

Index no. 15.570

Collection no. 7.372

MINUTES OF THE SHAREHOLDERS' MEETING OF THE COMPANY

"EMN RESEARCH ITALY IMPRESA SOCIALE S.R.L."

REPUBLIC OF ITALY

On the seventeenth day of January in the year two thousand and nineteen

(17/1/2019),

in Turin, via Genova n. 3, at two p.m.

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

Mr

NOVALI Andrea is present, who was born in Modena on 23 January 1970, domiciled at the registered office of the company, who is presently acting in his capacity as Chairman of the Board of Directors of the company "EMN RESEARCH ITALY IMPRESA SOCIALE S.R.L.", with registered office in Turin, via Saluzzo no. 1/A, share capital of Euro 20,000.00 (twenty thousand), fully paid-up, registered with the Turin Register of Companies, tax code and registration number 11607070015, economic and administrative register number 1226980.

REGISTERE

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TURIN 2

on

22/01/2019

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

number 1977

Series 1T

Euro 200.00

AGENDA

1. adjustment of the articles of association to comply with the provisions of the Legislative Decree. 112/2017; consequent resolutions;

2. reformulation of art. 21 of the Articles of Association. Mr. NOVALI Andrea, as constituted above assumes the role of chairman of the Shareholders' Meeting, in accordance with the Articles of Association and by unanimous nomination of those present, who

NOTES AND ACKNOWLEDGES THAT:

- all the following shareholders of the aforesaid Company are present in person or represented by proxy, and precisely:

* in their own right:

"ASSOCIATION FOR THE STUDY AND TREATMENT OF DISEASES OF THE BLOOD", in the person of the Chairman of the Board of Directors Dr. FOGLIA Pier Luigi, owner of a share with a nominal value of Euro 8,000.00 (eight thousand);
CALDARAZZO Debora, owner of a share with a nominal value of Euro 1,000.00 (one thousand);
FIORILLO Antonella, owner of a share with a nominal value of Euro 1,000.00 (one thousand);
GARBERO Carla, owner of a share with a nominal value of Euro 1,000.00 (one thousand);
JIANG Angela, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

MASTROVITO Jessica, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

SCHIRRIPA Giorgio, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

SPADA Stefano, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

SANTORO Marta, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

* by proxy given to Mrs. CALDARAZZO Debora: LEOTTA Simona, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

* by proxy given to Mrs. SANTORO Marta: PAUTASSO Chiara, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

* by proxy given to Mrs. MASTROVITO Jessica: TIGANO Elena, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

* by proxy given to Mrs. FIORILLO Antonella: TROIA Rossella, owner of a share with a nominal value of Euro 1,000.00 (one thousand);

- Dr. NOVALI Andrea, as Chairman, Dr. GARBERO Carla and Mr. PIZZICONI Roberto and Mr. FOGLIA Vladimiro as board members are present for the governing body, while the other board member PAUTASSO Chiara is absent;

- the sole auditor Dr. BADELLINO Giovanni has justified his absence;

- 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 to the Shareholders' Meeting the reasons that make it necessary to adapt the current Articles of Association to the provisions of the Legislative Decree 112/2017; proposes at the same time that Article 21 of the Articles of Association be reformulated.

The Assembly therefore by unanimous vote expressed orally,

RESOLVED

- to bring the articles of association into line with the provisions of the Legislative Decree 112/2017 with consequent amendment of Articles 1, 3, 6, 7, 8, 9, 12, 17, 18, 20, 22, 23, 24, 26, 27 and

29, as the Chairman has explained;

- to proceed with the reformulation of Article 21 of the Articles of Association, as set out by the Chairman;

- to approve Articles 1, 3, 6, 7, 8, 9,

12, 17, 18, 20, 21, 22, 23, 24, 26, 27 and 29 of the Articles of Association in the new updated text:

"Article 1 - Name

There is incorporated, according to the Legislative Decree of 3 July 2017 no. 112, a private limited company called "EMN RESEARCH ITALY Impresa Sociale S.r.l.", without constraints with regard to the graphical representation.

Article 3 - Purpose and object

The company intends to carry out on a stable and principal basis the activities of general interest business specified below, on a subjective non-profit basis and to achieve civic, solidarity and social utility purposes through the exercise of economic activities organized for the production and exchange of 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 company operates in the fields of scientific research of particular social interest and the organization and management of cultural activities as per Article 2, paragraph 1, letters h) and i) of the Legislative Decree of 3 July 2017 No.

112 particularly in the field of scientific research and has as its object the negotiation and long-term management of projects of a scientific nature, the offer to the individual experimenter of its experience, personnel and means for the negotiation phase with the funders, following the approval of the scientific proposal and the process of submission to the competent authority, continuing the support during the conducting and conclusion of the project, also as promoter of the experimentation.

The company may also:

- offer assistance in the drafting, presentation and submission of projects for the application for funding to the European Community; manage contacts between the various project partners during the negotiation, drafting and submission phase and throughout the duration of the project;

- organising training courses for students and professionals in the field of haematology and in particular multiple myeloma, as well as organising information seminars for patients affected by multiple myeloma and their families;

- organise congresses in the field of myeloma and haematology for the dissemination of the results of the research carried out.

