



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 ARTICLES OF ASSOCIATION

of the foundation:

Stichting European Digital Library,

(to be renamed: Stichting Europeana)

with registered seat in The Hague, The Netherlands

2010S2302PS.AME

On the fourteenth day of October two thousand and ten appeared before me, Paul Robert Schut, civil law notary in Amsterdam:

Ms. Maaïke Geertruida Matze, officiating at Veembroederhof 93, 1019 HD Amsterdam, born in Oegstgeest on the twentieth day of November nineteen hundred and eighty-three.

The person appearing declared:

- I. The articles of association of **Stichting European Digital Library**, 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 established by a deed of incorporation executed on the eighth day of November two thousand and seven before F.J. Oranje, civil law notary in 's-Gravenhage.
- II. By written resolution of the Executive Committee (the Foundation's board in the sense of section 2:291 of the Netherlands Civil Code) dated the seventh day of July two thousand and ten, it has been resolved:
 - a. to amend the articles of association of the Foundation as mentioned below, and
 - b. to authorise the person appearing to execute the notarial deed amending the articles of association of the Foundation.

The board resolution has been attached to this deed.

- III. The Board of Participants referred to in the present articles of association of the Foundation has granted its prior approval to the present amendment to the Articles of Association. A copy of such resolution will be attached.

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

ARTICLES OF ASSOCIATION.

Definitions.

Article 1.

Chairing Director:

The Supervisory Director appointed by the Supervisory Directors as chair;

Content:

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



Council:	the Council of the foundation, as described in article 12;
Council Bylaws:	bylaws of the Council as adopted in accordance with Article 16 paragraph 3;
Council Representative:	member of the Council elected as Supervisory Director;
Domains:	Archives, Audio-Visual Archives, Libraries and Museums respectively, all across Europe.
Executive Committee:	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 8;
Executive Committee Bylaws:	bylaws of the Executive Committee as adopted in accordance with Article 16 paragraph 2;
Foundation:	Stichting Europeana;
Supervisory Director:	a member of the Supervisory Board of the Foundation, as described in Article 5;
Supervisory Board:	the board of Supervisory Directors, as described in Article 5;
Supervisory Board Bylaws:	bylaws of the Supervisory Board as adopted in accordance with Article 16 paragraph 1.

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 objects of the Foundation are:

- to provide access to Europe's cultural and scientific heritage;
- to facilitate formal agreement across the Domains on how to cooperate in the delivery and sustainability of a joint portal;
- to stimulate and facilitate initiatives to bring together existing Content;
- to support and facilitate digitisation of Europe's cultural and scientific heritage, and
- all that which is connected or which could be conducive to the above, in the widest sense of the word.

The Foundation is a non-profit organisation.

Assets.

Article 4.

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

Supervisory Board.

Article 5.



1. The Foundation shall have a Supervisory Board. The Supervisory Board may in the communication within the Foundation also be referred to as the Board of Participants. The number of Supervisory Directors shall be established by the Supervisory Board.
2. The Supervisory Board shall appoint the Supervisory Directors. Furthermore, up to six additional Supervisory Directors can be appointed by the Council in accordance with Article 12 paragraph 5. Supervisory Directors may in the communication within the Foundation also be referred to as Participants.
3. The Supervisory Board shall appoint one of the Supervisory Directors as Chairing Director.
4. A Supervisory Director will cease to be a Supervisory Director:
 - a. as a result of its dissolution;
 - b. by giving notice of termination;
 - c. if it goes into bankruptcy, involuntary liquidation or applies for a suspension of payments;
 - d. as a result of its dismissal by the Supervisory Board; a resolution to this end requires a majority of two-thirds of the votes cast in a meeting at which two-thirds of the Supervisory Directors are present or represented. If two-thirds of the Supervisory Directors are not present or represented at the meeting in which a proposal to dismiss a Supervisory Director is to be considered, a second meeting will be convened to be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Supervisory Directors present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.

Supervisory Board; organisation and tasks.

Article 6.

