

NOTARY

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**MINUTES OF THE BOARD OF DIRECTORS OF THE "FO.NE.SA. -
FONDAZIONE NEOPLASIE SANGUE - ONLUS" REPUBBLICA
ITALIANA**

On the twelfth day of December in the year two thousand and nineteen, in Turin, in my offices in Corso Inghilterra no. 45.

Before me Dr. Alessandro Scilabra, notary in Turin, enrolled in the Board of Notaries of the Combined Districts of Turin and Pinerolo,

Mr

BOCCADORO Mario is present, who was born in Savona on 24 March 1950, domiciled for the purposes of office at the company's registered office, who is presently acting in his capacity as Chairman of the Board of Directors of the "Fo.Ne.Sa. - Fondazione Neoplasie Sangue - Onlus", with registered office in Turin, via Saluzzo no. 1/A, tax code 97652630019, enrolled in the Regional Register of Private Legal Entities of the Piedmont Region at number 570.

Said party appearing, of whose personal identity I, as notary, am certain, asks me to draw up the minutes of the Board of Directors of the aforesaid foundation, convened on this day, place and time to discuss and deliberate on the following

REGISTERED
in TURIN 2
on 13/12/2019
number 28135
Series 1T
Euro 200.00

AGENDA

- change of name.

Mr BOCCADORO Mario, as constituted above, shall assume the role of chairman, in accordance with the articles of association and by unanimous nomination of those present, who

NOTES AND ACKNOWLEDGES THAT:

- the Board of Directors is represented in the person of the party appearing as Chairman and the Directors Mr. BRUNO Benedetto, Mrs. GARBERO Carla, Mr. COSCIA Marta and Mrs. MASTROVITO Jessica, while the Directors Mr. FERRERO Dario, Mrs. OMEDE' Paola Maria, Mr. MASSAIA Massimo and Mrs. GAY Francesca justified their absence;

- the Sole Auditor Dr. FOGLIA Pierluigi is present;

- those present declare themselves fully aware of the items on the agenda and accept the discussion thereof;

DECLARES

therefore this meeting is validly constituted and able to resolve on the items on the agenda. The Chairman, having declared the meeting open, begins the discussion by explaining the reasons why it would be appropriate to bring forward, albeit partially, the effective date of the amendment of the

name, already resolved with minutes among my deeds on 23 July 2019, index number 15.387/7587, registered in Turin 2 on 25 July 2019 under number 7651 series 1T.

The Chairman recalls that, until the expiry of the terms provided for by Article 104, paragraph 2, of Legislative Decree 117/2017, the provisions of the Legislative Decree 4 December 1997 no. 460 remain in force and that it will therefore be necessary to provide for transitional rules, according to which the new name will be followed by the indication O.N.L.U.S. (Socially useful not for profit organisation) and therefore, once this term has expired, together with the entry into force of the new articles of association, the automatic replacement of this reference in favour of the reference to the social enterprise.

Finally, he reaffirms that the effectiveness of the amendments to the Articles of Association, excluding only the change of the name in the terms specified above, will take effect from the term referred to in Articles 101, paragraph 2, and 104, paragraph 2, of the Legislative Decree. 117/2017 and that therefore, until then, the articles of association will continue to apply as they stood prior to the amendment and with it the rules set out in Legislative Decree no. 460/1997.

The Board of Directors therefore by unanimous vote expressed orally,

RESOLVED

= to change the name, stipulating that, before the expiry of the term provided for in Article 104, paragraph 2 of the Legislative Decree. 117/2017, is "FONDAZIONE EUROPEAN MYELOMA NETWORK ITALY O.N.L.U.S."

and that, once that term has expired, together with the replacement of the articles of association in force by the articles of association amended by the above-mentioned deed, the name is automatically changed to "FONDAZIONE EUROPEAN MYELOMA NETWORK ITALY Impresa Sociale [social enterprise]."

