

Foundation of a company

Today, November 30 Two Thousand Seventeen
30.11.2017

Appeared before me,
Dr. Stephan Seidl, notary public in Aschaffenburg,
in the offices at Friedrichstraße 19, D-63739 Aschaffenburg:

1. Dr. Georg Schetter, born July 21, 1965, resident at Paul-Niessen-Strasse 14, D 50969 Köln,
Acting for the Association
Gesellschaft für Mucopolysaccharidosen e.V. with residence in Bochum and offices in
D 63739 Aschaffenburg, Herstattstrasse 35.
Under reservation of acceptance by the second Board member, Mrs. Michaela Giel.
I state after consulting the register of associations at the District Court Bochum of August 31,
2017, VR 2177, that Mrs. Michaela Giel is therein noted as 1st chairperson and Dr. Georg
Schetter as 1st vice-chairman of the association mentioned above and that both are allowed
to sign in pairs.
2. Mrs. Michaela Weigl, born May 25, 1962 resident at Finklham 90, A 4612 Scharten
Acting for the Association
Gesellschaft für Mukopolysaccharidosen und ähnliche Erkrankungen with residence an office
in Finklham 90, A 4612 Scharten, Austria.
I state after consulting the excerpt of the central register of associations ZVR 4232 45305,
DVR 1061 6741 at the County Court Eferding that Mrs. Michaela Weigl is registered there as
1st chairperson of the association mentioned above and has the right of sole representation.
3. Mrs. Monika Demcsik, born July 8, 1969, resident at Vaci u. 108, HU 1133 Budapest,
Acting for the
Magyar Mucopolysaccharidosis Tarsasag with residence in Vac, Hungary and offices in Jokai
u.5., HU 2600 Vac.
I state after consulting the excerpt of the register 01-02-0010739 Fővárosi Törvényszék, that
Mrs. Monika Demcsik is registered as Vice President of the association mentioned above and
has the right of sole representation.
4. Mr. Alfred Wiesbauer, born January 6, 1962, resident at Knonauerstrasse 29, CH 6330 Cham,
Acting for the Association
Verein MPS Schweiz with residence and office in CH 8193 Eglisau, Bahnhofstrasse 7,
Switzerland
I state after consulting the authorized copy of the Statutes that Mr. Wiesbauer is Vice
President of the association mentioned above and has the right of sole representation.
5. Mrs. Dragana Miletic Lajko, born July 25, 1976, resident at Djurdjevdanska 38, 11000
Belgrade, Serbia,
Acting for the Association
MPS Serbia (MPS Srbija), Udruzenje Za Pomoc I Podrusku Osobama sa Mukopolisaharidozom
I Srodnim Lizozomskim Oboljenjima,
Seated at Belgrade, Serbia with offices in 11000 Belgrade, Vukasoviceva 50.
I state that according to the excerpt of the register Nr. 28135505 of the Agencija za
privredne register Republike Srbije (Serbian Business Registers Agency), 11000 Belgrade,
Brankova 25, Mrs. Dragana Miletic is registered as 1st chairperson of the association
mentioned above and has the right of sole representation.

