



True, but unofficial English translation of the deed of incorporation dated **May 18, 2017**, of the foundation **Stichting The Social Medwork Foundation**, with corporate seat at Amsterdam.  
In the event of a conflict between the English and Dutch texts, the Dutch text shall prevail.

On **the eighteenth day of May two thousand and seventeen** appeared before me, \_\_\_\_\_

Mr Paul Herbert Brown Gorsira, civil-law notary at Wassenaar: \_\_\_\_\_

Marjolein Irene Visser, born at Delft on January eleventh nineteen hundred and fifty-nine, employed at Van Wijk Notarissen, at 2242 KE Wassenaar, the Netherlands, Schoolstraat 27, by these presents acting as attorney-in-writing of: \_\_\_\_\_

the private company with limited liability **THE VIRUS B.V.**, with corporate seat at Rotterdam and address at 2807 KC Gouda, Wilhelmina van Pruisenlaan 80, registered at trade register of the Chamber of Commerce under file number 24287151. \_\_\_\_\_

The power of attorney appears from a written power of attorney which is attached to this deed. \_\_\_\_\_

The person appearing declares to incorporate a foundation and to stipulate for this the following \_\_\_\_\_

**ARTICLES:** \_\_\_\_\_

Name, seat and duration. \_\_\_\_\_

Article 1. \_\_\_\_\_

1. The foundation bears the name: **Stichting The Social Medwork Foundation** and has its seat at **Amsterdam**. \_\_\_\_\_
2. The duration of the foundation is indefinitely. \_\_\_\_\_

Purpose. \_\_\_\_\_

Article 2. \_\_\_\_\_

1. The purpose of the foundation is: \_\_\_\_\_  
to subsidize vulnerable and needy patients with medicines, as well as to acquire and collect knowledge an networks of global experts in the field of health and to grant access to diagnostics and medicines in response to crisis situations in the public health system, \_\_\_\_\_  
and all that which is connected with the aforementioned in the broadest sense. \_\_\_\_\_
2. The foundation aims at public utilities. \_\_\_\_\_

3. The foundation does not intend to make any profits. Each profit made by the foundation from possible (commercial) activities will be used for the benefit of the foundation.

#### Capital

#### Article 3.

That which is realized for the objective of the foundation's destined – partitioned - capital is formed by:

- a. subsidies, gifts and donations;
- b. that which is acquired by legacies, succession and profit or other payments;
- c. yields from various social activities;
- d. that which has been obtained in an other legal way, whether or not in accordance with any agreement concluded by the foundation.

#### Board; composition, appointment and retirement.

#### Article 4.

1. The board of directors is made up of at least three members.
2. The board appoints a chairman, a secretary and treasurer from its number, or in lieu of both last mentioned ones to appoint a secretary-treasurer.
3. The members of the board will be appointed by the board for an indefinite period of time.
4. Each member of the board will have to meet the following requirements:
  - a. a member of the board is a natural person;
  - b. a member of the board will have the right to dispose of his property; No more than half of the number of board members is allowed to have a family relationship with another board member. Family relationship shall mean to be blood or affinity relationship four times removed and the quality of spouse, registered partner or other partner.
5. A board member retires:
  - a. by his death;
  - b. by being declared bankrupt or upon a petition for suspension of payment, or the legal debt rescheduling has been declared to be applicable to him;
  - c. by being put under tutelage;
  - d. upon his retirement;
  - e. upon his dismissal granted by the court;
  - f. by his retirement granted by the joint other board members.



6. Vacancies will be filled as soon as possible. An incomplete board remains its powers. \_\_\_\_\_
7. A board member of a foundation whose dismissal is granted by the court, \_\_\_\_\_ cannot become a board member of the foundation during five years \_\_\_\_\_ thereafter. \_\_\_\_\_

