



In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

DEED OF AMENDMENT TO STATUTES
STICHTING EUROPEANA

2014S6644TO.AME.ST

On the tenth day of September two thousand and fifteen appeared before me, Paul Robert Schut, civil law notary in Amsterdam:

Thijs Paul Heino Olthoff, officiating at Piet Heinkade 229, 1019 HM Amsterdam, born in Hilversum on the twenty-fifth day of July nineteen hundred and seventy-seven.

The person appearing declared:

- I. The Statutes (*statuten*) of **Stichting Europeana**, a foundation (*stichting*) under the laws of the Netherlands, having its corporate seat in 's-Gravenhage, the Netherlands, and its address at Prins Willem-Alexanderhof 5, 2595 BE 's-Gravenhage, the Netherlands, registered with the Trade Register under number 27307531 (hereinafter referred to as: the "**Foundation**"), were lastly established by a deed of amendment executed on the fourteenth day of October two thousand and ten before Paul Robert Schut, aforementioned.
- II. By written resolution of the Governing Board (the Foundation's board in the sense of section 2:291 of the Netherlands Civil Code) dated the twenty-ninth day of June two thousand and fifteen, it has amongst other things been resolved:
 - a. to amend the Statutes of the Foundation as mentioned below, and
 - b. to authorise the person appearing to execute the notarial deed amending the Statutes of the Foundation.

A copy of the board resolution has been attached to this deed.

- III. The Supervisory Board of the Foundation has granted its approval to the present amendment to the Statutes.

A copy of such resolution has been attached to this deed.

The person appearing, acting in said capacity, declared hereby to completely amend the Statutes of the Foundation, laying them down as follows:

STATUTES (STATUTEN).

Definitions.

Article 1.

Content

information regarding Europe's cultural and scientific heritage in digital form.

Governing Board

the Management Board of the Foundation in the sense of section 291, chapter 6 of Book 2 of the Netherlands Civil Code, as described in article 5.



Governing Board Bylaws	bylaws (<i>reglement</i>) of the Governing Board as adopted in accordance with Article 12 paragraph 1.
Foundation	the foundation (<i>stichting</i>), the internal organisation of which is governed by these Statutes (<i>statuten</i>).
in writing	by letter, by telecopier, by e-mail, or by a legible and reproducible message otherwise electronically sent, provided that the identity of the sender can be sufficiently established.
Vereniging Europeana	Vereniging Europeana Network, an association (<i>vereniging</i>) under the laws of the Netherlands, having its corporate seat in 's-Gravenhage, the Netherlands.
Founders	the European organizations who are acknowledged through legal process as founders of the Foundation, being: Biblioteca Nacional de España, Bibliothèque nationale de France, Institut National de l'Audiovisuel, France, National Library of the Netherlands and the Ministerio de Educacion, Cultura y Deporte.
European Association of Content Holders	a European organization established to represent its members, and whose members are active users, end users or professionals operating in or with an interest in digital Cultural Heritage.

Name and registered seat.

Article 2.

1. The name of the Foundation is: **Stichting Europeana**.
2. The Foundation has its corporate seat in 's-Gravenhage (The Hague, The Netherlands).

Objects.

Article 3.

The operations and activities of the Foundation are built on common based values: Usable, Mutual and Reliable. These values underpin the Foundation, led by its Governing Board with the support of the members of Vereniging Europeana, to work towards its objectives, being to:

- make Europe's cultural and scientific wealth available for everyone;
- provide access to and use of Europe's cultural and scientific heritage through the Europeana platform and its user channels;
- work with museums, archives, audio-visual collection and libraries as well as users of Europeana's services to deliver the Europeana platform and make it sustainable;
- encourage active engagement and use of Europe's cultural heritage resources;
- make items that have been digitized or that are born digital available via Europeana;
- encourage and support the digitization of more of Europe's cultural and scientific heritage;
- encourage and support the concept of the public domain;
- accelerate and support innovation in cultural institutions, sharing and building on existing knowledge;
- advocate the concept of the public good in the relationship between users and stakeholders;
- support competitiveness in Europe by making as much cultural heritage available as possible.



The Foundation does not have the object of making profit.

Assets.

Article 4.

1. The financial resources of the Foundation shall be brought together by and fall under the care of the Governing Board. These include one-off or periodical contributions, subsidies, donations, testamentary dispositions, legacies and all other revenues.
2. The financial resources shall be managed by the Treasurer, who shall be responsible for that management.

Governing Board.

Article 5.

