

## **ARTICLES OF ASSOCIATION OF A JOINT STOCK COMPANY**

- consolidated text -

### **General provisions**

#### **1.**

1. The business name of the company is: Ten Square Games spółka akcyjna.
2. The company may use a short form: Ten Square Games S.A.
3. The company may also use its business name together with its distinctive logo.
4. The Company was established from the transformation into a joint stock company of the company operating under the business name Ten Square Games spółka z ograniczoną odpowiedzialnością with its registered seat in Wrocław.

#### **2.**

The company's registered seat is in Wrocław.

#### **3.**

1. The Company may operate within the territory of the Republic of Poland and abroad.
2. The Company may establish branches, subsidiaries and plants in Poland and abroad, join other companies, cooperatives and business organizations, as well as purchase and sell shares and stocks in other companies.

#### **4.**

The duration of the Company is unlimited.

### **Subject of the Company's activity**

#### **5.**

1. The Company's business activity includes:
  - a) PKD 62.01.Z Activity related to software,
  - b) PKD 62.02.Z Activity related to IT consulting,
  - c) PKD 62.03.Z Activity related to management of IT equipment,
  - d) PKD 62.09.Z Other information technology and computer service activities,
  - e) PKD 63.11.Z Data processing, website management (hosting) and similar activities,
  - f) PKD 63.12.Z Activity of Internet portals,
  - g) PKD 58.21.Z Publishing of computer games,
  - h) PKD 58.29.Z Publishing of other software,
  - i) PKD 63.99.Z Other information service activities, not classified elsewhere,
  - j) PKD 72.19.Z Scientific research and experimental development on natural sciences and engineering,
  - k) PKD 73.1 Advertising.

2. If commencing or conducting business activity within the scope of the Company's business activity as specified above requires a permit, license or concession of a competent state authority, such activity may be conducted after obtaining the permit, license or concession.

### **Share capital**

#### **6.**

The share capital of the Company amounts to PLN 726,731.10 in (words: seven hundred and twenty-six thousand seven hundred and thirty-one zloty and ten grosz ) and is divided into:

- 1) 7,225,000 (seven million two hundred and twenty-five thousand) ordinary A series bearer shares with a nominal value of 0.10 PLN (ten grosz) each;
- 2) 42,311 (forty-two thousand and three hundred and eleven) ordinary series B bearer shares with a nominal value of PLN 0.10 (ten grosz) each.

#### **§ 6a.**

1. The Management Board of the Company is authorized to increase the share capital of the Company by the amount not higher than PLN 18,560.50 (eighteen thousand five hundred and sixty zloty and fifty grosz) through:
  - a) issuing no more than 85,605 (eighty-five thousand six hundred and five) ordinary series B bearer shares with a nominal value of 0.10 (ten grosz) each;
  - b) issuing no more than 100,000 (one hundred thousand) series C ordinary bearer shares with a nominal value of PLN 0.10 (ten grosz) each(jointly referred to as the "Shares") for a period of 3 (three) years from the date on which the amendment to the Company's Articles of Association made by Resolution No. 25 of the Ordinary General Meeting of 20 May 2020 was entered into the register of entrepreneurs (hereinafter referred to as the "Target Capital").
2. The Management Board may exercise the authorisation granted to it in section 1. above to increase the share capital by making one or more subsequent increases in the share capital within the limits of the Target Capital solely for the purpose of implementing the incentive schemes for the Company's employees and associates established by resolutions of the General Meeting ("Incentive Schemes") and in accordance with the terms and conditions for implementing the Incentive Schemes set out in the Incentive Scheme regulations (the "Regulations") and the Articles of Association adopted by resolutions of the General Meeting.
3. The Management Board is authorised to fully deprive the existing shareholders, with the Supervisory Board's consent, of their pre-emptive right to the Shares issued under each share capital increase within the limits of the Target Capital, subject to section 5. below.
4. The purpose of a share capital increase within the limits of the Target Capital is to grant the right to acquire Shares to persons participating in Incentive Schemes.
5. The participants of the Incentive Schemes shall be eligible to acquire the Shares if they meet the conditions and criteria set forth in the Regulations and within the time limits specified therein.
6. The Management Board shall have the right to award the Shares only in exchange for cash contributions at a unit issue price of PLN 0.10 (ten grosz).
7. The Shares shall participate in the dividend according to the following rules: Shares recorded for the first time on a securities account no later than on the dividend date determined in a resolution of the General Meeting of the Company shall participate in dividend for the previous financial year immediately preceding the financial year in which the Shares were recorded for the first time on the securities account. Shares first registered on a securities account after the dividend date established by resolution of the General Meeting of the Company

participate in the dividend for the financial year in which the Shares were first registered on the securities account.

