

CERTIFIED TRANSLATION FROM POLISH

Translator's comments are square-bracketed and italicized.

**“STATUTES
of the HEKET: humans, experience, knowledge, education, training
FOUNDATION”**

CHAPTER I – GENERAL PROVISIONS

Article 1

Pursuant to the Foundation Establishment Act, drawn up by Sylwia Barutowicz-Wieczorek, Notary, on 07/06/2021, Reg. No. A 6564/2021, by which the **HEKET: humans, experience, knowledge, education, training Foundation** (hereinafter referred to as “the Foundation”) was established, Alfredo Miguel Martinez Barrionuevo, hereinafter referred to as the Founder, establishes these Statutes for the Foundation in accordance with Article 5 of the Foundation Act of 6 April 1984.

Article 2

1. The Foundation shall operate under the name **“HEKET: humans, experience, knowledge, education, training”**
2. The Foundation may use a distinguishing logo which may be registered and legally protected.

Article 3

1. The Foundation shall have its seat in Krakow.
2. The Foundation shall operate in the territory of the Republic of Poland and abroad.

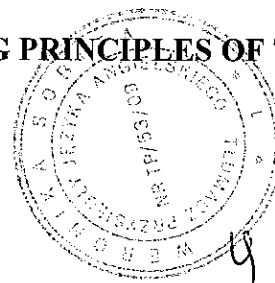
Article 4

The Foundation shall have an unlimited duration.

Article 5

The Foundation's operation shall be supervised by the Minister of Education and Science.

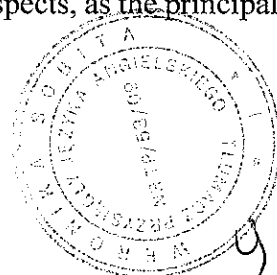
**CHAPTER II – OBJECTIVES AND OPERATING PRINCIPLES OF THE
FOUNDATION**



Article 6

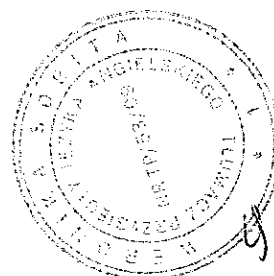
The Foundation's objectives are:

- a) to pursue scientific, scientific and technical, and educational activities, including these involving education of students, including but not limited to:
 - supporting comprehensive development of children, youth and adults;
 - accommodating scientific, cultural, educational and formation needs,
 - supporting entrepreneurial behaviours;
 - advocating to modernise and improve effectiveness in the field of education;
 - advocating for comprehensive education and development of children, youth and adults; promoting education with the use of modern methods, technologies and media;
 - disseminating knowledge of economics and other social sciences, management science and legal science, and supporting such activities;
 - propagating knowledge about entrepreneurship, employment, the European Union and aid programmes;
- b) to support cultural activities that consist in creating, promoting and protecting culture;
- c) to advocate for European integration, and for establishing contacts and cooperation within the European Union and beyond;
- d) to integrate the community of entrepreneurs and employers, including at the European level;
- e) to develop contacts, cooperation and exchange of information between entrepreneurs and employers in Poland and abroad;
- f) to provide expertise to entrepreneurs and employers;
- g) to cooperate with business communities and NGOs;
- h) to cooperate with state and local administration bodies and trade unions;
- i) to support economic development, including entrepreneurial development; to conduct and support entrepreneurial and employment initiatives;
- j) to provide support in early detection and treatment of hearing impairment in children, including in particular the impairment of higher hearing functions that impact the normal development in children;
- k) to recognise a human being, in individual and collective aspects, as the principal subject and final recipient of cooperation policies for development;



