

**RULES OF PROCEDURE  
FOR PARTICIPATION IN MEETINGS OF THE MANAGEMENT BOARD  
OF RAFAKO S.A. OF RACIBÓRZ  
THROUGH MEANS OF REMOTE COMMUNICATION**  
*(Consolidated text as adopted by Resolution No. 37/2020 of the Management Board of June 16th  
2020)*

Section 1  
**DEFINITIONS**

1. Whenever used in these Rules, the following terms shall have the following meanings:

- 1.1. "Company" shall mean RAFAKO S.A.,
- 1.2. "Management Board" shall mean the Management Board of RAFAKO S.A.

Section 2  
**GENERAL**

1. These Rules of Procedure define the rules and technical requirements for participation in meetings of the Company's Management Board through means of remote communication.
2. Participation in Management Board meetings through means of remote communication may take place by means of:
  - a) a telephone connection providing two-way audio communication in real time;
  - b) software enabling real-time audio and video transmission;
3. Participants in a Management Board meeting held with the use of means of remote communication shall be able to:
  - a) actively participate in the meeting by being able to speak and submit motions/proposals;
  - b) vote.

Section 3  
**CONVENING AND CONDUCTING THE MEETINGS**

1. The decision about enabling participation in a Management Board meeting using means of remote communication shall be made by the party calling the meeting, who shall include information about this form of participation in the invitation to the meeting.
2. Details enabling joining the Management Board meeting through means of remote communication shall be sent to the email addresses of each Management Board member.
3. At the beginning of each meeting, the person conducting the meeting shall check attendance by identifying each Management Board member attending the meeting.
4. The minutes of a Management Board meeting held using means of remote communication shall be signed by all participants therein at the next face-to-face Management Board meeting.

Section 4  
**ADOPTING RESOLUTIONS**

1. The Management Board may adopt resolutions during meetings held using means of remote communication.
2. The Management Board may adopt resolutions if all of its members have been duly notified of its meeting.
3. A resolution adopted with the use of means of remote communication shall be valid if all Management Board members have been notified of the contents of the draft resolution and at least half of the Management Board members have participated in the adoption of the resolution.
4. If a vote is held at a meeting held using means of remote communication, the person conducting the meeting shall read the draft resolution.
5. Members of the Management Board shall exercise their voting rights at the meeting in such a way that, in the course of voting on a given resolution, the person conducting the meeting asks each Management Board member participating in the meeting whether they vote in favour of, against or abstain from voting on a resolution. After all Management Board members have cast their votes, the person conducting the meeting shall count the votes and declare whether the resolution has been adopted. Where technically feasible, the Chair may call a secret ballot either on their own initiative or at the request of a Management Board member.