

ARTICLES OF INCORPORATION OF THE FONDAZIONE  
“SCUOLA SUPERIORE EUROPEA DI MEDICINA MOLECOLARE”  
having its head offices in Italy (Milan and Naples)

## INCORPORATION

1. The Foundation called “Scuola Superiore Europea di Medicina Molecolare” abbreviated as “SEMM”, incorporated according to article 92, clause 4, of law nr. 388 dated 23 December 2000, and the interministerial decrees of the Ministry of Health, the Ministry of Universities and Scientific and Technological Research, the Ministry of the Treasury on 12 April 2001 and 31 May 2001, has its registered office in Milan. It is governed and operated according to the principles and the legal provisions foreseen for Shareholding Foundations, within the framework of the more extensive kind of Foundations governed by the First Section of the Civil Code.
2. In order to carry out the statutory tasks and, in particular, the promotional activities as well as the development and extension of the network of national and international relations required for the type of activity it carries out, the Foundation can establish committees and offices both in Italy and abroad. The nature of these structures, as well as the relations between these same structures and the Foundation will be governed by specific regulations.
3. The Foundation is a non-profit organization and cannot distribute profits.

## AIMS AND CORPORATE ACTIVITIES

1. The Foundation has the aim of promoting and managing initiatives for high level training in the molecular medicine sector through the study of molecular methodologies and molecular-oriented medical biotechnologies and the implementation of training and research projects focusing on avant-garde sectors of molecular medicine.
2. The Foundation, therefore, in pursuing its corporate aims, establishes and guarantees the operations of the Scuola Superiore Europea di Medicina Molecolare (SEMM), in the centres of Milan and Naples, in order to train experts in the Molecular Medicine sector, with particular reference to Molecular Oncology and Genetic Diseases. SEMM trains researchers oriented towards molecular medicine problems, physicians and other graduates able to transfer in clinical conditions the principles of molecular medicine, researchers able to guide the development of the biotechnological industry in the sectors where the Foundation is active. In particular, it develops and promotes research in the following areas:
  - Molecular Medicine, with particular reference to Molecular Oncology and Genetic Diseases;
  - innovative teaching models and *curricula studiorum*, based on the efficacious integration between teaching, research and training and on directly inserting students into the scientific research process;
  - innovative models for managing scientific resources.SEMM will therefore develop in its two operational offices a curriculum in Molecular Oncology and a curriculum in Genetic Diseases.

## FIXED ASSETS AND RELATED ACTIVITIES

In order to achieve its aims the Foundation can:

- a) stipulate deeds and contracts, even for financing operations it resolves upon, including financings and mortgages, both on short or long term, renting, acquiring in franchise or commodatum or through purchases, in terms of right of ownership or right of common, of real estate, the stipulation of cooperation agreements of any kind (that can even be registered in public registers), with Public or Private Bodies;
- b) to administer and manage the assets of which it is the owner, lessor, bailee or however that are owned by the same or legitimately possessed;
- c) to participate in public and private associations, bodies and institutions whose activities focus on similar aims of those of the Foundation itself;
- d) to achieve or rather contribute to achieving, always in an ancillary or instrumental manner, the corporate aims of shareholding companies, as well as participating in companies of this type;
- e) to promote and organize seminars, training courses, events, conferences, meetings, publishing the relevant proceedings or documents, and all those initiatives that favour regular contacts between the Foundation and national and international players and organisms, as well as the people in charge and the general public;
- f) to set up awards and grants;
- g) to carry out, in an ancillary or instrumental manner, marketing activities - even in sectors connected to the publishing sector - according to the regulations in force, and through the *world wide web* in order to achieve the corporate aims;
- h) to carry out any other appropriate activity that will help achieve the corporate aims.

## SUPERVISION

The Ministry of Health supervises the activity of the Foundation, as foreseen by art. 25 of the Civil Code.

## MEMBERS OF THE FOUNDATION

1. The members of the Foundation are divided into:

- Promoting Founders and Founders,
- Corporate Participants and Participants.

Each Promoting Founder, Founder and Corporate Participant, according to specific cooperation agreements, will have to make available to the Foundation the scientific expertise, professional skills and activities or resources that will allow it to better achieve its objectives, in line with the strategies outlined in the long term plans.

## PROMOTING FOUNDERS AND FOUNDERS

1. The following are Promoting Founders: Università degli Studi di Milano, Università degli Studi di Napoli "Federico II", Università Vita Salute San Raffaele, Istituto di Oncologia Molecolare of the Fondazione Italiana per la Ricerca sul Cancro, as well as CEINGE Biotecnologie Avanzate s.c.a.r.l., as per the interministerial Decree of the

Ministry of Health, the Ministry of Universities and Scientific and Technological Research, the Ministry of the Treasury dated 31 May. The following are Founders: Fondazione Telethon and Fondazione Istituto Europeo di Oncologia.

## FOUNDATION BODIES

1. The Foundation has the following bodies:
  - a) Steering Committee,
  - b) Academic Committee,
  - c) Chairman,
  - d) Administrative Director;
  - e) Scientific Director,
  - f) Board of Auditors.