

July 2021

**Articles of Association**

**of**

**Banco Sabadell Private  
Foundation**

## CHAPTER I

### NAME, TYPE OF BUSINESS AND ADDRESS

**Article 1.** The Foundation, which shall be private with an indefinite lifespan, shall be called “BANCO SABADELL PRIVATE FOUNDATION”, and shall be subject to the legislation of the *Generalitat de Catalunya* (Government of Catalonia).

It shall be based in Sabadell, at Plaza de Sant Roc nº 20, but may transfer to another location within the Sabadell municipality by resolution of the Board of Trustees, in compliance with the legal provisions in force.

**Article 2.** The Founding Charter and these Articles of Association, as well as the resolutions and supplementary regulations that may be adopted by the Foundation’s governing bodies, shall be, together with all directly applicable legislation, the regulations that shall govern the activity and existence of the Foundation.

**Article 3.** The Foundation shall have full legal capacity and power to act, without limitations other than those expressly imposed by the legal provisions applicable to this category of foundation and those established in these Articles of Association, pursuant to the execution of its Founding Charter as a public deed of foundation and its registration in the Register of Foundations of the *Generalitat de Catalunya*.

## CHAPTER II

### FOUNDING AIMS

**Article 4.** The aims of the Foundation, which shall carry out its duties at State level and mainly in Catalonia, shall be to carry out activities aimed at cultural promotion and diffusion, which it shall achieve through cultural activities of all kinds related to heritage conservation, the promotion of the arts and contemporary thought, the patronage of classical culture, the preservation of cultural heritage and support for popular culture and talent through actions whose main objective is to identify and promote young or developing talent, and to support innovative projects by artists, young scientists and entrepreneurs.

The Foundation shall promote initiatives to support the welfare and progress of society in general, and people’s access to knowledge, both cultural and scientific, from a global and multi-disciplinary perspective.

To fulfil its mission, Banco Sabadell Foundation is active in the fields of culture, the arts, scientific and technical knowledge, social and humanistic insight, talent promotion and social action, as a way of supporting the progress of society.

The Foundation will deliver its objectives through its own programmes and in collaboration with public and private institutions.

**Article 5.** To achieve its aims, the Foundation shall make use of the lawful means considered most suitable in each case.

**Article 6.** The basic rules for the application of resources to the founding aims and to decide on potential beneficiaries shall be established by the Board of Trustees, on an impartial and non-discriminatory basis, among the physical or legal persons who meet the following conditions:

- a) They perform activities aimed at the promotion and/or diffusion of culture and talent.
- b) They request a benefit or service that the Foundation is able to offer.
- c) They meet the specific requirements which, in addition, may be agreed by the Board of Trustees for each call for applications.

## CHAPTER III

### ASSETS AND FINANCIAL MANAGEMENT

**Article 7.** The Foundation's assets shall be linked to the achievement of its founding aims.

The aforesaid assets shall consist of:

- a) The founding capital, comprised of the initial endowment, as set out in the Founding Charter.
- b) All other property and rights that the Foundation may accept and receive, with the aim of increasing the founding capital.
- c) All profits, income and proceeds, and other property that forms part of the Foundation's assets, earned by any title or concept whatsoever.

**Article 8.** Productive assets that form part of the founding assets may only be sold if the income obtained therefrom is reinvested in the acquisition of other productive assets or is invested in assets that serve to enhance the attainment of the founding aims.

**Article 9.** The assets that comprise the Foundation's endowment may be used, on a permanent basis, for the direct fulfilment of the founding aims in the form of immovable property, premises or movable property, suitable for that purpose. These assets may only be sold against payment, unless the foundation Protectorate provides otherwise for a specific case.

**Article 10.** The financial year shall begin on the first (1) of January of each year and shall end on the thirty-first (31) of December, matching the calendar year.

