

*Attachment No. 1 to the Resolution  
of the Supervisory Board  
of Mining Tools and Equipment Factories  
Capital Group Fasing Plc.  
dated December 11, 2023*

# REGULATIONS OF THE SUPERVISORY BOARD OF THE COMPANY

## MINING TOOLS AND EQUIPMENT FACTORIES CAPITAL GROUP FASING joint-stock company

with the registered seat in Katowice  
*(unified text)*

*Adopted by the Resolution of the  
Supervisory Board on December 11,  
2023*

## I. GENERAL PROVISIONS

### § 1.

The Supervisory Board, (hereinafter also referred to as the Board), is a permanent body supervising the Company's activity in all its fields.

### § 2.

The Supervisory Board acts on the basis of the Code of Commercial Companies, the company's Articles of Association, these Regulations and binding regulations of law. These regulations are adopted by the Supervisory Board in accordance with art. 18 point 3 of the Company's Articles of Association.

## II. COMPOSITION, APPOINTING AND TERM OF OFFICE OF THE SUPERVISORY BOARD

### § 3.

1. The Supervisory Board consists of five to nine members appointed by the General Assembly for a joint term of office, given:
  - 1) at least one member of the Supervisory Board shall have knowledge and skills in accounting or audits of financial statements,
  - 2) at least one member of the Supervisory Board shall have knowledge and skills in the field of industry in which the Company operates,
  - 3) at least two members of the Supervisory Board shall be independent of the Company under the provisions of Article 129 item 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight.
- 1<sup>1</sup>. Candidate who will perform duties in the Supervisory Board shall submit a declaration that one:
  - 1) has knowledge and skills in accounting or audits of financial statements,
  - 2) has knowledge and skills in the field of industry in which the Company operates,
  - 3) is independent of the Company under the provisions of Article 129 item 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight.
2. Term of office of the member of the Supervisory Board lasts 3 years.
  - 2<sup>1</sup> The term of office shall be calculated in full financial years. The same individual may be reappointed as a member of the Supervisory Board; however, such reappointment may not occur earlier than one year prior to the expiry of the current term of office.
3. Mandate of the member of the Supervisory Board expires the latest on the day of the General assembly meeting approving the financial report for the last full financial year of performing a function of the member of the Supervisory Board. Mandate of the member of the Supervisory Board, appointed before the Supervisory Board's term of office expiry date, expires simultaneously with the expiry date of the mandates of the remaining members of the Supervisory Board.
4. Mandate of a member of the Supervisory Board expires before its term of office expired as a result of :

- a) death of the member of the Supervisory Board,
  - b) resignation of the member of the Supervisory Board from the mandate,
  - c) dismissal of the member of the Supervisory Board from the composition of the Supervisory Board,
5. Submitting a resignation by the member of the Supervisory Board may occur at any time. However, if the member of the Supervisory Board receives remuneration and the resignation occurred without any important reasons, he or she is responsible for the arisen damage.
6. The member of the Supervisory Board should not make a resignation from his duty during the term of office, if this could make it impossible for the Board to function, particularly if this could make it impossible to pass an important resolution on time.

#### **§ 4.**

In case the composition of the Supervisory Board is reduced during the term of office, caused by the expiry of the mandate of the member of the Supervisory Board, the company's Board of Directors shall immediately take essential action aiming at supplementing the composition of the Supervisory Board. Supplementing of the composition of the Supervisory Board is carried out by the General Assembly.

#### **§ 5.**

1. The Board elects from within its members a Chairman, a Deputy Chairman and a Secretary of the Supervisory Board. The first meeting of the Supervisory Board is chaired by the oldest member of the Board.
2. The Chairman, the Deputy Chairman and the Secretary of the Board may be recalled from their functions at any time.
3. Voting over recalling the members of the Board shall be secret.
4. To the meetings of the Supervisory Board are invited the members of the Board of Directors, except for examining cases concerning the members of the Board of Directors directly, in particular remunerations, recalling or responsibility.  
At least one meeting per year takes place without the participation of the members of the Board of Directors.