6. Mrs. Mary Boushel, born August 13, 1952, resident at 101, Hillside, Dalkey, Co. Dublin, Ireland,
Acting for the Association
Irish Society for Mucopolysaccharide & Related Diseases with residence at Limerick, IR. With offices at c/o Martin Lynch, Ballymacreese, Ballyneety, Co. Limerick, Ireland.
I state after consulting the excerpt of the Register Charities Regulatory Authority No. 20034672 that Mrs. Mary Boushel is registered as Honorary Public Relations Officer of the association mentioned above and has the right of sole representation.
7. Mrs. Ana Maria Mendoza Maestre, born August 09, 1971, resident at Av/ Alfons XIII 502 – 506 6-1, 08913 Badalona (Barcelona)
Acting for the Association
Asociación de las mucopolysaccharidosis y síndromes relacionados with residence and offices in Igualada, Avda. Barcelona, 08700 Igualda, Spain.
I state after consulting the excerpt of the Register at the Spanish ministry of justice, No. 171505 that Mrs. Ana Maria Mendoza Maestre is registered as President of the association mentioned above and has the right of sole representation
8. Mrs. Ying Gao, born September 19, 1978 resident at Skaldevägen 66, SE 352 39 Växjö, Sweden,
Acting for the Association
Swedish MPS Association with residence and offices in 352 35 Växjö, Sweden, Telestadsgatan 6.
I state after consulting the excerpt of the register at the tax department as charity association No. 80 24 28-81 96 that Mrs. Ying Gao is registered as treasurer of the association mentioned above and has the right of sole representation.
9. Mrs. Brigitte Baum, born October 16, 1957, resident at Rupert-Mayer-Strasse 13, D 63741 Aschaffenburg, Germany, Passport No. CGFH5ML04
Acting for the Association
VKS , with residence and offices in Zwolle, NL, P.O. Box 664, 8000 AR, Zwolle, NL.
According to the power of attorney where is stated according to §21 Art. 3 BNotO that the Paper presented is the original public document and basis for the power of attorney. A certified copy of this document has been made for documentation.
10. Mrs. Sara Pensa, born June 4, 1986, resident at Via Piscinas 2, 00148, Roma, Italy
Acting for the Association
AIMPS Associazione Italiana Mucopolisaccaridosi with residence and offices at Via Volta 291, 20030 Senago (MI), Italy
According to the power of attorney where is stated according to §21 Art. 3 BNotO that the Paper presented is the original public document and basis for the power of attorney. A certified copy of this document has been made for documentation.
11. Mrs. Tabea Friedel, born May 26, 1992, resident at Gerbersgarten 6, D 63743 Aschaffenburg, ID No. L86MW1691
Acting on behalf of the Association
Society for Mucopolysaccharide Diseases, with residence and offices at MPS House, Repton Place, White Lion Road, Amersham Bucks, HP 97 LP, UK.
12. Mrs. Andrea Baum, born March 18, 1986, resident at Rupert-Mayer-Strasse 13, D 63741 Aschaffenburg, Passport No. CGFHP1KGC
Acting on behalf of the Association
MPS Danmark, with residence and offices in 2830 Virum, DK, Viggo Jarls Vej 17

I Foundation

- The Verein Gesellschaft für Mukopolysaccharidosen e.V. with residence in Bochum,
- The Gesellschaft für Mukopolysaccharidosen und ähnliche Erkrankungen with residence in Scharfen, Austria
- The Magyar Mucopolysaccharidosis Tarsasag with residence in Vac, Hungary
- The Verein MPS Schweiz with residence in Eglisau, Switzerland
- The MPS Serbia (MPS Srbija), Udruzenje Za Pomoc I Podrsku Osobama sa Mukopolisaharidozom I Srodnim Lizozomskim Oboljenjima with residence in Belgrad/Serbien,
- The Irish Society for Mucopolysaccharide & Related Diseases with residence in Limerick, Ireland,
- The ASOCIACIÓN DE LAS MUCOPOLISACARIDOSIS Y SÍNDROMES RELACIONADOS Hogar MPS España (piso de acogida) with residence in Igualada, Spain,
- The Swedish MPS Association with residence in 35235 Växjö, Sweden
- The VKS with residence in in Zwolle, the Netherlands
- The AIMPS Associazione Italiana Mucopolisaccharidosi with residence in 20030, Senago, (MI), Italy
- The Society for Mucopolysaccharide Diseases with residence in Amersham Bucks HP79LP, UK
- The MPS Danmark with residence in 2830 Virum, Denmark

hereby establish a company with limited liability in accordance with this document and the articles of association attached to this document as an annex.

The annex referred to has been read aloud to the attendees.

II. Managing Director

The following will be decided:

Managing Directors shall be

Mrs. Marija Joldic, born June 29, 1978, resident at Jurija Gagrina 73, Novi Beograd, Serbia,

Mrs. Carmen Kunkel, born September 19, 1966, resident at Krähenweg 9a, 63814 Mainaschaff

Both have sole power of representation, even if other directors or head deputies are or will be ordained.

Exemption from the restrictions of No.181 German Civil Code (BGB) is granted.

III. Business Premises

The business premises of the company are located at Herstattstraße 35, D-63739 Aschaffenburg, Germany.

IV. Power of Attorney

Mrs. Tanja Kopp, Mrs. Carolin Haun and Mrs. Annika Rückert, each employees at the notary office in Aschaffenburg, are each individually empowered, with the exemption of the prohibition of No. 181 BGB, to issue addenda of all kinds and to provide everything deemed necessary and useful for the execution.

V. Instruction

The notary indicated that

- As such, the company with limited liability (GmbH) is only formed with its registration in the commercial register and in the case of acts for the GmbH before registration the trader and those who are in agreement with his acts, are personally and severally liable;
- Payments on ordinary deposits before today's foundation have no effect;
- In the bylaws of the company has to be mentioned, if non-cash deposits are intended, and if liability dangers in case of "hidden contributions in kind" and deposit repayment to shareholders are feared;
- Each shareholder is liable for non-fully paid-up deposits of other shareholders;
- In the event of an encumbrance of the company assets beyond the set-up expenses, the shareholders carry the liability for the difference;
- No examination is made in the registration procedure whether third parties may object to the use of the company name; that needs to be initiated by the parties involved themselves;
- State authorisation requirements must still be met even if the commercial register does not verify them.
- He has not given any tax advice.

