

COMPLEMENTARY DOCUMENT DRAWN UP IN ACCORDANCE WITH ARTICLE 64 (#2) OF THE NOTARIAL CODE, WHICH INCORPORATES THE DEED OF OCTOBER 2nd, 2013

INSTITUTO MARQUÊS DE VALLE FLÔR STATUTES

CHAPTER ONE

NAME, HEADQUARTERS, DURATION AND CORPORATE PURPOSE

ARTICLE ONE

(NAME AND DURATION)

1. To perpetuate the memory of her husband, the Marquis of Valle Flôr, and that of her son, José Luís de Valle Flôr, 2nd Marquis of Valle Flôr, is founded in Lisbon by Dona Maria do Carmo Dias Constantino Ferreira Pinto, Marquise of Valle Flôr, the Instituto Marquês de Valle Flôr.
2. The duration of the Foundation is indefinite.

ARTICLE SECOND

(QUALIFICATION)

The Instituto Marquês de Valle Flôr is a non-governmental development cooperation organisation, with legal personality and which is in any case a Foundation of public utility, which shall be governed by the present statutes and, in everything omitted from them, by the applicable Portuguese law.

ARTICLE THREE

(HEADQUARTERS)

1. The Foundation has its headquarters at Rua de S. Nicolau, 105, parish of S. Nicolau and municipality of Lisbon.
2. By decision of the Board of Directors, local forms of representation may be created as appropriate to meet its aims.

ARTICLE FOUR

(AIMS)

The aims of the Foundation are to provide humanitarian support, cooperation and education for economic, cultural and social development, and to promote and disseminate the culture of Portuguese-speaking countries.

**ARTICLE FIVE
(OBJECT)**

1. The Foundation shall carry out the activities which it considers most appropriate for achieving its aims, in particular:

- a) Promotion and fostering of programmes, projects of development cooperation and education activities;
- b) Granting scholarships in the country and abroad, especially to centres of recognised standing or in cooperation with Portuguese-speaking African countries;
- c) Promotion of conferences, seminars and studies on problems or matters concerning their activity;
- d) Creation of prizes to reward scientific and cultural work or activities;
- e) Promoting the publication of scientific and cultural works carried out within or under their sponsorship;
- f) Subsidising the purchase of scientific and technical equipment for institutions of recognised merit and reputation;
- g) Collaboration with any other entities, public or private, national and foreigners, in order to enhance or improve the application of their resources;
- h) Provision of consultancy services in the Foundation's specific areas of activity.

2. The Foundation may also develop the activities that its bodies consider to be the most appropriate for the management of its assets, acquiring, encumbering and disposing of all types of assets or shareholdings, under the terms laid down by law and the statutes.

**CHAPTER TWO
HERITAGE**

**ARTICLE SIX
(EQUITY FUND)**

The Foundation's assets fund is set up:

- a) By the amount of EUR 49 879.79, which its founder attributed to it;
- b) The net proceeds from the sale of Valle Flôr Palace, which was one of the assets initially allocated to the realisation of the aims of the Foundation by the will of its founder, Marquise of Valle Flôr;
- c) For all the inheritances, legacies and donations with which the Foundation benefits and which the Board of Directors decides to accept;
- d) The assets and values resulting from the application of those referred to in the preceding paragraphs or from the capitalisation of their income;
- e) The application of the net result of the financial year, after the Board of Directors has approved the accounts for each financial year, as well as any reserves constituted, results

carried forward or other components including surpluses, with characteristics of own funds, or entered in the accounts in accordance with the accounting rules in force.

ARTICLE SEVENTH (REVENUE)

These are the Foundation's revenue:

- a) The income from the investments of its assets fund;
- b) All that may result from the exercise of any remunerated activities that fall within the object of the Foundation or that may in any way result from it, in particular operating subsidies, co-financing, donations or sponsorships to be included in current assets, or any other income.

ARTICLE EIGHT (EXPENSES)

1. The costs of the Foundation shall be borne by its revenue.
2. The Foundation's expenditure on staff and administration may not exceed two-thirds of its annual income.

CHAPTER THREE SOCIAL BODIES

ARTICLE NINE (COMPOSITION)

The governing bodies of the Foundation are:

- a) The Administrative Board;
- b) The Executive Board;
- e) The Supervisory Board.

SECTION II ADMINISTRATION

ARTICLE TEN (COMPOSITION)

1. The administration of the Foundation shall be carried out by a Board composed of seven members, from among citizens of recognised merit and competence, any one of whom may sit on the Executive Board.
2. The Chairman of the Administrative Board shall be appointed by the Executive Board of the Foundation.

3. The other members of the Administrative Board shall be appointed by the Chairman of the Administrative Board.

4. The members of the Board of Directors shall serve for periods of four calendar years, which may be renewed for equal periods.

ARTICLE ELEVEN (MEETINGS)

1. The Board of Directors shall obligatorily meet once every six months or whenever convened by its Chairman.

2. The members of the Board of Directors may be represented at meetings by another member by means of a letter or fax addressed to the Chairman, without prejudice to the fact that each instrument of representation may only be used for the meeting for which it has been issued.

