

MINUTES
ORDINARY GENERAL MEETING OF MEMBERS
WOM&AN
BASED IN WARSAW
HELD ON 28 MAY 2024

On May 28, 2024, at 2 PM (CET), the Annual General Meeting of Members ("**AGM**" or "**Meeting**") of the "WOM&AN" association with its registered office in Warsaw, address: (00-121) Warsaw, Sienna 39, 15th floor, entered in the register of associations, other social and professional organisations, foundations, and public health care establishments of the National Court Register by the District Court for the capital city of Warsaw in Warsaw, XIII Economic Division of the National Court Register under the number KRS 0001050813, REGON: 526046006, NIP: 5252967164 ("**Association**" or "**WOM&AN**") was held using direct long-distance communications technologies.

The Meeting was opened and the participants were welcomed by Majka Rucińska, President of the Board of WOM&AN. She then explained the principles of voting at the Meeting and also informed the participants that all materials for today's Meeting, including the financial report and the report on activities, had been forwarded via email correspondence.

The Association Meeting had been called with the following agenda:

- 1) Opening and welcoming of newcomers by the President of the WOM&AN Board.
- 2) Election of the Chairwoman and Secretary of the AGM.
- 3) Declaration that the AGM had been duly called and is competent to adopt resolutions.
- 4) Adoption of the agenda.
- 5) Presentation and consideration of the Board's report on the activities of WOM&AN and the financial report for 2023.
- 6) Presentation and consideration of the report of the WOM&AN Audit Committee for 2023.
- 7) Discussion of the reports.
- 8) Voting on the resolutions on:
 - (a) election of the Ballot-Counting Committee,
 - (b) approval of the Board's report on the Association's activities for 2023,
 - (c) approval of WOM&AN's financial report for 2023,
 - (d) allocation of the Association's income for the Association's statutory purposes,
 - (e) approval of the report of the WOM&AN Audit Committee for 2023,
 - (f) approval for the members of the Board for the performance of their duties in 2023,
 - (g) approval for the members of the Audit Committee for the performance of their duties in 2023,
- 9) Amendment of WOM&AN articles of association.
- 10) Election of members of the new Board and Audit Committee:
 - (a) adoption of a resolution on the number of members of the new Board,
 - (b) secret ballot on the proposed candidates for the new Board and Audit Committee,
 - (c) announcement of the voting results.
- 11) Presentation and discussion of assumptions and premises for WOM&AN's 2024 action plan.
- 12) Free motions.
- 13) Closing of the AGM.

Link for voting on resolutions to be adopted via secret ballot:
https://docs.google.com/forms/d/e/1FAIpQLSeIBynP6COOTA7qDiK6jsrK0DDbRXv4PQHqAVQZA1Ky_M_8Ow/viewform?usp=sf_link.

Re agenda item 2:

**RESOLUTION NO. 1
ORDINARY GENERAL MEETING OF MEMBERS
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

**on election of the Chairwoman and Secretary of the Annual General Meeting of
Members of WOM&AN**

The Ordinary General Meeting of Members of WOM&AN based in Warsaw hereby elects Ms. Majka Rucińska as Chairwoman and Secretary of the Ordinary General Meeting of Members of WOM&AN.

Ms. Majka Rucinska stated that the resolution was adopted unanimously (11 votes cast, including 11 “for”, 0 “against” and 0 “abstentions”).

Ms. Majka Rucinska accepted the election to the indicated functions.

Re agenda item 3:

The Chairwoman stated that 11 of 116 ordinary members were present at the AGM of WOM&AN and that, in accordance with § 23(1) and (2) of the Articles of Association, the AGM was capable of passing resolutions.

Re agenda item 4:

The Assembly unanimously by open ballot (11 votes cast, including 11 "for", 0 "against" and 0 “abstentions”) adopted the agenda proposed in the invitations and proceeded with its execution.

Re agenda item 5:

The Board's report on the Association's activities in 2023 and the Association's financial report for 2023 were presented by Majka Rucińska.

Re agenda item 6:

The report of the Association's Audit Committee for 2023 was presented by Barbara Tekieli.

Re agenda item 7:

No objections were raised concerning the reports referred to in para. 5. and para. 6.

Re agenda item 8:

At this point, the AGM Chairwoman proposed to proceed with the election of the members of the Ballot-Counting Committee to count the votes. The following candidates for the Committee were put forward:

- 1) Barbara Tekieli;
- 2) Magdalena Kluczek.

The Chairwoman put to a vote Resolution No. 2 on the election of members of the Ballot-Counting Committee of the Annual General Meeting of WOM&AN members.

**RESOLUTION NO. 2
ORDINARY GENERAL MEETING OF MEMBERS
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

**on the election of the members of the Ballot-Counting Committee of the Annual
General Meeting of Members of WOM&AN**

The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby elects Ms. Barbara Tekieli and Ms. Magdalena Kluczek as members of the Ballot-Counting Committee of the Ordinary General Meeting of Members of WOM&AN.

