

UNOFFICIAL TRANSLATION
DEED OF AMENDMENT ARTICLES OF ASSOCIATION
EBN B.V.

On the twenty-fifth day of April two thousand and twenty-four appeared before me, Corstiaan Anne Voogt, civil law notary in Amsterdam:

Monika Beatrice Jensen, candidate civil law notary, working at the offices of De Brauw Blackstone Westbroek N.V., with seat in Amsterdam, the Netherlands, address at Tripolis-Park, Burgerweeshuispad 201, 1076 GR Amsterdam, the Netherlands, born in Hilversum, the Netherlands on the fifteenth day of January nineteen hundred and ninety-six.

The individual appearing before me declares that on the twenty-eighth day of March two thousand and twenty-four the general meeting of the private limited liability company: **EBN B.V.**, with seat in Utrecht, the Netherlands, address at Daalsesingel 1, 3511 SV Utrecht, the Netherlands and Trade Register number 14026250, resolved, with the prior approval of the Minister for Economic Affairs and Climate Policy, to amend the articles of association of this company and to authorise the person appearing to execute this deed.

To implement these resolutions, this individual declared that the company's articles of association will be amended so as to read, in their entirety, as follows

ARTICLES OF ASSOCIATION:

Name, seat and large company regime.

Article 1.

- 1.1 The company is named: EBN B.V.
- 1.2 The company has its seat in Utrecht.
- 1.3 Articles 2:268 to 2:271a and Article 2:274 of the Dutch Civil Code apply to the company.

Object.

Article 2.

- 2.1 The objects of the company are:
 - a. to take a participating interest, in whatever form, in the exploitation of petroleum and natural gas and/or other hydrocarbons, including the processing, transport, trade, storage and treatment of these substances and the products created from these substances, possibly in combination with other substances;
 - b. to perform all other acts which contribute to attaining the objects mentioned in the previous paragraph, including the commercial exploration, exploitation, processing, transporting, trading, storing and treatment of the substances and products referred to in the previous paragraph;
 - c. to conclude agreements as referred to in Section 97d of the Dutch Mining Act (*Mijnbouwwet*), including directly related activities, including guiding, monitoring and supervising the system of agreements; and
 - d. to manage, whether or not through a participating interest and with due regard to Section 83 of the Dutch Mining Act, activities as referred to in Section 82(2), 82(3) and 82(4) of the Dutch Mining Act and to manage those participating interests.

- 2.2 The company carries out its activities in line with the energy policy of the Minister for Economic Affairs and Climate Policy and within the context of and in performance of the duties conferred on it by the Dutch Mining Act.

Capital and shares.

Article 3.

- 3.1 The company's authorised share capital is one hundred and twenty-eight million one hundred and thirty-seven thousand five hundred euros (EUR 128,137,500.00), divided into two hundred and eighty-four thousand seven hundred and fifty (284,750) ordinary shares, each with a nominal value of four hundred and fifty euros (EUR 450.00).
- 3.2 The shares may only be held by the State of the Netherlands (the "**State**") and public and private limited liability companies whose articles of association provide that their shares may only belong, either directly or indirectly, to the State.
- 3.3 If a shareholder no longer satisfies the requirement set out in paragraph 2 of this article, it may not or may no longer exercise the meeting and voting rights attached to its shares and its right to distributions will be suspended. If, however, all shares are held by legal persons that do not or no longer satisfy that requirement, they may nevertheless exercise their meeting and voting rights regarding a motion:
- a. to amend the articles of association to the extent that the requirement set out in paragraph 2 of this article is repealed; or
 - b. to dissolve the company, whether or not with the appointment of liquidators and the determination of their remuneration.
- 3.4 If a shareholder does not meet or no longer meets the requirement set out in paragraph 2, the company must, within three months after a request to that effect by that shareholder, designate one or more persons who do meet the requirement set out in paragraph 2 and who are willing and able to purchase all the shares from the requesting shareholder at a price to be agreed by the requesting shareholder and the prospective purchaser(s). If they fail to agree on the price, it will be determined in accordance with Article 7.8. If a designation as referred to in the first sentence is not made or not made in time, or if not all the requesting shareholder's shares are acquired, through no fault of their own, they will be irrevocably relieved of the requirement set forth in paragraph 2.

Shareholders' register.

Article 4.

- 4.1 The shares are registered shares and are numbered consecutively starting at 1. No share certificates will be issued.
- 4.2 The management board keeps a shareholders' register at the office of the company containing the names and addresses of all shareholders, with reference to the other data prescribed by law. Each registration and entry in the register is signed by or on behalf of a managing director.
- 4.3 The register referred to in the preceding paragraph will be available at the company's office for inspection by the shareholders.
- 4.4 A usufruct may be established on shares. The voting rights attached to such shares may not be granted to the usufructuary.
- 4.5 No pledge may be established on shares.

Share issue.**Article 5.**

- 5.1 Yet to be issued shares are issued pursuant to a resolution of the general meeting subject to the conditions defined by the general meeting.
- 5.2 Shares are issued by a deed designated for that purpose executed before a civil law notary practising in the Netherlands to which those involved are parties.

Acquisition and disposal of own shares.**Article 6.**

- 6.1 The company may acquire fully paid-up shares in its own capital for consideration with due regard to the relevant statutory provisions and subject to the approval of the general meeting.
- 6.2 The company acquires and disposes of its own shares pursuant to a resolution of the general meeting subject to the conditions defined by the general meeting.

