
Curricula vitae and statutes
2018Eindhoven|Brabant

Curricula vitae

WIM VAN DEN GOORBERGH (PhD)

Chairman of the Executive Board of 2018Eindhoven|Brabant

EDUCATION

1971 Master's Degree (MA) in Econometrics (cum laude) from Tilburg University
1978 PhD in Economics (cum laude) from Tilburg University

PAST POSITIONS AND ASSIGNMENTS

1971 – 1980 Assistant Professor of Economics at Tilburg University
1980 – 1993 Several management positions at Rabobank
1993 – 2000 Member of Executive Board of Rabobank
1998 – 2002 CFO of Rabobank
2000 – 2002 Vice Chairman of Executive Board of Rabobank
1986 – 1995 Member and Vice Chairman of the Board of the European Options Exchange
1995 – 2002 Member and Chairman of the Board of the Dutch Bankers Association
2006 Author of the Code Cultural Governance
2009 Member of the Maas Committee, advising the Dutch banking sector on how to deal with the consequences of the financial crisis
1996 – 2010 Member of the Board of Foundation Arts & Business
2001 – 2013 Chairman of the Supervisory Board of Het Noordbrabants Museum
2006 – 2012 Member of the Board of the Liszt Concours Foundation

PRESENT POSITIONS

- Non-executive director in companies such as Bank Nederlandse Gemeenten, Dela, NIBC Bank, Mediq and Welten
- Chairman of the Association Aegon
- Supervisor at Radboud University and Radboud Medical Centre in Nijmegen
- Chairman of the Supervisory Board of the Nexus Institute
- Chairman of the Board of Directors of Foundation Stabat Mater
- Chairman of the Executive Board of 2018Eindhoven|Brabant (since September 2012)

AWARDS

August 2002 Knight in the Order of Oranje Nassau

MARTIJN SANDERS (MBA)

Artistic Director for 2018Eindhoven|Brabant

EDUCATION

1968 Doctoral Degree in Management Science, Faculty of Social Sciences from the Dutch Economic University in Rotterdam
1969 Master's Degree in Business Administration (MBA), University of Michigan, Ann Arbor, Michigan, U.S.A.

PAST FUNCTIONS AND ASSIGNMENTS

1972 – 1982 Managing Director of Jogchem's Theaters B.V.
1982 – 2006 Managing Director of Het Concertgebouw N.V.
1995 – 1997 President of ISPA (International Society for the Performing Arts)
1997 – 2005 Chairman of AVRO (a Dutch public radio and television broadcasting network)
2008 Chairman of the Committee Profit for Culture which advises the Minister of Culture, Ronald Plasterk, on promoting cultural entrepreneurship
2012 Advisor to the City of Amsterdam for the festival to celebrate 400 Years of Canals

PRESENT POSITIONS

1998 Member and, since 2009, President of the Board of the Rembrandt Association (RA). The RA co-funds major acquisitions by Dutch Museums
2006 Intendant of the Netherlands China Arts Foundation for Cultural Exchange and cultural commissioner for the Dutch contribution to the Shanghai Expo
2006 Chairman of the Foundation of the Sahel Opera (SO). The SO was set up by African artists in Mali, Amsterdam, Paris and the Sahel region
2007 Chairman of the Board of the Erasmus Foundation which awards the annual Erasmus Prize
2009 Chairman of the Board of the Holland Festival, the major annual festival for performing arts in the Netherlands
2010 – present Artistic Director for 2018Eindhoven|Brabant

AWARDS

April 1996 Knight in the Order of Oranje Nassau
November 2002 Honorary Doctorate from Nyenrode Business University
January 2005 Honorary Commander of the Order of the British Empire
June 2006 Commander in the Order of Oranje Nassau
January 2010 International Citation of Merit of the International Society of the Performing Arts

HELEEN HUISJES (MA)

Director of Finance and Administration for 2018Eindhoven|Brabant

EDUCATION

1991 – 1996 Master's Degree in Public Administration and Organisational Science (MA) from Leiden University

PAST POSITIONS

1996 – 2002 Senior policy officer in the International Affairs Department and Sector Rail at the Ministry of Transport
2002 – 2005 Attaché at the Dutch Permanent Representation to the European Union
2005 – 2009 Head of International Affairs Department for the Province of North-Brabant

PRESENT POSITIONS

2009 – present Director of Finance and Administration for 2018Eindhoven|Brabant

Statutes

FORMATION

of the foundation:

Stichting 2018Eindhoven Brabant,

with its registered office in the Municipality of Eindhoven

On this twenty-fifth day of September two thousand and twelve, there appeared before me, Frank Jan Oranje, LLM, civil-law notary practising in The Hague:

1. Mr Wilhelmus Bernhard Henricus Josephus van de Donk, choosing Brabantlaan 1, 5216 TV 's-Hertogenbosch as his address for service in this matter, born in Veghel on the seventeenth day of May nineteen hundred and sixty-two, holder of a Dutch passport issued in Tilburg on the twentieth day of February two thousand and nine and bearing number NX44JK614, acting in this matter in his capacity as Queen's Commissioner and as such the legal entity subject to public law Province of Noord-Brabant, having its registered office at Brabantlaan 1, 5216 TV 's-Hertogenbosch, entered in the Commercial Register of the Chamber of Commerce and Industry under number 17278718, hereinafter referred to as "the Province", acting as representative in the matter of the formation reported below, being authorised to do so under Section 176 subsection 1 of the Provinces Act;
2. Mr Petrus Aloysius Christianus Maria van der Velden, choosing Claudius Prinsenlaan 10, 4811 DJ Breda as his address for service in this matter, born in Bergen op Zoom on the thirtieth day of June nineteen hundred and fifty-four, holder of a Dutch passport issued in Breda on the eleventh day of June two thousand and twelve and bearing number NMCHH81C0, acting in this matter in his capacity as Mayor and as such the legal entity subject to public law Municipality of Breda, having its registered office at Claudius Prinsenlaan 10, 4811 DJ Breda, entered in the Commercial Register of the Chamber of Commerce and Industry under number 20169706, acting as representative in the matter of the formation reported below, being authorised to do so under Section 171 subsection 1 of the Municipalities Act;
3. Mr Rob van Gijzel, choosing Stadhuisplein 1, 5611 EM Eindhoven as his address for service in this matter, born in Eindhoven on the twenty-ninth day of June nineteen hundred and fifty-four, holder of a Dutch passport issued in Eindhoven on the twenty-seventh day of June two thousand and eight and bearing number NS7810JP9, acting in this matter in his capacity as Mayor and as such the legal entity subject to public law Municipality of Eindhoven, having its registered office at Stadhuisplein 1, 5611 EM Eindhoven, entered in the Commercial Register of the Chamber of Commerce and Industry under number 17272738, acting as representative in the matter of the formation reported below, being authorised to do so under Section 171 subsection 1 of the Municipalities Act;
4. Mr Alphonsus Antonius Martinus Jacobs, choosing Weg op den Heuvel 35, 5701 NV Helmond as his address for service in this matter, born in Veghel on the twenty-fifth day of April nineteen hundred and forty-eight, holder of a Dutch passport issued in Helmond on the fifth day of November two thousand and nine and bearing number NULH35BK2, acting in this matter in his capacity as Mayor and as such the legal entity subject to public law Municipality of Helmond, having its registered office at Weg op den Heuvel 35, 5701 NV Helmond, entered in the Commercial Register of the Chamber of Commerce and Industry under number 17272669, acting as representative in the matter of the formation reported below, being authorised to do so under Section 171 subsection 1 of the Municipalities Act;
5. Mr Antonius Gualtherus Josephus Maria Rombouts, choosing Wolvenhoek 1, 5211 HH 's-Hertogenbosch as his address for service in this matter, born in Waspik on the second day of July nineteen hundred and fifty-one, holder of a Dutch passport issued in 's-Hertogenbosch on the seventeenth day of February two thousand and eleven and bearing number NM7H55197, acting in this matter in his capacity as Mayor and as such the legal entity subject to public law Municipality of 's-Hertogenbosch, having its registered office at Wolvenhoek 1, 5211 HH 's-Hertogenbosch, entered in the Commercial Register of the Chamber of Commerce and Industry under number 17278704, acting as representative in the matter of the formation reported stated below, being authorised to do so under Section 171 subsection 1 of the Municipalities Act;
6. Mr Pieter George Antonius Noordanus, choosing Stadhuisplein 130, 5038 TC Tilburg as his address for service in this matter, born in The Hague on the twentieth day of November nineteen hundred and forty-eight, holder

of a Dutch passport issued in Tilburg on the nineteenth day of October two thousand and ten and bearing number NVCD51702, acting in this matter in his capacity as Mayor and as such the legal entity subject to public law Municipality of Tilburg, having its registered office at Stadhuisplein 130, 5038 TC Tilburg, entered in the Commercial Register of the Chamber of Commerce and Industry under number 17281808, acting as representative in the matter of the formation reported below, being authorised to do so under Section 171 subsection 1 of the Municipalities Act;

the legal entities referred to above under (2) to (6) being referred to below as "the Municipalities"; the Province and the Municipalities being referred to jointly below as "the BrabantStadpartners".

The persons appearing, acting as stated, declared that:

- the BrabantStadpartners wish to form a foundation;
- the resolution to form this foundation will not be passed by the Executive of the Province and the Executive of each of the Municipalities, in accordance with the provisions of Section 158, subsection 2 of the Provinces Act and Section 160, subsection 2 of the Municipalities Act, until a draft resolution has been sent to the Council of the Province and the Council of each of the Municipalities and they have been given the opportunity to express their wishes and reservations to the Provincial Executive and the Municipal Executive of each of the Municipalities, respectively;
- the Provincial Council and the Council of each of the Municipalities, respectively, have expressed their wishes and reservations to the Provincial Executive and the Municipal Executive of each of the Municipalities, respectively. These wishes and reservations were listed by the BrabantStadpartners, after which a joint reaction was given to the representatives of the Province and the Municipalities, as evidence by a document attached to this deed;
- the resolution to form this foundation passed by the Provincial Executive and the Municipal Executive of each of the Municipalities, respectively, in accordance with the provisions of Section 158, subsection 3 of the Provinces Act and Section 160, subsection 3 of the Municipalities Act, requires the approval of the Minister of the Interior and Kingdom Relations or the Provincial Executive, as applicable;
- on the eighth day of May two thousand and twelve, the Provincial Executive passed a resolution to form the foundation, a copy of which resolution is attached to this deed;
- the Municipal Executive of Breda passed a resolution on the twelfth day of June two thousand and twelve to form the foundation, a copy of which resolution is attached to this deed;
- the Municipal Executive of Eindhoven passed a resolution on the twenty-ninth day of May two thousand and twelve to form the foundation, a copy of which resolution is attached to this deed;
- the Municipal Executive of Helmond passed a resolution on the twenty-ninth day of May two thousand and twelve to form the foundation, a copy of which resolution is attached to this deed;
- the Municipal Executive of 's-Hertogenbosch passed a resolution on the twenty-second day of May two thousand and twelve to form the foundation, a copy of which resolution is attached to this deed;
- the Municipal Executive of Tilburg passed a resolution on the nineteenth day of June two thousand and twelve to form the foundation, subject to approval by the Municipal Council of Tilburg, which approval was granted on the tenth day of September two thousand and twelve; a copy of the said resolutions is attached to this deed;
- the approval of the Minister of the Interior and Kingdom Relations has been given, in accordance with the provisions of Section 158, subsection 3 of the Provinces Act, as evidenced by a decision of the Minister of the Interior and Kingdom Relations, dated the eleventh of June two thousand and twelve and with reference 2012-000322382, a copy of which decision is attached to this deed;
- the approval of the Provincial Executive has been given, in accordance with the provisions of Section 160, subsection 3 of the Municipalities Act, as evidenced by five letters, all dated the twenty-third of August two thousand and twelve, from the Provincial Executive to the Municipal Executive of each of the Municipalities, respectively, a copy of which letters has been attached to this deed.

The persons appearing, acting as stated, also declared that, taking into account the aforementioned considerations, they hereby form a foundation with the following articles:

ARTICLES

Name and registered office.

Article 1.

- 1.1. The foundation is called: Stichting 2018Eindhoven|Brabant.
- 1.2. It has its registered office in the Municipality of Eindhoven.

Objects and resources.

Article 2.

