

STATUTES OF THE SHARING PROGRESS IN CANCER CARE (SPCC)

Article 1: Company name

An Association called Sharing Progress in Cancer Care (SPCC) is formed.

The Association is not for profit and is governed by these articles of association and Articles 60 et seq of the Swiss Civil Code. The Association is not bound to any political party or creed and its purpose is international in scope.

Article 2: Registered office

The Association has its registered office in Bellinzona, Switzerland.

The Association may hold regular meetings at any location and office.

Article 3: Objectives

The Association has the following objectives:

- To contribute to the promotion and dissemination of scientific knowledge, specifically within an oncological context, and its application in all pharmaceutical and technical-scientific, academic sectors. This objective is achieved through conferences, seminars, congresses, encouraging in particular exchanges among scientists and entities at international level;
- To collaborate with entities, foundations, institutes and associations with a similar purpose to that contemplated in these Articles of Association;
- To collaborate with the European School of Oncology (ESO), promote and propose partnership projects in line with the mission of ESO, with the aim of furthering oncological knowledge internationally;
- To raise the funds necessary to achieve the Association's objectives.

To pursue its objectives, the Association may:

- Promote scientific initiatives even with the support of industries operating in the field of oncology;
- Maintain relations with similar national and foreign associations;
- Hold conventions periodically;
- Carry out all the activities deemed suitable to the achievement of the Association's objectives, maintaining a high scientific and critical level in oncology developments.

Article 4: Members

4.a) Founding members

Founding members are those who established the Association and are present or represented in the constituent Assembly. Each founding member has a permanent right to appoint a member of the Executive Board.

The founding members are:

- "Scuola Europea di Oncologia" "European School of Oncology" with registered office in Milan, Via Turati 29 ("ESO");
- "Fondazione Scuola Europea di Oncologia" "The European School of Oncology Foundation" with registered office c/o Consavis SA, Lugano, Via Pioda 5 ("ESOF");
- "Fondazione per la Formazione Oncologica" with registered office in Milan, Via Turati 29 ("FFO").

The capacity of founding member cannot be transferred or transmitted by succession.

4.b) Honorary members

Natural or juridical persons or institutions that are particularly outstanding and have made a significant contribution to the development of scientific research in the sector of oncology and related industries and disciplines may be appointed by the Executive Board as honorary members.

Appointments as honorary members shall be approved by the Assembly. The capacity of honorary member cannot be transferred or transmitted by succession.

4.c) Ordinary members

Natural persons or entities may be appointed as ordinary members, as well as those who espouse the objective of the Association as described above; those who intend to actively participate in the achievement of the Association's objective through activities or financial means; those who are interested in the study and dissemination of technical-scientific disciplines within an oncological context and their applications in the oncological sector; those who intend to conduct research activities in oncology within the pharmaceutical and technical fields and related disciplines.

To gain access to the Association candidates shall present a written application for admission to the Chairman signed by a founding or ordinary member and obtain approval from the Executive Board. The Board is not required to state any reasons for its rejection of any applications. Membership shall begin from 1 January of the year in which the application was accepted.

Members may belong to any professional category and shall comply with and accept the decisions of the bodies representing the Association and the provisions of these Articles of Association.

All ordinary members shall pay the membership fee established on a yearly basis by the Executive Board. The capacity of ordinary member cannot be transferred or transmitted by succession.

Article 5: Rules of conduct

Relations among members shall be based on the principles of professionalism, ethics, and mutual respect.

Article 6: Termination of membership

Membership shall terminate upon occurrence of the following:

1. Resignation, tendered in writing to the Chairman of the Association. Resignation shall have immediate effect, without prejudice to payment of the membership fee due for the current year;
2. Late or non-payment of the membership fee within the established term;
3. Expulsion from the Association (with immediate effect) as established by the Executive Board, if the member's behavior goes against the purposes of the Association or violates the provisions of the Articles of Association or for other reasons such as civilly or morally reprehensible conduct and loss of the requirements on the basis of which membership was admitted;
4. Winding up in the case of juridical persons and death in the case of natural persons.

If membership is lost, the member shall not receive any refund for the membership fee paid for the year.

Article 7: Organizational structure

The bodies of the Association comprise:

1. Members' Assembly;
2. Executive Board;
3. Auditor.

Article 8: Members' Assembly

The Members' Assembly shall be comprised of:

- ordinary members, as defined in Article 4 above, who are up to date on their membership fees; each ordinary member shall be assigned one vote;
- honorary members, who shall not have a voting right;
- founding members; each founding member shall be assigned 10 votes.

Attendance via electronic means shall be facilitated.

The Assembly of ordinary members shall be called once a year and chaired by the Chairman, who is assisted by the Secretary, and may be attended by all members. Extraordinary assemblies may be called if the Chairman deems it necessary or by written request of at least one-fifth of the members.

Notice of Assembly shall be sent to the members in writing or via e-mail at least 15 days before the date of the Assembly and shall indicate the day, time and place of the meeting and whether or not it is possible to attend via electronic means, as well as the items on the agenda.

If the notice states that electronic attendance is permitted, it shall indicate the places where audio and video links are available for attendees. The Assembly shall be considered as having taken place where the Chairman and minute-taker are present.

