

STATUTE RAFAŁ BRZOSKA FOUNDATION

General provisions

§ 1

1. The Foundation is called Rafał Brzoska Foundation and hereinafter referred to as the "**Foundation**".
2. The Foundation was established by Rafał Brzoska, hereinafter referred to as the "**Founder**", on the basis of a notarial deed drawn up on 15 April 2022, Repertory A number 12328/2022, by notary Monika Fyk from a notary's office in Warsaw, and then amended by a notarial deed drawn up on 27 April 2022, Repertory A number 13545/2022, by notary Monika Fyk from a notary's office in Warsaw.
3. The Foundation operates on the basis of the Act of 6 April 1984 on Foundations (consolidated text: Journal of Laws from 2020, item 2167, as amended) and based on these Articles of Association.

§ 2

1. The Foundation's seat is the capital city of Warsaw.
2. The Foundation's area of activity is the territory of the Republic of Poland, however, to the extent necessary for the proper implementation of the objectives, it may also operate outside the country.
3. In order to perform its statutory tasks, the Foundation may create permanent and temporary field facilities.
4. The Foundation may conduct business activities in the sizes serving the implementation of its statutory objectives in the country and abroad, in accordance with applicable law. Taking up business activity by the Foundation requires a prior decision of the Founder, expressed in the form of a resolution and entry in the register of entrepreneurs.
5. A calendar year shall be the Foundation's fiscal year.
6. The authorities supervising the Foundation, due to the Foundation's objectives, are the Minister competent for education and the President of the Capital City of Warsaw.

§ 3

The Foundation has been established for an indefinite period.

The Foundation's objectives and principles of

activity

§ 4

The Foundation carries out the following activities:

- a. equalizing the educational and developmental opportunities of children, young people and adults, in particular, those from rural areas, smaller towns and communities with limited development opportunities or economic or social difficulties or refugee status;
 - b. strengthening the competences of children, adolescents and adults in response to the challenges of the modern world;
 - c. business development
 - d. supporting the development of technology, inventiveness and innovation, as well as the dissemination and implementation of new technical solutions in social and economic practice.
2. Changing the objectives is possible by decision of the Founder, by amending the Articles of Association.

§ 5

1. The Foundation accomplishes its objectives through:
 - a. organizing and financing educational and development support, in particular, in the form of funding for studies, scholarships, financial, substantive and material support for children, young people and adults at all levels of formal and non-formal education;
 - b. developing educational and development programmes in the field covered by the Foundation's objectives, including programmes concerning education in the field of sciences, humanities, ecology, entrepreneurship, innovation, culture, art, social entrepreneurship and personal development;
 - c. supporting and promoting modern teaching methods that stimulate critical thinking among children and young people, as well as adults, teamwork and responsibility for further educational development;
 - d. organizing and providing financial, material, substantive and organizational support to institutional entities and natural persons implementing activities consistent with the statutory objectives of the Foundation, by providing scholarships, grants or other assistance;
 - e. cooperating with state and local government authorities and entrepreneurs to the extent consistent with the Foundation's

- objectives;
- f. supporting the development of children and young people and adults, inter alia, by creating opportunities for contact with experts and authorities in a given field, developing their interests by organizing and financing educational workshops, trainings, courses, internships, lectures and other forms of further education and extracurricular activities, language learning, and winter and summer recreation;
 - g. supporting the professional development of teachers, lecturers, school heads and staff of educational and development institutions;
 - h. equipping dormitories, schools and universities with scientific equipment and other pedagogical aids;
 - i. supporting initiatives and research programmes to provide knowledge of social and economic phenomena relevant to the objectives of the Foundation;
 - j. administering projects for the development of education and culture;
 - k. participating in cultural events, auctions and festivals organized by other entities, enabling information and charity actions in the field of the Foundation's activities and organizing own educational, social and cultural actions, promoting democratic values, civic attitudes and volunteering;
 - l. organizing seminars, conferences, workshops, trainings, courses, fairs, festivals, integration camps, concerts in the scope covered by the Foundation's objectives;
 - m. undertaking relevant information, journalism and publishing activities, including developing and publishing magazines and books and the running of websites in the scope covered by the Foundation's objectives;
 - n. conducting awareness, social, charitable and advertising campaigns in the scope covered by the Foundation's objectives;
2. In addition to the implementation of projects initiated by the Foundation, the Foundation may cooperate with other institutions, organizations and persons in order to achieve common statutory objectives. This cooperation may have the character of organizational, substantive, educational, logistical, promotional support or help in obtaining the necessary funds from other sources.
 3. The Foundation may be a member of organizations associating Polish and foreign entities, with statutory objectives coinciding with or identical to the Foundation's objectives.

