



## **SUPERVISORY BOARD RULES**

**PCF GROUP SPÓŁKA AKCYJNA  
WITH ITS REGISTERED OFFICE IN WARSAW**

## § 1. GENERAL PROVISIONS

1. These Rules define the organization and the manner of operation of the Supervisory Board of the (the "**Supervisory Board**") of PCF Group Spółka Akcyjna (the „**Company**").
2. The Supervisory Board is the authority that exercises ongoing supervision over the activities of the Company and operates on the basis of prevailing laws, specifically, the CCC, the Articles of Association of the Company (the "**Articles of Association**") and these Rules (the "**Rules**").
3. Whenever these Rules refer to:
  - a) the **CCC**, it means the Polish Commercial Companies Code of 15 September 2000;
  - b) the **Chairman**, it means the Chairman of the Supervisory Board;
  - c) the **Auditors Act**, it means the Act on Statutory Auditors, Audit Firms and Public Supervision of 11 May 2017;
  - d) the **General Meeting**, it means the General Meeting of the Company;
  - e) the **Management Board**, it means the Management Board of the Company.
4. Capitalized terms used herein and not defined in these Rules have the meaning assigned to them in the Articles of Association.

## § 2. COMPOSITION AND APPOINTMENT OF SUPERVISORY BOARD

1. The composition and appointment of Supervisory Board are governed by the CCC and the Articles of Association,
2. Each newly appointed Supervisory Board member shall provide their correspondence address and e-mail address.

## § 3. RULES OF OPERATION OF SUPERVISORY BOARD

1. Members of the Supervisory Board shall exercise their rights and duties personally, and they are authorized and required to participate in the meetings of the Supervisory Board.
2. The Chairman manages the work of the Supervisory Board, chairs its meetings and coordinates the work of the remaining Supervisory Board members.
3. Supervisory Board members are entitled to remuneration for the performance of their duties. The amount of remuneration of Supervisory Board members is determined in a General Meeting resolution. Supervisory Board members are entitled to the reimbursement of costs related to participation in the work of the Supervisory Board.

## **§ 4. PREROGATIVES OF SUPERVISORY BOARD**

1. The Supervisory Board exercises ongoing supervision over the affairs of the Company with respect to all areas of its operations.
2. The prerogatives of the Supervisory Board are governed by the CCC and the Articles of Association.
3. Once a year, the Supervisory Board:
  - a) prepares and presents the ordinary General Meeting with a concise assessment of the Company's position, including an assessment of the internal control systems as well as the system of risk management, compliance and the internal audit functions;
  - b) prepares a report on the activity of the Supervisory Board, comprising information at least on the following subjects:
    - i. the composition of the Supervisory Board and its committees;
    - ii. the compliance of certain Supervisory Board members with the independence criteria;
    - iii. the number of meetings of the Supervisory Board and its committees in during the term reviewed;
  - c) a self-appraisal of its work performed by the Supervisory Board;
  - d) prepares an assessment of the manner in which the Company fulfills its disclosure obligations concerning the application of corporate governance rules, defined in the WSE Rules and the regulations governing the issuance of current and periodic reports by issuers of securities.

## **§ 5. DUTIES OF SUPERVISORY BOARD MEMBERS**

1. While performing their duties, the members of the Supervisory Board are required to act with the due diligence required in respect of commercial bilateral transactions (*obróć profesjonalny*) and subject to the professional nature of their activity, in compliance with the law, the Articles of Association, the resolutions of the General Meeting, in the best interest of the Company, its business as well as the present and forecast financial condition of the Company.
2. A member of the Supervisory Board should have the required knowledge and experience and should be able to commit the time necessary for the performance of their duties.
3. In their actions Supervisory Board members should be guided by the interest of the Company and independence of their opinions and judgments, in particular:
  - a) refuse to accept benefits that might impact their impartiality and objectivism in adopting their decisions or adversely affect the assessment of the independence of their opinions and judgments,
  - b) register their objections and difference of opinion if they believe that a Supervisory Board decision contradicts the Company's interest.
4. A member of the Supervisory Board shall advise the Management Board on their relations with a shareholder who holds shares representing at least 5% of the overall number of votes at the General Meeting. The above obligation should apply to economic, family or other relations which could impact the Supervisory Board member's position regarding the matters reviewed by the Supervisory Board.

