

ARTICLES OF ASSOCIATION

I. Cooperative name, registered office, and object

Article 1 – Cooperative name, registered office, and duration

The following Cooperative is incorporated under the name Faircapital Consumer Cooperative ("the Cooperative") being a Swiss-law Genossenschaft based in Freienbach (SZ), subject to the present Articles of Association and articles 828 *et seq.* of the Swiss Code of Obligations. It is incorporated for an indeterminate period.

In German the cooperative is called "Faircapital Konsumenten-Genossenschaft" and in French "Faircapital Cooperative de Consommateurs". Translations into other languages, with or without registration, are reserved.

Article 2 – Objective

The principal aim of the Cooperative is to further or safeguard, through common action, the specific economic interests of its members by facilitating the sustainable development of fair trade and the Fairtrade ecosystem, in particular by developing alternative commercial models for better access to financing for Fairtrade certified producers, manufacturers and traders, supporting projects to increase supply and thereby providing preferred access to Fairtrade certified products for its members. The Cooperative recognizes the importance of common standards for fairer commodity trading as defined by Fairtrade Labelling Organizations International e.V and promoted by its members, such as Max Havelaar-Stiftung (Schweiz). While organizations of the Fairtrade ecosystem should therefore be prioritized, access to financing and support activities may also be provided to other fair trade actors, if in the best interest of the Cooperatives and its members. Any activity promoting fair trade may be initiated or supported. The Cooperative intends to demonstrate by example that it is entirely possible, through common action, to practice responsible and profitable business while promoting fair trade. In a collaborative approach, new technologies will be used by the Cooperative to the benefit of its members and to achieve its objectives. In line with its resources, the Cooperative will extend its action in the public interest to any third party active in the above fields who shares its philosophy. For that purpose, the Cooperative may acquire and/or utilize any patent or license, set up branches in Switzerland or abroad, acquire or establish similar or related companies or hold any direct, indirect, minority or majority interest in any enterprise, corporation or cooperative, in Switzerland or abroad, active in the field of fair trade, with the aim of providing responsible support for the development of such enterprises. In this context, the Cooperative may carry out any commercial, financial, or other activities which is directly or indirectly related to its objective. The Cooperative may acquire, hold and manage immovable property and may hold securities if related to the furtherance of its object.

II. Members

Article 3 – Admission of members

Any natural or legal person, community, or public-law institution with legal status, whether Swiss or non-Swiss, may apply for membership by completing and signing the subscription form and the declaration of membership for that purpose, and by declaring unconditional acceptance of the present Articles. Each member must acquire at least one share in the cooperative and retain ownership of that share throughout his membership. Upon formal subscription of at least one share, the Board of Directors will authorize the application for membership which can only be validated and registered once the subscription has duly been paid in full. The General Meeting

may apply other conditions of membership. The Board of Directors may refuse membership without giving any reason. There is no limit to the number of members.

Article 4 – Loss of membership

Membership status can be lost as a result of voluntary withdrawal, death (in the case of a natural person), loss of legal status (in the case of a legal person) or exclusion for good cause. A member may only leave with effect from the end of a fiscal year, by giving notice to the Board of Directors at least six months in advance by registered letter or by electronic means, leaving no doubt as to the identity of, and the intent expressed by, the outgoing member. The Board of Directors may order the exclusion of a member, by stating the reasons, in the case of a threat to the Cooperative's interests. Appeals may be made to the General Meeting.

After termination of membership, the member has no claims to the Cooperative's assets other than the repayment of the shares.

III. Share Capital

Article 5 – Shares, amount, division, mandatory/optional shares, and certificates

The Cooperative shall issue, upon subscription and after full payment, shares of CHF 5,000 each at the par value. The Cooperative may issue new shares on the 1st day of every fiscal year (July 1st) on the same conditions. The shares shall be listed in the register of members kept by the Board of Directors. A member must retain one mandatory share at all times in order to be recognized as such. Any member may subscribe, acquire, or hold optional shares up to a maximum of ten thousand shares per member. The Cooperative reserves the right to change the par value of the cooperative share either by increasing or by reducing (splitting) that value. In the event of splitting, the resulting number of shares which exceeds ten thousand for any one member would nevertheless be duly recognized by a special indication in the register of members. The General Meeting has authority to decide on such change. Article 854 CO is reserved. The Cooperative issues, in the name of each member, a certificate documenting membership and number of shares held in corresponding to the entry on the register of members, signed by the Chairman and Secretary of the Board of Directors. Such certificate is issued as evidentiary document only and under no circumstances as a negotiable instrument. The Board of Directors shall ensure that the certificates correspond to the actual situation at all times and shall cancel or replace any certificates requiring amendment.

