

AMENDMENTS TO THE ARTICLES of the foundation:

Stichting Terre des Hommes Nederland,
established in The Hague

Today, the second of November two thousand and nine, there appeared before me, *mr.*

Cornelis Adrianus de Zeeuw, civil-law notary in The Hague:

Mr. *drs.* Jan Arie de Kreij, married and domiciled at Wilhelminaplein 2a in (2243 HE)

Wassenaar, born in Amsterdam on the eighteenth of March nineteen hundred and forty two, whose identity has been established on the basis of a Dutch passport number BFP085FC7, issued in Wassenaar on the tenth of September two thousand and eight. The party appearing stated that the management of the foundation: **Stichting Terre des Hommes Nederland**, having its registered office according to its Articles in The Hague, at the address:

Zoutmanstraat 42-44 (2518 GS) The Hague, listed in the Trade Register of the Chambers of Commerce under number 41149287, further herein referred to as: **"the Foundation"**,

resolved, on the twenty sixth of October two thousand and nine in a meeting held on this date, to entirely amend the Articles of the Foundation. In addition the management decided to authorise the party appearing to have this deed passed. These resolutions are evidenced by an extract from the minutes of the said meeting of which document a copy is attached to this deed.

Moreover, the party appearing, acting as aforementioned, stated that the Articles of the Foundation were most recently amended by deed passed on the tenth of May two thousand and seven before me, the civil-law notary.

In execution of the said resolution to amend the Articles the party appearing, acting as aforementioned, stated the amendment of the full Articles of the Foundation in this deed to be as follows:

ARTICLES.

PREAMBLE.

Because of poverty or social and cultural circumstances millions of children in developing countries have no basic rights such as access to education and healthcare. Unfortunately extreme forms of child abuse - including trade in and prostitution of children - are also still occurring worldwide.

From the vision "all children should have a human existence" Stichting Terre des Hommes Nederland has set itself the target of offering assistance to underprivileged children. To protect them against exploitation and to offer them the opportunity of a good future by education, healthcare and the socioeconomic development of their direct living environment. The Foundation realises its object in close cooperation with the local population and local project partners.

By campaigns, lobbying and conducting research Stichting Terre des Hommes Nederland calls for attention to be paid to children's rights as they were laid down in nineteen hundred and eighty nine by the United Nations in the Convention on the Rights of the Child.

The Foundation particularly appeals to all Dutch nationals regardless of their race, religion and political preference in order to contribute worldwide to a dignified and privileged existence for children.

Stichting Terre des Hommes Nederland is called after the book Terre des Hommes (Earth of the People) by the wayward French writer and World War II pilot Antoine de Saint-Exupéry. His opinions on human dignity, responsibility and solidarity form the basis of the ideas of the organisation. The Swiss Egmund Kaiser chose the ideologies of De Saint-Exupéry as the basis for a relief organisation being active for destitute children anywhere in the world. In nineteen hundred and sixty five his initiative was also carried further by volunteers in the Netherlands. This initiative was then formalised on the eleventh of May nineteen hundred and sixty six by the incorporation of Stichting Terre des Hommes Nederland.

DEFINITIONS.

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| Board : | the governance body entrusted with the management of the Foundation under the supervision of the Supervisory Board; |
| Supervisory Board: | the body supervising the policy of the Board and the general operations of the Foundation; |
| E-mail: | a readable and reproducible message sent electronically; |

- Written: is in writing, also including via e-mail provided the recipient had agreed to receive documents via e-mail at the respective address, or via fax;
- Good Governance Code: the proposal for the Good Governace Code for charities issued in June two thousand and five by the commission of the same name, which has become known as the Wijffels Commission;
- CBF Seal Regulations: the respective regulations of the Central Bureau on Fundraising;
- Close Relationships: close family or similar relationships including, but not limited to, marriage, registered partnerschip, unmarried cohabitation and relations by blood or affinity three times removed.

NAME AND REGISTRERED OFFICE

Article 1

1. The Foundation is known as: **Stichting Terre des Hommes Nederland.**
2. It has its registered office in the municipality of The Hague.

OBJECTS.

