

Statutes of the Fondation René Touraine approved January 27, 2015.

I - PURPOSES OF THE FOUNDATION

Article 1

The main aims of the institution known as the "René Touraine Foundation: an international Foundation for dermatology ", which was recognized as being of public utility by a decree issued by the Prime Minister on 23 August 1991, are to:

- create and run international networks whose purpose is to improve the quality of dermatological healthcare;
- promote the training of healthcare providers and patients in the field of dermatology;
- promote clinical and therapeutic research in the field of dermatology and promote any actions enabling better understanding of the functioning of healthy and unhealthy skin.

Its head office is in Paris.

Article 2

The Foundation's means of action are:

1. the allocation of grants to dermatologists and researchers wishing to improve their training through developing international collaborations;
2. the development and running of international networks focusing on healthcare and clinical and therapeutic research;
3. the organization of meetings or congresses and other events for dermatologists, researchers, representatives of ministries, and representatives of the pharmaceutical and cosmetics industries and patient associations, in order to set in place joint actions aimed at improving the diagnosis, prevention and treatment of dermatological pathologies;
4. the development of media designed to provide training to dermatologists, therapeutic education to patients, and information to the general public, in particular through the organization of scientific meetings and the publication of journals, films and any other audiovisual or digital documents.

II - MANAGEMENT AND OPERATION

Article 3

The Foundation shall be administered by a Board of Directors composed of twelve (12) members, comprising:

- 4 representatives of the Foundation's founders;
- 4 qualified personalities;
- 4 representatives of the Foundation's institutional partners.

The representatives of the Foundation's Founders comprise:

- Professor Louis Dubertret,
- one of the members of Professor René Touraine's family,

- two representatives of the pharmaceutical and cosmetics industry who contributed to the initial creation of the René Touraine Foundation and have been co-opted by the Board of Directors.

Should Professor Louis Dubertret or the representative of Professor René Touraine's family be definitively prevented from fulfilling their duties as a director, the Board of Directors as a whole shall choose their replacement.

The qualified personalities shall be persons chosen on account of their competence in the Foundation's field of activity. They shall be co-opted by the other members of the Board of Directors.

The representatives of the Foundation's institutional partners shall comprise persons designated by the following partners: a representative of the INSERM (the French National Institute of Health and Medical Research), a representative of the AP-HP (the Paris Public Hospitals Authority), a representative of the European Society of Dermatological Research (the ESDR) and a representative of the European Academy of Dermatology and Venereology (the EADV).

With the exception of Professor Louis Dubertret and the representative of Professor René Touraine's family, legal entities that contributed towards the endowment and institutional partners, the members of the Board of Directors shall be appointed for a term of four years, and half its members shall be renewed every two years. At the time of the next renewal, the names of the outgoing members shall be drawn at random. They will be eligible for reappointment.

The Foundation's internal rules and regulations shall determine the conditions under which the renewal of members of the Board of Directors shall take place.

With the exception of the founders, members of the Board of Directors may, if appropriate, be removed from office by the Board of Directors, by means of a two-thirds majority vote of the members in office, the members being removed from office being entitled to conduct their defence. However, natural persons or legal entities that contributed towards the endowment cannot be removed from office.

In the event of the death or resignation of a member of the Board of Directors, or their being removed from office or their being definitively unable to fulfil their duties, they shall be replaced at the next Board of Directors' meeting. This new Board member's term of office will come to an end on the date on which the appointed term of office of the member they replaced was due to end.

Members of the Board of Directors will be under an obligation to be present in person at meetings of the Board of Directors. If they are unable to attend, they may give another Board member a proxy to represent them under the conditions defined in the internal rules and regulations. No member can hold more than one proxy.

Within the meaning of the preceding paragraph, Board members shall be considered as being present if they participate in a meeting by means of video conferencing or a means of telecommunication which enables them to be identified, in accordance with the provisions of Article L 225-37, paragraph three, and Articles R 225-61, R 225-97 and R 225-98 of the Commercial Code. The organization of Board of Directors' meetings by these means can only take place exceptionally, however.

If any Board members are repeatedly absent from Board meetings without a valid reason, and if they are not a founder member, they may be declared to have resigned by a two-thirds majority vote of the Board members in office, the members in question having the right to defend themselves before such a vote is taken.

A Government commissioner, designated by the Minister of the Interior after consultation with the Minister for Research and the Minister of Health, shall be present at the meetings of the Board of Directors in an advisory capacity. They shall be responsible for ensuring compliance with the Foundation's Statutes and the public utility character of the Foundation's activity.

The Foundation's Board of Directors shall be assisted in its choices by:

- A Scientific Board

A Scientific Board, comprising nine (9) to sixteen (16) members appointed by the Board of Directors in light of their knowledge and skills, representing the French and international dermatological community, in particular hospital- and university-based, shall assist the Board of Directors in accordance with procedures defined in the internal rules and regulations.

