

**STATUTE
OF THE FOUNDATION FORUM ENERGII**

Uniform text of the Articles of Association dated 15.04.2016
taking into account the amendments introduced by Resolution No. 1/2021 dated 04/03/2021,
Resolution No. 2/2021 dated 04/03/2021, and Resolution No. 1/2024 dated 06/03/2024.

Machine translated

Given that:

The goal of the Forum Energii is to support efforts to achieve a cost-effective, low-carbon transformation of the energy sector by conducting dialogue among key stakeholders, fostering international cooperation, providing sound analysis, and building competencies to address energy challenges.

The undersigned decide to establish the "Forum Energii" Foundation, the objectives, functioning, organization and assets of which are specified in the following statute.

General provisions

§ 1

1. The Forum Energii Foundation, hereinafter referred to as the "Foundation", was established by Joanna Maćkowiak-Pandera, hereinafter referred to as the "Founder", on the basis of a notarial deed drawn up by Monika Fyk at the notary's office Błaszczak s.c. in Warsaw, 31 Długa Street, on 15.04.2016.
2. The Foundation is a "think-tank" - an apolitical, independent, non-governmental organization that conducts analytical, scientific research and popularizes the results of this research for the public good.
3. The Foundation operates on the basis of generally applicable law, including the Act of April 6, 1984 on Foundations (Journal of Laws of 2023, item 166, as amended) and on the basis of these Articles of Association (the "Articles").
4. The Foundation may use, for the purpose of cooperation with foreign entities, a translation of its name, in foreign languages.
5. The duration of the Foundation is indefinite.
6. The area of activity of the Foundation is the area of the Republic of Poland, but to the extent necessary for the proper implementation of the objectives, it may also conduct activities outside the country.

7. The headquarters of the Foundation is in Warsaw.
8. In order to carry out its statutory tasks, the Foundation may establish permanent and temporary branches and subsidiaries in Poland and abroad, as well as establish in the country and abroad its representatives.

Surveillance

§ 2

Supervision of the Foundation's activities is exercised by the Minister responsible for energy.

Objectives and principles of the Foundation

§ 3

1. The Foundation was established to promote public debate on energy, in particular on the development, modernization, improvement of energy system security and enhancement of energy innovation, with a particular focus on cost-effective reduction of energy impacts on the environment.
2. The Foundation may achieve its objectives in particular through:
 - a. Conducting research activities, including the development of research programs;
 - b. Development of analyses, concepts, expertise and opinions;
 - c. Information and educational activities;
 - d. Organization of expert meetings, conferences and other events;
 - e. Cooperation with the media;
 - f. Cooperation with the business community, government and local authorities, public administration bodies;
 - g. To organize and provide competence and financial support to individuals, legal entities and unincorporated organizational units pursuing the objectives of the Foundation;
 - h. Initiating other activities that coincide with the goals and objectives of the Foundation.
3. The Foundation also pursues its statutory objectives through membership in organizations of Polish and foreign foundations with statutory objectives coinciding with those of the Foundation.
4. In order to implement its statutory undertakings, the Foundation may cooperate with other institutions, organizations, including non-governmental organizations, and individuals for the achievement of common goals. This cooperation may be, in particular, in the form of organizational support, partial or total financing of the project or assistance in obtaining the necessary funds from other sources.
5. The Foundation may grant to natural persons, legal persons and organizational units without legal personality, having their place of residence or seat in the Republic of Poland and abroad,

- pursuing the objectives of the Foundation indicated in paragraph 1 above, repayable or non-repayable funding or financing, awards, scholarships or grants from the funds of the Foundation.
6. The Foundation, in order to achieve its objectives, may establish expert panels, groups and advisory committees. The composition, objectives and rules of operation of the committees are determined by the Board of Directors of the Foundation.
 7. The Foundation pursues its objectives within the framework of its statutory activities.