- 2.1 The objects of the Foundation are:
 - a. to facilitate the candidacy for and the obtaining of the title 'European Capital of Culture 2018' in accordance with Decision 1622/2006/EC of the European Parliament and of the Council of 24 October 2006 establishing a Community action for the European Capital of Culture event for the years 2007 to 2019;
 - b. – following the election – to provide the organisation, scheduling, communications, public relations, monitoring and evaluation of the European Capital of Culture 2018 event, as well as to perform any action relating to or that may be conducive to the above.
- 2.2 The Foundation will attempt to achieve this object by various means, including, in accordance with Decision 1622/2006/EC of the European Parliament and of the Council of 24 October 2006 establishing a Community action for the European Capital of Culture event for the years 2007 to 2019:
 - a. by compiling a bid book;
 - b. by conducting a supporting campaign aimed at involving organisations from various sectors and the inhabitants of Brabant;
 - c. by launching a study programme to monitor the process, and furthermore to perform all activities that are conducive thereto, on the understanding that all activities (expressly including the activities stated above under (a) to (c)) –and the resulting work – must not promote any interests (including municipal interests) other than those of the Province of Noord-Brabant, the Municipality of Breda, the Municipality of Eindhoven, the Municipality of Helmond, the Municipality of 's-Hertogenbosch and/or the Municipality of Tilburg.
- 2.3 The foundation is a non-profit-making organisation.

Capital.

Article 3.

- 3.1 The foundation's capital consists of:
 - a. income from the foundation's activities;
 - b. subsidies and gifts;
 - c. testamentary dispositions and bequests, on the understanding that testamentary dispositions can only be accepted under the benefit of inventory;
 - d. other income.
- 3.2. The foundation's capital is used to realise the objects.
- 3.3. The foundation does not retain more capital than is reasonably necessary for the continuity of the work planned for the purpose of realising its objective.
- 3.4. Capital that is necessary for the continuity of the planned work as referred to in Article 3.3 includes:
 - a. capital or components thereof obtained by the foundation through a last will and testament or a donation, whether or not to be maintained in real terms, in so far as said maintenance ensues from the conditions attached to the aforesaid last will and testament or donation;
 - b. retaining capital components to the extent that the maintenance thereof ensues from the objectives of the foundation;
 - c. retaining assets and accumulating capital for the planned purchase of said assets, in so far as the foundation has a reasonable need of said assets for the purpose of realising its objectives.

Executive Board: composition, appointment and retirement from office.

Article 4.

- 4.1. The foundation has an Executive Board consisting of a number determined by the Supervisory Board of at least three natural persons. An incomplete Executive Board retains its powers. Vacancies occurring must be filled as soon as possible.
- 4.2. The officers are appointed by the Supervisory Board. The chair is appointed to the position.
- 4.3. The Supervisory Board draws up a profile of the size and composition of the Executive Board, taking into account the nature of the foundation, its activities and the desired expertise and background of the officers.
- 4.4. The Executive Board can appoint a vice chair, a secretary and a treasurer from its ranks. Any of the officers – except for the chair – can occupy more than one position at the same time.
- 4.5. Officers are appointed for no more than four years and retire in accordance with a retirement roster to be drawn up by the Supervisory Board; any officer retiring in accordance with the roster is eligible for reappointment immediately but on not more than two occasions. The reappointment is based on the profile applicable at the time of the reappointment.

- 4.6. The Supervisory Board can suspend or dismiss an officer. A suspension that is not followed within three months by a resolution to dismiss ends upon the expiry of said period.
- 4.7. An officer also ceases to be an officer:
 - a. upon death;
 - b. if he or she is declared bankrupt, applies for a moratorium or requests application of the debt management scheme as referred to in the Bankruptcy Act;
 - c. upon being placed under guardianship or upon otherwise losing the disposition over his assets;
 - d. upon his voluntary retirement from the Executive Board, whether or not in accordance with the roster referred to in Article 4.5;
 - e. by accepting an appointment as a member of the Supervisory Board of the foundation;
 - f. upon his dismissal, permission for which being granted by the district court in cases provided for in law;
 - g. upon his acceptance of an appointment as director or officer or member of a supervisory body of an organisation with the same or a similar objective to the foundation, for which appointment the Supervisory Board has not granted dispensation.
- 4.8. A resolution to suspend or dismiss as referred to in Article 4.6 requires at least a two thirds majority of the votes cast at a meeting of the Supervisory Board where at least two thirds of the members of the Supervisory Board – taking into account the provisions of Article 19.4 – are present or represented. If fewer than at least two thirds of the members of the Supervisory Board are present at meeting of the Supervisory Board – taking into account the provisions of Article 19.4 – a second meeting is convened, which must be held no earlier than two and no later than four weeks after the first meeting, at which second meeting legally valid resolutions regarding this suspension or dismissal can be passed by a majority of at least two thirds of the votes cast, providing at least half of the members of the Supervisory Board – taking into account the provisions of Article 19.4 – are present or represented at said second meeting. The notice convening the second meeting must state that and why a resolution to suspend or dismiss may be taken at a meeting at which only half of the members of the Supervisory Board – taking into account the provisions of Article 19.4 – need to be present or represented.
- 4.9. In the event that one or more officers are absent or unable to act, the remaining officers are entrusted temporarily with all of the Executive Board. In the event that the sole officer or all of the officers are absent or unable to act, the responsibility for the execution of all of the tasks of the Executive Board will reside temporarily with one or more persons to be nominated by the Supervisory Board either from its own ranks or from outside the Supervisory Board.
- 4.10. The Supervisory Board lays down the conditions and provisions for any remuneration that will or may be paid to the officers. The level of said remuneration must be in line with what is considered suitable as remuneration for similar work in the public sector and must not exceed the maximum amount of remuneration for officers in this sector based on the regulations applicable at the time.

Executive Board: duties and powers.

Article 5.

- 5.1. Subject to the restrictions under the Articles, the Executive Board is tasked with the management of the foundation. Taking into account the provisions of Article 11, the Executive Board's duties include but are not limited to adopting the current policy plan, which provides an insight into the work to be performed by the foundation, the methods used to raise funds, the management of the foundation's capital and the spending of said capital. The Executive Board ensures that the costs of raising funds and the foundation's management costs are in reasonable proportion to the expenditure in pursuit of the foundation's objectives.
- 5.2. The Executive Board is authorised, taking into account the provisions of Article 11, to resolve to enter into agreements to acquire, dispose of and encumber property subject to registration, and to enter into agreements whereby the foundation undertakes to act as guarantor or joint and several debtor, warrants performance on behalf of a third party or commits to provide security for a debt of a third party.
- 5.3. Unless dispensation is granted by the Supervisory Board, officers must not be a member of the Board of Management or an officer or a member of a supervisory body of an organisation that has the same or a similar purpose as the foundation.
- 5.4. Officers must provide the Supervisory Board with a list of their other positions, including positions as an officer, supervisory board director or consultant. An officer must report any business link between the foundation and another legal person or enterprise in which the officer in question has a personal involvement whether the involvement is direct or indirect.
- 5.5. The Executive Board draws up the following plans, which plans require the approval of the Supervisory Board, and revises these plans if necessary:
 - a. an annual policy plan, as referred to in Article 5.1, together with the accompanying budget;
 - b. a progressive, multi-year policy plan;
 - c. a plan for a proper risk management and control system;
 - d. any other plans as determined by the Supervisory Board from time to time.
- 5.6. Officers do not have access to the foundation's capital as though it were their own capital.