Article 6 – Subscription costs

Members must pay, in addition to the par value of each share, the Federal stamp duty at the rate currently in force, and an issue fee determined by the Board of Directors, as a percentage of the share's par value. The issue fee is intended to cover the company's incorporation costs and the costs relating to the issue of shares and share certificates, and the keeping of the membership register and related publications. Any balance remaining after the above costs have been paid will not be transferred to the capital account but will be allocated to a special account intended to cover all the future costs directly linked to the Cooperative's growth.

Article 7 – Assignment and pledge

Shares in the Cooperative, if fully paid up, may be assigned to a third party, subject to admission as member. The assignee must submit a written application for admission, declaring his unconditional acceptance of these Articles, and will only be recognized as a member once the Board of Directors has duly authorized his application and registered him on the register of members. Any member assigning all of his mandatory and optional shares in the Cooperative will lose his status as member. This member will retain the rights and duties linked to that status until

the decision has been taken concerning the admission of his successor, and his name has been deleted from the register of members and the new member has been added.

Shares may only be pledged to other members or to the Cooperative.

Article 8 – Reimbursement of shares

Upon loss of membership, the member will be reimbursed for his shares, after the actual fiscal year has been closed. The value of the shares calculated based on the annual financial statements and approved by the General Meeting of the actual fiscal year is applicable for the reimbursement. However, the amount reimbursed cannot exceed the total par value of the shares in question. If the financial situation of the Cooperative so requires, the Board of Directors may defer, for no more than three years, the payment of the amount to be reimbursed, with the same interest as in the case of non-terminated cooperative share capital. The Cooperative's right to an adequate indemnity (withdrawal fee) is also reserved, as long as such indemnity can be justified by administration expenses and external cost. During the entire extension period of reimbursement of shares the member is entitled to receive dividend according to Article 28. Further rights of property or membership are excluded.

Article 9 – Liability

The Cooperative's liabilities can only be discharged by its own assets. Any personal liability or obligation on members to make supplementary contributions is hereby excluded.

IV. Organization of the Cooperative

Article 10 – Organs of the Cooperative

The organs of the cooperative are the following:

- A. The General Meeting;
- B. The Board of Directors;
- C. The Management;
- D. The Auditors.

A. Powers of the General Meeting

Article 11 – General powers

The General Meeting of members is the supreme body of the Cooperative.

Article 12 – Inalienable rights and powers

In particular, the General Meeting has the following inalienable rights:

1. To adopt and amend the Articles of Association;
2. To elect or revoke members of the Board of Directors and the Auditors;
3. To approve the annual report;
4. To approve the annual financial statements (balance sheet and income statement) and decide on the allocation of the resulting profits, and in particular on the distribution of any surplus;
5. To discharge the members of the Board of Directors and approve the remuneration;
6. To change the par value of the Cooperative share either by increasing or by reducing (splitting)
7. To resolve upon appeals against exclusion resolutions of the Board of Directors
8. To approve the Cooperative's regulations and policies
9. To take any decision reserved for it by law or by these Articles
10. To resolve on any proposals submitted to it by the Board of Directors or members;
11. To resolve upon the dissolution, merger, or conversion of the Cooperative.

Article 13 – Ordinary General Meeting

The ordinary General Meeting shall be convened by the Board of Directors or one-tenths of the members and, if necessary, by the auditors or liquidators. It shall be held each year, during the six months following the end of the fiscal year. The meeting date shall be set at the previous General Meeting or notified not later than 3 months prior to the meeting. The General Meeting shall be held physically, although as soon as the applicable law allows an option for virtual participation in meetings and remote voting, this shall be made possible. It shall be convened by written notice, at least twenty days before the date set for the meeting, by letter sent in electronic form or if specifically requested so by the member sent by ordinary mail to each member at the address listed in the register of members. The notice of meeting must state the items on the agenda and if applicable any proposals or other matters raised by the Board of Directors. The notice of ordinary General Meeting must inform the members that the annual accounts, directors' report and auditors' report will be available at the Cooperative's registered office no later than 10 days prior to the date of the meeting and that each member can ask for a copy of these documents to be sent to him as quickly as possible. No decision can be taken on matters not duly listed on the agenda, except at the proposal to call an extraordinary General Meeting, establish special controls or waive, with a unanimous decision, the presence of the auditors. Any individual proposal put before the General Meeting will be included on the agenda for the following meeting, if supported by at least five members.

