

STATUTES

CHAPTER I

Name, nature, duration, domicile, scope of action and legal regime

Article 1. Denomination, nature and duration

The Foundation is a non-profit entity that has the assets, yields and resources obtained permanently affected to the realization of the purposes of general interest provided for in these statutes. The foundation is called BARBOSA & PETIT Foundation.

The Foundation has a vocation of permanence and is constituted with an indefinite duration.

Article 2. Address

The domicile of the Foundation is fixed in the city of Mataró 08302, La Riera street, no. 177, 1st floor 2nd.

Article 3. Scope of action

The Foundation exercises its functions mostly in Catalonia. However, it can act in the rest of the territory of the Spanish State as well as internationally.

Article 4. Legal regime

The Foundation has its own legal personality and has full legal capacity and to act for the granting of its Foundation Charter in public deed and registration in the Foundation Registry of the Generalitat of Catalonia.

The Foundation is governed by the statements contained in the Foundational Charter, by the legal provisions that apply to it, by those established in these statutes and by the agreements adopted by the Board in the exercise of its functions.

CHAPTER II

Foundational Purposes and activities

Article 5. Foundational Purposes

The purpose of the Foundation is: Promotion, organization and realization of all kinds of activities and services for people with functional diversity, people with minority, chronic or at risk of

suffering them and people at risk or social exclusion, whether they are minors or have reached the majority, for their families, caregivers and their environment so that they obtain the maximum degree of personal autonomy and social integration.

Article 6. Activities

In order to achieve the Foundational purposes, the Foundation develops the activities that the Board considers necessary directly and / or in collaboration with other entities, institutions or individuals, in accordance with the provisions of the Foundations regulations.

Specifically, in order to carry out the Foundational purpose, the Foundation develops the activities that, without exhaustive intent, are listed below:

- a) - Create or promote a Day Hospital for people with chronic, minority diseases and for people with functional diversity.
- b) - It will constitute or promote the granting of treatment / assistance grants for the beneficiaries.
- c) - Organize information and dissemination campaigns to sensitize society about the situation of those affected by chronic diseases, minorities and functional diversity, as well as for people at risk or social exclusion.
- d) Provide guidance and advice to the same people and their families.
- e) Will monitor the efforts of third parties regarding guardianship functions, either as guardian, protutor, curator or administrator of their assets, in cases where, prior to the corresponding judicial resolution, the Foundation agrees to carry it out in accordance with the means economic and personal available.
- f) You can install and manage residences, occupational workshops, day centers, home services, etc.
- g) Perform specialized treatments to users who need them
- h) Promote research in the areas of its objective. It will promote and collaborate with research, development and innovation activities (R + D + I).
- e) Promote teaching activities in the areas of its objective. Organize training, counseling and communication activities for both professionals and users and their families.

The Foundation may carry out the activities of its founding purpose, either directly or indirectly, through the incorporation of companies or participation by any title in existing ones, provided that both have a similar or complementary purpose to those of the Foundation, and in accordance with the provisions of the Law.

Activities related to the Foundational purposes will be carried out according to the regulations that specifically regulate them, by obtaining, where appropriate, the relevant permits or licenses.

Article 7. Basic rules for the application of resources to foundational purposes

The income and other annual income that the entity obtains will be used to fulfill the Foundational purposes within the limits established by current legislation.

The Foundation can carry out all kinds of economic activities, acts, contracts, operations and lawful businesses, with no restrictions other than those imposed by applicable law.

Article 8. Basic rules for the determination of beneficiaries

The following groups are beneficiaries of the Foundation:
People with functional diversity, people with minority diseases, chronic or at risk of suffering them and people at risk of social exclusion, whether they are minors or have reached the majority, for their families, caregivers and their environment.

The people indicated in article 5 of these Statutes are beneficiaries of the grants and services of the Foundation.

The election of the beneficiaries will be carried out by the Board of Trustees, in accordance with the principles of impartiality and non-discrimination, and also according to criteria of:

- a) Gravity of the pathology
- b) Age
- c) Address
- d) Economic level
- e) Temporality
- f) Emergency assistance
- g) Other criteria

CHAPTER III

economic system

Article 9. Patrimony of the Foundation and economic activities

The assets of the Foundation are linked to the fulfillment of the foundational purposes. The heritage is integrated for:

- a) - The initial endowment stated in the founding letter.
- b) - All goods and rights of economic content accepted and received by the Foundation in order to increase the endowment, and

- c) - All returns, fruits, income and products, and other assets incorporated into the assets of the Foundation by any title or concept.

