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Unofficial translation of a deed of amendment of the articles of association. In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch version, which will be executed and deposited at the Trade Register, will prevail.

In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

AMENDMENT OF THE ARTICLES OF ASSOCIATION OF A FOUNDATION

(Stichting Environment and Fundamental Rights)

On this twentieth day of September two thousand and twenty-three, the following person appeared before me, Cornelis Gijsbert Zijerveld, a civil-law notary practising in Utrecht:

Suzanna Maria Simonis, born in Heerlen, the Netherlands, on the twenty-second day of February nineteen hundred seventy, who in this matter has her address at 3528 BP Utrecht, the Netherlands, Ptolemaeuslaan 54, working under the responsibility of me, civil-law notary, hereby acting in her hereinafter mentioned capacity.

The person appearing, acting in her hereinafter mentioned capacity, declared:

- that the board of directors of the foundation **Stichting Environmental Claims**, having its statutory seat in the municipality of Amsterdam, the Netherlands, with address 1076 DE Amsterdam, the Netherlands, Olympisch Stadion 24, registered with the

trade register under number: 86229648, hereinafter referred to as: **the Foundation**, has passed a resolution without holding a meeting on fifteenth day of September two thousand twenty-three, according to article 26.1 of the articles of association of the Foundation, to amend the articles of association as set out hereinafter;

- that the board of directors of the Foundation has also passed a resolution authorizing the person appearing to execute this deed;
- that the aforementioned resolutions of the board of directors are evidenced by the board resolution without holding a meeting which has been appended to this deed.

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The person appearing, acting in his said capacity, further declared, in order to implement the aforementioned resolution of the board of the Foundation, to amend the articles of association of the Foundation, so that the articles of association of the Foundation will read as follows:

ARTICLES OF ASSOCIATION.

Definitions.

Article 1.

1.1. In these articles of association the following capitalised terms have the following meaning:

Victims:

any party that has suffered, currently suffers or is at risk of suffering Damage (or any disadvantage due to Damage) as a direct or indirect result of one or more Harmful Events.

For the avoidance of doubt, Victims include natural persons (whether or not with Dutch identity), legal entities and partnerships incorporated under Dutch or foreign law, and Dutch and foreign organizations and public bodies, irrespective of whether these persons reside within or outside the Netherlands.

Damage:

any pecuniary, non-pecuniary, intangible, moral or any other damages, costs incurred, undue payments and/or unpaid amounts or claims, which

are (to be) suffered by or owed to (groups of) persons in connection with a Harmful Event.

Harmful Event(s):

an event or a series of events, caused directly or indirectly by the acts or omissions of (i) corporations, including partnerships, (ii) natural or legal persons acting in the capacity of shareholders, directors or advisors of corporations or otherwise acting in any professional capacity, (iii) public bodies or (iv) any other legal entity, which directly or indirectly affect a large number of persons (irrespective of whether they are legal or natural persons). Harmful Events notably include, but are not limited to, an event or series of events which have an adverse impact on:

- a. the nature, the environment and/or climate, as well as the related (living) conditions of the Victims;
- b. human rights;
- c. working conditions.

Foundation:

the foundation: Stichting Environment and Fundamental Rights.

- 1.2. Unless the contrary is apparent or manifestly meant otherwise, reference to a term or word in the singular also encompass the plural of this term or word and vice versa.
- 1.3. The Foundation's governance structure is set up in accordance with the provisions of the Dutch Claim Code. This code has been drawn up by the Commissie Claim Code and applies to inter alia foundations who act in conformity with article 305a of Book 3 of the Dutch Civil Code and foundations who act for the purposes of negotiating and declaration of binding force of a settlement agreement within the meaning of article 907 of Book 7 of the Dutch Civil Code.

Name and seat.

Article 2.

- 2.1. The Foundation bears the name: **Stichting Environment and Fundamental Rights.**

2.2. It has its registered seat in the municipality of Amsterdam, the Netherlands.

Object and means.

Article 3.

3.1. The objects of the Foundation are:

- a. representing and promoting the interests of Victims;
- b. investigating and establishing direct or indirect liability for the Damage and/or Harmful Event(s);
- c. obtaining compensation for the Damage and the consequences (whether financial or otherwise) of the Damage; and
- d. performing all actions, or future actions, that are incidental to subsections a. up to and including c. above, or may be conducive thereto, all in the broadest sense.

