

**CONSOLIDATED TEXT OF  
THE ARTICLES OF ASSOCIATION OF  
ARCHIDOC SPÓŁKA AKCYJNA  
drawn up on 17 October 2019.**

**GENERAL PROVISIONS.**

**§ 1.**

1. The Company's business name is as follows: ArchiDoc Spółka Akcyjna. -----
2. The Company may also use its abbreviated name: ArchiDoc S.A. and its distinctive graphic device -----
3. The Company is based in Chorzów. -----

**§ 2.**

The Company was formed through the transformation, pursuant to Article 551 *et seq* of the Code of Commercial Companies, of ArchiDoc Spółka z ograniczoną odpowiedzialnością with its registered office in Katowice (company under transformation) into ArchiDoc Spółka Akcyjna (transformed company). -----

**§ 3.**

1. The Company operates in the Republic of Poland and outside its borders. ----
2. The duration of the Company is unlimited. -----

**§ 4.**

1. The Company may establish enterprises, plants, branches, units, agencies and representative offices both domestically and abroad as well as have holdings in other companies and business entities. -----
2. The scope of activity and organisational structures of new establishments as well as the organisational structure of the Company is set out in the organisational regulations drafted by the Management Board of the Company and adopted by the Supervisory Board. -----

**Objects of the Company's activity**

**§ 5.**

The objects of the Company's activity include the following (according to the Polish Classification of Business Activities – PKD): -----

1. PKD 02.40.Z – Service activity related to forestry, -----
2. PKD 17.23.Z – Manufacture of paper stationery, -----
3. PKD 18 – Poligraphy and reproduction of recorded media, -----
4. PKD 41.10.Z – Implementation of building projects related to erection of buildings, -----
5. PKD 42.1 – Construction of roads and railways, -----
6. PKD 42.2 – Construction of pipelines, telecommunication and power distribution lines, -----
7. PKD 42.9 – Construction of other civil engineering constructions, -----
8. PKD 46.14.Z – Agents involved in the sale of machinery, industrial equipment, ships and aircraft, -----
9. PKD 58 – Publishing activities, -----
10. PKD 59.2 – Sound recording and music publishing activities, -----

11. PKD 60.10.Z – Radio broadcasting, -----
12. PKD 60.20.Z – Public and licence television programmes broadcasting, -----
13. PKD 61 – Telecommunications, -----
14. PKD 62.0 – Computer programming, consultancy and related activities, -----
15. PKD 63.1 – Data processing, hosting and related activities; web portals, -----
16. PKD 64.92.Z – Other credit granting, -----
17. PKD 68.1 – Buying and selling of own real estate, -----
18. PKD 68.2 – Rental and operating of own or leased real estate, -----
19. PKD 69.20.Z – Accounting, bookkeeping and auditing activities; tax consultancy, -----
20. PKD 70.2 – Management consultancy activities, -----
21. PKD 74.3 – Translation and interpretation activities, -----
22. PKD 74.90.Z – Other professional, scientific, and technical activities not elsewhere classified, -----
23. PKD 82.1 – Office administrative service activities, including support activities, -----
24. PKD 82.2 – Activities of call centres, -----
25. PKD 82.99.Z – Other business support service activities not elsewhere classified, -----
26. PKD 85.60.Z – Educational support activities, -----
27. PKD 91.01.B – Archives activities. -----

In cases where the provisions of law require obtaining a licence or concession to undertake a specific activity, the Company shall commence such activity upon obtaining the same. -----

### **Share capital and shares**

#### **§ 6.**

1. The share capital of the Company is PLN 4,250,000.- (four million two hundred and fifty thousand Polish zlotys) and is divided into 4,250,000 (four million two hundred and fifty thousand) bearer shares. The Company has the right to issue registered shares and bearer shares as well as change issued bearer shares to registered shares and registered shares to bearer shares at the request of the Shareholder, provided that requirements and limitations arising from provisions of law are observed. -----  
The Company has issued:-----
  - a) 4,000,000 (four million) series A bearer shares with a nominal value of 1.00 (one Polish zloty) each, numbered from A 0 000 001 to A 4 000 000, -----
  - b) 250,000 (two hundred and fifty thousand) series B bearer shares with a nominal value of 1.00 (one Polish zloty) each, numbered from B 0 000 001 to B 250 000. -----