Article 2.

The Foundation's object is to provide assistance in the broadest sense of the word to the child in need and his/her environment anywhere in the world, without any distinction as to race, gender, religion or political preference.

Article 3.

1. The Foundation seeks to achieve its objects by:
 - a. forming assets intended to be used to cover the necessary costs associated with such assistance;
 - b. obtaining as much as possible voluntary and non-lobbying cooperation in implementing the tasks associated with assistance from all persons and bodies suitable for this purpose;
 - c. providing and procuring information, in words, pictures and writing;

- d. setting up close cooperation with local non-government organisations aimed at assisting children;
 - e. raising awareness and bringing about changes in attitude and behaviour that may result in an improvement of the position of the child in need;
- and anything else that may further promote the realisation of the objects, all this in the broadest sense of the word.

1. The Foundation is non-profit making.

ASSETS.

Article 4.

1. The Foundation's assets will consist of:

- a. subsidies and donations;
- b. gifts, testamentary dispositions and bequests;
- c. income from fundraising campaigns of any kind whatsoever;
- d. all other acquisitions and income.

Inheritances can only be accepted under the benefit of an inventory.

2. The Foundation will not hold more assets than is reasonably required for the continuity of the anticipated operations in respect of its objects.
3. The assets required for the continuity of the anticipated operations as referred to in the previous paragraph include:
- a. assets or parts thereof which have been acquired by the Foundation under last will and testament or donation, whether or not to be maintained in real terms, insofar as such maintenance results from the conditions attached to that last will and testament or donation;
 - b. assets to be held insofar as the maintenance of this ensues from the object of the Foundation;
 - c. assets to be held and capital to be built up for the anticipated purchase of those assets, insofar as the Foundation reasonably requires those assets for its object.

BODIES.

Article 5.

The Foundation has two bodies:

- a. the Board forming the management of the Foundation according to the Articles as further provided for in Articles 6 up to and including 11.

- b. the Supervisory Board as further provided in Articles 12 up to and including 15.

MANAGEMENT: THE BOARD.

Article 6.

1. The management of the Foundation is formed by a Board and consists of at least one natural person.

The number of Board Members will be determined by the Supervisory Board.

2. Board Members are appointed by the Supervisory Board. The remuneration and other employment conditions of the Board Members are determined by the Supervisory Board. The remuneration of the Board Members will be made visible in the annual accounts and further explanations given.

3. If the Board consists of more than one Board Member, no Close Relationships should exist in the Board.

4. Membership of the Board is incompatible with the capacity of officer, founder, shareholder, supervisor or employee of:

- a. an entity to which the Foundation hands over in full or in part either directly or indirectly the funds it has raised;
- b. an entity with which the Foundation performs in a structural manner legal acts capable of being expressed in money.

An entity as meant in this paragraph is considered equivalent to a legal entity or entity which is according to its Articles directly or indirectly associated with the Foundation.

5. The provisions in paragraph 4 of this Article do not apply in respect of an entity or an entity with which it is directly or indirectly associated pursuant to its Articles, to which the Foundation hands over funds (receiving entity) in accordance with its objects contained in its Articles provided that:

- a. the influence of a receiving entity on the appointment and the nomination for appointment of the Board of the Foundation is permitted up to a maximum of a third of the number of Board Members;
- b. no more than a third of the number of Board Members may consist of persons referred to in paragraph 4 of this Article.

The said Board Members are not permitted to represent the Foundation, apart from representation through participation in actions of the Board.

6. Each Board member must inform the Supervisory Board immediately of the existence of an incompatible relationship or capacity as referred to in paragraphs 3 and 4 of this Article.
7. The provisions set out in paragraphs 4 and 5 of this Article do not apply:
 - a. if and insofar as there is a consolidation with regard to the Foundation and the respective entity in accordance with the official accounting guideline (*Richtlijn Verslaggeving Fondsenwervende Instellingen*);
 - b. if the Board Member has been appointed with the approval of the Supervisory Board.
8. If the Board consists of more than one Member, one of the Board Members will be appointed as Chairman by the Supervisory Board.
9. The Board Member can be appointed for a definite or indefinite period of time.

