

**CERTIFIED TRANSLATION OF THE ORIGINAL DOCUMENT PREPARED
IN POLISH**

Remarks of the translator have been entered in italics and included in square brackets

Version as of 1 October 2024.

Articles of Association of CCUS Poland

("the Articles")

CHAPTER 1 GENERAL PROVISIONS

§ 1

1. The name of the Association shall be: the **Stowarzyszenie CCUS Poland**.
2. The Stowarzyszenie CCUS Poland hereinafter referred to as "**CCUS Poland**" or the "**Stowarzyszenie**" is an association within the meaning of the Act of 7 April 1989. Law on Associations (Journal of Laws of 2020 of item 2261, of as amended) ("**Law on Associations**") and after registration in the appropriate register it will acquire full legal personality.
3. The Stowarzyszenie may use distinctive logos and seals. The name of the Stowarzyszenie and its signs are reserved.
4. The duration of the Stowarzyszenie is not limited.
5. The Stowarzyszenie may use the name in English: **CCUS Poland Association**.

§ 2

1. The area of activity of the Association is the area of the Republic of Poland, and the registered office is located in Warsaw.
2. In order to properly carry out its statutory objectives, the Association may conduct its activity outside the borders of the Republic of Poland, in particular within the European Union and the European Economic Area.

§ 3

The Association may be a member of national and international associations and organisations with the same or similar scope of activity

CHAPTER 2

OBJECTIVES AND MEANS OF OPERATION

§ 4

1. The objectives of the Association are the following:

- 1) To support activities for the development of CCUS (Carbon Capture, Utilization and Storage) technology, including the promotion of knowledge of CCUS technology.
- 2) To work for the development of legislation that supports the sustainable development of CCUS technologies and takes into account the rights and interests of Association members.
- 3) To represent the economic and social interests of the members of the Association at the national, EU and international level.
- 4) To protect the rights and represent the interests, including economic interests, of the members of the Association before the authorities and state administration, local government bodies and other authorities, trade unions of employees and other organisations.
- 5) To present opinions, positions and proposals in line with the interests of Association members.
- 6) To initiate and carry out activities promoting the Association.

2. Members of the Association undertake to comply with the provisions of the law and the provisions of the Articles of Association, including in particular the provisions of the Act of 16 February 2007 on Competition and Consumer Protection (Journal of Laws of 2024, item 594, as amended). In the event of a breach of the rules arising from the Articles of Association or documents created on the basis of the Articles of Association, the offending member of the Association may be immediately excluded from the Association without the right to rejoin. The provisions of § 11, paragraph 1, letter e) and paragraph 3, as well as § 14, paragraph 1, letter b) and paragraph 2 shall apply respectively to the exclusion of a member of the Association. In the case of a justified suspicion that the activities undertaken within the Association bear the signs of any unlawful actions, the Board or any member of the Association are obliged to inform the competent authority of this fact.

3. The Association acts on the basis and within the limits of the law, in particular the Law on Associations and the Act of 7 July 2005 on lobbying activities in the law-making process (Journal of Laws of 2017, item 248, as amended), and each of its supporting members should have an internal system of compliance rules within its organisation, which regulates, inter alia, the rules of participation of a given supporting member in undertakings similar in kind to the activities of the Association.

§ 5

1. The means of operation of the Association are the following :

- 1) Any statutory activity aimed at the realisation of the tasks contained in § 4 and determined by the interests of the members of the Association, in particular:
 - a) presenting the opinions of CCUS Poland members on matters relating to CCUS technology;
 - b) giving opinions on assumptions and drafts of legislative and non-legislative solutions in the field of CCUS technology on the national and international level;

