

STATUTE
OF THE FOUNDATION FORUM ENERGII
dated 15.04.2016

Whereas:

The purpose of the Forum Energii is to support activities aimed at cost-effective, low-carbon transformation of the Poland's energy sector by way of a dialogue between key stakeholders, supporting international cooperation, providing reliable analyses and building competence in relation to energy challenges.

The undersigned decide to establish the Foundation Forum Energii, whose objectives, functioning, organization and assets are specified in the following statute.

General provisions

§ 1

1. The Foundation Forum Energii, hereinafter referred to as the "Foundation" was established by Joanna Maćkowiak-Pandera, hereinafter referred to as the "Founder", on the basis of a notarial deed drawn up by Monika Fyk in the notary's office Błaszczak s.c. in Warsaw at ul. Długa 31 on 15.04.2016.
2. The Foundation is a "think-tank" - an apolitical, independent, non-governmental organization that conducts analytical and scientific research and disseminates the results of this research for the public good.
3. The Foundation shall operate in accordance with generally applicable laws, including the Act on Foundations of April 6, 1984 (Journal of Laws of 2020, item 2167, as amended) and this Statute (the "Statute").
4. The Foundation may use, for the purposes of cooperation with foreign entities, a translation of its name in foreign languages.
5. The duration of the Foundation is indefinite.
6. The area of the Foundation's activity is the Republic of Poland, however, within the scope necessary for the proper accomplishment of its purposes, it may also conduct activities outside the country.
7. The seat of the Foundation is Warsaw.
8. In order to perform its statutory tasks, the Foundation may establish permanent and temporary branches and subsidiaries in Poland and abroad, and appoint its representatives in Poland and abroad.

Supervision

§ 2

The activities of the Foundation are supervised by the Minister competent for energy.

Objectives and principles of operation of the Foundation

§ 3

1. The Foundation was established to support public debate on the Polish energy sector in the context of sustainable development principles. In particular, the goal is to support activities aimed at the development, modernization and improvement of safety of the energy system, as well as to increase innovation in the energy sector, with particular emphasis on cost-effective reduction of the impact of the energy sector on the environment. The Foundation works for the general public and the public good. The aim of the Foundation is to support the public debate on energy and sustainable development, provide analyses and concepts, conduct trainings and workshops, organise conferences and support international dialogue.
2. The Foundation pursues its objectives in particular through:
 - a. Conducting research activities, including developing research programs;
 - b. Publication of studies and analyses as well as preparation of expert reports and opinions;
 - c. Information and educational activities;
 - d. Organization of expert meetings and conferences;
 - e. Working with the media;
 - f. Fostering public debate.
3. The Foundation shall also pursue its statutory objectives through membership in organizations uniting Polish and foreign foundations with statutory objectives similar to those of the Foundation.
4. In order to realize its statutory undertakings, the Foundation may cooperate with other institutions, organizations and individuals and support their activities.
5. The Foundation, in order to pursue its objectives, may establish expert panels, groups and advisory committees. The composition, goals, and operating principles of the committees are determined by the Foundation's Advisory Board.
6. The Foundation pursues its objectives within the framework of its statutory activities.

Assets and income of the Foundation

§ 4

1. The Foundation's assets consist of an initial fund of PLN 1,000 (the "Fund") granted by the Founder in her declaration of will to establish the Foundation, as well as money, securities, and movable and immovable property acquired by the Foundation in the course of its activities.
2. The realization of the objectives of the Foundation is financed from the Fund and from the income obtained by the Foundation, in accordance with the rules set out in the Statute.
3. The Foundation's income may be derived from:
 - a. Financial resources and other assets donated by the Founders and by third parties, both physical and legal, especially in the form of donations, inheritance, bequests;
 - b. Research grants and other similar domestic and foreign funds, grants and subsidies;
 - c. Public, state or local government funds, European funds, and funds from international programs and organizations;
 - d. Proceeds from collections and public events;
 - e. Income from assets, property and property rights, in particular securities and other financial instruments available on the capital market;
 - f. Interest and bank deposits;
 - g. Corporate Profit Sharing Income;
 - h. Business activities conducted by the Foundation.
4. All income of the Foundation, including income derived from its business activities, may be used only for its statutory purposes.
5. Income from grants, donations, bequests and legacies may be used to achieve all the objectives of the Foundation, unless the donors have agreed otherwise, whereby the donors' decisions may not conflict with the statutory objectives of the Foundation.
6. In the case of accepting donations and inheritance, a declaration required by law shall be made by the Management Board. If the Foundation is appointed to inherit a legacy, the Management Board shall submit a declaration of acceptance of inheritance under benefit of inventory only if at the time of submitting this declaration it is obvious that the active state of the inheritance significantly exceeds the inheritance debts.
7. The Foundation does not have the authority to take actions that involve:
 - a. Using the Foundation's assets to grant loans or secure liabilities to the members of the Foundation's bodies or employees, or persons with whom the Foundation's body members or employees are married or in a relationship of kinship or affinity in direct line, kinship or affinity in the collateral line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as "related persons";
 - b. Transfer of the assets of the Foundation for the benefit of members of the Foundation's bodies or Foundation's employees and their close relatives, on principles other than in relation to third parties, if the transfer is made free of charge or on preferential terms;

