

CONTINUOUS TEXT of the articles of association of **European Hematology Association**, a Dutch association (*vereniging*), with corporate seat in The Hague, after partial amendment to the articles of association, by deed executed before Jeroen Herman Joseph Preller, civil law notary in Rotterdam, on 27 June 2018.

Trade Registry number 24334797.

This is a translation into English of the original Dutch text. 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.

ARTICLES OF ASSOCIATION

Name and Registered office.

Article 1

1. The name of the Association is: EUROPEAN HEMATOLOGY ASSOCIATION.
2. The Association's registered office is in The Hague, the Netherlands.
3. The Association (hereinafter also referred to as: EHA) is a non-profit organization.

Purpose

Article 2

1. The purpose of the Association is to promote excellence in research, education and patient care in hematology.
2. The Association strives to achieve this purpose, *inter alia*, by covering all aspects of the field of hematology including benign and malignant hematological disorders.
3. The core activities of the Association are a wide variety of scientific, clinical, educational and public engagement activities.

Duration

Article 3

The Association is formed for an indefinite period. It may be dissolved at any time, provided that the provisions regarding this matter laid down in Article 19 are duly observed.

Membership

Article 4

1. The Association has the following types of members:
 - a. Ordinary members;
 - b. Honorary members
 - c. Affiliated members; and
 - d. Affiliated health care professionals.
2. Ordinary members:

Membership as an ordinary member is open to every scientific researcher or physician who demonstrates an active interest in the discipline of hematology. Ordinary members are entitled to enjoy the benefits of the membership, including nominating and voting rights, as set by the EHA Board.

3. Honorary members:
Persons can be appointed by the EHA Board as honorary members on the recommendation of one or more EHA Board members, in recognition of their exceptional contributions to the discipline of hematology. Honorary members pay neither a membership fee, nor a registration fee for the annual conference. They have no nominating or voting rights, unless an honorary member concerned has been a former President of the EHA.
4. Affiliated members:
Affiliated membership is open to every scientific researcher or physician who demonstrates an active interest in the discipline of hematology and who is an active member of a hematology organization with which the EHA Board liaises based on a mutual agreement between EHA and such a hematology organization. Affiliated members are entitled to enjoy benefits of membership, including nominating and voting rights, as set by the EHA Board.
5. Affiliated health care professionals:
Membership is also open to affiliated health care professionals interested in hematology or working in the field of hematology but who are not scientific researchers or physicians. Affiliated health care professionals have no nominating or voting rights.
6. Membership is personal and cannot be transferred or acquired through succession.

Termination of membership

Article 5

1. Membership ends:
 - a. with the member's death;
 - b. by notice from the member;
 - c. by notice from the Association;
 - d. by expulsion from membership.
2. Notice of termination by the member can only be given towards the end of a financial year. Notice is given in writing to the secretariat of the Association subject to a notice period of four (4) weeks.
said notice period does not have to be observed:
 - a. in cases where the member cannot reasonably be expected to continue his membership;
 - b. within one month of a member learning or being informed of a resolution whereby the rights of the members have been restricted or their obligations expanded, except where it concerns an alteration of their financial rights and obligations;
 - c. within one month of a member being informed of a resolution to convert the Association into a different legal form or to enter into a merger.
3. Notice of termination by the Association can be given by the EHA Board if a member no longer fulfils the requirements laid down for membership, as well as in cases where the Association cannot reasonably be expected to have the membership continue and when a member, despite written requests by the EHA Board, has failed to pay his membership fee for more than one year. Notice of termination by the EHA Board can only be given towards the end of the financial year, subject to a notice period of four weeks.

4. Expulsion from membership can only be ordered if a member violates the Articles of Association, regulations or resolutions of the Association or if the member causes unreasonable harm to the Association. Expulsion is entrusted to the EHA Board, who will notify the member of the resolution as soon as possible, stating the reasons therefor. The member concerned is entitled to appeal to the general meeting, hereinafter referred to as: the "Business Meeting", within one month after receipt of the notification. Upholding of the expulsion from membership requires a majority of three fourths of the votes cast. During the period of appeal and pending the appeal, the member is suspended. A suspended member has no voting rights.
5. In the event that the membership ends in the course of a financial year, the member shall still owe the annual membership fee in full, unless the EHA Board resolves otherwise.

Membership fees/Registration fees

Article 6

1. Except for an honorary member, each member owes an annual membership fee. The amount of the membership fee is set by the EHA Board and requires the approval of the Business Meeting. The EHA Board can set a different membership fee and criteria for all categories of membership.
2. Members who have paid their membership fee for the current calendar year are entitled to receive the benefits of membership as set by the EHA Board.