BOARD MEETINGS AND BOARD RESOLUTIONS.

Article 7.

1. If the number of Board Members has been determined by the Supervisory Board at more than one, the provisions set out in the next paragraphs of this Article will be applicable to the meetings and resolutions of the Board.
2. Board meetings will be held in The Hague or any other municipality decided by the Board.
3. At least one meeting will be held each month.
4. Moreover, meetings will be held whenever the Chairman considers it desirable or if one of the other Board Members so requests the Chairman in writing, accurately stating the points to be considered. Should the Chairman fail to follow up such a request to the effect that the meeting can be held within two weeks following the request, the applicant will be entitled to convene a meeting himself, observing the necessary formalities.
5. Subject to the provisions of paragraph 4 second sentence, the meeting will be convened by the Chairman at least seven days in advance, the convening date and that of the meeting excluded.

The convocation notice will be in writing. If a Board Member has notified the Foundation of an e-mail address, this notification also includes the approval to receive all notices and communications as well as the convocations for a meeting via e-mail at this address.

6. Apart from the place and time of the meeting, convocation notices will also indicate the subjects to be dealt with.
7. Provided all Board Members in office are present at a Board meeting, valid resolutions may be passed on all matters placed on the agenda, but only by a unanimous vote, even though the requirements of the Articles for calling and holding meetings have not been observed.
8. Meetings will be conducted by the Chairman of the Board; in his absence, the Board will appoint its own Chairman.
9. Minutes of the meetings will be kept by the Board Secretary or by one of the others present invited by the Chairman to do so. The minutes are adopted by the Board in the next meeting.
10. The Board is only able to pass valid resolutions in a meeting if more than half the number of Board Members are present in person at the meeting.

A Board Member may be represented at a meeting by another Board Member on submitting a written proxy considered adequate by the Chairman of the meeting. In this connection a Board Member may only act as a proxy for one other Board Member.

11. Each Board Member is entitled to cast one vote.
Unless these articles prescribe a greater majority, all Board resolutions will be passed on an absolute majority of valid votes cast.
12. All votes at a meeting will be taken orally unless the Chairman considers a vote by ballot desirable or any Member entitled to vote requests to do so prior to the vote. Votes taken in writing will be by unsigned, sealed ballots.
13. Blank votes will be considered as not cast.
14. The Chairman will decide in all disputes concerning voting for which the Articles do not provide.
15. The Board may also pass resolutions outside a meeting provided all Board Members are given an opportunity, including via fax or e-mail, to express their views. A resolution thus passed will only be valid if at least two-thirds (2/3) of the Board Members agreed with the proposal. The Board

Secretary will prepare a report of a resolution passed in this way with the replies received attached, to be added to the minutes after being jointly signed by the Chairman.

DUTIES AND POWERS OF THE BOARD.

Article 8.

1. The Board is charged with the management of the Foundation. The management of the Foundation includes giving direction, taking care of raising the necessary resources, spending and administering these and making sure that the Foundation's organisation operates adequately.
2. In performing its duties the Board will make a (multi-annual) policy plan and the (multi-annual) financial budget in which the vision of the Board and the strategies to be followed as well as the intended results are expressed.
3. The Board will appoint, suspend and dismiss the members of staff of the Foundation and will determine their salary and further employment conditions, all this in connection with the personnel formation and the starting points of the employment conditions policy as approved by the Supervisory Board.
4. In consultation with the Board, the Supervisory Board will lay down the Board Regulations with regard to the work method of the Board and its accountability obligations towards the Supervisory Board. It will for instance provide for how the performance of the Board is each year assessed by the Supervisory Board.
5. The duties, responsibilities and powers of the Board and the manner in which the Supervisory Board supervises the policy of the Board must be in accordance with the Good Governance Code for charities and the CBF Seal Regulations.

THE BOARD AND APPROVAL BY THE SUPERVISORY BOARD.

Article 9.

