

Statute of the Foundation „Polish Center for International Aid”

Foundation „Polish Center for International Aid”, hereinafter referred to as "the Foundation", was established by Mr. Wojciech Wilk, hereinafter referred to as "the Founder", on 21 March 2006 by a notary deed, and it functions according to the Act of 6 April 1984 on foundations (consolidated text: Polish Journal of Laws [Dz.U.] of 1991, No 46, item 203, as amended).

§ 1. General provisions

1. The Foundation's registered office is Warsaw.
2. The Foundation is established for an unlimited period of time.
3. The Foundation functions both in the territory of the Republic of Poland and abroad.
4. The Foundation has a legal personality.
5. In order to fulfill its statutory tasks, the Foundation can establish permanent and temporary Field Offices, both in Poland and abroad.
6. The activities of the Foundations are supervised by the Minister for Foreign Affairs.

§2. Goals of the Foundation

The goal of the Foundation is:

1. to provide all types of aid to the populations affected by humanitarian crises, civil wars, natural disasters or other situations endangering their life and well-being, both in the territory of the Republic of Poland and abroad;
2. to provide humanitarian aid;
3. to provide development, technical, education and health assistance;
4. to promote the idea of human rights;
5. to support refugees, migrants, internally displaced persons, and other groups - in the field of legal protection, humanitarian needs, professional activation, and other needs, both in the territory of the Republic of Poland and abroad;
6. to undertake civic, information, cultural, scientific and educational activities aimed at addressing the global problems, providing humanitarian aid, promoting human rights and greater engagement of Poland in the international affairs;
7. to support volunteerism.

§3. Implementation of the Foundation's goals

The Foundation fulfills its goals through:



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1. organizing public collections, as well as preparing and delivering humanitarian and development aid, in particular by receiving and issuing, including disposing abroad, medicinal and medical products intended for humanitarian aid, organizing events, mass events, concerts, cultural and artistic events, and other similar undertakings,
2. undertaking and supporting scientific research and other scientific activities,
3. organizing lectures, seminars, conferences and other similar activities,
4. awarding prizes, scholarships, grants and donations,
5. participating in other undertakings compliant with the Foundation's statutory goals,
6. publishing, TV and film production, as well as multimedia activities,
7. cooperation with the mass media,
8. cooperation with the academic, education, cultural and journalist circles, as well as with other institutions and persons pursuing goals similar to statutory goals of the Foundation,
9. supporting other initiatives relevant to the Foundation's goals,
10. cooperation with public institutions - including central and local government authorities - and with non-governmental organizations relevant to the Foundation's goals, as well as with all institutions and individuals, both domestic and foreign, interested in the Foundation's goals.

§4. Beneficiaries

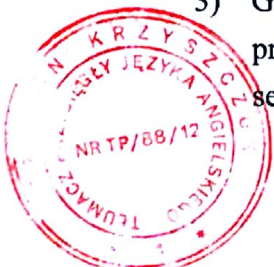
1. In the framework of its statutory activity, the Foundation provides assistance primarily to individuals in difficult life and material situation, both in Poland and abroad. The Foundation can provide assistance to Polish and foreign natural and legal persons, including institutions and organizations.

§5. Founding capital

The founding capital of the Foundation is a founding fund of Polish Zloty 1,000 (one thousand).

§6. Income of the Foundation

1. Funds for the implementation of the Foundation's goals and for covering its operational expenses come also from:
 - 1) Financial and material donations from other foundations, natural and legal persons, as well as Government and self-government institutions, both domestic and foreign,
 - 2) Inheritance and donations,
 - 3) Grants, subventions and other funds allocated for the implementation of specific projects by other foundations, natural and legal persons, as well as Government and self-government institutions, both domestic and foreign,



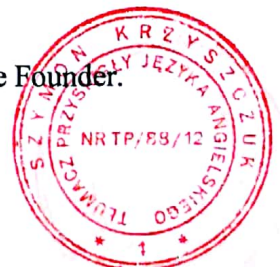
- 4) Tax deductions for charity work, transferred to the Foundation based on the Act of 24 April 2003 on Public Benefit Activity and Volunteerism,
 - 5) Interest and revenue on funds and bonds/securities deposited in the banks,
 - 6) Revenue and profits from the Foundation's business activity, subject to prior adoption of a resolution referred to in §7 section 2.
2. The Foundation's financial assets can be held in bank accounts and bonds.

§7. Business activity.

