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ROYAL PROFESSIONAL ORGANISATION OF CIVIL-LAW NOTARIES]

Van Buttingha Wichers
notarissen

[Initials on all pages]

JK/AH/58706

AMENDMENT TO THE ARTICLES OF ASSOCIATION KNCV

On this twenty-third day of August two thousand and twelve appeared before me, JOHAN REINDER EGBERT KIELSTRA LL.M., civil-law notary, practising in the city of The Hague:

Mrs GERARDA THERESIA MARIA SCHIPPERS, resident of 3016 DR Rotterdam, Willemsplein 559, born in Breda on the eighteenth of July nineteen hundred and sixty-two, proving her identity with her passport, number NU01F6R11 (issued in Rotterdam on the twenty-fifth day of January two thousand and eight), married, director of the association to be referred to below.

The person appearing stated:

On the twenty-seventh of September nineteen hundred and three, the association:

KONINKLIJKE NEDERLANDSE CENTRALE VERENIGING TOT BESTRIJDING DER TUBERCULOSE (KNCV) [ROYAL NETHERLANDS ASSOCIATION FOR THE PREVENTION & CONTROL OF TUBERCULOSIS] was formed, having its registered office in The Hague.

The Articles of above-mentioned association were last amended by deed, executed on the twenty-third of June two thousand and six, before B.H. Dyserinck LL.M., civil-law notary practising in The Hague.

At the General Meeting, held on the thirtieth of May two thousand and twelve, a resolution was validly passed to amend the Articles as referred to hereinafter.

A copy of the minutes of the above-mentioned General Meeting shall be appended to this original instrument.

In pursuance of the provisions, set out in article 21 paragraph 6 of the Articles, each director of the association shall be authorized to have the instrument, containing the amendment of the Articles, executed.

Now, in order to implement the above-mentioned resolution to amend the Articles,

the person appearing stated that the Articles of said association shall be adopted as follows:

Name and seat

Article 1

1. The name of the association is: KONINKLIJKE NEDERLANDSE CENTRALE VERENIGING TOT BESTRIJDING DER TUBERCULOSE (KNCV).
2. For public purposes the association may use the name: KNCV Tuberculosefonds [*KNCV/ Tuberculosis Foundation*].
3. The association shall hereinafter be referred to as KNCV.
4. The KNCV may internationally use the name: KNCV Tuberculosis Foundation.
5. Its registered office is located in The Hague.

Objects

Article 2

1. The objects of the KNCV are to promote the fight against tuberculosis, nationally and internationally, by, *inter alia*:
 - a. creating and maintaining ties between the different institutions and persons in the Netherlands and elsewhere in the world, that are working towards the prevention and control of tuberculosis;
 - b. raising awareness for the prevention and control of tuberculosis and keeping the awareness alive through the dissemination of written and oral information, by causing courses to be held and by promoting scientific research concerning tuberculosis and its control;
 - c. conducting research concerning the fight against tuberculosis;
 - d. giving advice about ways to prevent and control tuberculosis, as well as
 - e. by undertaking any and all other activities which may be conducive to these objects.
2. The KNCV may, as a side activity, develop and support similar work in other areas of public health.

Members - Admission

Article 3

1. Members of the KNCV may only be: associations and institutions which - exclusively or inclusively - have as their object or work the fight against tuberculosis, the GGD Nederland [the Dutch Association of Municipal Health Services], with its registered office in Utrecht, as well as other professional organisations whose members are involved in the prevention and control of tuberculosis.
2. Admission of members shall be effected in pursuance of a resolution of the Supervisory Committee. The Members' Meeting shall not be authorized to alter the

- decision of the Supervisory Committee regarding admission or non-admission.
3. A member shall be obliged to submit to the KNCV in writing the name of a natural person who shall be authorized to exercise the assembly rights, notably the voting right of the member, and who shall be competent to bind the member vis-à-vis the KNCV. The designation shall only lapse by the designation of another person.

Honorary Members - Associate Members

Article 4

1. Honorary members are those members who, on account of extraordinary merits for the KNCV or its objectives, have been designated as such on the proposal of the Supervisory Committee by the Members' Meeting.
2. Associate members may be institutions and natural persons working in health care or wishing to support the KNCV in its work.
3. Honorary members and associate members shall be entitled to attend the Members' Meeting and, at their request, receive publications to be issued by KNCV. The Board of Directors shall establish the other rights and obligations of the associate members.

Membership Fee

Article 5

The members shall be obliged to pay an annual membership fee.

