

## SUMMARY OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF XTPL S.A.

§ 3 reading as follows:

### **“§ 3 Duration of the Company**

1. The Company is a going concern.”

is replaced by:

### **“§ 3 Duration of the Company**

The Company is a going concern.”

§ 5(1) reading as follows:

### **“§ 5 Share capital**

1. The share capital amounts to PLN 178,362.00 (one hundred and seventy eight thousand, three hundred and sixty two zlotys and 00/100) and is divided into 1,783,620 (one million seven hundred and eighty three thousand six hundred and twenty) bearer shares with a nominal value of PLN 0.10 (ten groszy) each, including:
  - 1) 670,000 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 67,000.00 (sixty seven thousand zlotys and 00/100);
  - 2) 300,000 (three hundred thousand) series B shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);
  - 3) 30,000 (thirty thousand) series C shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 3,000.00 (three thousand zlotys and 00/100);
  - 4) 198,570 (one hundred and ninety eight thousand five hundred and seventy) series D shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 19,857.00 (nineteen thousand eight hundred and fifty seven zlotys and 00/100);

- 5) 19,210 (nineteen thousand two hundred and ten) series E shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);
- 6) 19,210 (nineteen thousand two hundred and ten) series F shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);
- 7) 68,720 (sixty eight thousand seven hundred and twenty) series G shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872,00 (six thousand eight hundred and seventy two zlotys and 00/100);
- 8) 68,720 (sixty eight thousand seven hundred and twenty) series H shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872,00 (six thousand eight hundred and seventy two zlotys and 00/100);
- 9) 10,310 (ten thousand three hundred and ten) series I shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);
- 10) 5,150 (five thousand one hundred fifty) series J shares, with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 515.00 (five hundred and fifteen zlotys and 00/100);
- 11) 10,310 (ten thousand three hundred and ten) series K shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);
- 12) 140,020 (one hundred and forty thousand and twenty) series L shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and PLN 00/100);
- 13) 155,000 (one hundred and fifty five thousand) series M shares of a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 15,500 (fifteen thousand five hundred and 00/100);
- 14) 47,000 (forty seven thousand) series N shares of a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);
- 15) 41,400 (forty one thousand four hundred) series O shares of a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,140 (four thousand seven hundred and forty zlotys and 00/100);

is replaced by:

### **”§ 5 Share capital**

1. The share capital amounts to PLN 182,622.20 (one hundred and eighty two thousand six hundred and twenty two zlotys and 20/100) and is divided into 1,826,222 (one million eight hundred and twenty six thousand two hundred and twenty two) bearer shares with a nominal value of PLN 0.10 ( ten groszy) each, including:
  - 1) 670,000 (six hundred and seventy thousand) series A shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 67,000.00 (sixty seven thousand zlotys and 00/100);
  - 2) 300,000 (three hundred thousand) series B shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 30,000.00 (thirty thousand zlotys and 00/100);
  - 3) 30,000 (thirty thousand) series C shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 3,000.00 (three thousand zlotys and 00/100);
  - 4) 198,570 (one hundred and ninety eight thousand five hundred and seventy) series D shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 19,857.00 (nineteen thousand eight hundred and fifty seven zlotys and 00/100);
  - 5) 19,210 (nineteen thousand two hundred and ten) series E shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);
  - 6) 19,210 (nineteen thousand two hundred and ten) series F shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,921.00 (one thousand nine hundred and twenty one zlotys and 00/100);
  - 7) 68,720 (sixty eight thousand seven hundred and twenty) series G shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872,00 (six thousand eight hundred and seventy two zlotys and 00/100);
  - 8) 68,720 (sixty eight thousand seven hundred and twenty) series H shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 6,872,00 (six thousand eight hundred and seventy two zlotys and 00/100);

- 9) 10,310 (ten thousand three hundred and ten) series I shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);
- 10) 5,150 (five thousand one hundred fifty) series J shares, with a nominal value of PLN 0.10 (ten grosz) each, and a total nominal value of PLN 515.00 (five hundred and fifteen zlotys and 00/100);
- 11) 10,310 (ten thousand three hundred and ten) series K shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 1,031.00 (one thousand and thirty one zlotys and 00/100);
- 12) 140,020 (one hundred and forty thousand and twenty) series L shares, with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 14,002.00 (fourteen thousand two zlotys and PLN 00/100);
- 13) 155,000 (one hundred and fifty five thousand) series M shares of a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 15,500 (fifteen thousand five hundred and 00/100);
- 14) 47,000 (forty seven thousand) series N shares of a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,700 (four thousand seven hundred zlotys and 00/100);
- 15) 41,400 (forty one thousand four hundred) series O shares of a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4,140 (four thousand seven hundred and forty zlotys and 00/100);
- 16) 42,602 (forty two thousand six hundred and two) series P shares with a nominal value of PLN 0.10 (ten groszy) each, and a total nominal value of PLN 4260,20 (four thousand two hundred and sixty zlotys and 00/100).

