

# **RULES OF ACTION S.A. SUPERVISORY BOARD**

## **I. GENERAL PROVISIONS**

### **§ 1**

This document defines the rules for summoning and conducting meetings and the working procedures of the Supervisory Board of ACTION S.A.

### **§ 2**

The following terms are used in the Rules:

1. Rules, which shall mean this document upon its approval by means of a General Meeting's resolution,
2. Company, which shall mean ACTION S.A. based in Warsaw
3. Articles of Association, which shall mean the Articles of Association of ACTION S.A.
5. General Meeting, which shall mean the general meeting of shareholders of ACTION S.A.
6. Supervisory Board, or "the Board", which shall mean the Supervisory Board of ACTION S.A.
7. Independent Member of the Supervisory Board, which shall mean a Member of the ACTION S.A.'s Supervisory Board who meets the specific requirements set forth by the Articles of Association and has been designated in compliance with the provisions of the Rules,
8. Management Board, which shall mean the management board (board of directors) of ACTION S.A.

## **II. MEMBERS OF SUPERVISORY BOARD AND THEIR DUTIES**

### **§ 3**

1. The appointment procedure and duration of the term of office of the Supervisory Board is subject to relevant provisions of the Articles of Association and the Rules of Proceedings of the General Meeting.
2. The Chairperson of the Supervisory Board is designated and dismissed by the General Meeting. The Deputy Chairperson and the Secretary of the Supervisory Board are elected and appointed by the Board at the first session of its term. During its term, the Supervisory Board may dismiss its Deputy Chairperson and its Secretary from their functions without removing them from the Supervisory Board and designate other Members of the Supervisory Board for those positions.

### **§ 4**

1. The best interest of the Company should always be of priority importance to every Member of the Supervisory Board.
2. No Member of the Supervisory Board should resign during the term if that could jeopardize the functioning of the Supervisory Board, e.g. by making it impossible for it to pass an essential resolution in time.

## **III. COMPETENCE OF SUPERVISORY BOARD**

## **§ 5**

1. Each year the Supervisory Board presents a summary of its assessment of the Company's condition to the Ordinary General Meeting. The assessment should be made available to all Shareholders in sufficient time in advance of the Ordinary General Meeting so that they are able to read it before its date.
2. The Supervisory Board reviews all motions and matters which require being reviewed by the General Meeting.
3. In addition to the duties referred to in Articles 1 and 2 above, the competence of the Supervisory Board includes its rights and obligations set forth by the Articles of Association and the Commercial Companies Code.
4. In cases of particularly complex matters, upon a prior consultation with the Management Board, the Supervisory Board shall be entitled to request that for its internal purposes analyses or research be done on matters within its scope of competence. Employment contracts with experts shall be signed by a Management Board Member authorized to make representations on its behalf upon the Supervisory Board's Chairperson's request.

## **§ 6**

1. The procedure of selection of the state certified auditor for the Company's purposes should ensure their independence in the course of their work on the tasks assigned to them.
2. In order to ensure the impartiality of their statements, the Company should change their certified auditor at least once in every five years. The change of the auditor referred to here shall also mean a change of the individual conducting the audit. In addition, the Company should not continue using the services of the same audit entity over a longer period of time.

## **IV. MEANS AND MEASURES OF SUPERVISORY BOARD**

### **§ 7**

1. Members of the Supervisory Board exercise their rights and fulfill their duties in person.
2. First and foremost, while exercising their supervisory function, the Members of the Supervisory Board should take actions necessary for them to keep receiving comprehensive and complete information from the Management Board on a regular basis with respect to all material aspects of the Company's operations and its market environment, the risks involved and the means aimed at managing those risks.
3. Each Member of the Supervisory Board is entitled to demand all information concerning the Company's business and has the right to investigate any information related to the Company they have received.
4. Each Member of the Supervisory Board has the right to view accounting documents of the Company.
5. The information obtained by the Members of the Supervisory Board in the course is to be treated as secret.

