



*Continuous text of the articles of **TME Pharma N.V.**, as these read after the execution of the deed of partial amendment of the articles of association before Dirk-Jan Jeroen Smit, civil law notary in Amsterdam, the Netherlands, on 30 June 2023.*

*Please note that this is an unofficial office translation, in which 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 text will by law govern.*

## ARTICLES OF ASSOCIATION

### CHAPTER I.

#### Definitions.

##### Article 1.

In these articles of association the following expressions shall have the following meanings:

- (a) the **board of directors**: the corporate body of the company consisting of the managing directors in office;
- (b) the **supervisory board**: the corporate body of the company consisting of the supervisory directors in office;
- (c) the **general meeting**: the body of the company formed by shareholders and other persons with meeting rights;
- (d) **group company**: means a group company of the company as referred to in Section 2:24b of the Dutch Civil Code.
- (e) **in writing** or **written**: a reproducible message transmitted by any current means of (electronic) communication;
- (f) **subsidiary**: means a subsidiary of the company as referred to in Section 2:24a of the Dutch Civil Code; and
- (g) the **trade register**: means the trade register of the Dutch Chamber of Commerce.

### CHAPTER II.

#### Name. seat. objects.

##### Article 2. Name and seat.

1. The name of the company is:  
**TME Pharma N.V.**
2. The corporate seat of the company is in Amsterdam, the Netherlands.
3. The place of effective management of the company is in the Federal Republic of Germany.

##### Article 3. Objectives.

The objectives of the company are:

- (a) to develop, bring to market and exploit products and technologies in the field of biotechnology;

- (b) to research and develop (or the commission to research and develop) patents, know-how and intellectual and industrial property;
- (c) to make products available to patient populations that may benefit from such products and to maintain a suitable pipeline of products that may be beneficial for relevant patient populations;
- (d) to incorporate, to participate in any way whatsoever, to manage, to supervise, to operate and to promote enterprises, businesses and companies;
- (e) to render advice and services to businesses and companies with which the company forms a group and to third parties;
- (f) to finance businesses and companies;
- (g) to borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness as well as to enter into agreements in connection with the aforementioned;
- (h) to render guarantees, to bind the company and to pledge its assets for obligations of the companies and enterprises with which it forms a group and on behalf of third parties;
- (i) to obtain, alienate, manage and exploit registered property and items of property in general;
- (j) to trade in currencies, securities and items of property in general;
- (k) to perform any and all activities of industrial, financial or commercial nature, and everything pertaining the foregoing, relating thereto or conductive thereto, all in the widest sense of the word.

### **CHAPTER III.**

#### **Authorised capital and shares. Shareholders' register.**

##### **Article 4. Authorised capital and shares.**

1. The authorised capital of the company amounts to nine hundred thousand euro (€ 900,000).
2. The capital is divided into:
  - (i) eighty million (80,000,000) ordinary shares, numbered consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01); and
  - (ii) ten million (10,000,000) preference shares, numbered consecutively from 1 onwards, each share with a nominal value of one eurocent (€ 0.01).
3. All shares are registered shares. No share certificates shall be issued.
4. The company cannot lend its cooperation to the issuance of depository receipts (*certificaten van aandelen*) for shares in its share capital.
5. When a share belongs to a community of property, the company shall allow only one person, designated by the persons concerned, to exercise the rights attributable to such share.
6. Each holder of preference shares may, subject to paragraph 1 and 2 of article 4 of these articles of association and the restrictions under Dutch law, at any time request the board of directors in writing to convert one or more preference shares into ordinary shares. Each



preference share will be converted into one ordinary share. Upon issuance of one or more preference shares, the corporate body resolving upon such issuance, may set additional pre-requisites for the conversion of those shares.

7. The written request referred to above in paragraph 1 of this article, shall state the name of the shareholder concerned and the relevant number of preference shares (each a **Conversion Request**).
8. Within two (2) weeks from receipt of a duly completed Conversion Request, the board of directors shall give effect to a conversion, subject only to any pre-set prerequisites as referred to under paragraph 1 above, if any, and the availability of ordinary shares pursuant to article 4 paragraphs 1 and 2, and the conversion shall then take effect as of the moment the board of directors confirm receipt of the Conversion Request. If no effect can be given to a Conversion Request due to insufficient availability of ordinary shares pursuant to article 4 paragraphs 1 and 2, a proposal to change the authorised capital for this purpose will be put on the agenda at the next general meeting.
9. Ordinary shares are freely transferable. A transfer of preference shares can only be effected to a transferee who already holds preference shares and with due observance of paragraph 10,11 and 12 of this article 4. The board of directors may decide to waive the requirement for a transfer to a holder of preference shares only.
10. A shareholder who wishes to transfer one or more preference shares shall require the approval of the board of directors.
11. If the board of directors grants the approval, or if approval is deemed to have been granted as provided for in paragraph 12 of this article, the transfer must be effected within three (3) months of the date of such approval or deemed approval.
12. If the board of directors does not grant the approval, then the board of directors should at the same time provide the requesting shareholder with the names of one or more prospective purchasers who are prepared to purchase all the preference shares referred to in the request for approval, against payment in cash. If the board of directors does not grant the approval but at the same time fails to designate prospective purchasers, then approval shall be deemed to have been granted. The approval shall likewise be deemed granted if the board of directors has not made a decision in respect of the request for approval within six (6) weeks upon receipt of such request.
13. The requesting shareholder and the prospective purchaser accepted by him shall determine the purchase price referred to in paragraph 12 of this article by mutual agreement. Failing agreement, the purchase price shall be determined in accordance with article 2:87 paragraph 2 of the Civil Code.