3.2. The Foundation attempts to achieve its objectives by, among other things:

- a. offering Victims the opportunity to join the Foundation by any available means;
- b. requesting the disclosure of documents relating to the Damage and Harmful Event(s) (whether as part of pending proceedings or as separate proceedings before initiating any such claim), as referred to in Article 843a of the Dutch Code of Civil Procedure;
- c. initiating legal proceedings on behalf of one or more of the Victims, whether or not in their own name (including by means of (but not exclusively limited to) an agreement of mandate, assignment or power of attorney), including for a declaratory judgment, mandatory or prohibitory injunctions, and/or freezing injunctions, whether or not pursuant to Article 305a of Book 3 of the Dutch Civil Code;
- d. conducting negotiations on behalf of one or more of the Victims, whether or not in their own name (pursuant to Article 305a of Book 3 of the Dutch Civil Code and/or by virtue of an agreement, such as, but not limited to, mandates, assignment agreements or powers of attorney), with the parties responsible for the Damage and/or the Harmful Event, or its representatives, direct and indirect directors, or

- decision-makers, as well as entering into settlement agreements, whether or not accompanied by the submission of a request to have them declared binding;
- e. protecting the interests of Victims in relation to conducting negotiations, drawing up and signing settlement agreements as described under d. in respect of which the relevant court will be requested to issue an order giving those agreements general application pursuant to the Dutch Settlement of Mass Losses (Class Actions) Act (Wet afwikkeling massaschade in collectieve actie) and/or the Dutch Class Action (Financial Settlement) Act (Wet Collectieve Afwikkeling Massaschade);
 - f. obtaining financing — in accordance with the provisions of the Claim Code — to fulfil the objectives;
 - g. selecting, retaining and supervising the lawyers, law firms and experts chosen by the Foundation to litigate and/or negotiate on behalf of the Foundation or the Victims, or parties designated by them;
 - h. obtaining and distributing, or monitoring and overseeing, the distribution of any financial compensation or benefits for the benefit of the Victims;
 - i. conducting and maintaining media contacts; and
 - j. performing all that is related to or may be useful to the foregoing, all in the broadest sense of the word.
- 3.3. The Foundation is a non-profit organisation. It is understood that profit does not refer to the remuneration received or stipulated by the Foundation in line with market rates for costs incurred or services provided, including any reasonable surcharges for the purpose of (future) collective representation of interests and expenses related to the use of equity or borrowed capital.
- 3.4. Neither a natural person nor a legal entity may dispose of, in whole or in part, the assets and income of the Foundation as if they were his or her own.

Capital.

Article 4.

- 4.1 The capital of the Foundation shall be formed by:
- a. income from the Foundation's activities;
 - b. subsidies and gifts;
 - c. assets inherited or received as a bequest or legacy, with the proviso that the Foundation may accept inheritances only without liability for debts beyond the assets inherited (under benefit of inventory); or
 - d. any other income.
- 4.2. The Foundation may enter into an agreement with a reputable external financier to finance the activities referred to in these articles of association. If the Foundation enters into an agreement with an external financier, the board shall take the following steps:
- a. the board shall ensure that individual board members and supervisory board members, as well as any lawyers or other service providers engaged by the Foundation, are autonomous and independent from the external financier or the (legal) persons directly or indirectly associated with the external financier, and that the external financier and the (legal) persons directly or indirectly associated the external financier are independent of the other party or parties in the collective action;
 - b. the board ensures that the agreement provides for a system which guarantees the independence and autonomy referred to in the previous sentence;
 - c. the board shall ensure that the financing conditions (including the amount of the agreed fee and the payment method) do not reasonably conflict with the collective interest of the persons on whose behalf the Foundation acts pursuant to article 3.

Board: composition, appointment and end of office.

Article 5.

- 5.1. The Foundation shall have a board consisting of such a number of natural

persons as the supervisory board shall determine, this being at least three (3) natural persons. An incomplete board retains its powers. Any vacancies that arise shall be provided for as soon as possible.

5.2. The board is composed in the following manner:

- a. that the board members are able to act critically and independently of one another, the supervisory board, an external financier (if any), and the Victims;
- b. that the board has the specific expertise that is required for the adequate promotion of the interests described in article 3.

Furthermore:

- a. at least one (1) board member shall have the specific experience and legal expertise that is required for the adequate promotion of the interests described in article 3;
- b. at least one (1) board member shall have the specific experience and financial expertise that is required for the adequate promotion of the interests described in article 3.

5.3. The board members are appointed by the supervisory board, subject to the provisions of article 5.2, provided that:

- a. spouses, registered partners and relatives by blood or marriage up to the second degree of:
 - i. a board member;
 - ii. a supervisory board member; or
 - iii. a person associated with an external financier (if any),are not eligible for appointment to the board;
- b. any member of the board must comply with the provisions regarding independence and avoidance of conflicts of interest set forth in Section IV of the Dutch Claim Code.