Termination of membership

Article 6

1. Membership shall end:
 - upon the member ceasing to exist;
 - upon notice being given by the member;
 - upon notice of termination being given on behalf of the KNCV; this may be effected by the Supervisory Committee:
 - a. in the event of a member failing to meet his obligations vis-à-vis the KNCV;
 - b. in the event of a member losing the right to dispose of his property;
 - c. following the dissolution of a member, as well as
 - d_ in the event of it being, in all fairness, impossible to expect from the KNCV to continue the membership;
 - through a member being struck off the list (expulsion). This shall be effected by the Supervisory Committee. Expulsion may only be resolved upon in the event of a member acting contrary to the Articles, regulations or decisions of the KNCV, or of him prejudicing the KNCV.
- 2 Notice of termination of membership by the member may only be given in writing towards the end of a year with due observance of a notice period of four weeks.

Representation of the KNCV

Article 7

1. The KNCV shall be represented by the Board of Directors. If the Board of Directors consists of more than one member, the KNCV shall be represented by two members of the Board of Directors, acting jointly.
2. If, with regard to one or more members of the Board of Directors, the instance referred to in article 15 occurs, the KNCV shall in that case be represented by one or more persons to be designated by the Supervisory Committee, whether or not from their number.
3. If, also with regard to one or more members of the Supervisory Committee, the Instance as referred to in article 14 paragraph 3 and/or article 15 occurs, the member in question shall refrain from the deliberations and adoption of resolutions. The Members' Meeting can at all times designate a representative if the instance referred to in article 15 occurs.

Management

Article 8

- 1_ The KNCV shall be managed by the Board of Directors, consisting of one or more natural persons.
2. The number of members of the Board of Directors shall be determined by the Supervisory Committee. If the Board of Directors consists of more than one member, the Supervisory Committee designates one member of the Board of Directors as chairman.
3. If the Board of Directors consists of more than one member, resolutions are only passed if more than half of the number of Board members participates personally in the meeting. This requirement is satisfied if a member of the Board of Directors is involved in adopting resolutions by telephone or via internet.
4. Each member of the Board of Directors shall be entitled to cast one vote.
5. Provided with the approval of the Supervisory Committee, the Board of Directors shall be competent to resolve upon concluding an agreement:
 - a. to acquire, alienate or encumber registered property;
 - b. whereby the KNCV pledges itself as guarantor or severally liable co-debtor, answers for a third party or pledges itself for the security of a debt of a third party.
6. a. Members of the Board of Directors shall be appointed for a period of five years, unless the member of the Board of Directors has an employment contract with the KNCV. The member with an

employment contract with the KNCV shall be assessed annually by the Remuneration and Assessment Committee, referred to in article 11.

- b. If a member of the Board of Directors does not have an employment contract with the KNCV, he does not receive remuneration. In this case, the KNCV can grant the member a compensation for costs incurred and executive activities performed by that member as well as not excessive holiday pay.

Appointment, Retirement, Suspension and Dismissal of Members of the Board of Directors

Article 9

1. The members of the Board of Directors shall be appointed by the Supervisory Committee.
2. The Supervisory Committee may suspend or dismiss a member of the Board of Directors at all times. If a suspension is not lifted within three months or followed by dismissal, the suspension shall have lapsed.
3. In the event of the absence or inability to act of a member of the Board of Directors or if a member of the Board of Directors is suspended, the Supervisory Committee designates a replacement.

Article 10

In so far as the law does not provide otherwise, the members and previous members of the Board of Directors, and members and previous members of the Supervisory Committee shall be reimbursed for:

- the reasonable expenses attached to putting forward a defence against claims on account of an act or omission in the discharge of their duties or in the discharge of another function performed or having been performed by them at the request of the association;
- any damages or fines owing by them on account of an act or omission as referred to hereinabove;
- the reasonable expenses attached to their appearance in other legal proceedings in which they as a member of the Board of Directors or as a previous member of the Board of Directors are or have been involved, with the exception of the proceedings in which they mainly substantiate their own claim.

A party concerned shall have no right to the reimbursement as envisaged above if and in so far as:

- the judgment, pronounced by the Dutch court, that the act or omission of the party concerned can be characterized as intentional, purposely reckless or seriously

negligent has become final and conclusive, unless the law provides otherwise, or unless this would, given the circumstances according to criteria of reasonableness and fairness, be unacceptable, or

- the costs or the loss of capital of the party involved is covered by an insurance and the insurer has reimbursed these costs regarding this loss of capital.

The KNCV shall be competent to take out an insurance against personal liability for the benefit of the parties concerned.

The Board of Directors shall, whether or not by contract, be authorized to implement the above more fully.

