

ARTICLES OF ASSOCIATION

Chapter I.

Definitions.

Article 1.

In these articles, the following terms shall have the following meanings:

- 'Managing Director': the Board of the Foundation;
- 'Supervisory Board': the Supervisory Board of the Foundation;
- 'in writing/written': by letter, telefax or email, or by message sent via another widely used means of communication that allows for the message to be received
- in writing;
- 'Foundation': this Foundation;
- 'Partner Universities': Leiden University, Wageningen University and the University of Amsterdam.

Chapter II. Name, Registered Office, Objects and Capital.

Name and registered office.

Article 2.

1. The Foundation bears the name:
Stichting Naturalis Biodiversity Center.
2. The foundation has its registered office in the municipality of Leiden.

Objects and capital.

Article 3.

1. The Foundation is a permanent institution at the service of the community and its development, accessible to the public, non-profit making, that acquires, preserves, scientifically studies and displays material evidence of humans and their environment and provides information on this evidence for the purpose of study, education and enjoyment.
2. The objects of the Foundation are as follows:
 - a. to acquire and disseminate knowledge about and insight into the natural diversity on earth past and present, the development of the earth as a natural system and the place of humans within it;
 - b. to serve as the national hub for Global Biodiversity Infrastructure Facility (hereinafter referred to as GBIF) and as such to support the mission of the GBIF, namely to achieve a world in which biodiversity information is freely and universally

available for science, society and a sustainable future.

3. The Foundation aims to achieve its objects by carrying out activities such as managing, providing access to and maintaining a collection, carrying out scientific research in relation to the collection, setting up and maintaining semi-permanent, changing and traveling exhibitions, issuing scientific and popular-scientific publications, contributing towards university education related to the collection, developing and maintaining a network of relevant knowledge and research institutes and organizations and providing them with information on activities and operations in the context of the GBIF endeavors, acting as a national platform for the international exchange and sharing of biodiversity data, information and knowledge, available both inside and outside the Netherlands, promoting the development and application of information technology to support data management, exchange, analysis and digital distribution of biodiversity information worldwide, the provision of services, and everything directly or indirectly related or conducive to the foregoing, in the broadest sense.
4. The Foundation's capital is used to achieve the Foundation's objects.
5. Testamentary dispositions may only be accepted under the benefit of inventory.

Chapter III. The Management Board.

Managing Director.

Article 4.

1. The Supervisory Board draws up a profile for the position of Managing Director.
2. The Managing Director is appointed with due observance of the profile referred to in paragraph 1 by the Supervisory Board, after hearing the advice of the Dutch Minister of Education, Culture and Science.
3. The Supervisory Board determines the salary and further terms of employment for the Managing Director.
4. The Managing Director may be suspended and dismissed by the Supervisory Board at any time. The Minister of Education, Culture and Science is notified of any suspension or dismissal immediately in writing.
5. If there is no Managing Director, the Supervisory Board is authorized to appoint an interim Managing Director.
6. In the event that the Managing Director is no longer in office or prevented from acting, the Foundation will temporarily be managed by a person who in each such event shall be appointed for that purpose by the Supervisory Board.
7. In these Articles of Association, being prevented from acting must in any case be understood to mean the circumstance that:

- a. the Managing Director cannot be reached for a period of more than twenty-one (21) days due to illness or other causes; or
- b. the Managing Director has been suspended.

Duties and powers, adoption of resolutions and allocation of duties.

Article 5.

1. The Managing Director is charged with the management of the Foundation.
2. The Managing Director, with the approval of the Supervisory Board, is authorized to resolve to enter into agreements to acquire, sell and encumber registered property, or to enter into agreements where the Foundation undertakes to act as guarantor or joint and several debtor, to warrant the performance of a third party or provide collateral for the debt of another, and is authorized to represent the Foundation in respect of these acts.
3. Unless exempted by the Supervisory Board, the Managing Director cannot be a member of the board of management or the board of directors of, or be a member of a supervisory body of, an institution with the same or a similar object to the Foundation.
4. The Managing Director will report any additional positions they hold, including board positions, supervisory board memberships and advisory positions. The Managing Director must report any business relationships between the Foundation and another legal entity or company with which they are directly or indirectly personally involved.
5. The Supervisory Board adopts Management Regulations on a proposal from the Managing Director. The Management Regulations detail the specific duties with which the Managing Director will be charged, among other things. They also stipulate how information will be provided to the Supervisory Board. If the Managing Director does not propose Management Regulations, the Supervisory Board is authorized to draw up the Management Regulations independently.
6. Resolutions of the Managing Director can be adopted in writing at any time.
7. The Managing Director drafts the following plans and revises them where necessary:
 - a. an annual policy plan, including the national program that fits within the GBIF frameworks and the policy lines of the competent ministry, along with the corresponding budget;
 - b. a rolling long-term policy plan;
 - c. a plan for an adequate risk management and control system;
 - d. any other plans as determined by the Supervisory Board from time to time.The plans require the approval of the Supervisory Board.
8. The Managing Director will not participate in deliberations and decision-making if the Managing Director has a direct or indirect personal interest in the matter concerned that

