

ARTICLES OF ASSOCIATION SOMMET EDUCATION FOUNDATION

CHAPTER I GENERAL PROVISIONS

Article 1 Name and nature

A non-profit organisation with a foundational nature is established under the name SOMMET EDUCATION FOUNDATION, referred to as the Foundation hereafter. At the request of the founders, the capital of the Foundation is permanently bounded to the purposes of general interest detailed herein.

Article 2 Legal entity and capacity

Once it is registered in the Registry of Foundations (Registro de Fundaciones), the established Foundation has legal entity and full capacity to act and perform all the activities needed to achieve the objectives for which it has been established, subject to the country's laws.

Article 3 Regulation.

The Foundation is subject to the Spanish Law and further procedural rules, as well as to the founder's will expressed hereby.

Article 4 Nationality and address

1. The established Foundation has Spanish nationality.
2. The address for the Foundation will be: Carretera Istán, Km 1, Urbanización Limas del Río Verde, 29602, Marbella, Málaga (Spain).
3. The Board may agree to change the address, by handling and presenting the relevant statutory amendment as required under the existing legislation.

Article 5 Scope of action

The Foundation will develop its activities mainly in the region of Andalusia, without prejudice to the establishment of relationships with third parties in different regions, national and internationally.

Article 6 Term.

The establishing Foundation will have an indefinite-term. However, shall the objectives of the Foundation be fully accomplished, or of impossible accomplishment, the Board may agree upon the dissolution of the Foundation, subject to the existing legislation and the provisions hereby.

CHAPTER II OBJECTIVES AND BENEFICIARIES

Article 7 Objectives.

The objective of the Foundation is to both raise awareness on careers and jobs available in the Hospitality Industry as well as finance quality education focused on the hospitality and tourism sector and ease the access to employability in the sector for youth and talents that are in social and economical difficulties with the aim of supporting United Nations Sustainable Development Goal number 4 : ensure inclusive and equitable quality education and promote lifelong learning opportunities for all.

Article 8 Activities.

1.- In pursuance of the objectives mentioned in the preceding article, the Foundation will carry out activities including, but not limited to, the following:

- a) Raising awareness and promoting education and careers in hospitality and tourism through events, seminars, workshops, forums, newsletters, press releases, opinion pieces, social media, advertising, marketing and communication activities and any other way which may contribute to this objective.
- b) Identifying talents, through global campaigns, calls for tenders, contests, challenges, partnerships with National and International Organizations, NGO's, associations, etc.
- c) Raising scholarships funds through various on and off-line activities: meetings with private and corporate donators, marketing and communication donation campaigns towards school alumni, charity events of various types...
- d) Granting scholarships, educational grants and any other financial help to promote studies, programs and activities related to the foundational objective to support people with low financial resources but high capacities or a peak performance.
- e) Offering awards to people, organizations and institutions which stand out in the world of talent, education, entrepreneurship and technology within the hospitality and tourism industry.
- f) Arranging lectures, conferences, congresses and similar events related to the foundational objective.

- g) Working with the business sector to achieve the employment of the beneficiaries of the Foundation.
- h) Editing and sharing all types of publications related to the achievement of the foundational objective.
- i) Promoting and carrying out volunteering programs to achieve the foundational objectives.
- j) Working with companies and public and private institutions in order to carry out the foundational objectives.
- k) Any other activity, service or initiative, within the objectives of general interest mentioned in the preceding article, which directly or indirectly help to secure or protect the beneficiaries of this Foundation.

3. The Foundation will be able to donate and aid in any way any natural person or corporate person, in order to achieve the foundational objectives, as well as it will be able to cooperate, in any way accepted by the law, with the individuals and entities working in the fields related to the foundational objectives.

4. The objectives of the Foundation may be accomplished in the following ways, among others:

- a. Through the Foundation directly, within their own facilities or within external facilities.
- b. Through the creation or contributing to the creation of other entities with associative, foundational or societal nature, provided that the duty to previously inform or request authorisation to the Foundations Commission¹, established in articles 33.4 and 45.1.k of the Act 10/2005², is followed.
- c. Through the participation in activities, or collaborating to the development of these, for other entities, organisms, institutions or persons of any type, natural or legal, which may benefit the objectives of the Foundation.

