

" STATUTE "

TITLE I

NAME - REGISTERED OFFICE - DURATION -

ABSENCE OF PROFIT

Article 1) NAME

1.1 The limited liability company is called

"Society for Epidemiology and Prevention

Julius A. Maccacaro - Social Enterprise S.r.l. "

or in abbreviated form

" E & P Julius A. Maccacaro I.S. - S.r.l. ."

Article 2) SEAT

2.1 The company is headquartered in the City of Milan, at the address shown at the Companies Register .

2.2 By decision of the board of directors , the Company may transfer its seat office within the same municipality , and establish or close branches , branches , agencies, offices and local units , in Italy and abroad.

2.3 The establishment , transfer and closure of secondary offices , as well as the transfer of the registered office in a city other than the subject is reserved to a specific decision of the members.

Article 3) DURATION

3.1 The Company is lasting until 31 December 2050 .

Article 4) CORPORATE

4.1 The Company has not -for-profit , and is directed to the production and exchange of goods and services of social utility , aimed at achieving objectives of general interest within the

- Health care , for the provision of benefits under the decree of the President

Council of Ministers on November 29, 2001 , as supplemented by decree

the President of the Council of Ministers on 16 April 2002.

In particular, the Company operates under the first essential level of assistance

laid down therein , consisting of the collective prevention and public health, which is divided

in the following activities :

a) surveillance , prevention and control of infectious and parasitic diseases , including vaccination programs ;

b) protection of the health and safety of open spaces and confined ;

c) surveillance, prevention and protection of health and safety in the workplace ;

d) animal health and veterinary urban hygiene ;

e) food security - protecting the health of consumers;

f) surveillance and primary prevention of chronic diseases , including the promotion of healthy lifestyles and organized screening programs ;

g) nutritional surveillance and prevention ;

h) legal medical evaluation of states of disability and for a public purpose ;

- Vocational training, under the Law of 28 March 2003, n. 53 , as part

prevention and epidemiology , in particular, the Company operates in compliance

the principles and criteria set out therein and in particular to promote

learning and the achievement of high levels of education and to develop the skills

and skills through knowledge and skills , both general and specific in

areas of prevention and epidemiology ;

- University and post -graduate education in the prevention and epidemiology ;

- Research and provision of cultural services in the prevention and epidemiology.

4.2 In particular, the Company implements the above mentioned objects carrying out publishing activities

in the field of epidemiology and prevention in the field of social health and environmental

and organizing cultural activities , vocational training and research applied in the same sector .

4.3 The Company also promotes the creation, growth and strengthening of operators non- profit organization whose purpose is connected.

4.4 The company will also perform all commercial , industrial, financial, banking, securities and real estate held by the administrative necessary or useful for the achievement of the company .

4.5 There are , however, excluded from the scope social activities reserved to intermediaries financial art. Legislative Decree 106 of September 1, 1993 n . 385, those reserved to the stockbroking company referred to in D. Dated 24 February 1998 n. 58 and those of mediation pursuant to Law n February 3, 1989 . 39 activities Professional protected by the Law of 23 November 1939 n . 1815, and amendments thereto , additions and substitutions and anyway all the activities that are reserved by law to persons holding specific requirements are not owned by the company.

Article 5) LACK OF PROFIT

5.1 The Company has the obligation to allocate profits and surpluses at the carrying out of the statutory or an increase in equity .

5.2 And ' forbidden to distribute , even indirectly , profits and surpluses management , however described, as well as funds and reserves in favor of directors, members, participants , workers or employees. It is considered indirect distribution of useful hypotheses governed by the second paragraph of Art . 3 of Legislative Decree no . 155/2006 .

5.3 In compliance with the ban on distribution of profits also indirect and / or scrap management, in the case of allocation of reserves to share capital or an increase in the assets in the event of withdrawal or expulsion of the member in any capacity , it can not place to get a refund of social participation.

TITLE II

CAPITAL - FINANCING INSTRUMENTS

AND SOCIAL PARTICIPATION

Article 6) SHARE CAPITAL

6.1 The share capital is € 10,005 (diecimilacinque) .

6.2 Social rights belong to the shareholders in proportion to participation by each possessed. Subject to the decision of the shareholders passed by a majority of 60% of the share capital can be attributed to individual shareholders special rights the directors of the Company .

