

Articles of Association
Of
CHIESI FOUNDATION ONLUS

Article 1

Establishment – Name – Registered office

A Foundation having the characteristics of a Non-Profit Organization (NPO -Onlus), is established with the name of *Chiesi Foundation Onlus*, with registered office in via Giacomo Chiesi, n. 8, c.a.p. 43122.

The words and expression NPO or the acronym Onlus shall be used by the Foundation in any distinctive sign or communication to the public.

The establishment, if necessary abroad, of subsidiaries, operations as well as logistics centres shall be allowed.

Article 2

Values – Purposes – Activities

The Foundation acknowledges and believes that its founding values are: the centrality of individuals, the respect of universally accepted ethical principles, social and environmental responsibility, knowledge dissemination, and fight against suffering.

The exclusive mission for which the Foundation is established is that of pursuing social solidarity purposes IN THE CHARITY SECTOR , hence it does not pursue any direct or indirect lucrative purposes.

The Foundation shall work in full respect of all laws and common interest, without any discrimination based on sex, age, language, culture and political or religious belief.

The Foundation shall pursue the purposes under point 2 above, by supporting solidarity and educational services for people in distress or in need therefore FAVOURING, THROUGH CHARITABLE ACTIVITIES, ACCESS AND RIGHT TO EDUCATION AS WELL AS the dissemination of information about rehabilitation therapy for premature babies. Pursuant to its founding values and to the above-mentioned charity and solidarity purposes, the Foundation shall also pursue the funding of those medical and scientific research activities of outstanding human relevance, mainly focused on chronic and rare respiratory or neonatal diseases.

The Foundation shall carry out all activities deemed as useful, appropriate and consistent with the pursued mission. The Foundation shall carry out the following activities, including but not limited to:

- cooperation with private or public Bodies, Committees, Movements, Universities, Agencies and other institutions, including international bodies, working in the field of humanitarian and social and medical care, education and schooling of disadvantaged people, support of ill people in need, medical and scientific culture, by providing them the necessary technical support and material aid;
- WITHIN THE SCOPE OF ITS INSTITUTIONAL ACTIVITY, organization of national and international training courses, conferences, congresses, symposia etc. with a view to promoting FUNDED charitable, solidarity and scientific RESEARCH activities;
- organization of campaigns and awareness raising events also with the purpose of raising funds to be used exclusively to achieve the Foundation purposes;

- establishment of, participation in and funding of associations, foundations, or charities pursuing the same purposes;
- preparation, printing and publication of documents, books, posters etc., including IT and audiovisual material, to inform the public about the Foundation charity and solidarity activities;
- gratuitous dissemination of knowledge within the scope of its competence, through the world wide web, to satisfy the needs of people in distress and promote dialogue and share of views among the professionals.

The Foundation shall only carry out those activities that are, directly or indirectly, instrumental to the achievement of the Foundation institutional goals. The Foundation in any case shall not carry out any activities differing from those set forth under art. 10, paragraph 1, lett. a), of Legislative Decree n. 460 of 4 December 1997.

Bodies, organizations, and associations, both private and public, with which the Foundation shall interact and work are not-for-profit organizations which mainly and directly work in the fields set forth in art. 10, paragraph 1, lett. a), of Legislative Decree n. 460 of 4 December 1997.

Charity and solidarity activities carried out abroad shall fall within the scope of humanitarian aid, pursuant to art. 10, paragraph 2, lett. b), of Legislative Decree n. 460 of 4 December 1997.

The Foundation acknowledges and complies with recommendations and indications from competent public Financial Institution and from public Supervisory Authorities.

Article 3

Founder and Supporting members (including honorary supporting members)

The Founder of the Foundation is the company Chiesi Farmaceutici S.p.A., tax payer code 01513360345, enrolled in the Register of Companies of Parma under number 15739, with registered office in Parma, via Palermo, n. 26/A, postcode 43122, Italy.

Honorary supporting members may also participate in the Foundation initiatives therefore gaining such title.