- c) representing the interests of CCUS Poland members before state administration bodies, trade unions and in contacts with other organizations and authorities, as well as vis-à-vis supranational institutions, organizations and structures, including European Union institutions;
- d) participation in the creation of conditions supporting the development of the economy and economic initiatives concerning CCUS technology;
- e) initiating and recommending system solutions beneficial to the development and operation of CCUS technologies;
- f) taking action to protect the environment
- g) proposing legislative and non-legislative solutions favourable to the development and operation of CCUS technologies to national and EU bodies with legislative initiative;
- h) gathering information necessary for optimal and effective implementation of its statutory tasks;
- i) delegating its representatives to work in advisory and consultative institutions;
- j) cooperation with experts in the area of CCUS technology;
- k) implementation of the policy and interests of the Association's members in relation to international institutions and organisations, as well as economic and political associations of states, including the European Union, and in terms of cooperation with international organisations operating in the area of CCUS technologies;
- l) supporting members CCUS Poland through providing substantive advice;
- m) working to maintain, develop and strengthen existing cooperative relationships between CCUS technology stakeholders;
- n) building a positive image of the CCUS technology sector and advocating for its high profile in economic and climate policy making and formulation;
- o) supporting the exchange of experience in technical, organisational and economic solutions and inspiring cooperation for their implementation;
- p) conducting information activities, organising public campaigns on the issues of the CCUS technology sector;
- q) cooperation with universities and training institutions with regard to the needs of the CCUS technology sector.

2) Any economic activity defined by the Polish Classification of Activities, after an entry in the register of the relevant court, to support the statutory activity of the Association, in particular:

- a) preparation of expert opinions in the field of economy and economics;
- b) developing programmes and strategies for the CCUS industry;

c) organising training, social campaigns and seminars for both CCUS Poland members and third parties;

d) conducting publishing activities on the basis of its own studies and works of third parties.

2. To carry out its activities, the Association may employ staff and establish offices.

3. Before concluding a contract with an ordinary member and a supporting member of the Association, the Board is obliged to inform the Audit Committee about this fact.

4. The object of the activity of the Association, according to the Polish Classification of Activities, are the following:

a) traderetail trade, excluding retail trade of motor vehicles (PKD 47),

b) publishing of books and periodicals and other publishing activity, excluding software (PKD 58.1),

c) management consulting (PKD 70.2),

d) engineering activities and related technical consultancy (PKD 71.12.Z),

e) other technical research and analysis (PKD 71.20.B

f) research and work research and development in the field of other natural and technical sciences (PKD 72.19.Z),

g) market research and public opinion polling (PKD 73.20.Z),

h) other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z),

i) sending of advertising materials (PKD 82.19.Z),

j) activities related to the organisation of fairs, exhibitions and congresses (PKD 82.30.Z)

k) other activities supporting business activity, not classified elsewhere (PKD 82.99.Z),

l) other extracurricular forms of education not elsewhere classified (PKD 85.59), - other activities supporting education not elsewhere classified (PKD 85.59)

m) activities supporting education (PKD 85.60.Z),

n) activities of professional organisations (PKD 94.12.Z).

CHAPTER 3

MEMBERS, THEIR RIGHTS AND OBLIGATIONS

§ 6

Members of the Association can be the following:

- ordinary members

- supporting members ,
- honorary members.

§ 7

1. An ordinary member of the Association may be an adult Polish citizen having full capacity to perform legal actions, without a criminal record and not deprived of public rights and an adult foreigner having full capacity to perform legal actions and not deprived of public rights, also not residing in the territory of the Republic of Poland:

a) being a member of the officers of a company (enterprise) with its seat in the territory of the European Union or the European Economic Area, whose activities include, among others, the promotion of the development of CCUS technologies, or

b) being a member of the company's authorities or a scientific employee of scientific institutes, universities or non-governmental organisations, whose activities are related, among others, to the development of CCUS technology, interested in realising the aims of the Association.

2. Joining the Association of an ordinary member requires the recommendation of 2 (two) ordinary members and 1 (one) supporting member, referred to in § 12, section 1, item 1), subject to § 13, section 4.

