

*Drafted on unstamped paper in accordance with art. 27-bis of
Presidential Decree No. 642 of October 26, 1972*

Index No. 60.855

Folder No. 14.675

**DEED INTEGRATING AND AMENDING THE ARTICLES OF
ASSOCIATION OF A FOUNDATION**

REPUBLIC OF ITALY

On the twenty-first day of June of the year two-thousand and eighteen,
(June 21, 2018)

in my secondary office at Passaggio Cividini, No. 4 in Bergamo, as so requested.
Before me, Nicoletta Morelli, Notary in Caravaggio registered with the Notaries'
Board of Bergamo, in the presence of:

FUMAGALLI GIULIA, born in Bergamo on October 29, 1999, resident in Azzano
San Paolo, Via Carducci No. 8;

CADEI CARLA, born in Sarnico (BG) on September 10, 1979, resident in
Vidanica (BG), via Rasetti No. 8/C;

these witnesses being known to me and eligible, having the requested legal
requirements as confirmed thereby,

appears

Ms.

* **SESTINI ROBERTA**, born in Bergamo on August 19, 1960, resident in
Bergamo, Via Milazzo No. 22, Fiscal Number SST RRT 60M59 A794A,
who participates in this deed in her capacity of Chairperson of the Board of
Directors and legal representative of

“FONDAZIONE ARTET ONLUS”

with headquarters in Bergamo, Via Angelo Maj No. 10, Fiscal Number
04288940168, authorized to sign this deed by virtue of the powers attributed thereto
by the founding partners in accordance with art. 8) of the articles of association of
a foundation drafted by me on March 12, 2018, No. 60659/14553 of my Index,
registered in Bergamo 1 on March 23, 2018 with No. 11228 series 1T.

The appearing party, an Italian national of whose personal identity, title, and powers
I, the Notary, am sure, requests that I receive this deed with the following

PREAMBLE:

* with deed drafted by me on March 12, 2018, Index No. 60.659/14553, registered
in Bergamo 1 on March 23, 2018 with No. 11228 series 1T, “FONDAZIONE
ARTET ONLUS” was incorporated;

* such Foundation is currently being admitted into the Regional Register of
Foundations and Associations;

* with notice sent to the Revenue Office – Regional Directorate of Lombardy – on
April 5, 2018, the aforementioned Foundation applied for admission into the
Consolidated Registry of NPOs for community work (*Organizzazioni Non
Lucrative di Utilità Sociale* or *ONLUS* in Italian);

* the Revenue Office – Regional Directorate of Lombardy – implementing
ministerial decree No. 266 of July 18, 2003, ascertained that the requirements
provided for by art. 10 of Leg. D. No. 460 of December 4, 1997 are satisfied and
requested certain amendments with an order of May 8, 2018, namely:

i) with respect to the articles of association, the following was noted:

▪ while the articles of association contain the requirement provided for by art. 10,
subsection 1, letter c) of Leg. D. No. 460/1997 (namely the prohibition to carry out
activities other than those specified under letter a) of the same subsection of the
same article), such requirement is not complied with, in that the articles of
association expressly state: “perform any and all activities fit for or supporting the
pursuit of the institutional goals”;

▪ the requirement provided for by art. 10, subsection 1, letter i) of Leg. D.
460/1997 (namely the use, in the registered name and in any distinctive signs or
communications to third parties, of the terms “organizzazione non lucrativa di
utilità sociale” (non-profit-making organization for community work) or of the
acronym “ONLUS” (NPO) is not transcribed in full, in that the use of the acronym
ONLUS in communications to third parties is not mandatory;

ii) requested a report describing the activities that the Foundation intends to carry
out in practice;

Recorded electronically
at the Revenue Office
of Bergamo 1 on
June 22, 2018 with
No. 23980 Series 1T
EUR 200.00 paid

iii) without any feedback in that respect, banned the foundation from using the terms “Organizzazione Non Lucrativa di Utilità Sociale” or the acronym “ONLUS” in its registered name or in any distinctive signs;

** with letter dated May 29, 2018 the chairperson of the Board of Directors, Ms. SESTINI ROBERTA, sent such report to the Revenue Office – Regional Directorate of Lombardy;

