

**Statutes
The Agosto Foundation**

Preliminary terms and conditions

The Agosto Foundation was established by a foundation charter on September 19th, 2013 and on October 9th it was registered in the register of foundations maintained by the Municipal Court in Prague, section N, file 1070.

**I.
The foundation's name and headquarters**

Name: The Agosto Foundation
Headquarters: Prague 1, Vojtěšská 18, 110 00
Foundation's ID: 021 78 001

**II.
The founders**

The foundation's founders are:

1. Ing. Tomáš Plachý, MBA, born November 27th, 1975
residing at Prague 4, Na Křtině 271, 149 00
2. Cynthia Plachá, born October 29th, 1976
residing at Prague 4, Štítová 243, 149 00

**III.
The foundation's goal**

The goal of the foundation is the support of socially-oriented and cultural projects.

**IV.
The foundation's assets**

1. The foundation's assets consist of both monetary and non-monetary inputs and of the foundation donations registered in the Foundation Index.
2. The foundation's assets comprised 1 000 000 CZK (that is one million Czech Crowns) as well as of financial resources deposited on a particular bank account.

**V.
The foundation's assets**

1. The foundation's assets comprise of the foundation's assets as well as its other property. For fulfilling its original goal, the foundation uses the proceeds from the foundation's assets and the foundation's other property. Sources of further assets comprise mostly of foundational donations from both physical and legal entities, yields from lotteries, public collections, cultural, social, sport and educational events, yields from inheritance bestowed to the foundation.
2. Foundation donations and other donations cannot be accepted in those cases when their acceptance would be in conflict with the foundation's goal, or connected with other conditions different from their general use intent in line with the foundation's goals.

3. The assets of the foundation may be used only in accord with the intents and conditions set out in the foundation charter or in the foundation's statutes as a donation, or to pay for expenses for other activities which fulfill the foundation's goals, and to pay for operational expenses.
4. For fulfilling the goals for which the foundation was founded, the foundation predominantly provides foundational donations to third parties or realizes its own projects.
5. Neither the assets which constitute the foundation's property, nor its other property can become subject to pawning or any other form of securing a commitment. Financial resources which are part of the foundation's assets cannot be loaned, with the exception of support for projects through a foundational donation in the form of a loan provided from the profits gained from the foundation's assets or from the foundation's other property.
6. The foundation's assets must be used for the benefit of a private entity only in accord with the foundation's mission.
7. When selling the foundation's property or renting the immovable assets which are part of the foundation's assets, the buyer must not be a member of the foundation's statutory board, the supervisory board, or any persons close to them, nor a legal entity whose member of its statutory body is also a member of the foundation's statutory board or a member of its supervisory board.

VI. Conditions for providing foundation donations

1. The donations are provided based on the decision of the statutory board.
2. The statutory board can donate based on a request, on a proposition of one of the members of the statutory board or as part of the foundation's particular project.
3. The request for a donation must be communicated in written form. Requests and propositions for bestowing a donation can be raised year-round.
4. In the application for a donation, the applicant must provide their identification, to what purpose the donation is requested, in what form and amount, and whether any other donation has been requested for the same endeavor. The foundation may demand to amend the application and may give a specific deadline for this. If the applicant does not amend the application within the allotted time, the application is considered void.
5. Confirmed donations are provided on the basis of a written contract between the foundation and the person to whom the donation is provided (the recipient).
6. The donations may be provided in the form of a donation, repayable financial assistance or an interest-less loan or a loan with an interest lower than what is the norm at the particular time and place, a loan of a thing in the form of a loan providing other property benefits.
7. A financial donation is transferred to the recipient's account. If the foundation's donations consist of movables, they are handed over to the recipient.
8. There is no legal claim to provide the donation.

VII.

The rule for limiting the foundation's expenses relating to the foundation's operation

1. Expenses relating to the foundation's operation are predominantly:
 - expenses for keeping and valuing the foundation's assets and other property;
 - expenses for advertising the foundation;
 - expenses linked with the foundation's operation.
2. Overall yearly expenses connected with the foundation's operation must not be higher than 85% of the foundation's assets as of 31st December of the same year.

VIII.

Statutory board

1. The statutory board has three (3) members.

2. The first members are:

Chairperson of the statutory board:

Cynthia Plachá, b. October 29th, 1976, residing at Prague 4, Štítová 243, 149 00

Vice-chairperson of the statutory board:

Ing. Tomáš Plachý, MBA, b. November 27th, 1975, residing at Prague 4, Na Křtině 271, 149 00

Board member of the statutory board:

Ing. Jiří Mengler, CSc., b. February 28th, 1950, residing at Praha 1, Zlatnická 1129/8, 110 00

3. The office term is set for three years. Reelection is possible.
4. The election of new members of the statutory board is performed by its standing members. A member of the statutory board cannot propose themselves as a candidate.
5. The statutory board elects its chairperson from their midst. The chairperson calls and directs the statutory board meetings at least four times a year. The chairperson is responsible for calling a statutory board meeting whenever at least a third of the members or the controller propose it. The chairperson can authorize in writing another member of the statutory board to call and direct the statutory board meetings.
6. The statutory board has power of authority if the meeting is attended by more than half of its members.
7. For a decision about the merger of the foundation, about changing its statutes, or about retiring a member, two thirds of the statutory board must support the decision. In other cases, it is necessary to acquire half of the votes of those members of the statutory board in attendance. In a draw, the determining vote is that of the chairperson.
8. The statutory board acts when the chairperson or vice-chairperson add their signatures to the foundation's name.

9. The statutory board decides on issues determined by law, and furthermore on:
 - a. providing the foundation's donations,
 - b. setting up advisory or other entities of the foundation,
 - c. providing the foundation's internal regulations.

IX.

The controller and the supervisory board

1. The controller is the foundation's controlling entity. His term in office is three years.
2. The first controller is:

Ing. Michal Šedina, b. June 26th, 1978, resides at Brno –Tuřany, Sokolnická 822/32,
620 00
3. The controller especially:
 - (a) checks on the fulfillment of conditions for providing the foundation's donations and the accuracy of the foundation's accounting,
 - (b) reviews the yearly closing of accounting and the annual report,
 - (c) supervises whether the foundation's activities are in line with legal conditions, the founding charter and the foundation's statutes,
 - (d) informs the statutory board about any mistakes and proposes remedies,
 - (e) he informs the statutory board at least once a year about the results of his controlling activities.
4. The controller has the right to take part in the meetings of the statutory board and must be given a chance to speak any time he may wish to do so.
5. In the case that the foundation will be obliged to form a supervisory board in order to keep to the legal regulations, the supervisory board will have three members.

X.

The annual report

1. The foundation compiles an annual report every year. The deadline is June 30th of the following year.
2. The annual report will be kept in the collection of documents at the Registration Court. It will be made accessible on demand at the foundation's headquarters during working hours.

XI.

Final terms and conditions

This statute is made in three (3) copies, where one (1) copy will be sent to the Registration court to file, and two (2) will be kept by the foundation.

In Prague, November 6th, 2013