



**"COMPANY STATUTE
GENOMTEC JOINT STOCK COMPANY
based in Wrocław**

§1.

Business

- 1.The company will operate under the name:**GENOMTEC Joint Stock Company**. -----
- 2.The company may use the following abbreviation in its business dealings:**GENOMTEC SA**-----
- 3.The company may use the company name together with its distinctive graphic symbol. -----

§2.

How it was created

The Founders of the Company are the Founders. -----

§3.

Headquarters

The company's headquarters is in Wrocław. -----

§4.

Area of operation

- 1.The Company operates in the territory of the Republic of Poland and abroad.-----
- 2.The Company may establish, among others, branches, subsidiaries and plants in the country and abroad, join other companies, cooperatives and economic organizations, as well as acquire and dispose of, among others, shares and stocks in other companies. -----

§5.

Duration of the Company

The duration of the Company is unlimited. -----

§6.

The Company's scope of activity

The Company's business activity according to PKD (Polish Classification of Activities) is: ----

- 1)PKD 72.11.Z Scientific research and development work in the field of biotechnology, -----
- 2)PKD 72.19.Z Scientific research and development work in the field of other natural sciences and technology, -----
- 3)PKD 74.10.Z Specialized design activities, -----
- 4)PKD 74.90.Z Other professional, scientific and technical activities, not elsewhere classified, -----
- 5)PKD 77.40.Z Leasing of intellectual property and similar products, excluding works protected by copyright,-----
- 6)PKD 85.60.Z Activities supporting education, -----
- 7)PKD 20.59.Z Manufacture of other chemical products, not elsewhere classified,-----



- 8)86.90.E Other health care activities, not elsewhere classified,-----
- 9)32.50.Z Production of medical equipment, instruments and products, including dental,-----
- 10)21.20.Z Production of medicines and other pharmaceutical products. -----

§7.

Share capital

- 1.The share capital of the Company amounts to **1,225,788.60 PLN**(one two hundred twenty-five thousand seven hundred eighty-eight zlotys and sixty groszy) and is divided into 12,257,886 (twelve million two hundred fifty-seven thousand eight hundred eighty-six) ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.

- 2.The Company's share capital is divided into:-----
 - a) 1,000,000 ordinary bearer shares of series A, -----
 - b) 142,860 ordinary bearer shares of series B, -----
 - c) 4,000,000 ordinary bearer shares of series C, -----
 - d) 583,670 ordinary bearer shares of series D, -----
 - e) 85,900 ordinary bearer shares of series E, -----
 - f) 76,000 ordinary bearer shares of series F, -----
 - g) 710,110 ordinary bearer shares of series G, -----
 - h) 830,000 ordinary bearer shares of series H,-----
 - i) 730,000 ordinary bearer shares of series J, -----
 - j) 1,205,639 ordinary bearer shares of series K,-----
 - k) 794,361 ordinary bearer shares of series L, -----
 - l) 1,237,000 ordinary bearer shares of series M, -----
 - m) 400,000 ordinary bearer shares of series N, -----
 - n) 462,346 ordinary bearer shares of series I. -----
- 3.The amount paid to cover the share capital before the registration of the Company is PLN 100,000.00 (one hundred thousand zlotys). -----
- 4.The share capital was fully paid up in exchange for a cash contribution. -----

§7A.

Contingent capital

- 1.The conditional share capital of the Company shall amount to no more than PLN 65,985.40 (sixty-five thousand nine hundred eighty-five zlotys and forty groszy) and shall be divided into no more than 659,854 (six hundred fifty-nine thousand eight hundred fifty-four) series I ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each. -
- 2.The purpose of the conditional increase in share capital referred to in section 1 above is to grant the right to subscribe for series I shares to holders of subscription warrants issued by the Company pursuant to resolution no. 05/08/2020 of the Extraordinary General Meeting of 31 August 2020. -----
- 3.The persons entitled to acquire series I shares shall be the holders of subscription warrants referred to in section 2. -----
- 4.The right to acquire series I shares may be exercised no later than August 31, 2025.



§8.

Shares

- 1.The Company's shares are bearer shares and may be covered by cash or non-cash contributions. -----
- 2.The change of bearer shares to registered shares is not permitted. -----
- 3.The company's shares may be issued in collective shares. -----

§9.