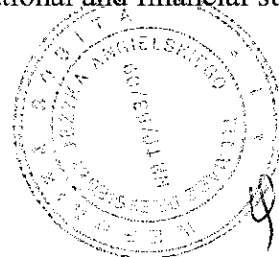
- l) to protect and propagate human rights and fundamental freedoms, peace, democracy and civic participation in accordance with the principles of gender equality, non-discrimination based on gender, race, culture and religion, and respect for diversity;
- m) to promote global, interdependent, participatory, sustainable and gender-equality-based human development in all countries, seeking to apply the principle of shared responsibility between countries to ensure and improve the effectiveness and coherence of cooperation policies for development with a view to ending global poverty;
- n) to promote robust and sustainable economic development of countries with the use of measures promoting fair redistribution of wealth, in order to improve the standard of living and accessibility of medical, educational and cultural services, and the welfare of humankind;
- o) to respect responsibilities assumed within international organisations;
- p) to support, with human and material resources, the development of the most disadvantaged countries so that they can achieve economic growth with a more fair distribution of the fruits of development, fostering the achievement of self-sustainable development based on the beneficiaries' own capabilities, enabling them to raise the standard of living of the beneficiary populations, particularly their most vulnerable communities, and to promote stronger guarantees of stability and democratic participation while respecting human rights and fundamental freedoms of women and men;
- q) to contribute to a greater balance in political, strategic, economic and trade relations, thus supporting the stability and safety framework that guarantees international peace;
- r) to prevent and respond to crises by providing humanitarian aid;
- s) to support introduction and consolidation of democratic systems, and respect for human rights and fundamental freedoms;
- t) to promote political, economic and cultural relations with developing countries in accordance with the principles and other objectives of cooperation;
- u) to assist migrants and cooperate with developing countries;
- v) to carry out research in the area of social sciences, economics, labour market, entrepreneur and employer relationships, social dialogue and other related fields;
- w) to develop cooperation between institutions and organisations from Europe, North America and South America.

Article 7



The Foundation shall implement its objectives by:

- a) formal and informal education (training, courses, workshops, educational trips, conferences, discussion panels, consultancy, mentoring and coaching);
- b) social and advertising campaigns, competitions, and informational and educational tools;
- c) networking, forming coalitions, support groups and cooperation forums;
- d) creating, publishing and distributing guidebooks, textbooks, brochures and applications for electronic devices, etc.;
- e) taking part in trade shows, conferences and research projects;
- f) organising trade shows, sectoral meetings and conferences;
- g) creating, implementing and promoting traineeship and apprenticeship programmes, international exchange and scholarships;
- h) organising and producing events, concerts, happenings, shows and artistic activities, etc.;
- i) conducting and commissioning scientific research projects and public opinion polls;
- j) purchasing hardware and software to meet the needs provided for in these Statutes;
- k) providing advisory, consultancy and informational services, providing legal and organisational support;
- l) conducting scientific and applied research, preparing expert opinions and papers on subject matters relating to entrepreneurs and employers;
- m) preparing and providing opinions on scientific publications in the area of economics and other social sciences, management science and legal science;
- n) organising courses, training sessions, conferences and workshops for students, employees, entrepreneurs and employers, and taking part in such initiatives;
- o) running projects and events aimed at educating and disseminating knowledge among the public in the field of economics and other social sciences, management science and legal science;
- p) providing opinions on legal acts and legislative initiatives, analysing the functioning of regulations, in particular relating to business activity, labour law, EU laws, and the public procurement law;
- q) being the patron of cultural activities, providing organisational and financial support to cultural initiatives;



- r) working and maintaining relationships with institutions, companies and organisations that pursue similar objectives, both in Poland and abroad.

Article 8

The Foundation conducts operations listed in Article 7 in order to attain the objectives listed in Article 6 hereof for a fee or free of charge.

Chapter III – FOUNDATION'S ASSETS AND INCOME

Article 9

1. The Foundation's assets comprise a founder's fund of PLN 1,000 (one thousand Polish zloty) contributed by the Founder. An amount of PLN 1,000 (one thousand Polish zloty) shall be designated from the founder's fund to business activity.
2. The Foundation's assets also comprise funds, and immovable and movable property acquired by the Foundation in the course of its operations.

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Article 10

1. The Foundation may conduct business activities.
2. The Foundation's objects of business activity may be as follows:
 - a) 85.60.Z Educational support activities; educational and vocational consultancy;
 - b) 85.59.A Foreign languages education;
 - c) 85.59.B Other non-school educational activities not elsewhere classified (n.e.c.); education whose level cannot be defined; activities of practical training institutions, lifelong learning institutions and centres for further education and vocational training; training on verbal and non-verbal communication; other non-school forms of education related mainly to developing one's own interests, acquiring and broadening knowledge, skills and professional qualifications in non-school settings, and professional advancement (including: qualification vocational courses, professional skills courses, general competences courses, courses of further theoretical education for young employees);
 - d) 70.22.Z Business and other management consultancy activities;
Consultancy and direct assistance to businesses and other entities in the area of: – strategic and organisational planning, marketing strategies and activities, cost control and other financial matters, – production management, – human resource management.

