Annex 'B' to Repertory No. 5104/3133

S T A T U T O

Art. 1 - NAME -

A limited liability company called **"Consortium for Genomic Technologies SOCIETÀ BENEFIT SRL"** or abbreviated as **"COGENTECH SOCIETÀ BENEFIT SRL"**.

Art. 2 - CORPORATE OBJECT -

The Company's objective are the following activities

- carrying out, on its own account and on behalf of third parties, research and development activities in the field of medicine and molecular diagnostics in order to develop new diagnostic tests in the field of human medicine, in particular in onco-logy and age-related diseases, as well as in the veterinary and agri-food sectors;
- the registration, purchase and sale of patents, licences, trademarks and concessions relating to the company's activities;
- the management of service activities and technical support to research, through the promotion, management and co-ordination of technology platforms in the bio-medical and information technology sectors;
- the provision of services and access to goods, machinery and facilities to the member and third parties in relation to the activities referred to in the preceding point.

In particular, and not exclusively, the company is involved in:

1. research and development activities, both on its own and on behalf of third parties, in the field of medicine and molecular diagnostics with the aim of developing new processes, new procedures, new methodologies, new tests and new diagnostic devices in the area of human health, with particular attention to oncology and diseases associated with ageing;
2. research and development activities for projects financed by public funding (such as - but not limited to - EU, national and regional funds) or private funding (such as bank foundations, etc.) also in association with other public and private entities;
3. exploitation and industrial and commercial exploitation of the intellectual property and know-how developed in the sectors described above and of the results achieved, by filing patents, copyrights and other means of legal protection and subsequent marketing activities through direct service to customers, sales to third parties or licences;
4. commercial exploitation in any form whatsoever of know-how, copyrights and patents acquired from third parties or licensed for use;

5. economic exploitation in any form whatsoever of in- formation systems, technologies, texts, designs, trademarks, intellectual products

6. scientific consultancy and technical assistance activities in favour of third parties, public and private, in the areas described under 1;

7. activities for the design, production and marketing of diagnostic tests, devices, kits and innovative technological solutions in the areas described under 1, including implementation and customisation activities

8. design, production and marketing of services based on cellular databases or bio-logical samples in the areas described under 1, including implementation and customisation functions;

9. study, design, development of new techniques for the management of enclosures, both for its own account and for third parties;

10. the design, development and management of databases and structured computer archives for the insertion, research, updating, monitoring and deletion of technical-scientific medical data, also using "data warehouse" and "cloud" techniques, in order to locate the data, extract, transform and use them for scientific or commercial use or to provide specialised services to third parties (such as, by way of example and not exclusively, "data mining" and "information retrieval";

11. execution of technical-scientific services and/or specialised supplies for contracts (public or private) in the area of human health, veterinary medicine or food;

12. management of service activities and technical support to research, through the promotion, management and coordination of technology platforms in the biomedical sector;

13. provision to the member and third parties of services and access to goods, machinery and facilities in relation to activities in the biomedical and information technology sectors;

14. management of all the consequent and related support activities (organisational, transport, storage and archiving, etc.) necessary to ensure the results expected from the services provided.

The company may also:

15. participate in associations, bodies, institutions and organisations with purposes similar or akin to those of the company; the company may, if it deems it appropriate, set up or participate in the establishment of the aforesaid bodies

16. participate in consortia and/or enterprise networks with or without legal status and in other forms of partnership envisaged for the execution of research activities and the exploitation of results with public subsidies

17. set up or participate in the setting up of joint stock companies, always as an accessory and instrumental part of the pursuit of the corporate purpose, as well as to acquire shareholdings in other companies or legal persons with a purpose similar, connected or related to its own;

18. organise training courses, also in cooperation with other organisations, for the creation of professional figures in the area of health, veterinary medicine and the agro-food sector to be included in the market or within the company's activity, for the retraining of professional figures and for the technical-scientific updating of researchers, professionals and specialists

19. carry out all transactions deemed necessary or useful by the Board of Directors, even indirectly, to achieve the corporate purpose, including commercial, industrial and real estate transactions

20. carry out, albeit not prevalently, all financial transactions aimed at achieving the corporate purpose, including but not limited to the granting of personal and real guarantees also for third party debts, fundraising through crowdfunding, and the issue of stock options.

