



The founders declare to set up a society under Dutch law and to adopt the following statutes for this purpose. _____

STATUTES

Article 1 – Name and seat

1. The society bears the name: *Chainge*.
2. The society is located in the municipality of Soest, The Netherlands.

Article 2 – Purpose

The association aims to promote, directly and indirectly, the use of reusable textiles for operating theatres – and clean rooms (EN13795 parts 1 and 2) and in healthcare in general, and the performance of anything related to or conducive to it.

Article 3 – Membership

1. Members of the society may be legal persons or natural persons who endorse the purpose of the society and can actually contribute to it.
Membership is personal and not transferable.
If the member (legal entity) is involved in a merger or division and therefore ceases to exist, the membership does not automatically transfer to the acquiring legal entity or the legal entity designated for that purpose in the division.
2. Members are those who have registered with the board and have been admitted to the society as such by the general meeting.
3. The Secretary of the board shall keep a register of members, which shall include the names and addresses of all members.
If a member has consented to the convening of a general meeting by means of electronic communications, the address expressed by the member for this purpose shall be entered in the membership register.
4. A member may be suspended by the board for a period of up to three months if a member acts in violation of the society's statutes, regulations or decisions, or unreasonably disadvantages the society. During this period of suspension, the member may not exercise his membership rights. His membership obligations remain.
5. Within one month after the member has been informed of the decision to suspend, that member may appeal against that decision to the general meeting and defend himself there. The board is obliged to convene the general meeting within four weeks of receipt of the notice of appeal. During the appeal period and pending the appeal, the member remains suspended.

Article 4 – End of membership

1. Membership shall end by:
 - a. the death of the member;
 - b. if a legal person is a member of the society, his membership ends when it ceases to exist, even if this is the result of merger or division;
 - c. termination by the member;
 - d. termination by the society;
 - e. disqualification from the membership.
2. Termination of membership by the member can only take place at the end of a financial year, provided that this is done in writing and subject to a notice period of at least one month. Termination may take effect immediately if the member cannot reasonably be required to continue membership. The membership fee for the current year remains payable by the member. Late termination means that membership – including its obligations – does not end until the end of the following financial year, unless the board decides otherwise on the basis of special circumstances.
A member may not, by denunciation, evade a decision which aggravates the financial obligations of the members.
3. A member may terminate his membership with immediate effect within one month after he has been informed of a decision to convert the society into another legal form, to merge or to split. In that case, he shall continue to owe the contribution originally fixed for that year.
3. Termination of membership by the society takes place by the board, by means of a written message to the member, stating the reason(s) of termination.

Cancellation is possible:_____

- if a member no longer meets the statutory requirements for membership; or _____
- if a member fails to fulfil his obligations towards the society despite a written reminder; or _____
- when the society cannot reasonably be required to continue membership. _____

The termination decision shall also set the date of termination of membership. The contribution for the current year remains due. _____

4. Disqualification from membership shall be made by the board, by means of a written message to the member, stating the reason(s) of the disqualification. _____

Disqualification is only possible if a member acts or has acted in violation of the statutes, regulations - or decisions of the society, or unreasonably disadvantages or has harmed the society. _____

The disqualification starts immediately. The contribution for the current year remains due. _____

5. Within one month after the member has been informed of the decision to terminate or disqualify, that member may appeal against that decision to the general meeting and defend himself there. The board is obliged to convene the general meeting within four weeks of receipt of the notice of appeal. During - the appeal period and pending the appeal, the member whose membership has been cancelled has — been suspended. _____
6. The requirement for written notice of termination or a notice of disqualification shall not be met when the cancellation or notice of disqualification has been communicated exclusively electronically. _____

Article 5 – Members' contribution _____

1. The members pay an annual contribution, the amount of which is determined by the general meeting. - The purpose of this membership fee is only to cover the yearly regular fixed costs. Other expenses are — financed when they occur on a consensus base of all members. _____

Members may be divided into categories which pay different membership fees. _____

2. The board is authorized, due to special circumstances, to grant a member a total or partial exemption - from paying contributions in any year. _____
3. The general meeting may decide that the annual contribution can be paid in parts and may attach — conditions to it. _____

Article 6 – Board: composition and appointment _____

1. The society is governed by a board consisting of at least two and a maximum of three natural persons. - The general meeting determines the number of board members. _____

2. The general meeting appoints the board members. _____

This appointment takes place from the members of the society or from the board members of the — members—legal entities of the society. _____

3. The appointment of board members takes place from a nomination. The board is authorized to draw up a nomination. _____

