

# **STATUTE OF FOUNDATION INTELLIGENT TECHNOLOGIES**

## **Chapter I**

### **General provisions**

#### **§1**

1. The Foundation known as „Foundation Intelligent Technologies” (hereinafter: „the Foundation”) established by Intelligent Technologies S.A. entered in the Register of Entrepreneurs by the District Court for the Capital City of Warsaw, XII Commercial Department of the National Court Register under number 0000187832.
2. The Foundation was established on 25th of June 2015 in Warsaw with a notary deed drawn up by The Notary Maciej Biwejnis at his Notary Office in Warsaw (Register A No. 5266/2015).

#### **§2**

1. The Foundation conducts its activity in pursuance of the Foundations Act of April 6, 1984 (Journal of Laws of 1991 r. No 46, item. 203 as amended) and provisions of this Statute.
2. The life of the Foundation shall be unlimited.
3. The Foundation shall have its registered office in Sękocin Nowy in masovian voivodeship.

#### **§3**

1. The Foundation shall have legal personality.
2. The Minister of Education and Science shall be competent minister with regard to the goals of the Foundation.

#### **§4**

1. The Foundation shall use a stamp with the inscription containing its name.
2. The Foundation may use its name in foreign languages to cooperate abroad.

#### **§5**

1. The Foundation shall conduct its activity within the territory of the Republic of Poland.
2. For the appropriate completion of its goals Foundation may conduct activity inside and outside the Republic of Poland.
3. The Foundation may set up branches, plants as well as join and set up other entities.
4. The Foundation may establish and award decorations, distinctions and diplomas to natural and legal persons who have contributed to the Foundation, in particular those distinguished in the development of the information society in Poland, corporate social responsibility and sustainable development.

## **Chapter II**

### **Foundation goals, means and rules of activity**

## §6

The Foundation's goals are to support the development of economy and science, in particular the development of the information society, corporate social responsibility and sustainable development, support science, education, children's and youth rights, education and upbringing, culture, art, protection of cultural goods and traditions, ecology, protection and promotion of health and social care.

## §7

1. The Foundation shall complete its goals defined in § 6 of this Statute in particular by:
  - a) organization and supporting, including financing and co-financing of programs, social and educational campaigns,
  - b) initiating and holding programs and social and educational campaigns together with the Founder,
  - c) conducting journalistic and informational activities, including publishing books, magazines, brochures and special publications,
  - d) creating, organizing and supporting organizational and financing scholarship programs promoting outstanding gifted children and youth,
  - e) conducting, organizing and supporting organizational and financing trainings in accordance with the goals of the Foundation,
  - f) organizing and supporting financial research programs, conferences and scientific and popular science publications, in particular devoted to the development of modern ICT technologies,
  - g) conducting charity activities for improving living conditions and development of children and youth, as well as for people coming from economically inferior regions, underinvested and underdeveloped regions,
  - h) organizing and providing organizational and financial support to public benefit organizations, schools, educational institutions, hospitals and orphanages, social care homes,
  - i) organizing and organizational support as well as financing of particularly valuable cultural and artistic activities,
  - j) organizational support and financing of socially important initiatives related to the promotion of physical culture and sport,
  - k) organization and organizational support as well as financing and co-financing of all-Poland, local and regional initiatives within the scope of the Foundation's goals set out in §6,
  - l) purchase, sale, production and repair of specialist equipment for the public good,
  - m) participation in the reconstruction, renovation and rescue of historic buildings,
  - n) activity for the protection of natural environment,
  - o) activity for the support of social and health care.
2. To achieve its goals defined in §6, the Foundation may cooperate with other institutions, organizations and individuals. This cooperation may take the form of organizational support, partial or total financing of the undertaking and total or partial security of the liabilities of the above institutions, organizations and persons, or assistance in obtaining the necessary funds from other sources.
3. To achieve its goals defined in §6, the Foundation may run a business in accordance with the provisions of this Statute and obtain funds from natural persons, legal persons and

organizational units without legal personality, which the law grants legal capacity and EU assistance funds, and cooperate with other institutions, organizations and individuals for this purpose. This cooperation may take the form of organizational or financial support and securing the obligations of the above institutions, organizations and persons intending or necessary to obtain funds from European Union funds, referred to above.

