

REGULATIONS OF THE SUPERVISORY BOARD OF LARQ S.A. BASED IN WARSAW

Adopted by the resolution of the Supervisory Board No. 08/10/17 of 18 October 2017

I. GENERAL PROVISIONS

§1.

These Regulations define the detailed rules and procedure for convening and conducting work by the Supervisory Board of LARQ S.A..

§2.

The terms used herein shall mean:

- 1) Best Practice for WSE Listed Companies – Best Practice for WSE Listed Companies in 2016 adopted by resolution of the Stock Exchange in Warsaw No. 26/1413/2015 of 13 October 2015,
- 2) Audit Committee – the Audit Committee of the Company,
- 3) CCC – the Act of 15 September 2000 Commercial Companies Code (i.e. Official Journal Dz. U. of 2016 item 1578, as amended),
- 4) The Supervisory Board, the Board – the Supervisory Board of the Company,
- 5) Regulations – these regulations,
- 6) Company – LARQ S.A. headquartered in Warsaw,
- 7) Subsidiary – within the meaning of §3 para. 2 item 2) of the Articles of Association,
- 8) Statute – the Company's Articles of Association,
- 9) General Meeting – the General Meeting of the Company,
- 10) Board of Directors – the Board of the Company,
- 11) Act on experts – the Act of 11 May 2017 On auditors, audit firms and public supervision (Official Journal Dz. U. of 2017 item 1089)

§3.

1. The Supervisory Board shall operate in accordance with applicable law, in particular the Commercial Companies Code, the resolutions of the Articles of Association, the Regulations and the Code of Best Practice for WSE Listed Companies and based on a resolution of the General Meeting.

2. The competences of the Supervisory Board are defined by the regulations of the CCC and the resolutions of the Articles of Association.
3. The procedure for appointment of the Supervisory Board, as well as its composition and mandate shall be defined by the relevant provisions of the Statute.

II. RIGHTS AND OBLIGATIONS OF MEMBERS OF THE SUPERVISORY BOARD

§4.

1. Subject to §21 para. 1, members of the Supervisory Board may exercise their rights and duties in person only.
2. Members of the Supervisory Board shall keep secret information obtained in connection with the exercise of the rights and obligations of the Supervisory Board, in particular, they shall not disclose or use such information in a manner contrary to the law and not share it with others, if it is not necessary for the proper fulfilment of the position of Supervisory Board member.
3. The Supervisory Board shall take appropriate actions without undue delay to receive reliable and accurate information about significant issues concerning the Company and its Subsidiaries and the risk related to the business and the manners of managing such risks.
4. A Member of the Supervisory Board should act in the interest of the Company and independent decisions and judgments, and in particular:
 - a) refuse to accept unreasonable benefits which could have a negative impact on the independence of opinions and judgments,
 - b) clearly express their opposition and dissenting opinion in the case of the recognition that a decision of the Supervisory Board is in conflict with the interests of the Company,
 - c) or opt out of performing a specific function in the Board, where it could negatively affect the ability of the Supervisory Board to act, including the adoption of resolutions.
5. Members of the Supervisory Board should have an explicit duty of care required in the course of a professional career, taking into account the nature of the activities undertaken and complying with applicable law, the Statute and resolutions

of the General Meetings, as well as respecting the principles of corporate governance, in particular of Best Practice for WSE Listed Companies.

6. A Member of the Supervisory Board should have appropriate expertise and experience and should be able to devote the time necessary to perform their duties and shall take appropriate measures to ensure that the Supervisory Board receives information on significant matters concerning – the Company and to the extent defined by the Statute – the Subsidiaries.

7. A Member of the Supervisory Board should not resign from their function during a term of office if it could hinder the operation of the Supervisory Board and, in particular, if it could hinder the timely adoption of an important resolution.

8. A Member of the Supervisory Board is obliged to inform the Supervisory Board directly or through the Chair or Deputy Chair of a conflict of interest or the possibility of its occurrence, and must not participate in the discussion and voting on the resolution in a case in which, in relation to their person, a conflict of interest occurs or may occur. Violation of the aforementioned restrictions will not invalidate resolutions of the Supervisory Board. In case of doubt as to the existence of a conflict of interest, the matter shall be resolved by the Supervisory Board in a resolution. A conflict of interest may arise in particular when:

- a) a member of the Board may obtain advantage or avoid a loss as a result of loss or failure to obtain benefits by the Company;
- b) the financial interest of a member of the Board remains divergent from the interests of the financial standing of the Company;
- c) a Board member carries out the same business activities as those conducted by the Company;
- d) the Board member receives from another entity, which is or may be a contractor of the Company, material benefit in connection with the service provided to such other entity;
- e) the member of the Board personally engages in business activities or other activities outside the Company in a way that prevents them from taking the necessary amount of time to perform their duties to the Company.

9. A Member of the Supervisory Board is required to provide the Management Board with information on any relationship with a shareholder who holds shares representing at least 5% of the total number of votes at the General Meeting. This

obligation concerns financial, family or other relationships which may affect the position of the member of the Supervisory Board on issues decided by the Supervisory Board.

10. In case of an entity by any amount of at least 5% of the total number of votes at the General Meeting, the Management Board shall inform the members of the Supervisory Board in writing at the next meeting of the Supervisory Board. In such a situation, the Supervisory Board members are obliged to submit written binding information no later than 7 days from the date of the meeting at which the Board received the information.

11. In the event of changes in the relationships referred to in para. 9 above the member of the Supervisory Board is obliged to provide details not later than 7 days from the change in relationships.

12. The information referred to in para. 9 above may be made available to third parties at the Company's headquarters, at their written request, addressed to the Management Board.

§5.

1. The responsibilities of the Supervisory Board in the area of exercising constant supervision over the activities of the Company and to the extent defined by the Statute of the activities of Subsidiaries may be implemented in particular through:

- a) examination of the documents of the Company or its Subsidiaries;
- b) obtaining from the Board and the employees and associates of the Company and Subsidiaries regular reports and explanations, as well as information about key processes and key decisions planned in the near future.

2. The Supervisory Board shall referred take the actions given in para. 1 in such a way as to secure access to information on all important matters concerning the activities of the Company and Subsidiaries, including information on the risks associated with their activities and methods of risk management. In this regard, the Management Board is obliged to inform the Supervisory Board about important matters concerning the Company and its Subsidiaries.

3. As long as the Company has the status of a public company, the Supervisory Board is required to review and present opinions on issues subject to resolutions of the General Meeting.

§6.

1. The Supervisory Board shall prepare a report of the Supervisory Board for a given fiscal year, containing:

a) an assessment of compliance with the ledgers and documents and the actual state of the Company's financial statements, the Board's Report on the Company's activities and the proposal (recommendations) to the General Meeting for their approval or rejection;

b) assessment of the Management Board's proposal for distribution of profit or coverage of loss; the Supervisory Board may request a positive opinion of the Board on this matter or submit its own proposal for distribution of profit or covering of loss;

c) proposal to discharge the members of the Board for the performance of their duties;

d) report on the activities of the Supervisory Board for the fiscal year, including at least information on:

- the term of office of the Board,
- the composition of the Board, their functions and changes in the composition of the Board
- in the course of the financial year,
- the members of the Supervisory Board's meeting of the criteria for independence
- indicated in principle II.Z.4 of the Best Practices of WSE Listed Companies,
- appointed commissions and committees,
- number of meetings of the Board held and its committees and the number of resolutions adopted
- the adoption by the Board of the relevant resolutions of the Company,
- issues which the Board dealt with in the fiscal year,
- the Board's decisions concerning the selection of auditors,
- comments on cooperation with the Board,
- the self-assessment of the Supervisory Board,
- other issues relevant from the point of view of the Supervisory Board;

e) assessment of the Company's situation, including the evaluation of internal control systems, risk management, compliance and internal audit functions; this

includes assessment of all the relevant control mechanisms, especially regarding financial reporting and business operations of the Company;

f) an assessment of the manner of completing the Company's disclosure obligations relating to the application of corporate governance principles laid down in the Rules of the Stock Exchange in Warsaw and the rules on current and periodic information published by issuers of securities;

g) assessment of the reasonableness of the Company's policy on charitable work, sponsorship or other information on the lack of such a policy.

2. In order to assess the Company's financial statements and the Board's Report on the Company's activities, the Supervisory Board may invite the auditor who drafted the opinions of the audit and report to the meeting to discuss the results of the investigations submitted in the opinion and the auditor's report.

3. The report should be made available to all shareholders early enough to be able to read it prior to the Annual General Meeting, but not later than 15 days before the date of the Annual General Meeting.

§7.

1. The Supervisory Board shall appoint the auditor on the basis of a prepared recommendation by the Audit Committee.

2. If the decision of the Supervisory Board as to the selection of the auditor departs from the recommendation of the Audit Committee, referred to in para. 1 above, the Supervisory Board it is obliged to justify the reasons for failure to comply with the recommendations and forward such justification to the General Meeting.

§8.

1. The Supervisory Board has the right to consult advisors employed by the Company or providing services to the Company.

2. If the performance of the members of the Supervisory Board of the supervisory powers of inspection requires special knowledge, skills or specialist activities, the Supervisory Board may request the Board to commission selected entities to develop its use for evaluation or opinion.

§9.

Members of the Supervisory Board shall participate in the General Meeting in a representation enabling them to provide substantive answers to questions asked during the general meeting.

III. FORMS AND MEANS OF ACTION OF THE SUPERVISORY BOARD

§ 10.

1. The Supervisory Board performs its duties and powers collectively, unless:
 - a) the Supervisory Board adopts a resolution on the temporary posting of a Supervisory Board member to independently perform specific supervisory activities or preparation of materials necessary to take a position on a particular issue. In this case, the principle of performing supervisory duties by delegated members of the Supervisory Board is determined by the Supervisory Board,
 - b) in the selection by voting of separate by members of the Supervisory Board, a given group delegated their chosen member of the Supervisory Board to individually permanently perform supervisory activities.

Members of the Supervisory Board delegated to perform supervisory duties are bound by a prohibition on competition. The results of the individual supervisory activities in accordance with para. 1 point a) shall be provided to the Supervisory Board by the member of the Supervisory Board in writing. The Member of the Supervisory Board delegated by a group of shareholders to permanently exercise supervision should submit detailed reports to the Supervisory Board on his activity.

2. The Supervisory Board may delegate its members for a period not longer than three months to temporarily perform the duties of members of the Board who have been dismissed, resigned, been suspended or cannot perform their duties for other reasons. Members of such are bound by a non-competition clause.

§11.

1. The Supervisory Board acts in the Supervisory Board meetings, as well as by team or individual actions of individual members of the Supervisory Board, taken in accordance with the law.
2. The Supervisory Board may produce task committees by resolution to perform specific inspection tasks or permanent committees performing certain functions from among its members. Committee meetings shall be held as necessary. Committees operate in accordance with the provisions set out herein, in particular as regards the appointment of resolutions and the powers of the Chair. The Supervisory Board may designate the modus operandi of the committee in the rules of the committee, or in a resolution of the Supervisory Board which appoints it.

3. As long as the Company's shares are traded on the regulated market operated by the Warsaw Stock Exchange in Warsaw S.A. the Company shall have a permanent Audit Committee. Subject to the conditions specified in the Act

on Auditors, the function of the Audit Committee can also be performed by the Supervisory Board, insofar as the General Assembly has entrusted it with this function or a relevant provision of the Statute.

4. The Audit Committee shall comprise at least three members. Most of the members of the Audit Committee, including its chair, shall meet the independence criteria set out in the Act on Auditors. At least one member of the Audit Committee has the knowledge

and skills in accounting or investigating audits. Furthermore, at least one member of the Audit Committee shall have the knowledge and skills in the industry in which the Company operates or individual members in specific areas have the knowledge and skills in said industry.

5. The Chair of the Audit Committee is appointed by the Supervisory Board.

6. The tasks of the Audit Committee include:

- a) monitoring the financial reporting process;
- b) monitoring the effectiveness of internal control and risk management systems and internal audits, including financial reporting;
- c) monitoring the performance of financial auditing, in particular carrying out investigations by the audit firm;
- d) controlling and monitoring the independence of the auditor and the audit firm and in particular when services other than investigation are provided to the Company by an audit firm;
- e) inform the supervisory board of the Company about the results of the investigation and explain how this study contributed to the reliability of financial reporting in the Company, and also what the role of the audit committee in the investigation process was;
- f) evaluating the independence of the auditor and giving consent to the provision by him of permitted non-audit services to the Company;
- g) development of a policy for appointing an audit firm to conduct the investigation;

- h) development of a policy on the provision by the audit firm conducting the investigation, through entities related to the audit firm and a member of the network of the auditing company of permitted non-audit services;
- i) determining the procedures for the selection of an audit firm by the Company;
- j) presenting the Supervisory Board with a recommendation regarding the appointment of an audit firm as developed by the Audit Committee policies referred to in points g) and h) above;
- k) submission of recommendations aimed at ensuring the reliability of financial reporting in the Company.

7. The Audit Committee may, without being obliged to the Supervisory Board in this regard, request information, clarification and transfer of documents necessary to perform the tasks referred to in para. 6 herein.

8. The Audit Committee may require discussion by the key auditor with the Audit Committee, the Management Board, the Supervisory Board on key issues arising from the audit that were mentioned in the report by an additional auditor or audit firm.

§12.

1. Each member of the Supervisory Board shall have the following documents of the Company:

- a) the Articles of Association of the Company;
- b) a full certified copy of the National Court Register entry of the Company;
- c) the Regulations of the Supervisory Board;
- d) the Regulations of the Board;
- e) the Regulations of the General Meeting;
- f) The annual financial plan (budget) approved by the Supervisory Board;
- g) the Company's financial statement, together with the opinions of the auditor for the last fiscal year.

2. These documents are issued by the Management Board to Board members at the first meeting of the new term of office and are updated during the term of office, if their contents change, or new materials are prepared.

IV. MODE OF THE SUPERVISORY BOARD

1. Convening meetings

§13

1. The Supervisory Board meeting shall be convened by the Chair of the Supervisory Board or in the event of inability to convene the meeting by the Chair – the Deputy Chair, on his own initiative or at the request of a member of the Supervisory Board or the Management Board. The Supervisory Board meeting should be convened within two weeks of receiving the application containing the proposed agenda.
2. The meeting of the Supervisory Board may be ordinary or extraordinary.
3. Ordinary meetings shall be held at least four times a year (once a quarter). The responsibility for convening regular meetings of the Supervisory Board rests with the Chair of the Supervisory Board.
4. Extraordinary meetings may be convened at any time.
5. The Supervisory Board meeting may be held without being formally convened if all members agree to it later than the date of the meeting and confirm it in writing or sign the attendance list. A resolution on a subject not included in the agenda may be taken only in the case in which the meeting is attended by all the members of the Supervisory Board, and all agreed to take such a resolution.
6. The place of the meetings of the Supervisory Board is the Company's headquarters, unless all members of the Supervisory Board express in writing under pain of nullity permission to hold the meeting in another city. Consent may concern only the meeting whose place, date and start time have been precisely defined in the wording of the statement.

§14.

1. For the validity of resolutions undertaken by the Supervisory Board it is necessary to properly convene the meeting by written notification addressed by the Chair of the Supervisory Board to all members of the Supervisory Board a week in advance. The notification may be sent by registered mail, fax or e-mail to the contact addresses provided by members of the Supervisory Board. This does not exclude the possibility of personal receipt of the notification at the Company's headquarters or direct delivery of the notification – both with acknowledgment of receipt. Members

of the Supervisory Board are obliged to notify the Board and the Company of any change of address for correspondence, failing which the notice delivered to the address indicated previously is effective.

2. The Chair or in his absence the Deputy Chair, in justified cases, may authorize the provision of invitations to the meeting of the Supervisory Board within a shorter period, not, however, less than three days before date of the meeting.

3. The notification referred to in para. 1 above shall include the date, time and place of the meeting and the agenda, as well as information on at whose request the meeting was convened.

4. The Supervisory Board meeting may be held without being formally convened if all members agree to it at the latest on the date of the meeting and confirm it in writing or sign the attendance list.

5. Individual issues are placed on the agenda at the request of:

- 1) the Management Board; or
- 2) a Supervisory Board member.

6. The request for the change, including the supplement to the Board's agenda, made after the submission of an application to convene a meeting of the Board, should be submitted to the Chair of the Board in time for the change of the agenda within the period referred to in §14 para. 1 hereof. The application should contain the proposed agenda and draft resolutions if the proposed agenda provides for their adoption.

7. In the case of transmission of the proposal to supplement the Board's agenda within a period other than that stated in para. 6, a proposal to supplement the agenda will be voted on by the Chair of the Council at the Council's meeting.

2. Working materials

§15.

1. Working materials for individual agenda items are prepared by the Board. The Chair of the Supervisory Board may instruct the individual members of the Supervisory Board to prepare or develop specific materials for the meeting of the Supervisory Board, if it is related to the agenda of the Supervisory Board or an accepted division of responsibilities.

2. Working materials annexed to individual items on the agenda should be delivered to the members of the Supervisory Board no later than three working days before the meeting. The Chair of the Supervisory Board may specify another deadline.

3. All materials each working should be communicated to all members of the Supervisory Board at the same time.

3. The proceedings

§16.

1. The proceedings shall be conducted by the Chair of the Supervisory Board, and in his absence the Deputy Chair, and in his absence, another member of the Supervisory Board indicated by the Chair in writing. In the case of conducting the meeting by a person other than the Chair of the Supervisory Board referred to in the preceding sentence, the person shall take on the rights and duties of the Chair of the Supervisory Board in the conduct of this meeting.

2. The Chair of the Supervisory Board shall have the competences of leading the deliberations the Board meeting, in particular:

- a) the organisation of services for the meetings of the Board, including providing legal services
for Board meetings,
- b) management of opening and closing of the meeting and breaks in the proceedings,
- c) management of signing the attendance list,
- d) determining that the Board is authorised to adopt binding resolutions,
- e) presentation of the agenda together with any supplements,
- f) formulation of draft resolutions, unless they have been formulated by the
the person subjecting them to a vote,
- g) giving voice to those participating in the meeting,
- h) ensuring correct and efficient course of the meeting,
- i) ordering voting and confirming the results.
- j) accepting proposals from Board members as to the subject of the next
meeting.

3. The Management Board shall participate in meetings of the Supervisory Board or its part, as long as it has been invited to the meeting or part thereof by the Chair of the Supervisory Board. The Board shall participate in the meeting in an advisory capacity, provide all necessary explanations and answers to questions and, at the request of the Chair, present evidence relating to individual items on the agenda. The Management Board is represented at meetings of the Supervisory Board by the President or other members of the Board or Directors of the Company or delegated by the President of the Board.

4. The meetings of the Board may also be participated in by workers and co-workers of the Company competent in the matters under discussion and other persons invited by the Chair of the Supervisory Board on his own initiative or at the request of any of the other members of the Supervisory Board or the Management Board. The request of a member of the Supervisory Board in this case is binding for the Chair of the Supervisory Board.

§17.

1. Subject to para. 2 below the agenda of the Supervisory Board should not be changed, or supplemented during the meeting to which it relates.

2. The agenda of meetings of the Supervisory Board cannot be changed, and resolutions not covered by the agenda may be taken only in cases in which the meeting is attended by all the members of the Supervisory Board, and all agreed to modify the agenda and adopt such a resolution.

§ 18.

1. Meetings of the Board shall be recorded.

2. The Clerk is designated by the leader of the Supervisory Board meeting. In the event that the Supervisory Board appointed the Secretary of the Board and he is present at the meeting – the Secretary can act as clerk.

3. The minutes should indicate:

- a) the successive number of the minutes,
- b) the date and place of the meeting,
- c) defining the mode of the meeting,
- d) a list of those present,
- e) the agenda,
- f) the resolutions adopted and their content,

g) the manner of conducting the voting and the number of votes cast for each resolution,

h) dissenting opinions submitted to the minutes.

4. A concise list of significant events of the sitting of the Supervisory Board should also be minuted, including changes in the implementation of the agenda, proposals submitted by individual members of the Supervisory Board – and – each time on demand – important statements and comments made by members of the Supervisory Board.

5. The draft minutes of the last meeting are approved by vote and signed at the end of a given meeting, or circulated to the members of the Supervisory Board after its elaboration at the latest within 7 days from the closing of the meeting.

6. The minutes of the previous meeting of the Supervisory Board – if they were not adopted and signed at the meeting – are accepted at the next meeting by voting and signed by all present at the previous meeting of the Supervisory Board, unless the Chair otherwise directs adoption of the minutes. In the absence of a member of the Supervisory Board at the meeting at which the minutes of the last meeting at which the Supervisory Board member was present are signed, he is obliged to sign the minutes at the Company's headquarters as soon as possible.

7. Each member of the Council has the right to request a supplement to the minutes. In the case of rejection of a submission to supplement the minutes by the Supervisory Board, the member signing the minutes has the right to make a written statement on the matter.

8. The minutes should include the list of presence of members of the Supervisory Board with their own signatures submitted at the meeting of the Supervisory Board.

9. An integral part of the minutes are working materials relating to items on the agenda.

10. Minutes should be collected in the book of minutes.

11. Minutes of the meetings are held at the headquarters of the Company.

12. All of these above-mentioned rules apply *mutatis mutandis* to the minutes prepared from taking a resolution in writing or by means of direct remote communication.

13. On the day of the meeting, the members of the Supervisory Board sign the resolutions adopted.

4. Adoption of resolutions

§ 19.

For the validity of the resolutions of the Supervisory Board, in addition to the requirement of notification of the convening of the Supervisory Board of all its members, the presence of at least half of the Board members is required.

§ 20.

1. A resolution by the Company's Supervisory Board requires an absolute majority of votes to pass. In case of equality of votes, the Supervisory Board Chair's vote shall be decisive.

2. Voting at the meeting of the Supervisory Board shall be open. A secret vote shall be ordered by the Chair of the Supervisory Board in matters of appointment and dismissal of members of the Board, suspending the rights of members of the Board to perform the functions of a member of the Board, in personal matters, as well as at the request of at least one of the members present at the meeting of the Supervisory Board.

§21.

1. Supervisory Board members may participate in adopting resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Casting a vote in writing may not concern matters placed on the agenda at the meeting of the Supervisory Board and matters that require a secret ballot. In this case, a written authorisation covering the content of the resolution, the vote and signature of the voter are required.

2. The Supervisory Board may pass resolutions without a meeting:

- a) in writing,
- b) using means of direct remote communication (e.g. telephone, teleconferencing, video conferencing, instant messaging or e-mail).

Adoption of a resolution in one of the above modes shall be ordered by the Chair of the Board on his own initiative, and in his absence the Deputy Chair, at the request of the Board or at the request of a member of the Supervisory Board.

3. If the adoption of resolutions of the Supervisory Board takes place in writing or using means of direct remote communication it cannot include the adoption of resolutions on matters of appointment, dismissal and suspension of the members of the Board as well as the dismissal and appointment of the Chair and Deputy Chair of the Supervisory Board or matters that require a secret ballot.

4. Prior to the vote using one of the procedures referred to in para. 2 above, the Chair of the decree referred to in para. 2 above shall define the period within which the votes should be cast, and in the case of a vote in the manner referred to in subparagraph b) of para. 2 above – the direct remote communication means to be used for the vote. A member of the Board who has received a draft resolution adopted without holding a meeting (in writing or using means of direct remote communication), but within the deadline set by the Chair of the Supervisory Board: (i) has not sent back the signed draft resolution stating the terms of his vote, or (ii) has not communicated to the Chair of the Supervisory Board during a call, teleconferencing or video conferencing the content of his vote, or (iii) has not responded to a message sent by e-mail or through a communicator – is considered as to be not taking part in the vote.

5. If the Supervisory Board meeting is held in writing or using means of direct remote communication, voting is considered complete and the resolution considered as adopted on the expiry date specified for casting votes or when the votes have been cast by all members of the Supervisory Board participating in the vote, whichever comes first.

6. The adoption of a resolution of the Supervisory Board in writing shall occur when all the members of the Board have been notified of the contents of the draft resolution, and the votes have reached the Chairman of the Board within the prescribed period in such a manner as to identify the voter – in accordance with the provisions of the next paragraph.

7. The adoption of resolutions in writing shall be either by sending out a draft resolution to all members of the Board (by mail, by courier, fax, e-mail) or sequential transmission of the same draft resolution among all members of the Council (by circulation). The Supervisory Board members shall vote on the draft resolution, marking that they vote "for", "against" or "abstain" and shall indicate their signature there, and then within a specified period refer the drafts to the Company or deliver

them to the Chair of the Supervisory Board in a different way. With the adoption of the resolution a protocol shall be drawn up with a note that the adoption of the resolution took place in writing. The Protocol and the attached resolution(s) on which votes were given by the members of the Supervisory Board are included in the book of minutes.

§ 22.

1. The adoption of resolutions by the Supervisory Board via telephone, teleconference or videoconference takes place in such a way that:

- a) the draft resolution drawn up in writing shall be read to all members of the Supervisory Board;
- b) each member of the Supervisory Board, after reading the draft resolution shall declare the vote "for" of the proposed resolution, or "against" or "abstain";
- c) after counting the votes a protocol shall be drawn up with a note that voting took place by telephone, teleconference or videoconference. The protocol shall be included in the book of minutes. If a resolution so adopted has been drawn up with an audio recording, it shall be attached to the minutes.

2. Adopting resolutions using e-mail and instant messaging shall be conducted in such a way that:

- a) each member of the Supervisory Board shall receive a draft resolution with information about the closing time of the vote;
- b) Board members in return (in response to an e-mail or a message) shall vote on the resolution, referring to the subject of the resolution the vote concerns and entering in the message information as to whether the vote is "for" the proposed resolution, or "against", or "abstain from voting";
- c) after counting the votes, a protocol shall be drawn up with the adoption of the resolution and a note that voting took place using e-mail or instant messaging. The protocol along with printouts of statements from members of the Board regarding their vote are included in the book of minutes.

3. The provisions of the Regulations relating to the adoption of resolutions using means of direct remote communication shall apply mutatis mutandis to that part of the meeting of the Supervisory Board which – with the consent of all Supervisory Board members personally present at the meeting – it has been decided to stop for the day and finish up by means of remote direct communication.

5. Archiving documents

§ 23.

Documentation on the work of the Supervisory Board should be kept at the registered office of the Company in the legal department or office of the Board and be under the constant supervision of an employee designated for that purpose. The Company is responsible for archiving documents related to the work of the Supervisory Board, and in particular documenting the proceedings of the meetings, outside the headquarters of the Company.

§ 24.

1. The archive of documents related to the work of the Supervisory Board should include at least the following:

- a) written requests to convene a meeting of the Supervisory Board, addressed to the Chair through the Secretariat of the Company,
- b) notification about the meeting together with the evidence of proper convening the meeting (confirmation of sending registered mail, sending of a fax confirmation, printout of e-mail)
- c) in the case of a meeting without notification – the written agreement of all the members of the Supervisory Board,
- d) the approved minutes of the meeting of the Supervisory Board with a set of working materials.

2. At the request of a member of the Supervisory Board or the Board, the Chair may prepare certified copies of documents of Supervisory Board documents.

V. INFORMATION PROVIDED BY MEMBERS OF THE SUPERVISORY BOARD. INDEPENDENT MEMBERS OF THE SUPERVISORY BOARD

§25.

1. Immediately after the voting, a member of the Supervisory Board is obliged to provide the Company with information about his person, including: CV, contact addresses (mailing address, phone number, including cell phone number, fax number and e-mail address for correspondence), and submit a written statement of:

- 1) the absence of legal obstacles, including those resulting from Art. 18 and Art. 387 of the CCC, which would prevent the exercise of the function of Supervisory Board member;
- 2) fulfilment of the conditions referred to in Art. 76 para. 1-3 of the Act on Experts;
- 3) not perform activities outside the Company that are competitive to it and does not participate in any competing company as a partner

16

of a civil partnership or as a member of the body of a company and not to participate in any other competitive legal person as a member of its governing body;

- 4) the absence of an entry in the Register of Insolvent Debtors maintained pursuant to the Act of 20 August 1997 on the National Court Register (Official Journal Dz. U. of 2017, item 700, as amended.).

2. The information specified in para. 1 above should be immediately updated by the member of the Supervisory Board in the event of a change of the facts.

3. A member of the Supervisory Board is also required to submit the declaration referred to in para. 1 above at each request of the Management Board.

§ 26.

1. As long as the Company's shares are traded on the regulated market operated by the Stock Exchange in Warsaw, at least two members of the Supervisory Board should meet the criteria of independence from the Company and entities with significant connections with the Company set out in the Code of Best Practice for WSE Listed Companies ("Independence Criteria").

2. Together with a declaration of consent to the appointment of a member of the Supervisory Board, a candidate for an independent member of the Supervisory Board shall submit to the Company a written declaration of compliance with the Independence Criteria.

3. An independent member of the Supervisory Board should meet the Independence Criteria for the duration of the term. If, during the term of office, a member of the Supervisory Board no longer fulfils the Independence Criteria, he shall notify the Chair of the Supervisory Board and the Management Board immediately in writing, not later than three (3) days after the event resulting in discontinuation of meeting these criteria or the adoption of such information.

4. The loss of the attribute of independence by a member of the Supervisory Board, and the lack of appointment of an independent member of the Supervisory Board, shall not invalidate the resolutions adopted by the Supervisory Board. The loss of independence by an independent Supervisory Board member in the performance of his functions as a Supervisory Board member shall not affect the validity or expiry of his mandate.

VII. FINAL PROVISIONS

§27.

1. The operating expenses of the Supervisory Board shall be borne by the Company.
2. Members of the Supervisory Board may receive remuneration for performing their duties.
3. The amount of remuneration for Supervisory Board members shall be determined by a resolution of the General Meeting. This remuneration should be related to the scope of tasks and responsibilities resulting from the function.
4. The Supervisory Board shall make use of office space, equipment and materials of the Company.
5. Administrative and technical support for the Supervisory Board shall be provided by the Company.

§28.

1. Any letters and statements addressed to the Supervisory Board should be sent to the addresses of the members of the Supervisory Board indicated to the Company.
2. In cases not covered by these Regulations the relevant provisions of law, in particular the Commercial Companies Code and the Articles of Association shall apply.
3. In the event of non-compliance of the provisions of these Regulations with the provisions of law or the Articles of Association, respectively the laws or regulations of the Articles of Association shall prevail.
4. The invalidity or ineffectiveness of a provision of the Regulations shall not cause invalidity or ineffectiveness of its other provisions.

5. The Regulations and each change shall enter into force on the date of adoption by the Supervisory Board.