

ANNEX TO FOUNDER'S DECISION OF 29 JULY 2021
CONSOLIDATED TEXT OF STATUTE OF POLKI MOGĄ WSZYSTKO
/ POLISH WOMEN CAN DO EVERYTHING FOUNDATION
OF 29 JULY 2021

STATUTE OF
POLKI MOGĄ WSZYSTKO /
POLISH WOMEN CAN DO EVERYTHING
FOUNDATION
(consolidated)

Chapter I
GENERAL PROVISIONS

Article 1

The Foundation bearing the name “Polki Mogą Wszystko” (Polish Women Can Do Everything), hereinafter referred to as “**the Foundation**” (formerly operating under the name “Fundacja Przyjaciółka”) established by Edipresse Polska S.A., domiciled in Warsaw (hereinafter referred to as “**the Founder**”, by a notary deed prepared by the public notary Barbara Skoczyńska-Soroko, running a notary office in Warsaw, ul. Sulkiewicza 9/7, on 11 July 2000, repertory A number 3879/2000, shall operate under the Foundation Act and the provisions hereof.

Article 2

The Foundation is a legal entity.

Article 3

The Foundation shall be based in Warsaw.

Article 4

1. The Foundation shall operate in the Republic of Poland.
2. In order to pursue its social and economic purposes, the Foundation may also operate outside the Republic of Poland.

Article 5

The Foundation shall use a round seal with an inscription in the rim providing its name and seat.

Article 6

1. The Foundation may create honorary badges and award them, along with other awards and distinctions, to individuals and legal entities who have contributed to the achievement of the Foundation's goals or are distinguished for the Foundation itself.
2. The terms of granting badges, distinctions and awards shall be set out the „Rules of Granting Honorary Badges, Distinctions and Awards”.

Article 6¹

The Foundation may form and join commercial companies.

Article 6²

The Foundation may join associations, unions of associations, and civic formations.

Chapter II

THE FOUNDATION'S PURPOSE AND PRINCIPLES OF OPERATION

Article 7

The Foundation shall work for:

1. children and young people, especially those growing up in alternative care or in multi-child families,
2. developing and promoting family-based foster care,
3. high-risk groups, in particular troubled youth and young people coming from families in crisis or manifesting behaviour problems,
4. single mothers,
5. children and young people with disabilities,
6. survivors of natural disasters and warfare,
7. other individuals in difficult life or economic circumstances, relative to the society as a whole.

Article 8

The Foundation shall perform public benefit activity in the following areas:

1. social welfare, including support offered to families and individuals with social problems, and work to offer equal opportunities to such families and individuals;
2. supporting and providing equal opportunities for children and young people who grow up in alternative care, including biological children of foster carers,
3. improving foster carers' skills and promoting their social integration,
4. supporting professional and social integration of at-risk groups, in particular troubled youth, including young people who come from families in crisis or manifest behaviour problems,
5. providing social support for single mothers,
6. charitable activity,
7. health protection and promotion,
8. supporting people with disabilities,
9. recreation for children and young people,
10. promoting and protecting women's rights, and work to support equality of rights regardless of gender,
11. promoting programmes for women on reconciling work and parenthood,
12. science, education, coaching, and upbringing,
13. public order and safety, prevention of social pathologies,
14. aid to victims of calamities, natural disasters, armed conflicts and warfare – in Poland and abroad,
15. promoting and organising volunteer work among young people and adults,
16. promoting employment and professional activation of the unemployed,
17. providing technical, training, information, or financial support for non-governmental organisations within the scope defined in the present Article of the Statute.

Article 9

The Foundation shall work free of charge to achieve its purposes by:

1. organizing and funding campaigns that promote the protection of children's and women's health,
2. organizing and co-financing feeding programmes for children,
3. financing children's treatment and rehabilitation,

