

STATUTES OF THE METTA -HOSPICE FOUNDATION

CHAPTER I

Name, nature, duration, domicile, scope of action and legal regime.

Article 1. Denomination, nature and duration

The Foundation is a non-profit organization that has the assets, income and resources obtained permanently affected to achieve the purposes of general interest provided in these statutes. The foundation is called METTA- HOSPICE FOUNDATION

The Foundation has a vocation for permanence and is constituted with an indefinite duration.

Article 2. Address

The address of the Foundation is fixed in the city of Terrassa, Calle de la Autonomy, 20, 08225 Terrassa.

Article 3. Scope of action

The Foundation exercises its functions throughout the territory of the Spanish State, as well as

You can also act internationally.

Article 4. Legal status

The Foundation has its own legal personality and enjoys full legal capacity and to act for the granting of its charter in public deed and registration in the Registry of Foundations of the Spanish State.

The Foundation is governed by the statements contained in the founding charter, by the legal provisions that apply to it, by those established in these bylaws and by the resolutions adopted by the Board in the exercise of its functions.

CHAPTER II

Foundational purposes and activities

Article 5. Foundational purposes The Foundation aims to:

- 1.- The METTA - HOSPICE foundation aims to provide high quality standards with the accompaniment of people in the process of dying.
- 2.- Offer support to those who take care of these people during the terminal phase and after the death, in the period of mourning.
- 3.- Promote and develop training programs that contribute to improve and extend the care of the dying process, with special emphasis on spiritual accompaniment. Regardless of race, nationality, sex, belief or condition.
- 4.- Promote and participate in research studies aimed at deepening knowledge of the dying process.
- 5.- Disseminate in society by any means of communication everything that helps to create a social conscience oriented to live fully from the teachings that gives us the approach to the process of dying.
- 6.- Collaborate with public or private institutions that so request in education about death and dying.

- 7.- Offer a lay spiritual preparation to the people in the dying process who request it.
- 8.- Encourage and develop the figure of the spiritual companion, as the person who, respecting the values and beliefs of those who live the final phase of their lives, can be present with empathy and equanimity.
- 9.- Create a volunteer service, as established in current legislation, trained to apply the aims of the foundation.

Article 6. Activities

For the achievement of the foundational purposes, the foundation will develop the activities that the board considers necessary, either directly and / or in collaboration with other entities, institutions or persons, according to what is established in the regulations on foundations. Specifically, in order to carry out the foundational purpose, the Foundation develops the activities that, without exhaustive intention, are listed below:

- 1) Spiritual assistance to people in the process of dying
- 2) Support for the families that accompany the process.
- 3) Management of a center for integral accompaniment in the process of dying, in the tradition of the model of the "hospices" usual in England and many countries in Europe.
- 4) Training of professionals, volunteers and companions.
- 5) Comprehensive management of a volunteer program
- 6) Participate in social events and raise with the competent bodies the necessary and convenient measures and means.
- 7) Maintain the necessary contacts with entities and other associations dedicated to the study of this universal reality, inside and outside our country, in order to keep abreast of the scientific advances made in this area, to be able to inform family members and the people who are the object of attention.
- 8) Dissemination through any communication channel of practices aimed at accompanying the process of dying and being born, centered on the holistic vision of the person.
- 9) Collaborate and develop research programs around the dying process.
- 10) How many other activities are considered appropriate and are included within the object and purposes of the foundation, or contribute to the achievement of these purposes.

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

Article 7. Basic rules for the application of resources for the purposes

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

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

Article 8. Basic rules for determining beneficiaries

The following groups are beneficiaries of the Foundation: any person of any race,

nationality, creed, sex and condition, that can be attended in the premises of the Foundation or in the zone of action of the same.

The Board of Trustees will choose the beneficiaries, or whoever they designate, in accordance with the principles of impartiality and non-discrimination.

CHAPTER III Economic Regime

Article 9. Heritage of the Foundation and economic activities

The patrimony of the Foundation is linked to the fulfillment of the purposes foundational The heritage is integrated:

- a) by the initial endowment that appears in the founding charter.
- b) for all the goods and rights of economic content accepted and received by the Foundation in order to increase the allocation, and
- c) for all income, fruits, income and products, and other assets incorporated into the Foundation's patrimony by any title or concept.

Article 10. Acts of disposition

10.1. The assets that make up the endowment and those directly intended for the fulfillment of the foundational purposes can only be alienated or encumbered for consideration and respecting the conditions set by the founders or contributors. The product obtained with its sale or encumbrance must be reinvested in the acquisition or improvement of other goods applying the principle of real subrogation.

10.2. If there are exceptional circumstances that prevent full or partial fulfillment of the reinvestment duty, the board, before carrying out the act of disposition, must present a responsible statement to the protectorate stating that these circumstances occur and provide a signed report. by independent technicians who prove the necessity of the disposition act and the reasons that justify the non reinvestment. It also has to justify the fate given to the product that is not reinvested, which must always be within the purposes of the foundation.

10.3. The necessity and convenience of direct or indirect disposal or taxation operations must be justified and documentary accredited. The Board, before making the disposition acts, must have the appropriate information to make the decision in a responsible manner.

10.4. Prior authorization from the Protectorate is required to perform acts of disposition, encumbrance or extraordinary administration in the following cases: a) if the donor has expressly required it, b) if established by a statutory provision c) If the assets or rights subject to disposal have been received from institutions public or have been acquired with public funds.

10.5. The Board can do, whenever necessary and in accordance with what Advise the economic conjuncture and the current legislation, the suitable modifications in the investments of the founding patrimony.

10.6. For the performance of acts of disposition on the goods and rights that constitute the founding patrimony and for the acceptance of inheritances, bequests or other assets and rights susceptible of integrating the founding capital, the favorable vote of the Board and the fulfillment of the requirements are required legally provided.

10.7. When acts of disposition, alienation or encumbrance require the adoption of a responsible declaration, a favorable vote of two thirds of the total number of employers will be necessary, without counting those who can not vote because of a conflict of interest with the foundation.

Article 11. Accounting system

11.1 The Foundation must keep a daily book and a book of inventory and annual accounts.

11.2 The Foundation will have an institutional bank account with the signatures of the President and the Secretary, these indistinct for movements of up to € 2,000 and pooled from this amount.

11.3 The Board of Trustees of the Foundation must make the inventory and must draw up the annual accounts simultaneously and on the date of the close of the fiscal year, in accordance with generally accepted accounting principles and with the provisions applicable in each case.

The exercise must be closed on December 31 of each year.

11.4 The annual accounts form a unit and are integrated

a) the balance sheet,

b) the income statement,

c) the statement of changes in equity status,

d) the statement of cash flow status and

e) the report, in which the information contained in the balance sheet and the income statement must be completed, expanded and commented on, and the actions carried out in compliance with the foundational purposes detailed and the number of beneficiaries and the services they have received, as well as the resources coming from other pending years of destination, if any, and the majority investees, indicating the percentage of participation.

11.5 The information on the responsible statements and on the perfection of the acts or contracts that are the object must form part of the minimum content of the annual accounts report.

11.6 The Board of Trustees must approve the annual accounts within the six months following the end of the fiscal year, which must be presented in the manner legally envisaged to the Spanish State Protectorate for its deposit within 30 days of its approval.

11.7 The Board must approve and present, in relation to the temporary financial investments made in the securities market, an annual report on the degree of compliance with the code of conduct to be followed by the entities non-profit, in accordance with current regulations or with what is available the regulatory authority.

11.8 The annual accounts will be subject to an external audit when the circumstances legally provided.

Although there are no circumstances legally provided for the accounts to have to undergo an audit, if a third of the employers requests it for justified reasons, considering that there is some exceptional circumstance in the management of the Foundation that advises to take out, a meeting of the Board of Trustees must be convened within a maximum period of 30 days from the request, in order to agree in a

motivated manner on the realization or non-execution of the audited solitaire accounts. If the Board is not convened within the indicated period or if, once convened for this purpose, it is agreed not to carry out the audit, the interested employers may direct their request to the Protectorate, in accordance with the provisions of the civil code.

Article 12. Annual resources

The annual financial resources of the Foundation must be integrated by:

- 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 donations received for this purpose that should not be to be incorporated into the founding patrimony.

Article 13. Mandatory application

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

If the Foundation receives goods and rights without specifying the destination, the Board of Trustees must decide if they must integrate the endowment or apply directly to the achievement of the foundational purposes.

The application of at least seventy percent of the income to the fulfillment of the foundational purposes shall be effective within four years from the beginning of the following year to the accounting accreditation.

Article 14. Operating expenses

Expenses derived from the functioning of the Board and its delegated bodies, without counting the cost of the management or management functions, may not exceed 15% of the net income obtained during the year.

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 faculties and functions necessary for the achievement of the foundational purposes.

Article 17. Composition of the Board and requirements to be a member

The Board of Trustees is a collegiate body composed of natural or legal persons and constituted by a minimum of three (3) members and a maximum of ten (10) members. Members of the Board may be any natural person with full capacity to act; that she is not disabled or incapacitated to exercise public functions or positions or to administer

property and has not been convicted for crimes against the estate or against the socioeconomic order or for crimes of falsehood.

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

Article 18. Appointment, renewal and exercise of office

The first Board of Trustees will be appointed to the founding charter. Appointments of new employers and the filling of vacancies must be agreed by the Board with the majority required in article 26.

The employers exercise their positions for a period of five years, and are re-eligible indefinitely for periods of equal duration.

Employers who for any reason cease before the deadline for which they were appointed may be replaced by appointment of the Board. Person Substitute will be appointed for the time remaining to expire the mandate of the replaced employer, but may be re-elected for the same terms established for the rest of the members.

The members of the Board enter into functions after having expressly accepted the position by means of one of the forms established in the applicable legislation.

Article 19. Gratuity

The employers exercise the position free of charge, without prejudice to the right to be reimbursed for duly justified expenses and compensation for the damage caused by the performance of the duties inherent to the position.

Employers may establish a paid professional or employment relationship with the foundation provided it is articulated through a contract that clearly determines the work or professional tasks that are paid. In any case, these paid work or professional tasks must be different from the tasks and functions that are characteristic of the position of employer.

The number of employers with an employment or professional relationship with the foundation must be less than the number of employers expected by the board to be considered validly constituted.

The board, before the formalization of the employer's contract with the foundation, must submit to the protectorate the responsible declaration in accordance with the provisions of the Civil Code.

Article 20. Powers and delegation of functions

The Board of Trustees has all the powers it has statutorily attributed and, in general, those it requires to achieve the foundational purposes, with no exceptions other than those established in the applicable legislation and in these statutes.

They are faculties of the patronage, among others:

- Create management and management bodies, appoint people to occupy them and grant them the corresponding powers.
- Enable general and / or special in favor of one or more employers or third parties, complying with the prescriptions established in the current legislation.

- Decide in relation to the development of the Foundation's activities, approving the action programs and budgets, both ordinary and extraordinary.
- Organize an Advisory Council that brings together people who, with their support, make possible the best fulfillment of the foundational purposes.

The Board may delegate its functions in accordance with these statutes and the applicable legislation.

In any case, the following powers are not delegable to the Board of Trustees and are exclusively delegated:

- a) The modification of the statutes.
- b) The merger, split or dissolution of the Foundation.
- c) The preparation and approval of the budget and the documents that make up the annual accounts.
- d) Acts of disposition on assets that, jointly or individually, have a value greater than one twentieth of the assets of the Foundation, unless it concerns the sale of securities with an official price for a price that is less than of quotation. However, powers of attorney can be made for the granting of the corresponding act under the conditions approved by the Board.
- e) The constitution or endowment of another legal entity.
- f) The merger, spin-off and assignment of all or part of the assets and liabilities.
- g) The dissolution of companies or other legal persons.
- h) Those that require the authorization or approval of the Protectorate or the adoption of a responsible declaration
- i) The adoption and formalization of the responsible declarations

The provisions of this article shall be understood without prejudice to the authorizations of the Protectorate that are necessary or of the communications that have to be made in accordance with the legislation in force.

Article 21. Convocation regime

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

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

21.2. The session will be convened by the president and must contain at least the day, time, place and agenda of all matters to be discussed at the meeting, outside which valid agreements can not be taken. The call must be sent by any means that guarantees reception by the interested parties. Notification of the calls can be made by telematic means.

Board meetings may be held in a different place from your corporate address.

21.3. The Board can meet exceptionally through video conference, multi conference or any other system that does not involve the physical presence of employers. In these cases it is necessary to guarantee the identification of those attending the meeting, the continuity in the communication, the possibility of intervening in the deliberations and the casting of the vote. The meeting shall be deemed held at the place where the

president is. In virtual meetings, those who have participated in the multi conference and / or videoconference must be considered as attending patrons.

21.4. It establishes the possibility that the board may adopt agreements without the need for a meeting by issuing the vote by postal correspondence, telematic communication or any other means, provided that the information and voting rights are guaranteed, that proof of receipt of the vote and that its authenticity is guaranteed. It is understood that the agreement is adopted in the place of domicile of the legal entity and on the date of receipt of the last validly cast votes.

21.5. The meeting must be convened at least 15 days before the scheduled date for its conclusion.

21.6. Notwithstanding the provisions of the preceding paragraphs, the board of trustees shall consider convened and validly constituted to deal with any matter, provided that all the employers are present and unanimously accept the holding of the board meeting.

Article 22. Charges

The Board will appoint a president and a secretary who may not have the status of employer. Employers who do not occupy any of these positions have the status of vowels.

Article 23. The President

The president and, in his absence, the vice president have the following faculties:

1. Represent the Foundation institutionally.
2. order the call, set the agenda and preside, suspend and adjourn the Board meetings, as well as direct the deliberations.
3. Decide with your vote of quality the result of the votes in case of a tie.
4. The rest of the faculties indicated in these statutes and those that are expressly entrusted to it by the Board of Trustees, in accordance with the provisions of the applicable regulations.

Article 24. The secretary

The secretary convokes, in the name of the president, the meetings of the Board and extends the minutes, keeps the minutes book and delivers the certificates with the approval of the president by order, in his absence, of the vice president. .

Likewise, it exercises the other functions inherent to its position and attributes these statutes to it.

Article 25. Mode of deliberation and adoption of agreements

The Board of Trustees will be validly constituted on the first call when they attend the meeting, in person or represented in the legally permitted manner, half plus one of the patrons and on second call the assistance of a quarter of its members is necessary. To be valid the constitution of the meetings of the Board must attend, at least, two employers in the two calls. The members of the Board may delegate their vote in writing to other employers regarding specific acts. If a patron is a patron because he or she is the holder of a position in an institution, the person who can substitute him or

her can act on his or her behalf according to the rules of organization of the same institution. Each employer has one vote and the agreements are adopted by a majority vote of the attendees, present and represented, to the meeting. In the event of a tie, the president's casting vote will decide. The director, if he is not a boss, can attend the meetings of the Board when he is summoned with voice but without a vote. If you have the status of employer, you can attend with voice and vote.

The Board may also invite the persons it deems appropriate to attend the meetings, with voice and without vote. Those persons the Board of Trustees considers convenient to invite may also attend these meetings, with voice and without vote.

Article 26. Qualified majority

It will be necessary the favorable vote of half plus one of the members of the Board for the adoption of the following agreements:

- a) for the modification of the statutes of the Foundation.
- b) for the appointment of employers, as well as for filling vacancies and for their removal.
- c) by its split or merger with other entities.
- d) for the dissolution of the Foundation.

Article 27. Of the minutes

From each meeting, the secretary will draw up the corresponding minutes, which must include the date, place, agenda, persons in attendance, a summary of the matters dealt with, the interventions of which he has requested a record and the adopted agreements, indicating the result of the votes and majorities.

The minutes will be drafted and signed by the secretary with the approval of the president and can be approved by the Board after the corresponding session has been held or at the next meeting. However, the agreements are enforceable since their adoption, except if expressly provided in the bylaws or when adopting the agreement, which are not executory until the approval of the minutes. If they are mandatory registration, they are enforceable from the moment of registration.

The Foundation must keep a minute book in which all those that have been approved by the Board of Trustees are recorded.

Article 28. Conflict of interests

The members of the Board of Trustees and those persons referred to by the regulations governing foundations will be obliged to:

- Exercise the position in the exclusive interest of the Foundation, granting absolute priority in this respect and compliance with its objective goals.
- Not to use the condition of member of the Board of Trustees, nor the information obtained for the reason of the charge, for private purposes and / or to obtain an economic benefit.
- Do not take advantage of business opportunities that arise or have knowledge due to their status as Employer.

- Not carry out professional, commercial or industrial activities that may be directly related to the activities of the foundation, unless previously authorized by the Board, if applicable, the previous Responsible Declaration has been submitted, and technical report where appropriate, and where appropriate, communicated or authorized by the Protectorate, when required by law.
- Do not acquire shares in companies that carry out an activity related to those of the foundation, unless previously authorized by the Board, if applicable, the prior Responsible Declaration has been submitted, and a technical report where appropriate, and in that case is communicated or authorized by the Protectorate, when required by law.
- Not participate in or develop services in companies or companies in which the Foundation participates, unless previously authorized by the Board, if applicable, the previous Responsible Declaration has been submitted, and a technical report where appropriate, and where appropriate, communicate or authorize by the Protectorate, when the law so requires.

Article 29. Cessation

1. Employers cease in office for the following reasons:
 - a) Death or declaration of absence, in the case of natural persons, or termination, in the case of legal persons.
 - b) Inability or incapacitation.
 - c) Cessation of the person in the position for which he was part of the Board.
 - d) Termination of the term of office, unless it is renewed.
 - e) Waiver notified to the Board.
 - f) A final judicial decision that estimates the action of liability for damages to the Foundation or that decrees the removal of the position.
 - g) The others established by law or bylaws.
2. The resignation from the position of employer must consist of any of the forms established for the acceptance of the position, but it only produces effects against third parties when it is registered in the Registry of Foundations.

CHAPTER V

Regulation of other organs. Composition and functions

Article 30. Benefactors and Friends of the Foundation

- a) All those individuals or legal entities that generously offer financial contributions or collaborations that allow the Foundation to meet its objectives have the status of Benefactor members of the Foundation.
- b) Friends and Friends of the Foundation have all those individuals or legal entities that wish to do so and express it.

Article 31. The director or general director

The Board may appoint a director to develop the executive direction of the Foundation. This position can be filled 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 is paid, in the terms considered appropriate to the nature and representativeness of the position and its functions.

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

Article 32. The Advisory Council.

The Board of Trustees can appoint an advisory board that will be made up of people of recognized prestige, both personal and professional, specialized in various subjects that voluntarily and periodically meet with the Board of Trustees of the Foundation. Its mission is to advise the foundation on all matters that the Board of Trustees ask for advice.

Article 33. The Executive Commission

The Board may appoint an executive committee with permanent functions, which shall be composed of a maximum of three members of the Board of Trustees, appointed by it. The Chairman of the Board will also be the Delegate Committee. The agreements are made by a majority of the attendees.

The executive committee will assume the exercise of the ordinary management and administration competences and the execution of the agreements of the Board of Trustees, in addition to those others that may be specifically delegated by the Board.

CHAPTER VI

Statutory and structural modifications and dissolution

Article 34. Statutory and structural modifications and dissolution

The Board of Trustees, by means of an agreement adopted in accordance with the provisions of article 26 of these bylaws and the applicable regulations, and after express convocation, may modify the bylaws, agree to the merger, split or dissolution or termination of the Foundation, with the authorization of the Protectorate in accordance with the applicable legislation.

Article 35. Causes of dissolution

The Foundation will be dissolved for the following reasons:

- a) Termination of the term established in the bylaws, unless an extension has been previously agreed
- b) Complete compliance with the purpose for which it has been established or impossible to achieve, unless it is modified and the Board agrees to modify it.
- c) Civil or criminal illegality of its activities or purposes declared by a final judgment.
- d) Opening of the liquidation phase in the contest.
- e) The others established by law or bylaws.

Article 36. Procedure of dissolution and destination of its patrimony

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, the liquidators, if any, or, alternatively, the Protectorate.
3. The Board of Trustees, at the time of the liquidation of the Foundation, will have to opt for the liquidation of their assets and liabilities or for their global assignment.
4. In case of opting for the liquidation of the assets and liabilities, the remaining assets must be awarded to other foundations or non-profit entities with purposes analogous to those of the Foundation or to public entities. The adjudication or the destiny of the remaining patrimony must be authorized by the Protectorate before it is not executed.
5. In case of opting for 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 previous authorization of the Patronato, the patrimony will be awarded to other foundations or non-profit entities with analogous aims to those of the Foundation or to public entities. If a global assignment can not be made, it is necessary to proceed with the liquidation of the assets and the liabilities, and to the fact that it results in the manner established in section 4 of this article.
6. In any case, non-profit entities that are recipients of the patrimony must be beneficiary entities of the patronage in accordance with current tax legislation.