Executive Board: convening meetings.

Article 6.

- 6.1. Executive Board meetings will be held as often as they are convened by the chair or at least two of the other officers, but in any event at least twice a year.
- 6.2. Executive Board meetings must be convened in writing by the person or persons referred to in Article 6.1, or on behalf of said person or persons by the secretary, for a date at least seven days away, stating the subjects to be discussed. If an officer agrees, he can be invited to the meeting by means of an electronic and reproducible message sent to the address provided by him for this purpose.
- 6.3. Executive Board meetings are held in the Netherlands, as decided by the person who convened the meeting or had the meeting convened.
- 6.4. If action has been taken contrary to the provisions of Article 6.2 and/or Article 6.3, the Executive Board can nevertheless pass legally valid resolutions in the event that all of the members are present and none of the officers objects at the time to a resolution being passed, or – if not all of the members are present – if the officers absent from the meeting have declared in writing before the meeting is held that they are not against a resolution being passed. In the latter case, the provisions of Article 9.4, first sentence remain fully applicable. The requirement for a written declaration is met if the declaration is made electronically.

Executive Board: access to the meetings.

Article 7.

- 7.1. Access to the meetings of the Executive Board is granted to the officers and those persons who are invited by the chair or by two other officers jointly.
- 7.2. An officer may arrange to be represented at a meeting by another officer. The power of attorney for this purpose must be granted in writing. The requirement for the written form is met if the power of attorney is granted electronically. The power of attorney does not apply privately. An officer can only represent one other officer at an Executive Board meeting.

Executive Board: chairing the meetings.

Article 8.

The chair of the Executive Board chairs its meetings. In the absence of the chair, those present at the meeting agree on who takes the chair. Until they reach agreement, the meeting will be chaired by the officer present who has been an officer for the longest period of time.

Executive Board: passing resolutions at meetings.

Article 9.

- 9.1. The chair of the meeting determines how votes are taken at the meeting, subject to the provision that votes concerning persons must be taken in writing if so requested by an officer.
- 9.2. Unless these Articles stipulate a larger majority, all resolutions passed by the Executive Board require an absolute majority of the votes cast.
- 9.3. Each officer is authorised to cast one vote. Blank votes are considered not to have been cast. If a vote on an issue is tied, the proposal is considered to have been rejected. If a vote on people is tied, lots will be drawn to decide the winner. In an election involving more than two candidates, if none of the candidates obtains an absolute majority, a new vote is held between the two candidates who obtained the largest numbers of votes, until one receives an absolute majority.
- 9.4. Unless otherwise stated in these Articles, the Executive Board can only pass valid resolutions at a meeting at which at least half of the officers are present or represented. If fewer than half of the officers are present or represented at a meeting, a second meeting is convened, which must be held no earlier than two and no later than four weeks after the first meeting, at which second meeting – regardless of the number of officers present or represented – legally valid decisions can be passed concerning the subjects that were on the agenda at the first meeting but about which no resolution could be passed because there was no quorum. The notice convening the second meeting must state that and why a resolution may be passed, regardless of the number of officers present or represented at the meeting.
- 9.5. The decision of the chair of the meeting at the meeting regarding the result of a vote is decisive. The same applies to the contents of a resolution that is passed if a vote is taken on a motion that is not laid down in writing. If the correctness of the chair's decision is disputed immediately after it is made known by the chair, a new vote is held if so requested by either the majority of the meeting or – if the original vote was neither a roll call nor a written vote – by a person present at the meeting who is entitled to vote. The legal consequences of the original vote lapse as a result of this new vote.

Executive Board: passing resolutions outside meetings.

Article 10.

All resolutions passed by the Executive Board may also be passed by a method other than in a meeting, providing all officers are given the opportunity to cast their vote and they have all declared in writing that they are not against this method of passing resolutions. A resolution is considered passed if the required majority of all of the officers have declared themselves in favour of the motion in writing. 'In writing' includes a reproducible electronic message. The secretary to the Executive Board draws up a report documenting any resolution passed outside of a meeting. This report is then proposed for adoption at the next meeting and then signed by the chair and minute-taker of that meeting as evidence of adoption. The report thus adopted and the documents referred to in the first sentence of this article are added to the minutes of the meetings of the Executive Board.

Restrictions on the powers of the Executive Board; approval of resolutions by the Executive Board.

Article 11.

- 11.1. The Executive Board must behave in accordance with the instructions given by the Supervisory Board regarding the general aspects of policy.
- 11.2. Without prejudice to the provisions elsewhere in these Articles, the resolutions of the Executive Board concerning the following subjects are subject to the approval of the Supervisory Board:
 - a. acquiring, disposing of, encumbering, renting, renting out and otherwise obtaining or granting the use or enjoyment of property subject to registration;
 - b. the foundation's strategy, including its artistic and commercial policy, which is intended to result in the realisation of the objectives under the Articles as well as the financing thereof;
 - c. the lending of money, as well as drawing on loaned money, not including the use of a bank loan issued to the foundation;
 - d. long-term direct or indirect cooperation with another organisation or institution and the ending of said cooperation;
 - e. entering into contracts in which the foundation undertakes to act as guarantor or joint and several debtor, warrants performance by a third party or provides security for a debt of a third party;
 - f. the determination of the number of directors as referred to in Article 14.2;
 - g. the appointment and the dismissal of a director as referred to in Article 14;
 - h. the issuing of a power of attorney to directors to allow them to represent the foundation within the limits of said power of attorney;
 - i. the appointment of other officials, other than officers and directors, with a general or limited authority to represent and the determination of their powers and titles;
 - j. representing the foundation in legal proceedings, with the exception of taking legal action that cannot be delayed;
 - k. determining the main aspects of the terms and conditions of employment policy for the Board of Management and the other employees;
 - l. entering into and amending contracts of employment where remuneration is granted above that laid down in the existing regulations;
 - m. agreeing pension schemes and allocating pension rights beyond the provisions of the existing schemes;
 - n. determining a current policy plan as referred to in Article 5.1;
 - o. approving the bid book aimed at being awarded the title of European City of Culture 2018;
 - p. amending the Articles of the foundation as referred to in Article 23.1;
 - q. dissolving the foundation as referred to in Article 24.1.
- 11.3. The approval of the Supervisory Board is expressly not required for a resolution by the Executive Board to enter into a management agreement on behalf of the foundation with the Province of Noord-Brabant, the Municipality of Breda, the Municipality of Eindhoven, the Municipality of Helmond, the Municipality of 's-Hertogenbosch and the Municipality of Tilburg.
- 11.4. The Supervisory Board may decide that a resolution as referred to in Article 11.2 is not subject to its approval if the interest involved does not exceed a value to be determined by the Supervisory Board and then indicated in writing to the Executive Board. A resolution is also not subject to approval if it ensues from one of the approved plans stated in Article 5.5.
- 11.5. The Supervisory Board is also authorised to subject resolutions to its approval other than those stated in this Article 11. These resolutions must be clearly described and communicated in writing to the Executive Board.
- 11.6. The absence of the Supervisory Board's approval of a resolution as referred to in this Article 11 does not affect the Executive Board's or the officers' authority to represent the Foundation.

