

21700669MVB

Foundation establishment

On this day, nineteen March twenty eighteen, there appeared before me, Frank Bernard van Acker, notary in Zeist:

1. Mr **Louis Jacob Bont**, born in Amsterdam on sixteen March nineteen hundred and seventy, residing in 3581 TD Utrecht, Oudwijkerlaan 24, married, identified on the basis of a Dutch driving licence with number 4902857807, valid until two May twenty twenty-one;
2. Mr **Aize Jan Smink**, born in Gaasterland on twenty five December nineteen hundred and sixty-three, residing in 3050 Oud-Heverlee (Belgium), Bogaardenstraat 49, married, identified on the basis of a Dutch passport with number NM66R7F66, valid until thirteen May twenty eighteen;
3. Ms **Leyla Tabatabaie**, born in Kazeroon (Iran) on sixteen May nineteen hundred and seventy-eight, residing in 4124 BE Hagestein, Maatgraaf 29, married, identified on the basis of a Dutch passport with number NS4LFP5J8, valid until twenty five August twenty twenty-six.

The parties present declare by this deed to be setting up a foundation and to be establishing for that purpose the following articles of association:

Name and Head Office

Article 1

1. The foundation is called: **Stichting ReSViNET**.
2. Its head office is in the town of Zeist.

Purpose

Article 2

1. The purpose of the foundation is to:
 - a. combat and reduce the prevalence of the human respiratory syncytial virus (hereafter referred to as: RS virus);
 - b. stimulate and support (quality) research on the RS virus;
 - c. ask for awareness and increase knowledge of the RS virus;
 - d. develop and improve effective medicines and treatments to combat the RS virus;
 - e. strive towards any other, related goals that may be formulated by the Scientific Advisory Board referred to below;
 - f. perform any further actions that pertain to the above in the broadest sense

or that may be conducive thereto.

2. The foundation shall strive to fulfil its purpose for instance by:
 - organising congresses and meetings of and for scientists;
 - raising funds by receiving remuneration for bringing parties together to agree on further RS virus research;
 - gathering information on the RS virus and making it available to researchers and stakeholders;
3. The foundation shall be non-profit making.
4. The foundation's resources will come from:
 - the financial contributions of participants in congresses and meetings;
 - funds received on statutory grounds;
 - donations, inheritances, legacies;
 - return on capital;
 - contributions and subsidies;
 - capital amounts made available by the government or other bodies and amounts made available in operating costs;
 - all other assets and income.

Board of Directors: composition, manner of appointment (and remuneration)

Article 3

1. The foundation's Board of Directors shall consist of a number to be determined by the board of at least three (3) directors, of which at least one board member must have demonstrable scientific knowledge of the RS virus, hereafter referred to as the expert board member, and at least one other board member who is a director or employee of Julius Clinical Research B.V. (Chamber of Commerce number 30244124), or its successor in title, and who has been appointed as such by Julius Clinical Research B.V.
2. Directors, except for those on the first board, shall be appointed or suspended by the board of Directors. Vacancies must be filled as quickly as possible (within 3 months). The board shall choose a chair, secretary and treasurer among its own members. One board director may fill more than one function.
3. Board directors are appointed for an indefinite period.
4. The appointment of a new expert board director must preferably be based on the recommendation of the current expert board director who proposes a successor. If departing from this for a motivated reason, a new expert board member will be appointed according to an expert board-member profile established by the board of directors, taking account of the nature of the foundation, its activities and the desired expertise and background of the intended expert board member in question.

5. In the case of one or more vacancies on the board, the board retains its powers.
6. All board directors are entitled to compensation for expenses incurred in the performance of their duties.

Board: task and powers

Article 4

1. The board of directors is responsible for the management of the foundation. Each director has a duty towards the foundation duly to fulfil the task assigned to him or her.

Board of directors shall avoid any form or resemblance of personal benefit or conflict of interest between them and the foundation.

The board is obliged with regard to the assets of the foundation and anything concerning the activities of the foundation, as well as demands arising from these activities, to conduct the administration and maintain the related books, documents and other storage media in such a way that the rights and duties of the foundation can be known at any time.

The board is obliged to keep such books, documents and other storage media for a period of seven years.

2. The board does not have decision-making powers regarding the signing of contracts for the acquisition, alienation and encumbrance of registered property (unless the decision is made unanimously by all board directors in office).
3. The board is not authorised to decide on the signing of agreements whereby the foundation is bound as guarantor or joint and several debtor, stands in for a third party or provides security for the debt of another party (unless the decision is made unanimously by all board members in office).
4. Successions may only be accepted under beneficium inventarii (i.e. without liability to debts beyond the assets descended).
5. A decision by the board:
 - to suspend or extend the suspension of a board member; or
 - to discharge a board member; or
 - including the observation that a board member no longer meets the aforementioned requirements or profile;

shall be made in a meeting of all the remaining board members, which must be at least two in number.