For the purposes of article 5.3, the term 'spouse' also includes a person with whom a person as referred to in a. under i. and ii., has concluded a notarial cohabitation agreement or with whom such person is listed in the Key Register of Persons (*Basisregistratie Personen*), or an equivalent

foreign register, as residing at the same address.

Primary or ancillary positions of board members that are prejudicial to their independence should also be avoided.

- 5.4. The board shall appoint from its number a president, a secretary and a treasurer, plus alternates if desired. Different positions can also be filled by one (1) person.
- 5.5. Board members shall be appointed for a maximum term of four years and shall retire in accordance with a retirement roster adopted by the board. A board member retiring in accordance with the roster shall be eligible for immediate reappointment for an indefinite term.
- 5.6. If a board member has left office, this person cannot be appointed as a board member again, excepting a reappointment as meant in article 5.5.
- 5.7. The supervisory board may at any time suspend or dismiss a board member. A suspension that is not followed by a resolution to dismiss within three months shall terminate upon the passing of this period of time.
- 5.8. A board member shall leave office:
 - a. upon his or her death;
 - b. if an incompatibility as referred to in article 5.2 and/or article 5.3 arises;
 - c. by being declared bankrupt, petitioning for court protection from creditors or requesting debt restructuring in the meaning of the Dutch Bankruptcy Act or an equivalent scheme under foreign law which is applicable to the board member in question;
 - d. by the board member being placed under administration or otherwise losing the power to freely dispose of his assets;
 - e. by his or her voluntary resignation either in accordance with the roster referred to in article 5.5 or otherwise;
 - f. by accepting an appointment as a supervisory board member;
 - g. by his or her dismissal, granted by the District Court in such cases as provided for by law.
- 5.9. A resolution to suspend or dismiss as meant in article 5.7 requires at least

two thirds of the votes cast in a meeting of the supervisory board in which two thirds of the supervisory board members are present or represented. If a meeting of the supervisory board is not attended or represented by at least two thirds of the supervisory board members, a second meeting shall be convened, to be held no sooner than two and no later than four weeks after the first meeting, in which second meeting valid resolutions can be taken about this suspension or dismissal by a majority of two thirds of the votes cast, provided in this meeting at least half of the supervisory board members are present or represented. Notice must be given in the convocation to the second meeting that and why this resolution to suspend or dismiss can be taken in a meeting in which only half of the supervisory board members need to be present or represented.

- 5.10. If one or more board members are absent or unable to act, the remaining board members shall temporarily be charged with the management. If all the board members or the only board member is/are absent or unable to act, one or more persons to be annually appointed by the board shall temporarily be charged with the management.

Board: duties and powers.

Article 6.

- 6.1. The board is charged with the management of the Foundation.
- 6.2. The board is authorised to pass all resolutions for the management of the Foundation, in particular to:
- a. institute legal action;
 - b. engage legal counsel; appoint an external accountant to audit the books as well as to engage such expertise that the board reasonably deems necessary for the discharge of its duties under these articles of association;
 - c. take out directors' liability insurance policies;
 - d. enter into settlement agreements;
 - e. submit a petition pursuant to the Dutch Act on the Settlement of Mass Damage in Collective Actions (Wamca) and/or the Dutch Act

on the Collective Settlement of Mass Claims (WCAM) to have one or more settlement agreements declared binding and to perform all acts in the context of this petition; and

- f. select and appoint a claims administrator to act on behalf of the Foundation, however only after the other parties have approved the proposed agreement between the Foundation and the claims administrator.

6.3. The following resolutions of the board shall require the prior written approval of the supervisory board:

- a. a resolution as referred to in article 6.2(a) to 6.2(f), article 7.2, article 26.1 and article 27.1;
- b. a resolution to enter into negotiations with and/or to break off negotiations under the Foundation's objective.

The supervisory board may decide that other resolutions of the board than referred to in this article 6.3 are subject to the prior written approval of the supervisory board. These resolutions must be clearly specified and notified in writing to the board.

6.4. The board may not decide to enter into agreements on the acquisition, disposal and encumbrance of property subject to compulsory registration and to enter into agreements by which the Foundation binds itself as surety, guarantor or joint and several debtor or by which the Foundation warrants performance by a third party or guarantees a third-party debt.

6.5. In performing their duties, the board and each board member will be guided by the interest of the Foundation and its organisation, including the interests of the Victims.

6.6. The supervisory board may award remuneration to one or more board members that is in reasonable proportion to the nature and extent of their work. This remuneration may be set at nil if the resources of the Foundation require this.

