Annex "B" to Repertory and Collection No. 66544/25820

"CENTRO DINO FERRARI" ETS ASSOCIATION

Legal Entity – Presidential Decree (D.P.R.) No. 1035 of November 21, 1984

ARTICLES OF ASSOCIATION (BYLAWS)

Article 1

An Association is established under the name: **"ASSOCIAZIONE CENTRO DINO FERRARI ETS" Legal Entity – Presidential Decree (D.P.R.) No. 1035 of November 21, 1984** The acronym ETS (Third Sector Entity) shall be displayed in acts and correspondence following the successful registration of the Association in the RUNTS (National Single Register of the Third Sector). The Association is governed by these Articles of Association.

Article 2

The Association pursues, on a non-profit basis, civic, solidarity, and social utility purposes through the exclusive or principal exercise of the following activities of general interest:

- **a)** to encourage and support scientific research in the field of neuromuscular, neurodegenerative, and cerebrovascular diseases, with particular regard to the development of new diagnostic and therapeutic methodologies, including the incentivization of related training activities;
- **b)** to promote and carry out the fundraising of assets, endowments, and resources for the pursuit of the aims indicated in paragraph a) of this Article.

Article 3

The duration of the Association is unlimited.

Article 4

The Association currently has its registered office in Milan, Via F. Sforza n. 35, at the Department of Pathophysiology and Transplantation of the University of Milan. The Board of Directors, by its own resolution, has the authority to change the address, provided that the registered office remains within the Municipality of Milan.

Article 5

The Association welcomes members who are admitted upon their request by resolution of the Board of Directors in accordance with the requirements and procedures established by the same, based on non-discriminatory criteria consistent with the pursued aims and the general interest activity carried out. Admission is communicated to the member, and their name is recorded in the Register of Members. Failure to communicate admission within 60 days of the request shall be deemed a rejection of the application.

Members may be:

- **a) Life Members:** physical or legal persons who pay a "one-off" registration fee of not less than EUR 30,000.00 (thirty thousand/00);

- **b) Ordinary Members:** physical or legal persons admitted for an indefinite period who are required to pay the annual fee, currently set at EUR 260.00 (two hundred and sixty/00).

The Board of Directors is empowered to modify the annual fees. The fee must be paid by February 28 of each year; in the event of failure to pay the annual fee within twenty-four months following the expiration of the deadline indicated above, the member shall be deemed automatically disqualified and shall be removed from the Register of Members.

Any withdrawal by a member must be communicated to the Board of Directors within the last three months of the financial year preceding that of the withdrawal. Each member registered in the Register of Members is entitled to one vote. All members have the right to freely consult the Corporate Books, upon written request which must reach the association at least 15 days prior to the inspection date. For confidentiality reasons, no copies or photocopies may be issued. The status of member is neither assignable nor transferable, including by reason of death.

Article 6

To achieve its aims, the Association derives its resources from:

1. Members' fees;
2. Public and private contributions;
3. Donations and testamentary dispositions;
4. Proceeds from scientific and social initiatives.

During the lifetime of the Association, it is forbidden to distribute, even indirectly, profits or operating surpluses as well as funds, reserves, or capital, unless expressly provided for by law.

Article 7

The bodies of the Association are:

1. The General Meeting of Members (Assembly);
2. The Board of Directors;
3. The Board of Statutory Auditors;
4. The Scientific Committee;
5. The Honorary Committee.

With the clarification that the Scientific Committee and the Honorary Committee are optional bodies, and it is up to the Board of Directors to deliberate on their existence.

Article 8

The General Meeting constituted by the Members is convened, in an ordinary session, at least once a year by the Board of Directors within four months from the closing of the financial year. The convocation takes place by means of fax, registered mail, or electronic mail (e-mail), sent to all members at least fifteen days prior to the date set for the Meeting.

