

Roll of deeds no.

129/2017

This document is written on one side throughout.



Negotiated  
before the undersigned

**Notary BRIGITTE EILBRECHT**

Kurfürstendamm 218, 10719 Berlin

on Berlin on September 21, 2017

**Social contract**  
the  
**sabaa.education - Foundation**  
**Education for Sub-Saharan Africa**  
**gGmbH**

§ 1 Company, registered office

1. The name of the company is:

sabaa.education - Foundation Education for Sub-Saharan Africa gGmbH

2. The company is based in Berlin.

§ 2 Object of the Company

1. The company pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code as amended.

The purpose of the company is to promote Von education in Sub-Saharan Africa.

The purpose of the Articles of Association is realized in particular through the mediation, organization and implementation of educational offers in the primary, secondary, tertiary and vocational training sectors, also implemented by auxiliary persons and corresponding organizations.

2. The corporation is a non-profit organization; it does not primarily pursue its own economic purposes.
3. The corporation's funds may only be used for the purposes set out in the articles of association. The company bears the formation costs up to 10% of the share capital. Any costs in excess of this are borne by the shareholders.

The shareholders may not receive any profit shares or other benefits from the corporation's funds.

In the event of their withdrawal or dissolution of the corporation or the discontinuation of tax-privileged purposes, they will not receive back more than their paid-in capital shares and the fair market value of their contributions in kind.

4. No person may benefit from expenses that are alien to the purpose of the corporation or from disproportionately high remuneration.
5. If the company is dissolved or its tax-privileged purposes cease to exist, the assets of the company, insofar as they exceed the paid-in capital shares of the shareholders and the fair market value of the contributions in kind made by the shareholders, shall be transferred to a legal entity under public law or another tax-privileged corporation for the purpose of promoting education.

### § Section 3 **Share capital, capital contributions**

1. The share capital of the company amounts to EUR 25,000.00 (in words: EURO five and twenty thousand).
2. The company's share capital is divided into 25,000 shares with serial numbers 1 to 25,000, each with a nominal value of € 1.00, which were acquired by the shareholder Prof. Dr. Heinz-Ulrich Wunsch in return for a cash contribution in the amount of the nominal value.

### § Section 4 **Duration of the company, financial year**

1. The company's financial year corresponds to the calendar year.
2. The duration of the company is indefinite.

### § 5 **Management and representation**

1. The company has one or more managing directors.
2. If only one managing director has been appointed, he shall represent the company alone. If several managing directors have been appointed, the company shall be represented either by two managing directors or by one managing director together with an authorized signatory.
3. The shareholders' meeting may grant individual power of representation to one, several or all managing directors. It may also exempt individual managing directors from the restrictions of Section 181 of the German Civil Code (BGB) in general or in individual cases, so that they are authorized to represent the company without restriction when carrying out legal transactions with themselves or as representatives of a third party. This also applies if all shares are held by the managing director or by the company.
4. Paragraphs 1 to 3 apply accordingly to liquidators.

## Notes on determination

A recognition that the actual management (§ 63 AO) meets the requirements necessary for the recognition of the tax benefit is not associated with this determination.

This determination binds the tax office with regard to the taxation of the corporation and the taxpayers who make contributions to the corporation in the form of donations and membership fees (Section 60a para. 1 sentence 2 AO). The binding effect of this determination ceases to apply from the point in time at which the legal provisions on which the determination is based are repealed or amended (Section 60a para. 3 AO). If there is a change in the circumstances relevant to the assessment, the assessment must be revoked with effect from the time of the change in circumstances (Section 60a para. 4 AO).

Please note that the claiming of tax benefits also depends on the actual management, which is subject to review by the tax office - possibly in the context of an external audit. The actual management must be aimed at the exclusive and indirect fulfillment of the tax-privileged purposes and comply with the provisions of the statutes.

This must be evidenced by proper records (in particular a statement of income and expenditure, activity report, balance sheet with evidence of the formation and development of reserves) (Section 63 AO). Decisions on tax concessions under the individual tax laws are made as part of the assessment procedure.

