



MDB/EBR/11009572-1/13612211

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity.

Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

AMENDMENT OF THE ARTICLES OF ASSOCIATION
STICHTING MD (NEDERLAND)
(to be renamed:
STICHTING MD EUROPE)

Today, the twenty-ninth day of February two thousand and twenty-four, appeared before me, Jon Emiel Joris Scheffe, candidate civil-law notary, hereinafter referred to as: "civil-law notary", as a substitute of Maria Yvonne Hillegonda Johanna den Boer, civil-law notary in Amsterdam, the Netherlands:

Eveliëne Ariane Brouwer, born in Awali, Bahrain on the seventeenth day of May nineteen hundred ninety-six, working at DLA Piper Nederland N.V., a limited liability company, with corporate seat in Amsterdam, the Netherlands, and office address at Prinses Amaliaplein 3, 1077 XS Amsterdam, the Netherlands.

The person appearing declared as follows:

- I. The articles of association of **Stichting MD (Nederland)**, a foundation (*stichting*), with corporate seat in Amsterdam, the Netherlands, and office address at Grasweg 6A, 1031 HW Amsterdam, the Netherlands, registered with the Trade Register under number 74235532, hereinafter referred to as: the "**Foundation**", were established by a deed of incorporation executed on the eleventh day of March two thousand and nineteen before Arend Jan Kolhoff, civil-law notary in Amstelveen, the Netherlands.
- II. By written resolution of the board of the Foundation dated the twenty-ninth day of February two thousand and twenty-four, it has been resolved:
 - a. to amend the articles of association of the Foundation as mentioned below, and
 - b. to authorize the person appearing to execute the notarial deed amending the articles of association of the Foundation.

The board resolution has been attached (in copy) to this deed.

The person appearing, acting in said capacity, declared hereby to completely amend the articles of association of the Foundation, laying them down as follows:



ARTICLES OF INCORPORATION

Name and seat:

Article 1:

1. The foundation bears the name of: **Stichting MD Europe**.
2. The foundation may also present itself under the name: **MD Europe, MD Nederland, MD België en MD Belgique**.
3. If the foundation also carries out its activities outside the Netherlands, it may present itself in the country concerned under the name: '**MD**' followed by the name of the country concerned in the Dutch language or in the language of the country concerned.
4. It has its statutory seat at Amsterdam, the Netherlands.

Objects:

Article 2:

1. The objects of the foundation are:
 - a. contributing to and finding the cause of and solutions to Myotonic Dystrophy ("**MD**"), as well as ways to make the lives of MD patients more bearable, more specifically by supporting research into the cause, prevention and treatment of MD as well as improving the quality of care for, and quality of life of, MD patients as well as creating wider awareness of the disease;
 - b. as well as to perform all activities which in the broadest sense relate or may be conducive to the above.
2. The foundation aims to serve the public interest and aims to be an institution referred to in section 5b of the Dutch State Tax Act (*Algemene Wet inzake Rijksbelastingen*) (*Algemeen nut beogende instelling*) and to be designated as such by the Dutch tax authorities.
3. The assets of the foundation will be used to reach the objects of the foundation.
4. The foundation does not aim to make a profit.

Assets:

Article 3:

1. The foundation will acquire its income from:
 - gifts, bequests and legacies;
 - subsidies and donations;
 - any other acquisitions or proceeds.
2. The foundation is permitted to accept bequests and legacies subject to an inventory (*onder voorrecht van boedelbeschrijving*).

Board:

Article 4:

1. The board consists of at least three persons. The number of members of the board is determined by the board itself.



2. The members of the board are appointed by the board itself.
3. The board appoints from its midst a chair, a secretary and a treasurer, as well as possible substitutes. Various offices may be filled by one person.
4. Members of the board are appointed for a period of five years. Board members resign in accordance with the schedule of retirement determined by the board. A member of the board may be re-appointed immediately after resignation according to the schedule of retirement. Resigning members of the board are eligible for reappointment twice consecutively. The original schedule of retirement will apply for a board member who is appointed in the place of a premature vacancy.
5. In the event the number of members of the board is less than the prescribed minimum, the board retains its powers. The board is, however, under an obligation to fill the vacancy as soon as possible, with due observance of the provisions of these Articles.
6. The membership of the board ends with:
 - a. written resignation (retirement);
 - b. death of a member of the board;
 - c. a board member being declared bankrupt and this bankruptcy having become final and conclusive or in the event of a board member being granted leave by a Court of Law temporarily to suspend the payment of his debts (*surséance van betaling*) or has been granted final debt restructuring (*schuldsanering*) or being placed under guardianship or in the event of a board member losing the free management of his own estate in any other way;
 - d. expiry of the period of time for which a member of the board has been appointed, or, as the case may be, early retirement according to the schedule of retirement of the members;
 - e. dismissal by the board.