Honorary supporting members are comprised by those individuals or corporate bodies, including public bodies, which embrace the Foundation institutional purposes and therefore support the Foundation activities through both cash and in-kind contributions amounting to at least 15,000.00 (fifteen thousand) Euros in a calendar year.

Any individual and corporate body, including public bodies, supporting the Foundation activities through cash contributions amounting to at least 50.00 (fifty) Euros in a calendar year shall gain the title of Foundation Supporting members.

Article 4

Assets and proceeds

The Foundation Assets mainly consist of the endowment fund contributed by the Founder.

The Foundation Assets also consist of:

- further cash or in-kind contributions made by the Founder;
- cash or in-kind contributions made by the Supporting members;
- any contributions and donations, including in-kind contributions, made by public or private Bodies and Institutions;
- donations, bequests and other gifts made by individuals or corporate bodies;
- funds raised by the Foundation through dedicated campaigning and awareness raising events;
- operating surplus;
- proceeds from movable and immovable property of which the Foundation is the owner or the user.

All assets, including acquired property and available services, shall be used exclusively for the achievement of the Foundation institutional purposes and shall not be used for purposes which are not consistent with or instrumental to the achievement of such purposes.

THE DISTRIBUTION, INCLUDING INDIRECT DISTRIBUTION, OF THE FOUNDATION PROFIT OR OPERATING SURPLUS AS WELL AS OF ANY RESERVE OR CAPITAL FUNDS DURING THE FOUNDATION LIFETIME is prohibited, UNLESS SUCH DISTRIBUTION OR ALLOCATION IS IMPOSED BY LEGAL REQUIREMENTS OR MADE TO THE BENEFIT OF OTHER NOT-FOR-PROFIT ORGANIZATIONS WHICH, PURSUANT EITHER TO THE LAW OR TO THEIR ARTICLES OF ASSOCIATION OR BY-LAWS, BELONG TO THE SAME STRUCTURE.

In any case, provisions under art. 10, paragraphs 1, lett. d), and 6, of Legislative Decree n. 460 of 4 December 1997 shall apply.

Article 5

Bodies and Officers of the Foundation

The Foundation Bodies and Officers are as follows:

- The Board of Directors;
- The Chairperson and Vice-Chairperson;
- The Scientific Committee;
- The Board of Auditors;
- The Coordinator.

Article 6

Board of Directors

The Foundation shall be managed by a Board of Directors consisting of between six and nine members.

The directors comprising the Board of Directors, once appointed, shall remain in office for three operating years.

The Members of the Board of Directors shall be appointed as follows:

- One Director shall be appointed by the Scientific Committee, at the beginning of the first operating year;
- One Director shall be appointed by the Board of Directors, before the end of the third operating year;
- The remaining Directors shall be appointed by the Founder.

The directors who for any reason fail to attend the meetings of the Board of Directors or discontinue their service during the mandate, even due to their resignation, shall be substituted and co-opted by the Board of Directors pursuant to the provisions hereunder. If the Director to be substituted had been appointed by the Scientific Committee, the substitute Director shall be chosen by the Board of Directors among the Members of the Scientific Committee.

Should the majority of its Directors fall from office, the entire Board of Directors shall fall from office.

The Board of Directors shall meet at least three times a year. Board of Directors Meetings are convened by the Chairperson of the Board at the seat of the Foundation.

The Board of Directors shall also meet every time a motivated request is submitted to the Chairperson by at least four Directors or by a Director and the Coordinator.

Board of Directors Meetings are convened by the Chairperson of the Board. Calls for meetings shall be notified either by registered mail or by any other tools by giving at least eight days' notice.

Board of Directors Meetings can also be convened in another place differing from the Foundation seat.

For matters of special urgency calls for urgent meetings shall be admitted provided they are sent by cable no later than three days before the date scheduled for the meeting.

The Board of Directors is quorate and may pass resolutions only if at least four of the directors are present.

The Board may also meet by way of audio-video conference and remote participation shall hence be admitted.

