

# **Current Report No. 17/2017**

*(Tuesday, 21 November 2017)*

*Legal basis: Art. 56.1.2 of the Polish Public Offering Act – current and periodical disclosures and Art. 38.1.3) of the Regulation of the Minister of Finance of 6 August 2009 on current and periodical disclosure of information by issuers of securities and on conditions under which information required by legal regulations of a non-Member State may be recognised as equivalent (consolidated text: Journal of Laws of 2014, item 133).*

## **DRAFT RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF AB SPÓŁKA AKCYJNA HELD IN MAGNICE ON 18 DECEMBER 2017**

**Resolution No. 1/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**  
**on the election of the Chairperson of the General Meeting**

The Ordinary General Meeting decides to nominate ..... as the  
Chairperson of the Ordinary General Meeting

**Resolution No. 2/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**  
**on the election of the Returning Committee**

The Ordinary General Meeting decides to appoint the following persons to the Returning  
Committee:

.....

**Resolution No. 3/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**  
**on approving the agenda of the meeting**

The Ordinary General Meeting of AB S.A. decides to adopt the agenda of the Ordinary General Meeting.

**Resolution No. 4/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice approves the report of the Supervisory Board on its activities in the financial year 2016/2017 which contains evaluation of the Management Board's report on the Company's operations for 2016/2017, financial statements for the financial year 2016/2017, evaluation of the Management Board's report on the operations of the “AB Spółka Akcyjna” Group and consolidated financial statements for the financial year 2016/2017, the Management Board's motion regarding the distribution of profit and a concise evaluation of the Company's condition, including the evaluation of the Company's risk management system and internal control system.

**Resolution No. 5/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice approves the report of the Management Board on operations of the Company for 2016/2017 and the financial statements for the financial year 2016/2017.

**Resolution No. 6/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice approves the report of the Management Board on operations of the “AB Spółka Akcyjna” Group for 2016/2017 and the consolidated financial statements of the “AB Spółka Akcyjna” Group for the financial year 2016/2017.

**Resolution No. 7/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The Ordinary General Meeting of AB S.A. with its registered office in Magnice decides not to distribute the Company’s profit for 2016/2017 amounting to PLN 46,415,124.86 (PLN forty six million four hundred fifteen thousand one hundred twenty four and 86/100) to the shareholders and to allocate it in full to the Company’s reserve capital.

**Resolution No. 8/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the President of the Management Board Andrzej Przybyło in the financial year 2016/2017.

**Resolution No. 9/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Management Board Zbigniew Mądry in the financial year 2016/2017.

**Resolution No. 10/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Management Board Grzegorz Ochędzan in the financial year 2016/2017.

**Resolution No. 11/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Management Board Krzysztof Kucharski in the financial year 2016/2017.

**Resolution No. 12/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Chairwoman of the Supervisory Board Iwona Przybyło in the financial year 2016/2017.

**Resolution No. 13/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Supervisory Board Jacek Łapiński in the financial year 2016/2017.

**Resolution No. 14/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Supervisory Board Andrzej Grabiński in the financial year 2016/2017.

**Resolution No. 15/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Supervisory Board Jakub Bieguński in the financial year 2016/2017.

**Resolution No. 16/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Supervisory Board Jerzy Baranowski in the financial year 2016/2017.

**Resolution No. 17/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice acknowledges the fulfilment of duties by the Member of the Supervisory Board Marek Ćwir in the financial year 2016/2017.

**Resolution No. 18/2017**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Magnice**  
**of 18 December 2017**

Acting pursuant to art. 13.2 of the Articles of Association, the Ordinary General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice resolves as follows:

**“Art. 1 [APPROVAL OF REGULATIONS]**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Magnice, decides to approve the regulations of the Supervisory Board adopted on 22 June 2017, attached as Appendix No. 1 hereto.

**Art. 2 [JUSTIFICATION]**

The regulations of the Supervisory Board were adopted in their new wording in connection with the Act of 11 May 2017 on Statutory Auditors, Audit Companies and Public Supervision implementing new regulations concerning the Audit Committee which functions at “AB SPÓŁKA AKCYJNA” within the Supervisory Board.

**Art. 3 [FINAL PROVISIONS]**

The resolution enters into force on the date of its adoption.

**Appendix No. 1 to Resolution No. 18/2017 of the Ordinary General Meeting of: “AB Spółka Akcyjna” with its registered office in Magnice of 18 December 2017**

**REGULATIONS OF THE  
SUPERVISORY BOARD**

**AB S.A. with its registered office in  
Magnice**

**I. GENERAL PROVISIONS**

**Article 1**

These Regulations set forth the detailed rules and mode of convening meetings of the Supervisory Board of AB S.A. and the mode of its operation.

**Article 2**

The terms used in these Regulations shall have the following meaning:

1. Regulations – these regulations, as adopted by the Supervisory Board and approved by the General Meeting.
2. Regulations of the General Meeting – regulations of the general meeting of AB S.A.
2. Company – AB S.A. with its registered office in Magnice.
3. Articles of Association – articles of association of AB S.A.
5. General Meeting – general meeting of AB S.A.
6. Supervisory Board– Supervisory Board of AB S.A.,
7. Independent Member of the Supervisory Board – a member of the Supervisory Board of AB S.A. meeting the requirements specified in the Articles of Association and appointed in compliance with the rules set forth in the Regulations of the General Meeting.
8. Management Board – management board of AB S.A.



**II. APPOINTMENT OF THE SUPERVISORY  
BOARD, DUTIES OF MEMBERS OF THE  
SUPERVISORY BOARD**

**Article 3**

The appointment of the Supervisory Board and its term of office are specified in the corresponding provisions of the Articles of Association and Regulations of the General Meeting.

**Article 4**

1. Members of the Supervisory Board shall be primarily guided by the interests of the Company.
2. Members of the Supervisory Board should not resign from their function during the term of office if this could prevent the operation of the Supervisory Board, in particular if this could prevent timely adoption of major resolutions.

**III. COMPETENCIES OF THE SUPERVISORY BOARD**

**Article 5**

1. On an annual basis, the Supervisory Board shall submit a concise review of the Company's condition to the General Meeting, including an assessment of the Company's risk management system and internal control system. The assessment shall be made available to all Shareholders at such time so that they can become acquainted with it before Ordinary General Meetings.
2. The Supervisory Board reviews all proposals and matters requiring an opinion of the General Meeting.
3. Apart from the duties specified in Art. 5.1 and Art. 5.2 above, the competencies of the Supervisory Board include the duties set forth in the Company's Articles of Association.
4. The Supervisory Board shall be entitled – at the Company's expense – to have expert studies and research performed for its needs in

matters falling within its competencies - in complex matters and subject to an opinion of the Management Board.

#### **Article 6**

1. The entity that is to provide audit services to the Company shall be selected in a manner ensuring its independence in the performance of its tasks.
2. The Company shall change its auditors minimum every five years. Change of the auditor shall also be understood as a change of the audit company or the person performing the audit task.

### **IV. FORMS AND MEANS OF OPERATION OF THE SUPERVISORY BOARD**

#### **Article 7**

1. Members of the Supervisory Board shall exercise their rights and duties in person.
2. Exercising their supervision tasks, members of the Supervisory Board shall in particular take appropriate actions to be provided by the Management Board with regular and comprehensive information on all major aspects of the Company's business and the risk inherent in its business and the methods of risk management.
3. Each member of the Supervisory Board may request any information concerning the Company's business and shall be entitled to examine the obtained information on the Company.
4. Each member of the Supervisory Board shall be entitled to review the Company's accounting records.
5. The information obtained by members of the Supervisory Board in the performance of their duties constitute company secrets.

#### **Article 8**

1. The Supervisory Board performs its duties and exercises its competencies in a collective manner.
2. The Supervisory Board may delegate one or more members of the Supervisory Board to perform specific supervisory activities. The rules of performance of supervisory activities by such designated members of the Supervisory Board shall be determined by the Supervisory Board subject to an opinion of the Management Board.

3. The Supervisory Board may delegate members from among themselves for temporary performance of the activities of members of the Management Board who have been suspended or who are not able to perform their functions. Such members shall comply with the no competition clause.
4. Members of the Supervisory Board delegated by a group of Shareholders for permanent supervision, shall submit detailed reports from the function to the Supervisory Board.