A board member may be dismissed by a resolution of the board, adopted in conformity with the provisions in Article 7. The board should provide the reasons for the dismissal in writing.
7. The members of the board will not receive any remuneration for their activities. All members of the board are entitled to reimbursement of any out of pocket costs incurred by them in the fulfilment of their duties.
8. In the event of the absence or inability to act of a member of the board, the remaining members of the board will be charged with the management of the foundation. In the event of the absence or inability to act of all members of the board or the sole member of the board, the foundation shall temporarily be managed by a natural person or a legal entity to be designated for that purpose by the board of the foundation (not from among its members).

Powers of the board and representative powers:



Article 5:

1. The foundation will be managed by the board. When performing their duties, the members of the board shall be guided by the interests of the foundation and its affiliated organization.
2. The board is authorized to enter into agreements regarding the acquisition, disposal and encumbering of registered property.
3. The board is not authorized to enter into agreements:
 - a. whereby the foundation binds itself as surety or individual co-debtor;
 - b. whereby the foundation answers for a third party;
 - c. whereby the foundation binds itself in security for the debt of a third party.
4. The foundation may be represented by the board as well as by two members of the board acting jointly.
5. The authorization to represent the foundation also belongs to one or more others, in as far as such person has been granted a proxy by the board; such proxy must be granted in writing.

Board meetings:

Article 6:

1. A board meeting shall be held in Amsterdam, Rotterdam, Antwerp or Brussels, unless the board decides otherwise.
2. Every year, within six months after the end of each financial year, a board meeting shall be held, in which at least the adoption of the annual accounts and statement of income and expenditure will be proposed to the board.
3. Furthermore, the board shall meet as often as a board member deems necessary.
4. The convocation of a meeting will take place by notice in writing, observing a period of time of five working days, the day of convocation and the day of the meeting not included, which notice shall state the place of and the agenda for the meeting.
5. The meetings of the board will be presided by the chair or, if the chair is not present, by the vice-chair. If no vice-chair is present, the present members of the board will decide who will chair that meeting. Until such decision the meeting will be chaired by the in age oldest member of the board present.
6. All business done and all resolutions passed at the board meetings shall be recorded in minutes, which minutes must be signed by the chair and the secretary.
7. Members of the board in function and those invited thereto by the board will be admitted to board meetings.
8. By contemporaneous link established from the Netherlands by telephone conference or audio-visual communication facilities between all the members of the board, wherever they may be, shall be deemed to constitute a meeting of the board for the duration of the connection, unless a member of the board objects thereto.



Minutes of the matters dealt with at a meeting of the board, authenticated by the chair of the board or, in the event the board does not have a chair, by a member of the board, shall be sufficient evidence thereof and of the observance of all necessary formalities.

9. A member of the board shall, in the event that he has a direct or indirect personal interest which is in conflict with the interest of the foundation and its affiliated organisation, not participate in the discussions and decision making regarding the relevant matter. If no resolution can be adopted as a result thereof, the resolution shall be taken by a natural person to be designated for that purpose by the board of the foundation (not from among its members).

Adopting of board resolutions:

Article 7:

1. The board may only adopt any resolutions if a majority of all members of the board in function are present or represented. A member of the board may be represented in a board meeting by another member of the board by virtue of a duly issued written power of attorney, in the sole judgment of the chair of the meeting. A member of the board can only represent one other member of the board.
2. If in a certain board meeting the majority of all members of the board in function are not present or represented, a second meeting will be held not earlier than two weeks and not later than four weeks after the first meeting. In this second meeting any proposal on the agenda of the first meeting can be resolved upon regardless of the number of members of the board present or represented in that second meeting. The convocation of such second meeting will provide the reason why the proposed resolutions can be resolved upon regardless the number of present or represented members of the board in function.
3. The manner of voting is to be decided upon in advance by the board itself.
4. Each member of the board has the right to cast one vote.
5. All resolutions shall be adopted with an absolute majority of the validly cast votes, unless the Articles of Association provide differently.
6. Nevertheless resolutions may be adopted by the board if no notice convening a meeting was made in accordance with these Articles, or if the item in question was not mentioned in the notice, provided all members of the board in function are present or represented, and the resolution is adopted unanimously.
7. The board may also adopt resolutions without holding a meeting provided all members of the board have rendered their opinion on the proposal in writing, no member of the board opposes against this manner of adopting a resolution, and a majority of all members of the board voted in favour of this proposal. A resolution adopted in accordance with the previous sentence will be signed by the chair and the



secretary and will be kept, together with all written declarations or opinions of the board members, with the minutes.

