

**ARTICLES OF ASSOCIATION OF CREEPY JAR SPÓŁKA AKCYJNA**  
**(consolidated text)**

**I**

**GENERAL PROVISIONS**

**§1**

**Business name of the Company**

1. The Company operates under the name of **CREEPY JAR spółka akcyjna**.
2. In trading, the Company may use its abbreviated business name: **CREEPY JAR S.A.**

**§2**

**Registered office**

The Company's seat is the capital city of Warsaw.

**§3**

**Duration of the Company**

The duration of the Company is indefinite.

**§4**

**Place of business of the Company**

The Company operates within the territory of the Republic of Poland and may operate outside its borders.

**§5**

**Organizational structure of the Company**

1. The Company may establish branches, representative offices, subsidiaries and other establishments, create and operate its own enterprises and participate in other economic organizations.
2. The Company may acquire shares in other domestic and foreign companies.

**§6**

**Scope of activity**

1. According to the Polish Classification of Business Activities, the Company's scope of activity is as follows
  - a. 62.01.Z. computer programming activities - **core business**,
  - b. 58.21.Z. publishing of computer games,
  - c. 62.09.Z. other information technology and computer service activities,
  - d. 63.11.Z. data processing, hosting and related activities,
  - e. 63.12.Z. web portals,
  - f. 63.99.Z. other information service activities not elsewhere classified,
  - g. 71.20.B. other technical testing and analysis,
  - h. 72.19.Z. other research and experimental development on natural sciences and engineering
  - i. 70.22.Z. business and other management consultancy activities,
  - j. 74.90.Z. other professional, scientific and technical activities not elsewhere classified,
  - k. 63.91.Z. news agency activities.
2. Activities which would require a concession or permit will be conducted by the Company after obtaining such a concession or permit.

II  
**COMPANY CAPITAL, SHARES, BONDS**  
**§7**

**Share capital**

1. The Company's share capital amounts to PLN 679.436 (six hundred seventy-nine thousand four hundred thirty-six zlotys) and is divided into 679,436 (six hundred seventy-nine thousand four hundred thirty-six) ordinary shares with a nominal value of PLN 1 (one zloty) each, including:
  - a. 500.000 (five hundred thousand) series A ordinary bearer shares with a nominal value of PLN 1 (one zloty) each, with numbers from 000001 to 500000;
  - b. 147.082 (one hundred forty seven thousand eighty two) ordinary series B bearer shares with a nominal value of PLN 1 (one zloty) each, numbered from 000001 to 147082;
  - c. 32.354 (thirty two thousand three hundred and fifty four) ordinary series C bearer shares with a nominal value of PLN 1 (one zloty) each, numbered from 00001 to 32354.
2. 100.000 (one hundred thousand) series A shares were acquired in exchange for a cash contribution in the amount of PLN 100.000 (one hundred thousand), made before registration of the Company.
3. 400.000 (four hundred thousand) series A shares were acquired in exchange for non-cash contributions of the total value of PLN 400.000 (four hundred thousand zlotys), made before the registration of the Company.
4. All series B shares were acquired in exchange for a cash contribution of PLN 2,500,394 (two million five hundred thousand three hundred ninety-four zlotys).
5. All series C shares were acquired in exchange for cash contribution in the amount of PLN 2,103,010 (two million one hundred three thousand and ten zloty).

**§8**

**Increase and reduction of share capital**

1. The share capital may be increased or decreased by resolution of the General Meeting of Shareholders.
2. The share capital is increased by issuing new shares or by increasing the nominal value of the existing shares. Share capital may be reduced by reducing the nominal value of shares or by redeeming some shares.
3. Resolutions of the General Meeting of Shareholders referred to above shall require a majority of 3/4 (three fourths) of votes.
4. If further shares are issued, each subsequent issue will be designated by the next letter of the alphabet.
5. The Management Board is authorised to increase the share capital by up to PLN 67,000 (in words: sixty-seven thousand zloty) through the issue of up to 67,000 (in words: sixty-seven thousand) new ordinary shares with a par value of PLN 1 (one zloty) per share "**(Target Capital)**" on the following terms:
  - a. an increase in the Company's share capital within the limits of the Target Capital may be effected only for the purpose of offering the shares issued within the limits of the Target Capital: (ii) investors interested in investing in the Company, selected by the Management Board at its discretion from among third parties, excluding members of the Company's Management Board ("Investors"), with the proviso that the number of new shares issued as part of the increase of the Company's share capital within the limits of the Target Capital for the purposes of offering them to Investors may not exceed 30. 000 (thirty thousand) shares and the date of the Company's share capital increase within the limits of the Target Capital for

