

ARTICLES OF ASSOCIATION

Art. 1 - Establishment

1.1. The Foundation named "Fondazione Italia Uganda per l'opera di padre Giovanni Scalabrini, Ente del Terzo Settore" (Foundation Italy Uganda for the work of Father Giovanni Scalabrini, Third Sector Entity), or more briefly "Fondazione Italia Uganda per l'opera di padre Giovanni Scalabrini ETS" or "Fondazione Italia Uganda ETS" (hereinafter, the "Foundation"), is hereby established.

1.2. Pursuant to Legislative Decree No. 117 of July 3, 2017 - Third Sector Code (hereinafter, "TSC"), the Foundation includes in its name the designation of Third Sector Entity (abbreviated ETS), which constitutes a distinctive characteristic and is therefore included in every communication and external manifestation of the Foundation.

1.3. The Foundation indicates its registration details in the National Single Register of the Third Sector (hereinafter, "RUNTS") in its deeds, correspondence, and public communications.

Art. 2 - Registered Office

2.1. The Foundation is based in Milan.

2.2. A change of address within the same municipality is resolved by the Board of Directors and does not require a statutory amendment.

2.3. By resolution of the Board of Directors, the Foundation may establish secondary offices and representative offices both in Italy and abroad.

Art. 3 - Purposes

3.1. The Foundation is non-profit and, following the teachings of the social doctrine of the Catholic Church, pursues civic, solidarity-based, and social utility purposes through the carrying out of activities of general interest as specified below, drawing inspiration from the activity and example of father Giovanni Scalabrini, who carried out his missionary work in Uganda for over 50 years in favor of the poorest. In particular, the Foundation aims to support and promote solidarity experiences on the African continent and, more generally, in developing countries, through education, instruction, training, assistance, and cultural, social, and socio-health promotion aimed at eradicating poverty, reducing inequalities, improving living conditions of populations, and promoting sustainable development in accordance with the regulations on international cooperation for development.

3.2. To achieve its purposes, the Foundation carries out, as its main activities, the following activities of general interest:

- Development cooperation, pursuant to Law No. 125 of August 11, 2014, and subsequent amendments, pursuant to Art. 5, para. 1, letter n), TSC;
- Charity, distance support, free distribution of food or products under Law No. 166 of August 19, 2016, and subsequent amendments, or disbursement of money, goods, or services in support of disadvantaged persons or activities of general interest, pursuant to Art. 5, para. 1, letter u), TSC;
- Organization and management of cultural, artistic, or recreational activities of social interest, including activities, including publishing, for the promotion and dissemination of the culture and practice of volunteering and activities of general interest, pursuant to Art. 5, para. 1, letter i), TSC;
- Promotion and protection of human, civil, social, and political rights, pursuant to Art. 5, para. 1, letter w), TSC;
- Services aimed at the insertion or reinsertion into the labor market of workers and persons referred to in Article 2, paragraph 4, of the legislative decree revising the regulations on social enterprises, pursuant to Article 1, paragraph 2, letter c), of Law No. 106 of June 6, 2016;
- Education, instruction, and professional training, pursuant to Law No. 53 of March 28, 2003, and subsequent amendments, as well as cultural activities of social interest with educational purposes.

Art. 4 - Foundation Activities

To achieve its purposes and within the scope of the activities of general interest referred to in Art. 3.2, the Foundation, acting on its own or by establishing any appropriate form of connection, participation, and cooperation with public and private entities, national and international, may, by way of example:

- a. Contribute to the construction of school and healthcare facilities in developing countries;
- b. Establish and award scholarships and carry out all activities of guidance and academic support;
- c. Support social and healthcare assistance activities, with specific reference to the most vulnerable segments of the population in developing countries;
- d. Promote and support the labor market integration of young people;
- e. Promote individual and community entrepreneurship, including through training courses, tutoring, and accompaniment to foster an entrepreneurial culture and enhance the professional skills of beneficiaries;
- f. Promote, organize, and manage distance support activities for children or families in need;
- g. Provide training courses, services, and consultancies aimed at developing tools and skills for fundraising in favor

of non-profit organizations with purposes similar to those of the Foundation;

h. Organize, promote, and provide cultural, artistic, educational, training, and recreational activities;

i. Promote debates, round tables, conferences, studies, events, cultural itineraries, publications, competitions, and whatever else may be necessary to achieve its purposes;

j. Participate in, establish, or contribute to the establishment of consortia, associations, foundations, or other entities of any nature, national, foreign, or international, with purposes consistent with those of the Foundation;

k. Promote and support, directly, including through coordination activities, national or international entities sharing the same or similar purposes and goals;

l. Participate in or contribute to the establishment of entities, companies, including corporations, start-ups, and business networks, instrumental to the pursuit of the Foundation's purposes and which inspire their activities on the same values and principles of the Foundation.