Transfer of title to shares and restricted rights on shares. Transfer restrictions.**Article 7.**

- 7.1 Title to shares and title to the right of a usufruct on shares are transferred by a deed designated for that purpose executed before a civil law notary practising in the Netherlands to which those involved are parties.
- 7.2 A shareholder who wishes to transfer their shares ("**Transferor**") may transfer their shares upon approval by the general meeting. This does not apply to the company wishing to transfer its own shares as referred to in Article 6.2.
- 7.3 The Transferor requests approval from the general meeting to transfer their shares by means of a notification to the management board. In the notification the Transferor must specify:
- a. the number of shares they wish to transfer;
 - b. the class and designation of the shares (if any); and
 - c. the persons to whom they wish to transfer those shares.
- 7.4 Within seven days of receiving the notification referred to in Article 7.3, the management board convenes a general meeting to discuss the request for approval.
- 7.5 Within forty-two days of the management board receiving the notification referred to in Article 7.3, the general meeting decides whether or not to grant its approval. If the general meeting does not make a decision within this period, the approval is deemed to have been granted.
- 7.6 If the general meeting refuses to approve the request, it must simultaneously designate one or more prospective purchasers who are willing to purchase the shares against cash payment. The price is determined in accordance with Article 7.8. If the general meeting does not designate any prospective purchasers, the approval is deemed to have been granted. The company may only be a prospective purchaser with the Transferor's consent.
- 7.7 The Transferor may transfer the shares within ninety days of the approval being granted or being deemed granted.
- 7.8 The Transferor and each designated prospective purchaser will enter into discussions to determine the price of the shares. If they are unable to reach agreement, the price will be determined by an independent expert. The management board and the

Transferor will together appoint an expert. If they fail to agree on such appointment, the independent expert will be appointed by the chairman of the Royal Dutch Association of Civil Law Notaries (KNB).

- 7.9 After the expert has notified the Transferor of the price, the Transferor will have thirty days to decide whether they wish to transfer their shares to the prospective purchasers.
- 7.10 The costs of determining the price will be borne by the company. However, if the Transferor decides not to transfer their shares to the prospective purchasers, they must reimburse the company with half of the costs incurred.
- 7.11 Immediately after the price has been determined in joint consultation, or the period referred to in Article 7.9 has ended and neither the Transferor nor the prospective purchaser have withdrawn, any party may claim transfer of the shares against cash payment.
- 7.12 If there is only one prospective purchaser and this prospective purchaser has defaulted on payment, the Transferor may transfer all shares to the persons specified by them, as referred to in Article 7.3(c), within ninety days.
- 7.13 If there is more than one prospective purchaser and one of them has defaulted on payment, the Transferor will inform all the prospective purchasers of this within seven days. The prospective purchasers who are not in default then have fourteen days to inform the Transferor whether they wish to purchase the shares that were assigned to the defaulting prospective purchaser. At the same time they will also indicate the maximum number of additional shares that they wish to purchase. If all the shares that were assigned to the defaulting prospective purchaser can be sold to the other prospective purchasers, a purchase agreement will be concluded which neither the Transferor nor the prospective purchasers may withdraw from. If no purchase agreement for all shares concerned is concluded in this manner, the other purchase agreements will be deemed terminated and the Transferor will be free to transfer all shares to the persons specified by them as referred to in Article 7.3(c).
- 7.14 If the Transferor defaults on their obligation to transfer the shares to the prospective purchaser, the company will be irrevocably authorised to transfer the shares. It must transfer the shares within ten days of a prospective purchaser having requested the company to do so.

Management board.

Article 8.

- 8.1 The company is managed by a management board, under the supervision of a supervisory board. The management board consists of at least one managing director. The general meeting determines the number of managing directors. In performing their duties, the managing directors are guided by the interests of the company and its business.
- 8.2 The general meeting appoints the managing directors with due observance of paragraph 3 of this article. Managing directors are appointed for a period of not more than four years. A managing director retires after the end of the period for which they were appointed or at the latest at the closing of the next general meeting following the end of the four-year period of their last appointment. A managing director retiring by rotation is immediately eligible for reappointment.

The general meeting may at all times, after consulting the supervisory board, suspend or dismiss a managing director. The supervisory board may at all times suspend a managing director as well. If a managing director has been suspended, the supervisory board convenes a general meeting, to be held within three months after the resolution on the suspension has been adopted, at which the relevant managing director's dismissal will be discussed.

