



THE RULES OF THE SUPERVISORY BOARD of Centrum Nowoczesnych Technologii S.A.

1. GENERAL PROVISIONS

- 1.1 The Supervisory Board operates on the basis of the provisions of law, including the Code of Commercial Companies, the Company's Statute and these Rules.
- 1.2 The Company shall provide technical and organizational support for the Supervisory Board.
- 1.3 In between the meetings of the Supervisory Board, statements addressed to the Supervisory Board shall be directed to the Chairman of the Supervisory Board or, unless it is possible, to the Vice Chairman of the Supervisory Board or to its Secretary. The person who gets that statement is obliged to notify the remaining members of the Supervisory Board about the contents of that statement with no delay.

2. CONVENING MEETINGS OF THE SUPERVISORY BOARD

- 2.1 The Supervisory Board holds its meetings when necessary, but no less than once a quarter.
- 2.2 The oldest member of the Supervisory Board shall convene the first meeting of the newly elected Supervisory Board no later than two weeks after the appointment of the new Supervisory Board and shall chair the meeting until the new chairman of the Supervisory Board is chosen.
- 2.3 At the first meeting of the new term the Supervisory Board shall elect a chairman, vice - chairman and a secretary of the Supervisory Board among its members. In case of changes of the composition of the Supervisory Board throughout the current term of office, it shall be required to appoint only for the posts in the Supervisory Board, which have expired with the mandate of the member of the Supervisory Board.
- 2.4 At any time, the Supervisory Board can remove the Chairman, the Vice-Chairman, and the Secretary of the Supervisory Board from holding their posts and simultaneously entrusting the post to another person.
- 2.5 Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board or, unless it is possible, the Vice-Chairman.
- 2.6 The meeting of the Supervisory Board should be convened at the request of each member of the Supervisory Board or at the request of the Management Board. The applicant should enclose a proposed agenda. The meeting should be convened within two weeks from receiving the request, that is no later than within three weeks from the reception of the request.



- 2.7 Should the meeting not be convened within the time limit referred to in the Section 2.6 above, the applicant is entitled to convene the meeting by himself in the manner described in Sections 2.8-2.10 below.
- 2.8 A written invitation to all members of the Supervisory Board, at least 7 (seven) days before the meeting of the Supervisory Board, sent by registered mail, fax or delivered in person with acknowledgment of receipt to the address given in writing to the Chairman of the Supervisory Board is required to convene a meeting of the Supervisory Board.
- 2.9 The member of the Supervisory Board can express his/her consent for notification by the means of electronic media, to the e-mail address or on the telephone number given in writing to the Chairman of the Supervisory Board.
- 2.10 In the invitation to the Supervisory Board meeting the Chairman of the Supervisory Board shall determine the term of the meeting, place of the meeting and a draft of the agenda.
- 2.11 The extension of the agenda of the meeting can take place if all members of the Supervisory Board are present at the meeting and nobody objects to the proposed agenda.
- 2.12 A meeting of the Supervisory Board can take place without its formal convening if all members of the Supervisory Board consent to it no later than on the day of the meeting and will confirm this in writing or put their signature at the list of attendance. Resolutions on matters not included in the agenda cannot be adopted, unless at the meeting there are present all members of the Supervisory Board are present and nobody present objects to it or unless the specific measures must be taken by the Supervisory Board to protect the Company against the damage directly jeopardizing the Company, as well as in case of the resolution whose subject is an assessment if there is a conflict of interest between the member of Supervisory Board and the Company.

3. MEETINGS OF THE SUPERVISORY BOARD

- 3.1 The Chairman, and if he is absent – Vice-Chairman or another member of the Supervisory Board, shall chair meetings of the Supervisory Board.
- 3.2 The Chairman of the Supervisory Board or other member of the Supervisory Board shall chair the meeting, shall lead the course of the meeting in accordance with the agreed agenda, provisions of law, the statute and these rules. The Chairman shall in particular prevent abusing the rights by members of the Supervisory Board and provide protection of interests of the Company.
- 3.3 Meetings of the Supervisory Board shall be held at the company's registered office or in different place indicated in the invitation by the person who convene the meeting. As far as



possible the meeting shall be held in place and in time, which ensure the opportunity to participate in it for members of the Supervisory Board.

