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UNOFFICIAL ENGLISH TRANSLATION

Deed of incorporation

of

European Bone Marrow Working Group

with corporate seat in the municipality of Utrecht, the Netherlands

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so, by law the Dutch text will govern.

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Deed of incorporation

ARTICLES OF ASSOCIATION

Article 1

Definitions

1.1 In these articles the following terms shall have the following meaning:

- (a) "AGM": the annual General Meeting;
- (b) "Articles of Association": the present articles of association of the Association;
- (c) "Board": the board of the Association;
- (d) "Book 2": book 2 of the Dutch Civil Code (Burgerlijk Wetboek);
- (e) "Chairperson": the chairman or chairwoman of the Board;
- (f) "Chairperson Elect": the member of the Board with the title chairperson elect;
- (g) "EA4HP": the European Association for Haematopathology;
- (h) "General Meeting": the general meeting of members as a corporate body of the Association, as well as the meetings of this corporate body; and
- (i) "Past Chairperson": the member of the Board with the title past chairperson;
- (j) "Secretary/Treasurer": the member of the Board with the title secretary-treasurer;
- (k) "Association": the legal entity within the meaning of section 2:26 Book 2 to which these articles of association apply;
- (l) "USA Representative": the member of the Board with the title US representative.

1.2 The expressions "written" and "in writing" used in the Articles mean:

communications sent by letter, telefax, e-mail or any other means of an electronic communication system which is legible and printable. The written form requirement will be met if the document is recorded electronically.

1.3 Unless indicated or evidently intended otherwise, words or expressions in the singular shall include the plural and vice versa.

1.4 Unless indicated or evidently intended otherwise, references in the masculine form shall include the feminine and neutral form and vice versa.

Article 2

Name and seat

2.1 The name of the Association is: European Bone Marrow Working Group.

2.2 The Association is established in the municipality of Utrecht, the Netherlands.

Article 3

Objects

3.1 The objects of the Association are to promote the advancement of bone marrow haematopathology, specifically through the means of:

- (a) organization of scientific meetings, workshops, tutorials and seminars;
- (b) promoting of scientific collaboration among group members;
- (c) integration of relevant data from allied sciences;
- (d) exchange of ideas and dissemination of knowledge worldwide;
- (e) co-operation with allied societies, in particular EA4HP;
- (f) stimulation of interest in research and improvement of

technology and methodology,

and to do all that is connected and conducive to the above in the broadest sense of the word (including but not limited to enter into agreements with third parties).

3.2 The Association aims to convene annual scientific meetings.

3.3 The Association supports other scientific and educational meetings dedicated to bone marrow haematopathology.

3.4 The Association aims to undertake activities in at least two member states of the European Union.

3.5 The Association has no intention to make any profits. Any profits made will be used for the pursuit of its objects as described under article 3.1.

Article 4

Members

4.1 The Association has ordinary members, associate members and honorary members.

Wherever these articles of association or regulations (by-laws) adopted or resolutions passed by virtue of these articles of association make reference to a member or members, this shall include ordinary, associate and honorary members, unless expressly provided otherwise or it is evidently intended to do so.

4.2 Ordinary membership is open to doctors with a medical degree, who have a special interest in bone marrow haematopathology at specialist level and have applied as a prospective member to the Board, after which the Board will convey its recommendations with respect to the membership at the General Meeting.

4.3 Associate membership is open to non-medical graduate scientists who work in the field of bone marrow haematopathology. All members may

present cases and papers to the Association.

4.4 Honorary members are those persons, who because of their outstanding contribution to bone marrow haematopathology have been appointed as such by the General Meeting upon proposal of the Board, and have accepted this appointment.

4.5 The General Meeting may adopt further regulations (by-laws) for the process of application for membership.

4.6 A resolution to approve the membership will require a simple majority of votes at the General Meeting.

Article 5

Membership

The membership is personal and therefore not subject to transfer or transmission, nor may limited rights be established thereon.

Article 6

End membership

6.1 The membership ends:

- (a) upon death of the member;
- (b) upon termination by the member;
- (c) upon termination by the Association;
- (d) upon expulsion.

6.2. The membership may be terminated by the member with immediate effect by giving notice in writing to the Secretary/Treasurer.

6.3 Termination of the membership by the Association may also take place with immediate effect. Notice of termination shall be given by the Board in writing. Termination of the membership by the Association may only take place in the cases stipulated by

law or after four (4) consecutive years in which a member has not participated in any activity of the Association.

