

STATUTE OF THE FOUNDATION OF THE ALIPLAST GROUP

NAME OF THE FOUNDATION

§ 1

1. The Foundation under the name of **ALIPLAST GROUP FOUNDATION**, hereinafter referred to as the “**Foundation**”, operates on the basis of the provisions of the Act of 6 April 1984 on Foundations (i.e. Journal of Laws of 2020, item 2167), hereinafter also referred to as the “**AF**” and other applicable provisions of Polish law, the provisions of this statute, hereinafter referred to as the “**Statute**” and any acts issued on its basis.
2. The Foundation was established by the Founder - ALIPLAST Sp. z o.o. with its registered office in Lublin (National Court Register (KRS) No. 0000119312), hereinafter referred to as the “**Founder**”, a foundation act (a declaration on the establishment of the Foundation) drawn up in the form of a notarial deed before the notary public Dagmara Konopka at the Notary Office in Lublin, at ul. Okopowa 20/3, Register Rep. A no 728/2022 on 29 march 2022.

SEAT OF THE FOUNDATION

§2

The seat of the Foundation shall be Lublin.

ASSETS OF THE FOUNDATION

§3

1. The assets of the Foundation shall include:
 - 1) The Initial Fund, which consists of cash in the amount of PLN 100,000 (in words: one hundred thousand zlotys) allocated by the Founder for the implementation of its statutory objectives;
 - 2) Assets acquired by the Foundation throughout its duration, including all tangible or intangible assets, such as in particular:
 - a) money;
 - b) securities;

- c) movable and immovable property;
 - d) intangible assets or rights;
 - e) intellectual property rights (copyright, database rights);
 - f) industrial property rights (patents, trademarks, industrial designs, utility models).
2. The assets of the Foundation may come from any legally permitted sources, both from the Founder and from other entities and persons, in particular from such sources as:
 - 1) inheritances, donations, bequests and specific bequests;
 - 2) public funds raised through subsidies, refunds and grants, including financial resources obtained from EU funds;
 - 3) targeted grants allocated from the budget of the local government unit;
 - 4) income derived from public collections, bank deposits, exemplary damages;
 - 5) income derived from movable and immovable property;
 - 6) income derived from property rights, including capital gains;
 - 7) income in the form of interest on deposits and bank accounts, as well as on bank deposits;
 - 8) income derived from the business activity carried out by the Foundation.
 3. The Initial Fund and the Assets of the Foundation, as well as its income, serve to achieve the Foundation's Statutory Objectives, in particular they may serve to cover the expenses referred to in section 7 below.
 4. Acquisition by the Foundation by way of inheritance, bequest, specific bequest or a gift of money or other movable property or property rights shall be exempt from inheritance and donation tax.
 5. The Foundation's assets shall be managed by the Foundation's Management Board which in its conduct should be guided by the Founder's will, the Foundation's Statutory Objectives, the law and the provisions of the Statute and other acts issued on its basis.
 6. The Foundation may create funds, including earmarked funds.
 7. The income derived from the activities undertaken by the Foundation shall be allocated to the Statutory Objectives, in particular it may be allocated and spent on the acquisition of fixed assets and intangible assets, as well as on the purchase of goods and services directly serving the implementation of the Statutory Objectives, as well as on the payment of any taxes due.

OBJECTIVES OF THE FOUNDATION

§ 4

1. The statutory objective of the Foundation is a socially useful activity, in particular consisting in the development, popularising, support, and promotion of social care and assistance, ecology, sport, culture, science and education (hereinafter referred to as the **“Statutory Objectives”**), in particular:
 - a) helping the pupils and former pupils of the “Children's Homes” Residential Care Institutions, families and people in a difficult life situation and equalising the opportunities of these pupils, families and people, as well as helping them become independent and start an adult life, in particular by organising and making it possible for them to undertake professional internships and work in companies belonging to the Aliplast group, as well as in other companies operating in the same sector;
 - b) helping children's homes, educational care facilities, foster families and family-type children’s homes realising the idea of foster parenting;
 - c) providing social assistance for disadvantaged children and families;
 - d) helping refugees from countries affected by war or other military operations;
 - e) facilitating the participation of the Foundation's pupils in local cultural and sporting events;
 - f) creating a new quality of social life in the region, including building interpersonal relationships and stimulating sensitivity in areas other than those referred to in points (a) to (e);
 - g) building environmental awareness and undertaking environmental initiatives;
 - h) providing social assistance to employees of regional companies belonging to the Aliplast Group (i.e.: Aliplast sp. z o.o., Aliplast Extrusion sp. z o.o.) and their families and children;
 - i) organising social, cultural and sporting activities for the employees of companies belonging to the Aliplast Group (i.e.: Aliplast sp. z o.o., Aliplast Extrusion sp. z o.o.) and their families and children;
 - j) helping institutions (including foundations, associations) that pursue similar statutory objectives;
 - k) supporting the process of European integration in the social and economic spheres.

2. The Foundation may also implement its Statutory Objectives as a public benefit organisation as defined by the Act of 24 April 2003 on Public Benefit and Volunteer Work (i.e. Journal of Laws of 2020, item 1057), if it obtains the status of such an organisation.

