

**RULES OF THE SUPERVISORY BOARD**  
**MANGATA HOLDING S.A.**  
**(consolidated text)**

**Chapter I**

**General provisions**

**§ 1**

1. These rules, adopted in accordance with § 13 sec. 11 of the Articles of Association of the Company, shall determine organization, method of action and good practices of the Supervisory Board of MANGATA HOLDING S.A. (the Board it shall mean the Supervisory Board of the Company).
2. The Supervisory Board shall operate based on regulations of the Commercial Companies Code, the Articles of Association of the Company, resolution of the General Meeting of Shareholders and other applicable legal regulations.

**Chapter II**

**Composition and internal organization of the Board.**

**§ 2**

1. The Board shall consists of at least five members including Chairman and his Deputy, appointed and dismissed by the General Meeting of Shareholders. The Board is appointed for a joint, five-year term.
2. The Board shall select Chairman, Deputy Chairman and Secretary from among its Members.
3. Election of the Chairman, Deputy Chairman and Secretary should take place on the first meeting of each new term. The choice shall be made in such a way that each of the members of the Board shall indicate in writing its candidate for the Chairman, Deputy Chairman and Secretary of the Board. Member of the Board may also indicate himself/herself as a candidate to perform any of these functions. Then in relation to members who have been identified as candidates for Chairman, Deputy Chairman and Secretary of the Board by the largest number of members, the Board shall adopt a resolution concerning the choice of the Chairman, Deputy Chairman and Secretary. In case that at least two members of the Board have been identified as candidates for Chairman, Duty Chairman or Secretary of the same, the largest number of people, the Board votes on each of the candidates until the person will be chosen for the position.
4. The Chairman, after consultation with the Deputy Chairman can entrust specific tasks to individual members of the Board.
5. Chairman, Deputy Chairman and Secretary may be dismissed of their functions at any time, as well as at any time may submit resignation of the function in the Board. In this case, it is necessary to choose a new Chairman, Deputy Chairman or Secretary according to sec. 3.
6. The Board may waive the procedure set out in sec. 3, if all members of the Board present at its first meeting agree as to the person of Chairman, Deputy Chairman and Secretary.

**§ 3**

1. Duties of Chairman shall include:
  - a) management of Board operations;
  - b) convening Board meetings;
  - c) presentation of the agenda and draft resolution of the Board to Board Members;
  - d) represent the Board at the General Meeting of Shareholders.
2. Duties of Deputy Chairman shall include:
  - a) replacement of Chairman in case of absence of the latter;
  - b) execution of tasks ordered by Chairman.
3. Duties of Secretary of the Board shall include:
  - a) maintenance of Supervisory Board documentation;
  - b) performance of other action related to organization of Board meetings ordered by Chairman of the Board.

**Chapter III**

**Rights and obligations of Supervisory Board Members.**

**§ 4**

1. A Board Member shall have the right and obligation to attend meetings and participate in operation of the Board.
2. Board Members shall exercise their rights and obligations in person subject to § 10 sec. 1.
3. Information obtained by the members of the Board in the exercise of their rights and responsibilities, they are obliged to keep secret both in the course of the mandate of a member of the Board, as well as after its termination.
4. Notwithstanding the obligation set out in sec. 3 above, members of the Board are obliged to comply with the obligation not to use the confidential information referred to in art. 156 of the Act on financial instruments trading from 29.07.2005 (Dz. U. [Jurnal of Laws] from 2010 No. 211, item 1384 with later changes) and other obligations imposed on the members by applicable law, owing to the Company's status as a public company and issuer of securities within the meaning of Art. 4 point 6 of the Act from 29.07.2005 on Public Offering and conditions for introducing financial instruments to organized trading and public companies (Jurnal of Laws from 2009, No. 185 item 1539 with later changes).
5. Board Members shall receive remuneration for attending Board Meetings, granted by a resolution of the General Meetings of Shareholders.

**§ 5**

1. Supervisory Board Members shall participate in the General Meeting of Shareholders to, within limits of their duties and within the scope necessary to resolve matters discussed at the General Meetings of Shareholders, provide explanations and information of the Company to attendants of the Meeting of Shareholders.

2. Board Member shall mainly take into consideration the interest of the Company and is obligated to remain loyal to the Company.
3. If there is a conflict of interest of the Company and interest of a Board Member, his/her spouse, relatives and kinsmen up to the second degree and persons with whom he/she is related, this Board Member shall notify other Board Members about the same, refrain from speaking in discussion and voting over resolution in the matter in which there occurs the conflict of interest.
4. The information about personal, actual and organizational relations of a Board Member with a specific shareholder, in particular a majority shareholder, shall be available to the general public.
5. The Board Member shall enable the Management Board to transfer information about a sale or purchase of Company shares, if such an obligation arises from the law.

#### **Chapter IV**

#### **Board meetings**

##### **§ 6**

1. Board meetings shall be held when necessary, but at least four times a year (once a quarter).
2. Board meetings shall be convened by Chairman or Deputy Chairman on its own initiative or on a written motion of the Management Board or a Board member. The person requesting a Board meeting to be held shall specify the suggested agenda. The meeting of the Board shall be convened not later than within two weeks from the date the Chairman or Deputy Chairman received the motion.
3. The first meeting of the new term shall be convened by the Chairman of the previous term, or President of the Board.

##### **§ 7**

1. Board meetings shall be convened by notification by regular mail (registered letter) or e-mail, sent at last 14 days before the date of the meeting at the same time with a phone notification with a date and a place of a Board meeting. The notice should specify: the date, place and agenda of the meeting. Not later than seven days before the meeting to notification shall be enclose materials prepared for the Board meeting, if it was prepared.
2. The Board may hold a meeting despite the lack of formal convocation referred to sec. 1, when all members are present and no one objects to the meeting, or a member of the Board being notified of the meeting shall state, that he / she agrees to attend the meeting despite his or her absence.

##### **§ 8**

Each member of the Board and a member of the Management Board may request the President of the Board to include a particular matter in the agenda of the next Board meeting. Application requires a written form.

##### **§9**

Management Board Members and other people invited by Chairman may participate in Board Meetings.

### **§ 10**

1. Board Members may participate in adopting of resolution of the Board, by casting their votes in writing through another Board Member, whereby a vote cast in writing shall not relate to issues introduced to the agenda throughout the Board meeting.
2. Vote in writing (see sec. 1 above) it is done in such a way: a member of the Board voting this way indicates in writing the resolution, its subject and the manner of voting, ie whether it votes "in favor", "against" or "abstains" and indicates the member of the Board by which he gives his vote. A member of the Board who is the proxy in voting in writing by another member of the Board is required to provide a written note to the Chairman when voting on the resolution, and the note is then attached to the minutes of the Board's meeting.
3. If a written note includes an indication of how to vote only in respect of certain resolutions being deliberated by the Board, it is assumed that, with respect to the other resolutions being discussed, a Member of the Board abstains.
4. The Board may adopt resolutions in writing or using audiovisual technology (e.g. conference calls). In this case, it shall be assumed that the place where the meeting is held and minutes are drawn up shall be the place where Chairman or Deputy Chairman is if the meeting is held under his/her chair.
5. Resolutions taken in the mode referred to sec. 2 and 3 are valid when all members of the Board have been notified of the content of the draft resolution.
6. Resolutions adopted in line with sec. 1, 2, 3, 4, 5 shall not concern appointment of Chairman and Deputy Chairman, appointment of a Management Board Member, and dismissal and suspension of action of those people.

### **§ 11**

1. Resolutions of the Board shall be adopted by the absolute majority of votes cast in the presence of at least half of the Board, and if all Board Members have been notified about the meeting.
2. In case of an equal number of votes, the Chairman shall have the casting vote.
3. A member of the Board who voted against a resolution may request a separate report.
4. In matters not included in the agenda, the Board may not pass a resolution unless all members of the Supervisory Board are present at the meeting, and no one objects to a resolution not included in the agenda.
5. The Board may express its opinion on its own initiative or at the request of a member of the Management Board or General Meeting of Shareholders in all material matters of the Company and submit proposals and initiatives to the Management Board.

### **§ 12**

1. Votes at a Board meeting shall be open.
2. Secret voting shall be ordered in the following cases: appointing and dismissing the Chairman, Deputy Chairman or Secretary of the Board, and in any other case at the request of at least one member of the Supervisory Board present at the meeting.

## **Chapter V**

### **Protocols**

#### **§ 13**

1. Protocols shall be drawn up of Board meetings.
2. Protocols shall be drawn up by Secretary of the Board or a person appointed by Chairman.

#### **§ 14**

1. Protocol shall include the following:
  - a) date and place of the meeting,
  - b) names of attending Board Members (first name and surname),
  - c) names of invited people to Board meeting (first name and surname),
  - d) the agenda,
  - e) texts of resolution with method of voting and number of votes cast for individual resolutions
  - f) different opinions of Board Members.
2. Protocols shall be signed by all Board Members attending the meeting. In case of holding a meeting of the Supervisory Board in the manner specified in § 10 sec. 4 minutes are signed by all members of the Board who attended the meeting, at the latest at the nearest meeting in the manner specified in § 7.
3. The original of the protocol is made up of the book of minutes, which is kept by the Supervisory Board in the Company.
4. All members of the Supervisory Board, if they so wish, shall receive copies of the minutes and their attachments and the Management Board shall receive copies of the resolutions adopted.

## **Chapter VI**

### **Tasks and competences of the Supervisory Board**

#### **§ 15**

1. The Supervisory Board shall continuously supervise operations of the Company in all areas of its operations.
2. Regardless of the matters specified in the Code of Commercial Companies, the competences of the Supervisory Board include:
  - a) evaluation of the Management Board's report of Company operations and the financial statement for the preceding financial year in respect of their conformity with account books and documents, and with the actual condition, in case where the Company owns subsidiaries, evaluation of consolidated financial statements and report on the activities of the capital group;
  - b) the assessment of the Board of the Company on the distribution of profit or covering of loss;
  - c) submit an annual written report on the results of the assessment referred to in paragraph a) and b)above;

- d) suspension of the important reasons for individual or all members of the Management Board, the Supervisory Board for a period not exceeding three months, to temporarily perform the duties of members of the Board who have been dismissed, resigned or was otherwise unable to perform their duties;
- e) approving the regulations of the Board,
- f) approving the joining partnerships, as well as taking up and purchasing shares of companies, including the establishment of new companies;
- g) approving the sale or encumbrance of shares (or fractional part) or shares in other companies
- h) authorisation of the Management Board to open branch offices of the Company,
- i) determination of Board Members remuneration,
- j) the appointment of an auditor authorized to audit the financial statements of the Company and the consolidated financial statements of where the company has subsidiarie,
- k) approve the purchase or sale or load limited property right of ownership or perpetual usufruct or share in the ownership or perpetual usufruct, as well as agree to the transfer of ownership of property by a third party as collateral,
- l) approve the execution by the Company of the Underwriting Agreement or firm referred to in Art. 433 § 3 of the Code of Commercial Companies,
- m) approval of the annual budget,
- n) sale, rent, pledge, mortgage or other encumbrance or disposal of property in one or several connected transactions of the book value exceeding 10% of the net value of tangible fixed assets in the balance sheet of the Company;
- o) incurring a credit, loan, purchase or sale of debt securities, incurring another debt, and expending amounts in one or several connected transactions, and also incurring any off- balance liability, exceeding the one-off Mount os PLN 500 000.00 (five hundred thousand) and the amount of PLN 100 000.00 (one milion) throughout one year, except for expenses listed in the approved annual budget or borne in the regular course of Company operation;
- p) consent to the acquisition of debt securities or spending a lump sum amount in excess of PLN 500,000 (five hundred thousand) or PLN 1,000,000 (one million) per year (if assume a liability occurs within several related transactions), except the expenses listed in the approved annual budget or incurred in the ordinary course of business of the Company;
- r) granting a loan, issue of debt securities or granting another fund, and also providing sureties or performance bonds by a third party, exceeding the one-off amount of PLN 500 000.00 (five hundred thousand) and the amount of PLN 1 000 000.00 (one million) throughout one year, except for the so-called trade credits and other claims in the regular course of Company operation, and loans and other claims provided for in the approved annual budget of the Company

## § 16

1. In order to carry out its duties, the Supervisory Board is empowered to:
  - a) demanding explanations from the Management and employees of the Company and presentation of all documents and other materials concerning the Company,
  - b) examining all Company documents, including in particular the Company's books and financial documents and their comparison with the actual situation,
  - c) making a review of the Company's assets.
2. The Supervisory Board may draw up a report from the audit work carried out. The report should indicate at least the scope of the audit work performed and the results of the audit. The report shall be made accessible to the Management Board at his request.
3. Notwithstanding the powers set out in paragraph 1 above, the Supervisory Board is entitled to:

- a) convening an Ordinary General Meeting if the Management Board does not convene it within the time limit set forth in the Articles of Association and the Extraordinary General Meeting if it deems appropriate,
  - b) representing the Company in contracts concluded by the Company with members of its Management Board and disputes between the Company and members of its Management Board,
  - c) submitting proposals to the General Meeting on all matters falling within the scope of its activities,
  - d) suspend, for important reasons, in the activities of individual or all members of the board and delegate the members of the Supervisory Board - for a period of no more than three months - to temporarily perform the duties of members of the Management Board who have been dismissed, resigned or otherwise unable to perform their duties.
4. In the case referred to in paragraph. 3 (b) above, authorized to sign the contract on behalf of the Company, is authorized by the Supervisory Board member of the Board.

**§ 17**

1. The Supervisory Board performs its duties collectively. However, it may delegate its members to carry out specific supervisory tasks independently.

**Chapter VII**

**Final provisions**

**§ 18**

1. Immediately after accepting the position of a Board Member, however, not later than at the first Board meeting, each Board Member shall provide Chairman with his/her personal data, including PESEL (Polish Citizen Identification Number), and, in case of foreigner, a passport number, domicile, service address, e-mail address and relevant telephone numbers.
2. Board Member shall immediately notify to Chairman and the Company about Any changes of the data referred to in sec. 1. In the event of a change of address data, including e-mail address and the non-performance by a member of the obligation referred to in the first sentence, any correspondence sent to the last member of the Board indicated by the address is considered to be effectively delivered.

**§ 19**

Administrative and technical service of the Board shall be provided by the Management Board Office.

**§ 20**

The amendment of these Regulations may take place only in the manner provided for its adoption.

**§ 21**

1. The Rules shall be effective upon adoption.
2. The Rules were adopted by Resolution No. 1 of Supervisory Board MANGATA HOLDING S.A. 19.12.2016.