



Statutes

CH-270.7.022.678-7

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I. Name, Registered Office and Purpose of the Foundation

1. Name and registered office

A foundation in accordance with Art. 80 (eighty) ff. of the Swiss Civil Code exists under the name of

"Roche Organ Transplantation Research Foundation"

which has its registered office in Basel.

The foundation is entered in the Company Register for Basel-Stadt and is subject to regulation by the appropriate authority.

2. Purpose

The purpose of the foundation is the advancement of science in the field of organ transplantation, particularly by financial support for research programmes.

In particular, support will be provided for academic staff at universities, transplant centres and research institutes.

The ultimate objective of the research supported will be to improve organ transplant results.

The results of the research activities supported will be published annually by the foundation in a yearbook.

3. Regulation

The Board of Trustees may regulate the implementation of the purposes of the foundation in detail through Regulations. They must be submitted to the regulatory authority.

II. Foundation Assets

4. Start-Up Capital, Capital Increase

The founder will donate the sum of CHF 2,500,000 (in words: two million, five hundred thousand Swiss francs) to the foundation as start-up capital.

The following amounts will be donated by the founder during the following years:

1999 the sum of CHF 5,000,000 (in words five million Swiss francs)

2000 the sum of CHF 5,000,000 (in words five million Swiss francs)

2001 the sum of CHF 5,000,000 (in words five million Swiss francs)

2002 the sum of CHF 5,000,000 (in words five million Swiss francs)

2003 the sum of CHF 2,500,000 (in words: two and a half million Swiss francs).

In addition, the foundation's assets may be increased as follows:

- a. by further donations from the founder
- b. from income from the foundation assets;
- c. by gifts, legacies and other third-party donations.

The foundation assets will bear sole liability for the liabilities of the foundation.

5. Investment, Appropriation

The foundation assets must be invested in accordance with the principles of diligent asset management.

The foundation may acquire and dispose of property.

The foundation may also dispose of parts of the foundation assets, provided that and insofar as this is for the purpose of pursuing the objective of the foundation.

III. Administration of the Foundation

6. The Executive Bodies

The executive bodies of the foundation will be:

- o the Board of Trustees (BT)
- o the Scientific Advisory Committee
- o the Auditor

7. The Board of Trustees

7.1 Number of Trustees, Term of Office

The Board of Trustees will consist of five to eight members.

The term of office will be five (5) years. Re-election will be possible. Should elections be held to fill vacancies during the term of office, the newly-elected members will take over the term of office of their predecessor.

7.2 Election, Constitution

The original members and the chairman of the Board of Trustees will be appointed by the founder.

Thereafter the members of the Board of Trustees re-elect and replace the members through co-optation except for one Trustee which is appointed by the founder.

Other than this the Board of Trustees is self-constituting.

7.3 Resignation, Exclusion

A Trustee can resign from his/her duties by giving 3 month's written notice to the chairman.

A Trustee can be excluded from the Board of Trustees by the supporting vote from the Chairman plus the supporting vote from at least 3 other members of the Board of Trustees.

7.4 Duties and Responsibilities

The Board of Trustees will be responsible for all the foundation's transactions and will manage the foundation assets. It may conduct any business it deems necessary for the good of the foundation.

The Board of Trustees may delegate some of its powers, particularly the management of current operations and of the foundation assets, to individual members of said board or to third parties. In such cases, it will determine the responsibilities and obligations of the latter, by drawing up regulations, if necessary

7.5 Voting

The Board of Trustees will be quorate if the majority of its members is present.

The resolutions of the Board of Trustees will be adopted by an absolute majority of the votes cast. In the event of a tie, the chairman will have a second, casting vote.

Resolutions by postal vote may only be adopted by agreement of all members of the Board of Trustees.

Minutes of the resolutions of the Board of Trustees must be taken.

7.6 Signatory power

The Board of Trustees will represent the foundation externally. It will determine who may sign on behalf of the foundation. The principle of double signature shall be adhered to at all times. Persons who are not members of the Board of Trustees may also be appointed authorised signatories.

7.7 Secretariat

The founder will put in place a Secretariat for the first 12 months, paid by the ROTRF.

Thereafter it is the duty of the BT to appoint or re-appoint the Secretariat.

8. The Scientific Advisory Committee

8.1 Members, Term of Office, Elections, Exclusion

The Scientific Advisory Committee will consist of a number of scientific advisors. Members of the Board of Trustees may also be members of the Scientific Advisory Committee.

The number of scientific advisors will be determined by the Board of Trustees depending on the work load. The members of the Scientific Advisory Committee will be appointed by the Board of Trustees. The Board of Trustees can exclude members of the Scientific Advisory Committee from such Committee at any time.

8.2 Duties

The SAC will examine requests for financial support and submit the results/evaluations to the BT/Secretariat.

8.3 Voting

The Scientific Advisory Board will be quorate if at least 3/4 (three quarters) of its members are present.

The resolutions of the Scientific Advisory Board will be adopted by an absolute majority of the votes cast.

Resolutions by postal vote will be admissible if at least 3/4 (three quarters) of the members of the Scientific Advisory Board express a view. In such cases, resolutions will be adopted by an absolute majority of members of the advisory board who have expressed a view.

9. Auditor

The Board of Trustees will appoint the auditor for a term of one year. The auditor may be re-appointed as desired. The auditor will consist of one or more natural persons or a legal entity.

The auditor will be responsible for auditing the annual accounts and must submit an annual report to the Board of Trustees.

IV. Annual Accounts

10. Annual Accounts

The foundation's accounts must be balanced to December 31st every year, communicated to the founder along with the activity report of the Board of Trustees and submitted to the regulatory authority.

V. Amendments to the Statutes

11. Amendments to the Statutes

The founder reserves the right to amend the statutes, subject to the approval of the regulatory authority.

However, under no circumstances may there be an alienation from the objective of the foundation in accordance with no. 2.

VI. Liquidation of the Foundation

12. Liquidation of the Foundation

Should the foundation no longer be able to serve its purpose and be wound up as a result, the foundation assets must be donated to a tax-exempt organisation or institution, the purpose of which makes it suitable for taking over said foundation assets, and which will ensure that the purpose of the foundation will continue to be served as far as possible.

Reversion of the foundation assets to the founder or the founder's legal successors is precluded.

Concluded in Basel on

on behalf of

F.Hoffmann-La Roche AG