuur 2019*) (the "Code"), as published by Stichting Cultuur+Ondernemen and accessible via <https://www.cultuur-ondernemen.nl/bestuur-en-toezicht>. This statement concerns the Foundation's compliance with the principles and recommendations of the Code and is voluntarily published by the Foundation on its website. For any questions in relation to this statement, please reach out to board@antiwarcoalition.art.

Principle 1: The organisation realises its social objective by creating, transmitting, and/or safeguarding cultural value.

The Foundation combines cultural value with clear social objectives by producing, and supporting and facilitating the development, creation and dissemination of and experimentation with works of art and cultural practice – across digital and physical formats – that critically address war, armed conflict, systemic violence and other urgent global conditions. All activities of the Foundation are aimed at this objective and all income of the Foundation is used in line with this objective. Examples of the Foundation's activities include developing collaborative international art projects, initiating discussions and public programmes, creating physical and digital formats for art exhibitions, and facilitating professional networking.

The Foundation follows the recommendations 1.1 – 1.5 of the Code.

Principle 2: The organisation applies the principles of the Cultural Governance Code and explains how it does so (apply and explain). The organisation follows the recommendations and only deviates from them when there is a motivation to do so (apply or explain).

The Foundation is dedicated to embracing standards of good governance. For this reason, its internal rules and processes are set out in detail in its articles of association and in the charters of its governing bodies. These rules and processes comply with the requirements under Dutch law, including in relation to the Foundation's ANBI-status, and have been drafted with extensive support from the Foundation's external lawyers (on a *pro bono* basis) to meet the highest professional standard.

The Foundation fully embraces the principles of the Code, as explained in detail in this document. It applies a governance structure with a Board and an Advisory Council. It therefore applies the board model (*bestuur-model*) of the Code. The Foundation also has an Advisory Council, which is largely similar to a Supervisory Board (*raad van commissarissen*) under Dutch law in terms of rights and responsibilities, but designed in a manner that reduces the workload and required legal expertise of its members compared to a traditional Supervisory Board. This design relates to the Foundation's limited size and international nature in terms of origin, objectives, activities and people involved. Given the Foundation's dedication to standards of good governance, it has set up its Advisory Council in a manner that largely complies with the principles and recommendations of the Code in relation to supervisors. As such, this document also outlines the extent of this compliance on a voluntary basis, on the basis of the supervisory board model (*raad van toezicht-model*) of the Code.

The Foundation follows the recommendations 2.1 – 2.4 of the Code.

Principle 3: Managers and supervisors are independent and act with integrity. They are alert to overlapping interests, avoid unwanted overlapping interests, and deal with conflicts of interest in a transparent and careful way.

The Foundation is well aware of the risk posed by (potential) conflicts of interest. In line with Dutch law, members of the Board do not participate in deliberations or decision-making when they have a direct or indirect personal interest which conflicts with the interests of the Foundation. This rule is applied to the members of the Advisory Council. For both bodies, this rule is laid down in the Foundation's articles of association. The charters of the Board and Advisory Council contain detailed rules in relation to the monitoring, disclosure and assessment of potential conflicts of interest, including listing various situations in which potential conflicts of interest are presumed to exist. Whenever a member of either of these bodies has a potential conflict of interest, this must be immediately disclosed to the other members of that respective body. These other members then assess, outside of the presence of the member concerned, whether the potential conflict of interest constitutes an actual conflict of interest, on the basis of the detailed rules that are laid down in the respective charters (as drafted in accordance with the highest professional market standards within the Netherlands). A record is kept of all assessments of potential conflicts of interest. During 2025, zero situations arose in which a conflict of interest was determined. The Foundation follows the dual control principle (*vier-ogen-principe*). The Foundation can be legally represented by the Board, or by two members of the Board acting jointly.

In partial deviation from recommendation 3.2, the Foundation allows members of the Board and Advisory Council to perform commercial or artistic activities for the Foundation. It believes that it can appropriately ensure that any relating conflicts of interest are properly mitigated and do not affect the Foundation's decisions in this regard, while simultaneously unlocking the artistic expertise of the members of its bodies for the benefit of the Foundation. As such, the Foundation only enters into agreements with the members of its governing bodies insofar this is deemed in the interest of the Foundation and its objectives. Such agreements must in all cases be in writing and on market terms, and entered into in accordance with the rules on conflicts of interest as laid down in the Foundation's articles of association and charters, which are outlined above. Any decision regarding a contract between the Foundation and a member of the Board or Advisory Council is presumed to form a potential conflict of interest, with the classification as such triggering a conflict-of-interest assessment in the absence of the respective member, and the Foundation shall provide transparency on any such decisions in its annual report in accordance with the Code.