Redemption of shares

- 1.Shares may be redeemed only with the shareholder's consent through their acquisition by the Company for the purpose of their redemption (voluntary redemption). -----
- 2.The Company may redeem its own shares. -----

§10.

Increase in share capital

- 1.The share capital may be increased by issuing new shares or increasing the nominal value of existing shares.-----
- 2.Shareholders have priority in acquiring new shares in proportion to the number of shares held (subscription rights). In the interest of the Company, the General Meeting may deprive existing shareholders of their subscription rights in whole or in part. -----
- 3.The Company may issue bonds, including bonds convertible into shares and bonds with priority rights. -----
- 4.The Company may issue registered or bearer subscription warrants. -----

§ 10A.

Authorized capital

- 1.The Management Board is authorized to increase the share capital of the Company by issuing 400,000 (four hundred thousand) new ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each and a total nominal value of no more than PLN 40,000.00 (forty thousand zlotys), which constitutes an increase within the authorized capital specified in particular in the provisions of Articles 444 -447 of the Commercial Companies Code. The Management Board may exercise the authorization granted to it by making one or several increases in the share capital within the limits specified above.-----
- 2.The Management Board's authorization to increase the share capital and issue new shares within the authorized capital expires on March 26, 2026 (the last day on which the Management Board may submit an application to the registry court for registration of the share issue within the authorized capital).-----
- 3.The Management Board is authorized to issue shares issued as part of the share capital increase within the limits of the authorized capital only in exchange for cash contributions.
- 4.As part of the authorization to increase the share capital within the authorized capital, the Management Board is authorized to issue subscription warrants referred to in Article 453 § 2 of the Commercial Companies Code, with the deadline for exercising the subscription right expiring no later than the period for which this authorization was granted. -----
- 5.The consent of the Supervisory Board is required for the Management Board to establish the issue price of shares issued within the authorized capital or to conclude an issue guarantee agreement or other agreements securing the success of the issue. -----



6. The Management Board of the Company is authorized to deprive shareholders of the right to subscribe for subscription warrants and shares, in whole or in part, with the consent of the Supervisory Board in relation to any increase in the share capital within the limits of the authorized capital specified in § 10A. sec. 1 of the Articles of Association. -----
7. The Management Board decides on all other matters related to the increase in the share capital within the limits of the authorized capital, and unless the provisions of law provide otherwise, the Management Board is in particular authorized to adopt appropriate resolutions, submit motions and perform legal and organizational activities in the following matters:

- and)** determining the terms and conditions of the share issue, including the type of share subscription (in particular, the Management Board is authorized to issue shares in an open subscription mode as part of a public offering), setting the share issue price, the dates of opening and closing the subscription or concluding agreements on the subscription for shares, the terms and conditions allocation, the date from which the shares will participate in the dividend; -----
- b)** applying for the admission and introduction of shares to trading on the regulated market operated by the Warsaw Stock Exchange; -----
- c)** dematerialization of shares, including concluding agreements on the registration of shares with the National Depository for Securities SA; -----
- d)** establishing principles, adopting resolutions and taking other actions concerning the issue and offering of shares; -----
- e)** concluding agreements on guaranteeing the issue or other agreements securing the success of the share issue. -----

§11.

Company Bodies

The Company's bodies are: -----

- 1)** General Meeting, -----
- 2)** Supervisory Board, -----
- 3)** Management. -----

§12.

General Assembly

- 1.** The General Meeting may be Ordinary or Extraordinary. -----
- 2.** The Ordinary General Meeting is convened by the Management Board no later than 30 June of each subsequent calendar year. -----
- 3.** The Extraordinary General Meeting is convened by the Management Board, subject to the cases specified in the Commercial Companies Code, on its own initiative, at the request of the Supervisory Board or shareholders representing at least 5% of the share capital. -
- 4.** The competences of the General Meeting include matters specified in the Commercial Companies Code and the Articles of Association, in particular: -----
 - and)** appointing and dismissing members of the Supervisory Board; -----
 - b)** establishing the principles of remuneration of the Members of the Supervisory Board and the Members of the Audit Committee, if appointed; -----
 - c)** creation and liquidation of reserve capital and other capital and funds of the Company; -----
 - d)** giving consent to the sale and lease of an enterprise or its organised part and establishing limited property rights thereon;