## **§8**

The goals and forms of action shall be implemented by the Foundation as part of unpaid activities.

## **§9**

1. The Foundation shall operate in accordance with the financial plan covering the calendar year.
2. The financial plan determines the Foundation's income and expenses in a given calendar year.
3. The financial plan shall be introduced by resolution of the Foundation's Council no later than 14 days before the beginning of the new calendar year.
4. The Founder may at any time control the Foundation's activities. The Foundation's bodies shall be obliged to provide the controlling persons and other persons authorized by the Founder to conduct the inspection with all information and documents needed to carry it out.
5. The Foundation's Board shall be obliged to provide the Founder with the information requested by them regarding the Foundation's activities.

## **§10**

### **Business activity of the Foundation**

1. The Foundation may conduct in the country and abroad, in accordance with applicable regulations, business activity in the field of: printing newspapers (18.11.Z); remaining print (18.12.Z); reproduction of recorded media (18.20.Z); production of electronic components (26.11.Z); production of electronic printed circuits (26.12.Z); production of computers and peripheral devices (26.20.Z); production of (tele) communication equipment (26.30.Z); production of electronic equipment for general use (26.40.Z); production of measuring, control and navigation instruments (26.51.Z); production of watches and clocks (26.52.Z); production of irradiation equipment, electromedical and electrotherapeutic equipment (26.60.Z); wholesale of watches, clocks and jewelry (46.48.Z); wholesale of computers, peripherals and software (46.51.Z); wholesale of electronic and telecommunications equipment and parts therefor (46.52.Z); retail sale of computers, peripherals and software in specialized stores (47.41.Z); retail sale of telecommunications equipment maintained in specialized stores (47.42.Z); Retail sale of audiovisual equipment in specialized stores (47.43.Z); retail sale of books kept in specialized stores (47.61.Z); retail sales of newspapers and stationery kept in specialized stores (47.62.Z); retail sale of games and toys in specialized stores (47.65.Z); publishing books (58.11.Z); issuing lists and lists (e.g. addressed, by phone) (58.12.Z); publishing newspapers (58.13.Z); publishing magazines and other periodicals (58.14.Z); other publishing activity (58.19.Z); publishing activity in the field of computer games (58.21.Z); publishing activity in the scope of other software (58.29.Z); activities related to the production of films, video recordings and television programs (59.11.Z); post-production activity related to films, video recordings and television programs (59.12.Z); activities related to the distribution of films, video recordings and television programs (59.13.Z); activities related to film screenings (59.14.Z); activity in the field of sound and music recordings (59.20.Z); software related activities (62.01.Z); activities related to IT consultancy (62.02.Z); activities related to

the management of IT devices (62.03.Z); other service activities in the field of information and computer technologies (62.09.Z); data processing; web site management (hosting) and similar activities (63.11.Z); operation of internet portals (63.12.Z); activity of information agencies (63.91.Z); other service activity in the field of information, not classified elsewhere (63.99.Z); other technical tests and analyzes (71.20.B); research and development in the field of biotechnology (72.11.Z); scientific research and development works in the field of other natural and technical sciences (72.19.Z); research and development work in the field of social sciences and humanities (72.20.Z); lease of intellectual property and similar products, excluding works protected by copyright (77.40.Z); pre-school education (85.10.Z); primary schools (85.20.Z); junior high schools (85.31.A); general high schools (85.31.B); specialized high schools (85.31.C); technicians (85.32.A); basic vocational schools (85.32.B); special education schools for work (85.32.C); post-high schools (85.41.Z); teacher training institutions and colleges for social service employees (85.42.A.); higher education institutions (85.42.B); non-school forms of sports education and sports and recreational activities (85.51.Z); non-school forms of artistic education (85.52.Z); non-school forms of education in the field of driving and piloting (85.53.Z); foreign language learning (85.59.A); other non-school forms of education, not classified elsewhere (85.59.B); activity supporting education (85.60.Z); paramedical activity (86.90.D); other healthcare activities, not classified elsewhere (86.90.E); day care for children (88.91.Z); activities connected with exhibiting artistic performances (90.01.Z); activities supporting the display of artistic performances (90.02.Z); artistic and literary creative activity (90.03.Z); activities of cultural facilities (90.04.Z); library activities (91.01.A); activities of sports facilities (93.11.Z); the activity of sports clubs (93.12.Z); activities of facilities to improve physical condition (93.13.Z); other sport related activities (93.19.Z); repair and maintenance of electronic equipment for general use (95.21.Z); repair and maintenance of household appliances, home and gardening equipment (95.22.Z); repair of clocks, watches and jewelry (95.25.Z); repair of other personal and household goods (95.29.Z); service activity related to improving physical condition (96.04.Z).

