COPY OF A DEED OF MERGER AND INCORPORATION

For: KLV
PO Box 73
6700 AB WAGENINGEN, NL

Deed dated 3 January 1995.
MERGER AND INCORPORATION

Today, on the third of January nineteen hundred and ninety-five, there appeared before me, Robert George Fierst van Wijnandsbergen LLM, a civil law notary practising in the municipality of Wageningen:

Mr Hendrikus Johannes van ’t Klooster M.Sc., director, resident at Wolfhezerweg 55, 6874 AB Wolfheze, born in Hoogland (NL) on the twelfth of October nineteen hundred and thirty-nine, furnishing proof of his identity in the form of his driving licence number 3001937861, single;

acting for this purpose in his capacity as:

A. second secretary of the “Nederlands Instituut van Landbouwkundig Ingenieurs” (Dutch Institute of Agricultural University Graduates), an association located in Wageningen and registered in the register of associations of the Chamber of Commerce and Factories for Midden-Gelderland under the number VI119996, legally representing this association by virtue of the resolution documented below;

B. second secretary of the “Koninklijk Genootschap voor Landbouwwetenschap” (Royal Society for Agricultural Science), an association located in Wageningen and registered in the register of associations of the Chamber of Commerce and Factories for Midden-Gelderland under the number VI120392, legally representing this association by virtue of the resolution documented below.

The person appearing, acting as stated, declared

that in September nineteen hundred and ninety-four, the boards of the associations
- “Nederlands Instituut van Landbouwkundig Ingenieurs”, with the abbreviation “NILI” and located in Wageningen; and
- “Koninklijk Genootschap voor Landbouwwetenschap”, with the abbreviation “KGVL” and located in Wageningen;

drew up a proposal for a merger in accordance with the provisions in Section 312, Volume 2 of the Dutch Civil Code, a copy of which (including appendices) is attached to this deed;

that the proposal for a merger involves the above-mentioned associations, hereinafter to be called the “amalgamated associations”, entering into a judicial merger and a new association being incorporated as part of this merger, which newly incorporated association will obtain the assets of the “amalgamated associations” by universal title as the “acquiring association”;

that on the thirtieth of September nineteen hundred and ninety-four, the above-mentioned proposal for a merger including appendices was filed in the register of associations of the Chamber of Commerce and Factories for Midden-Gelderland in Arnhem (for both amalgamated associations) in accordance with the stipulations in Section 314, Volume 2 of the Dutch Civil Code, as appears from a statement attached to this deed, the associations that are merging having filed all the aforementioned documents at their respective offices;

that this deposition was announced in the NRC Handelsblad newspaper of the thirtieth of September nineteen hundred and ninety-four;

that a statement by the court registry of the District Court at Arnhem attached to this deed shows that no objections to the proposed merger were lodged by creditors in the period specified in Section 316(2), Volume 2 of the Dutch Civil Code

that on the first of November nineteen hundred and ninety-four, the general meetings of the amalgamated associations - with due observance of the provisions in their respective articles of association regarding changes to the articles of association - resolved to accept the merger
as described above with the majority required by the articles of association, which resolution the person appearing before me is authorised to implement by notarial deed;

that this is shown by the documents attached to this deed concerning the resolutions referred to;

that regarding this merger, the Royal Assent required for a change in the articles of association of KGVL according to those articles of association is now no longer required according to the law.

The person appearing before me acting as mentioned above, declared that in order to implement the above-mentioned resolution for a merger he wished to set out the following:

1. The "Nederlands Instituut van Landbouwkundig Ingenieurs" association and the "Koninklijk Genootschap voor Landbouwwetenschap" association have entered into a judicial merger as of today in accordance with the provisions of Part 7, Volume 2 of the Dutch Civil Code, whereby the person appearing before me declared he was incorporating an association, which association shall as the 'acquiring association' obtain all the assets of the associations mentioned above, as amalgamated associations, by universal title due to the merger coming into effect, with the amalgamated associations ceasing to exist due to the merger coming into effect.

2. The articles of association of the acquiring association will be as specified below.

3. There are no holders of exceptional rights in the amalgamated associations to whom entitlements or compensation should be assigned.

4. No advantages have been given in connection with the judicial merger to a board member of either one of the associations that are merging or to anyone else involved in the merger. Once the merger comes into effect, the board of the acquiring association will be constituted in accordance with the articles of association included in this deed.

5. The amalgamated associations’ financial figures will be accounted for in the financial statements of the acquiring association as of the first of January nineteen hundred and ninety-four, while the acquiring association will continue the operations of the amalgamated associations as of today.