Article 3 - HEAD OFFICE -

The Company has its registered office in the Municipality of Milan.

The administrative body has the power to transfer the registered office within the Municipality and to set up, transfer and close secondary offices, branches, local units both in Italy and abroad in accordance with the law.

It is instead the role of the governing board to decide on the transfer of the headquarters to another municipality.

Article 4 - DOMICILE OF MEMBERS -

The Shareholders' domicile for their relations with the Company is the one recorded in the Company Registry.

Shareholders are also obliged to provide the company with an e-mail address and fax number for any communication that may be made by these means.

Art. 5 - DURATION -

The Company's duration is until 31 (thirty-one) December 2050 (two thousand and fifty) and may be extended or dissolved early in accordance with the law.

Art. 6 - SHARE CAPITAL -

The share capital amounts to €1,100,000.00 (one million one hundred thousand), divided into shares pursuant to Article 2468 of the Italian Civil Code.

Article 7 - CAPITAL TRANSACTIONS -

In compliance with mandatory regulations, the share capital may be increased, even with contributions other than money, including the provision of work or services in favour of the Company.

With the exception of the case referred to in Article 2482-ter of the Italian Civil Code, the share capital may also be increased by offering newly issued shares to third parties; in this case, the Shareholders who did not consent to the decision shall have the right of withdrawal pursuant to Article 2473 of the Italian Civil Code.

In the event of a reduction of the share capital due to losses, the prior filing of the report and comments pursuant to Article 2482-bis, Section II of the Italian Civil Code at the registered office may be omitted, stating the reasons for such omission in the minutes of the shareholders' meeting.

In the case referred to in Article 2466, paragraph II of the Italian Civil Code, in the absence of offers to purchase, the shareholding in the share capital owned by the defaulting shareholder cannot be sold by auction.

Art. 8 - SHAREHOLDERS' FINANCING TO THE COMPANY AND DEBT SECURITIES –

In addition to payments without obligation of repayment, the Company may acquire loans from Shareholders subject to the provisions of art. 2467 of the Italian Civil Code and, in any case, in compliance with the pro tempore regulations in force regarding the collection of savings. In compliance with mandatory regulations, the Company may issue bearer or registered debt securities by decision of the Administrative Body.

ARTICLE 9 - TRANSFERABILITY OF SHARES -

The transfer by deed between living persons of shares and/or option rights on them is subject to the limitations set forth in this article.

A Shareholder that intends to transfer all or part of its shares and/or option rights to other Shareholders or to a third party is obliged to offer them in pre-emption to all the other Shareholders.

The right of pre-emption accrues to each Shareholder in proportion to the ratio between the size of its share and the size of the sum of the shares of the non-selling Shareholders.

The offer of sale must be notified to each of the Shareholders by means of a registered letter with return receipt, sent to the domicile recorded in the Company Register, with an indication of the price and terms of sale requested or agreed upon with the potential purchaser or purchasers, and the name of the latter.

Any exercise of the right of pre-emption must be communicated to the bidding Shareholder, at the domicile resulting from the Companies Register, by registered letter with return receipt delivered to the post office no later than 20 (twenty) days from the date of receipt of the notice of offer referred to in the preceding paragraph.

The exercise of the right of pre-emption implies unconditional acceptance of the price and terms of sale indicated in the offer communication. The exercise of the right of pre-emption by the Shareholders also entails the obligation for each of them to purchase, at the same time as the entire portion of the share offered for sale and/or the entire quantity of option rights offered for sale, subject to their respective right of pre-emption, also the proportional portion of the share offered and/or the option rights offered, which may remain unexercised.

