

These are not the original versions, these are translations. The Dutch versions are the legal versions.

Document notary van Mourik, 2012

Prepared by Mr. R.H.Y. van Mourik

Dossier: 2012.0528.01/001 RvM

CHANGE REGULATIONS OF A SOCIETY

(European Forum of Farm Animal Breeders)

Number of attachments to the original document: 2

Today, thirteen June, two thousand and twelve,
appears before me, Mr. Roland Harco Yvo VAN MOURIK, notary in Nijmegen:

1. Appearing person: the appearer

Mrs. Berendina Francisca Tunzi, living at Oranjesingel 41, in 6511 NN Nijmegen, born in Rotterdam on nine January, nineteen hundred seventy, working at my office, notary.

2. Quality appearing person: party of the document

The appearing person is acting on the instructions of the general assembly of the members of the

EUROPEAN FORUM OF FARM ANIMAL BREEDERS, residing in Oosterbeek, having the office Dreijenlaan 2, room 1060/1061, 6703 HA Wageningen, registered at the commercial register at the Chamber of Commerce FOR Central Gelderland in Arnhem number 09104024, to be called hereafter the society:

3. Preface

- 3.1 The society has been established as an informal society in July nineteen hundred ninety five.
- 3.2. The regulations of the society were laid down in document executed on Twenty two January nineteen hundred ninety nine before Mr. R.H.Y. van Mourik, notary in Nijmegen.
- 3.3. The regulations have last been changed in document executed on eighteen August two thousand eleven before forementioned notary Oosterdijk.
- 3.4. The representative declares as follows:
 - 3.4.1. at the general assembly of the members of the society held at nineteen April two thousand twelve, it was decided to change the statutes;
 - 3.4.2. the assembly has been called together according to the statutory rules (article 11) (annex 1) and the decision was taken according to the statutory rules (article 14);
 - 3.4.3. the decision becomes clear from the minutes of that meeting; these minutes have been signed by the chair and secretary; the signed minutes are attached to this document (annex 2);
 - 3.4.4. for the execution of this decision the statutes will be changed and in the future will be as follows:

4. Statutes

REGULATIONS

NAME AND SEAT

Article 1

1. The society carries the name of:
EUROPEAN FORUM OF FARM ANIMAL BREEDERS
2. The society is resided in Wageningen, The Netherlands

AIM

Article 2

1. The society aims to be and maintain a European forum for industrial companies and umbrella organisations that are involved in the reproduction and selection of farm animals, with regard to the whole food chain and welfare of farm animals.
2. The society tries to achieve this goal by:
 - providing information and express the opinions of the members to other representative and legal organisations on issues regarding regulations for breeding and reproduction of farm animals in Europe
 - providing the members with information concerning European research funding programmes, research activities, research related regulations and the results thereof
 - executing respectively taking part in research projects
 - discuss, develop and promote (new) research headlines in the area of reproduction and selection of farm animals to the European community
 - publication of EFFAB newsletters
 - organisation of meetings of EFFAB members
 - liaison/contacts with coordinators of existing research programmes
 - providing information and express the opinions of the members to the media on issues regarding regulations for breeding and reproduction of farm animals in Europe
 - all other legal means which could support the realisation of this goal.
3. The society does not intend to make profit.

MEMBERSHIP

Article 3

- 1.a. The society has regular members and associated members.
 - b. Regular members must be industrial companies, umbrella organisations, or technical organisations that, according to the opinion of the steering committee, fulfil the following criteria:
 - The company or organisation is involved and/or interested in the selection or reproduction of farm animals, with the aim to improve the production taking animal welfare and food safety into consideration.
 - Umbrella organisations grouping several entities in the same trade may be members if the acceptance dossier proves the functional and economic links between the umbrella organisation and its members. Umbrella organisations providing services, supported mainly by public money or representing entities may be members.
 - c. Associated members are entities, organisations, companies, consultants that do not fulfil the regular member criteria. Their rights and duties are described in the internal rules of the society.
2. A member can be accepted after submitting in writing to the steering committee a candidate dossier explaining its structure, its annual turnover (category), its links with

other entities in a situation of a group of companies or umbrella or technical organisations. The Steering Committee makes a decision about the membership. It has the latitude to interpret the elements of the dossier in this respect. The minutes of the meeting where a membership is discussed records the arguments about the decision. Only those are accepted that agree with the aims of the society and actually intend to cooperate to the activities of the society.

