

**2023.37924.01/S.M.I**  
**AMENDMENT OF ARTICLES OF ASSOCIATION**

On this twenty-sixth day of July, two thousand and twenty-four, there appeared before me, *meester* Cornelis Alberto Jeroen Geerse, civil-law notary practising in the municipality of Drimmelen, with my business address at Raadhuisstraat 2, Terheijden, the Netherlands:

Ms Susanne Maria Ida Sprangers Gerritzen, born in Zevenaar on the twenty-ninth day of February, nineteen hundred and eighty-four, employed at the offices of me, civil-law notary, and for this purpose electing this address as her address for service, acting under a written power of attorney given by:

- a. Mr **DAVID ROBERT ONSLOW VAN GENNEP**, born in Amsterdam on the thirteenth day of April nineteen hundred and sixty-one, residing at Sumatrastraat 8, 3742 CW Baarn, unmarried and not a partner within a registered partnership;
- b. Mr **ERIK PEETERS**, born in Velsen on the twenty-second day of May nineteen hundred and seventy-five, residing at Diadeemstraat 110, 1336 TS Almere, married to Ms Anna van Tienhoven.

In giving the power of attorney, the grantors acted as authorised directors of the Foundation: **AAP, OPVANG VOOR UITHEEMSE DIEREN, STICHTING**, established in Almere, having its registered office at Kempphaanpad 1, 1358 AC Almere, registered in the trade register under number 41200553,

and as such legally represented the said Foundation, referred to below as the '**Foundation**', on the basis of Article 11 of the current articles of association of the Foundation. The said powers of attorney in favour of the person appearing are proved by two private deeds of power of attorney which are attached to this deed.

The person appearing, acting in the above capacity, stated the following:

1. The Foundation was formed by notarial deed executed on the fourteenth day of April nineteen hundred and seventy-two (14 04 1972).
2. The articles of association of the Foundation were last amended by deed dated the eighth day of December two thousand and one (08-12-2021), executed before the aforesaid civil-law notary Geerse.
3.
  - a. The grantors, acting as aforesaid, have according to said power of attorney, and subject to all requirements under the law and the articles of association, validly resolved to amend the articles of association of the Foundation in part and to re-adopt them entirely as stated below, as evidenced by the signed minutes of the board meeting held on the fifteenth day of February two thousand and twenty-four, a copy of which is attached to this deed.
  - b. The said changes are mainly related to further clarification of the previously-made change in the Management Board/number of directors.
4.
  - a. The Foundation's Supervisory Board resolved, pursuant to the provisions of Article 31 of the articles of association currently in force, to approve the said proposed resolution of the Management Board, as required by the articles of association.
  - b. The said Supervisory Board resolution was passed on the nineteenth day of December two thousand and twenty-three, having regard to the provisions of Article 31 of the articles of association currently in force.
  - c. A copy of an extract of the minutes of the said meeting, signed by the chair and another supervisory director, will be appended to this deed.

In pursuance of the foregoing, the undersigned, acting as aforesaid, declared that the articles of association of the Foundation were amended in part and re-adopted in their entirety, so that the articles of association of the Foundation shall read as follows from the day after today:

## **ARTICLES**

### **Part I. General Provisions**

#### **Article 1 - Name and Registered Office**

1. The name of the Foundation is:  
**AAP, Opgang voor Uitheemse Dieren, stichting,**  
referred to below as 'the Foundation' and/or 'AAP'.
2. The Foundation has its registered office in Almere.
3. The Foundation was formed on the fourteenth day of April nineteen hundred and seventy-two.

#### **Article 2 - Objects and procedures**

1. The object of the Foundation is to systemically improve the welfare of exotic, non-domesticated animals within the Netherlands and elsewhere.
2. The Foundation aims to achieve its object by:
  - a. offering shelter to animals in need, in particular, but not exclusively, mammals;
  - b. gathering and making available know-how and expertise;
  - c. encouraging governments to change their policies;
  - d. providing preventive education to the general public;
  - e. managing funds; and
  - f. doing anything else it deems necessary to achieve its object.
3. The Foundation actively makes efforts in the Netherlands and abroad to enter into partnerships to achieve its object through the above activities.

#### **Article 3 Bodies within the Foundation / Absence / Inability to act**

1. The Foundation has the following bodies:
  - a. **The Management Board:** responsible for managing the Foundation.
  - b. **The Supervisory Board:** charged with supervising the policies of the Management Board and the general management within the Foundation and its affiliated organisations.
  - c. **The Audit Committee:** entrusted with supporting the Supervisory Board in fulfilling its tasks in respect of the financial policy and supervision of the finances and all associated risks.
  - d. **The Expert Committee:** entrusted with supervising compliance with the covenant concluded with the State of the Netherlands concerning the care of the Chimpanzees from the Biomedical Primate Research Center.
2. With regard to the concepts of absence and inability to act, the following applies:
  - a. **Inability to act**  
An officer is prevented from acting where the officer has so declared in writing, as well as in situations where, for a temporary period, the position cannot or may not be exercised, for example due to suspension, prolonged illness, unavailability or where the officer is deemed to have a conflicting interest. In such cases, the provisions of these articles of association concerning absence or inability to act may be invoked. Such an arrangement is temporary in nature.
  - b. **Absence**  
Absence occurs when there is a vacancy: the officer ceases to be a director or member of a body of the Foundation through, for example, resignation or death.
3. **The interests of the Foundation**  
In discharging their duties, officers of the Foundation shall act in the best interests of the Foundation and, where applicable, the organisation(s) associated with the Foundation.