## **Article 5. Register of shareholders.**

1. The board of directors shall keep a register in which the names and addresses of all shareholders are recorded, showing the date on which they acquired the shares, the date of the acknowledgement or notification and the amount paid on each share.



2. The names and addresses of those with a right of usufruct or a right of pledge on the shares shall be recorded in the register, stating the date on which they acquired such right, the date of acknowledgement or notification, and which rights attached to the relevant shares accrue to them in accordance with article 13, paragraph 2.
3. The register may be kept in an electronic form.
4. The register shall be kept accurate and up to date. Shareholders and others whose details must be reflected in the register pursuant to paragraph 2 of this article above shall timely provide the board of directors with the required information. All entries and notes in the register shall be signed by a managing director.
5. Shares that are part of a collective deposit or a book-entry deposit of shares, may be recorded in the register in the name of the relevant intermediary or the central institution, together with the date as per which they belong to the collective deposit or the book-entry deposit.
6. On application by a shareholder, a usufructuary and a pledgee, the registrar shall furnish an extract from the register, free of charge, insofar as it relates to his rights on a share.
7. The board of directors shall make the register available at the company's office for inspection by shareholders and the usufructuaries and pledgees of shares to whom the voting rights accrue.
8. The board of directors shall be authorised to disclose information and data contained in the register and/or have the same inspected to the extent that this is requested to comply with applicable legislation or rules of a stock exchange where the company's shares are listed from time to time.

## CHAPTER IV.

### Issuance of shares.

#### Article 6. Issuance of shares. Conditions of issuance.

1. The general meeting or alternatively the board of directors, if it has been designated to do so by the general meeting, shall have authority to resolve on any issuance of shares. The general meeting shall, for as long as any such designation of the board of directors for this purpose is in force, no longer have authority to decide on the issuance of shares.
2. The general meeting or the board of directors if so designated as provided in paragraph 1 of this article above, shall decide on the price and the further terms and conditions of issuance, with due observance of what has been provided in relation thereto in the law and in the articles of association.
3. If the board of directors is designated to have authority to decide on the issuance of shares, such designation shall specify the maximum number of shares that can be issued under such designation. When making such designation the duration thereof, which shall not be for more than five (5) years, shall be resolved upon at the same time. The designation may be extended from time to time for periods not exceeding

five (5) years. The designation may not be withdrawn unless otherwise provided in the resolution in which the designation is made.

4. Within eight (8) days after the passing of a resolution of the general meeting to issue shares or to designate the board of directors as provided in paragraph 1 of this article, the company shall deposit the complete text of such resolution at the offices of the trade register. Within eight (8) days after the end of each quarter of the financial year, the company shall notify the trade register of each issuance of shares which occurred during such quarter. Such notification shall state the number of shares issued.
5. A resolution of the general meeting to issue shares or to designate the board of directors as the competent corporate body to do so, can only be adopted at the proposal of the board of directors.
6. What has been provided in the paragraphs 1 to 5 inclusive of this article shall mutatis mutandis be applicable to the granting of rights to subscribe for shares but shall not be applicable to the issuance of shares in respect of any exercise of such rights.

#### **Article 7. Pre-emptive rights.**

1. Upon the issuance of ordinary shares, each holder of ordinary shares shall have pre-emptive rights in proportion to the aggregate nominal value of his shares. A shareholder shall not have a pre-emptive right in respect of preference shares or ordinary shares issued against a non-cash contribution. He shall also not have a pre-emptive right in respect of ordinary shares issued to employees of the company or of a group company.
2. The issuance of ordinary shares with pre-emptive rights and the period during which such rights can be exercised shall be announced in the Dutch State Gazette (*Staatscourant*), in a nationally distributed daily newspaper and on the company's corporate website.
3. Pre-emptive rights may be exercised during a period of at least two (2) weeks from the day of announcement
4. Prior to each single issuance, the pre-emptive rights may be limited or excluded by a resolution of the general meeting or a resolution of the board of directors if it has been designated to do so by the general meeting and provided the board of directors has also been authorized to resolve on the issuance of shares of the company. The provisions of the last three sentences of article 6, paragraph 3 shall apply mutatis mutandis with respect to the designation to the board of directors. Such competence of the board of directors shall end on the date on which its competence to issue shares ends, whatever the circumstances
5. A resolution of the general meeting to restrict or exclude the pre-emptive rights or to designate the board of directors as the corporate body competent to do so, can only be adopted at the proposal of the board of directors.
6. A resolution of the general meeting to restrict or to exclude the pre-emptive rights or to designate the board of directors as the corporate body competent to do so shall require a majority of not less than two-thirds of the votes cast, if less than one-half of the



company's issued and outstanding capital is represented at the meeting. Within eight (8) days after adoption of the resolution, the complete text thereof must be deposited at the offices of the trade register.

7. When rights are granted to subscribe for ordinary shares, the shareholders shall have pre-emptive rights in respect thereof; the foregoing provisions of this article 7 shall apply by analogy. Shareholders shall have no pre-emptive rights in respect of shares issued to a person exercising a right to subscribe for shares previously granted."

## **Article 8. Payment on shares.**

1. Upon issuance of a share, the full nominal value thereof must be paid-up, as well as the difference between the two amounts if the share is subscribed for at a higher price.
2. Payment for a share must be made in cash insofar as no non-cash contribution has been agreed on.
3. The board of directors is expressly authorised to enter into legal acts relating to non-cash contributions and the other the legal acts referred to in Section 2:94 of the Dutch Civil Code, without the prior consent of the general meeting.

