

No.

dated. 18 December 2014

32276

ESTABLISHMENT OF A FOUNDATION

On this day, eighteen December two thousand fourteen, appeared before me, mr Klaas Wildeboer, civil-law notary practicing in Tynaarlo, in the municipality of Tynaarlo:

- mr. **BART VAN DEN BEMT**, residing *, born on *, married/unmarried, legitimizing himself through his *passport, number * hereinafter called "the founder".

The persons appearing stated that by means of this instrument they were establishing a foundation with the following articles of association:

Name, registered office and duration

Article 1.

1. The name of the foundation is: Stichting Davie-Ratnoff-Macfarlane-Foundation.
2. It has its registered office in the municipality of *.
3. The foundation has been established for an indefinite period.

Objects

Article 2.

1. The objects of the foundation are: to support the development of international evidence-based patient-centred guidance for pharmaceutical care (e.g. guidelines, tools and methods), that will improve the effective, safe and responsible use of the adherence to anticoagulant agents.
2. The foundation seeks to achieve its objects through:
*
3. The foundation is not intended to make profit.

Assets

Article 3.

The capital of the foundation can consist of:

- subsidies and donations;
- income from the foundation's activities;
- endowments, acquisitions from testamentary dispositions and specific legacies;
- all other acquisitions and income.

Testamentary dispositions may only be accepted under the benefit of inventory.

The board

Article 4.

1. The board of the foundation shall consist of at least three members who are appointed for the first time by this deed. The number of members shall be determined by a unanimous vote of the board with due observance of the provisions in the previous sentence.
2. Except in the case of the first board the members of which are appointed to an office, the board shall choose a chairman, secretary and a treasurer from among its members. The offices of secretary and treasurer can also be held by the same person.
3. When a vacancy arises or several vacancies arise on the board, the remaining board members shall rectify the situation (or the sole remaining board member

shall do so) as quickly as possible by appointing a successor or several successors by a unanimous vote.

4. If one or more members should be missing from the board for whatever reason, the remaining members of the board, or sole remaining member of the board, shall nonetheless constitute a legitimate board of management, notwithstanding the provisions of Article 7.
5. The members of the board shall not receive any remuneration for their activities. However, they shall be reimbursed for any costs they have incurred in the performance of their duties.

Board meetings and resolutions by the board

Article 5.

1. Board meetings shall be held in the municipality of *; Meetings may also be held elsewhere provided all the members have agreed to this.
2. At least one meeting shall be held each year.
3. Meetings shall furthermore be held whenever the chairman considers it desirable or if one of the other members of the board directs a request to this effect to the chairman in writing with a detailed submission of the subjects to be discussed. If the chairman does not accede to such a request in such a manner that the meeting can be held within three weeks following the request, the person who made the request shall be entitled to call a meeting him/herself with due observance of the required formalities.
4. Notwithstanding the provisions of paragraph 3, meetings are called by means of a registered convocation notice issued by the chairman at least seven days in advance, not counting the day the notice is issued or the day of the meeting.
5. The convocation notices shall include the topics for discussion as well as the time and place of the meeting.
6. As long as all the office-bearing board members are present at the meeting, valid resolutions can be adopted - provided this is done unanimously – with respect to any item on the agenda, even if the stipulations for convening and holding meetings prescribed in the articles of association have not been observed.
7. The chairman of the board shall preside over the meeting; in the chairman's absence the chairman for the meeting shall be appointed by and chosen from those present.
8. Minutes of the business discussed during the meeting shall be kept by the secretary or by one of the others present, proposed by the chairman for this purpose. The minutes shall be adopted and signed by those parties who have officiated at the meeting as the chairman and the secretary.
9. The board can only adopt valid resolutions if there is a majority of its board members either present or represented at the meeting. Resolutions may only be made in relation to topics listed on the agenda.
A board member may be represented at the meeting by a fellow board member upon presentation of a written proxy which must be judged acceptable by the chairman presiding over the meeting. A board member may exercise proxy rights on behalf of only one fellow board member.
10. The board may also adopt resolutions outside of a meeting, provided all the board members having been given the opportunity to express their opinions in writing. A report must be made by the secretary of a resolution adopted in this

way, including the answers returned, which will be added to the minutes following co-signature by the chairman.

11. Each board member is entitled to cast one vote. Insofar as these articles of association do not prescribe a majority vote, all board resolutions shall be carried by an absolute majority of votes validly cast.
12. All voting at meetings shall be carried out orally, unless the chairman deems a vote by ballot to be desirable or if one of the parties entitled to vote wants voting to take place in this manner.
Voting by ballot is performed by means of unmarked, sealed ballots.
13. Blank votes and invalid votes shall be deemed not cast. Those who have abstained from voting or cast an invalid vote are still counted as making up the quorum.
14. The chairman shall decide on all disputes concerning voting not provided for in the articles of association.

The board's authority and representation of the foundation

Article 6.

1. The board is charged with the management of the foundation.
2. The board does not have the authority to enter into agreements or contracts for acquiring, selling or encumbering property subject to registration or to enter into agreements that require the foundation to bind itself as surety or as joint and several debtor, act as a guarantor for a third party or bind itself to providing security for a debt of a third party, unless approved by a majority of three-quarters of the votes in a meeting at which all the office-bearing board members are either present or represented.
3. If not all office-bearing board members are present at a meeting as referred to in the previous paragraph, a second meeting shall be held no earlier than one week and no later than four weeks after the first meeting, in which a resolution can be passed concerning the topic in question by a majority of three-quarters of the votes, provided at least half of the office-bearing board members are either present or represented.

Article 7.

1. The foundation shall be represented by the board or jointly by the chairman and the secretary or by one of the members of the board appointed to that end by decision of the board.
2. The board may grant the treasurer limited or general power of attorney in so far as it relates to the performance of his duties.