#### **Article 4 Income**

1. The Foundation's income will come from:
  - Contributions, donations and adoption funds;
  - Grants
  - Gifts, testamentary dispositions and specific legacies.

- Any other acquisitions and proceeds.
- 2. The Foundation shall only accept testamentary dispositions conditionally.
- 3. Any surplus at the close of the financial year shall be used in subsequent years for the object of the Foundation.

## **Part II. The Management Board**

### **Article 5 - General provision**

All powers not vested by law or the articles of association in other bodies of the Foundation shall be vested in the Management Board.

### **Article 6 - Composition, appointment, suspension and removal from office**

1. a. The Foundation's Management Board consists of one or more natural persons with the title of director.
2. a. Subject to the above, the number of members of the Management Board shall be determined by the Supervisory Board after consultation with the incumbent director(s).  
b. The Supervisory Board may appoint one member of the Management Board to be chair of the board.
3. The Management Board and each individual member is supervised by the Supervisory Board.
4. The Management Board shall provide the Supervisory Board with any and all oral and written information required for enabling it to perform effectively, through open communication based on mutual trust and partnership.
5. A director shall be appointed, suspended and removed from office by the Supervisory Board, in compliance with the provisions of Article 8.
6. The Supervisory Board shall provide a director with a written employment contract including a job classification and job description.  
A director's actual remuneration shall be disclosed annually in the annual report. The Foundation shall publicly account for the remuneration of the director(s). Moreover, the Foundation shall state on what basis the remuneration has been determined. The remuneration of the Management Board and each individual director should be reasonably proportionate to the size of the organisation and the nature of its work.
7. A director may be suspended or removed from office pursuant to a resolution passed by a two-thirds majority of the votes validly cast by the entire Supervisory Board. A valid resolution can also be passed if not more than one supervisory director is absent.
8. A resolution to remove a director from office cannot be passed, unless they have first been given the opportunity to justify their actions to the Supervisory Board.
9. A suspension of a director which is not followed by a resolution to remove them from office within six months shall lapse by expiry of that term.
10. The relevant director must be notified in writing of a resolution to suspend or remove them from office without delay and no later than three days after the resolution has been passed. The notification must also state the grounds for the resolution.
11. During suspension, a director is not authorized to exercise the powers vested in them pursuant to the articles of association and related regulations.

### **Article 7 - Absence or inability to act of a director**

1. In the absence or inability to act of a director, the other director(s) constitute the Management Board. In the absence or inability to act of all directors, the Foundation shall be managed by the person appointed for that purpose by the Supervisory Board. This person is regarded as a director in terms of the acts of management to be performed.
2. The Supervisory Board may decide to appoint a deputy in the event of the absence or inability to act of any one director.
3. In the absence or inability to act of all directors, the Supervisory Board must appoint

- one or more deputies as soon as possible, until one or more new directors are appointed.
4. In this resolution to appoint, the relevant director shall be relieved from their management responsibilities.
  5. The Supervisory Board may appoint one or more persons, who may be from its midst, as deputy with the title of delegated supervisor. The supervisor shall be fully (and jointly) responsible for managing the Foundation. Whilst they hold that position, they shall not form part of the Supervisory Board
  6. If a new director needs to be appointed, this must be done within six months.

**Article 8 - Incompatibilities**

1. A director cannot be:
  - a. a supervisory director or the Audit Committee;
  - b. someone entrusted, alone or together with others, with the official supervision of the Foundation;
  - c.
    1. a board member, founder, shareholder, supervisory director or employee of an entity with which the Foundation regularly performs legal acts that have a financial value.
    2. A director shall not be appointed (or nominated) by an entity to which the Foundation hands over, either directly or indirectly, all or part of the funds it has raised in conformity with any object set out in its articles of association, or by another entity directly or indirectly affiliated with the former entity under their articles of association.
    3. The provisions set out in c. above do not apply:
      - I. if and insofar as the annual accounts of the Foundation and the said entity are consolidated as referred to in the Directive 650 governing Fundraising Organisations;
      - II. if the director has been appointed by or with the approval of the supervisory body created under the articles of association as director or supervisory director of the receiving entity referred to under subsection c.2 of this section. The provisions on conflicts of interest apply by analogy to legal acts with the receiving entity;
  - d. a person who has been placed under guardianship or whose assets have been put under administration or who otherwise has lost the free disposal of their capital;
  - e. a person who, pursuant to an employment contract as referred to in Book 7 Article 610(1) of the Dutch Civil Code works for or holds a position in a business or organisation of which the interests may be in conflict with those of the Foundation;
  - f. a person who, pursuant to an employment contract as referred to in Book 7 Article 610(1) of the Dutch Civil Code works for or holds a position in a business or organisation with which the Foundation has an official partnership contract, or to which the Foundation has outsourced all or part of its work;
  - g. a person who is a relative by blood or affinity in the first, second or third degree, is the spouse or registered civil partner of or runs a joint household with a supervisory director or an employee of the Foundation.
2.
  - a. Every director must report any side activities to the body authorized to appoint and/or remove them from office and/or the body supervising their performance.
  - b. A director shall require approval from the body referred to in a. above for accepting or continuing a paid or unpaid side activity that involves such workload that it may prejudice their performance for the Foundation or otherwise may conflict with the interests of the Foundation.
3.
  - a. The Management Board and, where appropriate, the supervisory body, shall ensure that there are no conflicts of interest between the Foundation and any