8. Due to the fact that the admission and introduction to trading on the regulated market of the Shares taken up as part of the implementation of the Incentive Schemes is regulated separately in the Regulations, the application of Article 7(6) of the Company's Articles of Association is excluded with respect to these Shares.

#### **§7**

1. Shares in the Company may be both registered and bearer shares.
2. Conversion of bearer shares into registered shares is not allowed as long as the Company's shares are traded on the regulated market.
3. One share entitles its holder to one vote at the General Meeting.
4. The Company's share capital was paid in full before the registration of the Company.
5. (repealed).
6. If the Company's shares are admitted to trading on a regulated market or in an alternative trading system, each of the shareholders whose shares are not admitted to trading on such a market has the right to demand admission of such shares to trading on such a market. The admission of such shares to trading on the regulated market or in the alternative trading system shall take place immediately, however, no later than within 6 (six) months from the date of receipt of the request of the eligible shareholder.

#### **Increase and Decrease of Share Capital**

#### **§8**

1. The share capital may be increased or reduced by resolution of the General Meeting.
2. The share capital may be increased by issuing new bearer shares or by increasing the nominal value of existing shares. The share capital may also be increased by transferring to it from the supplementary capital or the reserve fund of funds specified in a resolution of the General Meeting.
3. In the case of further share issues, each subsequent issue shall be marked with a new letter of the alphabet.
4. The share capital may be reduced by decreasing the nominal value of shares or by redemption of a portion of shares.
5. The Company may issue bonds, including bonds convertible into shares.
6. The resolution concerning the issue of convertible bonds and bonds with pre-emptive right to take up shares, amendment of the Articles of Association, redemption of shares, reduction of the share capital, disposal of the enterprise or its organized part and dissolution of the Company shall be adopted by a majority of 3/4 votes.
7. From the moment the Company becomes a public company, adoption by the General Meeting of Shareholders of a resolution on increasing the share capital providing for taking up new shares by way of a private or open subscription by a designated addressee, requires the presence of shareholders representing at least 1/3 of the share capital. If a General Meeting is not held due to the absence of the quorum indicated in the preceding sentence, another General Meeting may be convened during which the resolution may be adopted regardless of the number of shareholders present at the General Meeting.

#### **Redemption of Shares**

#### **§9**

1. Shares may be redeemed with the shareholder's consent by way of their acquisition by the Company (voluntary redemption). Voluntary redemption may not be effected more than once per financial year.
2. A shareholder may apply to the Management Board for redemption of his/her shares. In such a case, the Management Board shall propose during the next General Meeting to adopt a resolution on redemption of shares.
3. Voluntary redemption of shares shall take place on conditions established by a resolution of the General Meeting, which should specify, in particular, the legal basis for redemption, the amount of remuneration to which the shareholder is entitled to or a justification for redemption of shares without remuneration and the manner of reducing the share capital.
4. A resolution concerning redemption of shares shall be adopted by a majority of 3/4 votes. If at least half of the share capital is represented at the General Assembly, a simple majority of votes is sufficient to adopt a resolution on redemption of shares.
5. Redemption of shares takes place at the moment of lowering the Company's share capital.

### **Bodies of the Company**

#### **10.**

The Company's bodies are:

- 1) General Meeting
- 2) The Supervisory Board,
- 3) The Management Board.