VI. Costs, copies

The cost of this document and the registration in the commercial register is borne by the company.

Copies of this document shall receive:

Each shareholder

The company (3)

The tax advisor of the company, Con.tax Steuerberatungs mbH, Mr. Jürgen Steigerwald, Lützeltaler Strasse 5C, D 63868 Grosswallstadt

The revenue office

The corporate tax office

The registrar's office (electronically)

Articles of Association

No. 1 company and registered office

1. The company's name is:
MPS Europe gGmbH
2. The company is based in Aschaffenburg, Germany.

No. 2 purpose of the company

1. The company MPS Europe gGmbH, with its headquarters in Aschaffenburg, is exclusively and directly pursuing charitable purposes (in the sense of the "tax-favored purposes" section of the taxation ordinance). The company is not for profit. It does not primarily pursue its own economic purposes. Financial means of the corporation may only be used for its statutory purposes. No person may be given preferential treatment by expenditure which is alien to the purpose of the company or by disproportionately high remuneration.

2. The purpose of the company is the advancement of public health and the public health system (No. 52 Abs. 2 Nr. 3 AO).

The company promotes a better understanding of the public towards problems which are common across countries of children and adults affected with Mucopolysaccharidosis and related diseases, information, counselling the affected and their families as well as counselling and support of national patient organisations, their international community of interest towards public authorities and other institutions, support and sponsoring of scientific projects.

The purpose of the company is pursued specifically through:

- Conducting scientific events (e.g. International conferences) concerning Mucopolysaccharidosis ("MPS") and related diseases
- Initiation of research projects concerning MPS
- Support for the establishment and management of new associations dealing with MPS and its consequences
- Representation of the interests of the international MPS associations at European level towards i.e. EMA, Eurordis, and other European institutions, towards scientific and other institutions and towards Pharmaceutical companies.
- Implementation of EU projects related to MPS as for instance a registry for MPS
- Information acquisition and dissemination to national MPS associations as for instance new scientific findings, new studies dealing with MPS and related illnesses
- Communication and networking with MPS societies across the world and with other patient organisations or umbrella organisations in the field of lysosomal storage disorders (LSD).

3. The company is entitled to carry out all transactions which are promoting the goals directly or indirectly.

4. It may acquire other companies of the same or a similar nature, or participate in any legal form, or establish branches and to take over the management and/or business of such other companies which have the same or similar purpose.

No. 3 Original Capital

1 The share capital of the company is € 25,000.00.

2 Of this original share capital take:

- The Gesellschaft for Mukopolysaccharidosen e.V., with its registered office in Bochum, one business share with a nominal value of € 3,000.00, which has the number 1 in the shareholder list;
- The Gesellschaft für Mukopolysaccharidosen und ähnliche Erkrankungen with residence in Scharthen, Austria, one business share with a nominal value of € 3,000.00, which has the number 2 in the shareholder list;
- The Magyar Mucopolysaccharidosis Tarsasag with residence in Vac, Hungary, one business share with a nominal value of € 1,000.00, which has the number 3 in the shareholder list;
- The Verein MPS Schweiz with residence in Eglisau, Switzerland one business share with a nominal value of € 3,000.00, which has the number 4 in the shareholder list;
- The MPS Serbia (MPS Srbija), Udruzenje Za Pomoc I Podrsku Osobama sa Mukopolisaharidozom I Srodnim Lizozomskim Oboljenjima with residence in Belgrad/Serbien, , one business share with a nominal value of € 1,000.00, which has the number 5 in the shareholder list;
- The Irish Society for Mucopolysaccharide & Related Diseases with residence in Limerick/Ireland, one business share with a nominal value of € 1,000.00, which has the number 6 in the shareholder list;
- The ASOCIACIÓN DE LAS MUCOPOLISACARIDOSIS Y SÍNDROMES RELACIONADOS Hogar MPS España (piso de acogida) with residence in Igualada, Spain, one business share with a nominal value of € 3,000.00, which has the number 7 in the shareholder list;
- The Swedish MPS Association with residence in 35235 Växjö, Sweden, one business share with a nominal value of € 1,000.00, which has the number 8 in the shareholder list;
- The VKS with residence in in Zwolle, the Netherlands, one business share with a nominal value of € 3,000.00, which has the number 9 in the shareholder list;
- The AIMPS Associazione Italiana Mucopolisaccharidosi with residence in 20030, Senago, (MI), Italy, one business share with a nominal value of € 3,000.00, which has the number 10 in the shareholder list;
- The Society for Mucopolysaccharide Diseases with residence in Amersham Bucks HP79LP, UK, one business share with a nominal value of € 2,000.00, which has the number 11 in the shareholder list;
- The MPS Danmark with residence in 2830 Virum, Denmark, one business share with a nominal value of € 1,000.00, which has the number 12 in the shareholder list;

3. The stock capital is to be paid in cash.

No. 4 financial year

The fiscal year is the calendar year.