4. contributing to purchases of medical equipment for facilities that provide treatment for children,
5. subsidizing the work of foster families, multi-child foster homes, and residential facilities for children, as well as shelters for single mothers,
6. organizing social campaigns to promote family-based foster care,
7. organizing and co-financing programmes to improve foster carers' skills,
8. providing school books and educational aids for children from families in crisis,
9. funding need-based and merit-based grants for children,
10. organizing services and facilities that help children and their parents to obtain advice on children's rights and the rights of single mothers,
11. organizing consulting services for the unemployed to promote their professional activation,
12. organizing social campaigns for the unemployed to promote education and improvement of professional qualifications to match the needs of the labour market,
13. organizing integration programmes to support young people in seeking education and transitioning to independence,
14. organizing programmes offering financial and psychological support to single mothers,
15. counselling and immediate help for working mothers in reconciling work and parenthood,
16. organizing campaigns targeted at employers, promoting non-standard forms of employment for women with children,
17. organizing integration programmes to support people with disabilities,
18. promoting the idea of voluntary work by organizing training for future volunteers and encouraging adults and young people to take an active part in the Foundation's activities,
19. organizing, conducting, and supporting research related to the Foundation's objectives defined in Article 9 herein,
20. organizing and conducting training and publishing books related to the Foundation's goals defined in Article 8 herein.

Article 9¹

1. The activities listed in Article 9 shall be performed as public tasks of a public benefit organization, and may be performed as paid or unpaid statutory activity.
2. The Foundation's revenues from paid public benefit activity shall be used exclusively to perform public benefit activity.

Article 10

In order to achieve its purposes, the Foundation may support the activities of other individuals or legal entities, when they are consistent with the Foundation's purposes.

Chapter III

THE FOUNDATION'S ASSETS AND REVENUES

Article 11

1. The Foundation's assets shall include the initial capital contributed by the Founder, that is Edipresse Polska S.A., amounting to PLN 3000.00 (say three thousand Polish zlotys), as well as funds, securities, movables, immovables and other assets acquired in the course of the Foundation's activity.
2. The Founder allocates the amount of 1000 PLN (say one thousand zlotys) of the Foundation's assets to launching business activity.

Article 12

The Foundation shall be liable for its debt with all its assets.

Article 13

The Foundation's revenues shall include, in particular:

- 1) donations, bequests, and legacies,
- 2) subsidies, subventions, grants, and other benefits from state institutions and legal entities, as well as from individuals,
- 3) revenues from collections, lotteries, auctions, and public events organized by or for the Foundation, upon obtaining permissions required by law,

- 4) revenues from the Foundation's assets,
- 5) revenues from paid statutory activities performed as public tasks of a public benefit organization,
- 6) revenues from the activity described in Article 6¹.

Article 14

1. The Foundation's assets shall be held in bank accounts and deposits, and as fixed assets.
2. The Foundation may create funds, including special purpose funds.
3. Income from the sources listed in Article 13 may be used to pursue all the purposes of the Foundation, unless otherwise decided by the donors.
4. In matters related to acceptance of gifts and legacies, all statements required by law shall be made by the Foundation's Management Board.
5. Decisions on the establishment of special purpose funds, amounts transferred to the funds, and the allocation of money accumulated in the funds, shall be made by the Management Board upon obtaining the Foundation Board's opinion and in accordance with the wishes of the testators, legators, or donors.

Article 15

1. The Foundation may not give loans from or secure liabilities with its assets with respect to the Founder, members of the Foundation's governing bodies, its employees, or individuals related to the Founder, employees, or members of the Foundation's bodies through marriage, cohabitation, first-degree kinship, second-degree kinship, adoption or wardship (hereinafter referred to as "close relatives").
2. The Foundation's assets may not be transferred to the Founder, members of the Foundation's governing bodies, its employees or their close relatives on different terms than would be applied toward third parties, particularly if such transfer is made free of charge or on preferential terms.
3. The Foundation's assets may not be used for the benefit of the Founder, members of the Foundation's governing bodies, or its employees and their close relatives on different terms than in case of third parties, unless such use of the assets accrues directly from the Foundation's statutory purpose.

4. The Foundation may not purchase services or goods from business entities in which the Founder, members of the Foundation's governing bodies, or its employees and their close relatives are directly engaged, at prices above regular market prices or on different terms than would be applied toward third parties.

Article 16

In the event the Foundation has been appointed for inheritance, the Management Board shall make a statement of will to accept the inheritance under the benefit of inventory (up to the level of net assets), and only when, at the time of making the declaration, it is obvious that the inherited assets exceed inherited debts.

Chapter IV GOVERNING BODIES OF THE FOUNDATION

Article 17

The Foundation's governing bodies are:

- 1) The Management Board,
- 2) The Foundation Board.