### **§ 8**

1. The Supervisory Board shall always act as a collective body, unless:

- 1) the Supervisory Board passes a resolution which temporarily delegates specific supervisory powers to one of its Members or assigns a Member with a task of preparing materials required for it to take a position regarding a matter. In such an event, the delegated Members of the Board shall exercise their supervisory powers following the rules defined by the Supervisory Board upon consultation with the Management Board;
  - 2) while voting in separate groups of Members of the Supervisory Board, a specific group of Shareholders elected a Member of the Supervisory Board to individually perform certain supervisory duties on a permanent basis.
2. Such a Member of the Supervisory Board shall notify the Board in writing on the outcomes of the supervisory actions they have performed as per Article 1 paragraph 1). A Member of the Supervisory Board who has been designated by a group of Shareholders to perform supervisory duties on a permanent basis should report on the details of their actions to the Supervisory Board.
  3. Should performing any auditing or supervisory duties by a Member of the Supervisory Board require any expert knowledge, qualifications or skills, the Supervisory Board may oblige the Management Board to hire appropriate subject matter experts to prepare an analysis or opinion for their purposes.
  4. The Supervisory Board may temporarily assign to one of its Members the duties of a Member of the Management Board who has been suspended or is unable to perform their function. Such a Member shall be bound by the non-competition rules.

## **V. RULES OF PROCEEDING OF THE SUPERVISORY BOARD**

### **1. Summoning Board meetings**

#### **§ 9**

1. Meetings of the Supervisory Board shall be summoned by its Chairperson. In the event of their absence or poor availability, they shall be summoned by the Deputy Chairperson.
2. A meeting of the Supervisory Board may be an ordinary or an extraordinary one.
3. Ordinary meetings should be held at least four times per year (once per quarter). The Chairperson of the Supervisory Board is responsible for summoning its ordinary meetings.
4. Extraordinary meetings may be summoned at any point in time.
5. The Chairperson of the Supervisory Board, or – in case of the Chairperson's absence or poor availability – the Deputy Chairperson may summon a meeting of the Board by their own initiative or shall do so upon a written request of a Member of the Supervisory or Management Board. A session of the Supervisory Board must be summoned within two weeks from the date on which such a request is filed.

#### **§ 10**

1. In order for the resolutions passed by the Supervisory Board to be valid, its meeting must have been duly summoned upon a seven days' written notice delivered to all Members of the Supervisory Board. The notice must be sent by registered mail, fax or e-mail to the contact addresses provided by each Member of the Supervisory Board.

2. The written notice referred to in Article 1 above should state the date, time and venue of the meeting as well as its agenda and include an list of drafts relevant to each of its points, as well as inform who requested the meeting to be summoned.
3. The meeting of the Supervisory Board may take place without being officially summoned, if all its Members consent to it not later than on the date of the meeting and confirm their consent in writing or by signing the list of attendance.

## **2. Meeting drafts**

### **§ 11**

1. The draft materials pertaining to each point of the agenda are prepared by the Management Board.
2. The Members of the Supervisory Board should receive the draft documents attached to each point of the meeting agenda not later than in five days before the date of the meeting.
3. All drafts should always be submitted to all the Members of the Supervisory Board at the same time.
4. A timely preparation and submitting the drafts belongs to the responsibilities of the Management Board.

## **3. Session**

### **§ 12**

1. Each session shall be chaired by the Chairperson of the Supervisory Board. Should he or she be absent, it shall be chaired by the Deputy Chairperson or the oldest Member of the Board.
2. The Company's Management Board have the right to participate in the meetings of the Supervisory Board as consultants, unless the Supervisory Board is to directly deal with the matters of the Management Board or its Members in the course of their session, such as their dismissing, issues of their liability or remuneration, or if the Supervisory Board passes a resolution to exclude the Members of the Management Board from a part or the whole of the specific session. At sessions of the Supervisory Board, the Management Board is represented by its President or its other Members or the Company's executive officers delegated by the President of the Management Board.
3. The participants of Board sessions may also include the Company's employees relevant to the matters discussed as well as other individuals invited by the Supervisory Board.