#### **General Meeting**

#### **§11**

1. General Meetings may be held in the Company's seat or in Warsaw.
2. The General Meeting may be ordinary or extraordinary.
3. An Ordinary General Meeting shall be convened by the Management Board not later than within 6 (six) months after the end of each financial year.
4. An Extraordinary General Meeting of Shareholders shall be convened by the Management Board to consider matters requiring immediate resolution, on its own initiative, at the request of the Supervisory Board or shareholders representing at least 1/20 of the share capital. If the Management Board fails to convene an Ordinary General Meeting within the period specified in section 3, the Supervisory Board shall be entitled to convene an Ordinary General Meeting.
5. The General Meeting shall be convened by way of an announcement made at least 3 (three) weeks before the date of the General Meeting.
6. If the Company becomes a public company, the General Meeting is convened by an announcement on the Company's website, which should be made no later than 26 (twenty-six) days before the date of the General Meeting.

#### **12.**

1. A shareholder may participate in the General Meeting in person or by proxy.
2. The General Meeting may adopt resolutions only on matters included in the agenda, unless the entire share capital is represented at the General Meeting and none of those present has objected to the adoption of the resolution.

3. The Supervisory Board as well as a shareholder or shareholders representing at least 1/20 of the share capital may request that certain matters be put on the agenda of the next General Meeting. The request should be submitted to the Management Board not later than 14 (fourteen), and in the event that the Company becomes a public company, not later than 21 (twenty-one) days before the scheduled date of the meeting. The request should include a justification or a draft resolution concerning the proposed agenda item. The request may be submitted in an electronic form.
4. The Management Board is obliged to immediately, but not later than 4 (four) days, and if the Company becomes a public company, not later than 18 (eighteen) days before the set date of the General Meeting, to announce changes in the agenda, introduced at the request of shareholders or the Supervisory Board. The announcement shall be made in a manner appropriate for convening the General Meeting.
5. Apart from other matters indicated in the Commercial Companies Code, the following shall require resolutions of the General Meeting:
  - 1) examination and approval of the Management Board's report on the Company's operations and the financial statements for the previous financial year,
  - 2) distribution of profits or coverage of losses, amount of write-offs to reserve capital and other funds, determination of the date of determining the right to dividend, amount of dividend and date of payment of dividend,
  - 3) granting discharge to members of the Company's bodies for the performance of their duties,
  - 4) making decisions concerning claims for compensation for damage caused at the establishment of the Company, management or supervision,
  - 5) divestment or lease of the enterprise or an organised part thereof and establishment of a limited right in rem on them,
  - 6) liquidation of the Company and appointment of a liquidator,
  - 7) issue of convertible or priority bonds and subscription warrants indicated in Article 453(2) of the Commercial Companies Code,
  - 8) acquisition of the Company's own shares in the case specified in article 362(1)(2) of the Commercial Companies Code and authorization to acquire them in the case specified in article 362(1)(8) of the Commercial Companies Code,
  - 9) amendment of the Company's Articles of Association, including adopting resolutions on increasing and decreasing the share capital,
  - 10) conclusion of a subsidiary management agreement,
  - 11) adopting the remuneration policy for members of the management and supervisory boards,
  - 12) adopting the Regulations of the General Meeting
  - 13) passing resolutions on the redemption of shares,
  - 14) determining the day on which the list of shareholders entitled to dividend for a given financial year (dividend date),
  - 15) taking other decisions provided for by law and by these Articles of Association and deciding on matters brought forward by the shareholders, the Management Board and the Supervisory Board,
  - 16) dissolution of the Company.