These rights may be amended by decision of the shareholders passed by a majority 60% of the share capital .

6.3 Except in the case provided for in Article 2482 -ter of the Italian Civil Code , increases in capital can also be implemented through an offer of shares newly issued to third parties.

6.4 In the event of a reduction in losses affecting the capital for more than third , the deposit may be omitted at the registered office of the documentation provided for in Article 2482 - bis, paragraph two DC , in anticipation of the assembly therein indicated .

6.5 The Company may acquire payments by members , with or without the obligation of repayment, and finance, both in return for payment or free of charge, within the limits and conditions referred to in Article 2483 of the Civil Code and Article 3 of Legislative Decree 155/ 06 and in compliance with the regulations with particular reference to those that govern the collection savings from the public.

6.6 The Company , by resolution of the shareholders adopted by shareholders' resolution, may issue debt securities in the form of bonds, within the limits and conditions of Article 2483 of the Civil Code and Article 3 of Legislative Decree 155/ 06 . the resolution emission , which must be the official report drawn up by a notary public deed and is registered in the commercial register , determines the amount and conditions , including the method of repayment .

6.7 Without prejudice to the above, the admission of new members , either by subscription of a capital increase or through purchase , for any reason , to shareholdings , must be in accordance with the principle of non -discrimination.

Article 7) DOMICILIATION

7.1 The domicile of the shareholders , for their relations with the company, is that the same communicated to the directors.

7.2 The address of the Directors , and of the control of the auditor , if appointed for their relations with the company , is communicated to the company by the same same .

Article 8) TRANSFER OF EQUITY ACT FOR BETWEEN

LIVE

8.1 The transfer of shares inter vivos - however in compliance the principle of non -discrimination laid down in Article 9 of Legislative Decree 155/ 06 - is subject the following discipline.

8.2 The term " transfer " means the transfer inter vivos of investments or option rights. The term " transfer inter vivos " means including all the shops of alienation in the broadest sense of the term , and therefore, in addition to the sale, but not limited to , contracts of exchange, contribution , in lieu of payment and donation. In all cases in which the nature of the shop does not provide consideration or the consideration is other than cash , the shareholders will purchase investments by paying the vendor the sum determined by mutual agreement or , failing agreement , dall'arbitratore , as later in more detail .

8.3 Therefore, the shareholder who intends to sell or otherwise transfer its shareholding must notify all shareholders resulting from the commercial register by registered letter with return receipt requested, to the address of each of them . Members recipients of the communication referred to above shall exercise the right of first refusal for the purchase of the investments to which this communication relates ,

by forwarding the statement to the shareholder bidder for the exercise of pre-emption delivered by registered letter at the post office not later than thirty days from the date of reception of ' pre-emptive offer .

8.4 In the event of exercise of the right of first refusal on the part of more than one partner, the offered shares belong to members interested in proportion to the owned by each of them .

8.5 If any of the persons entitled to pre-emption can not or do not want to exercise it , the right belonging to him grows automatically and proportionally in favor of those members who , conversely , want to rely thereon, and which have not expressly and previously waived upon exercise of pre-emption which they are entitled .

8.6 The right of pre-emption must be exercised to the full participation and the price quoted by the bidder.

8.7 If no shareholder intends to purchase the offered shares or the right is exercised for only part of them, the socio bidder is free to transfer all investments to the buyer referred to in the notice. If, instead , the shareholder bidder accepts the exercise of first refusal for the shares offered , may transfer that part of the participation in the shareholder who has exercised its pre-emption, the conditions to be agreed with the same.

8.8 In the case of joint selling of holdings by more than one member , the pre-emption shall be deemed effectively exercised only if the investments will focus on all offered for sale .

8.9 In the event of transfer of shares inter vivos executed without compliance with these requirements, the buyer is not entitled to exercise the voting and other administrative charges and can not sell the shares with effect to society.

8:10 They are not subject to the provisions of this article transfers in favor other members.

8:11 For the establishment of limited real rights (including usufruct and pledge) on participation, will require the prior written consent of all shareholders , in the absence of such consent , will apply the provisions of this Article in relation to breach of the right of first refusal.