Art. 5 - Other Activities

The Foundation may carry out other activities deemed by the Board of Directors to be necessary, useful, or otherwise appropriate for the achievement of its purposes, provided that they are secondary and instrumental to the activities of general interest in accordance with the criteria and limits defined by ministerial decree pursuant to Art. 6 TSC.

Art. 6 - Fundraising

To finance its activities, the Foundation may promote fundraising in an organized and continuous manner, in Italy and abroad, including through public solicitation or through the transfer or provision of goods or services of modest value, using its own and third-party resources, including volunteers and employees, in compliance with the principles of truthfulness, transparency, and fairness in relations with supporters and the public, in accordance with the Guidelines adopted by the Ministry of Labor and Social Policies (hereinafter, "MLPS").

Art. 7 - Economic and Regulatory Treatment of Workers

7.1. The Foundation guarantees workers economic and regulatory treatment no less favorable than that provided by the collective agreements referred to in Art. 51, Legislative Decree No. 81 of June 15, 2015, and ensures compliance with the parameters set by law regarding pay differences between employees.

7.2. The Foundation accounts for compliance with these parameters in the social report or, in its absence, in the mission report.

Art. 8 - Voluntary Work

8.1. The Foundation, in carrying out its activities, may make use of volunteers pursuant to Art. 17 TSC.

8.2. Volunteers who carry out their activities on a non-occasional basis shall be registered in a specific register, maintained by the Board of Directors.

8.3. Volunteer status is incompatible with any form of subordinate or independent employment relationship and with any other paid work relationship with the Foundation through which the volunteer carries out their activity.

8.4. The Foundation shall insure volunteers pursuant to Art. 18 TSC.

Art. 9 - Assets and Management Fund

9.1. The Foundation's assets consist of all the assets assigned to the Foundation at the time of its establishment or subsequently.

9.2. To the extent that they are allocated to increase the assets by the Board of Directors, the following also form part of the Foundation's assets:

a. Movable and immovable property received by the Foundation on any basis, as well as donations, inheritances, bequests, and contributions paid on any other basis by natural and legal persons, public and private;

b. Profits and operating surpluses, including in the form of funds and reserves.

9.3. The Foundation's assets, including any revenues, income, proceeds, and receipts of any kind, are used for carrying out statutory activities for the exclusive pursuit of the purposes referred to in Art. 3.

9.4. For the pursuit of its purposes, the Foundation has a management fund, to which the income from assets and proceeds are allocated, as well as fees received for services rendered in the course of its activities, and any other proceeds, contributions, donations, inheritances, or bequests received for the realization of the statutory purposes and not expressly allocated to the increase of assets by the Board of Directors.

9.5. If necessary or appropriate, the Board of Directors decides, according to criteria of expertise, prudence, and diligence, to allocate portions of the Foundation's assets to finance the Foundation's current activities.

Art. 10 - Absence of Profit Motive

In accordance with the provisions of the TSC and unless the allocation or distribution is required by law, the distribution, even indirect, of profits and operating surpluses, funds, and reserves of any kind to founders, or other persons to whom the Foundation is attributable, as well

as to workers, collaborators, directors, and other members of the Foundation's bodies is prohibited, even in the event of the termination of any individual relationship between the Foundation and any other party.

Art. 11 - Financial Year and Financial Statements

The financial year of the Foundation begins on January 1 and ends on December 31 of each year. Within that deadline, the Board of Directors approves the forecast financial budget for the following year and, within 180 days of the end of the financial year, approves the final financial statements prepared and filed pursuant to Art. 13 TSC.

Art. 12 - Social Report

When the conditions provided by law are met, the Foundation prepares, files with the RUNTS, and publishes on its website the social report. The social report shall be prepared and published pursuant to Art. 14, paragraph 1, TSC.

Art. 13 - Bodies of the Foundation

The bodies of the Foundation are:

- The Board of Directors
- The President and Vice President
- The General Director
- The Treasurer, if appointed
- The Honorary President, if appointed
- The Supervisory Body

Art. 14 - Board of Directors

14.1. The Foundation is governed by a Board of Directors composed of 5 or 7 effective members, including the President, appointed by the assembly of the Association "Amici dell'opera di padre Giovanni Scalabrini." Only persons who possess integrity requirements and specific competencies useful for achieving the Foundation's purposes may be appointed as directors.

14.2. Members of the Board of Directors serve for 3 (three) financial years and expire upon approval of the financial statements for the last year of their term. They may be re-elected, subject to the possibility of resignation or revocation by the appointing body. In such cases, as in any other instance of a vacancy in the position of director, the remaining members shall proceed with the co-optation of another director who shall remain in office for the remaining duration of the replaced director's term.

14.3. The Board of Directors determines the general guidelines of the Foundation's activities, makes strategic decisions, defines priorities with respect to initiatives to be undertaken or financed, and exercises extraordinary administrative powers. In particular:

- Approves the forecast financial budget and the final financial statements prepared by the General Director or, if appointed, by the Treasurer;
- Resolves on the acceptance of inheritances, bequests, and donations, as well as the purchase and sale of real estate and changes to assets;
- Resolves on statutory amendments;
- Appoints the General Director;
- Appoints the Treasurer;
- Defines the possible remuneration of the General Director and the Treasurer;
- Defines the possible remuneration of the members of the Supervisory Body;
- Exercises all other powers and carries out all further tasks assigned by this Statute.

The Board of Directors may delegate part of its powers to individual Directors, including the President.

14.4. The Board of Directors is convened by the President on its own initiative or at the request of the majority of the members of the Board of Directors by registered letter, including hand delivery, sent or delivered with at least 3 (three) days' notice, or by means capable of confirming receipt by the addressee. In cases of urgency, by telegram or by means capable of confirming receipt, sent with 1 (one) day' notice. The notice of convocation must contain the agenda, the venue, and the time. The Board of Directors validly deliberates when at least a majority of its members is present. Resolutions are adopted with the favorable vote of the absolute majority of those present. In the event of a tie, the President's vote prevails. If a director intends to abstain, their presence is counted for the purposes of the validity of the resolution, but abstentions do not count toward the deliberative quorum. Voting may not be done by proxy.

14.5. Participation in meetings of the Board of Directors may also take place by teleconference or videoconference. In such cases, the meeting is deemed to be held at the location where the President is present. Meetings by teleconference or videoconference are valid provided that the President is able to verify the identity of those attending, regulate the proceedings, ascertain and announce the results of votes, and those attending are able to participate in simultaneous discussion and voting on the items on the agenda.

14.6. The Honorary President, if appointed, participates in meetings of the Board of Directors without the right to vote. If the President deems it appropriate, the General Director and the Treasurer, if not a member of the Board of Directors, may participate in meetings of the Board of Directors as observers without the right to vote.

14.7. The activity of members of the Board of Directors is unpaid. Members of the Board of Directors may be reimbursed for documented expenses.

Art. 15 - President

15.1. The President is appointed by the Board of Directors.

15.2. The President of the Board of Directors is also the President of the Foundation.

15.3. The President has the legal representation of the Foundation before third parties and in legal proceedings and has the power to grant general or special powers of attorney and to appoint and revoke lawyers and attorneys to represent and defend the Foundation before any administrative or judicial authority and in arbitration proceedings.

15.4. The President:

- Convenes and chairs the Board of Directors;
- Manages relations with authorities, entities, institutions, and companies, including for the purpose of establishing collaborative relationships and support for individual Foundation initiatives;
- Submits to the Board of Directors the general program guidelines and specific initiatives that fall within the Foundation's purposes;
- Adopts, in cases of urgency, any appropriate measures, including extraordinary administrative measures, reporting to the Board of Directors as soon as possible;
- Proposes to the Board of Directors the appointment of the General Director and the Treasurer.

15.5. The President may delegate part of their powers and duties to individual Directors.

Art. 16 - Vice President

16.1. The Vice President of the Foundation is appointed by the Board of Directors.

16.2. The Vice President exercises the powers of the President in the event of the latter's absence or incapacity.

16.3. The Vice President's signature serves as proof for third parties of the President's absence or incapacity.

Art. 17 - General Director

17.1. The General Director is appointed by the Board of Directors. The resolution of appointment determines the duration of the term.

17.2. The General Director:

- Oversees the organization of the Foundation;
- Prepares the programs and objectives that the Foundation must pursue during each year, submitting them for approval to the Board of Directors;

- Exercises ordinary administrative functions in accordance with the guidelines established by the Board of Directors;

- Implements resolutions and coordinates the activities of the Foundation.

17.3. The General Director may attend meetings of the Board of Directors without the right to vote, as provided for in Art. 14.7 above.

Art. 18 - The Treasurer

18.1. The Treasurer is appointed by the Board of Directors and may be selected from among its members.

18.2. If appointed, the Treasurer:

- Prepares the forecast financial budget and the final financial statements to be submitted to the Board of Directors;

- Oversees the correct maintenance of legally required accounting records and administrative and tax management in accordance with the law;

- Oversees the implementation of Board of Directors resolutions on administrative matters;

- Manages relations with the Supervisory Body and with employees or consultants on accounting, economic, financial, and administrative matters;

- Carries out banking and postal transactions, managing payments and collections, in agreement with the General Director and, where necessary, obtaining appropriate powers of attorney.

18.3. If not appointed, the Treasurer's functions are exercised by the General Director.

18.4. The Treasurer, if not a member of the Board of Directors, may attend meetings of the Board of Directors without the right to vote, as provided for in Art. 14.7 above.

Art. 19 - The Honorary President

19.1. The Board of Directors may appoint an Honorary President chosen from among personalities of particular prestige or who have made significant contributions to the Foundation. The Honorary President ceases from office upon resignation, revocation by the Board of Directors, the loss of the qualifications that justified the appointment, or death.

19.2. The position of Honorary President is honorary in nature and does not entail managerial functions or administrative or legal responsibilities toward the Foundation.

19.2. The Honorary President may participate in meetings of the Board of Directors, without the right to vote, in an advisory capacity, or at Foundation events in an institutional representation capacity.

19.3. The Honorary President promotes the image and values of the Foundation and may be delegated to represent it at

ceremonies, conferences, or public events, upon assignment by the President of the Foundation.

19.4. The appointment of the Honorary President is unpaid and does not entitle the holder to any compensation, except for reimbursement of documented expenses previously authorized by the Board of Directors.

Art. 20 - The Supervisory Body

20.1. The Supervisory Body of the Foundation is appointed by the assembly of the Association "Amici di Padre Giovanni Scalabrini" and may be constituted in collegial or single-member form in accordance with the provisions of Art. 2397, para. 2, of the Civil Code and Art. 2399 of the Civil Code.

20.2. The Supervisory Body oversees compliance with the law and the statute and adherence to the principles of sound administration, including with reference to the provisions of Legislative Decree No. 231 of June 8, 2001, where applicable, as well as the adequacy of the organizational, administrative, and accounting structure and its effective functioning.

20.3. The Supervisory Body also performs monitoring tasks regarding the Foundation's compliance with social purposes, with particular regard to the provisions of Arts. 5, 6, 7, and 8 TSC, and, when the conditions are met, certifies that the social report is prepared in accordance with the guidelines adopted by decree of the MLPS. In such cases, the social report acknowledges the results of the monitoring carried out by the Supervisory Body.

20.4. The Supervisory Body may at any time carry out inspection and control activities. For this purpose, it may request from the Board of Directors information, including on the progress of operations or on specific matters.

20.5. Where necessary or in the cases referred to in Art. 31 TSC, the assembly of the Association "Amici di Padre Giovanni Scalabrini" shall appoint the Supervisory Body to carry out the statutory audit of accounts if its members are registered in the register of statutory auditors, or, otherwise, a statutory auditor or auditing firm registered in the appropriate register.

Art. 21 - Composition, Duration, and Functioning of the Supervisory Body

21.1. If constituted in collegial form, the Supervisory Body is composed of 3 (three) effective members, including the President, and 2 (two) alternates.

21.2. The Supervisory Body serves for 3 (three) financial years and expires upon approval of the financial statements for the last year of its term.

21.3. Participation in meetings of the Supervisory Body may also take place by teleconference or videoconference,

provided that the conditions of Art. 15.6 above are met. Meetings of the Supervisory Body are documented by minutes that must be transcribed in a specific book and signed by those present.

Art. 22 - Statutory Amendments and Dissolution of the Foundation

22.1. Resolutions involving statutory amendments, the voluntary loss of the status of Third Sector Entity, and the dissolution of the Foundation are adopted by the Board of Directors:

- a. With the favorable vote of at least 4 (four) Directors, if the Board of Directors is composed of 5 members;
- b. With the favorable vote of at least 5 (five) Directors, if the Board of Directors is composed of 7 members.

22.2. In the case of a resolution to dissolve the Foundation, the Board of Directors appoints one or more liquidators.

22.3. In the case of a resolution to dissolve the Foundation or to voluntarily lose the status of Third Sector Entity, the residual assets shall be transferred, following a positive opinion from the competent RUNTS office and subject to any different allocation required by law, to other Third Sector Entities identified in the same dissolution resolution.

Art. 23 - Arbitration Clause

All disputes relating to this Statute, including those concerning its interpretation, execution, and validity, shall be referred to a Sole Arbitrator appointed by the President of the Court of Milan. The arbitrator shall proceed in an informal manner and according to equity. The seat of arbitration shall be in Milan.

Art. 24 - Referral Clause

For all matters not covered by this statute and the deed of incorporation, the provisions of the TSC, the Civil Code, and other applicable laws shall apply.