



Secretariaat
Prinsessestraat 7
2012 LR Haarlem
Nederland
RSIN / Fiscaal nummer: 854421920
KvK nummer: 61632279

[Translation from Dutch]

FOUNDATION

Today, the seventh of October two thousand and fourteen, before me, Mr. Edzo Hommo - Huisman, a civil-law notary practising in Heemstede, The Netherlands, personally appeared before:

Professor **Daphne de Jong**, born in The Hague, The Netherlands, on the eighth of June nineteen hundred and sixty, residing at Prinsessestraat 7 in (2012 LR) Haarlem, The Netherlands, furnishing proof of her identity by means of a driving licence having number 4604611105, married to Mr. Gerrit Willem Frederik Lotgering.

The person appearing stated that by means of this Deed she is forming a foundation and in that context is hereby laying down the following Articles.

Name and registered office

Article 1

1. The Foundation has the name '**Europese Stichting voor Haematopathologie**'.
2. The Foundation has its registered office in the Municipality of Amsterdam, The Netherlands.

Objectives

Article 2

The Foundation's objectives are:

1. to stimulate interest in, education in respect of and exchange of information in the field of haematopathology;
2. to promote scientific research in haematopathology;
3. to organize conferences, workshops and educational gatherings in the field of haematopathology; and
4. to perform any and all further acts that are related to or that could promote the foregoing objectives, in the broadest sense of the words.

Board of trustees: composition, manner of appointment and remuneration

Article 3

1. The Foundation's board of trustees will consist of the number of trustees to be determined by that board, with a minimum of three trustees. The trustees should preferably be members of the European Association for Haematopathology, hereinafter also referred to as "EAHP".



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2. The trustees will be appointed and suspended by the board. The appointment of trustees requires the prior written approval by the Board of the EAHP. Vacancies must be filled as quickly as possible, but in any event within six months after the vacancy has arisen. In the event that a vacancy is not filled in the manner stipulated in the preceding sentence, the management board of the EAHP will be authorized to appoint the board member(s). The board will appoint a chairman, a secretary and a treasurer from among its members. The positions of secretary and treasurer may be filled by the same person.
3. The trustees will be appointed for a term of four years. They will retire in accordance with a schedule to be drawn up by the board. A trustee who retires in accordance with the schedule will be immediately eligible for re-election, but only a maximum of two times. A trustee who is appointed to fill a premature vacancy will take the place in the retirement schedule of the person whose vacancy he has been appointed to fill.
4. The board will retain its powers in the event that there are one or more vacancies.
5. The trustees will not receive any remuneration for their work. However, they will be entitled to a reimbursement of any expenses that they incur in connection with the work that they perform in that capacity.

Board of trustees: duties and powers

Article 4

1. The board is charged with managing the Foundation.
2. The board is authorized to pass resolutions to enter into agreements to acquire, to dispose of or to encumber property subject to public registration.
3. The board is authorized to pass resolutions to enter into agreements pursuant to which the Foundation binds itself as guarantor or as a joint and several co-debtor, stands surety for a third party or binds itself to provide security for the debt of another.
4. Testamentary dispositions may be accepted only under the benefit of inventory.

Board of trustees: meetings

Article 5

1. Meetings of the board of trustees will be held in The Netherlands, in the municipality in which the Foundation has its registered office or at the location to be indicated at the time at which they are convened. A board



- meeting may also be held outside The Netherlands provided that none of the board members objects to doing so.
2. A meeting of the board will be held each year within six months after the end of the financial year (the annual meeting), at which the adoption of the balance sheet and the statement of income and expenditure will be placed on the agenda in any event.
 3. Meetings will also be held whenever one of the trustees gives notice convening a meeting.
 4. A meeting must be convened by means of a notice convening the meeting, which must be given at least seven days in advance, not including the date of the notice convening the meeting and the date of the meeting itself.
 5. The notice convening a meeting must indicate the time at which and the place where the meeting will be held, in addition to the matters to be discussed.
 6. The chairman will chair the board meetings. In his absence the meeting itself will provide for its own chairmanship; until that time the meeting will be chaired by the trustee present at the meeting who is oldest in age.
 7. The secretary will take minutes of the meetings. In the event that the secretary is absent the minutes taker will be designated by the person who chairs the meeting. The minutes will be adopted and signed by the persons who acted as the chairman and the minutes taker at the meeting. The secretary will then keep custody of the minutes.
 8. The persons who hold the position of trustee and the persons whom the board has invited will be allowed to attend the meetings of the board.