** in order to complete the admission of the Foundation into the Registry of NPOs for community work, it is now necessary to integrate the articles of association with the prescriptions provided for by Leg. D. No. 460/1997, as requested by the Revenue Office – Regional Directorate of Lombardy;

** in the light of the above, it is necessary to amend arts. 1) and 3) of the Foundation’s articles of association by

* introducing, in art. 1), the provision to use the term “organizzazione non lucrativa di utilità sociale” or the acronym “ONLUS” in any and all distinctive signs or communications to third parties;

* removing from art. 3) the reference to the possibility to “carry out any and all activities fit for or supporting the pursuit of the institutional goals”, also specifying the right to fund research programs in the sectors the Foundation is involved in and mentioned in the aforementioned article, in compliance with subsection 2 bis of art. 10 of Leg. D. No. 460/1997, and better rephrasing the activities and institutional goals of the aforementioned Foundation.

All the above being confirmed as an integral and substantial part of this deed, Ms. SESTINI ROBERTA, in her capacity of Chairperson of the Board of Directors and legal representative of “FONDAZIONE ARTET ONLUS”, as authorized by the partners to the same Foundation in accordance with art. 8) of the articles of association referred to in the preamble, hereby

DECLARES

that arts. 1) and 3) of the articles of association are amended, also adjusting the other articles of association as necessary, as follows:

“Art. 1 – Registered name and headquarters

Upon initiative of “Associazione per la Ricerca su Trombosi e Tumori” (Association for Research on Thrombosis and Tumors), also known by the acronym “A.R.T.E.T.”, owned by Ms. Roberta Sestini and Ms. Giovanna Terzi, a foundation is established with headquarters in Bergamo and named:

“FONDAZIONE ARTET – organizzazione non lucrativa di utilità sociale”

also to be referred to shortly as

“FONDAZIONE ARTET ONLUS”;

the Foundation shall qualify itself as a NPO for community work (ONLUS) in any and all of its distinctive signs or communications to third parties.

In compliance with art. 10 of Leg. D. No. 460/1997, the Foundation shall be governed by the applicable law and by these articles of association.

In order to carry out its activity, the Foundation can establish secondary offices, representation offices, delegations, and branches in Italy and abroad.

The Foundation is a private non-profit-making organization and is not entitled to distribute profits.

It is non-political and non-religious.”.

Art. 3 – Goals and institutional activity

The Foundation is a non-profit-making organization and carries out its activity both in Italy and abroad.

The Foundation solely pursues social solidarity and its purpose is to carry out activities in the field of scientific research of special social value within the framework of the regulation implementing art. 10, subsection 1, letter a) No. 11) of Leg. D. No. 460/1997, Pres. D. No. 135/2003, both directly and entrusting such research to Universities, research centers, and other foundations involved directly therein. Moreover, the Foundation promotes sharing and scientific cooperation among researchers in various fields, including haematology, oncology, immunology, life sciences, pharmacology, biochemistry, and other clinical and base sciences, who wish to learn about and carry out research on haemostasis and tumors, interactions between the blood coagulation system and tumors, and the pathogenesis, diagnosis, and treatment of thrombotic and haemorrhagic disorders.

The Foundation further aims at improving health care in favor of chronic fragile patients, particularly if undergoing anticoagulation/antithrombotic treatments and blood or blood component transfusions, as well as at supporting their families. To this end, the Foundation shall cooperate with local healthcare and other authorities, as well as with public, private, and/or university hospitals, to assist patients in the appropriate management of their treatment, also via the production of information and educational brochures and the organization of physician-patient-family meetings; shall support and assist patients in the management of therapies for thrombotic and haemorrhagic disorders also using technological and IT means; shall organize recreational activities aimed at patients; shall ensure profitable collaboration with the local institutions to implement the rules in force and to study and draft plans, programs, and measures for chronic fragile patients also, where necessary, by means of persuasion, stimulation, and pressure, encouraging the involvement and collaboration of the institutions and of private and public companies; shall facilitate the sharing of scientific information in the field of anticoagulation, also organizing and sponsoring occasional conventions; shall promote collaboration with peer volunteering organizations in view of implementing common actions in the interest of chronic fragile patients.