- member of the Management Board and/or its employees and/or, where applicable, any member of the supervisory body, any member of an advisory committee and any member of a research committee.
- b. The following applies to actual conflicts of interests or the appearance thereof, and side activities:  
A conflict of interest arises, for example, if legal acts that have a financial value are performed between the Foundation and:
    1. a director and/or any member of the supervisory body, any member of an advisory committee and/or its employees;
    2. persons that are close relatives or have a similar relationship with the persons referred to in 1;
    3. legal entities of which a person referred to in 1 or 2, above, is a director, supervisory director or shareholder.
  - c. The director must immediately report a potential or actual conflict of interest or side activity that is or may be significant to the Foundation and/or to the director himself to the chair of the Supervisory Board and shall provide all relevant information thereon, including the information relevant to the situation on their spouse, registered civil partner or other life companion, foster child or relative by blood or affinity up to the third degree.
  - d. The Supervisory Board shall resolve whether there is a conflict of interest without the director being present.
  - e. Where there is a conflict of interest, the director shall not take part in the deliberations and decision-making process.
4. The Foundation shall not extend loans, give guarantees or the like to a director.
  5. In respect of irregularities and complaints, the following applies:
    - a. The director must ensure that employees have the opportunity to report any alleged irregularities of a general, operational or financial nature within the Foundation to the director or an officer designated to that effect by the director, without the employees having to fear for their legal position. Alleged irregularities involving the performance of a director are reported to the chair of the Supervisory Board.  
The foregoing shall be provided for in a whistleblowing scheme.
    - b. The Management Board shall, at least once a year, report to the Supervisory Board and, if necessary, make reference to it in the annual report.

**Article 9 - End of directorship and vacancy**

1. A directorship ends by:
  - a. death;
  - b. removal from office by Supervisory Board;
  - c. dismissal by the court pursuant to Book 2 Article 298 of the Dutch Civil Code; A director dismissed by the court may not become a director or member of the Foundation's Supervisory Board for five years after the dismissal, unless the director cannot be seriously reproached, having regard also to the duties assigned to others;
  - d. resignation;
  - e. the director attaining the pensionable age under the Dutch Old-Age Pension Act, unless the Supervisory Board has set another age limit for the member in question in a resolution to that end;
  - f. the occurrence of any incompatibility referred to in article 8;
  - g. expiry of the term for which a fixed-term appointment was made;
  - h. termination of the employment contract between the Foundation and the relevant director.
2. If a situation referred to in the section 1 arises, the Supervisory Board shall fill the vacancy as soon as possible, in accordance with the provisions of Article 7.

**Article 10 - Tasks and powers**

1. Subject to limitations under these articles of association, the Management Board shall be responsible for managing the Foundation.
2. Every director must adequately fulfil the task the Foundation has entrusted to them.
3. The Management Board regulates its own division of tasks, procedures and method of decision-making in board regulations and shall submit these to the Supervisory Board for approval.
4. The Management Board requires prior written approval from the Supervisory Board to enter into agreements for the acquisition, disposal or encumbrance of property subject to public registration, if the value of the transaction exceeds seven hundred and fifty thousand euros (€ 750,000). This restriction does not pertain to transactions that form part of an inheritance to which the Foundation is entitled as a specific beneficiary or heir.
5. The Management Board requires prior written approval from the Supervisory Board to enter into agreements under the terms of which the Foundation undertakes to act as security or joint and several co-debtor, warrants performance by a third party or provides security for the debt of a third party.
6. The absence of the approval referred to in sections 4 and 5, above, may be used against any third party.
7. Without prejudice to the other provisions of these articles of association, the following resolutions of the Management Board shall be subject to the prior permission from the Supervisory Board:
  - a. The adoption of the annual accounts and the annual report.
  - b. The adoption of or any amendment to the long-term forecast and the financial long-term plan.
  - c. The approval of or amendment to the Foundation's investment policy.
  - d. The adoption of or amendment to the Foundation's Annual Plan in outline.
  - e. The adoption of or amendment to the Foundation's policy in outline.
  - f. Resolutions that may result in a substantial underspending of the sub-items of the operating income, as stated in the budget for the current financial year, and recognized in the quarterly reports.
  - g. Resolutions that may result in a substantial overspending of the sub-items of the operating charges, as stated in the budget for the current financial year, and recognized in the quarterly reports.
  - h. Resolutions that may result in a substantial overspending of the sub-items of the planned investments and changes to investment plans, as included in the budget and planning for the current financial year.  
Investments shall be taken to mean those expenses that are booked as: tangible fixed assets, financial assets and securities and other assets.
  - i. Performing legal acts/incurred expenses that may result in a substantial overspending of the liabilities budgeted in an investment proposal approved by the Supervisory Board.
  - j. The issue of debt instruments at the expense of the Foundation, other than provided for in the approved budget.
  - k. Any material change to the employment conditions of a significant number of employees.
  - l. Any material change to the structure of the organisation.
  - m. Termination of the employment contract of more than one member of the management team (MT) within a period of two months.
  - n. Entering into or terminating a long-term partnership that is of significant strategic importance to the organisation; sizeable participations and/or participations that are of significant strategic importance to the organisation or the termination thereof, as well as entering into or terminating a long-term

- partnership with another legal entity, if such partnership is inconsistent with the Foundation's object or its image.
- o. Founding of another legal entity and/or participating in and/or selling participations in or merging with another legal entity, or concluding a formal partnership.
  - p. Filing an application for a moratorium or an insolvency order.
  - q. An envisaged resolution to amend the articles of association and/or the regulations.
  - r. A proposed resolution to dissolve the Foundation or amend its legal form.
  - s. Resolutions to enter into transactions that involve conflicts of interest that are of substantial importance to the Foundation and/or to the director personally. In such a case, consent shall only be withheld if granting consent could harm the interests of the Foundation. Such transactions shall be disclosed in the annual report, stating the conflict of interests and a statement that the provisions of this article have been applied.
  - t. Amending the policy on entering into banking relationships.
  - u. Amending the granting of authorization scheme.
8. If the implementation of a decision of the Management Board is suspended by the Supervisory Board pursuant to Article 21 (2) (c), the Board must take a new decision within one month. Such resolution must also address the withdrawal of the original resolution.