Each year, the Board of Trustees of the Foundation shall draw up the annual financial statements to coincide with the closing date of the financial year, giving a true and fair view of the Foundation's assets and liabilities.

The annual financial statements form a set consisting of:

- a) The balance sheet
- b) The income statement
- c) The statement of changes in equity
- d) The cash flow statement
- e) The annual report, which must complement, expand and comment on the information included in the balance sheet and income statement, and must give details of actions taken to achieve the founding aims, specifying the number of beneficiaries and the services that they receive, as well as the funds from previous financial years still to be allocated, if any, and any companies in which it has a majority shareholding, with an indication of the holding percentage.

The aforesaid documents must be approved by the Board of Trustees within six (6) months from the financial year closing date and must be signed by the Secretary with the Chairman's approval.

The annual financial statements must be submitted to the Protectorate of the *Generalitat de Catalunya* within thirty (30) days following their approval by the Board of Trustees, by sending electronic documents secured with the corresponding certified electronic signatures.

The aforesaid electronic documents shall be delivered to the Protectorate digitally or by telematic means, in accordance with the conditions and formats set forth in the regulations.

**Article 11.** The annual funds shall consist of:

- a) Income generated by the assets
- b) Positive balances that may result from the foundation's activities

- c) Grants and other donations received to that end, which therefore do not have to be included in the founding capital.
- d) Contributions received from the founding partner.

**Article 12.** The Foundation must use at least seventy percent of the income and other annual net revenue obtained to fulfil the founding aims, and the remainder shall be used either for later fulfilment of those aims or to increase its endowment. The Board of Trustees must approve the allocation of revenue.

**Article 13.** In order to draw on the assets that constitute the founding assets and to accept legacies and bequests, a vote in favour will be required from the Board of Trustees with a qualified majority as established in article 30 of these Articles of Association, and compliance with the applicable legal requirements.

**Article 14.** The Foundation's accounts shall be kept in accordance with the Spanish general accounting standards and the requirements of the applicable tax law. An accounting journal, inventory and financial statements ledger shall be kept as well as a minutes book. Accounting duties will be carried out by a person designated by the Board of Trustees.

## **CHAPTER IV**

### **FOUNDATION GOVERNANCE**

**Article 15.** The governance and administration of the Foundation shall be the responsibility of the Board of Trustees, which is the representative body with all the powers necessary to pursue the founding aims.

**Article 16.** The Board of Trustees is a collegiate body which shall be made up of at least three members and at most eleven.

The trustees shall be persons appointed by the Board of Trustees for a period of 4 years; they may be re-elected for periods of the same duration.

The trustees may be removed by resolution of the Board of Trustees, voting with a qualified majority as specified in article 30 of these Articles of Association.

Trustees who cease to be trustees, for any reason, before completing their term of office, may be replaced by resolution of the Board of Trustees. The person designated as a replacement shall be appointed for the remainder of the term of office of the person being replaced. However, the replacement may be re-elected for a term of the same length as that established for other members of the Board of Trustees.

Appointments and re-elections shall both be carried out at the proposal of the Board of Directors of Banco de Sabadell, S.A., and removals subject to prior notification to the Board of Trustees.

**Article 17.** Members of the Board of Trustees shall begin their duties having expressly accepted the role.

**Article 18.** The trustees are not remunerated for simply carrying out their role, nevertheless, they do have the right to receive advance payment or reimbursement of their duly justified expenses and may receive compensation for damage arising as a result of the performance of their duties.

In any case, trustees who perform executive, managerial or administrative duties other than the duties and functions inherent to the role of trustee, may be remunerated for those activities under the framework of a contractual relationship, clearly stating the work or professional duties to be remunerated, which must be distinct from those carried out in the position of trustee. The number of trustees with an employment relationship must be less than the number of trustees

required for the Board of Trustees to be deemed validly constituted.