5. A Supervisory Board member should inform the Supervisory Board forthwith about the acquisition or disposal of shares in the Company or shares in a subsidiary, or about any transactions with such entities.
6. A Supervisory Board member shall preserve the confidentiality of the course of Supervisory Board meetings, unless the Supervisory Board determines otherwise.
7. A Supervisory Board member shall refrain from engaging in professional or other activity that could lead to a conflict of interest or otherwise adversely affect their reputation as Supervisory Board member.
8. A member of the Supervisory Board shall inform the Supervisory Board of any conflict between his/her interests and the Company's interests or that any such conflict of interest could arise. A member of the Supervisory Board should refrain from taking part in any discussions and in voting on resolutions related to matters with respect to which any such conflict of interest exists or is possible.
9. The independent Supervisory Board members shall deliver to the remaining Supervisory Board members and the Management Board a representation to the effect that they comply with the independence criteria. It will however be sufficient to make such representation to the President of the Management Board and the Chairman of the Supervisory Board.
10. Independent Supervisory Board members shall inform the Supervisory Board and the Management Board if they cease to meet the independence criteria set in the Articles of Association, the Auditors Act or in Annex 2 to Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. The provisions of the 2nd sentence of Section 9 apply *mutatis mutandis*.
11. The members of the Supervisory Board shall participate in the sessions of the General Meeting in a number that allows for the provision of a substantive response to any questions asked during the course of the General Meeting.
12. A member of the Supervisory Board should not resign from the performance of his duties if such resignation could negatively impact the operations of the Supervisory Board, including the adoption of its resolutions.
13. Upon the end of the term of the Supervisory Board, its members shall pass on all matters to the new Supervisory Board.

## **§ 6.**

### **PERFORMANCE OF DUTIES**

1. The Supervisory Board members shall perform their supervisory duties collectively.
2. The Supervisory Board may delegate one of its members to individually perform specific supervisory duties. A delegated Supervisory Board member is obliged to submit a report on his/her actions performed within the framework of such individual supervision.

## **§ 7. SUPERVISORY BOARD MEETINGS**

1. The Supervisory Board shall hold meetings on an as-needed basis; however, at least four times in any financial year, at a time and venue defined in the notice convening the meeting of the Supervisory Board. The notice of a meeting of the Supervisory Board should state the date, hour and venue of the meeting as well as the proposed agenda thereof.
2. The meetings of the Supervisory Board may be held within the territory of the Republic of Poland or, if all the members of the Supervisory Board agree, they may also be held outside of Poland.
3. Supervisory Board meetings shall be convened by its Chairman or a Supervisory Board or Management Board member authorized by the former, or, absent an authorization granted by the Supervisory Board Chairman, the right to convene the meeting shall be vested in the oldest Supervisory Board member. A Supervisory Board meeting may also be convened by two Supervisory Board members acting jointly.
4. At its meeting, the Supervisory Board may set the venue and date of its next meeting. In such event, the members of the Supervisory Board present at the meeting need not be notified again about the time and venue of the next meeting of the Supervisory Board, though the absent members shall be notified of the time and venue of such meeting.
5. The Management Board or a member of the Supervisory Board may apply to the Chairman with a request to convene a meeting of the Supervisory Board and provide the proposed agenda of such meeting. The Chairman shall be required to convene such meeting within two weeks from the date of receipt of such request.
6. Each of Supervisory Board member may request the Chairman to place any specific matter on the agenda of the next meeting of the Supervisory Board no later than seven (7) days prior to the planned date of the meeting and provide at the same time all the materials relating to any such matter.
7. The notice of a meeting of the Supervisory Board should be delivered at least 14 (fourteen) days prior to the date of the meeting of the Supervisory Board. A notice sent by registered letter shall be considered delivered on the date of confirmation of accepting the registered letter or on the date of expiry of the deadline for the collection of the notice at the relevant postal facility, if the addressee failed to collect it prior to the end of such deadline. A notice sent by courier post shall be deemed delivered on the date of confirmation of receipt thereof. A notice sent via e-mail shall be deemed delivered on the date stated on the confirmation of data transmission or the date stated in the electronic confirmation of receipt of correspondence, as the case may be. It is also possible to convene a Supervisory Board meeting without complying with any of the above requirements if all the members of the Supervisory Board agree thereto.
8. The Supervisory Board may meet without a formal convocation if all the members of the Supervisory Board are present at the meeting and no one objects either to the holding of the meeting or to any of the matters suggested to be included on the agenda.
9. Attendance at Supervisory Board meetings is also possible with the use of means of direct long-distance communication.
10. The means of direct long-distance communication enabling members to participate in a Supervisory Board meeting include in particular any means ensuring real-time communication between all the participants in a meeting, during which they can the statements by all other participants, make their own statements and exercise their voting rights when the Supervisory Board adopts its resolutions, including in particular software for video, voice or data transmission and videoconferencing and teleconferencing lines, provided that such means make it possible to identify the participants in the meeting and comply with the electronic communication standards in force in the Company.