1. The Supervisory Board is charged in particular with appointing the members of the Executive Committee as described in paragraph 3 of article 8 below. It shall be the duty of the Supervisory Board to supervise the policies pursued by the Executive Committee and the general course of affairs in the Foundation. The Supervisory Board shall also assist the Executive Committee by providing advice. In carrying out these duties, the Supervisory Directors shall be guided by the interest of the Foundation.
2. Meetings of the Supervisory Board will be held as often as the Chairing Director convenes a meeting, but at least once a year.
3. Meetings of the Supervisory Board will be convened by or on behalf of the Chairing Director and must be convened in writing with an agenda, setting out the matters to be considered, giving notice of a period of at least twenty-one days before the meeting. For the present purposes, the term "writing" will be deemed to be any message transmitted via normal channels of communication and received in writing. If the meeting is not convened in writing, if matters are considered which were not included on the agenda in the convening notice or if the meeting is convened giving notice of a period of less than twenty-one days, resolutions may nevertheless be adopted, provided that (the representatives of) such a number of Supervisory Directors as needed for the



decision-making process needed according to Article 7 is present and provided that none of (the representatives of) the Supervisory Directors entitled to vote objects to resolutions being adopted.

4. Meetings of the Supervisory Board will be held in a place and/or through electronic means of direct communication, to be designated by the Chairing Director.
5. If a Supervisory Director is not a natural person, it has to arrange for one representative of its organization, holding a written proxy to that effect, to represent it in a meeting of the Supervisory Board. For the present purposes, the term 'written proxy' will be deemed to be any message transmitted via normal channels of communication and received in writing.
6. The representatives of Supervisory Directors, as meant in paragraph 5, Members of the Executive Committee and any other persons admitted to the meeting by the Supervisory Board present at the meeting will have access to meetings of the Supervisory Board.
7. The meetings of the Supervisory Board will be chaired by the Chairing Director. In the absence thereof, the meeting will appoint its deputising chairperson. Until that time, the Supervisory Director represented by the most senior representative present at the meeting, in terms of age, will deputise for the Chairing Director.
8. The person to be appointed for that purpose by the Chairing Director or its deputy will take minutes of the meeting, and these will be adopted in the same or in the following meeting and signed in evidence of that fact by the person who took the minutes and by the Chairing Director or its deputy.
9. The Executive Committee will inform the Supervisory Board of any matters of importance or significance with which the Executive Committee believes the Supervisory Board should be acquainted, and furthermore concerning any matters on which the Supervisory Board has requested information from the Executive Committee.

Supervisory Board; the decision-making process.

Article 7.

1. Each Supervisory Director has one vote in the meeting of the Supervisory Board.
2. Any resolutions in respect of which the present Articles of Association do not provide otherwise, will be adopted by an absolute majority of the votes cast in a meeting at which a majority of the Supervisory Directors entitled to vote is present or represented. If such a majority of the Supervisory Directors entitled to vote is not present or represented at the meeting, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution may be adopted in this second meeting, irrespective of the number of Supervisory Directors entitled to vote who are present or represented, provided such resolutions are adopted by an absolute majority of the votes cast.
3. Abstentions will be deemed not to have been cast.
4. In the event of a tied vote on the appointment of persons, lots will be drawn. In the event of a tied vote on matters of business, the motion will be deemed to have been rejected.
5. All voting will be conducted orally. The Chairing Director or its deputy may however resolve that votes must be cast in writing. If the voting concerns the election of a



person, any of the Supervisory Directors present and entitled to vote may require voting to be conducted in writing. Written votes will be cast by means of unsigned ballots.

6. The Supervisory Board can also adopt resolutions without convening a meeting, provided that all the Supervisory Directors entitled to vote have the opportunity to cast their vote and provided they all declare in writing that they do not object to adopting resolutions in this way. In that event, a resolution will be adopted as soon as the required majority of all the Supervisory Directors entitled to vote has declared in writing that they are in favour of the proposal. The person appointed for that purpose by the Chairing Director or its deputy will draw up a report of any resolution adopted outside a meeting, and this will be adopted in the following meeting and signed in evidence of that fact by the person who took the minutes and the Chairing Director or its deputy. The report of a resolution adopted in this way will be enclosed with the minutes, together with the documents referred to in the first sentence of this paragraph.

