

Articles of Association

March 22, 2013

I. Document Structure

Art. 1 Content

These Articles of Association comprise the following sections:

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Art. 2 Indication

For reasons of readability only the male form is used in this document although these Articles of Association address all members, males and females.

II. Company Name, Registered Office and Purpose

Art. 3 Name und registered office

Under the business name of [*company name*] Cooperative exists an association of unlimited duration registered as „Genossenschaft“ (hereinafter called Cooperative) in the Commercial Register with its registered office in Geneva.

Art. 4 Purpose

The Cooperative's purpose is to promote in the main the business, personal and social interests of its members with regard to safety, accessibility, use and value (economic and other) of their health data whether generated in the management of illness or the promotion of well being, and to advance relevant stakeholder's interests, in particular the public interest by furthering health data accessibility to enhance medical research.

The Cooperative may establish branches and subsidiaries in Switzerland and abroad; it may participate in other companies in Switzerland and abroad. It may acquire, hold and sell real estate and carry out economic, financial, commercial and any other activity, which is directly or indirectly connected to the Cooperative's purpose.

III. Unit Capital and Liabilities

Art. 5 Unit Capital

The Cooperative forms a unit capital, which is divided into unit certificates with a nominal value of 100 (one hundred) Swiss Francs each.

Unit certificates convey the right (1) to a proportion of (a) the Cooperative's net profit, subject to Article 16 below, and (b) the residual value upon liquidation, and (2) to subscribe for new unit certificates, any other resolution of the General Meeting being reserved.

The Board of Directors defines the terms of issue.

Art. 6 Liabilities

The cooperative's assets alone are liable for the payment of its debts. Members are not affected by any personal liability.

IV. Membership

Art. 7 Admission requirements

Membership is limited to individuals who:

- a) made their data available on the Cooperative users platforms for use within the Cooperative's purpose and according to the terms and conditions of those platforms; and
- b) acquired at least one unit certificate with a nominal value of 100 (one hundred) Swiss Francs.

Art. 8 Admission

Applicants become members following submission of a written application of membership and acceptance of such application by the Cooperative.

The Cooperative may refuse an application without having to give any reason for such a refusal.

Art. 9 Register of members

A register of members is kept at the registered office of the Cooperative. Only individuals entered in the list shall be considered as members of the Cooperative. Members have the right to inspect the list.

Art. 10 Termination of membership

Membership shall be terminated by:

- a) Voluntary resignation;
- b) Exclusion;
- c) Death of a member, subject to Article 14 below.

Art. 11 Voluntary resignation

Members may ordinarily resign from the Cooperative as per the end of a financial year.

Resignations of membership have to be submitted in writing to the Cooperative at least six months before the end of the financial year.

Art. 12 Exclusion

Members who no longer fulfil the admission requirements, contravene the Articles of Association or any other regulation of the Cooperative or act in any other way against the Cooperative's interests may be excluded.

Exclusion of members shall be within the competence of the Board of Directors, the members excluded having the right to appeal to the General Meeting within 30 days. The exclusion is immediate, unless a resolution to the contrary is adopted by the General Meeting.

Art. 13 Claims of resigned and excluded members

Resigned and excluded members have the right of return of the intrinsic value, in the maximum the nominal value of the unit certificates after the approval of the financial statements of the second financial year following their resignation or exclusion.

The members concerned shall not be entitled to further claims on the Cooperative's assets.

Art. 14 Death of a member

On the death of a member, membership passes automatically to the member's heirs (legal successors).

V. Organisation

Art. 15 Governing bodies

The following shall constitute the governing bodies of the Cooperative:

1. General Meeting;
2. Board of Directors;
3. Executive Board;
4. Audit.

1. General Meeting

Art. 16 General Meeting

The General Meeting is the supreme authority of the Cooperative. Its responsibilities are:

- a) to adopt and amend the Articles of Association;
- b) to elect and dismiss the members of the Board of Directors;
- c) to elect and dismiss the Auditors;
- d) to approve the annual report, the annual accounts and the financial statements;
- e) to take decisions pertaining the use and/or distribution to unit certificate holders of the net profits;
- f) to grant discharge to the members of the Board of Directors and of the Executive Board;
- g) to decide on the dissolution of the Cooperative;
- h) to handle appeals against resolutions of the Board of Directors;
- i) to pass resolutions regarding issues which are reserved to the General Meeting by law or the Articles of Association or which are presented by the Board of Directors or by the members of the Cooperative.