The company can assume and grant agencies,

commissions, representations, with or without deposit, and mandates, to purchase, use and transfer patents, know-how and other works of human ingenuity, to carry out market research and data processing on its own behalf and on behalf of third parties, to grant and obtain licenses of commercial exploitation and to carry out commercial, real estate, moveable property and financial transactions, the latter not in relation to the public, necessary or useful for the achievement of corporate purposes.

The company may also acquire interests and shareholdings in other companies or enterprises of any nature having similar, identical or connected object or having a function instrumental to the achievement of the corporate object, as well as issuing, without this being related to professional activities, sureties and other guarantees in general, including real ones, as instrumental to the achievement of the corporate object. All activities must be carried out within the limits and in compliance with the rules governing their exercise.

The social enterprise intends to scrupulously comply with all the regulations applicable to its activity, with particular reference to the provisions of the Legislative Decree 112/2017; it will make use, as applicable, of all the tax provisions and benefits provided by law and specifically, if the conditions are met, of the tax and economic support measures granted by article 18 of the Legislative Decree 112/2017.

Article 6 - Transfer of shareholdings and rights

Shareholders' shareholdings and rights relating to them are freely transferable in accordance with the principle of non-discrimination set out in Article 8 of the Legislative Decree 112/2017.

Article 7 - Shareholders' decisions

There are reserved for the competence of the shareholders:

- 1) the approval of the accounts;
- 2) the appointment, except as provided for in Articles 12 and 29, the latter where specifically applicable, of these Articles of Association, and the removal of the directors and the determination of their remuneration;
- 3) the appointment of the supervisory body and the determination of its annual remuneration;
- 4) amendments to these articles of association;
- 5) the decision to carry out operations that entail a substantial modification of the corporate object as determined in Article 3 of these articles of association or a significant change in the rights of shareholders;
- 6) the assignment and revocation of the task of statutory audit.

The shareholders also decide on the matters that one or more directors or as many shareholders as represent at least one third of the share capital submit for their approval and on anything else reserved to them by law. For the matters indicated in numbers 4) and 5) of the first paragraph of this article, as well as in the case provided for in the fourth paragraph of Article 2482 bis of the Italian Civil Code or when one or more directors or a number of shareholders representing at least one third of the share capital so request, decisions by shareholders are taken by means of a shareholders' resolution; in all other cases, decisions may be taken on the basis of express written consent.

Article 8 - Shareholders' decisions taken by means of express written consent

Where the decision is taken with the written consent of the shareholders, the governing body shall prepare the text of the resolution, forward it to the supervisory body to enable it to make its observations and, together with any observations of the supervisory body, forward it to all shareholders by any means that can guarantee proof of receipt. The latter may give their consent to the text of the resolution by signing the relevant document and transmitting it to the company by any means that guarantees proof of receipt.

The text of the resolution is considered approved by the shareholders who sign it and transmit it to the company within ten days of its receipt. The moment in which the decision of the shareholders is considered to have been taken coincides with the day in which the consent of the shareholder required to reach the quorum for the decision is received by the company.

If so many consents are reached that represent the majority required for the approval of the decision, the decision thus taken must be communicated, within fifteen days from the date of adoption of the decision, by any means that guarantees proof of receipt, to all shareholders, to the members of the governing and supervisory bodies and must be promptly transcribed by the governing body in the book of shareholders' decisions together with:

- a) the indication of the date on which the decision is to be deemed to have been taken;
- b) the indication of the general details of the persons entitled to vote and the capital represented by each of them;

- c) the observations of the supervisory body;
- d) the general details of the shareholders who signed the resolution text.

The documents received by the company and bearing the expression of the shareholders' intent must be kept together with the book of shareholders' decisions. Decisions by shareholders with written consent are taken with the favourable vote of the majority of the share capital.

Article 9 - Convening of the Shareholders' Meeting

The shareholders' meeting shall be convened by the governing body, also outside the registered office provided that it is in Italy, by written notice with proof of receipt delivered at least eight days before the meeting to the shareholders at their respective domicile or, if communicated by them for this purpose, to the fax number or e-mail address.

A possible second convocation may be provided for in the aforementioned notice.

In any case, the resolution is deemed adopted when the entire share capital participates, and all the members of the governing and supervisory bodies are present or informed of the meeting and no one objects to the discussion of the subject.

Participation in the shareholders' meeting may also take place by means of telecommunications in compliance with the board method and the principles of good faith and equal treatment of shareholders.

Article 12 - Governing body

The company is managed by a board of directors consisting of a minimum of two and a maximum of five members.

Directors may also be persons who are not shareholders and remain in office for the period established by the shareholders at the time of their appointment.

If one or more directors leave office during the financial year, the others shall replace them by a resolution approved by the supervisory body, if appointed, provided that the majority is still made up of directors appointed by the shareholders. The directors thus appointed remain in office until the next decision of the shareholders.