2. All Foundation's income from running a business activity may be used exclusively for the completion of its statutory goals set out in § 6 of this Statute.
3. The decision to start a business in the scope mentioned in paragraph 1 shall be taken by the Board, which is responsible for this activity. The decision of the Board shall be made in the form of a resolution.
4. The Board, by way of a resolution shall define the rules of conducting business activity by the Foundation.
5. Before commencing business activity in a given area, the Foundation shall obtain the required permit, license or authorization if it is required by applicable law.

### **Chapter III**

#### **Assets and income of the Foundation**

##### **§11**

1. The financial asset intended for the completion of the Foundation's goals is a monetary amount of PLN 2,500.00 (say: two thousand five hundred zlotys). Of the above amount, the amount of PLN 1,000.00 (say: one thousand zlotys) shall be allocated to the business run by the Foundation.
2. The Foundation shall be responsible for its obligations with all its assets.
3. Income of the Foundation shall include:
  - a) donations, inheritances and bequests,

- b) subsidies of third parties,
- c) income from collections and public events,
- d) income from the Foundation's assets,
- e) interests, investments and bank deposits.

#### **§12**

If the Foundation shall be appointed for inheritance, the Foundation's Board shall submit a declaration of accepting the inheritance with the benefit of the inventory only when, at the time of making this statement, it is obvious that the active state of the estate exceeds the inheritance debts.

#### **§13**

Income from subsidies, donations, inheritances and bequests can be used only for the completion of statutory goals specified in the Statute, unless the donors have decided otherwise.

#### **§14**

1. The Foundation may not grant loans or security for liabilities of the Foundation's assets to its members, members of bodies or employees, and persons with whom members, members of the bodies and employees of the Foundation are married, in cohabitation or in a relation of kinship or affinity in a line simple, relatedness or affinity in the sideline to the second degree or are related to the adoption, care or guardianship, hereinafter referred to as "close relatives".
2. The Foundation may not transfer the Foundation's assets to its members, members of bodies or employees and their relatives on terms other than in relation to third parties, in particular if such transfer is free or on preferential terms.
3. The Foundation may not use the assets of the Foundation for its members, members of bodies or employees and their relatives on terms other than in relation to third parties, unless this use directly results from the statutory goal.
4. The Foundation may not purchase goods or services from entities in which members of the Foundation participate, members of its bodies or employees and their relatives, on terms other than in relation to third parties or at prices higher than market prices.

### **Chapter IV**

#### **Bodies and organization of the Foundation**

#### **§15**

1. Bodies of the Foundation shall be:
  - a) Council of the Foundation, hereinafter referred to as „Council” as supervisory body;
  - b) Board of the Foundation, hereinafter referred to as “Board” as management body.
2. The Council may, at the request of the Board, appoint teams and other advisory and consultative bodies.
3. It is forbidden to combine the functions of a member of the Foundation's Council and the Board.
4. Members of the Foundation's bodies may be members of the Founder's bodies.