Article 9 Freedom of actions.

The Board will have complete freedom to set the suitable activities destined to accomplish the objectives of the Foundation, provided that these are the most convenient for each situation, as agreed by the Board.

Article 10 Beneficiaries.

¹ Referring to the governing body in charge of the supervision of the foundations in the region of Andalusia.

² Referring to the Spanish Act on Foundations in the Autonomous Community of Andalusia, available at <https://www.boe.es/eli/es-an/l/2005/05/31/10>.

1. The beneficiaries of the Foundation will be any person interested in getting an education and focusing their professional career on the hospitality and tourism industry, as well as any natural or legal person who is interested in any of the Foundation's objectives.
2. Whenever it is needed to define the beneficiaries, the Foundation will address mainly those individuals who are part of the population that answer to the Foundation's objectives, subject to the general neutrality and non-discrimination criteria and the personal achievements and ability, notwithstanding the possibility of considering the professional, academic and socio-economic situations of the beneficiaries, the order of request and others. The Board may agree on setting specific requirements for each application process and for establishing, if applicable, the selection body, its acting criteria, requirements and qualities to value.
3. The Board will share enough information of the objectives and activities of the Foundation with the recipients and other people concerned.
4. Nobody shall plead, individual nor collectively, to the Foundation any right to the benefits before these are granted, as they shall not enforce its granting to specific individuals either.

Article 11 Use of resources to accomplish the objectives.

1. The Foundation will allocate at least 70% of the income received from economic operations and any other means, after expenses, to the accomplishment of the objectives, being required to allocate the rest to increasing the founding capital or the stocks, as agreed by the Board.
2. The term established to accomplish this will be period between the beginning of the financial year in which the outcomes and revenue are obtained and the three following years after the end of the financial year abovementioned.
3. The rules established in article 38 of the Act 10/2005, of May 31st, will be followed to estimate the income and revenue mentioned in the section 1 hereof, as well as the costs raised in the process.

CHAPTER III MANAGEMENT BODY OF THE FOUNDATION

Article 12 Nature.

The Board of Trustees is the management body and the representation of the Foundation.

It is the Board's duty to achieve the objectives of the Foundation and to manage diligently the goods and rights that make up the capital of the Foundation, keeping their efficiency and profit.

Article 13 Members.

1. It will consist of no less than three (3) trustees who will be appointed by the founding entity Sommet Education Service Spain SL or, failing that, by the existing Board.
2. The trustees will serve for a term of four years, with the possibility of being re-elected for another four years term.
3. Any natural person with full capacity to act and who is not disqualified from public office, may be a member of the Board.
4. Legal entities may be part of the Board, as long as they are represented by a natural person or persons.
5. The trustees will do their duties free of charge, notwithstanding the right to be refunded the expenses, duly justified, their position may cause.

Nevertheless, the Board may set a just compensation for those trustees providing to the Foundation other services than the ones assigned to them as members of the Board, subject to the requirements stated in the Law.

6. In all circumstances, the rules set regarding the structure of the Board of Trustees in article 16 of the Spanish Act 10/2005, of 31st of May, on Foundations in the Autonomous Community of Andalusia, shall be followed.

Article 14 Rules for appointing and removing members.

1. The founder will appoint the members of the first Board and it will be stated in the Articles of Association.
2. It is the founding entity's duty to appoint new trustees, whether to reach the maximum number or to cover potential vacancies. In the absence thereof, it will be the Board's duty. It will also be the founder's duty, or failing that, the Board's duty, to appoint the President, First Vice President, Executive Vice President and the Secretary.
3. It will always be the founding entity's duty or, failing that, the existing Board's duty, to decide the exact number of members who will form the Board of Trustees.

4. The trustees will accept their positions as required under the existing legislation and their acceptance will be notified to the Commission and registered in the Registry of Foundations.