3. The term “ officer” of the company (enterprise) shall be understood as persons serving as members of the board of directors, proxies, directors, deputy directors and managers.

4. The term “member” of the authorities of scientific institutes, universities, non-governmental organisations shall be understood as persons who are members of their statutory bodies or directors and deputy directors of organisational units of these entities.

5. The term “academic staff” is understood as persons with an academic degree of at least PhD or who can demonstrate 10 years of experience in scientific work related to CCUS technology or who can demonstrate specific achievements in the field of CCUS technology development.

§ 8

An ordinary member of the Association has the right to:

1. elect and be elected to the authorities of the Association,
2. participate in the General Meeting of Members of the Association with the right to vote,
3. use the services and products of the Association, according to his/her capabilities, in accordance with the rules determined by the Board of the Association.

§ 9

An ordinary member is obliged to:

1. actively participate in the activities of the Association and the realisation of its objectives,

2. comply with the Articles of Association, rules and resolutions of the Association's authorities,
3. pay regular dues in the amount determined by the General Meeting of Members. The joining ordinary member is obliged to pay the annual fee pro rata to the period remaining until the end of a given calendar year, i.e. until 31 December of a given calendar year (calculated in days).

§ 10

1. The acceptance as an ordinary member of the Association is made by the Board of the Association by means of a resolution on the basis of a written declaration of the candidate, supported by the recommendations specified in § 7, paragraph 2.
2. The Board may refuse to accept as a member of the Association a person who does not fulfil the requirements referred to in § 7 paragraph 1, as well as a person who does not give the guarantee of proper fulfilment of the obligations of a member of the Association.
3. In the case of refusal by the Board to accept a candidate as an ordinary member, the candidate has the right to make an appeal to the General Meeting of Members of the Association within 14 days from the date of delivery of the decision on the refusal to accept the candidate as an ordinary member. In such a situation, the final decision is made by the General Meeting of Members of the Association.
4. The moment the Association is registered, its founders become ordinary members.

§ 11

1. Membership of an ordinary member of the Association expires as a result of:
 - a) his/her voluntary withdrawal from the Association on the basis of a written declaration,
 - b) non-payment of membership fees for a period exceeding 3 months from the date established by the Board, after the member has been summoned in writing to pay the arrears within 30 days from the date of delivery of the summons,
 - c) cessation by an ordinary member to perform managerial positions or sit in the authorities of entities referred to in § 7 point 1,
 - d) his/her death,
 - e) deletion of an ordinary member from the list of members on the basis of a resolution of the Board due to the member's cessation of fulfilling the conditions specified in § 7 point 1, permanent cessation of supporting the Association's objectives, endangering the good reputation of the Association through his/her actions or gross violation of the Association's Articles of Association.
2. In particularly justified cases, upon a written application of a member of the Association, the Board of the Association may adopt a resolution to remit the membership fee in whole or in part, to postpone the date of payment or to spread the membership fee into instalments.
3. An ordinary member has the right to appeal to the General Meeting of Members of the Association against the Board's resolution to remove an ordinary member from the list of members

due to the termination of membership in accordance with paragraph 1 above, within 14 days from the date of delivery of the Board's resolution to the member. In such a situation, the final decision is made by the General Meeting of Members of the Association.

§ 12

1. A supporting member can become:

1) legal persons:

a) who use or plan to use CCUS technology as part of their business activities or

b) who wish to contribute to the realisation of the aims and objectives of the Association and give the guarantee of their realisation, and who fulfil the requirements specified in § 4, points 2 and 3 of the Articles of Association.

2) scientific institutes, universities, non-governmental organisations - this category of supporting members is exempt from contributions.

2. The acceptance as a supporting member takes place by the resolution of the Association's Board, on the basis of a written declaration and a recommendation of at least 3 (three) ordinary members, and in the case of the category of supporting members specified in paragraph 1, item 1) above, upon payment of an entry fee in the amount determined by the Association's Board.