is contrary to the interests of the Foundation and its affiliated company or organization. If the Managing Director cannot make a decision as a result of this, the decision will be made by the Supervisory Board.

Representation and conflicts of interest.

Article 6.

1. The Managing Director is authorized to represent the Foundation.
2. The Managing Director may appoint officers with general or limited representative authority by granting power of attorney. Each of them represents the Foundation, with due regard for the restriction imposed on their authority in the power of attorney. The Managing Director will decide which titles these officers are given.
3. In all cases in which the Foundation has a conflicting interest with the Managing Director, the provisions of Article 6.1 remain in full effect. A resolution of the Managing Director to perform a juristic act in respect of which they have a conflicting personal interest, is subject to the approval of the Supervisory Board, however the lack of such approval does not affect the representative authority of the Managing Director.

Approval of resolutions of the Managing Director.

Article 7.

1. Notwithstanding the other provisions of these Articles of Association, resolutions of the Managing Director concerning the following are subject to the approval of the Supervisory Board:
 - a. acquiring, disposing of, encumbering, renting, leasing and otherwise acquiring or making available for use or enjoyment property subject to public registration;
 - b. the Foundation's strategy, including its cultural, scientific and corporate policy, intended to achieve the objectives specified in the Articles of Association;
 - c. financing of the Foundation's strategy;
 - d. lending and borrowing money, if this means that the aggregate amount of the loans exceeds an amount specified in the Standing Rules, with the exclusion of the use of a bank loan granted to the Foundation;
 - e. a long-term direct or indirect collaboration with another organization or institution and the termination of such a collaboration;
 - f. appointing officers as referred to in Article 6.2, and determining their powers and titles;
 - g. taking legal action, with the exception of taking legal measures that cannot be delayed;
 - h. establishing the principal points of policy on terms and conditions of employment

- for employees and policy on voluntary work;
- i. entering into and amending employment agreements granting remuneration exceeding that under existing provisions;
 - j. establishing pension schemes and granting pension rights in addition to those under existing provisions;
 - k. entering into and amending management agreements with the Dutch government;
 - l. juristic acts that exceed an amount or share to be determined in the Management Regulations.
2. The Supervisory Board may determine that a resolution as referred to in Article 7.1 will not be subject to its approval if the interest at stake does not exceed a value to be determined by the Supervisory Board and announced to the Managing Director in writing. Resolutions arising from one of the approved plans referred to in Article 5.7 are also not subject to approval.
 3. The lack of approval from the Supervisory Board for a resolution as referred to in this Article 7 does not affect the representative authority of the Managing Director.

Chapter IV. The Supervisory Board.

Members of the Supervisory Board.

Article 8.

1. The Foundation has a Supervisory Board consisting of a minimum of seven and a maximum of nine members. The number of members is determined by the Supervisory Board. If there are fewer than seven members, the Supervisory Board will still remain authorized.
2. The members of the Supervisory Board are appointed and dismissed by the Supervisory Board.
3. The Supervisory Board will draw up a profile of its size and composition, taking account of the nature of the Foundation, its activities and the required expertise and experience of the Supervisory Board members.
This profile stipulates that only one former director or other officer of the Foundation exercising decisive influence can be a member of the Supervisory Board. The profile is included in the Foundation's annual report. This profile is regularly reviewed by the Supervisory Board and in any case when a vacancy needs to be filled.
4. Supervisory Board members are appointed for an initial term of four years. A second period, where applicable, has a maximum duration of three years. The Supervisory Board will draw up a schedule that provides for the regular retirement of members from the Supervisory Board and is authorized to amend this schedule. The adoption of or

amendments to this schedule cannot require a current member of the Supervisory Board to retire against their will before the term of their appointment has expired. A retiring member of the Supervisory Board can be reappointed no more than once. If a member of the Supervisory Board is reappointed and is named chair during their new term, this member may be reappointed twice in total for a period of three years each time.