Executive Committee, composition, appointment and resignation.

Article 8.

1. The Executive Committee shall consist of at least five and at most nine natural persons. The actual number is to be determined by the Supervisory Board.
2. If the number of Executive Committee Members decreases below the prescribed minimum, the Executive Committee shall continue to be competent to manage the Foundation. The Supervisory Board shall be held to fill the vacancy/vacancies in the Executive Committee as soon as possible, with due observance of the provisions set forth in these Articles.
3. Members of the Executive Committee will be appointed by the Supervisory Board, in accordance with the rules and regulations provided in Supervisory Board Bylaws.
4. Members of the Executive Committee shall be appointed for the period of two years and they shall be eligible for reappointment for consecutive periods of two years.
5. The Executive Committee will appoint a chairperson, a vice-chairperson and a treasurer from amongst its members. One person may occupy more than one of these offices at the same time.
6. The membership of the Executive Committee will end by:
 - a. death of the relevant Executive Committee Member;
 - b. the relevant Executive Committee Member being declared bankrupt or being granted suspension of payments;
 - c. the relevant Executive Committee Member being placed under guardianship or losing the right to dispose of his capital in any other manner;
 - d. resignation in writing of the relevant member of the Executive Committee;
 - e. the expiry of the period for which the relevant member of the Executive Committee has been appointed, or by his earlier resignation in accordance with a resignation roster;
 - f. dismissal of the relevant member of the Executive Committee by the Supervisory Board. A member of the Executive Committee may be dismissed by a resolution adopted by the Supervisory Board by a majority of at least two-thirds of the number of valid votes cast in a meeting at which a majority of the Supervisory Directors are present or represented. If not a majority of the



Supervisory Directors are present or represented at the meeting in which a proposal to dismiss a member of the Executive Committee is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Supervisory Directors present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast. The reasons for the dismissal will have to be laid down in writing

Executive Committee; the decision-making process.

Article 9.

1. Every Member of the Executive Committee will have one vote.
2. All resolutions in respect of which no provisions to the contrary have been made in the present Articles of Association will be adopted by an absolute majority of the votes cast in a meeting irrespective of the quorum represented.
3. Abstentions will be deemed not to have been cast.
4. In the event of a tied vote, the chairperson of the Executive Committee will have a casting vote.
5. All voting will be conducted orally. The chairperson may however resolve that votes must be cast in writing. Written votes will be cast by means of unsigned ballots.
6. If, in an Executive Committee meeting, all members of the Executive Committee 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 Articles or by Executive Committee Bylaws for calling and holding meetings have not been met.
7. The Executive Committee can also adopt resolutions without convening a meeting, provided that all the Members of the Executive Committee have been given the opportunity to cast their vote and provided that they all declare in writing that they do not object to adopting resolutions in this way. In that event, a resolution will be adopted as soon as the required majority of all the Members of the Executive Committee have declared in writing that they are in favour of the proposal. Either the vice chairperson or another person designated for that purpose by the chairperson will draw up a report of a resolution adopted outside a meeting, and this will be adopted at the following meeting and signed in evidence of that fact by the chairperson and the person who took the minutes. The report, drawn up in this way, will be enclosed with the minutes, together with the documents referred to in the first sentence of this paragraph.
8. All that which regards the meetings of and the decision making in the Executive Committee and that is not arranged for in these Articles of Association shall be arranged in Executive Committee Bylaws.

Tasks of the Executive Committee.

Article 10.

