

AMENDMENT OF THE STATUTES OF A SOCIETY UNDER DUTCH LAW

(Vereniging International Society for Animal Genetics)

On this fifteenth of March two thousand and eighteen,
there appeared before me, Derk Gerhardus Hoek, LL.M. (Master of Dutch Law),
hereinafter referred to as: "Civil-Law Notary", acting as deputy of Sjik Albert Bijma, LL.M.
(Master of Dutch Law), civil-law notary practising in Ede, the Netherlands:

Mr dr. Hendrik van Haeringen, residing at the address Jac. P. Thijsselaan 94, 3903 EE
Veenendaal, the Netherlands, born in Emmen, the Netherlands, on the twenty-ninth of
June nineteen hundred and forty-one, holder of a Dutch passport with number
NUHL76F94, married.

The person appearing declared the following:

On the twenty-first of July two thousand and seventeen, at the General Members Meeting
of the Society under Dutch law:

Vereniging International Society for Animal Genetics,

address: Jac. P. Thijsselaan 94, 3903 EE Veenendaal, the Netherlands,

registered in the Trade Register under number 30235351,

hereinafter referred to as: "**the Society**",

resolved to adopt the Statutes of the Society in full anew, after amendment.

The existence and contents of the abovementioned resolution has been proven
sufficiently to me, Civil-Law Notary, by means of a copy of the minutes of the
abovementioned meeting, which has been attached to this deed.

In connection with the above, the person appearing declared that he herewith re-adopted
the amended Statutes of the Society in full as follows:

ARTICLES**Name****Article 1**

The name of the Society is:

Vereniging International Society for Animal Genetics.

Registered office**Article 2**

The Society has its registered office in the Municipality of Veenendaal, the Netherlands.

Objects**Article 3**

1. The objects of the Society are: to stimulate scientific research and studies on animal
hereditary research, and to facilitate the exchange of ideas and materials between
researchers.

2. The Society shall endeavour to achieve the above objects *inter alia* by:

- organizing conferences;
 - organizing International Comparison Tests; and,
 - doing all that which is either directly or indirectly connected with the above objects or may be conducive thereto;
- all this in the broadest sense of the words used.

Members / Affiliated Institutions

Article 4

1. The Society has ordinary members, honorary members and fellows. Where these Statutes refer to members or becoming a member, this includes ordinary members, honorary members and fellows, unless stated otherwise.
2. Ordinary members are those who have registered in writing as members to the Board and have been admitted as a member by the Board. This appears from a statement issued by the Board.
In case of non-admission by the Board, the General Members Meeting may yet resolve in favour of admittance.
Only natural persons can be members of the Society.
3. **Honorary Members**
 - a. Honorary members of the Society are natural persons with status in the field of the objects of the Society, who have been appointed as honorary members by the General Members Meeting on recommendation of the Board.
 - b. A resolution to appoint a person as honorary member shall require at least two-thirds of the valid votes cast, irrespective of the number of members entitled to vote present or represented at the meeting.
 - c. Honorary members shall have the right to vote, and are appointed for life.
Subject to the provisions of Article 8 paragraph 3 below, honorary members do not have any financial obligations towards the Society.
4. **Fellows**
 - a. Fellows are individuals that have been members of the Society for a minimum of ten years, are who because of their extraordinary achievements for the Society have been nominated by the General Members Meeting and have been appointed by the Board.
 - b. A resolution to appoint a person as a fellow shall require a majority of the valid votes cast.
 - c. Fellows are elected for life and have no privileges.
5. Besides ordinary members, the Society also has affiliated institutions. Affiliated institutions are those organizations and legal entities that after payment of entrance fees have the right to participate in international comparison tests.
Affiliated institutions do not have the right to vote in the General Members Meeting, but they are invited to attend. A representative of an affiliated institution may vote in

the workshops about comparison tests organized by a standing committee so that the affiliated institutions may indirectly advise the Board and the Society.

Donors

Article 5

1. Donors are those individuals who have declared their willingness to provide financial support to the Society by means of a minimum contribution to be determined by the General Members Meeting and who have been admitted as such by the Board.
2. Donors shall have no rights or obligations other than those that are granted or imposed in or under the present Statutes.
3. The above rights and obligations of a Donor can be terminated at any time by the Donor in question and /or by the Board by means of a written notification, except that payment of the annual contribution over the as then current membership year will remain due in full.

