PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT2684482

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Execution Date
ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.R.L.	11/13/2012

RECEIVING PARTY DATA

Name:	MSD ITALIA S.R.L.
Street Address:	VIA VITORCHIANO 151, CAP 00189
City:	ROME
State/Country:	ITALY

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	7435734

CORRESPONDENCE DATA

Fax Number: (732)594-4720
Phone: 7325940994
Email: kelly_panno@merck.com
Correspondence will be sent via US Mail when the email attempt is unsuccessful.
Correspondent Name: JEFFREY P. BERGMAN
Address Line 1: 126 EAST LINCOLN AVENUE
Address Line 2: RY86-2011A
Address Line 4: RAHWAY, NEW JERSEY 07065-0900

NAME OF SUBMITTER:	KELLY A. PANNO
Signature:	/KELLY A. PANNO/
Date:	01/16/2014

Total Attachments: 20
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REPERTORIO N. 47376 RACCOLTA N. 16478

ATTO DI FUSIONE

REPUBBLICA ITALIANA

L'anno duemiladodici, il giorno tredici

del mese di novembre

13 - 11 - 2012

in Roma, in Via Vitorchiano n. 151.

Avanti a me Roberto GIACOBINI, Notaio in Roma, con studio in Via Emanuele Gianturco n. 6, iscritto presso il Collegio dei Distretti Notarili Riuniti di Roma, Velletri e Civitavecchia,

è presente il Signor

Dott. Marcello MARAZZINI, nato a Legnano (MI) il 13 dicembre 1958 e domiciliato per le cariche di cui appresso in Roma (RM), 00189 Via Vitorchiano n. 151, presso la Sede delle Società di cui appresso, Codice Fiscale dichiarato MRZ MCL 58T13 E514A, il quale dichiara altresì di intervenire al presente atto solo nelle sue qualità di Consigliere di Amministrazione ed in rappresentanza:

a) della Società "MSD Italia S.r.l.", Società a responsabilità limitata di nazionalità italiana con Sede legale in Roma (RM), 00189 Via Vitorchiano n. 151, Capitale Sociale Euro 45.400.000,00 (quarantacinquemilioniquattrocentomila e zero centesimi) interamente versato, Numero di Iscrizione del Registro delle Imprese di Roma e Codice Fiscale 00422760587, iscritta al R.E.A. presso la C.C.I.A.A di Roma al N. 314156, Partita I.V.A. 00887261006, avente indirizzo di posta elettronica certificata msditaliasrl@pec.it, in esecuzione della Deliberazione dell'Assemblea dei Soci della Società stessa - ed avvalendosi dei poteri a lui, tra gli altri, conferiti dalla medesima - di cui al Verbale redatto da me Notaio in data 25 luglio 2012 Rep. N. 47228/16407, di cui appresso; tale Società, nel corso del presente atto, verrà denominata anche "Società Incorporante";

b) della Società "ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.r.l.", Società a responsabilità limitata con Unico Socio di nazionalità italiana con Sede legale in Roma (RM), 00189 Via Vitorchiano n. 151, Capitale Sociale Euro 6.240.000,00 (seimilioniduecentoquarantamila e zero centesimi) interamente versato, Numero di Iscrizione del Registro delle Imprese di Roma, Partita I.V.A. e Codice Fiscale 07721750581, iscritta al R.E.A. presso la C.C.I.A.A. di Roma al n. 628528, avente indirizzo di posta elettronica certificata irbmsrl@pec.it, in esecuzione della Deliberazione dell'Assemblea dei Soci della Società stessa - ed avvalendosi dei poteri a lui, tra gli altri, conferiti dalla medesima - di

cui al Verbale redatto da me Notaio in data 25 luglio 2012 Rep. N. 47230/16408, di cui appresso; tale Società, nel corso del presente atto, verrà denominata anche "Società Incorporata".
Io Notaio sono certo dell'identità personale, della capacità di agire e delle qualifiche del Comparente il quale mi richiede di ricevere il presente atto e quindi, previo richiamo fattogli da me Notaio alle sanzioni penali previste dall'art. 76 del D.P.R. 28 dicembre 2000 N. 445 in caso di dichiarazioni mendaci, nelle suddette qualità,

premette e dichiara:

a) che la Società "ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.r.l.", con l'Assemblea dei Soci di cui al Verbale redatto da me Notaio in data 25 luglio 2012 Rep. N. 47230/16408, registrato all'Agenzia delle Entrate - Direzione Provinciale I di Roma - Ufficio Territoriale di Roma 3 Settebagni il 6 agosto 2012 al N. 24839 S. 1T ed iscritto nel Registro delle Imprese di Roma il 27 luglio 2012 con Protocollo n. 210531/2012 in data 26 luglio 2012, ha deliberato la fusione con la Società "MSD Italia S.r.l." per incorporazione nella stessa, e ciò sulla base del Progetto di fusione di cui alla successiva lettera c);
b) che la Società "MSD Italia S.r.l.", con l'Assemblea dei Soci di cui al Verbale redatto da me Notaio in data 25 luglio 2012 Rep. N. 47228/16407, registrato all'Agenzia delle Entrate - Direzione Provinciale I di Roma - Ufficio Territoriale di Roma 3 Settebagni il 6 agosto 2012 al N. 24838 S. 1T ed iscritto nel Registro delle Imprese di Roma il 27 luglio 2012 con Protocollo n. 210532/2012 del 26 luglio 2012, ha deliberato la fusione con la Società "ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.r.l." per incorporazione della stessa, e ciò sulla base del Progetto di fusione di cui alla successiva lettera c);
c) che le deliberazioni assembleari di cui ai precedenti punti a) e b) sono state adottate sulla base di quanto contenuto nel Progetto di fusione, di cui all'art. 2501-ter del Codice Civile, iscritto nel Registro delle Imprese di Roma, unitamente allo Statuto Sociale della Società Incorporante ad esso allegato, in data 20 luglio 2012, e ciò con Protocollo n. 199822/2012 del 19 luglio 2012, per la Società Incorporante "MSD Italia S.r.l.", e con Protocollo n. 199854/2012 anch'esso del 19 luglio 2012, per la Società Incorporata "ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.r.l.", Progetto di fusione che, in copia acquisita da me Notaio, in via telematica, dall'Archivio Ufficiale del Registro delle Imprese

di Roma, si trova allegato sotto la lettera "C" sia al Verbale di cui al precedente punto a) sia al Verbale di cui al precedente punto b), con omissione, peraltro, dello Statuto Sociale della Società Incorporante a detto Progetto allegato, Statuto che, come appresso precisato, non subisce alcuna modifica in dipendenza della fusione di cui al presente atto;
d) che in entrambe le deliberazioni di cui sopra le suddette Società hanno conferito, tra gli altri, ad esso Comparente, nelle sue suddette qualità, con l'espressa autorizzazione a contrarre anche con se stesso, i più ampi poteri per perfezionare le pratiche e le formalità occorrenti per l'esecuzione della deliberata fusione, inclusa espressamente la facoltà di sottoscrivere il presente atto di fusione e gli altri correlativi atti necessari od opportuni;
e) che avverso le deliberazioni di cui ai precedenti punti a) e b) non sono state presentate opposizioni nei termini di legge, come risulta dai Certificati, relativi alle deliberazioni stesse, rilasciati dal Tribunale Ordinario di Roma - Ufficio Ruolo Generale Contenzioso Civile entrambi in data 8 novembre 2012 che, in originale, si allegano al presente atto sotto le lettere "A" e "B";

tutto ciò premesso e confermato

quale parte integrante e sostanziale del presente atto, tra la Società "MSD Italia S.r.l." e la Società "ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.r.l.", come sopra rappresentate,

si dichiara e si conviene quanto segue:

ARTICOLO 1

La Società "ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.r.l." e la Società "MSD Italia S.r.l." vengono fuse per incorporazione della prima nella seconda.
Le parti, come sopra rappresentate, come stabilito, peraltro, nel richiamato Progetto di fusione, convengono espressamente:
a) in conformità del disposto dell'art. 2504-bis, comma 2, del Codice Civile, che gli effetti della fusione di cui al presente atto decorrano dalla data in cui, in ottemperanza a quanto disposto dall'art. 2504, comma 2, dello stesso Codice Civile, verrà effettuata l'iscrizione (rectius l'ultima delle iscrizioni) del presente atto presso l'Ufficio del Registro delle Imprese di Roma;
b) ai sensi e per gli effetti dell'art. 2504-bis, comma 3, del Codice Civile, che le operazioni della Società Incorporata verranno imputate al Bilancio della Società Incorporante, anche ai fini delle Imposte sui Redditi, a decorrere dalle ore 0:00 (zero e zero minuti primi) del primo giorno

dell'esercizio sociale in corso al momento del verificarsi degli effetti della fusione, come definiti al precedente punto a), ai sensi dell'art. 2504-bis, comma 3, dello stesso Codice Civile e dell'art. 172, comma 9, del D.P.R. 22 dicembre 1986 N. 917 - Testo Unico delle Imposte sui Redditi.
La presente fusione viene effettuata sulla base delle Situazioni Patrimoniali delle due Società in oggetto, entrambe in data 31 marzo 2012, allegate sotto le lettere "D" ed "E" alle deliberazioni di fusione di cui in premessa.
Pertanto, in conformità di quanto disposto dall'art. 2504-bis, comma 1, del Codice Civile, la Società Incorporante assume tutti i diritti e gli obblighi della Società Incorporata, subentrando nel pieno stato di fatto e di diritto della Società stessa ed in tutti i suoi rapporti giuridici, e così in tutto il patrimonio attivo e passivo della Società Incorporata medesima, in tutti i suoi diritti, ragioni, aspettative, utilità maturate e maturande, obblighi, impegni e crediti di ogni natura, depositi, cauzioni presso qualsiasi Ente Pubblico o Privato e presso qualsiasi Ufficio Bancario o Postale, concessioni, licenze, autorizzazioni di ogni specie, contratti, accordi e rapporti di ogni tipo in corso, anche se non ancora perfezionati, nulla escluso od eccettuato, e ciò anche se posteriori al 31 marzo 2012, data della suddetta Situazione Patrimoniale della stessa Società incorporata.