1. The Board may resolve to conclude agreements to obtain, dispose of and encumber registered property and to conclude agreements in which the Foundation stands surety itself as joint and several co-debtor, or warrants the performance of a third party or commits itself to secure another person's debt and to represent the Foundation with regard to these acts. The resolutions referred to in the previous sentence are subject to the

prior approval of the Supervisory Board. The absence of this approval cannot be invoked by or against third parties.

Notwithstanding the provisions set out in Article 9 paragraph 1, Article 16 paragraph 3, Article 17 paragraph 2 and Article 18 paragraphs 1 and 3 the Board requires the approval of the Supervisory Board for Board resolutions to:

- a. make a proposal for a legal merger or legal split-off within the sense of Title 7 Book 2 of the Dutch Civil Code;
- b. make a proposal to appoint or dismiss the auditor;
- c. determine the annual accounts and the annual report;
- d. determine the Multi-annual policy plan and the financial multi-annual budget;
- e. determine the budget and the annual plan;
- f. enter into or change banking relations and lending or borrowing funds except for making withdrawals to the debit of a credit facility granted to the Foundation that has been approved by the Supervisory Board;
- g. grant, amend or withdraw a power of attorney;
- h. apply for the bankruptcy or moratorium of the Foundation;
- i. enter into or discontinue a long-term cooperation if this is strategically of great importance for the Foundation; and/or enter into a participating interest of a considerable size and/or of a strategically high importance for the Foundation or the termination of this;
- j. incur substantial expenses which are not or not fully included in the budget and exceed an annual amount to be determined by the Supervisory Board;
- k. hire, let, acquire, dispose of, mortgage as a security or encumber immovable property, ships and aeroplanes as well as mortgage as a security or encumber proprietary rights;
- l. grant pension rights and primary and secondary employment conditions other than those referred to in Article 8 paragraph 3 or to comply with a legal obligation;
- m. appoint and dismiss management team members;

- n. establish and close down offices, regional offices and branches with the exception of establishing foundations (or having them established) for the benefit of Terre des Hommes shops in the Netherlands;
 - o. expand the business operations by a new line of business and close down and transfer the title to, including the enjoyment of, the Foundation or a part of it;
 - p. where the Foundation or one of its Board Members accepts a position or a board membership in another establishment;
 - q. determine the investment policy;
 - r. all other Board resolutions clearly defined and notified to the Board in connection with which the Supervisory Board has decided that they are subject to the approval of the Supervisory Board.
2. The Supervisory Board can determine that a resolution as described in paragraph 2 under j. to I. is not subject to its approval if the interest involved does not exceed a value to be determined by the Supervisory Board and this value has been notified to the Board.
3. The absence of approval as referred to in the previous paragraph 2 does not affect the representative authority of the Board Members.

THE BOARD AND REPRESENTATION.

Article 10.

- 1. The Foundation is represented:
 - a. either by the Board;
 - b. or by two Board Members acting jointly.
- 2. In the event that a Board Member is absent or unable to act, the other Board Members will continue to be entrusted with the management. In the event of the absence or inability to act of all the Board Members, a person appointed to this end by the Supervisory Board - whether or not from amongst its Members - will be temporarily charged with the management of the Foundation. The Supervisory Board is entitled - also in the event of the absence or inability to act of one or more, but not all the Board Members - to appoint a person as meant in the previous sentence who will then also be co-charged with the management.

TERMINATION OF BOARD MEMBERSHIP.

Article 11.

1. Board membership ends:
 - a. by the Board Member resigning;
 - b. in the case of a Board Member who has been appointed for a definite period of time: by the mere lapse of the period for which the Board Member was appointed;
 - c. by the Board Member's death;
 - d. because the Board Member has been declared bankrupt or because the debt rescheduling arrangement for natural persons has been declared applicable to the Board Member;
 - e. by the Board Member being placed under guardianship or by the Board Member otherwise losing his right to dispose of his assets;
 - f. by the dismissal of the Board Member by the District Court pursuant to Section 2:298 of the Dutch Civil Code;
 - g. by the dismissal of the Board Member by the Supervisory Board.
2. A resolution for dismissal as meant in the previous paragraph under g, can only be passed in a meeting of the Supervisory Board in which all the Members of the Supervisory Board are present or represented. If in a meeting of the Supervisory Board Members are not all present or represented, a second meeting will be convened to be held no sooner than two and not later than four weeks after the first meeting in which meeting at least half of the Members must be present.
3. A Board Member can be suspended by the Supervisory Board for a period of not more than three months. In the event of a suspension, the Supervisory Board will take care of the temporary management of the Foundation.

