

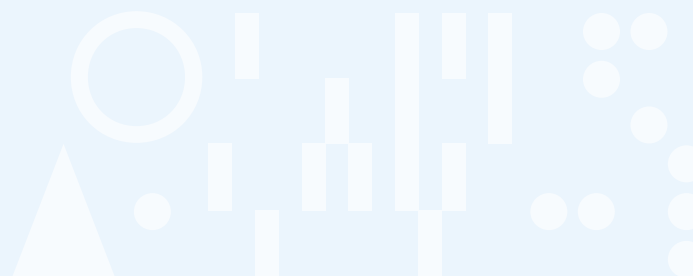
Strategic policy plan and governance framework

2026 – 2029



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1. Introduction and General Information

This Policy Plan outlines the policies, objectives and operational governance of Stichting Optiver Foundation (“Foundation”), established under Dutch law as a non-profit entity with Public Benefit Organisation (“ANBI”) status. Additional internal regulations and operational policies support this Policy Plan and are adopted by the Board in accordance with the Foundation’s Articles of Association.

- **Statutory Name:** Stichting Optiver Foundation
- **Trade Name:** Optiver Foundation
- **Legal Form:** Dutch Foundation (Stichting)
- **Chamber of Commerce Number:** 81037252
- **RSIN Number:** 8619.00.133
- **Website:** <https://optiver.com/optiver-foundation-about-us/>
- **Incorporation Date:** 27 November 2020

2. Vision, Mission, Objectives and Values

2.1 Vision

A thriving, inclusive and nature-positive world powered by science, education and technology.

2.2 Mission

We harness the power of technology to champion diversity and inclusion in STEM and to accelerate the transition toward a nature-positive future. Through direct support for innovative and early-stage initiatives, we aim to seed transformative solutions that create opportunity for people and restore balance for the planet.

2.3 Rationale

Reflecting Optiver’s entrepreneurial spirit and technical excellence, the Foundation believes that innovation, knowledge and learning are critical to addressing complex global challenges. The Foundation’s approach to STEM education focuses on strengthening access and participation, increasing the visibility of diverse role models and supporting underrepresented talent. By enabling ideas and early-stage initiatives that bring together scientific insight, technological ingenuity and educational empowerment, the Foundation invests in scalable solutions that contribute to a more inclusive and sustainable future. In this context, a regenerative, nature-positive future is one in which interventions go beyond reducing harm and work to actively restore natural ecosystems and strengthen social resilience, while supporting human wellbeing.

2.4 Values

- **Impact First** – We prioritise long-term impact for people and the planet
- **Objective and Principled** – We act with integrity, transparency and independent judgement
- **Entrepreneurial** – We back bold ideas and early-stage innovation to drive systemic change
- **Learning-Driven and Technology-Led** – We use research, data and technology to inform decisions and learn continuously
- **Trustworthy and Collaborative Partners** – We work closely with partners to build capacity and amplify impact

2.5 Objectives

Pillar 1 – Advancing Equal Opportunities through STEM

- Promoting diversity and inclusion – with particular focus on gender equality – is key to unlocking the full potential of societies. Gender equality is not only a human right but also a catalyst for innovation, growth and collective progress.
- Education is one of the most powerful drivers of social and economic mobility and a cornerstone of equal opportunity. By expanding access to quality education, fostering future-ready skills and elevating visible role models, the Foundation works to change perceptions and empower individuals and communities to thrive.
- This pillar contributes directly to SDG 4 (Quality Education), SDG 5 (Gender Equality) and SDG 10 (Reduced Inequalities).

Pillar 2 – Supporting the Transition to a Nature-Positive Future

- A healthy planet underpins every aspect of human wellbeing and economic stability. In line with the UN Sustainable Development Goals, the Foundation supports initiatives that advance Climate Action (SDG 13), protect and restore Life below Water (SDG 14) and Life on Land (SDG 15).
- The Foundation prioritises innovative, science-based, and technology-enabled solutions that mitigate climate change, restore ecosystems and build resilience – from ocean and freshwater conservation to biodiversity recovery and sustainable land use.
- By fostering collaboration between science, technology and community action, the Foundation aims to accelerate the global shift toward a nature-positive future where both people and ecosystems can thrive.