6. Resolutions of the General Meeting referred to in this 12(5)(7) and 12(5)(9) shall be adopted by a majority of 3/4 of votes, unless the Commercial Companies Code provides for stricter conditions.
7. A resolution concerning the financing by the Company of the purchase or acquisition of shares issued by the Company shall be adopted by a majority of 2/3 of votes. However, if at least half of the share capital is represented at the General Meeting, an absolute majority of votes is sufficient to adopt a resolution.
8. If the balance sheet drafted by the Management Board demonstrates a loss exceeding the sum of supplementary and reserve capitals and 1/3 of the share capital, an absolute majority of votes shall suffice to adopt a resolution to dissolve the Company.
9. A resolution to amend the Articles of Association, increasing shareholder benefits or reducing the rights granted personally to individual shareholders pursuant to Article 354 of the Commercial Companies Code, requires the consent of all the shareholders concerned.
10. Acquisition and disposal of real estate, perpetual usufruct or share in real estate or perpetual usufruct or encumbrance thereof, in particular limited property rights, does not require the consent of the General Meeting.
11. A majority of 2/3 of votes is required to adopt resolutions on a significant change in the Company's business and on a merger of the Company. A significant change in the Company's scope of business may take place without the redemption of shares, if a resolution of the General Meeting concerning such a change is adopted by a majority of 2/3 of votes in the presence of persons representing at least half the share capital.
12. Resolutions can also be adopted without formally convening the General Meeting, if the entire share capital is represented, and none of those present raises an objection to holding the General Assembly or to placing particular issues on the agenda.
13. Unless the provisions of the Commercial Companies Code or the Articles of Association provide otherwise, the General Meeting is valid and may adopt resolutions regardless of the number of shares represented at it.
14. Resolutions of the General Meeting are adopted by an absolute majority of votes, unless other provisions of the Articles of Association or the Commercial Companies Code state otherwise.
15. Voting at the General Meeting is open. Secret voting shall be ordered for elections and motions to dismiss members of the Company's bodies or liquidators, to hold them liable, in personal matters and at the request of at least one shareholder present or represented at the General Meeting.
16. Resolution on dismissal of the Management Board or a member of the Management Board or suspension of all or part of the members of the Management Board, before the end of the term of office, requires a qualified majority of 2/3 of votes.

### **13.**

1. The General Meeting is opened by the Chair of the Supervisory Board, or in his/her absence by one of the members of the Management Board, or in their absence by the President of the Management Board or a person appointed by the Management Board. Subsequently the Chair of the General Meeting is elected from among those entitled to participate in the General Meeting.
2. Detailed rules of conducting the meeting and adopting resolutions by the General Meeting may be specified in the Regulations of the General Meeting.
3. The Regulations of the General Meeting may be amended by way of a resolution of the General Meeting. Should any amendments be made to the content of the Regulations, the amendments made shall come into force at the earliest from the next General Meeting.

## **Supervisory Board**

### **14.**

1. The Supervisory Board shall exercise permanent supervision over the Company's operations in all areas of its activity.
2. The Supervisory Board shall consist of 6 (six) to 7 (seven) members.
3. As long as Maciej Popowicz (PESEL: 84040105075) is a shareholder of the Company holding Company shares:
  - 1) representing at least 10%, but not more than 20%, of the Company's share capital – shareholder Maciej Popowicz shall have the personal right to appoint and dismiss 1 (one) member of the Supervisory Board acting as Chair of the Supervisory Board;
  - 2) representing at least 20%, but not more than 30%, of the Company's share capital – shareholder Maciej Popowicz shall have the personal right to appoint and dismiss 2 (two) members of the Supervisory Board, including 1 acting as Chair of the Supervisory Board;
  - 3) representing at least 30% of the Company's share capital – shareholder Maciej Popowicz shall have the personal right to appoint and dismiss 3 (three) member of the Supervisory Board, including 1 acting as Chair of the Supervisory Board.
4. As long as Arkadiusz Pernal (PESEL: 84072008959) is a shareholder of the Company holding Company shares:
  - 1) representing at least 10% of the Company's share capital – shareholder Arkadiusz Pernal shall have the personal right to appoint and dismiss 1 (one) member of the Supervisory Board.
5. For the avoidance of doubt, if the share in the Company's share capital is reduced below 20%, but above 10% or below 30%, but above 20%, of the Company's share capital, Maciej Popowicz shall only be entitled to the personal right referred to in 3(1) or 3(2), respectively, even if his share in the Company's share capital subsequently increases to a level exceeding 20% or 30% of the Company's share capital respectively.
6. The appointment and dismissal of members of the Supervisory Board in accordance with 3(1), 3(2) or 3(3) and 4(1) above shall be made by way of a written statement delivered to the Company.
7. In the event that a given shareholder loses the personal right referred to in paragraph 3(1), 3(2), or 3(3) or 4(1) above, respectively, in particular in relation to the reduction of the share in the Company's share capital below the level indicated in 3(1), 3(2) or 3(3) or 4(1) above, respectively, the personal right shall expire and the General Meeting shall be entitled to appoint and dismiss Supervisory Board members.
8. Subject to section 7 above, if a term of a Supervisory Board member appointed in accordance with 3(1), 3(2) or 3(3) or 4(1) above expires, regardless of the reason (including in the case of resignation of a Supervisory Board member from their function), the right to appoint a new Supervisory Board member in place of a Supervisory Board member whose term has expired shall be vested in the shareholder who originally appointed the Supervisory Board member whose term expired, unless that shareholder has lost their personal entitlement to appoint such a Supervisory Board member.