6.4 Expulsion from membership may only be pronounced if a member acts or omits to act in contravention of the articles, rules or resolutions of the Association, including if a member harms the Association in an unreasonable manner.

The expulsion shall be effected by the Board, which shall inform the member concerned of the decision as soon as possible, stating the reasons. The person concerned shall be entitled to appeal to the General Meeting within one (1) month after receipt of the notification. During the appeal period and pending the appeal, the member shall be suspended.

The General Meeting may delegate the handling of the appeal to a committee.

6.5 The Board may suspend a member who acts or omits to act contrary to the articles of association, regulations (by-laws) or resolution of the Association, or harms the Association in an unreasonable manner. The suspension of a member shall lapse if the Board does not decide to expel, remove or uphold the suspension within three (3) months of the date on which the suspension took effect. A suspension may be upheld once for a maximum of three (3) months, starting on the date the resolution to uphold the suspension was taken. The provisions of paragraph 4 with regard to appeal shall apply accordingly.

Article 7

Funds

The funds of the Association shall consist of donations of donors, any entrance fees, inheritances, bequests, gifts and other revenues such as meeting

surpluses of scientific meetings organised by the Association. Legacies may only be accepted by the Association under the privilege of inventory.

Sponsorships and donations shall be accepted by the Association proved that these are not in contradiction with the aims of the Association, and sponsors and donors do not take an influence on the scientific and educational themes of the activities of the Association. Donations coming from persons and organisations on the terrorism list of the European Union will not be accepted.

Article 8

Duties, powers and decision-making process

8.1 The Board consists of five (5) persons, with the following titles:

- a) the Chairperson;
- b) the Chairperson Elect;
- c) the Past Chairperson;
- d) the Secretary/Treasurer; and
- e) the USA Representative.

If the Board so decides, the Board can also consist of six (6) persons, whereby the functions of Secretary and Treasurer will be fulfilled by different Board members.

8.2 The Board members shall be appointed by the General Meeting from the ordinary members of the Association with a simple majority. The General Meeting may adopt regulations (by-laws) specifying the process for application for vacancies in the Board.

8.3 A sitting Chairperson Elect is proposed by the Board to be appointed as Chairperson in the AGM two years after the AGM in which they were appointed Chairperson Elect. A sitting Chairperson is proposed by the Board to be appointed as Past Chairperson in the AGM two years after the AGM in which they were appointed Chairperson.

8.4 Directors may be suspended and dismissed at any time by the General Meeting. With regard to suspension, continuation or dismissal of the suspension or dismissal, the General Meeting shall decide by a majority of at least two-thirds of the votes cast. The Board member shall be given the opportunity to justify him/herself at a General Meeting. For this purpose he may be assisted by a counsel.

8.5 The suspension of a Board member shall lapse if the General Meeting does not decide within three (3) months of the date of commencement of the suspension whether to resign, to lift or to continue the suspension. A suspension may be continued once for a maximum period of three (3) months, starting on the date the resolution to continue the suspension was taken.

8.6 The Chairperson, the Past Chairperson and the Chairperson Elect shall be appointed in such capacity for a period of two (2) years and may be re-appointed once in that capacity. The Secretary/Treasurer shall be appointed for a period of four (4) years and may be re-appointed once in that capacity. At the start of the last year of appointment of the Secretary/Treasurer a consecutive Secretary/Treasurer is appointed ("Secretary/Treasurer Elect") who may join the Board meetings in that capacity as (non-voting) invitee. The USA Representative is appointed by the general meeting at the proposal of the Chairperson for a period of two (2) years, and may be re-appointed at the proposal of the Chairperson.

For the purpose of terms of appointment one year shall mean the period between two consecutive AGM's.

8. 7 A member of the Board shall resign:

- (a) by his death;

- (b) upon being declared bankrupt, being granted a moratorium on

payments, or being declared subject to a debt rescheduling scheme for natural persons, whether provisional or not;

- (c) if he is placed under guardianship;
- (d) if all or part of his assets are placed under administration;
- (e) through his periodical resignation;
- (f) by his voluntary resignation (decline);
- (g) by his resignation by the court; and
- (h) by his resignation by the General Meeting.

8.8 Vacancies shall be filled as soon as possible. In case of vacancies due to an incomplete term of a Board member, one or more of the other Board members will temporarily serve in this additional capacity until the next AGM. A Board that is not complete shall retain its powers.