Article 9) DEATH OF A MEMBER

9.1 Participation transferred to testamentary or intestate succession shall be offered to all shareholders in the manner and with the effects referred to in Article 8 .

9.2 Until the offer has been made and is not that this has not been accepted, the heir or the legatee will not be entitled to exercise the voting and other administrative rights attached to the shares and can not dispose of investments with effect from the company .

Article 10) WITHDRAWAL AND EXCLUSION OF SOCIAL

10.1 In all cases of withdrawal or expulsion of any kind, in accordance with the provisions of referred to in Article 3 of Legislative Decree 155/ 06 , is not included in any repayment of to participate in the withdrawing shareholder or excluded.

10.2 The withdrawal shall take effect from the date of notice of termination organ administrative .

10.3 The Board of Directors , if it becomes aware of any infringement with the provisions of this Statute or the Rules of Procedure of the deliberations or of corporate bodies, or in the case of conduct inconsistent with the pursuit of institutional goals of the Company, the impossibility to participate in the achievement of social goals or delinquency , the Board of Directors invites the defaulting partner by sending a communication with any means giving proof of receipt , to submit written with the same instruments , their justification within 30 days of receipt of the Communication of the Council .

10.4 The Board of Directors, after 15 days from the date given for the partner to provide their own justification , without which the shareholder has provided the same any justification, or has provided any justification deemed inadequate or not plausible , the exclusion of a shareholder resolution to be communicated to the excluded member with the same

to Art . 9.11.

10.4 In accordance with Article 9 of Legislative Decree 155/2006 in the case of exclusion , the member excluded has the right to appeal to the shareholders' meeting , within the time-limit of 15 days of receipt of the notice of exclusion received by the Council. the decision rendered by the shareholders , with a majority of 60% , at the first meeting held after it is final. Pending the First Assembly will be asked to rule on the legality of the resolution adopted by the Board of Directors, the rights and obligations relating to the qualification of socio remain suspended and not exercisable .

10.5 The members incurred in bankruptcy proceedings (bankruptcy, compulsory liquidation , composition) are excluded by law .

10.6 The exclusion of the partner must respect the principle of non -discrimination in the cases provided by law.

TITLE III

DECISIONS AND SHAREHOLDERS 'MEETING

Article 11) DECISIONS OF MEMBERS

11.1 The shareholders decide on matters for which they are responsible by law, the this statute, as well as on matters which one or more directors or shareholders represent at least one third of the share capital subject to their approval .

11.2 The decisions of the shareholders may be taken by written consultation or on the basis of the consent expressed in writing.

11.3 The written consultation procedure or the acquisition of consent writing is not subject to special formalities , provided it is secured to each member the right to participate in the decision and is assured to all persons entitled to adequate information .

11.4 The decision is taken by written consent of a single document , or more documents that contain the same text of the decision, from

part of shareholders representing the majority indicated below .

11.5 The procedure shall be completed within thirty days from its beginning or in different period specified in the text of the proposal.

11.6 Shareholders' decisions taken under this Article shall be recorded without delay in the book of the decisions of the members.

Article 12) ASSEMBLY

12.1 In the cases provided by law or these Bylaws , or when requested by one or more directors or a number of shareholders representing at least one-third of the share capital , the decisions of shareholders must be adopted by resolution Meeting.

12.2 The General Meeting is convened by each director by registered mail, fax or e-mail message to be sent to the persons entitled to the home resulting from the shareholder register that is communicated to the company , eight days before or if sent subsequently received at least five days before the date fixed for the meeting.

12.3 The notice must indicate the date, place and time of the meeting and the list of subjects to be treated and may provide for the second call .

12.4 The Assembly may also be convened at the registered office , provided Italy or in the territory of another EU member state or in Switzerland.

12.5 The resolution of the meeting is deemed to be taken , even in the absence of formally called, when it participates in the entire share capital and all directors and the supervisory body , if appointed, are present or informed of meeting and no one is opposed to the discussion of the issue .

Art.13) PROCEEDINGS OF THE

13.1 The meeting shall be chaired by the person appointed by those present .

13.2 Participation in the meeting can take place by means of telecommunication , in accordance with the provisions for meetings of the board of directors.