If a given shareholder fails to appoint a new member of the Supervisory Board within 14 (fourteen) days of the expiry of the mandate of the Supervisory Board member, the personal entitlement of the given shareholder shall expire, and the General Meeting shall be entitled to appoint and dismiss the new member of the Supervisory Board.

9. Subject to sections 7 and 8 above, in the event of termination of the function of the Chair of the Supervisory Board (including in the event of the Chair's resignation from their function) appointed in accordance with 3(1), 3(2) or 3(3) above, the right to appoint a new Chair of the Supervisory Board shall be vested in shareholder Maciej Popowicz, on the basis of the rights provided for in 3(1), 3(2) or 3(3) above. If shareholder Maciej Popowicz does not appoint a new Chair of the Supervisory Board within 14 (fourteen) days from the date on which the Chair of the Supervisory Board ceases to hold office, the personal right of Maciej Popowicz to appoint the Chair of the Supervisory Board shall expire and the Chair of the Supervisory Board shall be elected by the Supervisory Board from among its members at its next meeting.

10. The remaining members of the Supervisory Board shall be appointed and dismissed by the General Meeting.

11. The joint term of office of members of the Supervisory Board shall be 3 (three) years. Each member of the Supervisory Board may be re-elected for this function. The term of office of a member of the Supervisory Board shall expire at the latest on the date of the General Meeting of Shareholders approving the financial statements for the last full financial year in which the member served on the Supervisory Board.

12. At the first meeting of the Supervisory Board in a given term of office, the Supervisory Board shall elect a Deputy Chair from among its members who shall chair the meetings of the Board and manage its work, in the absence (or lack) of a Chair.

13. Meetings of the Supervisory Board shall be convened by the Chair, and in the absence (or lack) of the Chair, by the Deputy Chair. Meetings of the Supervisory Board shall be held as required, but at least three times in a financial year.

14. The Supervisory Board makes decisions in the form of resolutions if at least half of its members are present at the meeting and all its members have been invited. Resolutions of the Supervisory Board shall be passed by an absolute majority of votes, in the presence of at least half of its members, unless the law or provisions of this Articles of Association provide for stricter conditions for passing resolutions. If the vote remains unresolved (including due to an even number of members of the Supervisory Board), the vote of the Chair of the Supervisory Board shall prevail.

15. The Chair (or the Vice-Chair, in the absence or in the case there is no Chair) shall convene a meeting of the Supervisory Board on his/her own initiative or within two weeks of receiving a motion from the Management Board or a member of the Supervisory Board. The request referred to in the preceding sentence should be submitted in writing together with the proposed agenda. The meeting shall be chaired by the Chair of the Supervisory Board, and in their absence by the Deputy Chair or another member of the Supervisory Board.

16. The agenda of the meeting shall be determined by the person authorized to convene the meeting of the Supervisory Board. If the Supervisory Board is convened at the request of the Management Board or a member of the Supervisory Board, the agenda should include the matters indicated by the applicant.

17. In matters not included in the agenda, the Supervisory Board may adopt resolutions, if all its members are present and consent to the adoption of a resolution.

18. The Supervisory Board may also adopt resolutions without being formally convened, if all its members are present and agree to hold a meeting and place particular issues on the agenda.



19. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board.

20. The Supervisory Board may adopt resolutions without holding a meeting in writing.

21. The Supervisory Board may adopt resolutions by means of direct remote communication (by telephone or in any other way ensuring that all members of the Board can communicate with each other at the same time).

22. A resolution adopted in the modes stipulated in sections 20 and 21 shall be valid, if all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Supervisory Board have cast their votes within the prescribed period.

