

VAN DOORNE N.V.

**UNOFFICIAL TRANSLATION**

*In this translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitably, differences may occur in translation, and if so, the Dutch text shall by law govern.*

**DEED OF INCORPORATION**

**STICHTING INTERNATIONAL KIDNEY CANCER COALITION / IKCC**

Today, the ninth day of December two thousand and fourteen, appears before me, Robert Collenteur, LL.M., assigned civil-law notary, hereinafter referred to as: "the civil-law notary", authorised to execute deeds in the protocol of Ms Saskia Laseur-Eelman, LL.M., a civil-law notary practising in Amsterdam:

Ms. **Rachel Giles** born in Mountain View (United States of America) on the sixteenth day of March nineteen hundred sixty-six, residing at 1115 HB Duivendrecht, 't Ven 30, unmarried and not registered as partner within the meaning of the registered partnership, holder of a passport with number NMD78P1B8, issued at Ouder-Amstel on the eighteenth day of November two thousand nine.

The person appearing, acting in her aforementioned capacity, declares that she hereby incorporates a foundation governed by the following Articles of Association:

**ARTICLES**

**Definition of terms**

**Article 1**

1. In these Articles, the terms below are defined as follows:
  - a. Affiliates: organisations that are admitted by the Board as such in accordance with Article 11;
  - b. Associated Individuals: persons that are admitted by the Board as such in accordance with Article 13;
  - c. Board: the body charged with managing the foundation;
  - d. Board Member: a member of the board of the foundation;
  - e. Council of Affiliates: the council consisting of the Affiliates and the Associated Individuals;
  - f. Foundation: the foundation **Stichting International Kidney Cancer Coalition**, with abbreviated name **Stichting IKCC**;
  - g. Written (message): any message transmitted via customary channels of communication, including readable and reproducible messages sent electronically, addressed to or sent from the address that has been notified to the foundation for this purpose.
2. Unless otherwise evident or clearly intended otherwise, a reference to a term or word

in the singular form will comprise a reference to the plural form of this term and vice versa.

3. Unless otherwise evident or clearly intended otherwise, a reference to the male gender comprises a reference to the female gender and vice versa.

#### **Name and registered office**

##### **Article 2**

1. The Foundation has the name: **Stichting International Kidney Cancer Coalition**, with the abbreviated name: **Stichting IKCC**.
2. It has its registered office in the municipality of Ouder-Amstel.

#### **Objects**

##### **Article 3**

1. The objects of the Foundation are to improve the lives of those affected by kidney cancer globally, and all that is related or conducive thereto.
2. The Foundation attempts to realise its objects by:
  - a. raising awareness of kidney cancer as a significant and increasing global health issue;
  - b. encouraging early detection and access to quality treatment and care of kidney cancer;
  - c. enhancing the exchange of information and best practice about management of kidney cancer and side effects of treatments;
  - d. promoting global collaboration and patient involvement in clinical trials;
  - e. supporting existing patient organisations and encourage the creation of new patient organisations;
  - f. acting as a global umbrella for national and/or regional registered not-for profit organisations or charities with a focus on kidney cancer,and all other acts that are related to the above or that may be conducive thereto, all of this in the broadest sense of the word.
3. The Foundation will act:
  - a. patient centred and democratic;
  - b. collaborative but independent;
  - c. professional;
  - d. innovative;
  - e. culturally sensitive (respectful).
4. The income and property of the Foundation will solely be used for the promotion of the objects of the Foundation

#### **Structure**

##### **Article 4**

1. The bodies of the Foundation are:
  - a. the Board; and
  - b. the Council of Affiliates.
2. The Board may form one or more other advisory or other councils and/or advisory or other committees and adopt regulations for that council and/or committee.
3. The Foundation has a secretariat and Associated Individuals.

## **Board: composition and appointment**

### **Article 5**

1. The Board of the Foundation consists of at least five and at most ten natural persons. The number of Board Members will be determined by the Board with due observance of the provisions of the previous sentence. The Board will appoint a chairperson, a vice-chairperson and a secretary/treasurer from its midst.
2. Board Members are appointed by the Board with the approval from the Council of Affiliates.
3. Board Members will be appointed on the basis of a profile describing required qualifications, skills and experience. The profile will form part of a regulation adopted by the Board. Only persons who are employed by or are a representative of an Affiliate can be appointed as a Board Member.
4. Board Members are appointed for a period of at most three years. They retire according to a schedule to be drawn up by the Board. A Board Member who has retired according to the schedule can be reappointed once by the Board without approval of the Council of Affiliates. Each further reappointment requires the approval of the Council of Affiliates.
5. Vacancies will be filled as soon as possible. The Board will retain all of its powers if there are vacancies on the Board. If no subsequent Board Member has been appointed within six months after the vacancy on the Board arose, the appointment will be performed by the Council of Affiliates, and failing that by the District Court at the request of any of the interested parties, without prejudice to the possibility to apply to the President of said District Court for preliminary relief.
6. The Board Members do not receive remuneration, neither directly nor indirectly. Remuneration does not include a reasonable compensation of costs incurred on behalf of the Foundation and for the activities performed by them on behalf of the Foundation.

## **Board: suspension, dismissal and absence**

### **Article 6**

1. Board Members are suspended and dismissed by the Board. A resolution of the Board to suspend and dismiss a Board Member is adopted with a two-third majority of the votes at a meeting at which all Board Members are present or represented, on the understanding that the officer whose suspension or dismissal is at issue, is not involved in the decision-making.  
If not all Board Members are present or represented at this meeting, a second meeting will be convened within fourteen days after the original meeting was held during which second meeting resolutions concerning such a motion can be adopted by a two-third majority of the votes cast, provided more than half of the Officers are present.
2. The Board may, after having heard the relevant Board Member, resolve to dismiss a Board Member on the grounds of:
  - a. neglecting his duties or inadequate performance;
  - b. incompatibility of positions or interests;
  - c. a change in circumstances or other reasons concerning that Board Member on

- the basis of which the Board considers that the Foundation cannot be expected within reason to maintain said person as a Board Member;
- d. loss of his employment with an Affiliate or ceasing to be a representative of an Affiliate;
  - e. breaching a code of conduct adopted by the Board ("IKCC-Code").
3. A Board Member will furthermore retire:
- a. as a result of his voluntary resignation;
  - b. as a result of the loss of his power to dispose of his assets;
  - c. as a result of the expiry of the term for which he was appointed, with the exception of his possible reappointment;
  - d. as a result of his dismissal by the District Court as referred to in Section 2:298 of the Dutch Civil Code;
  - e. as a result of his death.
4. If one or more Board Members are absent or unable to act, the remaining Board Members or the remaining Board Member will be temporarily charged with the management of the Foundation. In such cases, the remaining Board Members or the remaining Board Member will remain competent to adopt resolutions in a legally valid manner.
- If all Board Members are absent or unable to act, the management will be temporarily entrusted to the person to be designated for this purpose by the Council of Affiliates, or failing that the President of the District Court of the jurisdiction in which the Foundation has its registered office at the request of one or more interested parties.

### **Board; duties and powers**

#### **Article 7**

1. The Board is charged with the management of the Foundation.
2. The Board determines policy, adopts the financial guidelines and is ultimately responsible for day-to-day management.
3. In exercising their duties and powers, the Board must be guided by the objects and interests of the Foundation.
4. The Board will be competent to resolve to conclude agreements to acquire, sell and encumber property subject to public registration and to conclude agreements whereby the Foundation binds itself as surety or as joint and several debtor, warrants performance by a third party or provides security for a debt of a third party, provided the resolution is adopted unanimously by all Board Members in office.

### **Board; meeting and adopting resolutions**

#### **Article 8**

1. The Board meets at least twice a year and furthermore as often as the chairperson or two or more Board Members consider desirable.
2. Board meetings are convened in writing by means of convening notices to each Board Member that are sent on behalf of the Board or the person(s) who desired that a meeting be held. A convening notice will include the subjects to be dealt with and the time and place of the meeting.
3. The term for convening a meeting will be at least five days not including the day of

- convening and that of the meeting. The term for convening a meeting can be reduced to one day in cases of emergencies, such to be decided by the chairperson.
4. A Board Member is authorised, in person or by written proxy granted to a fellow Board Member or by telephone conference, videoconference or any other electronic means of communication, to attend a meeting of the Board. A meeting of the Board requires a quorum of at least one third of the Board members in office being present in person. Meetings of the Board can also be held by telephone conference, videoconference or any other electronic means of communication, provided that all Board Members can communicate with each other and provided that at least the majority of the Board Members in office participate.
  5. The minutes of a meeting are adopted and in evidence thereof signed by the chairperson and the secretary/minutes taker of the relevant meeting or adopted by a subsequent meeting and at that meeting signed by the chairperson and the secretary/minutes taker of that subsequent meeting in evidence of their adoption.
  6. Each Board Member has the right to cast one vote at Board meetings. To the extent the Articles do not prescribe a larger majority, all Board resolutions will be adopted by an absolute majority of the votes cast in a legally valid manner.
  7. Valid resolutions can only be adopted provided all Board Members have been called to the meeting with due observance of the provisions above. If the regulations concerning the convening of a meeting have not been observed, it is nevertheless possible to adopt resolutions unanimously at a Board meeting in which meeting all Board Members are present or represented.
  8. Resolutions of the Board can also be adopted in writing, provided all Board Members declare themselves, in writing, in favour of the relevant motion. Such resolutions are added to the minutes.
  9. The other aspects of the regulation of the procedures and the manner in which the Board adopts resolutions and the division of duties among the Board Members, can take place by means of Board regulations that are adopted by the Board at such times.

**Board: representation**

**Article 9**

1. The Foundation is represented by the Board, by the chairperson or by two Board Members acting jointly.
2. The Board may authorise one or more Board Members and/or persons to represent the Foundation continuously. The authorised representative represents the Foundation with due observance of the limitations of his authorisation.

**Board: entanglements and other positions**

**Article 10**

1. The Board must avoid any entanglement of interests between the Foundation, the Board Members and, if applicable, the Foundation's employees.
2. If an entanglement of interests exists in respect of a Board Member, he or she must inform the Board accordingly. The person in question must furthermore refrain from consultation and decision-making on the subject in respect of which the entanglement

of interests exists. The presence of the person in question is not counted in determining whether the quorum for required for decision-making exists.

3. Board Members and their relations by blood or marriage up to and including the third degree may not receive any direct or indirect personal benefit from deliveries to or agreements with the Foundation.
4. Board Members must report any other functions and the existence of a possible entanglement of interests and/or conflict of interest to the Board.

#### **Affiliates**

##### **Article 11**

1. Affiliates can be organisations with a focus on:
  - a. supporting of and/or rendering services to patients with kidney cancer;
  - b. raising awareness, promoting research and empowering organisations that are focused on supporting those affected by kidney cancer;
  - c. being a kidney cancer organisation.
2. On the basis of a written application, the Board decides on the admittance of an organisation as an Affiliate. The Board decides on the termination of an organisation as an Affiliate.
3. In a regulation, the Board can determine criteria for the admittance of Affiliates.

#### **Associated Individuals**

##### **Article 12**

1. Associated Individuals can be individuals that are clinician or allied health care professional working in the field of kidney cancer, Onco-Nephrology or urology.
2. On the basis of a written application, the Board decides on the admittance of an individual as an Associated Individual. The Board decides on the termination of an individual as an Associated Individual.
3. In a regulation, the Board can determine criteria for the admittance of Associated Individuals and can determine their rights and obligations.

#### **Council of Affiliates**

##### **Article 13**

1. The Affiliates and the Associated Individuals form the Council of Affiliates.
2. Meetings of the Council of Affiliates are held when called by the Board, at least once a year. Further, meetings of the Council of Affiliates are held when called by two Affiliates acting jointly or by two Associated Individuals acting jointly.
3. Each Affiliate and each Associated Individual has one vote in the meetings of the Council of Affiliates. Its resolutions are adopted with a simple majority of votes cast. The other aspects of the regulation of the procedures and the manner in which the Council of Affiliates adopts resolutions, can take place by means of a regulation that is adopted by the Council of Affiliates, after advice of the Board.
4. The Board will periodically inform the Council of Affiliates of relevant developments regarding the Foundation. The Board will be represented at each meeting of the Council of Affiliates to answer questions and report on the activities of the Foundation, including the long-term policy plan and the budget.

#### **Secretariat**

#### **Article 14**

1. The Foundation will have a secretariat. The secretariat will support the Board and will attend to the administration of the Foundation.
2. The Board appoints and dismisses the members of the secretariat.
3. The secretariat follows the instructions of the Board. The secretariat acts under the responsibility of the Board. The Board can regulate the other aspects of the secretariat in a regulation.

#### **Regulations**

#### **Article 15**

1. The Board will have the right to adopt (all other) regulations (than the regulation referred to in Article 11) in which those subjects are regulated that are not included in these Articles.
2. These regulations may not be contrary to the law or these Articles.
3. The Board will have the right at all times to amend or cancel (all other) regulations (than the regulation referred to in Article 11).

#### **Financial year and annual report and accounts**

#### **Article 16**

1. The Foundation's financial year will coincide with the calendar year.
2. The Board is required to keep such a record of the financial position of the Foundation so that the rights and obligations of the Foundation can be learned from them at any time.
3. The books of the Foundation are closed at the end of each financial year. On the basis thereof, the Board will draw up a balance sheet and a statement of income and expenditure for the past year. The balance sheet and the statement of income and expenditure will be audited by an accountant to be designated by the Board. This accountant will report to the Board concerning his audit.
4. The annual report and accounts are adopted by the Board within six months after the end of the financial year and in evidence thereof signed by all Board Members. If a Board Member does not sign, the reason thereof will be stated.
5. The Board will be obliged to keep the books, documents and other data carriers referred to in the previous paragraphs for a period of seven years.

#### **Long-term policy plan and budget**

#### **Article 17**

1. The Board will draw up a long-term policy plan and related budget.
2. The long-term policy plan is in accordance with the objects in the Articles.
3. The long-term plan will provide insight into, inter alia, the activities to be performed by the Foundation.
4. The Board is charged with the performance and realisation of the programmes and activities included in the long-term policy plan.

#### **Amendment to the Articles of Association**

#### **Article 18**

1. The Board will be authorised to amend these Articles, with the approval of the Council of Affiliates.

A resolution to amend the Articles requires a majority of two thirds of the votes at a meeting at which all Board Members are present or represented. If not all Board Members are present or represented at this meeting, a second meeting will be convened within fourteen days after the original meeting was held, during which second meeting resolutions concerning such a motion can be adopted by a majority of two thirds of the votes cast if at least half of the Board Members are present or represented at the meeting.

2. The amendment must be realised by notarial deed subject to being declared void. Each Board Member is independently authorised to have the relevant deed executed.
3. The Board Members are required to file an authentic copy of the amendment and the amended Articles with the offices of the Commercial Register of the Chamber of Commerce in whose jurisdiction the Foundation has its registered office.
4. The provisions of this Article apply mutatis mutandis to a resolution to perform a legal merger and/or legal split-off.

#### **Dissolution and liquidation**

##### **Article 19**

1. The Board is authorised to dissolve the Foundation. The provisions of Article 18(1) will apply accordingly to a Board resolution to dissolve the Foundation.
2. Following dissolution, the Foundation will be liquidated by the Board Members or by a legal entity or entities to be designated by the Board.
3. Any remaining positive balance will be distributed to a kidney cancer initiative to be resolved upon by the Board.
4. Following liquidation, the books and documents of the dissolved Foundation will be kept by the person designated by the liquidators for the period prescribed by law.
5. The provisions of Title 1, Book 2 of the Dutch Civil Code will otherwise apply to the liquidation.

#### **Final provision**

##### **Article 20**

The Board will decide in all cases not provided for in law or in these articles.

#### **First financial year**

##### **Article 21**

The Foundation's first financial year will run from the date of formation until the thirty-first of December two thousand fifteen. This Article together with its heading will lapse after expiry of the first financial year.

#### **Final statement**

The person appearing, acting in his aforesaid capacity, finally states that as at the date of incorporation of the Foundation, the Board consists of:

- Ms. **Rachel Giles**, born at Mountain View (United States of America) on the sixteenth day of March nineteen hundred sixty-six, chairperson;
- Ms. **Deborah Maskens**, vice-chairperson;
- Ms. **Anne Christine Rose Wilson**, born at Melbourne (Australia) on the sixth day of May nineteen hundred fifty-one, secretary/treasurer;



- Ms. **Rose Ann Woodward**, born at Colchester (United Kingdom) on the twelfth day of January nineteen hundred fifty-one, board member;
- Mr. **Michael Casper Herbst**, born at Braamfontein (South Africa) on the twenty-ninth day of September nineteen hundred forty-four, board member;
- Ms. **Berit Kristina Eberhardt Wetherington**, born at Berlin (Germany) on the twenty-sixth day of September nineteen hundred seventy, board member.

**End of the deed**

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

This Deed is executed in Amsterdam on the date first above written. The substance of the present deed is communicated and explained to the person appearing by me, the civil-law notary, whereby I, the civil-law notary, inform the person appearing of the consequences arising from the contents of the deed. The person appearing declares to have taken notice of the contents of the present deed in a timely fashion and to agree to said contents and the limited reading of the deed.

Immediately after those parts of the deed that the law requires to be read out have been read out, this deed is signed by the persons appearing and by me, civil-law notary.