

Report DRLA Annual General Meeting (AGM)

20 June 2024, 17.00 hrs Amsterdam time (Zoom)

Attendees: Wim Timmermans, Rens Groen, Marit van Zandvoort, Heleen over de Linden, Ernst van Gassen, Ferdinand Feldbrugge, Arkady Gutnikov, Michail Wladimiroff, William Simons, Pawel Cyran, Ruth van der Pol, Tarik Moumen

Agenda item 1: Opening

Mr Timmermans opened the meeting and welcomed the members present.

Agenda item 2: Appointment of the chairperson of the AGM

The General Meeting resolved to appoint Wim Timmermans as the chairperson of the Annual General Meeting.

Agenda item 3: Designation of the secretary of the AGM

The chairperson designated Marit van Zandvoort as the secretary of the Annual General Meeting. **Agenda item 4: Appointment of the Audit Committee**

The Board proposed to appoint Michail Wladimiroff and Ruth van der Pol as members of the Audit Committee. The General Meeting resolved to approve their appointment.

Agenda item 5: Report of the Audit Committee on the Annual Accounts 2023 Mr

Timmermans gave the floor to Mr Wladimiroff to explain the findings of the Audit Committee.

Mr Wladimiroff reported on behalf of the Audit Committee. In accordance with the DRLA's Articles of Association, the Audit Committee assessed the financial year 2023. The Audit Committee examined the Annual Accounts 2023 – consisting of the balance sheet and statement of income and expenses – and the Explanatory Notes thereto.

The Audit Committee shared its finding that in its opinion the Annual Accounts 2023 and related documents are correct and complete.

Mr Wladimiroff expressed regret that due to the invasion of Ukraine, contacts with the DRLA's Russian members have been limited and the resulting financial sanctions imposed on Russia made it unreasonable to collect membership fees from them, as this would potentially require them to commit substantive efforts in finding alternative channels to transfer the money. The Board considers this undesirable as such requirement could discourage these members from maintaining their membership in these already challenging times. The financial year 2023 unfortunately ended with a small negative balance. Mr Wladimiroff, on behalf of the Audit Committee, expressed the hope that the current financial year (2024) will end on a more positive note.

As for 2023, the Audit Committee concluded that the DRLA's financial administration provides a true picture. Mr Wladimiroff thanked the AGM for their attention.

Agenda item 6: Adoption of the Annual Accounts 2023

Mr Timmermans gave the floor to Mr Groen, Treasurer of the DRLA, to explain the Annual Accounts 2023.

Mr Groen noted that the financial year 2023 coincided with the calendar year 2023, before starting with some general remarks with respect to the balance sheet. In short, the DRLA does not own any fixed assets. The DRLA does not run a business, holds no inventories and has no receivables to claim. As an association without business operations, the DRLA is not under any statutory obligations to make provisions.

The DRLA has been able to finance its activities thus far with allowances, donations and membership fees levied from our members since our inception. It has in this light not been necessary to incur current or long term liabilities.

Mr Groen explained that unfortunately, the DRLA ended the financial year 2023 with a negative result of approximately EUR 74. In order to get more insight into what explains the negative result, Mr Groen moved on to the statement of income and expenses.

Mr Groen explained that the DRLA only levied EUR 375 in membership fees in 2023 in comparison to EUR 1000 in 2022, which is a significant decrease, as Mr Wladimiroff already noted. Mr Groen added that

luckily, we already collected more than EUR 1000 in membership fees in 2024. The decrease seems to have been a once-off for the financial year 2023. The DRLA profited from some donations made by generous members in the aggregate amount of EUR 250. This makes a total of EUR 625 in income in 2023.

On the expense side, there are the regular costs. The DRLA still incurs costs for hosting its website, domain names and e-mail accounts, paid to Antagonist B.V. There is a small incline in those costs. The office costs comprised the DRLA's annual Zoom subscription, which has overall remained the same. The bank charges have significantly increased. Mr Groen explained that he got in touch with ING Bank (the bank at which the DRLA holds its bank account) on this point. ING explained the increase in costs is due to the increased costs associated with KYC (anti-money laundering and anti-terrorist financing) measures Dutch banks are required by law to take. Mr Groen added that the Board explored alternative facilities with ING. Unfortunately, there is no alternative that is less costly, for example for non-profit foundations. Mr Groen noted that the new Board could consider to switch to another bank, but given the DRLA's association with Russia and the current political climate, this might prove difficult.

Other costs were spent on a get-well-soon gift to one of our members and the drinks after a Q&A session with Mr Gutnikov organized by the DRLA when Mr Gutnikov visited The Hague in October 2023. On aggregate, this resulted in 'other costs' of approximately EUR 146.