ARTICOLO 2

In conseguenza di quanto sopra convenuto, la Società Incorporante subentra nella titolarità di tutti i beni di qualsiasi natura e specie goduti e posseduti dalla Società Incorporata, precisandosi che l'indicazione delle attività e delle passività risultanti dalla richiamata Situazione Patrimoniale della stessa Società Incorporata allegata ad entrambe le deliberazioni di fusione di cui in premessa è puramente indicativa e dimostrativa e che, nonostante ogni e qualsiasi omissione od inesattezza, si intendono comunque assunte dalla Società Incorporante tutte le attività e le passività di qualsiasi natura costituenti l'intero patrimonio della Società Incorporata, sia anteriori che posteriori alla deliberata fusione, volendosi espressamente dalle parti contraenti che, indipendentemente dal richiamo esplicito o implicito, ogni bene, ragione o diritto comunque spettante o riferentesi alla Società Incorporata e, rispettivamente, ogni obbligo ed onere risultante a carico della stessa, debbano considerarsi a tutti gli effetti come interamente compresi e rientranti nella fusione odierna.
Il Comparente, nella sua qualità di Consigliere di

Amministrazione della Società Incorporata, dà atto, ad ogni conseguente effetto, che la stessa:
a) non è titolare di alcun diritto reale né su beni immobili né su beni mobili registrati, né di alcuna partecipazione sociale in Società a responsabilità limitata, né di alcuna A.I.C. (Autorizzazione ad Immissione in Commercio);
b) è titolare dei brevetti/domande di brevetto descritti, con i relativi dati identificativi, nell'Elenco, redatto a cura della stessa Società Incorporata su dieci pagine, delle quali occupa entrambe le facciate, che, firmato ai sensi di legge, si allega al presente atto sotto la lettera "C".
Si fa riserva, qualora fosse eventualmente necessario, di addivenire ad eventuali atti di precisazione e/o di integrazione e/o di rettifica, intendendosi fin d'ora a ciò delegata la Società incorporante.
Vengono comunque espressamente autorizzati, per quanto possa occorrere, tutti i cambiamenti di denominazione che verranno richiesti dalla Società Incorporante presso qualsiasi Ufficio Pubblico, con espresso esonero per detti Uffici da qualsiasi responsabilità al riguardo.

ARTICOLO 3

A seguito della fusione come sopra perfezionata, hanno piena esecuzione le deliberazioni delle suddette Società in data 25 luglio 2012, di cui in premessa, riconoscendosi dal Comparente, nelle qualità, che la Società Incorporante è tuttora unico Socio, titolare dell'intero Capitale Sociale, della Società Incorporata, per cui la presente fusione avviene senza alcun aumento del Capitale Sociale della Società Incorporante stessa e con annullamento dell'intero Capitale Sociale della medesima Società Incorporata.
Il Comparente, nelle qualità, dà atto, ad ogni conseguente effetto, che il vigente Statuto Sociale della Società Incorporante non subisce alcuna modifica in dipendenza della fusione di cui al presente atto.

ARTICOLO 4

Per effetto della presente fusione vengono a cessare tutte le cariche della Società Incorporata, fermo restando che, in conformità di quanto disposto dall'art. 2504-bis, comma 1, del Codice Civile, restano ovviamente valide ed efficaci tutte le procure rilasciate dalla stessa Società Incorporata.

ARTICOLO 5

Le spese del presente atto e dipendenti sono interamente a carico della Società Incorporante.
In proposito, al solo fine dell'iscrizione del presente atto nel Repertorio Notarile, il Comparente, nella sua qualità di

Consigliere di Amministrazione ed in rappresentanza della Società Incorporata, dà atto che la somma del Capitale Sociale e delle Riserve della Società stessa, quale risultante dalla richiamata Situazione Patrimoniale al 31 marzo 2012 della Società medesima, è pari ad Euro 7.679.359,00 (settemilioniseicentosettantanovemilatrecentocinquantanove e zero centesimi).
Richiesto io Notaio ho ricevuto il presente atto - scritto con mezzo elettronico da persona di mia fiducia, ma a mia cura, e completato da me Notaio - ed ho dato lettura del medesimo al Comparente il quale, da me interpellato, lo ha dichiarato conforme alla sua volontà, dispensandomi espressamente dal dargli lettura degli allegati tutti, dei quali dichiara di avere esatta conoscenza.
Viene sottoscritto alle ore 15,20 (quindici e venti minuti primi).
Consta di tre fogli per nove facciate e diciotto righe della presente decima.
Firmato:
Marcello MARAZZINI
Roberto GIACOBINI Notaio Sigillo

Camera di Commercio
Roma

Rome Chamber of Commerce

ROME Chamber of Commerce for
Industry, Handicraft and Agriculture
[CCIAA]

Title Search

ISTITUTO DI RICERCHE DI BIOLOGIA MOLECOLARE P. ANGELETTI S.R.L.