1. The Governing Board shall consist of seventeen (17) natural persons.
If the number of members of the Governing Board is less than seventeen (17), the Governing Board remains authorized. The Governing Board, however, is required as soon as possible, subject to the provisions of these Statutes, to fill the vacant position(s).
2. With due observance to the provisions of paragraphs 3 and 4 of this Article and the Governing Board Bylaws, the members of the Governing Board will be appointed as follows:
 - (i) six (6) members of the Governing Board shall be appointed by Vereniging Europeana from its Management Board;
 - (ii) two (2) members of the Governing Board shall be appointed by the Founders, to represent the Founders; and
 - (iii) nine (9) members of the Governing Board shall be appointed by the Governing Board, whereby:
 - (a) one (1) member shall be appointed as representative of the European Union Member State holding the position of Presidency of the Council of the European Union;
 - (b) four (4) members shall be appointed as representatives of European Associations of Content Holders; and
 - (c) four (4) members shall be appointed experts to act as representatives of specific skills or expertise as determined by the Governing Board.
3. When composing the Governing Board, the following shall be taken into account:
 - (i) at least one (1) but no more than five (5) members of the Governing Board can be employed by or representatives from non-public institutions;
 - (ii) the composition of the Governing Board must be so that the Governing Board is equipped to implement the strategic business plan of the Foundation;
 - (iii) at least eight (8) of the members of the Governing Board shall be citizens of European Union Member States;
 - (iv) only persons who perform work or who are employed by entities or institutions working in the area of the objects of the Foundation as set out in Article 3 can be appointed as member of the Governing Board.



4. Members of the Governing Board shall be appointed for the period of two years and they shall be eligible for reappointment once for a second consecutive period of two years. Without prejudice to the previous sentence, the Chair and the Vice-Chair can be reappointed for a third consecutive period of two years.
5. The Governing Board will appoint the Chair, the Vice-Chair and the Treasurer from amongst its members. The position of Vice-Chair and Treasurer may be held by the same person.
6. The membership of the Governing Board will end by:
 - i) the expiry of the period for which the relevant member of the Governing Board has been appointed, or by his earlier resignation in accordance with a resignation roster;
 - ii) death of the relevant Governing Board Member;
 - iii) the relevant Governing Board Member being declared bankrupt or being granted suspension of payments;
 - iv) the relevant Governing Board Member being placed under guardianship or losing the right to dispose of his capital in any other manner;
 - v) the relevant Governing Board Member in the event of inadequate performance;
 - vi) resignation in writing of the relevant member of the Governing Board;
 - vii) dismissal of the relevant member of the Governing Board by (i) Vereniging Europeana, if such member of the Governing Board was appointed by Vereniging Europeana, (ii) the Founders, if such member of the Governing Board was appointed by the Founders, or (iii) by the Governing Board, if such member of the Governing Board was appointed by the Governing Board.The reasons for the dismissal will have to be laid down in writing.
7. The Governing Board may appoint observers who shall have the right to attend all meetings of the Governing Board. Observers shall not be members of the Governing Board. Observers may be appointed with observance of the following:
 - a. observers may be nominated for appointment by any member of the Governing Board, subject to approval of the majority of the members of the Governing Board;
 - b. up to two (2) observers may be appointed to represent the European Union Member State holding the position of President of the Council of the European Union, of which one shall represent the respective Member State's predecessor and one shall represent its successor;
 - c. any former member of the Governing Board may be appointed observer; and
 - d. one (1) observer may be appointed to represent the European Commission.
8. The remuneration of the members of the Governing Board is restricted to an expense allowance or a minimum attendance fee.

Governing Board; the decision-making process.

Article 6.

1. Every member of the Governing Board will have one vote.



2. Unless otherwise provided in these Statutes, all resolutions of the Governing Board will be adopted by a simple majority of the votes cast in a meeting where more than half of the members of the Governing Board are present or represented.
3. Abstentions will be deemed not to have been cast.
4. In the event of a tied vote, the Chair of the Governing Board will have a casting vote.
5. All voting will be conducted orally. The Chair may however resolve that votes must be cast in writing or by electronic means.
6. If, in a Governing Board meeting, all members of the Governing Board who are in office are present, valid resolutions may be adopted concerning any issues or subjects brought up for discussion, provided that those resolutions are adopted unanimously. This also applies if the requirements set by these Statutes or by Governing Board Bylaws for calling and holding meetings have not been met.
7. The contemporaneous linking together by audio communication facilities of Governing Board members, wherever in the world they are, shall constitute a meeting of the Governing Board for the duration of the connection, unless a Governing Board member objects thereto.
8. Resolutions of the Governing Board may, instead of at a meeting, be passed in writing, provided that all Governing Board members are familiar with the resolution to be passed and none of them objects to this decision-making process.
9. All that which regards the meetings of and the decision making in the Governing Board and that is not arranged for in these Statutes shall be arranged in the Governing Board Bylaws.
10. The Governing Board may delegate certain decisions to the daily management of the Foundation, which consists of the Chair, Vice-Chair and Treasurer or their nominated representatives.

Tasks of the Governing Board.

Article 7.