13.3 Once these conditions exist , the meeting is believed to have taken place where they are attended by the president and the person taking the minutes .

13.4 Each shareholder entitled to attend the meeting may be represented also subject to a non-shareholder by written proxy , which must be preserved by the company.

13.4 Each shareholder entitled to attend the meeting may be represented also subject to a non-shareholder by written proxy , which must be preserved by the company. The proxy must specify the name of the representative with an indication of any faculty and limits of sub-delegation .

13.5 It ' also allowed a delegation to apply to more meetings , regardless of from their agenda .

13.6 The general meeting must be recorded in minutes signed by the president and secretary .

13.7 Where required by law or when the President deems it appropriate , the minutes shall be drawn up by a notary .

Article 14) QUORUM

14.1 Shareholders' decisions are taken by the affirmative vote of shareholders represent a majority of the share capital .

14.2 To enter , modify or suppress the rights of individual members is necessary the consent of all members.

14.3 The introduction and elimination of arbitration clauses must be approved by the affirmative vote of shareholders representing at least 90% of the share capital.

14.4 , however, remain subject to the other provisions of the law or of this statute that , for particular decisions require different specific majorities .

TITLE IV

ADMINISTRATION AND CONTROL

Article 15) DIRECTORS

15.1 The company may be administered alternately , at the decision of the shareholders in headquarters of the appointment :

the . by a single administrator ;

ii . by a board of directors composed of a odd number of members

between three and nine members , according to the number determined by the shareholders at the the time of appointment ;

15.2 Where two or more administrators are appointed without any indication on procedures for the exercise of administrative powers, is defined as consisting a board of directors .

15.3 The directors of the company may be entrusted to persons who are not members. In any case, the assumption of office of director is subject to the possession the requirements of integrity , professionalism and independence , in accordance with art. 8 paragraph 3 of Legislative Decree no. 155/2006 .

15.4 I can not be appointed as directors and appointed forfeited if office :

the . those who are in the conditions provided for by art. 2382 of the Civil Code

ii . those who find themselves under the conditions of article 8 , paragraph 2 of Legislative Decree no. 155/ 06 .

15.5 does not apply to administrators ban on competition laid down in Article 2390 of the Civil Code.

Art.16) TERM OF OFFICE - REVOCATION - TERMINATION OF DIRECTORS

16.1 The directors shall remain in office until removal or resignation or for the period determined by the shareholders at the time of appointment .

16.2 The directors may be reelected.

16.3 Except as provided in the next paragraph, if , during the year

missing one or more directors , the other directors shall fill ; administrators so appointed shall hold office until the next meeting .

16.4 If it is less than half of the directors, in the case of even number, or the majority of the same, in the event of an odd number , the entire decade administrative body And the remaining directors shall, within thirty days, submit to the decision the shareholders the appointment of the new Board of Directors and in the meantime they can make only the ordinary transactions .

Article 17) BOARD OF DIRECTORS

17.1 If not already done so members at the time of appointment , the board of Directors shall elect from among its members a chairman .

17.2 Decisions of the Board of Directors, may be taken by written consultation , or on the basis of the consent expressed in writing.

17.3 The written consultation procedure , or the acquisition of consent writing is not subject to special formalities provided it is secured to each administrator the right to participate in the decision and is assured to all those right to adequate information .

17.4 The decision is taken by written consent of a single document or more documents that contain the same text of the decision to a majority of the directors then in office . From the documents signed by the Directors must clearly the subject matter of the decision and consent to the same .

17.5 The procedure shall be completed within thirty days from its beginning or in different period specified in the text of the decision.

17.6 The Directors' decisions shall be recorded without delay in the Book of the decisions of the directors. The documentation is kept by the company.

Article 18) POWERS OF THE BOARD OF DIRECTORS

18.1 The Board of Directors has all powers necessary for the administration of the company.

18.2 At the time of appointment may, however, be mentioned limits to the powers of the directors.

Article 19) MEETINGS OF THE BOARD OF DIRECTORS

19.1 The Chairperson shall convene the board of directors, when it deems it necessary

or desirable , or when requested in writing at least twenty percent

of directors in charge or control body , if appointed , by registered letter ,

fax or e-mail message , sent at least three days before the

and , in case of emergency, at least a day before. The notice will set the date,

place and time of the meeting and the agenda .