Board of trustees: passing of resolutions

Article 6

1. The board may pass resolutions at a meeting only if the majority of the trustees who are in office are present or represented.
A trustee may allow himself to be represented at a meeting by another trustee after a written proxy has been issued for that purpose, provided that the chairman considers that proxy to be sufficient. A trustee may act as the proxy of only one other trustee in that context.
2. In the event that the majority of the trustees who are in office are not present or represented at a meeting a second meeting will be convened, to be held at least two weeks after and no more than four weeks after the first meeting. At that second meeting resolutions may be passed with respect to the matters that were on the agenda for the first meeting, regardless of the number of



- trustees who are present or represented. The notice convening the second meeting must indicate that and why a resolution may be passed regardless of the number of trustees who are present or represented.
3. As long as all the trustees who are in office are present at a meeting valid resolutions may be passed with respect to any and all matters that are raised provided they are passed by unanimous vote, even if the rules governing the convocation and holding of meetings stipulated in the Articles have not been complied with.
 4. The board may also pass resolutions outside of meetings, provided that it does so by unanimous vote. The secretary will draw up a report of such a resolution, which will be retained as minutes after it has been co-signed by the chairman.
 5. Each trustee is entitled to cast one vote.
Insofar as these Articles do not prescribe a larger majority, resolutions of the board will be passed by an absolute majority of the votes that have been cast in a valid manner. If the votes are tied, the proposal will be deemed to have been rejected.
 6. All votes at a meeting will be cast orally, unless one or more trustees request a vote by ballot prior to the vote. A vote by ballot will be cast by means of unsigned, sealed ballots.
 7. Blank votes will be deemed not to have been cast.
 8. The chairman of the meeting will render a decision with respect to any and all disputes regarding votes.

Board of trustees: retirement

Article 7

A trustee will retire:

- a. as a result of his death or, in the event that the trustee is a legal entity, as a result of its being dissolved or in the event that it ceases to exist;
- b. as a result of the loss of free disposal over his assets;
- c. as a result of his resigning (in accordance with the retirement schedule referred to in Article 3 or otherwise);
- d. as a result of his being dismissed by the joint other trustees; or
- e. as a result of his being dismissed on the ground of Article 2:298 of the Dutch Civil Code (Burgerlijk Wetboek).



Representation

Article 8

1. The board of trustees will represent the Foundation.
2. Two trustees acting jointly will also be entitled to represent the Foundation.
3. An act that is contrary to Article 4(2), (3) and (4) may be invoked against third parties.
4. The board may grant powers of attorney to one or more trustees or to third parties to represent the Foundation within the limits stipulated in the power of attorney.

Financial year and annual reports and accounts

Article 9

1. The Foundation's financial year coincides with the calendar year.
2. The board of trustees is obliged to keep records of the Foundation's financial position and of everything concerning the Foundation's activities, in accordance with the requirements arising from those activities, and to keep the books, documents and other data carriers in such a way that the Foundation's rights and obligations can be known from them at any time.
3. The board is obliged to prepare, draw up on paper and adopt the foundation's balance sheet and statement of income and expenditure every year within six months after the end of the financial year.
Before adopting the balance sheet and the statement of income and expenditure, the board may have it examined by an expert to be appointed by the board. He will then report on his investigation.
4. The balance sheet and statement of income and expenditure referred to in paragraph 3, as well as any report from the experts, must be sent to the General Assembly of the EAHP within one month after adoption by the board and require its approval in the General meeting.
5. The board is obliged to retain the books, documents and data carriers referred to in the preceding subsections for a period of seven years.
6. The data stored on a data carrier, with the exception of the balance sheet and the statement of income and expenditure drawn up in writing, may be transferred to and stored on other data carriers, provided that the data transferred constitutes a correct and full representation of those data and those data are available during the entire term during which they must be kept and can be rendered legible within a reasonable term.



Regulations

Article 10

1. The board of trustees is authorized to adopt regulations containing further rules governing any matters that the board is of the opinion must be arranged (or further arranged).
2. The regulations may not be contrary to the law or these Articles.
3. The board of trustees is authorized to amend or revoke the regulations.
4. The provisions stipulated in Article 11(1) govern the adoption, amendment and revocation of the regulations.