Assets and income of the Foundation

§ 4

1. The assets of the Foundation consist of its initial fund of PLN 1,000 (the "Fund") granted by the Founder in his declaration of intent to establish the Foundation, as well as money, securities, and movable and immovable property acquired by the Foundation in the course of its activities.
2. The realization of the objectives of the Foundation is financed from the Fund and from the income generated by the Foundation, in accordance with the rules provided for in the Statute.
3. The Foundation's income may come from:
 - a. Financial resources and other assets donated by the Founders and by third parties, both physical and legal, in particular in the form of donations, inheritances, bequests;
 - b. Scientific grants and other similar domestic and foreign funds, grants and subsidies;
 - c. Public funds, state funds, local government funds, European funds, and funds from international programs and organizations;
 - d. Revenue from collections and public events;
 - e. Income from assets, real estate and property rights, especially securities and other financial instruments available on the capital market;
 - f. Interest and bank deposits;
 - g. Income from participation in profits of legal entities;
 - h. Business activities conducted by the Foundation.
4. All income of the Foundation, including income derived from the Foundation's business activities, may be used only for its statutory purposes.
5. Income from grants, donations, bequests and legacies may be used for the realization of all the purposes of the Foundation, unless otherwise stipulated by the donors, and the donors' stipulations must not conflict with the statutory purposes of the Foundation.
6. In matters of acceptance of donations and inheritance, statements required by law shall be made by the Board of Directors. In the case of the Foundation's appointment to inheritance, the Board of Directors shall make a declaration of acceptance of the inheritance with the benefit of inventory only if, at the time of making this declaration, it is obvious that the active state of the inheritance significantly exceeds the inheritance debts.
7. The Foundation does not have the right to undertake activities involving:

- a. Granting loans or securing liabilities with the Foundation's assets in relation to the members of the Foundation's bodies or employees, and persons with whom the members of the Foundation's bodies or employees are married or in a relationship of kinship or affinity in a straight line, kinship or affinity in the collateral line to the second degree, or are related by adoption, custody or guardianship, hereinafter referred to as "related persons";
 - b. Transfer of the assets of the Foundation for the benefit of members of the Foundation's bodies or employees of the Foundation and their relatives, on principles other than in relation to third parties, if the transfer is made free of charge or on preferential terms;
 - c. Use of assets for the benefit of members of the Foundation's bodies or employees of the Foundation and their relatives on principles other than in relation to third parties, unless this use results directly from the statutory purpose of the Foundation with the performance of statutory tasks of the Foundation;
 - d. Purchase of goods or services on a special basis from entities in which members of the Foundation's bodies or employees of the Foundation and their relatives participate.
8. The statutory activities of the Foundation are carried out as unpaid activities.
9. The Foundation may carry out business activities in size to achieve its objectives, in the scope that they constitute according to the Polish Classification of Activities (PKD):
- a. Other business and management consulting (PKD 70.22.Z) - the main object of activity;
 - b. Activities of other membership organizations, not elsewhere classified (PKD 94.99.Z);
 - c. Other publishing activities (PKD 58.19.Z);
 - d. scientific research and development work in the field of other natural and technical sciences (PKD 72.19.Z);
 - e. interpersonal relations (public relations) and communications (PKD 70.21.Z);
 - f. other technical research and analysis (PKD 71.20.B);
 - g. Other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z);
 - h. Activities related to the organization of trade fairs, exhibitions and congresses (PKD 82.30.Z);
 - i. Other extracurricular forms of education, not elsewhere classified (PKD 85.59.B);
 - j. Market and public opinion research (PKD 73.20.Z).

The Foundation's business activities are ancillary to its statutory activities.

10. The Foundation allocates PLN 1,000 (one thousand) for the conduct of business activities, an amount separate from the Fund.

Bodies of the Foundation

§ 5

1. The organs of the Foundation are:
 - a. Supervisory Board of the Foundation, hereinafter referred to as the "Supervisory Board";
 - b. The Board of Directors of the Foundation, hereinafter referred to as the "Board".

Supervisory Board of the Foundation

§ 6

1. The Supervisory Board consists of 1 (one) to 5 (five) members.
2. The Supervisory Board elects from among its members the Chairman of the Supervisory Board, who directs its work.
3. The members of the first Supervisory Board are appointed by the Founder.
4. Subsequent members of the Supervisory Board in place of those who have ceased to serve in this capacity or for the expansion of the composition shall be appointed:
 - a. Founder - in the case in which he does not simultaneously serve as a member of the Board of Directors of the Foundation;
 - b. Supervisory Board by a majority vote - in the case in which the Founder serves as a member of the Foundation's Board of Directors and in the case of the Founder's death.
5. Members of the Supervisory Board are appointed for an indefinite period.
6. Membership in the Supervisory Board expires as a result of:
 - a. Death of a member of the Supervisory Board;
 - b. Long-term illness that prevents a member from participating in the work of the Supervisory Board;
 - c. The occurrence of circumstances that make it difficult or impossible for a Board member to perform his or her functions;
 - d. Renunciation of membership in the Supervisory Board
 - e. Dismissal by either the Founder (in the case in which the Founder does not simultaneously serve as a member of the Foundation's Board of Directors) or the Supervisory Board, by a majority vote of the members of the Supervisory Board (in the case in which the Founder serves as a member of the Board of Directors and in the case of the Founder's death).
7. Members of the Supervisory Board may not be members of the Management Board at the same time.

