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ARTICLES OF ASSOCIATION OF “FUNDACIÓN INDAL”

TITLE I:

INCORPORATION OF THE FOUNDATION

Article 1. Name, Nature, Nationality, Domicile and Scope

1. The “Fundación Indal” (hereinafter, the “**Foundation**”) is a private non-profit Foundation, the assets of which are committed on a long-term basis to the achievement of the general-interest purposes described in these Articles of Association.

2. The Foundation shall have Spanish nationality.

3. The Foundation's registered office shall be located in _____, number XX, post code 47xxx of the city of Valladolid. The Board of Trustees may resolve that the registered office be changed within Spain and may designate the premises in which the Delegations, if any, of the Foundation be established. Any change of the registered office shall involve an appropriate amendment of the Articles of Association for such purpose, with an immediate communication to the Board of Trustees, subject to the provisions of the applicable law.

4. The Foundation shall carry out its activities mainly in Spain and also in those regions in which the Indal Group is established, as set forth in Article 9 herein,; the corresponding delegations or similar will be established wherever necessary in accordance with the applicable law and regulations of the relevant country.

Fundación Indal is headquartered in Spain since a significant part of the potential beneficiaries, as set forth in Article, are located in Indal Group Spanish companies and therefore the Foundation activities provided for in Article 6 will be developed by a large part within the Spanish territory.

Article 2. Duration

The Foundation is incorporated for an indefinite period. Nevertheless, if at any time the purposes of the Foundation are deemed as accomplished or become impossible to accomplish, the Board of Trustees may resolve to terminate the Foundation in accordance with the procedures established by applicable law and Article 39 of these Articles of Association.

Article 3. Applicable Regulations

The Foundation shall be governed by the will of the Founders as expressed in the Memorandum of Association, by these Articles of Association and, in any case, by the Spanish Foundations Act (*Ley 50/2002, de 26 de diciembre, de Fundaciones*), its development regulation and any other applicable legal provision.

The interpretation of these Articles of Association as well as any other internal rule that may govern the development of the Foundation is entrusted to the Board of Trustees, who shall perform such duty in the most adequate manner to achieve its purposes, and regardless of the individuals who may be at any time members of such board.

Article 4. Personality and Capacity

1. Once the Foundation has been properly registered, it shall have a legal personality of its own and full capacity to act. Consequently, upon registration of its Memorandum of Association in the corresponding Foundations Registry, the Foundation may, by way of example and not of limitation:

- a) Acquire, lease, keep, hold, dispose of, transfer in any manner and encumber any kind of real or personal property, as well as rights.
- b) Manage its own assets.
- c) Accept or relinquish inheritances, bequests and donations.
- d) Receive public subsidies and other aids from any Government and Public Agencies or from individuals.
- e) Perform acts and execute contracts or undertakings of any kind.
- f) Make settlements and appear before administrative or judicial bodies by bringing actions and raising defenses of any nature at Courts, Tribunals and public and private Bodies
- g) Generally, carry out all such acts as may be required to achieve the purpose of the Foundation, subject to the applicable regulations.

All of the foregoing being, however, without prejudice to any authorisations of or notices to the Foundations Authority (*Protectorado*) that may be provided by applicable regulations.

2. In any case and insofar the Foundation is duly registered in the official register of foundations, the Board of Trustees may carry out, along with the acts necessary for such registration, those other indispensable to the preservation of the Foundation equity and which not to admit delay without prejudice for the Foundation; such acts effectiveness shall be subject to the registration and, where appropriate, subsequent assumption of the same by the Foundation.

TITLE II:

PURPOSES OF THE FOUNDATION

Article 5. Purposes

The main purposes of the Foundation are the following:

The promotion and improvement of the living conditions, welfare, training, and professional integration of the beneficiaries and, at the same time, the promotion and support of the entrepreneurial, innovative, and research spirit as well as the support of individual initiatives of the beneficiaries aimed at creating jobs, self-employment and, in general, creating wealth.

Article 6. Activities

The Foundation shall pursue the achievement of its purposes directly or by means of agreements or cooperating with any kind of activities carried out by other entities or individuals without losing its legal capacity, its assets, freedom or functional autonomy, like the following:

- a) The promotion, support or financing of research, works, investigations or activities carried out by the beneficiaries.
- b) The promotion of the beneficiaries' professional training.
- c) The support of professional integration and development of the beneficiaries, in particular by means of professional internships in the companies in which they are integrated.
- d) The promotion, dissemination and support of research projects in any field of knowledge that are prompted by the beneficiaries.
- e) The promotion, dissemination and support of business start-ups that are prompted by the beneficiaries.
- f) The promotion of any other activity with a clear social purpose, whether prompted by the beneficiaries or aimed at addressing the needs of said beneficiaries.
- g) Support, whether on a temporary or permanent basis, direct or indirectly through institutions, those beneficiaries that are in need of medical assistance or health care, addressing situations of special need, in particular those arising out of any type of pain, illness, situation of dependence,...
- h) Donations, advance payments, aids and subsidies of any kind, scholarships and study funds in favour of the beneficiaries to carry out the activities indicated herein.

The Foundation shall pursue the achievement of its purposes by incorporating companies and non-profit entities, participating in other companies and entities, and collaborating with other foundations and private or public companies, whether at national or international level.

Article 7. Freedom of Action

The Foundation shall enjoy absolute freedom to drive its actions toward any of the purposes mentioned in the preceding article, in accordance with such specific aims as, in

the opinion of the Board of Trustees, should take priority to achieve its purposes at all times.