Within the framework of the aforementioned research activities, the Foundation also intends to:

- grant scholarships to individuals fit for scientific research in the aforementioned sectors;
- raise the funds required to pursue the institutional goals, also via public subscriptions;
- fund research programs in the aforementioned sectors in compliance with subsection 2 bis of art. 10 of Leg. D. No. 460/1997;
- promote and organize scientific follow-up and research initiatives on the subject;
- participate, also through contracts and partnerships, in initiatives with public and private universities or other Italian and foreign public or private organizations for research and study projects.

In the pursuit of its goals, the Foundation may seek the cooperation of other Italian or international foundations and/or institutions, sharing with these the conception, creation, and implementation of projects aimed at scientific research.”.

As far as may be necessary, the appearing party submits the new text of the articles of association updated with the amendments to the aforementioned articles that, duly signed, I attach to this deed as Annex “A”.

As requested I, the Notary, have received this deed drafted electronically according to my instructions by a trusted person and partly by me, the Notary, on two sheets and seven pages, and on the last to this point, and have read the same, alongside Annex “A”, in the presence of the witnesses, to the appearing party, who approves it and, with the witnesses and me, the Notary, signs it here and on the edge of the other sheet and of the attached articles of association at fifty minutes past eight a.m.

Signed: Roberta Sestini, Giulia Fumagalli witness, Carla Cadei witness, Nicoletta Morelli Notary. Bears the Seal.

ARTICLES OF ASSOCIATION OF A FOUNDATION**Art. 1 – Registered Name and Headquarters**

Upon initiative of "Associazione per la Ricerca su Trombosi e Tumori" (Association for Research on Thrombosis and Tumors), also known by the acronym "A.R.T.E.T.", owned by Ms. Roberta Sestini and Ms. Giovanna Terzi, a foundation is established with headquarters in Bergamo and named:

"FONDAZIONE ARTET – organizzazione non lucrativa di utilità sociale"

also to be referred to shortly as

"FONDAZIONE ARTET ONLUS";

the Foundation shall qualify itself as a NPO for community work (ONLUS) in any and all of its distinctive signs or communications to third parties.

In compliance with art. 10 of Leg. D. No. 460/1997, the Foundation shall be governed by the applicable law and by these articles of association.

In order to carry out its activity, the Foundation can establish secondary offices, representation offices, delegations, and branches in Italy and abroad.

The Foundation is a private non-profit-making organization and is not entitled to distribute profits.

It is non-political and non-religious.

Art. 2 – Term

The foundation is established without time limits.

Art. 3 – Goals and Istituzional Activity

The Foundation is a non-profit-making organization and carries out its activity both in Italy and abroad.

The Foundation solely pursues social solidarity and its purpose is to carry out activities in the field of scientific research of special social value within the framework of the regulation implementing art. 10, subsection 1, letter a) No. 11) of Leg. D. No. 460/1997, Pres. D. No. 135/2003, both directly and entrusting such research to Universities, research centers, and other foundations involved directly therein. Moreover, the Foundation promotes sharing and scientific cooperation among researchers in various fields, including haematology, oncology, immunology, life sciences, pharmacology, biochemistry, and other clinical and base sciences, who wish to learn about and carry out research on haemostasis and tumors, interactions between the blood coagulation system and tumors, and the pathogenesis, diagnosis, and treatment of thrombotic and haemorrhagic disorders.

The Foundation further aims at improving health care in favor of chronic fragile patients, particularly if undergoing anticoagulation/antithrombotic treatments and blood or blood component transfusions, as well as at supporting their families. To this end, the Foundation shall cooperate with local healthcare and other authorities, as well as with public, private, and/or university hospitals, to assist patients in the appropriate management of their treatment, also via the production of information and educational brochures and the organization of physician-patient-family meetings; shall support and assist patients in the management of therapies for thrombotic and haemorrhagic disorders also using technological and IT means; shall organize recreational activities aimed at patients; shall ensure profitable collaboration with the local institutions to implement the rules in force and to study and draft plans, programs, and measures for chronic fragile patients also, where necessary, by means of persuasion, stimulation, and pressure, encouraging the involvement and collaboration of the institutions and of private and public companies; shall facilitate the sharing of scientific information in the field of anticoagulation, also organizing and sponsoring occasional conventions; shall promote collaboration with peer volunteering organizations in view of implementing common actions in the interest of chronic fragile patients.