The nomination of the board will be communicated at the convening of the general meeting. _____

The nomination is not binding. _____

The general meeting is free in the appointment if the nomination has not been communicated by the — board at the latest at the time of the convening of the general meeting. _____

4. Board members shall be appointed for a period of four years and may be reappointed once for a — maximum period of four years. _____

5. In the event of the prevention or absence of one or more board members, the other board members, or the only remaining board member, are temporarily entrusted with the board. _____

In the prevention or absence of all board members, a person designated by the general meeting for this purpose for an indefinite period of time is temporarily entrusted with the board. _____

In any event, this means suspension and the case in which, for whatever reason, no contact with a — board member can be obtained by the society, a co-board member or a member for a continuous period of at least seventy-two hours, on the understanding that the general meeting may decide that another period applies. _____

Article 7 – Board: end of position, suspension _____

1. A board membership shall end: _____

- by the resignation of a board member; _____
- by the death of a board member; _____



- by the bankruptcy, the imposition of a forced administration or a guardianship of his entire assets of a board member, _____
 - when the board member is no longer a member of the society, _____
 - by dismissal of the board member on the basis of a decision of the general meeting taken by a majority of more than half of the votes cast at a meeting in which at least two-thirds of the members are present or represented, _____
2. this in accordance with the provisions below. _____
- A board member may be suspended by the general meeting at any time. Such suspension shall be made by a decision taken by a majority of more than half of the votes cast at a meeting in which at least two-thirds of the members are present or represented. _____
- The suspension shall not exceed three months and may be extended once by the general meeting by that period. If no dismissal follows during the suspension, the suspension shall end after the expiry of the period. The board member is given the opportunity to answer to the relevant general meeting and may be assisted by an adviser. _____

Article 8 – Board: convening, meetings, decision-making

1. Each board member shall be empowered to convene a meeting of the board. _____
2. The convening of the meetings of the board shall take place in writing, subject to a period of at least seven days, excluding the day of convening and that of the meeting, specifying the day, the starting time and the place of the meeting and the topics to be dealt with (agenda). _____
3. The board member who has disclosed an address to the society for this purpose may be summoned to the meetings of the board by means of a legible and reproducible message sent to that address by _____ electronic means. _____
4. The meetings of the board shall be held at the place to be determined by the convening of the meeting. Preferably the meetings will be held electronically. _____
5. If action is taken in violation of any of the provisions of the two preceding paragraphs, the board may nevertheless take legally valid decisions if all board members are present or represented in the meeting. A board member may grant written power of attorney to another board member to be represented in the meeting. An electronically recorded power of attorney is considered a written power of attorney. _____
6. A board member can only represent one other board member in the meeting. _____
7. In the meetings of the board, each board member shall have one vote. _____
8. In so far as these statutes do not provide for a larger majority, decisions shall be taken by the board by an absolute majority of the votes cast. _____
9. A board member shall not participate in the deliberation and decision-making if he has a direct or indirect personal interest that is contrary to the interest of the society and the company or _____ organisation associated with it. If this does not allow a board decision to be taken, the decision will be taken by the general meeting. _____

Article 9 – Board: management of meetings, minutes, decision-making outside the meeting-

1. The chairman shall lead the meetings of the board; in his absence, the meeting itself shall provide for its own direction. _____
2. The chairman of the assembly shall determine the manner in which the votes are held in the meetings. _____
3. The opinion of the chairman of the meeting on the outcome of a vote shall be decisive. _____
The same applies to the content of a decision taken, provided that a vote was taken on a proposal not recorded in writing. If the accuracy of the opinion of the chairman is disputed immediately after the opinion has been delivered, a new vote shall take place if the majority of the board or (if the original vote was not taken by roll call or in writing) a person entitled to vote so requests. This new vote _____ removes the legal effects of the original vote. _____
4. Minutes shall be kept of the proceedings of the meetings of the board by the secretary of the board or a person designated for that purpose by the chairman of the Meeting. _____
The minutes shall be signed by the chairman and the minutekeeper of the meeting after they have been adopted. _____
5. The board may also pass resolutions in a manner other than at a meeting if all board members have _____ declared in writing that they are in favor of the proposal. _____
A written declaration also includes a legible and reproducible message sent electronically to the _____

address determined by the board for this purpose and made known to all board members. _____

Article 10 – Governance: tasks and powers _____

1. The board is responsible for managing the society. Each board member is obliged to properly perform – the duties assigned to him. The board is obliged to keep records of the assets of the society and – everything relating to the activities of the society, according to the requirements arising from these – activities, in such a way and to keep the corresponding books, documents and other data carriers in – such a way that the rights and obligations of the society can be known at any time. _____