TITLE III:

BASIC RULES FOR APPLICATION OF FUNDS TO THE FULFILLMENT OF THE FOUNDATION PURPOSES AND FOR THE DETERMINATION OF BENEFICIARIES

Article 8. Use of Income and Revenues

1. At least the minimum legal percentage of the revenues from the economic operations carried out and from the income obtained from any other source, after deducting the expenses incurred to obtain such revenues and income in accordance with the provisions of applicable law (and excluding the contributions made by way of endowment) shall be used to fulfill the Foundation's purposes, and the balance shall be used either to increase the Foundation's endowment or to increase reserves, as resolved by the Board of Trustees. The expenses incurred to obtain such revenues may comprise, if any, a proportional share of external expenses, salaries, other management costs, financing expenses, and taxes, as long as such expenses contribute to obtaining revenues, excluding the expenses incurred to achieve the Foundation's purposes.
2. The period for the Foundation to comply with the obligation referred to in the preceding paragraph shall commence at the beginning of the fiscal year in which the respective revenues and income have been obtained and shall end four years after the end of such fiscal year.

Article 9. Beneficiaries

Any individual that meets the criteria to be included in one of the following Groups shall be considered as a beneficiary of the Foundation during the lifetime of the same.

- a) Employees of any of the companies of Indal Group on the transaction date and that continue to be so.
- b) Those employees of any company of Indal Group on the transaction date of that leave the same within the next 5 years as a result of a process of restructuring or downsizing. In this case, the status of beneficiary will be maintained during the 5 years following the date of their departure from the Indal group company.
- c) Those who on the date of the transaction had been working for 15 years or more at any company of the Indal group and cease for reasons of retirement or disability. In this case, the status of beneficiary will remain indefinitely.

- d) Sons and daughters of any employee of the Indal Group who has worked for the Group for at least 5 years on the transaction date and while the same remains being so. In the event of death or incapacity of the employee, their children will remain beneficiaries for a minimum period of five years which may be extended until they reach 25 years of age and by reasoned agreement of the Board of Trustees.

The sons and daughters of former employees as referred to in point (b) above who had been working for the Indal Group for at least 5 years will be assimilated to this last group and their status of beneficiaries will be extended for the same period than their parent would enjoy.

- e) Children of ex - employees as per paragraph c) until they reach 26 years.

For the purposes of these Articles of Association the **Transaction Date** is January 9, 2012 and **Indal Group** comprises the following companies:

Company name	Headquarters
Indal Corporación de Negocios, S.L.	Spain
Industrial Derivadas del Aluminio, S.L. (INDAL)	
Indalux Iluminación Técnica, S.L.	
Saeta Die Casting, S.L.	
Indalux Equipamentos Electricos, Lda	Portugal
Indal do Brasil, Ltda	Brazil
WRTL Exterior Lighting, Ltd.	United Kingdom
Industria Technische Verlichting, B.V.	The Netherlands
Indal Belgium, N.V.	Belgium
Indal Deustchland, GmbH	Germany
Indal C&EE, s.r.o.	Czech Republic
Indal Polska, Sp. z.o.o.	Poland
Sluz, S.à.r.l.	France
Claude Lefebvre, S.A.	
3E International, S.A.S	
Jacqueline Reguer, S.à.r.l.	

2. In selecting the beneficiaries, the Board of Trustees shall act according to standards of impartiality and non-discrimination, and shall designate such beneficiaries from among persons that meet the specific requirements established by the Board of Trustees for each activity or call and in accordance to the following principles:
 - a) The projects will be selected when the beneficiary preferably may not be able to fulfil the same purposes by any other means or institution, whether private or public.
 - b) For the choice amongst different projects the following shall be taken into account:
 - The nature of the activity or the shortage/necessity that it is intended to remedy.
 - The personal effort and cost for the beneficiary.
 - The number of potential beneficiaries.
 - In terms of positive discrimination, the fact of being beneficiary for the first time.
 - The project feasibility and the beneficiary's ability to ensure the achievement of the purposes of the same, as well as the compliance of all applicable requirements regarding the assessment of the necessary performance.
3. Nobody shall be able to force the Board of Trustees to grant the benefits of the Foundation to specific people, institutions or groups. No person or legal entity shall be entitled to claim, neither individually nor jointly, before the Foundation or its Board of Trustees, any right to benefits before such benefits are granted.

Article 10. Publicity of Activities

The Board of Trustees shall provide adequate information regarding the purposes and activities of the Foundation in order for any potential beneficiaries and other interested parties to be apprised thereof using the means that it deems appropriate.

TITLE IV:

GOVERNANCE OF THE FOUNDATION

FIRST SECTION: GOVERNANCE BODIES

Article 11. Governance and Personal Bodies of the Foundation

The Foundation shall have Board of Trustees and the Executive Committee as collective governance bodies and Managing Director as personal governance body.

SECOND SECTION: THE BOARD OF TRUSTEES

Article 12. Nature

1. The Board of Trustees is the Foundation's governance, representation and management body.
2. The Board of Trustees has a duty to fulfil the Foundation's purposes and to manage the property and rights that make up the assets of the Foundation, fully preserving the income-producing capacity and profitability thereof.
3. In the performance of its duties, the Board of Trustees shall act with full independence and its decisions shall be final and unappealable, without prejudice to the rights or remedies that the laws may attribute to the Foundations Authority. Therefore, in approving resolutions or making decisions of any kind, they cannot be forced to comply with any requirements other than those expressly established in these Articles of Association or those prescribed by the applicable laws and regulations.