### **III. SCOPE OF ACTIVITIES OF THE SUPERVISORY BOARD**

#### **§ 6**

1. The Supervisory Board permanently supervises the company's activities in all its fields.
2. Competences of the Supervisory Board specified in the law and the articles of association are in particular:
  1. assessment of the report of the Board of Directors from the company's business activity, both in the scope of conformity with the records and documents, and the actual state;

2. assessment of the financial report for the past financial year, both in the scope of conformity with the records and documents, and the actual state;
3. approval of the Company's Business Plan.
4. assessment of the motions of the Board of Directors as to profit distribution or loss coverage;
5. drawing up and submitting to the General Meeting the annual written report for the preceding financial year, as specified in paragraph 4.;
6. appointment an audit firm to audit financial statement of the Company;
7. stipulating and presenting the rules of profit distribution to the General Assembly, including stipulation of the sum for dividends and dividend payment dates or rules of loss coverage;
8. approving transactions comprising sale and acquisition of shares or another property or undertaking obligations, except for obligations securing realization of commercial agreements, if the value of one transaction exceeds 15% of the value of net assets of the Company, according to the last balance;
9. appointing and recalling members of the Board of Directors;
10. suspending for important reasons individual or all members of the Board of Directors;
11. delegating a member or members of the Supervisory Board, for a period not exceeding 3 months, to temporarily perform the duties of Board of Directors members who have been dismissed, have resigned, or are otherwise unable to perform their functions;
12. taking immediate and proper actions to make changes in the composition of the Board of Directors, in case a member of the Board of Directors cannot perform his/her function;
13. stipulating the number of members of the Board of Directors and rules of remunerating them;
14. stipulating the remuneration of the members of the Board of Directors employed within a contract of employment or another agreement;
15. expressing consent to the members of the Board of Directors to take up the business of the competition;
16. representing the company in agreements and disputes with the members of the Supervisory Board;
17. convening an Ordinary General Assembly, if the Board of Directors fails to convene it within the prescribed term;
18. convening an Extraordinary General Assembly, if it is recommended to do so;
19. authorization to bring action to revoke a resolution of the General Assembly;
20. expressing consent to stipulate by the Board of Directors, in case of increasing the capital, the emitting price of a share and exchanging shares for non-monetary contributions;
21. making use of expert opinions and opinions of the specialists chosen by itself, from outside the Company at the Company's costs;
22. expressing a consent to significant transactions within the meaning and on the terms and conditions set out in Chapter 4b of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to an organized trading system and on public companies;
23. carrying out, on the terms set out in a separate procedure, the periodic assessment of significant transactions within the meaning of the Act of 29 July 2005 on public offering and conditions for introducing financial instruments to an organized trading system and on public companies;
24. preparing an annual remuneration report in accordance with the Remuneration Policy for Members of the Board of Directors and the Supervisory Board of Mining Tools and Equipment Factories Capital Group FASING Plc. and the provisions of Art. 90g of the Act of 29 July 2005 on public offering, conditions for introducing financial instruments to an organized trading and on public companies.

25. other matters filed as motions by the Board of Directors or examined by the Supervisory Board on its own initiative;
3. When determining the remuneration of the members of the Board of Directors , the Supervisory Board shall take into account the provisions of the Remuneration Policy of the Members of the Board of Directors and the Supervisory Board of the company Mining Tools and Equipment Factories Capital Group FASING Plc.
4. The Supervisory Board report referred to in section 2 point 5 shall include at least the following:
  1. The results of the assessments referred to in section 2 points 1, 2, and 4;
  2. An assessment of the company's situation, including the adequacy and effectiveness of the internal control systems, risk management, compliance with applicable standards or practices, and internal audit systems implemented in the company;
  3. An assessment of the Management Board's performance of the duties referred to in Article 380<sup>1</sup> of the Commercial Companies Code;
  4. An assessment of the manner in which the Management Board prepares or provides the Supervisory Board with information, documents, reports, or explanations requested in accordance with Article 382 § 4 of the Commercial Companies Code;
  5. Information on the total remuneration due from the company for all audits commissioned by the Supervisory Board during the financial year in accordance with Article 382<sup>1</sup> of the Commercial Companies Code.