The board is obliged to keep the books, documents and other data carriers in question for seven years. -

2. The board is not authorized to decide to enter into agreements to acquire, dispose of or encumber – registered property, nor to enter into agreements whereby the society binds itself as guarantor or joint and several debtor, warrants performance by a third party or provides security for the debt of a third – party. _____

This limitation on the authority of the board may be asserted against third parties. _____

3. The board shall require the approval of the general meeting for decisions to: _____

- a. renting and otherwise obtaining or giving registered goods in use or enjoyment; _____
- b. taking out money loans or credit agreements; _____
- c. lending funds; _____
- d. entering into a settlement agreement for the termination of a dispute; _____
- e. legal action, including arbitral proceedings, including the taking of precautionary measures and – other legal measures which cannot be delayed; _____
- f. making investments and engaging in other legal acts that exceed the amount that the general – meeting can determine; _____
- g. entering into, amending or terminating employment contracts. _____

The general meeting may, by means of a decision to that effect, clearly define decisions of the board – other than those described above. Such a decision of the general meeting shall be communicated – immediately to the board. _____

The absence of such approval cannot be relied upon against and by third parties. _____

Article 11 – Representation _____

1. The following are authorized to represent the society: _____

- the entire board together; _____
 - two board members acting jointly; _____
- An individual board member cannot represent the society, unless the board consists of one board – member. _____

2. The board may decide to grant incidental or continuous power of attorney to one or more board – members and/or to others, both together and separately, to represent the society within the limits of – that power of attorney. _____

Article 12 – Reporting and accountability _____

1. The financial year shall be equal to the calendar year. _____

2. At a general meeting within six months of the end of the financial year, with the exception of an – extension of this period by the general meeting, the board shall issue a management report on the – course of events in the society and on the policy pursued. It shall submit the balance sheet and the – statement of income and expenses to the meeting for approval with an explanatory note. These – documents are signed by the board members. In the absence of the signature of one or more of them, – they shall be mentioned stating the reasons. _____

If the society maintains one or more undertakings which are to be entered in the commercial register - under the law, the statement of income and expenses shall indicate the net turnover of those – undertakings. _____

3. The board shall submit the annual documents to the general meeting for approval. _____

If no statement of the loyalty of these documents is submitted by an accountant as referred to in – Article 2:393 paragraph 1 of the Dutch Civil Code, the annual documents shall be checked prior to the annual reports by an audit committee to be appointed by the general meeting of at least two members who may not be part of the board. A member of the audit committee may sit on the audit committee – for a maximum of two consecutive years. _____

The board is obliged to give the Audit Committee access to the entire accounts and the relevant documents and to provide all the information it requires. If the Committee deems this necessary for the proper performance of its task, it may be assisted by an external expert.

The Committee shall report its examination to the General Assembly, accompanied by an opinion on whether or not to approve the annual accounts.

After the annual reports have been approved by the general meeting, the proposal is made to grant discharge to the board for the account and accountability he has made.

In a meeting to be held before the end of the financial year, the board shall prepare a budget of the income and expenses for the following financial year.

The budget shall be drawn up by the treasurer and sent to all board members not later than the penultimate month of the financial year preceding the financial year to which the budget relates.

The board shall adopt a policy plan and periodically update this policy plan.

The policy plan provides insight into the activities to be carried out by the society, the method of raising funds, the management of the assets of the society and the use thereof.

Article 13 – The general meeting: jurisdiction and annual meeting

1. The general meeting shall have all powers in the society, which are not assigned to the board by the law or by the statutes.

2. A general meeting – the annual meeting – shall be held annually, no later than six months after the end of the financial year preferably in an electronic way. The annual meeting will include:

- a. the board's report for the previous financial year;
 - b. the proposal whether or not to approve the annual accounts for the previous financial year;
 - c. the proposal to grant discharge to the board;
 - d. the appointment of the members of the audit committee for the new financial year;
 - e. the appointment of board members if there are vacancies on the board; and
 - f. proposals from the board or members, as announced at the convening of the meeting.
3. No later than one month before the end of the financial year, the board shall make the budget for the coming financial year available to members.

Article 14 – The general meeting: convocation

1. The general meeting is convened by the board.

A number of members, jointly empowered to cast at least one tenth of the votes, may request the board in writing to convene a general meeting within four weeks of that request. If the board has not issued the invitation to the meeting within fourteen days of receipt of that request, the applicants themselves may convene the meeting.