#### **IV A. AUDIT COMMITTEE**

##### **Article 8<sup>1</sup>**

1. The Audit Committee operates within the Supervisory Board.
2. The Audit Committee shall be composed of minimum 3 members appointed by the Supervisory Board from among its members.
3. Members of the Audit Committee shall elect its chairperson.
4. Minimum one member of the Audit Committee shall have knowledge and skills in the sphere of accounting or audit of financial statements.
5. Minimum one member of the Audit Committee shall have knowledge and skills in the business in which the Company operates or individual members of the Audit Committee shall have knowledge and skills in the specific areas of the sector.
6. The majority of members of the Audit Committee, including its chairperson, shall meet the independence requirements as specified in Art. 8<sup>1</sup>.7.
7. The independence of members of the Audit Committee shall be complied with if:
  - 1) they are not and in the last 5 years of their appointment have not been members of top management, including members of the management board or another managing body of the Company or its related entity;
  - 2) they are not and in the last 3 years of their appointment have not been employees of the Company or its related entity, except for a situation when such a member of the Audit Committee is an employee not being a member of top management who was elected to the supervisory board or another supervisory body of the Company as a representative of employees;
  - 3) they do not receive and have not received additional remuneration in substantial

- amounts from the Company or its related entity, with the exception of remuneration received as a member of the supervisory board or another supervisory body, including the Audit Committee;
- 4) they do not exercise control within the meaning of Art. 3.1.37.a-e of the Accounting Act of 29 September 1994 and they do not represent persons or entities exercising control over the Company;
  - 5) they do not maintain and have not maintained over the last year material economic relations with the Company or its related entity, directly or as an owner, partner, shareholder, member of the supervisory board or another supervisory or control body, or as a member of top management, including a member of the management board or another governing body of an entity having such relations;
  - 6) they are not and have not been in the last 2 years:
    - a. an owner, partner (including general partner) or shareholder of the current or previous audit firm that audited the financial statements of the Company or its related entity, or
    - b. a member of the supervisory board or another supervisory or control body of the current or previous audit firm that audited the financial statements of the Company, or
    - c. an employee or member of top management, including a member of the management board or another managing body of the current or previous audit firm that audited the financial statements of the Company or its related entity, or
    - d. other natural person whose services have been used or who has been supervised by the current or previous audit firm or a certified auditor acting on their behalf;
  - 7) they are not a member of the management board or another managing body of the entity in which a member of the supervisory board or another supervising or control body of the entity is a member of the Company's management board;
  - 8) they have not been a member of the Company's supervisory board for more than 12 years;
  - 9) they are not a spouse, cohabitant, kinsman, direct relative or a secondary relative to the fourth degree of a member of the Company's management board or of a person referred to in items 1-8;
  - 10) they have no relation of adoption, protection or guardianship with a member of the

Company's management board or a person referred to in items 1-8.

## **Article 8<sup>2</sup>**

1. The tasks of the Audit Committee include in particular:
  - a) monitoring of the process of financial reporting,
  - b) monitoring of effectiveness of internal control systems and risk management and internal audit systems, including in terms of financial reporting,
  - c) monitoring of financial audits, in particular audits by an audit firm,
  - d) controlling and monitoring of independence of auditors and the audit firm, in particular when other services than audit are provided to the Company by the audit firm,
  - e) reporting the results of audits to the Supervisory Board and clarification of the way the audit contributed to the reliability of financial reporting in the Company as well as on the role of the Audit Committee in the audit process,
  - f) assessing the independence of the auditor and providing consent for their provision of permitted services not covered with audit to the Company;
  - g) developing a selection policy of an audit firm to perform the audit,
  - h) developing a policy covering the provision of permitted services other than audit services by the audit firm performing the audit, by entities related to the audit firm and by a member of the audit firm's network,
  - i) developing the audit firm selection procedure by the Company,
  - j) submitting recommendations to the Supervisory Board concerning selection of an auditor or an audit firm,
  - k) submitting recommendations aimed at ensuring reliability of the financial reporting processes in the Company.
2. Without the intermediation of the Supervisory Board, the Audit Committee may request provision of information, explanations and delivery of documents required for the performance of the tasks referred to above.
3. The Audit Committee recommends to the Supervisory Board the entity authorised to audit financial statements and to perform audits of the Company; in such recommendation:
  - a. it shall identify the audit firm to which it intends to entrust the statutory audit,
  - b. it shall state that the recommendation is free from third party influence,

- c. it shall state that the Company has not concluded contracts containing clauses that would restrict its selection possibilities of an audit firm by the Supervisory Board to perform statutory audit of the Company's financial statements, only to certain categories or lists of audit firms.
4. If the selection of the audit firm does not concern an extension of an agreement on audit of the financial statements, the recommendation of the Audit Committee:
  - a. shall contain at least two possibilities of selection of an audit firm together with reasons and indication of a justified preference of the Audit Committee for either of them,
  - b. shall be developed as a result of the selection procedure organised by the Company, in line with the criteria set forth in applicable regulations.
5. If the Supervisory Board's decision concerning the selection of the audit firm differs from the recommendation of the Audit Committee, the Supervisory Board shall justify the reasons for its failure to comply with the submitted recommendation and shall submit such justification to the body approving the financial statements.

