

ACCESSION AGREEMENT

This agreement is between:

Richard Verbeek, added civil-law notary to Sawitrie Kanhai, civil-law notary at Westland, hereinafter referred to as “the Notary”, acting as written proxy of all the parties mentioned in the Addendum to the Members Agreement of 14 November 2014, signed by the members between June and September 2015, as well as one (1) additional Accession Agreement dated the 22nd day of March 2016, shown to me and photocopies of which are attached to this Accession Agreement,
and

.....
.....having its official seat (*statutaire zetel*) in.....and
its office at.....registered
with....., hereinafter referred to as “.....”.

Whereas:

- (A) “.....” wishes to become a member of the International Licensing Platform Vegetable and therefore also a party to the Members’ Agreement to which all current members of the International Licensing Platform Vegetable are party; and
- (B) All the current members authorized the Notary to sign this Agreement with “.....” so that the latter becomes party to the Members’ Agreement.

Have agreed as follows:

Article 1 Definitions

Save as otherwise set out below or otherwise in this Agreement, words and expressions defined in the Articles of Association have the same meaning in this Agreement.

“**Agreement**”: this agreement that amends the Members’ Agreement.

“**Articles of Association**” means the articles of Association as may be amended from time to time.

“**Effective date**”: means the date the Board has decided to admit “.....” as Member.

“**ILP**”: International Licensing Platform Vegetable.

Article 2 Membership ILP

- 2.1 In signing this Agreement “.....” becomes party to the Members’ Agreement as from the Effective date.
- 2.2 “.....” shall comply with the Members’ Agreement and therefore also with the Articles of Association, the Internal Regulations, the Board By-Laws and the Expert Committee By-Laws as if “.....” was named therein as Members, as well as with all resolutions of the General Meeting, the Board and the Expert Committee. “.....” confirms that it has been supplied with a copy of each of the aforementioned documents (excluding the resolutions).

Article 3 Power of Attorney

- 3.1 “.....” hereby explicitly agrees that new members of the ILP should also be party to

the Members' Agreement and will irrevocably and in advance through this Agreement authorize the Notary to sign on "....."s behalf the accession agreement in conformity with this Agreement with any possible new Member.

3.2 In order to enter to the Members' Agreement, "....." declares herewith to give power of attorney to all the employees working at the offices of the civil law notaries "Westland Partners Notarissen " at Westland (The Netherlands), both individually and together, to:

- a. sign the Accession Agreement on behalf of ".....", with which Accession Agreement "....." is familiar and in agreement;
- b. sign al pertaining documents and furthermore to perform all those things that are required and useful in connection with the aforementioned, such with the power of substitution; and
- c. to indemnify, defend and hold the proxy holder harmless from and against any third-party claims whatsoever in respect of the use of this power of attorney.

Article 4 Governing law

4.1 This Agreement and any non-contractual obligations arising out of it are governed by and shall be construed in accordance with the laws of the Netherlands.

4.2 This article shall also apply to disputes arising in connection with agreements which are connected with this Agreement, unless the relevant agreement expressly provides otherwise.

In witness whereof the Notary and "....." signed this Agreement on the dates referred to below.

"....."

"the Notary"

.....

.....

(signature)

(signature)

.....

.....

Place:

Place:

Date:

Date:

Note:

Since "....." is a foreign company from a Dutch point of view, a civil law notary or solicitor should issue a statement that:

- a. this document is indeed signed by Mr. ##; and
- b. that Mr. ## is indeed authorised to represent "....." with respect to the actions as described.

This document should be notarized in the following form:

I, ## (name civil law notary or solicitor) in the city of ## hereby certify that this document is signed by ##, residing at ##, born at ## on ##, identified by a passport bearing the number: ##, issued at ## on ##, acting as managing director of - and as such duly representing -, a ##private company with limited liability under ## law having its corporate seat at ##, ##, registered with the Chamber of Commerce of ## under number ##, today, ##.

Furthermore an apostille under the Hague Treaty has to be affixed, confirming the authority of the civil law notary or solicitor.

*This document as well as copies of the relevant pages of the **valid** passport of the signatory of this document and an extract from the Chamber of Commerce must be sent to:*

Westland Partners Notarissen

Attn. Richard Verbeek

PO Box 70

2670 AB Naaldwijk

The Netherlands

verbeek@westlandpartners.nl

Should questions of any kind occur, please contact:

Richard Verbeek

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