

RZ/GA/LV  
versie: 1

## CROSS-BORDER DEED OF AMENDMENT AND CHANGE OF BY-LAWS EUROPEAN CANCER PATIËNT COALITION

Presently, ● February two thousand and fifteen, appeared before me, Mr. Robert-Jan Eduard Zwaan, notary public in The Hague:  
Mr. ●

He who appeared before the notary public declared the following:  
The Council of Members of the statutory of the association based in Utrecht: **European Cancer Patiënt Coalition** (the "**Association**") has decided on ● February two thousand and fifteen to convert from Association into an *Association Internationale Sans But Lucratif (AISBL)* in accordance with the law in Belgium and connected to this decision, to change the by-laws as mentioned hereafter and, to authorize, he who appeared before the notary public, to effectuate the change of the by-laws.

The foregoing is proven by minutes deeds, also having appeared before me today, notary public.

Prior to the decision to change the by-laws, the Council of Members considered the following:

### **CONSIDERATIONS**

- a. The Association was founded by deed on twenty-one December two thousand and five in the presence of Mr. E.P. Jager, notary public based in Aerdenhout. The by-laws of the Association have last been changed by covenant on fourteen January two thousand and thirteen in the presence of Mr. R.J. Holtman, notary public based in Utrecht.
- b. The Association has as factual location: Montoyerstraat 40, 1000 Brussels, Belgium.
- c. Based on the jurisprudence of the Court of Justice of the European Union (particularly the arrest on sixteen December two thousand and eight, C-210/06 regarding *Cartesio Oktató és Szolgáltató bt*), a company can, in accordance with the law in the Member State of the European Union, move to another Member State, with an associated change of the national laws that are applicable to the company, by changing the company status to one that is covered by the national law of the Member State to which the company moves

- (if and as far as the law of the other Member State allows for such an amendment) by moving its seat to the territory of the last-mentioned, Member State, whereby the connection required in accordance with the national law of the Member State in which the company was founded, is terminated.
- d. In article 110 of the mentioned arrest, the Court of Justice of the European Union states that a Member State has the authority to deny a company falling under its national law to maintain its qualification when they wish to reorganize in a different Member State by moving their seat to the territory of that Member State, and thereby terminates the connection required in accordance with the national law of the Member State in which the company was founded.
- e. In article 112 of the mentioned arrest, the Court of Justice of the European Union states that the authority of a Member State mentioned in point d. cannot be applied to the point where the Member State in which the company was founded, by demanding the dissolution and liquidation of the company, can prevent the company to change the company status, in accordance with the national law of another Member State, in as far as that Member State's national laws allow for such a change.
- f. Exclusively based on the interests of the creditors of the Association, has the Association decided to join the (pre-)motion to amend Book 2 of the Civil Code in connection with the introduction of a cross-border conversion of capital companies (the "**(pre)motion to amend**"). The Association has deposited a proposition for a cross-border deed of amendment of its seat with the trade registry on fifteen December two thousand and fourteen and announced this deposition in the *Staatscourant* (national legal notification journal) on eighteen December two thousand and fourteen. In addition, the proposition for a cross-border deed of amendment has been available for inspection for any creditors of the Association from the moment of publication in the *Staatscourant* until the moment of conversion, at the office of the Association. A confirmation of the deposit at the offices and at the trade registry, as well as a copy of the *Staatscourant* are attached to this deed.
- g. In accordance with article 334uu section 1 Book 2 of the Civil Code, following the (pre-)motion to amend, the decision to the cross-border deed of amendment has been taken two months after the announcement in the *Staatscourant* of the deposit of the proposition of the cross-border deed of amendment at the trade registry as mentioned previously under f. During this period, the creditors of the Association were in a position to protest the of the proposition of the cross-border deed of amendment in writing, mentioning the desired guarantee.
- h. Neither the Association, nor BarentsKrans N.V. in The Hague has received a request for assurance or a guarantee for the reparation of claims for creditors of the Association within the term of two months following the announcement in

the *Staatscourant* of the deposit of the proposition of the cross-border deed of amendment at the trade registry as mentioned previously under f.

- i. The by-laws of the Association, following the execution of this deed, will again be changed by deed as witnessed by Mr. ●, notary public, based in ● (Belgium), in order to comply with the conditions that Belgium law poses to an *Association Internationale Sans But Lucratif (AISBL)*.
- j. Based on article 334ww section 2 Book 2 of the Civil Code, following the (pre-)motion to amend, the cross-border deed of amendment is effectuated in the manner and on the date as prescribed by the country where the statutory seat will be established. The manner and date on which the cross-border deed of amendment will be effectuated is therefore determined by Belgium law.
- k. In accordance with Belgium law, the cross-border deed of amendment will be effectuated the moment that, by Royal decree, the incorporation of the Association is recognized, following the passing of the deed of the change of by-laws as under i.

To effectuate the above, he who appeared before the notary public declares:

#### **CONVERSION OF THE ASSOCIATION**

The Association will be converted from an association with full legal rights in accordance with Dutch law into an *Association Internationale Sans But Lucratif (AISBL)* in accordance with Belgian law, without the Association being dissolved and without its capital being liquidated.

#### **CHANGE OF BY-LAWS**

Effective on the date on which the conversion of the Association is effectuated, article 1, section 2 of the by-laws will be amended, in accordance with Belgian law, as follows:

2. The association has its legal seat in Brussels (Belgium).

#### **CLOSURE**

He who appeared before me, the notary public, is familiar.

This deed passed in The Hague on the date mentioned at the head of the deed. After taking down the content of this deed, he who appeared before the notary public declared timely before the passing of the deed to have acquainted himself with the content of the deed, to have received an explanation regarding the deed and to have been informed of the consequences of the changes contained in this deed for the parties involved and waived his right to have the deed read out to him in full.

In closure, his deed, immediately after a limited reading, has been signed by he who appeared before the notary public and, subsequently, by me, notary public.