



## UNOFFICIAL TRANSLATION

This document is an English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law.

Deed of amendment of articles of:

**European Society for Blood and Marrow Transplantation**

### **AMENDMENT OF ARTICLES/20180212.01/1/MVH**

At this time, \*\*\*, appeared before me, mr. Hendrikus Leonardus Johannes Kamps, civil law notary, practising in Leiden (*the Netherlands*):

\*\*\*, acting as authorized representative of the general assembly of:

**European Society for Blood and Marrow Transplantation**, an association with full legal capacity, having its official seat in Maastricht (*the Netherlands*), and its principal place of business at Rijnsburgerweg 10, 2333 AA Leiden (*the Netherlands*), registered in the Trade Register of the Chamber of Commerce under file number 41166105, hereinafter referred to as "the Association".

the person appearing, acting as reported, stated as follows:

- the articles of the Association were established by deed of amendment to the articles of association on the thirty-first of october two thousand and eight by M.W.J.M. Giebers, civil law notary practising in Maastricht (*the Netherlands*);
- the articles of the Association were last amended by deed of amendment to the articles of association on the twentieth of august two thousand and sixteen by R.L.G.M. Steegmans, civil law notary practising in Maastricht (*the Netherlands*);
- at the general meeting held on \*\*\*, the general meeting of the Association has taken into consideration, subject to all legal and statutory requirements, the partial amendment of the statutes of the association and to re-establish, of which decision appears from the attached to this deed excerpt from the minutes of that meeting (**Annex**);
- in the last meeting, the meeting had an employee of TeekensKarstens Notarissen B.V. in Leiden (*the Netherlands*), for the realization of the abovementioned amendment to the articles of association, to do everything that is desirable or necessary, including the execution of the notarial deed, of which resolution is also apparent from aforementioned minutes.

The person appearing, acting as aforementioned, declared in execution of the decision to this effect that the articles of association of the association should be amended and resubmitted, so that they read as follows:

### **ARTICLES OF ASSOCIATION**

#### **ARTICLE 1. NAME AND REGISTERED OFFICE**

The Association is called:

**European Society for Blood and Marrow Transplantation**

abbreviated to: EBMT,

and has its registered office in Maastricht.

#### **ARTICLE 2. AIM AND MEANS**

1. The aim of the Association is:

- a. to promote, supervise and co-ordinate stem cell transplantation in Europe in the broadest sense and to participate in research and co-operation at international level

- between members and third parties, in which haematopoietic stem cell transplantation is at issue, either from a scientific point of view or in the practical sense;
- b. to perform all other actions that may be beneficial and are related to the above.
2. The Association does not aim to make a profit to be divided among the members, but the members may receive financial and other contributions from the Association, provided that these are used by the members in question for research or activities covered by the aim of the Association.
  3. In accordance with the provisions of Section 18, subsection 6, of the Dutch Civil Code, the assets held by the "EUROPEAN FOUNDATION FOR BLOOD AND MARROW TRANSPLANTATION" before this legal form conversion, as well as the fruits thereof, may only be used for a purpose other than prescribed prior to the conversion with the permission of the competent court.

#### **ARTICLE 3. DURATION**

The Association (incorporated on the fourteenth of December nineteen hundred and seventy-nine as the "EUROPEAN FOUNDATION FOR BLOOD AND MARROW TRANSPLANTATION") has been entered into for an indefinite period of time.

#### **ARTICLE 4. MEMBERSHIP**

1. The Association will be comprised of members.
2. Membership of the Association will be open to:
  - Centres active in transplantation of any kind of haematopoietic stem cells (hereinafter referred to as member centres);
  - Any other organisation involved in the care of donors and recipients of haematopoietic stem cells;
  - Haematopoietic stem cell transplant registries.

Pharmaceutical companies and natural persons, interested in the field of haematopoietic stem cell transplantation may become patrons of the Association.

3. The Board of Directors shall keep a register in which the names and addresses of all members and patrons are included.