The General Meeting deliberates on the following matters:

1. The annual mission report of the Board of Directors on the activities carried out by the Association;
2. The financial statements of the business year;
3. The appointment and revocation of the members of the Board of Directors and the Board of Statutory Auditors whose terms have expired or who have ceased office for any reason;
4. The promotion of liability actions against corporate bodies;
5. The exclusion of members for unworthiness;
6. Amendments to the Deed of Foundation and the Articles of Association;
7. Dissolution, transformation, merger, or demerger;
8. Any regulations governing the proceedings of the General Meeting;
9. Other matters submitted by the Board of Directors or those attributed by law to its competence.

Article 9

The General Meeting may be convened in an extraordinary session whenever the Board of Directors deems it appropriate. All Members who are up to date with the payment of the annual Association fee and registered in the Register of Members have the right to attend the General Meetings.

Members may be represented by another Member, even if they are a member of the Board, except, in the latter case, for the approval of the annual financial statements and for resolutions regarding the liability of directors. The General Meeting is chaired by the Chairman of the Board, failing whom by the Senior Vice Chairman, failing whom by the Vice Chairman; in their absence, the meeting appoints its own Chairman. The Chairman of the Meeting appoints a Secretary and, if deemed appropriate, two Scrutineers. It is the responsibility of the Chairman of the Meeting to ascertain the regularity of proxies and generally the right to intervene in the meeting. Minutes of the meeting sessions shall be drawn up, signed by the Chairman, the Secretary, and, if applicable, the scrutineers.

In cases deemed appropriate by the Board of Directors and indicated in the notice of convocation, the sessions of the General Meeting may also take place via non-simultaneous modalities, i.e., via audio or video conference, provided that the following conditions are met, which shall be recorded in the minutes:

- **a)** that the Chairman of the Meeting is allowed to verify the identity of the participants who are not personally present;
- **b)** that the person recording the minutes is allowed to adequately perceive the facts and acts performed during the meeting;

- **c)** that all participants are allowed to take part in the discussion and simultaneous voting on the items placed on the agenda, as well as to view, receive, and transmit documents.

If these prerequisites are verified, the meeting is considered held in the place where both the Chairman and the minute-taker are co-present.

Voting by correspondence or by electronic mail is likewise permitted. Voting by correspondence is regulated as follows: members who have made a written request to be kept on the association's records and noted in the register of members may vote by correspondence; the notice of convocation of the assembly must indicate whether voting by correspondence is permitted; the text of the resolution to be approved or of the various resolution proposals to be voted upon must be set out in full on the ballot paper; if the ballot papers are not attached to the notice of convocation of the meeting, the convocation must indicate the methods by which members may request and obtain the ballot papers for exercising their vote by correspondence, within the time limits necessary for an informed exercise of the right to vote; in the case of voting by correspondence, members who have sent their ballot paper within the time limits are considered present; the counting of ballot papers for voting by correspondence takes place at the time the assembly is constituted in order to verify that the constitutive quorum exists, and at the time the vote is cast by the members, in order to verify that the deliberative quorum exists; in the event of modification or integration of the proposals submitted to the assembly, the holder of the right who has cast their vote may manifest their will in advance, choosing between abstention, a negative vote, and adherence to the voting proposals expressed by the Board of Directors; the ballot papers of votes cast by correspondence must be kept on the records of the association.

Article 10

For the validity of both Ordinary and Extraordinary General Meetings, the presence of the majority of Members is required. One hour after the time indicated in the notice of convocation, the Meeting shall be deemed validly called on second convocation; in this case, its resolutions shall be valid regardless of the number of Members present.

Resolutions of the Meeting are adopted by a majority of the members present. To amend the Articles of Association, the presence of at least half of the members and the favorable vote of the majority of those present are required. To resolve upon the dissolution of the Association, the favorable vote of at least three-quarters of the Members is required.

Article 11

The Association is governed by a Board of Directors composed of a number of members not less than five and not more than twenty-five. The members are elected by the General Meeting of members, which must choose the majority of the components from among the members. The General Meeting shall also establish the number of members of the Board of Directors. The elected members shall remain in office for three years and are eligible for re-election.