5. Shall there be a vacancy, it will be reported to the founder, who, in a period of two months, if considered appropriate or if needed be for being under the minimum number of three members, will appoint someone to cover that position within a period of no more than two months. In the event that such vacancy is caused by a trustee appointed ex officio, the person who would cover his or her position will fill this vacancy. In both cases, they will cover the position for the remaining time until the following renewal of the Board. Shall the founder not say anything about this matter within the established term, it will be the Board's duty to decide whether or not to cover such vacancy, either by appointing a substitute or by leaving the position empty, as long as the minimum established in the Articles of Association is covered.

Article 15 The President.

1. The Board of Trustees will have a President, who will be appointed by the founding entity or, failing that, by the Board itself. The President will serve for four years with the possibility of re-election for following terms.

2. It is the President's duty to represent the Foundation before all types of individuals, authorities and public or private entities (except specific situations in which he or she delegates this task to another member or grants a specific or general power of attorney). It is also the President's duty to arrange the Board's meetings, act as the chair, guide the debates and implement the agreements, if any, being able to perform any type of acts and sign any needed documents. The President will have the casting vote in the event of a tie with the resolutions adopted.

3. In the event of illness, absence or vacancy, the President's duties will be performed by the First Vice President, or failing that, by the Executive Vice President.

Article 16 The First Vice President

1. The founding entity, or failing that, the Board, may appoint a First Vice President if considered convenient. It will be the First Vice President's duty to perform the President's duties in cases of absence, illness or vacancy of the position, being able to also represent the Foundation in the cases established by agreement of the Board.

2. The First Vice President will serve for four years with the possibility of re-election for one additional term.

Article 17 The Executive Vice President

1. The founding entity, or failing that, the Board, may appoint an Executive Vice President if considered convenient. It will be the Executive Vice President duty to perform the managing duties required for the objectives of the Foundation, respecting at all times those powers which cannot be delegated by the Board.

Particularly, in the absence of a General Director:

- a. To manage the Foundation, in order to achieve the best performance of its assets
- b. To appear before any entity, organisation or administration in representation of the Foundation, as well as to obtain as many digital certificates or electronic signature as representative of the Foundation as it may be needed
- c. To establish working plans and internal rules and regulations, in accordance with the guidelines from the Board
- d. To plan and develop all the activities of the Foundation, complying with the programs approved by the Board
- e. To hold any kind of contract or agreement required for the development of the activity, including those related to banking

2. The Board will grant the Executive Vice President enough power for the development of the abovementioned functions

3. The Executive Vice President will serve for four years with the possibility of re-election for one additional term.

Article 18 The Secretary.

1. The founding entity, or failing that, the Board, will name a Secretary, who may not be a member of the Board, in which case, they will have the right to speak but not to vote.

2. It is the Secretary's duty to certify the agreements of the Board, to protect the Foundation's documents, to record the minutes of the Board meetings, to issue attestations and reports that may be required and any other activity explicitly entrusted.

3. In the event of illness, absence or vacancy, the Secretary's duties will be performed by the youngest member of the Board.

4. The Secretary will serve for four years with the possibility of re-election for following terms. Shall the Secretary not be a member of the Board, he or she may be removed at any time for a valid reason, being the person who will be taking the position instead appointed at the same time.

Article 19 Duties and authorities of the Board.

The Board will have the power, notwithstanding the required authorisations by the Foundations Commission, to do the following actions:

- a) Manage and represent the Foundation, approve its management plans, as well as its regular plans of action.
- b) Construe and develop the Articles of Association and decide on the amendments of these, if any, as long as it is convenient for the interest of the Foundation and the better accomplishment of its objectives.
- c) Set the general guidelines for the distribution and use of the available funds for the purposes of the Foundation.
- d) Appoint and remove general or special proxies.
- e) Appoint, if any, the person in charge of the Direction of the Foundation.
- f) Select the beneficiaries of the foundational benefits.
- g) Approve the plan of action and the annual accounts.
- h) Make agreements about the merging, dissolution and liquidation of the Foundation in the events foreseen by the law.
- i) Agree on the opening and closing of its Branches.
- j) Manage and arrange the capital.
- k) Delegate in one or more trustees their duties, excluding the approval of the plan of action, the annual accounts, the amendment of the Articles of Association, the merging, dissolution and liquidation of the Foundation, the acts for the creation of another legal entity, the acts of economic participation or the sale of participations in other legal entities with a cost of more than the twenty percent of the Foundation's asset, the increase or decrease of the capital, as well as the acts for the merging, the winding up, the global assignment of all or some of the assets and liabilities, the dissolution of associations or other legal entities and the acts requiring the authorisation of the Commission, as well as those subject to submitting a statement of compliance.