Article 13. Composition

1. The Board of Trustees shall be made up of a minimum of three trustees and a maximum of 10. The number of trustees shall be at any time the necessary to guarantee an effective operation of the Board of Trustees and such number shall be determined by the Board itself.
2. Individuals with full capacity to act and who are neither prohibited from holding public office nor under any legal circumstance of incompatibility or who has any relation with the Foundation's project may be members of the Board of Trustees.
3. Legal entities may be members of the Board of Trustees and must appoint the individual that will represent them, who shall, in turn, meet the requirements set out in the preceding paragraph. The appointment or replacement of individual representing legal entities shall be communicated to the Foundation by sending written notice to the Secretary. Such notice must be signed by the legal representative of the entity and includes the acceptance of said individual.
4. The trustees shall hold office without any remuneration, without prejudice to their right to be reimbursed for all duly justified expenses arising from the performance of their duties.

Article 14. Appointment, removal and replacement of Trustees

1. The Trustees shall hold office for a term of 3 years, upon the expiration of which they may be indefinitely re-elected to subsequent 3-year terms of office in accordance with the following rules.
2. During the first 10 years from the date of establishment of the Foundation, the appointment will be carried out in the following way:

One Trustee shall be appointed by the Board upon proposal of one of those set forth in annex I to these Articles of Association, in the form that will be said later.

One Trustee to be appointed by the Board upon proposal of the Dutch company KONINKLIJKE PHILIPS ELECTRONICS, N.V. provided that the Indal group remains a part of the Philips Group.

For the designation of the above 2 Trustees, the President shall address in writing respectively to the person mentioned in Annex I and to KONINKLIJKE PHILIPS ELECTRONICS, N.V. at least two months before the expiration of the term from which the Board of Trustees was appointed, in order to obtain their respective proposals which, once their suitability ascertained, shall be binding on the Trustees.

If within one month from the receipt of the notification, proponents had either not replied or expressly waived their right to and unless specified otherwise, the waiver shall only apply for the next term of appointment of Trustees and not for the rest of periods up to meet the above deadline of 10 years.

The appointment process shall apply again in case of dismissal or resignation of any of the Trustees mentioned in paragraph 2 above.

For what concerns those persons listed in annex I, the proposal submitted by the one appearing in the first place shall be binding. In the event of death or declaration of incapacity, the following in order shall be entitled to submit such binding proposals. In the case of death or incapacity of any of the listed, the Trustee, if any, shall be appointed as provided in the following paragraphs.

3. The rest of members up to complete the number deemed desirable and always within the statutory maximum shall be appointed by the Board of Trustees among those who meet the requirements established in Article 13 at the proposal of the Chairman, any of the Vice-Chairmen or three Trustees. The appointment shall require the favourable vote of at least two-thirds of all of the members of the Board of Trustees.
4. The provisions of the preceding paragraph shall apply to all members of the Board of Trustees, upon termination of the aforementioned term of 10 years.
5. The Board of Trustees shall fill any vacancies following the provisions of the preceding paragraph. However, the Board of Trustees shall be entitled to leave a vacancy unoccupied provided that the resulting number of Trustees comply with the minimum established in these Articles of Association, without prejudice to what is set forth in paragraph 2 of the present Article.
6. The Trustees shall take up office after having expressly accepted their appointment before the Board of Trustees, in which case a certificate shall be issued by the Secretary with the signature being certified by a notary, or by means of a public instrument, or a private instrument bearing their signature certified by a notary, or by appearing at the Registry of Foundations for such purpose. In any case, the acceptance shall be formally notified to the Foundations Authority and shall be recorded with the Registry of Foundations.
7. The Foundation's Trustees shall be removed from office in those cases stipulated in Article 18 of the Spanish Foundations Act. In addition, the Trustees shall be removed from office in the following cases:

- a) Public or private actions carried out by the Trustees which are against the values and purposes of the Foundation;
- b) Failure to comply with their duties of diligence, confidentiality, and loyalty to the interests of the Foundation;
- c) Conflicts of interest with the Foundation or with its governance bodies;
- d) Removal from the position by reason of which they were appointed as members of the Board of Trustees, and particularly, by distancing from the Foundation's operations and project.

The Board of Trustees shall, at any time, decide about the concurrence of any of these reasons for removal. The affected Trustee shall have no right to vote regarding this decision, without prejudice to his right to be heard by the Board of Trustees. The removal of the Trustee shall involve no right to receive any compensation.

- 8. The resignation of a Trustee may be carried out by following the same procedures stipulated within his or her acceptance.
- 9. The replacement, suspension and removal of Trustees shall be recorded with the Registry of Foundations.
- 10. If the number of Trustees remains under three and it is proven impossible to proceed to the appointment of new Trustees, the Foundations Authority shall immediately appoint the person(s) who will integrate provisionally the Foundation governing and representation body.

Article 15. Duties of the Trustees

- 1. Notwithstanding the authorisations that the Foundations Authority has the power to grant and the communications that must be addressed to the Foundations Authority, the Board of Trustees shall, among others, and besides their statutory duties, develop the following duties:
 - a) To approve and send an Action Plan drafted by the Executive Committee to the Foundations Authority, within the last three months of each fiscal year, which shall reflect the objectives and activities planned to be carried out during the following fiscal year.
 - b) To approve the annual directors' report drafted by the Executive Committee.
 - c) To approve the Foundation's annual accounts drafted by the Executive Committee.
 - d) To approve the Executive Committee report about the fulfilment of the Foundation Code of Conduct of Conduct referred to article 32 of the present Articles of Association.
 - e) To elect a Chairman and a Vice-Chairman, as the case may be, taking into account the proposal of the Executive Committee.
 - f) To elect a Secretary and a Deputy Secretary taking into account the proposal of the Executive Committee.