Board; duties and powers. \_\_\_\_\_

Article 5. \_\_\_\_\_

1. The board is charged with the management of the foundation. \_\_\_\_\_
2. The board is authorized to perform all legal acts including especially the \_\_\_\_\_ decisions to enter into agreements to acquire, alienate and encumber \_\_\_\_\_ registered property, however, not to enter into agreements whereby the \_\_\_\_\_ foundation binds itself as surety or commits itself as joint and several debtor \_\_\_\_\_ to third parties or provides surety for a debt of a third party. \_\_\_\_\_
3. The foundation will reimburse costs made by the board members with the \_\_\_\_\_ performance of their duties. \_\_\_\_\_  
The board members will not be remunerated any salary. \_\_\_\_\_
4. The board members are not allowed to dispose of the property of the \_\_\_\_\_ foundation as if it should be their own property. \_\_\_\_\_
5. Succession can only be accepted by the board on behalf of the foundation \_\_\_\_\_ with the benefit of inventory (beneficiary acceptance). \_\_\_\_\_
6. The board will establish a policy and will update this policy periodically. The \_\_\_\_\_ policy will give a view of the duties to be performed by the foundation, the \_\_\_\_\_ manner of raising money and spending thereof. \_\_\_\_\_
7. The board will take care that: \_\_\_\_\_
  - no more capital will be held by the foundation than is required for the \_\_\_\_\_ continuity of the foreseen duties for the benefit of the foundation's \_\_\_\_\_ purpose; and \_\_\_\_\_
  - the costs of raising money and the managing expenses of the foundation \_\_\_\_\_ will be in reasonable proportion to the expenditure for the benefit of the \_\_\_\_\_ foundation's purpose. \_\_\_\_\_
8. The board takes care of setting up an administration of the institution in such \_\_\_\_\_ a way that it clearly shows the nature and extent thereof: \_\_\_\_\_
  - the reimbursement of expenses which are remunerated to the board \_\_\_\_\_ members separately; \_\_\_\_\_

- the costs made by them for raising money and for managing the foundation and the nature and extent of other expenses of the foundation;
- the foundation's income;
- the foundation's capital.

Board; method.

Article 6.

1. Each board member is authorized to convene a meeting of the board.
2. The board's convening of the meetings will take place - by the members referred to in the previous paragraph, or in the name of these members by the secretary - in writing within a term of at least seven days, stating the business to be transacted. Business stated in writing by a board member to his co-board members within at least five days prior to the point of time of the meeting can also be transacted.

The board member who has made known to the foundation an address for this purpose can be convened to the meeting by sending a readable and reproducible message electronically to this address.

The board meetings will be held at the place to be determined by the one who convened or did convene the meeting.

If it were acted in violation with the provisions aforementioned in this paragraph, the board will still be allowed to take legal decisions, unless this will be opposed by one or more board members.

Entitled to access to the board meetings will be the board members and those who have been invited thereto by the board.

3. Each board member will have one vote in the meetings of the board. In as far as no larger majority is stipulated with these articles, all board decisions will be taken by an absolute majority of the votes cast. A blank vote is considered to be not cast.

The proposal will be rejected in the event of a tie on business to be transacted. In the event of a tie with the election of persons, the drawing of lots will decide the issue.

If it concerns a voting between more than two persons, none of them will have obtained an absolute majority, a re-voting will be held between the two persons who obtained the largest number of votes, if required after interim



- voting. \_\_\_\_\_
4. The chairman chairs the meetings of the board, by his absence the meeting itself provides for its chairing. \_\_\_\_\_
  5. The chairman of the meeting will determine the voting manner in the meeting, with taking into consideration that if one or more board members require such, voting for persons will take place by ballot. \_\_\_\_\_
  6. Decisive is the judgement expressed by the chairman in the meeting concerning the outcome of a voting. \_\_\_\_\_  
The same counts for the contents of a decision taken in as far as a voting was held for a proposal which was not laid down in writing. \_\_\_\_\_
  7. A board member is allowed to grant another board member an authorization in writing to be represented in the meeting. A power of attorney laid down electronically will be considered to be an authorization in writing. \_\_\_\_\_  
A board member is not entitled to represent more than one co-board member. \_\_\_\_\_
  8. Minutes are made of the business transacted in the board meetings by the secretary or an other person appointed by the chairman of the meeting for this purpose. \_\_\_\_\_  
The minutes will be established in the same meeting or in the next one and as proof of this they will be signed by the chairman and the secretary of this meeting. \_\_\_\_\_
  9. Decisions of the board can also be taken in another way than in a meeting, provided that all board members have been given the opportunity to cast their votes in writing and none of them will oppose against this way of decision-making. A decision is taken for then, if the absolute majority or required larger majority of the number of board members will have declared in writing to accept the proposal. \_\_\_\_\_  
A declaration in writing means to be a readable and reproducible message sent electronically to the address which the board has established for this purpose and has given notice thereof to all board members. \_\_\_\_\_

Board; representation. \_\_\_\_\_

Article 7. \_\_\_\_\_

1. The board represents the foundation. \_\_\_\_\_
2. Two joint acting board members will also be authorized to represent. \_\_\_\_\_

3. The board is entitled to grant an authorization in writing to one or more board members and to third parties to represent the foundation within the limits of this power of attorney.

Financial year and annual accounts.