Within the framework of the aforementioned research activities, the Foundation also intends to:

- grant scholarships to individuals fit for scientific research in the aforementioned sectors;
- raise the funds required to pursue the institutional goals, also via public subscriptions;
- fund research programs in the aforementioned sectors in compliance with subsection 2 bis of art. 10 of Leg. D. No. 460/1997;
- promote and organize scientific follow-up and research initiatives on the subject;

- participate, also through contracts and partnerships, in initiatives with public and private universities or other Italian and foreign public or private organizations for research and study projects.

In the pursuit of its goals, the Foundation may seek the cooperation of other Italian or international foundations and/or institutions, sharing with these the conception, creation, and implementation of projects aimed at scientific research.

Art. 4 – Instrumental, Ancillary, and Related Activities

In order to pursue its goals, the Foundation can, among other things:

- a) enter into any appropriate deeds or contracts, also for funding of the approved operations, including, but not limited to, take out short or long-term loans, purchase property, enter into agreements of any kind, also to be transcribed in public registers, with public or private entities, which are deemed appropriate and useful to achieve the foundation's goals;
- b) enter into agreements to outsource the management of some of the activities;
- c) participate in associations, entities, and institutions, both public and private, whose activity is aimed – either directly or indirectly – at pursuing similar goals to those of the Foundation; if deemed appropriate, the Foundation can participate in and contribute to the establishment of the aforementioned organizations;
- d) organize meetings, scientific congresses and conventions related to its statutory purposes, aimed, in particular, at disclosing the results of scientific research.

The Foundation cannot carry out activities other than the aforementioned ones, except if directly connected thereto.

The Foundation cannot distribute, also indirectly, profits and surplus operating funds, as well as funds, savings, or capital, during the life of the organization, unless the use or distribution thereof is provided for by the law or in favor of other associations or foundations that, by law, statute, or regulation, are part of the same unit.

The Foundation shall:

- use any profits and surplus operating funds to carry out its institutional activities and others directly related thereto;
- transfer the assets of the organization, in case of dissolution for any cause, to other non-profit-making organizations for community work or public utility purposes, subject to the opinion of the supervisory body pursuant to art. 3, subsection 190 of law No. 662 of December 23, 1996, except where a different use thereof is provided for by the law;
- draft the annual balance sheet or financial statements.

Art. 5 – Assets

The assets of the Foundation consist of:

- the endowment fund made up of the contributions - in cash or movable property and real estate, or other utilities to be used to pursue the goals - of the founders, the partners, or other parties for such purpose, both on a one-off and on an on-going basis;
- the movable property and real estate received or to be received by the Foundation for any reason, including those purchased by the Foundation pursuant to the rules hereof;
- the donations of entities or individuals expressly intended for capital increase;
- the unused incomes that, with resolution of the Board of Directors, are allocated to capital increase;
- any contributions from the State, the European Union, national entities, including local and supranational ones, or individuals.

Art. 6 – Management Fund

The management fund of the Foundation consists of:

- the incomes and proceeds deriving from the assets and the activities of the Foundation;
- any donations or testamentary dispositions that are not expressly intended for allocation to the endowment fund;
- any other contributions of the State, local entities, or other public entities;
- the contributions of the founders and partners;
- the institutional, ancillary, instrumental and related assets;
- the funds allocated by the European Union.

The incomes and resources of the Foundation shall be used to operate the Foundation and to pursue its goals.

The management of the Foundation shall anyway ensure the economic integrity of its assets.

Art. 7 – Financial period

The financial period starts on January 1 (one) and ends on December 31 (thirty-one) of each year.

The Board of Directors shall approve the budget for the following year by November 30 of each year, and the final balance sheet for the previous year within 120 (one-hundred and twenty) days from the closing of the period.

Each balance sheet shall be provided with a report on the management of the Foundation and a report of the Auditor or of the Board of Auditors.

No profits or surplus operating funds, nor funds and savings, can be distributed during the life of the Foundation, unless the allocation or distribution thereof is provided for by the law.

