COPY

of the deed of

AMENDMENT OF THE CONSTITUTION

of:
Stichting Health Action International Foundation
established in Amsterdam,

now named:
Stichting Health Action International

Deed dated 27 July 2007
AMENDMENT OF THE CONSTITUTION
of Stichting Health Action International Foundation
the name of which is changed to:
Stichting Health Action International

This day, the twenty-seventh of July, two thousand and seven, there appeared before me, Simone Adrienne Anne Marie Cuypers, junior civil-law notary, hereinafter referred to as 'civil-law notary', deputising for Alexander Joannes Wiggers, civil-law notary practising in Amsterdam, Erwin Martijn van Eist, having offices at Amstelveenseweg 638, 1081 JJ Amsterdam, born in Alkmaar on the twenty-eighth of February, nineteen hundred and eighty, holder of driving licence number 3136215802.

The person appearing declared that:

I. the constitution of Stichting Health Action International Foundation, a foundation established pursuant to its constitution in Amsterdam, having offices at Jacob van Lennepkade 334 T, 1053NJ Amsterdam, and entered in the Trade Register of the Amsterdam Chamber of Commerce under number 41207580 (hereinafter referred to as the 'Foundation'), was adopted by a deed of formation executed on the twenty-seventh of April, nineteen hundred and eighty, in the presence of Klaas Eelco Jan Dijk, civil-law notary practising in Amsterdam;

II. the extraordinary meeting of the Board of the Foundation held on the twenty-ninth of July, two thousand and seven, resolved inter alia:
   a. to amend the constitution of the Foundation as stated below and
   b. to authorise the person appearing to apply for a declaration of no objection and to sign this deed of amendment of the constitution of the Foundation.

The minutes of that meeting are attached to this deed in evidence of those resolutions;

The person appearing, acting in the aforementioned capacity, declared that the entire constitution of the Foundation was hereby amended as follows:

CONSTITUTION
Name and domicile:
Article 1:
1. The name of the Foundation is Stichting Health Action International.
   Outside the Netherlands, the Foundation may be named Health Action International Foundation.
2. It is domiciled in Amsterdam.

Objectives:
Article 2:
1. The objectives of the Foundation are:
   a. to promote rational and economic medicine policy, therapy and use in developing and developed countries;
b. to foster justice in healthcare worldwide by improving access to essential medicines and promoting more rational use of medicines;
c. to support networks, countries, groups and individuals working towards the objectives referred to in a. and b. above.

2. The Foundation shall seek to achieve its objectives *inter alia* by:

a. supporting networks, groups and individuals;
b. organising meetings;
c. supporting and organising campaigns;
d. supporting and encouraging research;
e. issuing publications;
f. appointing one or more employees;
g. employing any other (legitimate) means that may be conducive to the achievement of the above goals.

**Board:**

**Article 3:**

1. The number of members of the Board of the Foundation shall be determined by the Board itself. The Board of the Foundation shall consist of an odd number of members between a minimum of five and a maximum of nine, unless there are more than nine HAI entities (as defined below), in which case the Board shall consist of the same number of members as there are HAI entities (as defined below) or the next higher odd number if there is an even number of HAI entities (as defined below).

2. The Board shall be constituted to reflect the global approach taken by the Foundation in developing its activities. The members of the Board shall be appointed by the Board. Each Dutch or foreign legal entity whose name includes the words 'Health Action International' and which is financed by and works with the Foundation (hereinafter referred to as 'HAI entity') shall have the right to make a binding nomination for the appointment of one member of the Board.

3. If a vacancy arises on the Board for which a HAI entity may nominate a candidate, the Board shall inform the HAI entity concerned. That HAI entity shall notify the Board within one month of the candidate it wishes to nominate for appointment as a member of the Board. If the HAI entity concerned fails to nominate a candidate for appointment as a member of the Board within the aforementioned period of one month, it shall relinquish its right of nomination for a period of two years or until such earlier time as the vacancy on the Board would have arisen in accordance with the retirement rotation list referred to in paragraph 9 of this article.