## **CHAPTER V.**

### **Acquisition of treasury shares. Reduction of issued share capital.**

#### **Article 9. Own shares.**

1. When issuing shares, the company may not subscribe for its own shares.
2. The company shall be entitled to acquire its own fully paid-up shares or depository receipts thereof, provided that either such acquisition is made for no consideration (*om niet*) or that:
  - (a) the company's equity after deduction of the acquisition price for the relevant shares or depository receipts thereof, is not less than the sum of the paid-up and called-up part of the issued capital and the reserves which must be maintained by virtue of the law, and
  - (b) the aggregate nominal value of the shares or depository receipts thereof, which the company acquires, holds, holds in pledge or which are held by a subsidiary, does not amount to more than half of the company's issued share capital.

For the purpose of applying the provision under (a), the amount of equity shown in the last adopted balance sheet, reduced by the acquisition price for the relevant shares or depository receipts thereof and further reduced by the amount of the loans as referred to in article 10, distributions of profits or on account of reserves to others, which have become due from the company and its subsidiaries after the balance sheet date, shall be decisive. An acquisition in accordance with this paragraph 2 shall not be permitted, if more than six (6) months have elapsed after the end of a financial year without the annual accounts having been adopted.

3. Acquisition for valuable consideration shall be permitted only if the general meeting, and such only at the proposal of the board of directors, will have authorised the



board of directors to do so and shall have stipulated the number of shares or depository receipts thereof which may be acquired, the manner in which they may be acquired and the limits within which the price must be set. Such authorisation shall be valid for a period not exceeding eighteen (18) months.

4. The company may, without authorisation by the general meeting, acquire its own shares or depository receipts thereof for the purpose of transferring such shares or depository receipts to employees of the company or of a group company under a scheme applicable to such employees, provided such shares or depository receipts thereof are quoted on the price list of a stock exchange.
5. Paragraphs 2 and 3 of this article 9 do not apply to shares or depository receipts thereof which the company acquires by universal succession in title (*onder algemene titel*).
6. No voting rights may be exercised for any share held by the company or by a subsidiary, nor for any share for which the company or a subsidiary holds the depository receipts. However, usufructuaries and pledgees of shares owned by the company or a subsidiary are not excluded from exercising the voting rights, if the usufruct or pledge was created before the share was owned by the company or a subsidiary. The company or a subsidiary may not exercise voting rights for shares in respect of which it holds a usufruct or pledge.
7. Any shares held by the company or by a subsidiary or any shares for which the company or a subsidiary hold the depository receipts, shall not be included for the calculation of the allocation and distribution of profits.
8. The board of directors shall be authorized to dispose of shares held by the company or depository receipts thereof.

## **Article 10. Financial Assistance.**

The company may not give security, guarantee the price, or in any other way answer to or bind itself either severally or jointly for or on behalf of third parties, with a view to a subscription for or an acquisition of shares or depository receipts thereof by others. The company may only give loans in the respect if the requirements of Section 2:98 of the Dutch Civil Code have been met. This prohibition shall not apply if the shares or depository receipts thereof are subscribed for or acquired by or for employees of the company or of a group company. The prohibition and exception provided for in this article 10 shall also apply to subsidiaries.

## **Article 11. Reduction of the issued share capital.**

1. The general meeting may, but only at the proposal of the board of directors, resolve to reduce the company's issued capital:
  - (a) by cancellation of shares; or
  - (b) by reducing the nominal value of shares by amendment of the articles of association,provided that the issued capital or the paid-up part of it will not drop below the amount prescribed by Section 2:67 of the Dutch Civil Code. The shares in respect



- of which such resolution is passed must be designated therein and the resolution must also state the provisions for the implementation of such resolution.
2. A resolution to cancel shares may only relate to shares held by the company itself in its own share capital or for which it holds the depository receipts.
  3. A reduction of the nominal value of shares without repayment must be made pro rata on all shares.
  4. A partial repayment on shares shall be possible only on implementation of a resolution to reduce the nominal value of such shares. Such repayment must be effected in proportion to all shares.
  5. For a resolution of the general meeting to reduce the company's issued capital, a majority of at least two-thirds of the votes cast shall be required if less than half of the company's issued and outstanding capital is represented at the meeting.
  6. The notice convening a general meeting at which a resolution referred to in this article 11 is to be passed shall state the object of the reduction of capital and the manner of implementation. The persons giving notice of such meeting must simultaneously deposit at the offices of the company and at such other places as may have been determined in the notice, a copy of such proposal, containing the complete text of the proposed reduction of capital for the inspection of each shareholder until the end of the meeting. Each shareholder as well as each usufructuary and each pledgee of shares to whom the voting rights accrue may obtain a copy of this proposal free of charge.

## **CHAPTER VI.**

### **Transfer of shares. Right of usufruct and pledge of shares.**

#### **Article 12. Transfer of shares.**

The transfer of a share shall require an instrument intended for such purpose and, save when the company itself is a party to such legal act, the written acknowledgement by the company of the transfer. The acknowledgement shall be made in the instrument or by a dated statement of acknowledgement on the instrument or on a copy or extract thereof signed as a true copy by a civil law notary or the transferor. Official service of such instrument or such copy or extract on the company shall be considered to have the same effect as an acknowledgement. The transfer of the rights of a participant with respect to shares which are included in a securities depository system shall be effected in accordance with the provisions of applicable law.

#### **Article 13. Right of usufruct on shares and pledging of shares.**

1. The provisions of article 12 shall apply by analogy to the creation or transfer of a usufruct and to the pledging of shares. Shares may also be pledged without acknowledgement by or official service on the company. In such case, Section 3:239 of the Dutch Civil Code shall apply by analogy, substituting acknowledgement by or official service on the company for the notification referred to in subsection 3 of said statutory provision.