Legal form:	SINGLE-MEMBER LIMITED LIABILITY COMPANY
Registered office:	151 VIA VITORCHIANO, 00189 ROME (RM)
Certified e-mail address:	IRBMSRL@PEC.IT
Tax code:	07721750581
REA* number:	RM - 628528

* Economic and Administrative Index

Business status:	DELETED

Estremi di firma digitale
Validity unknown
Digitally signed by Pietro Abate
Date: 2012.11.16 09:10:12 CET
Reason: Conservatore Registro Imprese
Location: C.C.I.A.A. di ROMA

Contents

Information from the Memorandum and Articles of Association

Incorporation details

Registration with the Register of Companies	Tax code and registration number: 07721750581 of the ROME Register of Companies Previous registration number: RM091-1987-758 Registration date: 19/02/1996
Sections	Registered in the ORDINARY section on 19/02/1996
Incorporation information	Incorporated by deed on: 25/11/1986
Registration with the Register of Companies	Registration date: 22/01/1987

Administration and control system

Duration of the company	Duration: INDETERMINATE
Administrative forms	**BOARD OF DIRECTORS** (in office)
Supervisory body	MANAGEMENT COMMITTEE
Board of Statutory Auditors	Number of statutory auditors: 3 Number of acting auditors: 2

Company object

Company object:

The company object is the administration, management and development, on its own account and on behalf of third parties, of intellectual and/or industrial property rights relating to the molecules, principles, substances and therapeutic procedures studied, realised and developed by the company or third parties through scientific and technological research projects in the pharmaceutical, genetic engineering, biotechnology and veterinary sectors. The company can also supply to third parties specialised consultancy services in the pharmaceutical, genetic engineering, biotechnology and veterinary sectors, using, if necessary, the activities of approved professionals who carry out professional activity in their own name, subject to any authorisations necessary. Solely for the purpose of achieving the company object and on a non-prevailing basis, the company can: (a) carry out movable, immovable, commercial, industrial and financial transactions; (b) assume, for non-investment purposes, holdings in other companies and businesses, both Italian and foreign, whose business is the same, similar or related to its own or to that of investee entities; (c) take out loans and utilise financing; (d) grant collateral or personal security on movable or immovable property, including guarantees to cover its own obligations or the obligations of companies or businesses in which it has, directly or indirectly, interests or holdings or which are controlled by the company, or which control the company or which are subject to joint control; (e) grant financing to companies or businesses in which it has, directly or indirectly, interests or shareholdings or which are controlled by the company, or which control the company or which are subject to joint control; and

(f) set up associations, foundations and consortia, whether in Italy or abroad. The company is prohibited, in all instances, from carrying out activities reserved by law and in particular reserved for the companies set out in the consolidated banking law and in the consolidated law on financial intermediation (Legislative Decree no. 385 of 1/9/1993 and Legislative Decree no. 58 of 24/2/1998 and subsequent additions and amendments).

Powers

Powers under the Articles of Association	The administrative body, irrespective of its structure, shall have all routine and non-routine powers of administration, excluding those which by law, are expressly reserved for the shareholders. If the Board of Directors is appointed in accordance with Article 16(b) of the Articles of Association, that Board can delegate all or part of its powers, pursuant to, and within the limits of, Article 2381 of the Italian Civil Code, to an Executive Committee comprising a number of its members or to one or more members, even separately. The Executive Committee or the Board and/or the Managing Directors can carry out all the routine and non-routine administration activities conferred upon them by the Board of Directors. The administrative body can appoint directors, general proxies or attorneys to perform specific acts or categories of acts, determining the powers thereof. The directors shall act as the general representatives of the company. If the Board of Directors is appointed in accordance with Article 16(b) of the Articles of Association, the company shall be represented solely by the Chairman of the Board and each Managing Director within the limits of the powers conferred. The company shall also be represented by the directors, general proxies and attorneys within the limits of the powers established by the administrative body and in the act of their appointment.
Distribution of the profits and losses among the shareholders	An amount of 5% (five percent) must be deducted from the net profits shown on the approved financial statements, to be allocated to the legal reserve until such time as the latter reaches one fifth of the share capital. The shareholders' resolution approving the financial statements shall decide upon the distribution of the profits to the shareholders. Only profit actually realised and stated on the duly approved financial statements can be distributed, after deducting the portion to be allocated to the legal reserve. Any drop in the share capital cannot result in a distribution of profit unless the capital is restored or reduced proportionally. The distribution of interim dividends is not permitted.

