

**REGULATIONS
OF THE SUPERVISORY
BOARD**

CCC JOINT-STOCK COMPANY
POLKOWICE
6 Strefowa Street

*((adopted by resolution of the Supervisory Board No. 11/05/2021/RN of 24 May 2021
and approved by resolution No. 16/GM/2021 of 22 June 2021))*

§ 1.

Preliminary provisions

1. The Supervisory Board is the supervisory body over the activities of the Company under the name of CCC Spółka Akcyjna, based in Polkowice, hereinafter referred to as "the Company".
2. The Supervisory Board acts on the basis of the provisions of the Act of 15.09.2000. - Code of Commercial Companies (Journal of Laws No. 94, item 1037, as amended), other applicable laws, provisions of the Company's Articles of Association, resolutions of the General Meeting of Shareholders and the Regulations of the Supervisory Board.

§ 2.

Composition and method of appointment of the Supervisory Board

1. The Supervisory Board consists of five to seven members appointed and dismissed by the General Meeting. Appointment is for a joint term of three years.
2. The number of members of the Supervisory Board shall be determined by the General Meeting.
3. The terms of office of the members of the Supervisory Board shall expire:
 - a) as of the date of the General Meeting approving the financial statements for the last full financial year in which the member served on the Supervisory Board;
 - b) in the event of resignation from the Supervisory Board;
 - c) in the event of dismissal by the General Meeting - as of the date of the relevant resolution of the General Meeting;
 - d) in the event of death.
4. A member of the Supervisory Board shall submit his/her resignation to the Company and deliver the letter or submit a statement of resignation to one member of the Management Board or a proxy. Moreover, he/she should notify Chairman of the Supervisory Board of the resignation.
5. If at the time of resignation by a member of the Supervisory Board no seat in the Management Board is filled, the resignation of a member of the Supervisory Board may be submitted to the Supervisory Board, and if the statement of resignation is submitted by all members of the Supervisory Board simultaneously or by the last member of the Board, the resignation may be submitted to shareholders together with the simultaneous convening of the General Meeting of Shareholders referred to in Article 3971k.s.h. The resignation shall be effective as of the day following the date for which the General Meeting of Shareholders was convened.
6. A member of the Supervisory Board should not resign during his or her term of office if this could render the functioning of the Supervisory Board impossible, in particular if it could prevent the timely adoption of an important resolution or the functioning of the Supervisory Board as a body.
7. In the event of early expiry of the mandate of a member of the Supervisory Board, the General Meeting at its next meeting shall add the missing persons for the period until the expiry of the term of office of the Supervisory Board.
8. The following may not be members of the Supervisory Board: a member of the Management Board, a commercial proxy, a liquidator, a manager of a branch or establishment, a chief

accountant employed by the Company, a legal adviser or attorney, or any other person directly subordinate to a member of the Management Board or liquidator.

9. At least two members of the Supervisory Board should meet the independence criteria set out in the Act of 11 May 2017 on auditors, audit firms and public supervision and Appendix II to the Commission Recommendation of 15.02.2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board of 15 February 2005 and not to have an actual or significant relationship with a shareholder holding at least 5% of all votes in the Company.
10. A candidate for a member of the Supervisory Board shall submit to the Company a written declaration as to his/her compliance with the independence criteria set out in the Code of Best Practice for WSE Listed Companies and other applicable laws.
11. The Supervisory Board, after each election or change in its composition by the General Meeting, shall adopt a resolution stating how many of its members meet the criteria for independence, together with the reasons for granting them such status.

§ 3.

