

## **Regulations of Supervisory Board of OUANTUM software S.A. with its seat in Kraków**

### **§1**

These Regulations determine principles of organization and operation of the Supervisory Board.

### **§2**

1. The Supervisory Board supervises and controls the Company's operation.
2. A Member of the Supervisory Board shall, first of all, take care of the Company's interests.
3. Members of the Supervisory Board shall ensure that the Management Board provides regular information regarding all important affairs of the Company and a risk relating to its operation.
4. The principles underlying appointment of the Supervisory Board, number of the Supervisory Board's Members and its competences are determined in the Company's Articles of Association. Matters that have not been settled in the Articles of Association shall be resolved in accordance with the laws.

### **§3**

1. The Supervisory Board performs supervising functions jointly.
2. The Supervisory Board may authorize its individual Members, by means of a resolution, to perform specific supervisory activities.
3. Members of the Supervisory Board shall submit a written report concerning supervisory activities they perform, at the Board's meeting.
4. The provisions of par. 3 shall apply, respectively, to a Member of the Board appointed during voting of separate groups and authorized to a permanently and individually supervise the Company's operation.

### **§4**

1. The Supervisory Board shall make an assessment of the Company's operation during its meetings.
2. Such an assessment may take a form of the Supervisory Board's opinion, included in the content of the minutes from the Board's meeting or the Supervisory Board's statement expressed in the form of a resolution.
3. Supervisory Board's opinions are submitted to the knowledge of the Management Board in a form of an extract from minutes. Such extract from minutes shall be signed by the Chairman of the Supervisory Board.
4. Every year the Supervisory Board shall present a concise assessment of the Company's situation to the General Meeting of Shareholders. Such assessment shall be made available to all the shareholders in advance so as they are able to read it before the ordinary general meeting.
5. Resolutions of the Supervisory Board shall be submitted to the Management Board for execution. A resolution shall be signed, at least, by the Chairman of the Supervisory Board.

### **§5**

1. All matters, which - according to provisions of the commercial companies code, other binding legal regulations and the Company's Articles of Association – are reserved for the

Supervisory Board, shall be regulated by its resolutions.

2. Resolutions of the Supervisory Board shall also be adopted when such a request was submitted by, at least, one Member of the Supervisory Board.

## §6

Meetings of the Supervisory Board are held in the Company's seat or in any place fixed by the Chairman of the Supervisory Board.

## §7

1. The Supervisory Board appoints a Chairman and Vice-Chairman from among its members, unless such appointment has not been made by the Company's General Meeting of Shareholders.

2. The Supervisory Board shall be established at its first meeting, during a secret voting.

3. Establishment of the Supervisory Board shall be preceded by self presentations of the members of the Supervisory Board.

## §8

1. Meetings of the Supervisory Board shall be called by the Chairman, at his discretion, upon request of any Member of the Supervisory Board or at the request of the Board of Directors.

2. In case the Chairman of the Supervisory Board does not call a meeting within two weeks from the date of the request to do so, the meeting of the Supervisory Board may be called by the person who has submitted the request (petitioner).

3. If a meeting is called by the petitioner, following the situation, in which no meeting has been called by the Chairman of the Supervisory Board within two weeks after a relevant request was submitted, the petitioner shall provide the Members of the Supervisory Board, together with a notification regarding the meeting of the Supervisory Board, with materials concerning its agenda.

## §9

1. The Chairman shall manage the works of the Supervisory Board. In particular, the tasks of the Chairman of the Supervisory Board, involving managing the works of the Company's Supervisory Board, shall comprise as follows:

1) calling the Supervisory Board's meetings at his/her own discretion or upon request of the Management Board or a Member of the Supervisory Board;

2) arranging the agenda pursuant to the matters reported by petitioners, in accordance with the sequence of their requests;

3) preparing the Supervisory Board's meetings in cooperation with petitioners (providing all the Supervisory Board's Members with materials concerning individual items of the agenda).

2. In case the Chairman of the Supervisory Board cannot perform the tasks referred to in par. 1, items 1-3, they shall be performed by the Vice-Chairman of the Supervisory Board.

## §10

1. A meeting of the Supervisory Board shall be called in the form of a letter, by fax or e-mail, submitted to addressee at least 7 days prior to the fixed date of the meeting.

2. In urgent cases, which require immediate resolution, a meeting of the Supervisory Board shall be called ad hoc. An ad hoc meeting of the Supervisory Board may be called by any

remote telecommunication means.

3. A meeting of the Supervisory Board shall be deemed valid and capable to adopt resolutions if all its Members were called and, at least, half of its Members are present.