23. (repealed).

24. Members of the Supervisory Board may receive remuneration determined by resolution of the General Meeting.

25. The rules of operation of the Company's Supervisory Board may be determined by the Supervisory Board Regulations. These Regulations shall be adopted by the Supervisory Board.

26. A member of the Supervisory Board shall inform the other members of the Supervisory Board about an existing or potential conflict of interest and shall refrain from taking part in the discussion and from voting on the adoption of a resolution on the matter in which the conflict of interest has arisen.

27. A member of the Supervisory Board makes a declaration to the other members of the Supervisory Board that he/she meets the independence criteria. An independent member of the Supervisory Board should provide the Management Board with information on any circumstances that cause them to lose their independence.

28. The Supervisory Board may appoint commissions or committees (including the Audit Committee or Remuneration Committee), both permanent and until specific issues are clarified, provided that the subject of the commission or committee's work must fall within the competence of the Supervisory Board. The Supervisory Board determines the composition, organisation, operation and powers of the committees and commissions to be appointed.

29. The duties of the Supervisory Board include matters defined in the Commercial Companies Code and in other generally applicable provisions of law, including in particular:

1) evaluation of the Company's financial statements for the previous financial year and the Management Board's report on the Company's operations, as well as the Management Board's motions concerning the distribution of profit or coverage of loss, and submission of an annual written report on the results of this evaluation to the General Meeting,

2) representing the Company in agreements with members of the Management Board and in disputes with the Management Board or its members,

3) drafting an annual report on remuneration referred to in the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies,

4) giving consent for the Company to conclude a significant transaction with a related entity referred to in the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies.

29a. The competences of the Supervisory Board, apart from the matters provided for in the applicable legal regulations and in other places in the Statute, include:

1) appointment or change of the entity authorized to audit the Company's financial statements,

- 2) determining the rules of employing and remunerating members of the Management Board within the scope of authorization granted by the General Meeting,
- 3) adopting the Regulations of the Management Board,
- 4) adopting the Regulations of the Supervisory Board,
- 5) appointing and dismissing members of the Management Board (including the President and Vice Presidents and members of the Management Board),
- 6) considering and giving opinions on issues to be the subject of resolutions of the General Meeting,
- 7) giving consent for the Company to incur liabilities exceeding PLN 10 million net (excluding the Company's liabilities related to game marketing activities). The amount of PLN 10 million net is calculated for a single transaction, and with regard to transactions made on the basis of the same agreement or agreements concluded with the same entity the value of liabilities for a period of 48 months is calculated;
- 8) giving consent to the merger or division of the Company;
- 9) granting consent to take up or purchase shares in other companies, or investing in other companies;
- 10) giving consent to the conclusion of a credit agreement or a loan agreement, if the Company is a borrower or a party taking a loan;
- 11) granting consent to the acquisition or disposal of real estate, perpetual usufruct or share in the property by the Company;
- 12) sale or purchase of significant assets of the Company, where the (market) value of the transaction exceeds PLN 3 million net. The net amount of PLN 3 million is calculated for a one-off transaction, and with regard to transactions made on the basis of the same agreement or agreements concluded with the same entity the value of assets for 48 months is calculated;
- 13) concluding an agreement for the sale of gaming rights or an agreement for the use of gaming rights regardless of the transaction value;
- 14) giving consent to the granting of sureties, guarantees, incurring liabilities under a bill of exchange or liabilities secured by a bill of exchange, establishing pledges;
- 15) granting consent for Members of the Management Board to perform their functions on management boards/supervisory boards of other companies, with the exception of companies for which the Company is the parent company within the meaning of the Accounting Act of 29 September 1994;
- 16) expressing consent for the Company to enter into an agreement or make a transaction with a shareholder holding more than 5% of the Company's shares, the value of which exceeds PLN 500,000.00 net once or during a given financial year;
- 17) establishment of new companies, as well as the sale of shares in companies for which the Company is the parent company within the meaning of the Accounting Act of 29 September 1994;

- 18) establishment/liquidation of a foundation, as well as sponsorship or charity activities whose value exceeds the amount of PLN 500,000.00 net at one time or during a given financial year.
30. Appointment or dismissal of Management Board members requires an absolute majority of votes of the Supervisory Board.