Other statutory references

Termination clauses	*Information contained in the Articles of Association / Memorandum of Association*
Exclusion clauses	*Information contained in the Articles of Association / Memorandum of Association*

Capital and financial instruments

Share capital in EURO	Resolved:	6,240,000.00
	Subscribed:	6,240,000.00
	Paid-up:	6,240,000.00

Financial instruments specified in the Articles of Association

Ordinary shares:
The shares are registered and shall remain registered.
The shares confer upon their bearers equal rights, are indivisible, and the company shall recognise only one owner for each share.
By resolution of the extraordinary meeting of shareholders, classes of shares provided with different rights can be established.
Each share gives the right to one vote and the payments in relation to the shares shall be made by the shareholders in accordance with the law, in the manner and timescales determined by the shareholders' meeting or by the Board of Directors.

Bonds:
The company can issue non-convertible bond loans and the corresponding resolution to issue them shall be the responsibility of the extraordinary meeting of shareholders.

Convertible bonds:
The company can issue convertible bond loans and the corresponding resolution to issue them shall be the responsibility of the extraordinary meeting of shareholders.

Debt securities:
The company can issue debt securities pursuant to, and for the purposes of, Article 2438 of the Italian Civil Code. The issue of the debt securities shall be resolved by the shareholders' meeting with the majorities required to amend the Articles of Association. The company can issue debt securities for an overall sum which does not exceed the share capital, the legal reserve and the available reserves stated in the most recent approved financial statements.

Dissolution, insolvency proceedings and deletion

Deletion and transfer of registered office

Deletion	Date deleted:	16/11/2012
	Date requested:	15/11/2012
	Reason:	MERGER BY INCORPORATION INTO ANOTHER COMPANY

Shareholders and holders of rights to quotas and shares

List of shareholders and holders of rights to company shares or quotas as at 14/01/2011

Case recorded on 05/01/2011

Date filed: 13/01/2011

Record date: 14/01/2011

Record number: RM-2011-6722

Share capital

Share capital stated on the form with which the list of shareholders was filed: 6,240,000.00 EURO

OWNER	Quota of nominal shares:	6,240,000.00 EURO
	Of which paid-up:	6,240,000.00

MSD ITALIA S.R.L.
Tax code: 00422760587
Type of right: OWNERSHIP

Domicile of the joint representative or holder
151 VIA VITORCHIANO, ROME (RM), postcode 00189

Directors

Administrative form adopted

BOARD OF DIRECTORS
Number of directors in office: 3
Term of office: 3 FINANCIAL YEARS
Date of taking office: 11/05/2011

List of directors

MEMBER OF THE BOARD
CHAIRMAN OF THE BOARD
MANAGING DIRECTOR

PIERLUIGI ANTONELLI
Company representative
Born in CHIETI (CH) on 14/09/1966
Tax code: NTNPLG66P14C632N
Domicile: 151 VIA VITORCHIANO, ROME (RM), postcode 00189

Positions and powers

MEMBER OF THE BOARD appointed by deed on 11/05/2011
Registration date: 12/04/2011
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2013

CHAIRMAN OF THE BOARD OF DIRECTORS appointed by deed on 11/05/2011
Registration date: 12/04/2011
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2013

MANAGING DIRECTOR appointed by deed on 11/05/2011
Registration date: 12/04/2011
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2013
Date of taking office: 22/05/2011
Powers
By deed of 11 May 2011 the Board of Directors resolved to confer upon Dottor Pierluigi Antonelli, in his stated capacities. all the powers necessary for the routine management of the company, to be exercised by his single signature and with the right to sub-delegate, whether wholly or in part, the powers conferred thereupon, including, though not limited to, the power to:

a) Keep and sign the correspondence of the company;
b) Purchase and sell products, goods, machinery, vehicles and movable goods in general, in relation to the company object and to the business of the company, and to sign the corresponding contracts;
c) Collect any sum owed to the company by any public or private entity, firm or person and issue the corresponding receipts;

