

Italian Osteosarcoma Research Association
A Non-Profit Organization

A.I.S.OS. ARTICLES OF ASSOCIATION

ARTICLE 1

ORGANIZATION REGISTERED OFFICE AND NAME

It is hereby organized the non-profit Association for social utility bearing the name "Italian Osteosarcoma Research Association" and shall also be called "A.I.S.OS." for the sake of brevity, non-profit organization N° 52474 governed by the provisions of the Civil Code, and Legislative Decree No. 460 of 4 December 1997. The registered office of the Association is established to be Via Santa Croce in Gerusalemme No. 97, Rome, at the offices of accountancy expert Dr. Massimo Caponera.

The Association is governed by the provisions of the Civil Code and these Articles of Association, it is a non-profit organization and any possible profits must be allocated to achieving the institutional purposes set forth in Article 3.

ARTICLE 2

TERM

The non-profit organization A.I.S.OS. has an indefinite term.

ARTICLE 3

ORGANIZATIONAL PURPOSE AND OBJECTS

The Association is intended to support osteosarcoma study and research, provide support and orientation to patients with the disease and their families, and contribute to determining diagnosis and treatment programs in collaboration with public and private institutions.

The Association shall also conduct specific training in osteosarcoma and methodologies for diagnosis, treatment, and psychological and psychoanalytic support, both by instituting courses it conducts directly, and by collaborating with accredited schools and institutions and both public and private university organizations.

To achieve these purposes the Association raises funds from natural persons, institutions, foundations, and all public and private entities, including companies, including by publicizing the Association's purposes during cultural, sports, and scientific events. The Association intends to pursue exclusively social solidarity purposes. Specifically, the Association shall orient its activities to achieving the above-indicated objectives with the assistance of experts and other professionals in the sector.



The Association may not engage in activities other than the above-indicated activities, with the exception of those to which its activities are directly connected.

ARTICLE 4

INCOME AND ASSETS

Association assets consist of:

- a) Association membership fees, in the amount determined by the Board of Directors;
- b) Fixed and moveable assets donated to the Association or purchased by the latter;
- c) Funds generated by any possible budget surpluses;
- d) Donations, legacies, and bequests;
- e) Income from activities that are instrumental in pursuing the organizational purpose;
- f) Any income or contribution provided by individuals or public or private institutions, which are designated to be used to achieve the Association's purposes.

Member contributions shall consist of annual membership fees and any possible extraordinary contributions. The Association is prohibited from distributing, even indirectly, profits or operating surpluses, regardless of the terms used to describe them, as well as funds, reserves, or capital during the term of the Association, unless the allocation or distribution is required by law or is made to another non-profit organization which by law, the Articles of Association, or regulation is part of the same single organizational structure.

ARTICLE 5

MEMBER CATEGORIES

Members are divided into:

- a) Honorary Members
- b) Founding Members
- c) Sustaining Members
- d) Regular Members
- e) Junior Members
- f) Benefactors



Honorary Members are persons who due to their professionalism and experience in activities possibly carried out in different fields of Medicine or due to their particular value to the Association are admitted with that status by the General Members Meeting with a qualified two-thirds majority vote of the General Members Meeting, at the recommendation of the Board of Directors.

Founding Members are considered to be those members who participated in the Organizing Meeting that decided to organize the Association.

Sustaining Members of the Association are natural persons and private or public legal persons that share the purposes of the Association. Regular Members of the Association are natural persons and private or public legal persons that share the goals and purposes of the Association and pay the annual contribution determined by the Board of Directors. Junior Members are persons between the ages of 18 and 30.

"Benefactors" are persons who, even though they pay the Association an annual fee on a voluntary basis, do not wish to explicitly belong expressly to the category of Members and therefore do not take part in General Members Meetings.

ARTICLE 6

ASSOCIATION CONTRIBUTION AND LOSS OF STATUS AS A MEMBER

Honorary Members, Founding Members, Sustaining Members, Regular Members and Junior Members participate in the General Members Meeting with equal rights, including voting rights.

Status as a Member can be lost by exclusion, decided by the Board of Directors for reasons of conflict of interest and/or unsuitability, or due to violations of the provisions and requirements of the Articles of Association.