Suspension

Article 6

1. The Board is authorized to suspend a member for a maximum period of one month in the event that said member has repeatedly acted in contravention of his/her membership obligations or that member's actions or conduct have seriously damaged the interests of the Society.
2. During the period of the suspension the member concerned is not allowed to exercise any membership rights, but shall remain subject to all its obligations.

Termination of Membership

Article 7

1. A member's membership will end:
 - a. by death of said member; if the member is a legal person, its membership ends upon cessation of its existence;
 - b. upon notice of termination by said member;
 - c. upon notice of termination on the part of the Society;
 - d. upon expulsion.
2. Notice of termination of membership by a member can only be given with effect as from the end of the then current membership year and with due observance of a notice period of at least one month.

In the event that said notice is not submitted in a timely manner and/or in writing, membership shall continue until the end of the next membership year, unless the Board resolves otherwise.

After a notice of termination, membership shall end with immediate effect, however:

 - a. if it is not reasonable to expect the member to continue the membership;
 - b. within one month after a resolution to restrict the rights of members or to increase their obligations has become or made known a member, unless it regards a

change of financial rights and/or obligations;

- c. within one month after the member has been informed of a resolution to convert of the Society into another legal form, or to merge, demerge or split-up the Society.

3. Termination of membership by the Society shall be effected by the Board with effect as from the end of the then current membership year, with due observance of a notice period of one month:

- if a member fails to perform his/her obligations towards the Society;
- if a member ceases to comply with the requirements of the then prevailing Statutes pertaining to membership;
- if it reasonably cannot be expected from the Society to continue the membership.

Notice of termination must be given in writing while giving the reason(s).

In the event that said notice is not submitted in a timely manner and/or in writing, membership shall continue until the end of the next membership year.

Notice of termination may result in immediate termination of the membership, however, in the event that it is not reasonable to expect the Society to allow the membership to continue.

4. Expulsion from membership can only be pronounced if a member contravenes the Statutes, by-laws or a resolution adopted by the Society, or if a member causes unreasonable damage to the interests of the Society. Expulsion shall be effected by the Board, and the Board shall inform the member concerned of the resolution as soon as possible, while stating the reason(s).

5. The member concerned is free to appeal at the General Members Meeting against a resolution to end the membership on the part of the Society as well as against a resolution for expulsion from the membership, within one month upon receipt of notification thereof.

The resolution adopted by the General Members Meeting in respect of the appeal referred to in the previous sentence shall require a majority of at least two-thirds of the valid votes cast, irrespective of the number of members having the right to vote that are present or represented at the meeting.

The member shall be suspended during the period for lodging an appeal and pending the appeal.

6. In the event that a membership ends in the course of a membership year, the annual contribution for the relevant membership year shall nevertheless remain due in full, unless the Board resolves otherwise.

Financial Resources

Article 8

1. The financial resources of the Society may be comprised of contributions from donors, ordinary members and affiliated institutions, any acquisitions from inheritances,

legacies and donations, and, finally, any other revenues.

2. The ordinary members and affiliated institutions shall be held to pay an annual contribution to be determined by the General Members Meeting.

Members may be classified into categories with varying contributions.

3. The General Members Meeting may resolve to impose an apportioned levy on its members.

The provisions set out in the second sentence of paragraph 2 shall apply thereto *mutatis mutandis*.

4. The Board shall be authorised in special circumstances to grant a full or partial exemption from the obligation to pay contribution.

Composition and Appointment of the Board

Article 9

1. The Board consists of an odd number of persons of at least three (3) persons and at most seven (7) persons.

The General Members Meeting determines the number of Board Members.

2. The Board Members shall be appointed by the General Members Meeting from the members of the Society.

3. Board Members are appointed for a period of at most four (4) years. The Board Members shall resign according to a schedule to be drawn up by the Board. A Board Member who resigns in accordance with the schedule may be reappointed once,

regardless of the duration of the Board membership.

The Board Member appointed in an interim vacancy shall in the schedule take the place of the person in whose vacancy he was appointed in the schedule.

4. In the event that the number of Board Members has fallen below the minimum number set out in paragraph 1, the Board shall nevertheless continue to be competent.