- to reword Article 1 as follows:

"NAME

Article 1

A Foundation called: "FONDAZIONE EUROPEAN MYELOMA NETWORK ITALY O.N.L.U.S." The

Foundation may use the abbreviated formula of "FONDAZIONE EMN ITALY O.N.L.U.S."

After the deadline provided for in Article 104, paragraph 2, of Legislative Decree 117/2017 the name is automatically changed to "FONDAZIONE EUROPEAN MYELOMA NETWORK ITALY"

impresa sociale [social enterprise]", which can also be used in the abbreviated formula of "FONDAZIONE EMN ITALY I.S.";

- to grant the Chairman the power to make any changes to the Articles of Association, provided that they are not of a substantial nature, necessary in order to obtain

approval of this amendment by the competent authorities.

The effectiveness of the amendment to the articles of association is subject to registration in the Provisional Centralized Regional Register of Private Legal Entities, pursuant to the Presidential Decree 361/2000 and Articles 14 et seq. of Presidential Decree 616/77, at the request of the Legal Representative of the Entity who is expressly delegated for this purpose.

As there was nothing left to deliberate and no one had asked to speak, the President declared the meeting closed at four thirty p.m.

The chairman appearing hands over to me the new text of the Articles of Association, updated with the above mentioned changes, which is attached hereto under letter "**A**", exempting me from reading it at the will of the said party appearing, after the endorsements of the law.

All the expenses of this document, as well as the expenses dependent on it, are agreed to be borne by the foundation.

This deed is exempt from stamp duty pursuant to Article 27-bis table attached to Presidential Decree 642/72.

I have read this deed to the party appearing who approves it. Handwritten and typed by me and people I trust, on six pages of two sheets.

He subscribes at four thirty p.m. The original is signed

Mario BOCCADORO

Alessandro SCILABRA notary

Annex "A" to the number 7,755 of Collection

ARTICLES OF ASSOCIATION

NAME

Article 1

A Foundation called: "FONDAZIONE EUROPEAN MYELOMA NETWORK ITALY O.N.L.U.S." The Foundation may use the abbreviated formula "FONDAZIONE EMN ITALY O.N.L.U.S."

REGISTERED OFFICE

Article 2

The Foundation has its registered office in Turin.

PURPOSE AND OBJECT

Article 3

The Foundation is non-profit making and pursues civic, solidarity and social utility objectives, exercising on a stable and principal basis the activities of a general interest enterprise specified below, in order to produce and exchange goods and services of social utility, adopting responsible and transparent management methods and encouraging the widest involvement of workers, users and other stakeholders in its activities.

The foundation operates mainly in the field of scientific research of particular social interest, referred to in Article 2, paragraph 1, letter h) of Legislative Decree of 3 July 2017, no.

112. This research and patient support activity is carried out in adult haematological diseases, mainly in cancer diseases and in particular in multiple myeloma. Scientific research is carried out by collaborating with other foundations with similar activities functionally linked to the European Myeloma Network.

The Foundation will be able, either directly or by entrusting them to Universities, health authorities, research bodies and other Foundations, to conduct regional research on adult haematological diseases. The term research refers to epidemiological, biological and clinical studies to verify, improve and standardize diagnostic methodologies and therapies in haematological diseases. Ethical and psychological issues that may be related to diagnostic and therapeutic procedures can also be assessed. Clinical research may also be conducted with agreements signed with third parties, always observing the limits and constraints of art. 3 of the Legislative Decree 112/2017.

In particular, the Foundation has the aim, without profit objectives, of:

a) promoting innovative clinical-scientific studies in the diagnostic, prognostic and therapeutic fields at regional level (all the employees being employed in the Turin office), with exchanges, collaborations and effects of clinical studies at national and international level;

b) finding the financial means necessary to pursue the institutional aims, including through donations, gifts and third-party financing in accordance with current and future legislation on the development of clinical research through experimental therapeutic protocols.

c) financially helping patients suffering from haematological diseases with particular financial difficulties in carrying out examinations, purchasing medicines, hotel accommodation for patients and/or relatives living far from the treatment centre;

d) organizing congresses, courses and seminars on blood diseases, for the improvement and updating of medical and paramedical staff working in university and hospital facilities as well as practising doctors;

e) disseminating the results of activities and studies in the haematological field through publications, scientific abstracts and other forms of dissemination of the results of research carried out;

f) contributing financially, as well as to research projects, to the participation in congresses, conferences and/or refresher courses for scholars involved in clinical activities and the study of hematopathies;

g) purchasing instruments and materials to be destined, by means of donation or loan for use, to University and hospital facilities, whose institutional scope is the study and therapy of blood diseases.