The aforementioned series A and B bearer shares may be changed into registered shares without the need to amend these articles of association. ---
2. The share capital may be raised by issuing new shares or by increasing the nominal value of shares. The amount of share capital raise and procedure for raising share capital shall be specified by way of a resolution of the Annual General Meeting. Shares from new issues may be either registered shares or bearer shares. -----
3. Shares may be covered by transferring funds from supplementary capital,

reserve capital or other funds and capitals established by the Company to share capital. -----

#### **§ 7.**

1. Shareholders participate in profits and losses proportionately to shares held. They are entitled to net profit from the annual balance sheet, unless the Annual General Meeting stipulates otherwise. -----
2. Decision whether to distribute profit is made by the Annual General Meeting. The Annual General Meeting may exclude profit from distribution, either in whole or in part. -----

#### **§ 8.**

1. Shares may be redeemed by way of a resolution of the Annual General Meeting. -----
2. Shares are redeemed from net profit or pursuant to provisions on the reduction of share capital, in accordance with provisions laid down in the Code of Commercial Companies. -----

### **Bodies of the Company**

#### **§ 9.**

The bodies of the Company are as follows: -----

- a) the Annual General Meeting, -----
- b) the Supervisory Board, -----
- c) the Management Board. -----

#### **§ 10.**

1. The Annual General Meetings are held as either ordinary or extraordinary meetings. -----
2. The Annual General Meetings may be held at the registered office of the company or in Gliwice, Warsaw or anywhere else in the territory of the Republic of Poland as designated by the Management Board when convening the Annual General Meeting. -----
3. The Ordinary Annual General Meeting shall be convened by the Management Board once a year, within six months after the end of each financial year. -----
4. The Extraordinary Annual General Meeting shall be convened by the Management Board at its own written request or at the request of a Shareholder or Shareholders jointly holding at least 1/20 (one twentieth) of the Company's share capital, within two weeks counting from the date of the written request. The Annual General Meeting shall be convened by the Supervisory Board, if the Management Board of the Company does not convene the Annual General Meeting within time limits stipulated in paragraph 3 or 4. -----
5. The Annual General Meeting shall be opened by the President or Vice-President of the Supervisory Board, and where neither of them is able to open the Annual General Meeting – by one of the Supervisory Board or Management Board member or the shareholder holding the highest number of shares from among those present at the Annual General Meeting. -----
6. The Chairperson of the Annual General Meeting shall be chosen from among those eligible to vote. -----

7. Resolutions of the Annual General Meeting are adopted by a majority of votes representing at least 80% of the Company's share capital and shareholders holding at least 80% of the Company's share capital in attendance, unless provisions laid down in the Articles of Association or the Code of Commercial Companies provide for stricter requirements. -----
8. A secret ballot shall be held for elections and when voting on motions to dismiss members of the Company's bodies or the Company's liquidators or on motions to bring them to responsibility, as well as on personal matters. In addition, a secret ballot shall be held at the request of at least one of the shareholders eligible to vote. -----
9. Shareholders shall attend the Annual General Meeting in person or via a proxy. -----
10. Notwithstanding exceptions stipulated in provisions laid down in the Code of Commercial Companies, the Annual General Meeting may adopt resolutions on matters included in the agenda of the meeting. -----
11. Shareholders holding at least 1/20 (one twentieth) of the share capital may motion to include specific matters in the agenda of the next upcoming Annual General Meeting. The motion must be filed to the Management Board at least fourteen days before the date of the Annual General Meeting. -----