- g) To elect the Foundation's Managing Director, if required, taking into account the proposal of the Executive Committee.
 - h) To elect, at the direction of the Chairman, the members of the Executive Committee (other than ex officio members) from among its members and to determine its number at any time.
 - i) To approve any amendment to these Articles of Association with the favourable vote of at least two-thirds of all of the members of the Board of Trustees.
 - j) To interpret these Articles of Association and solve any event that may arise in connection with the Foundation's operations.
2. Notwithstanding the authorisations that the Foundations Authority has the power to grant and the communications that must be addressed to the Foundations Authority, the Board of Trustees shall develop the following managerial and operational duties:
- a) To represent the Foundation in and out-of-court and to manage all matters related to the purposes, goods and activities of the Foundation, being authorized to carry out any type of acts and to enter into any kind of civil, commercial, administration or transfer of title agreements, regardless of the nature of the goods or the persons or entities affected.
 - b) To establish the Board of Directors rules of procedure in connection with any matter not specifically provided in these Articles of Association.
 - c) To establish the rules for application of the Foundation's funds.
 - d) To carry out, subject to these Articles of Association, all kind of transactions aimed at fulfilling the Foundation's purposes and to grant or execute any type of private and public documents.
 - e) To execute, agree or grant any type of contracts, acts and agreements as deemed necessary for the development of the Foundation's activities, in each case, according to the terms and clauses it deems appropriate including transactions, undertakings and arbitrations, participating in call for tenders or auctions as well as accepting donations, bequests and inheritance of any kind with benefit of inventory.
 - f) To acquire, transfer, dispose of, withdraw and exchange, totally or conditionally, any kind of real or personal property, as well as rights, subject to the exceptions and conditions set out in these Articles of Association.
 - g) To grant, accept, modify, acquire, transfer, subrogate, postpone and cancel, totally or partially, any kind of real or personal property, as well as rights, such as mortgages, pledges, prohibitions, conditions, limitations, bails, bonds and guarantees of any nature, even in favour of a third party.
 - h) To incorporate and amend companies, upon obtaining the required administrative authorisations, contributing personal property or real estate, approving articles of association, subscribing shares or participations, appointing, accepting and holding managerial positions.
 - i) To administer, in the broadest terms, moveable assets and real property; to arrange, amend and terminate lease and other transfer of use and enjoyment agreements; to

carry out certificates of completion of building, construction or plantation, demarcations, boundaries, divisions, grouping, segregations works and any other amendment to registered property; to request the resumption of an interrupted chain of succession with the Land Registry or the registration of the greater surface area of properties already registered; to establish ownership or certificates acknowledging ownership as a matter of common knowledge for registration of property with the Land Registry or the Companies Registry; to request minutes and other notarial documents; to make, accept and answer notifications and notarial requests.

- j) To open, arrange, cancel and settle bank accounts, savings, investment or credit accounts, deposits and other financial instruments, on the Foundation's behalf, and any other financial transaction at any bank, including the Bank of Spain, or any other credit or savings bank, and to credit or withdraw money from them through cheques, money orders, bank drafts or transfers.
- k) To draw, accept, make, guarantee payment of, renew, cash, pay, endorse, negotiate, discount and protest commercial and financial bills of exchange, money orders, and promissory notes on behalf, and in favour of, the Foundation.
- l) To approve loans, credit and other related financial transactions that may be convenient for the Foundation.
- m) To set up, modify, withdraw and cancel guarantees and cash deposits, in kind or securities, at any bank or any other credit and savings bank or at central, regional and local Administrations.
- n) To make payments and collect any amount owed to the Foundation, on whatever ground, by any individual or legal entity, by the Central State Administration, Autonomous Communities, Municipalities, banks and public or private credit institutions, signing letters of payment, receipts, invoices or drafts for such purpose.
- o) To appear and represent the Foundation before any authorities, agencies, centres, departments and offices of the Central State Administration, Autonomous Communities, Provincial Councils, Municipalities, and other Spanish or foreign public bodies, including the European Union, National Financial Institutions, Multilateral Development Institutions and any international institution, as well as before all kind of entities, associations, boards, private companies and union organisations, entering into as many agreements, covenants and contracts as deemed necessary or appropriate for the achievement of the Foundation's purposes; to institute, file, follow through and conclude all kind of appeals, applications, petitions or pleas that have been instituted or to follow through until obtaining a resolution, signing for such purpose as many written statements, summons and notices as may be required.
- p) To appear before any ordinary or special courts and tribunals regardless of level, instance or jurisdiction and any other authority; to exercise all rights, actions, exceptions or remedies at any litigation or legal proceeding as plaintiff, defendant, third party, intervener, collaborator, petitioner or in any other capacity; to appoint lawyers and solicitors and grant them general and special powers, in and out of

court, in order to settle, compromise and agree on necessary or advisable settlements and agreements, to make depositions and to reply to interrogatories.