Executive Board: minutes of the meetings.

Article 12.

The secretary or the person appointed to do so by the chair of the meeting takes minutes of the business at the meetings of the Executive Board. The minutes are adopted either at the same meeting or at the next meeting and are signed by

the chair and the minute-taker of that meeting as proof that they have been adopted. The minutes and the documents referred to in Article 10 are kept at the address of the foundation for inspection by all of the other officers and the members of the Supervisory Board. Each of these persons is provided with a copy or extract from these documents on request.

Executive Board: representation and conflicts of interest.

Article 13.

- 13.1. The Executive Board represents the foundation.
- 13.2. The power to represent the foundation is vested in the chair of the Executive Board as well as in two officers acting jointly.
- 13.3. With due observance of the provisions of Article 11, the Executive Board can resolve to grant a power of attorney to one or more directors, as well as to third parties to represent the foundation within the limits of said power of attorney.
- 13.4. In all cases in which the foundation has a conflict of interests with one or more officers, the provisions of Article 13.1 and Article 13.3 remain fully applicable. The approval of the Supervisory Board is required for a resolution by the Executive Board to perform a legal act involving a conflict of interests with one or more officers in the private sphere. However, the absence of said approval does not affect the authority of the Executive Board or of the officers to represent the foundation.
- 13.5. Detailed rules regarding the operation of the Executive Board are laid down in rules of procedure for the Executive Board, which is a document that is adopted by the Supervisory Board following consultations with the Executive Board.

Board of Management: composition, appointment and retiring from office.

Article 14.

- 14.1. The foundation has a Board of Management that is charged with preparing Executive Board resolutions and with the day-to-day implementation of resolutions passed by the Executive Board.
- 14.2. The Board of Management consists of at least two directors. The exact number is determined by the Executive Board with due observance of Article 11. These directors must include at least a commercial director and an artistic director.
- 14.3. The directors are appointed by the Executive Board with due observance of Article 11.
- 14.4. The Executive Board draws up a profile of the size and composition of the Board of Management, taking into account the nature of the foundation, its activities and the desired expertise of the directors.
- 14.5. The Executive Board can suspend any of the directors at any time. The Executive Board informs the Supervisory Board immediately about any such decision.
- 14.6. Subject to the provisions of Article 11, the Executive Board can dismiss any of the directors at any time.

Board of Management: duties and powers, passing resolutions and task allocation.

Article 15.

- 15.1. The Board of Management is tasked with preparing the strategy, including the artistic and commercial policy, to realise the foundation's objectives, with preparing Executive Board resolutions in general and implementing Executive Board resolutions and with managing the day-to-day course of business at the foundation.
- 15.2. The Executive Board draws up rules regarding the working methods of the Board of Management, including how the Board of Management provides information to the Executive Board and the Supervisory Board, as well as the division of tasks stating which task is the particular responsibility of which directors. These rules and the distribution of tasks are laid down in writing.
- 15.3. The Board of Management can pass resolutions in writing at any time, providing the motion in question has been presented to all members of the Board of Management currently in office and none of them objects to this method of passing a resolution. Resolutions are passed in writing by means of written declarations from all of the Board of Management members currently in office. 'In writing' includes a message sent by electronic means that is reproducible.
- 15.4. Each director must inform the Executive Board about any other positions he holds, including positions on executive or supervisory boards and consultancy positions. Each director must report any business ties between the foundation and another legal person or enterprise in which the director – whether directly or indirectly – is personally involved.
- 15.5. With due observance of the provisions of Article 11.2(l), the Executive Board sets the remuneration and other terms and conditions of employment for the directors. The level of the remuneration must be in line with the remuneration considered suitable for similar work in the public sector.

Supervisory Board: composition, appointment and retirement from office.

Article 16.

