

Warsaw, 14 May 2024

NOTICE OF CONVENING OF THE ANNUAL GENERAL MEETING OF WOM&AN

The Board of the "WOM&AN" association with its registered office in Warsaw, address: (00-121) Warsaw, ul. 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 (the "**Association**"), hereby notifies of convening the Ordinary General Meeting of the Association's Members for 28 May 2024 at 2 PM (CET), which will be held using direct long-distance communications technologies.

Also attached to this notice are the draft resolutions to be passed at the Annual General Meeting of the Association.

All members of the Association are kindly invited to attend the Annual General Meeting. Please indicate your intention to attend by contacting us at contact@womeninmna.com by 24 May 2024, and an invitation to the meeting (MS Teams) will be sent to you.

Board of the Association

Majka Rucińska
President of the Board

**AGENDA OF THE ANNUAL GENERAL MEETING OF MEMBERS ("AGM")
WOM&AN
convened on 28 May 2024**

1. Opening and welcoming of newcomers by the President of the WOM&AN Board.
2. Election of the chair 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 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.

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEMBERSHIP MEETING
WOM&AN
convened on 28 May 2024**

**RESOLUTION NO. 1
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."

**RESOLUTION NO. 2
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 6,806.00 PLN;
 - 2) profit and loss account for the period from 7 August 2023 to 31 December 2023 showing a net profit of 6,148.00 PLN;
 - 3) additional information."
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**RESOLUTION NO. 3
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."

**RESOLUTION NO. 4
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."

**RESOLUTION NO. 5
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 Świeczkowska (Board member)."
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**RESOLUTION NO. 6
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 Koczón - Member of the Audit Committee."
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**RESOLUTION NO. 7
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. § Paragraph 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."

**RESOLUTION NO 8
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."

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, paragraph 4 and § 39, paragraph 2 of the Association's Articles of Association, the AGM then proceeded to election of the members of the Board and the Audit Committee of the Association for a new term of office.

The Chair 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 Żarnotał - 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 Chair 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 Chair 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.

After the ballots had been cast, the Chair announced that:

- The candidates for the Board received the following number of votes:

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

Accordingly, the Board of the Association was elected in the following composition:

- 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).

The Audit Committee of the Association was elected as follows:

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

for a two-year term of office, as per Resolution No. 7 adopted at the Association's Annual General Meeting of 28 May 2024, subject to the amendment of the Association's Articles of Association in the National Court Register."
