

PUBLIC NOTARISATION

Establishment of the “ecms Foundation”

The following person appeared today before the undersigned public notary for the Altstadt district of Zurich, at the offices at Talstrasse 11, 8001 Zurich:

Mr Thomas Hoepfli, born 16 (sixteenth) December 1945 (nineteen-forty-five), Swiss citizen of Wängi (Canton Thurgau), resident at Fadail 52, 7078 Lenzerheide

The above declares his intention of establishing the following foundation, and requests that official record be made.

Article 1 Name, registered office and duration of the foundation

The abovementioned person establishes under the name

ecms Foundation

a charitable foundation as per Art. 80 (eighty) ff. of the Swiss Civil Code, with registered office in Zurich.

The duration of the foundation is indefinite.

The board of trustees may decide to relocate the registered office of the foundation to anywhere in Switzerland.

Article 2 Purpose of the Foundation

The purpose of the foundation is to set up and operate an international cancer research Internet portal enabling more efficient and optimum electronic dissemination of the results and findings of the research community. Further the foundation may develop activities designed to promote the continuing education and training of persons involved in cancer research, treatment and prevention and disseminate specialist information to interested persons and institutions.

The foundation pursues neither profit-making nor self-help motives.

Article 3 Foundation assets

Start-up capital and subsequent increase of assets

The founder endows the foundation with assets of CHF 100,000 (one hundred thousand Swiss francs) in cash by way of start-up capital.

The foundation's assets will subsequently be increased by

- ⇒ Further endowments from the founder
- ⇒ Donations from third parties
- ⇒ Any income on the foundation assets
- ⇒ Any income from the foundation's activities

The liability of the foundation is limited to its assets.

Investment and use of assets

The board of trustees shall invest any assets not used in the pursuit of the foundation's purpose in line with the principles of prudent asset management.

The board of trustees may use the foundation assets to fulfil the purpose of the foundation.

Article 4 Organisation of the Foundation

Governing bodies

The governing bodies of the foundation shall be

1. The board of trustees
2. The auditors

The board of trustees may also establish further permanent or impermanent committees which do not have the status of a governing body.

Board of trustees

The board of trustees is the supreme governing body and consists of 5 to 7 persons, including at least three representatives of the following organisations or their legal successors:

- a) European CanCer Organisation, Brussels
- b) European Institute of Oncology, Milan
- c) Umberto Veronesi Foundation, Milan
- d) Swiss Bridge Foundation, Bern

The members of the board of trustees are elected for a term of three years. Re-election is permitted. If a replacement is elected for a member during the latter's term of office, the newly elected member completes the former member's term of office.

The board of trustees is initially appointed by the founder. The board of trustees constitutes itself and may co-opt additional members. The board of trustees may deselect members by a majority vote.

The board of trustees conducts the business of the foundation, manages the foundation assets, and represents the foundation in dealings with outside parties.

The board of trustees is authorised to delegate part of its duties, such as the management of the operational business, accounting and management of the foundation assets to individual members or to third parties. The board of trustees shall see that the annual accounts are prepared at the end of each calendar year (starting on 31 December 2008) and shall submit the financial statements approved by the board of trustees and audited by the auditors to the supervisory authorities.

The board of trustees is quorate when the majority of its members are present. The board of trustees shall pass its resolutions with an absolute majority of the votes cast, unless the foundation charter or a regulation requires a special quorum; if votes are tied, the chair's vote counts twice. Elections of members to the board of trustees and resolutions by circular in particular require a unanimous vote. Resolutions may be carried out by means of circular letter provided that no member requests that the matter be discussed at a meeting. Minutes will be kept of resolutions of the board of trustees.

The board of trustees shall as a rule carry out its function on a voluntary basis. Any expenses shall be reimbursed at cost. Particularly work-intensive duties may be reimbursed as appropriate on a case-by-case basis.

Representation

The board of trustees shall name the persons authorised to sign on the foundation's behalf. Authorised signatories may be members of the board of trustees or outside third parties. Signatories are authorised to sign jointly with one other authorised signatory; outside third parties must always sign with a member of the board of trustees.

Regulations

The board of trustees may set down the details of how the purpose of the foundation is to be pursued in regulations (in particular regulations governing the organisation of the foundation, powers of authority, grant guidelines, etc.). These regulations must be submitted to the supervisory authorities.

Auditors

The board of trustees elects an independent auditor for an indefinite term until re-election.

In particular the auditors must not include any persons who simultaneously serve of the board of trustees or who are directly or indirectly charged by the board of trustees with any other duty (management, asset management, committees, etc.).

The auditors shall audit the financial statements. They shall report to the board of trustees annually. The auditors shall notify the supervisory authorities of any shortcomings that the auditors have identified and notified to the board of trustees but which have not been remedied within a reasonable period of time.

Article 5 Amendments to the foundation charter

Under the terms of Art. 85/86 of the Swiss Civil Code, the board of trustees is entitled, by unanimous resolution, to apply to the competent supervisory authority to amend the foundation charter. Under the terms of Art. 86a of the Swiss Civil Code, the founder is entitled to submit an application to amend the foundation charter.

Article 6 Termination of the foundation

If the purpose of the foundation is unattainable and the foundation has to be wound up, its assets are to be transferred to one or more appropriate tax-exempt charitable institutions in Switzerland that can guarantee to use the assets for similar charitable work. Foundation assets may not be paid out to members of the board of trustees or their relatives nor, in principle, to the founder or their legal successors.

Article 7 Supervision

The foundation is subject to the supervision of the Swiss Federal Department of Home Affairs.

Article 8 Entry in the commercial register

The foundation shall be entered in the Commercial Register of Canton Zurich.

Article 9 Appointment of the initial members of the board of trustees

The following are appointed as the initial members of the board of trustees of the ecms Foundation:

Prof. Giorgio Nosedà, Swiss citizen of Vacallo, in Mendrisio

Prof. Aron Goldhirsch, Swiss citizen of Bremgarten nr Bern, in Mendrisio

Dr. Pier Giuseppe Pelicci, citizen of Italy, in Milan, Italy

Dr. Ballieu, citizen of Belgium, in Brussels, Belgium

Prof. Umberto Veronesi, citizen of Italy, in Milan, Italy

Signature of the application for entry in the commercial register constitutes acceptance of appointment.

The board of trustees is charged with notifying this act to the competent commercial register.

The present document includes the intention of the person named above as communicated to me. It has been read, acknowledged as correct and signed by this person himself in my presence.

The attention of the founder is drawn to Article 52 (fifty-two) Paragraph 1 (one) and Article 81 (eighty-one) Paragraph 2 (two) of the Swiss Civil Code, according to which the foundation must be entered in the commercial register to be a legal entity in its own right.

Zurich, 16 November 2007