In achieving its goals, the Foundation:

1) promotes and manages research, study and promotion activities in the above field, also by granting grants, awards and scholarships;

2) promotes agreements with scientific research institutes and bodies;

3) maintains contacts with bodies with similar purposes as those mentioned above;

4) promotes the raising of money for the aforementioned purposes.

The Foundation may carry out activities other than those of general interest, provided that the related revenues do not exceed thirty percent of total revenues.

ASSETS AND ECONOMIC MEANS

Article 4

The Foundation's assets are constituted by:

a) the initial endowment, resulting from the articles of association;

b) public and private contributions with express destination and/or approved by the Board of Directors to increase the assets;

c) any other property that comes to the Foundation in any capacity and that is expressly intended to

increase its assets;

d) the proceeds of its activities that the Board of Directors has resolved to allocate to increase its assets or to carry out the Foundation's activities;

e) contributions and funds received, in accordance with current legislation, on the conduct and testing of clinical-scientific studies.

In order to carry out its tasks, the Foundation has:

a) the income from its assets;

b) the liberal donations and public and private contributions paid to the Foundation to achieve its purpose;

c) the sums arising from disposals of property forming part of its assets;

d) any testamentary bequests.

Article 5 - Term

The term of the foundation is established as open ended.

ORGANS

Article 6

The organs of the Foundation are:

a. the Board of Directors;

b. the Executive Committee (if appointed);

c. the Chairman of the Board of Directors;

d. the supervisory body;

e. the Board of Auditors or the Sole Auditor;

f. the Technical-Scientific Committee.

The persons who assume corporate offices must possess, pursuant to art. 7 of Legislative Decree 112/2017, the following requirements of integrity, professionalism and independence:

- absence of defined criminal proceedings as a result of judgment and pending charges;
- proven experience in the competence activities carried out by the foundation;
- lack of conflict of interest.

BOARD OF DIRECTORS

Article 7

The Foundation is administered by a Board of Directors composed of a minimum of three to a maximum of nine members, appointed by the "ASSOCIAZIONE MALATTIE SANGUE", as the Founding Body that will assume the status of third sector entity as a result of the registration in the Single National Third Sector Register, established pursuant to Legislative Decree 117/2017.

The Board remains in office for five years and Directors may be re-elected.

In the event in which one or more directors should cease to hold office, the others, provided they constitute the majority of those appointed by the Founding Body, shall attend to replacing them. The directors thus appointed

will remain in office until the next appointment by the Founding Body.

If the majority of the directors appointed by the Founding Body cease to hold office, the Board of Directors lapses and one of the remaining directors undertakes to request the Founding Body to appoint a new Board of Directors.

In all cases of the Founding Body ceasing to exist, the appointment of directors to replace the directors ceasing to hold office shall be made by those remaining in office shall by resolution approved by an absolute majority of the board members in office.

Article 8

The Board of Directors is entrusted with the ordinary and extraordinary administration of the Foundation.

In particular, the Board:

a - establishes the guidelines for the Foundation's activities, draws up the annual activity report and prepares and implements its programmes;

b - draws up and approves the final accounts and budget annually;

c - appoints the Chairman of the board of directors and, if deemed necessary, the Vice-Chairman;

d - decides on the acceptance of donations and testamentary bequests, on contributions, grants and collaborations to be made with other Bodies, consistently with the purposes pursued by the Foundation;

e - enters into agreements and contracts relating to the performance of its activities;

f - administers the Foundation's assets;

g - hires and fires employees and determines their legal terms and conditions of employment and their remunerations in accordance with the rules of private law and within the limits provided by law;

h - appoints the Secretary of the Foundation;

i - appoints the members of the Technical-Scientific Committee and assigns it the relevant functions;

l - decides on amendments to the articles of association according to the procedures and in accordance with the law.