ARTICLE 7

ASSOCIATION BODIES AND OFFICERS

The following are Bodies and Officers of the Association:

- 1) The General Members Meeting;
- 2) The Board of Directors;
- 3) The Chairman of the Association;
- 4) The Vice Chairman;
- 5) The Treasurer;
- 6) The Board of Arbitrators;



7) The Scientific Committee;

8) The Central Operations Unit.

The election of Association Bodies and Officers cannot be restricted or limited in any way, and is to be guided by criteria of the utmost freedom of participation by the active and passive electorate.

ARTICLE 8

GENERAL MEMBERS MEETING

The General Members Meeting shall consist of all Members: Honorary, Founding, Sustaining, Regular and Junior Members.

It shall meet in a Regular Meeting at least once a year and in Extraordinary Meetings at any time that the Board of Directors determines that it is necessary to do so, or at the request of a minimum of one-tenth of the Members.

A General Members Meeting is to be considered valid if represented therein, either in person or by proxy, are a minimum of one-tenth of the Members, pursuant to a first meeting notice, and ten Members pursuant to a second meeting notice, and at regular and extraordinary meetings the General Members Meeting shall adopt decisions by a majority vote of those present.

The General Members Meeting shall do the following at Regular Meetings:

- a) Decide upon the necessary policies for the Association;
- b) Appoint Board of Directors;
- c) Decide whether to approve the budget and the final statement of accounts;
- d) Decide to amend the Articles of Association;
- e) Make decisions regarding any issue submitted to it by the Board of Directors that does not fall within the authority of an Extraordinary General Members Meeting.

In an Extraordinary Meeting the General Members Meeting shall adopt decisions regarding dissolution of the Association.

ARTICLE 9

BOARD OF DIRECTORS

The Board of Directors is the Association's management and administration body.

It shall be made up of a maximum of seven Members appointed by the General Members Meeting from among its own Members.

Members of the Board of Directors shall have a three year term of office and may be reappointed.



Solely and exclusively Members who are of legal age may be members of the Board. In the event that, due to resignations or other causes, one or more members of the Board of Directors leave office, the Board may replace them by appointing the highest ranked members not elected, who shall remain in office until expiration of the term of the entire Board.

If it is impossible to carry out the aforementioned procedure or in the event that more than one-half of the Members of the Board of Directors leave office, the General Members Meeting must appoint a new Board of Directors.

The Board of Directors shall appoint a Vice Chairman and a Treasurer from among its members.

The Board of Directors is assigned the following duties and functions:

- 1) Implementing the decisions of the General Members Meeting;
- 2) Organizing all Association activities;
- 3) Ensuring compliance with the provisions of the Articles of Association and any possible rules and regulations;
- 4) Preparing the regulations that from time to time should possibly become necessary and having them approved by the General Members Meeting;
- 5) Preparing the Budget and the Final Statement of Accounts;
- 6) Handling routine administrative matters that do not fall within the authority of the General Members Meeting, including determination of the annual membership fee.

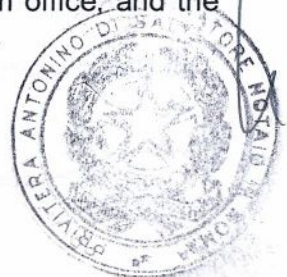

The presiding officer at Board of Directors meetings shall be the Chairman or in his or her absence the Vice Chairman, and in the absence of both of them, the eldest member of the Board.

Board of Directors meetings shall normally be called any time that the Chairman deems it appropriate or at least a majority of the board members so request, and in any case at least once a year to approve the Budget and the Final Statement of Accounts. It shall adopt decisions with a majority of its Members present and by majority vote of the attendees: in the event of a tie the Chairman's vote shall prevail.

Meeting notices must be issued in written notices or by electronic mail, or via text (in Italian SMS - Short Message Service), to be delivered or sent a minimum of 10 days before the meeting date, and containing the meeting agenda, location, date and time. In the absence of a formal meeting notice or in the event of failure to comply with advance notice time frames, meetings in which all members of the Board of Directors participate shall also be valid.

Minutes of every Board of Directors meeting shall be prepared by the Secretary, signed by the Secretary as well as the presiding officer at the meeting, and retained in the official records.

The unjustified absence of a board member at more than two annual Board of Directors meetings shall result in the immediate removal of that board member from office, and the removed board member shall not be immediately eligible for reappointment.