- q) To file a petition for bankruptcy and follow all the legal proceeding through its conclusion; to report the outstanding credits requesting its inclusion or exclusion within the list of creditors; to accept its appointment as bankruptcy receiver; to challenge the list of creditors and suggest changes to the content of such list; to suggest early composition agreement or otherwise as permitted by law or with an alternative content, if any; to attend the creditors' meetings, exercising the right to information and vote; to accept any proposal of composition agreement, whatever its content; to object to the composition agreement approved by the court; to accept movables assets and real property for the payment of its credit and, generally, to take part in the bankruptcy proceedings performing any required act regarding such proceedings.
 - r) To represent the Foundation before the Spanish Secretary of the Treasury, the Spanish Tax Authorities, its delegations and sub-delegations, as well as any bureau, committee, agency, department or branches thereof in charge of settling, inspecting or collecting taxes; to receive any sum or amount due to the Foundation for any reason whatsoever; to pay taxes and other duties; to sign statements and petitions, and to file and follow through any kind of claims or complaints and to sign receipts.
 - s) To grant powers of attorney to perform all or part of the duties set out in this Article, subject to the limits established by the applicable laws and these Articles of Association. To revoke powers and grant new ones, obtain copies of certain documents, especially regarding these faculties. To sign the necessary private and public documents for exercising the powers and faculties granted herein.
3. The Chairman shall be in charge for the execution of the agreements, notwithstanding that those agreements can be appointed to one or more other Trustees or any third party by express delegation.
4. The previous list is a mere description of the wide range of powers entrusted to the Board of Trustees, without limitation of any other governing powers it may have regarding the operation, management and administration of the Foundation, subject to the exceptions set out by law and these Articles of Association.

Article 16. Obligations of the Trustees

In developing its activities, the Board of Trustees shall comply with the provisions of the applicable regulation, the will of the Founders as expressed in the Memorandum of Association, and these Articles of Association.

Article 17. Liabilities of the Trustees

1. The Trustees shall act with the diligence required of a faithful representative pursuing the Foundation's purposes with loyalty, and shall be jointly and severally liable to the Foundation for the damages caused by them as a consequence of acts in violation of the

law or these Articles of Association or acts performed without the diligence required for the discharge of their duties.

1. The Trustees have a duty to attend the meetings to which they are duly called and comply with the provisions of the law and these Articles of Association.

Article 18. Meetings of the Board of Trustees and Call to Meeting

1. The Board of Trustees shall meet, upon being called by the Secretary upon the Chairman's request or the person acting in his or her stead or when requested by at least one-third of the members of such Board (rounding up to the higher number), with the frequency required for the good operation of the Foundation and, at least twice a year.
2. No prior call to meeting shall be required when all the Trustees are present and they unanimously resolve to hold a meeting.
3. Except in cases deemed to be urgent by the Chairman, notice of the call to meeting shall be given to each member no less than five days in advance of the date of the meeting. The notice shall set forth the agenda therefore. Notice of the call to meeting shall be given to each member by any means that provides evidence of receipt. For such purpose, an e-mail sent to the address communicated to the Foundation by the Trustee shall be considered valid.
4. The resolutions adopted in the meetings shall be recorded in minutes that may be approved in the same meeting to which it refers to or in the following one. The minutes shall be signed by the Secretary with the approval of the Chairman. A certificate of the resolutions adopted by the Board or Trustees shall be issued with the same formalities.
5. Any employee of the Foundation, or any another person that may be deemed appropriate, may attend the meetings of the Board of Trustees, upon being called by the Chairman, with the right to be heard but without the right to vote.

Article 19. Deliberations, Representation and Adoption of Resolutions

1. Meetings of the Board of Trustees shall be validly established with the presence, in person or by proxy, of at least one-half plus one of its members.
2. The Trustees shall participate in the meetings of the Board by attending the place where such meeting will be held or different locations arranged by the Foundation, provided that such locations are connected by an audio or video-conference system that permits recognition and identification of attendees, permanent communication among them and real time participation, therefore, as a single act.
3. In such case, the notice of call to meeting shall state the communication system that will be used and, if any, the places where such technical means will be available to attend and participate in the meeting. The meeting shall be deemed to be held where the main place is located.
4. Resolutions shall be adopted by a simple majority of votes casted by those present in person and by proxy, except when these Articles of Association require a qualified majority. Each Trustee shall count as one vote. In the event of a tie, the Chairman shall have the decisive vote.

5. The Board of Trustees may vote in writing and without a meeting, provided that no Trustee objects thereto.
6. The members of the Board of Trustees may grant a proxy for the meeting of the Board to another Trustee. The proxy shall be granted by means of a written statement sent to the Chairman in advance.

Article 20. Delegation of Powers

- 1 For a better execution of its functions, the Board of Trustees may:
 - a) Make a permanent or provisional delegation of its powers to an Executive Committee.
 - b) Make a permanent or provisional delegation of its powers to the Chairman, the Vice-Chairman, the Managing Director or the Board of Trustees.
 - c) Grant a special power for specific cases without limitation of people to whom such power may be granted.
2. In no event, the Board of Trustees may delegate those powers that cannot be delegated pursuant to legal restrictions, or those that could be subject to authorisation of the Foundations Authority as well as any resolution to approve: The Action Plan, the annual accounts, the amendment of the Articles of Association, and the Foundation's merger or termination. The election of Chairman, Vice-Chairman, Secretary, Deputy Secretary or Managing Director cannot be delegated as well

THIRD SECTION: THE EXECUTIVE COMMITTEE

Article 21. Nature and Duties

1. The Executive Committee is the ordinary management body of the Foundation and acts under the guidance of the Chairman. It is responsible for developing the Foundation's day-to-day activities aimed at fulfilling its purposes under the terms set forth in these Articles of Association. It shall have the duties that, at any time, the Board of Trustees may delegate to it.
2. The Executive Committee shall:
 - a) Draft, within the last three months of each fiscal year, an Action Plan that must be approved by the Board of Trustees, which shall reflect the objectives and activities planned to be carried out during the following fiscal year.
 - b) Draft the annual directors' report of the Foundation, that must be approved by the Board of Trustees.
 - c) Draw up the annual accounts of the Foundation, that must be approved by the Board of Trustees.

