

**/consolidated text/  
FOUNDATION  
STATUTES**

**Chapter 1 GENERAL**

**PROVISIONS**

**§ 1**

**Name of the Foundation**

1. The foundation under the name MT5 Foundation (hereinafter referred to as the "Foundation") was established by Łukasz Wysieński (hereinafter referred to as the "Founder") by notarial act drawn up on January 5, 2023, by Wojciech Zieleniewski, notary public in Warsaw. The Foundation operates on the basis of the provisions of the Act of April 6, 1984, on foundations (i.e., Journal of Laws of 2020, item 2167) and these Statutes.
2. The Foundation has a legal personality.

**§ 2**

**Area of activity of the Foundation, registered office, organizational units of the Foundation**

1. The Foundation operates in the Republic of Poland and abroad.
2. The seat of the Foundation is the capital city of Warsaw.

**§ 3**

**Duration of the Foundation**

The Foundation has been established for an indefinite period.

**§ 4**

**Supervisory authority**

The supervisory authority of the Foundation is the Minister of Culture and National Heritage.

**Chapter 2**

**SUBJECT AND FORMS OF ACTIVITY OF THE FOUNDATION**

## § 5

### Objectives and forms of activity of the Foundation

1. The Foundation's objectives are:

- 1) to promote and propagate pro-social and patriotic attitudes;
- 2) to undertake activities aimed at nurturing tradition, culture, and historical heritage;
- 3) to assist and support young people in their education and intellectual development;
- 4) to promote physical culture and sport;
- 5) to promote and organize volunteer work.
- 6) to undertake and perform tasks in the field of health care.

2. The Foundation pursues its statutory objectives by:

- 1) organizing and financing projects related to the promotion, preservation, and dissemination of national traditions, the cultivation of patriotic attitudes, and the presentation of defense and security, including meetings, concerts, historical and military trips, study trips, music workshops, lectures, performances, panels, screenings, exhibitions, conferences, symposia, shows, competitions, Olympiads, sports competitions, vernissages, reviews, and festivals;
- 2) promoting and popularizing anniversaries, figures, cultural history and traditions, and historical heritage important to the history of the Republic of Poland,
- 3) organizing shooting ranges with service facilities without architectural barriers, as places for recreation, leisure, and family gatherings, as well as for acquiring shooting skills and qualifications,
- 4) conducting activities supporting the competences and personal development of children and young people;
- 5) organizing and financing social campaigns and initiatives aimed at improving the functioning of public institutions, changing social awareness, and shaping civic, patriotic, and social attitudes;
- 6) initiating debates and taking a public stance on issues consistent with the Foundation's objectives,
- 7) conducting publishing activities,
- 8) cooperating with state and local government authorities, as well as non-governmental organizations, the business sector, various types of schools, mass media organizations, and individuals within the scope of the Foundation's objectives.
- 9) organizing and conducting medical activities.

3. The statutory activities referred to in paragraphs 1 and 2 shall be financed by the Foundation.

4. In order to achieve its objectives, the Foundation may provide financial and material support to other

legal entities conducting non-profit activities consistent with the objectives of the Foundation.

### **Chapter 3**

#### **FOUNDATION ASSETS**

##### **§ 6.**

##### **The founding fund and other assets of the Foundation**

1. The initial assets of the Foundation shall consist of a founding fund in the amount of PLN 3,000 (three thousand) specified in the notarial act of its establishment.
2. The Founder allocates PLN 1,000 (one thousand) from the founding fund to start business activities.
3. The Foundation may create other funds, including reserve and special-purpose funds, such as scholarship, research and development, and publishing funds.

##### **§ 7.**

##### **Foundation income**

The Foundation's income comes from:

- 1) donations, inheritances, and bequests;
- 2) subsidies, grants, and other financial assistance;
- 3) income from the Foundation's assets;
- 4) income from collections and public events,
- 5) bank interest,
- 6) from the business activities conducted by the Foundation.

##### **§ 8.**

##### **Disposal of the Foundation's assets**

1. The Foundation's assets may only be used to carry out its statutory activities. Income generated from the Foundation's assets shall be used exclusively to achieve its statutory objectives and to restore and increase its assets necessary to achieve its statutory objectives.
2. Dividends and profits from shares and stocks in commercial companies may be used exclusively to finance statutory objectives.
3. Donations, inheritances, bequests, and income from public generosity may be allocated to specific statutory objectives in accordance with the decision of the Management Board, unless the donors, testators, or other contributors have indicated a specific statutory objective.

### **Chapter 4**

## **ECONOMIC ACTIVITY OF THE FOUNDATION**

### **§ 9**

1. In order to increase the funds for the implementation of its statutory tasks, the Foundation may conduct economic activity independently in the country in accordance with the applicable regulations.
2. All profits from these activities shall be allocated to statutory activities and to cover the necessary costs of the Foundation's operations.
3. The Foundation's economic activity may also be fulfilled through participation in companies operating on the principles set out in the Commercial Companies Code.

### **§ 10.**

The Foundation may conduct economic activity in the following areas:

- 1) General medical practice (PKD 86.21.Z),
- 2) Specialist medical practice (PKD 86.22.Z),
- 3) Other healthcare activities (PKD 86.90),
- 4) Education (PKD 85).

### **§ 11.**

1. Economic activity should ensure full reimbursement of the expenses incurred, and the income from it is allocated to finance the statutory activities and maintenance costs of the Foundation.
2. The Foundation's economic activity is managed by its Management Board. However, the Foundation's Management Board may appoint a director to run the Foundation's activities, who will be granted a power of attorney to represent the Foundation in the scope of the economic activity conducted. The appointed director acts on the basis of guidelines of the Management Board of the Foundation.
3. The size of employment, remuneration and funds allocated for remuneration are determined by the Foundation's Management Board.
4. Fixed assets used in business activities are subject to depreciation and amortization in accordance with applicable rules.
5. Decisions regarding investment projects are made by the Foundation's Management Board.

### **§ 12.**

#### **Foundation finances, accounting books**

The Foundation manages its finances and keeps its accounting books in accordance with separate regulations.

**Chapter 5**  
**FOUNDATION BODIES**

**§ 13.**  
**Foundation bodies**

The Foundation's body is the Management Board.

**§ 14**  
**Method of appointing and dismissing the Management Board**

Members of the Management Board are appointed and dismissed by the Founder by way of a resolution.

**§ 15**  
**Composition of the Management Board and duration of its term of office**

1. The Management Board of the Foundation shall consist of one to three members. The Management Board shall be headed by the President, who shall manage its activities.
2. The Management Board is appointed for a term of 4 years. The composition of the Management Board is determined by the Founder before the election of a new Management Board.
3. Membership of the Management Board shall cease upon expiry of the term of office, resignation, dismissal or death of a member of the Management Board.
4. A member of the Management Board may be dismissed before the end of their term of office (at any time by way of a resolution of the Founder) in the event of:
  - 1) resignation;
  - 2) undertaking employment whose nature prevents the proper performance of the duties of a member of the Management Board;
  - 3) illness, disability, or loss of capacity resulting in permanent incapacity to perform their duties;
  - 4) improper performance of the duties of a member of the Management Board;
  - 5) significant violation of the provisions of the Articles of Association.

**§ 16.**  
**Competences of the Management Board**

1. In the case of a single-member Management Board, the President is authorized to represent the Foundation. In the case of a multi-member Management Board, two members acting jointly (the President together with another member) are authorized to represent the Foundation.

2. The scope of the Management Board's authority includes making all decisions concerning the Foundation that are not reserved for the Founder, in particular:
- 1) adopting action programs and annual and long-term financial plans of the Foundation;
  - 2) managing the Foundation's assets;
  - 3) accepting subsidies, donations, inheritances, and bequests;
  - 4) determining the level of employment and the amount of funds for remuneration for Foundation employees;
  - 5) preparing reports on the Foundation's activities and submitting them to the Founder for approval;
  - 6) organizing the Foundation's economic activity;
  - 7) adopting resolutions on amendments to the Statutes, merger and liquidation of the Foundation;
  - 8) disposing of income for statutory purposes and profits from economic activity;
  - 9) establishing accounting principles and a chart of accounts, as well as creating, abolishing, and managing the Foundation's funds.
3. The Management Board adopts resolutions by an absolute majority of votes cast. In the event of a tie, the President of the Management Board has the casting vote.
4. The members of the Management Board conduct the Foundation's affairs independently within the limits set by the Management Board's rules of procedure.

## **§ 17.**

### **Making declarations of intent on behalf of the Foundation**

Declarations of intent on behalf of the Foundation are made by the Foundation's Management Board.

## **Chapter 6**

### **AMENDMENT OF THE FOUNDATION'S STATUTES**

## **§ 18**

### **Amendment of the Foundation's Statutes**

1. Decisions regarding amendments to the Statutes and the purpose of the Foundation shall be made by the Foundation's Management Board after obtaining the Founder's positive opinion expressed in the form of a resolution.
2. A change in the composition of the Management Board does not constitute an amendment to the Statutes.

## **Chapter 7**

### **MERGER WITH ANOTHER FOUNDATION**

## **§ 19**

### **Merger with another foundation**

1. In order to effectively achieve its statutory objectives, the Foundation may merge with another foundation with similar objectives on terms agreed by the parties concerned.
2. The decision to merge with another foundation shall be made by the Foundation's Management Board after obtaining the Founder's positive opinion expressed in the form of a resolution.

## **Chapter 8**

### **LIQUIDATION OF THE FOUNDATION**

## **§ 20.**

### **Liquidation of the Foundation**

1. The Foundation shall be liquidated upon achieving the objectives for which it was established or upon exhaustion of its financial resources and assets.
2. The decision to liquidate the Foundation shall be made by the Management Board after obtaining the Founder's positive opinion expressed in the form of a resolution.

## **§ 21**

### **Method of liquidation of the Foundation**

1. The liquidator of the Foundation shall be appointed by the Management Board.
2. The duties of the liquidator shall include, in particular:
  - 1) submitting an application to the competent district court for the entry of the opening of liquidation;
  - 2) notifying the Foundation's creditors, by way of press announcements, to submit their claims within 3 months of the date of the announcement;
  - 3) preparing the opening balance sheet for liquidation and a list of creditors;
  - 4) preparing a financial plan for liquidation and a plan for satisfying liabilities;
  - 5) collecting receivables, fulfilling obligations and realizing the Foundation's assets;
  - 6) transferring the remaining assets to the designated entities after satisfying creditors;
  - 7) notifying the competent registry court of the completion of liquidation and submitting a request to remove the Foundation from the register;
  - 8) transferring the Foundation's documents to the competent archive.

**§ 22.**

**Allocation of assets remaining after the liquidation of the Foundation**

The assets remaining after the liquidation of the Foundation may be allocated to foundations or associations operating in the Republic of Poland with similar statutory objectives.

**Chapter 9  
MISCELLANEOUS  
PROVISIONS**

**§ 23**

**Appointment of the first Management Board**

The Founder appoints the following persons to the first Management Board of the Foundation: Łukasz Wysieński – President of the Management Board.

Łukasz Wysieński – President of the Management Board