The Board of Directors may assign to one or more of its members the power to carry out certain acts or categories of acts in the name of and on behalf of the Association.

ARTICLE 10

THE CHAIRMAN

The Chairman shall be elected by a majority vote of the General Members Meeting, he shall be the legal representative of the Association as well as Chairman of the General Members Meeting and Chairman of the Board of Directors. In the event of the Chairman's absence or impediment, the Vice Chairman shall assume his duties and functions or, in the absence of the latter, the eldest member of the Board shall do so.

The Chairman shall have signatory authority on legal instruments that are binding upon the Association either vis-à-vis Members or vis-à-vis third parties.

The Chairman shall be responsible for implementing the decisions of the Board of Directors, and in emergency situations he may assume its powers and request ratification of that action in decisions adopted at the very next meeting, which he must call at that same time.

ARTICLE 11

THE VICE CHAIRMAN

The Vice Chairman shall represent the Association in all circumstances where the Chairman is unable to do so, and when he has received the pertinent delegation of authority from the Chairman.

ARTICLE 12

THE TREASURER

The Treasurer shall be chosen by the Board of Directors from among its members. He shall direct the Association's administrative offices, deal with routine issues, and comply with directives issued to him by the Chairman.

He shall be responsible for cash on hand and must provide a monthly report to the Board of Directors as to the terms and procedures for the utilization of the amounts expended by the Association in conducting Association activities.

ARTICLE 13

THE BOARD OF ARBITRATORS

The Board of Arbitrators shall be made up of Members appointed by the General Members Meeting from among its Members. Members of the Board of Arbitrators shall have a three year term of office and may be reappointed.

The Board's presiding officer shall be a Chairman elected by majority vote of its members.



The Board of Arbitrators, at its own initiative or pursuant to a written request by an Association body or officer or by individual Members, shall decide disputes that should arise between bodies and officers of the Association, and between the Association and its Members. Its decision shall always be unappealable, including with respect to interpretation of the Articles of Association and rules and regulations.

The position of Member of the Board of Arbitrators is incompatible with any other position in the Association.

ARTICLE 14

SCIENTIFIC COMMITTEE

The Scientific Committee, the members of which are appointed by the Board of Directors at the recommendation of the Chairman or another member, shall be chaired by an eminent figure in the academic world who may be assisted by a Vice Chairman selected from the members of the Scientific Committee. Members must have a proven high level of professional capability, ability, and reputation, so as to ensure the broadest and most distinguished support for the activities of [Association] bodies and officers in pursuing the Association's organizational purpose.

The Scientific Committee shall meet at the request of the Board of Directors.

Scientific Committee shall:

- a) Contribute to determining the content of research, study and training activities;
- b) Conduct activities aimed at the optimal pursuit of the Association's organizational purpose.

ARTICLE 15

CENTRAL OPERATIONS UNIT

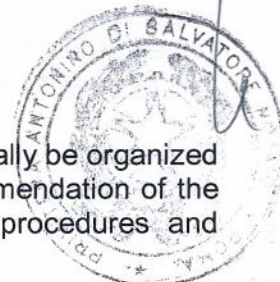
The Central Operations Unit constitutes the Association's medical and health care coordination body and shall be made up of volunteer physicians. The Central Operations Unit shall be coordinated by a Member selected by the Board of Directors for his or her professional abilities and expertise.

Local Operations Units may be organized which report to the Central Operations Unit, the activities of which the coordinator shall report on during Board of Directors meetings.

ARTICLE 16

REGIONAL SECTIONS

Regional Sections of the Association may be established, which shall normally be organized on the provincial and regional level. The Board of Directors, at the recommendation of the Chairman, shall regulate by means of the appropriate regulation the procedures and



functioning of Association Sections, their organizational structures, and the limitations on their autonomy.

ARTICLE 17

ASSOCIATION BOOKS AND ACCOUNTING RECORDS

The essential Association books and accounting records that the Association must keep are as follows:

- 1) The Member register;
- 2) General Members Meeting minutes and decisions book;
- 3) The Board of Directors minutes and decisions book;
- 4) The journal of original entry for the Association's accounting system;
- 5) The inventory ledger;

Before they are utilized, every page of the aforementioned books and records must be numbered, sealed and signed by the Chairman and the Treasurer.