- 8.3 If a managing director needs to be appointed, the supervisory board makes a binding nomination within three months of the vacancy arising. The binding nomination requires the prior approval of the Minister for Economic Affairs and Climate Policy. The nomination will be included in the notice convening the meeting at which the nomination is to be discussed.
- The general meeting may deprive the nomination of its binding nature by a resolution adopted by at least two third of the votes cast, representing more than half of the issued capital. The general meeting may only do so after consulting the supervisory board first. If the nomination is not made or if it is not made in a timely manner, this will be stated in the convening notice and the general meeting will be at liberty to appoint anyone.
- 8.4 If a managing director is suspended, either by the general meeting or by the supervisory board, and the general meeting fails to adopt a resolution to dismiss the managing director in question within three months, the suspension will end.
- 8.5 A managing director will be given the opportunity to account for themselves during the general meeting at which their suspension or dismissal is to be discussed. In doing so, they may avail themselves of legal assistance.
- 8.6 The company has a policy regarding the remuneration of the managing directors which accords with the provisions of Article 2:135(1) and (2) of the Dutch Civil Code. The remuneration policy is adopted by the general meeting further to a proposal by the supervisory board. The proposal will not be submitted to the general meeting until the works council has been given the opportunity, in a timely manner, to determine its view before the general meeting is convened.
- The general meeting may request the supervisory board in writing to submit a proposal for the remuneration policy. If the supervisory board has not submitted a proposal to the general meeting within three months after receiving such request, or its proposal is rejected by the general meeting, the general meeting may adopt a remuneration policy on the understanding that the supervisory board is given the opportunity to advise the general meeting on the proposed remuneration policy.
- The supervisory board - with due regard to the applicable remuneration policy - adopts each managing director's remuneration and other employment terms.
- 8.7 With due regard to the provisions of Article 9.5 the management board may appoint one or more authorised representatives with general powers, if so desired, along with the title of deputy managing director or such other title as it deems appropriate. The authorised representatives perform their duties under the auspices of the management board.

Duties and powers.

Article 9.

- 9.1 The management board is charged with the management of the company, subject to the restrictions set out in these articles of association.
- 9.2 The management board may also adopt resolutions without holding a meeting, provided that it does so in writing or by way of legible and reproducible messages sent electronically.
- 9.3 The management board may draw up rules regulating its internal matters. Such rules may not be contrary to the provisions of these articles of association. Adoption by the management board of the rules referred to in this paragraph is subject to the supervisory board's approval.
- 9.4 The management board requires the general meeting's approval for resolutions relating to:
- a. an important change to the identity or the character of the company or the business, including:
 - (i) entering into or severing a long-term collaboration of the company or a subsidiary as referred to in Article 2:24a of the Dutch Civil Code ("**Subsidiary**") with another legal person or company or as a fully liable partner in a limited or general partnership, unless that resolution relates to the conclusion or performance of a cooperation agreement (*overeenkomst van samenwerking*) for exploration or mining activities between the company and the holder of an exploration and extraction licence ("**OVS**");
 - (ii) taking a participating interest in the capital of a company or establishing a company that will directly or indirectly carry out activities for which the company requires the consent of the Minister for Economic Affairs and Climate Policy under Section 82(4) of the Mining Act, as well as significantly increasing or reducing such participating interest, unless the action relates to the conclusion or performance of an OVS; and
 - (iii) the transfer of the business or almost the entire business of the company to a third party;
 - b. making investments or disinvestments and the performance of legal acts by the company other than those mentioned above in this paragraph, exceeding the amount of two hundred million euros (EUR 200,000,000.00) or a higher amount adopted by the general meeting and notified to the management board, on the understanding that the approval of the general meeting is not required for resolutions by the management board relating to:
 - (i) entering into agreements by which a bank credit is issued to the company;
 - (ii) taking out monetary loans at the expense of the company; and
 - (iii) acts other than entering into or performing an OVS that are connected to cash management;
 - c. filing for insolvency and applying for a moratorium;
 - d. closing down the business of the company or of a Subsidiary or of an important part of such business;
 - e. exercising voting rights on shares in the capital of GasTerra B.V. that belong to the company in a different way than the State does;

- f. entering into and terminating the employment contracts of twenty per cent (20%) or more of the total number of employees of the company and its Subsidiaries, either at the same time or within a short space of time;
- g. a significant change to the working conditions of twenty per cent (20%) or more of the total number of employees of the company and its Subsidiaries;
- h. setting up pension schemes and granting pension rights in addition to those that arise from existing schemes; and
- i. exercising voting rights on shares in a Subsidiary as well as on shares that constitute a participating interest (with the exception of exercising voting rights on shares belonging to the company in the capital of GasTerra B.V. and NOGAT B.V.):
 - (i) relating to the approval of resolutions of the management board of those companies or participating interests included in points a. to h. of this paragraph, except that, notwithstanding the provisions of subsection b, a threshold amount of fifty million euros (EUR 50,000,000.00) will apply;
 - (ii) relating to:
 - (A) amendment of one or more of the following provisions in the articles of association of a Subsidiary: objects clause, quality requirements for share ownership or decisions of the management board that require approval of the general meeting;
 - (B) a transfer of shares or approval to that end;
 - (C) approval of a share repurchase; and
 - (D) issue of shares.

9.5 The management board requires the supervisory board's approval for resolutions relating to:

- a. the issue and acquisition of shares in or debt instruments payable by the company or of debt instruments payable by a limited or general partnership in which the company is a fully liable partner;
- b. cooperation in the issue of depositary receipts for shares;
- c. applying for admission to trade the debt instruments referred to in a and the depositary receipts referred to in b on a regulated market or a multilateral trading facility, as referred to in Section 1:1 of the Dutch Financial Market Supervision Act (*Wet op het financieel toezicht*), or a system similar to a regulated market or a multilateral trading facility in a State that is not a Member State, or applying for the withdrawal of such admission;
- d. entry into or termination of a long-term cooperation of the company or a dependent company with another legal entity or company, or as a fully liable partner in a limited or general partnership, if this cooperation or termination is of far-reaching significance to the company;
- e. acquisition by the company or a dependent company of a participating interest in the capital of another company, the value of which equals at least twenty-five per cent (25%) of the sum of the issued share capital and the reserves as shown on the company's balance sheet and notes, or any significant increase or reduction of such a participating interest;