11. Prior to a meeting, Supervisory Board members attending it with the use of means of direct long-distance communication will receive from the Company's employees responsible to the technical aspects of such meetings the numbers or addresses for establishing a connection along with other indispensable codes and identifiers enabling them to safely communicate and vote with the use of the means of direct long-distance communication selected for the given meeting.
12. The President of the Management Board of the Company shall be notified about Supervisory Board meetings. Additionally, notifications should be sent to other persons whose participation in its meetings is determined by the Supervisory Board as desirable.
13. Supervisory Board meetings may also be attended, without voting rights, by Management Board members, experts and other persons indispensable for taking a decision on a given matter, invited by the Supervisory Board, and by the minutes keeper.
14. Supervisory Board meetings shall be attended by all or some Management Board members, if the Supervisory Board so requests.
15. The meetings are chaired by the Chairman or, in his absence, by a Supervisory Board member designated by the former, or if no specific person was authorized to chair the meetings by the Chairman of the Supervisory Board, by the oldest Supervisory Board member.
16. The materials prepared for a meeting of the Supervisory Board should be made in writing and delivered by registered letter, courier or e-mail. All the necessary documents should be delivered to the members of the Supervisory Board together with the notice of convening a Supervisory Board meeting, i.e., no later than 14 (fourteen) days prior to the date of the meeting, subject to the circumstances referred to in § 7 Section 6, § 7 Section 7, 5th sentence, or § 7 Section 8 above. In the instances referred to in § 7 Section 7, 5th sentence, the materials should be delivered to Supervisory Board members together with the notice of convening the Supervisory Board meeting, unless all Supervisory Board consent to another date.

## **§ 8.**

### **SUPERVISORY BOARD RESOLUTIONS**

1. Resolutions of the Supervisory Board are passed by an absolute majority of votes; In the event of a tied vote, the Chairman of the Supervisory Board has the casting vote.
2. For the resolutions of the Supervisory Board to be valid, it shall be required that all the members of the Supervisory Board are invited to the meeting, and at least half of them attend the Supervisory Board meeting at which such resolutions are to be adopted, with the possibility of adopting resolutions also without the holding of a meeting, in the manner described in Section 4 below.
3. Members of the Supervisory Board may participate in the adoption of resolutions of the Supervisory Board by voting in writing and delivering such vote through the intermediation of another member of the Supervisory Board. Votes may not be cast by a mail-in ballot with respect to any matters that have been added to the agenda during the Supervisory Board meeting.
4. Resolutions of the Supervisory Board may be adopted by mail-in ballot or with the use of means of direct long-distance communication (over the phone or using other means enabling communication between all Supervisory Board members). A resolution adopted in compliance with the above manner shall be valid only if all the members of the Supervisory Board have been notified of the content of the draft resolution and at least a half of the Supervisory Board members took part in adopting the resolution.
5. A draft of a resolution to be adopted by mail-in ballot or with the use of means of direct long-distance communication shall be made available to all the Supervisory Board members by the

Board's Chairman, a Supervisory Board member or a Company's employee authorized by the Chairman 14 (fourteen) days ahead of the planned date of the adoption of a resolution, unless all the Supervisory Board members agree to a shorter deadline.

6. If the resolution is adopted by mail-in ballot, the Chairman shall vote first and then send the wording of the resolution to the other members of the Supervisory Board.
7. Adoption of a resolution using means of direct long-distance communication shall be approved by the Chairman, who shall collect the votes from the other members of the Supervisory Board. Approval is made by noting in the resolution the manner in which it was adopted and the votes cast by each member of the Supervisory Board.
8. Resolutions of the Supervisory Board may be adopted by mail-in ballot or with the use of means of direct long-distance communication also with regard to matters in respect of which a secret ballot is required by the Articles of Association, provided no Supervisory Board member objects to it.

