

24519PD FOUNDATION

Today, February twenty-first, two thousand and thirteen, appeared before me, Mr. Paul Adriaan Delen, civil-law notary residing in Baarn:

Mr. IJSBRAND SIMON POORTMAN, residing at [REDACTED], [REDACTED], born in Rotterdam on February twenty-six, nineteen hundred and thirty-seven, holder of driver's license number [REDACTED], unmarried and not registered as a partner. The appearing person stated in the introduction that the following persons took the initiative to establish the foundation described in this deed:

1. the appearing person/founder, Vice President of the World Alliance Organizations for Prevention and Treatment of Congenital Disorders (WAO), Secretary General of the International Genetic Alliance (IGA) and member of the Rotary Club Baarn-Soest;
2. Mr. Dr. Cornelis Oosterwijk, involved with the Association of Collaborating Parent and Patient Organizations Involved in Genetics Issues (VSOP);
3. Ms. Prof. Dr. Susanne Pauline Verloo-Vanhorick, involved with the Netherlands Organisation for Applied Scientific Research (TNO) and member of the Rotary Club Leiden;
4. Mr. Willem Barent Wijsmuller, member of the Rotary Club Baarn-Soest;
5. Ms. Prof. Dr. Martina Cornelia Cornel, Vrije Universiteit Amsterdam Medical Center;
6. Ms. Dr. Symontje Brecht Detmar, involved with the Netherlands Organisation for Applied Scientific Research (TNO);
7. Mr. Prof. Dr. Jacobus Maria Johannes Cornelis Scheres, University of Maastricht, European Centre for Disease Control, and member of the Rotary Club Elsloo-Maaskant;
8. Mr. Prof. Dr. Arnold Lewis Christianson, University of the Witwatersrand, Johannesburg, South Africa;
9. Dr. Martina Hendrika Ens-Dokkum, on behalf of Zonta International.

The person appearing subsequently declared, in pursuance of this initiative, by this deed, that they establish a foundation and adopt the following articles of association for that purpose:

Name and Registered Office

Article 1

1. The foundation bears the name: Stichting Preparing for Life.
2. It has its registered office in the municipality of The Hague.

Objective

Article 2

1. The foundation serves the public interest and its objectives are:
 - a. to promote, develop, and in every way support policies and activities worldwide that lead to the birth of children without preventable diseases and abnormalities, as well as safe motherhood; The initiative focuses on preventive care, particularly in the pre-conception phase, in order to substantially reduce infant mortality, and which initiative is shaped by good cooperation between scientists, physicians, healthcare organizations, patient organizations, governments, service organizations, and other groups;
 - b. performing all other actions that are related to this objective in the broadest sense or that may be conducive to it.
2. The foundation must—in compliance with the tax regulations for public benefit institutions—realize its objective on a non-profit basis.
3. The foundation's resources may include subsidies, donations, legacies, inheritances, and other income.

Board: Composition, Method of Appointment

Article 3

1. The foundation's board consists of a number of at least three directors, to be determined by the board, who are not required to be able to dispose of the foundation's assets as if they were their own.
2. The board members are appointed and suspended by the board. Vacancies must be filled as soon as possible. The board elects a chairperson, a secretary, and a treasurer from among its members; the positions of secretary and treasurer can be filled by one person.
3. The board members are appointed for a period of four years. They retire according to a schedule to be drawn up by the board. A board member retiring according to the schedule is eligible for immediate and unlimited reappointment, but for a maximum of two times. A board member appointed to fill an interim vacancy will take the place on the schedule of the person to whose vacancy they were appointed.
4. In the event of one or more vacancies on the board, the board retains its authorities.
5. The board may decide to establish an executive committee, responsible for the day-to-day operations of the foundation and for implementing the board's decisions.
6. The board may decide to establish a support office.
7. The directors do not receive any remuneration for their work. They are, however, entitled to a reasonable attendance fee and reimbursement for expenses incurred in the performance of their duties.

Board: Duties and Powers

Article 4

1. The board is responsible for managing the foundation.
2. The board is not authorized to enter into agreements to acquire, dispose of, or encumber registered property, unless the decision is made by the unanimous vote of all serving directors.
3. The board is not authorized to decide to enter into agreements whereby the foundation acts as guarantor or joint and several debtor, warrants performance by a third party, or commits itself to providing security for another person's debt, unless the decision is taken by unanimous vote of all serving directors.
4. Inheritances may only be accepted subject to the benefit of inventory.

Board: Meetings

Article 5

1. Board meetings shall be held at least once a year at the location specified in the notice of meeting.
2. Annually, within six months of the end of the financial year, a meeting of the board (the annual meeting) shall be held, at which, at least, the approval of the balance sheet and the statement of income and expenditure shall be on the agenda.
3. Furthermore, meetings shall be held when two directors issue the notice to do so; these meetings, other than the annual meeting, may take place in person, by telephone, or online.
4. A meeting shall be convened at least fourteen days in advance, not counting the day of the convening notice or the day of the meeting, by means of a notice.
5. A notice shall state, in addition to the place and time of the meeting, the topics to be discussed.
6. Meetings shall be chaired by the chairperson; if the chairperson is absent, the directors present shall chair the meeting; until that time, the meeting shall be chaired by the oldest director present.
7. The secretary shall take minutes of the meeting; in the secretary's absence, the secretary shall appoint the secretary. The minutes shall be approved and signed by those who acted as chairperson and secretary at the meeting. The minutes shall then be retained by the secretary.
8. Attendance at board meetings shall be granted to the serving directors and those invited by the board.

Board: Decision-Making

Article 6

1. The board may only make decisions at a meeting if the majority of the serving directors are present or represented (in person, by telephone, or via the internet). After a meeting, the board may ask an absent board member to give written consent to provisional decisions. A director may be represented at a meeting by another director after a written proxy, deemed sufficient by the chairperson of the meeting, has been issued. A director may only act as a proxy for one other director. If the majority of the serving directors are not present or represented at a meeting, a second meeting will be convened, to be held no sooner than two and no later than four weeks after the first meeting. At this second meeting, regardless of the number of directors present or represented, decisions can be made on the items that were on the agenda at the first meeting. The notice convening the second meeting must state that a resolution can be passed regardless of the number of directors present or represented.
2. As long as all directors in office are present at a meeting, valid resolutions can be passed on all topics under discussion, provided they are passed unanimously, even if the regulations stipulated in the articles of association for calling and holding meetings have not been observed.

3. The board may also pass resolutions unanimously outside of a meeting; the secretary shall draw up a report of such a resolution, which shall be kept as minutes after being co-signed by the chairperson.

4. Each director has the right to cast one vote. Unless these articles of association prescribe a larger majority, board resolutions shall be passed by an absolute majority of the valid votes cast.

5. All votes shall be oral, unless one or more directors request a written ballot before the vote. Written ballots shall be cast by unsigned, closed ballots.

6. Blank votes are considered not to have been cast.

7. In all disputes regarding votes, the chairperson of the meeting shall decide.

Board: Resignation

Article 7

A director resigns:

- a. by death or, if the director is a legal entity, by its dissolution or if it ceases to exist;
- b. by the loss of the free management of his assets;
- c. by resignation, whether or not in accordance with the schedule of resignation referred to in Article 3;
- d. by dismissal granted by the other directors jointly;
- e. by dismissal pursuant to Article 2:298 of the Dutch Civil Code.

Representation

Article 8

1. The board represents the foundation.

2. The power of representation also belongs to two directors
acting jointly.

3. An appeal may be lodged against third parties against actions contrary to Article 4, paragraphs 2 and 3.

4. The board may grant power of attorney to one or more directors, as well as to third parties, to represent the foundation within the limits of that power of attorney.

Financial Year and Annual Accounts

Article 9

1. The foundation's financial year is the same as the calendar year.

2. The board is obligated to maintain records of the foundation's financial position and of everything concerning the foundation's activities, in accordance with the requirements arising from these activities, and to store the associated books, documents, and other data carriers in such a way that the foundation's rights and obligations can be known from them at all times.