If no Shareholder exercises, within the terms and according to the procedures as indicated above, its right of pre-emption, the offered quota and/or option rights may be transferred by the offering Shareholder, provided that it is to the purchaser or purchasers indicated in the offer notice, at the price and under the conditions indicated therein and within a maximum term of 90 (ninety) days from the expiration of the term indicated for the exercise of pre-emption.

The transfer of the share and/or option rights in favour of the Shareholders that have exercised their right of pre-emption within the terms and according to the procedures as indicated above, must be formalised and finalised within 30 (thirty) days from the date of receipt of the last of the notifications of exercise of pre-emption provided for by the procedure set forth in this article.

For the purposes of this article, the term "transfer by deed between living persons" shall mean any transaction, also free of charge - including sale, exchange, contribution to a company, block sale, pledge, with attribution of the right to vote to the pledgee, merger and demerger - by virtue of which the result of the transfer to third parties of ownership or real rights with exercise of the right to vote on the Company's shares is achieved directly or indirectly. However, the registration in the name of a trust company and the re-registration by the same,

subject to the presentation of the trust mandate, to the beneficial owners, shall not be subject to the provisions of this Article.

If, as a result of the transaction in question, the consideration for the transfer of the shares is in kind or cannot be determined, the determination of the value of the shares subject to pre-emption shall be entrusted to an arbitrator, who shall act pursuant to Article 1349 of the Italian Civil Code, appointed by mutual agreement by the Shareholders concerned or - in the event of failure to reach agreement - by the President of the Court of the place where the Company's registered office is located, on the initiative of the most diligent Shareholder concerned.

Article 10 - DECISIONS OF THE SHAREHOLDERS - COMPETENCE -

The Shareholders decide on matters reserved to their competence by law or by these Articles of Association, as well as on matters that the Sole Director or the majority of the Directors or a number of Shareholders representing at least one third of the share capital submit for their approval.

Art. 11 - DECISIONS OF THE SHAREHOLDERS - METHODS

Resolutions of the Shareholders must be adopted by a resolution of the Shareholders' Meeting pursuant to Article 2479-bis of the Italian Civil Code, with reference to the matters indicated in numbers 4) and 5) of the second paragraph of Article 2479 of the Italian Civil Code, or when the Sole Director or the majority of the Directors or as many Shareholders representing at least one third of the share capital so request. A decision must also be made by the Shareholders' Meeting to acquire shareholdings in other enterprises involving unlimited liability for the obligations of the same, as well as the resolution concerning the case provided for in Art. 2482-bis of the Italian Civil Code and whenever the law provides for it.

When the adoption of the shareholders' meeting method is not necessary, the decisions of the Shareholders may be taken by written consultation or on the basis of consent expressed in writing, in a manner that must in any case ensure

- the right of all those registered in the Company Register to participate in the meeting by a suitable pre-established date;
- the communication of the decision to all Directors and Statutory Auditors, if appointed;
- the signing by the Shareholders of documents clearly indicating: the subject matter of the decision, the consent to the decision and the date on which the consent is expressed.

The relevant documents shall be kept by the Company and transcribed in the Shareholders' Decision Book.

Article 12 - QUORUM

The decisions of the Shareholders, whether taken at the Shareholders' Meeting (on first and second call), by written consultation or consent expressed in writing, shall be deemed approved if they obtain the favourable vote of as many Shareholders as represent more than half of the share capital.

Article 13 - SHAREHOLDERS' MEETING - CONVENTION -

The Shareholders' Meeting is convened by the Administrative Body whenever it deems it appropriate, as well as when a number of Shareholders representing at least one third of the share capital request it, indicating the items to be discussed.

The meeting is called by means of a notice delivered, sent or transmitted to the Shareholders at least 8 (eight) days before the date set for the meeting or, if sent later, received at least five days before the date set for the meeting.

The notice may be hand-delivered or sent by registered letter or sent by telefax or e-mail and must contain the day, time and place of the meeting and the list of items to be discussed.

The notice may provide for a later convocation date in the event that the Shareholders' Meeting is not legally constituted at the first convocation.

The Shareholders' Meeting may also be convened throughout the national territory outside the registered office.