Art. 17 Ordinary General Meeting

The Ordinary General Meeting shall be held by 30 June each year at the latest and shall be called by the Board of Directors.

Notice of the Ordinary General Meeting shall be given at least 20 days before the meeting takes place by publication and by letter (not registered) or e-mail to the members of the Cooperative.

Art. 18 Extraordinary General Meeting

Extraordinary General Meetings shall be called by the Board of Directors and, if necessary, by the Auditors.

10% of the Cooperative's members are also entitled to request an Extraordinary General Meeting in writing, setting forth the items and the proposals to be submitted. The Board of Directors shall call the Extraordinary General Meeting within 8 weeks of the above mentioned request.

Notice of the Extraordinary General Meeting shall be given at least 20 days before the meeting takes place by publication and by letter (not registered) or e-mail to the members of the Cooperative.

Art. 19 Agenda

The Board of Directors shall state in the notice the agenda items and the proposals of the Board of Directors and, in case of an Extraordinary General Meeting, of those members who have requested that a meeting be called or that a particular agenda item be included in the agenda.

Art. 20 Requests for agenda items

Requests for agenda items must be sent by registered mail to the registered office of the Cooperative, in case of an Ordinary General Meeting until 31 March, in case of an Extraordinary General Meeting 10 days prior to such meeting. The Cooperative's members will be informed on the proposal received by letter (not registered) or by e-mail.

Art. 21 Chairman, scrutineers, secretary and minutes

The Chairman of the Board of Directors or in his absence another member of the Board as designated by the Board of Directors shall chair the General Meeting.

The person chairing the General Meeting shall appoint the scrutineers and the secretary.

Minutes of the General Meeting shall be signed by the Chairman and the secretary and shall be subject to approval of the next General Meeting. The Cooperative's members have the right to inspect the minutes at the registered office of the Cooperative, and by other means as determined by the Board of Directors. The members can exercise their right within a quarter following approval by the General Meeting.

Art. 22 Voting Rights

The voting rights of the members of the Cooperative shall be equal and no member shall have more than one vote upon each matter submitted to a vote at the General Meeting.

A member who is absent from a General Meeting may appoint any member to act as their proxy, however, an authorised representative shall not represent more than one other member.

Art. 23 Quorum

The General Meeting may pass resolutions and carry out elections by an absolute majority of the votes validly cast, except where the law requires otherwise.

As regards voting on revisions of the Articles of Association, on mergers and on dissolution of the Cooperative, a threshold of two thirds of the votes validly cast is required.

Motions and elections shall be decided by open vote unless the Chairman shall order or at least 10% of the members present or represented shall require a written ballot.

Should the result of an open vote or election be unclear, the Chairman may order that the vote or election be repeated in written form; in this case only the result of the written vote shall count.

In a directive, the Board of Directors may set forth the acceptance of voting and elections by equivalent procedures (e.g. electronically) maintaining the principle of presence.

2. Board of Directors

Art. 24 Members of the Board of Directors

The Board of Directors shall consist of at least three members. The majority of them have to be members of the Cooperative.

Each member of the Board of Directors is elected individually by the General Meeting; subsequently the Board of Directors constitutes itself.

Art. 25 Term of office

The ordinary term of office of each of the members of the Board of Directors shall be 2 years. Re-election is permissible.

The term of office limit for each of the members of the Board of Directors shall be 12 years. Re-election is permissible, at the earliest 2 years after resignation.