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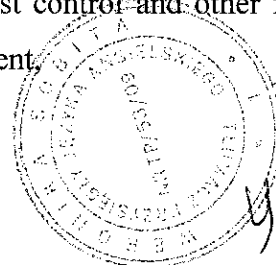
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- b) 85.59.A Foreign languages education;

- c) 85.59.B Other non-school educational activities not elsewhere classified (n.e.c.); education whose level cannot be defined; activities of practical training institutions, lifelong learning institutions and centres for further education and vocational training; training on verbal and non-verbal communication; other non-school forms of education related mainly to developing one's own interests, acquiring and broadening knowledge, skills and professional qualifications in non-school settings, and professional advancement (including: qualification vocational courses, professional skills courses, general competences courses, courses of further theoretical education for young employees);

- d) 70.22.Z Business and other management consultancy activities:

Consultancy and direct assistance to businesses and other entities in the area of: – strategic and organisational planning, marketing strategies and activities, cost control and other financial matters, – production management, – human resource management.



personnel consultancy, – planning, work organisation, management effectiveness, developing systems for accounting and controlling expenses, – consultancy and direct assistance to business entities and public administration in the area of: planning accounting methods or procedures, cost calculation programmes, budget control procedures, planning, organisation, efficiency and control, etc.;

e) 70.21.Z Public relations and communication activities;

Consultancy and direct assistance, including lobbying activities, to businesses and other entities in the area of public relations and communication activities;

f) 82.30.Z Organisation of trade shows, exhibitions and conventions;

Organisation, promotion and/or management of events such as trade shows, exhibitions, conventions, conferences, meetings, including management and provision of staff to assist at venues where these events take place;

g) 72.20.Z Research and experimental development on social sciences and humanities;

h) 94.11.Z Activities of business and employers membership organisations;

i) 86.90.E Other human health activities n.e.c.;

j) 74.90.Z Other professional, scientific and technical activities n.e.c.;

k) 73.20.Z Market research and public opinion polling;

l) 85.52.Z Non-school forms of artistic education;

m) 85.51.Z Non-school forms of sports education, and sports and recreation education;

n) 86.90.A Physiotherapy activities;

o) 88.91.Z Child day-care activities;

p) 88.99.Z Other social work activities without accommodation n.e.c.;

q) 88.10.Z Social work activities without accommodation for the elderly and disabled;

r) 74.30.Z Translation and interpretation activities;

s) 62.01.Z Computer programming activities;

t) 18.20.Z Reproduction of recorded media;

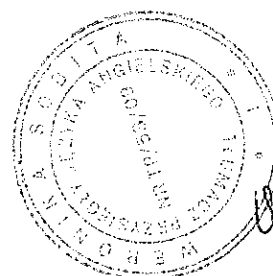
u) 71.20.B Technical testing and analysis;

v) 59.11.Z Motion picture, video and television programme production activities;

w) 58.11.Z Book publishing;

x) 17.23.Z Manufacture of paper stationery;

y) 58.19.Z Other publishing activities;



- z) 72.19.Z Other research and experimental development on natural sciences and engineering;
 - aa) 85.32.C Special vocational training schools;
 - bb) 93.19.Z Other sports activities;
 - cc) 93.29.B Other amusement and recreation activities n.e.c.;
3. The Foundation may hire employees or contract other entities to perform certain activities.

Article 11

The Foundation shall be liable for its obligations with all of its assets.

Article 12

The Foundation shall receive income from:

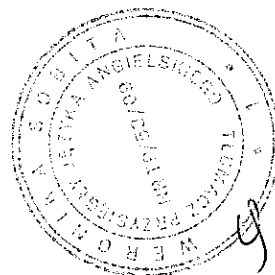
- a) donations, inheritance, and legacies of natural and legal persons,
- b) subventions, subsidies and grants,
- c) fundraising and public events,
- d) movable and immovable property,
- e) bank interest and securities,
- g) business activity,
- h) other sources.