In any case, the corporation is liable to income tax to the extent that it maintains an economic business operation that is not a special-purpose operation. If there is a corporation tax liability, there is a trade tax liability to the same extent. The granting of tax exemption from corporation tax and trade tax does not affect the obligation to pay VAT.

If employees are employed, wage tax, solidarity surcharge and, if applicable, church tax must be withheld and paid to the tax office.

## Notes on tax concessions

### **In accordance with its articles of association, the corporation promotes**

the following charitable purposes:

**Promotion of art and culture** (§ 52 para. 2 sentence 1 no.(n) 5 AO).

**Promotion of education and vocational training; promotion of international awareness, tolerance in all areas of culture and international understanding**  
(Section 52 (2) sentence 1 no.(s) 7, 13 AO).

**Promotion of development cooperation**  
(Section 52 (2) sentence 1 no.(n) 15 AO).

§ 6 Announcements

The legally required announcements are only made in the Federal Gazette.

§ 7 Foundation expenses

The company bears the costs and taxes associated with the formation of the company in the amount of up to G 2,500.00.

§ 8 Severability **clause**

Should individual provisions of this agreement be or become invalid or unenforceable in whole or in part, or should there be loopholes in the agreement, this shall not affect the validity of the remaining provisions. In place of the invalid or unenforceable provisions or to fill a loophole, an appropriate provision shall apply which, as far as legally possible, comes closest to what the shareholders intended or would have intended according to the meaning and purpose of this agreement if they had considered this point.

**Current printout**

MRB 191960 B

Commercial Register Section  
B Charlottenburg Local  
Court

**1. number of previous applicationsa**

3 Entry(s)

**2.a) Company**

**sabaa.education - Education for Sub-Saharan Africa gGmbH**

**b) Registered office, branch, domestic company name, authorized recipient,**

Branch office laseungeo

Berlin

**Heiligendammer Straße 9, 14199 Berlin**

**c) Object of the company**

The purpose of the company is

- a) the promotion of education in sub-Saharan Africa;
- b) the promotion of art and culture in sub-Saharan Africa and Germany; the idea of sustainability and social business;
- c) the promotion of development cooperation with and in sub-Saharan African countries in various areas;
- d) the promotion of international goodwill, tolerance in all areas of culture, sustainability and international understanding in sub-Saharan African countries and in Germany.

The purpose of the statutes is realized in particular through the creation, mediation, organization and implementation of appropriate offers

- a) in the primary, secondary, tertiary, vocational and informal education sectors (such as the development of content and learning programs, the support of projects or the corresponding consulting),
- b) in the arts and culture sector (e.g. by awarding art prizes, organizing exhibitions, promoting theater productions and informing the general public about them),
- c) in the promotion of development cooperation (e.g. through its own programs and projects or participation in consortia and cooperation projects to promote development cooperation on the African continent), through funding and other material and non-material support),
- d) in the promotion of an international attitude *for example*, through its own offerings such as development policy programmes accompanying exhibitions, by encouraging and promoting cooperation between educational institutions, by informing the general public or offering its own events and publications in Germany and on the African continent, through corresponding media releases, in the organization of corresponding programmes in cooperation with partner organizations that are also in the public interest, through appropriate advice and support).

**3. Share capital or nominal capital**

**Expression**

Charlottenburg Local Court  
- Commercial Register Section B -

HRB 191960 B

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EUR 25,000.00

4.n) General representation rules

If one managing director has been appointed, he shall represent the company alone. If several managing directors have been appointed, the company shall be represented jointly by two managing directors or by the managing director together with an authorized signatory.

Sole power of representation may be granted.

**b) Management Board, management body, managing directors, personally liable partners, managing directors, authorized representatives and special power of representation**

**Business manager:**

**with the authority to represent the company alone with the authority to enter into legal transactions with itself**

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Prof. Dr. Wunsch, Heinz-Ulrich, - **11.04.1957**, Berlin

**6.a) Legal form, inception, articles of association or partnership agreement**

Limited liability company.g Articles

of association dated: 21.09.2017 Last

amended on: 24.02.2022

**7th day of the last entry**

11.03.2022