4. Activities of the registered office of the Foundation may be conducted as a business free of charge or as a paid activity. Both of these activities are separated in an accounting manner to the extent that it is possible to determine revenues, costs and results in accordance with the accounting regulations.
5. In order to carry out the statutory tasks initiated by its statutory projects, the Foundation may cooperate and support the activities of other institutions and organizations, as well as conduct business endeavours.
6. All activities mentioned in this paragraph to achieve the Foundation's objectives are of a non-profit nature.

§ 6

The Foundation may use stamps and emblems indicating its name and registered office. The Foundation may use a distinctive graphic sign.

1. The Foundation may establish badges, medals of honour and award them, together with other awards and distinctions to persons worthy of the Foundation or for the purposes for which the Foundation was established.

Assets and income of the Foundation

§ 7

1. The Foundation's assets are its founding fund in the amount of PLN 1,000,000 (say: one million zlotys) awarded in the declaration of intent to establish the Foundation and real estate and other assets acquired by the Foundation.
2. The Foundation's income may come from:
 - a. donations, inheritances, domestic and foreign provisions, sponsorship agreements,
 - b. subsidies, subvention and grants;
 - c. public collections,
 - d. income from the Foundation's assets,
 - e. income from assets, real estate and property rights, in particular, securities and other financial instruments available on the capital market,
 - f. interest and bank deposits,
 - g. income from participation in profits of legal persons,
 - h. income from economic activity, if any.
3. Revenue from grants, subsidies, gifts, bequests and bequests may be

used to achieve the objectives of the Foundation only if the will of the testator or donor is respected.

4. In matters of acceptance of donations and inheritance, the declarations required by law shall be submitted by the Management Board, in accordance with the principles of representation set out in the Statute.
5. In the case of establishing the Foundation for inheritance, the Management Board submits a declaration of acceptance of the inheritance with the benefit of the inventory, which does not exclude its right to reject the inheritance.
6. The donor, when donating funds to the Foundation, may stipulate that these funds are to be allocated to a specific type of activity of the Foundation. The board may also not accept this condition. If the transfer is not accompanied by a detailed statement in writing of the purpose for which it is to be used, the Foundation may use it for a statutory purpose of its choice.
7. The Foundation may collect its funds in Polish currency and foreign currencies, in appropriate banks, as well as in cryptocurrencies, digital money and other payment instruments. The Foundation may create special funds to which funds from the income referred to in paragraph 6, if the donor so wishes. The Fund may be used for the purposes indicated in writing by the donor, and in the absence of indication of these objectives by the donor - for the activities of the Foundation. Interest on investments of special-purpose assets shall not be subject to the above limits.

Bodies of the Foundation

§ 8

1. The body of the Foundation is the Board of the Foundation.
2. The Board of the Foundation manages its activities and represents the Foundation externally.
3. The Management Board of the Foundation consists of 2 (two) or more persons, including the President of the Management Board and the Vice-President of the Management Board.
4. Members, Vice-President and President of the Foundation's Management Board are appointed by the Founder for an indefinite period. The Foundation's Management Board may include the Founder.
5. Membership in the Management Board shall cease as a result of the resignation of a member of the Management Board or in the event of his death or as a result of dismissal by the Founder.

6. In the agreement between the Foundation and a member of the Foundation's Management Board, the Foundation is represented by a proxy appointed by the decision of the Founder or another member of the Foundation's Management Board.

§ 9

1. The tasks of the Board shall be to:
 - a. Implement the statutory objectives of the Foundation,
 - b. obtain funds for the implementation of the Foundation's statutory objectives,
 - c. accept on behalf of the Foundation donations, inheritances and legacies, subsidies and grants,
 - d. manage the Foundation's assets,
 - e. create separate funds for individual tasks,
 - f. determine the amount of employment and the rules of remuneration of the Foundation's employees and associates,
 - g. create or liquidate field branches,
 - h. make decisions on any matters of the Foundation not reserved for the Founder.

§ 10

1. Meetings of the Management Board shall be held as necessary, but not less frequently than once a year. Meetings of the Management Board shall be convened by the President of the Management Board, who shall chair the meetings of the Management Board. The meeting of the Management Board may also be convened by the Founder. All members of the Management Board must be notified of the meeting in writing or by e-mail at least 2 (two) working days before the planned date of the meeting.
2. The Management Board shall take decisions at its meetings in the form of resolutions, by a simple majority, with the participation of at least half of the members of the Management Board. In the event of an equal number of votes, the vote of the President of the Management Board shall prevail.
3. Members of the Foundation's Management Board may also participate in the meeting using electronic means of communication. The use of electronic means of communication in voting at meetings of the Foundation's Management Board shall take place while ensuring at least:
 - a. broadcasting the meeting in real time,
 - b. bilateral real-time communicating within which a member of the Foundation's Management Board may speak in the course of

deliberations,

- c. exercising in person or by proxy the right to vote before or during a meeting.