Changes of address should be submitted to the Board of Directors in writing.

#### **ARTICLE 5. ADMISSION TO MEMBERSHIP**

1. The General Assembly will establish membership categories. Regulations containing additional rules regarding the admission of members, including the rights and duties of the different categories of member and patrons shall be drawn-up and approved by the General Assembly.
2. The General Assembly will approve all new members.
3. The Board of Directors must notify an applicant of non-admission by registered letter within two months of the next annual meeting, stating the reasons for this resolution and referring to the provisions of paragraph 4 of this article.
4. No appeal may be made against the resolution of the Board of Directors.

#### **ARTICLE 6. TERMINATION OF MEMBERSHIP**

1. Membership will terminate:
  - a. by termination by the member;
  - b. by termination on behalf of the Association. This may take place in the cases referred to in the Articles of Association, if a member no longer meets the requirements for membership as set out in the Articles of Association, if he/she/it fails to meet his/her/its obligations with respect to the Association, or when the Association cannot reasonably be expected to allow membership to continue;
  - c. by disqualification. Such may only be effected if a member acts contrary to the Articles of Association, regulations or resolutions of the Association, or if the member harms

- the Association unreasonably.
- d. by death in the case of a natural person;
  - e. by the dissolution of a legal entity; in the event of the legal merger of a legal entity, the membership will transfer to the acquiring legal entity; in the event of a division of a legal entity, the membership will transfer to the legal entity specified in the Deed of Division; or
  - f. by no longer meeting the requirements for membership as included in Article 4.
2. Termination on behalf of the Association or disqualification from membership will be effected by the Board of Directors.
  3. Termination of membership by the member or by the Association may only take place with effect from the end of an Association year and with due observance of a notice period of one month. However, the membership may be terminated with immediate effect if the Association or the member cannot reasonably be expected to allow the membership to continue.
  4. A cancellation contrary to the provisions of the previous paragraph will result in the membership being terminated at the earliest possible moment following the termination date stated in the notice.
  5. Nevertheless, following a resolution by which the obligations of members are increased, a member may exclude himself/herself/itself from the applicability of the resolution by terminating his/her/its membership within a month of becoming aware or being informed of the resolution. This entitlement will not apply with respect to a resolution by which member obligations of a financial nature are increased.
  6. A resolution to terminate membership on behalf of the Association and a resolution to disqualify a member will be communicated in writing by the Board of Directors to the member in question at the earliest possible moment together with the reasons and with reference to the possibilities for appeal as referred to in paragraph 7 of this article.
  7. The member in question may appeal to the General Assembly within a month following the receipt of the notification of the resolution. The member will be considered suspended during the appeal period and pending the appeal.
  8. If membership ends during the course of an association year, the annual contribution for the entire year will remain payable, unless the Board of Directors decides otherwise on a case by case basis.

#### **ARTICLE 7. RIGHTS OF MEMBERS AND PATRONS**

1. Members will have no rights and obligations other than those granted, imposed by or pursuant to these Articles of Association.
2. In addition to other rights granted to patrons by or pursuant to these Articles of Association, they will be entitled to attend activities organised by the Association if they have received a convening notice or invitation for that purpose.

#### **ARTICLE 8. CONTRIBUTION AND OTHER OBLIGATIONS**

1. The members will be obliged to pay an annual contribution, which will be set and may be increased by the General Assembly Meeting. The members may be divided into categories, which are subject to different payment obligations. The General Assembly meeting will determine the point of time by which this payment obligation must be met.
2. In special cases, the Board of Directors will be authorised to grant exemption, either wholly or in part, from the obligation to pay a contribution.
3. The members will be obliged to comply with the provisions of the Articles of Association, regulations and resolutions of the Association.

