

## REPRESENTATION BY A CANDIDATE FOR THE SUPERVISORY BOARD

I, the undersigned, Radosław Kudła, holding personal ID card No. ...., issued by the Mayor of the Capital City of Warsaw, Personal Identification Number (PESEL): 76070417710, hereby consent to be nominated and appointed as a member of the Supervisory Board of [ILLEGIBLE HANDWRITING] ("Company").

I further represent that:

- I have full legal capacity;
- there are no statutory impediments, particularly those set out in Art. 18 and Art. 387 of the Commercial Companies Code, that would preclude me from being appointed to and serving on the Company's Supervisory Board;
- I am not a partner in any competing partnership under civil law or another type of partnership, a member of a governing body of any incorporated company, or a member of a governing body of any other legal entity competing with the Company;
- I am not entered in the Register of Insolvent Debtors;
- I am not aware of any other obstacles to my election to the Company's Supervisory Board.

I further agree to promptly notify the Company in writing of any changes in circumstances relevant to my representations set out above.

I give my consent to the processing of my personal data and to the presentation of my profile and professional career to the Company's shareholders and investors to the extent the Company is required to provide such information to comply with its disclosure obligations as a listed company.

Warsaw, June 12th 2019

\_\_\_\_\_  
(place and date)

Radosław Kudła

\_\_\_\_\_  
(name and surname)

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\_\_\_\_\_  
(signature)

**Independence criteria and other requirements set forth in the Act on Statutory Auditors, Audit Firms, and Public Oversight of May 11th 2017**

I, the undersigned, Radosław Kudła, hereby represent that **there are no circumstances/there are certain circumstances\*** that would preclude/that preclude me from serving as an independent member of the Supervisory Board of [ILLEGIBLE HANDWRITING]S.A. (“Company”).

\* please elaborate on this statement by ticking the relevant options in the list below

Criterion	Do I meet the criterion?	
1) I am not and have not been within the last five years a member of senior management, including a member of the management board or another governing body, of the Company or a related entity	YES	X
	NO	
2) I am not and have not been within the last three years an employee of the Company or a related entity <i>(except when an employee who is not a member of senior management has been elected member of the Company’s supervisory board as an employee representative)</i>	YES	X
	NO	
3) I do not exercise control, within the meaning of Art. 3.1.37(a)–(e) of the Accounting Act of September 29th 1994, and do not represent any persons or entities who exercise control of the Company	YES	X
	NO	
4) I do not receive and have not received any significant additional remuneration from the Company or its related entity apart from a fee received as a member of the supervisory board or another supervisory body, including the audit committee, provided further that such additional remuneration: <ul style="list-style-type: none"> <li>• includes participation in a stock option plan or another performance-based remuneration scheme</li> <li>• does not include receipt of fixed payments under a retirement plan (including deferred remuneration) for prior service with the Company when payment of such remuneration is not contingent on continued service with the Company.</li> </ul>	YES	X
	NO	
5) I do not have and have not had for the last year a significant business relationship with the Company or any of its related entities, either directly or as an owner, partner, shareholder, member of the supervisory board or any other supervisory body, or as a member of senior management, including as a member of the management board or any other management body of an entity having such relationship;	YES	X
	NO	
6) I am not and have not been within the last two years: <ol style="list-style-type: none"> <li>a) an owner, partner or shareholder of the present or previous audit firm engaged to audit the financial statements of the Company or any of its related entities, or</li> <li>b) a member of the supervisory board or any other supervisory body of the present or previous audit firm engaged to audit the Company’s financial statements, or</li> <li>c) an employee or a member of senior management, including a member of the management board or any other managing body of the present or previous audit firm engaged to audit the financial statements of the Company or any of its related entities, or</li> <li>d) any other natural person engaged to provide services to or supervised by the present or previous audit firm or qualified auditor acting on behalf of such firm</li> </ol>	YES	X
	NO	
7) I am not a member of the management board or any other managing body of an entity whose supervisory board or any other supervisory body includes a member of the management board or any other managing body of the Company	YES	X
	NO	
8) I have not been a member of the supervisory board or any other supervisory body of the Company for more than 12 years	YES	X
	NO	
9) I am not married to, do not cohabit with, and am not related by blood or affinity in the direct line or in the collateral line up to the fourth degree to a member of the management board or another managing body of the Company or a person	YES	X
	NO	

referred to in items 1–8 above		
10) I am not related through adoption, custody or guardianship to a member of the management board or another managing body of the Company or a person referred to in items 1–8 above	YES NO	X
Notwithstanding the independence criteria referred to above, I declare that I have the knowledge and skills in accounting or auditing of financial statements [if yes, please describe the knowledge and skills below]	YES NO	X
Moreover, I have the knowledge and skills relevant to the industry in which the Company operates [if yes, please describe the knowledge and skills below]	YES NO	X

Warsaw, June 12th 2019

place, date

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signature

**Independence criteria for a Supervisory Board Member pursuant to Section II. Z.4 of the Code of Best Practice for WSE Listed Companies**

*[Annex II to Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board].*

Criterion	Do I meet the criterion?	
1) I am not an executive or managing director of the Company or an associated company, and I have not been in such a position for the previous five years	YES NO	X
2) I am not an employee of the Company or an associated company, and I have not been in such a position for the previous three years I am not a member of senior management and I have not been elected to the (supervisory) board in the context of a system of workers' representation recognised by law and providing for adequate protection against abusive dismissal and other forms of unfair treatment	YES NO	X
3) I do not receive and have not received any significant additional remuneration from the Company or an associated company apart from a fee received as non-executive or supervisory director	YES NO	X
4) I am not and I do not represent in any way the controlling shareholder(s) (control being determined by reference to the cases mentioned in Article 1 (1) of Council Directive 83/349/EEC (1))	YES NO	X
5) I do not have and have not had within the last year a significant business relationship with the Company or an associated company, either directly or as a partner, shareholder, director or senior employee of a body having such a relationship	YES NO	X
6) I am not and have not been within the last three years a partner or employee of the present or former external auditor of the Company or an associated company	YES NO	X
7) I am not an executive or managing director in another company in which an executive or managing director of the Company is non-executive or supervisory director, and I do not have other significant links with executive directors of the Company through involvement in other companies or bodies	YES NO	X
8) I have not served on the (supervisory) board as a non-executive or supervisory director for more than three terms (or, alternatively, more than 12 years where national law provides for normal terms of a very small length)	YES NO	X
9) I am not a close family member of an executive or managing director, or of	YES	X

persons in the situations referred to in items 1–8	NO
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Criterion	Do I meet the criterion?	
1) I am not an employee of or a person bound by a similar agreement with the company or a subsidiary or associated company	YES	X
	NO	
2) I do not have any actual significant links with a shareholder holding 5% or more of total voting rights in the Company	YES	X
	NO	

In accordance with Section II. Z.5. of the Code of Best Practice for WSE Listed Companies, a supervisory board member should provide the other members of the supervisory board as well as the company's management board with a statement that he meets the independence criteria set forth in Section II. Z.4.

Warsaw, June 12th 2019  
 \_\_\_\_\_  
 place, date

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 signature