Together, both pillars also contribute to SDG 17 (Partnerships for the Goals). The Foundation views partnerships as central to its strategy, fostering collaboration across sectors and communities to share knowledge, amplify impact and accelerate progress toward a more inclusive and sustainable future.

3. Strategic Focus (2026 - 2029)

Over the next three years, the Foundation will strengthen its impact by providing direct funding and capacity building for partners and systems that accelerate innovation and learning across science, education and technology.

The Foundation will focus on additionality by investing where its involvement adds value beyond financial support alone - facilitating new opportunities, filling critical gaps and amplifying outcomes that would not otherwise be achieved. This includes strengthening systems, connecting grant partners and initiatives, and supporting organisations to enhance long-term impact beyond the funding period.

3.1 Key Priorities

External

- Prioritise early-stage or 'proof-of-concept' projects that apply science, education and technology to address social and environmental challenges.
- Highlight and support the responsible and transformative use of technology in solving complex global issues.
- Actively foster collaboration and knowledge-sharing among grant partners to amplify impact and contribute to systemic change.
- Proactively monitor the philanthropic landscape to identify emerging trends, potential partners, and high-impact funding opportunities.

Internal

- Strengthen governance, accountability and operational efficiency - ensuring the Foundation is structurally sound, compliant with all statutory requirements and fully optimised to ensure maximum impact.
- Develop a cohesive global infrastructure that supports strategic funding and partnership activities, and enables alignment, collaboration and knowledge-sharing across the Optiver ecosystem.
- Facilitate and develop support from Optiver employees through skills-based volunteering and mentoring opportunities that directly benefit grant partners.

While the Foundation primarily supports long-term initiatives within its two core pillars – diversity in STEM and advancing a nature-positive future – at times of crises or disaster, ad-hoc funding may be given under exceptional circumstances to initiatives supporting those who are most impacted.

3.2 Geographical Focus

Based in the Netherlands, the Optiver Foundation operates globally to support science, education and technology-led solutions for people and planet. Where beneficial, the Foundation will leverage Optiver's regional presence to amplify impact and collaboration, ensuring global relevance and local resonance.

3.3 Activities

Activities include the provision of grants, scholarships, unrestricted gifts, strategic partnerships, in-kind support, and capacity-building initiatives, with a specific focus on educational, environmental and scientific domains as outlined above. The Foundation ensures that all funded activities exclusively serve the public benefit and align with its statutory objectives.

4. Policy for Initiative Selection and Grant Making

4.1 Grantmaking Mandate

The Optiver Foundation operates exclusively as a grant-making organisation. It does not design, manage or implement projects itself. The Foundation fulfils its statutory objectives by providing financial support to independent partner organisations that are responsible for the development, implementation and management of funded initiatives.

4.2 Process

The Foundation follows a proactive, research-informed approach to identify and select initiatives aligned with its mission, strategic priorities and thematic focus. The Foundation sources and develops funding opportunities through targeted research, networks and partnerships and does not operate an open application process.



Each potential grant follows a structured process, including:

1. Landscape research and analysis – Ongoing thematic research and horizon scanning, informed by Board guidance and active engagement with philanthropic, academic and sector networks.
2. Exploratory Engagement – Initial discussions with potential partners to explore strategic alignment, organisational capacity and opportunities.
3. Concept Proposal (By Invitation) – Selected organisations are invited to submit a concise, high-level concept proposal for initial review by the Foundation Board.
4. Initial Board Review – The Board assesses alignment, relevance and potential and determines whether the initiative should proceed to further development.
5. Detailed Proposal Development – Where invited, organisations work in collaboration with the Foundation to develop a detailed proposal and implementation plan. This includes a clear Theory of Change, defined objectives and milestones, an implementation timeline, a detailed budget, governance arrangements, key risks and mitigation measures, and a monitoring, evaluation and learning framework.
6. Assessment & Due Diligence – Structured evaluation using the Foundation’s Assessment Framework, with proportionate due diligence and, where appropriate , iterative refinement.
7. Final Approval – Final review and approval by the Foundation Board.
8. Grant Agreement Execution – Legal review and execution of grant agreements by two authorised signatories.

4.3 Thematic focus

To ensure focus and effectiveness, the Foundation concentrates its funding on a limited number of thematic priorities and beneficiary groups, as defined by its two core pillars: Advancing Equal Opportunities through STEM, and Supporting the Transition to a Nature-Positive Future.