6. Membership of the amalgamated associations will terminate due to the merger coming into effect and the members of the amalgamated associations will become members of the acquiring association. The acquiring association's articles of association, specified below, will determine the membership categories to which the amalgamated associations’ members will be assigned.

Then the person appearing before me, acting as mentioned above, declared that the articles of association of the acquiring association, being the association incorporated by this deed in accordance with the resolution for a merger to take effect today, shall be as follows:

**ARTICLES OF ASSOCIATION**

**NAME, REGISTERED OFFICE, DURATION**

Article 1

1. The association bears the name of "Koninklijke Landbouwkundige Vereniging - vereniging van Academici Actief in Landbouw, Voeding, Natuur en Milieu" (Royal Agricultural Association - Association for University Graduates Operating in the fields of Agriculture, Food, Nature and the Environment), abbreviated to KLV.

2. It is located in Wageningen.

**Article 2**

The association is incorporated for an indefinite period.

**OBJECTIVE**
Article 3
1. The objectives of the association are:
   a. to further the quality of the members’ professional practice
   b. to encourage the agricultural and environmental sciences.

2. It aims to achieve these objectives by:
   - promoting or putting on refresher training and further training oriented towards keeping professional skills up to standard
   - promoting networks of specific groups of members (departments)
   - recognising, setting up and maintaining study groups for specialist fields within the agricultural and environmental sciences
   - issuing a list of addresses
   - publishing magazines and reports
   - organising seminars
   - establishing points of view on issues
   - representing the agricultural and environmental sciences in organisations
   - maintaining contacts at the national and international level
   - keeping an office
   - other legal methods that could be beneficial to the association’s objective.

ASSOCIATION YEAR

Article 4
The association year is the same as the calendar year. Members can be registered at any point during the year. They become a member for at least twelve months.

Article 5
The association’s financial resources consist of:
   - the members’ annual contributions
   - contributions from donors, gifts, testamentary dispositions, accrued interest, income from subscriptions, sales of publications and contributions from participants
   - other legally acquired income

MEMBERS

Article 6
1. The association has honorary members, ordinary members, ‘housemate members’ (residents of full members’ households) and student members.

2. Honorary members are those members who have been nominated as such by the general meeting of members and who have accepted that nomination.

3. Ordinary members, housemate members and student members are those members who have been registered by the board as such on the basis of the stipulations in Article 7.

Article 7
1. The following natural persons can be registered as members of the association:
   - graduates and holders of a doctorate from the Agricultural University
   - others who are interested in the agricultural and environmental sciences

2. Members can be registered as housemate members if they live at the same address as one or more other members. Housemate members do not receive the publications or list of addresses.

3. Members can be registered as student members if they are registered as a student or M.Sc. student of the Agricultural University in Wageningen.

Article 8
1. Anyone who wishes to become a member of the association should inform the board of this and provide the information requested by the board. The board decides, except in
the case of an appeal to the general meeting of members, whether the applicant can be accepted.

2. Student members become paying members the year after they finish their education at the Agricultural University.

**Article 9**
A contribution for twelve months is levied on members, with the amount being determined by the general meeting of members.

**Article 10**
The general meeting of members can resolve to offer honorary membership to individuals who have given particularly valuable service to the association, the position of graduates and the position of the agricultural and environmental sciences. The rights associated with honorary membership are obtained when that membership is accepted.

**Article 11**
1. The board is authorised to suspend a member if that member repeatedly acts in violation of the obligations of his membership or if he has seriously damaged the interests of the association through his actions or behaviour. Members cannot exercise the rights associated with their membership during a period of suspension.

2. Membership ends:
   a. when a member dies
   b. when a member cancels his or her membership in writing
   c. when the association cancels the membership; this is possible if a member ceases to meet the membership requirements defined in the articles of association, if his/her obligations with respect to the association are not met and if the association cannot reasonably be expected to let the membership continue
   d. when a member is dismissed. Dismissal can only be declared if a member acts in violation of the association's articles of association, regulations or resolutions or if he/she causes unreasonable harm to the association.

2. Cancellation by the association takes place at the general meeting of members based on a proposal by the board.

3. Members or the association can only cancel membership if they do so in writing at the end of the contribution year and with due observance of a four week period of notice However, membership can be terminated immediately if the association or the member in question cannot be expected to let the membership continue.

4. A cancellation that does not comply with the previous paragraph will lead to membership ending at the earliest possible moment following the cancellation date.