d) Hire and dismiss managers, professionals, clerical workers and manual workers, establishing their fees, wages and salaries, as well as any additional sums payable for any reason, and inflict disciplinary sanctions;
e) Represent the company in all its dealings with the tax, finance, administrative and judicial authorities of the State and dependent authorities, and with intra-state entities, both centrally and peripherally; bring and pursue proceedings before any judicial authorities of the Republic, lodge complaints, make claims and appeals against any measures of the aforementioned agencies and authorities and sign the corresponding documents; represent the company in court before any judicial authorities of the Italian Republic and abroad, appoint lawyers and attorneys for disputes, including for judgments under appeal, judgments of the Supreme Court and for revocation;
f) Reach agreement and settle any of the company's affairs pending with third parties, including in accordance with Article 420 of the Code of Civil Procedure, appoint arbitrators, including amicable compositors, and sign compromise agreements;
g) Represent the company in any insolvency proceedings required by bankruptcy law, i.e. bankruptcy proceedings, arrangement with creditors, receivership and forced liquidation, attend hearings of creditors, accept and exercise this office if the company is required to form part of that committee, make claims, confirming their status and existence, accept, reject or engage in composition proposals and do whatever else is necessary for the proceedings themselves;
f) Receive from post and telegraphic offices, from shipping companies and from any other transport undertaking, letters, packages and parcels both ordinary and registered and insured, collect postal money orders and telegraphic money orders, bills, cheques and drafts of any kind and for any amount; request and receive sums, securities, valuables, goods and documents signing the corresponding receipts, releases and exemptions from liability, vis-à-vis any public or private authority, including the State Treasury Office, the "*Cassa Depositi e Prestiti*" (Deposit and Loan Bank), public debt, customs agencies, the state and private railways, and vehicle registration offices, both central and peripheral, and carry out any other act and operation with the aforementioned authorities;
g) Sign drafts as drawer on the customers of the company, receipt registered instruments and bills, cash and endorse cheques, drafts and bills and make protests in relation thereto;
l) Receive, set up and release deposits, including by way of security, permit charges and releases of all kinds;
m) Carry out and negotiate, in the name and on behalf of the company, vis-à-vis any state and intra-state entities and ministries, business and negotiations relating to requests for consents, approvals, authorisations and anything else required by the company, also authorising him, in exercising such power, to submit the relevant requests and applications, submit and receive documents, reports and samples, file complaints, claims or appeals against any disputed measures with the aforementioned authorities and sign any document in the name and on behalf of the company;
n) Appoint one or more attorneys for specific acts or series of acts, conferring and revoking powers;
o) Grant personal and collateral security in favour of the banks in the interest of the company or third parties if the aforementioned director considers it appropriate or useful to achieve the company object and
p) Generally speaking, carry out the routine management of the company, fulfilling all the formalities necessary for the smooth progress of the business and to achieve the company objects.

MEMBER OF THE BOARD **MARCELLO MARAZZINI**
Born in LEGNANO (MI) on 13/12/1958
Tax code: MRZMCL58T13E514A
Residence: 182 VIA SAN GODENZO, ROME (RM), postcode 00100

Positions and powers **MEMBER OF THE BOARD** appointed by deed on 11/05/2011
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2013
Powers
By deed of 11 May 2011, the Board of Directors resolved to confer upon the member of the Board Dottor Marcello Marazzini the following powers to be exercised by his single signature and with the right to sub-delegate, whether wholly or in part, the powers conferred thereupon:

a) Assume responsibility for the management of financial and foreign exchange transactions of any kind;
b) Approve and sign, pursuant to, and for the purposes of, the Presidential Decree no. 322 of 22.07.1998, the tax returns concerning the company, with particular regard to the unified tax return form and form 770;
c) Approve and sign value-added tax returns and returns for any other state or local tax;
d) Prepare the documents necessary to draw up the draft financial statements to be submitted to the Board of Directors as required by law;
e) Prepare and sign appeals and reports in the context of tax proceedings, with the right to appoint advisers;
f) Sign the company documents to be issued to each employee for tax purposes, such as the CUD [*certificazione unica dei redditi di lavoro dipendente* i.e. income tax statement issued to employees by their companies] form, in accordance with Article 4, paragraph 6-*ter* of the Presidential Decree 322/98;
g) Prepare and sign the documents to be sent to the following offices:
INPS [*Istituto Nazionale della Previdenza Sociale* i.e. Social Security Institute];
INAIL [*Istituto Nazionale per l'Assicurazione contro gli Infortuni sul Lavoro* i.e. National Insurance Institute for Industrial Accidents];
FASI [*Fondo Assistenza Sanitaria Integrativa* i.e. Supplementary Healthcare Fund];
PREVINDAI [Pension Fund];
Fondo Swiss Life / Apuglia [Swiss Life / Puglia Fund];
FONCHIM [Italy's industry-wide chemical and pharmaceutical industry pension fund];
PREVIP [pension fund];
FONDO POSTE VITA [Italian Post Office life insurance fund];
MEDIOLANUM [part of the Mediolanum Group which provides the public with banking, financial, insurance and pension fund services, among others];
BANCA GENERALE
and any other additional provident/pension funds which are to supplement and/or replace the aforementioned; the Ministry of Labour and any other forms which are to replace, whether wholly or in part, or supplement, those listed above;
h) Sign transfer contracts of the V? of the salary;
i) Do and authorise whatever else is necessary for due fulfilment of the obligations required by law with regard to the activity of the payroll department;
j) Negotiate and sign insurance contracts of any kind.