3. The director of the society keeps accurate membership records.
4. The membership is related to the organisation only and not inheritable, however in cases of merges or splitting into another group, the membership is in principle transferable. If a member merges into another group, the new group shall present a new membership dossier.

SUSPENSION

Article 4

The steering committee has the right to suspend a member for a period of maximum one year, in case the member repeatedly acts contrary to his/her membership duties or in behaviour or in acting damages the interest of the society severely. In the period of suspension, the rights belonging to the membership cannot be executed.

TERMINATION MEMBERSHIP

Article 5

1. The membership ends:
 - a. when a member dies or is liquidated
 - b. when a member resigns
 - c. when the society resigns the membership
 - d. when the society is dissolved.
- 2.a. Resignation of membership by a member is only possible at the end of a membership year. It takes place by written notice, which should have to be arrived at the secretary before the first of December. The secretary has to confirm the acceptance of this writing within eight days. When the resignation did not take place in time, the membership continues until the end of the next membership year.
- b. A member can resign immediately within a month after a decision has come to him, that the society is changed into another legal form or that the society will amalgamate.
3. Resignation of the membership by the society can take place at the end of the year by the steering committee, taking into account a period of at least three weeks, when a member, after having received several reminders in writing, has not fulfilled his financial obligations to the society, *casu quo* the demands that have been put on the member by the regulations of the membership, have not been fulfilled. Resignation by the steering committee can lead to immediate termination of the membership, when reasonably it cannot be asked from the society to let the membership continue. Resignation is always in writing, and with inclusion of the reason(s) of resignation.
4. Dismissal from membership can only be decided when a member acts or has acted contrary to the regulations, rules or decisions of the society or when the member in question disadvantages or has disadvantaged the society unreasonably. Dismissal takes place by the steering committee. The steering committee informs the member about this decision immediately, with the reason(s) of the decision. The member in question has the right to appeal against the decision to the general meeting.
During the time of the appeal and when the appeal is under investigation, the member is suspended. The decision of the general meeting about dismissal has to be taken with a majority of at least two thirds of the legal votes recorded.
5. When the membership, during a membership year, ends, for which reason ever, the contribution for membership for the whole year is indebted.

6. A member cannot, in resigning membership, be excluded from the extra financial demands from the society to its members, which are decided upon in the framework of these regulations. The possibility of resignation according to article 2 is unhindered by this.

FINANCE

Article 6

- 1.a. The financial resources of the company can be, among others:
 - contributions by the members
 - poll-taxes
 - donations
 - subsidies
 - donations and acquisitions by inheritance.
- b. Inheritances will only be accepted by the society under the right of inventory.
2. Every member pays a membership fee. The membership fee is decided every year by the general meeting at the annual meeting based on the budget.
Also will every member pay the poll taxes decided upon by the general meeting, regarding possible special events or unforeseen expenditures, conditionally that they are decided upon in advance by the general meeting based on a budget or otherwise.

STEERING COMMITTEE

Article 7

1. The steering committee must steer the society, taking into account the regulations in article 8.
- 2.a. The steering committee consists of at least four persons. The number of steering committee members is decided upon by the general meeting. In case the number of steering committee members is less than the minimum, then the steering committee is still qualified when at least two steering committee members are in function. The steering committee has the obligation to stimulate that the steering committee consists of the requested number of members as soon as possible.
- b. The steering committee should be composed such that, within the steering committee, always one member is specifically qualified in the area of:
 - ruminants (cattle and sheep)
 - pigs
 - poultry
 - aquaculture species.
- c. The executive secretary acts as an advising member of the steering committee.
- d. The steering committee members are nominated for a period of maximum four years. They can be re-elected once, unless the general meeting decides differently. The members will be informed about the free position in advance to the annual meeting and whether the present member of the committee is interested in another period. In case a vacancy is foreseen the steering committee will try to find someone interested in becoming a member of the committee and propose him or her. The EFFAB steering committee members should preferably represent different EU member states.
3. The steering committee members are nominated according to proposal of the steering committee, or according to proposal of at least five members.
4.
 - a) The steering committee indicates from its members a treasurer and a chair.
 - b) The secretarial duties within the society will be performed, under final responsibility of the steering committee, by an appointed executive secretary (not member of the steering committee). The organisation of the executive secretariat can be arranged by rules of the house (internal regulations).