All board members shall be entitled to reimbursement of reasonable expenses they incur in performing their duties.

- 6.7. Board members shall not perform any remunerated work for the benefit of the Foundation that does not arise from their official duties. Board members shall not accept any compensation for their work from any party other than the Foundation or the party that has nominated him/her as a board member.
- 6.8. All remunerations agreed to with board members shall be included as such, with explanatory notes, in the Foundation's annual report and accounts. If this remuneration is based on the number of time units a board member has spent on those activities, that number shall be specified in the explanatory notes.
- 6.9. The Foundation publishes the broad outlines of the remuneration policy for its board members on its website.
- 6.10. Board members cannot dispose of the capital of the Foundation as if it were their own capital.

Compliance with the Dutch Claim Code.

Article 7.

- 7.1. The board shall ensure compliance with the Dutch Claim Code. A resolution of the board to depart from the Dutch Claim Code requires the prior written approval of the supervisory board.
- 7.2. The board shall annually adopt a governance document as meant in Elaboration 1 to Principle I of the Dutch Claim Code, which resolution requires the prior written approval of the supervisory board.
- 7.3. Following adoption, the governance-document as meant in article 7.2 will be published on its website.

Board: convening meetings.

Article 8.

- 8.1. Board meetings are held whenever the president or at least two of the other board members call a meeting, but at least twice a year.
- 8.2. The meetings of the board are convened in writing by the person or persons referred to in article 8.1, or on their behalf by the secretary at least seven days in advance and specifying the business to be dealt with. A board member can be called to the meeting by a reproducible message

transmitted electronically to an address that he or she has specified for this.

- 8.3. The meetings of the board shall be held at a location in the Netherlands or any other country, to be determined by the person(s) convening the meeting or on whose behalf the meeting is convened.

One or more board member, including all board members, may also participate in a meeting by remote communication using electronic means of communication such as telephone or video conferencing, on condition that the electronic means of communication allows the identity of each person entitled to attend the meeting to be established and enables them to follow the proceedings at the meeting and to participate in the deliberations in real time. The board member shall then be deemed present at the meeting.

The person who called or caused the meeting to be called may furthermore determine that the meeting shall not take place physically but via the electronic means of communication referred to in the previous sentences.

- 8.4. In the event the provisions specified in article 8.2 and/or article 8.3 have not been followed, the board may nonetheless take valid resolutions if all board members are represented at the meeting and none of the board members then opposes the decision-making, or — if the meeting is not attended by the full board — the board members not attending the meeting have prior to the meeting declared in writing that they do not oppose the decision-making. In the latter case, the provisions of the first sentence of article 11.4, apply without prejudice. The requirement that the statement be made in writing is satisfied if the statement is recorded electronically.

Board: right to attend meetings.

Article 9.

- 9.1. Board meetings may be attended by the board members and those persons invited by the president or by two other board members jointly.
- 9.2. A board member may be represented at the meeting by a fellow board member. A written authorisation must be given for this. The requirement that this authorisation be made in writing shall be satisfied if the statement

is recorded electronically. The authorisation to represent does not preclude the right of this board member to exercise his or her vote. A board member can only represent one other fellow board member at the meeting.

Board: presiding of meetings.

Article 10.

The president of the board shall chair the meetings of the board. In the absence of the president, the meeting shall provide for its own chair. Until that time, the chairmanship of the meeting shall be undertaken by the board member attending the meeting longest in office.

Board: decision-making in meetings.

Article 11.

- 11.1. The chairman of the meeting shall determine the manner in which votes are conducted in the meeting, on the understanding that at the request of a board member votes regarding natural persons shall be conducted by written ballot.
- 11.2. Insofar as these articles of association do not stipulate a larger majority, all resolutions of the board are taken by an absolute majority of votes cast.
- 11.3. Every board member is entitled to cast one vote. Blank votes shall be considered as not having been cast. In the event of a hung vote, the motion shall be considered rejected.
- 11.4. The decision-making of the board is subject to the following:
 - a. if there are vacancies on the board, the board can only pass valid resolutions in a meeting in which all board members are present or represented;
 - b. if the board is complete, the board can only take valid resolutions in a meeting in which at least half of the board members are present or represented,

unless these articles of association provide otherwise.

If in a meeting less than half of the board members are present or represented, a second meeting is called, to be held no sooner than two and no later than four weeks after the first meeting, and at this second board

meeting, regardless of the number of attending or represented board members, valid resolutions can be taken on the items placed on the agenda in the first meeting, which could not be decided on in said meeting because of the absence of quorum. The convocation to the second meeting must state that and why a resolution can be taken independently of the number of board members attending or represented at the meeting.