2. The shareholder shall be entitled to exercise the voting rights attributable to shares in respect of which a usufruct has been created or which have been pledged. However, the voting rights shall accrue to the usufructuary or pledgee if this has been stipulated at the creation of the usufruct or pledge. The shareholder who has no voting rights and the usufructuary or pledgee who does have the voting rights shall have the rights which the law confers upon holders of depository receipts issued for shares with the company's co-operation. The rights referred to in the foregoing sentence shall not accrue to the usufructuary or pledgee of shares who has no voting rights.

## CHAPTER VII.

### The board of directors.

#### Article 14. Composition. Appointment, suspension and dismissal. Remuneration.

1. The board of directors of the company shall consist of one (1) or more managing directors.
2. The number of managing directors shall be determined by the supervisory board after consultation with the board of directors.
3. The general meeting shall appoint the managing directors upon a binding nomination prepared by the supervisory board. The general meeting may at all times deprive such a nomination of its binding character by a resolution passed by at least two-thirds of the votes cast representing more than one-half of the company's issued share capital, following which the supervisory board shall draw up a new binding nomination.
4. When a nomination for appointment of a person as a managing director is made, the following particulars shall be stated: his/her age and the positions he/she holds or has held, insofar as these are relevant for the performance of the duties of a managing director. The nomination must state the reasons on which it is based.
5. Each managing director may be suspended or dismissed at any time by the general meeting. Each managing director may also, at any time, be suspended by the supervisory board. Such suspension may be discontinued by the general meeting at any time. A resolution of the general meeting to dismiss a managing director other than in accordance with a proposal of the supervisory board shall require a majority of at least two-thirds of the votes cast representing at least one-half of the company's issued share capital.
6. Any suspension may be extended one or more times, but may not last longer than three (3) months in the aggregate. If at the end of that period no decision has been taken on termination of the suspension, or on dismissal, the suspension shall end.
7. The company shall have a policy in respect of the remuneration of the managing directors. Such remuneration policy shall be adopted by the general meeting. The remuneration policy shall at least raise the subjects referred to in Section 2:383 (c) to Section 2:383 (e) of the Dutch Civil Code, to the extent they concern the board of directors.



8. With due observation of the remuneration policy referred to in paragraph 7 of this article 14 above and the provisions of law, the supervisory board may determine the remuneration for the managing directors in respect of the performance of their duties, provided that nothing herein contained shall preclude any managing directors from serving the company or any subsidiary or related company thereof in any other capacity and receiving compensation therefor.
9. The supervisory board shall submit to the general meeting for its approval plans to award shares or the right to subscribe for shares to the managing directors. The plans shall at least set out the number of shares and rights to subscribe for shares that may be awarded to the managing directors and the criteria that shall apply to the award or any change thereto.  
Failure to obtain the approval of the general meeting shall not affect the powers of representation of the board of directors.
10. The company shall not grant its managing directors any personal loans, guarantees or the like unless in the normal course of business and on terms applicable to the personnel as a whole, and after approval of the supervisory board.

#### **Article 15. Duties and powers.**

1. The managing directors shall be entrusted with the management of the company. In performing their duties the managing directors shall act in accordance with the interests of the company and the business connected with it.
2. The board of directors shall establish rules which shall include the procedure for holding meetings of the board of directors, the decision-making of the board of directors and the operating procedures of the board of directors. Such rules must be put in writing. The adoption of and any amendment to such rules require the approval of the supervisory board.
3. The supervisory board may designate one of the managing directors as chief executive officer. The supervisory board may grant other titles to the managing directors.
4. The managing directors shall supply supervisory board in due time with the information required for the performance of their duties.

#### **Article 16. Meetings of the board of directors. Decision-making process.**

1. The rules referred to in article 15, paragraph 2, may further provide for the decision-making process and working methods of the board of directors in addition to the relevant provisions of these articles of association.
2. Authorised in writing, a managing director may be represented by another managing director. A managing director may not act as representative for more than one (1) other managing director.
3. All resolutions shall be adopted by the favourable vote of the majority of the managing directors present or represented at the meeting, provided that the rules may contain specific provisions in this respect. Each managing director shall have



one (1) vote. In case of a tie, the chief executive officer the board of directors shall have the casting vote.

4. Resolutions of the board of directors may at all times be adopted in a manner other than at a meeting, in writing or otherwise, provided the proposal concerned is submitted to all managing directors then in office in respect of whom no conflict of interest within the meaning of paragraph 5 of this article 16 exists and none of them objects to the relevant manner of adopting resolutions.  
Adoption of resolutions in writing shall be effected by written statements from all relevant managing directors then in office in respect of whom no conflict of interest within the meaning of paragraph 5 of this article 16 exists.
5. Each managing director is obliged to inform the chairperson of the supervisory board of any conflict of interest between such managing director and the company without delay. A managing director shall not participate in any discussions and decision-making if he has a direct or indirect personal interest in the matter which is conflicting with the interest as referred to in article 15, paragraph 1. In case because of this no resolution can be adopted by the board of directors, the supervisory board will resolve on the matter.

## **Article 17. Approval of resolutions of the board of directors.**

1. The board of directors shall require the approval of the general meeting for resolutions concerning an important change in the company's identity or character, including in any case:
  - (a) the transfer to a third party of the business of the company or practically the entire business of the company;
  - (b) the entry into or breaking off of any long-term cooperation of the company or a subsidiary with another legal entity or company or as a fully liable partner of a general partnership or limited partnership, where such entry or breaking off is of far-reaching importance to the company;
  - (c) the acquisition or disposal by the company or a subsidiary of an interest in the capital of a company with a value of at least one-third of the company's assets according to the consolidated balance sheet with explanatory notes included in the last adopted annual accounts of the company.