the purposes of offering them to Investors may not be earlier than 18 (eighteen months) from the date of registration in the Register of Entrepreneurs of an amendment to the Company's Articles of Association entitling the Management Board to increase the Company's share capital within the limits of the Target Capital;

- b. The Management Board may exercise the above authorisation by effecting one or several consecutive increases in the share capital within the limits specified in this section;
  - c. the entitlement of the Management Board referred to in this section shall expire 3 (three) years from the date of registration of the amendment to the Company's Articles of Association covering the granting of such entitlement in the register of entrepreneurs;
  - d. shares issued by the Management Board within the limits of the Target Capital may not be preference shares, nor may personal rights be attached to them for their holders;
  - e. shares issued within the limits of the Target Capital may be taken up only in exchange for cash contributions;
  - f. an increase in the share capital may not be effected from the Company's own funds;
  - g. with the prior consent of the Supervisory Board expressed by way of a resolution adopted unanimously, the pre-emptive right of existing shareholders in relation to shares issued by the Management Board within the limits of the Target Capital may be excluded in whole or in part;
  - h. the issue price of shares issued within the limits of the Target Capital shall be determined by the Management Board in a resolution on increasing the share capital within the limits of the Target Capital, with the prior consent of the Supervisory Board expressed by way of a resolution adopted unanimously;
  - i. subject to the provisions of this paragraph to the contrary (in particular the requirement to obtain the approval of the Supervisory Board for specific actions) the Management Board shall decide on all matters relating to the increase of the share capital within the limits of the Target Capital, in particular the Management Board shall be authorised to:
    - i. carrying out the issue of shares by way of private subscription through the conclusion of agreements on the acquisition of shares with entities specified by the Management Board or by way of public offering in accordance with the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of 29 July 2005 (Dz. U. 2019.623 i.e. of 2019.04.02 - ("**Act on Public Offering**")),
    - ii. determining the number of shares to be issued in a tranche or series,
    - iii. determining the dates of opening and closing of the subscription or the date of concluding the agreement on taking up shares within the framework of the private subscription,
    - iv. specification of entities to which the offer to take up shares will be addressed,
    - v. determining the details of the procedure for concluding and the content of share acquisition agreements,
    - vi. determination of when shares of particular issues will participate in dividend,
    - vii. determination of detailed conditions of share allotment,
    - viii. determination of the pre-emptive right day or days, unless the pre-emptive right is waived.
6. A resolution of the Management Board adopted under the statutory authorization granted in this paragraph shall replace a resolution of the General Meeting of Shareholders on increasing the Company's share capital.

## **§9**

### **Reserve and supplementary capital**

1. The Company creates supplementary capital to cover losses.
2. At least 8% of the profit for a given financial year shall be transferred to the supplementary capital until the capital reaches at least one third of the share capital.
3. The supplementary capital also includes surpluses achieved in the issuance of shares above their nominal value and the remaining surpluses - after covering the costs of issuing shares and surcharges paid by shareholders in exchange for granting special rights to their existing shares, as long as they are not used to offset extraordinary write-downs or losses.
4. Pursuant to a resolution of the General Meeting, the Company may create reserve capital to cover specific losses or expenses.
5. The General Meeting of Shareholders decides on the use of the supplementary capital and the reserve capital, however a part of the supplementary capital in the amount of 1/3 (one third) of the share capital may be used only to cover the loss shown in the financial statement.

## **§10**

### **Shares**

1. The Company's shares are ordinary bearer shares and are not convertible to registered shares.
2. One share entitles to one vote at the General Meeting of Shareholders.