- 3.4 The Chairman shall order to prepare a list of attendance of the members of the Supervisory Board at the meeting, which is attached to the minutes.
- 3.5 The Chairman can order breaks in the meeting in particular in order to obtain opinions of experts, to conduct consultations, or work on the contents/wording of resolutions.
- 3.6 The Chairman of the Supervisory Board can invite to the Supervisory Board meetings non-members of the Supervisory Board, in particular professionals, as well as members of the Board of Management and the Company's employees in order to provide detailed explanations or deliver an opinion on topics being the subject of the debate on his/her own initiative or at the request of another member of the Supervisory Board. However, at the request of any member of the Supervisory Board this person shall leave the meeting, also for the time of voting or discussing particular point of the agenda, in particular while discussing matters relating directly to him/her.
- 3.7 If it is significant for any member of the Supervisory Board, persons close to the member or the entity affiliated to him/her economically or personally, not belonging to the capital group of the Company (conflict of interest) to adopt or not to adopt the resolution of specific contents, member of the Supervisory Board should inform the remaining members of the Supervisory Board and refrain from taking part in the discussion and voting on adoption the resolution on the case to which a conflict has arisen. In this situation information about this fact shall be included in the minutes of the meeting of the Supervisory Board.
- 3.8 Upon completing the agenda, the Chairman of the Supervisory Board shall close the meeting.

4. RESOLUTIONS AND MINUTES

- 4.1 The Supervisory Board shall adopt resolution if the majority of its members are present at the meeting and all members have been invited.
- 4.2 The Supervisory Board adopt resolution by a simple majority of votes of the present members, but in case of a voting deadlock, the Chairman of the Supervisory Board shall have the casting vote.
- 4.3 Resolutions of the Supervisory Board are adopted in open voting.
- 4.4 A secret ballot shall be ordered at the request of any member of the Supervisory Board and in the personal matters.



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- 4.5 Resolutions of the Supervisory Board shall be expressed in a clear, factual and not too general manner.
- 4.6 Resolutions of the Supervisory Board are separate documents. The number of voters and the result of the voting are written under the resolution. Resolutions shall be signed by all the members of the Supervisory Board participating in the meeting.
- 4.7 Resolutions of the Supervisory Board adopted during the meeting of the Supervisory Board shall be numbered with subsequent ordinal numbers.
- 4.8 The Supervisory Board meetings shall be recorded in the minutes by the Secretary of the Supervisory Board, subject to the section 4.9 below.
- 4.9 The Supervisory Board can entrust recording meetings in minutes to the person from outside the Supervisory Board.
- 4.10 With the agreement of all the members of the Supervisory Board, the Supervisory Board can record its meetings.
- 4.11 Minutes should include at least: date and place of the meeting, the agenda of the meeting, the names and surnames of all the present members of the Supervisory Board, the number of votes for every resolution and an opposing opinion. At the request of any member of the Supervisory Board who submits the opposing opinion, information about the opposing opinion submitted by individual members of the Supervisory Board is published in the Supervisory Board annual report.
- 4.12 Materials debated at the meeting and the list of attendance signed by all the members of the Supervisory Board present at the meeting shall be enclosed to the minutes.
- 4.13 After the minutes is prepared the Secretary of the Supervisory Board shall present it to the members of the Supervisory Board for their acceptance. The minutes shall be signed by the members of the Supervisory Board present at the meeting. The refusal to sign the minutes should be reasoned in writing and enclosed to the book of minutes. In case of preparing the minutes after the meeting is closed, it should be submitted to the members of the Supervisory Board at the next meeting.
- 4.14 The Secretary of the Supervisory Board shall keep the book of minutes of the Supervisory Board meetings with the book of resolutions of the Supervisory Board, which are kept in the Company's registered office.
- 4.15 The member of the Supervisory Board can request for a copy of the minutes or a resolution of the Supervisory Board to be released.

