

Bylaws Board of Management

Eurotransplant International Foundation

Preamble

These bylaws have been drawn up in accordance with article 5.12 of the Articles of Association of Eurotransplant. The purpose of these bylaws is to establish the rules of operation and internal organization of the Board of Management, setting forth the principles that are to govern all action taken by the Board of Management and the rules of behavior to be observed by its members.

1. Article 1: Composition of the Board of Management

The Board of Management of Eurotransplant is made up of two natural persons:

- a general director, being the chairman of the Board of Management;
- a medical director.

2. Article 2: Appointment, suspension and dismissal

- 2.1. Eurotransplant shall enter into an employment agreement with the members of the Board of Management. The salary and other employment conditions of the members of the Board of Management will be determined by the Supervisory Board.
The guiding principles as laid down in the Standards for Remuneration Act (*Wet normering topinkomens*) and the Remuneration Code Directors Healthcare (*Beloningscode bestuurders in de zorg*) apply, provided that the Supervisory Board has the power to deviate from these regulations if, in the opinion of the Supervisory Board, this is desirable.
Besides payment of salary the members of the Board of Management shall have no rights to additional reimbursements other than costs incurred in performing their tasks as member of the Board of Management.
- 2.2. Members of the Board of Management can be suspended or dismissed in the event of inadequate performance, structurally irreconcilable differences of opinion, incompatibility of interest, or in other instances where this is deemed necessary in the judgment of the Supervisory Board.
- 2.3. The suspension or dismissal of members of the Board of Management shall take place in accordance with legal provisions and the provisions of the Articles of Association. The termination of the employment agreement shall automatically lead to the termination of the membership of the Board of Management according to article 6.1 under e. of the Articles of Association.
- 2.4. In case of a vacancy, the Supervisory Board shall take measures within a reasonable time to fill the vacant places on the Board of Management.

3. Article 3: General Director

- 3.1. The general director shall be chairman of the Board of Management and as such responsible for the good functioning of the Board of Management as a whole.
- 3.2. Alongside the coordination of the Board of Management's policy, the duties of the chairman shall include responsibility for:
 - a) the proper functioning of the Board of Management;
 - b) compliance with the applicable requirements of the internal organization within the Board of Management;
 - c) ensuring adequate time for obtaining advice, for discussion and for other aspects of preparation for decision-making in and reporting of the Board of Management's meetings, and supervision of the implementation of the decisions taken;
 - d) the preparation of budgets and policy plans in good time;
 - e) drawing up the draft annual accounts with the accompanying annual report, as well as sending these documents to the Supervisory Board;
 - f) chairing the meetings of the Board of Management;

- g) maintaining close and regular contact with the Supervisory Board, and especially its chairman and informing the other Board of Management member accurately and in good time of the outcome thereof;
 - h) ensuring the timely and adequate provision of information to the Supervisory Board members as required for the proper carrying out of their duties;
 - i) prepare the meeting of the Assembly, including the drafting of the agenda thereto;
 - j) interact with the Works Council in accordance with any such arrangements agreed with them from time to time.
- 3.3. If the chairman is unable to carry out his duties, the duties for which he is responsible shall be carried out by the other member of the Board of Management.

Article 4: Medical Director

The medical director shall be responsible for:

- a) the medical aspects and the quality of the allocation process;
- b) the quality, the process and the scientific evaluation of the registry;
- c) management of the Eurotransplant advisory committees;
- d) the consultation with the national healthcare committees controlling the functions of Eurotransplant.

Article 5: Duties of the Board of Management

- 5.1 The members of the Board of Management are collectively responsible for the general state of affairs concerning the Foundation. The duties and responsibilities of the members of the Board of Management have been set down in writing and approved by the Supervisory Board. They have divided their activities in such a way that primary responsibility has been established. This division forms a part of these bylaws and is attached as an appendix.
Each member of the Board of Management is responsible for the proper fulfillment of the duties assigned to him.
- 5.2 The members of the Board of Management are accountable for the performance of their duties to the Supervisory Board and shall perform their activities under the supervision of the Supervisory Board.
- 5.3 The duties of the Board of Management shall include:
- a. development of Eurotransplant's vision and mission;
 - b. the achievement of the Foundation's objectives;
 - c. ensuring that Eurotransplant has internal risk-management and control system;
 - d. managing Eurotransplant's movable and immovable property;
 - e. managing Eurotransplant's financial and other resources;
 - f. ensuring that the organization functions efficiently;
 - g. maintaining external contacts;
 - h. providing accommodation for Eurotransplant;
 - i. preparing and drawing up the budget, the annual accounts and the annual report;
 - j. drawing up a proposal for and implementing approved medium- and long-term policy plans;
 - k. instituting preliminary relief proceedings – as both plaintiff and defendant – and in general taking those legal measures which do not brook delay or are purely conservatory in nature;
 - l. handling, in general, all matters that can reasonably be deemed as being part of day-to-day management;
 - m. implementing a strategy for day-to-day communication.
- 5.4 The members of the Board of Management will attend the meetings of the Council of Administration and Council of Medicine and Science upon request.

Article 6: Meetings and decisions of the Board of Management

- 6.1 The Board of Management shall in principle meet once a week and furthermore as often as one of its members considers necessary or desirable. The meetings shall be held at Eurotransplant's

offices but may also take place elsewhere. Meetings may also be held by telephone or by means of videoconferencing, provided that both members can hear one another simultaneously. as often a deemed necessary for the proper functioning of the Board of Management. For each item on the agenda, an explanation in writing shall be provided, where possible, and/or other related documentation shall be attached.