In the absence or inability to act of all Board members or of the only (remaining) Board member, the management shall be carried out by a person appointed or to be appointed for that purpose by the General Meeting, whether or not from among its members. If the General Meeting does not make such a designation within two (2) months, the Board shall be observed by the person who is or will be designated for this purpose by the President of the Court of the district where the Association has its corporate seat at the request of one or more interested parties.

In the absence or inability to act of one or more members of the Board, not being all Board members or the only (remaining) Board member, the remaining members, or the remaining member, shall act as the entire Board.

8.9 The Board may adopt rules governing its work, division of tasks and the scientific meetings and events to be convened annually by the Association.

Article 9

Committees

9.1 The Board will form at least the following committees:

the Nominations Committee;

the Scientific Committee.

9.2 The Nominations Committee consist of the Chairperson, Chairperson Elect, Past Chairperson. The Chairperson will act as chairperson of this committee.

9.3 The Scientific Committee consists of all members of the Board plus the local organisers of the scientific meetings. Purpose of the Scientific Committee is to decide on the scientific content of the scientific meetings and whether scientific papers (workshop reports) will be composed after the scientific meetings.

9.4 The Board may resolve to form additional committees if and when the Board deems this necessary.

Article 10

Duties and powers

10.1 The Board shall be charged with the management of the Association.

10.2 The Board shall require the approval of the General Meeting to enter into agreements whereby the Association binds itself as surety or joint and several debtor, warrants performance by third parties or provides security for a debt of a third party.

10.3 The absence of the approval prescribed in the preceding paragraph shall not affect the power of representation of the Board or of the Board members.

10.4 The Board members will receive no other remuneration than a compensation for expenses incurred.

Article 11

Representation

11.1 The Board shall represent the Association, as far as the law does not provide otherwise.

11.2 The power to represent the Association shall also be vested in each Board member acting individually.

11.3 The Board can decide to grant a power of attorney to one or more Board members, as well as to others, either jointly or individually, to represent the Association within the limits of such power of attorney.

Article 12

Convening. Venue of the meeting

12.1 Each year, the AGM will be held within five (5) months after the close of the financial year of the Association. The Board shall convene the AGM and will convene further General Meetings as often as two (2) members of the Board deem this desirable, or when it is required to do so by law or the articles of association.

12.2 The agenda for the AGM will include the following items:

- a) Approval of minutes of the previous meeting;
- b) Report of the Board concerning the scientific and business activities of the Association since the last meeting;
- c) Financial report of the Secretary/Treasurer;
- d) Recommendations and election by voting on new Board members;
- e) Recommendations and election by voting on new memberships;
- f) Announcement of the date for the next AGM; and
- g) Any other business related to the Association and/or EA4HP.

12.3 At the written request of at least such number of members as is authorised to cast one/tenth of the votes in a complete General Meeting, the Board shall be obliged to convene a General Meeting in a period not exceeding four (4) weeks.

If the request is not complied with within fourteen (14) days, the applicants themselves may proceed to convene the General Meeting in accordance with the provisions of paragraph 3 of this article.

12.4 The General Meeting shall be convened by written notice to the persons entitled to vote at least thirty (30) days in advance. In urgent cases, at the discretion of the Chairperson, the period of notice may be limited to at least seven (7) days.

The notice convening the meeting shall state the subjects to be discussed.

12.5 If no written convocation of the General Meeting has been made, the General Meeting may nevertheless pass legally valid resolutions, provided that at least such number of members entitled to vote is present at the meeting as is entitled to cast half the number of votes that may be cast at a full meeting and none of them nor the Board opposes the passing of resolutions.

If the General Meeting is convened on a shorter period than prescribed, the General Meeting may nevertheless pass legally valid resolutions, unless such a number of those present as is entitled to cast at least onetenth of the votes in that meeting objects.

The provisions of the first sentence of this paragraph shall apply mutatis mutandis to decision-making by the General Meeting on matters not specified on the agenda.

12.6 The General Meetings shall be held in the municipality where the Association has its corporate seat or at the location of the annual

scientific meeting of the Association.

12.7 The General Meetings may also be held digitally. The General Meeting may adopt regulations (by-laws) further detailing the requirements for convening and holding of such digital meetings.

Article 13

Admittance to and chairmanship of the General Meeting

13.1 Admittance to the General Meeting shall be granted to the ordinary members and honorary members who are not suspended, the persons who are members of the bodies of the Association, as well as those who have been invited by the Board and/or the General Meeting.

