

## Regulations for the Supervisory Board of Benefit Systems S.A.

### § 1.

1. Whenever these Regulations refer to the following:
  - 1) **The Company** - this should be understood as Benefit Systems Spółka Akcyjna;
  - 2) **A member of the Supervisory Board** - this should be understood as any member of the Supervisory Board, unless the context in which the term has been used shows that this does not relate to the Chairman;
  - 3) **Best Practices** - this should be understood as best practices or otherwise called the principles of corporate governance applicable on the regulated market on which the Company's shares are listed;
  - 4) **The Chairman** - this should be understood as the Chairman of the Supervisory Board;
  - 5) **The Supervisory Board** - this should be understood as the Company's supervisory board;
  - 6) **Regulations** - this should be understood as these regulations of the Supervisory Board;
  - 7) **Statute** - this should be understood as the statute of the Company;
  - 8) **A General Assembly** - this should be understood as an Ordinary or Extraordinary General Meeting of Shareholders of the Company;
  - 9) **The Deputy Chairman** - this should be understood as the Deputy Chairman of the Supervisory Board;
  - 10) **The Management Board** - this should be understood as the Company's management board;
2. The Regulations determine the organisation and manner of operations of the Supervisory Board to the extent not covered by the Code for Commercial Companies, other provisions of law or the Statute.

### § 2.

1. The Supervisory Board is a collective body exercising ongoing supervision over the Company's activities in all areas of its business.
2. The Supervisory Board acts on the basis of the Code for Commercial Companies, other applicable law, the Statute and the Regulations.
3. The Members of the Supervisory Board should take care that their activities meet the requirements of the principles of corporate governance, in particular those arising from Best Practices.

### § 3.

The responsibilities of the Supervisory Board include, in addition to the matters reserved by the law and the Statute, the following:

- 1) examining and reviewing all matters submitted by the Management Board for deliberation by the General Meeting of Shareholders;
- 2) examining information received from the Management Board on all important

- matters concerning the Company's operations;
- 3) preparing a concise evaluation of the Company's situation in order to submit it to an Ordinary General Meeting of Shareholders.

#### § 4.

1. The Members of the Supervisory Board are obliged:
  - 1) to participate in meetings of the Supervisory Board;
  - 2) performing the duties, which have been allocated to them by the Supervisory Board;
  - 3) to maintain confidentiality in the following issues:
    - a) issues constituting a professional secret, confidential information within the meaning of the act on trading in financial instruments or trade secrets or undertakings;
    - b) the personal issues of members of the Supervisory Board and Management Board;
    - c) issues submitted by the Chairman or a Member of the Supervisory Board as confidential;
    - d) the results of voting on resolutions adopted by the Supervisory Board;
    - e) the method of voting by individual Members of the Supervisory Board;
    - f) the proceedings of the Supervisory Board.
2. A member of the Supervisory Board should not resign from his/her function during his/her term of office if it would hinder the operation of the Supervisory Board, particularly if it would hinder the timely adoption of an important resolution.

#### § 5.

1. The work of the Supervisory Board is managed by the Chairman, and in the event of his/her absence, the Deputy Chairman.
2. To enhance the work of the Supervisory Board, the Supervisory Board may delegate Members of the Supervisory Board to perform certain supervisory functions in the Company. Delegated members can create ad hoc working groups responsible for the analysis of specific aspects of the Supervisory Board's work.

#### § 6.

1. Meetings are chaired by the Chairman, and in his absence the Deputy Chairman, who in this case is entitled to all the powers of the Chairman specified in the Regulations related to chairing meetings.
2. Meetings of the Supervisory Board are held at the registered office of the Company or any other place in the Republic of Poland indicated in the notice convening the meeting of the Supervisory Board.

#### § 7.

1. Members of the Management Board can participate in a meeting of the Supervisory Board, with the exception of matters relating directly to the Management Board or its members, in particular with respect to dismissals or responsibilities.
2. On the request of the Chairman or a Member of the Management, Company

employees competent for a specific matter can participate in meetings of the Supervisory Board.

3. The Chairman may invite people who are not Company employees to all or part of a meeting of the Supervisory Board.

#### § 8.

1. Meetings of the Supervisory Board are chaired by its Chairman.
2. After opening a meeting of the Supervisory Board, the Chairman presents the proposed agenda and submits it to a vote.
3. After the adoption of the agenda, the Chairman opens and leads the discussion on particular issues.
4. The people taking part in the discussion take the floor in the order of their submissions.
5. In formal motions the Chairman may yield the floor out of the order of submissions.
6. A simple majority of votes from the members of the Supervisory Board present at the meeting is required to adopt formal motions.