- 11.5. The judgment given by the chairman of the meeting on the outcome of a vote is decisive. The same applies to the contents of any resolution taken, to the extent that the vote did not concern a motion put in writing. If, immediately after the chairman pronounces his judgment on the vote, the correctness of said judgment is disputed, a new vote shall be held, if the majority of the meeting, or, if the original vote was not held by roll call or in writing, if a person present and eligible to vote demands so. This new vote shall cause the legal consequences of the original vote to lapse.

Board: decision-making outside of the meeting.

Article 12.

All resolutions of the board may also be taken outside of the meeting, provided all board members are given the opportunity to cast their vote and they have all declared in writing not to oppose such manner of decision-making. A resolution is taken as soon as the required majority of all board members have declared to be in favour of the proposal in writing. The expression "in writing" is also understood to include a message sent and reproducible by electronic means. The secretary of the board shall draw up a report of resolutions taken outside of the meeting, which will be adopted in the next following meeting and in evidence thereof will be signed by the chairman and the minute taker of said meeting. The report thus adopted shall be attached to the minutes of the meetings of the board, together with the documents as referred to in the first sentence of this article 12.

Board: conflicts of interest.

Article 13.

- 13.1. A board member shall not participate in the deliberations and will refrain from voting on a board resolution if he or she has a direct or indirect

personal interest with respect to the subject of the resolution that conflicts with the interest of the Foundation. The board member is entitled to attend the meeting of the board concerned, on the understanding that he or she shall not be counted when determining the number of board members present or represented with respect to the board resolution concerned.

13.2. If on the basis of the provisions of the first sentence of article 13.1 no board member at all can participate in the decision-making, the resolution shall be taken by the supervisory board.

13.3. The Foundation shall not conclude agreements with a (legal) person or any other entity in which an officer or supervisory board member is involved — whether or not via a close relationship as described to in article 5.3 and/or article 17.4 — in the capacity of board member, founder, shareholder, supervisor, associate, partner, member or employee.

The foregoing shall not apply to the remuneration of a personal private company or other legal entity of a board member or member of the supervisory board for the performance of his duties on behalf of the Foundation.

Board: minutes of the meetings.

Article 14.

Minutes shall be kept of the business discussed in the meetings of the board by the secretary or by the person indicated by the chairman of the meeting. The minutes shall be adopted in the same or in the next following meeting, in evidence of which they shall be signed by the chairman and the minute taker of said meeting. The minutes and the documents referred to in article 12 shall be sent to all board members.

Board: representation.

Article 15.

15.1. The board shall represent the Foundation.

15.2. The authority to represent the Foundation shall also be vested in two board members acting jointly.

15.3. The board may decide to grant a power of attorney to one or more board

members, or to third parties, to represent the Foundation within the boundaries of said power of attorney.

Supervisory board.

Article 16.

16.1. The Foundation has a supervisory board if and as soon as a resolution of the board to that effect has been passed and one or more members of the supervisory directors have been registered in the Commercial Register. The board resolution instituting a supervisory board includes the appointment of at least one supervisory board member, which appointment is subject to the provisions of article 17.2 and article 17.3.

If the conditions mentioned in this article 16.1 have been fulfilled the provisions in article 17 and following shall apply.

16.2. As long as no supervisory board has been instituted by virtue of the provisions of article 16.1, the following will apply:

- a. the rights or obligations granted to or imposed on the supervisory board in these articles of association will belong as much as possible to the board;
- b. in respect of the dismissal of a board member by the board pursuant to article 5.7 juncto 16.2(a): the board member whose dismissal has been tabled has the right to attend the meeting(s) of the board concerning this and the right to speak there. He or she is not counted in determining the number of board members present or represented and is moreover not entitled to vote on his or her proposed dismissal. However, the preceding sentence will not apply if at that time the board only consists of two board members;
- c. contrary to the provisions of article 13.2: if on the basis of the provisions in the first sentence of article 13.1 no board member is eligible to participate in the decision-making, the conflicted person(s) will participate in the deliberations and the voting nonetheless. In that case an extract from the minutes referred to in article 14 or, as the case may be, the report referred to in article 12, specifying the

conflicting interest in question, shall be added to the statement of income and expenditure for the financial year in which the resolution is passed.

Supervisory board: composition, appointment and end of office.

Article 17.