#### **§11.**

1. The competencies of the Annual General Meeting include: -----
  - a) examining and approving the reports of the Company's bodies, the balance sheet, and the income statement for the previous financial year, -----
  - b) granting discharge from liability to members of the Company's bodies, -----
  - c) establishing and releasing special funds, -----
  - d) adopting resolutions on profit distribution or loss coverage, the amount of appropriations for capitals, and the amount of the dividend, -----
  - e) making decisions regarding claims for redress of damages caused by establishing the Company or exercising management or supervision, -----
  - f) adopting resolutions on the disposal or leasing of the Company's enterprise and establishment of the right of use thereon, -----
  - g) making decisions regarding the merger, transformation or liquidation of the Company, -----
  - h) making decisions regarding the issue of bonds, -----
  - i) appointing and dismissing members of the Supervisory Board of the Company, including the President and Vice-President of the Supervisory Board, -----
  - j) adopting resolutions on amendments to the Articles of Association, -----
  - k) approving the Regulations of the Supervisory Board, -----
  - l) determining the remuneration of members of the Supervisory Board, -----
  - m) handling other matters raised by the Supervisory Board and the Management Board. -----
2. Apart from matters mentioned in paragraph 1, a resolution of the Annual General Meeting is required for other matters specified in the Code of Commercial Companies or in the Articles of Association of the Company. -----
3. The Annual General Meeting may adopt its own regulations. -----

#### **§ 12.**

1. The Supervisory Board consists of four members.
2. The Supervisory Board members are appointed for a joint term of office of 1 year. The mandate of a member of the Supervisory Board expires as of the date of the Annual General Meeting approving the financial statements for the last financial year during which the member acted in the capacity of the Supervisory Board member. The term of office of all Supervisory Board members who performed their duties in 2017, regardless when they were appointed, expires as of the date of the Annual General Meeting approving the financial statements for the year 2017.-----
3. Members of the Supervisory Board are appointed and dismissed by the Annual General Meeting, subject to the provisions of §13. -----
4. If the number of members of the Supervisory Board is reduced during the term of office, the Annual General Meeting shall be convened to supplement the composition of the Supervisory Board within 1 (one) month. -----

### **§ 13.**

1. In the period from the date of registration of an amendment to the Articles of Association made by way of resolution No. 2 of the Extraordinary Annual General Meeting of the Company of 17 October 2019 to 31 December 2021 ("Entitlement Period"), members of the Supervisory Board are appointed and dismissed as follows: -----
  - a) the Annual General Meeting is entitled to appoint and dismiss three members of the Supervisory Board by way of a resolution adopted by an absolute majority of votes, and -----
  - b) OEX S.A. with its registered office in Warsaw ("Entitled Entity") is entitled to appoint, suspend and dismiss one member of the Supervisory Board ("Supervisory Board Member Appointed by the Entitled Entity") by way of a written statement submitted to the Company. A Supervisory Board Member Appointed by the Entitled Entity may be appointed, suspended or dismissed at any time, without stating a reason. -----
2. The appointment, suspension or dismissal of a Member of the Supervisory Board Appointed by the Entitled Entity becomes effective as of the date on which the Company and the shareholder receive a written statement referred to in paragraph 1 above. -----

### **§ 14.**

1. If the mandate expires or the Member of the Supervisory Board Appointed by the Entitled Entity is dismissed, the Entitled Entity may appoint a new Member of the Supervisory Board Appointed by the Entitled Entity during the Entitlement Period. -----
2. Each time prior to the appointment of the new Member of the Supervisory Board Appointed by the Entitled Entity, the Entitled Entity shall provide the shareholder basic information on the candidate for the new Member of the Supervisory Board Appointed by the Entitled Entity, including their CV. -----
3. A shareholder has the right to object against the appointment of a candidate proposed by the Entitled Entity for valid reasons specified in § 15(2). -----
4. If a shareholder objects against the appointment of a candidate proposed by the Entitled Entity and the Entitled Entity presents a new candidate against whom there are no valid reasons for objection as mentioned in § 15(2), the