All in all, the DRLA unfortunately arrived on a negative result of approximately EUR 74. The balance on the DRLA's bank account is nevertheless still solid with more than EUR 3000 in total. That provides a lot of perspective for the new Board to continue to organize nice events and other things which require financial resources, Mr Groen remarked.

Mr Groen concluded the explanation to the 2023 Annual Accounts.

Ms Over de Linden shared a suggestion with respect to the banking costs. She still has a bank account at Rabobank from one of her previous functions, which is EUR 10 per month and only half the cost of the monthly fees charged by ING for the DRLA's bank account. She suggested that perhaps a transfer to Rabobank could be made. Mr Groen welcomed this suggestion by Ms Over de Linden.

Ms Over de Linden also inquired after the status of the website, as it has not been recently updated. Ms Van Zandvoort replied that indeed, it has not been recently updated, because many of our communications these days are done via e-mail and LinkedIn. Ms Van Zandvoort added that the documents of the Annual Meeting will be shared via the website.

The General Meeting proceeded to resolve to adopt the Annual Accounts 2023 without any

amendments. **Agenda item 7: Discharge of liability of the Board of the financial year 2023**

The General Meeting resolved to discharge the Board of liability for the financial year 2023. **Agenda item 8: Appointment new Board members**

The Board is happy to announce that it has found two new Board members who will be taking over the roles of Chair and Treasurer. Mr Timmermans explains that the Board has not yet found a candidate for the position of Secretary, and that he has been in contact with two persons who declined. Mr Timmermans has now contacted four additional persons, but has so far not received a reaction.

Awaiting the outcome of the search for a new Secretary, the Board proposed to the AGM to temporarily have five members on the Board, including the current three Board members, in order to ensure a smooth transition. Mr Timmermans will transfer the Chair role to Ms Over de Linden and Mr Groen the role of Treasurer to Mr Van Gassen. The Board requested the General Meeting to proceed to appoint Ms Over de Linden and Mr Van Gassen as members to the Board as per 1 July 2024.

Ms Over de Linden and Mr Van Gassen introduced themselves and their background and affinity with Russia and Dutch and/or Russian law.

Mr Timmermans asked the General Meeting for their vote on the appointment of Ms Over de Linden as Chair and Mr Van Gassen as Treasurer. The General Meeting resolved to approve their appointment as per the 1st of July 2024, as well as to (temporarily) increase the number of Board members from three to five as per this date.

Mr Timmermans expressed that he himself, Mr Groen and Ms Van Zandvoort look forward to working together with the new members.

Agenda item 9: Other business

Mr Timmermans noticed Mr Cyran had meanwhile joined and welcomed him to the meeting.

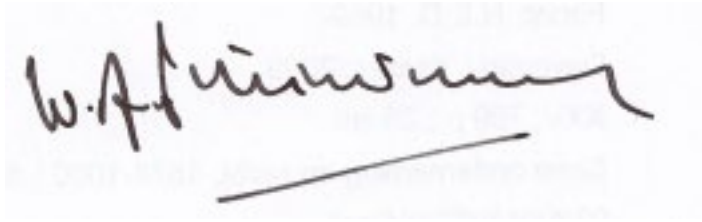
Mr Timmermans asks whether there is any other business or whether there are any topics the members present would like to raise.

Mr Wladimiroff took the opportunity to direct a few words to the current Board. The current Board fulfilled its administrative tasks in an excellent way. In the difficult circumstances, it developed a line of working that proved very successful, keeping in touch online with our Russian members. Mr Wladimiroff concludes that, with these words of gratitude and praise, the DRLA says goodbye to the Board, noting that replacement is likely soon to be found for the Secretary as well. Mr Wladimiroff also welcomed the new Board members, Heleen over de Linden, and the new Treasurer Ernst van Gassen.

Ms Over de Linden asked why the DRLA has no contact with Russian members. Mr Wladimiroff responded by explaining that, in his understanding, the DRLA cannot risk that these members could be compromised by being in contact with Dutch lawyers. It is only safe to limit our activities to online contact.

Mr Gutnikov, as the only present Russian member, took the floor. He notes it is hard to explain how important the mere existence of this very association is. He expressed that to him and many other Russian lawyers, it is very important that we know that the DRLA, as an association, is there and is looking for ways to cooperate and exchange ideas. He expressed that, while perhaps from the side of the Dutch lawyers, the association may seem modest and small, its presence gives something very important to lawyers in Russia and generally for Russian society.

Mr Timmermans subsequently closed the AGM. The day ended with an interesting lecture by Mr Feldbrugge on the legal history of the nations of the Caucasus.

A handwritten signature in black ink, appearing to read 'W. Timmermans', written over a horizontal line.

Mr Timmermans

A handwritten signature in black ink, appearing to read 'Ms Van Zandvoort', written over a horizontal line.

Ms Van Zandvoort