- e) expressing consent to the conclusion by the Company of a credit, loan, guarantee or similar agreement with a Member of the Management Board, proxy, liquidator or Member of the Supervisory Board; -----
- f) adopting and amending the regulations of the General Meeting. -----
- 5. Each shareholder may participate in the General Meeting and exercise the right to vote in person or by proxy. -----
- 6. Resolutions may also be adopted without formal convening if the entire share capital is represented and none of those present has objected to holding the General Meeting or to including individual matters in the agenda. -----
- 7. The acquisition or disposal by the Company of real estate, a share in real estate or perpetual usufruct does not require the consent of the General Meeting. -----
- 8. The General Meeting may adopt resolutions regardless of the number of Shareholders present or shares represented, unless the Articles of Association or the Commercial Companies Code provide otherwise. Resolutions of the General Meeting are adopted by an absolute majority of votes, unless the provisions of the Commercial Companies Code or the Articles of Association provide for stricter requirements for adopting resolutions. -----
- 9. At the General Meeting, one share equals one vote. -----
- 10. The General Meeting is opened by the Chairman of the Supervisory Board or a person designated by him, and the Chairman of the Meeting is elected from among the persons entitled to participate in the General Meeting. In the absence of these persons, the General Meeting is opened by the President of the Management Board or a person designated by the Management Board.
- 11. General Meetings are held at the Company's registered office or in Warsaw or in another place in the Republic of Poland indicated by the Management Board. -----

§13.

Supervisory Board

- 1. The Supervisory Board exercises permanent supervision over the Company's activities in all areas of its activity. -----
- 2. The Supervisory Board consists of 5 to 7 Members, including the Chairman. -----
- 3. The Supervisory Board is appointed and dismissed by the General Meeting. -----
- 4. Members of the Supervisory Board are appointed for a joint 3-year term of office. Each Member of the Supervisory Board may be re-elected to this function. A Member of the Supervisory Board may be dismissed at any time. -----
- 5. At the first meeting in a given term, the Supervisory Board shall elect a Chairman from among its members, if the General Meeting has not done so. -----
- 6. The meetings of the Supervisory Board are convened by the Chairman, who may authorize another Member of the Supervisory Board or a Member of the Management Board to send invitations to the Members of the Supervisory Board on his behalf, with the Supervisory Board meetings being held at least three times in a financial year. -----
- 7. Resolutions of the Supervisory Board are passed by a simple majority of votes cast, unless the law provides for stricter conditions for adopting resolutions. If the vote remains undecided, the vote of the Chairman of the Supervisory Board is decisive. -----
- 8. Resolutions of the Supervisory Board may be adopted if all its Members have been properly notified of the date and place of the meeting in person, in writing (courier or registered mail), by fax or electronically, at least 2 days (unless there is an emergency – then this period may be shorter) before the meeting and at least half of them are present at the meeting.



9. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their vote in writing through another Member of the Supervisory Board, provided that casting a vote in writing may not concern matters introduced to the agenda at the meeting of the Supervisory Board. -----
10. The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication. -----
11. The Management Board or a Member of the Supervisory Board may request that a meeting of the Supervisory Board be convened, providing a proposed agenda. The Chairman of the Supervisory Board shall convene the meeting within 2 (two) weeks of receiving the request. -----
12. Notice regarding the next meeting of the Supervisory Board is not required if all Members of the Supervisory Board are present at the meeting of the Supervisory Board and all Members of the Supervisory Board agree to convene the next meeting, setting its agenda and date.

