

ARTICLES OF ASSOCIATION

Art. 1 - Incorporation

1.1. The Foundation known as "Fondazione Italia Uganda per l'opera di padre Giovanni Scalabrini, Ente del Terzo Settore", or, in short, "Fondazione Italia Uganda per l'opera di padre Giovanni Scalabrini ETS" or "Fondazione Italia Uganda ETS" is incorporated (hereinafter, the "Foundation").

1.2. Under Italian Legislative Decree 3 July 2017, no. 117 - Italian Code for the Third Sector (hereinafter, the "ICTS"), the Foundation has in its name the classification of Third Sector Entity (*Ente del Terzo Settore*, in short ETS), which constitutes its peculiar distinctive sign and is, therefore, included in every communication and external manifestation of the same.

1.3. The Foundation includes the incorporation details in the Single National Third Sector Register (hereinafter, "SNTSR") in all deeds, correspondence and communication to the public.

Art. 2 - Office

2.1. The Foundation is based in Milan.

2.2. Any change of address within that Municipality is resolved upon by the Board of Directors and does not require any amendment to the Articles of Association.

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

Art. 3 - Purposes

3.1. The Foundation is not for profit and, based upon the teaching of social doctrine of the Catholic Church, it pursues civic, social solidarity and social interest purposes through activities of general interest as detailed below, taking inspiration from the activity and example of Father Giovanni Scalabrini, who has performed for over 50 years his missionary activity in Uganda in favour of the poorest. In particular, the Foundation aims to support and promote experiences of solidarity on the African continent and, more generally, in developing countries, through education, training, guidance, assistance and cultural, social and socio-sanitary promotion aimed at eradicating poverty and reducing inequalities, improving the living conditions of populations and promoting sustainable development, in compliance with what is established by the rules on international cooperation for development.

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

- cooperation for development, pursuant to Italian Law 11 August 2014, no. 125, as subsequently amended, under Article 5, paragraph 1, letter n) of the ICTS;
- charity, remote support, free supply of food or products pursuant to Italian Law 19 August 2016, no. 166, as subsequently amended, or disbursement of money, goods or services to support disadvantaged persons or activities of general interest, under Article 5, paragraph 1, letter u) of the ICTS;

- organisation and management of cultural, artistic or recreational activities of social interest, including activities, also of an editorial nature, for the promotion and dissemination of culture and voluntary work, as well as activities of general interest, under Article 5, paragraph 1, letter i) of the ICTS;
- promotion and protection of human, civil, social and political rights, under Article 5, paragraph 1, letter w) of the ICTS;
- services aimed at placement or reintegration in the employment market for workers and persons under Article 2, paragraph 4 of the Italian Legislative Decree on revision of rules governing social enterprises, referred to in Article 1, paragraph 2, letter c) of Italian Law 6 June 2016, no. 106;
- professional education, training and guidance, under Italian Law 28 March 2003, no. 53, as subsequently amended, as well as cultural activities of social interest having educational purposes.

Art. 4 - Foundation's Activity

To achieve its purposes and within the scope of the activities of general interest under Article 3.2, the Foundation, acting in person or establishing every appropriate form of connection, participation and cooperation with public and private, national and international bodies, may, in particular:

- (a) contribute to creating school and health building structures in developing countries;
- (b) establish and pay scholarships and perform any activity of study guidance and support;
- (c) support social and sanitary welfare activity, with specific reference to the weakest sections of the population in developing countries;
- (d) promote and support the entry into work of young people;
- (e) promote individual and community self-entrepreneurship, also through training, tutorship and coaching, to nurture business culture and qualify the recipients' professional expertise;
- (f) promote, organise and manage activities of remote support for children and families in need;
- (g) provide training, services and consultancy aimed at developing tools and expertise for fundraising in favour of non-profit organisations having similar purposes to those of the Foundation;
- (h) organise, promote and provide cultural, artistic, educational, training and recreational activities;
- (i) promote debates, round tables, conventions, studies, events, cultural routes, publications, challenges and any other activities necessary to achieve its purposes;
- (j) participate, establish or contribute to the establishment of consortia, associations, foundations or other entities of any nature, national, foreign or international, having purposes coherent with those of the Foundation;
- (k) directly promote and support, also by way of coordination activity, national or international entities that share the same or similar purposes and objectives;

(1) participate or contribute to the establishment of entities, companies, including corporations, start-ups and enterprise networks, serving the purpose of achieving the Foundation's purposes and inspiring their activities to the same values and principles as the Foundation's.

Art. 5 - Other Activities

The Foundation may perform other activities, which the Board of Directors deems necessary, useful or in any case appropriate for the achievement of its purposes, provided they are ancillary to the activities of general interest and serve their purposes, according to the criteria and restrictions defined by Ministerial Decree, under Article 6 of the ICTS.

Art. 6 - Fundraising

For the financing of activities, the Foundation may promote organised and ongoing fundraising, in Italy and abroad, including to the public or through the assignment or supply of goods and services of a modest value, using its own resources and those of third parties, including volunteers and employees, in compliance with the principles of truth, transparency and fairness in relations with sponsors and the public, pursuant to the Guidelines adopted by the Italian Ministry of Labour and Welfare (hereinafter, the "IMLW").

Art. 7 - Economic and regulatory scheme for workers

7.1. The Foundation ensures that the economic and regulatory scheme for workers is at least equal to that provided by collective bargaining agreements under Article 51 of Italian Legislative Decree 15 June 2015, no. 81, and ensures compliance with the parameters established by law concerning the remuneration gap among employees.

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

Art. 8 - Voluntary work

8.1. In carrying out its activities, the Foundation may use volunteers under Article 17 of the ICTS.

8.2. Volunteers carrying out activities on a non-sporadic basis shall be registered in an ad-hoc register, kept by the Board of Directors.

8.3. The status of volunteer is incompatible with any form of subordinate or independent work, as well as with any other paid work relationship with the Foundation where the voluntary work is carried out.

8.4. The Foundation shall provide insurance for volunteers under Article 18 of the ICTS.

Art. 9 - Equity and Management Fund

9.1. The equity of the Foundation is composed of the set of assets attributed to the Foundation at the time of its creation, or also subsequently.

9.2. To the extent to which they are earmarked for equity increase by the Board of Directors, the following items are also part of the Foundation's equity:

(a) movable and immovable assets the Foundation obtained under any title, as well as donations, inheritance, legacies and contributions under any title, given by natural or legal persons, whether public or private;

(b) profits and management surplus, including as funds and reserves.

9.3. The Foundation's equity, including any revenue, annuity, proceed, income however denominated, shall be used to carry out the Foundation's activities for achievement of the purposes under Article 3.

9.4. To achieve its purposes the Foundation has a management fund, to which the income from the assets and revenues are allocated, as well as the fees received for services provided in the exercise of its activities, and any other income, contribution, donation, inheritance or legacy received for the implementation of the Articles of Association purposes and not expressly allocated to increase the equity by the Board of Directors.

9.5. If it becomes necessary or it is considered appropriate, the Board of Directors shall decide, according to good practice, prudence and diligence criteria, to allocate portions of the Foundation's equity to the financing of the Foundation current activities.

Art. 10 - Non-Profit Entity

Pursuant to the ICTS, and unless the recipients or the distribution are required by law, profits or management surplus, funds and reserves however denominated shall not be distributed, including indirectly, to the founders or other persons connected to the Foundation, as well as to employees, independent contractors, directors and other members of the Foundation bodies'; the above shall also apply in case of termination of any individual relationship between the Foundation and any other persons.

Art. 11 - Financial Year and Financial Statements

The Foundation's financial year commences on 1 January and ends on 31 December of each year. By that term, the Board of Directors approves the budget, and by 180 days of the closing of the financial year, it approves the final financial statements, drafted and filed under Article 13 of the ICTS.

Article 12 - Social Report

In the presence of the conditions provided for by law, the Foundation shall prepare, file with the SNTSR and publish in its website the social report, which shall be prepared and published under Article 14, paragraph 1 of the ICTS.

Art. 13 - Foundation's Bodies

The following are bodies of the Foundation:

- the Board of Directors
- the Chairman and Vice Chairman
- the General Manager
- the Treasurer, if appointed
- the Honorary Chairman, if appointed
- the Supervisory Body.

Art. 14 - Board of Directors

14.1. The Foundation is governed by a Board of Directors consisting of 5 or 7 standing members, including the Chairman, appointed by the shareholders' meeting of the Associazione Amici dell'opera di padre Giovanni Scalabrini. Only those in possession of requirements of integrity and specific expertise useful for achieving the purposes of the Foundation may be appointed as directors.

14.2. The members of the Board of Directors remain in office for 3 (three) financial years and cease with the approval of the financial statements relating to the final financial year of their office. They may be re-elected, without prejudice to the possibility of waiving the assignment or removal by the entity that appointed them. In that case, as in every other circumstance of vacancy of the role of director, the remaining members proceed with the co-opting of another director who will remain in office for as long as the replaced director would have remained in office.

14.3. The Board of Directors determines the general parameters of the Foundation's activity, makes the strategic decisions, defines the priorities in relation to the initiatives to be undertaken or to finance and exercises powers of extraordinary management. In particular:

- it approves the budget and the final financial statements prepared by the General Manager or, if appointed, by the Treasurer;
- it resolves on the acceptance of inheritances, legacies and donations, as well as on the purchase and sale of real estate assets and on financial modifications;
- it resolves on amendments to the Articles of Association;
- it appoints the General Manager;
- it appoints the Treasurer;
- it defines any economic remuneration of the General Manager and the Treasurer;
- it defines any economic remuneration of the members of the Supervisory Body;
- it exercises all other powers and performs all other duties attributed by these Articles of Association.

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

14.4. The Board of Directors is called by the Chairman at his initiative or at the request of the majority of members of the Board of Directors by registered letter, including by hand, sent or delivered with at least 3 (three) days' notice, or by means suitable to certify its receipt by the recipient. In urgent cases, it must be sent by telegram or by means suitable to certify its receipt with 1 (one) day's notice. The notice of call must contain the agenda, the place and time of the meeting. The Board of Directors validly resolves when at least the majority of its members is present. The resolutions are adopted with the favourable vote of the absolute majority of attendees. In case of

a draw, the Chairman shall have the casting vote. If a director intends to abstain, his presence is calculated for the purposes of the validity of the resolution but the abstention is not calculated in the decision-making quorum. The vote may not be given by proxy.

14.5. Meetings of the Board of Directors may even be attended by teleconference or videoconference. In that case, the meeting is considered to be held in the location in which the Chairman is present. Meetings held by teleconference or videoconference are valid if the Chairman is able to ascertain the identity of the attendees, to regulate its conduct, to ascertain and announce the results of the votes, and if the attendees are able to participate in the discussion and simultaneous vote on the items on the agenda.

14.6. The Honorary Chairman, if appointed, participates in the meetings of the Board of Directors without any voting rights. If the Chairman deems it appropriate, the meetings of the Board of Directors may be attended, in the capacity of auditors and without any voting rights, by the General Manager and the Treasurer if they are not members of the Board of Directors.

14.7. The activity of the Board members is performed free of charge. The members of the Board of Directors may be granted the reimbursement of their documented expenses.

Art. 15 - Chairman

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

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

15.3. The Chairman has the legal representation of the Foundation before third parties and in court and has the right to issue general or special powers of attorney and to appoint and revoke lawyers and attorneys to represent and defend the Foundation before any administrative or jurisdictional authority as well as during arbitration.

15.4. The Chairman:

- calls and chairs the Board of Directors;
- deals with relationships with the authorities, with entities, institutions and enterprises, in order to establish relationships of collaboration and support of the individual initiatives of the Foundation;
- submits to the Board of Directors the general programming lines and specific initiatives that fall within the purposes of the Foundation;
- adopts, in urgent cases, every appropriate measure, even of extraordinary administration, reporting them as soon as possible to the Board of Directors;
- suggests to the Board of Directors the appointment of the General Manager and of the Treasurer.

15.5. The Chairman may delegate part of his powers and his duties to individual Directors.

Art. 16 - Vice Chairman

16.1. The Vice Chairman of the Foundation is appointed by the

Board of Directors.

16.2. The Vice Chairman shall exercise the powers of the Chairman in the event of his absence or impediment.

16.3. The Vice Chairman's signature shall attest to the Chairman's absence or impediment vis-à-vis third parties.

Art. 17 - General Manager

17.1. The General Manager is appointed by the Board of Directors. The appointment resolution determines the duration of the office.

17.2. The General Manager:

- supervises the organisation of the Foundation;
- prepares the programmes and objectives that the Foundation must pursue during each year, submitting them for approval by the Board of Directors;
- exercises the functions of ordinary administration in compliance with the guidelines established by the Board of Directors;
- implements the resolutions and coordinates the activity of the Foundation.

17.3. The General Manager may attend meetings of the Board of Directors without any voting rights, in accordance with the provisions of Article 14.7 above.

Art. 18 - The Treasurer

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

18.2. If appointed, the Treasurer:

- prepares the budget and the final financial statements to be submitted to the Board of Directors;
- supervises the correct keeping of the legal accounts and the administrative and tax management in compliance with legal requirements;
- supervises the implementation of the resolutions of the Board of Directors on administrative matters;
- deals with relationships with the Supervisory Body and with employees or consultants on accounting, economic, financial and administrative matters;
- completes banking and postal operations, dealing with payments and receipts, in agreement with the General Manager and, where necessary, obtains the suitable powers of attorney.

18.3. If he is not appointed, his functions are exercised by the General Manager.

18.4. The Treasurer, if he is not a member of the Board of Directors, may attend meetings of the Board of Directors without any voting rights, in accordance with the provisions of Article 14.7 above.

Art. 19 - The Honorary Chairman

19.1. The Board of Directors may appoint an Honorary Chairman, chosen among person of particular reputation, or who have made significant contribution to the Foundation. The Honorary Chairman ceases from office for waiver, removal by the Board of Directors, if the requirements justifying the appointment cease, or in case

of death.

19.2. The Honorary Chairman's office is honorary in nature and it does not entail management functions or management or legal liabilities towards the Foundation.

19.3. The Honorary Chairman may participate in the meetings of the Board of Directors without any voting rights, having a consultive function, or in events of the Foundation, as institutional representative.

19.4. The Honorary Chairman promotes the Foundation's image and values, and may be delegated to represent it during ceremonies, conventions or public demonstrations, subject to mandated by the President of the Foundation.

19.5. The activity of the Honorary Chairman is performed free of charge and does not give title to compensation, except reimbursement of documented expenses, authorised beforehand by the Board of Directors.

Article 20 - The Supervisory Body

20.1. The Supervisory Body of the Foundation is appointed by the shareholders' meeting of the Associazione Amici dell'opera di padre Giovanni Scalabrini and may be established as a board or as a single person, under Articles 2397, paragraph 2, and 2399 of the Italian Civil Code.

20.2. The Supervisory Body oversees compliance with the law and the articles of association and respect of the principles of correct administration, also with reference to the provisions of Italian Legislative Decree 8 June 2001, no. 231, where applicable, as well as the adequacy of the organisational, management and accounting structure and its concrete functioning.

20.3. The Supervisory Body also monitors compliance with the Foundation's purposes, with specific reference to Articles 5, 6, 7 and 8 of the ICTS; in the presence of the relevant conditions, it certifies that the social report is prepared in compliance with the guidelines adopted through IMLW's decree. In that case, the social report accounts for the results of the monitoring carried out by the Supervisory Body.

20.4. The Supervisory Body may at any time carry out activities of inspection and control. To this end, it may request the Board of Directors to provide information, including on the situation of operations and certain deals.

20.5. If it is considered necessary, or in the cases envisaged by Article 31 of the ICTS, the shareholders' meeting of the Associazione Amici dell'opera di padre Giovanni Scalabrini entrusts the Supervisory Body with the accounting audit, if its members are registered with the auditors register, or, if not, it entrusts an auditor or auditing firm registered with the appropriate register.

Article 21 - Composition, duration and operation of the Supervisory Body

21.1. If appointed as a board, the Supervisory Body is composed of 3 (three) standing members, among which the Chairman, and 2 (two) alternate members.

21.2. The Supervisory Body's members remain in office for 3 (three) financial years and cease with the approval of the financial statements relating to the final financial year of their office.

21.3. Meetings of the Supervisory Body may even be attended by teleconference or videoconference, provided that the conditions under Article 15.6 above are met. The Supervisory Body's meetings are documented in minutes, which shall be transcribed in the meeting's book and signed by the attendees.

Article 22 - Amendments to the Articles of Association and Dissolution of the Foundation

22.1. Any resolution entailing an amendment to the Articles of Association, the voluntary loss of the qualification as Third Sector Entity and the dissolution of the Foundation are adopted by the Board of Directors:

(a) with the favourable vote of at least 4 (four) Directors, if the Board of Directors is composed of 5 members;

(b) with the favourable vote of at least 5 (five) Directors, if the Board of Directors is composed of 7 members.

22.2. If the dissolution of the Foundation is resolved, the Board of Directors appoints one or more liquidators.

22.3. If the dissolution of the Foundation is resolved or in case of voluntary loss of the qualification as Third Sector Entity, the residual equity shall be donated, subject to the favourable opinion of the SNTSR competent office and without prejudice to any other allocation required by the law, to other Third Sector entities, identified in the dissolution resolution.

Art. 23 - Arbitration Clause

All disputes relating to these Articles of Association, including those relating to their interpretation, execution and validity, will be deferred to a Sole Arbitrator appointed by the Chairman of the Court of Milan. The arbitrator will proceed on an informal basis and according to fairness. The venue for the arbitration will be in Milan.

Art. 24 - Reference Clause

For anything not provided by these Articles of Association and the Articles of Incorporation, the provisions of the ICTS, of the Italian Civil Code and of the other pertinent laws in force will apply.

Signed: Gianfranco Ugo

-----Federico Cornaggia - seal

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