The decisions shall be taken in compliance with the law and these Articles of Association, and shall be binding on all members. The Assembly shall be charged with giving directives on pursuance of the objective and may resolve on the following:

- a) The appointment of two members of the Executive Board. The persons appointed shall be either ordinary or honorary members;
- b) The approval of the report of the Executive Board on the activities of the Association;
- c) Any proposals by the Executive Board and members;
- d) The approval of the accounts and any audit reports;
- e) Any amendments to these Articles of Association and the winding-up of the Association.

Any amendments to these Articles of Association shall be adopted by the Assembly with the favorable vote of the majority of members with a voting right, as set out in this Article. Meeting minutes shall be drawn up and signed by the Chairman and Secretary.

Resolutions on the winding-up of the Association and the devolution of assets shall require the favorable vote of at least three-quarters of members with a voting right, as set out in this Article.

POWERS OF ATTORNEY: Each ordinary member has one voting right and may be represented in the Assembly by another member with a written power of attorney. The same person cannot represent more than three members.

Article 9: Executive Board

The Executive Board shall govern SPCC in compliance with its objectives. The Board shall be comprised of between 3 and 5 members, of which one appointed by ESOF, one by FFO, one by ESO and two by the Members' Assembly.

The members shall hold office for three years and may be re-elected. The Executive Board shall elect the Chairman and secretary from among its members.

The Executive Board shall meet once every six months. When the Chairman deems it necessary, the Chairman call an extraordinary meeting. Electronic attendance is permitted.

The notice shall be sent to the members in writing or via e-mail at least 15 days before the date of the meeting and shall indicate the day, time and place of the meeting and whether or not it is possible to attend via electronic means, as well as the items on the agenda.

If the notice states that electronic attendance is permitted, it shall indicate the places where audio and video links are available for attendees. The meeting shall be considered as having taken place where the Chairman and minute-taker are present.

The Executive Board shall have powers of ordinary and extraordinary management of the Association and, more specifically, shall hold powers necessary for the achievement of the Association's objectives that are not strictly reserved by law or these Articles to the Assembly. The Executive Board shall also be responsible for managing the Association's assets, preparing the budget accounts and balance sheet and related program of activities. The Board may also propose to the Assembly approval of internal regulations, if deemed necessary and suitable. Following the Board meeting, minutes shall be drawn up and signed by the Chairman and secretary.

To be valid, resolutions shall require the attendance of the majority of Board members and the favorable vote of the majority of those present (50%+1); in the event of a tie, the Chairman's vote shall be decisive.

Article 10: Chairman

The Chairman represents the Association vis-à-vis third parties and has joint signature rights with another Board member. Together with the other Board members, the Chairman shall be responsible for the management of the Association. Any member of the Executive Board may represent the Association with the joint signature of the Chairman.

The Chairman shall convene and preside over the Executive Board and Members' Assembly and shall be assisted by the secretary. The Chairman shall hold office for three years and may be re-elected.

Article 11: Secretary

The secretary assists the Executive Board and Members' Assembly, draws up the meeting minutes, ensures that the resolutions are enforced, and sees to it that the Association functions normally. If the secretary does not attend an Executive Board meeting or a Member's Assembly, the Chairman shall delegate another Board member to act as secretary. The secretary shall be responsible for keeping and storing the minutes.

Article 12: Auditor

The Executive Board appoints (whether voluntarily or as prescribed under Article 69b of the Swiss Civil Code) the Auditor, which shall be registered in the Swiss Federal Roll of Auditors. The Auditor shall hold office for one year.

The office of the Auditor may be renewed for up to 8 years consecutively. In the case of voluntary appointment by the Executive Board, the Auditor shall present the annual accounts accompanied by a limited audit report.

The provisions of the Swiss Code of Obligations on the auditing of anonymous companies shall apply by analogy.

Article 13: Finance and assets

The financial resources of the Association comprise:

1. Annual membership fees;
2. Voluntary donations;
3. Contributions from individuals, associations, institutions;
4. Extraordinary contributions from members;
5. Contributions arising from programs and events of SPCC, the pharmaceutical or technical-scientific industry or any other revenue/resource authorized by law.

The use of revenues and assets shall be decided by the Executive Board, which shall report to the Members' Assembly and is under control of the Auditor (Article 12).

The financial year shall end on 31 December of each year.

Given the Association's non-profit status, management is aimed at achieving a balance between costs and revenues; any surplus assets shall be allocated exclusively to strengthen and support the Association's activities. The Association shall not distribute, neither directly nor indirectly, any profits or operating surplus, any funds, reserves or capital during the life of the Association, unless required to do so by law.

Article 14: Remuneration

The Chairman, secretary and Executive Board members shall not be entitled to any remuneration for their office, except for the reimbursement of any expenses incurred.

The Association may employ and remunerate staff only to manage its activities.

Article 15: Liability

The debts of the Association shall be funded exclusively by the Association's equity. Members shall be excluded from any personal liability.

Article 16: Duration

The Association has an unlimited duration. The Association may be wound up at any time following the resolution of the Members' Assembly due to proven impossibility to achieve its objectives. If the Association is wound up or terminates for any reason whatsoever, any outstanding assets shall be devolved

to other associations, foundations and entities whose objective is similar to those of the Association, including founding members, provided that they benefit from the tax exemption.