

*Unofficial Translation*  
*(in case of controversy the official German text shall prevail)*

## **Articles of Association**

### **I. Name, Registered Office, Purpose and Duration**

#### **Article 1**

##### **Name, Registered Office and Duration**

Under the corporate name

**Evolva Holding SA**

**Evolva Holding AG**

**Evolva Holding Ltd**

a company exists pursuant to these Articles of Association and the 26th Title of the Swiss Code of Obligations (hereinafter «CO») having its registered office in Reinach / BL (Switzerland). The duration of the Company is unlimited.

#### **Article 2**

##### **Purpose**

1. The purpose of the Company is to hold participations and to engage in the research, development and marketing of products and processes with applications in food, nutritional, pharmaceutical and other areas, as well as in all activities connected therewith.
2. The Company may also engage in any commercial, contractual, financial or other activities which further the purpose of the Company or which are directly or indirectly related to it. The Company may establish branches within Switzerland or abroad, may acquire participation in or merge with other companies. The Company may acquire, hold and sell real estate.

## **II. Share Capital, Shares, Shareholders**

### **Article 3**

#### **Share Capital**

The share capital of the Company amounts to CHF 164,375,647.40 and is divided into 821'878'237 registered shares with a nominal value of CHF 0.20 per share. The share capital is fully paid-in.

### **Article 3a**

#### **Conditional Capital for Employees, Persons of Comparable Positions and Board Members**

1. The share capital of the Company increases in the nominal value of up to CHF 7,940,153.00 by issuance of up to 39,700,761 fully paid-in registered shares with a nominal value of CHF 0.20 each, subject to the direct or indirect exercise/issuance of options or other equity-based instruments granted by the Company to employees of the Company or its subsidiaries, persons of a comparable position and Board members.
2. Shareholders' subscription rights are excluded. Holders of such equity-related financial instruments are entitled to subscribe to the new shares. The Board of Directors fixes the conversion/warrant conditions.
3. The acquisition of shares through the exercise of conversion rights and/or warrants and any subsequent transfer of the shares are subject to the restrictions set out under Art. 5 of these Articles of Association.
4. The Board of Directors is authorized to exclude shareholders' preferential subscription rights when such equity-related financial instruments are issued provided these instruments are being issued to finance or refinance the acquisition of companies, parts of companies, participations or new investment projects, and/or if the instruments are issued on the national or international capital markets (including private placements).
5. If shareholders' preferential subscription rights are restricted or excluded for

such equity-related financial instruments:

- (i) these equity-related financial instruments must be issued at prevailing market conditions,
- (ii) the issue price of the new shares must be set at market conditions taking due account of the stock market price of the shares and/or comparable instruments priced by the market, and
- (iii) it should be possible to exercise the conversion rights for a maximum of 15 years and to exercise warrants for a maximum of 7 years from the relevant issue date.

#### **Article 3a<sup>bis</sup>**

[Article deleted]

#### **Article 3b**

[Article deleted]

#### **Article 3c**

### **Conditional Capital for Employees, Persons of Comparable Positions and Board Members**

1. The share capital of the Company increases in the nominal value of up to CHF 13,200,000.00 by issuance of up to 66,000,000 fully paid-in registered Shares with a nominal value of CHF 0.20 each, subject to the direct or indirect exercise/issuance of options or other equity-based instruments granted by the Company to employees of the Company or its subsidiaries, persons of a comparable position and Board members.
2. [Deleted]
3. The priority right of subscription and the pre-emptive rights of the Shareholders shall be excluded. The conditions of the grant of the options or other equity-based instruments, as the amount of the issue of the shares, the time of the entitlement for dividends as well as the kind of contribution, shall be determined by the Board of Directors in the form of special rules (Stock Option Plans).

4. The acquisition and further transfer of the registered Shares acquired by the exercise of options or the allocation of other equity-based instruments under this article shall be subject to the restrictions of Article 5 of these Articles of Association.