Nomination Committee

Article 7

1. The Association has a Nomination Committee consisting of six (6) members appointed by the EHA Board. Members of the Nomination Committee are appointed for a maximum period of three (3) years, unless it is resolved to appoint a member of the Nomination Committee for a different period. Members of the Nomination Committee retire in rotation according to a schedule drawn up by the Nomination Committee. Members of the Nomination Committee can be reappointed once.
2. The Nomination Committee will be responsible for the nomination and ballot procedure for the election of the EHA Board members.
3. The Nomination Committee draws up regulations to be approved by the EHA Board containing the grounds on and the manner in which the Nomination Committee decides on a nomination and ballot procedure regarding the appointment of members of the EHA Board.

EHA Board

Article 8

1. The EHA Board is in charge of managing the Association. In doing so the EHA Board will put in place a governance structure for overseeing the activities of the Association, especially regarding transparency, independence and integrity.
2. The EHA Board consists of fifteen (15) persons and should be balanced with respect to clinical and non-clinical members, sub-specialty, nationality and gender. Following a proposal from EHA Board the Business Meeting can determine a lower or higher number of EHA Board members. The EHA Board members are appointed from the members of the

Association and, with the exception of at the most two (2), members of the EHA Board should be residents of Europe.

3. The EHA Board may draw up regulations regarding the duties and responsibilities of board members, the operation of EHA committees and the procedures for meetings and decisions made by the EHA Board.

Appointment of the EHA Board - Nomination and Ballot procedure

Article 9

1. The EHA Board members are appointed by the members following an electronic nomination and ballot procedure in compliance with Section 2:37, paragraphs 2 and 5 of the Dutch Civil Code. In exceptional circumstances the Nomination Committee may, with prior approval of the EHA Board, directly appoint a candidate to the EHA Board. Subject to Section 2:37 paragraph 3 of the Dutch Civil Code at any time no more than four members of the EHA Board may have been directly appointed by the Nomination Committee.
2. When a vacancy arises, the Nomination Committee informs the members no later than ten (10) weeks before the completion of the term of office of an EHA Board member. The Nomination Committee will solicit the names of potential candidates from the membership. Proposals for potential candidates can only be made by members who are entitled to nominate and who have paid any membership fee due in that calendar year. Such proposals must have been submitted to the Nomination Committee no later than six (6) weeks before the termination of the term of office of an EHA Board member. Proposals must be made using the standard nomination form as made available by the EHA Board.
3. The Nomination Committee can at its discretion identify potential candidates in addition to those proposed by members. The Nomination Committee will then select candidates and compose the ballot list with the final approval coming from the EHA Board.
4. At least thirty (30) days before the completions of the term of office of an EHA Board member, the Nomination Committee shall circulate the ballot list to all members. The ballot list shall always list a minimum of two (2) persons for each vacancy.
5. Election is by means of a vote of the members by electronic ballot. Each eligible member is entitled to cast as many votes as the number of vacancies and to vote for one candidate per vacancy. In the event of a tie vote on the election, the Nomination Committee decides.
6. The result of the vote as described in paragraph 5 of this Article will be presented at the Business Meeting.
7. The EHA board members are appointed for a maximum period of four (4) years. The appointment of EHA board members to fulfil the function of president or president elect, or of secretary or treasurer, as provided in Article 11 paragraph 2 terminates the running term of four (4) years as an ordinary EHA board member. In this context, a year shall be taken to mean the period between two successive annual Business Meetings.

Reappointment, suspension and dismissal of the EHA Board

Article 10

1. The EHA Board members retire by rotation in accordance with a schedule drawn up by the EHA Board. In exceptional circumstances an EHA board member who retires according to the schedule of rotation is, one time only, immediately eligible for direct reap-

- pointment by the Nomination Committee (see Article 9, paragraph 1).
2. The Business Meeting shall have the authority to suspend and dismiss EHA board members at any time, stating the reasons therefor. The Business Meeting adopts a resolution to suspend or dismiss an EHA board member by a resolution passed by at least two third of the votes cast, in a meeting where at least two thirds of the members are present or represented.
 3. The suspension terminates if the Business Meeting has not, within three months after the suspension came into effect, resolved to dismiss the said EHA Board member(s). The suspended EHA board member is given the opportunity to account for his conduct at the Business Meeting.
 4. In the event that the number of EHA Board members has fallen below the designated number, the remaining EHA Board members or, if applicable, the sole remaining EHA Board member shall constitute a competent board. The EHA Board is however obligated to take measures to fill the vacancy or vacancies as soon as possible, by instructing the Nomination Committee to start the nomination and ballot procedure.
 5. With respect to the meetings and resolutions of the EHA Board, the provisions of Articles 14 to 17 inclusive apply insofar as possible.