Method of operation of the Supervisory Board and powers

§ 7

1. The Supervisory Board adopts resolutions by a simple majority at a meeting or by circulation: in writing or by e-mail. The meeting may be held at the seat of the Foundation, at another

location or by means of direct remote communication. A resolution of the Supervisory Board adopted by circulation or by means of direct communication at a distance is valid when all members of the Supervisory Board have been notified of the content of the draft resolution.

2. In the case of a multi-member composition of the Supervisory Board, in the event of an equal number of votes, the vote of the Chairman of the Supervisory Board shall be decisive. The Supervisory Board may adopt bylaws for the work of the Supervisory Board, defining a detailed procedure for the work of this body.
3. The Supervisory Board is the body that supervises the activities of the Foundation. In the aforementioned scope, its competencies include, in particular:
 - a. Controlling the work of the Board, approving the proposed annual budget and Action plan and accepting expenditures above PLN 50,000;
 - b. Evaluate the proper use of the Foundation's assets and funds;
 - c. Evaluation and approval of the annual reports of the Board of Directors on the activities of the Foundation;
 - d. Approval of annual financial reports;
 - e. Appointment and dismissal of Board members;
 - f. Deciding on the employment of Board members, setting their salaries;
 - g. Appointment of an attorney to enter into contracts with members of the Board of Directors.

Foundation Board

§ 8

1. The Board of Directors consists of 1 (one) to 3 (three) members, including the Chairman of the Board.
2. The first composition of the Board is determined by the Founder.
3. Board members are appointed for an indefinite period.
4. Membership in the Board of Directors expires as a result of:
 - a. Death of a Board member;
 - b. Long-term illness of a Board member preventing participation in the work of the Board;
 - c. The occurrence of circumstances that make it difficult or impossible for a Board member to perform his or her functions;
 - d. Waivers of Board Membership;
 - e. Removal of a member of the Management Board by the Supervisory Board.
5. The founder may be a member of the Board of Directors or a member of the Supervisory Board of the Foundation.

Manner of operation of the Board

§ 9

1. The Board of Directors makes decisions by simple majority vote at a meeting or by circulation: in writing or by e-mail. The meeting may be held at the seat of the Foundation, at another location or by means of direct remote communication. A resolution of the Board adopted by circulation or by means of direct remote communication is valid when all members of the Board have been notified of the content of the draft resolution. In the case of a multi-member Board, in the event of a tie, the President of the Board shall have the casting vote. A detailed procedure for the work of the Management Board may be specified in the Regulations approved by the Supervisory Board.
2. Members of the Management Board may receive remuneration for participation in the work of this body in the amount and on the terms and conditions determined by the Supervisory Board.

Competencies of the Board

§ 10

1. The Board of Directors manages the activities of the Foundation and represents it externally.
2. The tasks of the Board include, in particular:
 - a. Conducting the day-to-day operations of the Foundation and representing the Foundation externally;
 - b. Carry out tasks agreed upon with the Supervisory Board;
 - c. Management of the assets and funds of the Foundation;
 - d. Adoption of annual financial plans and multi-year operating programs of the Foundation based on the assumptions adopted by the Supervisory Board;
 - e. Prepare an annual financial report and an annual substantive report on the activities of the Foundation and present them to the supervisory authority of the Foundation and other entities designated by law;
 - f. Accepting donations, inheritances and subsidies;
 - g. To make decisions on all matters not delegated to other bodies of the Foundation.
3. The Board of Directors is responsible for the implementation of the statutory objectives of the Foundation and for the correctness and expediency of the activities undertaken by the Foundation.
4. The Board of Directors is responsible for the transparency of its actions and the high quality of its activities. The Management Board, using the best available knowledge, is responsible for the recommendations and conclusions formulated by the Foundation.

Method of representation of the Foundation

§ 11

Statements of intent on behalf of the Foundation are made by each member of the Board independently.

Amendment of the Articles of Association

§ 12

1. Amendments to the Articles of Association, including the objectives of the Foundation, are made by the Founder.
2. After the death of the Founder, amendment of the Articles of Association requires a resolution of the Supervisory Board adopted by a majority vote.

Liquidation of the Foundation

§ 13

1. The decision to liquidate the Foundation in the event of achieving the purpose for which the Foundation was established or in the event of exhaustion of the Foundation's financial resources and assets shall be made in the form of a resolution by the Board of Directors with the consent of the Founder, and in the event that it is not possible to obtain such consent due to fortuitous reasons (including the death of the Founder), independently.
2. The liquidator of the Foundation shall be the Board of Directors, unless otherwise stated in the resolution of the Board referred to in paragraph 1.
3. If funds remain after the liquidation of the Foundation, they will be transferred for public benefit purposes to other non-governmental organizations designated by the Board of Directors, whose statutory objectives are similar to those of the Foundation.