#### **Article 4**

##### **Share Register, Share Certificates and Intermediated Securities**

1. Whoever is registered in the Shareholders' Register as Shareholder is deemed to be a Shareholder of the Company. The names and addresses of the holders of the Shares shall be entered in the register. The Board of Directors may, after having heard the concerned holder of the shares, cancel entries which were based on untrue information.
2. The shareholders shall give notice to the Company of their domicile as well of any changes thereof.
3. The Company may issue its registered shares in the form of single certificates, global certificates and uncertificated securities. Under the conditions set forth by statutory law, the Company may convert its registered shares from one form into another form at any time and without the approval of the shareholders. The Company shall bear the cost of any such conversion.
4. If registered shares are issued in the form of single certificates or global certificates, they shall be signed by two members of the Board of Directors. Both signatures may be affixed in facsimile.
5. The shareholder has no right to demand a conversion of the form of the registered shares. Each shareholder may, however, at any time request a written confirmation from the Company of the registered shares held by such shareholder, as reflected in the share register.
6. Intermediated securities based on registered shares of the Company cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.

#### **Article 5**

**Transfer Limitations / Nominees**

1. The transfer of Shares, be it for ownership or usufruct purposes, is in any case subject to the approval of the Company. The approval is granted if the acquirer declares its name, address and nationality (for legal entities the registered office) on an application form provided by the Company and declares that it acquired the Shares in its own name and for its own account.
2. Any acquirer not expressly stating in its application form that the Shares have been acquired for its own account ("Nominee") may be entered as shareholder in the Share Register with voting rights for a maximum of 5% of the total outstanding share capital. In excess of this limit, registered Shares held by a Nominee will only be registered with voting rights, if such Nominee declares in writing that it is prepared to disclose the name, address and shareholding of any person for whose account it is holding 1% or more of the outstanding share capital. The limit of 5% shall apply correspondingly for Nominees who are related to one another through capital ownership or voting rights or have a common management or are otherwise interrelated.
3. The Company may, after having heard the affected holder of the shares, cancel entries which were based on untrue information. The acquirer must be informed of the cancellation immediately.

**Article 6****Preferential Subscription Right**

1. In the event of an increase of the share capital every existing shareholder is entitled to subscribe newly issued Shares in proportion to his existing shareholdings unless such preferential subscription right is excluded by these articles of association or the General Meeting of Shareholders.
2. Preferential Subscription rights which are not exercised shall be offered by the Board of Directors to other shareholders or third parties as it deems appropriate.
3. The Meeting of Shareholders may suspend the pre-emptive rights of the shareholders wholly or in part for a cause recognised by law.

### **III. Organisation of the Company**

#### **Article 7**

##### **Corporate Bodies**

1. The executive organs of the Company are:
  - a) the General Meeting of Shareholders;
  - b) the Board of Directors;
  - c) Compensation Committee;
  - d) the Statutory Auditors; and
  - e) the independent proxy.

##### **A. General Meeting of Shareholders**

#### **Article 8**

##### **Competence**

The General Meeting of Shareholders is the supreme body of the Company.

#### **Article 9**

##### **Ordinary General Meeting**

The Ordinary General Meeting of Shareholders shall be held each year within six months after the close of the fiscal year of the Company; at the latest twenty days before the meeting the business report, the compensation report and the report of the auditors shall be made available for inspection by the shareholders at the registered office of the Company.

#### **Article 10**

**Extraordinary General Meeting**

Extraordinary General Meetings of Shareholders shall take place upon request of the Board of Directors or the Auditors. Furthermore, Extraordinary General Meetings of Shareholders shall be convened upon resolution of a General Meeting of Shareholders or if it is required by one or more shareholders who are representing in the aggregate not less than one tenth of the share capital and submit a petition signed by such shareholder or shareholders specifying the items for the agenda and the proposals.