## **§11**

### **Dividend**

1. Shareholders have the right to share in the profit shown in the audited financial statements and allocated by the General Meeting of Shareholders for payment to shareholders.
2. Profit is distributed in proportion to the number of shares. If the shares are not fully paid up, the profit shall be distributed in proportion to the payments made for the shares.
3. The date according to which the list of shareholders entitled to dividends for a given financial year is determined (Dividend Date) and the date of payment of dividends is determined by the Ordinary General Meeting of Shareholders.
4. The Record Date may be set for a date falling not earlier than five days and not later than three months after the date of adoption of the resolution on profit distribution. The dividend payment date may be within the next three months from the Record Date.
5. The Company may pay an advance on the anticipated dividend if its approved financial report for the previous year shows profit. The advance payment may amount to no more than a half of the profit made from the end of the previous financial year, disclosed in the audited financial statements, increased by reserve capitals established from profits which may be used by the Management Board to make advance payments and decreased by uncovered losses and own shares.
6. The Management Board shall be entitled to pay the shareholders an advance on the expected dividend at the end of the financial year if the Company has sufficient funds for the payment. Payment of an advance requires the consent of the Supervisory Board.

## **§12**

### **Redemption of shares**

1. The Company's shares may be redeemed upon the consent of the shareholder concerned by such redemption, by way of purchase thereof by the Company (voluntary redemption). Voluntary redemption may not be made more often than once per financial year.

2. A shareholder may apply to the Management Board for redemption of its shares. In such a case, the Management Board will propose that the agenda of the next General Meeting of Shareholders include adoption of a resolution on redemption of shares.
3. With the consent of the shareholder whose shares are to be redeemed, the redemption of shares may take place without compensation.
4. Redemption of shares shall require a resolution of the General Meeting.
5. A resolution of the General Meeting to redeem shares shall be adopted by a qualified majority of 3/4 of the votes.

### **§13**

#### **Bonds**

1. The Company may issue bonds and other securities to the extent permitted by law. On the basis of resolutions of the General Meeting of Shareholders, the Company is entitled to issue bonds convertible into shares or bonds with the right of priority to acquire shares.
2. The resolution of the General Meeting of Shareholders concerning the issuance of bonds convertible into shares and bonds with priority right to acquire shares shall be adopted by a qualified majority of 3/4 (three fourths) of votes.

### **III**

#### **BODIES OF THE COMPANY**

### **§14**

#### **General provisions**

The Company's bodies are:

1. General Meeting of Shareholders,
2. Supervisory Board,
3. Management Board.

### **§15**

#### **General Meeting of Shareholders**

1. The General Meeting of Shareholders may be ordinary or extraordinary.
2. The General Meetings of Shareholders shall be held at the Company's registered office.
3. The Ordinary General Meeting of Shareholders should be held within six months after the end of each financial year.
4. An Extraordinary General Meeting of Shareholders shall be convened in the cases set out in the Commercial Code or in the Company's Articles of Association, as well as when the bodies or entities authorised to convene General Meetings deem it appropriate.
5. The General Meeting of Shareholders shall be convened by the Company's Management Board.
6. The Supervisory Board may convene an Ordinary General Meeting of Shareholders if the Management Board fails to convene it within the time limit making it possible to hold the meeting within the time limit specified in section 3 above and an Extraordinary General Meeting of Shareholders if it considers it advisable to convene it.
7. The General Meeting of Shareholders shall be convened by way of announcement on the Company's website and in the manner prescribed for announcement of current information pursuant to the provisions of the Act on Public Offering. The announcement should be made at least 26 (twenty six) days before the date of the General Meeting.

