

Healthcare Poland Fundacja

Statute of the Foundation Healthcare Poland

KRS:

Founders: Michał P. Dybowski, Jarosław J. Fedorowski

Management Board: President – Michał P. Dybowski

Signature for the board, City, Date

Michał P. Dybowski, Warsaw, October 27, 2023

Chapter I

General Provision

§ 1

1. The Foundation under the name "Healthcare Poland", (hereinafter referred to as the Foundation) established by (alphabetically) Michał P. Dybowski and Jarosław J. Fedorowski, by a notarial deed drawn up on 22.08.2023 in Warsaw Rep.A.6779/2023, hereinafter referred to as the Founder
2. The Foundation operates on the principles set out in the Act of 06.04.1984. on foundations (Journal of Laws of 1991, No. 46, item 203, as amended), the Act of 24.04.2003. on Public Benefit Activity and Volunteering (Journal of Laws of 2014, item 1118, as amended), the Act on Medical Activity of 15 April 2011 (Journal of Laws of 2013, item 217, as amended) and regulations issued on its basis, as well as other applicable provisions of law concerning health care entities and the subject of the Foundation's activities, and on the basis of the provisions of this Statute.
3. The Foundation has legal personality.

§ 2

1. The Foundation's headquarters is the capital city of Warsaw.
2. The area of the Foundation's activity is the territory of the Republic of Poland, however, to the extent necessary for the proper implementation of its objectives, the Foundation may conduct its activities outside the Republic of Poland.
3. The Foundation has the right to appoint its subordinate units.
4. The Foundation has the right to join, be a member of domestic and foreign organizations, companies, associations, clusters, foundations and other organizations of a member or associating nature.

§ 3

1. The Foundation has legal personality and is established for an indefinite period of time.
2. The Foundation is supervised by the competent Minister of Development and Technology.
3. The Foundation may establish badges and honorary titles and award them together with other awards and distinctions to natural and legal persons meritorious for the purposes chosen by the Foundation or for the Foundation itself.
4. The Foundation uses seals according to the design approved by the Board.

5. The Foundation may use its distinctive logo according to a design approved by the Board.

Chapter II

Objectives and principles of the Foundation's operation

§4

The Foundation's goals are:

- Promotion of Polish health care and Polish medicine on the international forum;
- Building and strengthening the international brand of Polish health care and medicine, with particular emphasis on the area of the Three Seas Initiative;
- Supporting broadly understood quality in health care, development of health care based on value for the patient, including in the area of medical tourism.

§5

The Foundation pursues its objectives by:

- Obtaining funds for the Foundation's statutory activities from natural and legal persons from Poland and abroad;
- Organization, participation and financing of national and international conferences, seminars, scientific and medical workshops and conventions of medical societies in the field of telemedicine;
- Cooperation and coordination of activities with non-governmental organizations, public and private sectors operating within the scope covered by the Foundation's objective;
- Scholarship program for students of medical faculties pursuing the goals of the Foundation;
- Implementing, participating in and financing promotional, informational, scientific, educational or research projects;
- Conducting and participating in information campaigns in the mass media and in the digital domain in the field of achieving the Foundation's goals;
- Conducting and participating in scientific programs aimed at providing information relevant to the Foundation's goal;
- Conducting and participating in publishing activities;
- Cooperation with state and local government authorities as well as institutions, enterprises, non-governmental organizations and individuals in the country and abroad to the extent necessary or supporting for the implementation of the Foundation's goals.
- International cooperation

§6

In order to achieve its statutory goals, the Foundation may support the activities of other people and institutions, convergent with its goals.

Chapter III

Income and assets of the Foundation

§7

1. The Foundation's assets are the founding fund in the amount of PLN 3000 (three thousand zlotys) granted in the declaration of will to establish the Foundation and the funds acquired in the course of its operation.
2. From the founding fund, the Founder allocates the amount of PLN 2000 (two thousand zlotys) to start a business referred to in §10 section 3 of the Statute.