13. The Supervisory Board meeting may be held without being formally convened if all members of the Supervisory Board are present at the meeting and none of the members of the Board has raised an objection either to holding the meeting or to the matters to be decided by the Supervisory Board at that meeting. -----
14. It is also possible to participate in the Supervisory Board meeting using means of direct remote communication. -----
15. Members of the Supervisory Board may receive remuneration specified by a resolution of the General Meeting. -----
16. The principles of operation of the Supervisory Board of the Company will be determined by the Supervisory Board Regulations adopted by the Supervisory Board. -----
17. The Supervisory Board's responsibilities include matters specified in the Commercial Companies Code and the Articles of Association, including: -----
 - a) representing the Company in agreements with members of the Management Board and in disputes with members of the Management Board, whereby the Supervisory Board may authorize one or more members of the Supervisory Board to conclude an agreement or represent in a dispute with the Management Board, -----
 - b) establishing the principles of remuneration of the Management Board Members, -----
 - c) approval of the Management Board Regulations, -----
 - d) selecting an auditor to audit the Company's financial statements; -----
 - e) appointing and dismissing members of the Management Board, as well as suspending individual or all members of the Management Board from their duties for important reasons and delegating members of the Supervisory Board, for a period not longer than three months, to temporarily perform the duties of members of the Management Board who have been dismissed, have resigned or are unable to perform their functions for other reasons, ---
 - f) expressing consent to any decisions made by the Company (including the conclusion of an agreement) regarding the sale or acquisition by the Company of real estate or a share in real estate, -----
 - g) expressing consent to the acquisition of an enterprise or an organized part of an enterprise belonging to another entrepreneur, joining another company or acquiring, taking up or disposing of shares or stocks in another company, -----
 - h) expressing consent to the transfer of copyrights or other intellectual or industrial property rights, in particular rights to patents, software source codes and trademarks.



18.The Supervisory Board may establish committees or commissions, both permanent and ad hoc, to consider specific matters, as advisory and consultative bodies, consisting of individual Members of the Supervisory Board, advisors and experts. -----

§14.

Management

- 1.**The Management Board manages the Company's affairs and represents the Company in all judicial and extrajudicial activities. The Management Board makes decisions in all matters not reserved by the provisions of the Articles of Association or legal regulations to the exclusive competence of the Supervisory Board or the General Meeting. -----
- 2.**The Management Board of the Company consists of a maximum of 5 (five) Members appointed by the Supervisory Board, including the President and Vice-President or Vice-Presidents, if the Management Board consists of several members. The joint term of office of the Members of the Management Board lasts 3 years. Each Member of the Management Board may be elected for the next term of office. -----
- 3.**The Management Board operates on the basis of the Management Board Regulations adopted by itself and approved by a resolution of the Supervisory Board. -----
- 4.**Resolutions of the multi-person Management Board are passed by a simple majority vote. In the event of an equality of votes, the vote of the President of the Management Board is decisive. -----
- 5.**A member of the Management Board may not engage in competitive business without the Supervisory Board's dismissal. -----
- 6.**Meetings of the multi-person Management Board are convened by the President or, in his place, by the Vice-President of the Management Board. Notices of Management Board meetings may be sent in writing, electronically, by telephone or fax, as well as orally, no later than 2 (two) days before the planned date of the Management Board meeting (unless there is an emergency - then this period may be shorter). -----
- 7.**The Management Board is capable of adopting resolutions if each Member of the Management Board has been properly notified of the meeting to be held and at least half of the total number of Members of the Management Board are present at the meeting. -----
- 8.**The Management Board may adopt resolutions in writing or by using means of direct remote communication. -----
- 9.**Members of the management board may participate in adopting resolutions of the management board by casting their votes in writing through another member of the management board. -----
- 10.**It is also possible to participate in a board meeting using means of direct remote communication. -----
- 11.**The Company is represented by each Member of the Management Board individually. -----

§15.

Share in the profit and capital of the Company

- 1.**Shareholders are entitled to a share of the profit shown in the audited financial statements, which have been allocated by the General Meeting for payment to shareholders. -----
- 2.**The company creates a reserve capital to cover balance sheet losses. 8% of the net annual profit is transferred to the reserve capital until this capital reaches at least 1/3 of the share capital. -----
- 3.**The General Meeting may decide to create other capitals to cover special losses or expenses (reserve capitals or earmarked funds). -----



§16.

Accountancy

The Company maintains accounting and commercial books in accordance with the provisions of law in force in the Republic of Poland. -----

§17.

Fiscal year

The Company's fiscal year is the calendar year, with the first fiscal year ending on December 31, 2017 (December thirty-first, two thousand and seventeen).

§18.

Final provisions

In matters not regulated by this Statute, the provisions of the Commercial Companies Code shall apply."-----

Miron Tokarsky

President of the Management Board of the Company

Michael Wachowski

Member of the Management Board of the Company

Charudutt Shah

Member of the Management Board of the Company