## **§16**

1. A shareholder can take part in the General Meeting in person or by proxy.
2. The General Meeting of Shareholders may adopt resolutions only in matters included in the agenda, unless the entire share capital is represented at the General Meeting of Shareholders and none of the present objects to the adoption of the resolution.
3. The subject matter of the Ordinary General Meeting of Shareholders should include, in particular:
  - a. examination and approval of the Management Board's report on the Company's operations and financial statements for the previous financial year;
  - b. adopting a resolution on profit distribution or loss coverage;
  - c. acknowledging the fulfilment of duties by members of the Company's bodies.
4. Apart from the matters reserved by the provisions of this Statute and the law, the powers of the General Meeting shall include:
  - a. adopting the remuneration policy for the members of the Management Board and the members of the Supervisory Board of the Company;
  - b. determining the amount of remuneration for members of the Supervisory Board in accordance with the adopted remuneration policy;
  - c. giving consent for the Company to conclude an agreement with members of the Supervisory Board, their spouses, their descendants, their other relatives and relations by affinity up to the second degree and entities related to them within the meaning of the Accounting Act of 29 September 1994.
5. Acquisition and disposal of real estate, perpetual usufruct or share in real estate, as well as establishment of limited property right thereon does not require consent of the General Meeting of Shareholders.
6. Voting at the General Meeting of Shareholders shall be open. Secret ballot shall be ordered in the case of elections and motions for dismissal of members of the Company's bodies or liquidators, for holding them liable, in personal matters and at the request of at least one shareholder present or represented at the General Meeting of Shareholders.
7. Unless the provisions of the Commercial Code or the Statute provide otherwise, the General Meeting of Shareholders is valid and may adopt resolutions irrespective of the number of shares represented.
8. Subject to the mandatory provisions of the Commercial Code and the provisions of the Articles of Association, resolutions of the General Meeting shall be adopted by an absolute majority of votes.

## **§17**

1. The General Meeting of Shareholders is opened by the President of the Management Board or a person appointed by the Management Board. Next, the Chairman of the General Meeting of Shareholders is elected from among the candidates proposed by those entitled to participate in the General Meeting of Shareholders.
2. Detailed principles for conducting the meeting and adopting resolutions by the General Meeting may be defined in the Rules and Regulations of the General Meeting adopted by the General Meeting.
3. The Rules and Regulations of the General Meeting may be amended by way of a resolution of the General Meeting. In the case of amendments to the Rules and Regulations, the amendments made shall become effective at the earliest from the next General Meeting.

## **§18**

### **Supervisory Board**

1. The Supervisory Board exercises constant supervision over the Company's activities in all in areas of its operations.
2. The Supervisory Board consists of 5 (five) to 7 (seven) members, including the Chairman and Members of the Supervisory Board.
3. Members of the Supervisory Board shall be appointed and dismissed by the General Meeting of Shareholders, subject to the second sentence of this section. A shareholder - Venture Fundusz Inwestycyjny Zamknięty, in the period in which it holds at least 10% of shares in the share capital of the Company, has a personal right to appoint and dismiss one member of the Supervisory Board.
4. The number of members of the Supervisory Board shall be determined by the General Meeting of Shareholders.
5. The Chairman of the Supervisory Board shall be elected by the Supervisory Board from among its members.
6. Remuneration of members of the Supervisory Board is determined by the General Meeting of Shareholders within the framework of the adopted remuneration policy.
7. The term of office of the members of the Supervisory Board shall be joint and shall be 4 (four) years.
8. Any member of the Supervisory Board may be re-elected to this function.
9. From among its members, the Supervisory Board shall set apart an audit committee within the meaning of the Act of May 11, 2017 on Statutory Auditors, Audit Firms and Public Supervision ("**Uobr**"), consisting of 3 (three) members (the "**Audit Committee**").
10. The Chairman of the Audit Committee is appointed by the Audit Committee from among its members.
11. At least one member of the Audit Committee must have knowledge and skills in accounting or auditing.
12. At least 2 (two) members of the Audit Committee, including its Chairman, must meet the independence requirements in accordance with the criteria contained in the regulations of the Uobr,
13. Audit Committee members must have knowledge and skills in the Company's industry. This condition shall be deemed to be fulfilled if at least one member of the Audit Committee has knowledge and skills in this industry, or individual members within specific ranges have knowledge and skills in this industry.
14. The Audit Committee performs, in particular, the tasks indicated in the provisions of the Uobr.

## **§19**

1. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board, on its own initiative or at the request of another member of the Supervisory Board or at the request of the Management Board, subject to section 2 below.
2. If the Chairman of the Supervisory Board fails to convene a meeting of the Supervisory Board at the request of the Management Board or another member of the Supervisory Board within 14 (fourteen) days from the date of receipt of the request, the applicant may convene the meeting independently, stating the date, place and proposed agenda.
3. The agenda shall be determined by the person authorized to convene the meeting of the Supervisory Board. If the Supervisory Board is convened at the request of the Management Board

or a member of the Supervisory Board, the agenda should include the matters indicated by the applicant.