#### **ARTICLE 9. BOARD OF DIRECTORS COMPOSITION AND APPOINTMENT**

1. The Board of Directors will consist of at least three (3) natural persons.
2. The members of the Board of Directors will be chosen by and from the members centres with due observance of the following provisions:
  - a. Elected Board members will be appointed to a particular position.
  - b. Elected members of the Board of Directors will be appointed for a period of four (4) years.
  - c. The election process will be according to rules, approved by the General Assembly and incorporated in the Bye-Laws.
3. In addition to the elected members, the board may consist of other representatives to be defined by the Board of Directors and approved by the General Assembly.
4. The Members of the Board of Directors will receive no remuneration for their work. Any legitimate expenses incurred will be reimbursed in consultation with the Board of Directors.
5. Adopting resolutions concerning appointments, suspensions and dismissals will be possible by means of fax or email, without holding a meeting. Such should take place in accordance with regulations to be laid down by the General Assembly Meeting.

#### **ARTICLE 10. SUSPENSION AND DISMISSAL**

1. Even if a member of the Board of Directors has been appointed for a fixed period of time, he/she may be suspended or dismissed by the General Assembly Meeting at any time. A suspension that has not been followed by a dismissal resolution within three months will end by operation of law as a result of the expiry of that period.
2. Every member of the Board of Directors will step down periodically in accordance with a rotation schedule to be drawn up by the Board of Directors. A member stepping down may be eligible for reappointment at any time. A member appointed to an interim vacancy will assume the position of his/her predecessor on the schedule.
3. Furthermore, membership of the Board of Directors will end:
  - a. by termination of membership of the Association;
  - b. by the resignation of the member of the Board of Directors in question;
  - c. by the death of the member;
  - d. by the loss of disposition over assets including bankruptcy, applying for suspension of payments, and being placed under a guardianship or administration order.

#### **ARTICLE 11. POSITIONS AND ADOPTION OF RESOLUTIONS**

1. The positions of Treasurer and Secretary may be held by one person.
2. The Secretary or another person designated for that purpose by the President will draw-up business-like and well-reasoned minutes of the proceedings of Board meetings and a list of resolutions adopted, which will be adopted and signed by the President and the Secretary. The opinion of the President regarding the passing of a resolution will be decisive. The same will apply to the content of an adopted resolution, in so far as a vote was taken on a proposal not laid down in writing.
3. The provisions of Article 20 will apply in this case, on the understanding that resolutions relating to the use of the assets of the Association must be adopted by a majority of at least two-thirds (2/3) of the valid votes cast.
4. Further rules regarding meetings of the Board of Directors, decision-making by and the activities of members of the Board of Directors may be regulated by Bye Laws.

#### **ARTICLE 12. POWERS**

1. Except for the restrictions in these Articles of Association, the Board of Directors will be charged with the management of the Association and will handle entries relating to the Association in the Commercial Register of the Chamber of Commerce, in accordance with Section 29, Book 2 of the Dutch Civil Code.

2. If the number of members of the Board of Directors falls below the minimum in accordance with the Articles of Association, the remaining members of the Board of Directors will be entitled to manage the Association. The Board of Directors will then be obliged within three months of this situation arising to convene a General Assembly Meeting in which the vacancy or vacancies will be put forward for discussion.
3. The Board of Directors will be entitled at its own responsibility to have certain parts of its task performed by committees to be appointed by the Board of Directors.
4. The Board of Directors will be entitled to conclude agreements relating to the sale, disposal or encumbrance of registered property.
5. The Board of Directors will not be authorised to conclude agreements under which the Association commits itself as a surety or joint and several co-debtor, warrants the obligations of a third party or provides security for the debt of a third party unless the resolution is passed unanimously along all Board members holding office.

**ARTICLE 13. REPRESENTATION**

1. The Association will be represented in and out of court by:
  - a. the Board of Directors; or
  - b. two Directors acting jointly.
2. The Board of Directors may grant one or more Directors or third parties power of attorney to carry out the acts specified in such power of attorney.

**ARTICLE 14: WORKING METHODS OF BOARD OF DIRECTORS**

In performing its duties, the Board of Directors may obtain consultancy assistance from experts and may charge the Association for such assistance.