A suspended member shall have access to the General Meeting in which the resolution to suspend, to lift or to maintain the suspension is discussed and shall be entitled to speak on the matter.

13.2 If a member wishes to be represented at a General Meeting, he must grant a written power of attorney for this purpose, which power of attorney must be handed to the Chairperson of the meeting concerned.

A member may not act as proxy for more than two (2) members.

13.3 The General Meetings shall be chaired by the Chairperson or, in absence of the Chairperson, by a person to be appointed by the Board, whether or not from among its members. If no Board members are present, the meeting shall provide for its own chairmanship.

13.4 The chairman shall determine the manner in which voting at the General Meeting shall take place.

13.5 The opinion expressed by the chairman at the General Meeting as to the result of a vote shall be decisive. The same shall apply to the contents of a decision taken, insofar as the vote was taken on a proposal not laid down in writing.

13.6 Minutes shall be kept of the business transacted at the General Meeting by the secretary or a person appointed by the chairman.

These minutes shall be adopted at the same or at a subsequent General Meeting and in evidence thereof shall be signed by the chairman and the minute-taker of that meeting.

Article 14

Voting rights. Decision-making

14.1 All ordinary members who are not suspended shall have one vote at a General Meeting. Only ordinary members have voting rights at the General Meeting.

14.2 All resolutions for which no greater majority is prescribed by law or these articles of association shall be passed by a simple majority of the votes cast. If the votes are tied on matters, the proposal shall be rejected. If the votes are tied when electing persons, the Chairperson will hold a casting vote.

If in an election between more than two persons no one obtains an absolute majority, a further vote shall be taken between the two (2) persons who obtained the greatest number of votes, after an interim vote if necessary.

14.3 A unanimous resolution in writing by all those who are entitled to vote at the General Meeting, even if they are not convened at a meeting, shall have the same force as a resolution of the General Meeting, provided it has been passed with prior knowledge of the Board.

Article 15

Financial year; annual accounts

15.1 The financial year of the Association shall be equal to the calendar year.

15.2 Annually, within six (6) months after the end of the financial year of the Association, subject to extension of this period by a maximum of four (4) months by the General Meeting on the basis of special circumstances, the Board shall prepare annual accounts and an annual report on that financial year. These documents shall be accompanied by the information referred to in Article 392, paragraph 1, Book 2.

If the Association qualifies as a legal entity as referred to in Article 396 paragraph 1 or Article 397 paragraph 1 of Book 2, the Association is not required to draw up an annual report unless a works council must be instituted pursuant to a statutory obligation.

15.3 The annual accounts shall be signed by each member of the managing Board. If the signature of one or more of them is missing, this shall be stated and the reason shall be given.

15.4 The Board shall ensure that the annual accounts and, if required, the annual report and the information added by virtue of article 392, as referred to above, shall be available at the office of the Association as soon as possible but not later than as from the date of the notice convening the General Meeting for their consideration. Members may inspect these documents at the office and obtain a copy free of charge.

15.5 Unless the Association qualifies as a legal entity referred to in Article 395a paragraph 1 Book 2 or Article 396 paragraph 1 Book 2, the General Meeting shall instruct a chartered accountant or other expert as referred to in article 393 Book 2-both to be referred to hereinafter as the "Expert" - Or an organization in which such Experts work together, to examine the annual accounts. If the General Meeting does not do so, the Board shall be authorised and obliged to give the assignment. The General Meeting may at any time revoke the assignment, as referred to in this paragraph, and award it to another Expert.

15.6 If the Association qualifies as a legal entity referred to in Article 395a paragraph 1 Book 2 or Article 396 paragraph 1 Book 2 and no Expert has been instructed voluntarily, the General Meeting shall appoint an audit committee of at least two (2) individuals that may not be part of the Board. The audit committee examines the documents referred to in Article 15.2 and reports its findings to the General Meeting. The Board is obliged to provide the audit committee with all information requested for the purpose of its investigation, to show it the cash and values if desired and to make the books, documents and other data carriers of the Association available for consultation.

15. 7 Adoption of the annual accounts shall be effected by the General Meeting. Unless the General Meeting expresses a reservation, such adoption shall serve to discharge the Managing Directors from liability for their management during the past financial year, without prejudice to the provisions of article 50a in conjunction with article 139 of Book 2.