4. Invitations to the meeting of the Supervisory Board shall be made in writing and delivered at least 3 (three) days before the scheduled date of the meeting to the members of the Supervisory Board. Invitations may also be delivered by e-mail, if a Supervisory Board member consents to this form of delivery by indicating its e-mail address.
5. In matters not included in the agenda, the Supervisory Board may not adopt a resolution, unless all its members are present and consent to the adoption of the resolution.
6. The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting and all its members have been invited.
7. The Supervisory Board may also adopt a resolution without being formally convened if all its members are present and consent to hold a meeting and to include individual issues in the agenda.
8. The Supervisory Board shall adopt resolutions by an absolute majority of votes. In the case of an equal number of votes, the Chairman of the Supervisory Board shall have the casting vote.
9. Resolutions of the Supervisory Board are minuted. The minutes should contain the agenda, the surnames and first names of the Supervisory Board members present, the number of votes cast on individual resolutions and dissenting opinions.
10. A member of the Supervisory Board shall inform the other members of the Supervisory Board of any conflict of interest that has arisen or may arise, and shall refrain from taking part in the discussion and from voting on the adoption of a resolution on the issue in which the conflict of interest has arisen.
11. An independent Member of the Supervisory Board shall confirm to the other Members of the Supervisory Board that it meets the criteria of independence. The independent member of the Supervisory Board should provide the Management Board with information on any circumstances causing it to lose this characteristic.
12. The rules of operation of the Supervisory Board of the Company may be specified by the Rules and Regulations of the Supervisory Board. The Supervisory Board is entitled to adopt Rules and Regulations of the Supervisory Board, and the Supervisory Board also adopts Regulations and Regulations of the Audit Committee.

## **§20**

1. Apart from the matters reserved by the provisions of this Statute and legal regulations, the competencies of the Supervisory Board include:
  - a. determination of the amount of remuneration of the Management Board members taking into account the Management Board members' remuneration policy adopted by the General Meeting;
  - b. giving consent to the disposal of economic copyrights or other intellectual or industrial property rights, in particular the rights to software source codes and trademarks;
  - c. granting consent to subscription, purchase or sale of shares in other commercial companies and to the Company's joining other entrepreneurs;
  - d. giving consent to acquisition and disposal of real property, perpetual usufruct or share in real property, as well as establishment of limited property right thereon;
  - e. giving consent to the acquisition of an enterprise or an organized part thereof;



- f. giving consent to the execution of agreements between the Company and any related entity - within the meaning of the Corporate Income Tax Act of 15 February 1992 - with any member of the Company's Management Board;
  - g. giving consent for the Company to enter into credit, loan, factoring, leasing or other similar agreement in the amount exceeding 50% of the Company's equity disclosed in the Company's latest approved annual financial statements, subject to section 2 below;
  - h. giving consent for the Management Board to take up activities whose value exceeds 50% of the Company's equity disclosed in the Company's last approved annual financial statements, subject to section 2 below;
  - i. giving consent for the Company to issue sureties or guarantees (except for quality guarantees related to the Company's goods, products or services);
  - j. approval of encumbering the Company's assets with a pledge or mortgage or establishing other limited property rights thereon;
  - k. selection of the Company's auditor;
  - l. giving consent to the Company to make any gratuitous dispositions or to incur any gratuitous obligations;
  - m. approval of the budget or financial plan submitted by the Management Board for the next financial year.
2. If a number of actions is taken with one entity (or with entities belonging to one capital group within the meaning of the Act on Competition and Consumer Protection of 16 February 2007), in order to determine the necessity of obtaining the approval of the Supervisory Board for actions taken by the Management Board in excess of the amounts indicated in section 1 items g-h of this paragraph, the total value of actions taken with this entity within one financial year of the Company shall be adopted. In the case of actions providing for periodical benefits, the sum of benefits for one year (or all periodical benefits, if the action concerns a shorter period) shall be taken to determine the value of a given action. In the case of credits, loans, sureties, guarantees (except for quality guarantees concerning the Company's goods, products or services) and other activities of this type, the value of the activity shall be the value of the credit, loan, surety or guarantee, respectively, regardless of commissions or interest paid from time to time.