In respect of these resolutions, a majority of at least two-thirds of the votes cast shall be required if less than half of the company's issued and outstanding capital is represented at the meeting.

Failure to obtain the approval required under this paragraph 1 shall not affect the powers of representation of the board of directors.

2. In addition, the supervisory board is entitled to require resolutions of the board of directors to be subject to its approval. These resolutions shall be clearly specified and notified to the board of directors in writing.

## **Article 18. Representation.**



1. The board of directors shall be authorised to represent the company. Two (2) managing directors can jointly also represent the company.
2. The board of directors may appoint individuals (*procuratiehouders*) with general or limited power to represent the company. Each of these individuals shall be able to represent the company with due observance of any restrictions imposed on him. The board of directors shall determine their titles.

#### **Article 19. Absence (*ontstentenis*) or prevention (*belet*).**

If one or more managing directors is/are absent or prevented from performing their duties, the remaining managing director(s) shall be temporarily entrusted with the entire management of the company. If all managing directors are absent or prevented from performing their/its duties, the management of the company shall be temporarily entrusted to the supervisory board, with the authority to temporarily entrust the management of the company to one or more supervisory board directors in particular and/or one or more other persons designated for this purpose.

### **CHAPTER VIII.**

#### **Supervisory board.**

#### **Article 20. Supervisory board. Appointment, suspension and dismissal.**

##### **Remuneration.**

1. The company shall have a supervisory board consisting of at least three (3) individuals. The number of supervisory directors shall be determined by the supervisory board.
2. The general meeting shall appoint the supervisory directors upon a binding nomination prepared by the supervisory board. The general meeting may at all times deprive such a nomination of its binding character by a resolution passed by at least two-thirds of the votes cast representing more than one-half of the company's issued share capital, following which the supervisory board shall draw up a new binding nomination.
3. When a nomination for appointment of a person as a supervisory director is made, the following particulars shall be stated: his/her age, his/her profession, the number of shares he/she holds and the positions he/she holds or has held, insofar as these are relevant for the performance of the duties of a supervisory director. Furthermore, the names of the legal entities of which he/she is already a supervisory board member or a non-executive member of the board of directors shall be indicated; if those include legal entities which belong to the same group, a reference of that group will be sufficient. The nomination must state the reasons on which it is based.
4. A supervisory director may at any time be suspended or dismissed by the general meeting. A resolution of the general meeting to dismiss a supervisory board director other than in accordance with a proposal of the supervisory board shall require a majority of at least two-thirds of the votes cast representing at least one-half of the company's issued share capital.



5. Any suspension may be extended one or more times, but may not last longer than three (3) months in the aggregate. If at the end of that period no decision has been taken on termination of the suspension, or on dismissal, the suspension shall end.
6. The supervisory board shall submit to the general meeting a proposal in connection with the compensation of the supervisory directors. With due observation of such proposal and the provisions of law, the general meeting may determine the remuneration for the supervisory directors in respect of the performance of their duties.

## **Article 21. Duties and powers.**

1. It shall be the duty of the supervisory board to supervise the activities of the board of directors and the general course of affairs in the company and the business connected with it. It shall assist the board of directors with advice. In performing their duties, the supervisory directors shall act in accordance with the interests of the company and of the business connected with it.
2. The supervisory board may establish further rules regarding procedures for holding meetings of the supervisory board, its decision-making and operating procedures in the addition to those already provided for in these articles of association. Such rules must be put in writing.
3. The supervisory board may appoint from among its members an audit committee, a compensation committee and a nominating and corporate governance committee. The supervisory board may decide to combine the tasks and duties of a compensation committee and a nominating and corporate governance committee and entrust those to one committee.
4. The supervisory board may request assistance from experts. The costs of such assistance shall be for the account of the company.
5. The supervisory board shall have access to the buildings and premises of the company and its subsidiaries and shall be authorised to inspect the books and records of the company and its subsidiaries at any time. The supervisory board may designate one or more persons from among its members or an expert to exercise these powers.

## **Article 22. Proceedings and decision-making process.**

1. The supervisory board shall elect a chairperson from among its members, and a deputy chairperson who shall act in place of the chairperson in the latter's absence.
2. The supervisory board shall meet whenever a supervisory director, or the board of directors deems such necessary.
3. Authorised in writing, a supervisory director may be represented by another supervisory director. A supervisory director may not act as representative for more than one (1) other supervisory director.
4. All resolutions shall be adopted by the favourable vote of the majority of the relevant supervisory directors present or represented at the meeting, provided that the rules may contain specific provisions in this respect. Each supervisory director shall have



- one (1) vote. In case of any tie vote, the chairperson of the supervisory board shall have the casting vote.
5. Resolutions of the supervisory board may at all times be adopted in a manner other than at a meeting, in writing or otherwise, provided the proposal concerned is submitted to all supervisory directors then in office in respect of whom no conflict of interest within the meaning of paragraph 6 of this article 22 exists and none of them objects to the relevant manner of adopting resolutions.  
Adoption of resolutions in writing shall be effected by written statements from all relevant supervisory directors then in office in respect of whom no conflict of interest within the meaning of paragraph 6 of this article 22 exists.
6. Each supervisory director is obliged to inform the chairperson of the supervisory board of any conflict of interest between such supervisory director and the company without delay. A supervisory director shall not participate in any deliberations or decision-making process of the supervisory board, if such supervisory director has a direct or indirect personal interest which conflicts with the interest of the company or its business. In such case the other non-conflicted supervisory directors shall pass the resolution. If all supervisory directors are conflicted as referred to above, then the supervisory board will resolve on the matter as if there were no conflict of interest within the meaning of the first sentence of this paragraph.