No. 5 Managing Director

1. The company has one or more managing directors.

2. If only one manager is appointed, he or she shall represent the company individually. If several managing directors are appointed, the company will be represented by two managing directors or a managing director together with a deputy manager.

3. The shareholders' meeting may grant managing directors the power of individual representation and may exempt them from the restrictions of No. 181 BGB.

4. The consent of the General assembly is required for all extraordinary legal transactions in the internal relationship. Extraordinary legal transactions include:

- Acquisition or sale of other companies or parts of them and the sale of the company as whole;
- Establishment or closure of branch offices.
- Any major extension or reduction of the scope of business;
- Acquisition, loading, disposal, leasing or renting of land or land-like rights.
- Investments in capital assets, which in individual cases exceed the amount of € 5,000.00.
- Immovable liabilities other than normal business operations as well as the transfer of guarantees or the granting of collateral to other persons;
- Appointment and dismissal of head deputies.

No. 6 shareholders' general meeting and shareholder decisions

1. The decisions of the shareholders shall be made at general meetings.

A general meeting may be attended in person or via telephone or other audiovisual means. The company shall offer more than one of these options to the shareholders.

If all shareholders consent to the type of decision-making, decisions may also be made by issuing votes, by correspondence or in text form, outside of meetings or by submitting votes in part to meetings and partly by voting in writing outside of meetings, unless compelling law dictates a different form. Decisions taken in whole or in part outside of meetings shall be recorded by the directors in writing. The final protocol must be sent to all shareholders.

Shareholder meetings may take place in any country in which a shareholder has its registered office or domicile. Meetings where changes to the statutes or articles of the association are planned shall be carried out in the Federal Republic of Germany.

2. Invitation to the general meeting may be through electronic communication (E-mail, network, fax). The invitation has to be delivered at least one week in advance.

3. The general assembly is competent if at least 30% of all shareholders are present. If this quorum is not met, the next general assembly is quorate relating to the same topics regardless of the quorum. This following general assembly may be called only after the non-competent assembly is dismissed.

4. The decisions of the shareholders shall be taken by a simple majority of the votes cast, unless the law or the Social Contract stipulates a majority. In the event of an impasse, an application is deemed to be rejected. Abstentions are considered as uncast votes.

5. Each shareholder has one vote, regardless of his financial involvement.

6. The written protocol of all decisions taken is to be distributed no later than 15 days after the general meeting.

7. Shareholder resolutions may only be appealed within a month after receipt of the protocol of the shareholder meeting concerned.

No. 7 Use of profits

The means of the company may only be used for the statutory purposes. The shareholders shall not be entitled to profit shares and shall not receive any other contributions from resources of the company. They will receive no more than their paid capital shares and the common value of their contributions in the case of dissolution of the company or the elimination of tax beneficiaries. For the severance in the case of withdrawal, No. 12 of these Articles of Association shall apply.

No person may be given preferential treatment by expenditure which is alien to the purpose of the company or by disproportionately high remuneration.

No. 8 Assignment of business shares, pledging, usufruct custom

1. Business shares or parts of business units may only be ceded with the approval of the company and at the shareholders' meeting. The corresponding decision of the shareholder assembly requires a simple majority of the cast votes.
2. The shares or parts of a business share may also be ceded to a co-shareholder without authorisation.
3. The foregoing provisions apply to pledging and usufruct accordingly.

No. 9 Termination

1. Each shareholder may leave the company with a notice period of six months at the end of a financial year. The termination is to be explained by registered letter to the company.
2. Upon the date of termination, the leaving shareholder shall be eliminated from the continuing company if no decision is taken in accordance with §9.3. The share is transferred to each other shareholder in proportion to the shareholders share value. A non-partable (residual) business share is transferred as whole to the remaining shareholders in proportion to their business shares.
3. Until the termination of the contract, the other shareholders may decide instead of a transfer of the business share that the company is dissolved. The decision requires the unanimous vote of all votes cast.