Supervisory Committee

Article 11

1. The KNCV has a Supervisory Committee, consisting of at least five and at maximum seven natural persons. The Supervisory Committee shall determine the number.
2. The Supervisory Committee shall be charged with the supervision, both beforehand and afterwards, of the management conducted by the Board of Directors as well as the general procedures within the KNCV.
3. The Supervisory Committee shall adopt one or several codes of rules and regulations concerning the working methods, the decision-making process and the assignment of responsibilities within the Committee. In this code of rules and regulations or in separate bye-laws, the Supervisory Committee shall likewise determine which permanent committees are to be formed from the members of the Supervisory Committee, which shall include at least:
 - an Audit Committee;
 - a Remuneration and Assessment Committee.

The code of rules and regulations shall at least comprise the minimum number of members of the committee, the appointment, the duration of validity of the appointment, a job description of the committee, the possibility to appoint committee members who do not form part of the Supervisory Committee, and the manner of reporting to the Supervisory Committee.

4. A member of the Supervisory Committee shall be appointed for a period of approximately four years, ending with a Members' Meeting in the fourth year after the year of his appointment. The member may be reappointed two times at maximum.
5. The members of the Supervisory Committee shall be appointed by the Members' Meeting.

6. The above-mentioned association 'GGD Nederland' shall be authorized to submit a binding nomination for the appointment of one of the members of the Supervisory Committee.
7. The Supervisory Committee may submit a – non-binding – recommendation for the appointment of the members of the Supervisory Committee.
8. The members of the Supervisory Committee may be suspended and dismissed by the Members' Meeting.
9. The Supervisory Committee appoints from their number a chairman and a vice-chairman.
10. The members of the Supervisory Committee shall as such receive no remuneration, neither directly nor indirectly. A reasonable reimbursement for expenses incurred by them for and on behalf of the KNCV and for work carried out by them shall not be deemed to constitute remuneration. Mention of these reimbursements shall be made in the annual accounts.

Management and Decision-making Supervisory Committee

Article 12

1. Meetings of the Supervisory Committee shall be held in The Hague or in a different location to be determined by the chairman.
2. The meeting of the Supervisory Committee shall be chaired by the chairman of the Supervisory Committee and in his absence by the vice-chairman.
3. Resolutions may only be passed if more than half of the members of the Supervisory Committee are personally present at the meeting.
4. Each member of the Supervisory Committee shall be entitled to cast one vote.
5. All resolutions shall be carried by an absolute majority of the votes cast, unless the Articles or the law should provide otherwise.
6. Blank votes and invalid votes shall be deemed as not having been cast.
7. If the votes are equally divided in a vote on business matters, the motion shall be deemed to have been rejected.
8. If a member of the Supervisory Committee has ties as envisaged by article 15 paragraph 1 of this article, said member shall not be entitled to vote on subjects that have a bearing on these ties.

Approval of Resolutions by the Supervisory Committee

Article 13

The approval of the Supervisory Committee shall be required for resolutions of the Board of Directors with regard to:

- the long-range policy plan and the long-term financial forecast;
- the appointment and dismissal of persons whose salary or other remuneration exceeds the gross amount – which shall include the employer's share and all emoluments – of a sum, as shall be determined by the Supervisory Committee or the General Meeting, and as communicated to the Board of Directors;
- changing the banking relations of the KNCV and giving and obtaining loans, which shall exclude drawing amounts to the debit of a loan extended to the KNCV which has been approved by the Supervisory Committee;
- the conferment, alteration or revocation of a power of attorney, in so far as it does not concern cases for which the approval in general wording has been given;
- the spending of considerable amounts, which have not been included or which have not been included in full in the forecast and which are in excess of an amount to be annually determined by the Supervisory Committee;
- the filing of a petition for bankruptcy of the KNCV or the filing of a petition for a suspension of payments of the KNCV;
- the conclusion or termination of longstanding relationships if they are of strategically significant importance to the KNCV;
- the conclusion or termination of a participating interest of a substantial scope and/or of strategically great significance to the KNCV;
- any and all other clearly defined resolutions that have been communicated to the Board of Directors in respect of which the Supervisory Committee has resolved upon their being subject to the approval of the Supervisory Committee.

Requirements laid down for members of the Supervisory Committee and of the Board of Directors

Article 14

1. Within the Supervisory Committee, within the Board of Directors and between the members of the Supervisory Committee and the members of the Board of Directors, no close family ties or similar ties, such as relations by blood or affinity up to and including the fourth degree, marriage, civil partnership or cohabitation may exist.
2. The members of the Supervisory Committee may not be a director or an employee of the KNCV. The members of the Supervisory Committee and of the Board of Directors may not be a director, founder, shareholder, supervisor or employee of:
 - a. an entity at whose disposal the KNCV puts the funds collected by it, whether directly or indirectly, or whether in full or in part;
 - b. an entity with which the KNCV structurally performs legal acts that are capable of being expressed in money.

