

STATUTES- FUNDACIÓN AMICS DE L'HOSPITAL DEL MAR

CHAPTER I

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

Article 1. Name, nature and duration

The Foundation Amics de l'Hospital del Mar (Friends of Hospital del Mar) is a non-profit entity whose assets, income and resources obtained permanently and for the purpose of fulfilling the general interest and purpose mentioned in these statutes. The foundation is called Amics de l'Hospital del Mar Foundation. The Foundation's permanent vocation is established for an indefinite duration and will begin its activity at the time of granting the founding charter.

Article 2. Address

The Foundation's permanent address is in Barcelona city, Paseo Marítimo, number: 25-29 (10th floor, Building Monobloc of Hospital del Mar)

Article 3. Scope of Action

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

Article 4. Legal Jurisdiction

The Foundation has its own legal personality and enjoys full legal capacity to act for the granting of its charter in public deed and the inscription in the Registry of Foundations of the Generalitat of Catalonia (Government of Catalonia). The Foundation is governed by the declarations contained in the foundation letter, by the legal provisions that are applicable to it, by those established in these statutes and by the agreements adopted by the Board of Trustees in the exercise of its functions.

CHAPTER II

Foundational purposes and activities

Article 5. Foundational Purposes

The Foundation aims to:

With the exclusion of any for-profit motive, the purpose of Amics de l'Hospital del Mar Foundation is to promote and develop activities of general interest related to the environment of the healthcare centers that make up the Parc de Salut Mar Group of Barcelona (hereinafter, Hospital del Mar) or the entity that replaces it.

Article 6. Activities

In order to achieve the foundational purposes, the Foundation carries out the activities that the Board of Trustees considers necessary directly and/or in collaboration with other entities, institutions or individuals, in accordance with the provisions of the regulations on foundations.

In particular, and without wishing to be exhaustive, its activity will be aimed at achieving the following objectives:

1. Collaborate with the care, transformation, innovative and research projects of Hospital del Mar.
2. Create opinion and encourage adherence to Hospital del Mar projects.
3. Strengthen the public projection of Hospital del Mar.
4. Obtain economic resources to allocate them to social, healthcare, innovation and research projects and others related to the infrastructures and equipment of Hospital del Mar.

The activities related to the foundational purposes will be carried out according to the rules that specifically regulate them, by obtaining, where appropriate, the relevant permits or licenses.

Article 7. Basic rules for the application of resources

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

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

Article 8. Beneficiaries

The centers that make up the Consorci (Group) Parc Salut Mar in Barcelona are the beneficiaries of the Foundation.

CHAPTER III

Economic system

Article 9. Foundation Assets and Economic Activities

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

- a) for the initial endowment that appears in the foundation letter
- b) for all the goods and rights of economic content that the Foundation accepts and receives in order to increase the endowment, and
- c) for all the yields, income, rents and products, and the other assets incorporated into the Foundation's assets for any title or concept.

Article 10. Acts of disposition

10.1. The alienation, grievance or any other act of disposition of the goods and rights that make up the foundational patrimony must be made for consideration and respecting the conditions of the founders or donors of these goods. In any case, the amount obtained must be reinvested in the acquisition of other assets and rights that are subrogated in place of the alienated or in the improvement of the Foundation's assets applying the principle of real subrogation.

10.2 If there are exceptional circumstances that prevent compliance with all or part of the reinvestment duty, the board of trustees, before carrying out the act of disposition, must present a responsible statement to the Protectorate stating that these circumstances occur and must provide a report signed by independent technicians who prove the need for the disposition

act and the reasons that justify the non-reinvestment. It must also justify the destination of the product that is not reinvested, which must always be within the aims of the foundation.

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

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

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

10.5. The Board of Trustees can make, whenever necessary and in accordance with the economic situation and current legislation, appropriate modification in the investments of the founding patrimony.