RULES OF OPERATION OF THE FOUNDATION

§ 5

1. The Foundation shall have legal personality acquired on the date of entry in the National Court Register.
2. The Foundation shall be apolitical.
3. The Foundation shall be established for an indefinite (unspecified) period of time.
4. The Foundation shall have the right to use seals and symbols according to the designs approved by the Founder or the Foundation's Management Board.
5. The Foundation may establish badges and medals of honour and award them together with other distinctions to natural persons, legal persons and organisational units without legal personality, which are of merit to the Foundation.

FORMS OF THE FOUNDATION'S ACTIVITIES

§ 6

1. The Foundation implements its Statutory Objectives in the territory of the Republic of Poland, in particular in the Lublin Region, in all legally permitted forms, including through the following activities:
 - a) obtaining financial resources for the Foundation's activities, as well as providing assistance, funding, co-funding, supporting actions to achieve the Statutory Objectives and supporting the persons and entities implementing the Statutory Objectives;
 - b) awarding scholarships and establishing prizes;
 - c) organising charitable activities;
 - d) organising and financing social events, trainings, lectures, conferences, concerts, presentations, courses, publishing, etc.;
 - e) creating or supporting amateur sports teams and clubs;
 - f) supporting the protection and promotion of health;

- g) initiating, conducting and supporting educational and information programmes aimed at promoting knowledge relevant to the Foundation's objectives;
 - h) organisation and promotion of volunteering;
 - i) conducting actions aimed at maintaining national tradition, nurturing Polishness and developing national, civic and cultural awareness;
 - j) providing assistance to the victims of catastrophes, natural disasters, wars;
 - k) conducting activities providing technical, training, information and financial support to non-governmental organisations and entities referred to in Article 3 of the Act of 24 April 2003 on Public Benefit and Volunteer Work within the scope specified in Article 4(1) of this Act;
 - l) cooperating with local and state institutions and non-governmental organisations operating in the scope covered by the Foundation's objectives and cooperating with domestic and foreign foundations, associations, natural persons in Poland and abroad;
 - m) initiating, implementing, supporting and financing research programmes to provide knowledge relevant to the objectives of the Foundation;
 - n) acquiring partners to achieve the Foundation's objectives;
 - o) membership in Polish and international organisations whose activities coincide with the Statutory Objectives;
2. The Foundation's statutory activities shall be non-profit-making.
 3. The Foundation may also conduct public benefit activities within the meaning of the Act of 24 April 2003 on Public Benefit Activity (i.e. Journal of Laws 2020, item 1057), whereby this activity may take the form of a free public benefit activity as well as the I form public benefit activities.
 4. In order to achieve the Statutory Objectives, the Foundation may, in particular, hire employees, conclude contracts of mandate, contracts for specific work, as well as cooperate with all entities (natural persons, legal persons, organisational units without legal personality, to which the Act grants legal capacity) in all forms permitted by law.

SCOPE OF THE FOUNDATION'S ACTIVITIES

§ 7

1. The Foundation shall operate in the territory of the Republic of Poland, in particular the area of the Lublin Voivodeship, however, to the extent necessary for the proper

implementation of the Statutory Objectives, it may also operate outside the borders of the Republic of Poland.

2. For the purposes of cooperation with foreign entities, the Foundation may use a translation of its name in selected foreign languages.
3. The Foundation's Statutory Objectives may be implemented in cooperation with state or international institutions, local government units and their unions, other public authorities, social organisations, institutions, private entities, public benefit organisations and other entities.
4. The Foundation may establish domestic and foreign branches and representative offices.

GOVERNING BODIES OF THE FOUNDATION - MANAGEMENT BOARD

§ 8

1. The only governing body of the Foundation shall be the Foundation's Management Board, which has a general competence in the field of internal and external relations of the Foundation.
2. The Management Board shall consist of one to seven persons, including the President of the Foundation's Management Board. In the case of a one-person Management Board, all powers of the Management Board shall be vested in the President of the Management Board.
3. Members of the Management Board, including the President of the Foundation's Management Board, shall be appointed and dismissed by the Founder. Membership in the Management Board shall cease in the event of submission of a membership resignation letter or death of a member of the Management Board.
4. The term of the Management Board shall be indefinite.
5. The first Management Board shall consist of:
 - a) Tomasz Cwiek as the President of the Foundation's Management Board;
 - b) Mateusz Malczarski – Vice-President of the Foundation's Management Board;
 - c) Jan Kidaj – Member of the Foundation's Management Board;
 - d) Ewa Ciołek – Member of the Foundation's Management Board;
 - e) Piotr Kutrzepa – Member of the Foundation's Management Board.
6. The Management Board shall manage the activities of the Foundation and represent it outside.