- c. Use of assets for the benefit of members of the Foundation's bodies or Foundation's employees and their relatives in a manner other than in relation to third parties, unless this use results directly from the statutory purpose of the Foundation with the performance of statutory tasks of the Foundation;
 - d. The purchase of goods or services on special terms from entities in which members of the Foundation's bodies or Foundation employees and their close relatives participate.
8. The statutory activity of the Foundation is carried out as an unpaid activity.
9. The Foundation may conduct business activities in order to achieve its objectives, within the scope consistent with the Polish Classification of Activities (PKD):
- a. Other business and management consulting (PKD 70.22.Z) - the main area of activity;
 - b. Activities of other membership organizations, not classified elsewhere (PKD 94.99.Z);
 - c. Other publishing activities (PKD 58.19.Z);
 - d. Scientific research and development work in other natural and technical sciences (PKD 72.19.Z);
 - e. Public relations and communication (PKD 70.21.Z);
 - f. Other research and technical analysis (PKD 71.20.B);
 - g. Other professional, scientific and technical activities not elsewhere classified (PKD 74.90.Z);
 - h. Activities related to organizing fairs, exhibitions and congresses (PKD 82.30.Z);
 - i. Other non-school forms of education not classified elsewhere (PKD 85.59.B);
 - j. Market research and public opinion polling (PKD 73.20.Z).

The Foundation's business activity is ancillary to its statutory activity.

10. The Foundation shall set aside PLN 1,000 (one thousand) for the conduct of its business activities, an amount separate from the Fund.

The bodies of the Foundation

§ 5

1. The bodies of the Foundation are:
- a. Advisory Board of the Foundation, hereinafter referred to as the "Advisory Board";
 - b. The Supervisory Board of the Foundation, hereinafter referred to as the "Supervisory Board";
 - c. The Management Board of the Foundation, hereinafter referred to as the "Management Board".

Advisory Board

§ 6

1. The Advisory Board is a consultative body of the Foundation.
2. The Advisory Board shall consist of at least three (3) members.
3. The members of the first composition of the Advisory Council are appointed by the Founder. The subsequent members of the Advisory Board to substitute persons who ceased to perform their function or in the event of a desire to expand the composition of the Advisory Board, shall be appointed by the Supervisory Board by way of a resolution adopted by a majority of votes at the request of the Management Board. The members of the Advisory Board shall be appointed for an indefinite period of time.
4. Membership in the Foundation's Advisory Board shall cease upon written resignation from membership, death of an Advisory Board member, or removal of an Advisory Board member by the Management Board.
5. The Supervisory Board dismisses a member of the Advisory Board by a majority vote upon a motion of the Management Board.

Rules of operation of the Advisory Board

§ 7

1. The Advisory Board shall meet at least once a year. The meeting may be held at the Foundation's headquarters, at another location or by means of direct remote communication.
2. The Advisory Board may meet jointly with the Supervisory Board on programmatic matters.
3. The Advisory Board shall adopt resolutions by a simple majority vote at a meeting or by circulation in writing or by email.
4. A resolution of the Advisory Board adopted by circulation or by means of direct remote communication is valid when all members of the Advisory Board have been notified of the contents of the draft resolution.
5. The Advisory Board may adopt rules of procedure for the work of the Advisory Board, specifying detailed procedures for the work of this body, in particular how decisions are to be made in writing or by means of direct remote communication.

Powers of the Advisory Board

§ 8

1. The Advisory Board's responsibilities include:
 - a. Advising the Management Board on the activities and program being undertaken;
 - b. Expressing opinions on matters forwarded to the Advisory Board by the Management Board or the Foundation's Supervisory Board.

2. Meetings of the Advisory Board may be attended, without the right to vote, by individuals invited by the Advisory Board and representatives of organizations whose activities are related to the objectives of the Foundation.

Supervisory Board of the Foundation

§ 9

1. The Supervisory Board consists of 1 (one) to 5 (five) members.
2. The Supervisory Board elects from among its members a Chairman of the Supervisory Board who directs its work.
3. The first members of the Supervisory Board are appointed by the Founder. The subsequent members of the Supervisory Board to substitute persons who ceased to perform this function or to extend the composition of the Supervisory Board shall be appointed by the Supervisory Board in its decision by a majority vote. Members of the Supervisory Board are appointed for an indefinite period of time.
4. Membership in the Supervisory Board expires as a result of:
 - a. Death of a member of the Supervisory Board;
 - b. Long-term illness preventing the member from participating in the work of the Supervisory Board;
 - c. Resignation from membership in the Supervisory Board.