After § 5, the following § 5a of the Articles of Association shall be added, reading as follows:

#### **“§ 5a Conditional capital**

“1. The Company's conditional share capital is no more than PLN 18,262.20 (eighteen thousand two hundred and sixty two zlotys and 20/100) and is divided into no more than 182,622 (one hundred eighty two thousand six hundred and twenty two) series R ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

2. The purpose of the conditional increase in the share capital referred to § 5a(1) above is the grant of the right to take up series R shares to the holders of subscription warrants issued by the Company under Resolution No. 07/04/2019 of the Extraordinary General Meeting of 24 April 2019.
3. Entitled to acquire series R shares will be the holders of the subscription warrants referred to § 5a(1).
4. The right to subscribe for series R shares may be exercised no later than 23 April 2029.”

§ 6 of the Articles of Association, reading as follows:

**“§ 6 Type of shares**

1. The shares may be registered shares or bearer shares.
2. Registered shares shall be converted to bearer shares pursuant to a resolution of the Company’s Management Board providing the Board accepts a request submitted by a shareholder to make such a conversion
3. Bearer shares cannot be converted to registered shares.
4. Multiple share certificates may be issued.”

is replaced by:

**“§ 6 Type of shares**

1. The Company's shares are bearer shares.
2. Multiple share certificates may be issued.”

§ 7 of the Articles of Association, reading as follows:

**“§ 7 Bonds**

1. The Company can issue bonds, including bonds with priority rights and bonds convertible into the Company’s shares. The total number of issued bonds, the form, method and rules of possible conversion of bonds into shares shall be established in individual resolutions of the General Meeting of Shareholders.”

is replaced by:

**“§ 7 Bonds and subscription warrants**

1. The Company may issue bonds, including bonds with pre-emptive rights and bonds convertible into the Company’s shares.
2. The Company may issue subscription warrants, registered or bearer ones, on the rules set out in the Commercial Companies Code.”

§ 8 of the Articles of Association, reading as follows:

**“§ 8 Cancellation of shares**

1. The Company can cancel its own shares.
2. A share may be cancelled with the shareholder’s consent through its acquisition by the Company (voluntary cancellation). Cancellation of shares shall require a resolution that states in particular the legal grounds for the redemption, compensation due to the holder of the cancelled shares, or the grounds for cancelling shares without compensation and the manner of decreasing the share capital.
3. The shareholder whose shares are to be cancelled shall be entitled to remuneration which shall be no lower than the value of net assets attributable to a share, as shown in the financial statements for the last financial year, reduced by an amount distributable among shareholders.
4. Shares may be cancelled without remuneration, if the shareholder consents to it.
5. The cancellation of shares shall take effect upon the decrease of the Company’s share capital.”

is replaced by:

**“§ 8 Cancellation of shares**

1. The Company can cancel its own shares.
2. A share may be cancelled with the shareholder’s consent through its acquisition by the Company (voluntary cancellation).
3. Shares may be cancelled without remuneration, if the shareholder consents to it.”

§ 10 of the Articles of Association, reading as follows:

**“§ 10 Share capital increase**

1. The share capital may be increased pursuant to a resolution of the General Meeting by making new issues of shares or by increasing the nominal value of the existing shares. The share capital may be increased in exchange for cash or non-cash contributions. The share capital may also be increased by transferring funds from the supplementary capital or the reserve fund in an amount specified by a resolution of the General Meeting.
2. In the case further share issues, each subsequent issue shall be marked with the next letter of the alphabet.
3. Share capital may be lowered by reducing the nominal value of shares or by cancellation of shares.
4. The Management Board shall be authorized to increase the Company’s share capital by way of issue of up to 750,000 (seven hundred and fifty thousand) new ordinary bearer or registered shares with a nominal value of PLN 0.10 (ten groszy) each and with the total nominal value not higher than PLN 75,000.00 (seventy five thousand), which constitutes an increase within the authorized capital specified in particular in the provisions of Articles 444–447 of the Commercial Companies Code.
5. Within the authorized capital, the Company’s Management Board shall be authorized to increase the share capital during the period until 19 April 2020. The Management Board may exercise the authorization granted to it by making one or several share capital increases within the limits specified in § 10(4) of these Articles of Association.
6. The authorization to increase the share capital given to the Management Board may provide for issuing subscription warrants referred to in Article 453 § 2 of the Commercial Companies Code with the time limit for the exercise of the subscription right no later than the period for which the authorization is given.
7. With the consent of the Supervisory Board, the Management Board may issue shares within the authorized capital for in-kind contributions. The consent of the Supervisory Board shall not be required for the Management Board to determine the issue price.
8. The Company’s Management Board shall be authorized to deprive shareholders of the preemptive rights to subscription warrants and shares, in whole or in part, with the consent of the Supervisory Board with reference to each increase in the share capital within the authorized capital specified in § 10(4) of the Articles of Association.”

is replaced by:

#### **“§ 10 Share capital increase**

1. The share capital may be increased pursuant to a resolution of the General Meeting by making new issues of shares or by increasing the nominal value of the existing shares. The share capital may be increased in exchange for cash or non-cash contributions. The share capital may also be increased by transferring funds from the supplementary capital or the reserve fund in an amount specified by a resolution of the General Meeting.
2. In the case of further share issues, each subsequent issue shall be marked with the next letter of the alphabet. Once all the letters of the alphabet have been used, first two-letter and then the multi-letter marking will be used in that the last letter of the alphabet will be accompanied by the first and then consecutive letters (e.g. Z, ZA, ZB etc. and after ZZ: ZZA, ZZB, etc.).
3. Share capital may be lowered by reducing the nominal value of shares or by cancellation of shares.
4. The Management Board shall be authorized to increase the Company’s share capital by way of issue of up to 750.000 (seven hundred and fifty thousand) new ordinary bearer or registered shares with a nominal value of PLN 0.10 (ten groszy) each and with the total nominal value not higher than PLN 75,000.00 (seventy five thousand), which constitutes an increase within the authorized capital specified in particular in the provisions of Articles 444–447 of the Commercial Companies Code.
5. Within the authorized capital, the Company’s Management Board shall be authorized to increase the share capital during the period until 19 April 2020. The Management Board may exercise the authorization granted to it by making one or several share capital increases within the limits specified in § 10(4) of these Articles of Association.
6. The authorization to increase the share capital given to the Management Board may provide for issuing subscription warrants referred to in Article 453 § 2 of the Commercial Companies Code with the time limit for the exercise of the subscription right no later than the period for which the authorization is given.
7. With the consent of the Supervisory Board, the Management Board may issue shares within the authorized capital for in-kind contributions.
8. The consent of the Supervisory Board shall not be required for the Management Board to determine the issue price of the shares issued within the authorized capital.



9. The Company's Management Board shall be authorized to deprive shareholders of the preemptive rights to subscription warrants and shares, in whole or in part, with the consent of the Supervisory Board with reference to each increase in the share capital within the authorized capital specified in § 10(4) of the Articles of Association.
10. The Management Board shall decide on all other matters related to the share capital increase within the authorized capital and may take all actions necessary to admit and introduce any shares so issued to trading on the regulated market where the Company's shares are listed."

§ 11 of the Articles of Association, reading as follows:

**"§ 11 The Company's bodies**

1. The Company's bodies include:
  - 1) General Meeting
  - 2) Supervisory Board
  - 3) Management Board."

is replaced by:

**"§ 11 The Company's bodies**

- The Company's bodies include:
- 1) General Meeting
  - 2) Supervisory Board
  - 3) Management Board."

§ 12 of the Articles of Association, reading as follows:

**"§ 12 Convening General Meetings**

1. Annual General Meetings or Extraordinary General Meetings may be held.

2. The Annual General Meeting shall be convened by the Management Board each year, within 6 (six) months after the end of the Company's financial year at the latest.
3. The Extraordinary General Meeting shall be convened by the Management Board of its own initiative, also for the purpose of considering matters that require immediate adoption of a resolution. The Management Board shall also be obliged, upon written request of shareholders representing at least 1/20 of the Company's share capital, to convene the Extraordinary General Meeting within two weeks of providing the Management Board with a written demand (also in an electronic form) to convene such General Meeting.
4. The Extraordinary General Meeting may also be convened by the Supervisory Board if it finds it desirable, or by shareholders representing at least a half of the share capital or at least a half of total votes in the Company
5. A shareholder or shareholders representing at least one-twentieth of the share capital may demand that specific items be put on the agenda of the next General Meeting, submitting such demand to the Management Board at least twenty-one days prior to the date set for the General Meeting. Such demand may be submitted in writing or via e-mail. The demand should include justification or a draft resolution relating to the proposed agenda of the meeting. The Management Board shall immediately announce changes in the agenda, made on demand of shareholders, no later than within eighteen days prior to the date set for the General Meeting. Announcement of changes in the agenda shall be made in a manner applicable to the announcement of the General Meeting
6. Shareholder or Shareholders representing at least one-twentieth of the share capital may, prior to the General Meeting, submit to the Company, in writing or with the use of means of electronic communication, draft resolutions related to the agenda of the General Meeting or matters which are to be included in the agenda. The Company shall immediately publish draft resolutions on its website.
7. Each shareholder of the Company may submit during the General Meeting draft resolutions related to the matters included in the agenda.
8. No resolution shall be adopted on a matter not included in the agenda, except where the entire share capital is represented at the General Meeting and none of those present have objected to adopting the resolution.

9. Resolutions may be adopted despite the General Meeting not having been formally convened where the entire share capital is represented and none of those present have objected to holding the General Meeting or putting certain matters on the agenda.
10. The General Meeting shall be convened by means of an announcement on the Company's website, made no later than 26 (twenty-six) days before the date of the General Meeting. The announcement shall state the date, time and venue of the General Meeting and a detailed agenda.
11. The General Meeting shall be convened by way of an announcement made on the website of the Company and in a manner specified in relation to submission of regular information in accordance with the provisions on public offering and conditions governing introduction of financial instruments to organised trading system and on public companies.
12. General Meetings shall be held in the Company's registered office, in Warsaw, Gdynia, Gdańsk, Kraków, Katowice, Poznań."

is replaced by:

#### **"§ 12 Convening General Meetings**

1. Annual General Meetings or Extraordinary General Meetings may be held.
2. The rules for convening General Meetings shall be determined by the Commercial Companies Code.
3. General Meetings shall be held at the Company's registered office, in Warsaw, Gdynia, Gdańsk, Kraków, Katowice and in Poznań."

§ 13 reading as follows:

#### **"§ 13 Participation in the General Meeting**

1. A shareholder may participate in the General Meeting and exercise their voting rights personally or by proxy.
2. The right to participate in the General Meeting is held by persons who are shareholders of the company sixteen days before the date of the General Meeting (day of registration of participation in the General Meeting).

3. Beneficial holders of registered shares and provisional certificates, likewise those pledgees and usufructuaries who are entitled to vote, may take part in the General Meeting, provided they have been entered in the register of shares no later than on the day of the General Meeting.
4. The power of attorney to participate in the General Meeting and to exercise the right to vote must be made in writing, otherwise being null and void. If the Company has a status of a public company, the power of attorney can also be granted in an electronic form. A member of the Management Board or an employee of the Company cannot act as proxies at the General Meeting. This requirement shall not apply if the Company obtains the status of a public company, however, the power of attorney can authorize representation only at one General Meeting and granting further powers of attorney is excluded.
5. Members of the Management Board and the Supervisory Board shall have the right to participate in the General Meeting.”

is replaced by:

#### **“§ 13 Participation in the General Meeting**

1. A shareholder may participate in the General Meeting and exercise their voting rights personally or by proxy.
2. A shareholder may grant a power of proxy to participate and exercise voting rights at the General Meeting.
3. Members of the Management Board and the Supervisory Board shall have the right to participate in the General Meeting.”

§ 14 reading as follows:

#### **“§ 14 Voting**

1. Resolutions shall be adopted by an absolute majority of votes cast unless the Articles of Association or provisions of the Code for Commercial Companies provide otherwise.
2. A shareholder shall not, either personally or by proxy or while acting in the capacity of a proxy of another person, vote on resolutions concerning his accountability towards the Company on whatever account, including the acknowledgement of the fulfilment of his duties, release from any of his duties towards the

company, or any dispute between him and the company. If the Company obtains the status of a public company, a Shareholder may vote as a proxy when resolutions concerning themselves are adopted.

3. Voting shall be open. Secret voting shall be ordered on election and voting on motions to remove members of the Company's bodies or liquidators, or to hold such persons liable, as well as on personal matters. Furthermore, secret voting shall be ordered at the request of at least one shareholder from among those present or represented at the General Meeting."

is replaced by:

#### **"§ 14 Voting**

1. Resolutions shall be adopted by an absolute majority of votes cast unless the Articles of Association or provisions of the Commercial Companies Code provide otherwise.
2. Voting shall be open. Secret voting shall be ordered in the cases provided for by law and at the request of at least one shareholder present or represented at the General Meeting."

§ 15 of the Articles of Association, reading as follows:

#### **"§ 15 Powers of the General Meeting**

1. The powers of the General Meeting include the matters provided for in the Commercial Companies Code and these Articles of Association, in particular:
  - (1) consideration and approval of the Management Board's report of Company's operations and financial statements for the last financial year;
  - (2) adoption of resolutions on distribution of profit or coverage of losses, whereas profit can be wholly or partly allocated to other purposes than the payment of dividend;
  - (3) granting consent to open and close branches or representative offices and other organizational forms of the Company;
  - (4) increase in the share capital;
  - (5) setting of remuneration and the rules of remuneration for the members of the Supervisory Board;

- (6) decisions in respect of claims for redressing damage caused through the formation of the company or exercise of management or supervision;
  - (7) liquidation and dissolution of the Company;
  - (8) acknowledgment of the fulfilment of duties by members of the Management Board and the Supervisory Board;
  - (9) establishment of special-purpose funds;
  - (10) cancellation of shares by the Company;
  - (11) adoption of Terms of Reference of the Supervisory Board;
  - (12) disposal or lease of the enterprise or its organised part, and creation of a limited property right thereon;
  - (13) acquisition of the Company's own shares in the circumstances referred to in Article § 362 (1) (2) of the Code of Commercial Companies and authorization of their acquisition in the circumstances referred to in Article 362 § (1) (8);
  - (14) conclusion of a management contract for a subsidiary;
  - (15) adoption of the Terms of Reference of the General Meeting;
  - (16) adoption of resolutions on the cancellation of shares;
  - (17) setting the day as at which the list of shareholders entitled to dividend for a given financial year is determined (the record date);
  - (18) amendment to the Articles of Association, including adoption of resolutions on increase or reduction of the share capital;
  - (19) dissolution of the Company.
2. Acquisition or sale by the Company of real estate, share in real estate or perpetual usufruct shall not require the consent of the General Meeting."

is replaced by:

#### **"§ 15 Powers of the General Meeting**

1. The powers of the General Meeting include the matters provided for in the Commercial Companies Code and these Articles of Association, in particular:

- 1) setting the remuneration and the rules of remunerating members of the Supervisory Board, including members of the Audit Committee and other Supervisory Board committees;
  - 2) granting consent for the Company to acquire shares for their cancellation;
  - 3) adopting and amending the terms of reference of the Supervisory Board;
  - 4) adopting and amending the terms of reference of the General Meeting;
2. Acquisition or sale by the Company of real estate, share in real estate or perpetual usufruct shall not require the consent of the General Meeting.”

§ 16 of the Articles of Association, reading as follows:

**“§ 16 Organization and course of the General Meeting**

1. The Chairman of the Supervisory Board or Deputy Chairman shall open the General Meeting, whereupon the Chairman of the General Meeting shall be elected from among those eligible to participate in the meeting. In the absence of said persons, the President of the Management Board or a person appointed by the Management Board shall open the General Meeting.
2. Detailed rules for conducting sessions and adopting resolutions of the General Meeting shall be specified in the terms of reference of the General Meeting. The Terms of Reference of the General Meeting may be amended by way of a resolution of the General Meeting. In the event of an amendment to the Terms of Reference, the changes shall enter into force from the next General Meeting at the earliest. Until the aforementioned Terms of Reference have been passed, the General Meeting shall act in accordance with the provisions of the Articles of Association and of the provisions of law.”

is replaced by:

**§ 16 Organization and course of the General Meeting**

1. The Chairman of the Supervisory Board or Deputy Chairman shall open the General Meeting, whereupon the Chairman of the General Meeting shall be elected from among those eligible to participate in the meeting. In the absence of said persons, the President of the Management Board or a person appointed by the Management Board shall open the General Meeting.

2. Detailed rules for conducting sessions and adopting resolutions of the General Meeting shall be specified in the terms of reference of the General Meeting.

§ 17 of the Articles of Association, reading as follows:

**“§ 17 Composition and term of office**

1. The Supervisory Board shall be composed of 5 (five) to 7 (seven) members. Members of the Supervisory Board shall be appointed and removed by the General Meeting.
2. Members of the Supervisory Board shall be appointed for a joint, three-year term of office. Each member of the Supervisory Board may be reappointed. The mandate of a member of the Supervisory Board expires no later than on the date of the General Meeting which approves the financial statements for the last full financial year during which the Supervisory Board member held their role.”

is replaced by:

**“§ 17 Composition and term of office**

1. The Supervisory Board shall be composed of 5 (five) to 7 (seven) members. Members of the Supervisory Board shall be appointed and removed by the General Meeting. If the General Meeting appointing members of the Supervisory Board does not elect its Chairman and Deputy Chairman, the Supervisory Board shall elect those persons from among its members.
2. Members of the Supervisory Board shall be appointed for a joint, three-year term, calculated in calendar years, from the day on which the appointment becomes effective. Each member of the Supervisory Board may be reappointed. The mandate of a member of the Supervisory Board expires no later than on the date of the General Meeting which approves the financial statements for the last full financial year within the particular term of office.”



§ 18 of the Articles of Association, reading as follows:

**“§ 18 Powers of the Supervisory Board**

1. Except for matters reserved for the General Meeting or the Management Board, the powers of the Supervisory Board shall include all matters provided for in the Commercial Companies Code and the Company’s Articles of Association.
2. The Supervisory Board shall review and issue opinions on matters to be decided by resolutions of the General Meeting.
3. Special responsibilities of the Supervisory Board shall include:
  - 1) evaluating, as at the end of each financial year, financial statements of the Company, in respect of their compliance with the books of account, documents and the facts;
  - 2) evaluating the Management Board’s report and the Management Board’s proposals concerning the distribution of profit and cover of losses;
  - 3) submitting to the General Meeting annual written reports on the results of the evaluation referred to in points 1)–2) above;
  - 4) appointing and removing members of the Company’s Management Board (unless these Articles of Association provide otherwise), and suspending, for important reasons, individual members of the Company’s Management Board or the whole Management Board in the performance of their duties, as well as delegating members of the Supervisory Board to temporarily perform duties of members of the Management Board who are not able to perform their duties;
  - 5) determining the remuneration of Management Board members;granting consent to the Company to conclude a significant agreement (i.e. the value of which exceeds individually or jointly the amount of PLN 50,000.00) with related entities or with members of the Management Board, as well as with next-of-kin or relatives of Company shareholders or members of the Management Board;
- 7) granting consent to acquire/dispose of/charge the business enterprise or an organized part thereof belonging to another entrepreneur, to join another company or purchase/acquire/dispose of shares in another company;
- 8) approval of the Terms of Reference of the Management Board;

- 9) granting consent to confer the right to acquire or purchase the Company's shares as part of managerial options;
  - 10) granting consent for the Company to make any decisions (including conclusion of an agreement) in the scope of disposal or acquisition of the Company's real property or its part;
  - 11) representing the Company in agreements with members of the Management Board and in disputes with the Management Board or its members;
  - 12) selecting a statutory auditor to audit financial statements.
4. In addition to the activities indicated above and resulting from the provisions of law, once a year the Supervisory Board shall prepare and present to the Annual General Meeting
- 1) an assessment of the company's standing including an assessment of the internal control, risk management and compliance systems and the internal audit function; such assessment should cover all significant controls, in particular financial reporting and operational controls;
  - 2) a report on the activity of the supervisory board containing at least the following information:
    - (i) full names of the members of the supervisory board and its committees;
    - (ii) supervisory board members' fulfilment of the independence criteria;
    - (iii) number of meetings of the supervisory board and its committees in the reporting period;
    - (iv) self-assessment of the supervisory board;
  - 3) an assessment of the company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities."

is replaced by:

#### **"§ 18 Powers of the Supervisory Board**

1. Except for matters reserved for the General Meeting or the Management Board, the powers of the Supervisory Board shall include all matters provided for in the Commercial Companies Code and the Company's Articles of Association.
2. The Supervisory Board shall review and issue opinions on matters to be decided by resolutions of the General Meeting.
3. Special responsibilities of the Supervisory Board shall include:

- 1) evaluating, as at the end of each financial year, financial statements of the Company, in respect of their compliance with the books of account, documents and the facts;
- 2) evaluating the Management Board's report and the Management Board's proposals concerning the distribution of profit and cover of losses;
- 3) submitting to the General Meeting annual written reports on the results of the evaluation referred to in points 1)–2) above;
- 4) appointing and removing members of the Company's Management Board, and suspending, for important reasons, individual members of the Company's Management Board or the whole Management Board in the performance of their duties, as well as delegating members of the Supervisory Board to temporarily perform duties of members of the Management Board who are not able to perform their duties;
- 5) determining the remuneration of Management Board members;
- 6) granting consent to the Company to conclude an agreement whose unit or aggregate value is higher than PLN 50,000.00 with:
  - (i) an entity related to the Company through persons or capital (excluding the Company's subsidiaries), and in the case of capital links, account is taken only of those firms in which the share in capital or the number of votes is at least 5%;
  - (ii) members of the Management Board of the Company, or relatives and next-of-kin up to the second degree; Company's shareholders holding at least 5% of shares in the Company's share capital or members of its Management Board;
  - (iii)
- 7) granting consent to an agreement to be signed between the Company and its subsidiary where the single or aggregate value is higher than PLN 500,000.00;
- 8) granting consent to acquire a business enterprise or an organized part thereof belonging to another entrepreneur, to join another company or purchase/acquire/dispose of shares in another company;
- 9) approving and amending the terms of reference of the Management Board;
- 10) expressing consent to grant members of the Management Board of the Company or members of the management boards of its subsidiaries the right to subscribe for or acquire the Company's

shares as part of incentive schemes or remuneration systems based on shares or other financial instruments issued by the Company;

- 11) granting consent for the Company to make any decisions (including conclusion of an agreement) in the scope of disposal or acquisition of the Company's real estate or shares in real estate;
- 12) representing the Company in agreements with members of the Management Board and in disputes with the Management Board or its members;
- 13) selecting an auditor to audit financial statements."

§ 19 of the Articles of Association, reading as follows:

#### **"§ 19 Organization of the Supervisory Board**

1. Members of the Supervisory Board may take part in adopting resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. However, written votes may not be cast in respect of matters added to the agenda during the Supervisory Board meeting.
2. Resolutions of the Supervisory Board may also be adopted in writing or using means of direct remote communication, including electronic ones (email), a resolution adopted in this way shall be valid if all members of the Supervisory Board have been notified of the contents of the draft resolution.
3. The Supervisory Board shall take decisions in the form of resolutions if at least half of its members are present at the meeting and all its members were invited. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes. In the event of a tied vote, the Chairman of the Supervisory Board shall have the casting vote.
4. The Supervisory Board shall be convened as needed and at least three times in a financial year.
5. Remuneration of the members of the Supervisory Board may be determined by way of a resolution of the General Meeting.
6. The Supervisory Board shall act pursuant to the terms of reference adopted by the General Meeting, specifying the organization and manner of performing actions by the Supervisory Board. Until the aforementioned Terms of Reference have been adopted, the Supervisory Board shall act in accordance with the provisions of the Articles of Association and of the provisions of law.

7. The Supervisory Board may appoint committees (including an audit committee or a remuneration committee), permanent ones or the ones to clarify specific issues, provided that the scope of a committee's work shall fall within the powers of the Supervisory Board (or an audit committee as provided by the Act of May 11, 2017 on statutory auditors, auditing companies and public supervision). The Supervisory Board shall determine the composition, organization, mode of operation and powers of the appointed committees.
8. From the day of admission of the Company's shares to trading on the regulated market, the Supervisory Board shall perform the function of an audit committee or appoint a permanent audit committee.
9. From the day of admission of the Company's shares to trading on the regulated market, the Supervisory Board shall include at least two members meeting the criteria of independence set out in the current set of corporate governance rules in force on the regulated market in the Republic of Poland, adopted by GPW [the Warsaw Stock Exchange]. Failure to meet the above requirements or the loss by a member of the Supervisory Board of a status of an independent member during the term of office shall not terminate their mandate and shall not affect the ability of the Supervisory Board to exercise the powers provided for in the Code of Commercial Companies and the Articles of Association.
10. A member of the Supervisory Board shall confirm to the other members of the Supervisory Board that they meet the criteria of independence. An independent member of the Supervisory Board shall provide the Management Board with information on any circumstances that cause them to lose the criterion of independence.
11. A member of the Supervisory Board shall inform the other members of the Supervisory Board of a conflict of interests that has arisen or may arise, and shall refrain from taking part in the discussion and voting on the adoption of a resolution in respect of the matter in which the conflict of interests arose."

is replaced by:

#### **"§ 19 Organization of the Supervisory Board**

1. Members of the Supervisory Board may take part in adopting resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. However, written votes may not be cast in respect of matters added to the agenda during the Supervisory Board meeting.

2. Resolutions of the Supervisory Board may also be adopted in writing or using means of direct remote communication, including electronic ones (email), a resolution adopted in this way shall be valid if all members of the Supervisory Board have been notified of the contents of the draft resolution.
3. The Supervisory Board shall take decisions in the form of resolutions if at least half of its members are present at the meeting and all its members were invited. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes. In the event of a tied vote, the Chairman of the Supervisory Board shall have the casting vote.
4. The Supervisory Board shall be convened as needed and at least three times in a financial year.
5. Remuneration of the members of the Supervisory Board may be determined by way of a resolution of the General Meeting.
6. The Supervisory Board shall act pursuant to the terms of reference adopted by the General Meeting, specifying the organization and manner of performing actions by the Supervisory Board.
7. The Supervisory Board may appoint commissions or committees. both permanent ones and those to deal with specific issues, provided that the scope of a commission's or committee's work shall fall within the powers of the Supervisory Board.
8. Along with their consent to be appointed to the Supervisory Board, the candidate shall submit a written declaration on meeting the criteria required from the members of the Supervisory Board by the applicable law and regulations of the market on which the shares of the Company are listed. If required due to the organization of the work of the Supervisory Board, a member of the Supervisory Board shall submit a declaration to the other members of the Supervisory Board that they meet the criteria required by law necessary to perform specific functions on the Supervisory Board, including their membership of the audit committee. A member of the Supervisory Board shall immediately notify the Management Board and other members of the Supervisory Board of any circumstances that cause those criteria to be no longer complied with.
9. A member of the Supervisory Board shall inform the other members of the Supervisory Board of a conflict of interests that has arisen or may arise, and shall refrain from taking part in the discussion and voting on the adoption of a resolution in respect of the matter in which the conflict of interests arose."

§ 20 of the Articles of Association, reading as follows:

**“§ 20 Composition and term of office**

1. The Management Board shall be composed of 1 to 5 members appointed for a joint three-year term of office. Each member of the Management Board may be reappointed for the next term of office.
2. Management Board members shall be appointed and removed by the Supervisory Board.
3. If a member of the Management Board is not able to perform their duties, the Supervisory Board may delegate a member of the Supervisory Board to temporarily perform the duties of such member of the Management Board.
4. The mandate of a member of the Management Board shall expire no later than on the date of holding the General Meeting approving the financial statements for the last full financial year in which the member served on the Management Board. The mandate of a member of the Management Board shall also expire upon death, resignation, or removal of the person concerned from the Management Board.”

is replaced by:

**“§ 20 Composition and term of office**

1. The Management Board shall be composed of 1 to 5 members appointed for a joint, three-year term, calculated in calendar years, from the day on which the appointment becomes effective. Each member of the Management Board may be reappointed for the next term of office.
2. Management Board members shall be appointed and removed by the Supervisory Board.
3. If a member of the Management Board is not able to perform their duties, the Supervisory Board may delegate a member of the Supervisory Board to temporarily perform the duties of such member of the Management Board.
4. The mandate of a member of the Management Board shall expire no later than on the date of the General Meeting which approves the financial statements for the last full financial year within the particular term of office. The mandate of a member of the Management Board shall also expire upon death, resignation, or removal of the person concerned from the Management Board.”

§ 21 of the Articles of Association, reading as follows:

### **“§ 21 Powers of the Management Board**

1. The powers of the Management Board shall include all matters not reserved for the General Meeting or the Supervisory Board.
2. The Management Board shall conduct current operations of the Company, manage its assets and represent it before third parties.
3. The Management Board shall be authorized to pay interim dividend to shareholders pursuant to Article 349 of the Commercial Companies Code. The payment of an interim dividend shall require the consent of the Company’s Supervisory Board.
4. Meetings of the Management Board shall be held at a place designated by the Management Board or using means of direct remote communication. The right to convene the meeting shall be vested in each member of the Management Board. Each member of the Management Board must receive written notification at least 3 (three) days before the meeting. In urgent cases, the President of the Management Board may order a different method and a shorter period of notification of the members of the Management Board of the date of the meeting or order the meeting outside the registered office of the Company.
5. Resolutions of the Management Board may be adopted if all its members have been duly notified of the date and place of the meeting.
6. The Management Board shall adopt resolutions by an absolute majority of votes cast. In the event of a tied vote, the President of the Management Board shall have the casting vote.
7. Detailed rules for the organization and operation of the Management Board may be specified in the Terms of Reference of the Management Board, adopted by the Management Board and approved by the Supervisory Board.”

is replaced by:

### **“§ 21 Powers of the Management Board**

1. The powers of the Management Board shall include all matters not reserved for the General Meeting or the Supervisory Board.
2. The Management Board shall conduct current operations of the Company, manage its assets and represent it before third parties.



3. The Management Board shall be authorized to pay interim dividend to shareholders pursuant to Article 349 of the Commercial Companies Code. The payment of an interim dividend shall require the consent of the Company's Supervisory Board.
4. Except for any matters directly reserved for the General Meeting or the Supervisory Board by law or the Articles of Association, the Management Board shall take decisions regarding implementation and execution of incentive programmes or remuneration systems based on shares or other financial instruments issued by the Company to the management, employees or partners of the Company and its subsidiaries.
5. Meetings of the Management Board shall be held at a place designated by the Management Board or using means of direct remote communication. The right to convene the meeting shall be vested in each member of the Management Board. Each member of the Management Board must receive a written notice of a meeting well in advance, but in any case not later than 2 (two) calendar days. In urgent cases and in special circumstances, the President of the Management Board may order a different method and a shorter period of notifying members of the Management Board of the date of the meeting.
6. Resolutions of the Management Board may be adopted if all its members have been duly notified of the date and place of the meeting.
7. The Management Board shall adopt resolutions by an absolute majority of votes cast. In the event of a tied vote, the President of the Management Board shall have the casting vote.
8. Detailed rules for the organization and operation of the Management Board may be specified in the Terms of Reference of the Management Board, adopted by the Management Board and approved by the Supervisory Board."

§ 22 of the Articles of Association, reading as follows:

**"§ 22 Company representation**

1. In the case of a one-person Management Board, the Company shall be represented by the only member of the Management Board. Where the Management Board consists of more than one person, the Company shall be represented by each member of the Management Board independently

2. Where an authorized agent (*prokurent*) is appointed for the Company, this shall require the consent of all the Management Board members. Any member of the Management Board may remove the authorized agent.”

is replaced by:

**“§ 22 Company representation**

The Company is represented by each member of the Management Board independently.”

§ 23 of the Articles of Association, reading as follows:

**“§ 23 Company’s capitals**

1. The Company shall create the following capitals:

- 1) share capital;
- 2) supplementary capital.

2. Moreover, the General Meeting may decide on creating reserve capital and other special funds, and determine how they should be used.”

is replaced by:

**“§ 23 Company’s capitals**

1. The Company shall create the following capitals:

- 1) share capital
- 2) supplementary capital.

2. The General Meeting may decide on creating a reserve capital and other special funds, and determine how they should be used.”