The Chairwoman stated that the resolution was adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

Ms. Barbara Tekieli and Ms. Magdalena Kluczek accepted the election.

Subsequently, the Chairwoman put Resolution No. 3 on approval of the report of the Board on the activities of the Association for 2023 to an open vote, as follows:

**RESOLUTION NO. 3
ORDINARY GENERAL MEETING OF MEMBERS
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

**on the approval of the Board's report on the Association's
activities for 2023**

"The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby approves the Board's report on the Association's activities for the year 2023."

After the vote, the Chairwoman declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

The Chair then put Resolution No. 4 on the approval of the Association's financial statements for 2023 to an open ballot in the following text:

**RESOLUTION NO. 4
ORDINARY GENERAL MEETING OF MEMBERS
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

on the approval of the Association's financial report for 2023

"The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby approves the financial report of the Association for the financial year from 7 August 2023 to 31 December 2023, including in particular:

- 1) the balance sheet as at 31 December 2023, which shows on the assets and liabilities sides a total of PLN 6,806.00;
- 2) profit and loss account for the period from 7 August 2023 to 31 December 2023 showing a net profit of PLN 6.148,00;
- 3) additional information."

After the vote, the Chairwoman declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

The Chairwoman then put Resolution No. 5 on the allocation of the Association's income for the Association's statutory purposes to an open ballot in the following text:

**RESOLUTION NO. 5
ORDINARY GENERAL MEMBERSHIP MEETING
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

on the allocation of the Association's income for the Association's statutory purposes

"The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby resolves to allocate all the Association's income accrued in the financial year from 7 August 2023 to 31 December 2023 towards the Association's statutory purposes."

After the vote, the Chair declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

The Chair then put Resolution 6 on the approval of the report of the Association's Audit Committee for 2023 to an open ballot in the following text:

**RESOLUTION NO. 6
ORDINARY GENERAL MEMBERSHIP MEETING
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

on the approval of the report of the Audit Committee of the Association for 2023

"The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby approves the report of the Audit Committee of the Association for the year 2023."

After the vote, the Chair declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

The Chair then put Resolution 7 on the discharge of the members of the Association's Board for the year 2023 to an open ballot in the following text:

**RESOLUTION NO. 7
ORDINARY GENERAL MEMBERSHIP MEETING
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

**on the discharge of the members of the Association's Board in respect of their duties
in 2023**

"The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby grants approval to the members of the Board of the Association for the performance of their duties in the year 2023:

- 1) Anna Maria Jędrzejczak (Vice-President of the Board);
- 2) Ewa Żarnotal (Board member);

- 3) Joanna Ormińska (Board member);
- 4) Magdalena Kluczek (Board member);
- 5) Majka Rucińska (President of the Board);
- 6) Monika Nachyła (Board member);
- 7) Urszula Świczowska (Board member)."

After the vote, the Chair declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

The Chair then put Resolution no. 8 on the discharge of the members of the Association's Audit Committee for the performance of their duties in 2023 to a secret ballot in the following text:

**RESOLUTION NO. 8
ORDINARY GENERAL MEETING OF MEMBERS
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

**on the discharge of the members of the Audit Committee of the Association in respect
of the performance of their duties in 2023**

"The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby discharges the members of the Audit Committee of the Association for the performance of their duties in the year 2023.

- 1) Małgorzata Badowska - member of the Audit Committee;
- 2) Barbara Tekieli - Member of the Audit Committee;
- 3) Dorota Szczepańska - member of the Audit Committee;
- 4) Pola Koczoń - member of the Audit Committee."

After the vote, the Chair declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

To agenda item 9:

At this point, the Chair put Resolution No. 9 on the amendment of the Association's Articles of Association, in the following text, to an open ballot:

**RESOLUTION NO. 9
ORDINARY MEMBERS' MEETING
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

"The Ordinary General Meeting of Members of WOM&AN of Warsaw, acting on the basis of § 26 item 6) and § 42 of the Association's Articles of Association, amends the Association's Articles of Association so that:

1. § 34(4) of the Association's Articles of Association is amended to read as follows:

"The term of office of the Board shall be 2 (two) years. Members of the Board shall be appointed for a joint term of office. "

2. § 39(2) of the Association's Articles of Association reads as follows:

"The term of office of the Audit Committee shall be 2 (two) years. The members of the Audit Committee shall be appointed for a joint term of office."

The resolution shall enter into force upon adoption, subject to registration of the amendments in the National Court Register."