3. A supporting member acts in the Association through a representative indicated in writing.

4. In the case of refusal of acceptance by the Board as a supporting member, the candidate has the right to appeal to the General Meeting of Members of the Association within 14 days from the date of delivery of the decision on refusal of acceptance to the candidate. In such a situation, the final decision is made by the General Meeting of Members of the Association.

5. A supporting member is obliged to pay regular contributions in the amount determined by the General Meeting of Members. The acceding supporting member is obliged to pay the annual contribution pro rata to the period remaining until the end of the calendar year in question, i.e. by 31 December of the calendar year in question (calculated in days).

§ 13

1. A supporting member has the right to:

a) benefit from the services of the Association, according to his/her capacity, according to the rules determined by the Board;

b) take part in the General Meeting of Members of the Association with an advisory vote,

c) submit requirements to the Association's authorities,

d) propose candidates to the authorities of the Association,

e) recommend candidates for ordinary members of the Association, subject to point 4 below.

2. A supporting member does not have the right to vote and cannot be elected to the authorities of the Association.

3. A supporting member has the right to participate in or support undertakings carried out by the Association.

4. The recommendation of a candidate for an ordinary member can only be made by a supporting member referred to in § 12, item 1, point 1). Such a supporting member may recommend the accession to the Association of a number of ordinary members specified by the Management Board in a resolution (with the proviso that the first determination of the number of ordinary members who may be recommended by a supporting member shall be made by the Association's founding meeting), fulfilling the prerequisites specified in § 7, who are representatives of the managerial staff of that supporting member or who are members of the authorities or scientific employees of the supporting member being a scientific institute, a university or a non-governmental organisation. In determining the number of ordinary members who may be recommended to the Association by a supporting member, the Management Board will take into account the amount of dues payable by the supporting member, observing the principle that supporting members from whom dues of the same amount are payable will be entitled to recommend the same number of ordinary members.

5. If an ordinary member, who is a founder member of the Association, is an officer of a supporting member, the right of the supporting member to recommend an ordinary member as referred to in paragraph 4, above, shall be suspended for the period during which such person is an officer of such member, subject to paragraph 6.

6. The limitation of the right of a supporting member to recommend an ordinary member referred to in paragraph 4 above shall not be suspended to the extent that the supporting member has the right to recommend more than one ordinary member. In such a case, the number of ordinary members that the supporting member is entitled to recommend shall also include the ordinary member who is the founder of the Association, for the period during which such person is a member of its executive staff of the supporting member concerned.

§ 14

1. The membership of a supporting member expires as a result of:

a) voluntary withdrawal from the Association on the basis of a written declaration,

b) removing on the basis of a resolution of the Board, in connection with the cessation of fulfilling the prerequisites specified in § 12, passage 1, point 1, loss of legal personality, ceasing to support the objectives of the Association, compromising the good reputation of the Association by its actions or by a gross violation of the Articles of Association,

c) not paying the annual membership fee due for the calendar year within 3 months from the moment the Management Board notifies the member of its amount, after the member has been summoned in writing to pay the arrears within 30 days from the date of delivery of the summons.

2. In the case of the removing of a supporting member from the list of members by the Management Board, the member has the right to appeal to the General Meeting of Members of the Association

within 14 days from the date of delivery of the decision of the Management Board to the member. In such a situation, the final decision is made by the General Meeting of Members of the Association.

§ 15

1. An honorary member can be a natural person with special merits for the Association or for the development of CCUS technology.
2. The title of an honorary member is conferred by the Board of the Association at the request of at least 3 (three) Ordinary Members or 1 (one) Supporting Member, by a resolution adopted by a simple majority of votes by the General Meeting of Members, with at least 50% of the Ordinary Members present. The same procedure applies to the loss of membership by this category of members.