## §16

### Council of the Foundation

1. The Foundation Council shall consist of 2 to 13 members, including the Chairperson, appointed by the Founder for a period of 3 years. The first Foundation Council shall be:
  - a) Ewa Geris – Chairwoman of the Council,
  - b) Adam Wdowiak – member of the Council,
  - c) Edyta Wójcik – member of the Council.
2. The mandate of a member of the Council shall expire in the following cases:
  - a) resignation, on the date of its delivery to the Founder,
  - b) dismissal from the Council by a representative or body representing the Founder,
  - c) death.
3. Members of the Council do not receive remuneration for participation in the work of the body. In justified cases, they may receive a refund of reasonable expenses incurred in connection with this participation. Members of the Council may participate in projects run by the Foundation, for which they may receive remuneration.
4. The Council shall have the following scope of responsibility:
  - a) determining the main directions of the Foundation's operation and controlling their completion,
  - b) approving the annual and multiannual activities programs prepared by the Board,
  - c) adopting annual reports on the activities of the Board, supervising and assessing the work of the Board,
  - d) appointing and dismissing Board members,
  - e) expressing opinions on matters submitted by the Board,
  - f) adopting the regulations for the Board,
  - g) approval of the Foundation's internal organization established by the Board,
  - h) specification of rules and determination of remuneration for members of the Board,
  - i) determining the rules for the acquisition, sale or encumbrance of the Foundation's property,
  - j) change of the Foundation's Statute, subject to § 20,
  - k) adopting resolutions regarding the merger and rules of merging with another Foundation or accession and the rules of joining the company, as well as accession and rules of joining other legal persons to the Foundation, which may take place only in accordance with applicable regulations,
  - l) adopting resolutions on other matters presented by the Board, the Founder or other Foundation's body, if appointed,
  - m) considering and approving reports on the activities of the Board and sharing the vote of acceptance with the Board members,
  - n) approval of the Foundation's annual financial plans,
  - o) appointing or liquidating other bodies of the Foundation,
  - p) establishing and awarding decorations, distinctions and diplomas to natural and legal persons who have contributed to the Foundation;
  - q) approving the resolution of the Board on the allocation of the profit achieved by the Foundation in a given financial year.

5. The Foundation's Council shall work at meetings convened by the Chairperson of the Council, at least once a year.
6. A meeting of the Council shall be valid if all its members have been effectively notified about the place, date and agenda of the meeting, no later than 7 days before the date of the meeting. Notifications shall be made in writing by registered mail with a return confirmation of receipt or in electronic form to the last known email address with acknowledgment of receipt.
7. A representative of the Board may participate in the meetings of the Foundation's Council. The meetings of the Council may be attended by consulted persons.
8. Decisions of the Council shall be made in the form of resolutions adopted at the meetings. For the validity of the resolution, the requirements are a simple majority of votes of members of the Council present at the meeting, in the presence of at least half of the members of the Council, including the Chairperson, subject to § 21 p. 2.
9. Resolutions of the Council may be adopted without being formally convened, if all members of the Foundation's Council took part in the meeting and none of them raised any objection to holding the meeting and the agenda.
10. Members of the Council may participate in the adoption of resolutions of the Council by casting their votes in writing through another member of the Council. Casting a vote in writing may not apply to matters introduced to the agenda at the meeting of the Council.
11. The Council may adopt resolutions in writing or using means of direct remote communication. Such a resolution shall be valid when all members of the Council have been notified about the content of the draft resolution.
12. Adopting resolutions in the mode specified in paragraphs 10 and 11 above does not apply to the election of the Chairperson and Vice Chairperson of the Council, appointment of a member of the Board, dismissal and suspension of these persons in their duties.
13. Each member of the Council has one vote. If the number is equal, the vote of the Chairperson decides.
14. The Chairperson of the Council shall manage its work.
15. Minutes shall be taken during meetings of the Council.
16. The Chairperson of the Council, on behalf of the Foundation, establishes an employment or employment relationship based on civil law agreements of the members of the Board.
17. Members of the Council cannot be members of the Board.
18. A member of the Council cannot be a person convicted by a valid sentence for an offense of willful misconduct.

## **§ 17**

### **Board of the Foundation**

1. The Board shall consist of 1 to 5 members, including the President of the Board.
2. The Board shall be appointed by the Council for the period of 5 years. The first Board is appointed by the Founder for 5 years.
3. The first Board shall be:
  - a) Gregory Thomas Geris – President of the Board,
4. The Board performs the tasks of the employer in the meaning of the provisions of the Labor Code. The President of the Board is the manager of a benefit organization within the meaning of the regulations on public benefit and voluntary work.

5. The mandate of a Board member shall expire as a result of:
  - a) the expiration of the term of office of the Board to which it was appointed,
  - b) resignation, on the date of its delivery to the Chairperson of the Foundation's Council or on the date of its delivery to the Founder,
  - c) dismissal by the Council of the Foundation,
  - d) death.

