

**CONSOLIDATED STATUTE  
OF THE GOOD FACTORY FOUNDATION**

**General Provisions**

**§ 1**

The Foundation under the name "Good Factory Foundation" (hereinafter referred to as the Foundation), established by Szymon Hołownia (hereinafter referred to as the Founder), by notarial deed under Register A - 2408/2014, executed on May 13, 2014, before notary Monika Strus-Siodłowska at the notarial office Joanna Szumańska, Monika Strus-Siodłowska Notaries s.c. in Warsaw, at Bagatela 11, apartment 4, operates on the basis of Polish law, including, in particular, the Act of April 6, 1984 on Foundations (Journal of Laws of 1991, No. 46, item 203, as amended) and this Statute.

**§ 2**

The Foundation has legal personality.

**§ 3**

The registered office of the Foundation is in the capital city of Warsaw.

**§ 4**

The Foundation has been established for an indefinite period.

**§ 5**

The minister responsible for the scope of activity and goals of the Foundation is the minister responsible for foreign affairs.

**§ 6**

1. The area of activity of the Foundation is the territory of the Republic of Poland, but within the scope necessary for the proper implementation of its objectives, it may also operate outside the borders of the Republic of Poland.
2. The Foundation may, for the purposes of cooperation with foreign entities, use a translation of its name in selected foreign languages.

**§ 7**

1. The Foundation may establish branches, units, affiliates, and also join companies, both domestically and internationally.
2. The implementation of the statutory objectives of the Foundation may be carried out in cooperation with other entities, in particular with other foundations and organizations with similar goals and objectives.

## § 11

The Foundation pursues its objectives through:

1. Researching and gathering information about individuals in need of assistance;
2. Procuring, transporting, and distributing aid resources;
3. Organizing volunteer missions;
4. Establishing and supporting permanent or temporary missions and aid centers;
5. Organizing non-profit cultural and educational events and awareness campaigns;
6. Conducting educational, publishing, training, and research activities;
7. Providing social assistance to individuals from poorer regions of the world, as well as from Poland, who are unable to overcome difficult life situations using their own rights, resources, and capabilities, particularly by offering direct and indirect financial, material, and organizational aid to these individuals, in accordance with legal regulations, including the Act of March 12, 2004, on Social Assistance (consolidated text: Journal of Laws of 2015, item 163), this Statute, and the social assistance regulations adopted by the Foundation's Board and approved by the Foundation's Council;
8. Cooperating with local government authorities, state authorities, and non-governmental organizations within the scope of the Foundation's objectives, as well as engaging in national and international cooperation with institutions and individuals interested in the Foundation's objectives;
9. Cooperating with missionary centers operating worldwide, as well as with other institutions, centers, and organizations within the scope of the Foundation's objectives;
10. Financing medical aid;
11. Supporting the social integration and reintegration of individuals at risk of social exclusion;
12. Establishing and supporting medical facilities for individuals in need of medical or psychological assistance;
13. Organizing public fundraising initiatives and preparing and delivering humanitarian and development aid;
14. Organizing medical assistance, rescue operations, and psychological support for victims of wars, armed conflicts, violence, and natural disasters.

## § 11a

1. The Foundation conducts non-profit public benefit activities in the following areas:
  - a) Researching and gathering information about individuals in need of assistance (PKD 94.99.Z);
  - b) Procuring, transporting, and distributing aid resources (PKD 94.99.Z);
  - c) Organizing volunteer missions (PKD 94.99.Z);
  - d) Establishing and supporting permanent or temporary missions and aid centers (PKD 94.99.Z);
  - e) Organizing non-profit cultural and educational events and awareness campaigns (PKD 94.99.Z);
  - f) Conducting educational, publishing and research activities (PKD 85.59.B);
  - g) Providing social assistance to individuals from poorer regions of the world, as well as from Poland, who are unable to overcome difficult life situations using their own rights, resources, and capabilities, particularly by offering direct and indirect financial, material, and organizational aid to these individuals, in accordance with legal regulations, including the Act