If, due to resignation or other causes, a director ceases to act, if the board is made up of two members, or the majority of the directors appointed by the shareholders, if the board is made up of three or more members, the entire board shall be deemed to be terminated and the remaining directors shall urgently submit the proposal for the appointment of the new governing body to the shareholders.

The subjects who assume the corporate posts, pursuant to Article 7 of the Legislative Decree 112/2017, must meet the following requirements of good repute, professionalism and independence:

- absence of criminal proceedings and pending charges;
- proven experience in the activities carried out by the company;
- lack of exercise of other activities in conflict of interest.

Representatives of the entities referred to in Article 4, paragraph 3 of the Legislative Decree 112/2017 may not assume the role of chairman of the social enterprise.

Article 17 - Decisions of the board of directors adopted on the basis of express written consent

Where the Chairman so provides and none of the members of the governing or supervisory bodies object, individual decisions may be taken on the basis of express written consent.

In this case, the Chairman prepares the text of the resolution, forwards it to the supervisory body, so that the latter can make its own observations, if any, and, together with any observations made by the supervisory body, forwards it to all directors. The latter may give their consent to the text of the resolution by signing the document and transmitting it to the company by any means that guarantees proof of receipt. The text of the resolution is deemed 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 validly expressed consent 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 provided that, until that moment, no director or statutory auditor has opposed the adoption of the decision on the basis of express written consent, in which case the process of express written consent 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 express of the vote at the board meeting.

If so, many consents are reached that represent the majority required for the approval of the decision, the decision thus formed must be

communicated to all members of the governing body and the control body and promptly transcribed by the governing body in the book of directors' decisions together with:

- a) an indication of the date on which the decision is to be deemed to have been taken;
- b) an indication of the general details of the directors entitled to vote;
- c) the observations of the supervisory body;
- d) the general details of the directors who signed the resolution.

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

Decisions of the Board of Directors with express written consent shall be taken with the favourable vote of the majority of the directors.

Article 18 - Remuneration and reimbursement of expenses

The shareholders establish, within the limits provided for in the article

3 of the Legislative Decree 112/2017 and any other legislation on the subject, any remuneration in favour of directors, including by deciding on an allowance for the end of their term of office.

The board shall determine the remuneration of directors holding particular posts and entrusted with particular professional services, after hearing the opinion of the supervisory body.

All directors and statutory auditors are entitled to reimbursement of expenses incurred in the performance of their mandate.

Article 20 - Supervisory body

The shareholders' meeting must appoint one standing auditor or a board of statutory auditors consisting of three standing auditors; in the latter case, two alternate auditors must also be appointed.

Each auditor must meet the requirements of articles 2397 paragraph 2 and 2399 of the Italian Civil Code.

The supervisory body supervises compliance with the law and the articles of association and compliance with the principles of correct administration, as well as the adequacy of the organisational, administrative and accounting structure and its concrete functioning.

It also monitors the company's compliance with the corporate purpose, with particular regard to the provisions of Articles 2, 3, 4, 11 and 13 of the Legislative Decree 112/2017 and certifies that the social report has been prepared in accordance with the guidelines referred to in article 9, paragraph 2 of the same decree. The

results of this monitoring must be given when the social report is drawn up.

The supervisory body may at any time carry out inspection and control activities; to this end, it may ask the directors for information on the progress of operations or certain items of business. Meetings of the Board of Statutory Auditors may also be held by means of telecommunication.

In this case, meetings are considered to be held in the place where they are convened, where at least one auditor must be present; moreover, all participants must be able to be identified and must be allowed to follow the discussion, to intervene in real time in the discussion of the topics discussed and to receive, transmit or view documents.

Article 21 - Working Group

The *European Myeloma Network-Italy Working Group* (WG) is an integral part of EMN Research Italy srl Social enterprise of which it constitutes the scientific group; it is a consultative and proactive body of the company for all scientific, cultural and educational choices.

Article 22 - Statutory audit

In the event that the social enterprise exceeds for two consecutive financial years two of the limits indicated in the first paragraph of Article 2435 bis of the Italian Civil Code, the statutory audit shall be carried out by an external statutory auditor or an auditing firm registered in the appropriate register or by internal statutory auditors registered in the appropriate register of statutory auditors.

Article 23 - Financial year

The financial year ends on 31 December of each year.

At the end of each financial year, the Board of Directors shall prepare the accounts in accordance with and in compliance with the law.

The Board of Directors shall also attend, pursuant to Article 9, paragraph 2, of the Legislative Decree 112/2017 and in accordance with the procedures and criteria provided for in that provision and in the provisions referred to therein, to the preparation and filing in the register of companies of the social report and its publication on the company's website.

The accounts must be submitted to the shareholders for approval within one hundred and twenty days of the end of the financial year; this period, in cases permitted by law, may be increased to one hundred and eighty days.

Article 24 - Allocation of profits

The company is not for subjective profit.

Operating profits and surpluses are intended for the performance of the company's business or to increase its assets, except as provided for in Articles 3 paragraph 3 and 16 of Legislative Decree no. 112/2017.