SUPERVISORY BOARD - COMPOSITION.

Article 12.

1. The supervision of the Board's policy and the general operations in the Foundation is entrusted to a Supervisory Board consisting of at least five natural persons. The number of Members will be determined by the Supervisory Board. Between the Board and the Supervisory Board there is a division of powers with regard to the determination of the general policy and the financial guidelines.
2. The Members of the Supervisory Board are appointed on the basis of a profile formulated by the Supervisory Board with a view to the object of

the Foundation. A Member of the Supervisory Board is appointed by the Supervisory Board for a four-year period. Members of the Supervisory Board can be re-appointed at the end of a period but not more than twice for a maximum period of four years.

3. The provisions set out in Article 6 paragraphs 3 up to and including 7 apply likewise to the Supervisory Board on the understanding that instead of reading the 'Board' one should read the 'Supervisory Board' and that the term 'Board Members' should be read as 'Members of the Supervisory Board'. In addition, it applies that:
 - a. no Close Relationships should exist between the Members of the Supervisory Board and the Board Members of the Foundation;
 - b. the Members of the Supervisory Board should not be Board Members or employees of the Foundation.
4. On one (or more) vacancies arising on the Supervisory Board, the remaining Members of the Supervisory Board will make provision within three months following the vacancy/vacancies arising by appointing one (or more) successor(s) unless they resolve not to fill the vacancy/vacancies, all this with due observance of the provisions of this Article.
5. The Members of the Supervisory Board do not receive either directly or indirectly any remuneration in that capacity. Remuneration does not include a reasonable payment for costs incurred by them for the benefit of the Foundation and for work carried out by them for the Foundation in accordance with the respective regulations of the Central Bureau on Fundraising. All payments made to the Members of the Supervisory Board must be made visible as such in the annual accounts and further explanations given.
6. The Supervisory Board must select from amongst itself a Chairman and a Vice-Chairman.

SUPERVISORY BOARD: DUTIES AND METHOD OF OPERATION.
Article 13.

1. The Supervisory Board has a duty to supervise the policy of the Board and the general operations in the Foundation and its associated organisation as well as performing those duties and powers which the Supervisory Board is charged with in these Articles. The said duty in any

event includes granting or withholding approval for intended resolutions of the Board as set out in Article 9.

2. The Supervisory Board is entitled to establish committees from amongst its Members and to instruct them with advisory duties and to formulate the regulations to this end. The Supervisory Board will at least establish a financial audit committee consisting exclusively of Members of the Supervisory Board. Under the responsibility of the Supervisory Board, the financial audit committee is charged with supervising the financial operations in the Foundation in general and moreover with the review of the operation of the internal accounting system audit, in particular the payment arrangements. The composition and method of operation of the financial audit committee will be further detailed in regulations formulated, amended and supplemented by the Supervisory Board.
3. The Supervisory Board will formulate regulations in which the method of operation of the Supervisory Board and the work assignment in the Supervisory Board is further detailed.
4. The Supervisory Board can have itself advised and can grant advisors access to attend its meetings.

SUPERVISORY BOARD: MEETINGS.

Article 14.

1. The meetings of the Supervisory Board are held in The Hague or another municipality to be determined by the Supervisory Board.
2. At least one meeting will be held each calendar quarter.
3. Additional meetings will be held whenever the Chairman considers it desirable or if one of the other Members of the Supervisory Board so requests the Chairman in writing, accurately specifying the points to be dealt with. Should the Chairman fail to follow up such a request to the effect that the meeting can be held within two weeks following the request, the applicant will be entitled to convene a meeting himself, observing the necessary formalities.
4. Subject to the provisions of paragraph 3 second sentence, the meeting will be convened by the Chairman at least seven days in advance, the convening date and that of the meeting excluded.