- d) Suggest to the Board of Trustees the form of investment of the Foundation's endowment.
- e) To draw up for submission to the Board of Trustees of the report about the fulfilment of the Foundation Code of Conduct referred to article 32 of the present Articles of Association.
- f) Suggest to the Board of Trustees the appointment and removal of the Chairman, Vice-Chairman, Secretary and Deputy Secretary.
- g) Suggest to the Board of Trustees the appointment and removal of the Managing Director, as well as the terms of its office.
- h) Report to the Board of Trustees on the appointment, removal, powers and remuneration of the Foundation's officers and on the remuneration policy of its employees.
- i) Create the working Committees that it deems appropriate to manage the different departments of the Foundation. Said Committees shall be made up of Trustees, without prejudice to the attendance, with the right to be heard but without the right to vote, of such people related to the Foundation that the Board of Trustees may decide; to draft the rules, that will be subject to the approval of the Board of Trustees, by which said Committees must be governed. The Managing Director, if any, shall act as secretary of those Committees, with the right to be heard but without the right to vote.
- j) Draft any proposal for the amendment of the Articles of Association that will be subject to the approval of the Board of Trustees.
- k) Perform any other duty entrusted by the Board of Trustees.

Article 22. Composition, appointment, removal and replacement of the Executive Committee members

1. The Executive Committee shall be made up of a minimum of three trustees and a maximum of five, decided by the Board of Trustees at any time.
2. The Chairman of the Board of Trustees, who shall preside over the meetings of the Executive Committee, and the Vice-Chairman of the Board shall be ex officio members thereof.
3. The appointment of the Trustees who shall be members (other than ex officio members) of the Executive Committee shall correspond to the Board of Trustees, at the direction of the Chairman.
4. The Managing Director, if any, shall act as secretary of the Executive Committee, with the right to be heard but without the right to vote. If there is no Managing Director, a Secretary shall be appointed.
5. The Board of Trustees may, at any time, decide by a simple majority on the removal and replacement of the members (other than ex officio members) of the Executive Committee. Furthermore, members of the Executive Committee shall be automatically

removed from office at the same moment when, for any reason, they stop being Trustees.

6. Members of the Executive Committee must accept their appointment following the rules stipulated by the applicable laws for the appointment of Trustees. Their acceptance shall be notified to the Board of Directors and shall be recorded with the Registry of Foundations.
7. Members of the Executive Committee shall hold office for a term of 3 years, provided that, during such period they continue being Trustees. Upon the expiration of such period they may be re-elected one or more times to a 3-year term of office.
11. The replacement and removal of members of the Executive Committee shall be recorded with the Registry of Foundations.

Article 23. Meetings of the Executive Committee and Call to Meeting

1. The Executive Committee shall meet, upon being called by the Chairman or the person acting in their stead, or when requested by two of its members, with the frequency required for the good operation of the Foundation and, at least, four times a year.
2. No prior call to meeting shall be required when all the members of the Executive Committee are present and they unanimously resolve to hold a meeting.
3. Except in cases deemed to be urgent by the Chairman, notice of the call to meeting shall be given to each member no less than two days in advance of the date of the meeting. The notice shall set forth the agenda therefore. Notice of the call to meeting shall be given to each member by any means that provides evidence of receipt. For such purpose, an e-mail sent to the address communicated to the Foundation by such member of the Executive Committee shall be considered valid.
4. Any employee of the Foundation, or any another person that may be deemed appropriate, may attend the meetings of the Executive Committee, upon being called by the Chairman on his own initiative or when requested by the majority of the members of such Committee, with the right to be heard but without the right to vote.

Article 24. Deliberations, Representation and Adoption of Resolutions by the Executive Committee

1. Meetings of the Executive Committee shall be validly established with the presence, in person or by proxy, of at least one-half plus one of its members.
2. Members shall participate in the meetings of the Executive Committee by attending the place where such meeting will be held or different locations arranged by the Foundation, provided that such locations are connected by an audio or video-conference system that permits recognition and identification of attendees, permanent communication among them and real time participation, therefore, as a single act. In such case, the notice of call to meeting shall state the communication system that will be used and, if any, the places where such technical means will be available to attend and participate in the meeting. The meeting shall be deemed to be held where the main place is located. Resolutions shall be adopted by a simple majority of votes casted by

those present in person and by proxy. In the event of a tie, the Chairman shall have the decisive vote.

4. Members of the Executive Committee may vote in writing and without a meeting or by means of any other communication system that permits permanent communication among them, provided that no member objects thereto.
5. Members of the Executive Committee may grant a proxy for the meeting thereof to another member. The proxy shall be granted by means of a written statement sent to the Chairman in advance.

FOURTH SECTION: INDIVIDUAL GOVERNANCE BODIES

Article 25. INDIVIDUAL BODIES

The following individual governance bodies shall be appointed by Board of Trustees in accordance to what is set forth in the present Section:

- i. Chairman.
- ii. Vice-Chairmen.
- iii. Secretary.
- iv. Deputy Secretary.

