

TRANSLATION FROM ITALIAN INTO ENGLISH

BY-LAWS OF THE NON-PROFIT FOUNDATION

"SERGIO IL PATRIARCA ONLUS"

Art. 1. For the purposes of continuing to keep alive the treasures that have saved Montenedoli from neglect and abandonment and commemorating the great men who have founded it;

- cultivating the values of assistance and friendship pursued by Sergio Muratori, the Master who knew how to bring calm into troubled souls;
- keeping alive the love and brilliance of Cesare Morini, the Engineer who has made Milan beautiful and has given Montenedoli its winery;
- not forgetting the spirit of universality taught by Paul Baudouin, who has been able to stop a fratricidal carnage;
- commemorating the humanity of Vincenzo Faggiuoli, who, in silence, has rescued many people in danger,

by the will of Ms Maria Elisabetta Faggiuoli, on 20<sup>th</sup> January 2014, the Foundation named:

"Sergio il Patriarca ONLUS"

is established.

The Foundation is based in Montenedoli, San Gimignano, Siena.

Art. 2. The Foundation has no commercial aim.

The Foundation aims at promoting charitable, assistance and welfare activities, promoting development and diffusion of science, technology and vocational training in oenology and in other agricultural specialities, with particular reference to the local typical agricultural/farming products of the San Gimignano and Siena

area, in particular by means of:

- a) accommodation, In the Montenidoli estate buildings, in shifts, of groups of elderlies in need of rest and young people in search of their identity, without distinction of race, language and religious creed;
- b) promotion of research and experimentation programs in the organic farming field with particular reference to viticulture;
- c) promotion of courses, seminars, conferences, conventions and publications;
- d) any other activity that the Board of Directors may deem advisable or necessary in order to achieve the purposes of the Foundation.

The Foundation will achieve the aforementioned purposes through:

- a) the support of the Montenidoli farm, which the Foundation is closely linked to;
- b) direct or indirect donations or other free assignments;
- c) financings from any person or legal entity.

Art. 3. The property of the Foundation consists of the assets referred to in the deed of association. The property of the Foundation may be increased by other free assignments and shall be used, any expense and tax being covered, to achieve the purposes of the Foundation.

Art. 4. The bodies of the Foundation are the following:

- a) Board of Directors
- b) Steering Committee;
- c) Chairman;
- d) Board of Auditors.

Art. 5. The Board of Directors is composed of five members.

The members of the Board of Directors fall from their offices only as a result of resignation or further to a reasoned request made by at least three members. In case of termination from office of one or more members, the Board of Directors is integrated by resolution passed by a majority of the members holding office and in the event of a tie, the Chairman's vote will prevail, choosing them among qualified persons in the wine sector and giving priority to those referred to in the Founder's instructions recorded in the official files of the Board.

In the event the entire Board becomes unable to act, the Board members are appointed by the President of the Court of Siena, who shall take account of the aforesaid instructions referred to in the paragraph hereabove.

Art. 6. The Chairman is appointed by a majority of the members of the Board from its midst, and in the event of a tie, the vote of the eldest member shall prevail.

The Chairman holds his/her office for three financial years and can be confirmed.

The Chairman's office is vested lifelong, *ex officio*, in the Founder, who may waive it at any time.

The Chairman is the authorised signatory and the legal representative of the Foundation before third parties and the Court.

Art. 7. The Board of Directors has the task of fixing the criteria governing the activities carried out by the Foundation, as well as the task of:

- a) appointing or removing the members of the Board of Directors to be chosen outside the Board itself;
- b) approving the budget and the final accounts;

c) attending to the affairs submitted to it by the Board of Directors.

Art. 8. The meeting of the Board of Directors is convened by the Chairman at least two times a year and any time the Chairman deems it advisable or whenever a written request of at least two members is made, by notice sent to the Board Members by means suitable to provide proof of receipt at least five days in advance. The Board, failing the aforesaid notice, is deemed regularly constituted when all the Board Members are present, including by audio-conference or video-conference.

The resolutions are passed by a majority of the attendees, and in the event of a tie, the Chairman's vote shall prevail.

The Chairman and the members of the Board of Directors are entitled to receive the reimbursement of expenses and a compensation can be provided.

The meetings of the Board of Directors can be held also by audio-conference or video-conference, provided that the following conditions, which will be recorded in the respective minutes, are complied with:

- the Chairman and the secretary of the meeting, who will draw up and undersign the minutes, are present in the same place, since the meeting shall be deemed to have been held in the said place;
- the Chairman of the meeting is in a position to verify the identity of the attendees, to direct the operations of the meeting, to ascertain and to declare the results of the voting;
- the minute taker is in a position to adequately follow the events subject to drafting;

- the attendees are in a position to take part in the discussions and simultaneously vote on the items on the agenda, as well as to examine, receive or forward documents.

The resolutions passed at the meeting will be recorded in the minutes undersigned by the Chairman and the secretary, and will be transcribed in the Board's decision book.

Art. 9. The Steering Committee is composed of two members in addition to the Chairman of the Steering Committee, who is an *ex-officio* member and presides over the Committee, since he/she has the legal representation thereof. The Steering Committee holds its office until removal or resignation.

The members of the Steering Committee are entitled to receive the reimbursement of expenses and a compensation can be provided by the Board of Directors.

The Steering Committee manages the Foundation's property and is vested with all the powers for the ordinary administration, as well as with the powers concerning the distribution of income among the different institutions or divisions through which the Foundation will pursue the statutory objects of the Foundation. The Steering Committee may resolve on purchases of movable property, hire or dismiss staff, including Directors, by always giving priority to the sons and daughters of those who work at Montenidoli, and always giving priority to those who have received from Sergio il Patriarca that spirit of friendship and collaboration, which has given rise to Montenidoli.

The Steering Committee prepares the budget and the final accounts of the Foundation.

The financial year begins on the first day of January and ends on the thirty-first day of December of each year.

Art. 10. The Board of Auditors is composed of three statutory members, appointed by the Mayor of the Municipality of San Gimignano.

The auditors shall verify the regular bookkeeping, the cash in hand and the existence of the securities and commercial papers owned by the Foundation and shall draw up a report to the annual accounts. The auditors hold their office for three years and may be reconfirmed.

The Board of Auditors is renewed after a three-year period, upon the approval of the final accounts of the last year of the said three-year period.

The services provided by the members of the Board of Auditors can be remunerated.

Art. 11. Any alteration to these by-laws will be resolved by a majority of the members of the Board of Directors, and in the event of a tie, the Chairman's vote will prevail.