The meeting will be convened in writing. If a Member of the Supervisory Board has notified the Foundation of an e-mail address, this notification also includes the approval to receive all notices and communications as well as the convocations for a meeting via e-mail at this address.

5. Apart from the place and time of the meeting, convocation notices will also indicate the subjects to be dealt with.
6. Provided all Members of the Supervisory Board in office are present at a meeting of the Supervisory Board, valid resolutions may be passed on all matters appearing on the agenda, but only by a unanimous vote, even if the requirements of the Articles for convening and holding meetings have not been observed.
7. The meetings are chaired by the Chairman of the Supervisory Board; in his absence the meeting will be chaired by the Vice-Chairman. If he is also absent, the meeting will appoint its Chairman from amongst itself.
8. Minutes will be kept of proceedings at meetings by the Board Secretary or by one of the others present requested to do so by the Chairman. The minutes will be confirmed and signed by the persons who acted as Chairman and Secretary at the meeting.
9. The Supervisory Board is only able to pass valid resolutions in a meeting if more than half the number of Members of the Supervisory Board are present in person at the meeting.

A Member of the Supervisory Board can have himself represented in a meeting by a Co-Member of the Supervisory Board under submission of a written power of attorney considered sufficient at the discretion of the Chairman of the meeting. In this connection a Member of the Supervisory Board can only act as a proxy for a single Co-Member.
10. Each Member of the Supervisory Board is entitled to cast one vote.

Unless these articles prescribe a greater majority, all resolutions of the Supervisory Board will be passed with an absolute majority of valid votes cast.
11. All votes at a meeting will be taken orally unless the Chairman considers a vote by ballot desirable or any Member entitled to vote requests it prior to the vote.

Votes taken in writing will be by unsigned, sealed ballots.
12. Blank votes will be considered as not cast.

13. The Chairman will decide in all disputes concerning voting for which the Articles do not provide.
14. The Supervisory Board can also pass resolutions outside a meeting provided all Members of the Supervisory Board have been given the opportunity to express their opinion in writing. A resolution thus passed will only be valid if at least two-thirds (2/3) of the Members of the Supervisory Board have agreed with the proposal. The Board Secretary will prepare a report of a resolution passed in this way with the replies received attached, to be added to the minutes after being jointly signed by the Chairman.

SUPERVISORY BOARD: TERMINATION OF MEMBERSHIP.

Article 15.

The membership of the Supervisory Board terminates:

- a. by retirement, on the Member losing his right to dispose of his assets, on a written resignation (stepping down), by his death as well as on redundancy granted by the District Court pursuant to Section 2:298 of the Dutch Civil Code;
- b. by a respective resolution of all other Members of the Supervisory Board with regard to a Co-Member of the Supervisory Board.

CONFLICT OF INTERESTS.

Article 16.

1. A conflict of interests includes for instance the performing of legal acts capable of being expressed in money between the Foundation and:
 - a. Board Members, Members of the Supervisory Board and/or employees of the Foundation;
 - b. persons having a Close Relationship with the persons referred to under sub a above;
 - c. legal entities of which the persons referred to above under sub a and b are a board member, member of a supervisory body or shareholder.
2. In all cases in which the Foundation has a conflict of interests with a Board Member or a Member of the Supervisory Board, the respective Board Member or the respective Member of the Supervisory Board should report this to the Supervisory Board. The respective Board Member or the respective Member of the Supervisory Board should refrain from

participating in any deliberations on the matter at hand. This Board Member or this Member of the Supervisory Board has no voting right when resolutions with regard to the respective matter are passed and the presence of this Board Member or this Member of the Supervisory Board is not included when calculating the required quorum for this resolution to be passed.

3. In all cases in which the Foundation has a conflict of interests with one or more Board Members, the Foundation can only be represented by the Supervisory Board unless a conflict of interests also occurs with regard to one or more Members of the Supervisory Board in connection with the respective matter.

