

STATUTES

ARTICLE 1

NAME, NATURE AND GOVERNING PRINCIPLES

1.1. The Foundation is established with the name "Istituto Grothendieck ETS" or in abbreviated form "I.G. ETS" (hereinafter also the "Foundation"), with or without punctuation and without constraints of graphic representation. Where the context so requires, the name may also be translated into languages other than Italian.

1.2. The Foundation is inspired by and applies the principles of the Third Sector and complies with the legal framework of the Participatory Foundation. It conducts its activities in accordance with Italian Legislative Decree no. 117 of 3 July 2017 (hereinafter also the "Third Sector Code") and, insofar as compatible, with the rules of the Italian Civil Code and the related implementing provisions.

ARTICLE 2

HEADQUARTERS AND DURATION

2.1. The Foundation has its headquarters in Italy, in Mondovì (Province of Cuneo) at Corso dello Statuto no. 24.

2.2. The Foundation has an unlimited duration.

ARTICLE 3

PURPOSE AND ACTIVITY

3.1. The Foundation is not for profit and pursues civic, solidarity and social utility aims. In particular, the Foundation pursues the purpose of fostering highly innovative research in the mathematical and interdisciplinary field and honouring the figure of Alexander Grothendieck through extensive work to valorise and develop his research.

3.2. In order to pursue the purpose and aims referred to in paragraph 1, the Foundation exclusively or mainly exercises the following activities of general interest set out by Article 5 of the Third Sector Code, in the form of providing money, goods or services free of charge:

- d) education, instruction and vocational training, pursuant to Italian Law no. 53 of 28 March 2003 as amended, as well as cultural activities of social interest for educational purposes;
- g) university and postgraduate training;
- h) scientific research of particular social interest;
- i) organisation and management of cultural, artistic or recreational activities of social interest, including activities (among them publishing) to promote and disseminate the culture and practice of volunteering and activities of general interest referred to in Article 5 of the Third Sector Code.

3.3. In particular, the Foundation's activities may consist, by way of example and not exhaustively, in:

- fostering the development of mathematics in a unifying and interdisciplinary way, with particular reference to the theory of Grothendieck toposes;
- experimenting with new forms of synergy between the sciences and developing theoretical tools aimed at "delocalising" them through a global meta-mathematical vision;
- creating synergies with university institutions or research groups that share the Foundation's aims;
- training a new generation of researchers by offering doctoral scholarships and research grants, including in cooperation with selected universities;
- fostering international scientific cooperation by financing collaborations, conferences, intensive research periods and scientific visits;
- spreading scientific culture at all levels, organising courses, schools and events for a non-specialised audience;
- supporting historical and philosophical studies aimed at disseminating Alexander Grothendieck's work;
- promoting the integration of basic research and technological innovation.

3.4. The Foundation plans to pursue its objectives also by establishing one or more research centres within itself, dedicated to developing specific topics of particular relevance.

3.5. In order to achieve its purposes, the Foundation may activate partnerships and sign agreements with academic institutions and scientific associations.

ARTICLE 4 OTHER ACTIVITIES

4.1. The Foundation may carry out activities other than those referred to in Article 3 above, provided that the former are secondary and instrumental to the latter and according to the criteria and limits set out in the Decree of the Ministry of Labour and Social Policies issued pursuant to Article 6 of the Third Sector Code.

4.2. The identification of these additional secondary and instrumental activities is referred to the Steering Board on the proposal of the Board of Directors.

ARTICLE 5 ASSETS

5.1. The Foundation's assets consist of the initial endowment of €30,000.00 (thirty thousand point zero zero) as well as the increases deriving from further contributions by the Founders and Participants, contributions, donations, bequests, legacies and disbursements in general, reserves, profits and operating surpluses.

5.2. The assets, including any revenues, earnings, proceeds and income under any name, are entirely used to carry out the Foundation's activity exclusively to pursue the purpose and aims referred to in Article 3 of these Statutes.