§8

Funds for achieving the goals and covering the costs of the Foundation's activities come from:

- domestic and foreign donations, inheritances, bequests, grants;
- grants, donations and subsidies,
- funds raised within the European Union;
- interest on bank deposits and securities;
- income from movable and immovable property;
- income obtained from promotional campaigns, collections and public events, conducted by the Foundation or with the participation of other persons;
- remuneration for conducting paid statutory activity;
- income from the Foundation's business activity;
- the founder's services;
- profit from investments in banks and capital market institutions in Poland and abroad,
- financial operations
- other sources permitted by law;

§9

1. Income obtained from the Foundation's assets and from its business activity is allocated to the implementation of statutory objectives and to cover the necessary costs of the Foundation's activities.
2. The Foundation may employ employees to conduct its affairs and activities.
3. In the case of appointing the Foundation for inheritance, the Management Board submits a declaration of will to accept the inheritance with the benefit of the inventory, and only if at the time

of making this declaration it is obvious that the active state of the inheritance significantly exceeds the inheritance's debts.

4. The Foundation conducts financial management and accounting records in accordance with applicable regulations.
5. The Foundation is responsible for its obligations with all its assets.

§10

The Foundation does not have the right to take actions consisting of:

1. Granting loans to members of the Foundation's Council, members of the Foundation's Management Board or employees of the Foundation, as well as persons with whom members of the Foundation's Council, Foundation's Management Board or Foundation's employees are married or in a relationship of kinship or affinity in the direct line, kinship or affinity in the collateral line up to the second degree or are related by adoption, guardianship or guardianship, hereinafter referred to as "relatives";
2. Transfer the Foundation's assets to members of the Foundation's Council, members of the Foundation's government or employees of the Foundation and their relatives, on terms other than in relation to third parties, in particular if the transfer takes place free of charge or on preferential terms;
3. Using the property for the benefit of the members of the Foundation's Council, members of the Foundation's Management Board or the Foundation's employees and their relatives on terms other than in relation to third parties, unless this use is directly related to the performance of the Foundation's statutory tasks;
4. Purchase of goods or services from entities in which members of the Foundation's Council, members of the Foundation's Management Board, employees of the Foundation and their relatives participate, on terms other than in relation to third parties or at prices higher than market prices.

§11

The Foundation may not accept or make payments in cash with a value equal to or exceeding the equivalent of EUR 10,000, regardless of whether the payment is carried out as a single operation or several operations that appear to be related.

§12

Proceeds from grants, donations, inheritances, and bequests may be used to accomplish all of the Foundation's objectives, unless otherwise agreed by the donors.

Chapter IV

Economic activity of the Foundation.

§13

1. The Foundation may conduct business activity in Poland and abroad, in accordance with the applicable regulations. Business activity may be conducted to the extent that serves the implementation of the statutory objectives of the foundation, and the income from it is allocated to the Foundation's activities.
2. The Foundation may act as a consortium member, shareholder or shareholder of commercial law companies, organizations and initiatives established or operating in order to obtain support or resources to achieve the Foundation's goals.
3. The subject of business activity is the activity in the field of:
 - PKD 70.22.Z Other business and management consulting
 - PKD 73.11.Z Activities of an advertising agency
 - PKD 82.11. Z Service activities related to administrative office services
 - PKD 72.19.Z Research and development works in the field of other natural and technical sciences
 - PKD 72.20.Z Scientific research and development works in the field of social sciences and humanities
 - PKD 86.21.Z General medical practice
 - PKD 86.90.C Nurses and midwives practice
 - PKD 86.22.Z Specialist medical practice
 - PKD 58.1. Publishing books and periodicals and other publishing activities, excluding software
 - PKD 59.11.Z Activities related to the production of films, video recordings and television programs
 - PKD 58.13 Publishing of newspapers
 - PKD 58.14.Z Publishing of periodicals and other periodicals
 - PKD 58.19.Z Other publishing activities
 - PKD 85.59.B Other extracurricular forms of education, n.e.c.
 - PKD 85.60.Z Activities supporting education
 - PKD 73.20.Z Market and public opinion research
 - PKD 82.30.Z Activities related to the organization of fairs, exhibitions and congresses
 - PKD 86.90.E Other health care activities n.e.c.