Resolutions may be deemed valid only if passed by the absolute majority of those present and voting.

At a parity of votes, the Chairperson shall have the casting vote.

The Board of Directors is empowered with all faculties necessary to the ordinary and extraordinary administration of the Foundation. The Board of Directors performs all actions necessary or useful to effectively develop and implement the activities of the Foundation.

The Board of Directors in particular:

- Appoints the members of the Scientific Committee and of the Board of Auditors; appoints the Coordinator of the Foundation by entrusting him/her with all the necessary powers of attorney;
- Approves the Annual Report, including the budget and the final balance sheet (the latter no later than the 30 of June of the calendar year subsequent to the reference year);
- Appoints one or more proxies;
- Approves of the plan of activities of the Foundation after hearing the opinion of the Scientific Committee for all technical-scientific aspects falling within its competence;
- Sees to the setting up and the management of possible subsidiaries of the Foundation, including operations or other logistics centres;
- Resolves on the safest and more profitable placement of the Foundation assets, by accepting the contributions, donations, bequests, and any other gifts destined to the Foundation;
- Initiates and terminates employment contracts, either open-ended or fixed-term, with the personnel by determining their wage pursuant to the limits set forth by art. 10, paragraph 6, of Legislative Decree 4 December 1997, no. 460;
- resolves on the assignment of advisory and collaboration services and on the granting of patronage;
- Approves any amendments to the Foundation Articles of Association as well as the dissolution of the Foundation by the vote of at least five of the Directors present and voting.

The Board of Directors may define any Rules or Codes of Conduct, by appointing, if needed, dedicated Technical Committees or Work Groups.

The Directors shall not receive compensation for their services as such, performed in their official capacity, for the purposes of the Foundation institutional goals, although the reasonable travel and related expenses will be reimbursed provided that they are duly documented.

In specific and exceptional cases, that the Board of Directors shall have to acknowledge as such after hearing the opinion of the Board of Auditors, the Directors may be reimbursed the expenses they incurred when acting in their official capacity. A Secretary may attend the meetings of the Board of Directors in a merely ancillary or supporting capacity, such as taking minutes.

Article 7

Chairperson

The Chairperson of the Board of Directors, as well as the Vice-chairperson, shall be appointed among the Directors of the Board of Directors.

The Chairperson is the Foundation legal representative.

The Chairperson convenes and chairs the meeting of the Board of Directors, by seeing to the enforcement of any resolutions passed by the Board.

In specific and exceptional cases the Chairperson may as appropriate pass the resolutions they deem urgent and unpostponable, provided they are ratified during the earliest meeting.

The Chairperson powers shall be exercised by the Vice-Chairperson should the Chairperson be absent or unable to fulfil their functions.

Article 8

Scientific committee

The Scientific Committee is the technical-cultural reference body of the Foundation and it shall work out the best and most appropriate scientific proposals for the achievement of the institutional goals.

The Scientific Committee shall act in an autonomous and responsible way by constantly bearing in mind the not-for-profit and charitable nature of the Foundation.

The Scientific Committee shall be comprised by three members, who shall be appointed by the Founder on the grounds of their prestige, proven technical professionalism and expertise.

The Scientific Committee deals and collaborates with the Board of Directors and with the Managing Director of the Foundation, by giving opinions and any form of technical support to the activities of these bodies and officials.

The Scientific Committee suggests and justifies the making of the Study Committees which will carry out scientific research and activities.

The Scientific Committee shall pass its resolutions by simple majority of the votes cast by its members and it shall meet at least twice a year.

The members of the Scientific Committee shall jointly appoint one of them as Chairperson of the Committee.

In case of disagreement, the Chairperson will be appointed by the Board of Directors.

The Chairperson of the Scientific Committee, without prejudice to the specific provisions set forth by a set of rules worked out and approved of by the Board of Directors, is vested full organisational and administrative powers as it may be appropriate for the proper functioning of the Body.

The Members of the Scientific Committee shall not receive compensation for their services as such, performed in their official capacity, for the purposes of the Foundation institutional goals, although the reasonable travel and related expenses will be reimbursed provided that they are duly documented.