10.6. In order to carry out acts of disposition on the assets and rights that constitute the foundational patrimony and for the acceptance of inheritances, legacies or other assets and rights capable of integrating the foundational capital, the favorable vote of the Board of Trustees with qualified majority and the compliance with the legally established requirements.

10.7. When the acts of disposition, alienation or encumbrance require the adoption of a responsible declaration, the 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 Jurisdiction

11.1. The Foundation must keep a daily book and an inventory and annual accounting book.

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

The year ends on December 31 of the current year.

11.3. The annual accounts form a unit and are made up of:

- a) the balance sheet,
- b) the income statement,
- c) the statement of status of changes in equity,
- d) 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 the number of beneficiaries and the services

that they have received, as well as the resources from other years pending assignment, if any, and the majority-owned companies, indicating the percentage of participation.

11.4. The information of the responsible declarations and on the perfection of the acts or contracts that are the object must be part of the minimum content of the annual account's memory.

11.5. The Board of Trustees must approve the annual accounts within six months following the closing date of the financial year, which must be presented in the legally established manner to the Protectorate of the Generalitat of Catalonia (Catalonian Government) for their deposit within 30 days from their approval.

11.6. The Board of Trustees must approve and present, 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 the regulatory authority utilizes.

11.7. The annual accounts will undergo an external audit when the legally established circumstances exist.

Although the legally foreseen circumstances do not occur for the accounts to have to undergo an audit, by the will of the majority of the employers or if a third part of these requests it for justified reasons, considering that there are some exceptional circumstances in the management of the Foundation that advises that it be carried out, a meeting of the Board of Trustees must be called within a maximum period of 10 days from the request, in order to agree in a motivated way to carry out or not carry out the auditing of the accounts requested. 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, the employers concerned may address their request to the Protectorate, in accordance with the provisions of the civil code of Catalonia.

Article 12. Annual Resources

The Foundation's annual financial resources must be made up of:

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

Article 13. Mandatory Application

The Foundation must allocate at least seventy percent of the net result obtained in the annual financial year to the fulfillment of the foundational purposes. The rest will be allocated either to the deferred fulfillment of the purposes or to the increase of its own funds. The Board of Trustees must approve the application of income.

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

The application of at least seventy percent of the results in the fulfillment of the foundational purposes, will be effective within four years from the beginning of the next to the accounting accreditation.

Article 14. Operating Expenses

The expenses derived from the operation of the Board of Trustees and its delegated bodies, not counting for this purpose the cost of the functions of leadership or management, may not exceed 15% of the net income obtained during the year.

Article 15. Participation in companies

The Foundation can form companies and participate without the need of prior authorization, unless it involves assuming personal responsibility for social debts.

The Foundation will notify the Protectorate within 30 days of the acquisition and holding of shares or social participations 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

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 of Trustees and requirements for membership

The Board of Trustees is a collegiate body made up of natural or legal persons and made up of a minimum of 6 and a maximum of 17 members.

Any natural person with full capacity to act may be a member of the Board of Trustees; that he/she is not incapacitated or disabled to exercise public functions or positions or to administer assets and has not been convicted of crimes against patrimony or against the socioeconomic order or for crimes of falsehood.

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

Article 18. Appointment, renewal and exercise of office

The appointment of new employers and the filling of vacancies must be agreed by the Board of Trustees with the majority required in article 26.

Top officers will exercise their positions for a 5-year term and are re-eligible indefinitely for periods of equal duration.

Officers who cease their term before the deadline for which they were appointed may be replaced by appointment of the Board of Trustees. The substitute person will be designated for the time remaining for the term of the substituted employer to expire but may be re-elected for the same terms 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

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 performance of the functions of the position.

