

# Bylaws Supervisory Board

## Eurotransplant International Foundation

### Preamble

These bylaws have been drawn up in accordance with article 8.11 of the Articles of Association of Eurotransplant. They are complementary to the provisions regarding the Supervisory Board and the Supervisory Board members as laid down in applicable legislation and regulations, the Articles of Association of Eurotransplant and the rules pertaining to the relationship with the Board of Management as contained in the bylaws of the Board of Management.

The purpose of these bylaws is to provide guiding principles for the composition of the Supervisory Board, the tasks and responsibilities of the Supervisory Board, the appointment of the members of the Supervisory Board and the necessary expertise and knowledge of the individual members of the Supervisory Board.

These bylaws are published on the website of Eurotransplant.

### CHAPTER 1

#### 1. Article 1. Composition of the Supervisory Board, size and profile

- 1.1. The Supervisory Board shall consist of five (5) persons acting in the best interest of Eurotransplant. They will fulfil their obligations without a mandate and independently from other organizations, companies or individuals. Members of the Supervisory Board may not hold any posts or take any position that is incompatible with the interest of Eurotransplant  
The Supervisory Board will consist of:
  - a) Two (2) members with experience in the field of transplantation medicine;
  - b) One (1) member, being a financial expert with experience and knowledge of monitoring financial budgets;
  - c) One (1) member with proven experience and knowledge of business administration;
  - d) One (1) member with a background in IT technology, IT applications and IT systems.
- 1.2. The Supervisory Board shall prepare a profile of its scope and composition, considering the nature of the Foundation, its activities, the desired expertise and experience. The current Supervisory Board profile is attached as Annex 1.
- 1.3. The Supervisory Board shall endeavor to ensure, within the limits of its power, that it is at all time composed so that:
  - each of its members shall be capable of assessing the broad outline of the overall policy of the Foundation;
  - each Supervisory Board member has the specific expertise required to perform his duties within the framework of his role within the Supervisory Board profile;
  - its members can act critically and independently of one another, the Board of Management and any particular interest;
  - no more than two (2) members have the same nationality of an Eurotransplant member state;
  - at least three (3) Eurotransplant member states are represented in the Supervisory Board;
  - Preferably, no member shall have a leading supervisory or managerial role in any other organ donation, allocation or transplantation related organization or a National Competent Authority in an Eurotransplant member state.

## 2. Article 2. Appointment, re-appointment, term of office, suspension and resignation

- 2.1. The members of the Supervisory Board shall be appointed in the manner as determined in article 8.2 of the Articles of Association on the recommendation or nomination of the Supervisory Board, the Council of Administration or the Council of Medicine and Science.
- 2.2. A member of the Supervisory Board shall hold office for a maximum period of 4 years and shall thereafter be eligible for re-appointment, provided that no member shall hold office for more than a maximum of eight (8) years.
- 2.3. Members of the Supervisory Board shall retire periodically in accordance with a rotation plan to be drawn up by the Supervisory Board in order to avoid, as far as possible, a situation in which many Supervisory Board members retire at the same time. The current rotation plan is attached as Annex 2. The Supervisory Board may at any time amend the rotation plan. Amendments to the rotation plan, however, do not permit a sitting member of the Supervisory Board to remain in office for a longer period than appointed for.
- 2.4. According to article 8.12 paragraph d, a member of the Supervisory Board shall retire early in the event of unacceptable performance, structural incompatibility of interests and in any other instances where deemed necessary by the Supervisory Board.
- 2.5. In case of a vacancy, the Supervisory Board shall take measures within a reasonable time to fill the vacant places on the Supervisory Board.
- 2.6. The suspension or dismissal of Supervisory Board members shall take place in accordance with legal provisions and the provision of the Articles of Association.

## 3. Article 3. Chairman

- 3.1. The Supervisory Board shall appoint one of its members as chairman, in compliance with the provisions of article 9.1 of the Articles of Association.
- 3.2. The chairman of the Supervisory Board shall ensure that:
  - The members of the Supervisory Board receive, in good time, all information which is necessary for the proper exercise of their duties;
  - Sufficient time is available for the Supervisory Board's deliberations and decision making;
  - The members of the Supervisory Board and the Board of Management have their performance evaluated at least once a year;
  - The Supervisory Board's committees function properly.