Executive Board

Article 11

1. The Executive Board consists of six (6) EHA Board members, being the chair with the title of “president”, a president elect, the past president, a secretary, a treasurer and a general member.
2. The EHA Board appoints from its members a president elect, a secretary and a treasurer. The president, president elect and the past president will be appointed for two (2) years. The treasurer, the secretary and the general member will be appointed for three (3) years, with the possibility for reappointment for one (1) term.
3. The EHA Board draws up regulations describing the appointment of the Executive Board, and the tasks and powers of the Executive Board.

Representation

Article 12

1. The Association is represented by the EHA Board.
2. The power of representation also vests in two EHA Board members acting jointly, provided that at least one EHA Board member is a member of the Executive Board.
3. The EHA Board can delegate specific tasks with which it is charged to a duly authorized EHA Board member, elected by the EHA Board from its members, while specifying his powers and any possible remuneration.
4. The EHA Board is authorized, subject to prior approval by the Business Meeting, to enter into agreements for the acquisition, disposal and encumbering of registered property, as well as to enter into agreements whereby the Association undertakes to act as security or as joint and several debtor for a debt owed by a third party, warrants performance by a third party or binds itself to provide security for a third party.

Executive Office

Article 13

1. The Association is supported in its activities by the EHA Executive Office, located in The Hague, the Netherlands.
2. The Executive Office is managed by a managing director, who is appointed and dismissed by the EHA Board and holds the title "Managing Director".
3. The Managing Director is responsible for the daily business and co-ordination of the activities of the Association.
4. The Managing Director has an executive position and the Managing Director reports to the Executive Board.
5. The Managing Director can constitute a secretariat with all facilities necessary for realizing the objectives of the Association.

Business Meetings

Article 14

1. The Business Meeting is the sovereign authority of the Association. Its capacities include the following:
 - Amendment of the Articles of Association;
 - Appointment, suspension and dismissal of EHA Board members;
 - Adoption of the annual accounts;
 - Dissolution of the Association;
 - Ratification of a resolution of the EHA Board to expel members from membership as provided for in Article 5 paragraph 4.
2. The Business Meetings shall be held at a place in Europe to be determined by the EHA Board.

Article 15

1. All members, except members who have been suspended, have access to the Business Meeting, as well as those persons who have been invited to attend by the EHA Board and/or the Business Meeting. A suspended member, in conformity with Article 5 paragraph 4, has access to the meeting at which the resolution for his suspension is being considered and is entitled to oppose the said suspension.
2. With the exception of suspended members each ordinary and affiliated member has the right to cast one vote at the Business Meeting. Voting by means of an electronic voting system can take place prior to the Business Meeting provided that such vote is cast by way of a fully completed form received by the secretary no later than seven (7) days prior to the Business Meeting. These votes carry the same weight as votes cast at the Business Meeting.

Each member who is entitled to vote can grant another person holding the right to vote a written proxy to cast his vote, provided that the written proxy will be presented to the president before the meeting. A member may represent only one fellow member at the Business Meeting.
3. A resolution passed unanimously by all members entitled to vote, even if taken outside a meeting, shall – provided it was passed with the foreknowledge of the EHA Board– have the same force as a resolution passed by the Business Meeting. Such a resolution may also

be taken in writing.

4. The president decides on the manner in which ballots are cast at the Business Meeting.
5. The Business Meeting passes its resolutions by absolute majority of votes, unless the law or these Articles of Association demand a higher majority. In the event of a tie vote on matters, the resolution shall be rejected.

Article 16

1. The Business Meeting is chaired by the president, or in his absence, by the past president. In the absence of both the president and the past president the president elect shall act as chairman. In the absence of the president elect one of the other EHA Board members designated by the EHA Board shall act as chairman. If no chairman can be appointed in this manner either, the meeting appoints its own chairman.
2. The opinion pronounced by the chairman at the meeting in respect of the outcome of any vote shall be decisive. The same applies to the contents of any resolution passed, insofar as the vote taken related to a proposal not recorded in writing. However, if immediately after the aforementioned opinion pronounced by the president the correctness of the said opinion is contested, another vote shall be taken if so desired by the majority at the meeting or – if the original vote was not taken on a poll or by ballot – by any person present who is entitled to vote. Such a new vote shall override the legal consequences of the original vote.
3. Minutes will be kept of the proceedings of the Business Meeting by a person designated by the chairman of the meeting.

