

## **“STATUTES OF THE FOUNDATION**

### **„ERBUD – wspólne wyzwania” Fundacja im. Eryka Grzeszczaka [Eryk Grzeszczak Foundation “ERBUD - Common Challenges”]**

#### **General Provisions**

##### **§ 1**

1. The name of the foundation is: **„ERBUD – wspólne wyzwania” Fundacja im. Eryka Grzeszczaka [Eryk Grzeszczak Foundation “ERBUD - Common Challenges”]**.
2. The Foundation was established by the will of the Company ERBUD S.A. with its registered office in Warsaw (ul. Franciszka Klimczaka 1, 02-797 Warsaw), entered into the Register of Entrepreneurs kept by the District Court for the City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under number 0000268667, hereinafter referred to as the Founder, by a notarial deed drawn up by Notary Ewa Czekąła, Notary Public in Warsaw, running the Notary Public Office Rafał Bąbka Ewa Czekąła spółka cywilna, ul. Hoża no. 55 lok. 11, on 28 July 2015, Repertory A no. 3281/2015, amended by a notarial deed drawn up by Notary Ewa Czekąła, Notary Public in Warsaw, running the Notary Office Rafał Bąbka Ewa Czekąła spółka cywilna, ul. Hoża no. 55 lok. 11, on 19 August 2015, Repertory A no. 3502/2015.
3. The Foundation operates on the basis of the Act of 6 April 1984 on Foundations (consolidated text of 20 July 2018, Journal of Laws of 2018, item 1491) and the Act of 24 April 2003 on Public Benefit Activity and Voluntary Service (consolidated text of 15 March 2019, Journal of Laws of 2019, item 688) and these Statutes.

##### **§ 2**

The Foundation has legal personality.

##### **§ 3**

1. The seat of the Foundation is the capital city of Warsaw.
2. The duration of the Foundation is indefinite.

##### **§ 4**

1. The Foundation's area of activity is the Republic of Poland and abroad.
2. The Foundation may use a translation of its name in selected foreign languages for the purpose of cooperation with foreign countries.

## § 5

1. The Foundation may establish branches, set up subsidiaries, and join companies and other foundations. All decisions in the following matters: the creation of branches and the establishment of subsidiaries, including decisions concerning the organisation of such units, and joining companies and other foundations, are taken by the Founder.
2. The Foundation carries out socially useful activities in the sphere of public tasks defined in the Act of 24 April 2003 on Public Benefit Activity and Voluntary Service (consolidated text of 15 March 2019, Journal of Laws of 2019, item 688), for the benefit of the community in general, and of the persons referred to in § 8 of the Foundation's Statutes in particular; these activities are the exclusive statutory activities of the Foundation.
3. The statutory activity of the Foundation may be carried out as unpaid activity or as paid activity within the meaning of the provisions of the Act of 24 April 2003 on Public Benefit Activity and Voluntary Service (consolidated text of 15 March 2019, Journal of Laws of 2019, item 688). Both of these forms of activity will be accounted for separately to the extent that revenue, costs and results can be determined taking into account accounting regulations.

## § 6

1. The Foundation shall use a longitudinal seal with the inscription: „ERBUD – wspólne wyzwania” Fundacja im. Eryka Grzeszczaka in Warsaw and the register no. KRS, tax no. NIP and statistical no. REGON.
2. The Foundation may use a distinctive graphic sign according to a design approved by the Founder.

## § 7

The Foundation may establish badges, medals of honour and award them together with other prizes and awards to natural and legal persons of merit to the Foundation.

### **Objectives and Principles of the Foundation**

## § 8

The Foundation was established for the purpose of:

1. providing assistance to children and young people in difficult material and family situations,
2. helping disadvantaged people as they enter adult life,
3. providing assistance to children and young people with special talents who are in difficult life situations,
4. providing assistance to educational and care facilities,
5. undertaking and supporting activities to spread education to those who have difficult access to it.

## § 9

I. The Foundation pursues its objectives through:

1. financial and material assistance;
2. purchase of food, hygiene products, clothing and other items to meet the needs of daily life;
3. purchase of essential equipment for persons in education;
4. purchase of equipment for educational and care facilities to support children's development, including: computers, books, sports equipment;
5. purchase for gifted persons of the equipment necessary for the development of their talent;
6. funding of scholarships;
7. funding of participation in excursions and camps;
8. assistance in upgrading qualifications;
9. organising free training related to the scope of the Foundation's activities;
10. assistance in preparation for a profession;
11. assistance in job search;
12. assistance in accommodation search;
13. providing children and young people with assistance of a mentor, i.e. a person who supports the mentee in the choices they make, helps them to make important life decisions, and to obtain the necessary financial support;
14. preparing those wishing to become mentors to carry out this task properly;
15. psychological assistance;
16. funding of specialised treatment;
17. assisting fostering and care facilities in carrying out construction, renovation and modernisation;
18. conducting training and information campaigns;
19. organising and financing sporting, recreational and cultural events;
20. organising and financing charitable events;
21. cooperating with local and governmental authorities and non-governmental organisations in the area mentioned in the objectives of the Foundation's activities;
22. carrying out a programme of empowerment, consisting in assistance in organising daily life, planning household budgets and providing and supervising a training accommodation.