Powers and responsibilities of the Supervisory Board

1. The Supervisory Board exercises constant supervision over the Company's activities in all areas of its operations.
2. The Supervisory Board may express opinions on all matters relating to the Company's business.
3. The scope of the Supervisory Board's activities includes the issues listed in the Company's Articles of Association and generally applicable legal regulations, including in particular
 - a) appointment and dismissal of members of the Company's Management Board, including determination of the number of Management Board members for a given term of office;
 - b) evaluation of the Company's financial statements, the Capital Group's financial statements, the Management Board's reports on the Company's and Capital Group's activities and its proposals regarding profit distribution and loss coverage, and submission of annual reports on the results of this evaluation to the General Meeting;
 - c) presenting to the Annual General Meeting for approval annual reports containing at least:
 - information on the composition of the Board and its committees with an indication which of the Board members meet the independence criteria referred to in § 2 (9) above, as well as information on the composition of the Supervisory Board in the context of its diversity,
 - summary of the activities of the Board and its committees,
 - an assessment of the Company's situation on a consolidated basis, including an assessment of the internal control systems, risk management, compliance and the internal audit function, together with information on the actions taken by the Board to perform this assessment,
 - evaluation of the application by the Company of the principles of corporate governance and the manner of fulfilling information obligations concerning their application, as defined in the Stock Exchange Rules and regulations concerning current and periodical information provided by issuers of securities,

- evaluating the legitimacy of the Company's expenditure incurred in supporting culture, sport, charitable institutions, the media, social organisations and trade unions,
 - information on the degree of implementation of the diversity policy with regard to the Management Board and Supervisory Board;
- d) presenting to the Ordinary General Meeting an evaluation of its work;
 - e) presenting the annual report on the remuneration of the members of the Management Board and the Supervisory Board to the Ordinary General Meeting for its opinion;
 - f) making proposals to the General Assembly for the discharge of Board members;
 - g) suspending, for important reasons, individual or all members of the Management Board;
 - h) delegating members of the Supervisory Board, for a period not exceeding three months, to temporarily perform the duties of members of the Management Board who have been dismissed, have resigned or are unable to perform their duties for other reasons;
 - i) approving the Regulations of the Board and other regulations within the jurisdiction of the Board, submitted by the Audit Committee or the Company's Management Board;
 - j) adopting the Rules of Procedure of the Supervisory Board;
 - k) representing the Company in agreements between the Company and a member of the Management Board and in disputes between the Company and a member of the Management Board, unless the General Meeting appoints a proxy for this purpose;
 - l) approving the annual (Company Financial Plan) and multi-annual (Company Strategy) business plans of the Company prepared by the Management Board;
 - m) determining the remuneration of members of the Management Board and detailing the principles of the Remuneration Policy;
 - n) selecting an audit firm to review and audit the separate financial statements, the consolidated financial statements, the report on the Company's activities and the report on the activities of the Group;
 - o) giving an opinion on matters to be discussed at the General Meeting;
 - p) carrying out other activities ordered by the General Meeting;
 - q) giving consent for the Company or its subsidiary to conclude significant agreements with entities related to the Company, members of the Supervisory Board or Management Board, in accordance with the recommendations of the Best Practices of WSE Listed Companies;
 - r) creating committees composed of members of the Supervisory Board on its own initiative or if the obligation to create them arises from legislation;
 - s) approving the employment or dismissal of a person who performs the function of internal audit manager in the Company's Capital Group and approving decisions regarding the determination of the amount of remuneration for that person;
 - t) giving a consent to the conclusion by the company of a significant transaction with a related entity within the meaning of the Act on Public Offering.
4. In order to perform its duties, the Supervisory Board may review every department in all areas of the Company's operations, request reports and explanations from the Management Board and employees of the Company, inspect the books and documents and review the Company's assets.

5. Each member of the Board shall be guided in his conduct by the interests of the Company and independence of opinion and judgement, and in particular:
 - a) not accept any unjustified advantage which may reflect adversely on the independence of his opinions and judgements;
 - b) expressly raise their objections and dissenting opinions if they consider that a decision of the Board is contrary to the interests of the Company.
6. Members of the Supervisory Board shall keep confidential all information acquired in connection with the exercise of their rights and duties on the Supervisory Board.
7. A member of the Supervisory Board shall provide the Company's Management Board with information on his/her relationship with a shareholder who holds shares representing not less than 5% of all votes at the General Meeting. The above obligation concerns economic, family and other relationships that may influence the position of the Supervisory Board member on the issue decided by the Board.
8. The Supervisory Board performs its tasks at meetings and through supervisory, control and advisory activities.
9. The conclusion of an employment contract with a member of the Management Board shall be made in writing. The contract from the side of the Company, after a prior approval by the Supervisory Board of its content expressed in a resolution, shall be signed by the Chairman of the Supervisory Board or another member of the Supervisory Board indicated in the resolution.