### **§ 13**

1. Subject to Articles 2 and 3 below, the agenda of meetings of the Supervisory Board may not be amended or appended in the course of the session it pertains to.
2. No resolution can be made on a matter not included in the agenda, unless all the Members of the Board are present at the meeting and none of them objects to it.
3. The requirement referred to in Article 1 shall not be applicable if it is necessary for the Supervisory Board to take action in order to protect the Company against a loss, or in case of resolutions aimed to identify conflicts of interests between a Member of the Supervisory Board and the Company.

### **§ 14**

1. Sessions of the Board are minuted.
2. The person responsible for minuting the meeting of the Supervisory Board shall be designated by the person who chairs it. Has the Supervisory Board elected its Secretary and they are present at the meeting, the Secretary shall be responsible for recording the minutes, unless the Board decides otherwise.
3. The meeting minutes must specify:
  - a) its consecutive number,
  - b) the date and venue of the meeting,
  - c) the type of proceedings,
  - d) a list of participants,
  - e) the agenda of the meeting,
  - f) the text of resolutions,
  - g) the method of voting and voting results,
  - h) the dissenting opinions submitted for recording in the minutes.
4. The minutes should be accompanied by dissenting opinions of the Board Members present and should be later appended with the statements of objections sent in by the Board Members absent at the meeting.
5. The minutes are to be signed by the person who chaired the specific session and by the remaining Members of the Supervisory Board present.
6. The drafts relevant to the individual agenda items are an integral part of the minutes.
7. The minutes of each meeting should be collated into the book of minutes.
8. The minutes are stored at the Company's head office.
9. Copies of the minutes of the most recent meeting are distributed to the Members of the Supervisory Board as an attachment to the notice of the next meeting.
10. The minutes is subject to approval by voting at the subsequent session of the Supervisory Board.
11. All the rules referred to above are also applicable to the minutes of meetings of the Supervisory Board held using telephone or IT solutions.

#### **4. Passing resolutions**

##### **§ 15**

1. In order for resolutions adopted by the Supervisory Board to be valid, in addition to the condition of properly notifying all Board Members about the meeting summoned, no fewer than half of all Members of the Supervisory Board must attend the meeting.
2. Should more than half of the Supervisory Board Members be absent, the Board shall not be able to pass any valid resolutions listed in the agenda. However, in such a case, at the next meeting of the Supervisory Board the quorum requirement shall not apply to those resolutions which could not be passed.

##### **§ 16**

In order to be passed, a resolution of the Supervisory Board requires an absolute majority of votes. Should there be an equal number of votes for and against, the vote of the Chairperson of the session shall be decisive.

##### **§ 17**

1. Members of the Supervisory Board may take part in passing resolutions by submitting their votes in writing through another Member of the Supervisory Board. Submitting a vote in writing is not allowed for matters included in the agenda during the session of the same Supervisory Board.
2. The Supervisory Board may also pass resolutions in writing or by means of remote communications equipment which allows direct communication. Voting in writing or by means of a conference call is ordered by the Chairperson or Deputy Chairperson of the Supervisory Board. Resolutions passed that way are recorded as meeting minutes by the person who chairs the session. Such meeting minutes must be signed by all Members of the Supervisory Board who took part in the voting carried out in writing or by means of a conference call. A resolution shall be valid if all Members of the Supervisory Board have been notified about the content of its draft. The date of a resolution shall be the date on which it is signed by the chairperson of the session.
3. Should the Supervisory Board be proceeding using the methods referred to in Articles 1 and 2 above, in the course of such a session it may not pass resolutions on appointing, dismissing or suspending Members of the Management Board or on dismissing or electing the Chairperson or the Deputy Chairperson of the Supervisory Board.

### **§ 18**

1. Voting is open, except for the voting on personal matters, particularly such as:
  - a) designating or dismissing Members of the Management Board
  - b) suspending a Member of the Management Board or the entire Management Board for a significant reason
  - c) appointing or dismissing the Chairperson of the Supervisory Board, the Deputy Chairperson or the Board's Secretary.
2. Secret voting is held if at least one participant with a valid right to vote requests it.