## **§ 9. VOTING**

1. Supervisory Board members vote on resolutions by open ballot. Voting by secret ballot applies to personnel matters. A vote by secret ballot shall also be taken if even one Supervisory Board member so requests.
2. The first to vote on any given resolution shall be the Supervisory Board member who requested the adoption of such resolution. Subject to § 8 Section 6 above, the Chairman is the last to cast his/her vote unless he/she came up with the initiative to adopt the resolution.
3. Any resolutions which have not been placed on the agenda of the meeting may be adopted only if all the members of the Supervisory Board are present and none of them raises any objections thereto.

## **§ 10. THE MINUTES**

1. Minutes of Supervisory Board meetings will be kept.
2. The minutes will be kept by a person acting as minutes keeper, appointed by the person chairing the meeting.
3. The minutes should contain:
  - a) the consecutive number of the meeting;
  - b) the date, venue and manner of holding the meeting;
  - c) the attendance list including the names of Supervisory Board members and other persons attending the meeting, including the position of such persons;
  - d) a reference confirming that the meeting was duly held;
  - e) the agenda;
  - f) the language of the adopted resolutions, in each instance citing the number of the resolution (in the sequence of resolutions adopted that year), number of votes cast "for", "against" and "abstaining" for each resolution, as well as the language of any dissenting opinions or reservations made to a resolution;

- g) other decisions and suggestions;
  - h) the name of the minutes keeper.
4. The minutes should be approved and signed by all of the members of the Supervisory Board present at the meeting no later than at the next meeting of the Supervisory Board.
  5. The originals of the minutes of Supervisory Board meetings are kept at the Management Board office.

## **§ 11. SUPERVISORY BOARD COMMITTEES**

1. Starting on the day when pursuant to peremptory provisions of the law, the Company will be obliged to form an Audit Committee, the Supervisory Board will appoint the Audit Committee from among its members. The Audit Committee shall include at least three members, including at least two who meet the criteria defined in w Article 129 Section 3 of the Auditors Act. The Chairman of the Audit Committee is appointed by the Supervisory Board from among the independent Supervisory Board members.
2. The Audit Committee members who meet the criteria defined in Article 129 Section 1 of the Auditors Act submit a representation to the Supervisory Board Chairman, to the effect that they are competent in accountancy or the auditing of financial statements.
3. The responsibilities of the Audit Committee follow from the Auditors Act and the Articles of Association.
4. The work of the Audit Committee is headed by the Audit Committee Chairman. That person will also supervise the devising of the agenda of its meetings.
5. The Audit Committee meetings shall be convened by its Chairman, who shall invite Audit Committee members to such a meeting and notify all the other Supervisory Board members about the meeting. The Audit Committee may meet without a formal convocation if all the Audit Committee members attend the meeting and none of them objects to the holding of the meeting or to any matter to be placed on its agenda.
6. All Supervisory Board members may attend Audit Committee meetings.
7. The Audit Committee Chairman may invite Management Board members, Company employees and other persons whose participation could be helpful for discharging the Committee's obligations to its meetings.
8. A notice of convening of an Audit Committee meeting shall be delivered to its members and to the remaining Supervisory Board members no later than 7 (seven) prior to the date of the meeting, or 1 (one) day prior to the date of the meeting in emergency.
9. The provisions of § 8 apply *mutatis mutandis* to the adoption of resolutions by the Audit Committee.
10. Audit Committee resolutions are passed by an absolute majority of votes cast. In the event of a tied vote, the Chairman of the Audit Committee shall have the casting vote.
11. The Audit Committee may demand expert advice in order to make a proper assessment of the financial statements.
12. The Supervisory Board may also establish other committees, specifically, a nomination and remuneration committee, by way of adopting a resolution that will determine the composition and scope of operation of the committee.

**§ 12.**  
**MISCELLANEOUS PROVISIONS**

1. The costs of operation of the Supervisory Board are borne by the Company.
2. Administrative services are provided to the Supervisory Board by the Management Board at the expense of the Company.
3. The provisions of the CCC and the Articles of Association will govern matters that are not addressed in these Rules.
4. Any amendments to these Rules require a resolution of the General Meeting, otherwise being invalid.
5. The Supervisory Board may adopt the consolidated text of these Rules.

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