5. A member of the Supervisory Board ceases to hold office:
 - a. upon the expiry of their term of appointment or due to their retirement according to a schedule as referred to in Article 8.4;
 - b. by means of their voluntary resignation;
 - c. if they are dismissed by the Supervisory Board for serious cause or due to fundamental differences of opinion with the member in question, incompatibility of interests or an unsatisfactory performance by the member in question;
 - d. if they are placed under guardianship, or in the event of a court decision to appoint an administrator over any of their assets due to their physical or mental state;
 - e. upon their death;
 - f. if they are declared bankrupt, apply for a suspension of payment or request a debt restructuring arrangement within the meaning of the Dutch Bankruptcy Act.
6. Membership of the Supervisory Board is incompatible with the position of managing director or employee of the Foundation, employee of the Ministry of Education, Culture and Science or of the Ministry of Economic Affairs.
7. In the event that one or more members of the Supervisory Board are no longer in office or prevented from acting, the remaining members of the Supervisory Board will continue to be charged with the supervision.

In the event that all members or the sole member of the Supervisory Board are or is prevented from acting or no longer in office, the supervision will temporarily be performed by a person who in each such event shall be appointed for that purpose by the Supervisory Board.

Duties and powers.

Article 9.

1. The Supervisory Board is responsible for exercising supervision over the policy of the Managing Director and the general course of events within the Foundation and institutions associated with the Foundation. It advises the Managing Director. In fulfilling their duties, the members of the Supervisory Board shall focus on the interest of the Foundation.

2. The Managing Director provides the Supervisory Board with the necessary information for the performance of its duties in a timely manner.
3. The Supervisory Board may enlist the assistance of experts in the context of its supervisory duties and in the recruitment and selection of candidates for the Supervisory Board. The costs of such assistance are at the Foundation's expense.
4. The Supervisory Board may stipulate that one or more of its members and/or experts have access to the Foundation's office and that these individuals are authorized to inspect the Foundation's accounts and other documents.
5. Unless exempted by the Supervisory Board, Supervisory Board members cannot be a member of the board of management or the board of directors of, or be a member of a supervisory body of, an institution with the same or a similar object to the Foundation. The Supervisory Board may stipulate that such an exemption is only valid for a specific period to be determined by the Supervisory Board.
6. Supervisory Board members will report any additional positions they hold, including but not limited to board positions, supervisory board memberships and advisory positions. If and insofar as applicable, a member of the Supervisory Board must report any business relationships between the Foundation and another legal entity or company with which the member in question is directly or indirectly personally involved.
7. The Supervisory Board will lay down regulations containing rules governing the Supervisory Board's decision-making process and working methods, to supplement the relevant provisions of these Articles of Association.

Chair and secretary.

Article 10.

1. The Supervisory Board will appoint a chair from among its members. The Supervisory Board may also appoint a deputy chair from among its members who will take over the tasks and authorities of the chair in their absence.
2. The Supervisory Board will also appoint a secretary from among its members or otherwise and will make arrangements for their replacement.

Meetings.

Article 11.

1. The Supervisory Board will convene a meeting whenever deemed necessary by one of its members or the Managing Director, or a joint meeting with the Managing Director as often as the Supervisory Board or the Managing Director deem it necessary.
2. A Supervisory Board member may be represented at a meeting by another member of the Supervisory Board holding a written proxy. A Supervisory Board member may

represent no more than one other member at a meeting. The members present at the meeting will decide whether other persons can attend the meeting by a majority of votes.

3. The chair of the meeting will appoint a minutes secretary to take minutes of the meeting.
4. Supervisory Board meetings will be presided over by the chair or deputy chair. In their absence, the chair of the meeting will be appointed by the Supervisory Board members present at the meeting by a majority of the votes cast.
5. Minutes of the meeting of the Supervisory Board will be taken by the minutes secretary at the meeting. The minutes will be adopted by the Supervisory Board at the same meeting or at the next meeting. The minutes will be signed as evidence of their adoption by the chair and the minutes secretary of the meeting at which they are recorded.

Adoption of resolutions.

Article 12.

1. Each Supervisory Board member has one vote.
2. All resolutions of the Supervisory Board are passed by a majority of the votes cast.
3. The Supervisory Board may only make valid decisions at a meeting if the majority of the members in office are present or represented at the meeting.
4. Supervisory Board resolutions may also be adopted in written or other form without holding a meeting, provided that the motion in question is submitted to all of the members in office and none of them objects to this method of adopting a resolution. Adoption of resolutions in writing is effected by means of written declarations on the part of all Supervisory Board members in office.