Termination of board membership

Article 8.

1. Board membership shall end:
by the death of the board member, when a fixed term of appointment has come to an end, by retirement in accordance with a rotation schedule, upon a member's loss of the right to dispose of his/her property, by written notice of resignation with due observance of a reasonable period of notice, or by dismissal on the basis of Article 298, Book 2 of the Dutch Civil Code.
2. A member of the board can also be dismissed by a resolution on the part of the other members of the board. If there are only two members of the board who are office holders, a resolution of this kind cannot be passed.

If there are three or more office-bearing members of the board, the resolution must be adopted by a unanimous vote of the remaining members of the board. Before this happens the board member concerned shall be given an opportunity to respond to the proposed resolution.

3. A member of the board can be suspended by a resolution of the board. This decision can only be made in a meeting at which at least two-thirds of the office-bearing board members are either present or represented. Any suspension that is not followed in less than ten days by dismissal shall lapse at the end of those ten days.

The financial year, annual report and accounts

Article 9.

1. The foundation's financial year is the same as the calendar year.
2. The board is required to keep accounting records of the financial position of the foundation and of everything related to the activities of the foundation, in accordance with the requirements ensuing from such activities, and to keep the related books, documents and other data carriers in such a way that the rights and obligations of the foundation can be identified at all times.
3. The board is required to draw up an annual balance sheet and statement of income and expenditure within three months from the end of the financial year and issue these on paper. These documents together are also referred to as "the annual report and accounts".
4. The annual report and accounts referred to in the previous paragraph shall be adopted by the board and signed by all the members of the board as proof. If any signature is missing the reason for this shall be stated on the relevant document. The board is authorised to commission an auditor's report of the annual accounts.
5. The adoption of the annual accounts shall discharge the treasurer, except for matters not covered in the annual accounts.
6. The board is required to retain the books, documents and other data carriers referred to in paragraphs 2 and 3 for a ten-year period. Except for the balance sheet and statement of income and expenditure issued on paper, the data stored on data carriers, can be transferred to and stored on another data carrier, provided the transfer of the data is accurate and complete and the information is available for as long as it is stored and can be accessed for viewing within a reasonable period of time
7. If it is a condition for receiving a subsidy, the annual report and accounts shall be provided to the subsidy provider or organisation for its perusal.
8. Every year, if possible before the end of the current financial year but no later than one month after the start of the new financial year, the board shall adopt the budget for the new financial year.

Regulations

Article 10.

1. The board is entitled to adopt regulations providing for matters which are not included in these articles of association.
2. The regulations may not be in conflict with the law or with these articles of association.
3. The board is authorised to change or revoke these regulations at any time.
4. Resolutions for adopting, amending or revoking the regulations require a two-thirds majority.

Committees

Article 11.

The board is authorised to establish committees. The duties and objectives of a committee are regulated by the regulations.

Amendment(s) to the Articles of Association

Article 12.

1. The board is authorised to amend these articles of association. The resolution to do this must be adopted with a three-quarters majority of the votes cast in a meeting at which all of the board members are either present or represented without there being a single absentee from the board.
2. If the required number of board members is not present at the meeting referred to in the previous paragraph, a second meeting may be held after two weeks but within four weeks at the latest after the first meeting, in which a resolution can be passed concerning the topic in question by a three-quarters vote, provided at least half the board members referred to in paragraph 1 are either present or represented at the meeting.
3. The amendment must be drawn up in a notarial instrument under penalty of being nullified.
4. The members of the board are required to submit an officially certified copy of the amendments, as well as the amended articles of association, at the office of the Public Commercial Register, maintained by the Chamber of Commerce, in the area in which the foundation has its registered office.

Dissolution and liquidation

Article 13.

1. The board is authorised to dissolve the foundation. The provisions in Article 12, paragraph 1, apply to any resolution to that effect.
2. The foundation shall continue to exist after its dissolution insofar as is necessary for the liquidation of its assets.
3. The board shall perform the liquidation.
4. The liquidators shall register the dissolution of the foundation in the register referred to in Article 12, paragraph 4.
5. During the liquidation, the provisions of these articles of association shall remain in force as far as possible.
6. Any surplus from the dissolved foundation shall be used in accordance with the objects of the foundation insofar as is possible.
7. After the liquidation, the books and records of the dissolved foundation must be kept in the custody of the youngest liquidator for a period of 10 years.

Concluding Provisions

Article 14.

The board shall decide in all instances in which no provision has been made either in law or in these articles of association.

In conclusion, the persons appearing stated that in implementation of the provisions of Article 4, paragraphs 1 and 2, the following persons have been appointed as officers of the foundation:

1. the person present and named in 1. as treasurer of the foundation;
2. mr. Sotiris Antoniou, residing *, born in Enfield (United Kingdom) on five August nineteen seventy-four, married/unmarried, legitimizing through passport number 514765487, as chairman of the foundation.

3. mr. Silas Marc Albert William J. Rydant, residing *, born in Dendermonde (Belgium) on five October nineteen eighty-six, married/unmarried, legitimizing through passport number EK065758, as secretary of the foundation;

This deed was executed in Tynaarlo in the municipality of Tynaarlo on the date stated at the top of this deed.

The persons appearing are known to me, civil-law notary, and I, civil-law notary, have established the identity of the persons/parties involved in this deed on the basis of the aforementioned documents designated for this purpose.

The substance of this document has been communicated and explained to them. The persons appearing have declared they do not wish the deed to be read out to them completely and that they have taken cognizance of the contents of this deed and that they agree with the contents.

Immediately following its limited reading the deed was signed first by the persons who appeared before me and afterwards by me, the civil-law notary.