ARTICLE 18

BALANCE SHEET

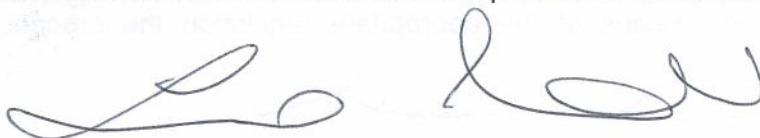
The Association's fiscal year shall end on 31 December of every year. At the end of every fiscal year the Board of Directors shall prepare the Budget estimate for the following fiscal year along with the schedule of activities for the new year for submission to the General Members Meeting for its approval no later than the month of March. Association balance sheet must be filed and made available to all Members at the Association's registered office for a period of 15 (fifteen) days prior to the calling of a General Members Meeting.

ARTICLE 19

UNPAID POSITIONS

All the positions indicated in these Articles of Association are normally unpaid, with the exception of reimbursement of duly documented expenses incurred in the name of and on behalf of the Association and/or to perform a specific assignment, in instances where such has been authorized in advance by the General Members Meeting.

However, it is prohibited to pay members of administrative and oversight bodies individual annual fees that exceed the maximum compensation established by Presidential Decree



No. 645/1994 and Law Decree No. 239/1995, which was converted into Law No. 336/1995, as amended.

ARTICLE 20

DISSOLUTION

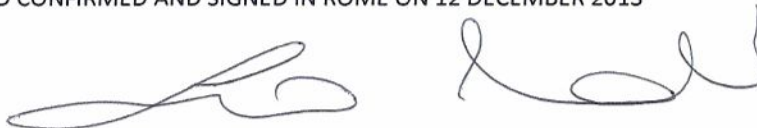
If achieving the purpose of the Association should become unfeasible and conversion [of the organization] is not possible, the Association shall be declared dissolved, and once liquidation procedures have been exhausted, its assets shall be transferred to other entities or organizations classified as non-profit organizations which have similar or public interest purposes, pursuant to the recommendation of the supervisory authority established by Article 3, Paragraph 190 of Law N° 662 of 23 December 1996. Dissolution of the Association shall be decided by a General Members Meeting that represents a minimum of 75% of enrolled Members who have not been excluded as of the date of the decision. The General Members Meeting must appoint one or more liquidators, preferably from among administrators and Members, and shall establish the powers and authority of same.

ARTICLE 21

REFERENCE

The provisions of the Civil Code and applicable laws shall apply to matters not expressly provided for in these Articles of Association.

READ CONFIRMED AND SIGNED IN ROME ON 12 DECEMBER 2013



VERBALE DI ASSEVERAZIONE DI TRADUZIONE
(Art. 1, n.4, del R.D.L. 14 luglio 1937, n.1666)

Repubblica Italiana

L'anno duemilaquattordici, il giorno dieci
del mese di marzo

10 marzo 2014

In Roma, nel mio studio.

Innanzi a me Dottor Antonino Privitera, Notaio residente in
Roma, con studio in Via Emilio de' Cavalieri n.7, iscritto
nel Collegio Notarile dei Distretti Riuniti di Roma, Velletri
e Civitavecchia

è presente il signor

- MARCOALDI Lorenzo, nato a Roma il giorno 3 agosto 1982 do-
miciliato in Roma, viale Tiziano n.19, codice fiscale MRC LNZ
82M03 H501G.

Detto comparente, della cui identità personale io Notaio sono
certo, mi esibisce la traduzione, per asseverarla con giura-
mento, del documento in lingua inglese ad essa unito, tradu-
zione dal medesimo redatta in lingua italiana.

Aderendo alla richiesta, previa ammonizione fatta da me Nota-
io ai sensi di legge, il comparente presta il giuramento di
rito ripetendo la formula "Giuro di aver bene e fedelmente
proceduto alle operazioni a me affidate e di non aver avuto
altro scopo che quello di far conoscere la verità".

Del presente verbale ho dato lettura al comparente che lo di-
chiara conforme alla sua volontà sottoscrivendolo unitamente
a me Notaio alle ore *dodici*

Lorenzo Marcelli

A large, stylized handwritten signature in blue ink, likely belonging to the notary, is written over a circular official seal. The seal contains the text "ANTONINO DI SALVATORE" and "NOTAIO IN ROMA".