### **Management Board**

#### **15.**

1. The Management Board manages the Company's operations, manages its assets and represents the Company outside.
2. The Company's Management Board consists of 1 (one) to 6 (five) members. The Management Board consists of the President of the Management Board and Vice Presidents of the Management Board and members of the Management Board appointed and dismissed by the Supervisory Board.
3. The joint term of office of members of the Management Board shall be 3 (three) years. Each member of the Management Board may be elected for another term of office.
4. The term of office of members of the Management Board shall expire at the latest on the date of the General Meeting of Shareholders approving the financial statements for the last full financial year in which the member served on the Management Board.
5. Members of the Management Board may be reappointed to the Management Board for the next term of office.
6. Resolutions of the Management Board shall be adopted by an absolute majority of votes cast. In the event of a tie, the President of the Management Board shall have the deciding vote.
7. The Management Board shall be deemed capable of adopting resolutions, if each member of the Management Board has been notified in writing of the meeting to be held and at least half of the total number of Management Board members are present at the meeting.
8. Meetings of the Management Board shall be held in a place indicated by the Management Board or by means of direct remote communication. Each member of the Management Board is entitled to convene a meeting. Each member of the Management Board must receive a written notification at least 7 (seven) days before the date of the meeting. In urgent cases, the President of the Management Board may order a different way and a shorter deadline for notifying Management Board members of the date of the meeting or order a meeting to be held outside the Company's seat.
9. Resolutions of the Management Board may be adopted, if all members of the Management Board have been properly notified of the time and place of the meeting.
10. The Management Board may grant a commercial power of attorney. The establishment of a commercial power of attorney requires the consent of all members of the Management Board. A proxy may be revoked at any time by a written statement addressed to the proxy and signed by one member of the Management Board.
11. The Management Board may appoint the Company's attorneys-in-fact authorised to act within the limits of the power of attorney granted to them.
12. If agreements are concluded between the Company and members of the Management Board, the Company is represented by the Supervisory Board. The Supervisory Board may authorize by way of a resolution one or more members to perform such legal acts.
13. The Company's employees are subject to the Management Board, which concludes and terminates employment contracts with the Company's employees and determines their remuneration.
14. Entitled to represent the Company are:

- 1) in the case of a one-person Management Board: one member of the Management Board independently,
  - 2) in the case of a multi-person Board: two members of the Board acting jointly or one member of the Board together with a proxy.
15. A member of the Management Board shall inform the Management Board of any conflict of interest in connection with the function held or of the possibility of its occurrence and shall refrain from taking part in a discussion and abstain from voting on the resolution on the matter in which the conflict of interest has occurred.
16. Detailed rules of organization and the manner of operation of the Management Board may be specified in the Management Board Regulations, adopted by the Management Board and approved by the Supervisory Board.

#### **Share in the Company's profit and funds**

##### **16.**

1. The shareholders have the right to participate in the profit reported in the financial statement, audited by a certified auditor, which was allocated by the General Meeting of Shareholders for payment to the shareholders.
2. The Company creates the following capitals and funds:
  - 1) share capital,
  - 2) the reserve capital,
  - 3) reserve fund.
3. By virtue of a resolution of the General Meeting of Shareholders, the Company may also establish other funds, including for the coverage of particular losses or expenses or for specific purposes (reserve capital).
4. The amount of write-offs to the supplementary capital and other funds shall be determined by the General Meeting.
5. The supplementary capital is created from write-offs from pure profit. The write-offs for this capital may not be less than 8% of the net annual profit. Write-offs to the supplementary capital may be discontinued if the capital is not less than 1/3 of the share capital.

#### **Financial year**

##### **17.**

1. The Company's financial year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of the same calendar year.
2. Within 3 (three) months after the end of the financial year, the Management Board shall draft and submit to the Supervisory Board a report on the Company's activities in the previous financial year.

#### **Final Provisions**

##### **18.**

1. The Company publishes its announcements in "Monitor Sądowy i Gospodarczy".
2. To matters not regulated by this Articles of Association, the provisions of the Commercial Companies Code shall apply.