## **§ 7.**

1. The Supervisory Board shall perform its duties jointly, subject to the art. 390 § 2 and art. 391<sup>1</sup> of the Code of Commercial Companies.
2. If the General Assembly elects the Supervisory Board through voting in separate groups, the members of the Board elected by each group are entitled to delegate one member to the permanent and individual performing of supervisory activities.
3. The member of the Supervisory Board delegated by the group of shareholders to the permanent and individual supervision should submit a detailed report on performing his/her function to the Supervisory Board.

## **§ 8.**

1. The members of the Board perform their duties in person.
2. A member of the Supervisory Board shall primarily act in the interest of the Company and, in the performance of their duties, shall exercise due care resulting from the professional nature of their activities, and shall remain loyal to the Company.
3. The members of the Supervisory Board are entitled to demand from the Board of Directors to submit regular and exhaustive information on all essential matters concerning the company's business activity and on a risk connected with the performed activity and on ways of managing this risk.
4. The members of the Supervisory Board shall participate in the General Assembly, and should they be absent, they are obliged to present a written justification to the General Assembly.

5. Shall a conflict of interests occur, the member of to the Supervisory Board should inform the remaining members of the Board and refrain from speaking and voting over adopting a resolution in a matter, in which the conflict of interests occurred.
6. The member of the Board is obliged to inform the Company of his/her personal, factual and organizational connections with a specified shareholder, specifically with a majority shareholder. Submitting to the Company the information, as described in the previous sentence, shall be carried out immediately, in a written form, at a time enabling the Company to publicize it properly, as results from the generally binding laws.
7. The member of the Supervisory Board shall be obliged to inform the Company immediately of selling or purchasing the shares of the Company or its dominant company or dependent company, as well as information on all the transactions with such companies.

#### **IV. AUDIT COMMITTEE**

##### **§ 9.**

1. The Supervisory Board appoints among its members the Audit Committee members.
2. The Audit Committee shall consist of at least three members.
3. Tasks of the Audit Committee include in particular: monitoring a process of financial reporting in the Company, monitoring the effectiveness of the internal inspection systems, internal audit and risk management, controlling and monitoring the independence of the statutory auditor and the audit firm.
4. Detailed rules governing the Audit Committee, in particular rules of appointing Audit Committee members, including the ones that relate to criteria of independence and Audit Committee members' qualifications, as well as, detailed procedures of Audit Committee activities shall be laid down in the Regulations adopted by the Supervisory Board.

#### **V. MANNER OF CONVENING AND HOLDING THE MEETINGS**

##### **§ 10.**

1. The Supervisory Board shall be chaired by the Chairman, who is responsible for properly organizing its work, in particular convening the meetings of the Supervisory Board.
2. The Supervisory Board shall hold the meetings when necessary, at least once a quarter.
3. The meetings of the Board are chaired by the Chairman of the Board or, upon his authorization, his deputy.
4. The persons from outside the Board may participate in the meetings of the Board at the invitation of the Chairman of Deputy Chairman of the Board.

#### **§ 11.**

1. The Chairman of the Supervisory Board shall be obliged to convene the meeting of the Board on the motion of the Board of Directors or a member of the Supervisory Board, stipulating a proposed agenda.
2. The Chairman of the Board shall convene a meeting within two weeks of the date of submitting the motion
3. The agenda should not be changed or supplemented during the meeting to which it pertains. This requirement shall not apply if none of the members of the Supervisory Board participating in the meeting objects to such changes.
4. Meetings of the Supervisory Board are convened by the Chairman of the Board or, upon ~~by~~ his authorization, the Deputy Chairman or the Secretary.
5. The Chairman may transfer the conduct of the Board meeting to a person designated during the meeting after its opening.

