

# FINANCIAL SUPERVISION AUTHORITY

Current report No. 23/2019

Date prepared: 2019-08-06

Abbreviated name of the issuer: MABION S.A.

Subject: Registration of amendment to the Company's Statute.

Legal basis: Article 56, paragraph 1 point 2 of the Act on the offer - current and periodic information

Content of the report:

The Management Board of Mabion S.A. \_ "Company" \_ informs that on August 6, 2019 it became aware of the registration on August 6, 2019 by the District Court for Łódź - Śródmieście in Łódź, XX Commercial Division of the National Court Register of amendments to the Company's Statute by resolution No. 20 / VI / 2019 of the Annual General Meeting of the Company of June 18, 2019.

List of amendments to the Company's Statute

1) Amendment of § 6 of the Statute in such a way that § 6 of the Statute now reads as follows:

“§ 6.

The object of activity of the Company is, in accordance with the Polish Classification of Business Activities (PKD 2007):

- Other research and experimental development on natural sciences and engineering (PKD 72.19.Z);
- Manufacture of medicines and other pharmaceutical products (PKD 21.20.Z);
- Manufacture of basic pharmaceutical substances (PKD 21.10.Z);
- Manufacture of perfumes and toilet preparations (PKD 20.42.Z);
- Manufacture of other chemical products not elsewhere classified (PKD 20.59.Z);
- Manufacture of plastic packing goods (PKD 22.22.Z);
- Wholesale of pharmaceutical goods (PKD 46.46.Z);
- Wholesale of chemical products (PKD 46.75.Z);
- Other human health activities not elsewhere classified (PKD 86.90.E);
- Manufacture of paper stationery (PKD 17.23.Z);
- Manufacture of homogenised food preparations and dietetic food (PKD 10.86.Z);
- Manufacture of other food products not elsewhere classified (PKD 10.89.Z);
- Manufacture of other organic basic chemicals (PKD 20.14.Z);
- Manufacture of soap and detergents, cleaning and polishing preparations (PKD 20.41.Z);
- Wholesale of perfume and cosmetics (PKD 46.45.Z);
- Dispensing chemist in specialised stores (PKD 47.73.Z);
- Retail sale of medical and orthopaedic goods in specialised stores (PKD 47.74.Z);
- Retail sale of cosmetic and toilet articles in specialised stores (PKD 47.75.Z);
- Advertising (PKD 73.1);
- Research and experimental development on biotechnology (PKD 72.11.Z);

- Leasing of intellectual property and similar products, except copyrighted works (PKD 77.40.Z).”

2) Amendment of § 21 of the Statute in such a way that § 21 of the Statute now reads as follows:

“§ 21.

1. The Supervisory Board of the Company consists of five to nine members.
2. The Supervisory Board shall be appointed and dismissed by the General Meeting.
3. Supervisory Board Members are appointed for a shared term of office lasting three years. The first term of office of Supervisory Board Members shall expire with the day on which the Company’s General Meeting is held to approve the financial statements for the financial year 2019.
4. At least two members of the Supervisory Board shall be independent from the Company within the meaning of the provisions of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight.
5. At least one Member of the Company’s Supervisory Board shall have knowledge and skills in the field of accounting or audit of financial statements. At least one Member of the Company’s Supervisory Board shall have knowledge and skills in the industry where the Company runs its business.
6. A candidate to the Supervisory Board shall submit to the Company a written statement on fulfilling the conditions specified in paragraphs 4 and 5 and immediately inform the Company should that situation change during the term of office.
7. Subject to mandatory provisions of law, the Supervisory Board whose headcount has decreased as a result of expiry of the mandates of certain Supervisory Board members (for other reasons than dismissal) below the level set by the Supervisory Board, shall be capable of performing the duties entrusted to it, and in particular to adopt effective resolutions until new members are appointed to the Supervisory Board or the defined number of Supervisory Board Members is changed.
8. Retiring Supervisory Board Members may be re-elected for the next term of office.”