#### **Article 11 - Representation**

1. The Management Board represents the Foundation unless the law provides otherwise. Each director has an individual representative authority.
  - a. In the case of a (potential) conflict of interest between the Foundation and a director, the Foundation shall be represented judicially and extrajudicially by the remaining director(s), or by the remaining director(s) together with a person appointed by the Supervisory Board.
  - b. In the event that the Supervisory Board has identified a conflict of interest between one of its members and the Foundation, such member has no authority to act for and on behalf of the Supervisory Board or to represent the Foundation in that capacity pursuant to the provisions of a. above.
2. The Foundation is represented judicially and extrajudicially by at least two directors in the event of:
  - a. the acquisition or disposal of property subject to public registration by the Foundation if the value of this property is higher than seven hundred and fifty thousand euros (€ 750,000) unless it forms part of an inheritance to which the Foundation is entitled as a specific beneficiary or heir;
  - b. the encumbrance of property subject to public registration by the Foundation;
  - c. the Foundation undertaking to act as security or joint and several co-debtor, warranting performance by a third party or providing security for the debt of a third party.
3. The absence of any approval required under these articles of association shall not affect the Management Board's representative authority, except as stipulated in Article 10(6).

#### **Article 12 - Managing day-to-day affairs**

The Management Board is responsible for directing the day-to-day affairs of the Foundation.

#### **Part III. Internal Supervision**

##### **Article 13 - Supervisory body**

1. The Foundation has a Supervisory Board which is capable of continuously supervising the board and its members.
2. The Supervisory Board shall have at least five and at most seven members. Only natural persons can be members. If the number of members is less than five, the

- Supervisory Board shall immediately take measures to increase the number of members.
3. The number of members shall be determined by the Supervisory Board.
  4. The supervisory directors shall neither directly nor indirectly receive any remuneration or holiday allowance for their work.
  5. Supervisory Board members are, however, entitled to reimbursement of expenses incurred by them in the performance of their duties, as determined by the Management Board. Such reimbursements shall be disclosed in the annual accounts.

**Article 14 - Composition and appointment**

1.
  - a. A supervisory director may not be a member of the Management Board or an employee of the Foundation. Moreover, a supervisory director shall not be a board member, incorporator, shareholder, supervisory director or employee of an entity with which the Foundation regularly performs legal acts that have a financial value.
  - b. Supervisory directors are appointed by the Supervisory Board as provided for below, with the proviso that no more than one-third of the number of supervisory directors may be appointed by, or nominated for appointment by, an entity or an entity directly or indirectly linked thereto by the articles of association to which the Foundation, in accordance with its object under the articles of association, directly or indirectly cedes all or part of the funds it collects. No more than one third of the number of supervisory directors may consist of directors, founders, shareholders, supervisory directors or employees of any entity referred to in the preceding sentence.
  - c. Subject to the provisions set out in a. and b. above, members shall be appointed:
    1. on the recommendation of a selection committee designated by the Supervisory Board, and
    2. in accordance with the profile drawn up by the Supervisory Board.
  - d. The provisions set out subsections a. and b. of this section does not apply if and insofar as the annual accounts of the Foundation and the said entity are consolidated as referred to in the Directive 650 governing Fundraising Organisations.
2. The following principles are in any case followed in constituting the Supervisory Board:
  - a. The composition of the Supervisory Board should enable a constructive decision-making process;
  - b. Supervisory directors should operate independently from each other as well as from the Management Board and each director individually;
  - c. Supervisory directors should together have sufficient expertise in governance and social terms;
3. Supervisory directors shall fulfil their tasks without following instructions from or having consultations with parties that have certain interests or a particular portfolio.
4. In the absence of all supervisory directors, the interlocutory relief court for the district in which the Foundation has its registered office shall appoint a new Supervisory Board, on the application of either:
  - a. a resigned supervisory director, or
  - b. the Management Board, subject to the provisions of these articles of association.

**Article 15 - Procedures**

1. The procedures of the Supervisory Board shall be detailed in regulations governing the Supervisory Board.
2. The regulations referred to in the first section shall be adopted, supplemented and amended by the Supervisory Board.
3. The regulations shall not contain any provisions that are in conflict with the law or these articles of association.

**Article 16 – Leadership of the Supervisory Board**



1. The Supervisory Board shall be led by the chair, or in their absence, by the deputy chair.
2. The Supervisory Board shall appoint a chair and deputy chair.