- 17.1. The supervisory board —if instituted by virtue of the provisions of article 16.1 — shall be charged with overseeing the policy and the strategy of the board and the general course of affairs in the Foundation.
- The supervisory board shall advise the board. In the performance of their duties the members of the supervisory board shall be guided by the interests of the Foundation and its organisation.
- 17.2. The supervisory board shall consist of a number of natural persons to be determined by the supervisory board of at least three (3) and at most five (5), and no more than one (1) of whom shall be appointed at the nomination of a (potential) external financier.
- An incomplete supervisory board retains its powers. Any vacancies that arise shall be provided for as soon as possible.
- 17.3. The supervisory board is composed in such manner that the members shall be able to act critically and independently of one another and the Board and with regard to interests promoted by the Foundation.
- Furthermore:
- a. at least one (1) supervisory board member shall have the specific experience and legal expertise that is required for the adequate promotion of the interests described in article 3;
 - b. that at least one supervisory board member has the specific financial expertise that is required for the adequate promotion, and adequate supervision, of the interests described in article 3.
- 17.4. The supervisory board members are appointed by the supervisory board provided that:
- a. spouses, registered partners and relatives by blood or marriage up to the second degree of:

- i. a board member;
 - ii. a supervisory board member; or;
 - iii. a person associated with an external financier (if any),
are not eligible for appointment to the supervisory board;
- b. any supervisory board member must comply with the provisions regarding independence and avoidance of conflicts of interest set forth in Section IV of the Dutch Claim Code.

For the purposes of this article 17.4, the term 'spouse' also includes a person with whom a person as referred to in (a)(i), and (b)(ii) has concluded a notarial cohabitation agreement or with whom such person is listed in the Key Register of Persons (*Basisregistratie Personen*), or an equivalent foreign register, as residing at the same address.

Primary or ancillary positions of supervisory board members that are prejudicial to their independence should also be avoided.

- 17.5. The supervisory board shall appoint from its number a president and a secretary.
- 17.6. Members of the supervisory board shall be appointed for a maximum term of four years and shall retire in accordance with a retirement roster adopted by the supervisory board. A supervisory board member retiring in accordance with the roster shall be eligible for immediate reappointment, albeit no more than once.
- 17.7. A supervisory board member shall leave office:
- a. upon his or her death;
 - b. if an incompatibility as referred to in article 17.3 and/or article 17.4 arises;
 - c. by being declared bankrupt, petitioning for court protection from creditors or requesting debt restructuring in the meaning of the Dutch Bankruptcy Act or an equivalent scheme under foreign law which is applicable to the supervisory board member in question;
 - d. by the supervisory board member being placed under administration or otherwise losing the power to freely dispose of his or her assets;

- e. by his voluntary resignation either in accordance with the roster referred to in article 17.6 or otherwise;
 - f. by accepting an appointment as board member;
 - g. by a resolution by the supervisory board to remove a supervisory board member from office, and
 - h. by his or her dismissal, granted by the District Court in such cases as provided for by law.
- 17.8. The supervisory board member whose dismissal in the meaning of article 17.7(g) has been tabled has the right to attend the meeting(s) of the supervisory board concerning this and the right to speak there. He or she is not counted in determining the number of supervisory board members present or represented and he or she is moreover not entitled to vote on his or her proposed dismissal. However, the second sentence of this article 17.8 will not apply if at that time the supervisory board only consists of two members.
- 17.9. If one or more supervisory board members are absent or unable to act, the remaining supervisory board members shall temporarily be charged with the supervision. If all the supervisory board members or the only supervisory board member is/are absent or unable to act, one or more persons to be annually appointed by the supervisory board shall temporarily be charged with the supervision.

Supervisory board: duties and powers.

Article 18.

- 18.1. The board shall timely provide the supervisory board with the necessary information for the performance of its tasks and duties and shall additionally provide every supervisory board member all information concerning the business of the Foundation as requested. The supervisory board is authorised to access all books, documents and other data carriers of the Foundation.
- 18.2. The supervisory board may engage the assistance of one or more experts for the performance of its duties, the costs of which shall be borne by the

Foundation.

18.3. Members of the supervisory board may receive a reasonable remuneration for the work performed by them for the Foundation, which is adopted by the combined meeting of the board and the supervisory board and may be set at nil if the resources of the Foundation require this.

All supervisory board members shall be entitled to reimbursement of the reasonable expenses they incur in the performance of their duties.

18.4. The Foundation publishes the broad outlines of the remuneration policy for its supervisory board members on its website.

18.5. Each year, the supervisory board shall prepare a document in which it renders an account of its supervision in broad outline.

Supervisory board: meetings, decision-making and conflicts of interest.

Article 19.