5. The general meeting can suspend or dismiss a steering committee member. For such a decision a majority of at least two thirds of the legal votes present is necessary. Suspension that is not followed by dismissal ends after this period.
6. The steering committee members are allowed to resign, when this is done in writing and with a term of notice of at least two months.
7. Every year one steering committee member resigns, following a schedule made by the steering committee. The resigning steering committee member can be re-voted at once.
8. The steering committee is only, after approval of the general meeting, allowed to sign agreements to get in property, alienate or burden registered goods, to sign arrangements in which the society is guarantee of partly debtor, comes up for a third party or guarantees for the debt of a third party.
9. The steering committee needs the approval of the general meeting for lending money and for hiring or letting registered goods. Not having this approval cannot be invoked by the society nor by the other party.

REPRESENTATION

Article 8

1. The steering committee and the chairman together with one of the other steering committee members are allowed to represent the society. They can also allow a proxy in writing to represent the society.
2. The treasurer and/or the executive secretary can receive partly or total proxy concerning the execution of his/her task.
3. The limitation concerning the steering competence/qualification in article 7.8 is also binding concerning the allowance to represent.
4. The limitation mentioned in article 8.3 can only be invoked by the general meeting.

FINANCIAL YEAR, BOOK KEEPING AND ANNUAL REPORTS

Article 9

1. The annual year is equal to the calendar year.
2. The steering committee has the obligation to keep notes about the financial situation such, that the rights and obligations can be read from this at any time.
3. The steering committee has the obligation to keep the papers mentioned in 9.2 and in article 10 for seven years.

Article 10 (annual meeting, committee of inspection of the books, etc.)

1. Within five months after the book year ends, unless prolongation of this term by the General Meeting of the Members, there will be an general meeting (annual meeting). The steering committee presents in this meeting its annual report about the state of affairs in the society and the policy that has been followed. The balance-sheet and the overview of profits and debts is represented together with an explanation for approval to the general meeting. These pieces will be signed by all steering committee members; if one of them is not present for signing, then this is mentioned with the reason why.
2. An auditor's report from an accountant as meant in article 2:393 in the Civil Code, will be made, on the cost of the society, of the pieces mentioned in 10.1.
3. Approval by the general meeting of the account and the reasons for explanation discharges the steering committee.

GENERAL MEETING

Article 11 (ORGANISATION)

1. The general meetings are organised by the steering committee, with a term of notice of at least thirty days. Assembling the meeting takes place by written notice to all the members.

2. Except the annual meeting mentioned in article 10 there will be general meetings, as often as the steering committee decides this to be desirable, and as often as, in writing, with mentioning of the subjects on the agenda, is requested by such a number of members that is allowed to vote one tenth of the votes in the general meeting, if all the members are present or represented.
3. After receiving a request as mentioned in article 11.2 the steering committee has the obligation to call together a general meeting within eight weeks. If the request for meeting, within four days after it is received by the steering committee, is not done, the ones who requested for a meeting are allowed to call for a meeting themselves in the way the steering committee calls together general meetings.
4. Seen the international character of the society, the General Meetings can take place in an electronic form, provided that all the members are able to take part in the deliberations.