5.3. If the assets are reduced by more than one third of the minimum amount established by law, the Board of Directors must immediately reconstitute the minimum assets, or resolve to transform, merge or dissolve the Foundation.

5.4. When the legal conditions are met, the Foundation may establish one or more assets intended for specific business, pursuant to and for the purposes of Articles 2447-bis et seq. of the Italian Civil Code.

5.5. The Foundation may not distribute, even indirectly, profits and operating surpluses, funds and reserves under any name to the Founders, Participants, workers and collaborators, directors and other members of the governing bodies, including in the case of withdrawal or any other situation of individual dissolution of the relationship.

ARTICLE 6 FUNDRAISING

6.1. The Foundation may carry out fundraising activities to finance its activities of general interest, including by asking third parties for bequests, donations and contributions of a non-cash nature.

6.2. Fundraising can also be carried out in an organised and continuous form, including by soliciting the public or through the sale or supply of goods or services of modest value, using own and third-party resources, including volunteers and employees. It must be done in compliance with the principles of truth, transparency and fairness in relations with supporters and the public, in accordance with the guidelines adopted pursuant to Article 7, paragraph 2 of the Third Sector Code.

ARTICLE 7 MEMBERS OF THE FOUNDATION

7.1. The members of the Foundation are divided into:

- Founders;
- Participants.

7.2. Members of the Foundation shall have the right to examine the organisation's books in the manner laid down in the Foundation's regulations.

ARTICLE 8 FOUNDERS

8.1. The Founders are divided into:

- Original Founders, i.e. those who contribute to establishing the Foundation;
- New Founders, i.e. those admitted with this status after the Foundation's establishment by resolution of the Steering Board, who provide the Foundation with a contribution in goods or services considered of particular interest or relevance.

8.2. If a majority of Original Founders is lacking, the admission of New Founders may be approved by the Board of Directors, subject to the favourable opinion of the remaining Original Founders.

8.3. This is all as governed by the Foundation's regulations.

ARTICLE 9

PARTICIPANTS

9.1. After the establishment of the Foundation, those persons sharing the Foundation's aims who contribute to its life and achieving its purposes to the extent and in the manner determined by the Board of Directors, through contributions in cash, annual or multi-year, of goods, work services or any asset element susceptible to economic evaluation for the Foundation, may become Participants.

9.2. Participants must expressly undertake to comply with the rules of these Statutes, the Foundation's regulations and the applicable legislation.

9.3. A Participant is admitted by resolution of the Steering Board at the request of the party concerned, in the manner set out in the Foundation's regulations. The resolution is communicated to the party concerned and noted in the Book of Participants.

9.4. The Steering Board must justify any decision to reject the application for admission and communicate it to the party concerned within thirty days. The applicant may, within sixty days of the notice of rejection, request a decision on the application from the Board of Directors, which shall decide within thirty days of receiving the appeal.

9.5. The status of Participant lasts as long as there is no cause for its termination.

ARTICLE 10

FORFEITURE AND WITHDRAWAL

10.1. Participants and New Founders who do not comply with the obligation to make the required contributions or whose conduct is incompatible with the principles and purposes of the Foundation shall lose their status and cease to participate in the Foundation, by resolution of the Steering Board.

10.2. In the case of entities and/or legal persons, forfeiture may also take place for the following reasons:

- termination, for whatever reason;
- the start of winding-up proceedings;
- bankruptcy and/or the start of bankruptcy proceedings, including out of court.

10.3. Participants may also forfeit their status, besides the cases provided for in this article, if they do not participate in at least three consecutive sessions of the Participants' Meeting.

10.4. Participants and New Founders may withdraw from the Foundation at any time, without prejudice to the duty to fulfil the obligations undertaken.

ARTICLE 11

BODIES OF THE FOUNDATION

11.1. The bodies of the Foundation are:

- the Steering Board;
- the Participants' Meeting;
- the Board of Directors;
- the President;
- the Scientific Council;
- the Auditing Body.