The social enterprise may allocate, as resolved by the shareholders' meeting when approving the accounts, a share of less than fifty per cent of the annual profits and surpluses, less any losses accrued in previous years to:

a) a free increase in the share capital subscribed and paid in by shareholders, within the limits of the changes in the annual national general consumer price index for blue- and white-collar households, calculated by ISTAT for the period corresponding to the financial year in which the profits and operating surpluses were produced, or the distribution, including by means of a free increase in share capital or the issue of financial instruments, of dividends to shareholders, in an amount not exceeding the maximum interest on postal savings bonds, increased by two and a half points compared to the capital actually paid in;

b) free donations to third sector entities other than social enterprises, which are not founders, associates, shareholders of the social enterprise or companies controlled by it, aimed at promoting specific projects of social utility.

Apart from the cases strictly provided for in the previous paragraph, any other form of distribution, even in indirect form, of profits and operating surpluses, funds and reserves denominated in any case in favour of founders, directors and other members of corporate bodies, shareholders, workers or collaborators is prohibited, even in the case of withdrawal or any other case of individual dissolution of the company relationship: in such cases, however, the reimbursement to the shareholder of the capital actually paid in and, if necessary, revalued or increased within the limits set out in Article 3, paragraph 3, letter a) of the Legislative Decree 112/2017 is allowed.

Article 26 - Dissolution

In the event of dissolution of the company, the shareholders' decision shall determine the terms of the liquidation and the appointment of one or more liquidators, determining their powers and remuneration and anything else established by law.

In the event of voluntary dissolution or voluntary loss of the status of social enterprise, the remaining assets, less the capital actually paid in by the shareholders, shall be revalued or increased if necessary,

and dividends resolved and not distributed within the limits allowed by law and these Articles of Association, shall be devolved to other Third Sector entities established and operating for at least three years or to the funds referred to in Article 16, paragraph 1, of the Legislative Decree 112/2017, as established by the shareholders' meeting that passed the relevant resolution.

Article 27 - Transformation - Merger - Division - Sale of the company

The transformation, merger and demerger must be carried out in such a way as to preserve the absence of profit motive, the constraints on the allocation of assets and the pursuit of the activities and purposes by the parties resulting from the deeds carried out; the transfer of a business or a branch of 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 head office is located, certifying the actual value of the company's assets, so as to preserve the pursuit of the activities and purposes by the transferee.

The acts referred to in the previous paragraph must be carried out in accordance with the provisions of Article 12 of the Legislative Decree 112/2017 and the acts and rules referred to therein.

The governing body shall proceed with the notification provided for in Article 12, paragraph 3 of the Legislative Decree 112/2017, attaching all the documentation prescribed therein: the effectiveness of the acts referred to in the first paragraph is subject to authorisation from the Ministry of Labour and Social Policy, which is deemed to have been granted ninety days after receipt of the notification.

Article 29 - Involvement of workers and the beneficiaries of the activities

Company regulations provide for forms of involvement of workers, users and other parties directly involved in the activities.

Involvement shall mean any mechanism, including information, consultation or participation, through which employees, users and stakeholders can exercise influence over the decisions to be taken within the enterprise, at least in relation to matters directly affecting working conditions and the quality of the goods and services produced or exchanged.

Without prejudice to the greater and more extensive rights provided for in the regulations referred to in the first paragraph, each of

these categories are responsible for the appointment of a joint representative who will have the right to participate, with the right to speak but without the right to vote, in the meetings, as well as to ask the governing body for information on the topics of interest.

If two of the limits indicated in article 2435 bis, first paragraph of the Italian Civil Code, reduced by half, are exceeded, employees alone will be entitled to appoint at least one member of both the board of directors and the supervisory body. If the above limits are not exceeded at the same time as the term of office of the governing body in office comes to an end, the shareholders' meeting may decide whether the said director will be added to the governing body, remaining in office until the expiration of the same, or whether to cause the expiration of the body in office and appoint a new one to replace it, to which the director expressly appointed by the employees must belong. The occurrence of the hypothesis provided for in this paragraph constitutes just cause for the revocation of the governing body in office.

Article 11 of the Legislative Decree 112/2017 applies.

As there was nothing left to deliberate and no one had asked to speak, the Chairman declared the meeting closed at two forty-seven p.m.

The party 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 appearing party, after the endorsements of the law.

The party appearing declares: that he has been informed that the processing of the personal data provided is carried out by me the notary, as data controller, within the scope of the tasks assigned by current legislation and is aimed solely at carrying out the activities related to this document and its consequences; that he is aware that he is entitled to the rights provided for by the privacy legislation, insofar as they are compatible with the conservation obligations imposed by the Notary Law; that he has received adequate information regarding these rights and the relative methods of exercise, as well as the content, methods and purposes of data processing, to which he expressly consents, within the limits of what is necessary for the aforementioned purposes.

All the expenses of this document, as well as the expenses dependent on it, are agreed to be borne by the company. I have read this document to the party appearing who

approves it. Handwritten and typed by me and by people I trust, on twenty-seven pages of seven sheets.