7. The Management Board shall conduct the affairs of the Foundation in a manner consistent with the law, the object of its activities and its Statutory Objectives. The Management Board may appoint proxies to manage a separate sphere of matters belonging to the tasks of the Foundation.
8. The powers and duties of the Management Board shall include in particular:
 - a) adopting annual financial plans;
 - b) preparing and submitting reports on the management of the Foundation's assets and its activities;
 - c) approving the annual financial statements of the Foundation – the Management Board shall be an approving body as defined by Article 3(1)(7) of the Accounting Act;
 - d) making decisions on the allocation of and disbursements from the Foundation's income, including for the Statutory Objectives;
 - e) accepting donations, inheritances, bequests and specific bequests;
 - f) creating and abolishing organisational units of the Foundation and establishing their organisational regulations,
 - g) determining the principles of remuneration of the Foundation's employees;
 - h) organising and supervising the Foundation's business activities.
9. The Management Board of the Foundation shall make decisions in the form of resolutions. Resolutions shall be adopted by a majority of votes, in the presence of at least half of its members. In the event of an equal number of votes, the President of the Management Board shall have the casting vote. Voting shall take place at meetings in person or by proxy, unless all members agree to vote by electronic means before the date of the meeting.
10. The Foundation's Management Board shall meet at least twice a year. The detailed mode of operation of the Foundation's Management Board, including the convening of meetings, may be specified in the Rules of Procedure adopted by the Management Board.
11. In the case of a multi-person Management Board, declarations of intent on behalf of the Foundation shall be submitted by the President of the Management Board together with another member of the Foundation's Management Board.

CONDUCTING BUSINESS ACTIVITY BY THE FOUNDATION

§ 9

1. The Foundation may conduct business activities to the extent that they serve to achieve its objectives, and the income derived from the Foundation's business activities shall be allocated to its statutory activities.
2. The Foundation's business activities can be conducted both domestically and abroad.
3. The Foundation may conduct business activity in accordance with the Polish Classification of Activities (PKD):
 - a) Advertising agencies – 73.11;
 - b) Rental and leasing of cars and light motor vehicles – 77.11;
 - c) Rental and leasing of recreational and sports goods – 77.21;
 - d) Other human resources provision – 78.30;
 - e) Organisation of conventions and trade shows – 82.30;
 - f) Performing arts – 90.01;
 - g) Support activities to performing arts – 90.02;
 - h) Operation of arts facilities – 90.04;
 - i) Operation of sports facilities – 93.11;
 - j) Activities of sports clubs – 93.12;
 - k) Fitness facilities – 93.13;
 - l) Other sports activities – 93.19;
 - m) Other amusement and recreation activities – 93.29;
 - n) Activities of other membership organisations n.e.c. – 94.99.
4. The Foundation's business activities shall be managed and organised by the Foundation's Management Board.

CHANGE OF OBJECTIVES OR STATUTE

§ 10

1. Any change of the Foundation's Statutory Objectives and other provisions of the Statute shall be permissible under the conditions set out in the following sections.
2. The change may consist in changing all or part of the Statute, including that relating to the Foundation's Statutory Objectives.
3. The Founder shall have the right to change the Statute.

LIQUIDATION OF THE FOUNDATION

§ 13

1. The Foundation shall be liquidated in the event of attaining the objectives, for which it has been established or due to the exhaustion of its funds and assets.
2. In any cases other than those provided for in section 1, the Foundation may be liquidated only under the provisions of the Act.
3. In the event of the liquidation of the Foundation, its assets shall be allocated for statutory objectives related to activities in the field of physical culture and sport, in particular they may be used for the creation of a new foundation or for an existing foundation having such statutory objectives. First of all, they may be used for the benefit of a foundation already existing or to be created, established by the Founder, during his/her life or in his/her will respectively.
4. The liquidation of the Foundation shall be conducted by the liquidator, i.e. the President of the Foundation's Management Board. In the absence of the President of the Foundation's Management Board, the liquidator shall be appointed by the Founder.
5. The duties of the liquidator shall include in particular:
 - a) submitting an application to the National Court Register to enter the opening of liquidation;
 - b) calling on the Foundation's creditors by way of press releases to lodge their claims within three months from the date of the announcement;
 - c) preparing the liquidation opening balance sheet and the list of creditors;
 - d) drawing up a financial plan for liquidation and a plan for the satisfaction of liabilities;
 - e) debt collecting, fulfilling obligations and capitalising the Foundation's assets;
 - f) notifying the completion of the liquidation to the National Court Register together with the application for removal of the Foundation from this register;
 - g) transfer of the Foundation's documents to the state archive.

FINAL PROVISIONS

§ 14

1. The Foundation conducts financial management and accounting in accordance with applicable regulations.

2. The financial year of the Foundation shall be the calendar year. The first financial year begins on the date of entry of the Foundation in the National Court Register and ends on 31 December of the same year.
3. The objectives, principles, forms and scope of the Foundation's activities may be specified in resolutions adopted by the Management Board.
4. Any disputes regarding property rights to which the Foundation is a party shall be heard by the Court having jurisdiction over the seat of the Foundation.
5. The Foundation shall each year submit a report on its activities to the competent minister.

LUBLIN, 29 March 2022

FOUNDER:

Aliplast Sp. z o.o. in Lublin

Jan Kidaj
Prezes Zarządu
Aliplast Sp. z o.o.

Piotr Kalisiak
Prokurent
Aliplast sp. z o.o.

(signatures)