In partial deviation from recommendation 3.6, the members of the Board and Advisory Council do not disclose potential conflicts of interest decisions to the chair of the Advisory Council, but to the other members of their respective bodies instead. This relates to the more limited role of the Advisory Council as explained under Principle 2, and is in line with the market practice for smaller organisations such as the Foundation.

In partial deviation from recommendation 3.9, the **Board does not require the prior approval of the Advisory Council** for all transactions or relations in which there are or may be conflicts of interest. This is for the same reason as explained in relation to the partial deviation from recommendation 3.6.

Otherwise, the Foundation follows the recommendations 3.1 – 3.9 of the Code.

Principle 4: Managers and supervisors are aware of their own role and of the division of tasks, responsibilities, and authority between them, and act accordingly.

The roles and responsibilities of the Board, Advisory Council, and the members of these respective bodies are laid down in detail in the Foundation's articles of association, the charter of the Board and the charter of the Advisory Council. These rules comply with the requirements under Dutch law, including in relation to the Foundation's ANBI-status. As part of their onboarding during the Foundation's incorporation in 2025, the members of the Board and Advisory Council also received a governance training from the Foundation's external lawyers.

In partial deviation from recommendation 4.1, all amendments to the Foundation's articles of association require the consultation of the Advisory Council and amendments to the Foundation's objectives require the consent of the Advisory Council (as well as a dissolution of the Foundation, a legal (de)merger or an application for bankruptcy or suspension of payments).

Otherwise, the Foundation follows the recommendations 4.1 – 4.8 of the Code.

Principle 5: Management is responsible for the organisation's general and daily leadership, its functioning, and its results.

The Board is responsible for the management of the Foundation. It consists of a president, secretary and treasures, and the specific tasks and responsibilities in relation to each role are worked out in detail in the charter of the Board. The people fulfilling these positions have an extensive background with the organization and highly valuable experience within the art world. Prior to their appointment as statutory directors under Dutch law, they received appropriate governance training from the Foundation's external lawyers (on a *pro bono* basis). The current Board functions well, achieving important milestones for the Foundation in 2025, such as the official registration of the Foundation, the receipt of ANBI status, the establishment of the Foundation's core governance and operational infrastructure, including opening the bank account, online storage systems, and management tools to support workflow of the foundation. The Board developed two projects: one fully secured with funding and the other partially funded at 40%. The Board held meetings with various potential partners and planned further cooperation in 2026–2027.

The members of the Board at all times seek to carefully balance the interests relevant to the Foundation, including social, artistic and business interests, in light of all its (internal and external) stakeholders. To ensure the interests of stakeholders are given appropriate consideration, the Board regularly talks with stakeholders. In 2025, the Board had such discussions with various international institutions: ZKM, YermilovCentre, Stedelijk Museum Amsterdam, Weltkunstzimmer, Pavetra, Lean Art Foundation, Dovzhenko Centre, Ernst von Siemens Kunststiftung, Goethe Institute Ukraine, ECF, Transcultural Exchange, Sigrid Rousing Trust, Asortymentna Kimnata, ArtPower Belarus, Danish Culture Institute, Fondation Antoine de Galbert, Prater Galerie, Pro Helvetia, Dutch Embassy in Ukraine, Belgian Embassy in Ukraine, DISTANZ, ilostmylibrary, Shevchenko National Prize, flux factory, MARA, Politzek.me, Libereco, NautaDutilh N.V., Open Air Theatre Vondelpark, and Open Place, as well as multiple international artists and curators.

The Foundation follows the recommendations 5.1 – 5.5 of the Code.

Principle 6: Management treats the organisation's people and means in a careful and responsible manner.

