

RULES OF PROCEDURE for the Management Board of RAFAKO S.A. of Racibórz

Section 1

1. The Management Board of RAFAKO S.A. of Racibórz (the “Company”) shall operate on the basis of:
 - 1) the Polish Commercial Companies Code and other applicable laws;
 - 2) the Company’s Articles of Association;
 - 3) these Rules of Procedure.
2. In the case of any discrepancies, the provisions of a document higher in the order of precedence shall prevail.
3. Whenever used in these Rules, the following terms shall have the following meanings:
 - 1) “Company” shall mean RAFAKO S.A.,
 - 2) “General Meeting” shall mean the General Meeting of RAFAKO S.A.,
 - 3) “Supervisory Board” shall mean the Supervisory Board of RAFAKO S.A.,
 - 4) “Management Board” shall mean the Management Board of RAFAKO S.A.

Section 2

The number of Management Board members, their term of office and the procedures governing their appointment and removal are set forth in the Company’s Articles of Association.

Section 3

1. All matters related to the management of the Company’s business that do not fall within the exclusive scope of powers of the General Meeting or the Supervisory Board under the applicable law or the Articles of Association shall fall within the scope of powers of the Management Board.
2. The Management Board, headed by the President, shall manage the Company’s business and represent it before third parties.
3. The Management Board may assign the execution or supervision of specific matters within the Management Board’s remit to individual Management Board

members. A Management Board member who has been assigned specific tasks shall report to the Management Board on the performance of those tasks.

4. Without the Supervisory Board's consent, a member of the Management Board shall not engage in any business activities competing with the Company's business, nor shall they be a partner in any partnership under civil law or another type of partnership competing with the Company's business, nor a member of a governing body of a competing corporation or another legal entity. This prohibition shall also apply to a Management Board member's interest in a competing corporation where the Management Board member holds at least 10% of the shares or the right to appoint at least one management board member of such corporation.

Section 4

1. The Management Board shall deal with its business at meetings convened by the President of the Management Board or by a Vice President designated by the President.
2. Where it is necessary to convene a Management Board meeting while the President is absent and there is no Vice President designated by the President as specified above, a meeting shall be convened by one of the Vice Presidents.
3. The time, venue and agenda of a meeting shall be determined by the person convening the meeting.
4. As a rule, meetings of the Management Board shall be held at the Company's registered office.
5. The agenda proposed by the person convening a meeting may be changed upon the consent of at least two-thirds (2/3) of all Management Board members.
6. Management Board meetings shall also be convened at the request of a Management Board member, within five (5) days of the date of submitting such request to the President of the Management Board. Any such request shall specify the matters to be dealt with at the meeting.
7. A Management Board meeting may also be held without formal notice if all Management Board members participate in the meeting.
8. Other persons may attend a meeting upon a Management Board member's invitation.
9. Meetings of the Management Board may be held with the use of means of remote

communication. The organisation and conduct of the meetings are defined in the Rules of Procedure for Participation in Meetings of the Management Board through Means of Remote Communication, attached as Appendix 1 to these Rules.

10. Members of the Management Board may also vote on resolutions of the Management Board by casting their votes in writing through another Member of the Management Board. Votes should not be cast in writing through another Member of the Management Board if they concern matters placed on the agenda during the Management Board meeting.

Section 5

1. Management Board meetings shall be presided over by the President of the Management Board or, in the case of the President's absence, by one of the Vice Presidents.
2. For Management Board resolutions and other decisions to be valid, at least half of the Management Board members must be present, provided that all Management Board members have been notified of the meeting.
3. The Management Board may vote on resolutions in writing or using means of remote communication, provided that all the Management Board members have been notified of the contents of the draft resolution.
4. Voting in accordance with the procedure provided for in Section 5.3 shall be called by the President of the Management Board, who shall specify the final date (day and time) for the Management Board members to cast their votes. If the President of the Management Board is absent, the voting may also be called and carried out by another Member of the Management Board.
5. Resolutions adopted in accordance with the procedure provided for in Section 5.3 shall be signed by the President of the Management Board or another Management Board member carrying out the voting."

Section 6

1. Resolutions of the Management Board shall be passed by a simple majority of votes in an open ballot, except with respect to the appointment of a corporate attorney.
2. In the case of a voting tie, the President of the Management Board shall have the casting vote.