4.4 Working in Partnership

The Foundation works in partnership with its grantees throughout the duration of a grant. This includes support during proposal development, as well as ongoing dialogue, learning and problem-solving during implementation. The Foundation recognises that circumstances can change and aims to be flexible and responsive, within appropriate governance and accountability frameworks.

Where feasible, the Foundation encourages participatory approaches that draw on the experience and insights of grantee organisations and the communities they serve, helping ensure that funded initiatives remain relevant and effective over time.

4.5 Commitment and Duration of Support

The Foundation aims to support lasting change and intends to develop a staged, multi-year funding approach over the 2026–2029 policy period. Grants may begin with an initial one-year phase, followed - subject to progress and continued alignment - by subsequent phases of up to three years each. This approach balances long-term commitment with flexibility, enabling adaptation while maintaining strong governance and accountability.

5. Sources of Funding and Spending Policy

5.1 Sources of Funding

The Optiver Foundation is funded through an initial endowment provided by Optiver Holding B.V., supplemented by other legally obtained resources. These may include donations, grants or contributions from public and private institutions, as well as gifts, inheritances and bequests. All assets are applied exclusively to the Foundation's public-benefit objectives and are managed in accordance with applicable laws and donor intent.

5.2 Spending Policy

The Foundation applies income generated from its invested assets to fund mission-aligned activities, while safeguarding an agreed level of capital to support long-term continuity. Spending decisions are guided by the Foundation's strategic priorities, annual budget and grant-making policy, and are subject to Board oversight and approval.

The Foundation is committed to prudent and transparent financial stewardship. Administrative and operational costs are kept proportionate and regularly reviewed, and all expenditures comply with Dutch tax legislation, ANBI requirements and internal governance rules. Funds are used in a timely manner to advance the Foundation's charitable objectives.

6. Administration, Financial Accounting and Reporting

The Board is responsible for proper administration and accurate financial record-keeping, including documentation of the Foundation's financial position, Board decisions and material contractual matters.

The Foundation prepares annual financial statements within six months of the end of each financial year and may engage external service providers, where appropriate, to support financial administration, reporting, audits and tax compliance.

In line with its public-benefit purpose and ANBI requirements, the Foundation publishes an annual report, including financial statements, an overview of activities and an assessment of progress against its objectives, which is made publicly available on the Foundation's website.

7. Asset Management

The Foundation manages its assets with a long-term perspective, balancing capital preservation, liquidity and sustainable returns. Investment management is outsourced to qualified third-party managers operating under Board-approved mandates. Investments aim to align with the Foundation's mission and values and to avoid material adverse impacts on society or the environment.

The Foundation maintains a separate Financial Management and Investment Policy (approved by the Board and reviewed regularly), which sets out the governance, budgeting, spending discipline, investment principles and risk management that guide the responsible management of the Foundation's assets and the long-term funding of its charitable objectives.

The Board retains ultimate responsibility for financial management, including oversight of investments, approval of budgets and grants, and compliance with statutory and regulatory requirements.

8. Board Composition, Appointment, Powers and Duties

The Foundation is governed by a Board that operates under clearly defined internal board regulations. These regulations set out the principles for Board meetings, decision-making, conflict-of-interest management and periodic evaluation - ensuring transparent, independent and accountable governance.

8.1 Composition

The Board consists of a minimum of two (2) natural persons. Board members are appointed on the basis of relevant skills and expertise, with due regard to diversity in gender, background and professional experience.

From among its members, the Board appoints a Chair, Secretary and Treasurer. The specific responsibilities associated with these roles are defined in internal governance procedures.

8.2 Current Board Members

- Sam Hinds (Chair)
- Thomas van Luik (Treasurer)
- Jacqueline Oomen (Secretary)
- Johann Kaemingk
- Kjelle Blom
- Niall Quann

8.3 Representation and Signing Authority

The Foundation is legally represented by two directors acting jointly. Powers of attorney may be granted in specific cases, with such delegation recorded in writing and overseen by the Board. Representation rights are used in accordance with the Foundation's Articles of Association and Dutch law. Internal approval matrixes are regularly reviewed by the Board.