§ 16

1. An honorary member of the Association has the right to:
 - a) take part in the General Meeting of Members of the Association in an advisory capacity, without the right to vote and without the right to be elected to the authorities of the Association,
 - b) benefit from the services of the Association, according to his/her capacity, according to the rules determined by the Board.
2. An honorary member is exempt from paying membership fees.
3. An honorary member is obliged to comply with the provisions of the Articles of Association, regulations and resolutions of the Association's authorities.
4. The provisions of the Articles of Association concerning the acceptance and removing of ordinary members of the Association apply accordingly to the acceptance and removing of honorary members.

CHAPTER 4

AUTHORITIES OF THE ASSOCIATION AND THEIR POWERS

§ 17

The authorities of the Association are the following :

1. General Meeting of Members,
2. Board of Directors,
3. Audit Committee,
4. Association Council.

§ 18

1. The supreme authority of the Association is the General Meeting of Members, which may be ordinary or extraordinary.
2. The Ordinary General Meeting of Members is convened once a year and should take place by 30th June each year.
3. The subject of the Ordinary General Meeting of Members should be, in particular:
 - a) to consider and adopt the reports on the activities of the Audit Committee and the Management Board during the preceding financial year;
 - b) to acknowledge the fulfillment of duties by the members of the Audit Committee and the members of the Management Board for the preceding financial year;
 - c) to consider and approve the financial statements of the Association for the preceding financial year.

§ 19

The powers of the General Meeting of Members, except in other cases indicated in the Articles of Association, include:

1. determination the main directions of the Association's activities,
2. assessment of the work and acceptance of the reports of the Board of Directors on the activity of the Association, the reports of the Audit Committee and the Association Council,
3. approval of the financial statements of the Association,
4. adoption of resolutions on the distribution or coverage of the net financial result,
5. acknowledgment of the fulfillment of the duties by the members of the Audit Committee and members of the Board,
6. determination of the number of members of the Board of Management, the Audit Committee and the Association Council for a given term of office,
7. appointment and dismissal of members of the Board of Management, the Audit Committee and the Association Council,
8. adoption of rules of procedure of the Board, the Audit Committee and the Association Council,
9. making final decisions on the question of ordinary and supporting membership in the Association - by examining appeals from resolutions of the Board on refusal of admission as a member of the Association and removal from the list of members of the Association,
10. adoption of resolutions to amend the Articles of Association,
11. adoption of resolutions on all matters not reserved for the competence of other authorities of the Association,

12. adoption of resolutions on the dissolution of the Association and allocation of its assets.
13. adoption of the Association's budget,
14. adoption of long-term and annual activity plans of the Association,
15. determining the amount of membership fees, while the first determination of the amount of membership fees will be made by the Founders' Meeting of the Association.

§ 20

1. The Ordinary General Meeting of Members is convened by the Board, once a year, before the deadline for the approval of the financial report and the activity report resulting from the commonly binding regulations.
2. Extraordinary General Meeting of Members is convened by the Board on its own initiative, at the request of the Audit Committee, at the request of at least 50% of the number of ordinary members or at the request of the Association Council. The Board is obliged to convene the Extraordinary General Meeting of Members within 7 days from the day of receiving the request, including in the proposed agenda the proposed items and/or issues.
3. In urgent matters, the Board shall convene an Extraordinary General Meeting of Members by notifying the ordinary members by e-mail, but no later than 3 (three) days before the scheduled date of the meeting.
4. The General Meeting of Members may also be held without being formally convened if all ordinary members attend and none of the members raises an objection against the holding of the General Meeting of Members or its agenda.
5. The General Meeting of Members may also be held remotely under the terms of Article 10, points 1 a - 1 c of the Law on Associations. The Board may restrict the possibility of holding the General Meeting of Members in the manner provided for in the previous sentence in the event that it is necessary to adopt a resolution by secret voting.