He subscribes it two forty-eight p.m.

In original signed

Andrea NOVALI

Alessandro SCILABRA notary

Annex "A" to the collection number 7.372

ARTICLES OF ASSOCIATION

Article 1 - Name

There is incorporated, according to the Legislative Decree. 3 July 2017 no. 112, a private limited company called "EMN RESEARCH ITALY Impresa Sociale S.r.l.", without constraints with regard to the graphical representation.

Article 2 - Registered Office

The company has its registered office the Municipality of Turin.

Article 3 - Purpose and object

The company intends to carry out on a stable and principal basis the activities of general interest business specified below, on a subjective non-profit basis and to achieve civic, solidarity and social utility purposes through the exercise of economic activities organized for the production and exchange of 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 company operates in the fields of scientific research of particular social interest and the organization and management of cultural activities as per Article 2, paragraph 1, letters h) and i) of the Legislative Decree of 3 July 2017 No. 112 particularly in the field of scientific research and has as its object the negotiation and long-term management of projects of a scientific nature, the offer to the individual experimenter of its experience, personnel and means for the negotiation phase with the funders, following the approval of the scientific proposal and the process of submission to the competent authority, continuing the support during the conducting and conclusion of the project, also as promoter of the experimentation.

The company may also:

- offer assistance in the drafting, presentation and submission of projects for the application for funding to the European Community; manage contacts between the various project partners during the negotiation, drafting and submission phase and throughout the duration of the project;
- organising training courses for students and professionals in the field of haematology and in particular multiple myeloma, as well as organising information seminars for patients affected by multiple myeloma and their families;
- to organize congresses in the field of myeloma and haematology for the dissemination of the results of the

research carried out.

The company can assume and grant agencies, commissions, representations, with or without deposit, and mandates, to purchase, use and transfer patents, know-how and other works of human ingenuity, to carry out market research and data processing on its own behalf and on behalf of third parties, to grant and obtain licenses of commercial exploitation and to carry out commercial, real estate, moveable property and financial transactions, the latter not in relation to the public, necessary or useful for the achievement of corporate purposes.

The company may also acquire interests and shareholdings in other companies or enterprises of any nature having similar, identical or connected object or having a function instrumental to the achievement of the corporate object, as well as issuing, without this being related to professional activities, sureties and other guarantees in general, including real ones, as instrumental to the achievement of the corporate object. All activities must be carried out within the limits and in compliance with the rules governing their exercise.

The social enterprise intends to scrupulously comply with all the regulations applicable to its activity, with particular reference to the provisions of the Legislative Decree 112/2017; it will make use, as applicable, of all the tax provisions and benefits provided by law and specifically, if the conditions are met, of the tax and economic support measures granted by article 18 of the Legislative Decree 112/2017.

Article 4 - Term

The term of the company is established until 31 December 2050 and may be extended by the shareholders' meeting.

Article 5 - Capital

The share capital amounts to Euro 20,000 (twenty thousand) and may be increased by the contribution of all assets that may be subject to economic valuation.

The capital increase, except in the case referred to in Article 2482 of the Italian Civil Code, may also be implemented by means of an offer to third parties; in this case the right of withdrawal falls to the shareholders who have not consented to the decision pursuant to Article 2473 of the Italian Civil Code.

The company may acquire loans from shareholders with repayment obligations, in accordance with the law, even to an extent that is not proportional to their respective shareholdings in the share capital. Unless otherwise determined, payments by shareholders in favour of

of the company are interest-free.

Article 6 - Transfer of shareholdings and rights

Shareholders' shareholdings and rights relating to them are freely transferable in accordance with the principle of non-discrimination set out in Article 8 of the Legislative Decree 112/2017.

Article 7 - Shareholders' decisions

There are reserved for the competence of the shareholders:

- 1) the approval of the accounts;
- 2) the appointment, except as provided for in Articles 12 and 29, the latter where specifically applicable, of these Articles of Association, and the removal of the directors and the determination of their remuneration;
- 3) the appointment of the supervisory body and the determination of its annual remuneration;
- 4) amendments to these articles of association;
- 5) the decision to carry out operations that entail a substantial modification of the corporate object as determined in Article 3 of these articles of association or a significant change in the rights of shareholders;
- 6) the assignment and revocation of the task of statutory audit.

The shareholders also decide on the matters that one or more directors or as many shareholders as represent at least one third of the share capital submit for their approval and on anything else reserved to them by law.

For the matters indicated in numbers 4) and 5) of the first paragraph of this article, as well as in the case provided for in the fourth paragraph of Article 2482 bis of the Italian Civil Code or when one or more directors or a number of shareholders representing at least one third of the share capital so request, decisions by shareholders are taken by means of a shareholders' resolution; in all other cases, decisions may be taken on the basis of express written consent.