#### **Article 17 - Incompatibilities**

The following persons cannot be a supervisory director:

1. a director or any employee of the Foundation.
2. a person entrusted with or implementing, alone or together with others, any other form of official supervision of the Foundation, except for the Audit Committee and any other committees and/or advisory committees formed by the Supervisory Board;
3. a person who has been placed under guardianship or whose assets have been put under administration or who otherwise has lost the free disposal of their capital;
4. a person who is a board member, founder, shareholder, supervisory director or employee of an entity to which the Foundation directly or indirectly hands over all or part of the funds it raises, or an entity with which the Foundation regularly performs legal acts that have a financial value. The provisions set out in this section do not apply if and insofar as the annual accounts of the Foundation and the said entity are consolidated as referred to in the Directive 650 governing Fundraising Organisations;
5. a person who, pursuant to an employment contract as referred to in Book 7 Article 610(1) of the Dutch Civil Code works for or holds a position in a business or organisation of which the interests may be in conflict with those of the Foundation;
6. a person who is a relative by blood or affinity in the first, second or third degree, is the spouse or registered civil partner of or runs a joint household with a supervisory director or an employee of the Foundation.
7. A supervisory director shall immediately report any situation in which there could be the appearance of a conflict of interests.
8. The provisions of Article 8(3) concerning conflicts of interests or the appearance thereof, and side activities apply by analogy to any supervisory director, where possible.

#### **Article 18 - Retirement and vacancies**

1. Supervisory directors shall retire by rotation, at the latest three years following their appointment, according to a schedule drawn up by the Supervisory Board. The retirement schedule is drawn up on the principle that as few supervisory directors as possible retire at the same time. Retiring members may be immediately reappointed.
2. Reappointment shall be possible twice, subject to the provisions of Articles 13 - 17 and of this article.
3. If the Supervisory Board has a vacancy, it shall draw up and adopt a profile. With the help of this profile, steps may be taken to fill the vacancy.  
If a person is recommended who previously was a supervisory director, the Supervisory Board shall first evaluate their performance on the Supervisory Board and see whether they fit the profile drawn up by the Supervisory Board.
4. If due to a vacancy on the Supervisory Board the number of members falls below the minimum specified in Article 11(2), the Supervisory Board must appoint new members within six months.
5. Any supervisory director appointed in the interim shall take the place on the retirement schedule of the person they replace. However, they do not automatically take over the position of their predecessor.

#### **Article 19 - Suspension and removal from office**

1. The Supervisory Board may suspend and/or remove from office any member on account of:
  - a. neglect of their duty;
  - b. other compelling reasons;
  - c. drastic changes in the circumstances on the grounds of which the Foundation cannot reasonably be required to keep that person as a supervisory director.

2. To be passed, a resolution as referred to in the first section requires a two-thirds majority of the votes validly cast in a meeting at which all supervisory directors are present, not counting the person to be suspended/removed from office. A valid resolution can also be passed if not more than one supervisory director is absent, not counting the person to be suspended/removed from office.
3. The provisions of Article 6 sections 6 to 9 apply by analogy.

**Article 20 - End of supervisory directorship**

A supervisory directorship ends in the following situations:

- a. death;
- b. according to the retirement schedule;
- c. removal from office by the Supervisory Board;
- d. resignation;
- e. loss of the capacity to conclude contracts;
- f. dismissal by the court in a manner analogous to that specified in Book 2 Article 298 of the Dutch Civil Code;
- g. entering into an employment contract with the Foundation as referred to in Book 7 Article 610 of the Dutch Civil Code;
- h. the occurrence of any incompatibility referred to in Article 15.

**Article 21 - Tasks and powers**

1.
  - a. Without prejudice to that stated elsewhere in these articles of association, the Supervisory Board has the task of supervising the policy of the Management Board and the general procedures of the Foundation and its organisation(s).
  - b. The Supervisory Board advises the Management Board and each director individually.
2.
  - a. The Supervisory Board is authorized to take measures that are necessary for the performance of that supervision.
  - b. The Supervisory Board is not accountable to the Management Board for its actions.
  - c. The Supervisory Board has the authority to suspend the implementation of any resolution passed by the Management Board, if implementation is inconsistent with any resolution previously passed, or if it could seriously prejudice the Foundation.
3.
  - a. A suspension as referred to in section 2 requires a two-thirds majority of the total number of votes.  
The reasons for a suspension must be stated.
  - b. If the implementation of a decision of the Management Board is suspended by the Supervisory Board, the Management Board must take a new decision within one month. Such resolution must also address the withdrawal of the original resolution.
4. In fulfilling their duties, the supervisory directors must be guided by the interests of the Foundation and its connected organisations.  
Supervisory directors shall fulfil their duties without a mandate from the person by whom they were recommended, and independent of any interest in the organisation.
5. Every supervisory director shall treat any information and documentation obtained in their capacity as supervisory director and that can reasonably be considered confidential, as confidential information, and shall not disclose the same to anyone other than the Supervisory Board and the Management Board, not even after retiring from the Supervisory Board.
6. Every supervisory director that informally or in another indirect manner is taken into confidence in respect of matters that concern the Foundation shall act with due care in such contact and shall suggest to the person in question that the Supervisory Board, or at least its chair, may be involved in the matter.
7. The Management Board shall provide the Supervisory Board in a timely manner with the information necessary for the exercise of its duties and powers.

8. The Supervisory Board is authorized to seek the help of an expert, at the expense of the Foundation.
9. The Supervisory Board meets with the Management Board at least four times a year.
10. The Supervisory Board may set up an Audit Committee and/or a selection/remuneration committee. The establishment and maintenance of an Audit Committee is mandatory if and for as long as the Management Board consists of just one director. If a committee is set up, its objectives and duties, term and composition shall be clearly formulated.
11. Committees shall act in accordance with the rules described in these articles of association or associated regulations applying to Supervisory Board, and shall report their findings and present proposals to the entire Supervisory Board.
12. The existence of any committee shall be disclosed in the annual report of the Supervisory Board.