In the event that a Director ceases office before the expiration of their term, they may be replaced by another Director appointed by the Board itself, who shall remain in office until the next General Meeting. Should the majority of Directors cease office, the entire Board of Directors falls, and the

disqualified Directors must without delay convene the General Meeting for the appointment of the new Board.

Article 12

The Board is vested with the powers of ordinary and extraordinary administration of the Association.

Article 13

The Board of Directors elects from among its members a Chairman, one or more Vice Chairmen, a Treasurer, and a Secretary of the Association (who may also be external to the Board), and has the faculty to appoint an Honorary Chairman.

Article 14

The Chairman or, in their absence, the Vice Chairman designated by the Board as deputy, legally represents the Association.

Article 15

The Board of Directors is convened by the Chairman or the Deputy Vice Chairman or, on their behalf, by the Secretary by means of an invitation sent at least seven days prior to the meeting, containing the agenda. It must furthermore be convened when at least one-third of the Directors make a request with a precise indication of the topics to be discussed.

For the validity of the meetings of the Board, the presence of the majority of the Directors is required. The Board is chaired by the Chairman or the Deputy Vice Chairman or, failing that, by whomever is appointed by the majority of those present. Resolutions are adopted by a majority of those attending; in the event of a tie, the vote of the person chairing shall prevail. The Secretary shall see to the drafting of the minutes of the meetings. Meetings of the Board of Directors may also take place via non-simultaneous modalities, i.e., via audio/video conference, in accordance with the procedures set forth in Article 9 above.

Article 16

For the execution of the resolutions of the Board and for the effective management of the Association, the Board of Directors shall delegate part of its powers, including the use of the corporate signature, to an Executive Committee composed of at least three of its members, determining the operating procedures and powers of said Committee.

Article 17

The Board of Directors appoints the members of the Scientific Committee. The members of said Committee must be personalities of recognized competence and renown. The task of the Scientific Committee shall be to formulate proposals on the planning of scientific research to be supported by the Association.

Article 18

The members of the Scientific Committee shall meet, upon invitation by the Chairman, at least once a year.

Article 19

The purpose of the Honorary Committee is to allow national or international personalities of recognized scientific competence or significant social prominence within the framework of humanitarian activities to testify to their adherence to the institutional aims of the Association. The Board of Directors shall proceed with the appointment of the members of the Honorary Committee, after having carried out a careful selection of candidates, notified them of the proposal to assume office, and obtained their written adherence. The members so appointed shall remain in office for an indefinite period, except in the case of resignation or revocation. In order to inform the components of the Honorary Committee of the activities carried out by the Association and the established programs, the Board of Directors shall send them annually the acts of the general meeting approving the financial statements and the accompanying scientific material.

Article 20

The financial year closes on December 31 of each year, and the annual financial statements consist of: the balance sheet, the statement of operations (with an indication of income and charges), and the mission report illustrating the financial statement items, the economic and financial performance of the entity, and the methods of pursuing the statutory aims. The financial statements prepared by the Board of Directors shall be examined by the Board of Statutory Auditors, which shall report to the general meeting. The financial statements must be submitted for approval to the general meeting of members, pursuant to the preceding Article 8, within four months from the closing of the financial year. The financial statements must be deposited at the registered office at the disposal of the Members for ten days preceding the ordinary general meeting convened for their approval. Once approved, the financial statements shall be deposited with the National Single Register of the Third Sector (RUNTS).

Article 21

In the event of dissolution of the Association or its cessation for any cause, the residual assets, after satisfying all potential liabilities, shall be devolved to the “Centro Dino Ferrari”, a third sector entity carrying out diagnostic and therapeutic activities for neuromuscular, neurodegenerative, and cerebrovascular diseases, affiliated with the Department of Pathophysiology and Transplantation of the University of Milan, subject to the positive opinion of the competent Office of the National Single Register of the Third Sector.