Vertalersverklaring / Translator's Declaration

Ondergetekende Harald Edvard Stegeman, beëdigd vertaler in de Engelse taal, verklaart hierbij dat de bijgevoegde tekst een waarheidsgetrouwe en volledige vertaling is van het originele Nederlandstalige document, getiteld:

"STATUTENWIJZIGING STICHTING (Stichting ACOVENE)",
verleden voor notaris mr. E.A.P. Boerkamp op 10 december 2024 te Ede, Nederland.

Gedaan te Rhenen, op 20 juni 2025.

I, the undersigned, [Full Name of Translator], sworn translator for the English language, hereby declare that the attached text is a true and faithful translation of the original Dutch-language document entitled:

"STATUTENWIJZIGING STICHTING (Stichting ACOVENE)",
signed and executed before civil-law notary Mr E.A.P. Boerkamp on 10 December 2024 in Ede, the Netherlands.

Done at Rhenen, on 20 June 2025.

(handtekening / signature)

H.E. Stegeman
Beëdigd vertaler Engels / Sworn Translator – English

2024.001122.01.01/MLA

AMENDMENT OF THE FOUNDATION'S ARTICLES OF ASSOCIATION
(ACOVENE Foundation)

On this day, the tenth of December two thousand and twenty-four,
appeared before me, Mr Eduardus Antonius Paulus Boerkamp, hereinafter referred to as: 'notary', acting on behalf of Ms Kristel Jansen, civil-law notary in Ede:
Ms. Nienke Anne Dijkerman, born in Rheden on the twenty-fourth of October nineteen sixty-six, married, residing at Frans Roesstraat 1, 7011 HA Gaanderen.

The person appearing declared:
On the first of October two thousand and twenty-four, the board of the foundation:
Foundation ACOVENE,
address: Frans Roesstraat 1, 7011 HA Gaanderen,
registered in the Trade Register under number 09175702,
hereinafter referred to as: the foundation,
resolved:

1. to adopt a complete revision of the articles of association of the foundation;
2. to authorise the appearing person to take all actions necessary to effect the amendment to the articles of association.
   This resolution is evidenced by the document attached to this deed.

In connection with the foregoing, the appearing person declared the articles of association of the foundation to be amended as follows:

ARTICLES OF ASSOCIATION

Name
Article 1
The name of the foundation is:
Foundation ACOVENE (ACOVENE being the acronym for: Accreditation Committee for Veterinary Nurse Education).

Registered Office
Article 2
The foundation has its registered office in the municipality of Ede.

Objectives
Article 3
The foundation aims to:
a. accredit educational programmes for veterinary nurses in Europe;
b. educate veterinary nurses so they may be effectively employed in veterinary practice;
c. promote collaboration and connections between veterinary nurses, educational institutions and veterinary professionals;
d. recognise national organisations of veterinary nurses as representatives of veterinary nurses and recognise VETNNET as the European organisation representing institutions offering veterinary nurse education;
e. perform all acts which are directly or indirectly related or beneficial to the above, in the broadest sense of the word.

Composition and Appointment of the Board

Article 4

1. The board shall consist of a minimum of six persons, being veterinary professionals representing the following groups:
    - a practising veterinarian representing **FECAVA** (Federation of European Companion Animal Veterinary Associations);
    - a (practising) veterinarian, preferably with experience in mixed or equine practice;
    - a representative of a veterinary nurse association in Europe;
    - a representative of a veterinary nurse education institute in Europe;
    - a representative of a recognised veterinary registration authority in Europe;
    - a representative of a recognised accreditation body in Europe.
      The number of members shall be determined by the board, with due observance of the minimum stated above. Additional board members may be appointed if specific skills are required.

2. Board members are appointed and dismissed by the board.
3. The board shall appoint from among its members a chairperson, a secretary, and a treasurer. The positions of secretary and treasurer may be held by the same person.
4. Board members are appointed for an indefinite period, unless otherwise specified at the time of appointment.
5. If the number of board members falls below the minimum stated in paragraph 1, the board shall retain its authority.
6. In the event of one or more vacancies, they must be filled within three months unless the board decides not to do so, provided that the number of remaining board members is still at least six.
7. The board may grant remuneration to one or more of its board members.
   They are entitled to reimbursement of expenses reasonably incurred in the performance of their duties.

Board Meetings
Article 5

1. Board meetings shall be held electronically or in the Netherlands. The convener of the meeting determines whether participation is also or exclusively possible via electronic means. Notwithstanding the foregoing, a meeting that is not exclusively electronic may also be held outside the Netherlands, provided all board members agree on the location.