Article 10. Acts of provision

10.1. The assets that make up the endowment and those destined directly to the fulfillment of the foundational purposes can only be disposed of or encumbered for consideration and respecting the conditions set by the founders or the contributors. The product obtained with its sale or encumbrance must be reinvested in the acquisition or improvement of other goods by applying the principle of real subrogation.

10.2 If exceptional circumstances exist that prevent the total or partial obligation of reinvestment from being fulfilled, the board of trustees, before carrying out the act of disposition, must submit a responsible declaration to the protectorate in which it states that these circumstances occur and must provide a report signed by independent technicians that certifies the need for the act of disposal and the reasons that justify non-reinvestment. It must also justify the destination given to the product that is not reinvested, which must always be within the purposes of the Foundation.

10.3 The need and convenience of direct or indirect disposal or encumbrance operations must be justified and documented. The Board of Trustees, before making the acts of disposition, must have the appropriate information to make the decision responsibly.

10.4 Prior authorization from the Protectorate is required to perform acts of disposition, encumbrance or extraordinary administration in the following cases:

- a) if the donor has expressly required it,
- b) if established by a statutory provision
- c) If the assets or rights subject to disposal have been received from public institutions or acquired with public funds.

10.5. The Board of Trustees may, whenever necessary and in accordance with the economic situation and current legislation, make appropriate modifications to the investments of the Foundation's assets.

10.6. For the realization of acts of disposition on the assets and rights that constitute the foundational heritage and for the acceptance of inheritances, legacies or other assets and

rights likely to integrate the foundational capital, the favorable vote of the Board of Trustees is required with the qualified majority of two thirds of employers with compliance with the legally established requirements. In case of a tie, the president's vote will be decisive.

10.7 When acts of disposition, alienation or encumbrance require the adoption of a responsible declaration, a favorable vote of two thirds of the total number of employers will be necessary, without counting those who cannot vote due to a conflict of interest with the Foundation.

Article 11. Accounting regime

11.1. The Foundation must keep a daily book and a book of inventory and annual accounts.

11.2. The Board of Trustees of the Foundation must make the inventory and must formulate the annual accounts simultaneously and with the closing date of the fiscal year, in accordance with the generally accepted accounting principles and with the provisions that are applicable in each case.

The accounting year will close on December 31 of each year.

11.3. The annual accounts form a unit and consist of:

- a) the balance sheet,
- b) the income statement,
- c) the statement of status of changes in equity,
- d) the statement of cash flow statement and
- e) the report, in which the information contained in the balance sheet and in the income statement must be completed, expanded and commented, and the actions carried out in compliance with the foundational purposes and specify the number of beneficiaries and the services that will be detailed these have received, as well as the resources coming from other pending exercises of destination, if any, and the majority-owned companies, indicating the percentage of participation.

11.4. The information on the responsible statements and on the perfection of the acts or contracts that are the object must be part of the minimum content of the annual accounts report.

11.5. The Board of Trustees must approve the annual accounts within the six months following the closing date of the fiscal year, which must be submitted in the manner legally provided to the

Protectorate of the Generalitat of Catalonia for deposit within 30 days from its approval.

11.6. The Board of Trustees must approve and submit, in relation to temporary financial investments made in the stock market, an annual report on the degree of compliance with the code of conduct that non-profit entities must follow, in accordance with current regulations or with what is provided by the regulatory authority.

11.7. The annual accounts will be submitted to an external audit when the legally foreseen circumstances occur.

Although the circumstances legally provided for the accounts do not have to undergo an audit, if a third of the employers request it for justified reasons, considering that there is some exceptional circumstance in the management of the Foundation that advises that it be carried afterwards, a meeting of the Board of Trustees must be convened within a maximum period of 30 days from the request, in order to motivate, in a reasoned manner, the performance, or not, of the auditing of the requested accounts. If the Board of Trustees is not convened within the indicated period or if, once convened for this purpose, it is agreed not to carry out the audit, interested employers may direct their request to the Protectorate, in accordance with the provisions of the civil code of Catalonia .

Article 12. Annual resources

The annual financial resources of the Foundation must be composed of:

- a) the income and returns produced by the asset,
- b) the favorable balances that may result from the foundational activities,
- c) subsidies and other liberalities received for this purpose that should not be incorporated into the founding assets.