- f. (dis)investments:
 - (i) worth at least twenty-five per cent (25%) of the issued share capital plus reserves of the company according to its balance sheet and notes; or
 - (ii) exceeding the amount of fifty million euros (EUR 50,000,000.00) or a higher amount adopted by the supervisory board and notified to the management board if this amount is lower than the amount in (i);
- g. a proposal to amend the articles of association;
- h. a proposal to dissolve the company;
- i. filing for insolvency and applying for a moratorium;
- j. termination of the employment of a considerable number of employees of the company or of a dependent company, at the same time or within a short time span;
- k. radical changes to the terms of employment of a considerable number of employees of the company or a dependent company;
- l. a proposal to reduce the issued share capital;
- m. the adoption and amendment of the exploitation budget and the investment and financing plan;
- n. the provision of suretyships and guarantees, other than in the normal conduct of business of the company;
- o. the issue of monetary loans and taking out monetary loans not provided for by the financing plan;
- p. the appointment of authorised representatives and granting their powers;
- q. the establishment of a restricted right on property rights and movable property, if the value of this exceeds the amount of fifty million euros (EUR 50,000,000.00) or a higher amount adopted by the supervisory board and notified to the management board;
- r. the acquisition, disposal or encumbrance of immovable property, if its value exceeds the amount of fifty million euros (EUR 50,000,000.00) or a higher amount adopted by the supervisory board and notified to the management board, and other than within the context of an OVS;
- s. the adoption of policy intentions (and any changes made to them from time to time) relating to the strategy that must lead to the realisation of the objectives and the preconditions used in the strategy as well as the adoption of the general outlines of the financial, social and economic policy and human resources policy to be pursued;
- t. making investments or disinvestments and the performance of other legal acts, if the interest or the value of those legal acts for the company exceeds the amount of fifty million euros (EUR 50,000,000.00) or a higher amount adopted by the supervisory board and notified to the management board; and
- u. the exercise of voting rights on shares in a Subsidiary as well as on shares that constitute a participating interest, except for the exercise of voting rights on shares in the capital of GasTerra B.V. and NOGAT B.V. that belong to the company, relating to the approval of resolutions by the management board of

those companies or participating interests as referred to in a. to t. of this paragraph.

- 9.6 The general meeting may furthermore resolve to subject (other) resolutions of the management board to the approval of the supervisory board, provided that those resolutions are specifically listed in a resolution to that effect and are notified to the management board. In addition, the management board will obtain prior advice from the supervisory board about resolutions relating to:
- a. taking legal action in connection with disputes and matters involving an interest of twenty million euros (EUR 20,000,000.00) or more;
 - b. entering into a settlement agreement regarding matters involving an interest of twenty million euros (EUR 20,000,000.00) or more; and
 - c. the exercise of voting rights on shares in a Subsidiary as well as on shares that constitute a participating interest, except for the exercise of voting rights on shares in the capital of GasTerra B.V. and NOGAT B.V. that belong to the company, with regard to the approval of resolutions by the management board of those companies or participating interests as referred to in a. and b. above.
- 9.7 The absence of approval required under paragraphs 4, 5 and 6 of this article does not affect the representative authority of the management board or the managing directors.
- 9.8 The management board must follow the instructions of the general meeting as regards the general outlines of the policy that must be pursued in connection with the survey, exploration and extraction of, trade in, transport, storage and treatment of natural gas and petroleum as well as other minerals whose relation to the natural gas and/or petroleum that has been extracted makes joint extraction inevitable for the company, to the extent that those general outlines are in line with the energy policy of the Minister for Economic Affairs and Climate Policy and within the context of and in performance of the duties conferred on the company by the Dutch Mining Act.
- 9.9 If any managing directors are unable to act or any managing director positions are vacant, the remaining managing directors or the only remaining managing director will temporarily manage the company, without prejudice to the right of the supervisory board to appoint a temporary managing director to replace the managing director who is unable to act or whose position is vacant.
- If any managing director positions are vacant then the supervisory board will take the necessary measures, as soon as possible, to come to a definitive arrangement. If all managing director positions are vacant or all managing directors are unable to act, a person designated for that purpose by the supervisory board shall temporarily manage the company.
- The term 'inability to act' is taken to mean:
- (i) suspension;
 - (ii) illness;
 - (iii) unavailability,
- in the cases referred to in (ii) and (iii) without there having been any possibility of contact between the managing director concerned and the company for a period of ten days, unless the supervisory board determines a different period where appropriate.

- 9.10 Unless the general meeting resolves otherwise, each managing director must attend the general meeting and has an advisory vote in the general meeting.
- 9.11 If a managing director has a personal conflict of interest with the company, either directly or indirectly, they will refrain from taking part in the deliberations and decision-making relating to such matters within the management board. If this means that the management board cannot adopt a resolution, the supervisory board will adopt that resolution. If there is no supervisory board, the resolution will be adopted by the general meeting.

Representation.

Article 10.

The management board or each managing director acting individually may represent the company.

Supervisory board.

Article 11.