Such assistance may consist of occasional advice, but may also be of a more permanent nature. In the latter case, the Board of Directors must lay the relevant agreement down in writing.

Such assistance may be rendered not only by outsiders, but also by one or more members of the Board of Directors, on the basis of specific expertise. In the latter case, the issue of whether any compensation payable on that account is of an expense-allowance nature, or whether and to what extent such may also be considered remuneration, must be laid down in writing.

In particular, the Board of Directors may acquire intangibles, such as know-how, for the benefit of and at the expense of the Association, even if such originate from a person or institution that cannot render assistance to the Association as referred to in the first paragraph of this Article.

The Board of Directors may also conclude agreements on account of financing and otherwise, in order to promote the Association's objectives, such as with health insurance funds and insurance companies.

Where such may be deemed desirable in the interest of achieving the Association's goals, the Board of Directors will aim at the largest possible degree of co-operation at the international level with eligible institutions and bodies.

**ARTICLE 15. FINANCIAL RECORDS**

1. The Association's year and the Association's financial year coincide with the calendar year.
2. The Board of Directors must make such notes of the Association's financial position that its rights and obligations may be derived from such notes at all times. The Treasurer must notify the Board of Directors at once if the Association is unable to fulfil its financial obligations for any reason whatsoever.
3. During the General Assembly meeting referred to in Article 17, the Board of Directors shall present its report and, submitting a balance sheet and a statement of income and expenditure, render an account of the management it conducted during the past financial year. After the expiry of the term, any member may at law demand such an account from the Board of Directors. Annually, three months prior to the expiry of the financial year, the Board of Directors shall prepare a draft budget for the next financial year.

4. The Board of Directors must keep the records referred to in paragraphs 2 and 3 for seven years.

**ARTICLE 16. FINANCIAL COMMITTEE**

1. The General Meeting shall appoint an independent accountant as referred to in Section 2:393, paragraph 1, of the Dutch Civil Code.
2. Such expert shall audit the annual accounts and issue the statement in accordance with the provisions laid down in Section 2:393, paragraphs 2, 3 and 4, of the Dutch Civil Code.
3. The draft annual accounts will be sent to the Members in good time before the Annual Meeting in question.

**ARTICLE 17. GENERAL ASSEMBLY MEETINGS**

1. The General Assembly Meeting - for purposes of these Articles of Association also referred to as the "General Assembly" will have all powers in the Association not entrusted to any other bodies by law or the Articles of Association.
2. Annually, six months after the expiry of the Association's year, at the latest, except for an extension of this term by the General Assembly, a General Assembly Meeting will be held. This meeting should address, among other things:
  - a. The annual report, the account rendered and the budget referred to in Article 15 with the report prepared by the accountant;
  - b. the appointment of the accountant, if any;
  - c. the filling of any vacancies; and/or
  - d. motions of the Board of Directors or the members, as referred to in the convening notice for the meeting or a timely supplement thereto.
3. Other General Assembly Meetings will be held as often as the President or the Board of Directors deems desirable.
4. Furthermore, the President and the Secretary - at all times equally so authorised in this case - must convene a General Assembly Meeting within a term of no more than four weeks at the request of at least ten percent of the total number of members entitled to vote.
5. In the event that this request is not accommodated within fourteen days, the requesting parties may convene a General Assembly Meeting themselves, in accordance with Article 21 or by placing an advertisement in at least a widely-read newspaper in the place where the Association has its recorded office, stating the topics to be discussed.

**ARTICLE 18. ACCESS and VOTING RIGHTS**

1. All members of the Association who have not been suspended will have access to the General Assembly Meeting. Patrons will have access if they were convened for the meeting. A suspended member will have access to the meeting to the extent that he/she will address the resolution to suspend that member, and will be authorised to address the General Assembly Meeting about that resolution.
2. Member centres can be represented at meetings by a Principal Investigator appointed by the centre or by another person authorised on his/her behalf.
3. The General Assembly Meeting shall decide on the admission of any parties other than the persons referred to in paragraph 1.
4. All member centers of the Association will have one vote to the extent that they have not been suspended, their membership fee is fully paid up and they participate in data submission to the EBMT database.