- 6.2 The general director, being the chairman, shall chair the meetings. The chairman shall decide on the admittance at the meeting of persons other than the members of the Board of Management.
- 6.3 The chairman determines the agenda for each meeting. The other Board of Management member may submit agenda items for discussion to the chairman of the Board of Management. Urgent matters may be dealt with immediately at the request of the other Board of Management member or dealt with in an additional meeting.
- 6.4 Every member of the Board of Management has the right to cast one vote on each matter to be decided on by the Board of Management, without prejudice to the provisions in article 6.5 below.
- 6.5 The Board of Management shall adopt resolutions unanimously. If no consensus can be reached regarding a day-to-day management issue, the general director casts the deciding vote. If no consensus can be reached regarding an important strategic matter, the general director informs the chairman of the Supervisory Board in good time and consults with him.
- 6.6 Matters which concern the field of responsibility of an absent Board of Management member to a significant degree may only be the subject of decision-making in a meeting with his prior approval, unless in the chairman's opinion the matter in question cannot be postponed.
- 6.7 Minutes of the meetings of the Board of Management shall be drawn up as soon as possible and approved as a subsequent meeting.
- 6.8 Without prejudice to legal provisions or the provisions of the Articles of Association, the approval of the Supervisory Board is required for decisions of the Board of Management as described in article 7 below.

Article 7: Decisions to be approved by the Supervisory Board

- 7.1 The Board of Management shall submit the following decisions prior to the Supervisory Board for approval:
 - a) operational decisions of the Board of Management which fall beyond the limits of the budget and/or of the strategy determined by the Supervisory Board;
 - b) the establishment of the short- and long-term strategy of Eurotransplant;
 - c) the establishment of the budget of Eurotransplant;
 - d) content of insurance policy conditions and the selection of the insurer in connection with the managerial accountability of the Board of Management and the members of the Supervisory Board;
 - e) entering short or long-term contractual obligations representing a capitalized amount equal or greater than € 250.000, --;
 - f) the termination of employment of at least one tenth of the total workforce employed by Eurotransplant;
 - g) a proposal for a merger or division of Eurotransplant;
 - h) entering into or dissolution of a long-term partnership of Eurotransplant with another entity;
 - i) the accession of new member states to Eurotransplant;
 - j) the notice of bankruptcy and petition for suspension of payment of Eurotransplant;
 - k) a proposal for amendment to the bylaws of the Board of Management, the Council of Administration or the Council of Medicine and Science;
 - l) a proposal for amendments to the Articles of Association and/or dissolution of Eurotransplant.
- 7.2 The Supervisory Board may determine that other decisions of the Board of Management shall be submitted for its approval.

Article 8: Consultation with the chairman of the Supervisory Board

The chairman of the Board of Management shall consult regularly and timely with the chairman of the Supervisory Board concerning the general course of affairs and the policy to be followed by Eurotransplant. This consultation shall in any event take place before each meeting of the Supervisory Board, and furthermore when either the chairman of the Supervisory Board or the chairman of the Board of Management considers this desirable.

Article 9: Consultation with the Council of Administration and the Council of Medicine and Science

The Board of Management shall refer to the Council of Administration and the Council of Medicine and Science regularly and timely for advice and recommendations on areas of focus as mentioned in articles 17.1 and 13.1 of the Articles of Association.

Article 10: Rules of conduct

- 10.1 Each member of the Board of Management shall inform the other member of the Board of Management in a clear and timely manner about any major developments in the area of his responsibilities.
- 10.2 In all contacts with the Supervisory Board, Councils, Assembly and Committees, the members of the Board of Management shall act in an atmosphere of mutual trust and transparency.
- 10.3 In all their contacts with the responsible bodies within the Foundation, as well as with outside bodies and individuals, the members of the Board of Management shall be guided by and conform to the Eurotransplant Code of Conduct.

Article 11: Confidentiality

Members of the Board of Management shall treat all information and documentation acquired within the framework of their membership with the necessary discretion and, in the case of classified information, with the appropriate confidentiality. Classified information shall not be disclosed outside of the Board of Management, made public or otherwise made available to third parties, by current or former members of the Board of Management, unless it has been made public by Eurotransplant, or it has been established that the information is already in the public domain, or that publication is required on the basis of legal provisions or judicial decree against which an appeal is no longer possible.

Article 12: Amendment of regulations

Amendment to these bylaws may be made by a resolution of the Board of Management to that effect, subject to the prior approval of the Supervisory Board.

Article 13: Applicable legislation and forum

These bylaws are governed by the laws of the Netherlands. The courts of the Netherlands shall have exclusive jurisdiction to settle any dispute arising from or in connection with these bylaws including any dispute regarding the existence, validity, interpretation or termination of these rules.

Article 14:

The masculine pronouns used in these bylaws should be read as including the feminine.

Article 15: Publication

- 15.1 The bylaws were established at the meeting of the Supervisory Board held on September 23, 2020.
- 15.2 These bylaws came into force on September 23, 2020 and are placed on the website of Eurotransplant.

Appendix

Division of responsibilities

General Director

- Strategy
- ICT
- Finance
- Human resources
- Legal affairs
- Communications
- Quality assurance
- Facility management
- Company secretariat
- Works Council

Medical Director

- Allocation and medical administration
- Allocation development and advisory committees
- Biostatistics and data management
- Registry
- Quality assurance of the allocation process