- PKD 62.02.Z Activities related to IT consulting
- PKD 62.03.Z Activities related to the management of IT devices
- PKD 62.09.Z Other service activities in the field of information and computer technologies
- PKD 63.I I . Z Data Processing; website management (hosting) and similar activities
- PKD 63.12.Z Activities of Internet portals
- PKD 63.99.Z Other information service activities, n.e.c.
- PKD 72.11.Z Research and development works in the field of biotechnology
- PKD 68.1 O.Z Purchase and sale of real estate on one's own account
- PKD 68.20.Z Rental and management of own or leased real estate
- PKD 68.31.Z Real estate brokerage
- PKD 72.20.Z research and development works in the field of social sciences and humanities
- PKD 73.12.B Intermediation in the sale of time and space for advertising purposes in printed media
- PKD 73.12.D Intermediation in the sale of time and space for advertising purposes in other media
- PKD 74.90.Z Other professional, scientific and technical activities, where n.e.c.
- PKD 47.19.Z Other retail sales in non-specialized stores
- PKD 47.91.Z retail sale conducted by mail order houses or the Internet

Chapter V

Bodies of the Foundation

§14

The Foundation's bodies are the Foundation's Management Board, hereinafter referred to as the Management Board, and the Foundation's Council.

1. Resolutions of the Foundation's bodies are adopted by a simple majority of votes in the presence of at least half of the members, unless this Statute or the regulations of operation of a given body, adopted in accordance with the provisions of this Statute, provide for a different way of adopting a resolution;

§15

1. The Foundation's Board consists of 1 to 5 members, i.e. the President of the Board and the Vice-Presidents of the Board, appointed and dismissed by the Founder by way of a resolution;
2. The joint term of office of the Management Board members lasts for an indefinite period of time;
3. The function of a member of the Management Board may be held for more than one term of office;
4. The Founder may appoint and dismiss subsequent Boards;
5. Membership in the Board expires as a result of death, resignation, dismissal by the Founder, conviction by a final judgment for an intentional crime prosecuted by public indictment or fiscal crime;
6. The Founder may dismiss a member of the Board at any time;
7. A member of the Board may be dismissed in the event of activity contrary to the objectives of the Foundation, the provisions of the Statute and resolutions of the Foundation's Management Board, or the resolutions of the Founder and a proven gross violation of the law;
8. Only a person who has not been convicted by law by a strong sentence for an intentional offence prosecuted by public indictment or a fiscal offence may become a member of the Management Board;
9. Members of the Management Board may, for their function in the body, receive reimbursement of justified costs or remuneration;

10. Members of the Foundation's Management Board may be employed in the Foundation on the basis of an employment contract in a specific position, with a separate scope of activities or on the basis of a civil-law contract;
11. The work of the Management Board is managed by the President;
12. Meetings of the Board are convened by the President of the Foundation's Management Board, and in emergency cases by the Founder.

§16

Board

1. The Board manages the Foundation's affairs, manages its activities and represents the Foundation outside.
2. The Board is responsible to the Founder for the implementation of the statutory objectives of the Foundation and for the correctness and purposefulness (rationality) of the activities undertaken by the Foundation.
3. The tasks of the Management Board include in particular:
 - setting the main directions of the Foundation's activities,
 - implementation of statutory objectives,
 - adopting the Foundation's action plans and financial plans,
 - adopting regulations,
 - managing the Foundation's assets,
 - hiring employees and determining the amount of their remuneration,
 - accepting donations, inheritances and bequests, subsidies and grants,
 - submitting motions for the appointment or dismissal of members of the Government, the Foundation's Council, changes in the Statute, merger, establishment of a branch of the Foundation or liquidation of the Foundation to the Founder
 - adopting regulations and internal acts not provided for in the Statute and applying to the Founder for approval,
 - implementation of specific donor decisions, provided that they do not run counter to the objectives of the
 - Foundation or with the provisions of this Statute,
 - the Board may appoint proxies to manage a separate sphere of matters falling within the tasks of the Foundation,
 - signing cooperation agreements with other institutions and organizations,

- running a business and making decisions related to it,
- preparing the Foundation's annual financial statements required by accounting regulations and the annual report on the Foundation's activities in accordance with the Act on Foundations, and then submitting them for consideration by the Founder and making the report public by publishing it on the Foundation's website.

