

Dear Mr. Josep Maria Mir Padulles

As FC Barcelona's members, we are writing to you as secretary of the Comissió Gestora, to discuss the following issues with you and the other members of the Commission.

The Club's statutes state that the Comissió Gestora is an established body of governance in an extraordinary case, either by termination of accidental term of the elected board of directors. We refer to Article 35 to try to clarify the attributions given to the Comissió by the statutes.

Reading section 35.4, we see that the main function is stipulated, which is clearly to call for elections. Quote: *"The main function of the Comissió Gestora is to call elections to form a new Board of Directors, which must be done within three months of its members taking office. In that case, the vote cannot take place between 15 and 30 June."*

Also, within the same section 35.4, the statutes explain the other functions. Quote: *"The Comissió Gestora must exercise the functions of government, administration and representation that fall into the Board of Directors attributions, but limited to necessary and essential acts to maintain the normal activity of the Club, and the protection of its interests."*

In this second case, it is not clear to us what minimum and essential actions mean, as there are many actions proposed and presumably executed by the Comissió in the last weeks, that are unclear whether they can be considered normal activity or, on the contrary, qualify as extraordinary and exceptional activity.

It should also be added that the exercise of the functions set out in Article 35 .4 may be carried out in parallel with the call for elections. That is, elections can be called as soon as possible, and in the meantime, continue to do the interim governance of the club.

During the press conference on November 2, it was also made clear that there was a lack of liquidity worth € 300 million, which is extremely worrying. As partners, we are stunned by a situation that seems to have officially appeared suddenly, when it is certain that the economic obligations contracted, have long been known, which means that no good economic forecast has been made (the magnitude of the numbers goes far beyond the effects of Covid19), and moreover the data for the last closed year 19/20, nor the budgets for 20/21 have not yet been made public. We also do not understand how the Comissió can pretend to continue pursuing an economic policy that has led us to this situation, as it has proven to be a failure for our club.

In particular, we are following with great concern the events relating to the negotiation for the adjustment of the salaries of first team players. Hiring a human resources company to change the contracts of all Club workers seems, at the very least, an extraordinary expense and also, an activity that in the future will be very difficult to undo. At the last press conference it was reported that the proposal to the players would include deferred payments. This will undoubtedly affect the near future of the Club and therefore, as members, we ask to know what short-term effects the negotiation of salaries will have with

a deferred payment scenario (news published on the Club's website) <https://www.fcbarcelona.cat/ca/club/noticies/1885613/carles-tusquets-les-elecciones-es-faran-el-mes-aviat-possible>

On the other hand, as reported by the Club on November 11 (attached link <https://www.fcbarcelona.cat/ca/club/noticies/1896127/comunicat-del-fc-barcelona>), we have read that no agreement has been reached with the players and the rest of workers. Therefore, we would also like to know what impacts this scenario will have for the squad, and the risks of losing players due to a challenge to unilateral contract modification.

Pursuing a negotiation of the contracts of all workers is an exceptional fact. Understanding that it is a non-ordinary fact, therefore, it makes no sense for you to seek to act as an elected Board of Directors in this matter. It is at this point, and in order to avoid future misunderstandings, we would like to remind you that if the Comissió Gestora exceeds its functions and causes damage to the Club's assets, they would be opening the door to the crime of unfair administration collected in article 252 of the Penal Code: *"They will be punishable with the penalty of article 249 or, where appropriate, with those of article 250, those having powers to administer other people's property, emanating from the law, entrusted by the authority or assumed by means of a legal business, infringe them by exceeding them in the exercise of the same and, in this way, cause a damage to the administered patrimony"*.

In addition, seeing that the economic situation is getting closer to bankruptcy, we would also like to know how much this contracting of external services will have due to the precarious liquidity of the entity. We refer to the linked news:

<https://www.sport.es/es/noticias/barca/mesa-negociacionva-camino-alargarse-8190417>

[https://www.palco23.com/clubes/barca-comite-y-](https://www.palco23.com/clubes/barca-comite-y-players-extend-the-deadline-to-continue-negotiating-the-salary-reduction.html)

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There is another aspect that keeps us worried, partially due to the background of the last Comissió Gestora in 2015, which was also integrated by the current Comissió's Chairman. At last week's press conference, making signings in the winter market was not ruled out, as long as there was a sale before. The first concern is that if this Comissió goes too **far** in its functions, which will happen with a transfer in the winter market, it would imply that the elections have not yet been held, and we must remember that the **main function** of the board of directors is to call for elections. The second concern is the fact that a reversible clause would be incorporated, which to apply, would have consequences, for example, lead to a loss of assets for the Club. There was a precedent in this matter: the signing of Arda Turan by the latest Comissió Gestora in office, had a clause of that sort .

*"The Management Commission, however, establishes in the operation a right to sell Turan to Atlético until July 20 for the same fixed amount of sale minus 10%. In other words, the white and red club would earn 3.4 million euros in the event that the next Barça president wants to abort the signing of the midfielder. In this way, the manager leaves in the hands of the next board the final confirmation of the signing and avoids overstepping in its functions"*

<https://www.elperiodico.com/es/barca/20150706/la-gestora-autoriza-el-fichaje-de-turan-4334405>

While waiting for you to answer the questions we let you know in this letter and to attend to our considerations, we send our regards.

Cor Blaugrana.