## II. Paid statutory activities of the Foundation:

- carrying out a programme of empowerment, consisting in providing a training accommodation against payment – Polish Activity Classification - PKD 87.90.Z.

## III. Non-paid statutory activities of the Foundation:

- financial and material assistance - PKD 94.99.Z;
- financial and material assistance - PKD 88.99. Z;
- purchase of food, hygiene products, clothing and other items to meet the needs of daily life - PKD 88.99.Z;
- purchase of essential equipment for persons in education - PKD 88.99.Z;
- purchase of equipment for educational and care facilities to support children's development, including: computers, books, sports equipment - PKD 88.99.Z;
- purchase for gifted persons of the equipment necessary for the development of their talent - PKD 88.99.Z;
- funding of scholarships - PKD 94.99.Z;
- funding of scholarships - PKD 88.99.Z;
- funding of participation in excursions and camps - PKD 88.99.Z;

- funding of participation in excursions and camps - PKD 94.99.Z;
- assistance in upgrading qualifications - PKD 85.59.B;
- organising free training related to the scope of the Foundation's activities - PKD 85.59.B;
- assistance in preparation for a profession - PKD 85.59.B;
- assistance in job search - PKD 85.60.Z;
- assistance in accommodation search - PKD 88.99.Z;
- assistance in job search - PKD 78.10.Z;
- providing children and young people with assistance of a mentor, i.e. a person who supports the mentee in the choices they make, helps them to make important life decisions, and to obtain the necessary financial support - PKD 88.99.Z;
- preparing those wishing to become mentors to carry out this task properly - PKD 85.59.B;
- psychological assistance - PKD 85.60.Z;
- funding of specialised treatment - PKD 94.99.Z;
- assisting fostering and care facilities in making constructions, renovations and modernisations - PKD 41.20.Z;
- conducting training and information campaigns - PKD 85.59.B;
- organising and financing sporting, recreational and cultural events - PKD 93.29.Z;
- organising and financing sporting, recreational and cultural events - PKD 94.99.Z;
- organising and financing charitable events - PKD 88.99.Z;
- organising and financing charitable events - PKD 94.99.Z;
- cooperating with local and governmental authorities and non-governmental organisations in the area mentioned in the objectives of the Foundation's activities - PKD 94.99.Z;
- carrying out a programme of empowerment, consisting in assistance in organising daily life, planning household budgets and providing free of charge and supervising a training accommodation - PKD 88.99.Z;
- carrying out a programme of empowerment, consisting in assistance in organising daily life, planning household budgets and providing free of charge and supervising a training accommodation - PKD 87.90.Z.

## § 10

1. In order to achieve its statutory objectives, the Foundation may cooperate with other persons and institutions carrying out activities in line with its statutory objectives.
2. The Foundation also pursues its statutory objectives through membership in organisations that bring together Polish and foreign foundations with statutory objectives coinciding or identical to those of the Foundation.

## § 11

Unless the donors decide otherwise, assistance from the Foundation is given to children and young people, educational and care facilities - which, in the decision of the Board of the Foundation, are the most needy. The selection is made in particular on the basis of the following considerations:

- a. the certainty that the resources donated to education, training and care facilities by the Foundation will be passed on to children and young people,
- b. the certainty that the resources donated will be used by the recipients in accordance with the Foundation's wishes;
- c. the condition of educational and care facilities.

## **§ 12**

In the event that the support provided is not used in accordance with the Foundation's intention, the Foundation may demand its return.

## **Assets and Revenue of the Foundation**

### **§ 13**

The Foundation's assets consist of its founding fund in the amount of PLN 10,000.00 (ten thousand zloty) and other property acquired by the Foundation in the course of its activities.

1. An amount of PLN 2,000.00 (two thousand zloty) is allocated from the founding fund for business activities.

### **§ 14**

The Foundation is liable for its obligations with all its assets.

### **§ 15**

The Foundation's revenue may come from:

1. donations, inheritances, legacies,
2. grants, donations and subsidies,
3. revenue generated from promotional activities, public collections,
4. revenue from the Foundation's assets,
5. revenue from the Foundation's business activities,
6. profit from deposits with banks and capital market institutions and bank interest,
7. 1% tax contributions to public benefit organisations.

### **§ 16**

1. Revenue from donations, inheritances and legacies may be used for all the purposes of the Foundation, unless the donors have agreed otherwise.
2. In matters of acceptance of donations and inheritance, the declarations required by law are made by the Board of the Foundation.
3. In the event that the Foundation is called to inherit, its Board shall make a declaration of acceptance of the inheritance up to the level of net assets.

### **§ 17**

1. The Foundation may not grant loans or secure liabilities with the Foundation's assets in relation to the members of the Foundation's Bodies, the Founder, the Foundation's employees and persons with whom they are married, in cohabitation or in a relationship of kinship or affinity in a direct line, kinship or affinity in a collateral line to the second degree, or are related by adoption, custody or guardianship, hereinafter referred to as "related persons".
2. The Foundation may not transfer the assets of the Foundation for the benefit of the members of the Foundation's Bodies, the Foundation's employees and their related persons, according to conditions

other than in relation to third parties, in particular if the transfer is made free of charge or on preferential conditions.

3. The Foundation may not use the assets of the Foundation for the benefit of the members of the Foundation's Bodies, the Foundation's employees and their related persons according to conditions other than in relation to third parties, unless this use results directly from the statutory purpose of the Foundation.
4. The Foundation may not purchase goods or services according to conditions other than in relation to third parties or at prices higher than market prices from entities in which members of the organisation, members of its Bodies or employees and their related persons participate.

### **Bodies of the Foundation**

#### **§ 18**

1. The bodies of the Foundation shall be
  - 1) Foundation Board,
  - 2) Foundation Council,
2. Resolutions of the Foundation bodies shall be passed by a simple majority of votes in the presence of at least half of the members, unless these Statutes or the rules of procedure of a given body, adopted in accordance with the provisions of these Statutes, provide for a different manner of passing a resolution.

### **Foundation Council**

#### **§ 19**

1. The Foundation Council is made up of between 3 and 5 people.
2. The members of the Council of the Foundation are appointed and dismissed by the Founder. The Founder also elects the Chairman of the Council and the Deputy Chairman of the Council.
3. Members of the Council of the Foundation are appointed for an indefinite period of time. Membership in the Council of the Foundation ceases upon resignation, dismissal or death of the person holding the position.
4. Members of the Foundation Council:
  - a. may not be members of the Foundation Board or be related to the members of the Foundation Board by marriage, cohabitation, affinity or subordination in office,
  - b. have not been convicted by a final judgment of an intentional crime prosecuted by public indictment or a fiscal crime.
5. The members of the Council of the Foundation shall not receive remuneration for the performance of their functions and for attending meetings of the Council of the Foundation.
6. The Founder, prior to the appointment of the members of the Foundation Council, will collect declarations from the candidates that they meet the requirements set out in Clause 4, points 1 and 2 above, and after appointing the members of the Foundation Council, will forward, the declarations submitted by them to the Foundation Board.

## **§ 20**

The Chairman of the Foundation Council manages the work of the Foundation Council and represents the Foundation Council externally and towards the Foundation Board.

## **§ 21**

1. The Council of the Foundation shall be a control and supervisory body, separate from and not subordinate to the Board of the Foundation in the exercise of internal control or supervision and shall have powers of initiative and opinion.
2. The tasks of the Foundation Council are:
  - a. appointing a proxy to conclude contracts with the members of the Foundation Board,
  - b. setting the main directions of the Foundation's activities,
  - c. approval of the Foundation's programmes of activities developed by the Board,
  - d. assessment of the proper use of the Foundation's assets and funds,
  - e. approval of the Foundation's financial statements,
  - f. approval of the annual reports on the Foundation's activities,
  - g. setting guidelines for the remuneration of the Foundation's employees and other persons cooperating with the Foundation on the basis of civil-law contracts,
  - h. providing its opinion on the matters submitted to it by the Board of the Foundation.

## **Board of the Foundation**

## **§ 22**

1. The Board of the Foundation is made up of 1 to 6 people.
2. The members of the Foundation Board are appointed and dismissed by the Founder. In the case of a multi-member Board, the Founder appoints the President and Vice-President of the Foundation Board from among the Board members.
3. Members of the Foundation Board are appointed for an indefinite period of time. Membership of the Foundation Board ceases upon resignation, dismissal or death of the person holding the position.
4. Members of the Foundation Board must not have been convicted by a final judgment of an intentional crime prosecuted by public indictment or a fiscal crime.