§ 21

1. The General Meeting of Members elects a chairperson, who presents the agenda, appoints the secretary, who may be a natural person from outside the members of the Association, and confirms the validity of the Meeting, including drawing up the attendance list for the General Meeting of Members.
2. The minutes of the General Meeting of Members shall be signed by the chairperson and the minutes taker. The attendance list will be attached to the minutes.
3. Resolutions of the General Meeting of Members are adopted by a simple majority of votes with at least 50% of the number of ordinary members present, subject to the provisions of § 34 of the Articles of Association.
4. Voting on resolutions of the General Meeting of Members shall, as a rule, take place openly, with the exception of matters provided for in § 30.3 of the Articles of Association or other matters which

the Management Board deems necessary to be voted on by secret ballot (secret voting). The provisions of this paragraph shall apply mutatis mutandis to voting by the other authorities of the Association.

§ 22

1. Ordinary members of the Association as well as non-voting but advisory members, honorary members and supporting members take part in the General Meeting of Members. Invited guests may also participate in the General Meeting of Members.

2. Absent ordinary members may vote at the General Meeting of Members through their written authorised representative. The representative can only be another ordinary member of the Association. The power of attorney must be given in writing and submitted to the Chairman of the Meeting. This does not exclude the application of § 20 point 5 of the Articles of Association.

§ 23

1. The Board of the Association notifies the members of the date, place and agenda of the General Meeting of Members at least 2 (two) weeks before the date of the planned meeting by registered mail.

2. Instead of registered mail, the notice may be sent by e-mail if the member has agreed in writing to such a mode of communication, specifying the address to which such notice is to be sent.

§ 24

1. The Board shall consist of between 1 (one) and 3 (three) members, whereby, in the case of a single-member Board, the President of the Board shall be appointed, and in the case of a multi-member Board, the President of the Board and no more than 2 (two) Vice-Presidents shall be appointed.

2. A candidate for the member of the Board must be recommended by at least 2 (two) ordinary members and at least 3 (three) supporting members. This provision does not apply to the election of the first Board of Directors of the Association, in which case the candidate for Board member must only have the recommendation of at least 2 (two) ordinary members.

3. The Board manages the entire affairs of the Association.

4. The Board of the Association, at the request of the General Meeting of Members, appoints the Director of the Office of the Association.

§ 25

1. The powers of the Board of the Association include the following:

a) representing the Association before third parties ,

b) making declarations of intent on behalf of the Association leading to the creation of any obligation on the part of the Association, the granting of any security by the Association, the renunciation of

any property or non-property right, subject to the provisions of § 32, point 2, letter e) of the Articles of Association;

c) granting and revoking a power of attorney,

d) acceptance and removal members from the list of members,

e) establishing internal organisational rules of the Association, including by-laws, codes of ethics, guidelines and compliance declarations, as well as other internal documents of the Association required by generally applicable laws,

f) appointing an Arbitration Tribunal from among the ordinary members of the Association (who are not members of the Board and the Audit Committee) in order to settle disputes between the members and between the members and the authorities of the Association, and determining the principles of operation of the Arbitration Tribunal.

2. In the matters referred to in point 1 b) - f), a resolution of the Board is required.

3. The Board represents the Association in and out of court.

4. In the case of a one-person Board, the President of the Board acting independently is authorised to make declarations of will on behalf of the Association, and in the case of a multi-person Board, two Board members acting jointly or a Board member acting jointly with a proxy are authorised to make declarations of will on behalf of the Association.

5. The Director of the Association's Office has the right to represent the Association only on the basis of the power of attorney granted to him/her by the Board.

§ 26

1. Resolutions of the Board are adopted by a simple majority of votes irrespective of the number of Boardmembers present, provided that all Board members have been duly notified of the Board meeting. In the event of an equality of votes, the vote of the President of the Management Board shall be decisive.

2. Meetings of the Board of Management shall be held as necessary, but at least once every six months, and shall be convened by the President of the Board of Management of the Association or by a designated Vice President of the Board of Management of the Association. Meetings of the Board of Directors may be held remotely, in accordance with the rules provided for in Article 10, paragraphs 1a - 1c of the Law on Associations.