#### **Article 22 - Meetings**

1. The Supervisory Board shall meet at least four times per calendar year. A meeting shall also be held whenever this is deemed necessary by:
  - a. the chair of the Supervisory Board, or
  - b. two supervisory directors, or
  - c. the Management Board, or
  - d. a director.
2. When two or more supervisory directors or the Management Board or an individual director deem it necessary that a meeting be held, they can request the chair of the Supervisory Board to convene a meeting in writing, specifying the matters to be addressed. If the chair fails to comply with such a request, those requesting the meeting shall be authorized to convene a meeting in the manner in which meetings are convened on behalf of the chair. Such a request is deemed not to have been complied with if the meeting is not held within three weeks of the request being made.
3. The meeting shall be led by the chair or the deputy chair.
4. Each director attends meetings of the Supervisory Board, unless the Supervisory Board expresses the wish to meet without the Management Board or one or more of the directors.
5. The Supervisory Board shall meet at least once per year to address the following matters:
  - a. The long-term plan and the annual plan derived from it for the next year, as well as the long-term budget and the annual budget;
  - b. the draft annual accounts and annual report, as well as the auditor's report and the management letter;
  - c. the realization of the Foundation's position and task in society, and its strategy and the associated risks, also in light of the long-term plan;
  - d. the outcome of the Management Board's evaluation of the set-up and operation of the internal control systems;
  - e. the training needs of the members of supervisory directors and directors.

#### **Article 23 - Invitation to a meeting**

1. Except where the meeting is convened in accordance with Article 22(2) by at least two supervisory directors or the Management Board, the meeting shall be convened by or on behalf of the chair.
2. The notice period is a term of at least ten business days, not counting the day on which notice is given and the day of the meeting, except where there are urgent matters. A meeting may be convened sooner if that is necessary in the opinion of the chair.
3. Notice shall be given in writing, specifying the place and time of the meeting. The notice shall be accompanied by the agenda and any documents to be discussed.

**Article 24 - Decision-making by the Supervisory Board**

1. a. The Supervisory Board may not pass valid resolutions if at the meeting no more than half, or if required by these Articles of Association at least two thirds, of the members participate in person.
  - b. If the meeting proves inquorate, a date for a new meeting shall be set within two weeks.

In the event of a motion to suspend a director or remove them from office, the term for setting a date for a new meeting shall be ten business days.
  - c. This meeting shall be held not sooner than two weeks and not later than six weeks after the first meeting referred to in subsection a.

In the event of a motion to suspend a director or remove the same from office, this meeting shall be held not sooner than two weeks and not later than four weeks after the first meeting referred to in subsection a.
  - d. The members then present at the meeting are allowed to pass valid resolutions.
  - e. If a conflict of interest arises, and where a supervisory director has a direct or indirect personal interest that conflicts with the interests of the Foundation and its affiliated organisation, that supervisory director must report this to the Supervisory Board and they may not participate in the deliberations and decision-making on the matter.

The presence of the supervisory director in question is disregarded when determining whether the meeting is quorate.

If, as a result of the above, the Supervisory Board no longer has the required quorum and therefore cannot formally take a decision, the decision shall be taken by the Supervisory Board with a written record of the factors underlying the decision.
2. Resolutions can only be passed on matters stated in the notice convening the meeting. However, if all supervisory directors in office are present at the meeting, valid resolutions may be passed regarding all matters discussed, provided that the vote is unanimous, even where the provisions in these articles of association governing the convening and holding of meetings have not been observed.
3. Notwithstanding the provisions of section 1, the Supervisory Board may also pass resolutions outside a formal meeting, in urgent cases.

Whether or not a case is urgent shall be decided by the chair of the Supervisory Board. Such resolution cannot be passed unless all supervisory directors have been informed of the resolution (by letter brief, fax, e-mail or otherwise confirmed), have been given the opportunity to give their opinion in writing within a specific period of time and the resolution is passed unanimously.
4. if the number of supervisory directors falls below the minimum number referred to in Article 13(2), the Supervisory Board shall nevertheless remain authorized to pass resolutions.

**Article 25 - Voting**

1. Resolutions shall be passed by an absolute majority of the votes validly cast, unless these articles of association provide otherwise. The passing of resolutions requires that more than half of the members attend the meeting in person. Every member has the right to cast one vote.
2. Matters shall in general be voted on orally.

On the appointment of individuals, the vote shall be taken by unsigned ballots. Invalid and blank votes shall be disregarded and shall be deducted from the total number of votes cast when determining the number of votes validly cast.
3. Voting by proxy is permitted, provided that it is done in writing.

A person can only act as proxy for one other person.
4. If the vote is tied, the resolution shall be deferred to another meeting.
5. The chair's opinion on the result of a vote shall be decisive.

The same is true for the content of a decision taken, insofar as the vote was taken over a motion not laid down in writing.

However, if the accuracy of the chair's opinion is contested immediately after it has been given, a new vote shall be held, if the majority of the meeting or one attendee with voting rights so requires, or if the original vote was not taken by rollcall or ballot. The new vote shall mean that the legal consequences of the original resolution are rescinded.