The possibility of participating in the meeting of the Foundation's Management Board using electronic means of communication is indicated in the notice of this meeting, containing a detailed description of the manner of participation and exercise of the right to vote.

4. The Board of the Foundation may adopt resolutions outside the meeting in writing or by using electronic means of communication. In such a case, the President of the Management Board or a member of the Management Board appointed by him/her shall make the draft resolution available to all members of the Management Board, together with information on the manner and date of voting. A resolution of the Management Board outside the meeting is valid when all members of the Management Board were notified of the content of the draft resolution, and a simple majority of members of the Management Board voted in favour of its adoption.

§ 11

The declarations of will on behalf of the Foundation shall be submitted by the President of the Board and the Vice-President of the Board individually or by two members of the Board of the Foundation acting jointly.

The sponsor:

§ 12

1. The rights reserved for the Founder include:
 - a. appointing and dismissing members of the Foundation's Management Board, including the President of the Management Board, the Vice-President of the Management Board,
 - b. making changes to the Foundation's Articles of Association, including the Foundation's objectives and making decisions on taking up business activity by the Foundation,
 - c. setting out the main directions of the Foundation's activities,
 - d. establishing directional guidelines for the Management Board regarding the method of distribution of accumulated funds, the appointment of the Programme Board and its members,
 - e. adopting the rules of procedure of the Programme Board, which defines the rules and procedures of its operation,
 - f. appointing the Mentors' Council and its members and the defining the principles and modalities of its operation.
2. In the matters referred to above, the Founder makes decisions in the

form of written resolutions.

Programme Board:

§ 13

1. The Programme Board may be appointed at any time by the Founder. The competences of the Programme Board include:
 - a. submitting to the Management Board proposals regarding the implementation of the Foundation's objectives by the Foundation,
 - b. expressing opinions on matters submitted to it by the Founder or the Management Board.
2. The Programme Board consists of at least 3 (three) natural persons appointed by the Founder for a period of 2 (two) years. The Programme Board shall elect the Chairperson of the Programme Board from among the members of the Programme Board at its first meeting. The change of the Chairperson of the Programme Board may take place as a result of resignation of the Chairperson of the Programme Board, dismissal of the Chairperson by the Programme Board, loss of membership in the Programme Board or death.
3. Membership in the Programme Board shall cease as a result of the resignation of a member of the Programme Board or in the event of his death or as a result of dismissal by the Founder or as a result of the expiry of the period for which the member of the Programme Board was appointed.
4. The Programme Board shall work at meetings convened by the Chairperson of the Programme Board at least once a year. Meetings of the Programme Board may also be convened by the Management Board. The meetings of the Programme Board shall be attended by one of the members of the Board of the Foundation for the purpose of explanations. All members of the Programme Board and members of the Management Board shall be informed of the meeting of the Programme Board.
5. The Programme Board shall take decisions at its meetings in the form of resolutions, by a simple majority, in the case of an equal number of votes, the Chairman of the Programme Board shall decide. Each member of the Programme Board shall have one vote.
6. Persons and representatives of organisations whose activities coincide with the objectives of the Foundation may be invited to participate in the meeting of the Programme Board. The participation of these persons shall be of an advisory nature only.
7. Members of the Programme Board shall not be remunerated for their participation in its work. In justified cases, the Management Board may decide to reimburse the members of the Foundation's Programme

Board for documented expenses incurred in connection with the participation in its work or to cover such expenses or expenses directly.

Council of Mentors

§ 14

1. The Board of Mentors may be appointed at any time by the Founder. The task of the members of the Council is to provide individual support to the Foundation's pupils and its programmes based on knowledge, expertise and professional experience.
2. The Programme Board consists of at least 2 (two) natural persons appointed by the Founder for an indefinite period.
3. Membership in the Board of Mentors shall cease as a result of the resignation of a member of the Board or in the event of his death or upon dismissal by the Founder.
4. Members of the Council of Mentors shall not be remunerated for their participation in its work. In justified cases, the Management Board may decide to reimburse the members of the Board of Mentors for documented expenses incurred in connection with participation in its work or to cover such expenses or expenses directly.

Liquidation of the Foundation

§ 15

1. The Foundation is liquidated in the situation provided for by the Act.
2. The decision to liquidate the Foundation is made by the Founder.
3. The liquidators are appointed and dismissed by the Founder.
4. The Founder shall indicate the entity to which the assets remaining after the liquidation of the Foundation will be transferred, taking into account the objectives served by the Foundation.

Final provisions

§ 16

1. In the event of the Founder's death or health condition preventing the Founder from exercising its rights or obligations under the Statute, these rights or obligations shall be exercised by a person previously indicated in writing by the Founder after notifying the Management Board. In the absence of an indication of the person referred to in the previous sentence, the powers or duties of the Founder shall be exercised by the oldest member of the Management Board.