19.2 The Board shall meet at the head office or elsewhere, but in Italy ,

or in the territory of another EU member state or in Switzerland.

19.3 Meetings of the Council and its resolutions are valid, even without

formal summons , when they all directors in office and the organ of

control , if appointed.

19.4 Meetings of the Board of Directors may also be held by

means of telecommunication, the following conditions which I shall act in its

verbal :

the . that it is permissible to the chairman of the meeting to ascertain the identity of the participants,

regulate the proceedings of the meeting , establish and announce the results

of the vote;

ii . that allow the person taking the minutes adequately perceive the

events recorded in the minutes of the meeting ;

iii . that are able to take part in the discussion and the vote

simultaneously on the items on the agenda, as well as to view, receive

or send documents .

19.5 The validity of the resolutions of the board of directors, assumed

with the same meeting , it requires the presence of the majority of

its members in office , the resolutions are passed by an absolute majority of vote of those present . In the event of a tie, the vote of the President .

19.6 Resolutions of the session will be drawn up and signed by the President and the secretary, if appointed , to be transcribed in the book of the decisions of the administrators.

Article 20) REPRESENTATION

20.1 's sole director has to represent the company .

20.2 In the event of the appointment of the board of directors, the company's representative responsibility of the Chairman of the Board , the Vice Chairman and the individual managing directors, if appointed .

20.3 The representative of the company shall also be payable to the directors , the proxies and the prosecutors , within the limits of their powers in the appointment .

20.4 In the event of the appointment of more directors to represent the company it is for the same jointly or separately, in the same way in which they were attributed in the appointment powers of administration .

20.5 The representative of the company in liquidation is up to the liquidator or the president the panel of administrators and any other members of the board of liquidation with the procedures and limitations set out in the appointment .

Article 21) REMUNERATION

21.1 Directors are entitled to reimbursement of expenses incurred by reason of their office.

21.2 In accordance with the provisions of Article 3, paragraph 2 , letter . a) of Legislative Decree no . 155/2006 , can be recognized in the instrument of appointment or a subsequent meeting or decision

21.2 In accordance with the provisions of Article 3, paragraph 2 , letter . a) of Legislative Decree no . 155/2006 , can be recognized in the instrument of appointment or a subsequent meeting or decision of the shareholders , an annual remuneration to the directors, as well as any

annual provision of an amount determined as a fixed amount or a percentage respect to the remuneration or earnings payable in respect of their severance pay mandate.

21.3 In the absence of determination of compensation , it is meant that the components the board of directors have waived their right .

21.4 It ' prohibited the payment to employed or self-employed for wages or fees in excess of those provided for in the contracts or collective agreements for the same qualifications , unless proven requirements relating to the need to acquire specific skills .

Article 22) CONTROL OF MEMBERS

22.1 Shareholders who do not participate in the administration have the right to have the Administrators news on the conduct of social affairs and consult , also by professionals they trust, corporate books and documents relating administration in accordance with the provisions of art . 2476 seconds paragraph cod. Civil Code .

22.2 To exercise this right, the shareholder must send a request body administrative determine the start date of the consultation within 15 (fifteen) days of receipt of the request, communicating promptly to the applicant.

22.3 The governing body may require that the professional that assists the requesting shareholder was required, on the basis of their recognized professional by law, the obligation of professional secrecy .

22.4 The consultation may not be requested more than three (3) times a year , as well as must take place during the ordinary working hours of the company and in a manner and duration such as not to cause obstruction to the ordinary course of business.

Article 23) BODY CONTROL AND STATUTORY AUDIT

23.1 When the members may deem it appropriate to appoint a body of control or an auditor .

23.2 The appointment of the control or of the auditor is mandatory in the cases provided

by law.

23.3 The inspection body is composed alternately of the decision of the shareholders in the time of appointment , a regular member or a panel , composed of three members and two alternates .

23.4 In the case of appointment of a supervisory body , even tyrannical , apply the provisions of the Statutory Auditors for the joint stock company.

23.5 The inspection body or auditor must meet the requirements and have the skills and powers provided for by the provisions laid down by the Board of Statutory Auditors companies limited by shares.