The requirement for the request referred to in the previous paragraph to be in writing is also met if the request is recorded electronically.

2. The convocation for the general meeting shall take place by means of a readable and reproducible message sent electronically to the address published by the member for this purpose. If the foregoing is not possible, a notice shall be made by means of a written message to the addresses of the members according to membership register.

3. The notice period shall be at least fourteen days, not counting the day of the notice and the day of the meeting.

4. In addition to the place, date and time of the meeting, the convocation shall contain an agenda indicating which topics are being raised.

Article 15 – The general meeting: access and voting rights

1. All non-suspended members of the board and of the society have access to the general meeting. The meeting may decide to admit other persons to (part of) the meeting. Suspended members and members whose membership has been cancelled or who have been stripped of membership shall have access to that part of the meeting where the appeal against suspension, termination or disqualification is at issue.

2. Each member shall have one vote.

A suspended member shall not have the right to vote.

3. A member entitled to vote may give another member entitled to vote by proxy on his behalf.

This power of attorney must be given in writing and submitted to the board before the vote.

The requirement for the request referred to in the previous paragraph to be in writing is also met if the request is recorded electronically. _____

4. The board members have an advisory voice in the general meeting. _____

Article 16 – The general meeting: decision-making _____

1. In so far as these statutes do not provide otherwise, a decision shall be taken by an absolute majority of the members present and represented at the meeting, irrespective of their number. _____
Blank and invalid votes do not count towards decision-making, but do count towards the _____
determination of a quorum prescribed in these statutes. _____

2. The chairman's opinion on the outcome of a vote delivered at the meeting shall be decisive. The same - applies to the content of a decision taken, provided that a vote was taken on a proposal not recorded in writing. If the accuracy of the opinion of the chairman is disputed immediately after the opinion has - been delivered, a new vote shall take place if the majority of the sitting or, if the original vote was not - taken by roll call or in writing, a person entitled to vote so requests. This new vote removes the legal - effects of the original vote. _____

3. If a majority is not obtained by first vote in the case of a vote on the election of persons, a new vote - shall take place. If a majority is not obtained, a decision will be taken between which persons will be - re-voted. _____

If the votes are tied in the election of persons, fate will decide. _____

4. If the votes are tied on a proposal that is not about the election of persons, the proposal is rejected. - _____

5. All voting shall take place orally, unless the Chair or at least three members let it be known before the - vote that a written vote is required. _____

Written votes shall be taken by unsigned, sealed ballots. Decision making by acclamation is possible - unless a member requests a roll call vote. _____

A voting member may also exercise his right to vote by means of an electronic means of _____
communication, provided that the voting person can be identified by electronic means of _____
communication, take direct note of the treatises at the meeting and exercise the right to vote. _____
In addition, it is required that the person entitled to vote may participate in the deliberations by means
of the electronic means of communication. _____

The board may impose conditions on the use of the electronic means of communication. These _____
conditions shall be announced at the time of the summons. _____

A voting member may cast his vote prior to the general meeting by electronic means of _____
communication, but not earlier than the thirtieth day before that of the meeting. Such a vote shall be -
treated as votes cast during the sitting. A vote cast in this way cannot be revoked. _____

6. A unanimous resolution of all members, even if not convened at a meeting, shall have the same force - as a resolution of the general meeting. If taken with the prior knowledge of the board. _____

7. If all members are present or represented in a meeting, valid decisions may be taken, if unanimously, on all the issues at issue, even if the subject matter has not been announced or has not been announced in the prescribed manner at the convocation or the summons has not taken place legally. _____

Article 17 – The general meeting: management and minutes _____

1. A general meeting shall be presided by the chairman of the society. _____

In the absence of the chairman, the board appoints another board member as chairman of the meeting.
If the chairmanship is not provided for in this way either, the assembly itself shall provide for its _____
leadership. _____

2. Minutes of the traded at each meeting shall be kept by the secretary or any other person designated by the chairman of the meeting for that purpose, the minutes shall be adopted through signing by the - chairman and the minutekeeper of the meeting. _____

Article 18 – Amendment of the statutes _____

1. The statutes of the society may be amended by a decision of the general meeting. If a proposal to - amend the statutes will be made to the general meeting, this must always be stated at the convening - of the general meeting. _____

2. Those who have summoned the general meeting to consider a proposal for an amendment to the - statutes shall make available to members, at least five days before the meeting, a copy of that - proposal, which includes the proposed amendment verbatim, in a suitable place for members. This copy

- shall be available for inspection until the end of the day on which the meeting is held. _____
3. A decision to amend the statutes shall be taken by a majority of at least two-thirds of the votes cast. At least two-thirds of the members must be present or represented at that meeting. _____