**ARTICLE 19. PRESIDENCY and MINUTES**

1. General Assembly Meeting will be chaired by the President of the Board of Directors or his/her deputy. Should the President and his/her deputy be absent or unable to act, one of the other members of the Board of Directors, who will be appointed for that purpose by the Board of Directors, will act as President. Should no President be provided for in this way

either, the meeting shall provide for a President itself.

2. Objective minutes will be made of the business transacted at each meeting by the Secretary or another person designated for that purpose by the President, which will be confirmed and signed by the President and the minute's secretary. Those convening the meeting may have a notarial report drawn up of the business transacted. The members will be informed of the contents of the minutes or of the report in writing within three weeks.

#### **ARTICLE 20. DECISION-MAKING PROCESS**

1. To the extent that the Articles of Association or the law does not provide otherwise, all resolutions of the General Assembly Meeting will be passed with at least an absolute majority of the votes validly cast. "Absolute majority" will mean the first round number which is higher than half of the votes validly cast. Blank votes will be null and void.
2. In case of a tied vote, the motion will be deemed to have been rejected.
3. The President's opinion as pronounced at the General Assembly Meeting that a resolution has been passed by the meeting will be decisive. The same will hold true for the contents of a resolution to the extent that a vote was taken about a motion that had not been laid down in writing.
4. However, if the correctness of the opinion referred to in the third paragraph is disputed immediately after it is pronounced, a new vote will take place if the majority of the meeting or, in the event that the original vote was not taken by roll call or ballot, a party entitled to vote attending the meeting so requires. As a consequence of this new vote, the legal consequences of the original vote will lapse.
5. A vote about matters will be taken orally and about persons by ballot, unless the President of the meeting decides upon another method without any objection from one or more members. A vote by ballot will be taken by closed, unsigned ballot papers. Votes may be casted electronically. Votes electronically issued no earlier than thirty (30) days prior to the meeting shall deemed to have been casted at the meeting. By regulation, further rules can be laid down with regard to the actual execution of the casting of votes electronically.
6. A unanimous resolution of all members, even if they are not holding a meeting, provided that such resolution was passed with the foreknowledge of the Board of Directors, will have the same effect as a resolution passed by the General Assembly Meeting.
7. As long as all members are present or represented at a General Assembly Meeting, valid resolutions may be passed unanimously about any and all topics discussed - also with respect to an amendment to the Articles of Association, a merger or dissolution - even if no convening notice was issued, such notice was not issued in the prescribed manner or any other rule regarding the convocation and holding of meetings or a related formality was not observed.

#### **ARTICLE 21. CONVOCATION**

1. General Assembly Meeting will be convened by the President or the Board of Directors, without prejudice to the provisions laid down in Article 17, paragraph 4. The meeting will be convened by written convening notices sent to the members' addresses according to the members' register referred to in Article 4. The term for convening a meeting will be at least seven days.
2. The topics to be discussed will be stated in the convening notice or a timely supplement thereto, without prejudice to the provisions laid down in Article 24.
3. For purposes of these Articles of Association, "written convocation" will also mean convocation by fax or email.

#### **ARTICLE 22. ADVISORY COUNCIL**

1. The Board of Directors may set up an advisory council. Its composition and the method of

appointment of its members will be provided for in a separate regulation. This regulation will be adopted and possibly amended by the Board of Directors after consultation with the Advisory Council.

2. Preferably two members of the Advisory Council will attend Board meetings.
3. The Advisory Council shall assess the various projects as to their significance and interest for the Association's objectives.