1. The Foundation does not run any business activity.

§8. Management Board of the Foundation

1. The Management Board of the Foundation is its managing body, which is in charge of all of its activities and which represents the Foundation externally.
2. The Management Board is composed of two (2) to seven (7) members.
 - 1) The number of Management Board members can be increased via a Management Board's resolution, adopted by a majority of votes of all members of the Management Board,
 - 2) The Management Board cannot have more than seven (7) members.
3. The Management Board is composed of:
 - 1) President, acting also as the President of the Management Board,
 - 2) Deputy President,
 - 3) other Members of the Foundation's Management Board, if the number of Management Board members is more than two (2) persons,
 - 4) Honorary President of the Management Board (the Founder).
4. Members of the Management Board are appointed by the Founder.
5. The first term of office of the Management Board lasts for two years, and each subsequent one - for four years. It is permitted to appoint new members of the Management Board during its term of office.
6. The first term of office of the Management Board begins upon the first assembly of all Management Board members, appointed pursuant to section 4, and it elapses on 31 December of the first full year of the terms of office.
7. The Management Board's term of office can be terminated early by a unanimous resolution of the Management Board or by the Founder. Such decision results in the appointment of a new Management Board of the Foundation, pursuant to section 8.
8. Management Board Members for the subsequent terms are appointed by the Founder.



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9. Membership in the Management Board expires upon death or dismissal.

1) Dismissal of a Management Board member may result from submission of his/her resignation or from a protracted illness, barring him/her from participating in the Management Board's proceedings.

2) The Founder can dismiss a Management Board member at any time.

10. The Management Board assembles at least twice in a calendar year.

11. The Management Board adopts resolutions and decisions by a simple majority of votes, in the presence of at least half of its members. In the case of a voting deadlock, the President has the casting vote or - if the President is absent - the Deputy President has the casting vote.

12. Resolutions of the Management Board may be adopted on its meetings or through voting in writing, if all member of the Management Board concede.

13. Meetings of the Management Board can be also held by tele- and videoconferences under the condition that appropriate minutes of the meeting are prepared.

14. Members of the Management Board may receive remuneration, pursuant to §13 section 4 of the Statute.

§9. Competencies of the Management Board

1. The Management Board directs the activities of the Foundation and represents it externally. The Management Board is responsible for the proper functioning of the Foundation, in accordance with the Statute and with the laws and regulations of the Republic of Poland.

2. The Management Board:

1) prepares and approves annual and multi-year programs and plans of Foundation's activities, together with a financial plan for implementation of statutory goals and financing of the Foundation's operational costs,

2) establishes the rules for allocating the aid granted by the Foundation,

3) decides on all issues related to granting aid by the Foundation,

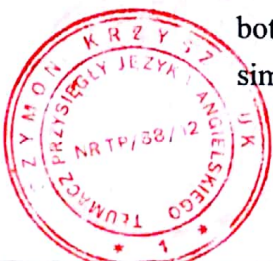
4) (deleted),

5) establishes and liquidates the Foundation's organizational units, endorses the nomination of their Heads, and specifies their operating procedures,

6) decides upon the Management Board's operating procedures,

7) prepares annual report on the Foundation's activities and on the state of its finances,

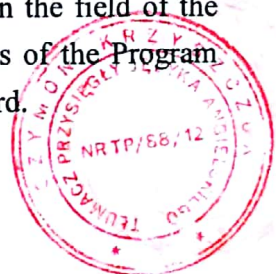
8) establishes and liquidates temporary and permanent Field Offices of the Foundation, both in Poland and abroad, by way of decision of the Management Board made by a simple majority of votes in the presence of at least half of its members,



- 9) submits and endorses proposals related to statutory activity of the Foundation,
 - 10) grants general and specific authority (power of attorney) to the President of the Management Board, in a manner specified in section 5.
 - 11) decides upon amendments to the Foundation's Statute according to §14.
3. Manner of making a declaration of will on behalf of the Foundation:
- 1) If the Foundation's Management Board is composed of two (2) persons, a declaration of will on behalf of the Foundation is made individually by the President or Deputy President of the Management Board,
 - 2) If the Foundation's Management Board is composed of three (3) to seven (7) persons, a declaration of will on behalf of the Foundation is made by at least two members of the Management Board, including the President or Deputy President of the Management Board.
 - 3) If the Foundation's Management Board is composed of three (3) or more persons, the Management Board may transfer the right to make declarations of will on behalf of the Foundation to the President or Deputy President - by a simple majority of votes for no longer than the term of office of the current Management Board.
4. The Management Board may grant power of attorney to other persons, in particular to Heads of the Foundation's Field Offices, authorizing them to undertake legal actions of a specific kind.

§10. Program Board

1. The Program Board of the Foundation is a counseling body to the Management Board.
2. The Program Board advises the Management Board and the President on the:
 - 1) areas of activity of the Foundation,
 - 2) initiation of programs,
 - 3) means of achieving the Foundation goals,
 - 4) beneficiaries and ways of selecting them,
 - 5) financing,
 - 6) (deleted),
 - 7) activities of the Management Board listed in § 9 section 2 points 1-7.
3. The initial composition and number of Program Board members is determined by the Founder who selects them from among persons experienced in humanitarian work, persons widely recognized, meritorious donors, and other persons distinguished in the field of the Foundation's activities. Starting from the second term of office, members of the Program Board are appointed by the Founder, upon request of the Management Board.