4. Upon receipt of the nomination, the Board shall appoint the nominee unless the Board votes unanimously against the nomination. In that case, the HAI entity concerned shall be notified immediately and shall be entitled to nominate, again within one month, a second candidate for appointment as a member of the Board. If the Board votes unanimously against this second candidate, the right of nomination shall be relinquished for a period of two years or until such earlier time as the vacancy on the Board would have arisen in accordance with the rotation list referred to in paragraph 9 of this article.
5. The Board may resolve to appoint more members than there are HAI entities, in which case the Board shall be free to appoint such additional members by a resolution supported by a majority of at least two-thirds of the votes cast at a meeting at which all members of the Board are present or represented.

6. A member of the Board may be suspended or dismissed at any time by a resolution of the Board pursuant to article 6. Such a resolution shall require a majority of at least two-thirds of the votes validly cast at a meeting at which at least half of the members of the Board are present or represented. That meeting shall be convened specifically to decide on the suspension or dismissal of the member of the Board.

7. A member of the Board shall not be a member of any other body of the Foundation or a HAI entity. A member of the Board shall not be an employee of the Foundation or a HAI entity.

8. A person nominated for appointment as a member of the Board shall sign a declaration-of-interests form prior to appointment to the Board. This declaration-of-interests form contains questions on relevant positions held and duties performed by him. A member of the Board shall notify the Board immediately of any change relating to this declaration-of-interests form as referred to in this paragraph.

9. Members of the Board shall be appointed for a term of four years. They shall retire in accordance with a rotation list drawn up by the Board. A member of the Board who has retired in accordance with the rotation list shall only be eligible for immediate reappointment once. A member appointed to an interim vacancy on the Board shall take the place in the retirement rotation list of the member he succeeds. A member of the Board who has retired in accordance with the rotation list shall not be reappointed to the Board for at least four years from the date of retirement.

10. If the number of members of the Board falls below the prescribed minimum, authority shall continue to be vested in the Board. The Board shall in that case seek to fill the vacancy or vacancies as soon as possible, in accordance with the provisions of this constitution.

11. Membership of the Board shall be terminated:
   a. by letter of resignation;
   b. upon the death of the member;
   c. upon the member's loss of control over his assets;
   d. upon expiry of the member's term of office or when required according to the retirement rotation list, whichever is earlier;
   e. upon dismissal by the Board;
   f. upon the member ceasing to satisfy the requirements of paragraph 7 of this article.

12. The members of the Board shall receive no remuneration for their services, but shall be entitled to reimbursement of expenses they incur in the performance of their duties.

Authority and representation of the Board:

Article 4:

1. The Board shall be entrusted with the management of the Foundation.

2. The Board shall be authorised to enter into agreements whereby:
   a. registered property is acquired, disposed of or encumbered;
b. the Foundation is bound as surety or assumes joint and several liability;
c. the Foundation guarantees performance by a third party;
d. the Foundation provides security for the debt of a third party.

3. Authority to represent the Foundation shall be vested in the Board and in two members of the Board acting jointly.

4. Authority to represent the Foundation shall be vested in one or more third parties if and to the extent that they have been authorised in writing by the Board.

Meetings of the Board:

Article 5:

1. Meetings of the Board shall be held in the Netherlands at the venue stipulated in the notice convening the meeting. Meetings of the Board may also be held outside the Netherlands provided all members of the Board agree to the proposed venue.

2. A meeting of the Board (the annual meeting) shall be held each year, within six months of the end of the financial year, of which the agenda shall in any event include adoption of the financial statements and the proposed statement of income and expenditure.

3. Further meetings shall be held whenever the Chair or two members of the Board consider it necessary.

4. Notice of meetings shall be given by letter two weeks in advance, not counting the date of the letter convening the meeting and the date of the meeting, by or on behalf of the Chair, stating the venue of the meeting and including the agenda.

5. Meetings shall be presided over by the Chair or, in his absence, by the vice-Chair. If the latter is absent, the meeting shall be chaired by a person chosen by the members of the Board who are present. Until that time, the meeting shall be chaired by the eldest member of the Board present.

6. Simultaneous linking by telephone or audio-video connection of all the members of the Board shall be deemed to constitute a meeting for the duration of that connection, unless a member of the Board objects. The minutes of the meeting duly authenticated by the Chair of the Board or, if the Board has not appointed a Chair, by a member of the Board shall serve as sufficient evidence of the proceedings and of observance of all the necessary formalities.

7. Minutes shall be kept of the deliberations and resolutions of the Board at the meeting and shall be signed by the Chair and secretary.

8. Meetings of the Board may be attended by the incumbent members and other persons invited by the Board.

Decision-making:

Article 6:

1. A member of the Board may have himself represented at a meeting by another member of the Board holding a written proxy that the Chair of the meeting deems acceptable. A member of the Board may act as proxy on behalf of only one other member of the Board. If a resolution requires that a given quorum is present or represented at a meeting at which the relevant resolution is to be considered and that quorum is not present or represented, a second meeting shall be convened, to be held
not less than two weeks nor more than four weeks after the first, at which resolutions may be adopted irrespective of the number of members of the Board present or represented at the meeting. The notice convening the second meeting shall state that and explain why a resolution may be adopted irrespective of the number of members of the Board present or represented.

2. Voting shall take place in the manner stipulated in advance by the Board.
3. Each member of the Board may cast one vote.
4. Unless provided otherwise by this constitution, all resolutions shall be adopted which obtain an absolute majority of the votes that can be cast at a meeting, irrespective of the number of votes held by those present or represented at the meeting. In the event of a tie (with an equal number of votes for and against), the Chair shall have the casting vote.
5. If all the incumbent members of the Board are present at a meeting of the Board, valid resolutions may be adopted, even if all the requirements of the constitution or bye-laws with respect to the convening and holding of meetings have not been satisfied, by a unanimous vote.
6. Resolutions may also be adopted without holding a meeting, provided all members of the Board have had an opportunity to express their views on the motion in writing, none of them objects to this form of decision-making and a majority of the members of the Board vote in favour of the motion concerned. A resolution adopted in this way, together with the responses received, shall be signed by the secretary and the Chair and attached to the minutes.

Financial year and financial statements:
Article 7:
1. The Foundation’s financial year shall run from the first of January to the thirty-first of December.
2. The Board shall keep accounts of the Foundation’s financial position and all particulars of the Foundation’s activities, in accordance with the standards applicable to those activities, and to keep the books, documents and other data carriers in such a manner as to enable the rights and obligations of the Foundation to be determined therefrom at all times.
3. The Foundation’s financial statements, balance sheet and statement of income and expenditure shall be drawn up, recorded on paper and adopted by the Board.
4. The Board shall be authorised and, if prescribed by law, obliged to instruct auditors, as referred to in Section 393 of Book 2 of the Netherlands Civil Code, to examine the financial statements drawn up by the Board, to report to the Board on their examination and to issue an auditors’ report.
5. The books, documents and other data carriers referred to in the preceding paragraphs shall be kept by the Board for seven years.
6. With the exception of the balance sheet and statement of income recorded on paper, information may be transferred to and stored on another data carrier, provided the information is transferred accurately and completely, is available for the full retention period and can be retrieved in a legible form in a reasonable time.
Bye-laws:
Article 8:
1. The Board may establish, amend or rescind bye-laws at any time by a resolution adopted in accordance with article 6.
2. Bye-laws shall not conflict with this constitution.
Committees and working groups:
Article 9:
1. The Board may resolve to form and disband committees and/or working groups, to which persons who are not members of the Board may be appointed.
2. All matters relating to committees and working groups shall be determined by the Foundation's bye-laws.
Amendment of the constitution and winding-up:
Article 10:
1. The Board shall be authorised to amend the constitution or dissolve the Foundation; amendments to the constitution shall be embodied in a notarial deed; all members of the Board shall be authorised to execute such a deed.
2. A resolution to amend the constitution or wind up the Foundation shall be adopted in accordance with article 6. The notice convening a meeting at which a resolution to amend the constitution is to be considered shall include the verbatim text of the proposed amendment to the constitution.
3. The winding-up shall be carried out by the Board, unless the Board has entrusted this task to a third party.
4. The Board shall determine the appropriation of the liquidation surplus, having due regard for the interests of any providers of grants; the appropriation shall as far as possible be consistent with the objectives of the Foundation.
Unforeseen circumstances:
Article 11:
In all cases for which neither the law nor this constitution or the bye-laws provide, the Board shall decide.

CONCLUDING PROVISION
The person appearing is known to me, civil-law notary, and the identity of the person appearing who is executing this deed has been verified by me, civil-law notary, on the basis of the document referred to above and intended for that purpose.
This deed was executed in Amsterdam on the date first hereinabove written. The content of the deed has been communicated and explained to the person appearing. The person appearing has also been advised of the implications of this deed.
The person appearing stated that he had taken cognisance of the content of this deed in good time prior to signing it and was in agreement with its content.
Immediately after a limited reading of the deed, it was signed by the person appearing and by me, civil-law notary.
Signature follows.

ISSUED AS TRUE COPY
By Johan Hendrik Bennebroek Gravenhorst, junior civil-law notary, deputising for Alexander Joannes Wiggers, civil-law notary practising in Amsterdam.
This day, 10 September 2007

[Signature]
I, Iris Lelyveld, sworn translator for the English language, residing at Haarlem, the Netherlands, do solemnly and sincerely declare the foregoing to be a true and full translation into English of the attached Dutch text as seen by me.

Amsterdam, 19 December 2007
Extract of the minutes of the board
of the foundation (stichting):

Stichting Health Action International Foundation, with corporate seat in Amsterdam, holding offices at Jacob van Lennepkade 334 T, 1053 NJ Amsterdam, registered in the Dutch Trade Register under number 41207580 (hereinafter referred to as: the "Foundation"), held in Amsterdam on the 29th day of June 2007.

Present:
- Mr A.J. Sybrands (Chairman);
- Ms G. Breukers;
- Ms P.M.J. Brudon;
- Ms C. Hodgkin;
Joining the meeting by teleconference:
- Mr Z. Mirza
- Mr Prem Chandran John
Also present:
- Mr E.M. van Elst of DLA Piper (invited to inform the board).
- Mr T.W.J. Reed (Secretary of the meeting);

After opening the meeting it was established that all requirements pursuant to the provisions of the articles of association of the Foundation and the relevant Dutch laws regarding the convening of a meeting of the board had been fulfilled. During the meeting all items on the agenda were discussed and several resolutions were adopted, which will all be laid down in the entire minutes of this board meeting.

A draft of the notarial deed of amendment of the articles of association was reviewed and thereafter a resolution was adopted to amend the articles of association of the Foundation in accordance with the draft. The extract of the minutes of this meeting by the board were signed by the Chairman and the Secretary of the meeting as provided on the next page of this document.

For the purposes of formalising the amendment of the articles of association of the Foundation, this document will serve as an extract of the minutes and the next page provides the relevant resolutions adopted unanimously by the meeting.

The meeting continued and all items on the agenda were discussed, after which the Chairman closed the meeting.
For inclusion in the Minutes of the Global Board meeting held on 29 June 2007

The GB agrees to amend the articles of association of the Foundation according to the draft of the deed, drawn up by DLA Piper Nederland N.V. at Amsterdam, with reference SWAEELAVE\20044665\128986, which draft is known to all members of the GB.

The GB agrees to authorise every (candidate) civil law notary, notarial employee and attorney-at-law of DLA Piper Nederland N.V. in Amsterdam, to apply for the declaration of no objection from the Dutch Ministry of Justice and execute the notarial deed of amendment.