## 4. Article 4. Administrative support

- 4.1. The Supervisory Board is assisted by the company secretary, to be appointed and dismissed by the Board of Management, subject to the prior approval of the Supervisory Board.
- 4.2. All members of the Supervisory Board shall have access to the advice and services of the company secretary.
- 4.3. The company secretary shall see to it that the correct procedures are followed according to these bylaws and that the Supervisory Board acts in accordance with its statutory obligations and its obligations under the Articles of Association. The company secretary shall assist the chairman in the organization of the affairs of the Supervisory Board. The company secretary shall ensure the disclosure on Eurotransplant's website of the information which qualifies for such disclosure pursuant to the law and the Articles of Association.

## 5. Article 5. Committees

- 5.1. The Supervisory Board may appoint standing and/or ad hoc committees from among its members, which are charged with tasks specified by the Supervisory Board. The composition of each committee is determined by the Supervisory Board. The membership of a committee will terminate automatically when the relevant member ceases to be a member of the Supervisory Board.
- 5.2. The committees prepare decisions of the Supervisory Board. A committee may only exercise such powers as are explicitly attributed or delegated to it and may never exercise

powers beyond those exercisable by the Supervisory Board as a whole. The Supervisory Board remains collectively responsible for decisions prepared or taken by the committees.

- 5.3. The Supervisory Board shall draw up regulations governing the committees' principles and best practices. These regulations shall indicate the role and responsibilities of the committee concerned, its composition and the way it performs its duties.
- 5.4. The Supervisory Board shall receive from each of the committees a report of its deliberations and findings.

## CHAPTER 2

### 6. Article 6. Duties and powers, relation with the Board of Management

- 6.1. The Supervisory Board is charged with the supervision of the policies of the Board of Management, the general course of affairs of the Foundation as well as to perform those tasks assigned under the Articles of Association. The Supervisory Board assists the Board of Management with advice. The Supervisory Board is responsible for the quality of its own performance.
- 6.2. The duties of the Supervisory Board shall include:
  - supervision, monitoring and advising the Board of Management on:
    - the achievement of Eurotransplant's goals;
    - the Eurotransplant's strategy;
    - the financial reporting process;
    - compliance with legislation and regulations.
  - approving the annual budget;
  - selection, appointment and dismissal of the members of the Board of Management, fixing the remuneration and contractual terms and conditions of employment of the members of the Board of Management;
  - selection, recommending, appointment and dismissal of the members of the Supervisory Board as mentioned in article 1.1. under c. of these bylaws;
  - evaluation and assessing the functioning of the Board of Management, the Supervisory Board and their individual members;
  - disclosing, complying with and enforcing Eurotransplant's governance structure.

### 7. Article 7. Supervision of financial reporting

The Supervisory Board supervises compliance with internal procedures established by the Board of Management for the preparation and publication of the Annual Accounts, the quarterly and half-yearly figures and ad hoc financial information.

### 8. Article 8. Remuneration

- 8.1. The remuneration of the Supervisory Board members is 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.
- 8.2. Members of the Supervisory Board shall be reimbursed for reasonable costs incurred in connection with their attendance at meetings. Any other expenses shall only be reimbursed, either in whole or in part, if incurred with the prior consent of the chairman, in line with Eurotransplant's financial policy.

## CHAPTER 3

### 9. Article 9. Frequency, notice, agenda and venue

- 9.1. The Supervisory Board shall meet as often as deemed necessary for the proper functioning of the Supervisory Board. The Supervisory Board shall meet at least four (4) times a year. Meetings shall

be scheduled as much as possible in advance. The Supervisory Board shall also meet earlier than scheduled if this is deemed necessary by the chairman of the Supervisory Board, two members of the Supervisory Board or at the request of the Board of Management.

- 9.2. Meetings of the Supervisory Board are in principle called by the company secretary, in consultation with the chairman. Save in urgent cases to be determined by the chairman, the agenda for the meeting shall be sent to all Supervisory Board members at least five (5) calendar days before the meeting. The chairman shall in principle consult on the content of the agenda with the general director and/or the company secretary prior to convening the meeting.
- 9.3. Each member of the Supervisory Board and the general director have the right to request that an item will be placed on the agenda for a meeting of the Supervisory Board.
- 9.4. The meetings of the Supervisory Board are generally held at the offices of Eurotransplant but may also take place elsewhere. In addition, meetings of the Supervisory Board may be held by conference call, video conference or by any other means of communication, provided that all participants can communicate with each other simultaneously.
- 9.5. If a member of the Supervisory Board is frequently absent from Supervisory Board's meetings, he shall be called to account for this by the chairman.