5. Moreover, immediate termination of membership following cancellation by a member is possible:
   a. up to one month after the member has learnt or been informed about a resolution whereby members’ rights are restricted or their obligations increased. In that case, the resolution does not apply to that member. Nevertheless, a member is not authorised to exclude himself/herself through membership cancellation from a resolution involving an increase in the financial obligations of members.
   b. up to one month after he/she has been informed of a resolution to convert the association to another legal form or to effect a merger.

6. Dismissal from membership takes place at the general meeting of members, based on a proposal by the board.

7. Even if membership is terminated in the course of a year, affected members still have to pay the amount for the entire year.

**CONCERNING THE BOARD**

**Article 12**
1. The board consists of at least five and no more than nineteen members, to be elected from among the members by the general meeting of members.
The Standing Rules contain more detailed rules on how candidates should be nominated and elected.

2. The chairman, vice-chairman (incoming chairman), secretary and treasurer are elected to their offices.

3. The board allocates the specific areas of interest to the individual board members.

4. The term of office for a board member is four years. Each year, one or more board members stand down in accordance with a schedule to be drawn up in the Standing Rules.

5. Board members may be re-elected for a second term.

6. All resolutions by the board require a simple majority of the votes.

**Article 13**
1. The board is charged with the management of the association and with the implementation of the resolutions of the general meeting of shareholders; it bears responsibility for the proper management of the association’s financial resources and possessions; it defends the interests described in Article 3 of the articles of association in all places and at all occasions wherever and whenever it considers necessary.

2. The association is represented by the board. These powers of representation are vested in the chairman, or the vice chairman acting together with the secretary, or the treasurer.

3. The board can grant power of attorney to one or more board members or to third parties to represent the association within the limits of the power of attorney.

4. The board maintains its authorities even if one or more positions on the board are vacant.

5. The board can only make valid resolutions in meetings where a majority of the members in office are present at the meeting or are represented.

6. A board member can arrange for another board member to represent him by submitting written authorisation that the meeting chairman judges to be sufficient. A board member may only act as authorised representative of one other board member.

7. The board may also make resolutions outside of meetings, provided this is done with a general vote and provided all the board members have been given the opportunity to give their opinion in writing, by telegraph, telephone, fax or telex. If a resolution is made in this way, the secretary will compile an account of it, appending the answers received. This account shall also be signed by the chairman and appended to the minutes.

**Article 14**
1. The board has the support of an Office for preparing and implementing its tasks. The Office director is authorised, within the limits of the guidelines laid down by the board, to carry out all the activities necessary for proper implementation of the objectives specified in Article 3.

2. The director’s job description as well as the signatory powers granted to him shall be arranged in a separate, private instrument.

**Article 15**
The board is entitled to obtain advice from individuals in the association and outside and to invite such consultants to attend meetings.

**Article 16**
1. The board has to give an account of its actions each year to the general meeting of members.

2. The board requires approval in advance from the general meeting of shareholders for taking on loans as well as for purchasing, disposing of or encumbering registered property and for contracts where the association binds itself as surety or joint and several debtor, warrants performance by a third party or provides security for a debt of a third person. Appeals can be lodged by and against third parties based on lack of such approval.

**Article 17**
A board member can be suspended from his office by the general meeting of members. An extraordinary meeting has to be arranged at that same meeting; a resolution has to be taken
in that extraordinary meeting as to whether the suspension is to be reversed or the member to be dismissed. The board remains charged with current business during the period between the two meetings.

CONCERNING THE GENERAL MEETING OF MEMBERS

Article 18
1. The general meetings of members can be subdivided into ordinary general meetings of members and extraordinary general meetings of members.
2. All members may attend the general meeting of members. Each member has one vote. Each member is also authorised to vote on behalf on one other member, provided that member has authorised him in writing to do so. Suspended members and suspended board members may not attend, on the understanding that a suspended member or board member may attend the meeting at which his suspension is being dealt with. He is also entitled to address that meeting.

Article 19
1. The general meeting of members enjoys all the authorities in the association that are not vested in the board by law or by the articles of association.
2. An ordinary general meeting of members is held annually, no later than six months after the end of an association year. The items discussed shall include the following:
   - the annual report, the financial statements and an account of how the financial resources have been managed
   - the budget plus a proposal for determining the contribution amounts
   - filling any vacancies on the board
   - proposals by the board or members, to be announced when the meeting is called
3. Other ordinary general meetings of members are held as often as the board considers desirable.
4. The agenda for the ordinary general meeting of members includes not just the items tabled as a consequence of stipulations in the articles of association or Standing Rules or tabled by the board but also proposals the board was informed about in writing by at least ten ordinary members thirty days prior to the meeting.
   The agenda for a general meeting of members must be sent to the members at least fourteen days before the meeting.