The Board may delegate all or part of its powers to the Chairman of the Board of Directors or to an Executive Committee composed of some of its members or to one or more of its members, determining the limits of the delegation. It may also appoint general managers and determine their powers.

The Board of Directors and, on its behalf, the Chairman of the Board, may appoint special attorneys to represent and replace them for certain matters, giving them the necessary powers and the power of signature within the limits of the powers vested in them. The same persons may also revoke the appointed special attorneys.

Article 9

Meetings of the Board of Directors are convened by the Chairman, on his own initiative or when he receives a reasoned request from at least two Board Members, with a notice containing the agenda, sent at least eight days prior to the date of the meeting by registered letter or, in urgent cases, at least two days prior to the date of the meeting by telegram, fax, e-mail or in any other way that ensures timely information on the matters to be discussed.

Meetings of the board of directors may be held by teleconference and audio/video conference call on condition that all participants can be identified and are allowed to follow the discussion and intervene in real time in the discussion of the topics discussed; if these requirements are met, the Board will be deemed to be held in the place where the Chairman is and where the secretary must also be, in order to allow the minutes to be drawn up and signed in the relevant book.

Where the Chairman so stipulates and none of the Directors objects, individual decisions may be taken on the basis of written consent.

In this case, the chairman prepares the agenda of resolutions and sends it to all directors. The latter may give their consent to the agenda of resolutions by signing the document and transmitting it to the company by any means that guarantees proof of receipt. The agenda of resolutions is understood to be approved by the directors who transmit the signed document to the company within three days of its receipt. The moment in which the decision of the directors is considered to have been taken coincides with the day in which the consent, validly expressed, of the director required to reach the quorum required by these articles of association for the taking of the decision is received by the company; the above applies provided that until that moment no director has objected to the adoption of the aforesaid decision, in which case the process of consent expressed in writing must be interrupted and the Chairman shall convene the meeting of the board of directors without delay. Any consents already expressed do not bind the directors in the expression of the vote at the board meeting.

If so many consents are reached that represent the majority required for the approval of the decision, it must be communicated to all the members of the governing body, and promptly transcribed by the governing body in the book of directors' decisions

together with the indication of:

- a) the date on which the decision is to be deemed to have been made;
- b) the general details of the directors entitled to vote.

The documents received by the company and bearing the expression of the directors' intent must be kept together with the book of directors' decisions.

The Board of Directors passes valid resolutions when at least half of its members in office are present; resolutions are passed by an absolute majority of votes of those present. In the event of a tie, the Chairman of the Foundation shall have the casting vote.

Minutes of Board meetings are drawn up and signed by the Chairman and the Secretary.

Board meetings are chaired by the Chairman or, in his absence, by the Deputy Chairman (if appointed) or, in his absence, by a person designated by the Board.

The functions of Secretary of the Board meetings are carried out by the Secretary of the Foundation or in case of absence and in any event in instances where the Chairman deems it appropriate, by a person designated by the Board itself.

EXECUTIVE COMMITTEE

Article 10

The Executive Committee may be appointed and revoked by the Board of Directors and is composed of the Chairman and two other Directors.

The members of the Committee remain in office for five years, as does the Board of Directors, and their term of office expires at the same time as the Board of Directors.

The Executive Committee performs the powers and duties assigned to it by the Board of Directors.

For the convening of meetings of the Executive Committee and for the validity of the related resolutions, the rules provided in these Articles of Association for meetings of the Board of Directors shall apply, where compatible.

CHAIRMAN

Article 11

The Chairman of the Foundation, as well as any Deputy Chairman are appointed by the Board from among its members.

The Deputy-Chairman, if the Board of Directors has appointed him, replaces and takes the place of the Chairman in the event of his absence or impediment.

