

Today, the seventh of January two thousand and five, appeared before me, *mr.* BARBARA MARIA VAN KAMPEN, junior civil-law notary, hereinafter to be referred to as “civil-law notary”, deputy of *mr.* PAUL MATHIEU HENRI MICHEL MARIE OOR, civil-law notary practising in Oss:

1. *Mr. Drs.* **ALEXANDER VICTOR QUIRINUS MARIE SMITS VAN OYEN**, born in Amsterdam on the twenty-sixth of November nineteen hundred fifty-eight, married, residing in Baarn, Nicolaas Beetslaan 8 (3743 HM), identity established on the basis of a passport, number NE7467841, issued in Baarn on the seventh of July two thousand and three;

2. *Mr.* **JAN IN 'T VELD**, born in Bergschenhoek on the eight of August nineteen hundred fifty-one, married, residing in Oss, Krijtweg 29 (5345 TT), identity established on the basis of a passport, number ND9037461, issued in Oss on the seventeenth of March two thousand and three;

3. *Mr. Ir.* **FREDERIK CORNELIS WILLEM BARON VAN ASBECK**, born in Alphen aan den Rijn on the seventh of January nineteen hundred seventy-six, unmarried, residing in Rijswijk (Province of South Holland), Generaal Spoorlaan 489 (2285 TA), identity established on the basis of a passport, number NC3608929, issued in Delft on the fourth of June two thousand and two. The persons appearing hereby declare to establish a foundation and to adopt the following articles of association for this purpose:

#### **NAME AND REGISTERED OFFICE**

##### **Article 1**

1. The foundation bears the name: **STICHTING FOCUS ON VISION FOUNDATION**.

2. It has its registered office in the municipality of **Oss**.

#### **PURPOSE**

##### **Article 2**

1. The purpose of the foundation is:

a. to develop techniques for the realisation and facilitation of the worldwide distribution of universal optical aids;

b. to develop and improve industrial and logistical processes relating to universal optical aids;

c. to propagate and promote all initiatives with regard to the development and realisation of universal optical aids;

d. to support scientific, strategic and industrial research projects relating to universal optical aids;

e. to perform all further acts relating to the foregoing or that may be conducive thereto in the broadest sense of the word.

2. The foundation aims to realise its purpose by

a. the collection of monies;

b. the acquisition of subsidies;

c. the acquisition of testamentary dispositions and specific legacies;

d. actively maintaining contacts with governments, business and industry, charitable institutions at home and abroad;

e. the delegation of one or more board members as advisor, consultant or commissioner to projects, companies or institutions with similar purposes as the foundation.

## **BOARD**

### **Article 3**

1. The board of the foundation consists of at least three members. The number of board members will -with due observance of the provision referred to in the previous sentence- be unanimously determined by the board.
2. The board (with the exception of the first board, of which the members in office have been appointed) chooses from its number a chair, a vice-chair, a secretary and a treasurer. The functions of vice-chair, secretary and treasurer may also be performed by one person.
3. Board members are appointed for an indefinite period of time. If one (or more) vacancy(ies) arise(s) within the board, the remaining board members (or the sole remaining board member) will provide for this unanimously by appointing one (or more successor(s)) within two months after the vacancy(ies) has/have arisen.
4. In the event of one or more vacancies in the board, the remaining board members, or the remaining board member, will form a legal compound board.
5. The board members do not receive any remuneration for their work. They are, however, entitled to the reimbursement of the expenses incurred during the performance of their function.

## **BOARD MEMBERS**

### **Article 4**

1. The board meetings will be held in a location in the Netherlands stated in the notice convening the meeting.
2. At least one meeting will be held each calendar quarter.
3. Furthermore, meetings will be held each time when one of the board members convenes a meeting for that purpose in writing, accurately stating the matters to be discussed.
4. The meeting will be convened at least seven days beforehand, the day of the notice convening the meeting and the day of the meeting not included, by means of written notices.
5. The letters convening the meeting will include, in addition to the place and time of the meeting, the subjects to be discussed.
6. As long as all board members in office are present at the meeting, valid resolutions may be taken on all of the subjects which are up for discussion, provided this is done unanimously, even if the prescriptions for convening and holding the meetings given in the articles of association have not been observed.
7. The meetings are led by the chair; in his absence the members present will provide for the chairmanship of the meeting.

8. Minutes must be kept of the proceedings at each meeting by the secretary or by one of the other persons present, designated by the chair of the meeting. The minutes will be adopted and signed by the persons who have acted as chair and secretary of the meeting.

## **BOARD RESOLUTIONS**

### **Article 5**

1. The board may only take resolutions at the meeting if the majority of the board members in office are present or represented at that meeting. A board member can be represented at the meeting by any other board member by submitting a written, at the discretion of the chair of the meeting, power of attorney. A board member may only act as authorized representative of one other board member.

2. The board may also take resolutions outside meetings, provided that all board members have been given the opportunity in writing, whether or not by any telecommunication means, to express their opinion. The secretary must make a record of any resolution adopted outside the meeting, which will be co-signed by the chair and added to the minutes, together with the answers received.

3. Each board member has the right to cast one vote. Insofar as these articles do not prescribe a large majority, all resolutions will be passed by an absolute majority of the votes cast.

4. All voting at the meeting will be oral, unless one board member requests a vote by ballot before the voting. Written votes must be cast by means of sealed and unsigned ballots.

5. Blank votes will be considered as not having been cast.

6. All disputes concerning voting not provided for in these articles will be decided by the chair of the meeting.

## **MANAGEMENT AUTHORITY**

### **Article 6**

1. The management is charged with the management of the foundation.

2. The board has the power to resolve to enter into agreements to acquire, dispose of and encumber property subject to registration.

3. The board does not have the power to resolve to enter into agreements, whereby the foundation commits itself to surety or as joint and several debtor, warrants performance on behalf of a third party or provide surety for a debt of another party, unless the resolution is adopted unanimously by all board members in office.

4. Testamentary dispositions may only be accepted with the benefit of inventory.

## **REPRESENTATION**

### **Article 7**

1. The foundation will be represented by the board.

2. Two board members have authority to act jointly to represent the foundation.
3. The board may grant authority to one or more board members, as well as to third parties, to represent the foundation within the limits of this authority.
4. The authority to represent may be vested in the management on the basis of the guidelines drawn up by the board of the foundation.

## **TERMINATION OF BOARD MEMBERSHIP**

### **Article 8**

The board membership of a board member is terminated:

- a. by his decease;
- b. when he loses the right to dispose of his own property;
- c. by written resignation (retirement);
- d. by discharge granted to him by the other board members.
- e. by discharge pursuant to Article 2:298 of the Dutch Civil Code.

## **FINANCIAL YEAR, ANNUAL REPORT AND ACCOUNTS**

### **Article 9**

1. The financial year of the foundation is concurrent with the calendar year.
2. The books of the foundation will be balanced at the end of each financial year. Based on that, the board will draw up a balance sheet and statement of income and expenditure of the finished financial year, which annual report and accounts will then be adopted by the board.

## **REGULATIONS**

### **Article 10**

1. The board is entitled to adopt a set of regulations providing for matters which in the opinion of the board need to be regulated (further).
2. The regulations may not be in conflict with the law or these articles.
3. The board is at all times entitled to amend or revoke these regulations.
4. The provisions referred to in Article 11 paragraph 1 apply to the adoption, amendment or revocation of these regulations.

## **AMENDMENT TO THE ARTICLES OF ASSOCIATION**

### **Article 11**

1. The board is entitled to amend these articles. The resolution thereto must be adopted unanimously in a meeting, in which all board members are present or represented, without any vacancy arising in the board.
2. The amendment must be set by notarial deed subject to being declared void. Each individual board member is authorised to execute the relevant deed.

## **DISSOLUTION AND LIQUIDATION**

### **Article 12**

1. The board is entitled to dissolve the foundation. The provision referred to in Article 11 paragraph 1 is applicable to the resolution to be adopted for that purpose.

2. The foundation will continue to exist after dissolution to the extent necessary for the liquidation of its assets.
3. On dissolution of the foundation, its assets will be liquidated by the board.
4. During the liquidation the provisions of these articles will remain in force as much as possible.
5. Any surplus after liquidation will be paid as to be determined by the liquidators.
6. After the liquidation, the books and records of the foundation dissolved must be kept for a period of 10 years by any person to be designated by the liquidators.

### **CONCLUDING PROVISIONS**

#### **Article 13**

All matters not provided for by law or these articles will be decided by the board.

#### **Article 14**

The first board members will be appointed upon the deed of formation.

### **CONCLUDING STATEMENTS**

Finally the persons appearing declared that:

1. The following board members have been appointed to:
  - the aforesaid person appearing sub 1, in the function of chair;
  - the aforesaid person appearing sub 2, in the function of vice-chair and in the function of secretary;
  - the aforesaid appearing person sub 3, in the function of treasurer.
2. The first financial year of the foundation ends on the thirty-first of December two thousand and five.

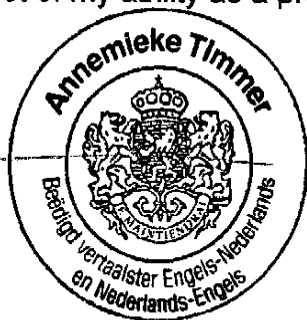
### **PARTNERSHIP**

Where in this deed it is stated (currently) unmarried or unmarried and never married before it is also understood to mean not registered as a partner in the sense of registered partnership or having been registered as such. The parties appearing are known to me, civil-law notary. In witness whereof this deed was executed in Oss on the date stated in the preamble to this deed. Before the execution of this deed I, civil-law notary, have communicated and explained the substance of this deed to the persons appearing. I, civil-law notary, have also notified the persons appearing of the consequences arising for parties or one or more of them from the substance of this deed. The persons appearing declared to have been given the opportunity to take note of the substance of this deed in time and to agree to it, whereas they furthermore declared that the intended communication of and explanation to the substance of this deed has indeed taken place, that they have also been notified of the consequences as previously referred to and that they do not require the deed to be read out in full.

Immediately after reading out loud a restricted part of this deed, it was signed by the persons appearing and by me, civil-law notary.

Waddinxveen, the Netherlands, the 13<sup>th</sup> of March 2009

I, the undersigned, Mrs. Annemieke Timmer, sworn translator for the English language, declare that the translation of the attached document, is to the best of my knowledge and belief a true and faithful rendering of a copy of the original Dutch document, done to the best of my ability as a professional translator.



Annemieke Timmer  
Sworn translator  
Rotterdam District Court