## **§21**

### **Management Board**

1. The Management Board shall manage the Company's affairs and represent the Company outside.
2. The Management Board of the Company consists of 1 (one) to 3 (three) members. The number of members of the Management Board shall be determined by the Supervisory Board.
3. The Management Board consists of the President and the Members of the Management Board.
4. Members of the Management Board are appointed and dismissed, as well as suspended, by the Supervisory Board, except that members of the first Management Board are appointed by the Founders.
5. The term of office of the members of the Management Board shall be joint and shall be 5 (five) years.
6. Any member of the Management Board may be elected for another term.
7. A member of the Management Board may be dismissed or suspended by the Supervisory Board or the General Meeting.
8. A resolution of the General Meeting concerning dismissal of the Management Board or a member of the Management Board or suspension of all or part of the members of the Management Board

from their duties before expiry of their term of office requires a qualified majority of 2/3 of votes cast.

9. Remuneration of the Management Board members is determined by the Supervisory Board by way of adopting a resolution in consideration of the Management Board members' remuneration policy adopted by the General Meeting.
10. In any agreement between the Company and a Management Board member, as well as in any dispute with such member, the Company shall be represented by the Supervisory Board or a proxy appointed by a resolution of the General Meeting.
11. The body authorised to grant the consent referred to in article 380 § 1 of the Commercial Code shall be the Supervisory Board.

## **§22**

1. In the case of a one-person Management Board, the member of the Management Board acting alone is authorised to represent the Company.
2. If the Management Board is composed of more than one person, two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy are required to represent the Company.

## **§23**

1. The right to convene a meeting shall be vested in each member of the Management Board.
2. Each member of the Management Board must receive either written or electronic notice at least three (3) days prior to the date of the meeting. In cases of emergency, the President may order a different method and shorter notice of the meeting date to Management Board members.
3. Resolutions of the Management Board may be adopted if all its members have been duly notified of the date and place of the Management Board meeting.
4. Resolutions of the Management Board may be passed without being formally convened if all its members agree to do so and nobody raises any objections to holding a meeting of the Management Board or to the agenda.
5. Members of the Management Board may participate in adopting resolutions of the Management Board by casting their vote in writing through another member of the Management Board, except for matters placed on the agenda at the Management Board meeting.
6. Resolutions may be adopted by the Management Board in writing or by using means of direct remote communication.
7. Resolutions of the Management Board shall be adopted by an absolute majority of votes cast. In case of a tie, the President of the Management Board shall have the casting vote.
8. Resolutions of the Management Board shall be recorded in the minutes. The minutes should contain an agenda of the meeting, surnames and first names of the Board members present, number of votes cast on individual resolutions and dissenting opinions.
9. A Member of the Management Board shall inform the Management Board of any conflict of interest in connection with the performed function or of the possibility of its occurrence, and shall refrain from taking part in the discussion and from voting on the resolution on the matter in which the conflict of interest has arisen.
10. A commercial proxy may be revoked by any member of the Management Board.
11. Detailed rules of organisation and manner of operation of the Management Board may be specified in the Rules and Regulations of the Management Board, adopted by the Management Board and approved by the Supervisory Board.

## **§24**

### **Accounting**

The Company shall maintain its accounting and bookkeeping books in accordance with the legal regulations in force in the Republic of Poland.

## **§25**

### **Financial year**

1. The financial year of the Company shall be the calendar year, subject to section 2 below.
2. The first financial year of the Company began on the date of incorporation of the Company and ended on 31 December 2017.

## **IV**

### **FINAL CLAUSES**

## **§26**

### **Founders of the Company**

1. The founders of the Company are:
  - a) Blite Fund sp. z o.o. with its registered office in Kraków,
  - b) Krzysztof Kwiatek,
  - c) Krzysztof Sałek,
  - d) Tomasz Soból,
  - e) Marek Soból.
2. The Founders elected the first composition of the Management Board and the Supervisory Board.

## **§27**

### **Company Announcements**

The Company shall publish its announcements in the official gazette "Monitor Sądowy i Gospodarczy" unless the provisions of the law oblige it to publish the announcements in a different manner.

## **§28**

1. In matters not regulated by this Statute, the provisions of the Commercial Code shall apply.
2. An amendment to the Articles of Association providing for a change in the type or duration of the term of office of the Company's governing bodies shall apply to the terms of office pending at the time such amendment is registered.