**Article 19.** The Board of Trustees is empowered, among other things, to:

- a) Elect new trustees if the number of Board trustees is increased, and also to fill any vacancies that may arise for any reason, in line with the requirements established in these Articles of Association and in accordance with the provisions of the legislation in force.
- b) Re-elect and remove trustees.
- c) Create management and executive bodies, appoint persons to those bodies and grant them the corresponding powers.
- d) Perform the legal acts and business concerning the representation and governance of the foundation, and have free hand to manage and draw on all the assets that comprise the Foundation's assets, income and proceeds, and to exercise all of its rights and entitlements, within the statutory and legal provisions.
- e) Approve the annual financial statements including the balance sheet, income statement and the annual report.
- f) Interpret these Articles of Association and establish any additional rules that may be appropriate, in accordance with the legislation in force, and settle all legal issues that may arise.
- g) Agree on the modification of the Articles of Association, or on the merger, dissolution or addition of another foundation; these acts cannot be performed without the approval of the Protectorate.
- h) Decide in relation to the development of the Foundation's activities, approving action programmes and the application of income.
- i) Ensure the successful attainment of the founding aims and approve all rules considered necessary to achieve them, while interpreting the will of the Foundation's founders.
- j) In general, perform all acts, participate in legal business and grant any contract that may be required for optimal administration and use of the Foundation's revenue and assets, and for the exercise of the rights, actions and powers that may be appropriate to best achieve the founding aims.

**Article 20.** The Board of Trustees shall meet, mandatorily, at the Ordinary General Meeting in the first half of each calendar year.

It shall meet at Extraordinary Meetings as often as the Chairman considers appropriate, at its own initiative and, of necessity, when one quarter of the Board of Trustees members request a meeting.

**Article 21.** Meetings shall be convened by the Chairman, and the meeting notice shall contain the agenda setting out all matters that will be discussed at the meeting, outside of which no valid resolutions can be taken. The meetings may be held in any location where the Foundation carries out its social activities.

The meeting notice shall be distributed at least 7 days in advance of the meeting.

The Board of Trustees may meet via videoconference or using other communication means, provided that those attending can be securely identified, continuity of communication is ensured, and all those attending are able to take part in the discussions and cast their votes. In such a case, the meeting will be understood to be held in the place where the Chairman is located at that time.

Some resolutions may be adopted without a meeting, including the approval of the annual financial statements, by casting postal votes, via telematic communication or by other means, provided that reporting and voting rights are upheld, there is some form of proof of receipt of votes and the authenticity of votes can be guaranteed. In such a case, the resolution shall be understood to have been adopted at the Foundation's head office and on the date of receipt of the last validly cast vote.

**Article 22.** The Ordinary General Meeting shall:

- a) Examine and, as applicable, approve the annual financial statements for the previous year, which the Board of Trustees shall draw up each year.
- b) Approve the annual report and determine the activities to be developed in the following year.

c) Settle any other business on the meeting agenda.

**Article 23.** Extraordinary Meetings may adopt resolutions on all matters set forth in the meeting agenda.

**Article 24.** The Board of Trustees may designate, from among its members, a Chairman, one or more Vice-Chairmen and a Treasurer, who shall carry out their duties for a four-year term of office, in accordance with the provisions of Article 16.

A Secretary will also be appointed, who shall take part in meetings with entitlement to speak but, if they are not a trustee, without entitlement to vote.

If a Director of the Foundation has been appointed, they shall take part in meetings with entitlement to speak but, if they are not a trustee, without entitlement to vote.

Other trustees shall have entitlement to speak and vote.

**Article 25.** The Chairman of the Board of Trustees shall have the following powers, notwithstanding any others that may be expressly attributed to him:

- a) To represent the Foundation.
- b) To call Ordinary and Extraordinary Meetings, in accordance with these Articles of Association.
- c) To submit the annual financial statements for the previous year to the Ordinary General Meeting.
- d) To decide, with his casting vote, the outcome of tied votes.
- e) And all other powers specified in these Articles of Association.