The Chairman is the legal representative of the Foundation before third parties and in court proceedings, he executes the Board's resolutions and exercises the powers delegated to him in general or from time to time and has the power to issue special powers of attorney for individual acts and to appoint professionals and lawyers for the purpose of litigation.

In case of urgency, he may adopt the measures falling within the competence of the Board of Directors, subject to ratification by the latter at its first meeting.

SUPERVISORY BODY - AUDIT

Article 12

The Board of Directors appoints a statutory auditor or a board of statutory auditors composed of three standing auditors; in the latter case two alternate auditors must also be appointed. Each auditor must meet the requirements envisaged by Articles 2397 paragraph 2 and 2399 of the Civil Code.

The supervisory body supervises compliance with the law and the articles of association and respect for the principles of correct administration, also with reference to the provisions of the Legislative Decree no. 231 of 8 June 2001, where applicable, and on the adequacy of the organisational, administrative and accounting structure and its concrete functioning.

It also carries out tasks of monitoring compliance with social objectives by the social enterprise, with particular regard to the specific provisions of the law in force on the subject and certifies that the social report has been drawn up in accordance with the guidelines laid down by the Ministry of Labour and Social Policy. The results of this monitoring must be given when the social report is drawn up.

It may at any time carry out inspections and control activities: to this end, it may ask the directors for information on the progress of operations or on certain items of business.

The term of the assignment is five years, expiring on the date of approval of the accounts for the fifth year of the assignment. The Auditors or the sole auditor are eligible for re-election.

In the event that the company exceeds for two consecutive financial years two of the limits set forth in paragraph 1 of Article 2435-bis of the Italian Civil Code, or when deemed appropriate by the Board of Directors or in any case required by law, the statutory audit of the accounts is carried out by an external statutory auditor entered in the appropriate register.

The External Auditors or the sole external auditor attend meetings of the Board of Directors convened to discuss and approve the accounts and may attend other meetings of the Board of Directors.

TECHNICAL-SCIENTIFIC COMMITTEE

Article 13

The Board of Directors may establish the Technical-Scientific Committee composed of three to eighteen members, in addition to the Chairman of the Foundation, chosen from among the personalities distinguished in the fields of activity indicated in art. 3).

The members of the Technical-Scientific Committee remain in office for the time determined at the time of appointment and in any case for no longer than five years and may be reappointed.

The members of the Committee are replaced by the Board in the event of resignation, permanent impediment or death, for the remaining period of office.

The Committee performs the attributions and tasks conferred on it by the Board of Directors and has consultative and proposition making functions.

The Committee is chaired by the Chairman of the Foundation or by a person designated by the same.

Article 14

The Technical-Scientific Committee meets at least once a year and may be convened whenever the Chairman deems it appropriate or at the reasoned request of at least one third of its members.

The Committee:

- formulates proposals on the Foundation's activities and indicates persons deemed suitable in its opinion, to collaborate in the implementation of these activities;
- gives its opinion on the programmes of activities submitted to it;
- give, if requested, its opinion on the results achieved with regard to the initiatives implemented by the Foundation.

SECRETARY

Article 15

The Secretary, who is not an organ of the Foundation, takes care of its administrative activity, within the limits and with the powers delegated by the governing body.

CORPORATE POSITIONS

Article 16

The Board of Directors or the Chairman, within the scope of his powers, may only grant the members of the Board of Directors reimbursement of documented expenses for the performance of their duties.

FINANCIAL YEAR - ACCOUNTS

Article 17

The Foundation's financial year ends on 31 December of each year.

At the end of each financial year, the Board of Directors prepares the accounts in accordance with and in compliance with the law. The Board of Directors also takes care, in accordance with the procedures and criteria provided for by law, of the preparation and filing of the social report with the register of companies and the publication thereof on the foundation's website.

Article 18 - Absence of profit-making purpose

The Foundation is a non-profit organization; surplus funds must be used to carry out its activities in accordance with the articles of association or to increase its assets.