- 11.1 The company has a supervisory board that consists of at least five and at most seven members to be determined by the general meeting. If there are one or more vacancies on the supervisory board, it will nevertheless continue to be a legal body, notwithstanding the board's obligation to take prompt action to supplement the number of its members.
- 11.2 Only natural persons may be members of the supervisory board. The following cannot be members of the supervisory board:
- a. persons employed by the company;
 - b. persons employed by a dependent company;
 - c. managing directors and persons employed by an employees' organisation involved in determining the terms of employment of the persons referred to at a. and b.
- 11.3 The supervisory board will draw up a profile of its size and composition, taking account of the nature of the business, its activities and the desired expertise and background of the supervisory directors. The board will discuss the profile and any change it makes to the profile at the general meeting and with the works council referred to in Article 2:268(11) of the Dutch Civil Code and hereinafter referred to as the "**Works Council**".

Appointment of supervisory directors and remuneration.

Article 12.

- 12.1 Supervisory directors are appointed by the general meeting on the basis of the supervisory board's nomination; in the event referred to in the last sentence of paragraph 6, the appointment will be made by the supervisory board. The supervisory board informs the general meeting and the Works Council simultaneously of the nomination.
- 12.2 The general meeting and the Works Council may recommend persons to the supervisory board for nomination as supervisory directors. The supervisory board must timely inform those bodies of when a vacancy on the supervisory board has to be filled, the reasons for the vacancy, and the required profile of the supervisory director. If the enhanced right of recommendation referred to in paragraph 4 applies to the vacancy, the supervisory board also specifies this.

- 12.3 The recommendation or nomination for the appointment of a supervisory director will state the age and profession of the candidate, the number of shares in the company's capital held by them and the positions currently or previously held by them insofar as relevant to the fulfilment of the duties of a supervisory director. It will also state with which legal persons the respective candidate is affiliated as a supervisory director with the name of the group sufficing where it concerns legal persons belonging to the same group. The recommendation and nomination for the appointment or reappointment of a supervisory director must specify the reasons for that recommendation or nomination. In the case of reappointment, the manner in which the candidate has performed their tasks as supervisory director must be taken into account.
- 12.4 For one third of the number of supervisory directors, the supervisory board will place a person recommended by the Works Council on the nomination list, unless the supervisory board objects to this nomination because it expects that the person recommended will be unsuitable for the office of Supervisory Director or the supervisory board will not be properly composed if the recommended appointment is made. If the number of supervisory directors cannot be divided by three, the nearest lower number that can be divided by three will be the basis for determining the number of members to which the enhanced right of recommendation applies.
- 12.5 If the supervisory board objects to a person recommended by the Works Council exercising the right referred to in the preceding paragraph, it will inform the Works Council of its objection with reasons given. The supervisory board immediately enters into discussions with the Works Council to reach agreement on the nomination. If the supervisory board finds that no agreement can be reached, a designated representative of the supervisory board will apply to the Netherlands Enterprise Court of the Amsterdam Court of Appeal to uphold the objections. The application may not be filed until four weeks have passed since discussions with the Works Council started. If the Netherlands Enterprise Court declares the application unfounded, the supervisory board will place the recommended person on the nomination list. If the Netherlands Enterprise Court upholds the objection, the Works Council may make a new recommendation in accordance with the procedure of paragraph 4.
- 12.6 The general meeting may reject the nomination with an absolute majority of the votes cast, representing at least one-third of the issued capital. With regard to convening a new general meeting to appoint the nominee, Article 2:268(9) of the Dutch Civil Code applies. If the nomination is rejected, the supervisory board will make a new nomination. Paragraphs 5 to 8 of Article 2:268 of the Dutch Civil Code apply. If the general meeting does not appoint the nominee nor resolves to reject them, the supervisory board will appoint the nominee.
- 12.7 The appointment by the general meeting may be made at the same meeting at which the general meeting is given the opportunity to make the recommendation referred to in paragraph 2, provided the notice convening the meeting:
- a. states when, for what reason and in accordance with which profile a supervisory director must be appointed;
 - b. gives the name of the candidate that the supervisory board will nominate with reference to the fact that the information and the reasons for the nomination

- referred to in paragraph 3 are available for inspection at the company's offices;
and
- c. mentions that the nomination is only deemed a nomination if the general meeting does not make a recommendation within the meaning of paragraph 2, all without prejudice to the Works Council's rights.
- 12.8 If any supervisory directors are unable to act or any supervisory director positions are vacant, the remaining supervisory directors or the only remaining supervisory director will temporarily be in charge of the supervision, without prejudice to the right of the general meeting to appoint a temporary supervisory director to replace the supervisory director who is unable to act or whose position is vacant.
- If any supervisory director positions are vacant, the remaining supervisory directors will promptly take any and all measures necessary to provide for a permanent solution. If all supervisory directors are unable to act or all supervisory director positions are vacant, the management board will promptly take the measures necessary to provide for a solution.
- The term 'inability to act' is taken to mean:
- (i) suspension;
 - (ii) illness;
 - (iii) unavailability,
- in the cases referred to in (ii) and (iii) without there having been any possibility of contact between the supervisory director concerned and the company for a period of twenty days, unless the general meeting adopts a different period where appropriate.
- 12.9 In the absence of all supervisory directors, other than pursuant to Article 2:271a of the Dutch Civil Code, the appointment is made by the general meeting; Article 2:269 of the Dutch Civil Code will apply.
- 12.10 The remuneration of each supervisory director is determined by the general meeting.

Chairman. Secretary. Rules.

Article 13.