15.8 If a statement concerning the fairness of the Annual Accounts from an Expert is required and the General Meeting has been unable to take cognizance of that statement, the Annual Accounts may not be adopted unless a lawful ground is stated in the other particulars as to why the statement is lacking.

Article 16

Amendment of the Articles of Association

16.1 The articles of association may only be amended by a resolution of the General Meeting convened with the announcement that a proposal to amend the articles of association is to be made.

16.2 The persons who called the General Meeting in order to deal with a proposal to amend the articles of association must deposit a copy of that

proposal, in which the proposed amendment is included verbatim, in a place suitable for inspection by the members at least thirty (30) days before the day of the meeting until after the day on which the meeting was held.

16.3 The General Meeting may resolve to amend the articles of association with a simple majority of the votes cast in a meeting where at least more than half of the ordinary members are present or represented. If the quorum is not present or represent at the meeting, a second meeting may be held in accordance with paragraph 1 and 2 of this Article, in which meeting the General Meeting may resolve to amend the articles of association with simple majority of the votes cast.

16.4 The amendment of the articles of association shall not come into force until a notarial deed has been drawn up.

The Board as well as Board members authorised to represent the Association shall also be authorised to have the deed of amendment of the articles of association executed.

16.5 The provisions of paragraphs 1 and 2 of this Article shall not apply if at the General Meeting all persons entitled to vote are present or represented and the resolution to amend the articles of association is passed unanimously.

16.6 The Board members shall be obliged to deposit an authentic copy of the deed of amendment to the articles of association and a complete, continuous text of the articles of association, as they read after the amendment, at the office of the trade register kept by the Dutch Chamber of Commerce.

Article 17

Dissolution and liquidation

17.1 The provisions of the preceding article, paragraphs 1, 2, 3 and 5 shall apply accordingly to a resolution of the General Meeting to dissolve the Association.

17.2 In its resolution referred to in the preceding paragraph, the General Meeting shall determine the allocation of the positive balance. The positive balance shall be allocated to a public benefit corporation - or a foreign equivalent thereto - of which at least ninety percent (90%) is aimed at the public benefit with a purpose comparable to that of the Association.

17.3 Liquidation shall be carried out by the Board members.

17.4 After the dissolution, the Association shall continue to exist to the extent necessary to liquidate its assets.

During liquidation, the provisions of the Articles shall remain in force as far as possible. In documents and announcements issued by the Association, the words "in liquidation" shall be added to its name.

17.5 The Association shall cease to exist at the time when no more assets known to it or to the liquidators are present. The liquidators shall notify the Association's cessation of existence to the registers where the Association is registered.

17.6 The books, records and other data carriers of the dissolved Association must be kept for the period prescribed by law after the end of the liquidation. The custodian shall be the person appointed as such by the liquidators.

Within eight (8) days after the start of his duty to keep them, the custodian must give his name and address to the registers in which the Association was registered.

Article 18

Regulations (by-laws)

18.1 The General Meeting may adopt and amend one or more rules governing matters not or not fully covered by these articles of association.

18.2 A regulation (by-law) may not contain any provisions that are contrary to the law or to these articles of association.

The provisions of article 16, paragraphs 1, 2 and 5 shall apply accordingly to resolutions to adopt and amend by-laws.

Article 19

Final Provision

19.1 The first financial year of the Association shall end on the thirty first day of December two thousand twenty-four.

19.2 This article, including its heading, expires after the expiry of the first financial year.

Subsequently, the following statements were made:

The following persons are hereby appointed as members of the Board of the Association:

Incorporator 1 is appointed as Chairperson Elect of the Board;

Incorporator 2 is appointed as USA Representative of the Board;

Incorporator 3 is appointed as Past Chairperson of the Board;

Incorporator 4 is appointed as Chairperson of the Board; and

Incorporator 5 is appointed as Secretary/Treasurer of the Board.

Final statements

The original or a copy of the private instruments containing the power of attorney given to the said individual will be attached to this deed (annex).

The said individual is known to me, civil-law notary.

This deed was executed in Amsterdam, the Netherlands on the date first above

written.

I, civil-law notary, stated and explained the substance of this deed and pointed out the consequences of its contents to the said individual. The said individual then declared that the individual had noted the contents of this deed and that the said individual agreed therewith. Subsequently, this deed was executed and was, immediately after it had been read aloud in part, signed by the said individual and by me, civil-law notary.