#### § 9.

1. Outside formal motions, solutions and positions are taken by the Supervisory Board in the form of resolutions, with the presence of at least half of the Members of the Supervisory Board, including its Chairman or Deputy Chairman.
2. Resolutions can be adopted if all the Supervisory Board Members have been invited.
3. Resolutions of the Supervisory Board are taken in an open vote. The Chairman shall order a secret ballot on the request of at least one Member of the Supervisory Board.
4. The statutory requirement for adoption of a resolution by an absolute majority is satisfied when the number of votes for the resolution is more than half of the valid votes cast. Abstention from voting is considered as a vote against the motion.
5. People who voted against a resolution can submit a dissenting opinion to the minutes.
6. Amendments can be submitted to draft resolutions during meetings of the Supervisory Board.
7. After the submission of amendments the Supervisory Board votes on the resolutions taking into account the amendments submitted. The Chairman may order a vote by the Supervisory Board first of all on the adoption of amendments tabled, and then on the draft resolution with the amendments adopted.
8. After the vote, the President shall announce the results of the vote at the meeting.
9. Immediately after the conclusion of the Supervisory Board's meeting, the Chairman will inform the Management Board about the content of the resolutions adopted at the meeting.
10. A Member of the Supervisory Board is obliged to inform the other Members of the Supervisory Board of any conflict of interest and to abstain from taking part in the discussion and not to participate in voting on a resolution relating to an issue in

which there is a conflict of interests.

§ 10.

1. Minutes are drawn up for Supervisory Board meetings. The minutes are drawn up by the person appointed by the Chairman as minute-taker.
2. The originals of material considered at the meeting of the Supervisory Board and the resolutions adopted by the Supervisory Board are attached to the original of the minutes.
3. The originals of minutes, together with attachments, are kept at the Company, and copies of the minutes and resolutions are sent to Members of the Supervisory Board and other persons indicated by the Chairman within 14 (fourteen) days of the date of their approval by the Supervisory Board.

§ 11.

1. With the consent and at the request of the Chairman or - in the event that obtaining consent and the submission of a request by the Chairman is impossible - with the consent and at the request of the Deputy Chairman, the Supervisory Board may adopt resolutions without holding a meeting. The adoption of resolutions outside a meeting shall take place in writing (with the documents being duly circulated) or using means of direct remote communication, in particular e-mail or fax.
2. A request for adoption of a resolution by circulation, and draft resolutions, together with the materials, which are to be adopted by circulation, shall be delivered to all Members of the Supervisory Board by courier service to the correspondence address, or by email or fax as indicated by the Member of the Supervisory Board.
3. In the case of resolutions adopted by means of direct remote communication, a request to adopt a resolution using means of direct remote communication and draft resolutions, together with the materials, are delivered to all Members of the Supervisory Board by e-mail or fax. In the request to adopt a resolution by circulation or using means of direct remote communication, a deadline should be set for the casting of votes along with a detailed description of how the Members of the Supervisory Board may cast their votes.
4. The Supervisory Board shall adopt resolutions by circulation in such a way that each voting Member of the Supervisory Board will submit their signature on separate identical copies of the resolution of the Supervisory Board or in such a way that all Members of the Supervisory Board involved in the voting will sign on one copy of the resolution of the Supervisory Board. In placing their signature a Supervisory Board Member should clearly indicate whether they are voting for or against the resolution; in the absence of such an indication the vote will be considered uncast.
5. In the case of adopting resolutions by circulation, voting is deemed finished and - in the case of the adoption of the resolution - the resolution adopted upon the expiry of the period designated for casting votes or respectively the date of receipt by the Chairman of all copies of the resolution signed by the Members of the Supervisory Board participating in the vote or one copy signed by all Supervisory Board Members participating in the vote, whichever comes first.
6. The Supervisory Board shall adopt resolutions by means of direct remote communication in such a way that each Member of the Supervisory Board taking part in voting casts their vote by sending a message via e-mail to the address

indicated in the request for the adoption of the resolution using means of direct remote communication or by fax to the number indicated, attaching to the message the draft resolution to be submitted to a vote and marking the body of the message clearly, whether the vote is for or against the resolution; in the absence of such an indication the vote will be considered uncast. Voting is deemed finished and - in the case of adopting the resolution - the resolution adopted upon the expiry of the period designated for casting votes or when the casting of votes by all the Supervisory Board's Members participating in the vote, whichever comes first.

7. In the case referred to in paragraph 1, the Supervisory Board may also adopt resolutions outside a meeting by means of direct remote communication to allow simultaneous communication in real-time and mutual identification between all Members of the Supervisory Board participating in the vote (e.g. videoconference, teleconference). The person appointed by the Chairman, and in the situation referred to in paragraph 1 - by the Deputy Chairman, draws up a note of such a vote.
8. A resolution adopted in the manner referred to in paragraph 1 or paragraphs 6 and 7 is valid if all the Supervisory Board Members were effectively notified of the draft resolution in the manner specified in the Regulations and at least half of the Members of the Supervisory Board, including the Chairman or the Deputy Chairman, took part in the vote on the resolution.
9. Resolutions adopted in the manner referred to in paragraph 1 or paragraphs 6 and 7, together with an indication of the means of voting, shall be presented at the next meeting of the Supervisory Board and in the form of an annex attached to the minutes of the meeting, and signed by all those Supervisory Board Members present at the meeting, who participated in the adoption of the resolution, unless they were signed earlier. Votes cast by email or fax, as well as the note referred to in paragraph 7 and all other correspondence documenting the course of voting are attached to these minutes; electronic materials are attached in the form of printed copies.

## § 12.

1. The costs of the Supervisory Board are covered by the Company in accordance with the agreed schedule of costs.
2. The Supervisory Board makes use of the office space, equipment and materials of the Company.
3. The Company provides administrative and technical support to the Supervisory Board.