In the case of unwritten resolutions adopted without a meeting, the Supervisory Board's secretary will draft an account that will be signed by the chair and the secretary of the Supervisory Board.

5. A member of the Supervisory Board who has a direct or indirect personal interest that is contrary to the interests of the Foundation and its affiliated company or organization will communicate this to the other members of the Supervisory Board without delay and provide all relevant information in this respect.

The other members of the Supervisory Board will decide, outside the presence of the relevant member of the Supervisory Board, whether this is an interest that is contrary to the interests of the Foundation and its affiliated company or organization.

Advisory bodies.

Article 13.

The Foundation has an advisory body: the Scientific Advisory Board. The members of this

body are appointed by the Managing Director. The Managing Director will lay down regulations containing rules governing the working methods of the advisory body.

Chapter V. Financial Year, Financial Statements and Accounts.

Financial year and financial statements.

Article 14.

1. The financial year of the Foundation coincides with the calendar year.
2. The Managing Director will draw up the financial statements each year within six months of the end of the financial year. The Managing Director will also submit an annual report, the audit opinion containing findings, and the audit report drawn up by the auditor to the Supervisory Board within this period.
3. The financial statements consist of a balance sheet, a statement of income and expenditure and explanatory notes. The annual report will detail the manner in which the Foundation complies with the Principles and Best Practice provisions of the Governance Code for the Culture Sector. Provisions detailing other topics that must be addressed in the annual report can be included in the regulations referred to in Articles 5.5 and 10.7.
4. The financial statements are signed by the Managing Director and signed as approved by the chair or deputy chair of the Supervisory Board. If one of their signatures is missing, this will be reported, stating reasons.
5. The Supervisory Board will instruct an auditor to audit the financial statements. If it does not do so, this power shall devolve to the Managing Director. The provisions of Section 2:393 of the Dutch Civil Code apply equally as much as possible.
6. If the Foundation operates one or more companies as referred to in Section 2:360 (3) of the Civil Code and meets the other criteria set out in that statutory provision, its financial statements will also be subject to the provisions of Sections 2:299a and 2:300 of the Civil Code, as well as the provisions of Book 2, Title 9, of the Civil Code.

Adoption and approval of the financial statements.

Article 15.

1. The Managing Director adopts the financial statements and submits them to the Supervisory Board for approval.
2. The Supervisory Board will not approve the financial statements until it has exchanged views with the auditor referred to in Article 14.5 on the auditor's findings.

Accounts.

Article 16.

1. The Managing Director is obliged to keep records of the Foundation's financial situation

and everything concerning the Foundation's work, in accordance with the requirements arising from this work, and to keep the relevant records, documents and other data carriers in such a way that the rights and obligations of the Foundation can be known at any time.

2. The Managing Director is obliged to keep the financial statements drawn up on paper, as well as the books, documents and other data carriers referred to in Article 16 above for seven years, without prejudice to the provisions of Article 16.3.
3. The data saved on a data carrier, with the exception of the financial statements drawn up on paper, may be transferred and stored on another data carrier, provided that the data is transferred and presented correctly in full, is available throughout the entire retention period and can be presented in a readable format within a reasonable time frame.

Chapter VI. Amendment of the Articles of Association, Dissolution and Liquidation.

Amendment of the Articles of Association.

Article 17.

1. The Managing Director is authorized to amend these Articles of Association with the prior consent of the Supervisory Board and the Minister of Education, Culture and Science. The notice to attend a Supervisory Board meeting at which an amendment to the Articles of Association will be proposed must also include a copy of the motion that includes the proposed amendment verbatim.
2. A notarial deed will be drawn up for any amendment to these Articles of Association. The Managing Director is authorized to have this deed passed.

Dissolution and liquidation.

Article 18.

1. The Foundation may be dissolved by a resolution to this end by the Managing Director with the prior consent of the Supervisory Board and the Minister of Education, Culture and Science.
2. The balance left after liquidation will be paid to the Minister of Education, Culture and Science or the State of the Netherlands.
3. In the event of the Foundation's dissolution pursuant to a resolution by the Managing Director, the Managing Director will appoint liquidators of the dissolved Foundation's assets.
4. During the liquidation, the provisions of these Articles of Association shall remain in force insofar as possible.
5. Once liquidation is complete, the dissolved Foundation's accounts and other documents

are to be stored for the duration of the term prescribed by law in the custody of a person appointed to this end by the liquidators.

6. The liquidation is also subject to the relevant provisions from Book 2 Title 1 of the Dutch Civil Code.