shareholder shall not have the right to object against such appointment. -----

**§ 15.**

1. Notwithstanding generally applicable provisions of law, in the Entitlement Period the Member of the Supervisory Board Appointed by the Entitled Entity may be dismissed or suspended only by that Entitled Entity, unless the Entitled Entity agrees to dismiss or suspend the Member of the Supervisory Board Appointed by the Entitled Entity or one of the valid reasons mentioned in paragraph 2 below arises. -----
2. In the Entitlement Period, the Annual General Meeting may dismiss the Member of the Supervisory Board Appointed by the Entitled Entity only for the following valid reasons:-----
  - a) fraud, gross negligence, wilful misconduct to the detriment of the Company or a criminal offence committed by the Member of the Supervisory Board Appointed by the Entitled Entity in connection with their duties in the Supervisory Board of the Company; -----
  - b) breach of the Articles of Association of the Company or the Law in connection with their duties in the Supervisory Board; -----
  - c) the Member of the Supervisory Board Appointed by the Entitled Entity performs their duties in breach of the law or takes actions or abstains from taking actions that could have a significant adverse impact on the reputation and/or activities of the Company; -----
  - d) the Member of the Supervisory Board Appointed by the Entitled Entity violates obligations towards the Company arising from the non-competition clause or non-solicitation clause; -----
  - e) the Member of the Supervisory Board Appointed by the Entitled Entity is unable to perform their duties in compliance with the applicable Law. -----
3. In the case of dismissal of the Member of the Supervisory Board Appointed by the Entitled Entity on the basis of paragraph 2 above, the shareholder shall inform the Entitled Entity and state reasons for dismissal two Business Days prior to the dismissal of the Member of the Supervisory Board Appointed by the Entitled Entity. -----

**§ 16.**

1. The Supervisory Board chooses the Secretary of the Board from among its own members, except for the Supervisory Board of the first term, as its composition has been determined when transforming the company into a joint-stock company. -----
2. Making statements of intent on behalf of the Supervisory Board and signing documents are duties that must be performed by two members of the Supervisory Board acting jointly. The aforementioned statements may, however, be made only after the Supervisory Board adopts a resolution whose contents are consistent with the statement made by the above members of the Supervisory Board, authorised in the resolution to make statements.-----
3. Members of the Supervisory Board shall exercise their rights and perform their duties personally and collectively. The Supervisory Board may delegate members to perform specific supervisory functions on their own. -----

**§ 17.**  
*repealed*

**§ 18.**

1. In order for resolutions of the Supervisory Board to be valid, all members of the Supervisory Board must be notified about the meeting. -----
2. Meetings of the Supervisory Board are convened by registered mail or electronic mail sent at least 3 (three) days before the date of the meeting to addresses specified in writing by members of the Supervisory Board. -----
3. The Supervisory Board adopts resolutions with at least three members of the Supervisory Board present, with the stipulation that at least three members of the Supervisory Board must vote to adopt the resolution. -----
4. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their vote in writing through another Member of the Supervisory Board. Votes cannot be cast in writing with respect to matters introduced to the agenda at the meeting of the Supervisory Board. ---
5. The Supervisory Board may adopt resolutions in writing or using means of direct remote communications. A resolution of the Supervisory Board adopted in this way is deemed valid provided that all members of the Supervisory Board have been notified of the contents of the proposed resolution. -----
6. Comprehensive rules and procedures of the Supervisory Board are defined in the regulations adopted by the Annual General Meeting. -----

**§ 19.**

1. The Supervisory Board shall exercise constant supervision over all of the Company's activities. When exercising supervision, the Supervisory Board shall make recommendations and adopt resolutions. -----
2. The competencies of the Supervisory Board include in particular: -----
  - a) examining and providing an opinion on the financial statements, -----
  - b) examining the report of the Management Board of the Company and motions of the Management Board concerning profit distribution and loss coverage, --
  - c) submitting written reports on the results of examinations mentioned in items "a" and "b" to the Annual General Meeting, -----
  - d) suspending particular members of the Management Board or the Management Board as a whole in their activities for valid reasons, -----
  - e) delegating members of the Supervisory Board to temporarily perform the duties of members of the Management Board should they be suspended or dismissed, -----
  - f) approving the organisational regulations of the Company adopted by the Management Board of the Company, -----
  - g) choosing statutory auditors of the Company, -----
  - h) determining the remuneration of Members of the Management Board of the Company, -----
  - i) determining the rules and amounts of annual bonuses granted to employees of the Company. -----

**§ 20.**

1. Members of the Supervisory Board shall exercise their rights and perform their obligations personally. -----
2. The remuneration of members of the Supervisory Board is determined by the

Annual General Meeting.