Article 13

The Foundation's income from donations, inheritances, legacies and subventions may be used to pursue any of the Foundation's objectives unless the donors have earmarked these contributions for a specific purpose.

Article 14

All the income earned by the Foundation shall be used for implementation of its objectives as specified in these Statutes.



Article 15

The Foundation may establish titles, diplomas and honorary medals, and award them to natural and legal persons as well as unincorporated organisations that have distinguished themselves in supporting the Foundation and its objectives.

CHAPTER IV – GOVERNING BODIES OF THE FOUNDATION

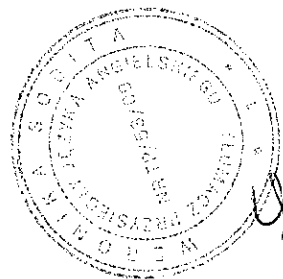
Article 16

1. The governing bodies of the Foundation shall be:
 - 1) The Foundation's Council;
 - 2) The Foundation's Management Board;
2. No one can serve as a member of the Foundation's Council and a member of the Foundation's Management Board at the same time;
3. The Founders may serve either as members of the Foundation's Council or as members of the Foundation's Management Board.
4. When a member of the Foundation's Council is appointed, with their consent, to serve on the Foundation's Management Board, their membership in the Council shall be suspended for the term of their office as a member of the Management Board.

FOUNDATION'S COUNCIL

Article 17

1. The Founders or third parties may serve as members of the Foundation's Council.
2. The Foundation's Council shall be composed of two to five members appointed by the Founder by resolution for a term of five years. Members may be re-elected to serve on the Foundation's Council without limitations.
3. Members of the Foundation's Council may be removed from office by the Founder at any time before their term of office expires by an absolute majority of votes. In justified circumstances, when the members of the Foundation's Council cannot be removed by the Founder, they may be removed from office by decision of the Foundation's Council.
4. The Foundation's Council elects the Chairperson from among its members during the first meeting. The Chairperson shall direct the Council's work, represent it before third parties, and convene and preside over the Council's meetings.



Article 18

The Foundation's Council is a body that controls and oversees the Foundation's operations, including the activities of the Foundation's Management Board. The Foundation's Council shall not be subordinate to the Management Board when performing internal control and supervision activities.

Article 19

1. The Foundation's Council shall hold a meeting at least once annually.
2. The meetings of the Foundation's Council shall be convened by the Chairperson or a member of the Council designated by the Chairperson, of their own initiative or at the Management Board's or the Founder's request.
3. Meetings of the Foundation's Council may be held using means of direct remote communication.
4. The meetings may be convened in any manner. However, an invitation to attend a meeting of the Foundation's Council must be received by each member of the Council.
5. A representative of the Foundation's Management Board may attend meetings of the Foundation's Council.
6. The Foundation's Council may adopt resolutions by circulation.

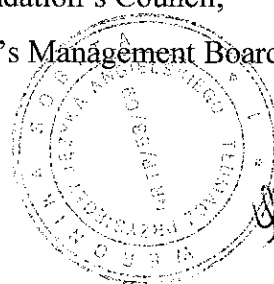
Article 20

1. Each member of the Foundation's Council shall have one vote.
2. The Foundation's Council adopts resolution by simple majority of votes unless otherwise stipulated by these Statutes; for the resolutions to be validly adopted, at least half of the members of the Council must be present, including the Chairperson or a person designated by the Chairperson to convene the Council's meeting on the Chairperson's behalf.
3. If there is an equal number of votes in favour and against a resolution (a tie), the Chairperson or a person designated by the Chairperson convening the Council's meeting shall have the casting vote.