With an entity as referred to in this paragraph shall be put on a par a legal person or entity that, pursuant to the Articles, is - directly or indirectly – associated with the KNCV.

3. Paragraph 2 shall not apply to an entity, or an entity – directly or Indirectly – associated with it according to its Articles, to which the KNCV, in conformity with its objects as laid down in its Articles, hands over funds (receiving entity), on the understanding that:
 - not more than one-third of the number of members of the Board of Directors and of the Supervisory Committee may exist of the persons referred to in paragraph 2;
 - the influence of a receiving entity over the appointment and recommendation to appoint members of the Board of Directors and of the Supervisory Committee shall be permitted up to, at the utmost, one third of the number of members of the Board of Directors and of the Supervisory Committee.

The members of the Board of Directors intended here shall – outside representation by participation in acts of the Board of Directors – not be authorized to represent the KNCV.
4. The paragraphs 2 and 3 shall not apply if and in so far as, as regards the KNCV and the intended entity, there is question of consolidation as referred to in the *Richtlijn Verslaggeving Fondsenwervende Instellingen* [Reporting Directive for Fundraising Institutions].
5. The paragraphs 2 and 3 shall not apply if the member of the Board of Directors has been appointed with permission of the Supervisory Committee as director or supervisor of the receiving entity. Legal acts with the receiving entity are governed by the provisions of article 15 of these Articles.
5. A member of the Supervisory Committee or the management cannot also be the person as referred to in article 3 paragraph 3.

Conflict of Interests / Entanglement of Interests

Article 15

1. The Board of Directors and the Supervisory Committee shall guard against an entanglement of interests between the KNCV and members of the Board of Directors and/or its employees and/or the members of the Supervisory

Committee. Each member of the Board of Directors and each member of the Supervisory Committee shall in this connection send a statement as included in Appendix 12 of the bye-laws of the *Centraal Bureau Fondsenwerving* [Central Bureau of Fundraising] to the *Centraal Bureau Fondsenwerving*.

2. In the event of an entanglement of interests occurring with regard to a member of the Board of Directors or of the Supervisory Committee, the relevant member shall communicate this to the Board of Directors or the Supervisory Committee on which he or she serves. The relevant member shall furthermore refrain from participating in the deliberations and decision-making process in the matter. The presence of the relevant member shall not be counted for the purpose of determining whether the quorum required for the decision-making has been obtained.
3. A conflict/entanglement of interests occurs, *inter alia*, if there is question of legal acts that are capable of being expressed in money between the KNCV and:
 - a. the persons referred to in the paragraphs 1 or 2;
 - b. persons who have close family ties or similar relations with those persons;
 - c. legal persons of which the persons referred to hereinabove sub a. and b. are a board member, a supervisor or a shareholder.

Financial Year

Article 16

The association's financial year coincides with the calendar year.

Members' Meeting

Article 17

1. Annually, not later than six months after the close of the year, a Members' Meeting - the Annual Meeting – shall be held.
2. The agenda for this meeting shall, *inter alia*, include the following subjects to be transacted:
 - a_ approval of the annual accounts and the annual report;
 - b. motions of the Supervisory Committee, the Board of Directors or the members that have been announced in the notice calling the meeting;
 - c. the filling up of any vacancies in the Supervisory Committee and any other vacancies which must be filled by the General Meeting.
3. On the recommendation of the Supervisory Committee, the Members' Meeting shall appoint and dismiss the accountant.
4. Members' Meetings shall furthermore be held as often as the Board of Directors or the Supervisory Committee deems appropriate.
5. The Board of Directors shall be obliged to convene a Members' Meeting at the

written request of at least one-tenth (1/10) of the members and at the request of the chairman of the Supervisory Committee. The meeting shall be called at least four weeks prior to the day appointed for the meeting. If the Board of Directors has failed to act on the request within fourteen days, the petitioners themselves may proceed with calling that meeting. Notice of meeting may in that case only be given by letters to be sent to all members.

Location and Notice of Members' Meeting

Article 18

1. The Members' Meetings shall be held in The Hague or in Utrecht. The Board of Directors may, per case, designate a different location for the meetings.
2. The notice of meeting shall be given at least fifteen days prior to the date appointed for the meeting.
In the notices convening the meeting the subjects to be considered shall be specified.
3. Notice of meeting shall be given in writing by the Board of Directors.