2. At least one meeting must be held annually.

3. a. Meetings shall also be held whenever the chair deems necessary, or when one or more other board members make a written request to the chair, stating the subjects to be discussed.
   b. If the chair does not comply with such a request or does so in a way that prevents the meeting from being held within two months, the requesting board member(s) may convene the meeting themselves, in accordance with the required formalities.

4. Meetings shall be convened – except as per paragraph 3b – by the chair, at least seven days in advance, not counting the day of notice or the day of the meeting.

5. The notice shall be in writing and include:
   a. the date and time of the meeting;
   b. the location or digital access details;
   c. the subjects to be discussed; and
   d. if applicable, the procedure for participating and voting electronically.

6. Meetings are chaired by the board's chairperson. If absent, another board member appointed by the board shall chair the meeting. If no such appointment is made, the eldest board member present shall preside.

7. Minutes of meetings shall be taken by the secretary or another person appointed by the chair.

Board Resolutions, Electronic Access

Article 6

1. The board may only pass resolutions at a meeting if the majority of the board members in office are present or represented, unless otherwise provided in these articles.
   Only listed agenda items may be decided upon.
2. A board member shall not participate in deliberations and decision-making if they have a direct or indirect personal interest that conflicts with the interests of the foundation and its associated enterprise or organisation .
   The board member must immediately report such a conflict to the other members.
   If all board members have such a conflict, the board may still decide, provided the conflict and the reasoning are documented in writing.
3. A board member may be represented at the meeting by a fellow board member with a written proxy, subject to the chair's approval.
4. If the requirements for convening and holding a meeting have not been followed, decisions may still be taken provided all members are present or represented and vote unanimously.
5. The board may also adopt resolutions outside of meetings, provided all members have had the opportunity to express their opinion in writing and have done so.
   Such a decision shall be recorded by the secretary and co-signed by the chair, then added to the minutes.
6. Each board member has one vote.
7. Unless these articles require a larger majority, resolutions are passed by simple majority of valid votes cast.
8. If the meeting is also or exclusively held electronically, participants must be identifiable, able to vote, and able to participate in a two-way audiovisual communication.
9. The board may set conditions for electronic participation, which must be announced in the meeting notice.
10. If stated in the notice convening the board meeting, votes cast by electronic means of communication prior to the board meeting — but not earlier than the fifteenth day before the date of the meeting — shall be considered equivalent to votes cast during the meeting itself. The board is authorised to set conditions for the use of the electronic means of communication. A vote cast in this manner cannot be revoked

End of Board Membership

Article 7

1. A board member’s membership shall terminate:
   a. upon their death, or if the board member is a legal entity, when it ceases to exist;
   b. upon dismissal by resolution of the board, subject to the provisions of paragraphs 2 and 3 of this article;
   c. upon resignation by the board member, in accordance with paragraph 4;

d. upon dismissal by the court pursuant to Article 2:298 of the Dutch Civil Code;
e. upon loss of the right to manage their assets freely;
f. upon expiry of the term for which the board member was appointed.

2. A board member may at any time be suspended and/or dismissed by the board for stated reasons.
   The board member concerned shall not participate in the deliberation or decision-making concerning their own suspension or dismissal.
   However, before the decision is taken, the board member shall be given the opportunity to explain their position during the meeting and may be assisted by legal counsel.
   A resolution for suspension or dismissal requires a two-thirds (2/3) majority of valid votes cast, in a meeting where all other board members are present or represented.
3. The suspension shall end if no resolution to dismiss is taken within three months.
   Prior to any dismissal resolution, the suspended member shall again be given the opportunity to explain their position, with or without legal representation.
4. Board members may resign at any time, by giving at least three months' written notice.
5. In case of absence or incapacity of a board member, the remaining members shall continue to manage the foundation.
6. In the event of absence or incapacity of the sole board member or of all board members, the management of the foundation shall temporarily be assumed by one or more persons previously designated by the board.
   All provisions in the articles regarding the board shall apply to such temporary managers accordingly.
7. "Incapacity" as referred to in this article means the situation where a board member ceases to hold office due to, among other things, dismissal, resignation, or death.
8. "Absence" means the situation where a board member is temporarily unable or not permitted to fulfil their duties, which includes, but is not limited to:
   - the board member being suspended;
   - a written statement from an independent physician that the board member is no longer able to express their will;
   - the inability to make contact with the board member personally and/or electronically within two weeks, in such a way that meaningful communication is possible.

Powers of the Board

Article 8

1. The board is responsible for the management of the foundation.
2. The board is not authorised to enter into agreements involving the acquisition, disposal, or encumbrance of registered property, nor into agreements whereby the foundation acts as surety or joint and several debtor, guarantees performance by a third party, or provides security for a debt of another.

Representation

Article 9

1. The foundation is represented by the board as a whole, as well as jointly by any two board members.
   If multiple positions are held by the same person, this does not entitle them to represent the foundation individually.
2. The restriction of powers described in Article 8 paragraph 2 also applies to representation.
3. This restriction may only be invoked by the foundation itself.