Article 13. Mandatory application

The Foundation has to allocate at least seventy percent of the income and other annual net income obtained to fulfill the foundational purposes. The rest will be allocated either to the deferred fulfillment of the purposes or to the increase of their own funds. The Board must approve the application of income.

If the Foundation receives goods and rights without specifying the destination, the Board of Trustees must decide whether they should integrate the endowment or should apply directly to the achievement of the foundational purposes.

The application of at least seventy percent of the income to the fulfillment of the foundational purposes will be effective within four years from the beginning of the one following the accounting accreditation.

Article 14. Operating expenses

The expenses derived from the operation of the Board of Trustees and its delegated bodies, without counting the cost of the management or management functions, cannot exceed 15% of the net income obtained during the year.

Article 15. Participation in companies

The Foundation can set up companies and participate in others, without prior authorization, unless it involves the assumption of personal responsibility for social debts.

The Foundation will notify the Protectorate within 30 days of the acquisition and possession of shares or social interests that confer, directly or indirectly, the control of companies that limit the liability of the partners.

In any case, the exercise by the Foundation of company administration tasks must be compatible with the fulfillment of the foundational purposes.

CHAPTER IV

Organization and operation

Article 16. The Board of Trustees

The Board of Trustees is the governing and administrative body of the Foundation, represents and manages it, and assumes all the powers and functions necessary to achieve the foundational purposes.

Article 17. Composition of the Board and requirements to be a member

The Board of Trustees is a collegiate body composed of natural or legal persons and constituted by a minimum of 3 members and a maximum of 10 members.

Any natural person with full capacity to act may be a member of the Board; that is not disabled or incapacitated to exercise public functions or offices or to administer property and has not been

convicted of crimes against the estate or against the socio-economic order or for crimes of falsehood.

Legal persons must be represented in the Board of Trustees, in a stable manner, by the person in whom this function falls in accordance with the regulations that regulate them, or by the person designated by the corresponding competent body.

Article 18. Appointment, renewal and exercise of office

The first Board of Trustees will be designated in the founding letter. The appointments of new employers and the filling of vacancies must be agreed by the Board of Trustees with the majority required in article 26.

The board of trustees may appoint, where appropriate, honorary employers, without the duties or obligations inherent to the position of employer, to persons, entities, or institutions that, due to their citizen influence and the coincidence with the purposes of the foundation give prestige and facilitate their social presence

The title of honorary patron will be entitled to receive the annual report, information on the activities of the foundation and its publications.

The employers exercise their positions for a term of 4 years, and are re-eligible indefinitely for periods of equal duration. With the exception of the founding president, Mrs. Teresa María Petit y Setó, which will be a life-long charge.

Employers who for any reason cease before meeting the deadline for which they were appointed, may be replaced by appointment of the Board. The substitute person will be designated for the time remaining before the mandate of the substituted employer expires, but may be re-elected for the same deadlines established for the rest of the members.

The members of the Board of Trustees take office after having expressly accepted the position through any of the forms established in the applicable legislation.

Article 19. Gratuity

The employers exercise the position free of charge, without prejudice to the right to be reimbursed for duly justified expenses and compensation for damages caused by the development of the duties of the office.

Article 20. Powers and delegation of functions

They correspond to the Board of Trustees all the powers that are statutorily attributed and, in general, those required for the achievement of the foundational purposes, with no other exceptions than those established in the applicable legislation and in these statutes.

The Board of Trustees may delegate its functions in accordance with these statutes and applicable law. In any case, the following powers are exclusive and correspond to the Board of Trustees exclusively:

- a) The modification of the statutes.
- b) The merger, the division or the dissolution of the Foundation.
- c) The preparation and approval of the budget and the documents that make up the annual accounts.
- d) Acts of disposition on assets that, together or individually, have a value greater than one twentieth of the assets of the Foundation, unless it is the sale of securities with official quotation for a price that is less than of quotation. However, empowerments can be made for the granting of the corresponding act under the conditions approved by the Board of Trustees.
- e) The constitution or endowment of another legal entity.
- f) The merger, division and transfer of all or part of the assets and liabilities.
- g) The dissolution of companies or other legal entities.
- h) Those who require the authorization or approval of the Protectorate or the adoption of a responsible declaration
- i) The adoption and formalization of the responsible declarations

The provisions of this article shall be without prejudice to the authorizations of the Protectorate that are necessary or the communications that must be made in accordance with current legislation.