3. A secret ballot shall be held if so requested by at least one Management Board member.
4. A Management Board member shall have the right to voice a dissenting opinion, which shall be recorded in the minutes of the Management Board meeting.
5. The implementation of Management Board resolutions and other decisions shall be the responsibility of the President or another Management Board member designated for that purpose by the Management Board.

Section 7

1. Meetings of the Management Board shall be documented in minutes, and its resolutions shall be numbered consecutively throughout a calendar year.
2. Furthermore, the minutes shall specify the meeting's agenda, the given names and surnames of the Management Board members participating in the meeting, the given names and surnames of any guests invited, the number of votes cast in favour of each resolution and any dissenting opinions. The minutes, signed by all Management Board members present, shall be subject to approval at the next Management Board meeting.
3. The Management Board Office shall provide administrative support of Management Board meetings and shall store documentation of the meetings.
4. If a conflict arises between the interests of the Company and those of a Management Board member, their spouse, persons related to them through blood or marriage in the first or second degree, or any persons with whom the member is personally associated, the Management Board member concerned should disclose such conflict of interests and refrain from participation in deciding on a given matter, and may request that the fact be recorded in the minutes.

Section 8

1. The following matters shall be decided on by the Management Board by way of a resolution:
 - 1) any matters as to which final decisions are within the scope of powers of the Supervisory Board or the General Meeting, as stipulated in the Commercial Companies Code, the Company's Articles of Association, the Rules of Procedure for the Supervisory Board and these Rules of Procedure,

- 2) adoption and authorisation for issue of quarterly, half-year and full-year financial statements and Directors' Reports on the Company's operations, as well as consolidated financial statements and Directors' Reports on the Group's operations,
- 3) convening of a General Meeting and determination of its agenda,
- 4) approval of the Company's organisational rules and any amendments thereto, as well as of the Company's organisational chart,
- 5) proposals to convene a Supervisory Board meeting,
- 6) adoption of the Company's annual business plans,
- 7) adoption of the Company's long-term strategic plans,
- 8) approval of amendments to the Company's collective bargaining agreement and the work rules,
- 9) approval of the objectives of annual remuneration and staffing policies,
- 10) approval of the Company's management staff of the highest (N-1) rank,
- 11) appointment of corporate attorneys,
- 12) granting powers of attorney authorising their holders to act beyond the scope of ordinary management,
- 13) acquisition and disposal of securities or shares in other companies,
- 14) adoption and amendment of the Rules of Procedure for the Management Board before their submission for approval to the Supervisory Board,
- 15) acquisition and disposal of real property or interest therein,
- 16) reports on the implementation of post-inspection recommendations,
- 17) advancing loans and issuing sureties and guarantees in respect of third-party liabilities,
- 18) contracting bank borrowings and guarantee facilities,
- 19) decisions concerning the Group companies, including amendments to their articles of association, changes in their share capitals or amendments to their business development plans;
- 20) evaluation of information, approval of public disclosure of inside information and delaying the disclosure of inside information,
- 21) approval of insurance contracts,
- 22) approval of a change in provisions or impairment losses with a value exceeding PLN 100,000;

- 23) compliance by the Company with corporate governance rules (Code of Best Practice for Listed Companies),
 - 24) submission of a binding business proposal with a value equal to or exceeding PLN 100,000,000,
 - 25) selection of a bid in a procurement process with a value equal to or exceeding PLN 100,000,000,
 - 26) supporting non-profit organisations, charity and sponsoring activities, in excess of an annual limit of PLN 500,000 or PLN 10,000 for any single grant.
2. The Management Board's resolution shall also be required in the case of other decisions not specified above whose scope or materiality cover matters of particular relevance to the Company. The Management Board's resolution shall also be required for matters specifically identified by the applicable laws as requiring such a resolution. A motion to vote on a resolution on any such matter may be made by any Management Board member. When such a motion has been made, the Management Board shall be absolutely obliged to vote on a resolution on the matter in question.
 3. In any matters not specified above in Section 8.1 or 8.2, the Management Board may make a decision and record it in the meeting minutes, specifying how the decision has been made and applying as required the relevant provisions of these Rules on dissenting opinions. The relevant parts of the minutes shall be communicated to the persons concerned or responsible for implementing the provisions contained therein.
 4. Each Management Board member shall be personally responsible for compliance with these Rules and shall report any breaches of these Rules to the Management Board.

Section 9

These Rules of Procedure for the Management Board shall be adopted by the Management Board's resolution and approved by the Supervisory Board.

Racibórz, June 16th 2020