1. The Governing Board is charged with the management of the Foundation, including the governance and the financial and strategic directions of the Foundation.
2. The Foundation's Executive Director as referred to in article 8 paragraph 2, who shall not be a member of the Governing Board, will be appointed, suspended and dismissed by the Governing Board and may also be evaluated by the Governing Board.
3. The Governing Board shall have the power to adopt resolutions to enter into agreements:
 - a. to acquire, alienate or encumber registered goods;
 - b. by which the Foundation binds itself as a guarantor or as a severally liable joint debtor;
 - c. by which the Foundation guarantees the performance of any obligation by a third party;
 - d. by which the Foundation binds itself to provide a security for a debt of a third party.

Representation.

Article 8.



1. The Foundation will be represented by the Governing Board. The right to represent the Foundation will also be vested in two members of the Governing Board acting jointly.
2. The Governing Board may also grant in writing one or more of its members or one or more third parties, either jointly or individually, a power of attorney, permanent or otherwise, to represent the Foundation within the restrictions laid down in that power of attorney. One of the proxy holders can be designated as the Foundation's Executive Director.

Financial year and annual accounts.

Article 9.

1. The Governing Board is required to keep records of the financial condition of the Foundation and of all matters related to the activities of the Foundation, in accordance with the requirements arising from those activities, and to keep the related books, records and other data carriers in such a way, that the rights and obligations of the Foundation are all times apparent.
2. The Foundation's financial year shall coincide with the calendar year.
3. Within six months after the end of each financial year, the Treasurer shall draw up a full set of accounts concerning that financial year, to be submitted to the Governing Board for adoption.
4. The documents referred to in paragraph 3 may be audited by an accountant, as described in section 393 of Book 2 of the Netherlands Civil Code, who will report to the Governing Board on his findings and record the outcome of his audit in a statement.
5. The adoption of the annual accounts by the Governing Board shall discharge the Treasurer in respect of all actions mentioned in the annual accounts.
6. The Governing Board is required to keep all the documents referred to in the preceding paragraphs for a period of seven years.
7. In the last three months before the start of the next financial year, the Governing Board shall draw up a budget for that financial year.

Amendments to the Statutes.

Article 10.

1. The Governing Board is authorised to amend these Statutes.
2. A resolution by the Governing Board to amend the Statutes will require a majority of two-thirds of the votes cast at a meeting in which two-thirds of the members of the Governing Board are present or represented.
3. The notice convening a meeting at which an amendment to the Statutes is to be considered, must enclose a copy of the proposal quoting the verbatim text of the proposed amendment.
4. Amendments to the Statutes shall be laid down in a notarial deed. Every member of the Governing Board is authorised to have such a deed executed.

DISSOLUTION.

Article 11.

1. The Governing Board is authorised to dissolve the Foundation.
2. The provisions of paragraph 2 of the preceding Article are applicable *mutatis mutandis* to the Governing Board's resolution to dissolve the Foundation.



3. The Governing Board determines the allocation of the balance of the liquidation; the liquidation proceeds shall be paid for the purpose of a public benefit organization (*algemeen nut beogende instelling*) with objects which correspond to the objects of the Foundation or a foreign institution with an exclusive or almost exclusive public benefit aim (*een buitenlandse instelling die uitsluitend of nagenoeg uitsluitend het algemeen nut beoogt*) and with objects which correspond to the objects of the Foundation.
4. The determination of the appropriation of the balance left after liquidation requires the approval of Vereniging Europeana.
5. After the dissolution, the Foundation will be liquidated by the members of the Governing Board.
6. After the liquidation, the Foundation's books and records will remain in the keeping of the person to be designated by the liquidators for the period prescribed in law.
7. The provisions of chapter 1, Book 2 of the Netherlands Civil Code are otherwise applicable to the liquidation.

Governing Board Bylaws.

Article 12.

1. The Governing Board may adopt and amend Governing Board Bylaws to further elaborate the rules in these Statutes and to regulate other matters concerning the activities of the Foundation.
2. The Governing Board Bylaws must not be in conflict with these Statutes.
3. The Governing Board Bylaws will be drafted in English.

Final provisions.

Article 13.

1. The Governing Board will decide in any cases not provided for in law or in the Statutes.
2. He can mean she in the context of this document.

CLOSING STATEMENT

The person appearing is known to me, the civil law notary, and the identity of the person appearing mentioned in this deed has been determined by me, the civil law notary, by means of the relevant document mentioned hereinbefore.

This deed has been executed in Amsterdam on the date mentioned at the head of this deed.

The contents of this deed have been stated and explained to the person appearing before me, the civil law notary.

Furthermore the consequences of this deed have been pointed out to the person appearing. The person appearing declared to have in good time taken cognizance of the contents of this deed and to agree with the contents.

Thereupon, after a limited part of this deed had been read out, it has been signed by the person appearing and by myself, the civil law notary.

(Followed signatures)

ISSUED FOR TRUE COPY:
(signed: P.R. Schut)