### **§ 19**

In the event of a conflict of interests, the Member of the Supervisory Board should inform its other Members about such a circumstance and refrain from discussing and voting on any resolution pertaining to the matter related to the conflict of interests.

## **5. Archiving documents**

### **§ 20**

Archiving documents related to the work of the Supervisory Board, including but not limited to the records of its proceedings, lies within the responsibilities of the Company.

### **§ 21**

1. The archive of documents related to the work of the Supervisory Board should include at least the following:
  - a) written requests for summoning a meeting of the Board submitted to its Chairperson via the Company's head office,
  - b) notices summoning the Board's meetings along with evidence which confirms that the session was summoned properly (confirmation of sending registered letters, confirmation of facsimile transmission, email printouts),
  - c) for meetings summoned without a prior notice, a written consent of all Members of the Management Board,

- d) approved minutes of meetings of the Supervisory Board with a full set of relevant drafts attached.
2. The Chairperson of the Board may issue authorized copies of the Board's documents upon request from its Member or the President of the Management Board.

## **6. Special competences of Supervisory Board**

### **§ 22**

1. The Supervisory Board may summon an Extraordinary General Meeting of Shareholders if the Management Board fails to do so within the time frame specified by the Commercial Companies Code or by the Company Articles of Association.
2. The Supervisory Board may summon an Extraordinary General Meeting of Shareholders if it finds it necessary and the Board fails to do so within two weeks from being duly requested by the Supervisory Board to do so.

## **VI. INFORMATION SUBMITTED BY MEMBERS OF SUPERVISORY BOARD**

### **§ 23**

1. Directly after appointment, each newly designated Member of the Supervisory Board is obliged to provide the Company a set of their personal information, such as: their resume, contact and address details (mailing address, telephone numbers, including their mobile telephone number, fax number and email address) as well as make a written statement, which must include:
  - a) their pledge to notify the Company without delay about any conflict of interests between the Member of the Supervisory Board or any shareholder they maintain a relationship with and the Company and to refrain from voting on matters where such a conflict of interest has arisen;
  - b) information on their personal, factual and organizational relationships with the Company's shareholders;
  - c) information on the Company's shares, shares of its parent company or any of its subsidiaries they hold, as well as on any transactions exceeding 1,000 EUR with any such company.
2. Should the actual status of the information referred to in Article 1 above change, it should be updated without delay by the Member of the Supervisory Board.
3. The Member of the Supervisory Board is also obliged to make the statements referred to in Article 1 above upon any request by the Management Board.
4. The Management Board makes the information received from the Member of the Supervisory Board public using the Electronic System for Information Transmission (ESPI) based on terms and within the time frame required by the applicable law, which does not discharge the Members of the Supervisory Board from fulfilling their individual information duties arising of the same.

## **VII. REMUNERATION DUE TO MEMBERS OF SUPERVISORY BOARD**

### **§ 24**

1. The amount of remuneration of the Members of the Supervisory Board shall be defined by means of a resolution by the General Meeting.
2. Members of the Supervisory Board to whom certain supervisory duties have been delegated as well as the Members of the Supervisory Board temporarily entrusted with duties of Members of the Management Board shall receive a separate remuneration at an amount defined by the General Meeting on an individual basis.
3. The rules and procedures used for setting the amount of remuneration of the Members of the Supervisory Board should be clear and transparent. Their remuneration should be fair but should not constitute a significant cost position of the Company's operations nor impact its financial result in a material way. It should also remain reasonably proportional to the remuneration of the Members of the Management Board.
4. The total amount of remuneration of all the Members of the Supervisory Board and the individual amount of remuneration of each of them, broken down into its components, along with information on the procedures and rules of its calculation should be disclosed in the annual report.

## **VIII. FINAL PROVISIONS**

### **§ 25**

1. The costs of operation of the Supervisory Board shall be financed by the Company.
2. The Supervisory Board shall use the Company's office space, office equipment and materials.
3. The Company shall provide the Supervisory Board with the necessary administrative and technical services and support.