3. Decisions of the Board of Directors shall be taken by a majority of votes of the directors present or represented.

ARTICLE TWELVE (COMPETENCES)

The Administrative Board is responsible for the management of the Foundation:

- a) Managing the Foundation's Property Fund;
- b) Accept inheritances, legacies, donations or gifts, and should only refuse to accept when they are made under conditions which are onerous or incompatible with the Foundation;
- e) Decide on proposals for changes to the Foundation's statutes, transformation and termination and submit these proposals to the authority responsible for recognition;
- d) Communicate to the competent recognition authority the occurrence of any cause leading to the extinction of the Foundation;
- e) Approve the Code of Conduct of the Foundation;
- f) Delegate the representation of the Board and the exercise of any or some of its skills;
- g) Appoint the members of the Executive Board and appoint its Chairman;
- h) Decide on the adoption of the report and accounts and of the activity plan and budget for each financial year;
- i) Define the strategic lines of the Institution.

SECTION III EXECUTIVE BODY

**ARTICLE THIRTEEN
(COMPOSITION AND MEETINGS)**

1. The executive functions of the Foundation will be carried out by an Executive Board, composed of three members appointed by the Board, which will also appoint the Chairman of the Executive Board; this position will preferably be held by the Chairman of the Foundation's Board.
2. The members of the Executive Board, appointed under the terms of the previous paragraph, shall exercise their mandate for periods of three calendar years, renewable, and may join the Board of Directors under the terms of Article Ten, number one.
3. The Executive Board shall meet ordinarily once a month and extraordinarily when convened by its Chairperson.

**ARTICLE FOURTEEN
(COMPETENCES)**

The Executive Board is responsible for deciding on any matter of day-to-day management of the Foundation, whose competence is not expressly reserved by law or by the Statutes for the Foundation's Board of Directors:

- a) Represent the Foundation, actively and passively, in court and outside it, before the State, the Government, local authorities and any public or private entities;
- b) Raise, alone or together with other institutions, from the competent national or supranational entities, the necessary funds to carry out activities;
- c) Collect revenue, meet expenditure and apply available assets and income;
- d) Managing the Foundation's human resources;
- e) Organise conferences;
- f) Draw up, by October 30th each year at the latest, proposals for the activity plan and the revenue and expenditure budget for the following year;
- g) Draw up the report and accounts for the preceding financial year;
- h) Manage the company's affairs and carry out all acts and operations relating to its objects which do not fall within the competence of other bodies;
- i) Establish the technical and administrative organisation of the Foundation and the rules for internal operation;
- j) Any other matter on which any Executive Director requires deliberation by the Executive Board.

**ARTICLE FIFTEEN
(VINCLATION)**

The Foundation is committed:

- a) With the joint signature of two members of the Executive Board;

b) By the signature of one member of the Executive Board as set out in the respective delegations of power.

SECTION IV SUPERVISION

ARTICLE SIXTEEN (COMPOSITION AND MEETINGS)

1. The auditing of the Foundation shall be carried out by an Audit Board composed of three members of recognised merit and competence, including a Chartered Accountant, appointed by the Board of Directors, one of whom shall be the Chairman.
2. The members of the Audit Board shall exercise their mandate for periods of three calendar years, renewable for equal periods.
3. The Supervisory Board shall meet ordinarily twice a year and extraordinarily when convened by its Chairman.

ARTICLE SEVENTEEN (COMPETENCES)

The Supervisory Board is responsible:

- a) To monitor compliance with the law and the statutes, and in particular to supervise the writing and documents;
- b) Give its opinion on the report and accounts for the financial year, on the business plan and on the annual report, budget, as well as on all matters which the Administrative Board and the Executive Board shall submit to them for their consideration.

CHAPTER FOUR GENERAL PROVISIONS

ARTICLE EIGHTEEN (EXTINGUISHMENT)

1. The Foundation shall cease to exist in legal cases and terms.
2. It is the responsibility of the Administrative Board to establish the occurrence of any cause for extinction and to notify the competent authority for recognition in order to declare the Foundation extinction.
3. In the event of voluntary extinction of the Foundation, the assets of the Foundation shall have the destination that the Board of Directors shall confer on them in the light of the purposes for which it was created.

**ARTICLE NINETEEN
(DESTITUTION)**

1. Any member of the governing bodies of the Foundation may propose to the Administrative Board the dismissal of a member of the Administrative Board or of the Executive Board to whom a serious and repeated breach of their duties is generally attributable:

a) Manifest and repeated disregard for the statutory aims of the Foundation;

b) Wilful or wrongful acts resulting in serious damage to a person's good name or to the interests of the Foundation.

2. The proposed dismissal, which shall be justified, shall be considered by the Administrative Board and shall be deemed to have been approved if it obtains favourable votes representing two thirds of the votes cast.

3. The member concerned by the proposed removal from office shall be prevented from voting in the decision to be taken under the previous paragraph.

**ARTICLE TWENTIETH
(TRANSITIONAL RULE)**

1. The amendments contained in these statutes shall enter into force as soon as they have been approved by the competent authority for recognition and registered in accordance with the law.

2. The provisions of Articles Nine and following shall come into force from the first day of the month following the date referred to in the preceding paragraph.

3. Until a new Board of Directors is appointed, the current Board shall remain in office, with the powers set out in Article Twelve.

4. The members of the current Board of Directors and the Supervisory Board shall remain in office until the end of the current term of office, without prejudice to the powers conferred upon them by the current Articles of Association.

5. The Executive Board will be appointed at the next meeting of the competent body, i.e. the Board of Directors.