## **Article 23. Absence or prevention supervisory director(s).**

If one or more supervisory directors is/are absent or prevented from performing their duties, the remaining supervisory director(s) shall be temporarily entrusted with the task and duties of the supervisory board. If all supervisory directors or the sole supervisory director are/is absent or prevented from performing their/its duties, the task and duties of the supervisory board shall be temporarily entrusted to the person designated for this purpose by the general meeting.

## **CHAPTER IX.**

### **Article 24. Indemnity.**

The company shall indemnify any and all of its managing directors, supervisory directors, officers, former managing directors, former supervisory directors, former officers against any and all liabilities, claims, judgments, fines and penalties incurred by them as a result of any threatened, pending or completed action, investigation or other proceeding, whether civil, criminal or administrative, brought by any party other than the company itself or its group companies, in relation to acts or omissions in or related to his or her capacity as managing director, supervisory director or officer of the company, except in relation to claims insofar as they relate to the gaining in fact of personal profits, advantages or remuneration to which the relevant person was not legally entitled, or if the relevant person has been adjudged to be liable for wilful misconduct or intentional recklessness. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled otherwise.

## **CHAPTER X.**

### **Financial year and annual accounts. Profits and distributions.**



## **Article 25. Financial year and annual accounts.**

1. The company's financial year shall be the calendar year.
2. Annually, not later than five (5) months after the end of the financial year, unless by reason of special circumstances this term is extended by the general meeting by not more than five (5) months, the board of directors shall prepare the balance sheet and the profit and loss account together with the explanatory notes thereto (the **annual accounts**).
3. The annual accounts shall be signed by each director and each supervisory director. If the signature of one or more directors or supervisory directors is missing, this shall be stated and reasons for this omission shall be given.
4. Annually, the supervisory board shall prepare a report, which shall be enclosed with the annual accounts.
5. The board of directors shall deposit the annual accounts for inspection by the shareholders at the office of the company within the period referred to in paragraph 2. Within this period the board of directors shall also deposit the annual report for inspection by the shareholders.

## **Article 26. Audit.**

1. The company may, and if the law so requires shall appoint a "register-accountant" or other accountant referred to in Section 2:393 of the Dutch Civil Code, as well as an organisation within which such accountants practice, to audit the annual accounts.
2. If the general meeting fails to appoint the accountant as referred to in paragraph 1 of this article, this appointment shall be made by the supervisory board. If the supervisory board subsequently fails to appoint the accountant, this appointment shall be made by the board of directors.
3. The accountant shall, in any event, attend the meeting of the board of directors and the meeting of the supervisory board at which the report of the accountant is discussed and at which the annual accounts are to be approved.
4. The accountant may be questioned by the general meeting in relation to his statement on the fairness of the annual accounts. The accountant shall therefore be invited to attend the general meeting convened for the adoption of the annual accounts.

## **Article 27. Publication of the annual accounts.**

1. The company shall ensure that the annual accounts and the annual report and the statements of the auditor are available at its office as from the date on which the general meeting at which they are intended to be dealt with is called. The shareholders and those who are permitted by law to attend the meetings of shareholders shall be enabled to inspect these documents at the company's office and to obtain copies thereof free of charge.
2. The company shall publish the adopted annual accounts, which must take place within eight days after the adoption, subject to the provisions of Section 2:394,



subsections 2 and 3, of the Dutch Civil Code. Publication shall take place by deposit of a copy at the office of the trade register, with a note thereon of the date of adoption, subject to the provision of Section 2:394, subsection 8, of the Dutch Civil Code.

3. A copy of the annual report and of the other documents referred to in Section 2:392 of the Dutch Civil Code, shall be published simultaneously with the annual accounts and in the same manner. With the exception of the information referred to in said Section 2:392, subsection 1 under a, c, g and h, of the Dutch Civil Code, the foregoing shall not apply if the documents are made available for public inspection at the company's office, and if a full or partial copy thereof is supplied at not more than the cost price; if the second sentence of this paragraph is applicable, the company shall state this for entry in the trade register.

## **Article 28. Adoption of the annual accounts. Release from liability.**

1. The general meeting shall adopt the annual accounts. The annual accounts cannot be adopted if the general meeting has been unable to take cognisance of the accountant's statement.
2. At the general meeting at which it is resolved to adopt the annual accounts, a proposal concerning release of the managing directors and the supervisory directors from liability for their respective duties, insofar as the exercise of such duties is reflected in the annual accounts or otherwise disclosed to the general meeting prior to the adoption of the annual accounts, shall be brought up separately for discussion. The scope of any such release from liability shall be subject to limitations by virtue of the law.

## **Article 29. Profits, distributions and losses.**

1. The company shall have a policy on reserves and dividends, which shall be determined and may be amended by the board of directors. The adoption and thereafter each material change of the policy on reserves and dividends shall be discussed at the general meeting under a separate agenda item.
2. The company shall maintain a share premium exclusively attached to the class of preference shares and a share premium reserve exclusively attached to the class of ordinary shares. If upon a conversion of preference shares into ordinary shares a holder of to be converted preference shares is entitled to receive more than one ordinary share for each to be converted preference share, the board of directors shall be authorized to resolve upon any distribution out of the preference shares share premium reserve to pay up the additional ordinary shares from the pro rata parte part of the entitlement to the preference shares share premium reserve of the relevant shareholder. Upon a conversion of preference shares into ordinary shares, the board of directors shall further be authorized to re-allocate any remaining balance of the pro rata parte part of the entitlement to the preference shares share premium reserve of the relevant shareholder in favour of the share premium reserve exclusively attached to the class of ordinary shares.

