



Statutes of Korporacja Ubezpieczeń Kredytów Eksportowych joint-stock company

Consolidated text determined by the General Meeting of KUKE JSC. on 05.04.2023 (registered in the KRS on 19.06.2023).

Chapter I

General Provisions

§ 1.

1. The Company shall operate under the business name Korporacja Ubezpieczeń Kredytów Eksportowych joint-stock company.
2. The Company may use the abbreviation KUKE JSC.
3. Pursuant to Article 2(2) of the Act of 4 July 2019 on the System of Development Institutions (Journal of Laws, item 1572, as amended), the Company may use the name "Grupa Polskiego Funduszu Rozwoju" (Polish Development Fund Group), the abbreviation "PFR Group" and an identifying mark shared with other development institutions, indicated next to the Company's business name.

§ 2.

1. The Company's registered office shall be the capital city of Warsaw.
2. The duration of the Company shall be indefinite.

§ 3.

The Company was founded by:

- 1) Minister of Finance, acting on behalf of the State Treasury,
- 2) Minister for Foreign Economic Cooperation, acting on behalf of the State Treasury,
- 3) National Bank of Poland with its registered office in Warsaw,
- 4) Bank Handlowy w Warszawie S.A. with its registered office in Warsaw,
- 5) Bank Rozwoju Eksportu S.A. with its registered office in Warsaw,
- 6) Bank Turystyki S.A. with its registered office in Warsaw,
- 7) Towarzystwo Ubezpieczeń i Reasekuracji "Warta" S.A. with its registered office in Warsaw,
- 8) The Polish Foreign Trade Association "Varimex" with its registered office in Warsaw,
- 9) "Polimex-Cekop" Spółka z o.o. with its registered office in Warsaw,
- 10) "Metalexport" Spółka z o.o. with its registered office in Warsaw.

§ 4.

1. The primary objective of the Company shall be to create conditions conducive to the promotion of Polish exports on credit terms and to strengthen the position of exporters and their goods and services in the domestic and international markets.
2. The object of the Company shall be:
 - 1) conducting insurance activity with regard to credit insurance, insurance guarantees and insurance of financial risks - in insurance groups 14-16, in accordance with the Annex to the Act of 11 September 2015 on Insurance and Reinsurance Activity,

- 2) conducting business in the field of export insurance, entrusted to the Company under the terms and conditions of the Act of 7 July 1994 on Export Insurance Guaranteed by the State Treasury, in the form of direct insurance, indirect insurance (reinsurance) and granting insurance guarantees,
 - 3) organisation and pursuit of active and passive reinsurance,
 - 4) provision of services to entrepreneurs related to insurance activities, consisting of research, analysis, and risk assessment,
 - 5) provision of insurance-related services to entrepreneurs aimed at asserting their financial claims against domestic and foreign counterparties.
3. The Company is part of the System of Development Institutions referred to in Article 2(1) of the Act of 4 July 2019 on the System of Development Institutions (Journal of Laws, item 1572, as amended).
4. When developing its strategic plans, financial plans, operational plans or other similar documents, the Company takes into account the provisions of the strategy of the Polish Development Fund Group adopted in accordance with the provisions of the Act of 4 July 2019 on the System of Development Institutions (Journal of Laws, item 1572, as amended) .

§ 5.

1. The Company shall operate in the territory of the Republic of Poland and abroad.
2. The Company may establish branches and representative offices in the territory of the Republic of Poland or abroad.
3. The Company may form or participate in other domestic or foreign companies or entities and may merge with other companies or split into two or more capital companies.
4. The Company may establish or co-operate with domestic, foreign, or international business organisations (institutions) or local governments.

Chapter II

Share Capital of the Company

§ 6.

1. The Company's share capital shall amount to PLN 135,938,900 (one hundred and thirty-five million nine hundred and thirty-eight thousand nine hundred zlotys) and is divided into 1,359,389 (one million three hundred and fifty-nine thousand three hundred and eighty-nine) shares with a nominal value of PLN 100 (one hundred zlotys) each.
2. Prior to the registration of the Company, the amount of PLN 3,000,000 (three million zlotys) was paid by the Founders of the Company to cover the share capital.
3. The Company's shares are registered and are subscribed for in cash only.
4. Each share in the Company carries the right to one vote at the General Meeting.
5. The Company's shares shall not have the document form.
6. The Company's shares are subject to registration in the shareholder register maintained by an entity authorised to keep securities accounts pursuant the Act on Trading in Financial Instruments of 29 July 2005.
7. The shareholder register shall be public for the Company and each shareholder.

8. The keeper of the shareholder register shall make an entry in the shareholder register, at the request of the Company or a person with a legal interest in making the entry, promptly but not later than within one week of receipt of the request.

§ 7.

The Company's shares may be redeemed with the shareholder's consent by way of their purchase by the Company (voluntary redemption).

§ 8.

1. If the Company's shares are disposed of, the shareholders shall have the right of pre-emption with regard to them.
2. A shareholder intending to dispose of shares shall notify the Company's Management Board of this in writing, indicating the series and number of shares offered for disposal and the party interested in the shares.
3. Within seven days of receipt of the notification, the Management Board shall notify the other shareholders of the above in writing.
4. Within 14 days of receiving the notification from the Management Board, the shareholders who intend to exercise their pre-emptive right shall notify the Management Board thereof in writing.
5. If several shareholders have notified the Management Board of their wish to exercise their pre-emptive rights, the shares shall be allocated in proportion to the number of shares held by them.
6. Once the shares have been allotted, the Management Board shall immediately notify the disposers thereof in writing, indicating the shareholders interested in the shares and the series and numbers of shares in respect of which the pre-emptive right is to be exercised.
7. If the pre-emptive right is exercised, the consideration for the disposal of the shares shall be calculated according to the Company's balance sheet as at the last day of the month preceding the month in which the disposal takes place.
8. If, within the period referred to in section 4, none of the shareholders expresses an intention to exercise the pre-emptive right, the disposal of the shares shall require the consent of the Management Board, which shall be given in writing under pain of nullity.
9. If the pre-emptive right is not exercised by the existing shareholders, the disposal of the shares may be carried out for the benefit of financial institutions, within the meaning of the Commercial Companies Code.
10. The Management Board shall grant its consent to the disposal of shares after consulting the Supervisory Board.
11. If consent is refused, the Management Board shall, within one month of the expiry of the deadline for notification of the intention to exercise the right of priority, indicate another entity.
12. After the ineffective lapse of the period referred to in section 11 or, if the entity indicated by the Company fails to pay the consideration within 14 (fourteen) days of its determination, the shares may be disposed of without restriction.
13. Any disposal of shares made in breach of the provisions of sections 1 to 12 shall be ineffective towards the Company.
14. The transfer of shares shall take place upon making an entry in the register of shareholders indicating the transferee of the shares.

15. In relation to the Company, only a person who is entered in the register of shareholders shall be deemed to be a shareholder.

§ 9.

1. An increase in the share capital shall require an amendment to the Statutes and takes place through the issue of new shares or an increase in the nominal value of existing shares.
2. Shareholders shall have a pre-emptive right to take up new shares in proportion to the number of shares held (right of pre-emption).

§ 10.

The share capital shall be reduced by way of an amendment to the Statutes, by reducing the nominal value of the shares, a merger of shares or by redemption of a number of shares.

Chapter III

Governing Bodies of the Company

§ 11.

The Company's governing bodies shall be:

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

General Meeting

§ 12

1. The General Meeting shall be convened by the Management Board. An Ordinary General Meeting shall be convened once per financial year, no later than in June.
2. The Supervisory Board shall have the right to convene an Ordinary General Meeting if the Management Board fails to convene it by the date specified in section 1.
3. The Supervisory Board shall have the right to convene an Extraordinary General Meeting if it deems it advisable to do so.
- 3 a. Shareholders representing at least half of the share capital or at least half of the total number of votes in the Company may convene an Extraordinary General Meeting. The shareholders shall appoint the Chairperson of this Meeting.
4. A shareholder or shareholders representing at least one-twentieth of the share capital may request the convening of an Extraordinary General Meeting, as well as the inclusion of specific items on the agenda of that Meeting or the nearest General Meeting convened by way of an announcement.
5. The General Meeting shall be convened by an announcement made at least three weeks before the date of the General Meeting or by registered mail or letters or sent by courier service, against written

acknowledgement of receipt, sent at least two weeks before the date of the General Meeting. The day on which the registered mail is sent or letters are posted shall be deemed to be the day of the announcement. Instead of registered mail or a letter sent by courier, the notice may be sent to the shareholder by e-mail if the shareholder has given his/her prior written consent, specifying the address to which the notice is to be sent.

6. The General Meeting shall be opened by a representative of the State Treasury, Chairperson of the Supervisory Board or Deputy Chairperson of the Board, and in their absence, by the President of the Management Board or a person designated by the Management Board.

§ 13.

1. The following matters shall require a resolution of the General Meeting:
 - 1) consideration and approval of the Management Board's report on the Company's operations and the financial statements for the previous financial year and ratification of the actions taken by the members of the Company's governing bodies in the performance of their duties,
 - 2) consideration and approval of the consolidated financial statements of the capital group for the previous financial year and the Management Board's report on the capital group's operations for the previous financial year,
 - 3) distribution of profit or coverage of loss,
 - 4) consideration and approval of the report of the Supervisory Board for the previous financial year on the results of the evaluation of the reports referred to in clauses 1 and 2 and the proposals of the Management Board concerning the distribution of profit or coverage of loss, prepared in accordance with the requirements of Article 382 § 3¹ of the Commercial Companies Code,
 - 5) consideration and approval of the Supervisory Board's report on its activities in the previous financial year,
 - 6) decisions concerning claims for compensation for damage caused during the formation of the Company or in the exercise of management or supervision,
 - 7) sale and lease of the enterprise or an organised part thereof and the creation of a limited right in rem thereon,
 - 8) issue of bond,
 - 9) acquisition of own shares in the event of acquisition of shares to be offered for acquisition to employees or persons who have been employed by the Company or its affiliated company for at least three years,
 - 10) amendment to the Company's Statutes,
 - 11) increase and reduction of the share capital,
 - 12) redemption of shares,
 - 13) divesting the existing shareholders of the pre-emptive rights to shares in part or in whole,
 - 14) appointment and dismissal of members of the Management Board,
 - 15) appointment and dismissal of members of the Supervisory Board,
 - 16) use of spare and reserve capital,
 - 17) determination of the maximum total cost of remuneration of all Supervisory Board advisors that the Company may incur during the financial year .
2. The competencies of the General Meeting shall also include the adoption of resolutions regarding the following matters:

- 1) determination of the rules of shaping the remuneration of members of the Management Board and Supervisory Board,
 - 2) determining the amount of monthly remuneration of the Supervisory Board members,
 - 3) matters put forward by a shareholder or his/her proxy or the Supervisory Board to the General Meeting for consideration,
 - 4) matters defined by law.
3. The following shall require the consent of the General Meeting:
- 1) disposal of fixed assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible and legal assets, tangible fixed assets or long-term investments, including contribution to a company or cooperative, if the market value of these assets exceeds 5% of the total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as handing over these assets for use by another entity for a period longer than 180 days in the calendar year, on the basis of a legal transaction, if the market value of the subject of the legal transaction exceeds 5% of the total assets, however, handing over for use in the case of:
 - a) ease, tenancy, and other agreements for handing over an asset for paid use to other entities – the market value of the object of legal transactions shall be understood as the value of performances for:
 - one year - if the asset was handed over based on agreements concluded for an indefinite period,
 - for the entire term of the agreement in the event of fixed-term agreements,
 - b) loan agreements and other gratuitous agreements for handing over an asset for use by other entities - the market value of the object of legal transactions shall be understood as the equivalent of the performances that would have been received in the event of concluding a lease or tenancy agreement, for:
 - one year - if the asset is handed over based on an agreement concluded for an indefinite period,
 - for the entire term of the agreement in the event of fixed-term agreements;
 - 2) acquisition of fixed assets within the meaning of the Accounting Act of 29 September 1994, with a value exceeding:
 - a) PLN 100,000,000 (one hundred million zlotys), or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statements;
 - 3) subscription for or acquisition of shares in another company with a value exceeding:
 - a) PLN 100,000,000 (one hundred million zloty) or
 - b) 10% of the total assets within the meaning of the Accounting Act of 29 September 1994, as determined on the basis of the last approved financial statements;
 - 4) disposal of shares in another company with a market value in excess of:
 - a) PLN 100,000,000 (one hundred million zloty) or
 - b) 10% of the total assets within the meaning of the Accounting Act of 29 September 1994, as determined on the basis of the last approved financial statements.

Supervisory Board

§ 14.

1. The Supervisory Board shall consist of at least three but not more than eight members, including the Chairperson and the Deputy Chairperson of the Supervisory Board.
2. Members of the Supervisory Board shall be appointed and dismissed by the General Meeting for a joint term of 3 years. The term of office is counted in full financial years. Re-appointment of the same person as a member of the Supervisory Board shall be permitted, but not earlier than one year before the expiry of the current term of office.
3. Members of the Supervisory Board shall meet the requirements set out in mandatory legal provisions, in particular the Act of 16 December 2016 on the Rules of State Property Management.
4. Should a Member of the Supervisory Board fail to fulfil requirements as set forth in section 3 above, the governing body responsible for his/her dismissal shall immediately take steps to dismiss him/her.
5. A member of the Supervisory Board shall, in the performance of his or her duties, exercise the diligence required by the professional nature of his or her activities and maintain loyalty to the Company. A member of the Supervisory Board may not disclose the Company's secrets, even after the expiry of his or her mandate.
6. The Supervisory Board shall elect from among its members the Chairperson and the Deputy Chairperson.
7. The Supervisory Board shall elect the Secretary who does not have to be a member.
8. The mandate of a member of the Supervisory Board appointed before the expiry of a given term of office of the Supervisory Board shall expire at the same time as the mandate of the remaining members of the Supervisory Board.
9. The mandate of a member of the Supervisory Board shall expire at the latest on the date of the General Meeting of Shareholders approving the financial statements for the last full financial year in which the member served on the Supervisory Board.
10. The mandate of a member of the Supervisory Board shall also expire as a result of death, resignation, or dismissal.

§ 15.

The Supervisory Board shall adopt the By-Laws of the Supervisory Board determining its organisation and the manner in which it carries out its activities.

§ 16.

1. Subject to paragraph 6, a Meeting of the Supervisory Board shall be convened by the Chairperson of the Board or, in his/her absence, by the Deputy Chairperson by invitations sent at least seven days before the date of the Meeting, which shall indicate the date, time and place of the Meeting and the proposed agenda, as well as the means of direct remote communication to be used during the Meeting. In urgent matters, the Chairperson may shorten the time limit to three days.
2. The Management Board or a Member of the Supervisory Board may request that a Meeting of the Supervisory Board be convened, stating the proposed agenda. The Chairperson of the Supervisory Board shall convene a Meeting with an agenda in accordance with the request, which shall be held not later than two weeks from the date of receipt of the request.

3. If the Chairperson of the Supervisory Board does not convene a Meeting in accordance with section 2, the requesting party may convene the Meeting himself/herself.
4. The Supervisory Board may also meet without being formally convened if all members agree and do not object to the inclusion of individual items on the agenda.
5. Meetings of the Supervisory Board of KUKE JSC. shall be convened as required, but at least once every two months in each financial year.
6. The first Meeting of the Supervisory Board of a new term of office shall be convened by the Management Board not later than two weeks after the date of the Ordinary General Meeting, unless otherwise provided by a resolution of the General Meeting.

§ 17.

1. The Supervisory Board shall be capable of adopting resolutions at a Meeting if at least half of its members are present at the Meeting, including the Chairman or the Deputy Chairman, and all its members have been invited.
2. In matters not on the agenda of the Meeting, the Supervisory Board may adopt a resolution if all members of the Supervisory Board attend the Meeting and none of them has objected to the adoption of the resolution.
3. Meetings of the Supervisory Board shall be held at the registered office of the Company or at any other place indicated in the notice from the Chairperson of the Supervisory Board or any other person authorised to convene the Meeting in accordance with the provisions of these Statutes, whereby the holding of a Meeting outside the territory of the Republic of Poland shall require the prior consent of the Supervisory Board.
4. Within the limits and under the conditions stipulated in the Commercial Companies Code, members of the Supervisory Board may participate in a Meeting of the Supervisory Board by means of direct remote communication, by phone or using any other method enabling all members of the Supervisory Board participating in such a Meeting to communicate directly with each other (means of audio-visual or electronic communication). Participation in a Meeting of the Supervisory Board shall include, in particular:
 - 1) real-time multilateral communication of all persons participating in the Supervisory Board Meeting, whereby Supervisory Board members may speak during the Meeting while in a location other than the location where the Meeting of the Supervisory Board is being held;
 - 2) exercising in person the right to vote during the Supervisory Board a Meeting.
5. If necessary, the Supervisory Board may adopt resolutions outside the Meeting by means of direct remote communication (in particular, telephone, audio-visual or electronic communication means) or in writing (by circulation). Voting in one of these modes shall be ordered by the Chairperson or, in his/her absence, by the Deputy Chairperson, at the same time determining the closing date for the casting of votes by the members of the Supervisory Board, taking into account the actual communication capabilities.
6. A resolution adopted outside the Meeting by means of direct remote communication (in particular, by means of telephone, audiovisual or electronic means of communication) shall be valid if all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Supervisory Board have taken part in the adoption of the resolution.
7. A resolution adopted outside the Meeting in writing (by circulation) shall be valid if all members of the Supervisory Board have been notified of the content of the draft resolution and the resolution has been signed by at least half of its members.

8. The Supervisory Board shall adopt resolutions by a simple majority of votes. In the event of tie, the vote of the Chairperson of the Supervisory Board shall have the casting vote.
9. The Supervisory Board shall adopt resolutions by open vote.

§ 18.

1. The Supervisory Board shall exercise permanent supervision over the Company's operations in all areas of its activity.
2. The Supervisory Board shall have no right to issue binding instructions to the Management Board concerning the management of the Company's affairs.
3. The specific duties of the Supervisory Board shall include:
 - 1) evaluation of the report of the Management Board on the operations of the Company and the financial statements for the previous financial year and the consolidated financial statements of the capital group and the report of the Management Board on the operations of the capital group for the previous financial year in terms of their compliance with the books and documents and with the facts, and evaluation of the motions of the Management Board concerning the distribution of profit or coverage of loss, as well as submission to the General Meeting of the annual written report for the previous financial year, prepared in accordance with the requirements of Article 382 § 3¹ of the Commercial Companies Code ,
 - 2) considering and giving opinions on motions and matters requiring resolutions of the General Meeting,
 - 3) determining the total remuneration for the members of the Management Board,
 - 4) determining whether the conditions for granting variable remuneration to individual members of the Management Board for a given financial year have been met,
 - 5) selection of an audit firm to audit the Company's financial statements, the consolidated financial statements of the Company's capital group, and the Company's report on the solvency and financial standing of the insurance company (SFCR) referred to in Article 284 of the Act of 11 September 2015 on Insurance and Reinsurance Activity, as well as the annual report on the status of the separate bank account, export insurance concluded and insurance guarantees granted and payments made on this account, as referred to in Article 16(1)(2) of the Act of 7 July 1994 on Export Insurance Guaranteed by the State Treasury,
 - 6) adoption of the By-laws of the Supervisory Board.
4. The powers of the Supervisory Board shall also include:
 - 1) issuing opinions on the Management Board's report on representation expenses, as well as expenses for legal services, marketing services, services in the area of public relations and social communication, as well as management consulting services,
 - 2) issuing opinions on the Management Board's report on the application of good practices issued by the Prime Minister on the basis of the powers granted in the Law of 16 December 2016 on the Rules of State Property Management,
 - 3) drawing up the Supervisory Board's report on its activities during the previous financial year,
 - 4) approving motions of the Management Board regarding the establishment or liquidation of branches and representative offices, the creation or accession to an economic or self-governing entity,
 - 5) approving the By-laws of the Management Board,
 - 6) approving the Internal Audit Regulations and the Internal Control Regulations,

- 7) approving the Company's multi-annual development programmes and annual financial and business plans with the exception of programmes and plans relating to insurance guaranteed by the State Treasury,
 - 8) issuing opinions on the Management Board's motion regarding the issue of convertible bonds or bonds with pre-emptive right to subscribe for shares,
 - 9) issuing opinions on the Management Board's motions regarding the disposal of the Company's shares,
 - 10) appointing the Supervisory Board's advisor and representing the Company in the contract with the Supervisory Board's advisor referred to in § 18 section 7,
 - 11) considering other matters brought forward by the Management Board.
5. The following matters shall require the consent of the Supervisory Board:
- 1) conclusion of an agreement for the provision of legal services, marketing services, services in the field of public relations and social communication, as well as management consultancy services, if the total amount of remuneration for the services under such contract or other contracts concluded with the same party exceeds PLN 500,000 net (five hundred thousand zlotys) on an annual basis;
 - 2) amendment to a contract for the provision of legal services, marketing services, public relations and social communication services and management consultancy services increasing the remuneration above the amount referred to in clause 1;
 - 3) conclusion of an agreement for the provision of legal services, marketing services, public relations and social communication services and management consultancy services where the maximum amount of remuneration is not provided for;
 - 4) conclusion of a contract of donation or any other contract of similar effect with a value exceeding PLN 20,000 (twenty thousand zlotys) or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, established based on the last approved financial statements;
 - 5) conclusion of a debt release agreement or another agreement of similar effect with a value exceeding PLN 50,000 (fifty thousand zlotys) or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, established based on the last approved financial statements,
6. The obligation to obtain the consent of the Supervisory Board referred to in Article 384¹ of the Commercial Companies Code is excluded. The Supervisory Board constantly monitors transactions concluded by the Company with the parent company, subsidiary or related company, and information on the implementation of the monitoring obligation by the Supervisory Board is included in the report referred to in § 18 section 4 point 3.
7. For the purpose of performing its duties, the Supervisory Board may examine all the Company's documents, review the Company's assets and request the Management Board, proxies and persons employed by the Company under an employment contract or performing certain activities for the Company on a regular basis under a contract for the delivery of a specific work, a contract of mandate or any other contract of a similar nature to prepare or submit any information, documents, reports or explanations concerning the Company, in particular its operations or assets. Information, reports, or explanations in the possession of an authority or obliged person concerning subsidiaries and affiliated companies may also be the subject of a request. The information, documents, reports, or explanations referred to in this section shall be provided to the Supervisory Board without delay, but not later than within two weeks from the date of the request to the authority or obliged person, unless a longer time limit is specified in the request. The Management Board may not restrict the members of the Supervisory Board from accessing the requested information, documents and reports or explanations.
8. The Supervisory Board may adopt a resolution to have a certain matter relating to the Company's business or its assets examined by a selected adviser (adviser to the Supervisory Board) at the Company's expense. An

adviser to the Supervisory Board may also be selected to prepare certain analyses and opinions. The General Meeting shall determine the maximum total cost of remuneration of all Supervisory Board advisers that the Company may incur during the financial year.

9. The Supervisory Board may decide to make the results of the work of the Supervisory Board's adviser available to the shareholders, unless this could cause damage to the Company, a related Company, or a subsidiary, in particular by revealing technical, commercial, or organisational secrets of the company.
10. The Supervisory Board shall appoint the Audit Committee from among its members. The Supervisory Board shall define the detailed tasks and rules for the appointment and functioning of the Audit Committee. In selecting the members of the Audit Committee, the Supervisory Board shall take into account the independence criteria set out in the Act on Statutory Auditors, Audit Firms and Public Supervision of 11 May 2017, as well as the candidates' knowledge and skills in matters covered by the remit of the Audit Committee, accounting or auditing, and the insurance industry.
11. The Audit Committee shall be composed of at least three members, the majority of whom, including the Chairperson, shall meet the independence criteria referred to in section 10. At least one member of the Audit Committee shall have knowledge and skills in accounting or auditing. The members of the Audit Committee shall have knowledge and skills in the insurance industry, this condition shall be deemed to be fulfilled if at least one member of the Audit Committee has knowledge and skills in the insurance industry or individual members of the Audit Committee have knowledge and skills in certain areas of the insurance industry.
12. The Supervisory Board may also:
 - 1) delegate its members to carry out specific supervisory activities independently;
 - 2) establish an ad hoc or permanent committee of the Supervisory Board, consisting of members of the Supervisory Board, to carry out specific supervisory activities (Supervisory Board committee).
13. The Supervisory Board's exercise of the powers set out in section 12 shall not relieve its members of their responsibility for the supervision of the Company.

Management Board

§ 19.

1. The Company's Management Board shall consist of at least two and not more than four members appointed for a joint three-year term of office. The term of office shall be counted in full financial years. Re-appointment of the same person as a member of the Management Board shall be permitted, but not earlier than one year before the expiry of the current term of office.
2. Members of the Management Board shall meet the requirements set out in mandatory legal provisions, in particular the Act of 16 December 2016 on the Rules of State Property Management.
3. The Company's Management Board shall be composed of:
 - 1) President of the Management Board,
 - 2) Vice-President or Vice-Presidents of the Management Board,
 - 3) other members of the Management Board.
4. Members of the Management Board of the Company shall be appointed and dismissed by the General Meeting, including one at the request of the Minister competent for public finance.
5. The mandate of a member of the Management Board appointed before the expiry of a given term of office

shall expire at the same time as the mandate of the remaining members of the Management Board.

6. The mandate of a member of the Management Board shall expire at the latest 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.
7. The mandate of a member of the Management Board shall also expire as a result of death, resignation, or dismissal.
8. Members of the Management Board may not, without the consent of the Supervisory Board, be members of the supervisory boards of other entities, except in cases where members of the Management Board have been proposed to take up such positions by the State Treasury and except for the supervisory boards of housing cooperatives.
9. In the performance of his duties, a Board Member should exercise the diligence required by the professional nature of his business and maintain loyalty to the Company. A member of the Management Board may not disclose the Company's secrets, even after the expiry of his or her mandate.

§ 20.

1. The Management Board shall manage the Company's affairs and represent the Company.
2. Resolutions of the Management Board shall be adopted by a simple majority of votes. In the event of a tie, the President of the Management Board shall have the casting vote.
3. Resolutions of the Management Board may be adopted if all members of the Management Board were properly notified about the Meeting of the Management Board and at least two members of the Management Board participate in it.
4. In matters not included in the agenda, the Management Board may adopt a resolution if all members of the Management Board attend the Meeting and none of them has objected to the adoption of the resolution.
5. Within the limits and under the conditions stipulated in the Commercial Companies Code, members of the Management Board may participate in a Meeting of the Management Board by means of direct remote communication, through the use of a telephone link or any other method that allows all members of the Management Board participating in such a Meeting to communicate directly with each other (audio-visual or electronic means of communication). Participation in a Meeting of the Management Board shall include, in particular:
 - 1) real-time multilateral communication of all persons participating in the Management Board Meeting, whereby Management Board members may speak out during the Meeting while in a location other than the Board Meeting;
 - 2) exercising the right to vote in person during the Management Board Meeting.
6. If necessary, the Management Board may adopt resolutions outside the Meeting by means of direct remote communication (in particular by telephone, audio-visual or electronic means) or in writing (by circulation). Voting in one of these modes shall take place with the consent of the President of the Management Board or, in his/her absence, the Vice-President replacing him/her, who shall at the same time set the closing date for the casting of votes by the members of the Management Board, taking into account the actual communication capabilities.
7. A resolution adopted outside the Meeting with the use of means of direct remote communication (in particular by means of phone, audio-visual or electronic communication) shall be valid if all members of the Management Board were notified of the content of the draft resolution and at least half of the members of the Management Board participated in the adoption of the resolution.

8. A resolution adopted outside the Meeting in writing (by circulation) shall be valid if all members of the Management Board were notified of the content of the draft resolution and the resolution was signed by at least half of its members.
9. Submission of a draft resolution for adoption in writing (by circulation) and voting on such a resolution may take place electronically by means of distance communication, provided that a secure electronic signature verified using a valid qualified certificate is used. In such case, the resolution shall be valid if all members of the Management Board have been notified of the content of the draft resolution and the resolution has been signed by at least half of its members.
10. If at least one member of the Management Board objects to the adoption of a resolution under the procedure referred to in sections 7, 8 and 9 or to a draft resolution, the draft resolution shall be discussed at the next Meeting of the Management Board.
11. The organisation and manner in which the Management Board performs its duties shall be laid down in the By-laws of the Management Board approved by the Supervisory Board.
12. The Management Board of the Company shall be obliged to draw up and present to the General Meeting:
 - 1) the Company's financial statements for the previous financial year and the Management Board's report on the Company's operations for the previous financial year,
 - 2) the consolidated financial statements of the group for the previous financial year and the report of the Management Board on the operations of the group for the previous financial year,
 - 3) a report on representation expenses, as well as expenses for legal services, marketing services, public relations, and social communication services, and management consulting services, and a report on the application of good practices issued by the Prime Minister on the basis of the powers granted in the Act of 16 December 2016 on the Rules of State Property Management, together with a report of the Management Board on the Company's operations for the previous financial year.
13. The Management Board of the Company shall be obliged to draw up the Company's long-term development programmes, annual financial plans, and business plans and to submit these documents to the Supervisory Board for approval.
14. The Management Board of the Company shall be obliged, without further request, to provide the Supervisory Board with the information referred to in Article 380¹ of the Commercial Companies Code.

§ 21.

1. The work of the Management Board shall be managed by the President of the Management Board.
2. The President of the Management Board's responsibilities shall include in particular:
 - 1) chairing the Management Board,
 - 2) representing the Company externally.

§ 22.

1. The following persons shall be authorised to make representations on behalf of the Company:
 - 1) two members of the Management Board acting jointly,
 - 2) one member of the Management Board acting jointly with a proxy,
 - 3) one member of the Management Board together acting jointly with an attorney.
2. Appointing a proxy shall require the consent of all members of the Management Board.

3. A commercial proxy may be revoked by any member of the Management Board.

§ 22¹

The rules of disposal of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall be set out in a resolution of the General Meeting, and these rules shall provide for the application of the tendering or auction procedure and exceptions from the obligation to apply them, in the event of disposal by the Company of fixed assets with a market value exceeding 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, unless the market value of the respective assets does not exceed PLN 20,000 (twenty thousand zlotys).

Chapter IV

Capital, Funds, and Technical Provisions

§ 23.

1. The Company establishes:
 - 1) share capital,
 - 2) spare capital,
 - 3) special funds,
 - 4) technical-insurance provisions.
2. The Company may create other capitals to cover specific losses or expenses (reserve capital).

§ 24.

1. Spare capital shall be created from annual profit write-offs for a given financial year, allocated to the spare capital.
2. Annual write-offs to the spare capital shall amount to at least 10% of the profit for a given financial year and shall be made until the spare capital reaches the level corresponding to 200% (two hundred) of the Company's share capital unless the General Meeting by way of a resolution deems it advisable to make further write-offs.
3. The surpluses achieved on the issue of shares above their nominal value and the remaining surpluses after covering the costs of the issue of shares (agio) shall be transferred to the spare capital.
4. The use of spare shall be decided by the General Meeting of Shareholders.

§ 25.

1. The Company's special funds are:
 - 1) employee fund,
 - 2) company social benefits fund,
 - 3) other funds.
2. The rules for the use of special funds shall be laid down, subject to the law, in the Regulations approved by the Management Board.

§ 26.

1. Technical-insurance provisions are intended to cover current and future liabilities that may arise from insurance contracts concluded.
2. Technical-insurance provisions include:
 - 1) provision for premiums,
 - 2) provision for unexpired risks,
 - 3) provision for unpaid compensation and benefits,
 - 4) claims equalisation provision (risk),
 - 5) provision for bonuses and rebates (discounts) for policyholders.
3. Detailed rules for the establishment of technical provisions shall be laid down by the Management Board.

Chapter V**Company Accounts, Distribution of Profit****§ 27.**

1. Financial settlements related to direct insurance or reinsurance and the provision of insurance guarantees in respect of the activity referred to in § 4, section 2, clause 2 shall be carried out by the Company on a separate bank account specified in the Act of 7 July 1994 on Export Insurance Guaranteed by the State Treasury.
2. The Management Board may deposit free funds accumulated in the account referred to in section 1 with the consent of the Minister competent for the economy.

§ 28.

- 1) The Management Board shall present periodic reports on the balance of the account referred to in § 27 section 1, export insurance concluded and insurance guarantees granted pursuant to the Act of 7 July 1994 on Export Insurance Guaranteed by the State Treasury and payments made on that account:
 - 1) quarterly - to the minister competent for public finances and to the minister competent for the economy,
 - 2) annually - to the Council of Ministers, after obtaining the opinion of the minister competent for public finances and the minister competent for the economy.

§ 29.

1. The accounting principles of the Company, with regard to the Company's business specified in § 4, section 2, clauses 1, 3-5 of the Statutes, shall be determined by the Management Board.
2. The annual financial statements of the Company shall be prepared at the latest within three months after the end of each financial year and then presented by the Management Board to the auditor for auditing and to the Supervisory Board for evaluation, and then to the General Meeting for approval.
3. The financial year shall be the calendar year.

§ 30.

1. The General Meeting shall distribute the profit, as shown in the audited financial statements, to:
 - 1) spare capital in accordance with § 24 of the Statutes,
 - 2) special funds,
 - 3) reserve capitals, if created by the Company,
 - 4) dividends to shareholders,
 - 5) other purposes, in accordance with resolutions of the General Meeting.
2. The Company discharges the Company's monetary obligations towards the shareholders under of their rights attached to the shares without the intermediation of the entity maintaining the register of shareholders.

§ 31.

1. In accordance with the resolutions of the General Meeting, the Company's loss may be covered in the reporting year or the in subsequent years.
2. If the balance sheet prepared by the Management Board shows a loss exceeding the sum of the spare and reserve capital and one-third of the share capital, the Management Board shall be obliged to immediately convene the General Meeting for the purpose of adopting a resolution regarding the Company's continued existence.

Chapter VI**Liquidation of the Company****§ 32.**

If a resolution is passed to dissolve the Company, the General Meeting shall appoint, at the request of the Supervisory Board, one or more liquidators and determine how the liquidation is to be conducted.

Chapter VII**Final Provisions****§ 33.**

In all matters not regulated by the Statutes, provisions of the Commercial Companies Code and other applicable laws shall apply.

§ 34.

1. Members of the supervisory bodies of companies with respect to which the Company is a dominant entrepreneur within the meaning of Article 4(3) of the Act on Competition and Consumer Protection of 16

February 2007 shall fulfil the requirements referred to in Article 19, sections 1-5 of the Act of 16 December 2016 on the Rules of State Property Management.

2. In the event that a member of the supervisory body does not comply with the requirements referred to in section 1 above, the authority competent to dismiss him/her shall promptly take steps to dismiss him/her.

§ 35.

Members of the Management Boards of companies with respect to which the Company is a dominant entrepreneur within the meaning of Article 4(3) of the Act on Competition and Consumer Protection of 16 February 2007 shall meet the requirements set out in Article 22 of the Act on the Rules of State Property Management of 16 December 2016.