#### **Article 26 The Audit Committee**

1. a. Subject to the other provisions in these articles of association, the Supervisory Board shall appoint, maintain and dismiss an Audit Committee.
- b. Members are appointed for a maximum period of four years.
- c. The Audit Committee, under the responsibility of the Supervisory Board, is tasked with supervising the financial matters within the Foundation in general, and moreover with assessing the operation of the administrative organisation and internal control systems, in particular the organising of payments.
2. a. The Audit Committee shall be made up of at least two and at most three members.
- b. Only natural persons can be members.
- c. At least two members must also be supervisory directors.
- d. The Supervisory Board may appoint one person as an external member of the Audit Committee – 'external' meaning someone other than a supervisory director.
- e. If the number of members is less than three, the Supervisory Board shall immediately take measures to increase that number.
3. Where possible, the provisions of Article 8(3) concerning conflicts of interest or the appearance thereof, and side activities in relation to the Audit Committee, the Supervisory Board, the Foundation or its board members, apply by analogy to any member of the Audit Committee (and in particular to any external member).
4. Members of the Audit Committee shall not receive any remuneration for their work.
5. Audit Committee members may, however, claim reimbursement of expenses incurred by them in the performance of their duties, as determined by the Management Board.
6. Members of the Audit Committee retire by rotation, at the latest four years following their appointment, according to a schedule drawn up by the Supervisory Board. The retirement schedule is drawn up on the principle that as few members of the Audit Committee as possible retire at the same time. Retiring members may be immediately reappointed.
7. Nobody may be re-appointed more than twice.
8. The procedures of the Audit Committee shall be detailed in regulations governing the Audit Committee. These regulations shall be adopted, supplemented and amended by the Management Board together with the Supervisory Board. The regulations shall not contain any provisions that conflict with the law or these articles of association.
9. The provisions of these articles of association pertaining to the Supervisory Board apply, where possible, by analogy to the Audit Committee's procedures, meetings and decision-making process, with the proviso that if a resolution of the Audit Committee is not passed unanimously, that fact and the justification thereof must be set out in a report.

#### **Article 27 - The Board of Experts**

1. Subject to the provisions of the covenant concluded between the Foundation and the State of the Netherlands, a Board of Experts, referred to below as 'the BoE', shall be appointed, maintained and dismissed. Members are appointed for a maximum period of five years.
2. The BoE must comprise at least four independent experts, including a chair, who have

- such know-how and experience to guarantee sufficient expertise within the BoE in the fields of - primatology; - ethology;
- veterinary medicine;
  - ethics; and
  - biological safety.
3. The tasks of the BoE, in the context of the zoonotic agents relating to the infected chimpanzees as referred to in the covenant, are:
    - a. to supervise control of all critical aspects regarding animal welfare, animal health and public health;
    - b. to send a report every six months to the Foundation's Management Board and the Dutch Minister of Public Health, Welfare and Sports, giving its findings on the aspects referred to in a. above;
    - c. to advise the persons and bodies referred to in b. above in the report of findings about measures to be taken, including changes to standard procedures and the ordering of additional diagnostic tests, insofar as relevant for proper control of the aspects referred to in a. above;
    - d. where necessary, to report and advise the persons and bodies referred to in b. above in the interim about matters as referred to above.
  4. The BoE must adopt separate regulations on its procedures, which must not conflict with the law, these articles of association or the provisions of the said covenant. The adoption of regulations, and amendments and additions thereto, require approval from the Foundation's Management Board.  
The BoE must send a copy of the said regulations, and any amendments thereto, as soon as possible after their adoption to the Foundation's Management Board and the Minister of Public Health, Welfare and Sports, for their information.
  5. The provisions of these articles of association relating to the Supervisory Board apply by analogy, where possible, to meetings and decision-taking within the BoE with the proviso that the BoE must hold a meeting at least twice per calendar year.
  6. The Foundation's Management Board, or a deputy designated by this Board, shall be entitled to attend the meetings of the BoE.  
The BoE must send the Foundation's Management Board an invitation and an agenda for each meeting.
  7. A report shall be drawn up of all meetings of the BoE. Within two weeks of the report's adoption, the BoE must send a copy of this report to the Foundation's Management Board and the minister of Public Health, Welfare and Sports.
  8. The provisions of Articles 8 and 17 of these articles of association regarding conflicts of interest apply by analogy to the members of the BoE in dealings with the Board as a whole, the Foundation or its directors.
  9.
    - a. The members of the BoE shall not receive any remuneration for their work.
    - b. However, they are entitled to reimbursement of reasonable expenses incurred in the performance of their duties.
    - c. The reimbursement of expenses incurred by the members of the BoE shall be determined by the Foundation's Management Board, where possible as a fixed sum. The resolution to be passed by the Management Board on determining the reimbursements shall also determine the terms and conditions in that respect.
    - d. The said reimbursement of expenses shall be fully and exclusively payable from the funds received by the Foundation under the covenant.

#### **Part IV. Financial year, annual accounts and budget**

##### **Article 28 - Financial year**

The financial year runs concurrently with the calendar year.