Article 12 (decision making)

1.
 - a) Each member has at least one vote. The amount of votes that can be given by a member depends on their membership fee. The general assembly determines the stagger by which the number of votes that a member can cast is decided upon (contribution-voting stagger).
 - b) Decisions can be taken irrespective the number of members present or represented at the meeting.
2. An unanimous decision, in writing or in electronic form, of all members, also if they are not present in a meeting, has, if decided upon with the knowledge of the steering committee, the same power as a decision of the general meeting. Such a decision will be written down by the secretary in the book of minutes, and it will be mentioned in the first following general meeting.
3. Voting about affairs is oral, about persons in writing.
4. Decisions about all the proposals are made by a majority of votes, unless the regulations decide differently. When the votes are equally divided, the proposal is lost. In elections the one is elected who has more than 50% of the votes. If nobody has this majority, if necessary via an interim voting, a second voting between the two people having received the highest number of votes, the person is elected that has by voting the majority of the votes.
5. Voting means legal votes. Blanco votes are no legal votes. The blanco and illegal votes only count for the quorum.
6. An opinion about the outcome of the voting spoken by the chairman is binding. If, however, immediately after the spoken opinion of the chairman this is put into question, a new voting will take place when the majority of the meeting decides or, in case the first voting is not done by head or in writing, when a member with the right of voting demands this. The new voting will decay the legal consequences of the original voting.

Article 13 (chairing, minutes)

1. The chair of the steering committee will chair the meetings. If he/she is not present or absent one of the other steering committee members will act as chair of the meeting.
2. The secretary or a member appointed by the chairman will make minutes of the matters dealt with at the general meeting. The minutes will be put on the agenda of the next general meeting.

CHANGE OF REGULATIONS

Article 14

1. Changing the regulations is only possible after a decision of the general meeting, which was called together with the announcement that a change of regulations will be proposed. The term for calling such a meeting must be least thirty days.
2. Those who have called the general meeting that should deal with a proposal for change of regulations, should, at least thirty days before the day of the meeting, have sent a copy of that proposal, in which the proposal alteration(s) are included literally, to all members.
3. Alterations of the regulations can only be decided upon by a general meeting at which at least half of the total number of members is present or represented, with a majority of at least two thirds of the votes.
4. When the quorum is not present, a change of the regulations can be decided upon irrespective of the number of present or represented members at a next meeting, at least five but ultimately thirty days after the first meeting, with a majority of two thirds of the votes.

Article 15

The change of regulations does not come into force before a notarial document is made. Every steering committee member is allowed to notarially execute the document.

DISSOLUTION AND SETTLEMENT

Article 16

1. The society can be dissolved by a decision of the general meeting, taken with at least two thirds of the number of votes in a meeting at which at least two thirds of the members is present or represented. Hereafter the society gets dissolved according to the other cases mentioned in the Law (article 19 of Book 2 Civil Law).
2. When the quorum is not present, irrespective of the number of members present or represented at a meeting, the society can be dissolved in a next meeting, to be held at least five days and not more than thirty days after the first meeting, with a majority of two thirds of the votes.
3. When the members are called to a meeting with the purpose of dissolution, as mentioned in 17.1 and 17.2, it should be mentioned that the proposal will be to dissolve the society. The term of notice for such meetings must be at least thirty days.
4. If, at a decision to dissolve the society, no settlers are appointed, the settlement will take place by the steering committee according to the legal conditions.
5. A possible credit balance will be spent on purposes decided upon by the general meeting that are the most appropriate according to the aim of the society. The settlers will hand over the credit balance for that purpose.
6. After the dissolution the society continues to exist as long as is necessary for the settlement of its means. During the time of the settlement the articles of the regulations and rules keep in force as far as possible. In pieces and announcements of the society, the following should be added to the name of the society: 'in liquidatie' (under liquidation).
7. The books and papers of the society must be kept by a natural person or corporation, to be appointed by one of the settlers, during seven years after the dissolution.

6. Final act

The representative is known to me, the notary. The identity of the representative is fixed by me, notary, by means of the document mentioned before.

This document is made in Nijmegen at the date mentioned at the beginning of this document. After matter-of-fact explanation of the contents of this document to the

representative, she has declared that she has examined the content of this document and does not appreciate reading aloud.

Subsequently this document is, after partial reading aloud, signed by the representative. Immediately thereafter the document is signed by me, the notary, at fifteen hours and five minutes.

Mr. R.H.Y. van Mourik, notary.

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