Article 8.

1. The financial year of the foundation is equal to the calendar year.
2. The treasurer balances per the last day of the financial year the books of the foundation and prepares thereof as soon as possible however no later than within six months at the end of the financial year, except for extension of this term by the board with four months, a balance sheet and a profit and loss account on the expired financial year and a profit and loss account of the pending financial year.

The treasurer will send these documents prior to the end of the term as referred to in the previous sentence to all board members.

These documents will be established by the board in a meeting to be held within one month thereafter and as proof thereof signed by all board members.

Prior to the establishing of the balance sheet and the account of profits and losses, the board can appoint a register accountant or other auditor to investigate these documents.

This auditor will report the board of his investigation and will make a statement in respect of this.

Regulations.

Article 9.

1. The board is entitled to establish one or more regulations. Regulations will include rules or rules in more detail, which the board considers to be necessary for the performance of its duties. Regulations may never be in violation with the articles or the law.

The board is at all times entitled to amend or cancel the regulations.

2. Regulations will be laid down in writing mentioning the day on which these will become effective. This date can not be a date prior to the date on which the decision was taken.

Amendment of articles.

Article 10.



1. The board is entitled to amend the articles.\_\_\_\_\_
2. The board's decision to amend the articles requires a majority of at least\_\_\_\_two-thirds of the votes cast in a plenary meeting of the board.\_\_\_\_\_If the meeting in which a decision to amend the articles is under discussion is incomplete, a new meeting will be convened, to be held not earlier than two\_\_\_\_weeks and not later than four weeks after the aforementioned meeting in\_\_\_\_which a decision can be taken with a majority of at least two-thirds of the\_\_\_\_votes cast, however, regardless of the number of attendees.\_\_\_\_\_
3. The convening for the board meeting in which a proposal will be made to\_\_\_\_amend the articles, will have to mention this.\_\_\_\_\_A copy of the proposal containing the literal text of the proposed amendment should also be attached with the convening. The term of the convening is in\_\_\_\_this respect at least two weeks.\_\_\_\_\_
4. An amendment of the articles will only become effective after a notarial deed\_\_\_\_has been drafted thereof.\_\_\_\_\_Each one of the board members is authorized to have the deed executed.\_\_\_\_

Winding up and settlement.\_\_\_\_\_

Article 11.\_\_\_\_\_

1. The board is authorized to dissolve the foundation.\_\_\_\_\_
2. The provisions of the aforementioned article paragraph 2 are applicable\_\_\_\_mutatis mutandis to the decision of the board to dissolve.\_\_\_\_\_
3. The board is charged with the settlement unless one or more settlers have\_\_\_\_been appointed by decision to dissolve.\_\_\_\_\_
4. A credit liquidation balance will be for the benefit of an institution aiming for\_\_\_\_public utilities with a similar objective as the objective of the foundation or a\_\_\_\_foreign institution which exclusively or nearly exclusively aims for the public\_\_\_\_utility and has a similar objective.\_\_\_\_\_
5. If the foundation at the point of time of the liquidation will not have any more\_\_\_\_profits, it will in this case cease to exist. In this case the board will report this\_\_\_\_to the registers where the foundation is registered.\_\_\_\_\_
6. The foundation will in the case of settlement cease to exist at the point of\_\_\_\_time when the settlement will end. The settlers will give notice thereof to the\_\_\_\_registers where the foundation is registered.\_\_\_\_\_

END OF ARTICLES\_\_\_\_\_

The person appearing finally declares:\_\_\_\_\_

The first financial year ends on the thirty-first day of December two thousand and eighteen.\_\_\_\_\_

The address of the foundation is: Keizersgracht 452, 1016 GD Amsterdam.\_\_\_\_\_

Appointed as board members:\_\_\_\_\_

1. J.H. Vink, as chairman;\_\_\_\_\_

2. M.A.L. van der Linden, as secretary-treasurer.\_\_\_\_\_

The Appearer is known to me, civil law notary, and the identity of the\_\_\_\_\_

Appearer/parties is checked by me through legal means of identification.\_\_\_\_\_

OF ALL OF WHICH THE PRESENT RECORD HAS BEEN MADE, the original of which was executed at Wassenaar on the day and year first above written.\_\_\_\_\_

After the sum and substance of the present deed had been summarized to the\_\_\_\_\_

Appearer he declared to have taken cognizance of the contents of the present deed and not to require a complete reading thereof.\_\_\_\_\_

Thereupon the present deed was signed by the Appearer and me, civil law notary.\_\_\_\_\_

(signed)

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