#### 10. Article 10. Decision-making of the Supervisory Board

- 10.1. The Supervisory Board can only adopt resolutions in a meeting at which at least the majority of its members is present or represented by a fellow member in writing, with the provision that members who have a conflict of interest shall not be taken into account when calculating this quorum. Every member may cast one vote. Blank ballot papers or spoilt ballot papers shall be regarded as not cast.
- 10.2. The Supervisory Board may also adopt resolutions outside a meeting, provided that the motion in question has been submitted to all of its members, and none of them has objected to this form of decision-making, provided that members who have a conflict of interests do not participate in the voting. The chairman shall prepare and sign a report of the resolution adopted in this manner, enclosing any written replies received. The adoption of resolutions outside a meeting must be reported at the next meeting of the Supervisory Board.
- 10.3. If the required number of Supervisory Board members is not present or represented by a fellow member in writing in a meeting of the Supervisory Board, then a new meeting shall be called, to be held after a minimum of one week and a maximum of one month, where, regardless of the number of members of the Supervisory Board present, the matters announced in the notice for the previous meeting shall be decided upon.
- 10.4. At least once a year, the Supervisory Board shall discuss:
  - Eurotransplant's strategy, the result of the evaluation by the Board of Management of the structure and operation of the internal risk management and control systems, as well as any significant changes thereto;
  - the functioning of the Supervisory Board, its committees and its individual members and the conclusions to be drawn on the basis thereof;
  - the desired profile, composition and competence of the Supervisory Board and its committees;
  - the functioning of the Board of Management and its individual members and the conclusions to be drawn thereof;
- 10.5. If a member has a conflict of interest, he/she shall refrain from voting and inform the chairman.

#### 11. Article 11. Decisions to be approved by the Supervisory Board

- 11.1. The Board of Management shall submit the annual accounts to the Supervisory Board for their approval.
- 11.2. The following decisions of the Board of Management shall in any event be submitted 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 mid- 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. accession of new Eurotransplant member states and termination of cooperation agreements with Eurotransplant member states;
  - 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.
- 11.3. The Supervisory Board may determine that other decisions of the Board of Management shall be submitted for its approval.

## CHAPTER 4

### 12. Article 12. Conflict of interest

A member of the Supervisory Board shall immediately report any conflict of interest or potential conflict of interest that is of material significance to Eurotransplant and/or to him, to the chairman and shall provide all relevant information, including information relating to the persons with whom he has a relationship under family law. The Supervisory Board shall assess, without the Member of the Supervisory Board concerned being present, whether a conflict of interest exists.

### 13. Article 13. Other positions

- 13.1. Members of the Supervisory Board shall limit the number and nature of their other positions to ensure due performance of their duties as members of the Supervisory Board.
- 13.2. The members of the Supervisory Board must inform the chairman of the Supervisory Board and the company secretary of their other positions which may be of importance to Eurotransplant or the performance of their duties before accepting such positions. If the chairman determines that there is a risk of a conflict of interest, the matter shall be discussed by the Supervisory Board in accordance with article 12 of these bylaws. The company secretary shall keep a list of the external positions concerned of each member of the Supervisory Board.

### 14. Article 14. Confidentiality

Members of the Supervisory Board 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 Supervisory Board, made public or otherwise made available to third parties, by current or former members of the Supervisory Board, 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.

### 15. Article 15. Governing laws and jurisdiction

- 15.1. Anyone who is appointed as a member of the Supervisory Board must, upon assuming office, declare in writing that he accepts and agrees to the contents of these bylaws and the Eurotransplant Code of Conduct.
- 15.2. These bylaws may be amended by the Supervisory Board at its sole discretion without prior notification. Where these bylaws are inconsistent with the Articles of Association, the latter will prevail. Prior to the amendment of these bylaws the Board of Management shall be consulted. Amendments to these regulations may only be made by a resolution of the Supervisory Board to that effect in a meeting at which at least two thirds of the Supervisory Board are in attendance.
- 15.3. 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.

**16. Article 16.**

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

**17. Article 17. Establishment and publication of these regulations**

These bylaws were established at the meeting of the Supervisory Board held on September 23, 2020. These bylaws come into force on September 23, 2020.