1. The Executive Committee is charged with the management of the Foundation.
2. With due observance of the provisions of paragraph 1 of this article, the tasks of the Executive Committee will include in particular:



- a. adopting the annual budget. Such resolution shall be adopted with a majority of at least two thirds of the number of valid votes cast at a meeting in which a majority of the members of the Executive Committee are present. If not a majority of the members of the Executive Committee are present or represented at the meeting in which a proposal to adopt the annual budget is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Members of the Executive Committee present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast;
 - b. adopting the annual accounts referred to in paragraph 2 of Article 13;
 - c. drawing up a strategic business plan;
 - d. any other matters charged to the Executive Committee in particular or in general pursuant to the Executive Committee Bylaws.
3. The Executive Committee 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 11.

1. The Foundation will be represented by the Executive Committee. The right to represent the Foundation will also be vested in two Members of the Executive Committee acting jointly.
2. The Executive Committee 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.

Council.

Article 12.

1. The Supervisory Board can in its own discretion and in accordance with the rules and regulations provided in the Supervisory Board Bylaws admit members of the Council.
2. The membership of the Council will end upon:
 - a. death or dissolution of the relevant member of the Council;
 - b. the relevant Council member being declared bankrupt or being granted suspension of payments;
 - c. the relevant Council member being placed under guardianship or losing the right to dispose of his capital in any other manner;
 - d. resignation in writing of the relevant member of the Council;



- e. dismissal of the relevant member of the Council. Members of the Council may be dismissed by the Supervisory Board, by a resolution adopted by the Supervisory Board by a majority of at least two-thirds of the number of valid votes cast in a meeting at which a majority of the Supervisory Directors are present or represented. If not a majority of the Supervisory Directors are present or represented at the meeting in which a proposal to dismiss a member of the Council is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Supervisory Directors present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast. The reasons for the dismissal will have to be laid down in writing.
3. The Council shall assist the Executive Committee and the Supervisory Board by providing advice.
4. Supervisory Directors or their representatives as meant in Article 6, paragraph 5, Members of the Executive Committee and any other person admitted to the meeting by the Members of the Council present at the meeting will have access to meetings of the Council.
5. The Council elects up to six Council Representatives from its members to the Supervisory Board, comprising preferably one representative from each of the four Domains, at least one aggregator and one association of commercial Content providers.
6. From the Council Representatives three are elected by the Council to manage the Council and to fulfil the following tasks respectively:
 - a. a chair;
 - b. a vice chair;
 - c. a secretary.
7. In addition to the tasks of the members of the Council in general, the tasks of the Council Representatives will include:
 - a. to convene an annual meeting of the Council;
 - b. to represent the views of the Council on the Supervisory Board;
 - c. to communicate the views of the Council to the Executive Committee; and
 - d. to communicate to the Council the decisions of the Supervisory Board and of the Executive Committee.
8. Each Council Representative acts in an honorary capacity and is elected for a period of two years and may be re-elected. The Council can discharge Council Representatives from their function as Council Representative.
9. The Council may form Working Groups on specific topics and themes to advise the Foundation and may appoint external experts to participate in the Working Groups. Supervisory Directors and Members of the Executive Committee can propose the formation of Working Groups. The budget for Working Groups is subject to the approval of the Executive Committee.
10. Article 9 (paragraph 1 up to and including paragraph 7) shall apply 'mutatis mutandis' to the decision taking process of the Council.



Financial year and annual accounts.

Article 13.

1. The Foundation's financial year will be concurrent with the calendar year.
2. Within six months after the end of each financial year, the treasurer shall draw up an overview of receipts and expenditures concerning that financial year, to be submitted to the Executive Committee for adoption. A resolution to adopt the annual accounts shall be adopted with a majority of at least two thirds of the number of valid votes cast at a meeting in which a majority of the Members of the Executive Committee are present. If not a majority of the Members of the Executive Committee are present or represented at the meeting at which a resolution to adopt the annual accounts is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Members of the Executive Committee present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.
3. The Executive Committee will send all the Supervisory Directors a copy of the annual accounts referred to in paragraph 2.
4. The documents referred to in paragraph 2 may be audited by an accountant, as described in section 393 of Book 2 of the Netherlands Civil Code, who will report to the Executive Committee on his findings and record the outcome of his audit in a statement.
5. The adoption of the annual accounts by the Executive Committee shall discharge the treasurer in respect of all actions mentioned in the annual accounts.
6. The Executive Committee 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 Executive Committee shall draw up a budget of receipts and expenditures for that financial year.