Article 14 – Extraordinary General Meeting

An extraordinary General Meeting can be held whenever deemed necessary by the Board of Directors. The auditors may also request an extraordinary General Meeting, if necessary. It can also be called at the request of at least one-tenth of the members, who must submit a written request to the Board of Directors, stating the items to be included on the agenda. The extraordinary General Meeting will be called in accordance with the rules applicable to ordinary meetings.

Article 15 – Chairman and secretary

The meeting shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman or if he is also absent, by another member of the Board. The Secretary to the Board will take the minutes. If the Secretary is unavailable, the Chairman will appoint another secretary to take the minutes.

Article 16 – Right to vote at the General Meeting

Each member has the right to one vote in the General Meeting. The right to vote can be exercised through another member who must be in possession of a written proxy. A member can represent no more than two members including himself.

Article 17 – Resolutions and elections

The General Meeting shall pass resolutions and elect Cooperative officers with the absolute majority of the votes cast, subject to the rules of law or provisions of these Articles to the contrary. The elections and votes shall take place by show of hands. In the specific event of a tie, a second round of voting shall be held immediately. If the second vote also results in a tie, and a decision must be taken immediately, the Chairman shall have the casting vote. In elections, an absolute majority shall apply in the first ballot and a simple majority in the second ballot. Abstentions and invalid votes do not count as votes cast.

Article 18 – Special circumstances, qualified majorities, amendments to Articles of Association and dissolution

A majority of three-quarters of all the members listed on the register of members is necessary for an amendment to the Articles of Association, or to order the dissolution of the Cooperative. An exception may be imposed by the Swiss law on merger, division, conversion, and the transfer of assets (*Lfus*).

Article 19 – Minutes

All resolutions of the General Meeting must be recorded in minutes drafted immediately by the Secretary and duly signed by the latter and by the Chairman of the meeting. The minutes will be shared with the members not later than two weeks after the General Meeting.

B. The Board of Directors

Article 20 – Composition and term of office

The Board of Directors consists of at least 3 members but no more than 9. The majority must be members of the Cooperative. The Board members are elected by the General Meeting for a term of 3 years and may be re-elected at the end of their term for a maximum of 2 additional terms.

Article 21 – Organization, decisions, and minutes

The Board of Directors shall have autonomy of organization and shall appoint a Chairman, a Vice-chairman, and a Secretary. The Secretary may also be a non-Board member and does not necessarily have to be a member of the Cooperative. The Board of Directors may delegate certain tasks to committees, to be formed of members of the Board and external experts. The majority of the Board members must be physically present in order for the Board's decisions to be valid. Board decisions shall be passed with the absolute majority vote of the members present. In the event of a tie, the Chairman shall have the casting vote. The Board decisions may be made in the form of a circular resolution. Such circular resolution must be unanimously. All Board meetings must be recorded in minutes drafted immediately by the Secretary and duly signed by the latter and by the Chairman of the meeting. Virtual General Meetings can replace physical ones as soon as applicable law permits.

Article 22 – Convocation of Board meetings

The Board of Directors shall be convened with at least 3 weeks notice by its Chairman whenever necessary on the basis of business requirements, but at least four times a year. Two members of the Board as well as Management may ask the Chairman to call a meeting and must state the reasons.

Article 23 – Powers

The Board of Directors is responsible for the high-level management, supervision, and control of the Cooperative. In accordance with its general duties as provided for in article 902 of the Swiss Code of Obligations, the Board has the following non-transferable duties:

1. Administration of the within the framework of the legal and statutory provisions responsible for the administration and for all business of the Cooperative that is not expressly reserved for the General Meeting or the Auditors;
2. Determine the Cooperative's organization;
3. Implement the Cooperative's regulations;
4. Determine the principles of accounting, financial control and financial planning;
5. Exercise high-level surveillance of those persons charged with the running of the Cooperative to ensure that they respect the law, the present Articles, and Cooperative regulations;

6. Prepare the accounts and draft the annual report;
7. Commissioning of Management and define contractual relations with Management;
8. Approve fees paid to Management;
9. Convene the General Meeting and determine its agenda;
10. Inform the courts in the case of over indebtedness;
11. Decide on any purchase or sale of property or investment;
12. Designate the two persons authorized to sign jointly on behalf of the Cooperative;
13. Take any decision concerning shares, subject to mandatory legal powers of the General Meeting in this regard;
14. Prepare the principles of the investment policy in conformity with the Cooperative's objective;
15. In general, the Board of Directors shall decide on any matter which is not reserved by law or under the present Articles to the General Meeting or another organ.