**§ 18**

1. The President of The Board shall be in charge of the activity of the Board.
2. The Board manages the activities of the Foundation and represents it outside.
3. The Board operates in accordance with the Regulations of the Board adopted by the Foundation's Council.
4. The Board shall have the following tasks in particular:
  - a) managing the day-to-day activities of the Foundation,
  - b) representing Foundation in external affairs,
  - c) managing the completion of statutory goals, public benefit activities,
  - d) administration of the Foundation's assets, including the adoption of resolutions on the allocation of profits obtained by the Foundation in the financial year,
  - e) preparation of the Foundation's annual and long-term plans,
  - f) preparing the Foundation's financial plan, submitted every year to the Foundation's Council for approval,
  - g) drawing up annual substantive reports and annual financial statements on the Foundation's activities and presenting them to the appropriate ministers and publishing the reports to the public in accordance with the law,
  - h) establishing the internal organization of the Foundation,
  - i) drawing up annual reports on the activities of the Board and presenting them to the Council,
  - j) keeping all matters not reserved in the Statute to the competence of the Council,
  - k) applying to the Council of the for appointing or liquidating other bodies of the Foundation,
  - l) applying to the Council of the for the establishment and awarding of decorations, distinctions and diplomas to natural and legal persons who rendered service to the Foundation.
5. The Board shall make decisions by way of resolutions. The Board adopts resolutions by a simple majority of votes at the meetings, however, their validity is the presence of at least half of its members, including the President of the Board. If the number of votes is equal, the vote of the President of the Board is decisive.
6. Meetings of the Board are held once a month or on dates specified in the schedules determined by the President of the Board.
7. Meetings of the Board shall be convened by the President of the Board in a form of his choice on the agenda, on his own initiative or upon request of:
  - a) another member of the Board
  - b) Council of the Foundation
8. Board members should be notified of the date and time of the Board meeting at least 5 days before the planned meeting, unless the date of the meeting results from the schedule set by the President of the Board or when the date of the next meeting was set at the previous Board meeting in which all members took part.



9. Draft resolutions along with necessary documents should be delivered to Board members at least 3 days before the date of the Board meeting at which they are to be taken. In exceptional situations, upon prior notification by the President of the Board, draft resolutions and necessary documents may be delivered to Board members one day before the date of the Board meeting.
10. Both convening a meeting of the Board with a specific agenda, as well as all materials and documents at the meeting of the Board, may be submitted to Board members in paper or electronic form.

#### **§ 19**

Declarations of will on behalf of the Foundation shall be submitted by two members of the Board jointly in case of multi-person Board.

### **Chapter V**

#### **Changes of the Statute, liquidation of the Foundation**

#### **§ 20**

Changes in the Statute, including changes in defining the Foundation's goals, means and principles of the Foundation's operation, shall be made by the Council of the Foundation. Changes in the Statute require approval by the Founder.

#### **§ 21**

1. The Foundation shall be liquidated in case of achieving its goals or in case where its financial resources and assets have been exhausted.
2. A resolution on the liquidation of the Foundation shall be adopted by the Foundation Council by a majority of  $\frac{3}{4}$  votes in the presence of at least  $\frac{2}{3}$  of the Foundation's Council members. A resolution on liquidation may be adopted at a meeting of the Foundation's Council only after prior written notification to all its members of such a motion and planned to present it at its meeting. The resolution on liquidation requires approval by the Founder.
3. Notifications shall be made in accordance with § 16 p. 6.
  - a) liquidation is carried out by the liquidator appointed by the Founder,
  - b) as soon as the liquidator is established, the Foundation Board is dissolved
  - c) the appropriate provisions of the Statute concerning the Board apply to liquidator,
  - d) the Foundation's assets remaining after the settlement of obligations and debts of the Foundation are earmarked for purposes consistent with the statutory goals set by the Founder.

#### **§ 22**

This Statute shall come into force and be effective on the day of entering the Foundation into National Court Register.

#### **§ 23**

This Statute is signed in five original copies, four of which are issued to the Founder - Intelligent Technologies S.A., the fifth to the Foundation.