No. 10 Dissolution, Elimination of tax-benefit purposes

1. The company can be dissolved at any time by shareholder vote. The decision requires the unanimity of all cast votes.
2. The substitution regulations for managing directors pursuant to No.5 (1-3) shall apply to liquidators accordingly.
3. In the event of dissolution of the corporation or in the absence of tax-privileged purposes, the assets of the corporation shall be forfeited to the extent exceeding the paid-in capital shares of the shareholders and the common value of the goods provided by the shareholders to either
 - a) the Allianz Chronischer Seltener Krankheiten (ACHSE) e.V., c/o DRK Kliniken Berlin Mitte which use the capital directly and exclusively for charitable, benevolent or ecclesiastical purposes.
 - or
 - b) to a legal entity of public law or another tax-exempt entity for the purpose of promotion of science, research, education, and public health.

No. 11 confiscation

1. The collection of business shares is permitted.
2. The compulsory confiscation of business shares is permissible,
 - If a business share is seized and the seizure is not cancelled within two months of attachment, at the latest until the recovery of the business share.

- If insolvency proceedings are opened on the shareholder's assets or if he or she is refused the opening of such a procedural defect due to lack of means, or if the shareholder has the correctness of his/her portfolio assured in lieu of an oath.
- If there is an important reason in the person of a shareholder, which would allow the other shareholders to demand the dissolution of the company under proper application of No.133 HGB.

3. The shareholders' meeting may decide that instead of confiscating the share of the outgoing shareholder can be transferred wholly or divided to the company itself or to one or more shareholders or third parties (under the liability of the selling company).

4. If a share is undividedly owned by several holders, the confiscation in accordance with No. 11. 2 or the transfer in accordance with No.11. 3 shall also be admissible if the conditions apply only to one of the persons of the co-owners.

5. In all cases of compulsory confiscation and the replacing transfer, the shareholder company concerned is not entitled to vote. The confiscation and the assignment are also effective irrespective of the payment of the termination owed according to these Articles.

No. 12 Indemnity

In the cases of the confiscation and its replacing transfer and any other withdrawal of a shareholder from the company, any severance or indemnity payment is excluded.

No. 13 Advisory board

1. The shareholders may decide that the company nominates an Advisory board consisting of one to five members. The Advisory board will be elected for a duration of four years from the date of the election by the general assembly, remaining in office however until a new election.

Each member of the advisory board must be elected individually. Only natural persons are eligible.

When electing an Advisory Board member, a replacement can be elected at the same time.

Managing directors may not be members of the advisory board at the same time.

2. The task of the Advisory Board is to counsel the board in all company affairs, it promotes contact with the shareholders and advises the board in management affairs.

The shareholders' meeting may decide that the approval of the Advisory Board may be sufficient instead of the approval of the shareholders' meeting in case of exceptional legal transactions or individual unusual legal transactions.

3. At least quarterly a meeting of the Advisory Board shall be convened. The Advisory board will be convened by the company board in text form with a period of at least two weeks' notice.

The agenda needs not to be announced. The Advisory board must be convened if at least two members request it in written form by the board.

If the request is not answered within a period of two weeks, the members of the Advisory Board who have requested the convening, shall be entitled to convene the Advisory board themselves.

4. In the meetings of the advisory Board, all members of the management board have the right of presence and speech, but no voting rights. The members of the management board are to be informed of the meetings of the advisory board and are expected to participate.

5. The advisory Board shall have its own rules of procedure. The members of the advisory board elect a chairperson and a deputy chairman. The chairman shall chair the meetings of the advisory board.

6. The Advisory Board makes its opinion by decision-making. In making a decision, the majority of the valid votes cast decides. In case of parity the vote of the Chairman is decisive.

§ 6.1 shall apply accordingly.

7. If a member of the Advisory board leaves prematurely and if no substitute member has been elected, the Advisory Board elects for the remainder of the term of the leaving member a replacement.

8. The resolutions of the Advisory Board shall be laid down in writing and signed by the Chairman of the meeting.

No. 14 General provisions

1. The provisions of these articles apply only, so far as not mandatory legal provisions demand something else. In this case the legal regulation applies.

2. If individual provisions of these articles are invalid, the validity of the remaining articles shall not be affected. (Salvatorian Clause)

In this case, the shareholders are obliged to improve or make up the invalid provision in such a way that the economic purpose intended with the invalid provision is reached.

Proceedings are to be taken accordingly if the need for supplements arises in the execution of the articles of association.

3. Public announcements of the company are published in the Federal Gazette.

No. 15 costs

The costs of the certification of the articles of association, the public announcement, the registration of the company and its registration in the commercial register as well as the costs of the founding consultation are borne by the company up to the amount of €2,000.00 (= founding expenses).