3. The board is obligated to draw up, record, and approve the foundation's balance sheet and statement of income and expenditure annually within six months of the end of the financial year. The balance sheet and the income statement will, if the board so decides, be audited by a registered accountant, accountant-administrative consultant, or another expert designated by the board within the meaning of Article 2:393 of the Dutch Civil Code; this expert will report on their audit to the board and will present the results of their audit in a statement regarding the accuracy of the documents referred to in the previous paragraph.

4. The board is obligated to retain the books, documents, and other data carriers referred to in the previous paragraphs for seven years.

5. The data stored on a data carrier, with the exception of the balance sheet and income statement on paper, may be transferred and stored on another data carrier, provided that the transfer is carried out with a correct and complete representation of the data, and that this data is available throughout the entire retention period and can be made legible within a reasonable time.

Regulations

Article 10

1. The board is authorized to establish regulations governing matters that, in the board's opinion, require (further) regulation.
2. The regulations may not conflict with the law or these Articles of Association.
3. The board is authorized to amend or terminate the regulations.
4. The provisions of Article 11, paragraph 1, apply to the adoption, amendment, and termination of the regulations.

Amendment of the Articles of Association

Article 11

1. The board is authorized to amend these Articles of Association. A resolution to amend the Articles of Association must be passed unanimously at a meeting in which all directors are present or represented, without any vacancy on the board.
2. The amendment must be effected by notarial deed, under penalty of nullity. Each director individually is authorized to execute the relevant deed.
3. The directors are required to file an authentic copy of the amendment and the amended articles of association at the office of the Trade Register.

Dissolution and Liquidation

Article 12

1. The board is authorized to dissolve the foundation.
2. The provisions of Article 11, paragraph 1, apply mutatis mutandis to the board's decision to dissolve.
3. Any surplus after liquidation will be used for the benefit of a public benefit institution with a similar objective or a foreign institution that exclusively or almost exclusively serves the public benefit and has a similar objective, as determined by the liquidators.
4. After dissolution, the liquidation will be carried out by the directors, unless other liquidators are appointed by the resolution to dissolve. 5. After the liquidation, the books and records of the dissolved foundation shall remain in the custody of the person appointed by the liquidators for the period prescribed by law.
6. The provisions of Title 1 of Book 2 of the Civil Code shall also apply to the liquidation.

Final Provisions

Article 13

1. In all cases not provided for by either the law or these Articles of Association, the board shall decide.
2. In these Articles of Association, "written" means any message transmitted through customary communication channels, evidenced by written form.

Final Declarations

Finally, the person appearing declared that upon this incorporation:

- a. the board consists of five (5) directors;
- b. the following were appointed as directors for the first time:
 1. the aforementioned person appearing/founder, in the position of chairman;
 2. the aforementioned Mrs. Dr. Symontje Brecht Detmar, residing [REDACTED], born in Gaasterland on March 6, nineteen hundred and sixty-one, in the position of secretary/treasurer;
 3. the aforementioned Mrs. Prof. Dr. Susanne Pauline Verlooove-Vanhorick, resided at [REDACTED], born in Amsterdam on January 7, nineteen hundred and forty-six;
 4. the aforementioned Mr. Dr. Cornelis Oosterwijk, residing at [REDACTED], born in Nieuw-Lekkerland on the twenty-second of August, nineteen hundred and sixty-two;
 5. the aforementioned Professor Arnold Lewis Christianson, address: [REDACTED] [REDACTED] born in South Africa on the first of March, nineteen hundred and fifty;
- c. the first financial year ends on the thirty-first of December;
- d. the foundation's first address is Helios, Gerstkamp 130, (2592 CV) The Hague.

Conclusion of the deed

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

The minute of which was executed in Baarn on the date stated at the beginning of this deed. After I, the civil-law notary, had communicated the essential content of this deed and explained it to the person appearing, the consequences of the content of this deed were, where necessary, pointed out to the person appearing. The person appearing then declared that they had taken due note of the content of this deed in advance and agreed to it, as well as to a limited reading of it. Immediately after a limited reading, this deed was signed by the person appearing and subsequently by me, the civil-law notary.