3) Amendment of § 22 of the Statute in such a way that § 22 of the Statute now reads as follows:

“§ 22.

1. The competence of the Supervisory Board includes actions stipulated in the provisions of the Code of Commercial Companies, and also:
  - a) adopting resolutions on acquiring and disposing of real property, perpetual usufruct, or interest in real property worth more than 250,000.00 (say: two hundred fifty thousand) zlotys,
  - b) selecting the audit firm to carry out the audit and review of the Company’s financial statements,
  - c) appointing and dismissing Company’s Management Board members,
  - d) setting the amount of remuneration for the Management Board members,
  - e) assessing the Management Board’s requests concerning profit distribution or loss coverage,
  - f) approving the Rules of Procedure of the Management Board,
  - g) consulting on multi-annual strategic plans of the Company,
  - h) adopting Rules of Procedure of the Supervisory Board,
  - i) granting consent to disposing of fixed assets of the Company whose value exceeds 250,000.00 (say: two hundred fifty thousand) zlotys,
  - j) granting consent to the creation of a pledge or usufruct on registered shares,
  - k) granting consent to the conclusion by the Company of a significant agreement with a shareholder holding at least 5% of the general number of votes in the Company or with an entity related to the Company, except for typical transactions concluded on arm’s length terms

within the framework of the Company's operating activity with entities belonging to the capital group of the Company.

2. Apart from the actions listed above, the Supervisory Board, as of the moment of floating the Company's shares on the regulated market (stock trading), shall:
  - a) once a year, draw up and present to the Ordinary General Meeting a concise assessment of the Company's situation, with account taken of the assessment of the internal control system and the system of managing risk significant for the Company,
  - b) examine and provide opinions with regard to matters to form subject matter of General Meeting's resolution.

3. If a member of the Supervisory Board is delegated to perform the duties of a member of the Management Board, his or her mandate in the Supervisory Board and right to remuneration shall be suspended. The delegated member of the Supervisory Board shall be entitled to separate remuneration for performing the duties of a member of the Management Board as specified in a relevant resolution of the Supervisory Board.”

4) Amendment of § 25 of the Statute in such a way that § 25 of the Statute now reads as follows:

“§ 25.

1. The Supervisory Board shall appoint the Audit Committee responsible for supervising the financial matters of the Company. The Audit Committee shall consist of at least three members appointed by the Supervisory Board from among the members of the Supervisory Board. Most members of the Audit Committee, including its Chairman, shall be independent from the company within the meaning of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight. At least one member of the Audit Committee shall have knowledge and skills in the field of accounting or audit of financial statements. At least one member of the Audit Committee shall have knowledge and skills in the industry where the Company runs its business.
2. The Supervisory Board may appoint an Appointment and Remuneration Committee responsible for preparing assessments of candidates for Management Board members and defining the rules and amount of remuneration of the Management Board members. The Remuneration Committee shall consist of at least three members elected by the Supervisory Board from among the members of the Supervisory Board, whereas at least one member of the Remuneration Committee shall be an independent Supervisory Board member within the meaning of the provisions contained in § 21.
3. The chairman of each of the committees referred to in paragraph 1 and 2 shall be independent Supervisory Board members within the meaning of the provisions contained in § 21. The chairman of each of the committees shall be elected by the Supervisory Board.
4. The Supervisory Board has the right to dismiss any member of a committee referred to in paragraph 1 or 2, or a committee chairman.
5. The organisation and manner of operation of the committees referred to in paragraphs 1 and 2 shall be defined by their rules of procedure adopted by the Supervisory Board.
6. The Audit Committee operates in accordance with the provisions of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight.
7. The Supervisory Board is not required to appoint the committee referred to in paragraph 2, if the Supervisory Board consists of five members. Should the Supervisory Board not appoint the committee referred to in 2, the tasks of this committee shall be performed by the Supervisory Board.”