**§ 21.**

1. The Management Board of the Company may be composed of one member or multiple members. If the Management Board is composed of multiple members, it may consist of two to five members. The number of members of the Management Board is determined by the Supervisory Board. -----
2. The term of office of each member of the Management Board lasts one year. The mandate of a member of the Management Board expires as of the date of the Annual General Meeting approving the financial statements for the last financial year during which that member performed duties as member of the Management Board. The term of office of all members of the Management Board who performed their duties in 2017, regardless when they were appointed, expires as of the date of the Annual General Meeting approving the financial statements for the year 2017.-----
3. The President, Vice-President (provided that these functions are established) and other members of the Management Board is appointed and dismissed by the Supervisory Board, except for the Management Board of the first term whose composition has been determined when transforming the company into a joint-stock company.-----

**§ 22.**

1. The Management Board of the Company manages the Company and represents it externally.-----  
Any and all matters related to running the Company that are not reserved by the provisions of law or the Articles of Association for the Annual General Meeting or the Supervisory Board shall fall within the authority of the Management Board of the Company. -----
2. The rules and procedures of the Management Board and for the division of responsibilities among members of the Management Board are defined in the regulations. The regulations of the Management Board are adopted by the Management Board of the Company and approved by the Supervisory Board. -----

**§ 23.**

1. If the Management Board of the Company is composed of multiple members, each member of the Management Board or their proxy is authorised to make statements on behalf of the Company.-----
2. A proxy is appointed by the Management Board. -----
3. A proxy may be dismissed by each member of the Management Board. -----

**§ 24.**

The agreement between the Company and the President, Vice-President and other members of the Management Board of the Company is concluded on behalf of the Company by the Supervisory Board as specified in § 13(2) above. -----

**§ 25.**

1. The Management Board of the Company shall obtain approval of the Supervisory Board expressed in the form of a resolution before performing the following activities:-----



- a) entering into a credit or loan agreement, except for an overdraft facility up to the total amount of PLN 2,000,000.- (two millions Polish zlotys); -----
- b) granting any security to a third party, including entering into a surety or guarantee agreement, issuing or securing a promissory note, except for securities granted in connection with leasing agreements concluded by the Company which do not require approval from the Supervisory Board or for which such approval was granted; -----
- c) securing or otherwise encumbering any of the Company's assets; -----
- d) disposing or leasing the Company's enterprise or letting it for use; -----
- e) acquisition or disposal of real estate, the right to perpetual usufruct or share in real estate by the Company; -----
- f) entry into a lease or rental agreement by the Company, if the net value of said agreement throughout its entire term, and in the case of agreements executed for an indefinite period of time – until its termination, does not exceed PLN 200,000.- (two hundred thousand Polish zlotys) net; -----
- g) the sale, acquisition or leasing of assets by the Company, if the net value of said sale, acquisition or lease exceeds PLN 200,000.- (two hundred thousand Polish zlotys) net in a single transaction or as a sum of related transactions; -
- h) entry into any agreement by the Company, if: (i) its net value exceeds PLN 500,000.- (five thousand Polish zlotys), with the stipulation that in the case of long-term agreements it is necessary to adopt the value for the entire term of such agreement and in the case of agreements concluded for an indefinite period of time – for the period until their termination, and at the same time (ii) such agreement exceeds beyond the current business activities of the Company (operating activities); -----
- i) the discontinuation of current business activities by the Company or introduction of significant changes to the scope of activities pursued; -----
- j) terminating with notice or otherwise terminating a relevant agreement binding the Company; -----
- k) the acquisition by the Company of shares or stocks in another company or establishing a new company on its own or together with third parties; -----
- l) disposing of shares in the company; -----
- m) the employment by the Company of an employee or an associate under any legal relationship, if the cost of their remuneration (for the employer/contracting party) for all titles and collected in all companies from the group of companies to which the Company belongs (affiliated entities) exceeds the amount of PLN 15,000.- (fifteen thousand Polish zlotys) net per month (i.e. without VAT), or raising remuneration an employee or associate of the Company, provided that the raised remuneration from all titles exceeds the aforementioned amount; -
- n) establishing a proxy -----

If the above-mentioned agreement or activity required obtaining approval from the Supervisory Board prior to its performance, its amendment shall also require approval from the Supervisory Board. Similarly, it is also required to obtain approval from the Supervisory Board to conclude an annex to the agreement or undertake any other activity amending the same, if as a result of undertaking the activity it will meet the criteria set out above for activities requiring approval from the Supervisory Board.