C. Management

Article 24 – Management

In accordance with article 898(1) of the Swiss Code of Obligations, the management of the Cooperative's affairs is initially entrusted to FairCapital SA in accordance with the contractual provisions stipulated by the Board of Directors. Its duties and powers are determined by the Board of Directors. Management fees can be adjusted each year by the Board of Directors and are reported to the General Meeting. Management is present in an advisory capacity at the Board of Directors' meeting.

D. The auditors

Article 25 –The auditors

At the proposal of the Board, the General Meeting shall elect an auditing firm approved as auditing experts as Auditors for a period of one year. Reelection is possible. The Auditors shall review the annual accounts and directors' report on same in accordance with generally accepted auditing standards.

The duties and responsibilities of the Auditors are governed by the provisions of the law.

Article 26 – Governance and conflicts of interest

Members of the Board of Directors, Management, the Auditor and their respective business partners active in the affairs of the Cooperative under the terms of the present statutes, must act to the best of their knowledge and belief and with all necessary due diligence, in the interest of the Cooperative. In accordance with high ethical standards, they must honestly inform the Board of Directors of any conflict of interest between their personal interests, direct or indirect, and those of the Cooperative or an entity controlled by the Cooperative. In such cases they must abstain from any actions or omissions and from participating in any deliberations or decisions which could be influenced by such a conflict. On an annual basis, the members of the Board of Directors confirm in writing that they do not have any conflicts of interests, other than previously disclosed. The Board of Directors may decide on measures it deems fit to ensure that such matters are satisfactorily resolved. A conflict of interests exists in particular if general duties towards the Cooperative are contradicted by personal interests or those of a close friend or relative, or indeed those of a third party to whom loyalty is owed on principle or in fact. Where its decisions and proposals may affect different associates to varying extents, the Board of Directors must ensure that all are treated fairly.

V. Accounting; allocation of annual profits

Article 27 – Fiscal year – Directors' report

The fiscal year shall begin on 1 July and shall end on 30 June in each year. The first year shall end on 30 June 2021. A balance sheet and income statement shall be drawn up each year, closing on the date of closure of the Cooperative's fiscal year. The annual accounts must be drawn up in accordance with the law and the principles of good accounting practice. At least ten days prior to the General Meeting the Cooperative's administration must file the annual accounts, directors' report and auditors' report at the cooperative's registered office. The first fiscal year ending June 30 2021 is exempt from the limited audit.

Article 28 – Allocation of profits

After the amortization, depreciation, and other provisions considered necessary by the Board of Directors, the profits resulting from the balance sheet shall be allocated as follows:

1. At least 10% to the legal reserve pursuant to article 860(1) of the Swiss Code of Obligations, until that reserve reaches a minimum of one-fifth of the share capital.
2. A first dividend to members up to 3% of the share capital.
3. The net balance remaining after the above allocations shall be made available to the General Meeting for the following, in order of priority:
 - a) 30% to the establishment of other reserves to cover the risks on investments;
 - b) An additional dividend to members up to the maximum amount admitted under article 859 of the Code of Obligations.
4. Any residual amount will be allocated at the discretion of the General Meeting, following the proposals of the Board of Directors or an individual proposal supported by at least five members.

VI. Dissolution and liquidation of the cooperative

Article 29 – Dissolution

In the case of dissolution or liquidation of the Cooperative, the surplus remaining after all its debts have been settled shall be used, in the first instance, to reimburse the shares in the Cooperative. The liquidation surplus remaining after reimbursement of the cooperative shares is to be used to promote charitable endeavors similar to the Cooperative's purpose.

VII. Notices and communications

Article 30 – Official medium of communication

Notices of the Cooperative to its members shall be made by e-mail, in writing or by circular. Announcements to third parties shall be made, if necessary, in the Swiss Official Gazette of Commerce (FOSC). The Board of Directors may decide to issue publications through other channels.

Article 31 – Dispute resolution

Disputes between members and the Cooperative, or Cooperative organs, and disputes among members themselves, connected to the Cooperative's business which have not been resolved in private *ad hoc* conciliation may be submitted to the jurisdiction in which the Cooperative's registered office is based.

Article 32 – Effective date

The present Articles were unanimously approved by the incorporating General Meeting held on today's date. They shall take effect from the time the Cooperative is entered on the Register of

Commerce. The Cooperative's administration is responsible for completing all the required formalities in this regard.

[This is a translation of the original statutes in German, signed by the first president and the first vice president on 28 January 2021]