Financial year and annual accounts:

Article 8:

1. The financial year runs from the first day of January up to and including the thirty-first day of December of each year.
2. The board is obliged to administer the financial position of the foundation and everything concerning its activities as such activities may require and keep the books, records and other database pertaining thereto in such manner that its rights and obligations can be ascertained at any time.
3. The board is obliged to make up the annual accounts and accounts for receipts and expenditures of the foundation, to put those on paper and to establish the same, within six months after the end of the financial year.
4. The board shall retain the books and records and other database as referred to in the previous paragraphs for seven years.
5. The information stored in a database, save for the balance sheet and statement of income and expenditure if recorded in writing, may be transferred to, and stored on, another database, provided such data transmission is correct and complete and the data are available during the entire required retention period and can be converted into legible form within a reasonable period.
6. The board continuously ensures digital (public) publication of specific information that should be public in line with Article 5b of the Dutch State Tax Act (*Algemene Wet inzake Rijksbelastingen*), where necessary using a standard form intended for this purpose.

Policy plan:

Article 9:

1. Also in connection with the continuity of the activities of the foundation, the board shall draw up a policy plan with an accompanying budget. In the budget, efforts are made to maintain a reasonable balance between expenses and the objective being pursued;
2. The policy plan contains measurable objects for the foundation, a prioritization of these objects and an analysis. Furthermore, the long term policy plan contains the principles with regard to information, raising awareness, advocacy, acquisition of funds and efficient spending of acquired resources, and the organisation of the process of judgement and decision making with regard to the acquisition and allocation of resources for the benefit of the object.
3. The policy plan is in accordance with the statutory object.
4. The general guidelines of the policy plan will be made known to stakeholders.



5. The board is responsible for execution and the realisation programs and activities implanted in the policy plan. The board shall keep the policy plan current and update it as necessary where changes in policy, facts and/or circumstances occur.
6. Any surpluses (as soon as they arise) are used for the public benefit objective. No more assets are held than necessary to enable the foundation to pursue its objective and continue to meet current payment obligations.

Rules and regulations:

Article 10:

1. The board may resolve to lay down, amend or abolish rules and regulations, in conformity with the provisions of Article 7.
2. Rules and regulations may not conflict with these articles of association.

Committees and working groups:

Article 11:

1. The board may decide to form or dissolve committees and/or working groups, wherein persons from outside the board may be appointed.
2. All matters concerning committees and working groups are regulated by the foundation's rules and regulations.

Amendment of the articles of association and dissolution:

Article 12:

1. The board has the power to amend the articles of association or to dissolve the foundation by a resolution passed by a majority of two-thirds of the number of votes cast at a meeting, at which at least two-thirds of the number of members of the board in office are present or represented. Amendments of the articles of association shall be laid down in a notarial deed. Each member of the board is authorized to execute such deed.
2. The board shall determine the appropriation of the liquidation surplus in the resolution of dissolution, which liquidation surplus will be spent on behalf of a public benefit institution within the meaning of Article 5b paragraph 3 sub a of the Dutch State Tax Act (*'Algemeen nut beogende instelling'*) with a similar objective as the objective of the foundation.
3. The winding up is done by the board, unless this is entrusted by the board to a third party.
4. After the liquidation has been completed, the books and records of the dissolved foundation shall be kept for the period as determined by law by the person appointed for that purpose by the liquidators.
5. The liquidation shall be subject to the other provisions of Title 1, Book 2 of the Dutch Civil Code.

Unforeseen matters:



Article 13:

In all matters not provided for in these Articles or in the foundation's rules and regulations, the board decides.

Interpretation of these articles of association:

Article 14:

The foundation intends to be an institution referred to in section 5b of the Dutch State Tax Act (*Algemene Wet inzake Rijksbelastingen*) ('*Algemeen nut beogende instelling*'). These articles of association must be interpreted in accordance with this as far as possible.

END

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

This deed was executed in Amsterdam, the Netherlands, on the date stated at the beginning of this deed.

The summarised contents of this deed were stated and explained to the person appearing. All parties were informed of the consequences of the contents of this deed. The person appearing declared to dispense with a full reading of the deed, to have taken due note of the content of the deed well before its execution and to agree with its content.

Immediately following the limited reading, this deed was signed by the person appearing and by me, civil-law notary.