2. The Management Board of the Company shall draft and adopt – in the form of a resolution – the budget of the Company for the next year and submit it for

approval to the Supervisory Board of the Company by 15 December of each calendar year at the latest. The Management Board of the Company shall implement the budget approved by the Supervisory Board, in the calendar year for which it was adopted. The Management Board shall notify the Supervisory Board on a continuous basis and without undue delay of any need to make adjustments to the budget or the possibility or fact that the budget has not been implemented. Each matter falling beyond the normal operations of the Company or not included in the approved budget for the relevant year requires the adoption of a resolution by the Supervisory Board. Matters not specified in detail in the budget do not require the aforementioned resolution, if they have been included by type in the budget and the value of expenditures adopted in the budget for that type of matters is not exceeded, provided that these matters fall within normal operations of the Company. -----

### **Accounting of the Company**

#### **§ 26.**

1. The Company keeps accounts in accordance with applicable regulations. ----
2. The financial year of the Company is a calendar year. -----

#### **§ 27.**

1. The Company establishes the following capitals: -----
  - a) share capital, -----
  - b) supplementary capital, -----
  - c) reserve capital. -----
2. The Company may establish other capitals and special funds. -----
3. The allocation of capitals and funds is determined by the provisions of law, provided that they are generally applicable, and regulations of funds and capitals adopted by the Annual General Meeting at the request of the Management Board. -----
4. The Annual General Meeting may, by way of a resolution, allocate a portion of net profit to each capital and fund, specifying at the same time how those appropriations are to be used.-----
5. The dividend day is determined by the Ordinary Annual General Meeting. The dividend day may be scheduled for the day of adoption of a resolution on the distribution of profit or within the next two month counting from that day. -----
6. The date of dividend payment is determined by the Ordinary Annual General Meeting. If that date is not specified in the resolution adopted by the Annual General Meeting, the date of dividend payment shall be determined by the Supervisory Board. -----
7. The Management Board is authorised to pay shareholders an advance against the expected dividend as at the end of the financial year if the company has sufficient funds to make such payment, on terms and conditions and in the amount stipulated by applicable provisions of law. The payment of advance must be approved by the Supervisory Board. -----

#### **§ 28.**

The Management Board of the Company is obligated to draft the financial statements for the last financial year as well as a written report on the operations of the Company in that period and submit them to the Supervisory Board within

found months after the end of financial year. -----

### **Dissolution of the Company**

#### **§ 29.**

1. The Company may be dissolved for reasons indicated in the Code of Commercial Companies, after conducting a liquidation procedure. -----
2. Liquidators of the Company are members of its Management Board, unless the Annual General Meeting designated other persons. -----
3. The Company shall undergo liquidation under its own business name with the phrase “in liquidation” added. -----
4. Assets of the Company that remain after the liquidation procedure shall be divided between shareholders, proportionately to shares held. -----

### **Final Provisions**

#### **§ 30.**

Announcements and notices of the Company provided for by law shall be made in accordance with applicable regulations in that area. -----

#### **§ 31.**

Matters not regulated in these Articles of Association shall be governed by applicable provisions of the Code of Commercial Companies. -----

### **Definitions**

#### **§ 32.**

1. For the purposes of these Articles of Association, the following capitalised terms have the meaning assigned to them in §32 hereof: -----
2. “Business Days” means each day of the year when national banks in Poland, Ireland and London are open to the pursuit of business activities (except for online services) and are not required or authorised to close -----
3. “Law” means any and all provisions of law, acts, rules of procedure, codes, regulations, ordinances, including any regulations of all stock exchanges. -----

The consolidated version includes amendments to the Articles of Association of the Company made by the Extraordinary Annual General Meeting of the Company on 17.10.2019. Repertory A No. 16650/2019, prepared by Sławomir Strojny, Notary Public running a Notary Public’s Office in Warsaw at ul. Gałczyńskiego 4.