Article 21

The Foundation's Council shall have the power to:

- 1) appoint and remove from office the Chairperson of the Foundation's Council,
- 2) appoint and remove from office members of the Foundation's Management Board,



- 3) oversee the implementation of the key directions of the Foundation's activities,
- 4) submit motions relating to the key directions of the Foundation's activities,
- 5) give opinions on annual and long-term action plans of the Foundation,
- 6) give opinions on matters referred to it by the Management Board of the Foundation,
- 7) control and oversee the activities of the Foundation's Management Board and its subordinate organisational units,
- 8) carry out other control and supervision operations in relation to the Foundation's activities,
- 9) determine the remuneration for members of the Foundation's Management Board,
- 10) express consent regarding all matters relating to the Foundation that go beyond the ordinary scope of the Management Board's activities, in particular purchase and disposal of immovable property, taking of loans and borrowings, and granting of guarantees,
- 11) represent the Foundation before members of the Foundation's Management Board, in particular in legal transactions and disputes with members of the Management Board.

Article 22

In order to discharge its duties, the Foundation's Council shall have the right to:

- 1) demand that the Foundation's Management Board presents all documents relating to the Foundation's activities;
- 2) review the assets and control the financial situation of the Foundation.

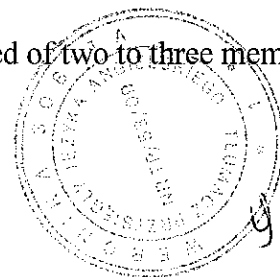
Article 23

Members of the Foundation's Council:

- 1) may not be members of the Foundation's Management Board,
- 2) must not have been convicted, by a final and valid judgement, for an intentional offence prosecuted by public indictment or a fiscal offence,
- 3) may receive, for their service, reimbursement of reasonable expenses or remuneration not higher than the average remuneration in the business enterprise sector announced by the Head of Statistics Poland for the previous year.

Article 24

1. The Management Board of the Foundation shall be composed of two to three members.



degree relationship of kinship or affinity in a collateral line or in a relationship of adoption, custody or guardianship, hereinafter referred to as "related persons";

- b) transfer the Foundation's assets to members of the Management Board or employees and their related persons on other than arm's length terms, particularly if the transfer is free of charge or on preferential terms;
- c) use the Foundation's assets for the benefit of members of the Management Board or employees and their related persons on other than arm's length terms, unless such use directly follows from the Foundation's objectives stipulated in these Statutes;
- d) purchase, on special terms, goods or services from entities in which members of the Foundation's Management Board or employees or their related persons participate.

CHAPTER VI – AMENDMENT TO THE STATUTES

Article 27

- 1. The Founder allows for the possibility to amend the Statutes of the Foundation, in particular its name and objectives.
- 2. The Foundation's Statutes may only be amended by a written resolution of the Founder.

CHAPTER VII – FINAL PROVISIONS

Article 28

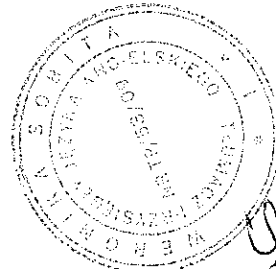
- 1. In order to effectively pursue the Foundation's objectives, the Foundation may merge with another foundation.
- 2. A merger is ruled out if it could result in altering the objectives of the Foundation.

Article 29

- 1. The Foundation may be liquidated by resolution of the Founder.
- 2. The Foundation shall be liquidated when its funds and other assets are exhausted.

Article 30

- 1. In the event of liquidation, the Founder shall appoint the Foundation's liquidator by resolution.



2. The Foundation's assets that remain after its liquidation shall be transferred to the entity specified by the Liquidator.

Article 31

1. These Statutes have been drawn up and signed in five counterparts.
2. In all matters not covered by the Statutes, the provisions of the Foundations Act of 6 April 1987 and other laws that regulate the operation of foundations shall apply.

Krakow, on 08/06/2021

FOUNDER:

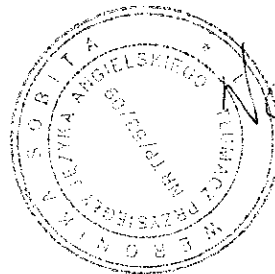
[handwritten signature]

Alfredo Miguel Martinez Barrionuevo

I, the undersigned, Weronika Sobita, sworn translator and interpreter of English and Polish, listed in the register of sworn translators kept by the Polish Ministry of Justice, entry no. TP/53/09, affix my signature and seal to certify this to be a true and accurate translation of the document in the Polish language presented to me.

Register No. 10/2022

Kraków, on 10 March 2022



Weronika Sobita