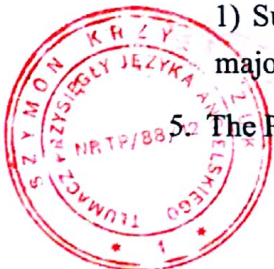


4. The first term of office of the Program Board lasts for two years, and each subsequent term - for four years. The number of members of the Program Board may be increased during its term of office.
5. The first term of office of the Program Board begins upon the first assembly of all the members, according to section 2, and elapses on 31 December of the first full year of the term of office.
6. The President of the Foundation acts as the Chairman of the Program Board, and as such the President is also a member of the Program Board and convenes its sessions.
7. The Program Board assembles at least once a year - at the end of the calendar year.
8. The Program Board adopts resolutions and makes decisions by a simple majority of votes in the presence of at least half of its members.
9. Members of the Program Board do not have right to represent the Foundation, subject to the provision of § 9 section 4 of the Statute.
10. Members of the Program Board may receive remuneration or reimbursement of reasonable expenses, pursuant to the principles set forth in §13 section 4 of the Statute, the value of which may not exceed the limits specified in Article 8 Sub-Paragraph 8 of the Act of 3 March 2000 on remuneration of persons in charge of certain legal entities (Polish Journal of Laws [Dz.U.] No 26, item 306, of 2001, No 85, item 924, and No 154, item 1799, of 2002, No 113, item 984, and of 2003, No 45, item 391, and No 60, item 535).

§11. President of the Foundation

1. The President and the Deputy President are nominated and recalled by the Founder, after getting an opinion of the Management Board of the Foundation. The Founder may act as President or Deputy President of the Foundation.
2. The term of office of the President and Deputy President is related to the current term of office of the Management Board. The first term of office of the President and Deputy President commences upon his/her nomination by the Founder, and ends with expiration of the term of office of the Management Board.
3. The initial scope of duties of the President of the Foundation is defined by the Founder. Any changes in or supplements to the competences of the President are introduced by the Founder, based on recommendation of the Management Board of the Foundation.
4. The President of the Foundation is entitled to delegate, partly or fully, his/her competences to the Deputy President of the Foundation for a specified period of time, by way of notarial declaration of will.
 - 1) Such authorization can be terminated at any time by the Founder or by a qualified majority of members of the Management Board.

5. The President and Deputy President of the Foundation may receive remuneration, pursuant to



3. The lack of Founder's consent or of adequate support of members of the Management Board results in the nullity of the proposed amendments to the Statute.
4. Any amendment to the provisions of § 2, § 12 and § 13 of the Statute must be confirmed by a separate notarial declaration of will made by the Founder, otherwise it shall be deemed null and void.

§14. Additional provisions

1. It is forbidden to:

- 1) extend loans to, or secure with assets of the Foundation any commitments of members of the Foundation, members of the governing bodies of the Foundation or employees of the Foundation, as well as persons with whom the Foundation's employees remain in marital relationship, or in lineal consanguinity or affinity, or in collateral consanguinity or affinity up to the second degree, or a to whom they are related due to adoption, guardianship, custody or wardship, hereinafter referred to as "relatives";
- 2) transfer the assets of the Foundation to its members, members of its bodies or its employees, as well as their relatives, in any manner and following any principles different than in the case of third persons, in particular such a transfer is free of charge or on any preferential conditions;
- 3) use the assets of the Foundation for the benefit of its members, members of its bodies or its employees, as well as their relatives, in any manner and following any principles different than in the case of third persons, unless such a use results directly from the statutory objective of the organization;
- 4) purchase on preferential terms and conditions any goods and services from entities in which members of the Foundation, members of its bodies or its employees, as well as their relatives, participate in any way.

§15. Suspension of activity of the Foundation

1. The activity of the Foundation may be suspended for up to one calendar year.
2. The decision to suspend the activity of the Foundation is taken by the Management Board unanimously, provided that neither the Founder nor the Program Board objects.
3. The aforementioned decision may be extended for another calendar year by decision of the Management Board approved by a qualified majority of votes, provided that the Founder does not object.
4. The decision to suspend the activity of the Foundation results in termination of the term of office of the Program Board, effective 1 January of the subsequent calendar year.