Article 26. Chairman

1. The Chairman of the Board of Trustees shall be the Foundation's Chairman, and shall represent the Foundation and its Board of Trustees before all kinds of persons, authorities and public or private entities.
2. The Chairman's election shall be carried out by the Board of Trustees, taking into account the proposal of the Executive Committee, and shall require the favourable vote of at least two-thirds of all of the members of the Board of Trustees.
3. The Chairman shall have, among others, the following duties:
 - a) To call and preside over the meetings of the Board of Trustees and the Executive Committee, set their agenda, direct debate thereat, resolve any tie with his decisive vote and adjourn such meetings.
 - b) To ensure compliance with the Articles of Association and implement the resolutions adopted by the Board of Trustees and the Executive Committee.
 - c) To manage and supervise the Foundation's services.
 - d) To suggest to the Board of Trustees the appointment and removal of Trustees in accordance with Article 14 of these Articles of Association.

- e) To suggest to the Board of Trustees the appointment and removal of those Trustees who shall be members (other than ex officio members) of the Executive Committee.
- f) To carry out, in case of urgency, all kind of actions, exceptions and judicial and administrative appeals in defence of the Foundation rights and interests, reporting on the said actions with the occasion of the next meeting of the Board of Trustees.
- g) To execute the agreements of the Board of Trustees and any other duties entrusted by the same.
- h) To perform any other duty attributed to him by these Articles of Association or by the applicable laws.

Article 27. Vice-Chairmen

- 1. The Foundation may appoint one or more Vice-Chairmen, and set their order of precedence, appointed by the Board of Trustees from among its members taking into account the proposal of the Executive Committee.
- 2. If the Chairman is absent, ill or in case of vacancy, the First Vice-Chairman shall perform his duties, and in his or her absence, the Second Vice-Chairman, and subsequent as the case may be, shall perform such duties. Similarly, the Vice-Chairmen may perform all the duties specifically delegated to them by the Board of Trustees of the Chairman.
- 3. The appointment and dismissal of the Vice-Chairmen, as well as their order of precedence, will be registered at the Registry of Foundations.

Article 28. Secretary of the Board of the Trustees

- 1. The Board of Trustees shall appoint a Secretary at the suggestion of the Executive Committee, and may also appoint a Deputy Secretary. The Secretary and Deputy Secretary need not be members of the Board of Trustees. In such case, they shall have the right to be heard but not the right to vote.
- 2. Secretary of the Board of the Trustees shall:
 - a) Call to meetings of the Board of Trustees following the directions of the Chairman.
 - b) Attend the meetings of the Board of Trustees preparing and signing the minutes of said meetings.
 - c) Issue certificates of the resolutions adopted by the Board of Trustees, with the approval of the Chairman. Serve such certificates were deemed necessary, and raise them to public deed when required to ensure its compliance.
 - d) Draft such reports and documents entrusted by the Chairman.
 - e) Ensure the Foundation's good governance, compliance with the laws and regulations, and the efficiency and transparency of its governance bodies.
 - f) Keep custody of all documents of the Foundation and properly reflect the meetings of the Board of Trustees in the Minute Book.
 - g) Address any needed communication to the Registry of Foundations, the Foundation Authority and any other relevant bodies of the public administration.

- h) Perform any other duty agreed by the Board of Trustees or its Chairman.
- 3. In the absence of the Secretary due to illness or vacancy, the duties thereof shall be performed by the Deputy Secretary, if any, or, in his or her absence, by the youngest Trustee.

FIFTH SECTION: MANAGING DIRECTOR

Article 29. Managing Director

1. The Board of Trustees shall appoint a Managing Director at the suggestion of the Executive Committee. The Managing Director shall not be a member of the Board of Trustees and may have an employment relation or otherwise with the Foundation.
2. The Managing Director shall:
 - a) Carry out the Foundation's daily management, performing the duties delegated to him or her by the Board of Trustees and the Executive Committee.
 - b) Attend the meetings of the Executive Committee, preparing and signing the minutes of said meetings.
 - c) Attend the meetings of such Committees that may be created, preparing and signing the minutes of said meetings, ensuring its coordination and boosting its works, without prejudice to any other duty that may be entrusted to them by the rules of procedure of said Committees as approved by the Board of Trustees.
 - d) Perform any other duty agreed by the Board of Trustees, the Chairman, or the Executive Committee.
3. The Managing Director shall be removed or suspended from office by the Board of Trustees at the request of the Executive Committee.

TITLE V:

ECONOMIC PROVISIONS

Article 30. Assets

1. The Foundation's assets shall be made up of all of its property, rights and obligations with monetary value included in its endowment, as well as those acquired by the Foundation subsequently to its establishment, whether included or not in its endowment.

2. The Foundation shall appear as the owner of all the goods and rights that comprise its assets, which shall be recorded in its annual inventory. The Board of Trustees shall be responsible for requesting the registration, in the name of the Foundation, of the goods and rights that comprise with the corresponding public Registries.

Article 31. Endowment of the Foundation

The Foundation's endowment shall consist of:

- a) The initial endowment contributed by the Founders.
- b) The goods and rights of economic value acquired or that could be acquired in the future by the Foundation earmarked as a part of the endowment by resolution of the Board of Trustees, as well as those contributed by the Founders or third parties as endowment.

Article 32. Other sources of income

Among those admitted by law, the income of the Foundation shall stem from:

- a) The income generated by its assets.
- b) The proceeds of the sale of shares, debentures and other securities, including rights for the subscription of shares that the Foundation does not exercise.
- c) Any aid, subsidies, donations, testamentary gifts and bequeaths received by the Foundation other than as specifically intended to increase the Foundation's endowment.
- d) Any revenues from its activities provided that this does not lead to an unjustified limitation of the scope of its possible beneficiaries.
- e) The financial means that the Foundation may obtain from any public or private entity, in Spain and abroad.
- f) Any funds that can be devoted to achieve the Foundation's purposes.
- g) Any other resources that the Foundation may obtain as the owner of its assets, such as intellectual or industrial property rights, or in any other manner.