5. VOTING IN WRITING AND BY MEANS OF DIRECT COMMUNICATION MEDIA



- 5.1 Subject to article 388 § 4 of the Commercial Code of Companies, the Supervisory Board can adopt a resolution in writing or by means of direct communications media which shall enable all members of the Supervisory Board to communicate.
- 5.2 Adoption of the resolution according to the procedure described in the Section 5.1 above requires prior presentation of the draft of the resolution to all members of the Supervisory Board by registered mail or fax, delivered in person or through electronic mail, with acknowledgment of receipt.
- 5.3 The resolution adopted according to the procedure described in the Section 5.1 shall be regarded as adopted when there are votes casted by a number of members of the Supervisory Board required to binding adoption of the resolution according to the procedure from Section 4.1 and 4.2.
- 5.4 The resolution adopted according to the procedure described in the Section 5.1 can consist of several documents with identical content, each of which is to be signed by one or more members of the Supervisory Board. Each member of the Supervisory Board shall put the date of signing the document next to their signature.
- 5.5 In case of refusal or impossibility to sign under the resolution adopted by any member of the Supervisory Board according to the procedure described in the Section 5.1 within 1 day from presentation of its project, according to provisions of the Section 5.2, the Chairman is obliged to make reference to the document of the resolution on which he/she puts his signature about the refusal or impossibility to sign it by any member of the Supervisory Board.
- 5.6 Resolutions adopted according to the procedure described in the Section 5.1 require implementation to the minutes of the next Supervisory Board meeting with the result of voting.

6. DELEGATING MEMBERS OF THE SUPERVISORY BOARD TO PERFORM SUPERVISORY DUTIES

- 6.1 For important reasons the Supervisory Board can delegate respective members of the Supervisory Board to perform specific supervisory duties independently for a specified period of time.
- 6.2 The resolution about delegation of the member of the Supervisory Board to perform specific supervisory duties defines the purpose and scope of that tasks, as well as the term of their completion.
- 6.3 The delegated member of the Supervisory Board shall be obliged to submit written report on the activities performed to the Supervisory Board within the terms specified in the resolution about



delegation of him/her to perform specific supervisory duties.

7. AUTHORISATION OF MEMBERS OF THE SUPERVISORY BOARD TO SIGN AGREEMENTS WITH MEMBERS OF THE BOARD OF MANAGEMENT

- 7.1 The Supervisory Board shall authorize respective members of the Supervisory Board to sign an employment contract or any other civil law activities with members of the Board of Management on behalf of the Company.
- 7.2 The contents of the contract or other civil law activity signed with the member of the Board of Management should be consistent with conditions and contents of the activity determined in the resolution or resolutions of the Supervisory Board.
- 7.3 At the forthcoming meeting of the Supervisory Board the authorized member of the Supervisory Board is obliged to submit the contract or the contents of the other civil law activity signed with the member of the Board of Management.
- 7.4 Copies of the contract signed with members of the Board of Management shall be stored by the Secretary of the Supervisory Board.

8. SUPERVISORY BOARD MEMBER'S RESIGNATION

- 8.1 Any member of the Supervisory Board can resign from the Supervisory Board at any time. A resignation of the member of the Supervisory Board is submitted to the Company in writing.
- 8.2 The member of the Supervisory Board should not resign from the post during the term of office, if it can prevent the Supervisory Board from operating, in particular if it can prevent them from adopting any important resolution timely.

9. FINAL PROVISIONS

- 9.1 Changing of these rules requires a resolution of the Supervisory Board.
- 9.2 These Rules were adopted by a resolution of the Supervisory Board No 7 of 12 May 2017 and shall enter into force on the date of its approval by the General Meeting.