

AGREEMENT OF SIMPLE JOINT STOCK COMPANY  
of 07 April 2022

**§ 1**

:

1. JERZY ZAŁUSKI, PESEL number: 84081303117, address: POLAND 05-092 ŁOMIANKI, WIOSENNA 24A, declare that on the basis of this agreement they establish a simple joint-stock company, called hereinafter referred to as the "Company".

**§ 2**

The name of the Company is: SCENOGRAFICZNA SIMPLE SPÓŁKA AKCYJNA.

**§ 3**

The seat of the Company is: WARSAW.

**§ 4**

The subject of the Company's activity is:

- 1) (PKD 14.13.Z) PRODUCTION OF OTHER OVERWEAR,
- 2) (PKD 31.09.Z) PRODUCTION OF OTHER FURNITURE,
- 3) (PKD 59.11.Z) ACTIVITIES RELATED TO THE PRODUCTION OF FILM PROGRAMS AND RECORDINGS TELEVISION.

**§ 5**

1. The number of the Company's shares is 1,370 (say: one thousand three hundred and seventy), including:

- 1) 48 series A shares with numbers from 1 to 48 and the issue price of each share in the amount of PLN 10.00 (say: ten zlotys zero groszy). ) ;
- 2) 52 series AZ shares, from numbers 1 to 52 and the issue price of each share of PLN 10.00 (say: ten zloty zero).
- 3) 470 series B shares from numbers 1 to 470 and the issue price of each share in the amount of PLN 1,000.00 ( one thousand zlotys).
- 3) 800 series B1 shares from numbers 1 to 800 and the issue price of each share in the amount of PLN 500.00 ( five hundred zlotys).

2. Ordinary shares: All series A, B, B1 shares are ordinary shares.

3. Founding shares: All AZ series shares are founding shares. The issue of new shares may not violate the minimum ratio of the number of votes attached to the founding shares to the total number of votes attributable to all shares of the Company, which is 1.00 (say: one, zero)%. In the case of an issue of new shares that could violate this ratio, the number of votes from the founding shares is increased accordingly

**. § 6**

The Company's shares include:

- 1) shareholder: JERZY ZAŁUSKI, PESEL number: 84081303117, address: POLSKA 05-092 ŁOMIANKI, WIOSENNA 24A includes:
  - 52 (say: fifty two) AZ series shares, from numbers 1 ( one) to 52 ( fifty two);
  - 48 (say: forty-eight) series A shares from numbers 1 ( one) to 48 ( forty-eight).

## **§ 7**

All shares of the Company are covered by cash contributions.

## **§ 8**

1. The shareholders made the following contributions:

1) shareholder: JERZY ZAŁUSKI, PESEL number: 84081303117, address: POLSKA 05-092 ŁOMIANKI, WIOSENNA 24A made a cash contribution with a total value of PLN 1,000.00 (in words: one thousand zlotys zero groszy).

## **§ 9**

Disposal of a fully paid-up share does not require the consent of the Company.

## **§ 10**

The pledgee and usufructuary may not exercise the voting rights attached to the share on which the pledge or usufruct has been established.

## **§ 11**

1. The Management Board may pay advances towards the expected dividend for the financial year.
2. The company may create reserve capitals.

## **§ 12**

The bodies of the Company are:

- 1) the Management Board;
- 2) General meeting.

## **§ 13**

1. The Management Board consists of one or more members appointed, dismissed and suspended for important reasons by a resolution of shareholders.
2. The term of office of a member of the Management Board is 5 years. The number of members of the Management Board is from 1 to 3.

## **§ 14**

Each member of the Management Board is independently authorized to make statements on behalf of the Company.

## **§ 15**

The shareholders of the first Management Board of the Company are appointed by:

1) JERZY ZAŁUSKI, PESEL number: 84081303117, address: POLSKA 05-092 ŁOMIANKI, WIOSENNA 24A, function: president of the management board.

## **§ 16**

1. Shareholders' resolutions are adopted at the general meeting or outside the meeting: in writing or by e-mail using the e-mail addresses entered in the register of shareholders.
2. Shareholders may participate in the general meeting and vote using electronic means of communication that meet the conditions required by law.

**§ 17**

The general meeting is valid regardless of the number of shares represented at it, unless the law provides otherwise.

**§ 18**

Shareholders' resolutions are adopted by an absolute majority of votes, unless the law provides otherwise.

**§ 19**

1. The calendar year is the financial year, subject to the provisions of subpara.
2. The first financial year ends on 31 December 2022.