Amendments to the Articles

Article 11

1. The board of trustees is authorized to amend these Articles, provided prior written approval of the Board of the EAHP. A resolution to amend the Articles must be passed by a unanimous vote at a meeting at which all the trustees are present or represented.
2. The amendment must be enacted by means of a notarial deed, on consequence of the amendment being null and void. Each trustee is individually authorized to have that deed executed.
3. The trustees are obliged to have a certified copy of the amendment and the amended Articles filed at the offices of the Trade Register.

Dissolution and liquidation

Article 12

1. The board of trustees is authorized to dissolve the Foundation, provided prior written approval of the Board of the EAHP.
2. The provisions stipulated in Article 11(1) will apply mutatis mutandis in respect of a board resolution to dissolve the Foundation.
3. In the event that the board resolves to dissolve the Foundation it will also determine how the balance remaining after liquidation will be used, duly taking into consideration the provisions stipulated below. In other cases in which the Foundation is dissolved the liquidators will determine how the balance remaining after liquidation will be used, duly taking into consideration the provisions stipulated below. In the event that the dissolved foundation has a positive balance, that balance may be transferred only to another public benefits organization (PBO) that has comparable objects, within the meaning of Article 5b of the Dutch General State Taxes Act (Algemene Wet Inzake Rijksbelastingen) in conjunction with Article 1a(1)(h)



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of the Regulations Implementing the General State Taxes Act (Uitvoeringsregeling Algemene Wet Inzake Rijksbelastingen) or any regulation that has replaced it.

In the event that the Foundation does not have the status of a PBO, the balance must be spent to every extent possible in accordance with the Foundation's objectives.

4. After the Foundation has been dissolved it will be liquidated by the trustees, unless other liquidators have been designated in the resolution to dissolve the Foundation.
5. After the liquidation has been completed the books and records of the dissolved Foundation will be retained in the custody of the person designated by the liquidator for the term prescribed by law.
6. The liquidation will also be governed by the provisions contained in Title 1, Book 2, of the Dutch Civil Code.

Final provisions

Article 13

1. The board of trustees will decide how to act in any and all cases that are not provided for by law or these Articles.
2. In these Articles 'written' or 'in writing' are taken to mean any message transmitted by means of customary communication channels that is evidenced in writing.
3. The Foundation's first financial year will end on the thirty-first of December two thousand and fourteen.

Final Statement

Finally, the person appearing stated that at this establishment:

- a. the board consists of four directors
- b. directors for the first time, in the position stated after their name:
 1. **Mr. Dr. Elias Gabriel Campo Güerri**, born in Boltaña, Spain on twenty sixth of March nineteen hundred and fifty-five, residing in 08015 Barcelona (Spain), Avenida de Roma 10, 13 2a, identifying himself with a Spanish passport number AAH1605063, as chairman;
 2. the person appearing, **Mrs. Professor Dr. D. de Jong**, as secretary-treasurer;
 3. **Mr. Andrew Charles Wotherspoon**, born in London, United Kingdom on the fifth of December nineteen hundred and sixty, residing in High Wycombe Buckinghamshire HP15 7QW (United Kingdom), 261 Amersham Road



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Hazlemere, identifying himself as a member with British passport number 306822066;

4. **Mrs. Professor Dr. Leticia Quintanilla de Fend**, born in Mexico City (Mexico) on the thirtieth of October nineteen hundred and fifty-nine, residing in 72074 Tübingen (Germany), Seestrasse 31, identifying herself with Austrian passport number P7820624, as a member.

Identity of the person appearing

The identity of the person appearing was established by me, the civil-law notary on the basis of an identification document, a copy of which will be attached to this Deed WHEREOF THIS DEED was executed in Heemstede, on the date first above written.

The person appearing is known to me, the civil-law notary. The substance of this Deed was stated and explained to her. The person appearing declared that she accepted a limited reading of this Deed aloud, that she had received a draft of this Deed in a timely manner prior to its execution, that she had taken note of the content of this Deed and that she had been informed of the consequences that would ensue from this Deed for the parties.

Immediately after a limited reading of this Deed it was signed, first by the person appearing and then by me, the civil-law notary.