Article 4

The Foundation's Board of Directors shall elect a President from among its members. It shall also appoint a committee, which will comprise, besides the President, a Vice-President, a Treasurer and a Secretary. The committee shall be elected for a period of two years. Its members are eligible for reappointment.

The members of the committee may be removed from office for a valid reason by the Board of Directors, collectively or individually, subject to their being allowed to defend themselves prior to the decision having been taken.

The committee shall meet at least four times a year at meetings convened by its President.

Article 5

The Foundation's Board of Directors shall meet at least twice a year, preferably once every six months. It shall meet at the request of the President or of at least one-quarter of its members or the Government commissioner.

It shall discuss and vote on items placed on the agenda by the President of the Board, and any items that have been requested to be placed on the agenda by at least one-quarter of its members or the Government commissioner.

The presence of a majority of the members of the Board of Directors is necessary in order for decisions to be valid. When calculating this quorum, proxies will not be taken into account. Any member present may hold only one proxy. If the quorum is not attained, the meeting shall be reconvened under the conditions specified in the internal rules and regulations. The Board may then take valid decisions if at least one-third of the serving members of the Board of Directors are present.

With the exception of Articles 3, 13 and 14, decisions shall be taken by a majority vote of the votes cast. In the case of a tied vote, the President will have a casting vote.

If a decision taken appears to be contrary to the Statutes, the Foundation's internal rules and regulations, or the legislation or regulations in force, the Government commissioner may ask for a new decision to be taken. In this case, the Board of Directors will reach a decision by a majority vote of the Board members in office that are present or represented.

Minutes of meetings must obligatorily be drawn up. They shall be signed by the President and the Secretary, or in their absence by another member of the Board of Directors' committee.

Agents paid by the Foundation or any other persons whose opinion is of utility may be requested by the President to participate in Board of Directors' meetings in an advisory capacity.

The members of the Board of Directors, and any other persons asked to attend a Board meeting, will be under an obligation to maintain discretion concerning information of a confidential nature that is presented as such by the President of the Board of Directors. This obligation also applies to the

members of the Scientific Board and to the members of any committees created by the Board of Directors.

Article 6

The positions of member of the Board of Directors, committee member and Government commissioner will not be remunerated.

Only the reimbursement of expenses is possible, on presentation of proofs of disbursement, under the conditions set by the Board of Directors and in accordance with the procedures defined in the internal rules and regulations.

III - TASKS, DUTIES AND RESPONSIBILITIES

Article 7

The Foundation's Board of Directors shall, through its decisions, manage the Foundation's affairs.

In particular:

1. It shall draw up the Foundation's programme of action;
2. It shall adopt the report presented to it annually by the committee concerning the Foundation's activities and its financial situation;
3. At the proposal of the committee, it shall vote on the budget and any modifications to it, and on the forecasts concerning personnel;
4. It shall receive, discuss and approve the accounts for the previous financial year presented to it, with supporting documents, by the treasurer;
5. It shall adopt, at the proposal of the committee, the internal rules and regulations;
6. It shall accept donations and legacies and allocate the proceeds thereof, and shall authorize, outwith the Foundation's day-to-day management, acquisitions and sales of movable assets and real estate, contracts, leases and lease contracts, the taking out of mortgages and loans, and the granting of sureties and guarantees in the name of the Foundation;
7. It shall appoint one or more auditors chosen from the list mentioned in Article L. 822-1 of the Commercial Code;
8. It shall set the conditions for the recruitment and remuneration of the Foundation's personnel;
9. It shall be kept informed by the President of any proposed agreement that will be binding on the Foundation, and shall take decisions concerning agreements that fall within the scope of Article L. 612-5 of the Commercial Code; in this case the interested party shall be absent when a decision is being reached.

The Board of Directors may create one or more committees, which will be responsible for taking part in any of the actions conducted by the Foundation. Their tasks, duties and responsibilities, and their organization and operating rules shall be defined in the internal rules and regulations.

The Board of Directors may give the President, under conditions that it shall determine, a permanent specific delegation for the purpose of ensuring the satisfactory operation and continuity of the Foundation, with the President being responsible for reporting on this delegation at each Board of Directors' meeting.. This delegation can only concern certain actions as provided for in point 1) above, modifications to the budget of an urgent nature and, below a threshold that the Board of Directors will determine, the conclusion of contracts, leases and lease contracts, and the acceptance of sureties and guarantees granted in the name of the Foundation.

The Board of Directors may give the committee, below a sum that it shall determine, a permanent delegation concerning sales and acquisitions of movable assets and real estate and the acceptance of donations and legacies, it being incumbent on the committee to report on its performance of this delegation at each Board of Directors' meeting.