The board director in question shall be given the opportunity to state his or her

case in a meeting where the decision to suspend or discharge him or her is discussed, and may be assisted in this by a legal counsel.

6. A decision by the board concerning:
 - an amendment to the articles of association;
 - a merger;
 - a splitting as referred to in Title 7 of Book 2 of the Dutch Civil Code;
 - the conversion of the foundation to another legal structure; or
 - the dissolution of the foundation;
 - defining or changing a profile as referred to in article 3 paragraph 4;
 - the awarding of a bonus for the work of a board member
 must be made unanimously in a meeting where all the board of directors members are present or represented.
7. The board shall draw up a policy plan and update it periodically. The policy plan shall give insight into the work that is to be done by the foundation, its fund-raising methods, the management of the foundation's assets, and the spending thereof.
8. The board shall ensure that:
 - no more capital is held by the foundation than is necessary for the continuity of the intended work in the interest of the foundation's purpose; and
 - fund-raising costs and the management costs of the foundation are in reasonable proportion to spending with regard to the foundation's purpose.
9. The board shall ensure that the institution's administration is organised in such a way that it gives a clear indication of the nature and extent of:
 - expense allowances and attendance fees to which the various board members are entitled;
 - costs incurred in fund-raising and for the management of the foundation, and the nature and extent of other expenses of the foundation;
 - the income of the foundation;
 - the foundation's assets.

Board: meetings

Article 5

1. Board meetings shall be held in the Netherlands at the place determined in the convocation.
2. Each year, within six months after the end of the financial year, a board of Directors meeting (the annual meeting) shall be held, of which the agenda will in

- any event include the adoption of the balance sheet and income statement.
3. Meetings shall furthermore be held when one of the members convenes the board.
 4. The convocation to a meeting must take place at least seven days before the meeting, not counting the day of the convocation and the day of the meeting, by means of a convening notice or other written statement.
 5. The convening notice must, in addition to the venue, date and time of the meeting, also indicate the topics that will be discussed.
 6. Meetings are led by the chair. If the latter is absent, the attending board members shall ensure that the meeting is conducted. Up to that point, the meeting shall be led by the oldest attending board member.
 7. The secretary shall take the minutes of the meeting. If the secretary is absent, a minute keeper shall be designated by the person who is conducting the meeting. The minutes shall be adopted and signed by those who acted as chair and minute keeper during the meeting. The minutes shall afterwards be kept by the secretary.
 8. Access to board meetings is granted to board members in office and anyone who has been invited by the board.

Board: decision-making

Article 6

1. The board may only make decisions in a meeting where the majority of the board of Directors members in office are present or represented.
A board of Directors member may be represented in a meeting by another board member once a written power of attorney, approved by the chair of the meeting, has been issued. A board member may act as a proxy for only one other board member.
2. If the majority of board of Directors members in office is not present or represented at a meeting, a second meeting will be called, which must be held no earlier than two weeks and no later than four weeks after the first meeting. At the second meeting, regardless of the number of board members present or represented, decisions may be made concerning the topics that were on the agenda of the first meeting. In the convocation to the second meeting, it must be stated that and why decisions may be made regardless of the number of board members who are present or represented.
3. If all the board members in office are present at a meeting, valid decisions may be taken on any topics that are raised, provided it is done unanimously, even if the rules for calling and holding meetings as stipulated in the articles of association have not been followed.
4. The board may also make unanimous decisions outside of meetings. Decisions

taken in this way shall be recorded by the secretary in an account that, after being co-signed by the chair, shall be kept as minutes.

5. Each board of Directors member has the right to cast one vote.

Insofar as these articles of association do not prescribe a larger majority, board decisions shall be taken with an absolute majority of the votes validly cast. In the event of a tie, the proposal shall be considered rejected.

6. All voting in meetings shall take place orally, unless before the meeting one or more board members have requested a written vote.

Written votes shall take place with unsigned, closed ballots.

7. Blank votes shall not be considered as cast.
8. In the event of a dispute concerning a vote, the chair of the meeting shall decide.

Board: resignation

Article 7

A board of Directors member terminates office:

1. when he/she dies, or in the case of a legal person, when it is dissolved or ceases to exist;
2. through the loss of free control of his/her/its assets;
3. upon retirement (whether or not according to a retirement schedule);
4. if dismissed by all of the remaining board of Directors members, at least two in number;
5. through dismissal on the basis of article 2:298 of the Dutch Civil Code.
6. if, insofar as it was applicable, he/she is no longer connected with Julius Clinical Research B.V. in accordance with the aforementioned.

Representation

Article 8

1. The board of Directors represents the foundation.
2. Power of representation shall be held by two board of Directors members acting jointly.
3. The board of Directors can grant power of attorney to one or more board members, 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 financial year of the foundation is the same as the calendar year.
2. The board of Directors is obliged with regard to the assets of the foundation and anything concerning the activities of the foundation, as well as demands arising from these activities, to conduct the administration and maintain the related books, documents and other storage media in such a way that the rights and

duties of the foundation can be known at any time.

3. The board of Directors is obliged each year within six months after the end of the financial year to prepare, draw up and adopt the foundation's balance sheet and income statement on paper. (The balance sheet and income statement shall be audited by a chartered accountant, accounting consultant or other expert as referred to in article 2:393 of the Dutch Civil Code, who will be appointed by the board. The expert shall present an audit report to the board and indicate the results of the audit in a statement on the correctness of the documents referred to in the previous paragraph.)
4. The board of Directors is obliged to keep the books, documents and other storage media referred to in the previous paragraphs for a period of seven years.
5. Data present on a storage medium, except for the balance sheet and income statement in paper format, can be transferred to and kept on another storage medium, provided that it is a correct and complete version of the data and that this data remain accessible and can be provided in readable format within a reasonable time for the duration of the storage period.

Regulations

Article 10

1. The board of Directors is authorised to adopt regulations in which matters are governed that in the opinion of the board require (further) regulations.
2. Such regulations may not be contrary to the law or to these articles of association.
3. The board is authorised to amend or terminate the regulations.
4. For the establishment, amendment and termination of the regulations, the provisions in article 11 paragraph 1 apply.

Scientific advisory board

Article 10a

1. The foundation may have a scientific advisory board.
2. The scientific advisory board is set up and the number of members determined by the executive board.
3. Members of the scientific advisory board shall be appointed by the executive board, with the understanding that the expert board member shall chair the scientific advisory board.
3. Members of the scientific advisory board must meet the following requirements:
 - a. a member of the scientific advisory board must be a natural person;
 - b. except for the chair of the scientific advisory board, members of the scientific advisory board may not be members of the foundation's executive board nor of any other body of the foundation.

4. The scientific advisory board shall give solicited and unsolicited advice on the foundation's scientific policy and the effect thereof.
5. The board of Directors shall lay down regulations, which shall include further rules for the appointment of scientific advisory board members and the termination of their office. These regulations may also include further rules regarding other matters, such as the tasks, powers and working method of the scientific advisory board.

Articles of Association amendment

Article 11

1. The board of Directors is authorised to amend these articles of association. A decision to amend the articles of association must be made unanimously in a meeting where all board members are present or represented.
2. Amendments must be made by notarial deed, under penalty of rejection. Each member of the board is individually authorised to have the deed executed.
3. Board of Directors members are obliged to submit an authentic copy of the amendment and the amended articles of association to the office of the trade register.

Dissolution and liquidation

Article 12

1. The board of Directors is authorised to dissolve the association.
2. Should the board decide on dissolution, the provisions of article 11 paragraph 1 shall apply accordingly.
3. If the board decides to dissolve the foundation, or in other cases of dissolution, any remaining assets will be distributed to a tax-recognized charitable organization with purpose as similar as possible to that of the foundation. The organization is to be designated by the board.
4. After dissolution, liquidation will be handled by the board members, unless other liquidators were appointed in the dissolution decision.
5. Following the liquidation, the books and documents of the dissolved foundation shall remain with the person appointed by the liquidators for the duration of the legally prescribed period.
6. The provisions of Title 1, Book 2 of the Dutch Civil Code shall furthermore apply to liquidation.

Final provisions

Article 13

1. In all cases not provided for by the law or these articles of association, the board of Directors shall decide.

2. For the purposes of these articles of association, 'written' refers to any reproduceable, readable message transmitted via the usual communication channels, of which the identity of the sender can be established with sufficient certainty.
3. The foundation's first financial year ends on thirty one December twenty eighteen.

Final statement

To conclude, the person appearing, acting as stated, declares that at the time of establishment:

- a. the board of Directors consists of three (3) members;
- b. for the first time the board members, with their function stated after their name, are:
 1. Mr L.J. Bont, appointed as chair and expert board member;
 2. Mr A.J. Smink mentioned above, as treasurer/deputy chair, and as such connected to and designated by Julius Clinical Research B.V.;
 3. Ms L. Tabatabaie mentioned above (using the surname Kragten), as secretary.

Conclusion

The appearing persons are known to me as notary.

OF WHICH THE OFFICIAL document was drawn up in Zeist on the date indicated in the heading of this document.

After the gist of this deed had been stated to the appearing parties and explanations had been given, they stated that they had taken note of the content of this deed and did not desire it to be read out in full.

Subsequently, after being read out in part, this deed was signed by the appearing parties and by me as notary.

(Follows signature)

ISSUED AS A COPY:

