



ORLEN

Polski Koncern Naftowy ORLEN
Spółka Akcyjna

POLSKI KONCERN NAFTOWY ORLEN S.A. MANAGEMENT BOARD RULES OF PROCEDURE

I. Definitions

§ 1

For the purpose of these Rules of Procedure, the terms given below shall have the following meaning:

PKN ORLEN S.A. / the Company	Polski Koncern Naftowy Spółka Akcyjna with its registered address in Płock, entered in the Polish National Court Register maintained by the Regional Court for Łódź-Śródmieście in Łódź, XX Commercial Division of the National Court Register, under number 0000028860.
Articles of association	Current Company articles of association
Member of the Management Board	All persons that are part of the PKN ORLEN S.A. Management Board, i.e. the President, Vice President and members.
Critical Infrastructure Protection Officer	The Critical Infrastructure Protection (CIP) Officer is appointed on the basis of the Act of 18 March 2010 on Special Powers of the Minister Responsible for State Assets and Their Execution in Certain Capital Companies or Groups Operating in the Electricity, Oil and Gas Fuels Sectors, and the Regulation of the Head of the Ministers' Council of 22 March 2017 on the Critical Infrastructure Protection Officer.
Critical infrastructure	The Company's property disclosed in the uniform list of facilities, installations, equipment and services forming part of the critical infrastructure drawn up pursuant to the Crisis Management Act of 26 April 2007.
Commercial Companies' Code	The Act of 15 September 2000.
Company branch	A separate and distinct organisational unit within the Company constituting a group of integrated tangible and intangible assets, with a specific staff capacity, established for the purpose of conducting a part of the Company's business activity, with an organisational structure defined in the organisational by-laws adopted by the Company's Management Board.

II. General Provisions

§ 2

1. These Rules of Procedure define the way in which the Management Board's work is organized, the manner in which the Company's affairs are conducted, and the principles according to which the Management Board passes resolutions.
2. The Management Board is a statutory executive body which manages and governs the Company's activity and operations in accordance with the law, the Company's articles of association, resolutions of the General Meeting of Shareholders and resolutions of the Supervisory Board, as well as these Rules of Procedure. The Supervisory Board must not address the Management Board with binding instructions regarding the manner in which the Company's affairs are to be conducted.
3. The Management Board's principal objective is to pursue the Company's interests, understood as increasing the value of the Company's assets entrusted to the Company by its shareholders, with due respect for the rights and interests of entities other than the shareholders involved in the Company's functioning, especially its creditors and employees.
4. The Management Board ensures the transparency and efficiency of the Company's management system, and that the Company's affairs are managed in accordance with legal regulations and good practices.
5. The Management Boards submit to the Supervisory Board information on any crucial matters related to the Company's activity and any associated risk as well as the methods of managing this risk.

III. Principles Regarding Members of the Management Board

§ 3

1. Members of the Management Board who resign from performing duties on the Management Board shall tender their resignation to the Company and inform the Supervisory Board of such resignation in an appropriate notice submitted to the Governing Body Support and Organisation Management Office (GBSOMO).
2. Members of the Management Board are obliged to remain loyal to the Company and abstain from any activity aimed only at their personal material gain or those of their close relations, i.e. spouse, children, blood-relatives, and kinsmen of the second degree as well as persons to whom they are personally linked.

3. Members of the Management Board must not accept any benefits which may affect the impartiality and objectivity of their decisions or adversely affect the assessment of the independence of their opinions and judgements.
4. In the event of receiving information concerning an investment possibility or other favourable transaction connected with the Company's scope of business, the member of the Management Board should immediately present such information to the Management Board for the purpose of considering the possibility of the Company taking advantage of it. Such information may be used by the member of the Management Board or passed over to a third party only upon consent of the Management Board and only when this does not infringe upon the Company's interests.
5. When making decisions in the Company's matters, members of the Management Board shall work within the limits of justifiable economic risk; i.e. prior to any decisions being made, due consideration should be given to all information, analyses and opinions which in the opinion of the Management Board should be taken into account out of consideration for the Company's interests. When determining the Company's interests, members of the Management Board consider the legitimate long-term interests of the Company's shareholders, creditors and employees, including the employees of other entities and other persons collaborating with the Company within the scope of its business activity, as well as the interests of the local community.
6. Members of the Management Board perform their obligations in accordance with the procedures adopted by the Company and the corporate governance principles which the Company is committed to follow.
7. Members of the Management Board are required to notify the Supervisory Board of any conflict of interest resulting from their position, or of any possibility of such conflict of interest.
8. Members of the Management Board are obliged, in accordance with internal procedures, to submit declarations required pursuant to relevant legal provisions, internal information policy and International Accounting Standards, to enable the Company to perform their information obligations in a timely manner. The obligation to submit a declaration, as described above, also applies to former members of the Management Board for the period during which they held positions on the Management Board.

IV. Representing the Company and Issuing Powers of Attorney

§ 4

1. The Management Board represents the Company in relations with third parties in accordance with the provisions of the Commercial Companies' Code and the Company's articles of association. The right of members of the Management Board to represent the Company cannot be limited in respect of the legal effect in relation to third parties.
2. The Management Board approves in the form of a resolution the principles guiding issuances and withdrawals of powers of attorney.
3. The President of the Management Board defines, in a separate regulation, detailed rules regarding the issuance and the withdrawal of powers of attorney, keeping records of powers of attorney as well as submitting declarations and serving documents, which must be in compliance with the principles of the resolution described in item 2.
- 4.

V. Managing Company Affairs

§ 5

1. All members of the Management Board are required and authorised to manage Company affairs.
2. The scope of the Management Board's duties includes conducting all Company affairs which are not assigned and attributed by the Commercial Companies' Code or Company articles of association to Company governing bodies. The Management Board may assign the management of specific matters to individual members of the Management Board or to Company or Branch employees, with the exception of matters

which:

- 1) Have been assigned by the legal provisions or the Company articles of association or these Rules of Procedure to the exclusive responsibilities of the Management Board;
 - 2) Have been entrusted to the Management Board by the General Meeting of Shareholders or the Company's Supervisory Board.
3. All matters beyond the scope of ordinary management shall require a resolution of the Management Board. However, the consent of the Management Board shall not be required to carry out tasks which are an integral part of another task previously approved by the Management Board, unless the resolution of the Management Board shall state otherwise.
4. Tasks set out in § 8, item 12, point 4, letter a) of the Articles of Association and all other tasks not set out in item 5 below are treated as ordinary management.
5. The following matters require a resolution of the Management Board:
- 1) Adoption and amendment of the Management Board Regulations;
 - 2) Adoption and amendment of Company Organizational Regulations and Branch Regulations;
 - 3) Adoption of motions submitted to the Supervisory Board and/or to the General Meeting of Shareholders, in particular any motions for consent to carry out certain tasks, issue opinions, make an assessment or give approval, which are required in accordance with generally applicable laws and/or Company articles of association;
 - 4) Convocation of General Meetings of Shareholders and adoption of the proposed agenda of the General Meeting;
 - 5) Approval of annual and long-term financial plans as well as the Company's development strategy;
 - 6) Authorization of an investment project and all corresponding liabilities where the total expenditures and encumbrances exceed PLN 50,000,000 (fifty million);
 - 7) Incurring liabilities, managing property rights and any form of encumbrance on the Company's property (assets) where the total value exceeds PLN 50,000,000 (fifty million), excluding liabilities, dispositions and encumbrance described in points 6, 8, 9, 12 and 13 if the Management Board has formerly adopted a resolution concerning these matters, and also excluding tasks related to the trade of fuels and energy (subject to item 6);
 - 8) Disposal and purchase of property, perpetual lease or a share in a property and setting a limited property law;
 - 9) Disposal, purchase and encumbering by the Company of stakes, shares or other participation titles in other entities, including shares in the regulated market;
 - 10) Issue of securities by the Company;
 - 11) Approval of the annual report on the Company's performance; the Company's yearly, half-yearly and quarterly financial reports, and; the Corporate Group's yearly, half-yearly and quarterly financial reports;
 - 12) Acceptance and amendment of the Company's employee remuneration scheme, as well as decisions regarding the implementation and establishment of incentive schemes;
 - 13) Conclusion, amendment and termination of a collective employment agreement in the Company, and other agreements with trade unions;
 - 14) Establishing the principles of granting and revoking of the power of attorney;
 - 15) Determining the Company's so-called donation policy;
 - 16) Granting of a commercial power of attorney;
 - 17) Establishing the internal distribution of responsibilities among the members of the Management Board;
 - 18) Foundation of businesses/offices abroad;
 - 19) Other matters which at least one member of the Management Board requests to be adopted in the form of a resolution;
 - 20) Resolving to pay an interim dividend;
 - 21) Creation and dissolution of a Company Branch;
 - 22) Appointment and dismissal of the Branch Director.
6. The following ordinary management tasks shall also require a Management Board

resolution:

- 1) Incurring liabilities arising from legal transactions related to the trade of crude oil or hydrocarbon raw materials used in the refinery in the production of fuels, with the exception of biocomponents and fuel additives, where the volume of the transaction exceeds 165 thousand tonnes of crude oil or hydrocarbon raw materials used in the refinery in the production of fuels, with the exception of biocomponents and fuel additives;
 - 2) Incurring liabilities arising from legal transactions related to the trade of natural gas, the trade of throughput in the natural-gas transmission, distribution, and storage networks both nationally and internationally, as well as the trade of natural gas storage capacity both nationally and internationally, where the volume of the transaction exceeds 100 million Nm³;
 - 3) Incurring liabilities arising from legal transactions related to the purchase of biocomponents and biofuels, including feedstocks used in the production of biocomponents and biofuels, of a value in excess of PLN 200,000,000 (two hundred million);
 - 4) Incurring liabilities arising from legal transactions related to the trade of fuels, within the meaning of the Company's articles of association, other than those defined in item 6 (1), (2) and (3), of a value exceeding PLN 200,000,000 (two hundred million);
 - 5) Incurring liabilities arising from legal transactions related to the sale or purchase of refining products on the international market where the volume of the transaction exceeds 90 thousand tonnes, excluding heavy fuel oil;
 - 6) Incurring liabilities arising from legal transactions related to participation in a public tendering procedure (including participation in negotiations concerning the subject of the tender) in the segment of wholesale of refinery products as well as fleet cards of a value in excess of PLN 200,000,000 (two hundred million);
 - 7) Incurring liabilities arising from legal transactions related to the trade of energy, property rights arising from certificates of origin of gas and energy efficiency, guarantees of origin and documents confirming their issue, as well as system services and energy ranges related to the above, and all activities connected with the process of changing electricity suppliers, when the volume of the given transaction exceeds 300 GWh;
 - 8) Incurring liabilities arising from legal transactions related to participation in tender procedures (including those defined in the Public Procurement Act) for trading (separately or jointly) in energy, energy-related products or services (including participation in negotiations as well as the performance of other factual and legal actions in relation to the subject matter of the tender) and all actions related to the procedure of changing the energy supplier when the volume of the given transaction exceeds 300 GWh;
7. Tasks which form part of the remit of the entire Management Board, carried out on the basis of a decision of a member of the Management Board, may be approved by the Management Board. Approval of the decision shall not allow the member of the Management Board to disclaim liability for going beyond the scope of his/her responsibilities.
 8. The Management Board's approval to incurring a liability which arises from a Management Board resolution shall also include the Company Management Board's consent to the cancellation, termination or renunciation of the contract, unless stated otherwise in a Management Board resolution or decision of the Management Board member supervising the given area.

§ 6

1. Subject to the provisions of item 5 (2), (5) and (6) above, individual members of the Management Board are responsible for the independent governance of the Company's affairs within the scope of ordinary management, within their responsibilities adopted in a resolution as described in § 5, item 5 point 17 and the Company's Organizational Regulations.
2. In a matter assigned in accordance with the Company's Organizational Regulations to more than one member of the Management Board, the concerned members of the Management

Board appoint from among themselves a member to be assigned to the matter in question. In case of any doubts or a dispute, a dedicated Member shall be appointed by the Company's Management Board.

3. Independent governance of the Company's affairs, as described in item 1 above, shall mean the authorization of a member of the Management Board to make decisions on matters which are part of his/her responsibilities, defined in a resolution of the Management Board as described in § 5, item 5, point 17 and the Company's Organizational Regulations, provided that no other member of the Management Board raises an objection or requests a particular matter to be collectively decided and settled by the Management Board.
4. Members of the Management Board undertake to co-operate and inform one another of any fundamental tasks undertaken as part of their duty to conduct the Company's affairs as well as tasks which differ from the agreed principles of conduct with respect to certain matters or tasks related to the responsibilities assigned to other members of the Management Board.

§ 7

1. When managing the Company's affairs, the Management Board as a whole as well as individual members of the Management Board shall make decisions within the boundaries of justified economic risk and after considering all information, analyses and opinions which in the case in question should be taken into consideration on account of the Company's interests.
2. When carrying out transactions, the Management Board and its members are obliged to take particular care to ensure these transactions are carried out under market conditions.
3. When selecting an expert, especially in the field of financial, fiscal and legal services, the Management Board and its members take into account any circumstances that limit the independence of a particular expert in performing his/her duties, as well as the rules of fair competition.

VI. Powers of the President

§ 8

1. The scope of activities of the Management Board President encompasses matters not reserved for the Management Board or any of its other individual members. In particular, the scope of activities of the Management Board President encompasses:
 - 1) Calling meetings of the Management Board;
 - 2) Establishing the agenda of a meeting of the Management Board;
 - 3) Altering the order of issues on the agenda of a meeting of the Management Board;
 - 4) Chairing meetings of the Management Board;
 - 5) Ordering breaks during meetings of the Management Board;
 - 6) Managing the Company as a workplace in matters related to labour law, including the appointment of other persons entitled to make declarations on behalf of the employer.
2. The President of the Management Board governs and manages the work of the Management Board.
2. In case of absence of the Management Board President, he/she is replaced by a Management Board member named in the resolution referred to in item 5 (5) (17). The rights of the member of the Management Board who replaces the President of the Management Board are subject to the provisions of these Rules of Procedure regarding the powers of the President, excluding the right provided for in § 12, item 3, sentence 2.
4. If the President of the Management Board is suspended or recalled, or if his/her appointment period expires for other reasons before the end of term, all powers of the President of the Management Board, except for the right of the casting vote referred to in § 12 item 3 sentence 2, shall be performed by a person appointed by resolution of the Supervisory Board to act as the President of the Management Board until a new President of the Management Board is appointed or the powers of the previous President are restored.

VII. Critical Infrastructure Protection Officer

§ 9

The provisions of this and the following chapters related to the Critical Infrastructure Protection Officer shall apply in connection with the appointment of such Officer in the Company, in accordance with generally applicable regulations.

§ 10

1. The Officer monitors the Company's activities in accordance with the principles set forth in the Polish Act on the Special Entitlements of the Minister Responsible for State Assets and their Execution in Certain Capital Companies or Groups Operating in the Electricity, Petroleum and Gas Fuels Sectors.
2. As part of his/her duties to monitor Company activities, the Officer:
 - 1) Is authorised to participate in an advisory capacity in meetings of the Management Board when the issues examined thereby refer to a disposal of components of the critical infrastructure;
 - 2) Is authorised to demand provision of any documents, information and clarification in the scope of the critical infrastructure from the Management Board;
 - 3) Shall draw up a critical infrastructure protection report, quarterly or upon each and every request of the Management Board or Supervisory Board, containing information on physical, technical, legal, personal and ICT protection, and plans on the reconstruction and restoration of operation of the critical infrastructure;
 - 4) Shall provide the Management Board with advice in the scope of the Company's critical infrastructure in the following matters:
 - a) On the Management Board passing resolutions or engaging in legal transactions concerning disposals of critical infrastructure components;
 - b) On the Management Board passing resolutions on:
 - Dissolution of the Company;
 - Reassignment or resignation from the use of the critical infrastructure;
 - Change of the purpose of the Company enterprise;
 - Disposal or lease of the Company enterprise or its substantial part and establishment of a limited property right thereon;
 - Adoption of a financial plan, investment plan or a long-term strategy;
 - Transfer of the Company's headquarters abroad.
3. In connection with his/her duties set forth in items 1 and 2, the Officer shall be provided by the Management Board with documents or information on the Company governing bodies passing resolutions or engaging in legal transactions referred to in items 1 and 2, within three days of such resolution or transaction taking place.
4. The Management Board shall submit the information or clarification to the Officer in written form or, if justified by the circumstances, orally or by means of remote communication, including e-mail.
5. The Officer shall be provided by the Management Board with written information concerning the Company's intention to dispose of a component of the critical infrastructure, including copies of relevant documents, not later than two days before the planned date of the disposal.

VIII. Calling and Holding Meetings of the Management Board and Passing Resolutions

§ 11

1. Meetings of the Management Board shall be held as necessary, but at least every two weeks.
2. Meetings of the Management Board are convened by the President who determines the

date and venue of the meeting as well as the meeting's agenda. In exceptional circumstances, and provided that the President has not appointed his/her replacement in accordance with § 8, item 3, the meeting can be called by two members of the Management Board.

3. The notice convening a meeting of the Management Board, with specified venue, date, time and the meeting's agenda, should be delivered to the members of the Management Board at least three working days prior to the meeting. It is permissible to notify a member of the Management Board of a planned meeting via telephone, fax or e-mail. Delivery of the notice convening a meeting of the Management Board to the office of a given member of the Management Board shall be recognised as an effective delivery of the notice to this member.
4. The notice convening a meeting of the Management Board, with specified venue, date, time and the meeting's agenda, should also be delivered to the Critical Infrastructure Protection (CIP) Officer appointed in the Company within the time frame specified in item 3. The notice addressed to the CIP Officer should be sent to the address specified by the Representative. It is acceptable to inform the Representative of a planned meeting of the Management Board by e-mail to the address specified by the CIP Officer .
5. The notice convening a meeting of the Management Board should be accompanied by documents which are the basis for examination of the issues placed on the agenda, subject to the provisions of item 6. Documents to be examined by the Management Board shall require the acceptance of the member of the Management Board who supervises the organizational unit which prepared these documents.
6. Should any document be submitted after the deadline referred to in item 3, the President of the Management Board shall determine whether the issue to which this document pertains will be examined during the meeting or withdrawn from the agenda and included in the agenda of the next meeting of the Management Board.
7. In emergencies, the President of the Management Board may convene a meeting of the Management Board without abiding by the term and manner defined in items 3 and 5, with the exception that if the issues to be discussed include those referred to in § 10, item 2, the CIP Officer is entitled to participate in the meeting shall be promptly notified, no later than 2 days prior to the meeting taking place.
8. A Management Board meeting can be held without being officially convened if all members of the Management Board are present and none of them objects to holding the meeting or to its proposed agenda, with the exception that should the meeting examine issues referred to in § 10, item 2, the s must also be present. In case of the absence of the CIP Officer at a meeting which is held in the circumstances mentioned above, the issues mentioned in § 10, item 2, shall not be examine thereat.
9. Meetings of the Management Board shall be held AT the Company's registered address or AT the Company office in Warsaw, unless the person who calls the meeting designates a different venue.
10. Each member of the Management Board may submit a written request to convene a meeting of the Management Board or include certain issues on the meeting's agenda. The motion to convene a meeting of the Management Board should contain the suggested agenda as well as justification for calling the meeting. The meeting should be held within seven days of submitting the motion.
11. The meeting's agenda can be changed when such change is agreed to by all members of the Management Board, except that when issues to be discussed include those referred to in § 10, item 2, the CIP Officer shall be notified in accordance with item 4.
12. With the consent of the person chairing the meeting, Company employees, advisers and other persons may attend it.
13. Detailed principles of the organizational assistance to the Management Board are provided in the relevant ordinance of the President of the Management Board. The organizational assistance provided to meetings of the Management Board is the responsibility of the Governing Body Support and Organisation Management Office.