Article 8 - Shareholders' decisions taken by means of express written consent

Where the decision is taken with the written consent of the shareholders, the governing body shall prepare the text of the resolution, forward it to the supervisory body to enable it to make its observations and, together with any observations of the supervisory body, forward it to all shareholders by any means that can guarantee proof of receipt. The latter may give their consent to the text of the resolution by signing the relevant document and transmitting it to the company by any means that guarantees proof of

receipt.

The text of the resolution is considered approved by the shareholders who sign it and transmit it to the company within ten days of its receipt. The moment in which the decision of the shareholders is considered to have been taken coincides with the day in which the consent of the shareholder required to reach the quorum for the decision is received by the company.

If so many consents are reached that represent the majority required for the approval of the decision, the decision thus taken must be communicated, within fifteen days from the date of adoption of the decision, by any means that guarantees proof of receipt, to all shareholders, to the members of the governing and supervisory bodies and must be promptly transcribed by the governing body in the book of shareholders' decisions together with:

- a) the indication of the date on which the decision is to be deemed to have been taken;
- b) the indication of the general details of the persons entitled to vote and the capital represented by each of them;
- c) the observations of the supervisory body;
- d) the general details of the shareholders who signed the resolution text.

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

Decisions by shareholders with written consent are taken with the favourable vote of the majority of the share capital.

Article 9 - Convening of the Shareholders' Meeting

The shareholders' meeting shall be convened by the governing body, also outside the registered office provided that it is in Italy, by written notice with proof of receipt delivered at least eight days before the meeting to the shareholders at their respective domicile or, if communicated by them for this purpose, to the fax number or e-mail address.

A possible second convocation may be provided for in the aforementioned notice.

In any case, the resolution is deemed adopted when the entire share capital participates, and all the members of the governing and supervisory bodies are present or informed of the meeting and no one objects to the discussion of the subject.

Participation in the shareholders' meeting may also take place by means of telecommunications in compliance with the board method and the principles of good faith and equal treatment of shareholders.

Article 10 - Constitution of shareholders' meetings and validity of the resolutions

The shareholders' meeting is duly constituted with the presence of as many shareholders representing at least half of the share capital and resolves by absolute majority; for amendments to these articles of associations and for decisions to carry out operations that entail a substantial modification of the corporate object determined in Article 3 of these articles of association or a significant change in shareholders' rights, the favourable vote of as many shareholders representing at least two thirds of the share capital is required, without prejudice to the particular higher majorities in the cases expressly provided for by law.

Article 11 - Chairmanship of the meeting

The meeting shall be chaired by the chairman of the board of directors or, failing that, by the person designated by the participants, who shall also designate its secretary. In the event of a shareholders' meeting held by means of telecommunication, the chairmanship is assumed in accordance with the above if the persons indicated therein are present at the place where the meeting is convened; otherwise the chairmanship is assumed by the person designated by those present.

The chairman of the shareholders' meeting verifies that the meeting has been properly constituted, ascertains the identity and legitimacy of those present, regulates its proceedings and ascertains the results of the votes; the results of these verifications must be recorded in the minutes.

In the cases provided for by law, or when deemed appropriate by the chairman of the shareholders' meeting, the minutes are drawn up by a notary appointed by the chairman himself.

Article 12 - Governing body

The company is managed by a board of directors consisting of a minimum of two and a maximum of five members.

Directors may also be persons who are not shareholders and remain in office for the period established by the shareholders at the time of their appointment.

If one or more directors leave office during the financial year, the others shall replace them by a resolution approved by the supervisory body, if appointed, provided that the majority is still made up of directors appointed by the shareholders. The directors thus appointed remain in office until the next decision of the shareholders.

If, due to resignation or other causes, a director ceases to act, if the board is made up of two members, or the majority of the

directors appointed by the shareholders, if the board is made up of three or more members, the entire board shall be deemed to be terminated and the remaining directors shall urgently submit the proposal for the appointment of the new governing body to the shareholders.

The subjects who assume the corporate offices, pursuant to Article 7 of the Legislative Decree 112/2017, must meet the following requirements of good repute, professionalism and independence:

- absence of criminal proceedings and pending charges;
- proven experience in the activities carried out by the company;
- lack of exercise of other activities in conflict of interest.

Representatives of the entities referred to in Article 4, paragraph 3 of the Legislative Decree 112/2017 may not assume the role of chairman of the social enterprise.

Article 13 - Powers of the governing body

The Board of Directors is vested with all the widest powers of ordinary and extraordinary administration and disposition that are not mandatorily reserved by law or by article 7 of these Articles of Association to the competence of the shareholders.

The board may, within the limits of the law, delegate its own powers to one or more of its members.

Article 14 - Positions

The board of directors, when the shareholders have not done so, appoints the chairman; it may also appoint a deputy chairman and one or more managing directors as well as assign other special positions.

Article 15 - Signature and representation of the company

The Chairman of the Board of Directors and, where appointed, the Deputy Chairman and the Managing Directors shall sign on behalf of the Company and represent it within the scope of and for the exercise of the powers conferred on them and, jointly and severally, in legal proceedings and for the execution of the Board's resolutions.