Article 17

1. The financial year of the Association coincides with the calendar year. Each year at least one Business Meeting shall be held, within six (6) months after the end of the financial year; except where this term has been extended by the Business Meeting. The Business Meeting shall be held simultaneously with and in the same place as the scientific meeting which will be organized by the Association each year. At the Business Meeting, the EHA Board shall present its management report on the general affairs of the Association and on its management. The board submits the balance sheet and the profit and loss account as well as the notes thereto to the Business Meeting for their approval. These documents are signed by all members of the EHA Board; should the signature of one or more of them be missing, the reason for this shall be stated. After expiry of the term, each member can legally demand of the EHA Board members that they jointly comply with these obligations.
2. An auditor's report concerning the truth and fairness of the documents referred to in the preceding paragraph, prepared by an accountant as referred to in Section 2:393, paragraph 1 of the Civil Code, must be submitted to the Business Meeting.

Article 18

1. Business Meetings are convened as often as the Executive Board considers it desirable, or is obliged to do so by law, at times and places to be decided on by the EHA Board subject to the provisions of Article 17, paragraph 1.
2. At the written request of at least one tenth of the members entitled to vote, the EHA Board

is obliged to convene a Business Meeting, to be held within four weeks after the said request being submitted. If the request is not acceded to within fourteen days, the applicants can convene the Business Meeting themselves in the manner stipulated in Paragraph 3. The applicants can in that case appoint persons other than EHA Board members to preside over the meeting and to keep the minutes.

3. The Business Meeting is convened by means of a written notice of the meeting served to all persons entitled to vote no later than fourteen (14) days before the day on which the meeting is to be held. In the said notice, the items put on the agenda for the said meeting must be stated.

Committees

Article 19

1. The EHA Board can set up committees, such as a Research Committee and an Education Committee. A Nomination Committee and a Good Governance Committee are fixed committees within the structure of the Association.
2. The method of appointment, suspension and dismissal of members of a committee and the tasks and powers of a committee shall be determined by the EHA Board by regulation.

Amendment of the Articles of Association

Article 20

1. Amendment of the Articles of Association can only take place pursuant to a resolution of the Business Meeting, which has been convened with a notification that a proposal for amendment of the Articles of Association has been put on the agenda for the said meeting.
2. Those persons who convened the Business Meeting at which an amendment of the Articles of Association has been put on the agenda, must no later than at least five days before the day on which the meeting is held, make a copy of the said proposal in which the proposed amendments are recorded verbatim, available at a suitable place for inspection by the members, until after the close of the day on which the meeting was held.
3. The Business Meeting can only adopt a resolution to effect an amendment of the Articles of Association by a majority of at least two-thirds of votes cast.
4. An amendment of the Articles of Association only comes into effect after a civil-law notary has executed it as a deed. Each of the EHA Board members is authorized to have the deed of amendment of the Articles of Association executed.
5. The provisions of paragraphs 1 and 2 do not apply if all the persons entitled to vote are present or represented at the Business Meeting and the resolution to amend the Articles of Association are passed by unanimous vote.
6. The EHA Board members are obliged to deposit an officially certified copy of the deed of amendment of the Articles of Association and a full and continuous text of the Articles of Association as they read after amendment, at the office of the register kept by the Chamber of Commerce and Industries.

Dissolution and liquidation

Article 21

1. The provisions of Article 20, paragraphs 1, 2, 3 and 5 shall apply *mutatis mutandis* to a resolution taken by the Business Meeting to dissolve the Association.

2. In adopting the resolution referred to in the preceding paragraph, the Business Meeting also decided on the appropriation of the credit balance.
3. The Business Meeting shall appropriate any positive credit balance to an association, institution and/or organization, which has been granted the so called "ANBI-status" as defined in Article 5b, part 1, sub a and/or b Dutch State Tax Act, by the Dutch tax authorities. The objects and activities of such an association, institution and/or organization should be within the scope of the objects of the Association.
4. Liquidation is effected by the EHA Board.
5. After dissolution, the Association shall continue in existence for such period of time as the liquidation of its assets and liabilities may require. During the liquidation procedure, the provisions of these Articles of Association shall, as far as possible, remain in force. In any document issued and notice served by the Association, the words "in liquidation" must be added to its name.
6. The liquidation ends when no assets are left to the knowledge of the liquidator.
7. After the liquidation has been completed the books and records of the dissolved Association must be kept in custody for a period of seven years. The custodian is the person designated as such by the liquidators.

Regulations

Article 22

1. Insofar as in these Articles of Association the said powers have not been assigned to other bodies, the Business Meeting can draw up and amend one or more Regulations containing rules of procedure to be followed in cases not provided for or not fully provided for in these Articles of Association.
2. The Regulations may contain no provisions that are in conflict with the provisions of law or with these Articles of Association.
3. The provisions of Article 21, paragraphs 1,2 and 5 shall apply *mutatis mutandis* to resolutions concerning the drawing up and amendment of Regulations.

Final provision

Article 23

The Business Meeting in the Association shall have all the powers not assigned to other bodies pursuant to the provisions of law or these Articles of Association.