§ 4.

Organisation of the Supervisory Board

1. The work of the Supervisory Board shall be managed by its Chairman, appointed by the General Meeting. The Chairman also represents the Supervisory Board before other bodies of the Company and other persons.
2. The Supervisory Board shall elect a Deputy Chairman of the Supervisory Board from among its members.
3. In the absence of the Chairman of the Supervisory Board, his/her competences with regard to the organisation of the work of the Supervisory Board shall be exercised by the Vice-Chairman of the Supervisory Board or, in his/her absence, by one of the members of the Supervisory Board indicated by the Chairman.
4. Members of the Supervisory Board shall exercise their rights and perform their duties in person.
5. The Supervisory Board appoints from its composition an Audit Committee. The rules of appointment, functioning and specifying the tasks and powers of the Audit Committee have been regulated in the Regulations of the Audit Committee of the Supervisory Board of CCC S.A.
6. Subject to paragraph 7 below, the Supervisory Board shall perform its duties collectively.
7. The Supervisory Board may delegate, on the basis of an authorisation granted in each case by a resolution of the Supervisory Board, its members to independently perform specific supervisory activities. The resolution shall specify the area and type of issues covered by the delegation, the validity period of the authorisation and the form of presentation of the results of these activities.

8. A member of the Supervisory Board delegated to perform supervisory activities independently shall submit to the Supervisory Board on an ongoing basis information on the supervisory activities carried out and an annual report on their performance.

§ 5.

Meetings of the Supervisory Board

1. Meetings of the Supervisory Board shall be convened by its Chairman on his own initiative or at the request of other members of the Supervisory Board or the Management Board.
2. Meetings shall be convened at least one week in advance by fax, registered letter or e-mail.
3. The notice of the Supervisory Board meeting shall specify the day and time of the meeting, the agenda. The notice shall also indicate the information necessary to ensure participation in the meeting by means of direct remote communication.
4. Draft resolutions and all documents necessary for familiarisation with the matters on the agenda shall be communicated at least one week prior to the meeting of the Supervisory Board. The Supervisory Board shall meet as and when required, at least three times per financial year.
5. If the Chairman of the Supervisory Board is notified of the request referred to in paragraph 1 above, a meeting of the Board should be held at the latest within two weeks of the date of the request.
6. If it is necessary for the Supervisory Board to take an immediate decision on a matter of major importance for the interest of the Company, a meeting of the Board may be convened by the Chairman of the Supervisory Board without following the procedure referred to in the paragraphs above.
7. Each member of the Supervisory Board may file a motion to put a particular matter on the agenda of the next meeting of the Supervisory Board, provided that it is done no later than three days before the date of the meeting of the Supervisory Board.
8. Meetings of the Supervisory Board shall be held at the Company's registered office. Exceptionally, _____ and _____ only _____ for _____ for important reasons, the Chairman of the Supervisory Board may designate another venue of the meeting. The meeting of the Supervisory Board may also be attended by means of direct remote communication.
9. The subject matter of the meetings of the Supervisory Board shall be matters within the competence of the Supervisory Board.
10. Meetings of the Supervisory Board may be attended, in addition to members of the Supervisory Board, by members of the Management Board and other persons invited by the Chairman of the Supervisory Board. This does not apply to matters relating directly to the Management _____ Board _____ or _____ its _____ members, and in particular: dismissal, liability and determination of remuneration.
11. All persons attending a meeting of the Supervisory Board are bound by confidentiality with regard to all information obtained regarding the meeting.

§ 6.