In any case, the resolution shall be deemed adopted when the entire share capital is present and all the Directors and, if appointed, all the Standing Auditors, are present or informed of the meeting and no one opposes the discussion of the matter.

Article 14 - SHAREHOLDERS' MEETING - SHAREHOLDERS' INTERVENTION

All of them that are registered in the Company Registry have the right to participate in the Shareholders' Meeting.

Secret voting is not permitted.

Participation in the Shareholders' Meeting is also permitted through a representative, in compliance with the procedures and formalities prescribed by law.

The Shareholders' Meeting may also be held in several places, audio or audio-video connected, under the following conditions, which must be recorded in the relevant minutes

- that the person presiding over the meeting and the person in charge of drawing up the minutes are present in the same place;
- that it is possible for the person chairing the meeting to ascertain the identity and legitimacy of those present, to regulate the proceedings of the meeting, and to ascertain and proclaim the results of the vote;
- that it is possible for the person taking the minutes to adequately perceive the meeting events being minuted;
- that those present are allowed to participate in the discussion and simultaneous voting on the items on the agenda, as well as to view, receive or transmit documents;
- that the in notice of the meeting (except in the case of a total number of shareholders' meetings) are indicated the audio or audio-visual locations connected by the Company, in which the participants may take part, the meeting being deemed to have been held in the place where the person chairing the meeting and the person taking the minutes will be present.

Article 15 - CHAIRMANSHIP OF THE MEETING -

The Shareholders' Meeting shall be chaired by the Sole Director or by the Chairman of the Board of Directors or, in the event of his absence, waiver or impediment, by the Deputy Chairman and, in the event of the absence, waiver or impediment of the latter, by the Chief Executive Officer; in the event of the absence, waiver or impediment of the latter as well, the Shareholders' Meeting shall be chaired by another person selected by the Shareholders' Meeting.

The person chairing the Shareholders' Meeting shall verify the regularity of its constitution, ascertain the identity and legitimacy of those present, regulate its proceedings and ascertain the results of voting; the results of such checks shall be recorded in the minutes.

Article 16 - ADMINISTRATION OF THE COMPANY -

The administration of the Company may also be entrusted to non-Members.

The Company may be administered alternatively:

- by a Sole Director;
- by a Board of Directors consisting of between two and seven members;
- by several directors, up to a maximum of five, to whom administration is entrusted separately or jointly; in this case, Articles 2257 and 2258 of the Italian Civil Code apply, respectively.

The appointment of the members of the Administrative Body, the choice of the administration system and the determination of the number of directors are the responsibility of the Shareholders pursuant to Article 2479 of the Italian Civil Code.

Pursuant to Articles 2505, 2505-bis and 2506-ter of the Italian Civil Code, the Governing Body may resolve on mergers and demergers, in compliance with the requirements set forth by law.

The members of the Administrative Body shall hold office for the period indicated at the time of their appointment or, failing that, until revocation or resignation and may be re-elected.

Article 17 - BOARD OF DIRECTORS -

Unless the Shareholders' Meeting has already done so at the time of appointment, the Board of Directors elects from among its members the Chairman and, if necessary, one or more Deputy Chairmen; it may also appoint one or more Managing Directors as well as a secretary, the latter also on a permanent basis and also outside the Board itself.

The Board of Directors may delegate its powers, in whole or in part, individually to one or more of its members, including the Chairman, the Vice Chairmen and the Managing Directors, possibly also appointing an Executive Committee, determining the limits of the proxies and powers assigned. The Board of Directors may also assign special tasks to individual members.

The Board of Directors may set up technical and scientific committees made up of experts chosen from among persons particularly competent in the Company's fields of action, also calling on members from outside the Board of Directors. The technical and scientific committees have advisory tasks; their tasks, duration, operating procedures and remuneration are defined by the Board of Directors.

The board of directors also meets in a place other than the registered office, provided it is in Italy, whenever the Chairman or the Vice Chairman or the Managing Director deem it necessary or when a written request is made by the majority of its members.