MEMBER OF THE BOARD **FRANCESCO MINA'**
Born in Rome (RM) on 28/08/1969
Tax code: MNIFNC69M28H501E
Domicile: 151 VIA VITORCHIANO, ROME (RM), postcode 00189

Positions and powers **MEMBER OF THE BOARD** appointed by deed on 11/05/2011
Registration date: 04/07/2011
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to

31/12/2013
Powers
By deed of 11 May 2011, the Board of Directors resolved to confer upon the lawyer Francesco Mina' the following powers to be exercised by his single signature and with the right to sub-delegate, whether wholly or in part, the powers conferred thereupon:

a) Represent the company in court and before any judicial authorities of the Italian Republic and abroad, appoint lawyers and attorneys for disputes, including for judgments under appeal, judgments of the Supreme Court and for revocation; negotiate and agree settlements, define and agree damages, both payable and due, of any kind and nature; appoint arbitrators and lawyers in the context of national and international arbitration proceedings, whether bound or not bound, by judicial procedure, negotiating and agreeing compromises and settlements of damages, whether payable or due;
b) Represent the company in any insolvency proceedings required by bankruptcy law, i.e. bankruptcy proceedings, arrangement with creditors, receivership and forced liquidation, with all the inherent powers, file declarations of bankruptcy, attend hearings of creditors, participate in the appointment of the creditors committee, accept and exercise this office if the appointment falls on the person granting authority to act, make claims, confirming their status and existence, accept, reject or engage in composition proposals and do whatever else is necessary for the proceedings themselves.

Auditors, members and supervisory bodies

Supervisory bodies

Board of Statutory Auditors

Number in office: 5

Term of office: UNTIL THE APPROVAL OF THE FINANCIAL STATEMENTS

Date office ends: 13/12/2014

List of auditors and members of the supervisory bodies

CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS
STATUTORY AUDITOR

FRANCO TERRACINA
Born in ROME (RM) on 27/04/1932
Tax code: TRRFNC32D27H501R
Domicile: 1 LARGO ILDEBRANDO PIZZETTI, ROME (RM), postcode 00100

Positions and powers

CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS appointed by deed on 11/05/2012
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2014
Date of taking office: 18/05/2012

STATUTORY AUDITOR
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2014
Date of taking office: 18/05/2012

REGISTER OF STATUTORY AUDITORS

Number: 57357

Date: 12/04/1995

Entity: MINISTRY OF JUSTICE

STATUTORY AUDITOR **FABRIZIO GIACOBINI**

Born in ROME (RM) on 03/10/1945

Tax code: GCBFRZ45R03H501A

Domicile: 16 VIA TIBULLO, ROME (RM), postcode 00100

Positions and powers **STATUTORY AUDITOR** appointed by deed on 11/05/2012
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2014
Date of taking office: 18/05/2012

REGISTER OF STATUTORY AUDITORS Number: 31 BIS
Date: 12/04/1995
Entity: MINISTRY OF JUSTICE

STATUTORY AUDITOR **DANIELE RACCAH**

Born in TRIPOLI, LIBYA on 23/07/1948

Tax code: RCCDNL48L23Z326Y

Citizenship: ITALY

Domicile: 1 LARGO ILDEBRANDO PIZZETTI, ROME (RM), postcode 00100

Positions and powers **STATUTORY AUDITOR** appointed by deed on 11/05/2012
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2014
Date of taking office: 18/05/2012

REGISTER OF STATUTORY AUDITORS Number: 31 BIS

Date: 12/04/1995

Entity: MINISTRY OF JUSTICE

ACTING AUDITOR **GIANLUCA CASCIOLI**

Born in ROME (RM) on 05/02/1965

Tax code: CSCGLC65B05H501P

Domicile: 1 LARGO ILDEBRANDO PIZZETTI, ROME (RM), postcode 00100

Positions and powers **ACTING AUDITOR** appointed by deed on 11/05/2012
Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2014
Date of taking office: 18/05/2012

REGISTER OF STATUTORY AUDITORS Number: 31 BIS

Date: 12/04/1995

Entity: MINISTRY OF JUSTICE

ACTING AUDITOR	**RUBEN ANTICOLI** Born in ROME (RM) on 20/04/1967 Tax code: NTCRBN67D20H501W Residence: 1 LARGO ILDEBRANDO PIZZETTI, ROME (RM), postcode 00100
Positions and powers	**ACTING AUDITOR** appointed by deed on 11/05/2012 Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2014 Date of taking office: 18/05/2012
REGISTER OF STATUTORY AUDITORS	Number: 31 BIS Date: 12/04/1995 Entity: MINISTRY OF JUSTICE
AUDIT FIRM	**PRICEWATERHOUSECOOPERS SPA** Tax code: 12979880155 Economic and administrative index number: MI-1602581 Date of incorporation: 10/12/1999 Registered office: 20 VIA VITTOR PISANI, MILAN (MI), postcode 20100
Positions and powers	**AUDIT FIRM** appointed by deed on 28/04/2010 Registration date: 26/05/2010 Term of office: UNTIL APPROVAL OF THE FINANCIAL STATEMENTS to 31/12/2012 Date of taking office: 18/05/2010