Chapter V THE MANAGEMENT BOARD

Article 18

1. The Foundation's Management Board shall comprise from one to three members and shall be appointed indefinitely by the Foundation Board.
2. The Foundation Board may dismiss the Management Board or any of its members at any time.
3. Membership in the Management Board may terminate due to dismissal, death or resignation. A member of the Management Board may be dismissed by the Foundation Board as a result of:
 - 1) illness causing permanent inability to perform duties,
 - 2) improper performance of the Management Board member's duties,
 - 3) serious breach of the provisions hereof,

- 4) any other causes, not listed above, if they prevent proper performance of duties.
4. The Management Board shall elect from among its members the President and Vice President of the Management Board.
5. Members of the Management Board may not have been convicted by a final judgment of an indictable criminal offence or a tax offence. Members of the Management Board may not have a relation of marriage, cohabiting, kinship or professional subordination with any of the members of the Foundation Board.
6. Members of the Management Board shall make a statement of clean criminal record, i.e., that they have not been convicted by a final judgment of an indictable criminal offence or a tax offence, and a statement confirming that they are not related to any of the Foundation Board members through marriage, cohabiting, kinship or professional subordination, consistent with Article 20, section 1, items 4-5 of the Act on Public Benefit Activity and Voluntary Work (Dz.U / Journal of Laws No. 234, item 1536 of 2010).

Article 19

The Management Board shall decide upon all matters related to the Foundation's activity, except for those attributed to the Foundation Board by the present Statute.

Article 20

In particular, the powers and responsibilities of the Management Board shall include:

- 1) representing the Foundation externally,
- 2) adopting the Foundation's annual and multiannual activity plans,
- 3) managing the Foundation's assets,
- 4) accepting subsidies, donations, legacies, and bequests,
- 5) adopting the rules of procedure for the Foundation Office,
- 6) adopting the Rules of Granting Honorary Badges, Distinctions and Awards,
- 7) deciding on the number of employees, the remuneration policy, and funds allocated to salaries and awards for members of the Foundation's staff employed within its statutory and business activity.

Article 21

1. Resolutions of the Management Board shall be passed by a simple majority of voting members.

2. The validity of resolutions adopted by the Management Board shall require the presence of at least half of all Management Board members, including the President or Vice President.

Article 22

1. Statements of will shall be made on behalf of the Foundation by two members of the Management Board, including the President or Vice President.
2. If the Management Board consists of only one person, statements of will may be made by the sole member of the Management Board acting alone.

Chapter VI THE FOUNDATION BOARD

Article 23

1. The Foundation Board is a consultative body and shall exercise permanent supervision over the Foundation's activities.
2. The Foundation Board shall comprise from three to five members and shall be appointed indefinitely.
3. The Foundation Board shall decide upon its composition. If the number of members of the Foundation Board decreases or if the Foundation Board wishes to appoint another member within the limit established in point 2 above, its composition may be completed via co-optation by the existing members of the Foundation Board.
4. Members of the Foundation Board may not be members of the Foundation's managing body or be related to them through marriage, cohabiting, kinship, or professional subordination.
5. Members of the Foundation Board may not have been convicted by a final judgment of an indictable criminal offence or a tax offence.
6. The Foundation Board may dismiss any of its members at any time. The person whose dismissal is being considered shall not take part in the voting on his or her dismissal.
7. Membership in the Foundation Board shall expire upon death of a member, a written resignation submitted to the Foundation Board, dismissal, or final conviction of an intentional criminal offence.
8. A member of the Foundation Board may be dismissed as a result of a court's decision to deprive him or her of public rights, loss of legal capacity, or any other circumstances that significantly hinder the performance of the Foundation Board member's duties or undermine trust in him or her.

9. The Foundation Board shall elect from among its members the Chairperson and two Vice Chairpersons.
10. The Chairperson shall direct the Board's work, represent the Board externally, and convene and chair the Board's sessions.
11. Members of the Foundation Board shall perform their tasks without compensation. They shall have the right to reimbursement of justified expenses related to their work for the Foundation Board in the amount not exceeding the average monthly salary in the enterprise sector, as reported by the President of Statistics Poland for the preceding year.
12. Each member of the Foundation Board shall make a statement on fulfilling the statutory criteria of membership, that is: a statement of clean criminal record and a statement confirming that they are not related to any of the Management Board members through marriage, cohabiting, kinship or professional subordination, consistent with Article 20, section 1, items 4-5 of the Act on Public Benefit Activity and Voluntary Work (Dz.U / Journal of Laws No. 234, item 1536 of 2010).

Article 24

1. Sessions of the Foundation Board shall be convened as needed, at least once a year.
2. Sessions of the Foundation Board shall be convened by the Chairperson on his or her own initiative or when requested in writing by the Management Board or by at least one third of all Foundation Board members.
3. Sessions of the Foundation Board shall be chaired by the Chairperson or, under his or her authority, by the Vice Chairperson or another member appointed by the Chairperson.
4. The Foundation Board shall make decisions in a form of resolutions passed by a simple majority of voting members, with at least half of all Board members present. In case of a tie vote the person chairing the session shall have the casting vote.
5. Sessions of the Foundation Board may be held through means of remote communication, including in the form of conference calls.
6. The Foundation Board shall perform its duties collegially, but may appoint individual members to fulfil specific supervisory tasks on their own.
7. The Foundation Board's meetings may be attended by members of the Management Board.

Article 25

1. In order to fulfil its supervisory tasks, the Foundation Board shall be entitled to, in particular:
 - a) appoint and dismiss members of the Management Board,
 - b) request all documents concerning the Foundation's activity from the Management Board,
 - c) request written or oral explanations from members of the Management Board,
 - d) attend sessions of the Management Board in an advisory capacity,
 - e) make decisions on amendments to the Foundation's Statute,
 - f) make decisions on mergers or dissolution of the Foundation.

2. Each member of the Foundation Board shall have the right to unlimited access to the Foundation's documents, and to request explanations from individual members of the Management Board and from the Foundation's employees.

Article 26

The Foundation Board shall promote the purposes for which the Foundation has been established. The Foundation Board shall supervise the achievement of the Foundation's purposes and objectives. Furthermore, the Board's tasks shall include:

1. assessing and approving annual financial and activity plans, and reports on their implementation, as well as the Foundation's financial reports,
2. evaluating the Management Board's work and granting discharge to members of the Management Board,
3. expressing opinions on issues presented by the Management Board and monitoring the Foundation's ongoing activity,
4. granting awards, scholarships, and distinctions defined by the Management Board's resolution to persons selected from among candidates proposed by the Management Board and by members of the Foundation Board,
5. making other decisions attributed to the Foundation Board by the provisions of the present Statute.

Article 27

Members of the Foundation Board may take part in all programmes, events, and enterprises organized or attended by the Foundation.

Chapter VII

THE FOUNDATION'S BUSINESS ACTIVITY

Article 28
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Article 29
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Article 30
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Chapter VIII

AMENDMENTS TO THE FOUNDATION'S STATUTE

Article 31

Decisions on amending the Statute shall be made by the Foundation Board.

Chapter IX

CHANGE OF THE FOUNDATION'S PURPOSE

Article 32

The Foundation Board shall be entitled to change the Foundation's purpose. The purpose of the Foundation shall be changed by amending the provisions of the present Statute and their registration by a competent court.

Chapter X

MERGERS

Article 33

In order to effectively pursue its purposes, the Foundation may merge with another foundation.

Article 34

Decisions on mergers shall be made by the Foundation Board.

Chapter XI DISSOLVING THE FOUNDATION

Article 35

The Foundation may be dissolved upon achieving the purposes for which it has been established, or when the Foundation's funds and assets are exhausted.

Article 36

The decision to dissolve the Foundation shall be made by the Foundation Board.

Chapter XII CONCLUDING PROVISIONS

Article 37 [deleted]

Article 38 [deleted]hel d

On behalf of the Founder, Edipresse Polska S.A.:



Signed by /
Podpisano przez:

Maciej Piotr
Klepacki

Date / Data: 2021-
09-02 11:05



Signed by /
Podpisano przez:

Agnieszka
Wicher-Szczesna

Date / Data:
2021-08-17 08:50

Maciej Klepacki

**Member of the Management Board,
CEO**

Agnieszka Wicher-Szczesna

Member of the Management Board