Article 20
Extraordinary general meetings of members are called by the board as soon as it considers this desirable or if at least ten members make known their wish for such a meeting in writing to the board, specifying the items they wish to see discussed. If the board does not comply with such a request within four weeks, then the members referred to above are entitled to call the requested meeting themselves.

Article 21
1. With the exception of the situations referred to in Articles 26 and 28, resolutions always require an absolute majority of the valid votes cast.
2. All votes on board positions are taken by ballot or by a show of hands. All other votes concerning people are taken as oral votes or by a show of hands unless one of the members present demands a vote by ballot.
   Oral votes are taken for voting on affairs.
3. The Standing Rules provide further details concerning voting and elections.

Article 22
With the exception of the provisions in Articles 26 and 28, proposals that have not been placed on the agenda for a meeting may be dealt with unless at least one third of the people present object to this.

CONCERNING THE DEPARTMENTS AND STUDY GROUPS
Article 23
1. The association may set up departments and study groups for organisational reasons; it may also recognise existing associations as departments or study groups of the association for organisational reasons.
   The departments and study groups take on certain of the activities specified in Article 3.
2. The departments and study groups shall have their own committees.
   Resolutions made by a department or study group, whether by its committee or its general meeting of members, are only binding on the department or study group and not for the association unless the resolution has been approved by the association’s board.

Article 24
The general meeting of members is responsible for founding, recognising and closing departments and study groups. The Regulations describing the tasks and management of a department or study group may not contain stipulations that conflict with the association’s articles of association or Standing Rules.

Article 25
There are standing rules laid down by the general meeting of members. These Standing Rules may not contain stipulations that conflict with the association’s articles of association.

Article 26
1. Proposals for changes or extensions to the articles of association can only be dealt with if they have been put on the agenda sent out for a general meeting of members. Such proposals require two thirds of the valid votes cast in order to be adopted.
2. Proposals for changes or extensions to the articles of association can be made by the board or by at least ten members provided that they have informed the board of their proposal in writing with accompanying explanatory notes.
   In the latter case, the board must call a general meeting of members within four weeks of receiving the proposal, and put the submitted proposals on the agenda as well as the board’s preliminary recommendation.

Article 27
The changes to the articles of association do not come into effect until a notarial deed has been drawn up. The board members are required to file an officially certified copy of the change and the amended articles of association with the offices of the Chamber of Commerce and Factories for the district in which the association is located.

Article 28
1. Dissolution of the association is only possible if the proposal to do this appears on the agenda sent out for a general meeting of members. Such a resolution requires at least three quarters of the valid votes cast, which must also represent at least half the total number of members eligible to vote.
2. A proposal to dissolve the association can be made by the board, or by at least ten members provided that they have informed the board of their proposal in writing with accompanying explanatory notes. In the latter case, the board must call a general meeting of members within four weeks of receiving the proposal, and put the submitted proposal on the agenda as well as the board’s preliminary recommendation.
3. If less than half the number of members eligible to vote are present at that meeting, a new meeting must be called within three months. At this meeting the matter of the dissolution is decided by three quarters of the valid votes cast by those present.

Article 29
The board in office at the time the association is dissolved shall be charged with its liquidation. The association’s assets will not be divided among the members; they shall instead be spent in a way that fits as closely as possible with the association’s objectives.
Article 30

The board makes the decisions in cases not provided for in these articles of association. Such decisions need to be sanctioned by the general meeting of members. The decision taken by the board shall be observed until that meeting takes place.

The person appearing before me declared that the association’s board will initially consist of the following individuals:

1. Mr Willem Johannes Hilbrands M.Sc., director, resident at Ekerlaan 3, 6721 AB Bennekom, born in Dalen (NL) on the twenty-sixth of March nineteen hundred and thirty-three, married, as the chairman

2. Prof. Johan Bouma, professor, resident at Spoorbaanweg 35, 3911 CA Rhenen, born in Het Bildt (NL) on the twenty-ninth of October nineteen hundred and forty, married, as the vice chairman

3. Dr. Rutgerus Bernardus Maria Huirne, university lecturer, resident at Alexanderweg 19, 6721 HD Bennekom, born at Eibergen (NL) on the fourth of October nineteen hundred and sixty-two, married, as the secretary