The social enterprise foundation may allocate, as resolved by the Board of Directors at the time of approval of the accounts, a portion of operating surpluses of less than 50%, less any losses accrued in previous years, to free donations to third sector entities other than social enterprises, unless they are founders, associates, shareholders of the social enterprise itself or companies controlled by it, aimed at promoting specific projects of social utility.

Any other form of distribution, even indirect, of operating surplus, funds and reserves, however named, in favour of founders, directors and other members of corporate bodies, shareholders, workers or collaborators, within the limits indicated by the legislative provisions on social enterprises is strictly forbidden.

In scrupulously observing the relevant regulations, the social enterprise reserves the right to apply the tax benefits provided by law and specifically those recognized by Article 18 of the Legislative Decree. 112/2017.

Article 19 - Involvement of workers and the beneficiaries of the activities

Forms of involvement of workers, users and other parties directly involved in the activities carried out are envisaged, with methods identified taking into account, among other things, the national, territorial and company level collective bargaining agreements, the nature of the activity carried out by the social enterprise, the categories of parties involved and the provisions of the guidelines adopted by decree of the Ministry of Labour.

Involvement should be understood as a consultation or participation mechanism through which those directly concerned as referred to above are placed in a position to influence the decisions of the social undertaking, with particular reference to issues directly affecting working conditions and the quality of goods or services.

The workers of the social enterprise have the right to a remuneration and contract terms not inferior to that provided for by national, territorial and company level collective bargaining agreements, with the respecting of the relevant regulations in force.

Voluntary work is permitted; the maximum number of volunteers employed and recorded in the appropriate register may not exceed the number of workers employed in any capacity.

Volunteers will not be entitled to remuneration, but only to reimbursement of expenses documented and incurred

on behalf of the foundation, in accordance with company procedures and regulations.

Without prejudice to greater and more extensive rights provided for by company regulations, each of the categories referred to in the first paragraph shall be entitled to appoint a joint representative who shall have the right to participate, with the right to speak but without the right to vote, in the executive boards, as well as to ask the governing body for information on the matters of interest to them.

If two of the limits indicated in article 2435-bis, first paragraph of the Italian Civil Code, reduced by half, are exceeded, only employees will be entitled to appoint at least one member of both the governing body and the supervisory body.

In this case, the said director will form part of the governing body, remaining in office until its term of office expires.

Article 20 - Transformation - merger - demerger - transfer of business and devolution of assets

The transformation, merger and demerger of the social enterprise must be carried out in such a way as to preserve the absence of profit-making purposes, the constraints on the allocation of assets and the pursuit of the activity and aims by the parties resulting from the acts carried out.

The transfer of a business or a branch of a business relating to the performance of the business of general interest must be carried out, subject to a sworn report by an expert appointed by the court in whose district the company's registered office is located, certifying the actual value of its assets, so as to preserve the pursuit of the activities and purposes by the transferee.

The specific provisions laid down in the relevant legislation should be followed for the acts referred to above and the procedures for their implementation.

Article 21 - Dissolution

The foundation shall cease to exist in the cases provided for in Article 27 and

28 of the Civil Code and in other cases provided for by law.

In the event of voluntary dissolution or voluntary loss of the status of social enterprise by the Foundation, the Board of Directors shall appoint one or more liquidators.

The remaining assets are devolved to other bodies in the Third Sector, operating for at least three years or to funds for the promotion and development of social enterprises operating in the sector, as indicated by the Board and by the liquidator(s), unless otherwise required by law.

Article 22 - General provisions

For all matters not expressly provided for in these Articles of Association, the rules of law

in force from time to time shall apply.

In original signed

Mario BOCCADORO

Alessandro SCILABRA notary

I, the undersigned Dr. Alessandro Scilabra, Notary in Turin,

certify that the this copy on digital media issued in accordance

with art. 22 of Legislative Decree of 7 March 2005 no.

82 is a true copy of the original paper document that was included

in the collection of my documents.

It is transmitted for permitted use.