- 13.1 The general meeting appoints a supervisory board chairman from the members of the supervisory board. In the absence of the supervisory board chairman, the deputy chairman appointed by the supervisory board chairman will perform all their duties and exercise all their powers.
- 13.2 The supervisory board also appoints a secretary, whether or not from its members. It is the secretary's duty to ensure that the company acts in accordance with the applicable statutory obligations and the obligations under the articles of association and complies with the correct procedures, as well as to support the supervisory board chairman as far as the internal organisation of the supervisory board is concerned.
- 13.3 The supervisory board chairman chairs the meetings of the supervisory board. In their absence the deputy chairman will chair the meeting on the basis of the provisions of paragraph 4 of this article. If both the supervisory board chairman and the deputy chairman are absent or prevented from acting as chair, the supervisory board itself appoints one of the other supervisory board members who are present to chair the meeting.

- 13.4 With due regard to these articles of association, the supervisory board may draw up rules regulating its internal affairs. The supervisory board may establish one or more committees from its members.
- 13.5 The supervisory board may determine that one or more of its members will have access to all business premises of the company and will be authorised to inspect all books, correspondence and other records and to take note of all acts that have been performed.
- 13.6 In all cases that so require, the supervisory board may, in consultation with the general meeting, appoint a supervisory director as a delegated supervisory director who is more particularly charged with supervising the day-to-day affairs within the company.

Retirement. Suspension. Withdrawal of confidence in the supervisory board.

Article 14.

- 14.1 A supervisory director retires following the expiry of the term for which they are appointed and no later than by the end of the first general meeting following the period of four years from their last appointment. A supervisory director retiring by rotation is eligible for reappointment no more than once for a period of four years, and thereafter for a period of two years, renewable thereafter for two years.
- 14.2 The Netherlands Enterprise Court of the Amsterdam Court of Appeal may, upon application, dismiss a supervisory director for neglecting their duties, for other compelling reasons or because of a significant change in circumstances due to which the company cannot in all reasonableness be expected to maintain that person as a supervisory director. The application may be filed by the company, represented in this matter by the supervisory board, and by a specially designated representative of the general meeting or of the Works Council.
- 14.3 The supervisory board may suspend a supervisory director; the suspension will lapse if the company fails to file an application as referred to in the previous paragraph with the Netherlands Enterprise Court within one month after the suspension starts.
- 14.4 The general meeting may withdraw its confidence in the supervisory board by an absolute majority of votes cast, representing at least one-third of the issued share capital.
If less than one-third of the issued share capital is represented at the meeting, no new meeting may be convened. The resolution to withdraw confidence in the supervisory board will specify the reasons for the resolution. The resolution may not be adopted with respect to supervisory directors appointed by the Netherlands Enterprise Court in accordance with paragraph 6.
- 14.5 A resolution as referred to in paragraph 4 will not be adopted until the management board has notified the Works Council of the proposed resolution and the reasons for it. The notification will take place at least thirty days before the general meeting at which the motion is to be dealt with. If the Works Council provides its view on the motion, the management board will inform the supervisory board and the general meeting of that view. The Works Council may explain its position at the general meeting.
- 14.6 The resolution referred to in paragraph 4 will result in the immediate dismissal of the supervisory directors. The management board will then apply without delay to the Netherlands Enterprise Court of the Amsterdam Court of Appeal to appoint one or more

supervisory directors on a temporary basis. The Netherlands Enterprise Court decides on the consequences of the appointment.

- 14.7 The supervisory board will use its best efforts to ensure that a new supervisory board is composed within the period set by the Netherlands Enterprise Court with due regard to Article 12.

Duties and powers.

Article 15.

- 15.1 The supervisory board supervises the policies of the management board and the general affairs of the company and its business. It advises the management board. In performing their duties, the supervisory directors are guided by the interests of the company and its business.
- 15.2 The management board gives the supervisory board the information necessary for the performance of its task in good time. The management board will inform the supervisory board in writing at least once a year of the key elements of the strategy, the general and financial risks and the management and control systems of the company.
- 15.3 The supervisory board meets as often as one of its members or the management board so requests. The supervisory board may not adopt resolutions unless the majority of its members is present or represented, notwithstanding the provisions in paragraph 9. It adopts resolutions by an absolute majority of the votes cast. Each supervisory director has the right to cast one vote.
- 15.4 If the votes are tied, a second vote is held; if the votes are tied once more, the chairman of the meeting will have the casting vote, unless there are temporarily two supervisory directors in office, in which case the motion is deemed to have been rejected.
- 15.5 If the requisite number of supervisory directors is not present or represented at a meeting, a second meeting will be convened to be held at most two weeks after the first one, in which resolutions may be adopted on the items stated in the convening notice for the previous meeting regardless of the number of supervisory directors present or represented. The convening notice for the new meeting must state that, and why, a resolution may be adopted regardless of the number of supervisory directors present or represented.
- 15.6 A supervisory director may only be represented at a meeting by another supervisory director holding a written proxy. A supervisory director may only hold a written proxy for one other supervisory director.
- 15.7 If invited, each managing directors must attend the supervisory board meeting and supply any information requested by that board at that meeting.
- 15.8 The chairman of the meeting determines how the votes will be cast.
- 15.9 The supervisory board may also adopt resolutions without holding a meeting, provided that it does so in writing or by way of legible and reproducible messages sent electronically and all supervisory directors have been notified of the resolution to be adopted and none of them oppose this method of adopting resolutions.
- 15.10 If a supervisory director has a personal conflict of interest with the company, either directly or indirectly, they will refrain from taking part in the deliberations and decision-making relating to such matters within the supervisory board. If this means that the

supervisory board cannot adopt a resolution, the resolution will be adopted by the general meeting.