**Article 26.** The General Manager, if any, shall be in charge of the Foundation's ordinary management and shall have the following powers, notwithstanding any others that may be expressly attributed to him:

- a) To represent the Foundation in all kinds of acts.
- b) To represent the Foundation in and out of Court, except in cases where the Board of Trustees designates another special representative.
- c) And all other powers specified in these Articles of Association

**Article 27.** Minutes will be drawn up for each meeting of the Board of Trustees. These will be authorised by the Secretary with the approval of the Chairman or, failing that, the approval of a Vice-Chairman. The Secretary shall also issue certification of the Chairman's approval or, failing that, of a Vice-Chairman's approval. These minutes will be approved by the Board of Trustees, either immediately following the opening of the relevant meeting or at the next meeting. However, resolutions are enforceable as soon as they are adopted, unless it is expressly provided, in the articles of association or when adopting the resolution, that they are not enforceable until the minutes are approved. If resolutions require mandatory registration, they shall be enforceable upon registration.

The Secretary shall draw up the minutes which will include a list of those attending each meeting, the form and outcome of each vote, and the verbatim text of the resolutions adopted at each meeting.

The Secretary shall sign the annual financial statements approved by the Board of Trustees with the approval of the Chairman.

**Article 28.** The Treasurer shall ensure that the amounts received by the Foundation are paid into a current account or passbook savings account.

He shall deposit securities, on behalf of the Foundation, in a bank.

**Article 29.** Except in cases where the Articles of Association require a special majority, the meetings of the Board of Trustees shall be validly constituted and may adopt valid resolutions when one fifth of its members (that is, at least two members) are present in person, provided the



Chairman or a Vice-Chairman is present. If the Secretary is not present, his duties shall be carried out by one of the trustees, who shall be expressly designated by those attending.

Each trustee shall have one vote. Resolutions shall be adopted by simple majority of the votes cast.

The trustees must attend meetings of the Board of Trustees in person and under no circumstance may they be represented by a proxy, as the role is exercised on a strictly individual basis.

Legal persons must be represented at meetings of the Board of Trustees by an expressly authorised natural person. Nevertheless, a natural person who represents a public institution may delegate another natural person to represent it.

**Article 30.** A favourable vote of one half plus one of the Board of Trustees members shall be required for:

- a) The acts referred to in Article 13 of these Articles of Association.
- b) The removal of trustees.
- c) Modification of the Articles of Association, the merger with or addition of another foundation, or the spin-off, dissolution or wind-up of the Foundation. The adoption of these resolutions must also comply with the requirements set forth in Law 4/2008, of 24 April, of the third volume of the Civil Code of Catalonia relating to legal persons.

**Article 31.** The trustees and comparable persons, in accordance with article 312-9.3 of Law 4/2008, of 24 April, of the third volume of the Civil Code of Catalonia relating to legal persons, may only carry out operations with the Foundation if it can be clearly demonstrated that they are necessary and that the interests of the Foundation prevail over the particular interests of the trustee or comparable person.

## **CHAPTER V**

### **DISSOLUTION**

**Article 32.** The Foundation shall only be dissolved in the event of supervening impossibility that prevents it from carrying out its founding aims, whether due to the loss of its assets or due to other causes, or when any other grounds provided for by law exist.

The dissolution of the Foundation shall be agreed by resolution of the Board of Trustees, which must justify its need or advisability, always taking into account the express or assumed will of the Foundation.

**Article 33.** If the dissolution of the Foundation is agreed by favourable vote of the qualified majority established in Article 30, the Foundation's assets shall be channelled to a public entity that is not a foundation and that pursues aims in the general interest, or to a private non-profit entity with similar aims to those of this Foundation, which shall be determined by the Board of Trustees and which shall itself be a beneficiary of the special tax regime set forth in Law 49/2002, of 23 December, on Non-Profit Entities and Tax Incentives for Patronage.