Resolutions

1. Each member of the Supervisory Board shall have one vote in the Board.
2. The Supervisory Board may adopt a resolution only if at least half of the members of the Board are present at the meeting and all members have been invited. A resolution adopted contrary to the requirements set out in this provision shall be null and void.
3. If a conflict of interest arises or may arise, the Board member should inform the other Board members and refrain from taking part in the discussion and from voting on the resolution on the matter in which the conflict of interest has arisen.
4. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes.
5. Members of the Supervisory Board may participate in the adoption of Board resolutions by casting their vote in writing through another member of the Supervisory Board. Casting a vote in writing may not relate to matters placed on the agenda at a meeting of the Supervisory Board.
6. If a vote is cast in writing through another member of the Supervisory Board, the resolution must be signed by the member indicating his/her position on the resolution ("for", "against", "abstain").
7. The members of the Supervisory Board may adopt resolutions in writing or using means of direct remote communication. A resolution shall be valid if all members of the Supervisory Board have been notified of the contents of the draft resolution and at least half of the members of the Board have participated in passing it.
8. Resolutions of the Supervisory Board may be passed only on matters included in the agenda. The agenda of a Supervisory Board meeting should not be amended or supplemented during the meeting which it concerns. The above requirement shall not apply if all members of the also if the adoption of certain actions by the Supervisory Board is necessary to protect the Company from damage, as well as in the case of a resolution the subject of which is the assessment whether there is a conflict of interest between a member of the Supervisory Board and the Company.
9. Supervisory Board documents requiring a signature may be signed by a Board member:
 - a) a handwritten signature in the case of a paper document, or
 - b) a qualified electronic signature in the case of a digital document (file).
10. If a decision is taken remotely (electronically) by the Supervisory Board, the documents in the scope of the adopted resolutions are signed at the next stationary meeting of the Supervisory Board.

§ 7.

Taking minutes of Supervisory Board meetings

1. The meetings of the Supervisory Board and the resolutions adopted by the Board shall be minuted.
2. The minutes shall be drawn up by a person indicated by the Chairman of the Supervisory Board, or in his absence by a person indicated by the member acting as Chairman of the Supervisory Board.
3. The protocol should include:
 - a) protocol number,
 - b) the date and place of the meeting or the date of the vote,

- c) the forenames and surnames of the members of the Supervisory Board present at the meeting, and in the event of applying the voting procedure set out in § 6(7) above, the forenames and surnames of the members of the Supervisory Board voting under that procedure or the forenames and surnames of the members of the Supervisory Board taking part in the vote,
 - d) a list of other persons present at the meeting,
 - e) agenda,
 - f) the texts of the resolutions together with the results of the voting, indicating the votes cast in accordance with the procedure set out in § 6 (7) above ,
 - g) separate opinions.
4. It should be noted in the minutes that the Supervisory Board - due to the presence of the required number of its members - is capable of adopting resolutions.
 5. In addition, the minutes of voting by written procedure or by means of direct remote communication shall contain:
 - a) information on the voting procedure used and the content of the resolutions,
 - b) a statement that all members of the Supervisory Board have been notified of the content of the resolutions.
 6. In order to be valid, the minutes shall be signed by all members of the Supervisory Board present at the meeting and voting in accordance with the procedure set out in § 6(7) above at the next meeting of the Supervisory Board.
 7. The minutes shall be collected in a minute book and stored at the Company. The Chairman of the Supervisory Board shall supervise the correct preparation and storage of the book of minutes.
 8. The minutes shall be accompanied by dissenting opinions and objections of the members of the Supervisory Board, if made in writing.
 9. Minutes of the meetings of the Supervisory Board shall be drawn up in Polish.

§ 8.

Remuneration of members of the Supervisory Board

1. The rules of determining the remuneration of members of the Supervisory Board are specified by the Policy of remuneration of members of the Management Board and the Supervisory Board of CCC S.A. The amount of remuneration of members of the Supervisory Board is determined by resolution of the General Meeting.
2. Members of the Board shall be entitled to reimbursement of expenses relating to their participation in the work of the Board.

§ 9.

Final provisions

1. In matters not regulated by these Regulations, the provisions of the Code of Commercial Companies shall apply.
2. The above Regulations shall enter into force on the date of their adoption and approval by the General Meeting.