Article 21. Call scheme

21.1. The Board of Trustees meets in ordinary session at least once a year, and obligatorily during the first semester of the calendar year in order to approve the annual accounts of the previous year.

It will meet in extraordinary session, prior call and at the initiative of its president, as many times as he considers it necessary for the proper functioning of the Foundation. It will also meet when requested by a quarter of its members, and in this case the meeting must be held within thirty days of the request.

21.2. The Board of Trustees can meet exceptionally by

videoconference, conference call or any other system that does not imply the physical presence of the employers. In these cases, it is necessary to guarantee the identification of those attending the meeting, the continuity of the communication, the possibility of intervening in the deliberations and the casting of the vote. The meeting shall be deemed held in the place where the president is located. In virtual meetings, attendees should be considered those who have participated in the conference call and / or video conference. The convening of the meetings corresponds to the president and will contain the agenda of all those matters to be discussed at the meeting, outside of which no valid agreements can be made.

21.3. The meeting must be convened at least 30 days in advance of the scheduled date for its celebration.

Article 22. Charges

The Board of Trustees will appoint a President, a vice president, a treasurer and a secretary who must have the status of employer. Employers who do not hold any of these positions have the status of vowels.

Article 23. The President

The president, in his absence, the vice president has the following powers:

- a) Institutionally represent the Foundation.
- b) Order the call, set the agenda and preside, suspend and lift the Board of Trustees sessions, as well as direct the deliberations.
- c) Decide with your quality vote the result of the votes in case of a tie.
- d) The rest of the powers indicated in these statutes and those expressly entrusted to it by the Board of Trustees, in accordance with the provisions of the applicable regulations.

Article 24. The secretary

The secretary calls, on behalf of the president, the meetings of the Board of Trustees and extends the acts, preserves the minutes book and delivers the certificates with the approval of the president in order, in his absence, of the vice president. It also exercises the other functions that are inherent to its position.

Article 25. The Treasurer

The Board of Trustees may appoint a treasurer, who will perform the administrative functions of the Foundation's accounting regime established in article 11 of these Statutes, without prejudice to the exclusive powers established in article 20 in favor of the Board of

Trustees. Likewise, the Board of Trustees may delegate and authorize in the treasurer any other function or assignment deemed necessary and not contrary to these Statutes.

Article 26. How to deliberate and adopt agreements

The Board of Trustees will be validly constituted when half of the employers attend the meeting, in person or represented in the legally permitted manner.

The members of the Board of Trustees may delegate in writing in favor of other employers their vote regarding specific acts. If an employer is so because he has the title of an office of an institution, the person who can substitute him or her according to the organization rules of the same institution may act on his behalf.

Each employer has one vote and the agreements are adopted by majority vote of the attendees, present and represented, to the meeting. In case of a tie, he will decide the quality vote of the president.

The Board of Trustees may also invite the persons that it deems appropriate to invite to attend meetings, with voice and without vote.

Article 27. Qualified majority

The favorable vote of the qualified majority (2/3 of the members) of the assisting employers will be necessary for the adoption of the following agreements:

- a) The modification of the statutes.
- b) The merger, the division or the dissolution of the Foundation.
- c) The preparation and approval of the budget and the documents that make up the annual accounts.
- d) Acts of disposition on assets that, together or individually, have a value greater than one twentieth of the assets of the Foundation, unless it is the sale of securities with official quotation for a price that is less than of quotation.
- e) However, powers of attorney may be made for the granting of the corresponding act under the conditions approved by the Board of Trustees.
- f) The constitution or endowment of another legal entity.
- g) The merger, spin-off and transfer of all or part of the assets and liabilities.
- h) The dissolution of companies or other legal entities.
- i) Those who require the authorization or approval of the Protectorate or the adoption of a responsible declaration.
- j) The adoption and formalization of the responsible declarations.
- k) Appointment of new patterns and filling of vacancies.

Article 28. Of the minutes

At each meeting, the secretary shall prepare the corresponding minutes, which must include the date, place, agenda, the attendees, a summary of the matters discussed, the interventions requested to be recorded and the agreements adopted. , indicating the result of the votes and the majority.

The minutes will be drafted and signed by the secretary with the approval of the president and may be approved by the Board of Trustees after the corresponding session has been held or at the next meeting. However, the agreements have executive force since their adoption, except if expressly provided, in the bylaws or when adopting the agreement, that they are not executive until the approval of the minutes. If they are mandatory, they have executive force from the moment of registration.