Financial Year and Annual Accounts

Article 10

1. The financial year of the foundation coincides with the calendar year.
2. The board is required to maintain records of the financial position and activities of the foundation, in accordance with the demands arising from these activities, and to retain the relevant books, documents, and data carriers in such a way that the foundation’s rights and obligations can be known at all times.
3. The board shall prepare, within six months after the end of the financial year, the balance sheet and statement of income and expenditure of the foundation — and, if legally required, an annual report explaining the board's activities.
   These documents are hereinafter jointly referred to as the "annual accounts."
4. The annual accounts shall be adopted by the board and signed by all board members.
   If a signature is missing, the reason must be stated.
   The board may have the accounts reviewed by an auditor or engage a financial expert.
5. After the annual accounts have been addressed, the board shall be presented with a proposal to grant discharge to the board members.
6. The board maintains a register of all persons who received a distribution not exceeding twenty-five per cent (25%) of the distributable amount in any given financial year.
   The register shall record the name, address, date, and amount of the distribution and be updated regularly.
7. Data stored on electronic media may be transferred to other data carriers, provided the transfer accurately and completely reproduces the data and that they remain accessible and readable for the entire retention period.
8. The board is required to retain the books, records, and data carriers in accordance with the Dutch Civil Code, currently for seven years or the term provided by Article 2:10 of the Dutch Civil Code.
9. If required for receiving subsidies, the annual accounts must be submitted to the subsidising body for review.

Regulations
Article 11

1. The Board is authorised to adopt regulations governing matters not covered in these Articles of Association.
2. The regulations may not conflict with the law or these Articles of Association.
3. The Board may amend or revoke the regulations at any time.
4. The provisions of Article 12, paragraph 2 shall apply to the adoption, amendment, and revocation of the regulations.

Amendment of the Articles of Association, Merger, and (De)merger

Article 12

1. The Board is authorised to amend these Articles of Association.
2. The Board may only resolve to amend the Articles in a meeting at which all board members are present or represented.
3. The amendment must be executed by notarial deed, failing which it shall be null and void. Each board member is authorised to execute such deed.
4. The board members are obliged to file an authentic copy of the amendment, as well as the amended Articles of Association, with the office of the Trade Register maintained by the Chamber of Commerce and Industry within whose jurisdiction the foundation has its registered office.
5. The provisions of this article shall apply mutatis mutandis to a resolution to merge as referred to in Article 2:309 of the Dutch Civil Code and to a resolution to (de)merge as referred to in Article 2:334a of the Dutch Civil Code.

Dissolution and Liquidation

Article 13

1. The board is authorised to dissolve the foundation.
   Article 12 paragraph 2 applies accordingly to this resolution.
2. Liquidation shall be carried out by the board, unless the board decides otherwise.
   Any surplus remaining after liquidation shall be allocated to objectives determined by the board, as closely aligned as possible with the foundation's purpose.
   The liquidators shall transfer the surplus accordingly.
3. After dissolution, the foundation shall continue to exist insofar as necessary for the liquidation of its assets.
   During the liquidation, the provisions of these articles remain in force as far as possible.
   All documents and announcements issued by the foundation shall include the words "in liquidation" after its name.

4. The books, records, and data carriers of the foundation must be retained by a natural or legal person appointed by the liquidators, for seven years following the liquidation or for any longer statutory period.
   The custodian is the person so designated by the liquidators.
5. After the proposal to adopt the annual accounts has been addressed, the board shall be presented with a proposal to discharge the board members.

Final Provisions

Article 14

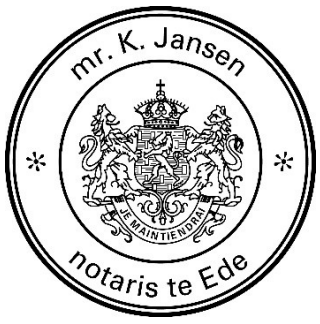
1. In all cases not covered by the law or these articles, the board shall decide.
2. In these articles, “in writing” also includes communication by email, fax, or any other telecommunication method capable of transmitting and reproducing written text legibly.

THIS DEED was executed in Ede on the date mentioned at the beginning of this deed.
The identity of the person appearing is known to me, the notary.
The substance of the deed was communicated to and explained to the person appearing.
The person declared to have taken note of its contents in good time before the execution, to agree with it, and to waive full reading of the deed.

This deed was read in part and then immediately signed, first by the person appearing and subsequently by me, the notary, at eleven hours and thirty-five minutes.

(Follows signature)
ISSUED AS A TRUE COPY

[OFFICIAL STAMP CIVIL LAW NOTARY]



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