#### § 14

1. The income of the Foundation may come from:
  - a) donations, inheritances, ordinary bequests and testamentary dispositions, subsidies, grants, and other gratuitous benefits,
  - b) securities, capital investments,
  - c) bank interest and income from movable and immovable property,
  - d) income from business activity,
  - e) income from collections, fundraising events, public and private events,
  - f) income from property rights,
  - g) compensations awarded by the competent authority,
  - h) social benefits granted under Article 488 of the Civil Code,
  - i) shares and stocks in companies.
2. The income listed in section 1 may come from both domestic and foreign sources.
3. Income from the source listed in section 1, point a) may be used for the realization of the Foundation's statutory goals at the discretion of its Board, provided that the donors have not specified a particular purpose for which the funds should be allocated, and the purpose is consistent with the Foundation's statutory goals.
4. In matters of accepting donations and inheritance, the statements required by law are made by the Foundation's Board.
5. In the event of the Foundation being called to inherit, its Board shall make a statement on accepting the inheritance with the benefit of inventory, provided that at the time of making the statement, it is clear that the assets of the estate significantly exceed the estate's liabilities.

#### § 15

1. The assets of the Foundation shall be placed in bank accounts, deposits, bonds, shares and stocks, real estate, and movable property that, under applicable regulations, constitute fixed assets.
2. The Foundation may create funds and special-purpose funds.
3. From the income specified in § 14, section 1, point a), the Foundation may create special-purpose funds named after individuals who have donated funds to the Foundation through inheritance or bequest.
4. The decision regarding the creation of special-purpose funds and determining the amounts allocated to these funds, as well as the manner of managing the funds accumulated in the special-purpose funds, shall be made by the Board.

#### § 16

The Foundation is not authorized to undertake actions consisting of:

1. granting loans or securing obligations with the Foundation's assets to members of the Foundation's Council, members of the Foundation's Board, employees of the Foundation, or persons with whom the members of the Foundation's Council, Board, or employees are married or have a direct blood or in-law relationship up to the second degree, or are related by adoption, guardianship, or custody, hereinafter referred to as "close persons,"

## § 20

1. The activity referred to in § 19 is conducted exclusively as supplementary to the non-profit and paid public benefit activities.
2. The income (excess of revenue over costs) generated from the activities referred to in § 19 is allocated to the achievement of the statutory goals.

## § 21

1. The Foundation conducts business activities either directly or through separate units.
2. The separate units operate on a self-financing basis according to the funds they possess.
3. The units are organizational units of the Foundation and are subordinate to its Board.
4. The decision to establish a unit and to appoint and dismiss its manager is made by the Foundation's Board.
5. The decision to liquidate a unit is made by the Foundation's Board, which appoints the liquidators and supervises their activities.
6. The unit manager is the authorized representative of the Board, empowered to perform all actions related to managing the unit. A separate, special power of attorney from the Foundation's Board is required for the disposal or encumbrance of fixed assets.
7. The unit manager is considered the manager within the meaning of the provisions of the Labor Code.
8. The scope of the unit's activities, as well as the detailed scope of the manager's rights and duties, is defined in the unit's organizational regulations, approved by the Foundation's Board.
9. Business activities may be conducted by organizational units separated by a decision of the Board: units, publishing houses, offices, agencies, and other establishments. These units are subject to the Foundation's Board.

## Governing Bodies of the Foundation

### § 22

1. The governing bodies of the Foundation are:
  - 1) The Board of the Foundation, hereinafter referred to as the "Board" — the governing and managing body of the Foundation, responsible for its operations and representing the Foundation externally,
  - 2) The Council of the Foundation, hereinafter referred to as the "Council" — the supervisory and advisory body of the Foundation, overseeing its activities in terms of legality, efficiency, and transparency.
2. The governing bodies are appointed by the Founder for an indefinite term.
3. The Founder does not have the right to dismiss individual members of the Board or the entire Board, nor to appoint new members of the Board.
4. The Founder does not have the right to dismiss the Council or its individual members — membership in the Council terminates only in situations specified in § 23 section 3 of the Statute.

or the law state otherwise. In the case of a tie, the Chairperson of the Council has the deciding vote. Voting may be conducted in writing, including via email.

