

BY-LAWS

FUNDAÇÃO OCEANO AZUL

Article 1

(Nature)

The Fundação Oceano Azul (the “Foundation”), founded by Sociedade Francisco Manuel dos Santos, SGPS, S.E. (the “Founder”), is a non-profitable private law corporate entity that is governed by these By-laws and by Portuguese law.

Article 2

(Purpose and Areas of Action)

1. The purpose of the Foundation is to contribute to the conservation and sustainable use of the ocean, notably with a view to:
 - a) Developing blue literacy and fostering the public's understanding of the challenges faced by ensuring the sustainability of the oceans;
 - b) Contributing to the conservation of the oceans, promoting the value of biodiversity and the development of sustainable uses;
 - c) Contributing to a new system of governance of the oceans, guided by ethical values and based on scientific knowledge, as well as by means of actions that contribute to encouraging an innovative, environmentally sustainable blue economy.
2. In the pursuit of its purpose, the Foundation shall, in particular, carry out the following areas of action:
 - a) Education and literacy in issues connected to our oceans;
 - b) Conservation of the oceans and the dissemination of environmental values; and
 - c) An area of action devoted to:
 - (i) The building of capacities to bring about new public policies, regulation and legislation and the dissemination of good practices; and
 - (ii) The performance of actions capable of contributing to the truly sustainable economic use of our oceans.

3. The Foundation may acquire, use or develop assets and equipment of any kind (including rights, goods and properties) related with its purpose.
4. The Foundation may participate in public procurement processes the aims or purposes of which are related to the pursuit of the Foundation's own purpose.
5. The Foundation shall be independent, *inter alia*, from any political, partisan, economic, religious or sporting organizations and interests.
6. The Board of Trustees following a proposal made by the Board of Directors shall approve a Letter of Principles and a Code of Good Practices and those documents shall include provisions and rules of conduct that all bodies of the Foundation shall comply with and pursue.

Article 3 **(Exclusions)**

The Foundation is expressly prevented from carrying out the following activities:

- a) Sponsoring, by any means, any activities and organizations of a religious, political or partisan nature as well as sports organizations; and
- b) Carrying out activities that are only speculative, notably speculative financial and real estate activities.

Article 4 **(Duration)**

The Foundation is established for an unlimited period of time.

Article 5 **(Head Office)**

1. The Foundation has its head office in Lisbon at Esplanada D. Carlos I - Doca dos Olivais, parish of Parque das Nações, Municipality of Lisbon.
2. The Board of Directors may create offices or other forms of representation in or outside Portugal wherever deemed necessary or convenient in view of the pursuit of its purposes.

Article 6
(Assets)

1. The assets of the Foundation are composed of:
 - a) An initial own capital in the value of € 7.171.829,00, represented through endowments in kind and in cash contributed by the Founder as follows:
 - i. The amount of € 6.921.829,00, as contribution in kind by way of the transfer of a financial investment consisting of the following:
 - ownership of 50.000 ordinary nominative certified shares with the nominal value of Euro 1,00 each of the company WATERVENTURES - CONSULTORIA, PROJECTOS E INVESTIMENTOS, S.A., (“Waterventures”) with its head office at Largo Monterroio Mascarenhas 1, Lisbon, registered with the Commercial Registry of Lisbon under number 513 546 910 with a registered share capital of Euro 50.000,00, currently pledged in favour of Banco Santander Totta, S.A. in security of all claims (whether current, future, actual or contingent) of Banco Santander Totta, S.A. against Waterventures by virtue of the obligations undertaken by the latter under certain financing arrangements; and
 - The right to claim the Acquisition Endowment granted by the Founder to Waterventures, in the amount of € 10.000.000,00, as defined in the Contract for the Granting of Funds entered into between the Founder, Waterventures and Banco Santander Totta, S.A. on July 15, 2015; and
 - ii. The amount in cash of € 250.000,00.
 - b) An endowment of Euro 30.000.000,00 consisting of the assignment of a credit in such amount to be paid within a period of ten years in instalments of Euro 3.000.000,00 per year in the terms and conditions of the Contract for the Granting of Funds entered into between the Founder, Waterventures and Banco Santander Totta, S.A. on July 15, 2015;
 - c) Any other endowments to be agreed;

- d) The assets or rights resulting from any grants, donations, inheritances, legacies or gifts by any entities, whether public or private, Portuguese or foreign;
 - e) All assets (properties or goods) and rights that the Foundation comes to acquire by other means;
 - f) The income generated from the management of its assets, in particular the income of any nature distributed or paid by entities in which the Foundation directly or indirectly participates, notably the company Oceanário de Lisboa, S.A.;
 - g) The proceeds of any loans undertaken;
 - h) The income from services rendered in connection with the performance of its activities.
2. For all due purposes, it is the express will of the Founder that the economic benefits referred to in b) to h) of the preceding paragraph, as well as any other economic benefits inuring to the Foundation (except for those related to the initial own capital referred to in a) of the preceding paragraph or other benefits to which the nature of own capital is specifically granted) have the nature of income.