3. The company shall maintain a separate dividend reserve for the preference shares. The preference shares shall not carry any entitlement to any other reserve of the company. Any distribution out of the preference shares dividend reserve or the partial or full release of such reserve will require a prior proposal from the board of directors and a subsequent resolution of the general meeting of holders of preference shares.
4. From the profits, if any, shown in the annual accounts, as adopted, the board of directors shall determine which part shall be reserved. The profits remaining thereafter shall first be applied to allocate and add to the preference shares dividend reserve an amount equal to one percent (1%) of the aggregate nominal amount of all outstanding preference share shares. The calculation of the amount to be allocated and added to the preference share shares dividend reserve shall occur on a time-proportionate basis. If preference share shares are issued during the financial year to which the allocation and addition pertains, then the amount to be allocated and added to the preference share shares dividend reserve in respect of these newly issued preference share shares shall be calculated as from the date on which such preference share shares were issued until the last day of the financial year concerned. The preference share shares shall not carry any other entitlement to the profits.
5. Any profits remaining thereafter shall be at the disposal of the general meeting for distribution of dividend on the ordinary shares only.
6. Distribution of dividends on the shares shall be made in proportion to the nominal value of each relevant share.
7. Distributions may be made only insofar as the company's equity exceeds the amount of the paid in and called up part of the issued capital, increased by the reserves which must be kept by virtue of the law.
8. If a loss was suffered during any one year, the board of directors may resolve to offset such loss by writing it off against a reserve which the company is not required to keep by virtue of the law.
9. The distribution of profits shall be made after the adoption of the annual accounts, from which it appears that the same is permitted
10. The board of directors may, subject to due observance of the policy of the company on reserves and dividends, resolve to make an interim distribution on the ordinary shares, provided the requirement of paragraph 6 of this article has been complied with, as shown by interim accounts. Such interim accounts shall show the financial position of the company not earlier than on the first day of the third month before the month in which the resolution to make the interim distribution is announced. Such interim accounts shall be signed by all members of the board of directors. If the signature of one or more of them is missing, this shall be stated and reasons for this omission shall be given. The interim accounts shall be deposited in the offices of the trade register within eight days after the day on which the resolution to make the interim distribution has been announced.
11. At the proposal of the board of directors, the general meeting may resolve to make a distribution on shares wholly or partly not in cash but in shares. At the proposal of the



board of directors, the general meeting may resolve that distributions are made in another currency than Euro.

12. The board of directors may, subject to due observance of the policy of the company on reserves and dividends and the provisions of paragraph 4 of this article, resolve that distributions shall be made to holders of shares out of one or more reserves.
13. Dividends and other distributions of profit shall be made payable in the manner and at such date(s) - within four (4) weeks after declaration thereof - and notice thereof shall be given, as the board of directors shall determine. The board of directors may determine that entitled to dividends and other distributions of profits shall be, the shareholders, usufructuaries and pledgees, as the case may be, at a record date within four (4) weeks after notification thereof. A claim of a shareholder for payment of a distribution shall be barred after five (5) years have elapsed."

## CHAPTER XI.

### **General meeting. Convocation. Decision-making process.**

#### **Article 30. General meeting. Agenda annual general meeting.**

1. At least one (1) general meeting shall be held every year, which meeting shall be held within six (6) months after the close of the financial year. Other general meetings shall be held whenever the board of directors or the supervisory board deems such to be necessary.
2. The agenda of the annual general meeting shall contain the subjects for discussion as required by law
3. Shareholders who, alone or jointly, represent at least three percent (3%) of the issued share capital shall have the right to request the board of directors that items be placed on the agenda of the general meeting. These requests shall be honoured by the board of directors if such motivated request or proposal for a resolution is received by the company in writing at least sixty (60) days before the date of the meeting.

#### **Article 31. Place of meetings. Notice.**

1. General meetings shall be held in Amsterdam or at Schiphol Airport, municipality of Haarlemmermeer, the Netherlands, and shall be called by the board of directors or the supervisory board with due observance of applicable statutory provisions and the applicable stock exchange regulations, no later than on the fifteenth (15<sup>th</sup>) day prior to date of the meeting.
2. All convocations of meetings of shareholders and all announcements, notifications and communications to shareholders shall be made by means of an announcement in a newspaper with national circulation in the Netherlands. Simultaneously, an announcement will be placed on the company's corporate website and such announcement shall remain accessible until the relevant general meeting. Any communication to be addressed to the general meeting by virtue of law or these articles of association, may be either included in the notice, referred to in the preceding sentence or, to the extent provided for in such notice, on the company's



corporate website and/or in a document made available for inspection at the office of the company and such other place(s) as the board of directors shall determine.

3. The notice shall state the place, date and hour of the meeting and the agenda of the meeting as well as the other data required by law.