General meetings.

Article 16.

- 16.1 The annual general meeting is held within six months of the end of the financial year. The agenda for this meeting in any event includes the following items:
- a. the discussion of the management board's written management report regarding the affairs of the company and the management conducted;
 - b. the adoption of the annual accounts and, with due regard to Article 20, the appropriation of the profit;
 - c. the discharge of the managing directors' liability for their management in the past financial year;
 - d. the discharge of the supervisory directors' liability for their supervision in the past financial year.
- The aforementioned topics need not be included on that agenda if the period for the preparation of the annual accounts and the submission of the management board report has been extended or a proposal to that end has been placed on the agenda. The topics referred to in a. also do not have to be included on that agenda if Article 2:391 DCC is not applicable to the company.
- The annual general meeting will also discuss any other item that has been placed on the agenda with due regard to paragraph 7 of this article.
- 16.2 General meetings will otherwise be held as often as the board, a managing director, the supervisory board or a supervisory director deems it necessary, notwithstanding the provisions of the following paragraph.
- 16.3 The management board must convene a general meeting if one managing director, one supervisory director or one or more persons with meeting rights, who jointly represent at least one per cent (1%) of the issued capital, has requested this in writing with a precise statement of the items to be discussed.
- If the management board then fails to convene a meeting, which must be held within four weeks of receiving the aforesaid request, any of the requesting parties may convene the meeting with due regard to the relevant provisions of these articles of association.
- 16.4 General meetings are held in The Hague or in Utrecht.
- Valid resolutions may also be adopted in a general meeting held elsewhere if all persons with meeting rights have consented to the venue of the meeting and the managing directors and supervisory directors have been afforded the opportunity to issue their advice.
- 16.5 Persons entitled to attend general meetings are convened, notwithstanding the provisions of paragraph 3 of this article, by or on behalf of the management board and/or the supervisory board by way of letters. If a person entitled to attend general meetings consents, notices of meetings and notifications may be sent to them by email. The convening notice must be issued no later than on the fifteenth day prior to that of the meeting.
- 16.6 The convening notice includes the agenda of the meeting.

- 16.7 An item, the discussion of which has been requested in writing by one or more holders of shares that alone or jointly represent at least one hundredth of the issued capital, is included in the convening notice or announced in the same manner if the company has received the request no later than on the thirtieth day prior to that of the meeting and provided that there are no compelling company interests that oppose this.
- 16.8 If the regulations prescribed by law or the articles of association for convening meetings and placing items on the agenda and depositing information regarding the items to be discussed are not observed, legally valid resolutions may nevertheless be adopted provided all persons with meeting rights have consented to decision-making taking place and the managing directors and supervisory directors have been given the opportunity to issue advice prior to the adoption of the resolution.

Article 17.

- 17.1 The general meeting is chaired by the supervisory board chairman or in their absence by the deputy chairman and if both of them are absent then by the oldest serving supervisory director present at the meeting. If none of the supervisory directors are present at the meeting, the meeting appoints its own chairman.
- 17.2 The chairman appoints one of those present to keep the minutes (the secretary of the general meeting). The minutes will be discussed at the next general meeting. The chairman and the secretary will then adopt the minutes, in evidence of which they will sign them. The minutes are entered in the minutes register.

Article 18.

- 18.1 In the general meeting each share carries one vote.
- 18.2 No votes may be cast in the general meeting for shares belonging to the company or to a Subsidiary.
- 18.3 In determining whether a certain part of the capital is represented or whether a majority represents a certain part of the capital, no account is taken of shares on which no votes may be cast.
- 18.4 To the extent that these articles of association and the law do not prescribe a larger majority and notwithstanding the provisions of Article 19 all resolutions of the general meeting are adopted by an absolute majority of the votes cast.
- 18.5 Blank votes are deemed not to have been cast.
- 18.6 The management board may resolve that each person entitled to attend general meetings may directly observe and take part in the general meeting by electronic means of communication.
- 18.7 The management board may resolve that each person entitled to vote in the general meeting may exercise voting rights by electronic means of communication, either in person or by a proxy authorised in writing.
- 18.8 The management board may attach conditions to the use of electronic means of communication. The convening notice must set out these conditions or state where they can be consulted.
- 18.9 Persons entitled to attend general meetings may be represented at the general meeting by a proxy authorised in writing.
- 18.10 The management board keeps a record of all adopted resolutions. The records are available for inspection by the shareholders at the company's offices.

A copy of or extract from these records will be provided to each of them upon request at no more than cost.

Article 19.

Resolutions of the general meeting:

- a. to amend the articles of association;
- b. to dissolve the company; or
- c. to enter into a merger or demerger as referred to in Title 7 Book 2 of the Dutch Civil Code, can only be adopted after prior approval from the Minister for Economic Affairs and Climate Policy.

Article 20.

- 20.1 Shareholders may adopt all resolutions they may adopt in a meeting without holding a meeting. The managing directors and the supervisory directors are given the opportunity to issue their advice on the motion, unless this would be unacceptable according to the standards of reasonableness and fairness in the given circumstances. A resolution without holding a meeting is only valid if all shareholders with voting rights have cast their vote in favour of the motion concerned in writing or by way of a legible and reproducible message sent electronically.
- 20.2 The management board records the resolutions adopted in the manner described in the preceding paragraph of this article in the minutes register of the general meeting and reports them at the next general meeting.