Article 7

(Investments, Financing and Contributions)

1. The Foundation shall manage its assets and budget with full autonomy, without prejudice to the rules and limitations set out in the law and these By-laws.
2. In view of the pursuit of its purposes or in order to manage its assets in a safer or more productive manner, the Foundation may:
 - a) Dispose of and encumber goods, properties or rights and undertake any obligations, as well as carry out investments, in the terms of the law and these By-laws;
 - b) Carry out investments in Portugal or abroad as well as negotiate and enter into loans and, for such purpose, grant any type of security deemed necessary or convenient.
3. Without prejudice to imperative law, the Foundation cannot accept donations, inheritances or legacies subject to conditions or burdens that are contrary to its purposes, objectives and independence.

Article 8

(Structural organization of the Foundation)

The Foundation's organizational structure is composed of a Board of Trustees, a Board of Directors, an Executive Committee and an Audit Committee.

Article 9

(Board of Trustees)

1. The Board of Trustees is composed of between three and fifteen Members of the following categories:
 - a) The Founder;
 - b) Sponsor Members;
 - c) Regular Members; and
 - d) Honorary Members.
2. For the purposes of subparagraph a) of the preceding paragraph 1 of this article, Sociedade Francisco Manuel dos Santos, SGPS, SE, is the Founder of the Foundation, and shall be the Chairman of the Board of Trustees, acting through a representative appointed for such purpose.
3. The Chairman of the Board of Trustees shall determine how many Regular Members it will have.
4. For the purposes of subparagraph b) of paragraph 1 above of this article, the number of Sponsor Members and their identity shall be determined by resolution passed by majority of the Regular Members of the Board of Trustees following a proposal made by its Chairman.
5. The proposed resolution regarding the Sponsor Members referred to in the preceding paragraph shall be based on the scale of the contributions made to the Foundation. Appointment shall be subject to the formalization of the relevant contribution by written agreement entered into with the Foundation specifically foreseeing, *inter alia*, the amounts, the term and the means of payment.
6. The duration of the mandate of each Sponsor Member, perpetual or otherwise, shall be established in the respective act of appointment, without prejudice to paragraph 12 below.

7. For the purposes of subparagraph b) of paragraph 1 above of this article, the Regular Members of the Board of Trustees shall be appointed as such by majority of the members of the Board of Trustees following a proposal by its Chairman.
8. Regular Members shall be persons of recognized merit, prestige and proficiency, with attested moral integrity.
9. The Regular Members of the Board of Trustees shall have a mandate for a term of five years, renewable for a single further term of the same duration. Nevertheless, the mandate of any Regular Member may be renewed beyond the aforementioned second term by proposal of the Chairman of the Board of Trustees and by resolution approved by two thirds of its Members.
10. For the purposes of subparagraph d) of paragraph 1 above of this article, Honorary Members shall be elected in perpetuity by majority of the Regular Members of the Board of Trustees, by proposal of its Chairman, for the purpose of recognizing persons or organizations. Honorary Members shall not be remunerated and shall not be entitled to vote.
11. The Members of Board of Trustees that are corporate entities or legal persons shall appoint a physical person to represent them therein. Such appointment shall be made in writing by way of a letter addressed to the Chairman of the Board of Trustees.
12. The mandate of the Members of the Board of Trustees shall terminate:
 - a) When the mandate term expires, in the case of Regular Members and, if applicable, Sponsor Members appointed for a fixed term;
 - b) Due to death or permanent disability, declaration of insolvency, dissolution, liquidation or any form of extinction of any category of Members except in the case of the Founder, whose mandate shall be transferred to its legal successors or assignees;
 - c) Whenever any category of Member resigns by letter addressed to the Founder;
 - d) When a Sponsor Member breaches any duty to contribute as agreed with the Foundation;
 - e) Except for the Founder, whenever a majority of two thirds of the Members vote in secret to exclude that Member. The grounds for such decision must consist of undignified behaviour, serious wrongdoing or a clear lack of interest by the Member in question in carrying out its duties.

