

**Resolution no. 321/V/2019  
of the Supervisory Boards of ERGIS S.A.  
with registered office in Warsaw  
of 16 April 2019**

§1

Acting pursuant to the “Best Practice for GPW Listed Companies 2016”, adopted by virtue of Resolution No. 26/1413/2015 of the Warsaw Stock Exchange Supervisory Board of 13<sup>th</sup> October 2015, and having made a self-assessment, the Supervisory Board of ERGIS S.A., hereby adopts: „*Self-assessment of the Supervisory Board of ERGIS S.A., in the financial year 2018*”, in the wording which is attached as appendix to this resolution and decides to submit the abovementioned document to the Annual General Shareholders Meeting of ERGIS S.A.

§ 2

The Resolution shall become effective on the day of its adoption.

Appendix:

Self-assessment of the Supervisory Board of ERGIS S.A. in the financial year 2018.

*Appendix to Resolution no. 321/V/2019  
of the Supervisory Board of ERGIS S.A.  
with registered office in Warsaw, of 16 April 2019:*

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## **SELF-ASSESSMENT OF THE SUPERVISORY BOARD OF ERGIS S.A. IN THE FINANCIAL YEAR 2018**

Based on: Rule II.Z.10 of the “Best Practice for GPW Listed Companies 2016”

In the entire reporting period, i.e. from 1<sup>st</sup> January 2018 to 31<sup>st</sup> December 2018 r., all members of the Supervisory Board were fully committed to the work of the Board, and participated, in majority of cases, in its meetings in full composition. All absences at the Supervisory Board meetings were duly justified. In 2018, the Supervisory Board the Supervisory Board held four meetings and adopted twenty-eight resolutions, including two adopted outside of the meeting. Voting over individual resolutions was performed in accordance with applicable laws, including the Company’s Articles of Association and the Rules of Procedure of the Supervisory Board. In the financial year 2018, nearly all resolutions were adopted unanimously.

In the discussed period, the Supervisory Board was involved in many issues, including:

- analysis and adoption of the Company and ERGIS Group’s financial plan for 2018;
- adoption of the agenda for the Annual General Shareholders Meeting in the financial year 2018 and assessment of matters to be covered by resolutions of the Annual General Shareholders Meeting;
- assessment of the Company’s and the ERGIS Group’s financial statements, Directors’ Report on Operations of the Company and of the ERGIS Group, as well as the Management Board’s motion on distribution of the net profit generated in 2017;
- assessment of the Management Board’s motion on correcting the financial results from previous years;
- assessment of the Management Board’s motion on a dividend payment;
- allocation of bonus tasks for the Vice-President of the Management Board for the financial year 2018;
- approval of a real estate purchase in the Oława plant;

- development and adoption of the uniform text of the Company's Articles of Association;
- examination of various investments implemented by the Company (e.g., Company's purchase of a system of winders for PET tapes production and incurring relevant liabilities);
- changed the composition of the Management Board with regards to Mr Jan Polaczek's, Vice-President of the Management Board, retirement.

However, the Supervisory Board focused most of its attention on the assessment of the Company's current situation and the Company's financial results. It also fulfilled its obligations under the "Code of Best Practice for GPW Listed Companies 2016", including among others:

- assessment of chosen of the Supervisory Board members' fulfilment of the independence criteria;
- preparation of the Supervisory Board self-assessment for 2017;
- approval of the Supervisory Board Report for 2017;
- assessment of the Company's observance of the disclosure obligations concerning compliance with the corporate governance principles,
- assessment of rationality of policy of sponsorship, charitable, or other activity of similar nature.

Members of the Supervisory Board constantly monitored the legislative works and law amendments related to significant areas of activity of ERGIS S.A. and other companies of the ERGIS Group. In particular, the Supervisory Board examined the issues related to changes in the legal regulation of current and periodic information provided by issuers of securities.

The cooperation of the Supervisory Board with the Members of the Management Board was performed in a due manner. Members of the Management Board participated in the meetings of the Supervisory Board, which allowed the decision-making process to be performed efficiently and effectively by the Supervisory Board. Nevertheless, the Members of the Supervisory Board, its Chairman in particular, remained in permanent contact with the Management Board, consulting, on an on-going basis, individual aspects of the Company's operations.

In the financial year 2018, the Supervisory Board of ERGIS S.A. was composed of seven Members. This included three independent members. Two permanent committees operated in the Supervisory Board of ERGIS S.A.: Audit Committee and Remunerations Committee. The

composition of the Supervisory Board reflected the care for diversity of its members, both in terms of professional experience and their knowledge and skills. Moreover, the Supervisory Board's composition was to ensure the highest range possible as far as different views on the work of the Management Board, operations of the Company and the knowledge regarding the Company's business are concerned.

In the assessment of the Supervisory Board, the undertaken activities contributed to an efficient and proper performance of any imposed obligations, both by the Board itself and the Committees which operate within the Supervisory Board as well as by the individual members of the Board. It needs to be highlighted with satisfaction that activity of the Supervisory Board allows full implementation of the challenges set for the Board.

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