19.1. The provisions in article 8, article 9, article 10, article 11, article 12 and article 14 of these articles of association apply to the supervisory board as much as possible by analogy, on the understanding that board members only have access to the meetings of the supervisory board if they have been invited to them by the supervisory board. The supervisory board shall meet at least once a year.

19.2. A supervisory board member shall not participate in the deliberations and will refrain from voting on a resolution of the supervisory board if he or she has a direct or indirect personal interest with respect to the subject of the resolution that conflicts with the interest of the Foundation. The supervisory board member is entitled to attend the meeting of the supervisory board concerned, on the understanding that he shall not be counted when determining the number of supervisory board members present or represented with respect to the resolution concerned.

19.3. If on the basis of the provisions of the first sentence of article 19.2 no supervisory board member at all can participate in the decision-making, the/those person(s) who do(es) have a personal interest shall participate in the deliberations and vote after all. In such case an extract of the minutes

referred to in article 14 or the report as referred to in article 12, giving notice of the personal interest, shall be attached to the statement of income and expenditure for the financial year in which the resolution was taken.

- 19.4. Further rules on the functioning of the supervisory board may be laid down in bylaws that shall be adopted by the supervisory board after conferring with the board.

Combined meeting of the board and the supervisory board.

Article 20.

- 20.1. The board and the supervisory board shall convene a combined meeting at least once a year to discuss past and future policy in general terms.
- 20.2. The board and the supervisory board are equally entitled to convene such a meeting.
- 20.3. The combined meetings shall be led by the president of the supervisory board.

Committees.

Article 21.

- 21.1. The board may decide to institute or disband committees. When instituting each committee, the board shall formulate the remit for which the working group or committee is being set up.
- 21.2. Third parties, besides board members, may be appointed to the committees set up by the board. The board shall appoint and dismiss the members of the committees instituted by it and shall determine the number of members of each committee.
- 21.3. All matters concerning committees will be governed by means of bylaws.

Indemnity.

Article 22.

- 22.1. The Foundation shall indemnify each of its board members and former board members against claims by third parties relating to:
- a. any financial losses or damages incurred by such indemnified person; and
 - b. any expense reasonably paid or incurred by such indemnified person

in connection with any threatened, pending or completed suit, claim, action or legal proceedings, whether civil, criminal, administrative or investigative and whether formal or informal, in which he becomes involved,

to the extent this relates to his or her position as a board member or former board member of the Foundation, in each case to the fullest extent permitted by applicable law.

22.2. No indemnification shall be given to a board member or former board member:

- a. if a Dutch court has established, without possibility for appeal, that the acts or omissions of such board member or former board member that led to the financial losses, damages, suit, claim, action or legal proceedings as described in article 22.1 result from his or her intent (i.e. the aforementioned acts or omissions were intentional) or recklessness (*opzet of bewuste roekeloosheid*); or
- b. to the extent that his financial losses, damages and expenses are covered by an insurance and the insurer has settled these financial losses, damages and expenses (or has irrevocably indicated that it would do so).

22.3. The board may stipulate additional terms and conditions in relation to the indemnification referred to in article 22.1.

22.4. The indemnification provided under this article 22 applies mutatis mutandis to any supervisory board member or any former supervisory board member.

Provision of information.

Article 23.

The board will maintain a website, where at least the information that should be published pursuant to the Dutch Claim Code and/or other relevant laws and regulations applicable to the Foundation will be perusable by all.

Financial year and annual reports.

Article 24.

24.1. The financial year of the Foundation is the same as the calendar year.

24.2. The board is obliged to keep records of the financial condition of the Foundation and of all matters relating to the Foundation's work in accordance with the requirements stemming from this work and to keep the appropriate books and records and other data carriers in such manner that the rights and obligations of the Foundation can be understood from these records at all times.

The records of the Foundation must also clearly demonstrate:

- a. the nature and extent of the remuneration and expenses paid to the respective board members (if any) as meant in article 6.6;
- b. the nature and extent of the remuneration and expenses paid to the respective supervisory board members (if any) as meant in article 18.3;
- c. the nature and extent of the costs incurred by the Foundation for the administration of the Foundation, as well as the nature and extent of the other expenditures by the Foundation;
- d. the nature and extent of the income of the Foundation;
- e. the nature and extent of the Foundation's capital.

24.3. The board is obliged to draw up on paper and adopt the annual accounts — comprising the balance sheet and a statement of income and expenditure with explanatory notes — and the annual report of the Foundation within six months after the end of the financial year. The drawn up annual accounts require the approval of the supervisory board. To this end these documents shall be sent to the supervisory board as soon as they have been drawn up. Before granting its approval, the supervisory board shall instruct the board to have the annual accounts reviewed by a registered accountant or accountant-administrative consultant in the meaning of article 393 of Book 2 of the Dutch Civil Code as designated by the supervisory board. This expert shall report his or her findings of his or her audit to the supervisory board and will present the outcome of his or her audit in a statement on the faithfulness of the documents referred to in the previous sentence. The expert shall inform the board of his or her report.