## **V. OPERATING MODE OF THE SUPERVISORY BOARD**

### **1. Convening meetings**

#### **Article 9**

1. Meetings of the Supervisory Board shall be convened by the Chairperson of the Supervisory Board or the Deputy Chairperson of the Supervisory Board in case of their absence. The Chairperson of the leaving Supervisory Board shall convene and open the first meeting of the newly nominated Supervisory Board.
2. Meetings of the Supervisory Board may be ordinary or extraordinary.
3. Ordinary meetings shall be held minimum four times a year (quarterly). The Chairperson of the Supervisory Board shall be responsible for convening ordinary meetings of the Supervisory Board.
4. Extraordinary meetings may be convened at any time.
5. The Chairperson of the Supervisory Board and in their absence, the Deputy Chairperson of the Supervisory Board shall convene meetings of the Supervisory

Board at their own initiative or upon a written request of a member of the Company's Supervisory Board or Management Board. The meeting of the Supervisory Board shall be convened within two weeks of submission of such request.

#### **Article 10**

1. In order to be valid, resolutions of the Supervisory Board shall be taken by meetings correctly convened by registered letter (with a simultaneous additional notice by fax to those members of the Supervisory Board who have so requested), addressed to all members of the Supervisory Board, seven days in advance.
2. The notification referred to in Art. 10.1 above shall specify the date, time and venue of the meeting and the agenda with a specification of working materials attached to each item of the agenda, as well as information who proposed to convene the meeting.
3. Meetings of the Supervisory Board may be held without being formally convened if all its members agree thereto latest on the day of the meeting and confirm that in writing or affix their signatures on the attendance list.

#### **2. Working materials**

#### **Article 11**

1. Working materials for each item on the agenda shall be prepared by the Management Board and delivered to members of the Supervisory Board latest five days before the meeting.
2. All working materials shall be delivered to all members of the Supervisory Board at the same time.
3. The Company's Management Board shall be responsible for the timely development and delivery of the materials.

#### **3. Meetings**

#### **Article 12**

1. Meetings shall be chaired by the Chairperson of the Supervisory Board or their Deputy, and if they are both absent – the most senior member of the Supervisory Board.

2. The Company's Management Board shall be entitled to attend meetings of the Supervisory Board with a consulting voice, unless the meeting covers issues directly related to the Management Board or its members, in particular

dismissal, liability or remuneration, or when the Supervisory Board approves a resolution to exclude the Management Board from the whole or a part of the meeting. At meetings of the Supervisory Board, the Management Board is represented by its President or other members of the Management Board or directors delegated by the President of the Management Board.

3. Meetings of the Supervisory Board may also be attended by employees of the Company competent for the discussed matters and other persons invited by the Supervisory Board.

### **Article 13**

1. Subject to Art. 13.2 and Art. 13.3 below, the agenda of meetings of the Supervisory Board should not be modified or extended during the relevant meeting.
2. No resolutions may be taken on items not covered with the agenda unless all members of the Supervisory Board are present at the meeting and they agree to modify or extend the agenda.
3. The requirement specified in Art. 13.1 shall not apply if specific actions are required of the Supervisory Board to protect the Company against loss and with respect to resolutions assessing if conflicts of interest exist between a Member of the Supervisory Board and the Company.