##### **Article 29 - Annual accounts and annual report**

1. Within five months of the close of the financial year, the Management Board shall draw up the annual accounts and the annual report, including a statement containing key

- figures and prognoses, that must satisfy the prevailing rules.
2. The Supervisory Board shall give instructions to an accountant as referred to in Book 2 Article Section 393(1) of the Dutch Civil Code, or an organisation in which such accountants work together, to audit the documents referred to in the first section. If the Supervisory Board does not appoint an accountant, the accountant will be appointed by the Management Board.
  3. The instructions to audit these annual accounts may be withdrawn by the body that has given the instructions. If the Management Board has given the instructions to audit the annual accounts and give an opinion thereon, the instructions may also be withdrawn by the Supervisory Board.
  4. The Management Board shall not adopt the accounts referred to in the first section, and the Supervisory Board shall not approve them until they have read the accountant's findings.
  5. If the Supervisory Board approves of the annual accounts as referred to in the first section, it shall discharge the Management Board from liability.
  6. The annual accounts and annual report are signed by all directors and supervisory directors. If the signature of any of them is missing, that fact and the reason for it must be stated.

#### **Article 30 - Budget**

1. Before the close of the financial year, the Management Board shall adopt the budget for the next financial year.
2. To this end, the Management Board shall require the prior approval of the Supervisory Board.
3. If there is no approved budget at the start of the financial year, the figures from the previous month will be used as the starting point, unless the Supervisory Board resolves otherwise.

#### **Chapter V. Amendment of the articles of association**

##### **Article 31 - Conditions**

1. Amendments to the articles of association require the unanimous decision of the Management Board. The Management Board requires the prior approval of the Supervisory Board.
2. Approval can only be given pursuant to a resolution passed by the Supervisory Board in a meeting convened by notice stating that a motion to amend these articles of association is to be presented in that meeting.
3. A resolution to approve the resolution to amend these articles of association must be passed by a two-thirds majority of the votes validly cast in a meeting at which all supervisory directors are present.
4. If the meeting of the Supervisory Board is not quorate, a new meeting shall be convened at the latest ten business days later, in which a resolution may be passed by a two-thirds majority of the votes then validly cast. This meeting shall be held not sooner than two weeks and not later than six weeks after the first meeting. Those having given notice convening the meeting to discuss a motion to amend these articles of association must include a copy of that motion, stating the verbatim text of the envisaged amendment, in the notice convening the meeting.
5. The provisions of sections 2 and 4 do not apply if the meeting of the Supervisory Board is quorate and the resolution to approve the envisaged resolution to amend these articles of association is passed unanimously.
6. The amendments to these articles of association do not take effect until a notarial deed to that effect has been drawn up.

#### **PART VI. Dissolution of the Foundation**

##### **Article 32 - Manners of dissolution**

The Foundation shall be dissolved:

1. By a unanimous decision of the Management Board to that effect, with the approval of

- the Supervisory Board.
2. Following bankruptcy either because of the lifting of the bankruptcy order due to lack of assets or because of insolvency.
  3. By the court in the situations provided for by the law.

#### **Article 33 - Conditions**

The provisions regarding amendments to these articles of association of the Foundation apply by analogy, where possible, to a resolution to dissolve the Foundation.

#### **Article 34 - Liquidators**

1. After dissolution of the Foundation, its assets shall be liquidated by one or more liquidators, to be appointed by the Foundation's Management Board, after prior approval from the Supervisory Board.
2. The liquidator must act in accordance with the following provisions:
  - a. If the immovable property may be useful within the field of one or more of the formal partnerships of the Foundation, the assets and liabilities of the dissolved Foundation shall first be offered to the other entities within those partnerships, which they may take over in full or in part.
  - b. Insofar as the assets and liabilities are not taken over because the offers referred to in subsection a. are not accepted, the Foundation's assets must be converted to cash and the debts must be paid.
  - c. The liquidation surplus will be spent by the liquidator(s), on the recommendation of the Management Board, which recommendation requires the prior approval of the Supervisory Board, for the benefit of a Public Benefit Institution ('ANBI') with a similar object or to a foreign institution with at least 90% public benefit.  
The Supervisory Board shall ensure that the procedure is appropriate.

#### **Part VII. Regulations**

##### **Article 35 - Regulations**

1. The regulations of the Management Board, of the Supervisory Board and of the Audit Committee shall be adopted, amended and supplemented jointly by the Management Board and the Supervisory Board. All other regulations are adopted by the Management Board.
2. The regulations shall not contain any provisions that conflict with the law or these articles of association.

##### **Final provisions**

##### **Article 36 - Merger and demerger**

- a. The Management Board is authorized to pass a resolution to merge or demerge the Foundation, subject to prior approval from the Supervisory Board, and having regard to the provisions in these articles of association and the law.
- b. In the event of a legal merger or demerger of the Foundation, it must be guaranteed that the Foundation's assets at the time when the resolution was passed, as well as the income therefrom, are appropriated or spent as prescribed prior to the merger.
- c. The Foundation's assets at the time when the resolution to merge or demerge the Foundation was passed, as well as the income therefrom, may only be appropriated differently than prescribed prior to the merger or demerger with prior written consent of the competent court in the Netherlands.

#### **ANNEX**

Attached to this deed are:

- The said powers of attorney / resolution of the Management Board;
- copy signed extract of minutes.

#### **CONCLUSION**

In whiteness whereof this deed was executed in Terheijden on the date set out at the opening line.

The grantors and the person appearing have sufficiently proved their identities to me, civil-law notary, in accordance with the relevant regulations.



The substance of the deed has been communicated and explained to the person appearing.

The person appearing declared:

- She did not require the deed to be read out in full;
- having taken note of;
- and agreed to the contents of the deed.

After its limited reading, this deed was immediately signed by the person appearing and then by me, civil-law notary.

(Followed by signatures)

ISSUED AS A TRUE COPY:

[Seal Notary] [Signature]