**Article 11****Convening of the Meeting**

1. General Meetings of Shareholders shall be convened by the Board of Directors at the latest twenty days before the date of the meeting. The meeting shall be convened by way of a notice appearing once in the official publication organs of the Company. Registered shareholders may also be informed by mail.
2. The notice of a meeting shall state the items on the agenda and the proposals of the Board of Directors and as the case may be of the shareholders who demanded that a General Meeting of Shareholders be convened and, in case of elections, the names of the nominated candidates.

**Article 12****Agenda**

1. One or more shareholders whose combined shareholdings represent the lower of one tenth of the share capital or an aggregate nominal value of at least 1 million Francs may demand that an item be included in the agenda of a General Meeting. Such a demand must be made in writing at the latest forty-five days before the meeting and shall specify the items and the proposals of such a shareholder.
2. No resolution shall be passed at a General Meeting on matters for which no

proper notice was given. This provision shall not apply to proposals to convene an Extraordinary General Meeting or to initiate a special audit.

### **Article 13**

#### **Chairperson and Minutes**

1. The General Meeting of Shareholders shall take place at the place designated by the Board of Directors. The Chairperson of the Board or in his absence a Vice-Chairperson or any other Member of the Board and designated by the Board shall take the chair.
2. The presiding officer shall appoint a secretary and the vote counters. The minutes shall be signed by the presiding officer and the secretary.

### **Article 14**

#### **Participation and Representation**

1. The Board of Directors shall provide for the rules regarding the participation and the representation at the General Meeting and determine the requirements for powers of attorney's and instructions.
2. A shareholder shall only be represented by his legal representative, another shareholder with the right to vote or by the independent proxy (unabhängiger Stimmrechtsvertreter).

### **Article 15**

#### **Voting Right**

Each share entitles the holder to one vote.



## **Article 16**

### **Resolutions and Elections**

1. Unless the law requires otherwise, the General Meeting passes resolutions and elections with the relative majority of the votes cast (whereby abstentions, blank or invalid ballots shall be disregarded for purposes of establishing the majority).
2. Resolutions and elections shall be taken either on a show of hands or by electronic voting, unless the General Meeting decides for, or the presiding officer orders, a secret ballot.
3. The presiding officer may at any time order to repeat an election or resolution taken on a show of hands with a secret ballot, if he doubts the results of the vote. In this case, the preceding election or resolution taken on a show of hands is deemed not having taken place.
4. If no election has taken place at the first ballot and if there is more than one candidate, the presiding officer shall order a second ballot in which the relative majority shall be decisive.

## **Article 17**

### **Powers of the General Meeting**

The following powers shall be vested exclusively in the General Meeting:

- a) to adopt and amend the Articles of Association;
- b) to elect the members of the Board of Directors, the Chairperson of the Board of Directors, the members of the Compensation Committee, the Auditors and the independent proxy;
- c) to approve the annual report and the consolidated financial statements;
- d) to approve the total amount of the compensation of the Board of Directors and of the management pursuant to article 28 of these Articles of Association;
- e) to approve the annual financial statements and to decide on the allocation of profits shown on the balance sheet, in particular with regard to dividends;
- f) to discharge the members of the Board of Directors and of the management;

- g) to pass resolutions concerning all matters which by law or the Articles of Association are reserved to the authority of the General Meeting.

## **B. Board of Directors**

### **Article 18**

#### **Composition and Term of Office**

1. The Board of Directors consists of 5 to 11 members.
2. The members of the Board of Directors and the Chairperson of the Board of Directors are individually elected by the Meeting of Shareholders for a term of office extending until completion of the next Annual General Meeting of Shareholders. Re-election is possible. If the office of the Chairperson of the board of Directors is vacant, the Board of Directors shall appoint a new Chairperson from among its members for a term of office extending until completion of the next Ordinary General Meeting of Shareholders.

### **Article 19**

#### **Constitution**

Except for the election of the Chairperson of the Board of Directors and the members of the Compensation Committee by the General Meeting, the Board of Directors organizes itself. It shall appoint from its members one or more Vice-Chairpersons. It shall also appoint its Secretary; the Secretary need not be a member of the Board of Directors.

