

**CONSOB**

Via G.B. Martini n. 3

00198 Rome

Seattle, March 5, 2015

The undersigned Louis A. Bianco, in his capacity as an officer of CTI BioPharma Corp., with registered office in Washington, 3101 Western Avenue, Suite 600, Seattle, Washington 98121 (U.S.) (the "**Company**"),

**following**

the resolution of the Company's Shareholders' Meeting held on February 27, 2015, which approved the proposal to approve an amendment to the Company's amended and restated articles of incorporation, as amended (the "**Articles**") to increase the total number of authorized shares from 215,333,333 to 315,333,333 and to increase the total number of authorized shares of common stock from 215,000,000 to 315,000,000, hereby

**declares**

that the attached copy of the aforementioned amendment to the Articles is a true copy of the original.

*(Signature Page follows)*



Yours faithfully,

A handwritten signature in blue ink that reads "Louis A. Bianco". The signature is written in a cursive style and is positioned above a horizontal line.

Louis A. Bianco  
*Executive Vice President, Finance & Administration*

FILED

FEB 27 2015

WA SECRETARY OF STATE

AMENDMENT TO AMENDED AND  
RESTATED ARTICLES OF INCORPORATION  
OF  
CTI BIOPHARMA CORP.

Pursuant to the Washington Business Corporation Act, Chapter 23B.10, the undersigned officer of CTI BioPharma Corp., a Washington corporation (the "Corporation"), does hereby submit for filing these Articles of Amendment:

FIRST: The name of the Corporation is CTI BioPharma Corp.

SECOND: This amendment to the Corporation's Amended and Restated Articles of Incorporation, as amended to date (the "Restated Articles") was approved by the Board of Directors of the Corporation on October 31, 2014.

THIRD: The increase in the Corporation's authorized shares of stock reflected in this amendment to the Restated Articles was duly approved by the shareholders of the Corporation on February 27, 2015 in accordance with the provisions of RCW 23B.10.030 and RCW 23B.10.040.

FOURTH: Section 1 of Article II of the Restated Articles is amended to read in its entirety as follows:

"ARTICLE II"

Authorized Capital Stock

1. Classes. The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation shall have authority to issue shall be Three Hundred Fifteen Million Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three (315,333,333); the total number of authorized shares of Common Stock shall be Three Hundred Fifteen Million (315,000,000); and the total number of authorized shares of Preferred Stock shall be Three Hundred Thirty-Three Thousand Three Hundred Thirty-Three (333,333).


FIFTH: These Articles of Amendment shall be effective on February 27, 2015.

\* \* \*

I certify that I am a duly appointed and incumbent officer of the above named Corporation, and I am authorized to execute this Amendment to the Amended and Restated Articles of Incorporation on behalf of the Corporation.

EXECUTED this 27<sup>th</sup> day of February 2015.

CTI BIOPHARMA CORP.,  
a Washington corporation

By: /s/ Louis A. Bianco   
Louis A. Bianco  
Executive Vice President, Finance &  
Administration