13. The Board of Trustees meets at least once every six months. It can also meet on an extraordinary basis whenever its Chairman calls a meeting, either at its own discretion or at the request of the Chairman of the Board of Directors or the majority of the Members of the Board of Trustees. The meetings may be held in person or through adequate electronic means; the Board of Trustees may pass written resolutions.
14. Except in relation to votes on the matters referred to in Article 16, the Members of the Board of Trustees can be represented by proxy by the Chairman by way of a letter addressed to the latter.
15. The Members of the Board of Trustees are not remunerated for carrying out their functions. However, Members shall be paid attendance allowances and shall be reimbursed for transport and other expenses in an amount to be defined by the Board of Trustees, without prejudice to subparagraph 10 above.
16. Except where otherwise stated, the decisions of the Board of Trustees are taken by majority vote; the Chairman has the casting vote in the event of a tie.
17. The Members of the Board of Directors, the Executive Committee and the Audit Committee may participate in meetings of the Board of Trustees by invitation by the its Chairman. However, the Members of the Board of Directors, the Executive Committee and the Audit Committee are not entitled to vote at the meetings of the Board of Trustees.

Article 10

(Competences of the Board of Trustees)

1. The Board of Trustees has the following competences:
 - a) To ensure the maintenance of the Foundation's guiding principles and approve its general plans of action and the pursuit of its purposes;
 - b) To appoint the Members of the Board of Directors pursuant to Article 11/4;
 - c) To discharge Members of the Board of Directors;
 - d) To issue a prior opinion on any resolution of the Board of Directors, on the granting of any security to third parties and/or the encumbrance of any of the Foundation's assets;

- e) To issue a prior opinion on any resolution of the Board of Directors, on the disposal of real estate or shareholdings held by the Foundation;
 - f) To issue a prior opinion on the proposal of the annual budget to be approved by the Board of Directors pursuant to Article 12/3/c) below;
 - g) To issue a prior opinion on the proposals made by the Chairman of the Board of Directors, submitted pursuant to Article 12/2, regarding the adoption and/or amendment of any of the Foundation's forms of internal organization;
 - h) To appoint its own Members, pursuant to Article 9.
 - i) To analyse and approve the annual report, balance sheet and year-end accounts prepared by the Board of Directors;
 - j) To appoint the Audit Committee, pursuant to Article 15;
 - l) To define the compensation regime of the Members of the Board of Directors and the Audit Committee as well as the grants and expenses allowances applicable to its own Members, which shall be carried out by a committee composed of three Members of the Board of Trustees, one of which shall be its Chairman, within the limits of the budgets approved by the Board of Directors;
 - m) To issue a prior opinion on any resolution of the Board of Directors regarding the acceptance of donations, subsidies, inheritances or legacies from any entities.
2. The committee referred to in item l) of the preceding paragraph is appointed by the Board of Trustees, following a proposal by its Chairman.
 3. Without prejudice to the preceding paragraphs, by way of a proposal by its Chairman, the Board of Trustees may appoint one or more special advisors who shall be specifically allocated thereto in view of providing any assistance regarded as necessary, useful or convenient to the pursuance of its competences.

Article 11

(The Board of Directors and its Functioning)

1. The Board of Directors is composed of an odd number of Members from a minimum of three to a maximum of nine, one of which shall be the Chairman. Pursuant to Article 13, the Executive Committee is part of the Board of Directors.

2. The mandate of the Members of the Board of Directors is of five years, renewable twice.
3. The Chairman and the remaining Members of the Board of Directors shall be appointed by the Board of Trustees, at the proposal made by the Chairman of the latter.
4. The resolutions of the Board of Directors shall be passed by majority vote. The Chairman is has the casting vote in case of a tie.
5. The Board of Directors shall meet at least quarterly and, in any event, whenever called:
 - a) by the Chairman; or
 - b) by two of its Members.
6. The meetings may be held in person or through adequate electronic means; The Board of Directors may pass written resolutions.
7. The Members of the Board of Directors may be represented by proxy conferred by another Member.

Article 12

(Competence of the Board of Directors)

1. The Chairman of the Board of Directors is specially empowered to promote the projects envisioned to pursue the purposes of the Foundation.
2. Whenever deemed appropriate, the Chairman of the Board of Directors is further empowered to adopt and/or amend the Foundation's internal organisation.
3. The Board of Directors is also empowered to manage the Foundation's assets and to resolve on proposed amendments to the By-laws, the modification and extinction of the Foundation pursuant to Article 16 below and in particular:
 - a) To manage the Foundation's assets, carrying out all the acts necessary for such purpose, including the acts foreseen in Article 7;
 - b) To approve the annual plans of action, within three months from the closing of the financial year and submit such documents to the prior opinion of the Board of Trustees;
 - c) To submit the annual budget to the prior opinion of the Board of Trustees and to approve such document until November 30 of each year prior to the one to which it relates, pursuant to Article 10/1/f) above;

- d) To approve the report, the balance sheet and year-end accounts prepared by the Executive Committee and to submit such documents for analysis and approval of the Board of Trustees, within three months from the closing of the financial year.
 - e) To submit to the approval of the Board of Trustees any costs, expenses, investments or divestments not contemplated by the last approved budget;
 - f) To implement and maintain an internal system of accounting control so as to totally and accurately reflect the Foundation's asset and financial status at any given time;
 - g) To resolve on the opening of delegations or other forms of representation;
 - h) To accept donations, sponsorships, and subsidies for specific projects of the Foundation, following the prior opinion of the Board of Trustees.
4. Without prejudice to the preceding paragraphs, by way of a proposal by its Chairman, the Board of Directors may appoint one or more special advisors who shall be specifically allocated thereto in view of providing any assistance regarded as necessary, useful or convenient to the pursuance of its competences.

Article 13

(Executive Committee and its functioning)

1. The Executive Committee is part of the Board of Directors and shall be composed of three to five Members, one of which shall be the Chairman of the Executive Committee.
2. The Executive Committee shall be appointed by the Board of Director sat the first meeting following its election, except if its Members have already been expressly designated by the Board of Trustees when appointing the Board of Directors.
3. The mandate of the Members of the Executive Committee coincides with the mandate of the Members of the Board of Directors.
4. If not previously performed by the Board of Trustees when appointing the Board of Directors, the Executive Committee shall appoint its Chairman from among its Members. If the Chairman of the Board of Directors is also a member of the Executive Committee the latter shall also Chair the Executive Committee.
5. If The Chairman of the Board of Directors is also the Chairman of the Executive Committee, he or she cannot chair any of the Foundation's other corporate bodies.

6. In general, the Executive Committee is entrusted with the day-to-day management of the Foundation, in particular:
- a) To manage the Foundation's day-to-day activities, in accordance with the principles defined in these By-laws;
 - b) To implement the internal organization of the Foundation in accordance with the general policies defined by the Board of Directors and to make proposals to the Board of Directors regarding the creation of new internal organizational structures;
 - c) To execute and comply with the resolutions of the Board of Directors;
 - d) To submit to the Board of Directors all matters which the latter must handle and to call extraordinary meetings whenever that is deemed to be convenient;
 - e) To submit to the Board of Directors a proposed report, balance sheet and accounts for the previous financial year;
 - f) To annually prepare an activity plan and a budget and to submit them to the approval of the Board of Directors;
 - g) To hire, dismiss, manage and direct the Foundation's staff.
7. The Executive Committee shall hold ordinary meetings once per month and extraordinarily meetings whenever called by its Chairman or by two of its Members. The meetings may be held in person or through adequate electronic means; The Executive Committee may pass written resolutions.
8. The resolutions of the Executive Committee shall be passed by simple majority of its Members; the Chairman has a casting vote.
9. The Members of the Executive Committee may be represented at meetings by another Member.

Article 14

(Binding form of the Foundation)

1. The Board of Directors represents the Foundation in or out of court and is vested with powers to delegate authority on any of the Members of the Board of Directors.

2. The Foundation is bound by the joint signature of two Members of the Board of Directors, one of which shall be a Member of the Executive Committee.
3. The Board of Directors and the Executive Committee can appoint attorneys, and delegate authority thereto. In those cases, the Foundation may be bound by the joint signature of a Member of the Board of Directors and an attorney, pursuant to the terms of the mandate.