### **Article 20**

#### **Convening of Meetings and Resolutions**

1. The rules of the meeting, the quorum (presence requirement) and the passing of resolutions by the Board of Directors are governed by the organisational regulations.

2. The Person chairing the Meeting has the casting vote.
3. Minutes of all meetings and resolutions of the Board of Directors shall be taken and signed by the Person chairing the Meeting and the Secretary.

## **Article 21**

### **Duties**

The Board of Directors is authorized to pass resolutions regarding all matters which are not reserved to another governing body of the Company by law, these Articles of Association or any regulations.

## **Article 22**

### **Delegation of Powers and Organisational Regulations**

1. The Board of Directors may delegate the management of the Company wholly or partly to one or more of its members or third parties (management) in accordance with Organisational Regulations.
2. The Board of Directors issues Organisational Regulations defining the exact powers of the Board of Directors and the responsibilities and duties of the management.

### **C. Compensation Committee**

## **Article 23**

### **Election, Term of Office**

The Compensation Committee consists of at least two members of the Board of Directors.

The members of the Compensation Committee are individually elected by the

General Meeting for a term of office extending until completion of the next Annual General Meeting of Shareholders. Re-election is possible.

If there are vacancies on the Compensation Committee, the Board of Directors shall appoint substitute members from among its members for a term of office extending until completion of the next Annual General Meeting of Shareholders.

The Compensation Committee shall organise itself. The Board of Directors shall elect its chairperson.

The Board of Directors shall draw up regulations establishing the organisation and decision-making process of the Compensation Committee.

## **Article 24**

### **Duties**

The Compensation Committee shall support the Board of Directors in establishing and reviewing the compensation strategy and guidelines and the performance objectives as well as in preparing the proposals to the General Meeting regarding the compensation of the Board of Directors and of the Management, and may submit proposals to the Board of Directors in other compensation-related issues.

The Board of Directors shall determine in regulations for which positions within the Board of Directors and the Management the Compensation Committee shall submit proposals for the performance metrics, target levels and the compensation to the Board of Directors, and for which positions of the Board of Directors and the Management it shall itself determine, in accordance with these Articles of Association and the compensation guidelines established by the Board of Directors, the performance metrics, target levels and the compensation.

The Board of Directors may delegate further tasks to the Compensation Committee that shall be determined in regulations.

## **D. Auditors**

### **Article 25**

#### **Election and Term of Office**

The Auditors, which shall be elected by the General Meeting of Shareholders each year, shall have the powers and duties vested in them by law.

### **Article 26**

#### **Duties**

1. The Statutory Auditors shall ascertain whether the accounting and the annual financial statements comply with the provisions of the law.
2. The General Meeting of Shareholders is entitled to extend the scope of the duties and competence of the Statutory Auditors at any time, provided that it does not assign the functions of the Board of Directors or such other functions which impair their independence.
3. The Statutory Auditors shall submit to the General Meeting of Shareholders a written report with the result of the audit of the annual financial statements and the proposal for the allocation of the profits. They shall recommend, as the case may be, the approval, with or without reservation, or the rejection of the annual financial statements.

## **E. Independent Proxy**

### **Article 27**

#### **Election and Term of Office**

The independent proxy is elected by the General Meeting. It may elect a substitute. In order to prevent a lack of organisation the independent proxy may be determined in exceptional cases by the Board of Directors.

The term office of the independent proxy ends with completion of the next Annual General Meeting of Shareholders. Re-election is possible.

A removal shall be effective as per the end of the General Meeting at which the independent proxy is removed.

#### **IV. Compensation of the Members of the Board of Directors and of the Management**

##### **Article 28**

###### **Approval of Compensation**

The General Meeting shall approve the proposals of the Board of Directors in relation to the maximum aggregate amounts of:

1. the fixed and variable compensation of the Board of Directors until the next Annual General Meeting of Shareholders; and
2. the fixed and variable compensation of the management for the period from 1 July of the current year until 30 June of the following year.