The meeting shall be called by the Chairman or the Deputy Chairman or the Managing Director by means of a notice delivered personally or sent by post or sent by telegram, telefax or e-mail to each member of the Board of Directors, to the Single Statutory Auditor and to each standing member of the Board of Statutory Auditors, if established, at least 3 (three) clear days prior to the date set for the meeting, or, in case of urgency, at least 1 (one) day prior.

Meetings of the Board of Directors shall in any case be considered validly constituted, even in the absence of formal convocation, when all the Directors and, if appointed, all the Standing Auditors are present, also via teleconference or videoconference as prescribed below.

Meetings of the Board of Directors are validly constituted with the presence, also by teleconference or video-conference as prescribed below, of the majority of its members.

The Board of Directors resolves validly with the favourable vote of the absolute majority of the votes of those present. Each Director has one vote. In the event of a tie, the matter will be submitted to the decision of the Shareholders.

Meetings of the Board of Directors are chaired by its Chairman or, in the event of his absence or impediment, by the Vice Chairman, if elected, and, in the absence or impediment of the latter as well, by the Managing Director, if elected. In the absence and in the event of the absence or impediment also of the Managing Director, the meeting is chaired by the Director designated by those present.

Resolutions of the Board of Directors must be recorded in minutes signed by the Chairman and the Secretary of the meeting.

Shareholders may challenge resolutions of the Board of Directors that infringe their rights under the same conditions as those under which they may challenge resolutions of the Shareholders' Meeting, insofar as they are compatible.

Meetings of the Board of Directors may also be held by videoconference or teleconference, provided that each of the participants can be identified by all the others and is able to intervene in real time during the discussion of the topics examined, as well as receive, transmit and view documents. If these conditions are met, the meeting is deemed to be held at the place where the chairman and the secretary of the meeting are located.

Unless the majority of the members of the Board of Directors request the adoption of the collegial method, decisions of the Board of Directors may be adopted by written consultation or on the basis of written consent, provided that all Directors in office are allowed to participate in the decision-making process. In this case, the documents signed by the Directors shall clearly state the subject matter of the decision and the consent to it by the majority of the Directors in office.

These documents shall be kept by the Company and the decisions shall be transcribed in the Administrative Directors' decision book.

Except as provided for in the following paragraph, if one or more members of the Board of Directors leave office during the financial year, the others shall replace them by co-optation and the Directors thus appointed shall remain in office until the next decision of the Shareholders.

If, due to resignation or other causes, the majority of the Directors, whether appointed by decision of the Shareholders or co-opted in accordance with the preceding paragraph, cease to hold office, the entire Board of Directors shall be considered to have immediately ceased to hold office, with effect from the time of its reconstitution, which shall take place by decision of the Shareholders to be taken urgently.

Art. 18 - MANAGEMENT POWERS -

The Sole Administrator is vested with the broadest powers for the ordinary and extraordinary management of the Company, unless otherwise stated at the time of appointment.

The Board of Directors is vested with all powers for the ordinary and extraordinary management of the Company.

In the event that the administration is entrusted to several Directors separately or jointly, the Shareholders, at the time of their appointment, shall determine for which acts they shall act jointly, for which they may act separately, and which acts, if any, shall be reserved to the exclusive competence of the Shareholders.

The Administrative Body may appoint and revoke directors and General Managers.

Article 19 - REPRESENTATION -

The Sole Director, the Chairman of the Board of Directors, the Deputy Chairman(s) and the Managing Director(s), within the scope of the powers granted to them, shall be vested with the power to represent the Company, with sole and joint signature.

If the administration is entrusted to several Directors separately or jointly, the representation shall be exercised either separately or jointly, depending on what is established by the Shareholders at the time of their appointment.

Each Director entitled to represent the Company may appoint and revoke, within the limits of the powers conferred on him, agents and proxies for specific deeds or categories of deeds, also with power of attorney.

Article 20 - REMUNERATION OF DIRECTORS -

Directors are entitled to be reimbursed for expenses incurred by reason of their office.

The remuneration due to the Directors is established by the Assembly.