4. Dr. Jacoba Hoogendoorn, researcher, resident at Halderweg 42, 6721 ZK Bennekom, born in Amsterdam (NL) on the third of July nineteen hundred and fifty-five, single, as the treasurer

5. Mrs Hendrika Meta den Daas M.Sc., commercial executive, resident at Eemshof 4, 5463 JH Veghel, born in Meppel (NL) on the twenty eighth of August nineteen hundred and sixty-four, married, as a board member

6. Mrs Johanna Theodora Catherine Gemma Muffels M.Sc., civil servant, resident at Kwikstaartlaan 11, 2566 TP The Hague, born in Helmond (NL) on the second of March nineteen hundred and fifty, married, as a board member

7. Mr Hendrik Gerrit Willem Schouten M.Sc., university lecturer, resident at Valkenbos 11, 5997 AS Hoog Keppel, born in Kuinre (NL) on the eleventh of January nineteen hundred and fifty, married, as a board member

8. Mr Jan Pieter Herman Meijer M.Sc., engineer, resident at De Wetstein Pfisterlaan 4, 3971 BW Driebergen-Rijsenburg, born in Alkmaar (NL) on the twenty fourth of July nineteen hundred and fifty-two, married, as a board member

9. Mr Petrus Jacobus Antonius Spitters M.Sc., commercial executive, resident at Dr. Augustijnlaan 131, 2283 CD Rijswijk, born in Vught (NL) on the nineteenth of September nineteen hundred and fifty, married, as a board member

10. Mrs Annet van Buuren M.Sc., researcher, resident at Jacob Marislaan 46, 6813 JW Arnhem, born in Assen (NL) on the twenty sixth of July nineteen hundred and forty-five, married to Mr Augustijn, as a board member

11. Mr Albert Willem Sijthoff M.Sc., director, resident at Generaal Foulkesweg 24, 5703 BS Wageningen, born in ’s-Gravenhage (NL) on the third of October nineteen hundred and fifty-eight, married, as a board member

12. Mr Adrianus Arie Jongebreur M.Sc., director, resident at Burgemeester Prinslaan 20, 6711 KD Ede, born in Bodegraven (NL) on the twenty first of August nineteen hundred and forty-six, married, as a board member

13. Mr Paul Frederik Wolff M.Sc., engineer, resident at van Zuylen van Nijeveltstraat 33, 2242 AJ Wassenaar, born in Bussum (NL) on the eighteenth of October nineteen hundred and fifty-two, married, as a board member

14. Mr Cornelis de Jong M.Sc., engineer, resident at Veldkantweg 69, 6961 HH Eerbeek, born in Dirksland (NL) on the twenty sixth of July nineteen hundred and thirty-eight, married, as a board member

15. Mrs Katrien Reesink M.Sc., ethologist, resident at Dalstraat 11, 6367 JR Voerendaal, born in Amsterdam (NL) on the nineteenth of May nineteen hundred and fifty, married to Mr De Vos, as a board member

16. Mr Arjen van der Schaaf M.Sc., director, resident at Bernadottelaan 24, 6865 BK Doorwerth, born in Menaldumadeel (NL) on the second of February nineteen hundred and thirty-four, married, as a board member

17. Mr Harmen Wieling M.Sc., engineer, resident at Eykmanstraat 1, 6706 JT Wageningen, born in Gorssel (NL) on the thirty first of October nineteen hundred and thirty-six, married, as a board member
18. Mr Peter Hofs M.Sc., university lecturer, resident at Leeuwerikstraat 1, 6666 CS Heteren, born in Heteren (NL) on the first of March nineteen hundred and fifty-two, married, as a board member.

Finally, I, the civil law notary, declare that the procedural requirements have been observed for all decisions required by Part 7, Volume 2 of the Civil Code and the amalgamated associations’ articles of association for bringing about the merger and that as far as other matters are concerned the relevant instructions in the aforementioned Part and the articles of association have been complied with.

The person appearing is known to me, the civil law notary.

WHERE the deed was executed in a single copy in Wageningen on the date stated at the front of this deed. After the person appearing before me had been informed of the pertinent points in this deed, he declared that he had familiarised himself with the contents of this deed and did not require the deed to be read out in full. After limited parts of this deed were read out, the deed was signed by the person appearing and by me, the civil law notary.

sgd. H. J. van 't Klooster R. G. Fierst van Wijnandsbergen

FOR TRUE COPY