The Foundation must keep a book of minutes containing all those that have been approved by the Board of Trustees.

Article 29. Conflicts

Employers and persons to be equated, in accordance with article 312-9.3, can only carry out operations with the Foundation if their need is sufficiently accredited and the prevalence of the Foundation's interests over the particulars of the employer or equivalent person. Before carrying out the operation, the Board of Trustees must adopt a responsible deliberation and submit it to the Protectorate together with the pertinent supporting documentation, in accordance with the provisions of article 332-13.

Article 30. Termination

1. Employers cease office for the following reasons:

- a) Death or declaration of absence, in the case of natural persons, or extinction, in the case of legal persons.
- b) Disability or disqualification.
- c) Termination of the person in office because of which he was part of the Board.
- d) Finalization of the term of the mandate, unless renewed.
- e) Waiver notified to the Board.
- f) Firm judicial decision that considers the action of responsibility for damages to the Foundation or that decrees the removal of the position.
- g) The others established by law or bylaws.
- h) Termination of a member for deontological, ideological reasons that are not in the line of action of the foundation

2. The resignation of the position of employer must consist of any of the forms established for the acceptance of the position, but it only takes effect against third parties when it is registered in the Registry of Foundations.

CHAPTER V

Regulation of other organs. Composition and functions

Article 31. The general manager

The Board of Trustees may appoint a director who develops the executive direction of the Foundation. This position can be held by an employer, in which case the employment or professional relationship will be articulated by means of a contract that clearly determines the work or professional tasks that are paid, which must be different from those of the employer's position.

The position of director is remunerated, in the terms considered appropriate to the nature and representativeness of the position and in its functions.

The director may attend all meetings of the Board of Trustees to which he is called and may speak with voice but without vote, except in the case where he is also a patron.

CHAPTER VI

Statutory and structural modifications and dissolution

Article 32. Statutory and structural modifications and dissolution

The Board of Trustees, by means of an agreement adopted in accordance with the provisions of article 26 of these bylaws and the applicable regulations, and upon prior express notice, may modify the bylaws, agree to the merger, the spin-off or the dissolution or termination of the Foundation, with the Authorization of the Protectorate in accordance with the applicable legislation.

Article 33. Causes of dissolution

The Foundation will be dissolved for the following reasons:

- a) Full compliance with the purpose for which it has been established or impossible to achieve it, unless it is modified and the Board agrees to modify it.
- b) Civil or criminal illegality of its activities or purposes declared by a final judgment.
- c) Opening of the liquidation phase in the contest.
- d) The others established by law or bylaws.

e) By decision of the absolute majority of the employers.

Article 34. Procedure for dissolution and destination of your assets

At the time of its dissolution and liquidation, the Board of Trustees may opt for one of the following two settlement systems (indicated as "A)" and "B)" below):

A) - Liquidation of assets and liabilities

1. The dissolution of the Foundation requires the motivated agreement of the Board of Trustees adopted in accordance with the provisions of article 27 of these statutes and will be approved by the Protectorate.

2. The dissolution of the Foundation implies its liquidation, which must be carried out by the Board of Trustees, the liquidators, if there is one, or, subsidiary, the Protectorate. The remaining assets will be awarded to other Foundations or non-profit entities for purposes similar to those of the Foundation or to public entities. In any case, the entities that are the patrimony recipients must be beneficiary entities of the patronage in accordance with current tax legislation.

3. The adjudication or destination of the remaining assets must be authorized by the Protectorate before it is executed.

B) Global assignment

1. The dissolution of the Foundation requires the motivated agreement of the Board of Trustees adopted in accordance with the provisions of article 27 of these statutes and must be approved by the Protectorate.

2. The dissolution of the Foundation opens the liquidation period, which must be carried out by the Board of Trustees, the liquidators, if there is one, or, subsidiary, the Protectorate.

The termination determines the global assignment of all the assets and liabilities of the Foundation. This global assignment, once the asset and the liability are determined, will be published in the terms required by current regulations and, with the prior authorization of the Protectorate, the assets will be awarded to other Foundations or non-profit entities with similar purposes to the of the Foundation or public entities. In any case, the entities that are the patrimony recipients must be beneficiary entities of the patronage in accordance with current tax legislation.

3. If a global assignment cannot be made, the assets and liabilities must be liquidated, and if this is the case, the application established in section 2 must be given.