### **Article 14**

1. Minutes shall be taken from meetings of the Supervisory Board by a secretary designated by the chairperson of the Supervisory Board.
2. The minutes shall specify:
  - a) consecutive number of the minutes,
  - b) date and venue of the meeting,
  - c) mode of the meeting,
  - d) list of attendance,
  - e) agenda of the meeting,



- f) texts of resolutions,
  - g) manner of voting and results of voting,
  - h) dissenting opinions requested to be recorded in the minutes.
3. The minutes shall be accompanied by dissenting opinions of members of the Supervisory Board attending the meeting or objections of members of the Supervisory Board not present at the meeting, delivered subsequently.
  4. The minutes shall be signed by the chairperson of the Supervisory Board and the other attending members of the Supervisory Board.
  5. As their integral part, the minutes shall contain the working materials related to each item on the agenda.
  6. The minutes shall be stored in a book of minutes.
  7. The minutes shall be kept at the Company's premises.
  8. The minutes from the last meeting shall be distributed among members of the Supervisory Board along with a notification of the next meeting.
  9. All the above principles shall apply to minutes made at meetings of the Supervisory Board that are held by telephone or ICT media.

#### **4. Adoption of Resolutions**

##### **Article 15**

For resolutions of the Supervisory Board to be valid – apart from the requirement to notify all members of the Supervisory Board of the meeting – minimum one half members of the Supervisory Board shall attend the meeting.

##### **Article 16**

Resolutions of the Supervisory Board require a simple majority of votes. Should the number of opposing votes be equal, the vote of the Chairperson of the Supervisory Board shall be decisive.

##### **Article 17**

Voting in writing or via telephone may be decided by the Chairperson or Deputy Chairperson of the Supervisory Board.

### **Article 18**

1. Voting shall be open with the exception of voting on personal matters, including in particular on:
  - a) appointment and dismissal of members of the Management Board,
  - b) suspension in service, for material reasons, individual members of the Management Board or the entire Management Board,
  - c) appointment and dismissal of the Chairperson or Deputy Chairperson of the Supervisory Board from their functions.
2. Secret ballots shall be ordered upon a request of at least one voting member.

### **Article 19**

During a meeting of the Supervisory Board, a member of the Supervisory Board shall notify the other Members of the Supervisory Board of any existing conflicts of interest and shall refrain from participating in the discussion and voting on a relevant resolution with respect to which such a conflict of interest occurred.

## **5. Document archiving**

### **Article 20**

The Company shall be responsible for archiving documents related to the work of the Supervisory Board, in particular documentation relating to its meetings.

## **VI. INFORMATION PROVIDED BY MEMBERS OF THE SUPERVISORY BOARD**

### **Article 21**

1. As soon as a person is elected a member of the Supervisory Board, such a person shall provide personal information to the Company, including their CV, contact addresses (address for service, telephone number, including mobile telephone number) and file a written statement containing:
  - a) their obligation to notify the Company forthwith of any conflicts of interest of the member of the Supervisory Board or a shareholder to whom they are related, with interests of the Company and on refraining from voting in matters

in which such a conflict of interest occurred;

- b) information on their personal, actual and organisational relations to the Company's shareholders;
  - c) information on any shares held in the Company, its parent or subsidiary company as well transactions for over EUR 1,000 with such companies.
2. The information specified in Art. 21.1 above shall be forthwith updated by members of the Supervisory Board should any facts change.
  3. Members of the Supervisory Board shall also be obliged to submit the statement referred to in Art. 21.1 above upon each request of the Company's Management Board.
  4. The Management Board shall publish the information received from Members of the Supervisory Board via the Electronic Information Disclosure System in accordance with the principles and at times required by the applicable regulations, which shall not, however, release members of the Supervisory Board from their personal disclosure obligations as specified in the applicable regulations.

## **VII. REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD**

### **Article 22**

1. The remuneration of Members of the Supervisory Board shall be determined by the General Meeting in a resolution.
2. Members of the Supervisory Board delegated to perform certain supervisory functions and members of the Supervisory Board delegated to perform temporarily obligations of members of the Management Board shall be paid separate remuneration in amounts each time approved by the General Meeting.
3. The remuneration of Members of the Supervisory Board shall be determined on the basis of transparent procedures and principles. The remuneration should be fair but it should not constitute a material item of the Company's operational expenses or materially affect its financial result. It should be in a reasonable proportion to the

remuneration of Members of the Management Board.

4. The total amount of remuneration of all members and individually of each member of the Supervisory Board, split into individual components, should be disclosed in the annual report along with information on the procedures and principles of setting the remuneration.

## **VIII. FINAL PROVISIONS**

### **Article 23**

1. The operational costs of the Supervisory Board shall be covered by the Company.
2. The Supervisory Board shall use the Company's premises, devices and materials.
3. The Company shall provide administrative and technical support to the Supervisory Board.
4. These Regulations shall be valid from the date they are approved by the General Meeting.