3. It is permissible to participate in the Board meeting by means of electronic communication. The precise description of the manner of participation and exercise of voting rights by means of electronic communication is indicated in the notice of the meeting.

4. Voting on the matters on the agenda of the Board meeting may take place by correspondence or electronically, provided that all members of the Board agree to this form of voting.

5. The Management Board is obliged to present an annual report of its activities/operations to the General Meeting.

§ 27

1. The Audit Committee consists of 2 to 5 members, who elect a chairperson and a secretary from among themselves.
2. A member of the Audit Committee cannot be the following:
 - 1) A member of the Audit Committee must not be: - a member of the Board of Directors, or have a relationship of consanguinity or affinity with the Board,
 - 2) convicted of an intentional crime.
3. If, as a result of resignation or for other reasons, the number of members of the Audit Committee decreases below two, not later than within 3 months of this event, the Board is obliged to convene a General Meeting of Members in order to complete the composition of the Audit Committee.
4. The Audit Committee is appointed to audit the expert, financial and economic activities of the Association.
5. The powers of the Audit Committee include - in the absence of a statutory obligation - adopting resolutions to have the financial statements audited by an expert accountant and, in any case, to elect an expert accountant to carry out the audit.
6. The Audit Committee reports to the General Meeting of Members on its activities and presents a motion for the acknowledgment of the fulfillment of the duties by the Board members.
7. The Audit Committee meets quarterly. The meetings of the Audit Committee may be held remotely in accordance with the rules provided for in Article 10, Paragraph 1a - 1c of the Law on Associations.

§ 28

1. The Association Council is an advisory body which supervises and coordinates the activities of the Association.
2. The number of members of the Association Council for a given term of office is determined by the General Meeting of Members (and the meeting of the founders of the Association in the case of the first composition of the Association Council), but it cannot be less than 2 persons.
3. The members of the Association Council are appointed and dismissed by the General Meeting of Members from among the ordinary members of the Association. The powers of the Association Council include in particular are the following:
 - a) establishing the main directions of the expert, organisational and financial activity of the Association in accordance with the guidelines of the General Meeting of Members,
 - b) participating in the meetings of the General Meeting of Members and the Board with an advisory vote,
 - c) Submitting to the General Meeting of Members of the Association the assessment of the report of the Board referred to in § 26 item 5.

4. Resolutions of the Association Council are adopted by a simple majority of votes in the presence of at least 50% of the members of the Association Council, provided that all members of the Association Council have been duly notified of the Association Council meeting. The Board shall determine the detailed rules for convening the Association Council meeting.

5. Meetings of the Association Council shall be held as and when necessary but at least once every six months.

6. Meetings of the Association Council may be held remotely in accordance with the rules provided for in Article 10, paragraphs 1a - 1c of the Law on Associations. Possibilities of limitation of the holding of a meeting of the Association Council in the manner provided for in the previous sentence may take place in the event that it is necessary to adopt a resolution by secret voting.

7. It is permissible to participate in a meeting of the Association Council by means of electronic communication and to vote on matters on the agenda of the Association Council in the manner provided for in paragraph 6 above.

§ 29

1. Positions in the authorities of the Association are performed on a voluntary basis, subject to point 2.

2. Members of the Board may receive remuneration in connection with and for the duration of their position. In this case, an employment contract or a contract of mandate with the President of the Board or any other member of the Board of Directors shall be signed by the Chairperson of the Audit Committee or a proxy appointed by the General Meeting of Members.

3. The amount of the remuneration of the President or a member of the Board is determined by the Audit Committee, with the approval of the Association Council, upon the proposal of the Board. The person authorised to conclude contracts with a member of the Board is the Chairman of the Audit Committee.