Article 33. Investments of the Foundation

1. The goods and revenues of the Foundation shall be deemed as subject to the achievement of the Foundation's purposes.
2. The Foundation resources shall be deemed subject to the achievement of the Foundation's purposes as a whole; thus, the Foundation's assets shall be deemed undivided. Therefore, the Foundation cannot be forced to allocate its endowment devoted to achieve its purposes among one or more of them.
3. The Foundation shall carry out "any kind of investment" in order to obtain a greater profit from its assets subject to the normal limits of a reasonable administration, and its

expenses shall not exceed the statutory limit and in any case setting selection and management systems proportional to the volume and nature of the investment.

The Foundation cannot be forced to invest its assets in any types of shares or public or private bonds, not even those eventually issued by the State or Local governments for charity purposes, even if such purposes are similar to the Foundation purposes, unless the Foundation's governance bodies so decide.

4. The Board of Trustees shall issue an annual report on the Foundation's compliance of the applicable codes of conduct set forth by the Spanish Securities Market Commission, the Bank of Spain and the Ministry of Finance that contain specific rules applicable to temporary financial investments made, inter alia, by Foundations. Such report shall be submitted to the Foundation Authority together with the annual accounts.

Article 34. Annual Accounts and Action Plan

1. Within the last three months of each fiscal year, the Executive Committee shall draft an Action Plan that shall be approved by the Board of Trustees and sent to the Foundations Authority, which shall reflect the objectives and activities planned to be carried out during the following fiscal year. This Action Plan shall include a budget describing the expected income and expenditure. During the fiscal year, the Board of Trustees may amend the budget as it deems appropriate or convenient to fund the objectives and activities planned to be carried out. At the end of each fiscal year, the Executive Committee shall prepare a report on the degree of compliance with the Action Plan that will be sent to the Board of Trustees for its approval, along with the annual accounts, as part of the director's report.
2. Each year, within six months following the end of the fiscal year, the Board of Trustees shall approve the annual accounts which comprise the annual report, balance sheet, and profit and loss accounts as prepared by the Executive Committee, after which it shall be presented to the Foundations Authority within the period provided by law.
3. The Foundation shall keep all books as may be deemed appropriate for the orderly conduct of its activities as well as for the adequate monitoring of its accounts. For such purpose, the Foundation shall keep a daybook, an inventory book, and the Annual Accounts as well as such books that are mandatory under applicable regulations.
4. In all matters of economic and financial management, the Foundation shall observe the principles and general standards established in applicable legal provisions.

Article 35. Management principles

1. The Foundation shall be managed following business criteria.
2. The income included in the Budget and the Action Plan shall be deemed as an annual target for the people in charge of the different departments.
3. The expenditure included in the Budget shall be deemed as an annual limit, unless the Executive Committee approves an amendment.
4. The annual remuneration scheme of the Foundation's officers and employees shall be determined by the Executive Committee, at the proposal of the Chairman, taking into

account the good governance recommendations and the remuneration practices of companies for similar positions adapted to the Foundation.

Article 36. Fiscal year

The fiscal year of the Foundation shall commence on January 1st and shall end on December 31st of each year.

TITLE VI:

AMENDMENT, MERGER AND TERMINATION

Article 37. Amendment

1. These Articles of Association may be amended by resolution of the Board of Trustees so long as any such amendment serves the interests of the Foundation. In any case, the Articles of Association shall be amended when the circumstances surrounding the establishment of the Foundation have changed in a manner such that the Foundation cannot satisfactorily conduct its activities under the By-laws in force.
2. The approval of a resolution for the amendment of the Articles of Association shall require the favourable vote of at least two-thirds of all of the members of the Board of Trustees.
3. Notice of any amendment or new text of the Articles of Association approved by the Board of Trustees shall be given to the Foundations Authority and shall be formalised through a notarial instrument and recorded with the Registry of Foundations.

Article 38. Merger

1. The Foundation's Board of Trustees may approve the merger of the Foundation with another foundation, so long as the merger serves the interests of the Foundation.
2. The merger resolution shall require the favourable vote of at least two-thirds of all of the members of the Board of Trustees and shall be communicated to the Foundations Authority before being formalised through a notarial instrument and recorded with the Registry of Foundations.

Article 39. Termination

1. The Foundation shall be terminated upon the grounds and in accordance with the procedures established by applicable law.
2. Termination shall cause the commencement of a liquidation proceeding, which shall be conducted by the Board of Trustees under the supervision of the Foundations Authority.

3. The property and rights resulting from the liquidation shall be allocated to other foundations or institution considered as beneficiaries of patronage by applicable law that pursues general-interest purposes and that, in turn, has its own assets committed to the achievement of such purposes, even in the event of dissolution, and that are also considered as beneficiaries of patronage for the purposes stipulated in Articles 16 and 25, both inclusive, of the Law 49/2009, of 23 December, or to public entities different to a foundation that pursues general-interest purposes.
4. The Board of Trustees is expressly authorised to perform such allocation.

ANNEX I

LIST OF PROPOSERS ART. 14

The following individuals are appointed as Proposers for the purposes of the Article 14 of the present Articles of Association and according to the order of priority mentioned hereinafter:

Priority	Full name	Nat. Identity Number
1		
2		
3		
4		
5		