## **§ 23**

1. The Foundation Board manages the Foundation's activities and represents it externally.
2. The President of the Board acting alone, or two Board members acting jointly, are authorised to represent the Foundation.
3. The Foundation Board makes decisions at its meetings in the form of resolutions by the majority specified in § 18 clause 2 of the Statutes. In the event of a tied vote, the President of the Foundation Board shall have the casting vote, and in their absence, the Vice-President of the Board.
4. All members of the Board of the Foundation must be notified of the meeting. Notification shall be made by telephone and email to the address designated by the Board members.
5. Meetings of the Board may also be held by means of direct remote communication.
6. The Board of the Foundation may adopt resolutions by circulation.

7. The Board may appoint proxies to manage a separate sphere of matters belonging to the tasks of the Foundation.

## **§ 24**

The tasks of the Board of the Foundation include deciding on all matters concerning the Foundation, with the exception of matters reserved to the competence of the Founder or the Council of the Foundation, and in particular:

- a. making the selection of persons or facilities assisted by the Foundation;
- b. adopting the Foundation's annual action plans;
- c. managing the assets of the Foundation;
- d. employing Foundation staff as required;
- e. acceptance of donations, inheritances and legacies;
- f. preparing factual reports on the Foundation's activities and forwarding them to the relevant bodies,
- g. drawing up the Foundation's financial statements as required by law.

## **§ 25**

1. Remuneration or reimbursement of reasonable expenses may be awarded to members of the Board of the Foundation for serving on the Board.
2. The amount of remuneration of the members of the Board is determined by the Founder.

## **Business Activities**

## **§ 26**

1. The Foundation, in order to achieve its objectives, may additionally carry out business activities. The activities may be carried out in Poland and abroad.
2. Business activities may only be carried out to the extent that they serve the statutory objectives as ancillary to public benefit activities.
3. The Foundation uses the revenue from its business activities entirely to achieve its statutory objectives.
4. The Foundation carries out its business activities directly or through a separate establishment. Decisions on the setting up of the establishment, the liquidation of the establishment, the appointment of persons to manage the establishment or to be its liquidators are made by the Founder.

## **§ 27**

1. The scope of the Foundation's business activities includes - according to the Polish Classification of Activities:

PKD 58.11.Z - publishing of books;

PKD 58.13.Z - publishing of newspapers;

PKD 58.14.Z - publishing of magazines and other periodicals;

PKD 58.19.Z - other publishing activities;

PKD 58.21.Z - publishing activities in the field of computer games;  
PKD 73.1 - advertising;  
PKD 82.30.Z - activities related to the organisation of trade fairs, exhibitions and congresses;  
PKD 90.04.Z - activities of cultural facilities;  
PKD 47.19.Z - other retail sales in non-specialised shops;  
PKD 47.91.Z - retail sales via mail order houses or the Internet;  
PKD 47.99.Z - other retail sales conducted outside of chain shops, stalls and markets;  
PKD 70.22.Z - other business and management consultancy;  
PKD 32.40.Z - manufacture of games and toys;  
PKD 85.59.B - providing soft skills training.

2. The Foundation shall obtain the required permit, licence or authorisation, if required by law, prior to the commencement of any business activity in the field in question.
3. The business activities of the Foundation may also be carried out through participation in companies in accordance with the rules set out in the relevant legislation.

#### Amendment of the Statutes

### § 28

1. The Statutes of the Foundation may be amended. An amendment to the Statutes may concern a change in the objectives of the Foundation, as well as other matters related to the functioning of the Foundation.
2. Amendments to the Foundation Statutes shall be made by the Founder.

#### Merger with Another Foundation

### § 29

1. The Foundation may merge with another foundation for the effective pursuit of its objectives.
2. The merger of the Foundation with another foundation is decided by the Founder.

#### Liquidation of the Foundation

### § 30

1. The Foundation shall be liquidated when the objectives for which it was established have been achieved or when its financial resources and assets have been exhausted.
2. The decision to liquidate the Foundation is taken by the Founder.
3. The liquidation of the Foundation is carried out by the Liquidator. The Liquidator shall have the powers and duties of the Board.
4. The Liquidators of the Foundation are appointed and dismissed by the Founder.

### **§ 31**

The funds and assets remaining after the liquidation of the Foundation may be allocated by a decision of the Founder to foundations operating in the Republic of Poland with similar objectives or for a purpose specified in § 8 clause 1 of these Statutes.

### **Final Provisions**

### **§ 32**

The Founder points to the Minister for the Family, Labour and Social Policy as the minister competent as regards the objectives of the Foundation.

### **§ 33**

The Foundation's financial year coincides with the calendar year.

### **§ 34**

The Foundation keeps its accounts in accordance with the law.”