Amendments to the Articles of Association.

Article 14.

1. The Executive Committee is authorised to amend the Articles of Association.
2. A resolution by the Executive Committee to amend the Articles of Association will require a majority of two-thirds of the votes cast at a meeting in which two-thirds of the Members of the Executive Committee are present. If not all the Members of the Executive Committee are present or represented at the meeting at which a proposal to amend the Articles of Association is to be considered, a second meeting will be convened to be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Members of the Executive Committee present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.
3. The notice convening a meeting at which an amendment to the Articles of Association is to be considered, must enclose a copy of the proposal quoting the verbatim text of the proposed amendment.



4. A resolution to amend the Articles of Association requires the approval of the Supervisory Board, who can only grant such approval by a majority of two-thirds of the votes cast at a meeting at which two-thirds of the Supervisory Directors are present. Paragraph 2 of this Article will be applicable 'mutatis mutandis'.
5. Contrary to the provision of paragraph 4, a resolution to amend the Articles of Association, requires the approval of all the Supervisory Directors if and insofar as the financial obligations of the Supervisory Directors will be increased as a result of such an amendment.
6. A resolution to amend the Articles of Association will not become effective until a notarial record has been drawn up. Every Member of the Executive Committee is authorised to have such a deed executed.

Winding up.

Article 15.

1. The Executive Committee is authorised to wind up the Foundation.
2. The provisions of paragraph 2 of the preceding Article are applicable 'mutatis mutandis' to the Executive Committee's resolution to wind up the Foundation.
3. The resolution to wind up the Foundation will also determine how the balance left after liquidation will be appropriated.
4. Paragraph 4 of Article 14 will be applicable 'mutatis mutandis' to a resolution to wind up the Foundation and to determine the appropriation of the balance left after liquidation.
5. After the winding up, the Foundation will be liquidated by the Members of the Executive Committee.
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.

Bylaws.

Article 16.

1. The Supervisory Board may adopt one or more Supervisory Board Bylaws, this with a majority of at least two thirds of the number of votes cast at a meeting in which a majority of the Supervisory Directors are present. If not a majority of Supervisory Directors are present or represented at the meeting in which a proposal to amend one or more of the Supervisory Board Bylaws is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Supervisory Directors present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.
2. The Executive Committee may adopt one or more Executive Committee Bylaws, this with a majority of at least two thirds of the number of votes cast at a meeting in which a majority of the Members of the Executive Committee are present. If not a majority of the Members of the Executive Committee are present or represented at the meeting in which a proposal to amend one or more of the Executive Committee Bylaws is to be



considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Members of the Executive Committee present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.

3. The Council may adopt one or more Council Bylaws, this with a majority of at least two thirds of the number of votes cast at a meeting in which a majority of the Members of the Council are present. If not a majority of the Members of the Council are present or represented at the meeting in which a proposal to amend one or more of the Council Bylaws is to be considered, a second meeting will be convened and will be held no earlier than two and no later than four weeks after the first meeting. A valid resolution on the proposal submitted to the first meeting may be adopted in this second meeting, irrespective of the number of Members of the Council present or represented, provided such a resolution is adopted by a majority of two-thirds of the votes cast.
4. Supervisory Board Bylaws, Executive Committee Bylaws and Council Bylaws must not be in conflict with these Articles.
5. Supervisory Board Bylaws, Executive Committee Bylaws and Council Bylaws will be drafted in English.

Final provisions.

Article 17.

1. The Executive Committee will decide in any cases not provided for in law or in the Articles of Association.
2. He can mean she in the context of this document.

Closing Provision.

The body of the Foundation, referred to in the Articles of the Foundation as they read until the present amendment as the Board of Participants will be renamed as the Supervisory Board and each Participant will as per the execution of this deed be renamed as a Supervisory Director.

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 at 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)