- 16.1. Supervision of the policy of the Executive Board and the general course of business at the foundation is entrusted to a Supervisory Board consisting of no fewer than seven and no more than eleven natural persons. An incomplete Supervisory Board retains its powers. Vacancies are filled as quickly as possible.
- 16.2. The members of the Supervisory Board are appointed as follows:
 - a. one member of the Supervisory Board is appointed by the Province of Noord-Brabant;
 - b. one member of the Supervisory Board is appointed by the Municipality of Breda;
 - c. one member of the Supervisory Board is appointed by the Municipality of Eindhoven;
 - d. one member of the Supervisory Board is appointed by the Municipality of Helmond;
 - e. one member of the Supervisory Board is appointed by the Municipality of 's-Hertogenbosch;
 - f. one member of the Supervisory Board is appointed by the Municipality of Tilburg;
 - g. the Chair of the Supervisory Board is appointed to that position by the Supervisory Board;
 - h. no more than four members of the Supervisory Board are appointed by the Supervisory Board, whereby, in the cases of the persons to be appointed under (a) to (g) as well as for one of the four persons to be appointed as referred to in (h), said persons are employees of the municipality concerned or of the Province of Noord-Brabant or are part of the Municipal Executive of the municipality concerned or from the Provincial Executive of Noord-Brabant.
- 16.3. The Supervisory Board draws up a profile of its size and composition, taking into account the nature of the foundation, its activities and the desired expertise and background of the members of the Supervisory Board. The profile is included in the foundation's annual report. The Supervisory Board assesses this profile periodically and in any event whenever there is a vacancy to fill on the Supervisory Board.
- 16.4. The Supervisory Board appoints a secretary who may come from its ranks.
- 16.5. The members of the Supervisory Board appointed by the Province of Noord-Brabant, the Municipality of Breda, the Municipality of Eindhoven, the Municipality of Helmond, the Municipality of 's-Hertogenbosch and the Municipality of Tilburg are appointed for an indefinite term.
- 16.6. The members of the Supervisory Board appointed by the Supervisory Board are appointed for no more than four years and step down according to a roster to be drawn up by the Supervisory Board. The Supervisory Board is authorised to change said roster. Adoption or amendment of said roster must not result in the retirement from office of a sitting member of the Supervisory Board against his will before his term of appointment has expired. A member of the Supervisory Board stepping down according to the roster is immediately eligible for re-election, but on no more than two occasions.
- 16.7. A member of the Supervisory Board also retires from office:
 - a. upon his death;
 - b. because he or she is declared bankrupt, requests a moratorium or asks for the debt management scheme as referred to in the Bankruptcy Act to be applied;
 - c. because he or she is placed under guardianship or otherwise loses disposal over his assets;
 - d. by stepping down voluntarily, whether or not in accordance with the roster referred to in Article 16.6;
 - e. by accepting an appointment to become an officer of the foundation;
 - f. by becoming an employee of the foundation;
 - g. because he is dismissed, the required permission to dismiss being granted by the party that appointed him, whether or not because the member is no longer employed by the municipality concerned or by the Province of Noord-Brabant and whether or not the member is part of the Municipal Executive of the municipality in question or of the Provincial Executive of Noord-Brabant by which the member was appointed.
- 16.8. A member of the Supervisory Board whose dismissal by the Supervisory Board as set out in Article 16.7(g) is under consideration has the right to attend the relevant meetings of the Supervisory Board and to speak at those meetings. He is not included in the determination of the number of members of the Supervisory Board present or represented and he does not have the right to vote on the agenda item regarding his dismissal. The second sentence of this paragraph does not apply either if the Supervisory Board consists of only two members at the time.

Supervisory Board: performance of duties.

Article 17.

- 17.1. The Supervisory Board gives instructions to the Executive Board regarding the general aspects of the policy to follow and also gives advice to the Executive Board. The members of the Supervisory Board perform their duties in the interests of the foundation.
- 17.2. The Executive Board provides the Supervisory Board with the information it needs in good time to perform its duties and exercise its powers. The Executive Board also gives all information to the Supervisory Board regarding the foundation's affairs that the Supervisory Board may request. The Supervisory Board is authorised to inspect all books, documents and other information carriers used by the foundation; all members of the Supervisory Board have access at all times to all areas and sites used by the foundation.

- 17.3. The Supervisory Board can hire one or more experts to provide assistance with the performance of its duties at the expense of the foundation.
- 17.4. Unless they are given dispensation by the Supervisory Board, the members of the Supervisory Board cannot become members of the Board of Management or Executive Board or members of a supervisory body of an organisation that has the same or a similar objective to the foundation. The Supervisory Board can decide that this dispensation only applies to a particular period to be determined by the Supervisory Board.
- 17.5. The members of the Supervisory Board report their other positions, including but not limited to positions on executive and supervisory boards and consultancy positions. Wherever and to the extent applicable, a member of the Supervisory Board must report any business links between the foundation and another legal person or enterprise whereby the member in question is personally involved, whether the involvement is direct or indirect.
- 17.6. Members of the Supervisory Board do not receive any remuneration – either directly or indirectly – for the work they perform for the foundation. ‘Remuneration’ does not refer to the following:
 - a. a reasonable, proportionate fee to cover the costs incurred on behalf of the foundation;
 - b. a proportionate holiday allowance.

Supervisory Board: meetings.

Article 18.

- 18.1. The provisions of Article 6, Article 7, Article 8 and Article 12 of these Articles apply as far as possible mutatis mutandis to the meetings of the Supervisory Board, subject to the provision that officers only have access to the meetings of the Supervisory Board if they are invited to attend by the Supervisory Board.
- 18.2. The Supervisory Board meets at least twice a year.

Supervisory Board: passing resolutions at meetings.

Article 19.

- 19.1. The chair of the meeting decides how the votes are held at the meeting, subject to the provision that votes about persons are held in writing if so requested by a member of the Supervisory Board.
- 19.2. Unless these Articles prescribe a larger majority, all resolutions passed by the Supervisory Board require an absolute majority of the votes cast.
- 19.3. Each member of the Supervisory Board is authorised to cast one vote. A member of the Supervisory Board who is employed by the relevant municipality or by the Province of Noord-Brabant or who is part of the Municipal Executive of the relevant municipality or of the Provincial Executive of Noord-Brabant as referred to in Article 16.2 will consult – prior to each meeting – with the Municipal Executive of the municipality or the Provincial Executive of Noord-Brabant concerning the subjects for the meeting in question and the vote or votes to be cast by the member on these subjects. Blank votes are considered not to have been cast. If the vote is tied on business matters, the motion is rejected. If the vote is tied on the choice of persons, a decision will be taken by the drawing of lots. If no candidate obtains an absolute majority in a choice between more than two persons, a further vote is held to decide between the two persons who received the largest numbers of votes, until one is chosen by an absolute majority.
- 19.4. Unless otherwise determined in these Articles, the Supervisory Board may only pass valid resolutions at a meeting where at least four of the members of the Supervisory Board appointed by one of the municipalities or the province stated in Article 16.2 are present or represented.
- 19.5. The decision taken by the chair of the meeting at the meeting concerning the result of a vote is decisive. The same applies to the content of a resolution passed if the motion was not submitted in writing. If the correctness of the chair’s decision is disputed immediately after it is announced, a new vote will be held if the majority of the meeting or – if the original vote was not a roll call or in writing – a person entitled to vote who is present at the meeting so demands. This new vote causes the legal consequences of the original vote to lapse.

Supervisory Board: passing resolutions outside meetings.

Article 20.

- 20.1. All resolutions passed by the Supervisory Board may also be passed outside meetings, providing all members of the Supervisory Board are given the opportunity to cast their vote and they have all declared in writing that they do not oppose this method of passing resolutions. A resolution has been passed if at least four of the members of the Supervisory Board appointed by one of the municipalities or the province stated in Article 16.2 have cast their vote and the required majority of all members of the Supervisory Board have voted in writing in favour of the motion. ‘In writing’ includes by means of a reproducible message sent by electronic means. The secretary to the Supervisory Board draws up a record of any resolution taken outside a meeting. This record is then adopted at the next meeting and signed by the chair and minute-taker of that meeting as proof of adoption. The thus adopted record and the documents referred to in the first sentence of this article are added to the minutes of the meetings of the Supervisory Board.