11.2. In the cases provided for by law, the Statutory Auditor must also be appointed.

ARTICLE 12

STEERING BOARD

12.1. The Steering Board is the Foundation's steering body and is composed of the Founders.

12.2. Each Founder has the right to attend the Board's meetings.

12.3. The members of the Steering Board may forfeit their office if they do not participate in at least four consecutive sessions of the Board.

ARTICLE 13

POWERS OF THE STEERING BOARD

13.1. The Steering Board exercises the following functions:

- appoints and dismisses the President of the Foundation;
- appoints the members of the Board of Directors, determining their remuneration, and dismisses them;
- appoints the Auditing Body, determining their remuneration, and dismisses them;
- appoints and dismisses the members of the Scientific Council and its President;
- appoints, if deemed appropriate, and dismisses the Director, defining his/her powers, duties, term of office and remuneration;
- appoints, where required by law or deemed appropriate, the Statutory Auditor, determining his/her remuneration, and orders his/her dismissal;
- resolves on the admission and exclusion of Participants;
- approves the annual financial statements and, where required by law or if deemed appropriate, the social report;
- approves the budget, where required by law or if deemed appropriate;
- approves the Foundation's regulations and Code of Ethics, prepared by the Board of Directors;
- determines the number of members of the Board of Directors;
- resolves on the liability of members of the governing bodies and may bring liability actions against them;
- resolves on any amendments to the Statutes;
- resolves on the dissolution, transformation, merger and demerger of the Foundation;
- transfers the Foundation's headquarters and establishes, modifies and closes secondary offices, branches, management and operational offices, however named, both in Italy and abroad;
- resolves on the other matters reserved to its competence by law, the deed of foundation or these Statutes.

ARTICLE 14

MEETINGS AND RESOLUTIONS OF THE STEERING BOARD

14.1. The Steering Board shall be convened by the President of the Foundation on his/her own initiative, or at the reasoned written request of at least one third of its members, or at the request of at least two Directors, or at the request of the Auditing Body.

14.2. The call shall be made with suitable means to ensure proof of receipt at least ten days before the date set for the meeting (or two days before, in the case of urgency) and sent to the members of the Steering Board, the Board of Directors and the Auditing Body. The notice of call must contain the agenda, place, date and time of the meeting.

14.3. In any case, the meetings of the Steering Board shall be considered validly constituted, even without a formal call, when all the members of the Steering Board, the Board of Directors and the Auditing Body are present.

14.4. Meetings shall be chaired by the President of the Foundation or, in the event of his/her absence or impediment, by the Vice President or, alternatively, by any person entitled to attend and appointed at the meeting.

14.5. The Steering Board shall validly meet with a majority of its members. In the event of amendments to the Statutes or the transformation, merger, demerger or dissolution of the Foundation, the meeting shall be valid if at least three quarters of the members in office are present.

14.6. Each member of the Steering Board shall have one vote and may confer a proxy for attendance to another member of the Steering Board. Resolutions shall be adopted by an absolute majority of those present in person or by proxy, except for those relating to amendments to the Statutes and the transformation, merger, demerger or dissolution of the Foundation, for which the favourable vote of at least three quarters of its members is required, in person or by proxy.

14.7. The Board may also take place with attendees located in several places, connected by audio/video, under the following conditions which shall be noted in the relative minutes:

- a) the person chairing the meeting is able to ascertain the identity of those present, regulate the conduct of the meeting, ascertain and announce the results of voting;
- b) the person taking the minutes is able to adequately perceive the events of the meeting being minuted;
- c) attendees are able to participate in the discussion and simultaneous voting on the items on the

agenda, as well as to view, receive or send documents.

14.8. Specific minutes of Steering Board meetings are drawn up, signed by the person chairing the Board and the secretary.

ARTICLE 15 PARTICIPANTS' MEETING

15.1. If Participants are admitted pursuant to Article 9 of these Statutes, the Participants' Meeting shall be established. The Participants' Meeting shall consist of all Participants and shall meet at least once a year.

15.2. The Participants' Meeting shall formulate advisory opinions and proposals on the Foundation's activities, programmes and objectives, to be proposed to the Steering Board and the Board of Directors.