- 24.4. The board is under obligation to keep the books, documents and other data carriers referred to above for seven years.
- 24.5. The annual accounts can be published after adoption on the Foundation's website.
- 24.6. The data recorded on a data carrier, excluding the annual accounts, which are drawn up on paper, may be transferred to another data carrier and kept, if and insofar the transfer takes place with a correct and full representation of the data and that these data are available during the entire period of keeping and can be rendered readable within a reasonable time.

Bylaws.

Article 25.

- 25.1. The board may adopt, amend or cancel bylaws in which further rules are given on the functioning of the Foundation and its board.
- 25.2. The adoption, amendment and cancellation of bylaws shall be subject to the provisions of article 26.1, article 26.2 and article 26.3 by analogy.

Amendment of the articles of association.

Article 26.

- 26.1. The board is, subject to the provisions of this article 26, empowered to amend the articles of association. A resolution by the board to amend the articles of association shall be subject to the prior written approval of the supervisory board.
- 26.2. A board resolution to amend the articles of association requires a majority of two thirds of the votes cast in a meeting of the board in which at least two thirds of the board members are present or represented. The provisions of the first sentence of article 11.4, apply without prejudice.
- If the aforementioned quorum is not present in a meeting of the board in which a resolution to amend the articles of association has been tabled, a second meeting shall be convened, to be held no sooner than two and no later than four weeks after the first meeting, at that second meeting valid resolutions can be taken by a majority of two thirds of the votes cast, provided in this meeting at least half of the board members are present or

represented. Notice must be given in the convocation to the second meeting that and why a resolution to amend the articles of association can be taken in a meeting in which only half of the board members need to be present or represented.

The provisions in article 11.4 second sentence, of these articles of association is not applicable to a resolution to amend the articles of association.

- 26.3. The convocation to the meeting in which a motion to amend the articles of association will be tabled shall always specify this. Additionally, a copy of the motion, containing the literal text of the proposed amendment, shall be enclosed with the convocation. In this case, the convocation must be sent at least two weeks in advance.
- 26.4. An amendment of the articles of association shall only come into force after a notarial deed has been drawn up thereof. Every board member is authorised to have such deed executed.
- 26.5. The board members are obliged to file an authentic copy of the amendment and the amended articles of association at the offices of the commercial register.

Dissolution and liquidation, merger and demerger.

Article 27.

- 27.1. The board is empowered to dissolve the Foundation.
- 27.2. The board resolution to dissolve the Foundation shall be subject to the provisions of article 26.1, second sentence, article 26.2 and article 26.3 by analogy.
- 27.3. After the dissolution of the Foundation, the board shall liquidate the Foundation, unless the court or the resolution to dissolve has appointed one or more other liquidators.
- 27.4. The liquidators shall notify the commercial register of the dissolution, as well as the fact that they are acting in such capacity and provide the personal details as a board member is required to.
- 27.5. The resolution to dissolve shall include the designation of any post-

liquidation surplus; this designation must be as consistent as possible with the Foundation's object and must benefit a public benefit organisation.

27.6. The resolution to dissolve shall also appoint a custodian to keep the books, documents and other data carriers of the dissolved Foundation.

27.7. After dissolution, the Foundation shall continue to exist insofar as this is required for the liquidation of its capital. During liquidation, the provisions of these articles of association will remain in force to the greatest possible extent. Documents and notices sent by the Foundation must specify the words "under liquidation" after the Foundation's name.

27.8. At the end of the liquidation the books, documents and other data carriers of the dissolved Foundation will be kept by the custodian appointed by the board in its resolution to dissolve for a period of seven years after the Foundation has ceased to exist. This person is under obligation to within eight days after his duties as custodian commence to file his instructions and name and address at the commercial register.

CONCLUDING STATEMENT

The identity of the person appearing is known to me, civil law notary.

Furthermore, I, civil law notary, summarized and explained the content of this deed to the person appearing and advised her of the consequences ensuing from the content of the deed.

The person appearing declared that she had taken note of the content of this deed and that she agreed thereto. The person appearing also expressly declared that she agreed to the deed being read out in part.

Immediately following a partial reading, the deed was signed by the person appearing and by me, civil law notary.

This deed was executed in Utrecht on the date first above written.