Supervisory Board: conflict of interests.

Article 21.

- 21.1. A member of the Supervisory Board does not take part in the discussions and refrains from voting on a decision to be taken by the Supervisory Board if he has a direct or indirect interest in the subject of the decision that is contrary to the interests of the foundation. This member of the Supervisory Board does have the right to attend the relevant meeting of the Supervisory Board, on the condition that he is not included in the determination of the number of members of the Supervisory Board present or represented with regard to the decision in question.
- 21.2. If the provisions of the first sentence of Article 21.1 mean that no member of the Supervisory Board who was appointed by one of the municipalities or the province stated in Article 16.2 is allowed to participate in the decision-making, the person or persons with the conflict of interest do take part in the discussions and the vote with due observance of the provisions of Article 19.4. In that case, an extract from the minutes reporting the interest as referred to in Article 12 or the record reporting the interest as referred to in Article 10, as applicable, is added to the financial statements for the financial year in which the resolution was passed.
- 21.3. Detailed rules regarding the operation of the Supervisory Board may be laid down in a document setting out the Supervisory Board’s rules of procedure, which document is adopted by the Supervisory Board following consultations with the Executive Board.

Financial year and annual report and accounts.

Article 22.

- 22.1. The foundation’s financial year coincides with the calendar year.
- 22.2. The Executive Board is obliged to keep records of the financial position of the foundation and of everything concerning the foundation’s work, in accordance with the requirements arising from said work, and to keep the books, documents and other information carriers involved in such a way that the foundation’s rights and obligations can be known from them at any time. The records must also clarify the following:
 - a. the nature and size of any expenses payments and holiday allowances accruing to the individual officers and the members of the Supervisory Board;
 - b. the nature and size of the costs incurred by the foundation for fundraising purposes and for the management of the foundation, as well as the nature and size of the foundation’s other expenditure;
 - c. the nature and size of the foundation’s income;
 - d. the nature and size of the foundation’s capital.
- 22.3. Every year, within six months of the end of the previous financial year, the Executive Board must draw up, issue on paper and adopt the financial statements – consisting of the balance sheet, the statement of income and expenditure, as well as explanatory notes – and the Foundation’s annual report. The financial statements require the approval of the Supervisory Board before they are adopted. These documents are sent to the Supervisory Board for this purpose as soon as they are drawn up. Before approving the documents, the Supervisory Board will task the Executive Board with having the financial statements audited by a registered accountant to be appointed by the Supervisory Board within the meaning of Article 393 Book 2 of the Civil Code. If the Supervisory Board does not appoint a registered accountant, the Executive Board is authorised to do so. This registered accountant will submit a report on his audit to the Supervisory Board and will state the result of the audit in an opinion on the truth and fairness of the documents referred to in the previous sentence. The auditor makes the contents of his report known to the Executive Board.
- 22.4. In the event that the foundation has endorsed the Cultural Governance Code, the annual report will state to what extent the foundation complies with the principles and best practice provisions of the Cultural Governance Code and also, where it does not comply, it will explain the reasons behind the non-compliance. The rules of the Executive Board and the Supervisory Board can include provisions regarding other subjects that must be addressed in the annual report.
- 22.5. The financial statements are signed by the officers and the members of the Supervisory Board. If the signature of one or more of said persons is missing, this must be reported, stating the reason or reasons.
- 22.6. After the financial statements have been approved, the Supervisory Board must decide whether or not to grant discharge to the officers for the performance of their tasks insofar as this performance is evident from the financial statements or from information that was provided to the Supervisory Board in another manner prior to the adoption of the financial statements. The scope of the discharge granted is subject to restrictions under the law.
- 22.7. The Executive Board is obliged to keep the books, documents and other information carriers referred to in previous paragraphs for a period of seven years.
- 22.8. The data placed on an information carrier – except for the financial statements issued on paper – may be transferred to and saved on another information carrier, providing the transfer takes place with complete and correct reproduction of the data and this data is available for the entire retention period and can be provided for reading within a reasonable period of time.

Amendment to the Articles.

Article 23.

- 23.1. The Supervisory Board and the Executive Board are each separately authorised to amend the Articles. Any resolution by the Executive Board to amend the Articles is subject to the prior written approval of the Supervisory Board.
- 23.2. Any resolution by the Supervisory Board or the Executive Board to amend Article 1, Article 2, Article 4.2, Article 11.2, Article 16.1, Article 16.2, Article 23 and/or Article 24 is subject to the prior written approval of the Province of Noord-Brabant, the Municipality of Breda, the Municipality of Eindhoven, the Municipality of Helmond, the Municipality of 's-Hertogenbosch and the Municipality of Tilburg.
- 23.3. A resolution to amend the Articles requires a majority of two thirds of the votes cast at a meeting at which at least two thirds of the officers or the members of the Supervisory Board – with due observance of the provisions of Article 19.4 – are present or represented. If the aforementioned quorum is not present at a meeting where a motion to amend the Articles is on the agenda, a second meeting is convened, which is to be held no earlier than two and no later than four weeks after the first meeting. At this second meeting legally valid resolutions can be passed by a majority of two thirds of the votes cast, providing at least half of the officers or the members of the Supervisory Board – with due observance of the provisions of Article 19.4 – are present or represented. The notice convening the second meeting must state that and why a resolution to amend the Articles can be passed at a meeting where only half of the officers or members of the Supervisory Board – with due observance of the provisions of Article 19.4 – need to be present or represented. The provisions of Article 9.4, second sentence, of these Articles do not apply to a resolution to amend the Articles.
- 23.4. The notice convening a meeting at which a motion will be put forward to amend the Articles must state that said motion will be tabled. A copy of the motion, containing the verbatim text of the proposed amendment must also be included with the notice convening the meeting. The convening period in this case must be at least two weeks.
- 23.5. Any amendment to the Articles will only come into effect after it has been recorded in a notarial deed. Each of the officers is authorised to have said deed executed.
- 23.6. The officers are obliged to submit an officially certified copy of the amendment and the amended Articles to the office of the Commercial Registry.

Dissolution and liquidation.

Article 24.