## **Article 32. Rights at meetings and admittance.**

1. Each shareholder entitled to vote and each usufructuary or pledgee of shares to whom the voting rights accrue shall be entitled to attend the general meetings, to address such meetings and to exercise his voting rights provided that the requirements of this article 32 have been met.
2. As a prerequisite to attending the meeting and, to the extent applicable, exercising voting rights, the persons entitled to attend the meeting shall be obliged to inform the board of directors in writing of their identity and their intention to attend or (or be represented at) the general meeting. Such written notice must be received by the board of the directors ultimately at the date set for this purpose by board of directors and mentioned in the convening notice, which date may not be earlier than the seventh day prior to the general meeting.
3. The right to take part in the meeting in accordance with paragraph 1 of this article 32 above may be exercised by a proxy authorised in writing, provided that the power of attorney has been received by the board of directors not later than on the date mentioned in the notice of the meeting, which date may not be earlier than the seventh day prior to the general meeting. The company may offer those entitled to attend meetings the opportunity to notify the company by electronic means of communication of such a power of attorney.
4. When convening a general meeting, the board of directors may determine that persons with the right to vote or attend meetings shall be considered those persons who have these rights at a record date (the **record date**) and are registered as such in a register to be designated by the board of directors for such purpose, irrespective whether they will have these rights at the date of the meeting. If the board of directors so determines, the record date shall be the twenty-eighth (28<sup>th</sup>) day prior to the day of the meeting. In that case the notice of the meeting shall state the record date and the manner in which shareholders and other parties with meeting rights may have themselves registered and the manner in which those rights can be exercised.
5. Prior to being allowed admittance to a meeting, each person entitled to vote or his proxy must sign the attendance list. The chairperson of the meeting may decide that the attendance list must also be signed by other persons present at the meeting.
6. The chairperson of the meeting shall decide whether persons other than those mentioned above in this article 32 shall be admitted to the meeting.

## **Article 33. Chairperson of the meeting. Minutes.**

1. The general meetings shall be presided over by the chairperson of the supervisory board unless the supervisory board determines otherwise.



2. All matters pertaining to the course of proceedings at the meeting will be decided by the chairperson of the relevant meeting. The general meetings shall be conducted in the English language.
3. Minutes shall be kept of the proceedings at the general meeting by a person designated as secretary of the meeting by the chairperson. The minutes shall be adopted by the chairperson and the secretary of the meeting and as evidence thereof shall be signed by them.
4. The minutes of the general meeting shall be made available, on request, to the shareholders no later than three months after the end of the meeting, after which the shareholders shall have the opportunity to react to the minutes in the following three months. The minutes shall then be adopted in the manner as described in the preceding paragraph.
5. However, the chairperson may determine that notarial minutes shall be prepared of the proceedings of the meeting. In that case the official notarial record signed by the civil law notary shall be sufficient.

#### **Article 34. Voting. Adoption of resolutions.**

1. Each share (whether a ordinary share or preference share) confers the right to cast one (1) vote. Shares in respect of which the law determines that no votes may be cast shall be disregarded for the purposes of determining the proportion of shareholders voting, present or represented or the proportion of the share capital present or represented.
2. Valid resolutions of the general meeting can only be adopted at a general meeting for which notice is given and which is held in accordance with the relevant provisions of the law and of these articles of association.
3. Unless the law or these articles of association provide for a greater majority, all resolutions of the general meeting shall be adopted by an absolute majority of the votes cast. Blank and invalid votes shall not be counted as votes cast.
4. All votes shall be cast in writing or electronically. The chairperson of the meeting may, however, determine that voting by raising hands or in another manner shall be permitted.
5. Voting by acclamation shall be permitted if none of the shareholders present objects. If it concerns the holding of a vote on persons, anyone present at the meeting with voting rights may demand a vote by secret ballot. Votes by secret ballot shall be cast by means of secret, unsigned ballot papers.
6. The chairperson's decision at the meeting on the result of a vote shall be final and conclusive. The same shall apply to the contents of an adopted resolution if a vote is taken on an unwritten proposal. However, if the correctness of such decision is challenged immediately after it is pronounced, a new vote shall be taken if either the majority of the persons with voting rights present at the meeting or, where the original vote was not taken by roll call or in writing, any person with voting rights



present at the meeting, so demands. The legal consequences of the original vote shall be made null and void by the new vote.

## **CHAPTER XII.**

### **Amendment articles of association and dissolution. Liquidation.**

#### **Article 35. Amendment of articles of association and dissolution.**

1. A resolution of the general meeting to amend the articles of association or to dissolve the company can only be adopted pursuant to a prior proposal of the board of directors.
2. For a resolution of the general meeting to amend the articles of association, or to dissolve the company, a majority of at least two-thirds of the votes cast shall be required if less than half of the company's issued and outstanding capital is represented at the meeting.
3. When it concerns an amendment of the articles of association, a copy of the proposal in which the proposed amendment is quoted in full, must be filed for inspection in the company's office at the same time the convocation notice concerning the relevant meeting is published and in such other places as may have been determined in the notice, until the end of that meeting, and be made available, free of charge, to the shareholders and to the usufructuaries and pledgees of shares to whom the voting rights accrue.

#### **Article 36. Liquidation.**

1. If the company is dissolved by a resolution of the general meeting, the directors shall be charged with the liquidation of the company's assets and the supervisory directors with the supervision thereof, subject to the relevant provisions of Book 2 of the Dutch Civil Code.
2. During the liquidation the provisions of these articles of association shall remain in force to the extent possible.
3. Whatever remains of the company's equity after all its debts have been discharged
  - (i) shall first be applied to distribute the aggregate balance of share premium reserves and other reserves than the preference shares dividend reserve of the company to the holders of ordinary shares in proportion to the aggregate nominal value of the ordinary shares held by each;
  - (ii) secondly, from any balance remaining, an amount equal to the aggregate amount of the nominal value of the ordinary shares will be distributed to the holders of ordinary shares in proportion to the aggregate nominal value of ordinary shares held by each of them;
  - (iii) thirdly, from any balance remaining, an amount equal to the aggregate amount of the preference shares dividend reserve will be distributed to the holders of preference shares in proportion to the aggregate nominal value of the preference shares held by each of them; and

- (iv) lastly, from any balance remaining, the aggregate amount of the nominal value of the preference shares will be distributed to the holders of preference shares in proportion to the aggregate nominal value of the preference shares held by each.