Art. 8 – Founders

The founders of “Associazione per la Ricerca su Trombosi e Tumori”, also known by the acronym “A.R.T.E.T.”, are Ms. Roberta Sestini and Ms. Giovanna Terzi.

Art. 9 – Governing Bodies of the Foundation

The Foundation has the following governing bodies:

- the Board of Directors
- the Chairperson;
- the Sole Auditor or the Board of Auditors;
- the Scientific Consulting Committee.

Art. 10 – Board of Directors

The Board of Directors is made up of an odd number of members ranging from 3 (three) to 7 (seven), who shall remain in office for 3 (three) years and can be re-elected.

The Board of Directors is first appointed by the Founders.

Following the first appointment, the members of the Board of Directors shall be selected and appointed by the founding member Associazione ARTET.

The following parties cannot be appointed members of the Board of Directors:

- any parties that satisfy the conditions provided for by art. 2382 of the Italian Civil Code;
- acting employees of the Foundation or parties that cooperate with the Foundation against payment.

The Board of Directors holds all the powers of ordinary and extraordinary administration of the Foundation.

In particular, its responsibilities include, but are not limited to:

- assessing the contributions required for financial stability;
- appointing the Deputy Chairperson of the Board of Directors;
- approving the budget, the final balance sheet, and the activity plan;
- deciding about staff requirements and about the rules on the organization and operation of the Foundation;
- deciding about borrowings, purchases and disposals of property, the acceptance of donations, real-estate lease contracts, share acquisitions and assignments; the relevant resolution proposals shall be submitted to the Auditor or to the Board of Auditors at least 15 (fifteen) days before the day scheduled therefor;
- deciding about the reimbursement of the costs incurred in connection with their office and any remuneration for the Auditor or the members of the Board of Auditors;
- deciding about the acceptance of estates, legacies, and donations;
- appointing special proxies for individual deeds or classes of deeds, and determining their powers;
- approving regulations for the granting of scholarships to candidates and granting such scholarships, in compliance with the rules governing NPOs for community work;
- entering into specific annual or multi-year agreements with Italian and foreign institutions of high cultural and scientific standing to implement annual activity plans;
- approving amendments to these Articles of Association;
- deciding about the winding-up of the entity and the allocation of its assets.

The Board can delegate its powers to individual Board members, except the powers concerning property disposal and mortgage take-out.

Art. 11 – Termination and Exclusion

The members of the Board of Directors shall be terminated after three consecutive unjustified absences.

A member of the Board of Directors that fails to participate in three consecutive Board meetings without reason shall be terminated. In this case the Founding member Associazione ARTET shall appoint a substitute member, who shall remain in office until the end of the term of the other Board members.

Causes for exclusion from the Board of Directors include:

- any failure to comply with the statutory rules and the regulations in force;
- acting in such a way as to harm the assets or the image of the Foundation;

- the onset of any conditions for incompatibility.

Exclusion is decided by the Board of Directors with secret vote and absolute majority, with a motivated provision.

Art. 12 – Notice of Call and Quorum

The Board of Directors' meetings are called by the Chairperson upon his/her own initiative or on request of at least half of the Board members without any formal duties, provided that appropriate means are used allowing to prove that the recipients receive the relevant notice, which shall be sent to the members of the Board of Directors at least six days or, in case of emergency, at least twenty-four hours before the date of the meeting. The notice of call shall specify the agenda, the venue, and the time of the session.

The Board is validly convened with the presence of the majority of its members in office, and decides with the absolute majority of the votes of the attending members.

For resolutions concerning the winding-up of the entity, the positive vote of at least two-thirds of the members is required.

The Board shall normally meet every six months. It can also meet upon the Chairperson's initiative, or on request of at least one-third of its members.

It is presided over by the Chairperson or, in his/her absence, by the Deputy Chairperson or by a member appointed by the Board.

Resolutions shall be recorded in specific minutes signed by the President and the Secretary appointed for the session, and drafted in a specific book.