The Board of Directors' committee shall examine all matters submitted to the Board of Directors and ensure that its decisions are implemented.

Article 8

The President represents the Foundation in all civil matters. They decide on expenditure. They may give delegations under the conditions defined in the internal rules and regulations.

The President may only be represented in legal proceedings, whether as a plaintiff or a defendant, by a mandated representative acting by virtue of a special power of attorney.

The treasurer shall receive income and pay expenses.

The Foundation's representatives must be free to exercise their civil rights without restriction.

Article 9

With the exception of routine management of the funds comprising the Foundation's endowment, decisions taken by the Board of Directors relating to the alienation of movable assets and real estate making up the endowment will only be valid after they have received administrative approval. The same will apply to decisions taken by the Board of Directors relating to the taking out of mortgages or loans.

The acceptance of donations and legacies through a decision taken by the Board of Directors will come into force in accordance with the provisions of Article 910 of the Civil Code.

IV - ENDOWMENT AND RESOURCES

Article 10

The endowment comprises:

1. All the payments made by 10 pharmaceutical and cosmetics industries amounting in total to eight million francs (FF8,000,000), namely one million two hundred and nineteen thousand five hundred and ninety-two euros (€1,219,592), further to pledges of commitment drawn up by Maître Egret, notary in Paris.
2. And titles of ownership stemming from research.
3. And intellectual property titles.

The endowment is increased by income from donations in respect of which no specific use was stipulated, and a portion of the surplus of the annual resources necessary to maintain its value. It may be increased in absolute value by a decision taken by the Board of Directors.

Article 11

Assets from the funds comprising the endowment which may be invested, are those enumerated in Article R. 931-10-21 of the Social Security Code.

Article 12

The Foundation's annual resources consist of:

1. Income from the endowment;
2. Any grants that may be allocated to it;
3. Income from donations subject to administrative approval that it has been decided to use as current resources;

4. Income from entrance fees, visits, participations to the cost of paying events, congresses, conferences, shows, exhibitions, and sales organized by the Foundation, remuneration for services provided, in particular expertise, consultations, analyses, and contracts for studies or research carried out by the Foundation;
5. Income from the Foundation's literary rights relating to publication, publishing, productions and reproductions;
6. Income from sales, and payments received for services provided.

Within six months of the close of each financial year, the Foundation shall draw up annual accounts certified by an auditor in accordance with regulation no. 2009-01 of 3 December 2009 of the Accounting Regulations Committee relating to the accounting rules applicable to foundations and endowment funds, approved by the inter-ministerial decree of 29 December 2009.

V - AMENDMENT OF THE STATUTES AND WINDING UP

Article 13

These Statutes may only be amended after two decisions taken by the Board of Directors when at least two-thirds of the members in office were present during the corresponding discussions, taken at intervals of a minimum of two months and a maximum of six months on the basis of a three-quarters majority vote of the Board members in office present or represented.

However, a single decision will suffice if the amendment was decided on unanimously by all the serving members of the Board of Directors.

Article 14

The Foundation shall be wound up by a decision taken by the Board of Directors in accordance with the procedures provided for in Article 13, or in the event of the withdrawal of its status as an institution of recognized public utility.

The Board of Directors shall then appoint one or more auditors that will be responsible for liquidating the Foundation's assets and will be granted all the powers necessary to successfully accomplish this mission. The Board shall allocate the net assets to one or more institutions with similar aims, that are either state institutions, or recognized as being of public utility or are provided for in the last paragraph of Article 6 of the statute of 1 July 1901, or to a territorial authority able to further the association's purpose.

These decisions shall be sent without delay to the Minister of the Interior, the Minister for Research, the Minister of Health and to the Government commissioner.

Should the Board of Directors not take the measures provided for above, a decree will be issued ordering the winding-up of the Foundation. The holders of funds, securities or records belonging to the Foundation shall duly remit them to the commissioner appointed by the aforesaid decree.

Article 15

The Board of Directors' decisions referred to in articles 13 and 14 will only be valid after they have been approved by the government.

VI - SUPERVISION AND INTERNAL RULES AND REGULATIONS

Article 16

The annual report, the forecast budget and the accounting records mentioned in Article 12 of these Statutes shall be sent each year to the Prefect of the département in which the Foundation's head office is located and to the Minister of the Interior.

The Minister of the Interior will be entitled to have its representatives visit the Foundation's various departments and have their operation explained to them. They may designate the Government commissioner to that effect.

Article 17

Internal rules and regulations, which shall specify the modalities of application of these Statutes, shall be drawn up in accordance with Article 7 of these Statutes. These can only come into force after they have been approved by the Minister of the Interior. They may be amended under the same conditions.