- 24.1. The Supervisory Board and the Executive Board are each separately authorised to dissolve the foundation. A resolution passed by the Executive Board to dissolve the foundation is subject to the prior written approval of the Supervisory Board.
- 24.2. A resolution by the Supervisory Board or the Executive Board to dissolve the foundation is subject to the prior written approval of the Province of Noord-Brabant, the Municipality of Breda, the Municipality of Eindhoven, the Municipality of Helmond, the Municipality of 's-Hertogenbosch and the Municipality of Tilburg.
- 24.3. A resolution to dissolve the foundation is subject mutatis mutandis to the provisions of Article 23.3 and Article 23.4. The resolution to dissolve will also appoint a keeper of the books, documents and other information carriers of the dissolved Foundation.
- 24.4. After the foundation has been dissolved, the Executive Board conducts the liquidation process, unless the court or the resolution to dissolve appoints one or more other liquidators.
- 24.5. The liquidators report to the commercial registry about the dissolution, their role as liquidators and the information about themselves that is required from an officer.
- 24.6. After the dissolution, the foundation continues to exist insofar as is necessary to liquidate its assets. The provisions of these Articles remain in force as far as possible during the liquidation process. Documents and announcements issued by the foundation must bear the words “in liquidation” after the name of the foundation.
- 24.7. Any surplus remaining after liquidation is distributed between the Province of Noord-Brabant, the Municipality of Breda, the Municipality of Eindhoven, the Municipality of Helmond, the Municipality of 's-Hertogenbosch and the Municipality of Tilburg, pro rata according to each of these parties' contributions during the period that the foundation existed. However, the resolution to dissolve may also state a different destination for the surplus.
- 24.8. After the liquidation is complete, the books, documents and other information carriers of the dissolved foundation are kept for seven years after the foundation has ceased to exist in the custody of the custodian appointed in the resolution to dissolve. This person must inform the Commercial Registry about his appointment, indicating his name and address for registration purposes, within eight days of the commencement of his custodianship.

Final provisions.

Article 25.

- 25.1. The numbers of officers, directors and members of the Supervisory Board are laid down for the first time in this deed.
- 25.2. The officers, directors and members of the Supervisory Board are named for the first time in this deed.
- 25.3. The foundation's first financial year ends on the thirty-first of December two thousand and twelve.

End of articles.

FINAL DECLARATION.

In conclusion, the persons appearing, acting in their stated capacities, declared as follows:

1. that the number of officers is set at five and that the following persons are appointed as officer as part of this formation process:
 - a. Willem Maria van den Goorbergh, residing at Notaris van de Mortellaan 2, 5242 AH Rosmalen, born in Breda on the seventh day of April nineteen hundred and forty-eight: Chair;
 - b. Johannes Renier Antonius Stephanus Emmanuël Swinkels, residing at Lijsterlaan 10, 5737 PG Lieshout, born in Lieshout on the twenty-sixth day of December nineteen hundred and sixty-two;
 - c. Hendrikus Josephus Gerardus Hendriks, residing at Hoevensestraat 14, 5262 LN Vught, born in Cuijk en St. Agatha on the third day of August nineteen hundred and fifty;
 - d. Femke Christine Nanette Meycken den Boer, residing at Bartolottilaan 41a, 3768 GB Soest, born in Kerkrade on the eighth day of May nineteen hundred and sixty-nine;
 - e. Engelina Cornelia Meijer, residing in Gerard Bruningstraat 20, 5644 RR Eindhoven, born in Eindhoven on the twenty-eighth day of September nineteen hundred and sixty-five.
2. the number of directors is set at two and the following persons are appointed as part of this formation process to the director position stated after their name:
 - a. Heleen Annemieke Kroesen, residing at Tarweakker 20, 5236 WT 's-Hertogenbosch, born in Enschede on the twenty-third day of April nineteen hundred and seventy-two: Commercial Director;
 - b. Martijn Sanders, residing at Van Eeghenstraat 123 HS, 1071 GA Amsterdam, born in Schiedam on the tenth day of March nineteen hundred and forty-five: Artistic Director;
3. the number of members of the Supervisory Board is set at eight and the following persons are appointed as members of the Supervisory Board as part of this formation process:
 - a. Rob van Gijzel, residing at Leeuweriklaan 9, 5613 AG Eindhoven, born in Eindhoven on the twenty-ninth day of June nineteen hundred and fifty-four: Chair;
 - b. Siebrigje Caroline Harkema, residing at Burgemeester van Erplaan 5, 5171 JZ Loon op Zand, born in Spijkenisse on the eleventh day of May nineteen hundred and sixty-three, on behalf of the Province of Noord-Brabant;
 - c. Wilbert Jan Willems, residing at Catharinastraat 8A, 4811 XH Breda, born in Tilburg on the second day of November nineteen hundred and forty-six, on behalf of the Municipality of Breda;
 - d. Mary-Ann Schreurs, residing at Bunderkensven 33, 5646 HD Eindhoven, born in Amsterdam on the twenty-first day of April nineteen hundred and fifty-seven, on behalf of the Municipality of Eindhoven;
 - e. Jan Baptist Christianus Wilhelmina van den Heuvel, residing at Bachlaan 41, 5707 RN Helmond, born in Eindhoven on the third day of September nineteen hundred and fifty-one, on behalf of the Municipality of Helmond;
 - f. Jeroen Antonius Wilhelmus Petrus Weyers, residing at Vughterstraat 192, 5211 GP 's-Hertogenbosch, born in Eindhoven on the eleventh day of May nineteen hundred and seventy-five, on behalf of the Municipality of 's-Hertogenbosch;
 - g. Marjo Frenk, residing in Lieven de Keijstraat 44, 5041 GV Tilburg, born in Rotterdam on the fourth day of March nineteen hundred and sixty-two, on behalf of the Municipality of Tilburg;
 - h. Wilhelmus Bernhard Henricus Josephus van de Donk, residing at Molenbochtplein 22, 5014 EH Tilburg, born in Veghel on the seventeenth day of May nineteen hundred and sixty-two.

CONCLUSION OF DEED.

The persons appearing are known to me, civil-law notary.

IN WITNESS WHEREOF the original of this deed was executed in 's-Hertogenbosch on the date first hereinbefore written.

Once the persons appearing had been informed of the substance of this deed and been given an explanation thereof, they declared to have had an opportunity, in a timely manner prior to the execution of this deed, to take note of the contents thereof and to have done so, to agree to the contents of this deed and not to require it to be read out in full.

Immediately after the reading out loud of those parts of the deed so required by law, this deed was first signed by the persons appearing and thereupon by me, the civil-law notary.

Signature follows.

ISSUED AS A TRUE COPY

[Stamp: F.J. Oranje, LLM, Civil-law notary in The Hague]

[Signature]