The Board of Directors' meetings can take place by teleconference or videoconference, on condition that all the participants can be identified and are allowed to follow and participate in real time in the discussion on the subjects addressed; where these requirements are satisfied, the Board of Directors' meeting shall be deemed to take place where the President is, and where the Secretary of the meeting shall also be, in order to allow the drafting and signing of the minutes in the relevant book.

Art. 13 – Chairperson

The Chairperson is the legal representative of the Foundation before third parties and in trials. The Chairperson shall act and resist before any administrative or judiciary authority, appointing attorneys.

The Chairperson shall take all initiatives required to ensure the smooth management and operation of the Foundation; he/she can delegate individual tasks to the Deputy Chairperson that, in case of absence or impediment of the Chairperson, shall carry out the functions thereof.

In particular, the Chairperson shall take care of relations with entities, institutions, public and private companies, and other organizations, also in view of cooperating and gaining support for the individual initiatives of the Foundation.

The Chairperson calls and presides over the Board of Directors' meetings.

Art. 14 – Auditor or Board of Auditors

The accounting audit of the management of the Foundation is entrusted to a single Auditor or a Board of Auditors.

The Board of Auditors is made up of three statutory members and two alternate members.

The Sole Auditor or the Board of Auditors are selected among the parties registered with the professional associations of Registered Accountants and Accounting Experts and/or Auditors, first by the Founders, and then by the Board of Directors.

Their term last three years, ends at the same time as the Board of Directors', and is extended until the statutory members of the whole new Board are appointed.

The Auditor or the members of the Board of Auditors can be re-elected.

Minutes are drafted for the meetings of the Auditor or the Board of Auditors, which are transcribed in a specific book.

The Sole Auditor or the Board of Auditors:

- acknowledge the financial management;
- ensure appropriate bookkeeping;
- express their opinion on the budget and the final balance sheet in specific reports;
- attend the Board of Directors' meetings.

Art. 15 – Scientific Consulting Committee

The Scientific Consulting Committee is made up of three to five members, selected by the Board of Directors among outstanding figures acknowledged in the fields mentioned in Art. 3. Their term lasts three years and they can be re-elected. The Board of Directors selects the Chairperson of the Committee among its members. A Board member can also be a member of the Scientific Committee.

The Committee shall draft rules for its own operation, which shall be submitted to the Board of Directors for approval.

The Committee is responsible to assist the Board of Directors in the drafting and assessment of scientific plans for the activities of the Foundation.

Art. 16 – No Remuneration

All the offices are unpaid, except for reimbursement of travel and accommodation expenses and of any costs incurred by reason thereof.

However, the Board of Directors shall be entitled, with the positive vote of two-thirds of its members, to provide for appropriate remunerations in favor of the Sole Auditor or of the members of the Board of Auditors for their commitment to the benefit of the Foundation's activity.

Art. 17 – Extinction and Liquidation

In case of liquidation or extinction of the Foundation, for any cause, the entity's residual assets shall be transferred to other non-profit-making organizations for community work, or used for public utility purposes, subject to the opinion of the supervisory body pursuant to art. 3, subsection 190 of law No. 662 of December 23, 1996, according to the provisions of the Board of Directors.

In order to provide for liquidation, the Board of Directors shall appoint a liquidator, who may also be selected among the members of the terminating Board of Directors.

Art. 18 – Arbitration

Any and all disputes concerning these Articles of Association, including those concerning their interpretation, execution, and validity, shall be submitted to a board of arbitrators made up of three arbitrators, who shall not be members of any of the Foundations' governing bodies mentioned in article 9 hereof, appointed by the Arbitration Chamber of the Chamber of Commerce of Bergamo.

The arbitrators shall decide according to standard procedures and in an equitable manner. The arbitration shall be held in Bergamo.

Art. 19 – Reference Clause

Anything not provided for by these Articles of Association shall be subject to the provisions of the Italian Civil Code and to the relevant rules in force.

Signed: Roberta Sestini, Giulia Fumagalli witness, Carla Cadei witness, Nicoletta Morelli Notary. Bears the Seal.

* * *

I the undersigned Nicoletta Morelli, Notary in Caravaggio, registered with the Notaries' Board of Bergamo, hereby certify that this paper copy produced with electronic means is true to the original.

Caravaggio, Galleria del Teatro No. 2

JUNE 22, 2018