§16. Merger of the Foundation

1. The Foundation may be merged with any other foundation pursuing aims concurrent with the aims of the Foundation.

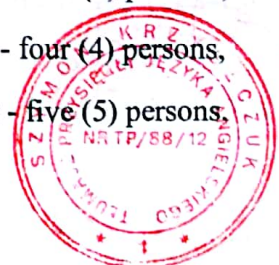
§ 13 section 4.

§12. Founder

1. The Founder acts as the Honorary President of the Foundation.
2. Upon consent of the Management Board, the Founder may hold one of several of the following posts: President or Deputy President of the Foundation, member of the Management Board, Chairman of the Program Board, member of the Program Board or employee of the Foundation. The Founder may nominate himself to one or several of the above mentioned positions.
3. The Founder has the right to object to any resolution and declaration of will made by the Management Board, which shall result in their invalidity.
4. The Founder defines the rules for employment and remuneration of members of the Management Board, members of the Program Board, the President, the Deputy President and employees of the Foundation, as well as of other persons who cooperate with the Foundation, on voluntary basis or based on a mandate contract.
 - 1) The above right may be transferred to the President or to the Management Board of the Foundation,
 - 2) The President or the Management Board may be deprived of the above right by way of decision of the Founder.
5. In the case of death of the Founder, the activity of the Foundation shall be continued and the competences specified in sections 1, 2 and 4 shall be transferred to the President of the Foundation.

§13. Amendments to the Statute

1. Any amendments to the Statute of the Foundation, including the changes in, clarification of, expansion in or exclusion of § 2, § 3 and § 7 of the Statute, may be implemented by:
 - 1) the Founder,
 - 2) the Founder upon approval of the qualified majority of votes of Management Board members, or
 - 3) the Management Board of the Foundation, upon approval of the qualified majority of votes of Management Board members and consent of the Founder;
2. The qualified majority of votes which allows for amending the Statute of the Foundation is:
 - 1) when the Management Board consists of two (2) or three (3) persons - two (2) persons,
 - 2) when the Management Board consists of four (4) or five (5) persons - four (4) persons,
 - 3) when the Management Board consists of six (6) or seven (7) persons - five (5) persons.



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2. Decision on the termination of the Foundation is taken by the Founder or by the Management Board with the Founder's approval, provided that neither the Program Board nor any body of the second foundation objects. Relevant resolution shall include the name and Statute of the new Foundation.
3. The decision on the suspension of the activity of the Foundation results in termination of the term of office of the Program Board, effective 1 January of the subsequent calendar year.

§17. Termination of the Foundation

1. The Foundation may be terminated in the case of:
 - 1) depletion of its assets,
 - 2) fulfillment of its statutory goals,
 - 3) inability to pursue its statutory goals,
 - 4) incorporating the Foundation to another foundation.
2. Decision on the termination of the Foundation is taken by the Founder or by the Management Board with the Founder's approval, provided that the Program Board does not object.
3. If the Foundation is terminated, the current Management Board shall act as the liquidator. The Management Board has a right to appoint an alternative liquidator - by way of resolution.
4. The liquidator shall be obliged in particular to:
 - 1) file an application to the National Court Register to obtain excerpt of opened liquidation proceedings,
 - 2) request the creditors of the Foundation, via press advertisements, to notify their receivables within three months from the date of releasing the advertisement,
 - 3) prepare the liquidation opening balance with the list of creditors,
 - 4) prepare the liquidation financial plan and liabilities appeasement plan,
 - 5) recover debts, fulfil obligations, and sell the assets of the Foundation,
 - 6) provide relevant entities with funds left after satisfaction of the creditors,
 - 7) notify the National Court Register of the end of the liquidation process, including filing of an application for removal of the Foundation from the afore mentioned registry,
 - 8) hand over the Foundation's documents to the national archive.
5. Any property of the Foundation left after the liquidation may be used exclusively for the purposes similar to statutory goals of the Foundation.

Warsaw, 7 August 2017

The Founder and President

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Deputy President

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the Polish language

Wojciech Wilk

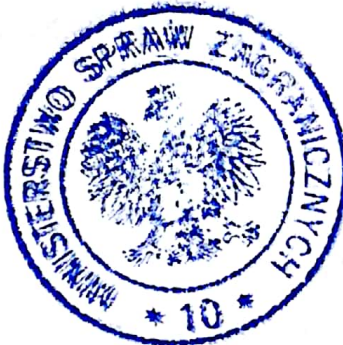
Sylwia Wilk

I Szymon Krzyszcuk, certified translator of the English language hereby declare, that this is true and accurate translation of the original text delivered to me. Translator's comments in square brackets. Translator's Register No. 53/2018



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of the English language

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Ministerstwo Spraw Zagranicznych
poświadcza autentyczność podpisu
oraz tożsamość pieczęci
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języka angielskiego
2018 08-06
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Referat ds. Legalizacji
DEPARTAMENT KONSULARNY