3. The Council meetings may be held using means of direct communication at a distance, in particular, by telephone, teleconference, videoconference, including the use of online messaging platforms. Voting in this manner is carried out by clearly indicating the voter's position. Any doubts are resolved by the Chairperson of the Council. The resolution, indicating that it was adopted through remote communication, is signed by the Chairperson of the Council.
4. At the invitation of the Council, members of the Board and other invited individuals may participate in the meetings as observers, without the right to vote.

#### **§ 23b**

1. The tasks of the Council include:
  - a) overseeing the legality, economy, and transparency of the Foundation's actions, particularly conducting an annual review and providing an opinion on the overall activities and expenditures of the Foundation,
  - b) entering into agreements with the Members of the Board, including appointing a representative from among its members to conclude agreements with Members of the Board,
  - c) reviewing and approving the Foundation's financial and activity reports,
  - d) monitoring the ongoing activities of the Board and the organizational units under its authority,
  - e) performing other activities related to the control and supervision of the Foundation's work,
  - f) overseeing the Foundation's activities,
  - g) submitting proposals to the Board regarding the Foundation's operations,
  - h) providing opinions on matters presented by the Board,
  - i) conducting audits of the Foundation's activities, reviewing its assets and financial records by authorized individuals,
  - j) appointing and dismissing Members of the Board,
  - k) suspending Members of the Board — for a period not exceeding 12 months— for valid reasons,
  - l) granting prior written consent for any actions exceeding the ordinary scope of the Board's activities, particularly concerning the sale, acquisition, or encumbrance of real estate, incurring loans and debts, and granting guarantees,
  - m) adopting resolutions regarding the allocation of the Foundation's assets and financial resources remaining after its liquidation,
  - n) granting prior written consent to amendments to the Foundation's Statute by the Board,
  - o) determining the remuneration for the Members of the Board.
2. To carry out its tasks, the Council has the right to demand from the Board the presentation of any documents related to the Foundation's activities.
3. Council Members:
  - a) cannot be Members of the Board or have a marital, cohabiting, kinship, affinity, or subordinate employment relationship with them,
  - b) must not have been convicted by a final judgment for a deliberate offense prosecuted by public indictment or a fiscal crime,

4. All members of the Board must be notified of the meeting. The form of calling the meeting is at the discretion of the Board. However, the invitation to the meeting must reach each member of the Board at least 7 (seven) days before the planned meeting.
5. The Board may appoint proxies to manage specific areas of the Foundation's tasks.
6. The Board is obligated to submit an annual report on the Foundation's activities to the Council by September 30 each year.

#### **§ 26a**

The Founder is an advisory body to the Board.

#### **Representation**

#### **§ 27**

1. Any member of the Board, individually, or a proxy, is authorized to make statements on behalf of the Foundation, unless stated otherwise in section 2.
2. In matters exceeding the ordinary scope of the Board's activities, i.e., the sale, acquisition, or encumbrance of real estate, taking of loans or credits, and granting guarantees, statements of intent on behalf of the Foundation require the approval of the Council, expressed in the form of a resolution.

#### **Amendment of the Statute**

#### **§ 28**

The amendment of the Foundation's Statute, including changes to the Foundation's objectives, shall be made based on a resolution of the Board adopted by a majority of 2/3 of the votes, with at least 3/4 of its members present, after obtaining prior approval from the Council of the Foundation, expressed in the form of a resolution.

#### **Merger with Another Foundation**

#### **§ 29**

1. The Foundation may merge with another foundation in order to effectively pursue its objectives.
2. A merger with another foundation may not take place if it could result in a significant change to the Foundation's objectives.
3. The decision to merge is made by a resolution of the Board with the consent of the Council of the Foundation, expressed in the form of a resolution.