The Foundation is run by volunteers. It has no paid employees, though it does utilise paid services by individuals and companies if deemed necessary and appropriate. Any agreements for that purpose are made in writing and in accordance with the law and professional market standards. For each of the Foundation's longer-term bodies, including its Board, Advisory Council and any Committees that the Foundation establishes for specific purposes, the rules and rights of the members are laid down in

writing in specific charters. That requirement is also laid down in the Foundation's articles of association. The Board remains responsible for all Committees. This is explicitly laid down in the articles of association and fully embraced by the members of the Board.

In partial deviation from recommendation 6.2, the Foundation currently does not have a general code of conduct. Instead, its rules in relation to the conduct and integrity of the people involved in the Foundation are laid down in the charters of its bodies, as well as any contracts insofar as applicable. This relates to the limited size of the Foundation. The Board is considering the adoption of a general code of conduct as a potential future step if the Foundation's growth continues on its current path.

Otherwise, the Foundation follows the recommendations 6.1 – 6.4 of the Code.

Principle 7: The supervisory board exercises its role as a supervisor, advisor, and employer in a professional and independent manner.

As explained under Principle 2, the Foundation has opted for a governance model with an Advisory Council instead of a Supervisory Board. The Advisory Council must be consulted by the Board on material decisions (including amendments to the articles of association and appointments to the Board), and some Board decisions also require its approval (including amendments to the Foundations objectives and a legal (de)merger or dissolution of the Foundation). The Advisory Council decides its own internal rules of procedure, which are laid down in its charter. Subject to its charter it meets at minimum three times a year internally, and at least three times a year in a joint meeting with the Board.

In partial deviation from recommendation 7.4, the Advisory Council does not appoint the external auditor of the Foundation. Pursuant to its charter, the Advisory Council does provide solicited and unsolicited advice to the Board with regard to the annual budget and financial accounts, but ultimately the appointment of an external auditor and the supervision of its engagement is a task of the Board. This relates to the more limited role of the Advisory Council as explained under Principle 2, and is in line with the market practice for smaller organisations such as the Foundation.

In partial deviation from recommendation 7.5, the contact with the financiers of the Foundation is primarily a task of the Board. The Advisory Council primarily fulfils an internal role within the Foundation's governance, while the Board (and specifically the secretary) is primarily responsible for external relations. This also relates to the more limited role of the Advisory Council as explained under Principle 2.

In partial deviation from recommendation 7.7, the Advisory Council must be consulted by the Board on appointments to and dismissals from the Board, but does not decide on such appointments and dismissals. The Advisory Council also does not decide on the labour conditions and rewards of the members of the Board. Instead, the articles of association of the Foundation provide that members of the Board (as well as the members of the Advisory Council) do not receive any remuneration.

In partial deviation from recommendation 7.13, the chair of the Advisory Council does not act as the first point of contact for the Board in case of potential conflicts of interest. The conflict-of-interest procedures that are followed by the Board and Advisory Council are discussed in detail under Principle 3. For this reason, as well as the reason provided for the partial deviation from recommendation 7.5, the chair of the Advisory Council also does not act as a first point of contact for external stakeholders in relation to such matters, which task is instead assigned to the Board.

Otherwise, the Foundation follows the recommendations 7.1 – 7.13 of the Code.

Principle 8: The supervisory board is responsible for its own composition and safeguards

expertise, diversity, and independence when it comes to this.

The members of the Advisory Council are appointed by the Advisory Council with the approval of the Board. Its current composition includes multiple genders, nationalities and residences. Each of the current member has a valuable professional background within the world of international art, as well as personal experience with conflict. The Advisory Council is fully dedicated to safeguarding such a composition going forward.

In partial deviation from recommendation 8.4, the Foundation's articles of association do not specify fixed terms for the members of the Advisory Council, given that it is currently not deemed in the interest of the Foundation to limit its flexibility in this regard. Pursuant to its charter, the Advisory Council is responsible for its succession planning, and shall take appropriate measures to ensure sufficient continuation within its composition while simultaneously retaining the valuable expertise it currently possesses.

In partial deviation from recommendation 8.5, there is not yet a fixed succession schedule of the Advisory Council. This relates to the partial deviation from recommendation 8.4, and the fact that the Foundation has only been incorporated in May 2025.

In deviation from recommendation 8.7, the Advisory Council does not decide on the compensation for its members. Instead, the articles of association of the Foundation provide that members of the Advisory Council (as well as the members of the Board) do not receive any remuneration.

Otherwise, the Foundation follows the recommendations 8.1 – 8.7 of the Code.