Article 20. Powers and delegation of functions

The Board of Trustees is responsible for all the powers that it has statutorily attributed and, in general, the approval of all the projects and activities necessary for the fulfillment of the foundational purposes directly or with other entities, with no exceptions other 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 legislation. In any case, the following powers are non-delegable and correspond to the Board of Trustees exclusively:

- a) The appointment and removal of Officers
- b) The modification of the statutes.
- c) The merger, division or dissolution of the Foundation.
- d) The preparation and approval of the annual budget.
- e) Approval of the Foundation's annual accounts.
- f) Acts of disposition on assets that, jointly or individually, have a value greater than one twentieth of the assets of the Foundation, unless it involves the sale of securities with official listing for a price that is less the quote. However, powers can be made to grant the corresponding act in the conditions approved by the Board of Trustees.
- g) The constitution or endowment of another legal person.
- h) The merger, division and assignment of all or part of the assets and liabilities.
- e) The dissolution of companies or other legal persons.
- j) The agreements that require the authorization or approval of the Protectorate.
- k) The adoption and formalization of the responsible declarations.
- l) Approval of the Foundation's Operating Regime.

Article 21. Sessions and Announcement Jurisdiction

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

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

21.2. The Board of Trustees may meet exceptionally by videoconference, conference call or any other system that does not imply the physical presence of the members. In these cases, it is necessary to guarantee the identification of those attending the meeting, continuity in communication, the possibility of intervening in the deliberations and casting the vote. The meeting will be understood to be held at the place where the President is. In virtual meetings, those who have participated in the conference and / or videoconference should be considered attending members.

21.3. 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 reached.

21.4. The meeting must be convened at least 7 days in advance of the scheduled date, individually and by means of a letter addressed to the employers' address, and the electronic address provided by the Employers, which will be the ordinary mechanism, and it would be communicated at the time of acquiring this condition.

Article 22. Fees

The Board of Trustees will appoint a president and a secretary who may not have the status of patron. Employers who do not occupy any of these positions have the status of members, and one of them may be elected by the Board as Vice President or Vice President.

Article 23. The President

The President and, in his absence, the Vice President, have the following powers:

- a) Institutionally represent the Foundation.
- b) Order the call, set the agenda and preside, suspend and adjourn the sessions of the Board, as well as direct the deliberations.
- c) Decide with your casting vote the result of the voting in the event 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.
- e) Approve the minutes and certifications

Article 24. The Secretary

The secretary calls the Board meetings on behalf of the president and issues the corresponding minutes, keeps the minutes book and delivers the certificates with the approval of the president or by order, in his absence, of the vice president.

Likewise, he must guard the documentation of the Foundation and exercise the functions of legal advice and others inherent to the exercise of his office.

The secretary may not be an employer. In the event that it is not, it will intervene in the sessions with voice and without vote and will have the duty to warn of the legality of the agreements that the board intends to adopt.

Article 25. Mode of delivering and adopting agreements

The Board of Trustees will be validly constituted on first call when they attend the meeting, in person or represented in the legally permitted manner, half plus one of the trustees and on second call the attendance of a quarter of its members is necessary. For the constitution of the Board meetings to be valid, they must always have the presence of the president and the secretary or those who legally substitute them

The members of the Board of Trustees may delegate in writing to other trustees their vote regarding specific acts. If an employer is one because he or she holds the office of an institution, the person who can replace him or her may act on his behalf according to the organization rules of the same institution.

Each member has one vote and the agreements are adopted by a majority vote of the attendees, present and represented, at the meeting. In the event of a tie, the casting vote of the president will decide.

The director, if not a patron, can attend the Board meetings with voice but without vote when called. If you have patron status, you can attend with voice and vote.

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

Article 26. Qualified Majority

The favorable vote of two thirds of the total number of members of the Board of Trustees will be necessary:

- a) Modification of the purpose of the Foundation.
- b) Modification of its Statutes.
- c) Division, merger, dissolution or integration into another existing entity.
- d) Declarations responsible for the Board of Trustees (excluding those who cannot vote due to a conflict of interest with the foundation)

Article 27. Minutes

From each meeting, the secretary will draw up the corresponding minutes, which must include the date, the place, the order of the day, the people attending, a summary of the issues discussed, the interventions for which he has requested that it be recorded, and the agreements adopted, indicating the result of the voting and the majority.