§17

1. Meetings of the Management Board are held as necessary, but not less frequently than four times a year;
2. When convening a meeting of the Management Board, the President determines its time and place as well as the proposed agenda;
3. The Management Board makes decisions at meetings, in the form of resolutions, by a simple majority of votes in the presence of at least two members of the Management Board. In the event of an equal number of votes, the President of the Management Board has the casting vote;
4. For the resolutions of the Management Board to be valid, the presence of at least half of its members is required.

§18

Foundation Council

1. The Foundation Council is a substantive support body, separate from the existing body, and has initiative and consultative powers.
2. The Foundation Council, hereinafter referred to as the Foundation Council, consists of the Chairman of the Foundation Council and members of the Foundation Council.
3. The Chairman and members of the Foundation's Council are appointed by the Founder for an indefinite period of time independently or at the request of the Board.
4. Membership in the Foundation's Council expires as a result of:
 - a) Death
 - b) Resignation
 - c) loss of full legal capacity,
 - d) dismissal by the Foundation's Board,
5. The Founders may dismiss a member of the Foundation Council at any time.
6. There is no specific number of people that the Board or the Founder can appoint to the Foundation Council.

§19

The duties of the Foundation's Council include:

1. Giving opinions on projects of scientific research, publications, educational programs and other activities of the Foundation related to the implementation of its statutory objectives at the request of the Foundation's Management Board,
2. Proposing specific research or educational activities by the Foundation,
3. Scientific representation of the Foundation in the public forum.
4. Initiating the work of the Board's activities in the scope established by the Founder and independently in accordance with the objectives and statutes of the Foundation.

§20

1. The Foundation's Council meets at least once a year;
2. Meetings may be held online, with the consent of the Founder
3. The Foundation's Council is convened by the Chairman of the Council on his own initiative or at the request of the Foundation's Management Board or the Founder, submitted in writing (or by means of electronic media), specifying its time, place and proposed agenda;
4. Resolutions of the Foundation's Council are adopted by a simple majority of votes;
5. Resolutions of the Foundation's Council may be adopted at its meetings or outside of them, in the form of written voting or by means of remote communication, with the use of electronic means established and approved by the Board;
6. The functions of the members of the Foundation Council are honorary and free of charge in the implementation of statutory tasks;
7. The Board or the Founder may grant members of the Foundation's Council reimbursement of necessary expenses and remuneration for work performed for the Foundation;
8. The detailed manner of operation of the Foundation's Council is specified in the regulations adopted by the Board and accepted by the Founder.

Chapter VI

Presentation

§21

1. In the case of a single-person management board, the president of the management board is authorized to represent it alone.
2. In the case of appointing a multi-person management board in matters related to incurring financial liabilities or disposing of the Foundation's assets in excess of PLN 5,000 (in words: five thousand zlotys) and in matters of employing employees, selling, purchasing, encumbering real estate, taking credits and loans, granting sureties, declarations of will on behalf of the Foundation are made by the President of the Foundation's Management Board together with the second member of the Management Board.
3. In the case of incurring financial liabilities or disposing of the Foundation's assets in excess of PLN 50,000 (in words: fifty thousand zlotys), the consent of the Chairman of the Foundation's Council or the Founder is required

Chapter VII

Final provisions

§22

1. Changes in the statute can be made by the Founders;
2. A foundation may merge with another foundation for the effective realization of its goals;
3. A merger with another foundation cannot take place if it could result in a significant change in the purpose of the Foundation.

§23

1. A foundation is liquidated if the objectives for which it was established are achieved or if its financial resources and assets are exhausted, or if the foundation's purpose has become obsolete;
2. The liquidation of the Foundation is carried out by the liquidator appointed by the Board with the consent of the Chairman of the Foundation Council or the Founder;
3. If the Management Board does not appoint a liquidator, the liquidation is carried out by the President;
4. The application for liquidation is submitted by the Foundation's Management Board by way of a unanimous resolution, immediately forwarding the application to the Chairman of the Council and the Founder
5. The decision to liquidate the Foundation is made by the Founder
6. The funds and assets remaining after the liquidation of the Foundation may be allocated by virtue of the Founder's resolution to non-governmental organizations operating in the Republic of Poland with similar goals.

§24

1. In matters not regulated by this Statute, the provisions of the Act on Foundations shall apply.

The Articles of Association enter into force on 22.08.2023 (twenty-second August 2023)

Funders:

Michał P. Dybowski,

Jarosław J. Fedorowski