In specific and exceptional cases, that the Board of Directors shall have to acknowledge as such after hearing the opinion of the Board of Auditors, the Members of the Committee may be reimbursed the expenses they incurred when acting in their official capacity.

Article 9

Board of Auditors

The Board of Auditors consists of three members appointed by the Board of Directors.

The members of the Board of Auditors shall remain in office for three operating years.

The Board of Auditors is responsible for monitoring financial and administration management of the Foundation and draws up a report on the Foundation Annual Report within the fifteen days preceding the meeting for the approval of the Annual Report itself.

The Report shall be enclosed to the Annual Report.

The Members of the Board of Auditors shall not receive compensation for their services as such, performed in their official capacity, for the purposes of the Foundation institutional goals, although the reasonable travel and related expenses will be reimbursed provided that they are duly documented.

In specific and exceptional cases, that the Board of Directors shall have to acknowledge as such by unanimous vote, the Members of the Board of Auditors may be reimbursed the expenses they incurred when acting in their official capacity.

Article 10

Coordinator

The Coordinator of the Foundation shall oversee the activities of the Foundation, see to the ordinary administration and management of the Foundation by implementing the guidelines set forth in these Articles of Association and in the resolutions passed by the Board of Directors.

The Coordinator shall be appointed by the Board of Directors from among Directors and shall remain in office for a period of three operating years.

The Coordinator shall bring specific issues to the attention of the Board of Directors by suggesting, also on the basis of his/her personal experience, different types of interventions.

The Coordinator shall support and work in agreement with the Chairperson to:

1. draw up and monitor the programmes for the Foundation activities and prepare the technical and economic final report;
2. implement resolutions passed by the Board of Directors;
3. draw up annual reports;
4. submit proposals, whenever necessary also those proposals subject to the approval of the Board of Directors, relating to employee recruitment and professional assignments;
5. manage operational procurement;
6. manage relations with Honorary Supporting members.

The Coordinator shall not receive compensation for his/her services as such, performed in their official capacity, for the purposes of the Foundation institutional goals.

The Coordinator shall be reimbursed the expenses he/she incurs when acting in his/her official capacity.

Article 11

Operating year

Each operating year corresponds to the calendar year.

Article 12

Annual Report and Accounts

The Foundation Accounting Records shall be kept accurately and shall be a faithful representation of the Foundation accounting events.

The regulation in force is applied, notably art. 20-bis of Presidential Decree n.600 of 29 September 1973.

The Annual Report is prepared and disclosed annually.

Article 13

Filing of resolutions

Resolutions passed by the Board of Directors shall be filed, likewise those passed by the Scientific Committee and the Board of Auditors, in chronological order and on a regular basis.

Article 14

Supervision

The Foundation shall undergo supervision by the competent Authorities.

Article 15

Dissolution

The Foundation may be dissolved by the favourable vote of at least five Directors of the Board of Directors, should the Foundation assets have become insufficient for the achievement of the Foundation institutional purposes or should such purposes have become unachievable or of poor utility.

The Board of Directors shall appoint one or more liquidators to supervise the liquidation process.

Article 16

Assignment of Foundation Assets

Should the Foundation be dissolved for any reason whatsoever, any residual assets shall be assigned to other Socially useful NPOs or allocated to public interest purposes, as the Supervisory authority acting under art.3, paragraph 190, of l. n. 662 of 23 December 1996 may have determined.

Article 17

Merger with other NPOs

The Foundation shall be entitled to merge with any not-for profit Organizations pursuing the same purposes and inspired by the same values, provided such merger is done in compliance with applicable law.

The merger shall be approved by the favourable vote of five Directors of the Board of Directors.

Article 18

Applicable Law

For any other matters not covered in these Articles of Association, either directly or indirectly, applicable laws in force shall be applied, including but not limited to provisions of the Italian Civil Code as well as Legislative Decree n. 460 of 4 December 1997.