Audit.

Article 21.

- 21.1 The general meeting will issue a mandate to a chartered accountant, selected from a non-binding list of candidates from the supervisory board, to audit the annual accounts drawn up by the management board, to issue a report on them to the supervisory board and the management board and to issue an audit opinion.
- 21.2 If the general meeting fails to engage an accountant, the supervisory board will do so.
- 21.3 The mandate may be revoked by the general meeting and by the body that issued the mandate for valid reasons in accordance with paragraph 2 of Article 2:393 of the Dutch Civil Code.

Financial year and annual accounts.

Article 22.

- 22.1 The company's financial year coincides with the calendar year.
- 22.2 As at the final day of every financial year, the management board closes the books of the company and within five months, save where this period is extended by a maximum of five months by the general meeting due to special circumstances, prepares the annual accounts and it will make these documents, together with a pre-advice for shareholders drawn up by the supervisory board, available for inspection within this period at the offices of the company. The management board also submits the management board report within this period. The annual accounts are signed by all managing directors and all supervisory directors; if the signature of one or more of them is missing, this and the reason for this will be stated on the annual accounts. The management board also sends the financial statements to the Works Council.

- 22.3 The company ensures that the annual accounts, the management board report and the data to be added under Article 2:392(1) of the Dutch Civil Code are available at its offices from the date of the notice convening the general meeting at which they will be discussed until the date of the general meeting. The shareholders may inspect these documents there and receive a copy of them free of charge.
- 22.4 The general meeting adopts the annual accounts.
- 22.5 The company will disclose the documents and data referred to in this article if and insofar as and in the manner prescribed by Article 2:394 et seq. of the Dutch Civil Code.

Profit and loss.

Article 23.

- 23.1 The distribution of profits pursuant to the provisions of this article are made after the adoption of the annual accounts which show that the distribution is allowed.
- 23.2 The profit is at the free disposal of the general meeting. Only the amount of the mandatory payments on the nominal value of the shares is taken into account in determining the amount to be distributed on each share. In case of a tied vote on distribution or reservation of profits, the profits will be reserved.
- 23.3 The company may only make distributions to shareholders and other parties entitled to distributable profit to the extent that its equity exceeds the reserves which have to be maintained by law. A resolution to make distributions as referred to in this article is subject to the management board's approval. The management board may only withhold its approval if it knows or should reasonably expect that, following the distribution, the company will be able to continue to pay its due debts.
- 23.4 A deficit may only be set against the reserves prescribed by law in so far as the law allows that.

Distributions.

Article 24.

- 24.1 Dividends are payable four weeks after they have been declared, unless the general meeting sets a different date pursuant to a proposal by the management board.
- 24.2 Dividends that have not been collected within five years of the start of the second day on which they became due and payable revert to the company.
- 24.3 The general meeting may resolve that dividends will be fully or partly paid other than in cash.
- 24.4. Upon the management board's proposal, which has been approved by the supervisory board, the general meeting may resolve to make an interim distribution of the reserves or profits from the current financial year. The general meeting may request the management board in writing to submit a proposal to make a distribution as referred to above. If the general meeting has rejected a proposal by the management board to make a distribution, the general meeting may once again request the management board in writing to submit a proposal to make a distribution within eight weeks of receiving such request. Such a proposal to the general meeting requires the approval of the supervisory board. If the general meeting rejects the management board's proposal once again, the general meeting is at liberty to adopt a resolution to make a distribution. The provisions of Article 23(3) apply to any such resolution.

If the management board has not submitted a proposal approved by the supervisory board within six months of a written request by the general meeting as referred to above in the second sentence, the general meeting will also be free to resolve on a distribution without a prior proposal by the management board approved by the supervisory board. The provisions of Article 23(3) will also apply in full to this decision to make distributions.

Dissolution and liquidation.

Article 25.

- 25.1 A resolution to dissolve the company may only be adopted with due regard to the provisions of Article 19.
- 25.2 If the company is dissolved, the management board will carry out the liquidation under the supervision of the supervisory board, unless the general meeting decides otherwise.
- 25.3 The general meeting determines the remuneration of the liquidators and of those who are charged with supervising the liquidation.
- 25.4 During the liquidation, the provisions of these articles of association remain in effect as far as possible.
- 25.5 The balance of the company's assets after all liabilities have been paid will be distributed on the shares. The second sentence of Article 23(2) applies *mutatis mutandis*.
- 25.6 After liquidation, the books and records of the dissolved company will, for the period prescribed by law, remain in the custody of the person designated for that purpose by the general meeting in the resolution to dissolve. If no such person is designated by the general meeting, they will be designated by the liquidators.

The document containing evidence of the resolutions referred to at the beginning of this deed is (in copy) attached to this deed. This document also shows the approval of the Minister for Economic Affairs and Climate Policy.

The original copy of this deed was executed in Amsterdam, on the date mentioned at the beginning of this deed. I summarised and explained the substance of the deed. The individual appearing before me confirmed having taken note of the deed's contents and having agreed to a limited reading of the deed. I then read out those parts of the deed that the law requires.

Immediately after this, the individual appearing before me, who is known to me, and I signed the deed.

(Follows signing)