The minutes will be drafted and signed by the secretary with the approval of the president and can 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. The compulsory registration agreements 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 28. Conflict of Interest

The Board of Trustees will approve a Code of Good Practice that regulates issues related to the conflicts of interest of its members in order to safeguard the transparency and good governance of the Institution.

Article 29. Cessation

1. The employers cease in 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 for which reason he was part of the Board of Trustees.
- d) End of the term of the mandate, unless it is renewed.
- e) Resignation notified to the Board of Trustees.
- f) A firm judicial decision that deems the action of responsibility for damages to the Foundation or that decrees the removal of the position.
- g) The others established by law or statutes.

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 produces effects vis-à-vis third parties when it is registered in the Registry of Foundations.

CHAPTER V

Regulation of other organs. Composition and functions

Article 30. The General Director

The Board of Trustees may appoint a director to develop the executive direction of the Foundation. This position may be held by an employer, in which case the employment or professional relationship will be articulated through 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 can be remunerated, in the terms that are considered appropriate to the nature and in the representativeness of the position and its functions.

When he/she is not an employer, the director attends all the meetings of the Board of Trustees to which he/she is called and can intervene with voice but without vote.

Article 31. The Treasurer

The Board of Trustees may appoint a person to carry out the financial management of the Foundation.

This position may be held by an employer, in which case the employment or professional relationship will be articulated through 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 treasurer may be remunerated, in the terms considered appropriate to the nature and in the representative nature of the position and its functions.

When he is not a patron, the treasurer attends all the meetings of the Board of Trustees to which he is called and can intervene with voice but without vote.

CHAPTER VI

Statutory and structural modifications and dissolution

Article 32. Statutory and structural modifications and dissolution

The Board of Trustees, through an agreement adopted in accordance with the provisions of article 26 of these statutes and the applicable regulations, and upon express notice, may modify the statutes, agree to the merger, division or dissolution or extinction of the Foundation, with the authorization of the Protectorate in accordance with the applicable legislation.

Article 33. Dissolution Causes

The Foundation will be dissolved for the following reasons:

a) Full compliance with the purpose for which it has been established or impossibility of achieving it, unless it proceeds to modify it and the Board of Trustees agrees to its modification.

- b) Civil or criminal wrongfulness 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 statutes.

Article 34. Dissolution procedure and destination of assets

The Board of Trustees will choose to carry out the liquidation of the foundational patrimony in accordance with one of the liquidation systems provided for in the Civil Code of Catalonia: liquidation of assets and liabilities or global assignment.

A) Liquidation of assets and liabilities

1. The dissolution of the Foundation requires the reasoned agreement of the Board of Trustees adopted in accordance with the provisions of article 26 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 any, or, subsidiarily, the Protectorate.

The remaining assets will be awarded to the Consorci Parc de Salut Mar (Group) of Barcelona, or entity that replaces it. In any case, the entities receiving the patrimony must be beneficiary entities of patronage in accordance with current tax legislation.

3. The adjudication or destination of the remaining patrimony must be authorized by the Protectorate before it is not executed.

B) Global transfer

1. The dissolution of the Foundation requires the reasoned agreement of the Board of Trustees adopted in accordance with the provisions of article 26 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 any, or, subsidiarily, the Protectorate.

The termination determines the global assignment of all the assets and liabilities of the Foundation. This global assignment, once the assets and liabilities have been 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 purposes similar to those Foundation or public entities. In any case, the entities receiving the patrimony must be beneficiary entities of patronage in accordance with current tax legislation.

3. If a global transfer cannot be made, the assets and liabilities must be liquidated, and as it results, the application established in section 2 must be applied.