Manner of operation of the Supervisory Board and its powers

§ 10

1. The Supervisory Board adopts resolutions by a simple majority of votes at a meeting or by circulation in writing or by e-mail. The meeting may take place at the Foundation's seat, in another place or by means of direct remote communication. A resolution of the Supervisory Board adopted by circulation or by means of direct remote communication is valid if all the members of the Supervisory Board have been informed of the contents of the draft resolution.

If the Supervisory Board consists of more than one person, the Chairman of the Supervisory Board shall have the casting vote. The Supervisory Board may adopt rules of procedure for the Supervisory Board, specifying the detailed procedure for the work of this body.

2. The Supervisory Board is the body supervising the activities of the Foundation. In the aforementioned scope its powers include in particular:
 - a. Controlling the work of the Management Board, approving the proposed annual budget and action plan and acceptance of expenditures exceeding PLN 30,000;
 - b. Evaluating the proper use of the Foundation's assets and financial resources;

- c. Evaluating and approval of the Board's annual reports on the Foundation's activities;
- d. Appointment and removal of members of the Management Board;
- e. Deciding on the employment of members of the Management Board, setting their remuneration;
- f. Appointment of an attorney to conclude contracts with members of the Management Board.

Foundation Board

§ 11

1. The Management Board consists of 1 (one) to 3 (three) members, including the President.
2. The first composition of the Management Board is determined by the Founder.
3. The members of the Management Board are appointed for an indefinite period of time.
4. Membership in the Management Board expires as a result of:
 - a. Death of a Member of the Management Board;
 - b. Long-term illness of a member of the Management Board that prevents him/her from participating in the work of the Management Board;
 - c. Waiver of membership in the Management Board;
 - d. Removal of a member of the Management Board by the Supervisory Board.

Manner of operation of the Management Board

§ 12

1. The Management Board makes decisions by a simple majority of votes during a meeting or by circulation in writing or by e-mail. A meeting may take place at the seat of the Foundation, at another location or by means of direct remote communication. A resolution of the Management Board adopted by circulation or by means of direct remote communication is valid when all the members of the Management Board have been notified of the contents of the draft resolution. If the Management Board consists of more than one person, in case of a tie, the President of the Management Board shall have the casting vote. A detailed mode of work of the Management Board may be specified in the Rules approved by the Supervisory Board.
2. Members of the Management Board may receive remuneration for their participation in the work of this body in the amount and on the terms determined by the Supervisory Board.

Powers of the Management Board

§ 13

1. The Management Board manages the Foundation's activities and represents it outside.
2. In particular, the tasks of the Management Board include:
 - a. Conducting the day-to-day operations of the Foundation and representing the Foundation;
 - b. Performing tasks as agreed upon with the Advisory Board or Management Board;

- c. Managing the assets and funds of the Foundation;
 - d. Adopting annual financial plans and multi-year action programs for the Foundation based on the assumptions adopted by the Supervisory Board;
 - e. Preparing an annual financial report and an annual report on the Foundation's activities and presenting it to the supervisory body of the Foundation and to other entities indicated by law;
 - f. Accepting donations, bequests and grants;
 - g. Deciding on all matters not delegated to other Foundation bodies.
3. The Management Board is responsible for the implementation of the statutory objectives of the Foundation and for the correctness and expediency of activities undertaken by the Foundation.
 4. The Management Board is responsible for the transparency of the actions taken and the high quality of studies. The Management Board, guided by the best available knowledge, is responsible for formulating recommendations and conclusions.

Manner of representation of the Foundation

§ 14

1. Declarations of will on behalf of the Foundation shall be made by each member of the Management Board independently.

Amendment to the Statute

§ 15

1. Amendments to the Statute, including the objectives of the Foundation, shall be made by the Supervisory Board at a meeting held jointly with the Advisory Board in the form of a resolution adopted by a majority of votes.

Liquidation of the Foundation

§ 16

1. The decision to liquidate the Foundation in the event of achieving the objective for which the Foundation was established, or in the event of exhaustion of the financial resources and assets of the Foundation shall be made by resolution of the Supervisory Board with the consent of the Founder, and in the event that such consent is not possible for fortuitous reasons, independently.
2. The liquidator of the Foundation shall be the Management Board, unless otherwise stipulated in the resolution of the Supervisory Board referred to in Clause 1.
3. If funds remain after the liquidation of the Foundation, they will be transferred for public benefit purposes to other non-governmental organizations, indicated by the Supervisory Board, whose statutory objectives are similar to those of the Foundation.