Article 20 Duties of the Board.

The Board must follow the existing legislation and the founder's will expressed in the Articles hereby.

Article 21 Duties of the trustees.

The trustees must:

- Comply with the objectives of the foundation and ensure these are complied by others.
- Manage the goods and rights that make up the capital of the Foundation, upholding their performance, profit and productivity, according to the economic and financial criteria of a decent administrator.
- Develop their duties with the proper care of a loyal representative.

- Attend the Board meetings and ensure the legality of the agreements made.
- Carry on the activities required to register the Foundation the Registry of Foundations of Andalusia.

Article 22 Responsibilities of the trustees.

The trustees will respond jointly to the Foundation in the event of damages caused by illegal actions, actions against the Articles of Association or those committed without due diligence. Those voting against such agreements and those proving that while not taking part in the approval and execution were unaware of its existence or, being aware of it, they did everything in their power to prevent the damage or at least strictly opposed to it, would be exempt from the responsibility.

Article 23 Suspension and termination.

1.- The position of a Trustee may be suspended or terminated in the following situations:

- a) In the event of death or declaration of death, as well as the termination of the legal entity.
- b) Due to disability, disqualification or incompatibility, in compliance with the Law.
- c) Due to the suspension of the position for which they were appointed as members of the Board.
- d) For not acting with the diligence stated in the existing legislation, if declared by court decision.
- e) If declared by court decision for being the action for liability under the terms stated in the existing legislation.
- f) Due to the end of their term of office.
- g) In the event of resignation, which may be submitted in any way following the procedures stated for its acceptance.
- h) Due to repeated absence to the Board meetings without just cause. It is understood as repeated absence the absence to two consecutive meetings or four non-consecutive.

The justified agreement of the Board, approved by half of the members plus one, present and represented, must be given in order to implement the causes established in section h) hereby. A trustee to be suspended will not be able to take action in voting, although he or she will be summoned and informed of the decision to be taken and of the right to be listened to in the meeting, before the voting, as well as of the final decision.

2. The suspension and termination of a Trustee will be done subject to the situations legally stated and it will be registered in the Registry of Foundations.

Article 24 Discussion and approval of agreements.

1. The Board will have a meeting a minimum of two times a year and as many as needed to ensure the right functioning of the Foundation. It is the President's duty to set the Board's meetings, either on his or her own initiative or requested by a third of the trustees.

2. The request will be prepared by the Secretary and it will be shared with each member no less than 5 days before the date set for it, using a channel that allows the confirmation of receipt. The place, date and time of the meeting will be specified in the request, as well as the agenda to follow.

A request will not be necessary in the event that all the trustees are present and agree unanimously on the celebration of the meeting.

3. The Board meetings may be held by a conference call, a videoconference or any other similar system, allowing one or several trustees to access the chosen platform, provided that it guarantees the identity of the attendants and ensures the communication in real time and the unity of the event.

4. The Board meeting will be validly established with more than half of the members, present or represented.

5. The agreements will be approved by simple majority of votes, present or represented in the meeting. As an exception, the agreements on alienation or encumbrance of the assets of the Foundation, amendment, merging and dissolution of the Foundation and agreements on the suspension of a trustee with a just cause as established in article 22.1.h hereby, will require the positive vote of half of the members plus one, present or represented.

6. After the Board meetings, the Secretary will share the corresponding minutes, which shall be approved during the same meeting or in the next one. Once approved, it will be transcribed to the corresponding minute book and it will be signed by the Secretary, under the approval of the President.