Article 16 - Meetings of the board of directors The Board of Directors must be convened in Italy by registered letter, telegram, fax or e-mail to be sent by the Chairman or Deputy Chairman or a Managing Director five days before the meeting, except in urgent cases for which one day's notice is sufficient.

Attendance at meetings of the Board of Directors may also take place by means of telecommunication.

Meetings are chaired by the chairman or deputy chairman or by a managing director, if present at the place where the meeting is convened; otherwise the chairmanship is taken by the director elected by the participants.

For the resolutions of the board of directors to be valid, the presence of the majority of the directors in office is required.

Resolutions shall be passed by an absolute majority of the votes of those present; in the event of a tie, the vote of the chairman of the board of directors, if present, shall have the casting vote.

In the case of a board of directors composed of only two members, disagreement over the revocation of a delegation of powers shall cause both directors to forfeit their office.

Article 17 - Decisions of the board of directors adopted on the basis of express written consent

Where the Chairman so provides and none of the members of the governing or supervisory bodies object, individual decisions may be taken on the basis of express written consent.

In this case, the Chairman prepares the text of the resolution, forwards it to the supervisory body, so that the latter can make its own observations, if any, and, together with any observations made by the supervisory body, forwards it to all directors. The latter may give their consent to the text of the resolution by signing the document and transmitting it to the company by any means that guarantees proof of receipt. The text of the resolution is deemed 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 validly expressed consent 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 provided that, until that moment, no director or statutory auditor has opposed the adoption of the decision on the basis of express written consent, in which case the process of express written consent 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, the decision thus formed must be communicated to all members of the governing and supervisory bodies and promptly transcribed by the governing body in the book of directors' decisions together with:

- a) an indication of the date on which the decision is to be deemed to have been taken;
- b) an indication of the general details of the directors entitled to vote;
- c) the observations of the supervisory body;
- d) the general details of the directors who signed the resolution.

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

Decisions of the Board of Directors with express written consent shall be taken with the favourable vote of the majority of the directors.

Article 18 - Remuneration and reimbursement of expenses

The shareholders establish, within the limits provided for in the article 3 of the Legislative Decree 112/2017 and any other legislation on the subject, any remuneration in favour of directors, including by deciding on an allowance for the end of their term of office.

The board shall determine the remuneration of directors holding particular offices and entrusted with particular professional services, after hearing the opinion of the supervisory body.

All directors and statutory auditors are entitled to reimbursement of expenses incurred in the performance of their mandate.

Article 19 - General managers

The governing body may appoint one or more general managers.

Article 20 - Supervisory body

The shareholders' meeting must appoint one standing auditor or a board of statutory auditors consisting of three standing auditors; in the latter case, two alternate auditors must also be appointed.

Each auditor must meet the requirements of articles 2397 paragraph 2 and 2399 of the Italian Civil Code.

The supervisory body supervises compliance with the law and the articles of association and compliance with the principles of correct administration, as well as the adequacy of the organisational, administrative and accounting structure and its concrete functioning.

It also monitors the company's compliance with the corporate purpose, with particular regard to the provisions of Articles 2, 3, 4, 11 and 13 of the Legislative Decree 112/2017 and certifies that the social report have been prepared in accordance with the guidelines referred to in article 9, paragraph 2 of the same decree. The results of this monitoring must be given when the social report is drawn up.

The supervisory body may at any time carry out inspection and control activities; to this end, it may ask the directors for information on the progress of operations or certain items of business. Meetings of the Board of Statutory Auditors may also be held by means of telecommunication.

In this case, meetings are considered to be held in the place where they are convened, where at least one auditor must be present; moreover, all participants must be able to be identified and must be allowed to follow the discussion, to intervene in real time in the discussion of the topics discussed and to receive, transmit or view documents.

Article 21 - Working Group

The *European Myeloma Network-Italy Working Group* (WG) is an integral part of EMN Research Italy srl Social enterprise of which it constitutes the scientific group; it is a consultative and proactive body of the company for all scientific, cultural and educational choices.

Article 22 - Statutory audit

In the event that the social enterprise exceeds for two consecutive financial years two of the limits indicated in the first paragraph of Article 2435 bis of the Italian Civil Code, the statutory audit shall be carried out by an external statutory auditor or an auditing firm registered in the appropriate register or by internal statutory auditors registered in the appropriate register of statutory auditors.

Article 23 - Financial year

The financial year ends on 31 December of each year.

At the end of each financial year, the Board of Directors shall prepare the accounts in accordance with and in compliance with the law.

The Board of Directors shall also attend, pursuant to Article 9, paragraph 2, of the Legislative Decree 112/2017 and in accordance with the procedures and criteria provided for in that provision and in the provisions referred to therein, to the preparation and filing in the register of companies of the social report and its publication on the company's

website.

The accounts must be submitted to the shareholders for approval within one hundred and twenty days of the end of the financial year; this period, in cases permitted by law, may be increased to one hundred and eighty days.

Article 24 - Allocation of profits

The company is not for subjective profit.

Operating profits and surpluses are intended for the performance of the company's business or to increase its assets, except as provided for in Articles 3 paragraph 3 and 16 of Legislative Decree no. 112/2017.