The Shareholders' Meeting may also establish the total amount for the remuneration of all Directors, including those holding special offices; in this case, the Board of Directors determines the allocation of the remuneration due to the Directors holding special offices, after hearing the opinion of the Board of Statutory Auditors, if appointed.

If the Shareholders' Meeting has not done so pursuant to the previous paragraph, the remuneration of the Directors holding special offices shall be determined by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, if appointed.

Article 21 - CONTROL BODY -

In case the law requires it or the shareholders decide so, the company shall appoint a control body or an auditor.

The auditing body may be single or collective, composed of three regular auditors and two alternates; the auditor may be a natural person or an auditing company.

The company may also decide to entrust the management control to the control body and the statutory audit to the auditor.

Notwithstanding the foregoing, the powers, competences, duration and composition of the control body and the auditor shall be governed, mutatis mutandis, by the rules laid down for public limited companies.

Meetings of the Board of Statutory Auditors may be held by teleconference in accordance with the above provisions on the Board of Directors.

Article 22 - BUDGET AND EARNINGS -

The financial year ends on 31 (thirty-one) December of each year.

The financial statements must be approved by the Members within one hundred and twenty days from the end of the financial year; where the law allows it, however, it may be approved by them within the longer term of one hundred and eighty days from the end of the financial year.

Net profits shall be allocated as follows

- 5% for the legal reserve, until it has reached one fifth of the capital;
- at least 50% shall be reinvested in the benefit activity;
- the remainder shall be allocated according to the resolutions of the shareholders' meeting within the limits of the regulations applicable to the company.

The company also has the right to set up extraordinary reserves.

Art. 23 - PROVISIONS ON BENEFIT CORPORATIONS -

The company, as a benefit company, shall be administered in such a way as to balance the interest of the shareholders, the pursuit of the common benefit purpose and the interests of

the categories indicated in paragraph 376 of Law 208/2015, in accordance with the provisions of these Articles of Association.

The company shall identify the responsible person(s) to be entrusted with the functions and tasks aimed at the pursuit of the purposes of common benefit set out in Article 2 of these Articles of Association.

The responsible party shall be called the Impact Manager.

The company prepares an annual report on the pursuit of the common benefit, attached to the financial statements, which includes the information required by law for such a report. The report shall be made public through the company's website and in any other form that the Impact Manager may deem useful in order to maximise transparency.

The assessment of the impact generated by the pursuit of the purposes of common benefit shall be carried out by the company on the basis of the external assessment standard as defined in Annex 4 to Law 208/2015.

Article 24 - DISSOLUTION AND LIQUIDATION -

The Company shall be dissolved for the causes provided for by law.

The appointment of the liquidator(s), the determination of their prerogatives and powers and the definition of the rules for the liquidation shall be made by decision of the Shareholders.

Article 25 - WITHDRAWAL

The Shareholder may withdraw from the Company in the cases provided for by law.

The will to withdraw must be communicated to the administrative body by registered letter with advice of receipt within thirty days from the registration in the Company Registry of the decision that legitimises the withdrawal or, in the absence of a decision, from the moment the shareholder becomes aware of the fact that legitimises it.

The exercise of the right of withdrawal shall be notified to the commercial register by the administrative body. Participations in respect of which the right of withdrawal is exercised may not be transferred. Withdrawal may not be exercised, and if already exercised is ineffective, when the company revokes the decision legitimising it.

A shareholder who withdraws from the company has the right to obtain the redemption of his shareholding in proportion to the company's assets, determined taking into account the company's assets and liabilities, its profitability, the value of the tangible and intangible assets it owns, its position on the market and any other circumstance and condition that is normally taken into consideration when determining the market value of the company's shareholdings;

in the event of disagreement, the determination is made on the basis of a sworn report drawn up by an expert appointed by the court pursuant to the law, at the request of the most diligent party.

Repayment must be made, in the manner prescribed by law, within one hundred and eighty days from the communication of the will to withdraw.

F.TO: MARCO FOIANI

F.TO: MATHIAS BASTRENTA