#### **§ 12.**

1. Meetings of the Supervisory Board are convened by invitations. Invitation of holding a meeting of the Board and the materials for this meeting should be sent to the members of the Supervisory Board by the registered letter with a receipt confirmation, at least 7 days prior to the meeting date. In special cases, this term may be shortened, however in a manner ensuring receipt of the notice by all members of the Board.
2. The notice referred to in paragraph 1 shall specify the date, time, and place of the meeting, as well as the proposed agenda and the method of using means of remote communication during the meeting.
3. The Supervisory Board may hold meetings without formal convening if all members consent to this and no objections are raised regarding the inclusion of specific matters on the agenda.

#### **§ 13.**

1. The Supervisory Board adopts resolutions, if at least a half of the members is present on the meeting and all its members were invited.
2. The meeting of the Supervisory Board may also be attended by using the means of direct communication over distance. Detailed rules for participation in the meeting in the manner referred to in the first sentence are specified in the Regulations.
3. The resolutions of the Supervisory Board are adopted by an absolute majority of votes cast. The votes are understood as given "in favour", "against" or "refraining". In case of the even number of the votes, the vote of the Chairman of the Supervisory Board is decisive.
4. The resolutions of the Supervisory Board may be adopted only in the matters included in the agenda, unless all members of the Supervisory Board are present on the meeting and with the majority of votes they express their consent to extend the agenda.
5. The resolutions of the Supervisory Board may be adopted in a written manner, or by using the means of direct communication over distance if all members of the Supervisory Board are notified of the

content of draft resolution and at least half of the members of the Supervisory Board took part in adopting the resolution.

6. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Voting in writing may not concern matters added to the agenda at a Supervisory Board meeting.
7. The rules of participation in the meetings of the Supervisory Board, the Audit Committee, as well as casting votes by using means of direct communication over distance are specified in separate Regulations.

#### **§ 14.**

1. Voting on the meetings is by open ballot, with the following exceptions:
  - a) appointing and recalling the members of the Board of Directors,
  - b) suspending the members of the Board of Directors for important reasons,
  - c) appointing and recalling from the post a deputy chairman or a secretary.

#### **§ 15.**

1. There are taken minutes from the meetings of the Board.
2. The minutes should include:
  - a) date and place of the meeting,
  - b) subsequent number in a given term of office,
  - c) names and surnames of the present members of the Board and other persons present,
  - d) agenda and course of the meeting,
  - e) adopted resolutions,
  - f) number of the votes cast for each resolution and any dissenting opinions, together with their possible justifications.
3. The minutes are written down by the secretary of the Board or another person designated by the person presiding over the meeting.
4. The minutes shall be signed by at least the member of the Board chairing the meeting or managing the voting.
5. The originals of minutes together with the appendixes are kept in the Book of the Minutes, which is kept by the secretary of the Board.

#### **§ 16.**

1. The resolutions are the appendixes of the minutes and they are kept together.
2. The resolutions shall be signed at least by the Chairman of the Supervisory Board and another member of the Board delegated to perform this activity on a one-off basis or permanently.
3. The resolutions should include the subsequent number stroke the year, in which they are adopted.



#### **§ 17.**

A reporter may be designated by the Chairman to present a given matter. Plans, reports, motions and other materials being the subject of the meeting of the Board should be enclosed to the minutes.

#### **§ 18.**

1. Remuneration of the members of the Supervisory Board is determined in the resolution of the General Assembly, taking into account the provisions of the Remuneration Policy of the Members of the Board of Directors and the Supervisory Board of Mining Tools and Equipment Factories Capital Group FASING Plc.
2. The members of the Supervisory Board are entitled to the return of the expenses connected with his/her participation in the Board's works.

#### **§ 19.**

1. The costs of the activity of the Supervisory Board shall be covered by the Company.
2. The Supervisory Board shall use the office space, appliances and materials of the Company.
3. The Company provides office staff services to the Supervisory Board.

#### **§ 20.**

1. The Regulations shall take effect as of the date of being adopted by the Supervisory Board.
2. The regulations are available to t