4. Members of the Supervisory Board may participate in adopting the Board's resolutions and give his/her vote in writing through another Member of the Supervisory Board or by any remote telecommunication means. In such case, a proposed content of a resolution shall be included in an invitation to attend a meeting of the Supervisory Board.

5. Giving one's vote in writing or by remote telecommunication means cannot concern matters that have been introduced to an agenda during a meeting of the Supervisory Board.

6. In the mode referred to in paragraph 5, Members cannot adopt resolutions concerning an appointment of the Chairman and Vice-Chairman and relating to an appointment, dismissal and suspension of any Member of the Supervisory Board.

7. If a given meeting has been called ad hoc, it is deemed valid and capable to adopt resolutions if all Members of the Supervisory Board are present.

8. A person calling the Board's meeting shall chair and preside over a meeting.

9. A person calling the Board's meeting shall open the meeting, ascertain its legal validity and then put the proposed agenda to the vote. Items of the agenda that have not been supported by the required majority shall be removed from the agenda. New items on the agenda may be introduced if all Members of the Supervisory Board attend the meeting and all of them give their approval to that.

10. The matters shall be resolved in accordance with an accepted agenda.

11. A chairperson shall give the floor to all the persons who express their willingness to participate in a discussion, in order of their registration.

12. All Members of the Management Board may attend the meetings of the Supervisory Board, except for the matters directly relating to them, as well as other employees or invited persons who do not have right to vote.

13. Upon completion of the agenda, the chairperson shall close a meeting.

## §11

1. Resolutions of the Supervisory Board are adopted by absolute majority of votes.

2. In case of a tie (equal number of votes), the chairperson has a casting vote.

3. Voting is open. In all personal matters and upon request of, at least, one of the Members of the Supervisory Board present, secret voting is held.

4. In case of a conflict of interests between a Member of the Supervisory Board and the Company itself, he/she shall notify the remaining members of the Supervisory Board and refrain from participation in decision on the matter towards which the said conflict of interests has occurred.

## §12

1. Minutes shall be drawn up, basing on a meeting of the Supervisory Board. The minutes shall provide for the following:

1) subsequent number and the Company's accounting year they refer to;

2) date of meeting;

3) place of meeting;

4) first and last names of Members of the Supervisory Board present at the meeting (if the composition of those present has been changed during the meeting, it shall be recorded in a relevant place of the agenda);

5) statement saying that all the Members of the Supervisory Board have been duly invited, that a number of Members of the Supervisory Board required in the Articles of Association

participates in the meeting, as a result of which the meeting is legally valid and capable to adopt resolutions;

- 6) agenda is complaint with the notification about the meeting;
- 7) resolution on approving the final agenda;
- 8) course of discussions during individual stages on the agenda;
- 9) opinions and resolutions adopted during individual stages on the agenda;
- 10) statement concerning a number of votes cast in writing, indicating a Member of the Supervisory Board who cast the vote;
- 11) votes cast by remote telecommunication means, indicating those means;
- 12) statement concerning completion of the agenda;
- 13) signatures of all people present at the meeting.

2. A resolution shall provide for the following:

- 1) subsequent number and an accounting year, during which the resolution was adopted;
- 2) description of the matter, with relation to which the resolution is adopted;
- 3) legal basis;
- 4) decision compliant with the legal and actual status of the matter in question;
- 5) votes cast for, abstained and against the resolution;
- 6) a separate statement, coupled with a relevant justification by the Member of the Supervisory Board who cast the vote against the resolution.

3. Any evidence showing that the meeting of the Supervisory Board was duly called and substantive materials constituting the basis for decisions adopted during the meeting shall be appended to the minutes.

4. Minutes from the meetings of the Supervisory Board are recorded in the Book of Minutes and kept in the Company's seat.

### **§13**

1. A Member of the Supervisory Board shall notify the Management Board about any sale or purchase of the Company's shares or shares belonging to a dominant or subsidiary company, in accordance with regulations binding in this respect.

2. A Member of the Supervisory Board shall not resign from performing his/her function during the term of office, if it could prevent the Board from its operation, in particular, if it made it impossible to adopt an important resolution in due time.

### **§14**

1. The Company shall be responsible for administration and office services.

2. The costs of the Supervisory Board's activity shall be covered by the Company.

### **§15**

In cases not stipulated in the Regulations herein, the provisions of the Company's Statues and the Code of Commercial Companies shall apply.

### **§16**

These Regulations shall enter into force as per the date of its approval by the Company's General Meeting.