Article 15 **(Audits)**

1. The Foundation will be audited by an Audit Committee, composed of a Chairman and two Members.
2. At least one of the Members of the Audit Committee will be a firm of chartered accountants.
3. The mandates of the Members of the Audit Committee may only be renewed once.
4. Members of any other body within the Foundation cannot be Members of the Audit Committee.
5. The Members of the Audit Committee shall be appointed by the Board of Trustees, at the proposal of its Chairman. The Members of the Audit Committee or the Sole Auditor shall have mandates of five years.
6. The Audit Committee is empowered:
 - a) To annually examine and issue an opinion on the balance sheet and accounts within thirty days of their approval by the Board of Directors;
 - b) To supervise the management of the Foundation;
 - c) To monitor and control compliance with the law and the By-laws;
 - d) To verify the compliance of the books, accounting records and supporting documents and, in general, to periodically verify that the Foundation's bookkeeping is correct;
 - e) To verify, as deemed convenient, the values of the cashbook and stock of any types of assets or goods owned by the Foundation or received by it;
 - f) To verify the correctness of the accounting documents;
 - g) To verify if the accounting policies and the value metrical criteria used by the Foundation result in a correct valuation of its assets and results.

- h) To call meetings of the Board of Trustees, whenever the Chairman thereof fails to comply with a duty to do so;
 - i) To supervise the effectiveness of the risk management system, the internal control system and the internal audit system, whenever these exist;
 - j) To receive notification of any irregularities presented, *inter alia* ,by Members of the Board of Trustees or employees;
 - l) To hire services of experts to assist one or more of its Members in carrying out their role. The hiring of the aforementioned experts and the corresponding remuneration shall take into account the importance of the matters in question and the Foundation's financial position;
 - m) To comply with any other duties foreseen in the law or in these By-laws;
 - n) To participate in the meetings of the Board of Trustees whenever called upon to do so and, in any event, at meetings to pass resolutions on the annual financial statements;
 - o) To prepare, within the term referred to in a) above of each year, a report on its own activity in general and on its supervisory role in particular.
8. In order to carry out their role, any Member of the Audit Committee may, alone or jointly:
- a) Obtain the Foundation's books, records and documents from the Board of Directors for the purposes of their examination and verification, and to verify the status of all types of assets – particularly cash –, securities, goods and property;
 - b) Obtain information and clarifications from the Board of Directors or from any of the Directors on the Foundation's operations and activities or on any of its businesses;
 - c) Request from any third parties that have carried out transactions on behalf of the Foundation any information required to properly clarify those transactions;
 - d) To attend the meetings of the Board of Directors whenever this is deemed to be convenient.
9. The Audit Committee shall hold ordinary meetings at least on a quarterly basis and extraordinary meetings whenever called by its Chairman or by two of its Members.

Those meetings may be held in person or through adequate electronic means; the Audit Committee may pass written resolutions.

Article 16

(Modification of the By-laws, Transformation, Merger and Extinction of the Foundation)

1. The modification of these By-laws and the transformation, merger and extinction of the Foundation may only be resolved following a proposal made by the Chairman of the Board of Directors or at least by two Members of the Board of Directors, which must be passed and approved at a meeting of the said Board of Directors, in accordance with the following procedures without prejudice to the applicable legal provisions:
 - a) Any proposal relating to the modification of the By-laws, the transformation, merger or extinction of the Foundation is subject to the prior opinion of the Founder as well as the Board of Trustees; and
 - b) The proposal must be approved by two thirds of the Members in office of the Board of Directors, including the Chairman of such Board.
2. Without prejudice to imperative law and to the preceding number of this Clause, termination by any reason of the Agreement for the Public Service Concession of the Operation and Management of the Oceanário de Lisboa executed on June 9, 2015 between the Portuguese State and Oceanário de Lisboa, SA shall constitute grounds for the extinction of the Foundation.
3. In case of extinction of the Foundation its assets, after liquidation, shall be distributed in the terms indicated by Founder, without prejudice to any imperative legal provisions applicable, the rights and obligations arising from agreements contemplating endowments or funding of the Foundation in force on the date of extinction as well as without prejudice to the following paragraph.
4. For the purposes of the preceding paragraph 3, the assets of the Foundation may be attributed to entities which pursue:
 - a) purposes similar to those of the Foundation;

- b) any other purposes of public interest, notably, without limitation Fundação Francisco Manuel dos Santos, a public interest foundation also instituted by the Founder.

Article 17
(Will of the Founder)

The present By-laws fully reflect the will of the Founder and any doubts that may arise in relation to their interpretation or application shall be resolved by the Founder.