

**RULES OF PROCEDURE FOR THE  
MANAGEMENT BOARD OF SECO/WARWICK  
SPÓŁKA AKCYJNA OF ŚWIEBODZIN**

## **Section 1. Composition of the Management Board**

1. The Management Board shall consist of two to five members appointed and removed from office by the Supervisory Board.
2. The Management Board shall be appointed for a three-year term of office.
3. The Management Board shall comprise the President of the Management Board, a Vice-President and members.
4. When appointing the members of the Management Board, the Supervisory Board shall decide who will be appointed to the positions of the President and Vice-President of the Management Board.
5. The mandate of a Management Board member shall expire on the date of the General Meeting approving the report on the Management Board's operations, the statement of financial position and the statement of comprehensive income for the last full financial year in which the member held the office.
6. Members of the Management Board may be re-appointed for another term of office.
7. The Management Board may appoint one or more commercial proxies.

## **Section 2. The Company's affairs and the Management Board's powers and responsibilities**

1. The Management Board has all powers to manage the Company's affairs other than those which fall within the exclusive scope of competence of the other governing bodies of the Company.
2. The Management Board shall convene the Company's General Meetings. If the Company's Management Board is notified that a General Meeting has been convened pursuant to Art. 399.1.2–4 of the Commercial Companies Code or on the basis of an authorisation given by the registry court pursuant to Art. 400.3 of the Commercial Companies Code, the Company's Management Board shall immediately perform the actions it is required to take in connection with organising and conducting a General Meeting.
3. The Management Board shall define the overall organisational structure of the Company and the principles of its operation, as well as the division of powers and responsibilities in the Management Board. For this purpose it may issue rules of procedure and other internal regulations.
4. The Company's Management Board shall be in charge of implementing and maintaining effective systems of internal control, risk management and compliance, as well as the internal audit function. If appointed by the Management Board, the persons responsible for risk management, internal audit and compliance functions shall report directly to the President of the Management Board, but may submit reports directly to the Company's Supervisory Board or the Audit Committee.
5. At least once a year, the person responsible for the internal audit function (if such function is designated within the Company) and the Management Board shall present to the Supervisory Board their own evaluation of the effectiveness of internal control, risk management and compliance systems, as well as the internal audit function, together with an appropriate report.
6. Not later than within 30 days of a shareholder's request for information on the Company, the Management Board shall provide the shareholder with relevant information or notify the shareholder of refusal to provide such information if the Management Board decides not to disclose the information pursuant to Art. 428.2 or Art. 428.3 of the Commercial Companies Code.

7. If the Company wishes to conclude a significant agreement with a shareholder holding at least 5% of total vote at the Company's General Meeting or with the Company's related party, where such agreement is not a standard transaction performed on arm's length terms executed in the course of the Company's business with members of the Company's Group, the Management Board shall seek approval of such transaction from the Supervisory Board.
8. Every member of the Management Board may, without a prior resolution of the Management Board, manage any affairs of the Company falling within the scope of its day-to-day management, except where, before the matter is settled, at least one member objects to it.
9. Each Management Board member may individually incur a liability or dispose of a right for an amount of up to PLN 200,000.00 (two hundred thousand).
10. Incurring a liability or disposal of a right in excess of PLN 200,000.00 (two hundred thousand) requires two Management Board members acting jointly or a Management Board member acting jointly with an independent commercial proxy or one Management Board member acting jointly with a joint commercial proxy.
11. Any issues which fall beyond the scope of the day-to-day management of the Company's affairs require a resolution of the Management Board.

### **Section 3. Powers and responsibilities of the President of the Management Board**

1. The President of the Management Board shall manage the work of the Management Board and represent the Management Board before the Supervisory Board and the General Meeting.
2. The President of the Management Board shall manage the Company's day-to-day affairs.
3. The powers and responsibilities of the President of the Management Board shall include in particular:
  - a. convening Management Board meetings, chairing the meetings and supervising the execution of the resolutions adopted by the Management Board,
  - b. observing the Company's Articles of Association.
4. When the President of the Management Board is unable to perform their function, they shall be replaced by the Vice-President of the Management Board or a Management Board member designated by the President of the Management Board. The President of the Management Board may cede a part or all of their responsibilities under these Rules onto the Vice-President of the Management Board.

### **Section 4. Powers and responsibilities of members of the Management Board**

1. Pursuant to a resolution of the Company's Management Board, Management Board members also perform management duties as Directors and as such supervise the Company's organisational units to which they have been assigned by virtue of the resolution.
2. The President of the Management Board may introduce a division of powers and responsibilities different from the one set out in these Rules by way of a relevant decision. However, this power does not apply to matters regulated by applicable laws, the Company's Articles of Association or resolutions of the Management Board, the Supervisory Board or the General Meeting.
3. Management Board members shall thoroughly analyse any actions and decisions taken. Management Board members

shall perform their duties with due professional care and using their best knowledge and experience.

4. Members of the Management Board should remain fully loyal to the Company and should refrain from any action which could lead solely to their private financial gain. If a member of the Management Board receives information on the possibility of investment or any other profitable transaction concerning the Company's business, such member should promptly present the information to the Management Board so that it can be considered in terms of its possible use by the Company. The use of such information by the member of the Management Board or its conveying to a third party may only take place with the Management Board's consent and only if it does not infringe upon the Company's interests.
5. Members of the Management Board should notify the Supervisory Board of any conflicts of interest which have arisen or may arise in connection with their service on the Management Board.

#### **Section 5. Management of the Company's affairs. Conflict of interest**

1. All Management Board members have the right and obligation to collectively manage the Company's affairs.
2. Without the Supervisory Board's consent, members of the Management Board may not conduct any activities competing with the Company's business, be partners in any competing partnership under civil law or another type of partnership, or members of a governing body of a company or any other legal entity engaged in activities competing with the Company's business. The same shall apply to participation in a competing company if a member of the Management Board holds at least 3% of such company's shares or is entitled to appoint at least one member of its management board.
3. Each Management Board member shall immediately notify the Supervisory Board of any actual or potential conflict of interest that has arisen or may arise in connection with their service as a Management Board member.
4. In the event of a potential conflict between the interests of the Company and the personal interests of a Management Board member or their spouse or relative by blood or marriage up to the second degree, or any person to whom the Management Board member is personally related (*conflict of interest*), such Management Board member should refrain from participation in deciding on a given matter and request that the fact be recorded in the minutes, as well as notify the Management Board of such conflict of interest. Having considered the position of the Management Board member, the Supervisory Board may adopt a resolution ruling out the potential conflict of interest in a given matter.
5. Serving on the Company's Management Board shall be the main professional activity of its members. Any additional professional activities of Management Board members may not adversely affect their functions at the Company. Members of the Management Board shall not be members of governing bodies of other entities where serving on such governing bodies could prevent them from proper performance of their duties at the Company.
6. To serve on management and supervisory boards of companies outside of the Company's Group, members of the Management Board must obtain consent of the Company's Supervisory Board.

#### **Section 6. Management Board meetings**

1. Management Board meetings shall be convened by the President of the Management Board on their own initiative or at the written request of any Management Board member.
2. A Management Board meeting convened by the President of the Management Board on their own initiative shall require a notice of at least 24 hours.

3. A meeting convened at the request of a Management Board member should be held not later than within:
  - a) three days of such request being submitted to the President of the Management Board if the invitation is delivered to a Management Board member in person against confirmation of receipt or by electronic mail to the electronic mail address specified by the Management Board member,
  - b) seven days of such request being submitted to the President of the Management Board if the invitation is sent by registered mail to the address specified by the Management Board member as their address for correspondence in Poland, at least six days before the day of the meeting.
4. All Management Board members shall be invited to Management Board meetings.
5. The President of the Management Board shall determine the agenda of Management Board meetings. At the written request of a Management Board member submitted to the President of the Management Board before invitations are sent, the agenda shall be modified to include the matters specified in such request. The Management Board may, by way of a unanimous resolution, modify the agenda to include matters submitted in a late request or submitted during the meeting provided that all Management Board members are present.
6. Management Board members shall have the right and obligation to attend Management Board meetings. If a Management Board member is unable to attend a Management Board meeting, they should notify the remaining members in writing.
7. The Management Board members shall participate in the Management Board meetings in person.
8. If a Management Board member is not in the meeting's venue, they may participate in the meeting using means of remote communication.
9. Persons invited by the President of the Management Board and, subject to the President of the Management Board's approval, persons invited by Management Board members may also participate in Management Board meetings.
10. Only Management Board members shall have the right to vote at Management Board meetings.
11. When chairing Management Board meetings, the President of the Management Board or the person acting on their behalf shall in particular have the following responsibilities:
  - c) chairing the meeting,
  - d) ensuring that the meeting proceeds in a smooth and proper manner,
  - e) ordering votes and confirming vote results.
12. During a meeting, the Management Board may adopt a resolution to modify the agenda by changing the sequence of items to be discussed. Matters not included in the daily agenda shall be considered by the Management Board as part of the fixed item of the agenda entitled 'Miscellaneous'.
13. The language of the Management Board meetings shall be Polish or English.

### **Section 7. Management Board resolutions**

1. Management Board resolutions shall only be adopted at Management Board meetings, subject to items Section 7.2 and 7.3 and Section 6.8.
2. In exceptional circumstances and in view of the Company's reasonable interests, Management Board resolutions may be adopted by circulation or in writing.
3. The President of the Management Board may order a resolution to be adopted by electronic mail. In this case, the President of the Management Board shall send the other Management Board members a draft resolution and a request to

take a position by electronic mail. Management Board members shall take a position within a deadline specified by the President of the Management Board.

4. Management Board meetings shall only be capable of adopting resolutions if convened in accordance with these Rules.
5. The Management Board's resolutions shall be adopted by an absolute majority of votes. The result of the vote shall be included in the text of the resolution.
6. Apart from being recorded in the minutes of the Management Board meeting, the resolutions adopted at the meeting shall be assigned numbers and entered in the book of the Management Board resolutions.
7. A Management Board member who disagrees with a resolution adopted, decision taken or minutes written down or believes the Management Board's decision to be against the Company's interests may submit a reasoned dissenting opinion, which shall be included in the minutes.

#### **Section 8. Minutes of Management Board meetings**

1. Each meeting of the Management Board shall be recorded in the minutes.
2. The minutes shall be prepared by the person designated by the President of the Management Board.
3. The minutes shall be signed by the Management Board members who participated in the meeting.
4. The minutes shall include in particular:
  - a) confirmation that the meeting has been duly convened and is capable of adopting resolutions,
  - b) the agenda,
  - c) the motions put to the vote,
  - d) vote results,
  - e) the text of the adopted resolutions,
  - f) the opinion of a Management Board member if they request that it be included in the minutes,
  - g) the opinion of another Management Board member if a different member requests that it be included in the minutes,
  - h) the legal opinions expressed during the meeting and relating to its procedure,
  - i) the reference to documents presented at the meeting if so requested by a Management Board member, unless the documents are attached to the minutes.
5. The following shall be attached to the minutes:
  - a) the attendance list,
  - b) documents presented at the meeting requested to be attached to the minutes by a Management Board member.
6. The originals of the minutes and attachments thereto shall be kept at the Management Board office.

#### **Section 9. The Company's documents**

1. All books, registers, minutes of meetings of the Company's governing bodies, and other documents of the Management Board shall be kept at the Management Board office in the custody of a person designated by the President of the Management Board. However, this shall not apply to those of the Company's documents which, pursuant to Management Board resolutions, may be entrusted to the custody of the Company's other employees.
2. If not regulated separately, Management Board documents shall be maintained as determined by the President of the Management Board.

3. All Management Board documents shall be available to Supervisory Board members, Shareholders and authorised inspection authorities, and to other persons – in the manner and scope specified in the Management Board's resolutions.

#### **Section 10. Final provisions**

1. The Rules of Procedure for the Management Board must be adopted by a unanimous decision of all Management Board members.
2. These Rules of Procedure shall enter into force on the date of their approval by the Company's Supervisory Board.