ARTICLE 16 MEETINGS AND RESOLUTIONS OF THE PARTICIPANTS' MEETING

16.1. The Participants' Meeting shall be convened by the President of the Foundation, on his/her own initiative or at the request of at least one third of the members of the Meeting.

16.2. The call shall be made with suitable means to ensure proof of receipt at least ten days before the date set for the meeting and sent to the Participants and the members of the Board of Directors. The notice of call must contain the agenda, place, date and time of the meeting.

16.3. The meetings shall be chaired by the President of the Foundation or, in the event of his/her absence or impediment, by the Vice President, if appointed, or, alternatively, by the oldest Director.

16.4. The Participants' Meeting shall be validly constituted regardless of the number of those present.

16.5. Each Participant shall have one vote and may confer a proxy for attendance to another member of the Participants' Meeting. Resolutions shall be adopted with the favourable vote of the majority of those present, either in person or by proxy.

16.6. The Meeting may also take place with attendees located in several places, connected by audio/video, under the following conditions which shall be noted in the relative minutes:

a) the person chairing the meeting is able to ascertain the identity of those present, regulate the conduct of the meeting, ascertain and announce the results of voting;

b) the person taking the minutes is able to adequately perceive the events of the meeting being minuted;

c) attendees are able to participate in the discussion and simultaneous voting on the items on the agenda, as well as to view, receive or send documents.

16.7. Specific minutes of Participants' Meetings shall be drawn up, signed by the person chairing the Meeting and the secretary.

ARTICLE 17 BOARD OF DIRECTORS

17.1. The Board of Directors is composed of a minimum of 3 (three) and a maximum of 7 (seven) members, including the President of the Foundation.

17.2. The members of the Board of Directors shall be appointed by the Steering Board, with the exception of the first Directors, who are appointed in the deed of foundation which also establishes their term of office.

17.3. The Directors subsequent to those appointed in the deed of foundation shall remain in office for three years, including that of appointment, unless they are dismissed or resign. Their term of office ends with the approval of the financial statements for the third year. They are eligible for re-election.

17.4. To be appointed, the Directors, including the President of the Foundation, must meet the requirements of integrity and be able to contribute positively to pursuing the institutional purposes of the Foundation due to their recognised scientific expertise, representativeness or proven managerial experience. Those who are in one of the conditions set out by Article 2382 of the Italian Civil Code may not be appointed as members of the Board of Directors and, if appointed, shall forfeit the office.

17.5. A Director who does not attend three consecutive meetings without a justified reason is declared to have forfeited the office by the Board of Directors.

17.6. If one or more Directors are lacking, the Steering Board must be convened to replace the missing ones.

17.7. The Board of Directors shall automatically lapse and be dissolved if it lacks the majority of its members. Within thirty days of its dissolution, the Board must be reconstituted by a procedure initiated by the President of the Foundation or, in the event of his/her impediment, by the Auditing Body.

ARTICLE 18

POWERS OF THE BOARD OF DIRECTORS

18.1. The Board of Directors provides the ordinary and extraordinary administration of the Foundation, with criteria of economy, effectiveness and efficiency.

18.2. In particular, the Board of Directors:

- defines the objectives and prepares the programmes, to be submitted annually for approval by the Steering Board;
- prepares the Foundation's regulations and Code of Ethics to be submitted to the Steering Board for approval;
- resolves on the acceptance of inheritances, legacies, donations and contributions;
- resolves on the projects and individual disbursements of the Foundation, having heard the opinion of the Scientific Council where necessary;
- prepares the financial statements and, where required by law or if deemed appropriate, the social report;
- prepares the budget, where it is required by law or if deemed appropriate;
- establishes and closes research centres within the Foundation dedicated to specific topics;
- performs any other task established by these Statutes and the applicable legislation as falling within the competence of the Foundation's administrative body.

18.3. The Board of Directors may delegate specific powers to one or more of its members, determining the limits of the delegation.

18.4. The Board of Directors may appoint from among its members a Vice President exclusively with the vicarious function of the President, to replace the latter in the event of his/her absence or impediment, without recognising any additional remuneration.