Art. 26 Duties and powers

The Board of Directors has the following non-delegable duties:

- a) to ultimately direct the Cooperative and issue necessary regulations and directives;
- b) to establish the organisational framework;
- c) to provide the accounting, financial control and financial planning;
- d) to appoint and remove the persons entrusted with the management and representation of the Cooperative and to grant signatory power;
- e) to ultimately supervise the persons entrusted with the management, in particular, with respect to compliance with the law, the Articles of Association, regulations and directives;
- f) to compile the annual report;
- g) to prepare and call the General Meeting and carry out the resolutions;
- h) to exclude members and to provide the register of members;
- i) to define the terms of issue of the unit certificates and to propose to members at the General Meeting the annual dividends on the unit certificates;
- j) to propose the Auditors to be elected by the General Meeting;
- k) to handle appeals against resolutions of the Executive Board.

In addition the Board of Directors is authorised to pass resolutions concerning all matters of the Cooperative that by law or these Articles of Association or any other regulation are not within the sole remit of the General Meeting and/or any other governing body of the Cooperative.

Art. 27 Delegation of powers

The Board of Directors shall, within the bounds of the law, delegate duties or powers wholly or in part to one or several individuals, to committees of the Board, to individual members of the Board or to the Executive Board.

The delegation of duties and powers will be defined in the Cooperative Bylaws.

Art. 28 Meetings

The Chairman of the Board of Directors calls the meetings, lists the agenda and chairs the meeting.

The Board of Directors meets as often as the business of the Cooperative requires, but at least four times a year.

Each member of the Board of Directors is entitled to request the calling of a meeting by giving written notice to the Chairman and by stating the agenda items. If the application is not granted within 14 days, the member concerned may call the meeting by himself.

Art. 29 Resolutions and quorums

Board of Directors Meetings shall be quorate if the majority of its members are present.

The Board of Directors adopts its resolutions and carries out its elections by the absolute majority of the votes of the present members; voting by proxy is not allowed; the Chairman votes as well and has the casting vote in case of a tied vote.

The Chief Executive Officer (CEO) and other members of the Executive Board, as appropriate and invited by the Board of Directors, may take part at the meetings of the Board of Directors with an advisory vote.

Board of Directors Meetings can be held physically, by telephone or by video conference.

In urgent cases, voting may take place by letter or e-mail, without a Board of Directors meeting being held (circulated vote), provided the majority of the members of the Board of Directors are reachable and no Board of Directors member opposes this procedure.

Art. 30 Representation of the Cooperative, signatory powers

The Board of Directors appoints and removes the persons entrusted with representation of the Cooperative and grants signatory power; individuals entitled to sign shall sign collectively in pairs.

3. Executive Board

Art. 31 Organisation, duties and powers

The Executive Board is the executive body of the Cooperative and shall be responsible for the operative business; it reports directly to the Board of Directors.

Organisation, duties and powers of the Executive Board will be defined in the Cooperative Bylaws.

4. Audit

Art. 32 Auditors

The Auditors shall be elected by the General Meeting for a term of one year. Re-election is permissible.

The duties of the Auditors are determined by law.

VI. Financial Year

Art. 33 Financial year

The annual accounts shall be closed at the 31 December of each year.

VII. Dissolution and Liquidation

Art. 34 Liquidation

In the event of dissolution of the Cooperative, once the liabilities have been paid off, any balance of assets remaining shall be equally distributed among the unit certificates holders.

Members of the Cooperative shall not be entitled to further claims on the Cooperative's assets.

VIII. Place of Jurisdiction

Art. 35 Jurisdiction

The place of jurisdiction on the Cooperative matters between members and the Cooperative or its governing bodies, as well as between the Cooperative and its governing bodies, or between the governing bodies themselves shall be at the registered office of the Cooperative unless the Cooperative decides to prosecute its governing bodies or members at their regular place of jurisdiction.

IX. Official Notices and Announcements

Art. 36 Official notices and announcements

The official medium for publications of the Cooperative is the Swiss Commercial Gazette ("Schweizerisches Handelsamtblatt").

Announcements to the members of the Cooperative required by law or by the Articles of Association shall be done by (not registered) letter or by e-mail and sent to the address listed in the register of members at the time the letter or the e-mail was sent.

The annual report and the audit report are available at the registered office of the Cooperative, and by other means as determined by the Board of Directors.

X. Final Regulations

Art. 37 Entry into force

These Articles of Association entered into force *[date]*.

[Place and Date of issue]

The Chairman:

The Secretary: