

**STATUTE
OF
'PREMA HOME FOUNDATION
- THIRD SECTOR ORGANISATION'.**

Article 1

- Name -

The **"PREMA HOME FOUNDATION ENTE DEL TERZO SETTORE"**

is hereby established in abbreviated form "Prema Home Foundation ETS", without graphic representation constraints (hereinafter, the "Foundation").

The use of the acronym ETS is mandatory and subject to the Foundation's registration in the Single National Register of the Third Sector. this indication must be used in deeds, correspondence and in communications to the public.

It complies with the principles and legal framework of the Foundation governed by Title IV of the Code of the Third Sector, pursuant to Legislative Decree Legislative Decree no. 117 of 3 July 2017, as well as, insofar as compatible, by the provisions of the Civil Code and its implementing provisions.

Article 2

- Head Office -

The Foundation has its registered office in Turin.

The transfer of the registered office within the same municipality can be resolved upon by the Board of Directors and does not entail a change in the Articles of Association, but only the obligation to notify the competent offices.

Delegations and offices may be established both in Italy and abroad in order to carry out, in an ancillary and instrumental manner with respect to the purposes of the Foundation, promotional activities as well as the development and increase of the necessary network of national and international relations supporting the Foundation itself.

Article 3

- Duration -

The Foundation's duration is unlimited except in the event of termination as provided for by law.

Article 4

- Purpose of the Foundation -

The Foundation pursues, on a non-profit-making basis, civic, solidarity and socially useful purposes by carrying out the activities of general interest referred to below, in the form of production or exchange of goods or services, mutuality, voluntary action and the provision of money, goods or services free of charge.

The Foundation is committed to promoting and disseminating education in universal human values, considering them essential for the development of a harmonious and aware society. Every initiative and activity of the Foundation will be inspired by the following fundamental principles:

- Truthfulness: Encouraging the pursuit of knowledge, sincerity and transparency, so that every thought, word and action is guided by authenticity and awareness.

- Righteousness: Promoting moral integrity, responsibility and respect for right action, so that every individual may be an example of fairness and justice.

- Peace: Supporting inner and outer harmony, fostering dialogue, tolerance and peaceful resolution of conflicts, for the well-being of all.

- Love: Fostering compassion, altruism and mutual respect, recognising love as the guiding principle of every human relationship.

- Non-violence: Spreading a culture based on respect for life in all its forms, rejecting all kinds of abuse and promoting kindness and cooperation.

The Foundation will work to integrate these values into educational programmes, social projects and youth training activities, contributing to the moral and spiritual growth of individuals and communities.

The Foundation's purpose is to carry out, exclusively or principally, the following activities of general interest as set out in Article 5 of Legislative Decree 117 /2017:

healthcare interventions and services (lett. b);

socio-healthcare services as set out in the Prime Ministerial Decree of 14 February 2001, published in the Official Gazette no. 129 of 6 June 2001, as amended and supplemented (lett. c);

education, education and vocational training, pursuant to Law no. 53, as amended, as well as cultural activities of social interest with an educational purpose (lett. d);

organisation and management of cultural, artistic or recreational activities of social interest, including activities, including publishing activities, promoting and disseminating the culture and practice of voluntary work and activities of general interest referred to in Article 5 Legislative Decree 117 /2017 (lett. i);

instrumental services to Third Sector entities rendered by entities composed of no less than seventy per cent Third Sector entities (lett. m);

development cooperation, pursuant to Law no. 125 of 11 August 2014, as amended (lett. n);

promotion of the culture of legality, peace among peoples, non-violence and non-armed defence (lett. v);

promotion and protection of human, civil, social and political rights, as well as of the rights of consumers and users of the activities of general interest referred to in this article, promotion of equal opportunities and mutual aid initiatives, including time banks referred to in Article 27 of Law no. 53 of 8 March 2000 and the solidarity purchasing groups referred to in Article 1(266) of Law 244 of 24 December 2007 (lett. w).

More specifically, the Foundation, in exercising the activities of general interest mentioned above, aims in particular to organise, promote and carry out the following activities

- cultural activities, socio-cultural events, conventions, conferences, debates, seminars, documentaries, lectures, concerts, events, artistic disciplines of all kinds, visual, musical, multimedia, meetings, workshops, exhibitions, cultural and spiritual encounters for the growth of the individual based on his human values of truth, righteousness, Peace, Love and non-violence

- training activities: yoga and meditation courses; theoretical-practical refresher courses, study and research group institutions, theoretical-practical training courses, workshops;

- publishing activities: publication of journals in print or digital form in any medium, publication of texts of any kind related to the foundation's activities, publication of a periodical bulletin, publication of conference proceedings seminars and research

- psycho-physical activities: spiritual and meditation meetings, seminars and conferences

- activities to promote the culture of sustainable human development and promotional activities for international networking by organising trips to international events for the protection and enhancement of nature and the environment, fostering networking and national and international intercultural exchanges;

- activities to support and develop literacy, schooling and the introduction of young people into the world of work;

- risk forecasting and prevention activities, disaster relief and any other activity that is necessary and cannot be postponed, aimed at combating and overcoming emergencies and at risk mitigation;

establishment and management of residential centres for the elderly, aimed at their wellbeing and social integration, in compliance with the statutory purposes and current regulations.

The Foundation, for the achievement of its purposes and in any case in a secondary and instrumental manner, may engage in activities other than the activities of general interest indicated above, in accordance with the criteria and limits prescribed pursuant to Article 6, paragraph 1 of Legislative Decree no. 117 /2017.

The Foundation may not in any event be subject to direction, coordination or control by public bodies and/or the other bodies referred to in Article 4 comma 2 of Legislative Decree No. 117 /2017.

Article 5

- Supervision

The controls and powers referred to in Articles 25, 26 and 28 of the Civil Code are exercised by the Office of the Single National Register of the Third Sector (RUNTS) pursuant to Article 90 of Legislative Decree 117 /2017.

Article 6

- Allocation of assets and absence of profit motive-

The Foundation excludes any direct or indirect profit motive, pursuant to Article 8 of Legislative Decree 117 /2017.

The Foundation's assets, including any revenues, income, revenue however denominated, shall be used to carry out its statutory activities for the exclusive pursuit of civic, solidarity and socially useful purposes.

The distribution, even indirectly, of profits or operating surpluses as well as funds, reserves or capital, however denominated, during the life of the organisation, to founders, workers and collaborators, directors and other members of the corporate bodies is prohibited.

Article 7

- Assets-

The Foundation's assets consist of:

- the Foundation's endowment fund
- movable and immovable property belonging to the Foundation received for any reason;
- any reserve funds set up from budget surpluses;
- contributions from individuals, legal entities, associations, public and private institutions in general aimed at supporting the purposes and activities pursued by the Foundation;
- from income deriving from its assets;
- by income from the above-mentioned activities;
- from funding received from anyone for the benefit and support of the Association's activities;
- from any other income that contributes to increasing the social assets.

Article 8

- Safeguarding of Assets -

The Foundation is obliged to reinvest any profits and surpluses exclusively for the development of activities functional to the pursuit of the institutional purpose of social solidarity.

The Administrative Body shall act with the necessary skill, prudence and diligence in order to safeguard the Foundation's assets, investing the money that will reach the Foundation in the way it deems most secure and profitable.

The Governing Body monitors the decreases that the Foundation's assets undergo and adopts without delay any necessary measure prescribed by the applicable regulations or in any case made opportune according to criteria of expertise, prudence and diligence.

When it turns out that the minimum assets pursuant to Paragraph 4 of Article 22 of Legislative Decree No. 117 /2017 have decreased by more than one third as a result of losses, the Administrative Body, and in the case of its inaction the Supervisory Body, must without delay resolve on the reconstitution of the minimum assets or the transformation, merger or dissolution of the entity.

Article 9

- Non-repeatability of contributions and payments -

Any contribution or payment, however denominated, that is made in favor of the Foundation is not repeatable under any circumstances and, in particular, not even in the case of the dissolution of the Foundation nor in the case of the death or extinction of the person who has made the contribution or payment in favor of the Foundation.

Any contribution or payment, howsoever called, that is made by any person in favor of the Foundation, does not attribute any right of participation in the organization or activity of the Foundation; nor, in particular, does it attribute any share in the Foundation that can be considered as belonging to the person who has made the contribution or payment or that can be transmitted to third parties, neither by inheritance in a particular title nor by inheritance in a universal title, neither by deed between living persons nor by cause of death.

Article 10

- Fundraising activities -

The Foundation may carry out fundraising activities, this being understood as the set of activities and initiatives implemented for the purpose of financing its activities of general interest, also through the request to third parties of bequests, donations and contributions of a non-monetary nature.

The Foundation may carry out fundraising activities also in an organised and continuous manner, also through solicitation to the public or through the sale or supply of goods or services of modest value, using its own resources and those of third parties, including volunteers and employees, in compliance with the principles of truthfulness, transparency and fairness in relations with supporters and the public and in compliance with the laws in force on the subject.

Article 11

- Volunteering -

The Foundation, in compliance with the provisions of Articles 17 and 18 of Legislative Decree 117 /2017, may make use of volunteers in the performance of its activities, registering in a special Register the volunteers who carry out their activities on a non-occasional basis.

Article 12

- Assets earmarked for a specific business transaction -

The Foundation may establish one or more assets earmarked for a specific business transaction pursuant to Article 10 of Legislative Decree 117 /2017 and Articles 2447-bis et seq. of the Civil Code.

Article 13

- Financial Year and Accounting Records -

The financial year begins on January 01st and ends on December 31st of each year.

Within the filing deadlines set forth in Article 48 of Legislative Decree 117 /2017, the Administrative Body prepares the final balance sheet and the budget for the following financial year.

The documents relating to the financial statements are prepared in accordance with the requirements of Legislative Decree 117 /2017.

The Administrative Body is also responsible for the fulfilments following the approval of the financial statements, prescribed by Legislative Decree 117 /2017.

Where deemed appropriate by the Administrative Body or where the legal prerequisites are met, the Administrative Body shall prepare and approve the annual corporate financial statements within the same timeframe as the annual financial statements.

Article 14

-Founder Promoter -

The Founder Promoter is Mr. Luigi Ferrante.

The Promoting Founder is by right, throughout his life, Sole Director, unless he renounces the same in writing.

It is the Promoting Founder's right, throughout his life and unless expressly renounced by him in writing, to appoint all the members of the Foundation's Bodies indicated below.

More precisely, the Promoting Founder shall appoint

- the member(s) of the Administrative Body, if he/she renounces such office;
- the member(s) of the Supervisory Body.

The Founder may also appoint the members of the Cultural and Scientific Committee, should he deem it appropriate.

Finally, the Founder may appoint the person(s) in charge of the statutory audit, should he deem it appropriate or required by law.

In the event of the Founder's death or in the event of his or her renunciation of the above prerogatives expressed in writing, the appointments of the members of the Bodies referred to in these Articles of Association shall be made in accordance with the provisions of these Articles of Association.

Article 15

- Organs of the Foundation-

The organs of the Foundation are

- the Administrative Body
- the Supervisory Body
- the Auditor (if appointed)
- the Cultural and Scientific Committee (if appointed).

In addition to the reimbursement of expenses actually incurred for reasons of the office and duly documented, the members of the aforementioned bodies may be granted, upon appointment, a fee, provided that it is proportional to the activity carried out, the specific skills and in any case not higher than that provided for in bodies operating in the same or similar sectors or conditions and therefore within the limits set forth in Article 8 of Legislative Decree 117 /2017.

The members of the Foundation's bodies must also possess the requisites of honourableness required by law and must not have been convicted of any criminal offences by final judgment, must not have criminal proceedings pending against them or proceedings for the application of security measures.

Article 16

- Administrative Body -

All powers of ordinary and extraordinary administration necessary for the management of the Foundation shall be vested in the Administrative Body in monocratic or collegial composition according to the provisions of this article.

The Promoting Founder Mr. Luigi Ferrante is by right, for life, Sole Administrator of the Foundation, unless he expressly renounces or incapacity ascertained by three physicians.

In the event of the Promoting Founder's renunciation of this office or his death, the person who shall be designated by the same Promoting Founder by written deed recorded in the Books of the Foundation (in case of renunciation) or by will (in case of death) shall assume the role of Sole Trustee. As an alternative to a Sole Director, the Promoting Founder may appoint three or five directors who will compose a Board of Directors. The Board of Directors so appointed by the Promoting Founder shall serve until removal or resignation.

In the absence of designations by the Promoting Founder, the Foundation will be administered by a Sole Director or a Board of Directors, composed of three or five members, appointed by the Association "SRI PREMA SAI ORGANIZATION APS," based in Turin, Corso Francia No. 4, tax code 97790920017, registered in the Single National Register of the Third Sector by Decree No. 732/ A2202A/2024 of May 27, 2024. In this case, the Administrative Body has a term of three fiscal years, and the members then remain in office until the approval of the financial statements for the third fiscal year of their term.

In case of appointment of a Board of Directors, the person who is responsible for the appointment will also identify the Chairman of the Board of Directors; failing that, the Board of Directors itself will identify the Chairman by a resolution passed by majority vote.

Article 17

-Powers of the Administrative Body-

The Administrative Body is vested with all powers necessary for the ordinary and extraordinary administration of the Foundation.

The Administrative Body in particular:

- determines the directions of the Foundation's activities and progranunces, promotes, and regulates its activities;
 - prepares the annual budget and, when the conditions are met, the social budget;
 - takes care of the maintenance of the books referred to in Article 15 of Legislative Decree 117 /2017;
 - decides on the acceptance of inheritances, donations, bequests, subsidies, contributions and handouts in general;
- takes care of the observance of the Statute and deliberates on any amendments if necessary;
- also deliberates on the dissolution of the Corporation and the devolution of its assets in accordance with these Bylaws.

Article 18

-Functioning of the Board of Directors-

The Board of Directors shall be convened by the Chairman by registered letter or email -or any other means that guarantees proof of receipt-eight days before the date set for the meeting and indicating the items to be discussed.

In case of urgency, the convocation will also be valid if it is sent at least two days before the set date by registered letter or e-mail -or any means that guarantees proof of receipt-or in any case if the entire Council is present.

The Board shall meet as often as the Chairman deems necessary or when a written request is made by at least one third of its members and, in any case, at least twice a year.

The Board of Directors is chaired by the Chairman or, in his absence or disability, by the oldest member.

The Board of Directors deliberates validly with the presence of at least half of its members in office.

Resolutions are adopted by an absolute majority of those present. Amendments to the bylaws and decisions on dissolution, merger, demerger, or transformation of the Foundation are taken with the affirmative vote of 2/3 of the Board members.

In case of a tie vote, the President's vote prevails.

Members of the Supervisory Body may attend Board meetings without voting rights.

Minutes of Board meetings will be prepared and transcribed in a special book and will be signed by the Chairman and the Secretary.

Article 19

-Representation-

It is the responsibility of the Sole Director (who is also the Chairman of the Foundation) or the Chairman of the Board of Directors (if a collegial Administrative Body is appointed) to legally represent the Foundation before third parties and in court, with the power to appoint attorneys to represent the Foundation at any level of justice, as well as to issue special powers of attorney to perform certain acts or categories of acts.

Article 20

-Controlling Body and Legal Auditing of Accounts-

The Controlling Body is mandatory and consists of a Mayor Single Auditor or three Auditors, appointed for life by the Promoting Founder.

In case of renunciation of this prerogative or death of the Promoting Founder, the person(s) who will be designated by the same Promoting Founder by written deed recorded in the Books of the Foundation (in case of renunciation) or by will (in case of death) shall assume the office of Sole Auditor/Auditors. Failing this, the appointment shall be made by the aforementioned "SRI PREMA SAI ORGANIZATION APS" Association, which may opt for a single-member or collegial Board of Auditors.

The Statutory Auditors hold office for three years and are eligible for re-election, and should one of them leave office for any cause, the Promoting Founder or the aforementioned Association will provide for his or her replacement and the new member will remain in office for the remainder of the current three-year period.

Article 2399 of the Civil Code applies to members of the Supervisory Body. The function of member of the Control Body is incompatible with that of member of the Board of Directors. The members must be chosen from the categories of persons referred to in Article 2397, paragraph 2, Civil Code.

The members of the Control Body may at any time proceed, even individually, to acts of inspection and control, and, to this end, may ask the members of the Administrative Body for information on the progress of operations or on specific affairs.

The members of the Supervisory Body have the right to attend, without voting rights, the meetings of the Administrative Body.

The Supervisory Body monitors compliance with the law and the Statute, compliance with the principles of proper administration and, in particular, the adequacy of the organizational, administrative and accounting structure adopted by the Foundation and its actual functioning. It also performs tasks of monitoring compliance with the solidarity and social benefit purposes of the Foundation and certifies that the social report, where its preparation is mandatory or is deemed appropriate, has been drawn up in accordance with the guidelines referred to in Article 14 of Legislative Decree 117 /2017.

Where this is required by law or free determination, the Supervisory Body shall also exercise the function of statutory auditing, provided that all members are statutory auditors registered in the appropriate register and unless a person has been appointed (by the Promoting Founder or, in the event of his death or waiver, by the "SRI PREMA SAI ORGANIZATION APS" Association) for this specific purpose.

Article 21**- Cultural and Scientific Committee -**

The Cultural and Scientific Committee, if established, is composed of a number of members varying from a minimum of two to a maximum of twenty.

It is chaired by the President of the Foundation.

The members of the Cultural and Scientific Committee are chosen and appointed his natural life by the Promoting Founder (thereafter, or in the event of his express written resignation, by the Board of Directors), from among personalities of high standing.

The Cultural and Scientific Committee has the task of formulating proposals useful for the achievement of the Foundation's purposes.

Article 22**- Meetings by video conference -**

Meetings of all bodies of the Foundation, provided for in these bylaws, may also be held by audio and/or video conference link, provided that:

- the telephone number and/or link to which to connect has been indicated in the convocation;
- the chairman of the meeting can ascertain the identity and legitimacy of those present, verify the orderly conduct of the meeting, and ascertain and proclaim the results of voting;
- the secretary taking the minutes can properly and adequately perceive the events of the meeting being recorded; and
- those present can participate in real time in the discussion and voting on the items on the agenda;

The meeting will be deemed to be held at the place where the secretary taking the minutes is present.

Article 23**- Dissolution and devolution of assets -**

In any case of extinction or dissolution of the Foundation for any cause, its assets shall be devolved, subject to the positive and prior opinion of the Office referred to in Article 45, paragraph 1, of Legislative Decree 117 /2017, and unless otherwise required by law, to other Third Sector entities and, in particular, in favor of Third Sector entities that carry out a similar institutional activity as decided by the Administrative Body or, failing that, to the Italia Sociale Foundation. Deeds of devolution of residual assets made in the absence of or contrary to the opinion are null and void.

Article 24**- Referral -**

For all matters not expressly provided for in these bylaws, reference is made to the general principles of law and the relevant provisions of law.