Chairman and Decision-making Members' Meeting

Article 19

1. The Members' Meeting shall be presided over by the chairman of the Supervisory Committee and in his absence by the vice-chairman.
2. The persons, referred to in article 3 paragraph 3, shall be entitled to attend the Members' Meeting and to speak thereat.
3. The person, referred to in article 3 paragraph 3, who has been appointed by aforementioned association 'GGD Nederland', shall have two votes; the other members shall have one vote each.
4. All resolutions shall be carried by an absolute majority of the votes cast, unless the Articles or the law should provide otherwise.
5. The chairman determines whether the votes shall be taken by ballot or orally. Decision-making by acclamation is possible, unless a person entitled to vote requests a vote by poll.
6. Blank votes and invalid votes shall be deemed as not having been cast.
7. In the event of a tie in a vote on business matters, the motion shall be deemed to have been rejected.
8. If, in a vote on an election of persons, no one has obtained an absolute majority, a second free vote shall be taken. If in this second vote again no one has obtained the absolute majority, a revote shall be taken between the two persons who in the second vote obtained the largest number of votes; the person who then obtained the most votes shall have been elected.
9. The Members' Meeting shall adopt a code of rules and regulations in which the

proceedings and the order of the meetings shall be laid down in greater detail. The code of rules and regulations may not be in conflict with the law or with the Articles.

Annual Accounts / Forecast

Article 20

1. The annual accounts and the annual report are prepared by the Board of Directors.
2. The annual accounts and the annual report are adopted by the Members' Meeting.
3. The Members' Meeting may discharge the Board of Directors and the Supervisory Committee for actions in respect of their management and supervision to the extent that such appears from the annual report and accounts.
4. The Board of Directors shall draw up a forecast and an annual plan of action for the coming year not later than in the month of November.
5. The forecast and the annual plan for the coming year shall be submitted for approval to the Supervisory Committee.

Amendment of the Articles and Dissolution

Article 21

1. A resolution to amend the Articles of the KNCV, to dissolve the KNCV or to enter into a legal merger or division of the KNCV can only be carried in pursuance of a resolution of the Board of Directors at a Members' Meeting.
2. A proposal as referred to in paragraph 1 shall require the prior approval of the Supervisory Committee.
3. A motion to amend the Articles must have been divulged in its entirety in the notice calling the Members' Meeting. The Board of Directors shall be obliged to place a copy of that motion for the perusal of the members at a location suited for that purpose in which the proposed amendment has been recorded verbatim at least five days prior to the day appointed for the meeting until after the end of the day on which the meeting is held.
4. A motion to amend the Articles of the KNCV, to dissolve the KNCV or to enter into a legal merger or division of the KNCV may only be carried by a majority of at least two-thirds (2/3) of the votes cast at a meeting at which at least two-thirds of the members are represented.
5. If, at the meeting referred to in paragraph 4, the quorum is not present, a second meeting, to be held at least three weeks and at the utmost six weeks after the meeting referred to in paragraph 4, shall be held to resolve upon the motion, provided with a majority of at least two-thirds of the votes cast, irrespective of the number of members represented.
6. In order to implement a resolution to amend the Articles, each member of the

Board of Directors shall be authorized to see to the execution of the instrument containing the amendment of the Articles.

Liquidation

Article 22

1. Unless the Members' Meeting decides otherwise, the liquidation shall be taken in hand by the Board of Directors.
2. After rendering account to the Members' Meeting, an appropriation of any surplus shall be made by the Members' Meeting, to the greatest extent possible in accordance with the objects of the KNCV.
3. Any credit balance left after winding-up and settlement of the KNCV shall be spent pursuant to its Articles and in accordance with its objects, or be transferred to another institution that has been acknowledged as an institution envisioning public utility by the Inspectorate of Registration and Succession Duties [*Inspecteur Registratie en Successie*].

In the event of a legal merger or division of the KNCV, the Articles of the acquiring legal person must show that the assets which the KNCV in the event of the merger or division gives as well as the fruits thereof can only with the consent of the courts be spent differently than was laid down prior to the merger or the division.

Whereof deed, executed in one original

In The Hague, on the date stated at the head of this deed.

The person appearing is known to me, civil-law notary.

The contents of the deed have been stated and elucidated to her. The person appearing declared not to require the deed to be read out to her in full, to have taken cognizance of the contents of the deed in good time before its execution and to concur with said contents.

Immediately following its limited reading, the deed was signed by the person appearing and by me, civil-law notary.

(Follow signatures.)

ISSUED AS A TRUE COPY

[Stamp: Mr J.R.E. KIELSTRA –
CIVIL-LAW NOTARY IN THE HAGUE]

[Signature]

[Signature]