CHAPTER 5

ELECTION OF THE BOARD

§ 30

1. The term of the authorities of the Association (i.e. the Board, the Audit Committee and the Association Council) is 3 (three) years (joint term). This provision does not apply to the first Board, the Audit Committee and the Association Council, whose term lasts 1 (one) year and who will be appointed by the Association's Founders' Meeting. The terms are calculated in full financial years. The term expires on the date of approval of the Association's financial statements for the relevant financial year.

2. Members of the Board and the Association Council may be elected for successive terms.

3. The election of the members of the Board, the Audit Committee and the Association Council takes place by secret voting.

4. The General Meeting of Members may adopt by-laws regulating detailed principles of conducting elections.

5. All ordinary members have active and passive voting rights.

CHAPTER 6 ASSETS OF THE ASSOCIATION

§ 31

For implementation of statutory tasks the Association may dispose of assets obtained by means of:

1. entry fees and contributions of ordinary and supporting members,
2. donations and bequests,
3. any business activity defined in accordance with the Polish Classification of Activities, after having been entered in the register of the competent court and having obtained the appropriate concessions, licences, etc., if necessary;
4. income from the Association's assets.

§ 32

1. Disposing of Association assets lies within the powers of the Board, subject to the following provisions.

2. It is forbidden to:

- a) grant loans or secure liabilities with the assets of the Association in relation to its members, members of the Association's authorities or employees, as well as to persons with whom employees are married or in a relationship of kinship or affinity in a direct line, kinship or affinity in a collateral line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as "related persons",
- b) transfer of the Association's assets for the benefit of its members, members of the Association's authorities or employees, as well as their relatives, on principles other than in relation to third parties, in particular if this transfer is made free of charge or on preferential conditions,
- c) use the assets for the benefit of the members of the Association, members of the Association's authorities or employees, as well as their relatives, on principles other than in relation to third parties, unless this use results directly from the statutory purpose of the Association,
- d) purchase goods or services on special terms from entities in which members of the Association, members of its authorities or employees and their close persons participate,
- e) incur liabilities or dispose the right on behalf of the Association of the value equal to or exceeding the amount of 50,000.00 PLN (in words: fifty thousand zlotys) without the prior consent, expressed in the form of a resolution, of the General Meeting of Members, if this does not result from the budget of the Association adopted by the General Meeting of Members.

3. The income from business activity serves to carry out the statutory objectives of the Association and may not be distributed among its members.

§ 33

The Association's financial year coincides with the calendar year. The first financial year ends on 31 December 2025.

CHAPTER 7

AMENDMENT TO THE ARTICLES OF ASSOCIATION AND DISSOLUTION OF THE ASSOCIATION

§ 34

1. A resolution on the amendment of the Articles of Association and on the dissolution of the Association is adopted by the General Meeting of Members by a majority of 2/3 of the votes of the ordinary members, with at least 50% of the number of ordinary members present at the Meeting. A simple written form is sufficient for the amendment of the Articles of Association.

2. In the event that the General Meeting of Members adopts a resolution on the dissolution of the Association, the General Meeting of Members simultaneously adopts a resolution on the allocation of the assets of the Association and appoints a liquidator.

3. The liquidator will complete the current affairs of the Association, collect debts and fulfil the obligations of the Association. Upon completion of the liquidation, the liquidator will present a report on his/her activities to the General Meeting of Members for approval.

4. After the report has been approved by the General Meeting of Members, in accordance with point 3 above, the liquidator will apply to the registry court for the deletion of the Association from the register.

5. In matters not regulated by the Articles of Association, the provisions of the Law on Associations shall apply.

Register No. 2007 / 2025

I, Jaroslaw Kusior, sworn translator of English

hereby certify that this is a true copy of the original document submitted in **POLISH**

Fee charged according to effective Regulation of the Minister of Justice on the Sworn Translator's Remuneration for Translation Services of February 9, 2021

Dziennik Ustaw (Polish Journal of Laws) of 2000, No. 62, item 718

Warsaw, dated: 16 July, 2025