The social enterprise may allocate, as resolved by the shareholders' meeting when approving the accounts, a share of less than fifty per cent of the annual profits and surpluses, less any losses accrued in previous years to:

- a) a free increase in the share capital subscribed and paid in by shareholders, within the limits of the changes in the annual national general consumer price index for blue- and white-collar households, calculated by ISTAT for the period corresponding to the financial year in which the profits and operating surpluses were produced, or the distribution, including by means of a free increase in share capital or the issue of financial instruments, of dividends to shareholders, in an amount not exceeding the maximum interest on postal savings bonds, increased by two and a half points compared to the capital actually paid in;
- b) free donations to third sector entities other than social enterprises, which are not founders, associates, shareholders of the social enterprise or companies controlled by it, aimed at promoting specific projects of social utility.

Apart from the cases strictly provided for in the previous paragraph, any other form of distribution, even in indirect form, of profits and operating surpluses, funds and reserves denominated in any case in favour of founders, directors and other members of corporate bodies, shareholders, workers or collaborators is prohibited, even in the case of withdrawal or any other case of individual dissolution of the company relationship: in such cases, however, the reimbursement to the shareholder of the capital actually paid in and, if necessary, revalued or increased within the limits set out in Article 3, paragraph 3, letter a) of the Legislative Decree 112/2017.

Article 25 - Withdrawal

The shareholder may withdraw from the company only in the cases established by law.

The right of withdrawal is exercised by registered letter which must be sent within fifteen days of the registration in the Companies Register of the resolution legitimising it or, if the fact that legitimises it is other than a resolution, within thirty days from the shareholder having knowledge of it.

The criteria for determining the value of equity investments and the liquidation procedure are governed by law.

Article 26 - Dissolution

In the event of dissolution of the company, the shareholders' decision shall determine the terms of the liquidation and the appointment of one or more liquidators, determining their powers and remuneration and anything else established by law.

In the event of voluntary dissolution or voluntary loss of the status of social enterprise, the remaining assets, after deducting the capital actually paid in by the shareholders, possibly revalued or increased, and the dividends resolved and not distributed within the limits of what is permitted by law and these Articles of Association, shall be devolved to other Third Sector entities established and operating for at least three years or to the funds referred to in Article 16, paragraph 1, of the Legislative Decree 112/2017, as established by the shareholders' meeting that passed the relevant resolution.

Article 27 - Transformation - Merger - Division - Sale of the company

The transformation, merger and division must be carried out in such a way as to preserve the absence of profit motive, the constraints on the allocation of assets and the pursuit of the activities and purposes by the parties resulting from the deeds carried out; the transfer of a business or a branch of 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 head office is located, certifying the actual value of the company's assets, so as to preserve the pursuit of the activities and purposes by the transferee.

The acts referred to in the previous paragraph must be carried out in accordance with the provisions of Article 12 of the Legislative Decree 112/2017 and the acts and rules referred to therein.

The governing body shall proceed with the notification provided for in Article 12, paragraph 3 of the Legislative Decree 112/2017, attaching all the documentation prescribed therein: the effectiveness of the acts referred to in the first paragraph is subject to

authorisation from the Ministry of Labour and Social Policy, which is deemed to have been granted ninety days after receipt of the notification.

Article 28 - Domicile of shareholders

The domicile of each shareholder in relations with the company is understood to be the domicile recorded in the register of companies.

Article 29 - Involvement of workers and the beneficiaries of the activities

Company regulations provide for forms of involvement of workers, users and other parties directly involved in the activities.

Involvement shall mean any mechanism, including information, consultation or participation, through which employees, users and stakeholders can exercise influence over the decisions to be taken within the undertaking, at least in relation to matters directly affecting working conditions and the quality of the goods and services produced or exchanged.

Without prejudice to the greater and more extensive rights provided for in the regulations referred to in the first paragraph, each of these categories are responsible for the appointment of a joint representative who will have the right to participate, with the right to speak but without the right to vote, in the meetings, as well as to ask the governing body for information on the topics of interest.

If two of the limits indicated in article 2435 bis, first paragraph of the Italian Civil Code, reduced by half, are exceeded, employees alone will be entitled to appoint at least one member of both the board of directors and the supervisory body. If the above limits are not exceeded at the same time as the term of office of the governing body in office comes to an end, the shareholders' meeting may decide whether the said director will be added to the governing body, remaining in office until the expiration of the same, or whether to cause the expiration of the body in office and appoint a new one to replace it, to which the director expressly appointed by the employees must belong. The occurrence of the hypothesis provided for in this paragraph constitutes just cause for the revocation of the governing body in office.

Article 11 of the Legislative Decree 112/2017 applies

Article 30 - Jurisdiction

For all disputes concerning the interpretation or execution of these Articles of Association, the court of the place of the company's registered office shall have jurisdiction.

Article 31 - General provisions

Insofar as not provided for in these Articles of Association, the provisions of the law in force from time to time shall apply.

In original signed

Andrea NOVALI

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 original paper document that was

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