Holders of other positions or capacities

SINGLE-MEMBER COMPANY	**MSD ITALIA S.R.L.** Tax code: 00422760587 Economic and administrative index number: RM-314156 Date of incorporation: 23/05/1956 Registered office: 151 VIA VITORCHIANO, ROME (RM), postcode 00189
Positions and powers	**SINGLE MEMBER** as from 05/01/2011

Transfers of business, mergers, demergers and successors

Mergers and demergers

Proposed merger by incorporation in the company	**MSD ITALIA S.R.L.** Tax code: 00422760587 Registered office: ROME
Details of the business	Registration date: 20/07/2012 Date of deed: 18/07/2012
Merger by incorporation in	**MSD ITALIA S.R.L.** Tax code: 00422760587 Registered office: ROME
Details of the business	Registration date: 27/07/2012 Date of change: 16/11/2012 Date of resolution: 25/07/2012 Deed of execution date: 13/11/2012

Successors

Companies succeeding the company	**MSD ITALIA S.R.L.** Tax code: 00422760587 Reason for succession: MERGER

Activity, registers and licences

Activity

Commencement of activity *(historical information)*	Date company commenced activity: 02/06/1987
Business carried out at the registered office	Industrial activity of applied research in the pharmaceutical field, carried out by its own research workers
ATECORI* 2007 classification of the business description *(information of a statistical nature only)*	Code: 72.1 - Experimental research and development in the field of natural sciences and engineering Importance: P - principal Register of Companies Start date: 02/06/1987
ATECORI 2002 classification of the business description *(information of a statistical nature only)*	Code: 73.1 - Experimental research and development in the field of natural sciences and engineering Importance: P - principal Register of Companies Start date: 02/06/1987
Employees *(information of a statistical nature only)*	Number of employees in the company reported in the year 2011 *(Data reported to 31/12/2011)*

	1st quarter	2nd quarter	3rd quarter	4th quarter	Average value
Employed:	12	0	0	0	12
Self-employed	0	0	0	0	0
Total:	12	0	0	0	12

* ATECORI = *Classificazione delle attività economiche nel Registro Imprese*
(Classification of economic activities in the Register of Companies)

Registers

Company operating with abroad — Number: RM022926

Date: 03/12/1993

Offices and local units

Registered office

REA registration — Economic and administrative index number (REA): 628528

Registration date: 16/02/1987

Registered office — 151 VIA VITORCHIANO, ROME (RM) postcode 00189

Telephone: 06 910931

Certified public e-mail address: IRBMSRL@PEC.IT

History of changes from 15/11/2012 to 15/11/2012

Documents registered and/or filed at the Register of Companies

Record no. 297922/2012 of 15/11/2012

Forms

C1 - SINGLE NOTICE FILED FOR THE PURPOSES OF THE REGISTER OF COMPANIES

S2 - COMPANY CHANGE, G.E.I.E. CONSORTIUM, ECON. PUBLIC ENTITY

S3 - DISSOLUTION LIQUIDATION BANKRUPTCY DELETION COMPANIES

Deeds

*** MERGERS**
Date of deed: 13/11/2012
Registration date: 16/11/2012
PUBLIC DEED
Notary: ROBERTO GIACOBINI
Index no.: 47376
Place: ROME (RM)
*** DELETION FROM THE REGISTER OF COMPANIES**
Date of deed: 13/11/2012
Registration date: 16/11/2012

Registrations

Registration date: 16/11/2012
MERGER
EXECUTION RESOLUTION OR DECISION OF THE DOCUMENT OF MERGER WITH MSD ITALIA S.R.L.
REGISTERED OFFICE: ROME
DATE OF MERGER RESOLUTION OR DECISION: 25/07/2012

Registration date: 16/11/2012
APPLICATION FOR DELETION
THE COMPANY HAS BEEN EXTINGUISHED OWING TO ITS MERGER WITH ANOTHER COMPANY
DELETION DATE: 16/11/2012

Details of the deed of incorporation

Details of the deed of incorporation	Type of deed: **DEED OF INCORPORATION**
	Notary: ANDREA LORUSSO IN ROME
	Index number: 018240

Changes to the legal form

Conversion	Converted from a SINGLE-MEMBER JOINT STOCK COMPANY into a SINGLE-MEMBER LIMITED LIABILITY COMPANY
	Date of deed: 05/01/2011
Details of the deed	Type: DEED OF CONVERSION
	Notary: ROBERTO GIACOBINI
	Number: 46054
	Date: 15/12/2010
	Place: ROME (RM)

No information has been requested on local units that are no longer in business.