After the vote, the Chair declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

Re agenda item 10:

At this point, the Chairwoman put Resolution No. 10 on the determination of the number of members of the Board of the Association being appointed, in the following text, to an open ballot:

**RESOLUTION NO 10
ORDINARY MEMBERS' MEETING
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

on determining the number of members of the Association's newly appointed Board

"The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby resolves that the Board of the Association shall be appointed for another term of office with seven (7) members. At the same time, it is resolved that the term of office of the new Board shall be 2 (two) years, as per Resolution No. 7 adopted at the Ordinary General Meeting of Members of the Association of 28 May 2024, subject to the amendment of the Articles of Association in the National Court Register."

Following the vote, the Chair declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 "abstentions").

Due to the expiration of the term of office of the members of the Board and of the Audit Committee of the Association, pursuant to the provisions of § 34(4) and § 39(2) of the Association's Articles of Association, the AGM then proceeded to the election of the members of the Board and the Audit Committee of the Association for a new term of office.

The Chairwoman declared that the following nominations for the Board and for the Audit Committee of the Association had been made by ordinary members of the Association prior to this Annual General Meeting:

- Candidates for the Board:

- 1) Majka Rucińska - President of the Board;
- 2) Anna Maria Jędrzejczak - Vice-President of the Board;
- 3) Ewa Żarnotal - Board member;
- 4) Joanna Ormińska - Board member;
- 5) Magdalena Kluczek - Board member;
- 6) Monika Nachyła - Board member;
- 7) Urszula Świeczkowska - Board member.

- Candidates for the Audit Committee:

- 1) Małgorzata Badowska - Member of the Audit Committee;
- 2) Barbara Tekieli - Member of the Audit Committee;
- 3) Dorota Szczepańska - Member of the Audit Committee.

No other nominations were made.

The Chairwoman informed the participants that the persons named above had agreed to serve on the Board and on the Audit Committee of the Association.

In view of the above, the Chairwoman ordered a secret ballot for the election of the members of the Association's Board and the members of the Association's Audit Committee from among the proposed candidates.

**RESOLUTION NO. 11
ORDINARY MEMBERS' MEETING
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

on the election of members of the Association's Board for a new term of office

“The Ordinary General Meeting of Members of WOM&AN, based in Warsaw, hereby appoints:

- 1) Majka Rucińska as President of the Board;
- 2) Anna Maria Jędrzejczak as Vice President of the Board;
- 3) Ewa Żarnotal as member of the Board;
- 4) Joanna Ormińska as member of the Board;
- 5) Magdalena Kluczek as member of the Board;
- 6) Monika Nachyła as member of the Board;
- 7) Urszula Świeczkowska as member of the Board,

for a new two-year term, in accordance with the wording of Resolution No. 9 adopted at the Ordinary Members' Meeting of the Association on May 28, 2024.

The resolution regarding the two-year term of office shall come into force upon registration of the amendment to the Association's Articles of Association in the National Court Register.”

Following the vote, the Chairwoman declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 “abstentions”).

**RESOLUTION NO. 12
ORDINARY MEMBERS' MEETING
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

**on the election of members of the Audit Committee of the Association for a new term
of office**

“The Ordinary General Meeting of Members of WOM&AN based in Warsaw, hereby appoints as members of the Audit Committee of the Association the following persons:

- 1) Małgorzata Badowska - member of the Audit Commission
- 2) Barbara Tekieli - member of the Audit Committee
- 3) Dorota Szczepańska - member of the Audit Commission

for a new two-year term, in accordance with the wording of Resolution No. 9 adopted at the Annual Meeting of Members of the Association on May 28, 2024.

The resolution with regard to the two-year term of office comes into force upon registration of the amendment to the Association's Articles of Association in the National Court Register.”

Following the vote, the Chairwoman declared that the resolution had been adopted unanimously (11 votes cast, including 11 "for", 0 "against" and 0 “abstentions”).

Re agenda item 11:

The President of the Board presented the assumptions and premises for WOM&AN's 2024 action plan.

Re agenda item 12:

The participants did not raise any free motions.

Re agenda item 13:

The agenda having been exhausted, the Chairwoman closed the Annual General Meeting of the Association's members and thanked the attendees for their participation in the Meeting.

Appendices:

1. Attendance list.

Majka Rucińska
Chairwoman of the AGM
Secretary of the AGM

**ATTENDANCE LIST OF MEMBERS PRESENT (VIA REMOTE COMMUNICATIONS)
AT THE ANNUAL GENERAL MEMBERS' MEETING OF
WOM&AN
BASED IN WARSAW
OF 28 MAY 2024**

	Name	Surname	Comments
1.	Urszula	Świeczkowska	-
2.	Pola	Koczoń	-
3.	Monika	Nachyła	-
4.	Małgorzata	Badowska	<i>Represented by a proxy</i>
5.	Majka	Rucińska	-
6.	Magdalena	Kluczek	-
7.	Joanna	Ormińska	-
8.	Ewa	Żarnotał	-
9.	Dorota	Szczepańska	-
10.	Barbara	Tekieli	-
11.	Anna	Jędrzejczak	<i>Represented by a proxy</i>