The controlling body has also responsible for monitoring compliance with the objectives by social enterprise, with particular regard to the provisions of Articles 2, 3, 4 , 6, 8 , 9, 10, 12 and 14 of LD make 155/ 06 . Monitoring must be given the finding in the preparation of the social budget . The control body may at any time to carry out acts of inspection and control , and for this purpose may require administrators news , also with reference to groups of social enterprises, on the performance or specific transactions . Apart from the grounds of ineligibility to removal from office of mayor or arranged by the Civil Code , I can not hold the office of mayor and , if elected, shall forfeit their office individuals who are not meet the requirements of integrity, professionalism and independence in accordance with the established by art. 8 paragraph 3 of Legislative Decree 155/2006 .

23.6 The statutory audit of the company is exercised at the discretion of the members and subject to mandatory provisions of the law, a statutory auditor or by a company statutory audit on record , or by the control when permitted by law.

23.7 Meetings of the control in a panel may carried out by means of telecommunications , in accordance with the provisions for meetings of the Board of Directors.

TITLE V

FINANCIAL STATEMENTS AND PROFITS

Article 24) FINANCIAL YEAR

24.1 The financial year ends on 31 (thirty) December each year .

Article 25) BUDGET

25.1 At the end of each financial year the directors shall carry out training of the social budget in accordance with the law.

25.2 The budget must be approved by the shareholders within 120 days from the closing fiscal year; special circumstances relating to the structure and purpose the company so require, or in the event that the company is required to prepare financial statements consolidated financial statements may be presented to the shareholders for approval, subject to the information obligations provided for by law , no later than the period of 180 (one hundred eighty) days from the end of the year , in which case the Directors shall indicated in the report provided for in Article . 2428 Civil Code, the reasons for the delay.

25.3 The Board of Directors must also prepare the financial statements referred to social art. 10 , paragraph 2 of Legislative Decree no. 155/2006 and , subject to approval of the shareholders , proceed to be deposited with the Registrar of Companies together with the financial statements.

TITLE VI

DISSOLUTION AND LIQUIDATION

Article 26) DISSOLUTION AND LIQUIDATION

26.1 The company shall be dissolved in the cases provided by law.

26.2 In the event of dissolution of the company , whenever the appointment of liquidators does not react to a different decision of the shareholders , the organ is composed of liquidation by those who at that moment compose the governing body .

26.3 After liquidation , the remaining funds shall be distributed , taking into account

indications of shareholders, other social enterprise or to non-profit organizations
social utility , associations, committees , foundations and ecclesiastical institutions - after
authorization of the Ministry of Labour and Social Policy - according to
established by Article 13 D . Decree 155/2006 .

TITLE VII

FINAL PROVISIONS

Article 27) DISPUTE RESOLUTION

27.1 All disputes concerning social relations , including those relating
the validity of the resolutions, brought by or against members of the company,
administrators , auditors , liquidators and interpretation , execution and / or resolution
of this statute will be the subject of the mediation procedure will be referred
a conciliation body identified by the parties, in accordance with the provisions
of this Regulation adopted .

27.2 In the event of failure to reach an agreement, the parties will be free to
initiate any legal proceedings .

Art.28) EMPLOYEE INVOLVEMENT AND RECIPIENTS

ACTIVITIES

28.1 Employees must be involved in the following ways :

the . participation and sharing of the company's purpose social enterprise ;
ii . consequent organization of work through regular meetings information
and advisory .

28.2 . The recipients of the activities must be involved in the following ways :

the . regular meetings of the verification of the quality of the services provided through the verification
of satisfaction with the authority to make proposals .

Article 29) REFERENCE

29.1 All matters not expressly provided for in these social pacts worth
the provisions of the Civil Code , and D.Lgs155/2006 , as well as other provisions

laws in force.

29.2 The Company shall disclose the social enterprise company or entity to which activities management and coordination is necessary in the subject documents and correspondence , as well as through registration by the directors , at the appropriate section register referred to in Article 2497- bis, paragraph two DC It ' excluded, pursuant to art. 4 D.Lgs155/2006 that the activity of direction and coordination is carried out by private companies for profit .

F.to : Hannibal Biggeri

Monica De Paoli