#### ARTICLE 23. BYE-LAWS

1. On the proposal of the Board of Directors, the General Assembly Meeting may adopt or amend Bye-laws. The provisions laid down in Article 24, paragraph 4, will equally apply to the adoption, amendment and repeal, if any, of the Bye-laws.
2. These Bye-laws will at any rate contain all resolutions that such meeting must pass under these Articles of Association, in order further to provide for the topics referred to in these Articles of Association for that purpose.
3. In the event that the Board of Directors sets up committees on the basis of Article 12, paragraph 3, the duties, powers, working methods and composition of these committees must be provided for in the Bye-laws.
4. The provision laid down in paragraph 3 will equally apply in the event that the General Assembly Meeting resolves to create divisions within the Association.
5. The Bye-laws may not be contrary to these Articles of Association or the law.

#### ARTICLE 24. AMENDMENT TO ARTICLES OF ASSOCIATION, MERGER AND DEMERGER

1. The Association's Articles may not be amended and no resolution to undertake a legal merger or demerger may be passed other than by a resolution of the General Assembly Meeting convened subject to the statement that an amendment to the Articles of Association, a merger or demerger will be proposed during that meeting. The provisions laid down in Article 21, paragraph 3, will apply.
2. Those who have convened a General Assembly Meeting intended to address a motion to amend the Articles of Association or to undertake a merger or demerger must make a copy of the motion containing a verbatim version of the proposed amendment or of the motion for the merger or demerger available for inspection by the members at a suitable place at least five days prior to the meeting until after the end of the day on which the meeting is held. Moreover, a copy as referred to above will be sent to all members together with the convening notice.
3. The provisions laid down in the first two paragraphs of this Article will not apply in the event that all members are present or represented at the General Assembly Meeting and the resolution to amend the Articles of Association or undertake a merger is passed unanimously.
4. A resolution to amend the Articles of Association or undertake a merger or demerger will require at least two-thirds of the votes validly cast.
5. An amendment to the Articles of Association, merger or demerger will not enter into force until a notarial deed thereof has been drawn up. Each member of the Board of Directors will be individually authorised to have the deed executed and registered with the Chamber of Commerce.

#### ARTICLE 25. DISSOLUTION

1. The Association may be dissolved by:
  - a. a resolution passed by the General Assembly Meeting. The provisions laid down in paragraphs 1 up to and including 4 of the preceding Article will equally apply to the passing of this resolution;
  - b. insolvency, after it has been declared bankrupt, or the closing of the bankruptcy on account of the state of its assets;



- c. a court in the cases determined by law; and/or
  - d. a total lack of members.
2. Section 19 *et seq.* of Book 2 of the Dutch Civil Code will apply to the liquidation.
  3. Article 15, paragraph 5, of the Articles of Association of Stichting EBMT as reading up until the day on which a deed of amendment of the articles of association was executed by M.W.J.M. Giesbers, civil law notary in Maastricht, provides as follows.  
"Any surplus remaining after liquidation will be distributed as determined by the liquidators, though to a cause which must be associated as closely as possible with an object of the Foundation, on the understanding that the resources to be spent accordingly must be used in the Netherlands."  
In accordance with the provisions laid down in Section 18, paragraph 6, of the Dutch Civil Code, it is provided that the capital that was held by STICHTING "EUROPEAN FOUNDATION FOR BLOOD AND MARROW TRANSPLANTATION" prior to this conversion of its legal structure, as well as the fruits of that capital, may be spent differently than as prescribed prior to the conversion only with the consent of a competent court.

**Power of attorney.**

The authority of the person appearing appears from the aforementioned extract of the minutes.

**Choice of Domicile.**

In this respect, domicile is elected at the office of the civil-law notary, custodian of this deed.

**Conclusion.**

Of which deed, past in Leiden on the date stated in the head of this deed.

The person appearing is known to me, notary public.

The business content of the deed was communicated and explained to me by the notary public.

The person appearing has stated that he / she has taken note of the content of the deed in time and agrees therewith.

Subsequently, the deed was read aloud and immediately afterwards signed by the person appearing and me, notary.