If the required number of members is not present or represented, a new general meeting may be _____ convened in which the decision may be taken by a majority of at least two-thirds of the votes cast, _____ irrespective of the number of members present or represented at that meeting. The convening of the _____ new meeting shall state that and why a decision may be taken, irrespective of the number of members present or represented at the meeting. _____

The second meeting referred to above shall be held no earlier than two weeks and not later than four _____ weeks after the first meeting. _____

4. An amendment to the statutes shall take effect immediately after it has been recorded in a notarial _____ deed. Each board member is authorized to record an amendment to the statutes by notarial deed. _____ An authentic copy of the deed of amendment and a continuous text of the amended statutes must be _____ deposited with the commercial register. _____

Article 19 – Merger, division, conversion

The provisions of the previous article shall apply *mutatis mutandis* as far as possible to a decision of the _____ general meeting to merge or division within the meaning of Title 7 of Book 2 of the Dutch Civil Code and to a decision of the general meeting transposing the society into another legal form in accordance with Article _____ 2:18 of the Dutch Civil Code. _____

Article 20 – Dissolution

1. The society can be dissolved by a decision of the general meeting. The provisions of these statutes on a _____ decision to amend the statutes shall apply *mutatis mutandis* to a decision to dissolve. _____

The decision to dissolve shall determine the allocation of any surplus liquidation. _____

If the society no longer has any benefits at the time of its dissolution, it ceases to exist. In that case, the _____ board shall notify the commercial register thereof. _____

The books and documents of the dissolved society remain under the custody of the person designated _____ by the board in the decision to dissolve for seven years after the society has ceased to exist. Within _____ eight days of the start of his retention obligation, the designated depository must provide his name and _____ address to the commercial register. _____

2. he society is also dissolved by: _____
- insolvency after the society has been declared bankrupt or by the dissolution of the bankruptcy – _____ due to the condition of the estate; _____
 - a court decision to that effect in the cases referred to by law. _____

Article 21 – Liquidation

1. The board is responsible for the liquidation of the assets of the society, insofar as no other liquidator(s) _____ have been designated by the dissolution decision. _____

2. After the decision to dissolve, the society is in liquidation. _____
- The society will continue to exist after its dissolution if and to the extent necessary for the liquidation _____ of its assets. _____

During the liquidation, the provisions of the statutes remain in force as far as possible and necessary. – _____ In documents and notices issued by the society, 'in liquidation' must be added to the name of the _____ society. _____

3. A surplus after liquidation shall be assigned a destination that is as close as possible to the purpose of _____ the society. _____
- This destination shall be determined by the dissolution decision, or in the absence thereof, by the _____ liquidator(s). _____
- The liquidation ends at the time when no income known to the liquidators is present. _____
- The society ceases to exist at the time the liquidation ends. The liquidators shall submit this to the _____ commercial register. _____

First financial year

For the first financial year, this runs until the thirty-first day of December two thousand twenty-one. _____

FINAL STATEMENTS

Finally, the person who appeared stated: _____

First board _____
The first board consists of two members. _____
By way of derogation from the procedure laid down in the statutes, the following are appointed board members for the first time: _____
1. Mr. Miguel Pablo as chairman; _____
2. Mr. Rudy van den Elzen as secretary/treasurer. _____
Address _____
The address of the society is Oostergracht 2, 3763 LZ Soest, Netherlands. _____
Registration in the commercial register _____
The board ensures immediate first registration of the society in the trade register, in order to prevent the board members from remaining joint and severally liable for the obligations of the society." _____
WOONPLAATSKUZE _____
Partijen kiezen voor alles wat deze akte betreft woonplaats op het kantoor van de notaris, _____
bewaarder van deze akte. _____
BILAGEN _____
Aan deze akte zijn de volgende stukken vastgemaakt: _____
- twee volmachten. _____
SLOT _____
De verschenen personen zijn mij, notaris, bekend. _____
WAARVAN AKTE in minuut is verleden te Emmen op de datum in het hoofd van deze akte _____
vermeld. _____
Na zakelijke opgave van de inhoud van deze akte aan de verschenen personen, hebben dezen _____
eenparig verklaard van de inhoud van deze akte te hebben kennisgenomen en op volledige _____
voorziening daarvan geen prijs te stellen. _____
Vervolgens is deze akte na beperkte voorziening door de verschenen personen en mij, notaris, _____
ondertekend. _____
(Volgt ondertekening)

UITGEGEVEN VOOR AFSCHRIFT:

