

Enclosure "A" to the deed dated 5 July 2022 Vol. No. 74785/15502  
ARTICLES OF ASSOCIATION

CORPORATE NAME, REGISTERED OFFICES, CORPORATE PURPOSE  
AND DURATION

Article 1.) *Corporate name.*

An Italian joint-stock company (*società per azioni*) has been established under the name:  
"4Science S.p.A."

Article 2.) *Registered offices.*

The company has its registered offices in Milan.

Article 3.) *Corporate purpose.*

The company's corporate purpose involves:

- the management and sale of communication services and related activities, including those of design, management, maintenance, integration and sale of telecommunications and IT products, services, networks and systems, and ICT (Information Communication Technology) solutions in general;
- the supply of services for design, financing, implementation, maintenance and development of digital activities in the field of scientific research and data analysis in the various economic sectors, as well as the supply of technological tools, hardware and software useful for these projects or in any case necessary for the above-mentioned activities;
- the performance of activities related to those indicated in the previous paragraphs, including publishing, advertising, information technology, telematics and, in general, commercial, financial (not vis-à-vis the general public), research, training and consulting activities;
- the acquisition of equity investments in companies or firms which perform activities falling within the corporate purpose or in some way connected with or similar to such activities.

Within the limits and the conditions established by law, the company can perform all the commercial, industrial and financial, property and real-estate transactions considered necessary or useful for the pursuit of the corporate purpose, including the issue of secured and unsecured guarantees, also in the interest of third parties, as well as the taking out mortgages and loans (not vis-à-vis the general public). In any case, the exercise of reserved activities and financial activities vis-à-vis the general public is strictly excluded.

Within the limits indicated above, the company may also acquire permanent investments in other Italian or foreign companies.

The corporate purpose therefore excludes the collection of savings from the general public, the exercise vis-à-vis the general public of the activities referred to in Article 106 of Italian Legislative Decree No. 385 dated 1 September 1993, investment services pursuant to Italian Legislative Decree No. 58 dated 24 February 1998, professional and trust activities and every other activity reserved by law for specific parties.

Article 4.) *Duration.*

The duration of the company is established until 31 December 2050.

Article 5.) *Domicile of the shareholders.*

With regard to their dealings with the company, the domicile of the shareholders, understood to be

the address, fax number and e-mail address, is that emerging from the shareholders' register, unless a different election of domicile is communicated in writing to the management body.

## SHARE CAPITAL AND SHARES

### Article 6.) *Share capital and shares.*

The share capital amounts to Euro 50,000.00 (fifty thousand point nought nought) and is represented by 5,000,000 ordinary shares without indication of the par value.

If issued, special class "A" shares have the same rights as ordinary shares, and are also endowed with the special feature of converting into ordinary shares, without an increase in share capital, at the ratio of 10 ordinary shares for every special share at the same time the share capital increase referred to in point (ii) below is closed.

The shares are issued in electronic form.

In the event of a share capital increase, shares may be allotted to an extent that is not proportional to the contributions, provided that the shareholders concerned have given their consent.

Ordinary shares are name-registered, freely transferrable and indivisible. Each ordinary share carries the right to one vote.

On 5 July 2022 the company resolved:

(i) to increase the share capital against payment, in tranches, at par and thus for a price equal to the implied issue accounting par value of Euro 0.01, excluding option rights pursuant to Article 2441.5 of the Italian Civil Code, to be offered under subscription to parties that collaborate in raising capital, in defining the listing transaction, and in providing assistance throughout the valuation and listing process of the Company on the Vienna market, to be identified by the Board of Directors, for a maximum nominal amount of Euro 1,000.00, by means of the issue of a maximum of 100,000 special class "A" shares, with regular dividend rights, to be freed up in cash; with the final subscription date on 30 September 2022;

(ii) to increase the share capital against payment, in tranches, excluding option rights, to be offered under subscription to third party investors, in the absence of the instructions regarding the public offering of financial instruments, for a maximum of Euro 2,800,000.00, including share premium, by means of issuing a maximum of 1,000,000 ordinary shares, with accounting par value of Euro 0.01, to be freed up in cash, envisaging that the subscribers of said increase who maintain their shares for a period of at least thirty-six months from the subscription date, shall be assigned new ordinary shares free-of-charge, without a share capital increase, in the ratio of one new share for each 5 shares subscribed and maintained for the aforesaid period; with the final deadline of the increase on 30 September 2022 and with the provision that, if on said date the capital increase has not been subscribed in full, the share capital shall in any event be considered to have increased further to the subscriptions taken, and as from the date of the same;

(iii) to increase the share capital against payment, in tranches, excluding option rights pursuant to Article 2441.5 and 2441.8 of the Italian Civil Code for a maximum nominal Euro 2,500.00, by means of the issue of a maximum of 250,000 ordinary shares, with regular dividend rights, to be free up in cash, to serve a stock option plan in favour of the members of the Board of Directors, employees and associates of the company, to be arranged by the Board of Directors in compliance with the matters resolved by the same general meeting; with final subscription date on 31 December 2025.

*Article 7.) Contributions, loans and categories of shares.*

Contributions by shareholders may concern sums of money, assets in kind or receivables, according to the resolutions of the shareholders' meeting.

Shareholders may finance the company with interest or non-interest bearing payments, towards capital or for other purposes, also with the obligation to repay, in accordance with the current legislative and regulatory provisions.

Within the limits established by law, and in accordance with the provisions of Articles 2348 and 2350 of the Italian Civil Code, the extraordinary shareholders' meeting may resolve to issue categories of preference shares, categories of shares with different rights also with regard to the incidence of losses, or shares without voting rights, with multiple voting rights where not prohibited by special laws or limited to particular topics, or with voting rights subordinate to the occurrence of particular conditions that are not merely arbitrary.

Pursuant to Articles 2346.6 and 2349.2 of the Italian Civil Code, the extraordinary shareholders' meeting may resolve the issue of financial instruments with dividend rights or also administrative rights, excluding the right to vote during general shareholders' meetings.

*Article 8.) Transferability of shares.*

The shares are freely transferable.

*Article 9.) Withdrawal.*

Shareholders have the right to withdraw in the cases and with the effects envisaged by law.

The right to withdraw is not due in the event of extension of the duration of the company and in the event of introduction, amendment and removal of restrictions on the circulation of the shares.

## GENERAL SHAREHOLDERS' MEETINGS

*Article 10.) Calling.*

General meetings shall be called by registered letter with advice of receipt, which must be received by the shareholders at least eight days before the meeting, or by e-mail sent to the shareholders at least eight days before the meeting, provided that the shareholders have communicated their respective e-mail address.

Alternatively, and in any case where required by law, the notice of calling shall be published in the Official Gazette of the Italian Republic or in one of the following daily newspapers: "Il Sole 24 Ore", "MF - Milano Finanza", "Italia Oggi".

General meetings can also be called outside the Municipality in which the registered offices are located, provided that they take place in the European Union, the United Kingdom or Switzerland.

Ordinary meetings called for the approval of the financial statements must be called within 120 days of the end of the accounting period, or, in the cases envisaged by Article 2364.2 of the Italian Civil Code, within 180 days of the end of the accounting period.

Even in the absence of formal calling, the meeting satisfies quorum requirements if the requisites of

the law are met.

*Article 11.) Participation and voting.*

Shareholders who have the right to vote can take part in general meetings. They are legitimised by means of a communication sent by the intermediary admitted to the centralised management system, pursuant to the provisions in force, certifying ownership of the shares and voting right. The notice must be received at the registered offices no later than the non-working day preceding the day fixed for the Shareholders' Meeting, unless a different legal provision applies.

Pursuant to Section 2370.4 of the Italian Civil Code, participation in the shareholders' meeting may take place by means of telecommunication facilities, within the limits of that which may be set forth in the notice of calling and in the manner permitted by the chairman of the meeting. It may be established in the notice of calling that the meeting shall be held exclusively by means of telecommunication facilities, omitting the indication of the physical location of the meeting.

Unless otherwise laid down, participation and voting are disciplined by law.

*Article 12.) Chairman.*

Meetings are chaired by the chairman of the Board of Directors or, in the event of his absence or unavailability, by the individual elected by means of vote of the majority of those present. Functions, powers and duties of the chairman are disciplined by law.

*Article 13.) Majorities.*

The resolutions of ordinary and extraordinary meetings are adopted with the majorities required by law.

*Article 14.) Minute taking.*

The meetings are recorded in minutes drawn up by the secretary, appointed by the meeting, and signed by the chairman and the secretary.

In the cases disciplined by law or when the management body or the chairman of the meeting deems it appropriate, the minutes are drawn up by a Notary Public. In this event, the assistance of the secretary is not necessary.

## MANAGEMENT BODY

*Article 15.) Number, duration, remuneration and appointment of the directors.*

The company is managed by a Board of Directors, which remains in office for the period fixed by the general meeting resolution appointing the same, up to a maximum of three accounting periods. Its members fall from office as of the date of the meeting called for the approval of the financial statements relating to the last accounting period of their office, without prejudice to the causes of cessation and forfeiture envisaged by the law and these articles of association.

The Board of Directors can be made up of a variable number of directors ranging from a minimum of 3 (three) and a maximum of 9 (nine) members, at the discretion of the general meeting. The directors are due the reimbursement of the costs incurred for the performance of their functions. The ordinary general meeting may also grant the directors a fee and an end of mandate indemnity, also

under the form of an insurance policy. The meeting can determine an overall amount for the remuneration of all the directors, including those appointed for particular offices, to be divided up by the board in accordance with the law. The management body has the faculty, without prejudice to the concurrent competence of the extraordinary shareholders' meeting, to adopt resolutions concerning mergers and spin-offs in the cases envisaged by Articles 2505 and 2505 *bis* of the Italian Civil Code, the establishment or closure of secondary offices, the indication of which of the directors shall represent the company, the reduction of the share capital in the event of withdrawal of a shareholder, adaptations of the articles of association to regulatory provisions, the transfer of the registered offices within Italy, all pursuant to Article 2365.2 of the Italian Civil Code.

The appointment of the directors is carried out by the general meeting with the legal majorities. If, due to resignation or any other cause, the majority of the directors appointed by the general meeting should cease to hold office, the entire board of directors shall be deemed to have fallen from office, and the directors remaining in office shall urgently call the general meeting to appoint a new management body.

*Article 16.) Chairman and appointed bodies.*

The board must appoint a Chairman from amongst its members if the general meeting has not taken steps to do so at the time of appointment of said board.

If it deems it appropriate, the board may also appoint a deputy chairman, with substitute powers with respect to the chairman, as well as one or more directors with delegated powers and an executive committee, determining their functions and powers, within the limits envisaged by law.

*Article 17.) Board resolutions.*

The board meets, also outside the registered offices provided that the location is in the European Union, the United Kingdom or Switzerland, whenever the chairman deems it appropriate, as well as when requested by at least one third of the directors in office.

The board is called by the chairman by means of a notice sent via e-mail or other means that ensures timely receipt, at least three days before the meeting, or, in the event of urgency, at least twenty-four hours before the meeting. Board meetings, otherwise called, will still be valid if all the directors and statutory auditors in office attend.

With regard to the validity of the board resolutions, the effective presence of the majority of the directors and the favourable vote of the majority of those present are necessary. In the event equal votes are cast, the vote of whomever chairs the meeting prevails.

Pursuant to Article 2388.1 of the Italian Civil Code, participation in board meetings may take place by means of telecommunication facilities, within the limits of that which may be set forth in the notice of calling and in the manner permitted by whomever chairs the meeting. It may be established in the notice of calling that the board meeting shall be held exclusively by means of telecommunication facilities, omitting the indication of the physical location of the meeting.

Article 18.) *Management powers.*

The management body has the widest powers for the ordinary and extraordinary business of the company, with the faculty to carry out all the acts deemed appropriate for the achievement of the corporate purpose, excluding only those reserved for the general meeting by law. In the event of the appointment of directors with delegated powers or the executive committee, they shall be vested with the management powers assigned to them at the time of their appointment.

Article 19.) *Powers of representation.*

The power to represent the company in dealings with third parties and before the legal authorities is the responsibility of the chairman of the board of directors, without any limit, as well as, if appointed, the deputy chairman, within the limits established by the resolution of appointment.

In the event of the appointment of directors with delegated powers, they shall be vested with the representation of the company within the limits of their management powers. Within the same limits, the power of representation is granted to the chairman of the executive committee, if any.

The representation of the company is also the responsibility of the general manager, the directors, the executive officers and the legal representatives, within the limits of the powers granted to them at the time of appointment.

Audit Body and Official Audit of the Accounts

Article 20.) *Audit Body.*

The management of the company is supervised by a board of statutory auditors, consisting of three acting members and two alternate members, appointed by the general shareholders' meeting with the legal majorities and functioning in accordance with the law, whose meetings may be held by means of telecommunication facilities, in accordance with the matters established with regard to board meetings.

The statutory auditors must possess the legal requirements, with particular regard to those laid down in relation to their official accounts audit function.

Article 21.) *Official audit of the accounts.*

The official audit of the accounts is performed by an official auditor or an official auditing firm enrolled in the specific register, or, pursuant to Article 2409 bis, section 2 of the Italian Civil Code, depending on the choice of the ordinary shareholders' meeting, unless prevented by law and within the limits provided for therein, by the audit body referred to in the preceding article.

The alternative permitted in relation to the ordinary shareholders' meeting may not, in any case, lead to the revocation of the current audit appointment, except in observance of the limits and requirements established by law.

FINANCIAL STATEMENTS AND PROFITS

Article 22.) *Accounting periods and drawing up the financial statements.*

The accounting periods end on 31 December of each year.

At the end of each accounting period, the management body takes steps to draw up the financial statements, with the faculty to adopt the abridged form in the cases envisaged by law.

*Article 23.) Dividends.*

The profits emerging from the financial statements approved by the general meeting, after deduction of the portion allocated to the legal reserve, may be distributed to the shareholders or allocated to the reserve, according to the resolution of the general meeting.

If the conditions and prerequisites required by law are met, the company may distribute interim dividends.

WINDING-UP

*Article 24.) Appointment of the liquidators.*

In the event of the winding-up of the company at any time or for any reason, the general meeting appoints one or more liquidators and resolves in accordance with the law.

Signed Filippo Zabban