The Board shall be held, however, to put the matter of filling a vacancy or vacancies on the agenda of the next General Members Meeting, or if the number of Board Members has fallen below the minimum number set out in paragraph 1, the Board shall be held as soon as possible to convene a General Members Meeting for the purpose of filling any such vacancy or vacancies.

5. The Board may let itself be assisted by ex officio members who do not have voting rights or right of representation in the Board or within the Society. The ex officio members may be invited by the Board to attend the Board meetings and to advise the Board.

The ex officio members will be appointed by the Board by position and by region for a period of at most eight (8) years. The duties and powers of the ex-officio committee members must be described in the by-laws.

Board Positions and Board Meetings

Article 10

1. The President, secretary and treasurer of the Board shall be appointed in office by the General Members Meeting.
The offices of secretary and treasurer may be held by one and the same person.
2. Board meetings shall be held at the place specified in the notice convening the meeting.
3. Each year at least one Board meeting shall be held.
4.
 - a. Any further Board meetings shall be held whenever the President thinks fit or upon written request to the President on the part of one or more other Board Members, specifying in detail the business to be transacted.
 - b. In the event that the President does not accede to that request, or does accede but in such a manner that the meeting cannot be held within three weeks upon said request, the requester(s) themselves shall be authorized to convene a meeting with due observance of the required formalities.
5. A meeting shall be convened by the President or the secretary – except in case of the provisions set out above in paragraph 4 sub b - by sending a notice convening the meeting, at least seven days in advance, not counting the day of the convocation and the day of the meeting.
6. The convening notices shall in addition to the place and time of the meeting state the issues to be discussed and the proposals regarding which a resolution has to be adopted.
7. Meetings shall be presided by the President of the Board. In his/her absence, the Board shall designate one of its members to act as President. If it is not possible to appoint a President in the above manner, the meeting shall be presided by the Board Member present who is most senior in age.
8. Minutes of the meetings are taken by the secretary or by one of the other attendants requested by the President, and in such a manner that the proposal and the resolution are included therein verbatim.
The minutes shall be adopted at the same meeting or at the next meeting, and will in confirmation thereof be signed by the President and the secretary of that meeting.

Board Resolutions

Article 11

1. The Board is only authorized to adopt a resolution at a meeting in the event that a majority of the Board Members who are in office are present or represented at the meeting. Resolutions can only be adopted regarding subjects that have been placed on the agenda.
2. A Board Member can let himself be represented at a meeting by another Board Member by means of written proxy, the adequacy of which shall be decided by the President of the meeting.

In case of the above, a Board Member can act as proxy holder for only one other Board Member.

3. In the event that the rules prescribed in the Statutes for convening and holding meetings have not been observed, valid resolutions pertaining to all matters coming up for discussion may nevertheless be adopted, provided that said resolutions are adopted unanimously and provided that all Board Members who are in office are present or represented at the meeting.
4. Decision-making by Board Members may take place in a manner other than at a meeting, provided that this occurs in writing (including all forms of written transfer of text such as e-mail), all Board Members state their decision, none of them opposes such manner of decision-making and the resolution is adopted with the majority prescribed in these Statutes for the relevant resolution. The requirement of in writing is also fulfilled if the resolution has been recorded in writing while stating the manner in which each of the Board Members has voted.
The secretary shall prepare records of any resolution adopted in this manner, which shall be appended to the minutes after co-signing by the President.
5. Each Board Member who is not suspended shall have the right to cast one vote.
6. Insofar as the present Statutes do not prescribe a greater majority, all resolutions adopted by the Board shall be adopted with the absolute majority of the valid votes cast.
7. In the event of there being an equality of votes, the provisions set out in Article 19 paragraphs 3 & 4 shall apply *mutatis mutandis*.
8. All votes in a meeting shall occur orally or by show of hands, unless one or more Board Members require a written vote prior to the vote.
Written voting shall take place by means of unsigned, closed voting papers.
The resolutions shall not be adopted until after the text of the proposal has been recorded verbatim.
9. Blank and/or invalid votes shall be deemed to have not been cast.
Blank or invalid votes and abstentions shall be included in the determination of a quorum.
10. The President's opinion pronounced at a meeting regarding the outcome of a vote shall be final and decisive. The same applies for the content of the adopted resolution, insofar as voting took place on a proposal that was not recorded in writing.
In the event that the correctness of the President's opinion is challenged immediately after it has been pronounced, a new vote will be taken if the majority of the meeting expresses the wish to do so, or, in the event that the original vote was not by way of a poll or by ballot, a new vote will be taken if one person present and having the right to vote should express the wish to do so. The new vote will nullify the legal consequences of the original vote.

End of Board Membership

Article 12

1. A person shall cease to be a Board Member:
 - a. upon termination of membership of the Society;
 - b. upon dismissal, this with due observance of the provisions set out hereinafter in the paragraphs 2 and 3;
 - c. upon the resignation of a Board Member, this with due observance of the provisions set out hereinafter in paragraph 4;
 - d. upon expiry of the term of office for which the Board Member was appointed;
 - e. upon his/her death.
2. Board Members can at all times be suspended and/or dismissed by the General Members Meeting, while stating the reason(s) for that.
A resolution to suspend or dismiss a Board Member shall require a majority of at least two-thirds of the valid votes cast, irrespective of the number of members having the right to vote that are present or represented at the meeting.
3. A suspension will be lifted in the event of failure on the part of the General Members Meeting to resolve to dismiss within three months thereafter. The suspended Board Member shall be given an opportunity to account for his/her actions at the General Members Meeting and may be assisted in that by a legal counsel.
4. A Board Member may resign at any time, provided that he/she does so in writing and with due observance of a notice period of at least three months.

Powers of the Board

Article 13

1. The Board is charged with the management of the Society.
2. The Board is authorized to enter into agreements pertaining to the acquisition, alienation or encumbrance of registered property, but not to enter into agreements under which the Society binds itself as a surety or as a joint and several co-debtor, under which it warrants the performance of a third party or under which it binds itself to provide security for the debt of a third party.
3. The Board shall be held to take out a directors' and officers' liability insurance.

Representation

Article 14

The Society is represented by the Board and also by:

- a. either the President acting together with the secretary;
- b. or the President acting together with the treasurer;
- c. or the secretary acting together with the treasurer.

If more than one office is held by one and the same person, this does not lead to it that the Society can only be represented by that person.

Financial Year and Annual Financial Statements**Article 15**

1. The financial year of the Society coincides with the calendar year.
2. The Board shall be held to keep records of the financial position of the Society and of everything relating to the Society's activities in accordance with the requirements arising from said activities, and to keep the relevant books, records and other data carriers in such a way that from the above cognizance of the rights and obligations of the Society can be taken at all times.
3. At least one General Members Meeting must be held per annum (the Annual Meeting), which must be held within six months of the end of the Society year, except in case of extension of said term by the General Members Meeting. During said General Members Meeting the Board shall present its annual report regarding the nature of the activities of the Society and the policies pursued by it. The Board shall present the meeting with the balance sheet and the statement of income and expenditure accompanied by explanatory notes on the documents for its approval. Said documents are referred to jointly hereinafter as: 'the Annual Financial Statements'.
4. The Annual Financial Statements shall be signed by the Board Members; in the event that one or more of their signatures are lacking, this shall be stated while giving the reason(s) for that.
After expiry of the abovementioned period, each member of the Society may take legal action against the joint Board Members to claim performance of the above obligations.
5. Regarding the fairness of the documents referred to in the previous paragraph, an opinion from a certified public accountant must be submitted to the General Members Meeting.
6. The General Members Meeting shall adopt the Annual Financial Statements. After the proposal to adopt the Annual Financial Statements has been discussed, the proposal shall be made to the General Members Meeting to discharge to the Board Members for the policy pursued by them in the relevant Society year, in so far as that policy is apparent from the Annual Financial Statements of that policy has been made known to the General Members Meeting.
7. The data stored on a data carrier, with the exception of the paper version of the balance sheet and the statement of income and expenses, may be transferred to and stored on another data carrier, provided that the transfer takes place with accurate and complete reproduction of the data, and that the data remain available during the full retention period and can be made readable within a reasonable period of time
8. The Board shall be held to keep the documents as referred to in paragraph 1 and the balance sheet and statement of income and expenses during the period of time referred to in Article 2:10 of the Dutch Civil Code, currently being seven years.

General Members Meetings

Article 16

1. General Members Meetings shall be convened by the Board as often as the Board thinks fit or is required to pursuant to the law or the present Statutes.
2. Upon the written request of a number of members representing at least one-tenth of the voting rights of a General Members Meeting at which all members are represented, the Board shall be held to convene a General Members Meeting within at most four weeks after the filing of the request.
In the event that the Board has not acceded within fourteen days to said request, the requesters themselves may convene a General Members Meeting in the same manner in which the Board convenes General Members Meetings. The requesters may in that case charge others than Board Members to preside the General Members Meeting thus convened and to take the minutes.
3. The convening of the General Members Meeting shall be effected by written notice to the members addressed to the addresses (including email addresses) of the members according to the members register, at least fourteen days before the day of the meeting, while adding the agenda.
4. The issues to be discussed shall be stated in the convening notice.
5. General Members Meetings shall be held in the place specified in the notice convening the meeting.

Admittance and Voting RightsArticle 17

1. Admittance to the General Members Meeting shall have those members who are not suspended and those who have been invited by the Board and/or by the General Members Meeting.
A suspended member shall only be admitted to the General Members Meeting at which his/her suspension will be discussed, and has the right to speak on that matter only.
2. Each member of the Society who is not suspended has the right to cast one vote.

President of the General Members Meeting and MinutesArticle 18

1. The President, the secretary and the treasurer of the Board shall also act in their respective capacities at the General Members Meeting. In the President's absence, the Board shall designate one of the Board Members to act as President. If it is not possible to designate a President in the above manner, the General Members Meeting shall designate its own President.
2. Of that which transpires at each meeting, minutes will be drawn up by the secretary or by another person appointed by the President, in such a manner that the proposal and the resolution are included verbatim therein.
The minutes shall be adopted at the same or at the next General Members Meeting,

and will in evidence thereof be signed by the President and the secretary of that meeting. The contents of the minutes shall be brought to the attention of the members.

Adoption of Resolutions at a General Members Meeting

Article 19

1. All resolutions of the General Members Meeting shall be adopted by an absolute majority of the valid votes cast, unless a greater majority is required by the Statutes or is prescribed by law.
2. Blank and invalid votes shall be deemed to have not been cast.
3. If in case of an election of persons none of the candidates obtain an absolute majority of votes, a second vote will be held. In the event that in the second vote again none of the candidates obtains an absolute majority, revotes will be held until either an absolute majority is obtained by one candidate, or if voting was between two candidates and the votes tie.

In the case of revotes as mentioned above (which do not include the second vote), voting continues between the persons who received votes in the previous vote; the person with the least number of votes in the previous vote will be eliminated, however. In the event that more than one person obtains the least number of votes in that round of voting, lots shall determine which person shall be eliminated for the next vote. If the votes tie in a vote between two persons, lots shall decide which of them is elected.

4. If the votes tie in a vote regarding matters, the proposal has been rejected.
5. All votes in the General Members Meetings shall be cast orally or by a show of hands, unless the President desires a written vote or at least such number of members as are entitled to cast one tenth of the votes in that General Members Meeting request the same.

Written voting shall take place by means of unsigned closed voting papers.

Resolutions may also be adopted by acclamation, unless a vote by roll call is demanded by a person with the right to vote.

6. The result of the vote will be announced by the President at the General Members Meeting.

The opinion delivered by the President at the General Members Meeting regarding the result of the vote shall be decisive. The same applies for the content of an adopted resolution, if a vote takes place regarding a proposal that was not laid down in writing.

In the event that the correctness of the President's opinion is challenged immediately after it has been pronounced, a new vote shall be taken if the majority of the meeting expresses the wish to do so, or, in the event that the original vote was not by way of poll or by ballot, if one person present and having the right to vote expresses the wish to do so. The new vote will nullify the legal consequences of the original vote.

7. Provided that all members having the right to vote are represented at a General Members Meeting, valid resolutions can be adopted, including such resolutions as set out in the Articles 20, 22 and 23, regarding all matters brought up for discussion, even if one or more of the rules that pertain to convening the meeting or any other such formalities have not been observed, on the condition that the above resolution is adopted unanimously and with the prior knowledge of the Board.
8. A unanimous resolution adopted by all the members having the right to vote, including resolutions such as those set out in the Articles 20, 22 and 23, whether or not at a meeting, shall have the same force as a resolution adopted by General Members Meeting, provided that it is adopted with the prior knowledge of the Board. That resolution may also be in writing.
9. Voting may also take place by e-voting or by any other technological means.

By-Laws

Article 20

1. The General Members Meeting can adopt and amend by-laws to regulate matters for which the present Statutes fail to provide or fail to provide for in full.
2. The by-laws must not be in contravention of the law, also where the law has no compulsory force, nor in contravention of the present Statutes.
3. The provisions set out in Article 22 paragraphs 1, 2, 3 and 4 shall apply *mutatis mutandis*.

Scientific Working Groups

Article 21

The Society has working groups that are especially concerned with certain animal species and with certain scientific elements of heredity.

New working groups may be proposed by the members of the Society, and these working groups will then hold workshops during the conferences of the Society. If a working group organizes such a workshop at two consecutive conferences, it may request the Board to be officially recognized as such.

The Board will submit the request to the General Members Meeting, which will decide thereon.

If a working group does not organize a workshop at two consecutive conferences, the Board will dissolve that working group.

The duties, powers and obligations of the working groups shall be elaborated further in the by-laws.

Amendment of these Statutes, Merger, Demerger and Splitting Off

Article 22

1. Amendment of the Statutes of the Society can only occur subsequent to the adoption of a resolution by a General Members Meeting, the convocation notice to which shall announce the proposed amendment of the Statutes at said meeting. The convening

period shall be at least ten days prior to the date of the meeting.

2. Those who have convened the General Members Meeting to discuss a proposal to amend the Statutes, must at least five days before the meeting provide a copy of that proposal to the members, in which the proposed amendment (s) are included verbatim, and furthermore make it available for inspection by members at a suitable place for that until the end of the day on which the meeting is held.
3. An amendment of the Statutes shall not enter into force until after the drawing up of a notarial deed thereof. Each Board Member shall be authorized to have the notarial deed executed. Furthermore, the General Members Meeting may authorize one or more persons to let the notarial deed be executed.

Dissolution and Liquidation

Article 23

1. The Society can be dissolved by a resolution adopted by the General Members Meeting.
The provisions set out in Article 22 paragraphs 1 and 2 shall be applicable *mutatis mutandis*.
2. The liquidation shall be performed by the Board, unless the General Members Meeting resolves otherwise. Any credit balance remaining after the liquidation shall be used for such purposes as will be determined by the General Members Meeting which are most in keeping with the objects of the Society. The Liquidators shall transfer the remaining credit balance for those purposes.
3. After its dissolution, the Society shall continue to exist to the extent necessary for the liquidation of its assets. During the liquidation the provisions set out in these Statutes shall remain in force as much as possible.
In documents and announcements issued by the Society, the words "in liquidation" must be added to its name.
4. The books, records and other data carriers relating of the Society must upon liquidation be kept in custody by a natural or legal person to be designated by the liquidators for a period of seven years, or for so long as is prescribed by the law then.
The custodian of the above shall be the person designated as such by the liquidators.

Closing Provision

Article 24

All powers of the Society not accruing to the Board by virtue of the law or the present Statutes shall be vested in the General Members Meeting.

THUS LAID DOWN IN THIS DEED, executed in Ede, the Netherlands, on the date stated in the opening lines of this deed.

The person appearing is known to me, Civil-Law Notary.

The substance of this deed has been stated and explained to the person appearing. The person appearing declared that he had read the contents of the deed, that he agreed

therewith and did not require a full reading out thereof.

The present deed was then read out in a restricted form, and was signed immediately thereafter, first by the person appearing and then by me, Civil-Law Notary.

I, Gerardus Michael Buurman LL.M., sworn translator for the English language, sworn in at the District Court of Arnhem, The Netherlands, under petition no. 1633/1992, do solemnly and sincerely declare that the following is a true and full translation from Dutch into English made by me of the original document in the Dutch language hereunto annexed, which was submitted to me for translation, in testimony whereof I have hereunto set my hand this 5th day of June of the year two thousand and eighteen.



A handwritten signature in dark ink, consisting of a stylized, cursive letter 'B' followed by a long horizontal line extending to the right.