18.5. The general representation of the Foundation falls exclusively to the President and, within the limits of the powers attributed to them, to the individual Directors.

18.6. The members of the Board of Directors are entitled to reimbursement of expenses actually incurred and documented for activities performed as part of their role.

18.7. Remuneration may be provided for the members of the Board of Directors, in compliance with the law.

ARTICLE 19

MEETINGS AND RESOLUTIONS OF THE BOARD OF DIRECTORS

19.1. The Board of Directors shall be convened by the President on his/her own initiative or at the written request of at least one third of the Directors. In the event of the absence or impediment of the President, the Board of Directors shall be convened by the Vice President.

19.2. The call shall be made with suitable means to ensure proof of receipt at least ten days before the date set for the meeting (or two days before, in the case of urgency) and sent to the members of the Board of Directors and the Auditing Body. The notice of call must contain the agenda, place, date and time of the meeting.

19.3. In any case, the meetings of the Board of Directors shall be considered validly constituted, even without a formal call, when all the members of the Board of Directors and the Auditing Body are present.

19.4. The Board of Directors is chaired by the President or, in the event of his/her absence or impediment, by the Vice President, if appointed, or, alternatively, by the oldest Director.

19.5. The Board of Directors shall be validly constituted with the presence of the majority of the

members in office and shall resolve with an absolute majority of those present voting. In the event of a tied vote, the President's vote shall prevail.

19.6. The Board may also take place with attendees located in several places, connected by audio/video, under the following conditions which shall be noted in the relative minutes:

- a) the person chairing the meeting is able to ascertain the identity of those present, regulate the conduct of the meeting, ascertain and announce the results of voting;
- b) the person taking the minutes is able to adequately perceive the events of the meeting being minuted;
- c) attendees are able to participate in the discussion and simultaneous voting on the items on the agenda, as well as to view, receive or send documents.

19.7. Specific minutes of the Board of Directors' meetings are drawn up, signed by the person chairing the Board and the secretary.

ARTICLE 20 PRESIDENT

20.1. The President of the Foundation, who is also the President of the Board of Directors, is initially appointed at the time of foundation and subsequently by the Steering Board.

20.2. The President of the Foundation:

- legally represents the entity before third parties and in court;
- convenes and chairs the Steering Board, the Participants' Meeting and the Board of Directors, establishing the agenda and directing their work;
- promotes the Foundation's activities, oversees the execution of the resolutions of the Steering Board and of the Board of Directors and the operation of the Foundation's organisational structure;
- performs the functions delegated by the Board of Directors and may, in cases of necessity and urgency, take measures and acts falling within the competence of the Board of Directors, reporting them to it without delay; these measures and acts must be submitted to the Board of Directors for ratification at the first suitable meeting.

20.3. The President also manages relations with entities, institutions, public and private companies and other bodies, including in order to establish relationships of collaboration and support for the Foundation's individual initiatives.

20.4. The President, where necessary or appropriate, may delegate his/her powers to third parties by special power of attorney to perform specific acts.

ARTICLE 21 SCIENTIFIC COUNCIL

21.1. The Scientific Council is the scientific steering body of the Foundation. It is composed of a variable number of members appointed by the Steering Board from among persons with recognised prestige in the scientific field or who have proven experience or specific expertise in fields related to the Foundation's purposes.

21.2. The President of the Scientific Council shall be chosen from among the Council's members and appointed by the Steering Board.

21.3. Each member of the Scientific Council shall remain in office for the time determined at the time of his/her appointment, unless he/she is dismissed or resigns, and shall be eligible for re-election.

21.4. The Scientific Council shall decide on the Foundation's scientific and cultural guidelines, programmes and activities, and formulates non-binding opinions to the Board of Directors on scientific aspects for the purpose of planning the Foundation's activities.

21.5. The procedures for the Scientific Council's meetings are governed by the Foundation's regulations.

21.6. The members of the Scientific Council are entitled to reimbursement of documented expenses incurred for exercising their office within the limits set by the Foundation's regulations and by law.

ARTICLE 22 AUDITING BODY

22.1. The Foundation has an Auditing Body with either a single member or multiple members, initially

appointed in the deed of foundation and subsequently by the Steering Board.

22.2. The Auditing Body shall hold office for three financial years, including that of appointment, and shall leave office with the approval of the financial statements for the third financial year. It shall be eligible for re-election.

22.3. If it has multiple members, the Auditing Body shall be composed of three standing members and two alternates. At least one standing member and one alternate must be chosen from among the auditors registered in the appropriate register. The remaining members, if not registered in this register, must be chosen from the categories referred to in Article 2397, paragraph 2, of the Italian Civil Code. If the Auditing Body has a single member, he/she must be chosen from among the auditors registered in the appropriate register.

22.4. Article 2399 of the Italian Civil Code applies to the members of the Auditing Body.

22.5. The Auditing Body shall monitor compliance with the law, the Statutes and the principles of proper administration, the adequacy of the Foundation's organisational, administrative and accounting structure and its concrete functioning.

22.6. The Auditing Body shall also perform tasks to monitor compliance with civic, solidarity and social utility aims and shall certify that the social report, if prepared, has been drawn up in accordance with the provisions of Article 14 of the Third Sector Code.

22.7. The Auditing Body may conduct the statutory audit of the accounts.

22.8. The members of the Auditing Body may at any time proceed, even individually, with inspections and checks and, to this end, may ask the Directors for information on the progress of operations or on certain affairs.

22.9. The members of the Auditing Body have the right to participate, without the right to vote, in the meetings of the Steering Board and the Board of Directors.

22.10. In addition to the reimbursement of documented expenses, the members of the Auditing Body are entitled to remuneration to the extent determined by the Steering Board, in compliance with the law.

ARTICLE 23

STATUTORY AUDIT OF ACCOUNTS

23.1. Upon exceeding the limits referred to in Article 31 of the Third Sector Code, the Foundation must appoint a Statutory Auditor or a Statutory Audit Firm registered in the appropriate register.

23.2. The appointment of a Statutory Auditor or a Statutory Audit Firm is always mandatory if the Foundation has established assets intended for specific business.

23.3. The party responsible for the statutory audit shall be appointed by the Steering Board, which determines its remuneration, and shall remain in office for three years. It shall be eligible for re-election.

23.4. The appointment may be revoked by the Steering Board if the obligation referred to in paragraphs 1 and 2 of this article no longer exists.

23.5. The statutory audit of the accounts may be entrusted to the Auditing Body. In this case, all its members must be chosen from among the statutory auditors registered in the appropriate register.

ARTICLE 24

FINANCIAL YEAR AND FINANCIAL STATEMENTS

24.1. The financial year shall begin on 1 January and end on 31 December of each year.

24.2. By 30 April of each year, the Steering Board shall approve the financial statements for the previous year, drawn up in accordance with the provisions of Article 13 of the Third Sector Code, and, where required by law, the social report, pursuant to Article 14 of the Third Sector Code.

ARTICLE 25

TERMINATION OF THE FOUNDATION

25.1. In the event of termination of the Foundation for any reason, the assets shall be devolved by resolution of the Steering Board – which shall appoint the liquidator and determine the relative powers – to other Third Sector entities that pursue similar purposes, subject to the favourable opinion of the Office referred to in Article 45 of the Third Sector Code; or, in the absence of provisions from

the competent body, to Fondazione Italia Sociale. This is without prejudice to any other allocation imposed by law.

ARTICLE 26
REFERRAL CLAUSE

26.1. Anything not covered by these Statutes is subject to the provisions of the Third Sector Code and, insofar as compatible, the rules of the Italian Civil Code and the laws in force on the matter.

Como, 10 March 2022

Signed: Olivia Caramello; Luigi Caramello; Gisella Lenci; Maria Caterina Chionetti; Sara Auguadro;
Carlo Zorzoli

Signed: Federica Giaffi, notary