If a conflict of interests also occurs with regard to one or more members of the Supervisory Board, the Foundation can only be represented by an authorised representative appointed by the Board with the approval of the Supervisory Board on the understanding that those persons with regard to whom there is conflict of interests with the Foundation cannot be authorised to perform the respective acts on behalf of the Foundation.

FINANCIAL YEAR AND ANNUAL ACCOUNTS.

Article 17.

1. The Foundation's financial year is equal to the calendar year.
2. The Foundation's books will be balanced as at the end of each financial year. From this the Board will draw up a balance sheet and a statement of revenue and expenditure for the financial year just ended, which documents - further referred to as: the annual accounts - accompanied by a report of an external auditor are determined by the Board within six months after the end of the financial year and which accompanied by the annual report will be presented to the Supervisory Board for approval.
3. The auditor who will be assigned to audit the balance sheet and the statement of revenue and expenditure will be appointed and dismissed by the Supervisory Board.

REGULATIONS.

Article 18.

1. Subject to the approval of the Supervisory Board, the Board is entitled to draw up regulations providing for those matters which are not included in these Articles.

2. The regulations shall not contravene the law or these Articles.
3. Subject to the approval of the Supervisory Board, the Board will be entitled to amend or discontinue the regulations.

AMENDMENTS TO THE ARTICLES.

Article 19.

1. The Supervisory Board is entitled to amend these Articles, apart from a change in the Foundation's object. The resolution to this end must be passed unanimously at a meeting in which all Members of the Supervisory Board are present or represented, without any vacancy existing in the Supervisory Board.
2. The amendment must be made by notarial deed under pain of nullity.
3. The Board is obliged to lodge an officially certified copy of the amendment and of the amended Articles at the office of the Trade Register.
4. Each Member of the Supervisory Board is entitled to have the deed of amendment to the Articles passed before a civil-law notary.

DISSOLUTION AND LIQUIDATION. MERGER AND SPLIT-OFF.

Article 20.

1. The Supervisory Board is entitled to dissolve the Foundation. The provisions of Article 19 paragraph 1 apply to a resolution to be passed to this end.
2. The Foundation continues to exist following its dissolution insofar as it is necessary for the liquidation of its assets.
3. In order to liquidate the assets of the dissolved Foundation, the Board Members will act as liquidators under the supervision of the Members of the Supervisory Board.
4. The liquidators must ensure that the dissolution of the Foundation is registered in the Trade Register.
5. The provisions of these Articles with regard to the appointment, suspension and dismissal of Board Members are applicable to the liquidators. A liquidator has the same powers, duties and liabilities as a Board Member, provided they are compatible with his duties as a liquidator.

The provisions of Sections 23 up to and including 24 of Book 2 of the Dutch Civil Code will otherwise apply.

6. Any credit balance of the dissolved Foundation will be spent as much as | possible in accordance with the Foundation's objects or shall be transferred to a different legal entity classified by the tax authorities of Oost-Brabant, 'sHertogenbosch department, as an institution with the object of public utility.
7. After the liquidation, the books and records will be retained for seven years by the person appointed to that end by the Supervisory Board.
8. The Supervisory Board is entitled to pass a resolution for a merger or split-off of the Foundation provided the Articles of the acquiring legal entity specifically provide that the assets to be transferred under universal title by the Foundation in the event of a merger or split-off as well as the fruits thereof are, exclusively with the consent of the Court, allowed to be spent otherwise than was provided for before the merger or split-off.

FINAL PROVISIONS.

Article 21.

In all cases not provided for by law, in these Articles, as well as in regulations laid down pursuant to these Articles, the Supervisory Board will decide.

END OF AMENDMENT TO THE ARTICLES.

Close of deed.

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

WHEREOF THE ORIGINAL OF THIS DEED was passed at The Hague on the date stated at the head of this deed.

After having informed the party appearing of the substance of this deed as well as giving an explanation of it to him, the party appearing stated that he had sufficient opportunity before the execution of this deed to take note of the contents of this deed and that he actually took notice of this deed, that he agreed with its contents and that he did not require it to be read out in full. Immediately after having read in any event those parts of this deed, the reading of which is mandatory by law, this deed has been signed first by the party appearing and immediately thereafter by me, the civil-law notary.