8.4 Appointment and Termination

Board members are appointed by the Board, subject to a binding nomination by Optiver Holding B.V. Appointments are made for a term of three years, with a maximum of two consecutive terms.

Board membership ends upon resignation, death, loss of legal capacity, removal by Board resolution, or removal pursuant to Article 2:298 of the Dutch Civil Code. Procedures for nomination, appointment and termination are set out in internal governance documentation.

8.5 Powers and Duties

The Board is collectively responsible for the management and oversight of the Foundation.

Its responsibilities include:

- Setting the Foundation's strategic direction and safeguarding alignment with its mission;
- Overseeing financial integrity and responsible asset management;
- Approving grants and other material decisions;
- Ensuring compliance with applicable laws, regulations, ANBI requirements and ethical standards.

Board members are required to act in the best interests of the Foundation and to exercise due care, integrity and independence, while avoiding conflicts of interest. The Chair conducts an annual informal review of individual Board members' contributions, and the Board undertakes a collective self-evaluation of its effectiveness and governance arrangements at least once every two years.

8.6 Remuneration

Board members receive no remuneration for their services. Reasonable expenses incurred in the performance of Board duties may be reimbursed in accordance with the Foundation's policies.

8.7 Operational Support

The Board delegates day-to-day management and operational execution to a Managing Director operating within a Board-approved mandate. Such delegation does not affect the Board's statutory responsibilities, independence, or compliance with ANBI requirements. Further details are set out in the Foundation's internal governance documentation.

8.8 Commitment to Good Governance

The Foundation is committed to maintaining high standards of transparency, accountability and integrity. This commitment strengthens the Board's ability to make thoughtful, independent decisions that contribute to sustainable impact in the key programme areas we fund.

9. Independence and Relationship with Optiver Holding B.V.

The Optiver Foundation is an independent legal entity. The Board has full responsibility for the Foundation's strategy, decision-making, oversight and financial management, and acts independently of Optiver Holding B.V. and its affiliates. Optiver Holding B.V. has limited rights as set out in the Foundation's Articles of Association, relating to Board nominations in the event of vacancies and approval of amendments to the Articles of Association or dissolution of the Foundation. These rights do not extend to the Foundation's day-to-day activities, grant-making or strategic decisions.

To support efficient operations, the Foundation may receive limited in-kind support from Optiver Holding B.V. and its affiliates, such as facilities, IT or professional services. The Foundation works with a staff member seconded by Optiver Holding B.V. who operates solely under the direction of the Board. All such support is provided on a transparent basis, does not result in private benefit, and is disclosed in the Foundation's annual reporting.

10. Reporting of Improper, Illegal or Unethical Conduct

Any individual may report suspected unethical or illegal conduct directly to the Chair.

Examples of reportable conduct include:

- Breach of laws, rules, and / or Board regulations
- Misuse or misappropriation of Foundation funds or assets
- Conflicts of interest not declared or improperly managed
- Manipulation or suppression of financial or governance information.

Reports are treated confidentially and investigated thoroughly, with corrective action taken as necessary. The Foundation is committed to ethical conduct and encourages openness and integrity.

11. Transparency, Accountability and Stakeholder Engagement

The Foundation is committed to transparency and accountability in line with its public-benefit purpose and ANBI requirements.

The Foundation:

- Publishes its policy plan, annual report and financial information in accordance with applicable legal and regulatory requirements;
- Ensures that governance decisions, grant-making activities and financial management are appropriately documented and subject to Board oversight; and
- Engages with stakeholders where relevant to inform learning, effectiveness and responsible grant-making.

12. Governing Law, Interpretation and Amendment

This policy document is complementary to the Articles of Association and serves to provide additional guidance and a management framework for the Foundation Board. The Foundation shall be governed by and construed in accordance with the laws of the Netherlands.

In case of inconsistencies:

- Mandatory provisions of Dutch law shall prevail
- Otherwise, the Articles of Association shall prevail over this document.

The Foundation Board shall review and revise the Policy Plan and Governance Framework regularly. Material amendments to this document may be made by the Board at any time with majority approval.

Should any provision of this Document be deemed invalid, it shall not affect the validity of the remaining provisions. The invalid provision shall be replaced by a valid provision closest to the intended purpose.

Approved by the board – effective April 1st 2026