Article 25 The General Director

1. The Board may appoint a General Director or similar, to take care of the general managing of the Foundation, according to the rules and guidelines stated by the Board itself and its Executive Vice President.

2. The General Director will take care of the following actions, notwithstanding other authorities and powers granted by the Board, complying with the inherent powers of the Board, as provided in the legislation and in the Articles herein.

a) Managing the staff and services and activities of the Foundation.

- b) Creating the draft for the plan of action and setting the annual accounts of the Foundation, as well as presenting these to the Executive Vice President and the Board for their approval within the terms legally established.
- c) Taking care of the financial management of the projects and activities of the Foundation and reporting their level of development, expenses and needs (material, human and economical) to the Executive Vice President and the Board.
- e) Acting as a Secretary not member of the Board, if approved by the Board.
- f) Any other authority granted by the Board, except those that cannot be delegated, as established by law.

3. The General Director will attend the Board meetings and any other meeting of any other body supporting the Board, with the right to speak but not to vote

4. The General Director will share with the Board the relevant information about the Foundation's activities, so that they can perform their duties and responsibilities, giving priority to the objectives of the Foundation over their own personal objectives, thus no conflicts of interest can be created

5. The appointment and removal of the General Director will be reported to the Foundations Committee and registered in the Registry of Foundations.

CHAPTER IV BODIES SUPPORTING THE BOARD

Article 26 The Executive Committee

1. The Board may appoint an Executive Committee, which will act by explicit delegation of the Board, addressing the activities entrusted by the Board and monitoring the activity of the Foundation in general, reporting it to the Board.

2. The Executive Committee will:

- a) Draft the annual accounts and the plan of action and present them to the Board for their approval.
- b) Inform of the proposal for activities by the General Director of the Foundation, before presenting it to the Board for its approval.
- c) Promote and approve the management of the funds from other institutions or agencies.
- c) Approve the activities aimed to gain resources to accomplish the objectives of the Foundation.
- d) Monitor the recruitment of the Foundation staff, in compliance with job vacancies approved by the Board.

e) Establish the conditions required for the development of the Foundation's activities and functions.

f) Oversee the execution of the agreements made.

3. It will consist of no less than three trustees, who may be appointed by the Board or by the founder. The General Director will also be part of this body, with the right to speak but not to vote. If decided by the Committee, all the members with managing responsibility within the Foundation may attend the meetings, with the right to speak but not to vote.

The Committee will appoint the members to act as President and Secretary. Its application, consideration and passing resolutions will be adhered to the requirements outlined in the Internal Operating Rules of the Foundation.

Article 27 The Selecting Committee

1. The Board will appoint a Selecting Committee, who will analyse, value and suggest the candidates for the educational grants given by the Foundation.

2. The Selecting Committee shall consist of a number of people (as agreed by the Board or, failing that, the Committee itself) of recognized entrepreneurial, academic or social prestige.

3. The Committee will appoint the members to act as President and Secretary. Its application, consideration and passing resolutions will be adhered to the requirements outlined in the Internal Operating Rules of the Foundation.

CHAPTER V FINANCIAL REGIME

Article 28 Capital.

1. The capital of the Foundation will be made up by all types of goods, rights and obligations capable of economic assessment which constitute the funding, as well as those gained by the Foundation after its establishment, whether or not it affects the funding.

2. The Foundation must be registered as the holder of all goods and rights that make up the capital and these must be registered in the annual inventory, established following the accountancy rules concerning non-profit entities.

3. The Board will pursue, under its responsibility, the registry of the goods and rights that make up for the capital under the name of the Foundation in the Registry of Foundations of Andalusia and in the corresponding public registries.

Each of these shall be under the Foundation's name and recorded in its Inventory, registered in the Registry of Foundations and in any other corresponding public registries.

Article 29 Financing.

1. The Foundation, in order to develop its activities, will be funded by the resources originated by the return of the Foundation's assets and those coming from grants, subsidies and contributions from individuals or public or private entities, if any.

Likewise, the Foundation may obtain revenue from the activities developed or the services provided to the beneficiaries, provided that this is not against the foundational will, it does not suppose an unjustified limitation of their possible beneficiaries and it does not undermine the general interest of the objective of the Foundation, nor the non-profit nature of the entity.

Article 30 Management.

The Board is authorised to make any necessary amendments to the composition of the capital of the Foundation, in accordance with what is advisable depending on the economic situation and notwithstanding the authorisation of the Foundations Commission.

Article 31 Financial regime.

The financial year will coincide with the calendar year.

The Foundation shall keep the required accounts appropriate to its activity and allow for the chronological monitoring of the operations carried out. To this end, it must have a Log Book and an Inventory and Annual Accounts Book, apart from those required by the existing legislation and those deemed to be advisable for the good organisation and development of its activities.

The Foundation shall follow the general principles and criteria stated in the existing legislation in terms of economic and financial management.

Article 32 Accounting.

1. The Board shall draft the annual accounts of the previous year, including the balance sheet, the profit and loss statement and the annual report.

The annual accounts will be drafted following the guidelines stated in article 34 of the Law 10/2005, of May 31st, on Foundations of the Autonomous Community of Andalusia.

2. The annual accounts shall be submitted to external audit in the cases established in the Law or when the Board of Trustees so decides
3. The annual accounts will be approved by the Board within the following 6 months after finishing the financial year, and these will be signed by the Secretary, after approval of the President.
4. The annual accounts will be presented to the Foundations Commission within twenty business days once approved by the Board, along with the audit report, if any.

Article 33 Capital inventory.

The Board of Trustees shall draft each year, referring to the previous fiscal year, the inventory of the assets, which shall include the value of the goods and rights of the Foundation stated in the balance sheet, specifying the different goods, rights and liabilities and any other entries within, as well as the clearance of the profit and loss for the previous fiscal year.

The capital inventory shall be presented to the Foundations Commission, along with the annual accounts.

Article 34 Plan of action.

The Board will set out and present to the Foundations Commission on the last quarter of each year, a plan of action stating all the objectives and activities planned to develop within the following year.

CHAPTER VI AMENDMENT, MERGING AND DISSOLUTION

Article 35 Amendment.

1. The Board is authorised to amend the Articles of Association hereby, as long as it is advisable for the interest of the Foundation and it has not been forbidden by the founder.

In any case, it will be appropriate to amend the Articles of Association if the grounds stated when the Foundation was established have changed, making it impossible for it to act according to the existing Articles of Association, unless the founder had ordered the dissolution of the Foundation for this scenario.

2. For the resolution to amend the Articles of Association, the votes of at least half of the members plus one other member of the Board, present or represented, will be needed.

3. The amendment or the new version of the Articles of Association agreed by the Board will be shared with the Foundations Commission, recorded in notarial deed and added to the Registry of Foundations.

Article 36 Merging.

The Foundation, provided that it has not been forbidden by the founder, will be able to merge with one or more foundations, subject to be agreed by the corresponding Boards of Trustees.

The merging agreement shall be approved with the positive vote of no less than half of the members plus one other member of the Board, present or represented, and it shall be reported to the Foundations Commission. It shall also be recorded in a notarial deed and registered in the Registry of Foundations.

Article 37 Dissolution.

The Foundation will be dissolved due to the reasons in accordance with the proceedings established in the existing legislation.

Shall the dissolution require an agreement of the Board, this shall be taken with the votes of no less than the half of the trustees plus one, present or represented, and it must be confirmed by the Foundations Commission.

Article 38 Liquidation and distribution of the assets.

1. The winding up of the Foundation will start the liquidation process, which shall be directed by the Board, under the supervision of the Foundations Commission.

2. The goods and rights remaining shall be given or transferred to other foundations or private non-profit entities within the region of Andalusia having similar interests and whose assets are pledged, including in the case of dissolution, to the accomplishment of these, or to public entities with non-foundational nature having similar interests.

It is the Board's duty to designate the recipients of these goods.