The Board of Directors may submit to the General Meeting for its approval proposals in respect of maximum aggregate amounts, several maximum partial amounts, the same or different periods and/ or for individual remuneration components and/ or in respect of additional amounts for special remuneration components, as well as additional conditional proposals.

Notwithstanding the preceding paragraphs, the Company or companies directly or indirectly controlled by it may pay out compensation prior to approval by the General Meeting subject to subsequent approval by a General Meeting. The Board of Directors shall submit the annual compensation report to an advisory vote of the General Meeting.

In the event the General Meeting does not approve a proposal of the Board of

Directors, the Board of Directors shall determine, taking into account all relevant factors, the respective (maximum) aggregate amount or (maximum) partial amounts, and submit the amount(s) so determined for approval by the same General Meeting, an extraordinary General Meeting or the next Annual General Meeting of Shareholders.

The compensation may be paid out by the Company or companies controlled directly or indirectly by it.

## **Article 29**

### **Supplementary Amount**

The Company or companies controlled directly or indirectly by it shall be authorized to pay to each person who becomes a member of the management or is being promoted within the management after the General Meeting has approved the compensation a supplementary amount during the compensation period(s) already approved if the compensation already approved is not sufficient to cover his/her compensation. The supplementary amount per each member of the management and the Chief Executive Officer and per each compensation period shall not exceed 40% of the maximum aggregate amount of fixed and variable compensation for the management last approved.

## **Article 30**

### **Compensation**

In addition to a fixed compensation, members of the Board of Directors and members of the management may be paid a variable compensation. This variable compensation may be based on corporate or individual performance as determined by the Board of Directors.

The performance criteria may be individual targets, targets of the Company, targets in relation to the market, other companies or comparable benchmarks, taking into account position and level of responsibility of the recipient of the variable compensation. The Board of Directors or, to the extent delegated to it, the Compensation Committee shall determine the relative weight of the performance criteria and the respective target values. It informs about it in the compensation report.

Compensation may be paid in the form of cash, shares, options, financial instruments or similar units or property or service. The Board of Directors shall determine grant, vesting, exercise and forfeiture conditions. In this determination, the Board of Directors take into account the Company's ability to recruit new talent and retain employees. In particular, these conditions may provide for continuation, acceleration or removal of vesting and exercise conditions, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events such as a change-of-control or termination of an employment or mandate agreement. The Company may procure the required shares through purchases in the market or, to the extent available, by using its conditional share capital.

Compensation may be paid by the Company or companies directly or indirectly controlled by it.

### **Article 31**

#### **Agreements with Members of the Board of Directors and of the Management**

The Company or companies controlled directly or indirectly by it may enter into agreements for a fixed term or for an indefinite term with members of the Board of Directors relating to their mandate and compensation. Duration and termination shall comply with the term of office and the law.

The Company or companies controlled directly or indirectly by it may enter into employment agreements for a fixed term or for an indefinite term with members of the management. Employment agreements for a fixed term may have a maximum duration of one year. Renewal is possible. Employment agreements for an indefinite term may have a termination notice period not exceeding twelve months.

Non-compete agreements for the time after termination of an employment agreement are permissible. Their duration shall not exceed one year. Their consideration shall not exceed per year the total annual compensation last paid to such member.



## **Article 32**

### **Mandates outside the Group**

No member of the Board of Directors and of the management may hold more than 5 additional mandates in listed companies. Furthermore no member of the Board of Directors and of the management may hold more than 8 additional mandates in non-listed companies.

Not subject to these limitations are:

1. mandates in companies controlled directly or indirectly by the Company or in concert with third parties or mandates in companies controlling directly or indirectly or in concert with third parties the Company;
2. mandates which a member of the Board of Directors or of the management holds at the request of the Company or of companies controlled directly or indirectly by the Company. No member of the Board of Directors or of the management may hold more than 10 of such mandates; and
3. mandates in associations, charitable organisations and foundations, trusts and employee welfare foundations. No member of the Board of Directors or of the management may hold more than 10 of such mandates.

Mandates shall mean mandates in the supreme governing or management body of a legal entity which is required to be registered in the commercial register or a comparable foreign register. Mandates in different legal entities that are under joint control or same beneficial ownership are deemed one mandate.

## **Article 33**

### **Loans and Pension Benefits other than Pension Schemes**

Loans to a member of the Board of Directors or of the management may only be granted by the Company or companies directly or indirectly controlled by it at market conditions and to the extent the total amount of loans to such member of the Board of Directors or of the management outstanding, including the loan to be granted, does not exceed two times total annual compensation last paid to such member.

Pensions paid by the Company or companies directly or indirectly controlled by it to former members of the Board of Directors or of the management other than pension schemes of the Company or any controlled or mandated company may not exceed 100% of the total annual compensation last paid to such member before retirement. Lump sum payments shall be calculated on the basis of recognised actuarial methods.

## **V. Business Year and Accounting**

### **Article 34**

#### **Business Year**

The beginning and the end of the business year shall be determined by the Board of Directors.

### **Article 35**

#### **Accounting and Profits**

1. The accounts of the Company shall be kept pursuant to general accepted commercial principles. The balance sheet, the income statement and the notes to the financial statements shall be drawn according to the accounting principles set forth by the law.
2. Subject to the applicable rules of the law, the profits shown on the balance sheet may be allocated by the General Meeting of Shareholders at its discretion.

## **VI. Dissolution and Liquidation**

### **Article 36**

#### **Dissolution and Liquidation**

1. The General Meeting of Shareholders may resolve the dissolution and liquidation of the Company in accordance with the provisions of the law and the Articles of Association.
2. The liquidation shall be carried out by the Board of Directors unless the Meeting of Shareholders appoints special liquidators.
3. Subject to particular resolutions of the General Meeting of Shareholders, the liquidation shall take place pursuant to Articles 742 et seq. CO. In particular, the liquidators shall be authorised to dispose freely of the assets.

## **VII. Official Notices and Announcements**

### **Articles 37**

#### **Publication**

Notices and announcements of the Company shall be made in the Swiss Commercial Gazette (Schweizerisches Handelsamtsblatt). The Board of Directors may determine additional publication media.

## **VII. Transitory Provisions**

### **Article 38**

#### **Contribution in kind**

According to the contribution in kind agreement dated 8, 11, 12, and 13 October 2004 the company takes over from Danmarks Grundforskningsfond, in DK-

København K; Jekoman ApS, in DK-Birkerød; MPM Holding ApS, in DK-København NV; Kjell Stenberg, in SE-Åkers Styckebruk; Carlsberg A/S, in DK-København V; Novo A/S, in DK-Bagsværd; Lønmodtagernes Dyrtidsfond, in DK-København K; Medicon Valley Capital Denmark K/S, in DK-København S; Medicon Valley Capital KB, in SE-Malmö; Dansk Kapitalanlæg A/S, in DK-København K; OTC Innovation 3, in Paris; INNOVEN 1999 FCPI n°3, in F-Paris; INNOVEN 2001 FCPI N°5, in F-Paris; INNOVEN 2002 FCPI n°6, in F-Paris; INNOVEN 2003 FCPI n°7, in F-Paris; FCPI POSTE INNOVATION, in F-Paris; FCPI POSTE INNOVATION 2, in F-Paris; FCPI POSTE INNOVATION 3, in F-Paris; FCPI POSTE INNOVATION 5, in F-Paris; FCPI POSTE INNOVATION 6, in F-Paris a total of 4'311'583 registered shares of Combio A/S, in Coopenhagen, with nominal value of DKK 1.-- corresponding to 100 % of the share capital. As consideration the contributors in kind get 1'865'030 fully paid-in registered Preferred Shares Series C of CHF 0.20 nominal value for the price CHF 30'399'989.--. The value exceeding the nominal value of the newly issued Shares shall be booked as share premium.

### **Article 39**

#### **Contribution in kind**

According to the contribution in kind agreements dated 10 August 2007 the company takes over from Varuma AG, Basel, Mr. Werner Henrich, Binningen, Mr. Alfredo Bruno, Biel-Benken, Mr. Anton Ticktin, Brighton & Hove / UK and Mr. Christian Frei, Münchenstein, a total of 108'751 registered shares, with nominal value of CHF 1.-, and 200'000 registered shares A, with nominal value of CHF 1.-, of TLT Medical Ltd, Reinach/BL, corresponding to 100 % of the share capital of TLT Medical Ltd. As consideration the contributors in kind receive a total of 52'820 fully paid-in registered shares of the company, with nominal value of CHF 0.20 for the price of CHF 38.21, whereas of said registered shares Varuma AG receives 37'652, Mr. Werner Henrich 12'551 and Mr. Alfredo Bruno 2'617. At the occurrence of certain conditions, further payments to the contributors in kind at the maximum amount of CHF 55 million will become due. The value exceeding the nominal value of the newly issued registered shares shall be booked as share premium.

## Article 40

### Contribution in kind

According to the contribution in kind agreement dated 11 December 2009 the company takes over from Peteris Alberts, Helsingborg/Sweden, Aravis General Partner Ltd, Cayman Islands/UK, Roberto Archila Diaz, Basel/Schweiz, Astellas Venture Capital LLC, Menlo Park/USA, Auriga Partners (Auriga Ventures III), Paris/France, Baltisches Haus Limited, Vilnius/Lithuania, Florian Bauer, Matieland/South Africa, BioMedInvest-II L.P., Channel Islands/UK, Jay Birnbaum, New Jersey/USA, Thiamo Bousseemghoune, Pfastatt/France, Federico Michele Brianza, Riehen/Schweiz, Andreas Crameri, California/USA, Dansk Innovations-investering P/S, Copenhagen/Denmark, Keith Dawson, Jouxten-Mezery/Schweiz, Usha Deshpande, Hyderabad/India, Alexander Archibald Dobbie, Glasgow/UK, Entrepreneurs Fund, St Helier, Jersey, Evolva Ltd., Allschwil/Schweiz, Bengt Falk, Uppsala/Sweden, Christophe Folly, Basel/Schweiz, Stanley Goldmann, California/USA, Neil Goldsmith, Delémont/Schweiz, Franziska Grassinger, Basel/Schweiz, Esben Halkjaer Hansen, Frederiksberg C/Denmark, Jakob Dynnes Hansen, Basel/Schweiz, Jorgen Hansen, Frederiksberg/Denmark, Anders Hansson, Basel/Schweiz, Daniel Hari, Basel/Schweiz, Denise Harney, Saint Louis/France, Trine Hefsgaard Green, Basel/Schweiz, Jutta Heim, Ramllinsburg/Schweiz, Steen Helde Hemmingsen, Allerod/Denmark, Hoiberg ApS, Copenhagen/Denmark, Melya Hughes Crameri, California/USA, Michael Janes, Hesingue/France, Sanne Jensen, Frederiksberg/Denmark, Max Kaufmann, Corseaux/Schweiz, Julia Klopp, Basel/Schweiz, Philipp Knechtle, Basel/Schweiz, Gertrud Kock, Roskilde/Denmark, Charlotte Kristensen, Lynge/Denmark, Karsten Kristiansen, Broby/Denmark, Pascal Longchamp, Basel/Schweiz, Henrik Malmos, Praesto/Denmark, Milena Maver, Basel/Schweiz, Jean-Philippe Meyer, Mulhouse/France, Mona Lisa Capital SA, Bern/Schweiz, Panchapagesa Muthuswamy Murali, Coimbatore/India, Dafina Mustafa, Liestal/Schweiz, Michael Naesby, Basel/Schweiz, Curt Aime Friis Nielsen, Basel/Schweiz, Soren Nielsen, Allerod/Denmark, Garry Nolan, California/USA, Novartis Bioventures Fund, Bermuda/UK, Thomas Ostergaard Tange, Basel/Schweiz, Charlotte Overup, Kastrup/Denmark, Martin Pedersen, Bagsvaerd/Denmark, Phytera Inc, Massachusetts/USA, Sakkie Pretorius, SA Glen Osmond, Adelaide/Australia, Paul Rainey, Auckland/New Zealand, Nina Rasmussen, Hvidovre/Denmark, Renaissance PME fondation suisse d'investissement, represented by Vinci Capital Switzerland SA, Lausanne/Schweiz, Grethe Rose, Vieux-Ferrette/France, Ariel Ruiz Altaba, New

York/USA, Kjell Sakariassen, Biella BI/Italy, Giovanni Salerno, Freiburg/Deutschland, Gerhard Sandmann, Oberursel/Deutschland, Alexandra Santana Sorensen, Allschwil/Schweiz, Markus Schwab, Lörrach/Deutschland, Giora Simchen, Jerusalem/Israel, Ernesto Simon Vecilla, California/USA, Willam Stemmer, California/USA, Isabelle Stöcklin, Basel/Schweiz, Sunstone Life Science Ventures Fund I K/S acting through its general partner Sunstone LSV General Partners I ApS, Copenhagen/Denmark, Symbion Capital I a/s, Kgs. Lyngby/Denmark, Joan Thuun Hansen, Skaevinge/Denmark, Tanja Thybo Frederiksen, Kobenhavn O/Denmark, Olca Titiz, Basel/Schweiz, Jean-Philippe Tripet, Zürich/Schweiz, Richard Ulevitch, California/USA, Stephan van Sint Fiet, Zürich/Schweiz, Wellington Partners Ventures III Life Science Fund LP, Channel Islands/UK, Wellington Partners Ventures III Life Science Network Fund LP, Channel Islands/UK, Donna Williams, Huningue/France, Heino Agerskov, Hillerod/Denmark, Claude Ammann, Epalinges/Schweiz, CVDC, Basel/Schweiz, Jean Luc Niedergang, Guebwiller/France, Iris Tripet, Zürich/Schweiz, Anne Katrine Winteroe, Copenhagen/Denmark, Yulia Yakovleva, Basel/Schweiz 318,477 registered shares and preferred registered shares with nominal value of CHF 20.-- each of Evolva SA, in Allschwil, corresponding to 100% of the share capital of Evolva SA. As consideration, the contributors in kind mentioned above receive a total of 117,836,490 fully paid-in registered shares of the company with nominal value of CHF 0.20 each for the price of CHF 0.369 each. The value exceeding the nominal value of the newly issued registered shares shall be booked as share premium.

## **Article 41**

### **Intended Acquisition of Assets**

After the capital increase dated 12 December 2014, the Company intends to acquire from the current owners all equity securities in Allylix, Inc. (**Allylix**) for an aggregate consideration of 46,000,000 newly created shares; as a result of this transaction, Allylix will be a wholly-owned subsidiary of the Company. The 46,000,000 newly issued shares will be subscribed by Evolva SA, a wholly-owned subsidiary of the Company, and will be used in connection with the transaction as follows: part of these 46,000,000 shares, currently estimated at 5,773,325 shares, will be sold after closing of the transaction to offset certain liabilities and transaction expenses of Allylix. Further 2,300,000 of the 46,000,000 shares will be held back for 18 months after closing of the transaction to secure potential

indemnification obligations of Allylix's security holders under the transaction agreement. The remaining shares will be transferred to the Allylix security holders. At the closing price of the shares of the Company on the SIX Swiss Exchange Ltd. as per 11 December 2014, 46,000,000 shares are valued at CHF 59,800,000.

Basel, 30 January 2020