1. The Management Board shall pass resolutions at its meetings, subject to item 13.
2. It shall be essential for the validity of the Management Board's resolutions that each member of the Management Board is properly notified of the planned meeting and that at least half of the Management Board members are present at the meeting, subject to § 11, item 8, and § 13.
3. Management Board resolutions are passed by a simple majority vote. In the event of a tied vote, the vote of the President of the Management Board shall be decisive.
4. The unanimity of all members of the Management Board shall be required in order to appoint a commercial proxy.
5. The Management Board passes resolutions in an open ballot. A secret ballot can be ordered following the motion of any member of the Management Board.
6. A member of the Management Board who voted against a resolution that is passed may file a dissenting opinion which shall be duly justified.
7. Resolutions shall be signed by all members of the Management Board present at the meeting at which they were adopted. Resolutions shall also be signed by any member of the Management Board who filed a dissenting opinion with the endorsement "dissenting opinion" or "votum separatum".
8. The manner in which adopted resolutions are to be implemented shall be decided upon by the meeting chairperson together with the member of the Management Board who introduced the matter to the meeting, unless the resolution of the Management Board contains specific rulings regarding this matter or appoints a person responsible for the implementation of the resolution.
9. Should the Company's interests be in conflict with the personal interests of a member of the Management Board, his/her spouse, relatives and kinsmen of the second degree as well as persons to whom s/he is personally linked, the member in question should abstain from deciding on such matters and request that this be duly noted in the minutes of the meeting.
10. In case of any conflict of interest or the possibility of such, the affected member of the Management Board should inform the remaining members and abstain from contributing to the discussion and voting when a resolution is passed in relation to such an issue and request that this be duly noted in the minutes of the meeting. Infringement of the above shall not invalidate a resolution that has already been passed by the Management Board.
11. In case of any doubt as to the existence of a conflict of interest, this shall be decided by the Management Board by way of a resolution.
12. A conflict of interest shall be understood as circumstances in which a decision made by a member of the Management Board may affect the personal interests of said member or those of his/her spouse, relatives and kinsmen of the second degree as well as persons to whom s/he is personally linked.

§ 13

1. In situations of emergency, it is permissible for the passing of a resolution to take place by means of remote communication (telephone, fax or e-mail). It is essential for the validity of resolutions passed by the Management Board in the abovementioned circumstances that all members of the Management Board are informed about the content of the draft resolution. Members may be informed about the content of the draft resolution by means of remote communication.
2. Voting by means of remote communication shall be ordered by the President of the Management Board at the request of a member of the Management Board or on the President's own initiative. In situations of emergency, where the President of the Management Board has not previously nominated a replacement in accordance with § 8, item 3, voting by means of remote communication may be ordered by two members of the Management Board. In case of an order to vote by means of remote communication in accordance with this paragraph, information to this effect shall be provided to members of the Management Board by staff within the Governing Body Support and Organisation Management Office who will provide the draft resolution and documents justifying its passing.
3. In case of the passing of a resolution in the circumstances defined in item 1, all members of

the Management Board must cast their votes by the date determined by the person managing the vote.

4. The CIP Officer shall be informed of the order to vote by means of remote communication and sent information concerning the topic of the Management Board's resolution or draft resolution to be voted on, except in cases where the issues voted on are unambiguously not connected with those defined in § 10, item 2. The CIP Officer shall be informed of the order to vote on the resolution in question in the manner defined in item 1 via email sent to the address specified thereby.
5. In the event that any member of the Management Board fails to vote within the time limit specified in the notice or any member of the Management Board objects to this form of voting, the draft resolution shall be considered at the next meeting of the Management Board.
6. A resolution cannot be passed in a secret ballot in the manner defined in item 1.
7. The date of adoption of a resolution according to the procedure specified in item 1 shall be the date of casting the last vote by the members of the Management Board. Members of the Management Board, in the case of voting electronically, e.g. by fax or e-mail, shall confirm their vote by putting their signature on the resolution together with the information about the vote they cast ("for", "against" or "abstaining") or by electronically transmitting the information about the vote they cast. The Governing Body Support and Organisation Management Office shall keep such document or other data confirming the cast vote ("for", "against" or "abstaining").
8. Once a resolution has been passed, the person managing the vote in the way defined in this paragraph shall request that the Resolution be drawn up in writing. A resolution passed in this manner shall be signed by a Board Member present at the Company's registered address or its Warsaw office.
9. The President of the Director of the Governing Body Support and Organisation Management Office shall inform Management Board members of the resolutions passed in the manner described in item 1 at the subsequent Management Board meeting, and any resolutions passed as defined in item 1 shall be attached to the minutes.
- 10.

IX. Management Board Meeting Documents and Minutes

§ 14

1. All documents used at Management Board meetings and prepared by a relevant organizational unit within the Company and should be approved by the head of the organizational unit providing the material and by the member of the Management Board responsible for the oversight of this unit in a dedicated system.
2. Meetings of the Management Board shall be recorded in the minutes.
3. The minutes shall be prepared by an employee of the Governing Body Support and Organisation Management Office as appointed by the Director of the Governing Body Support and Organisation Management Office.
4. The minutes of the meeting should include:
 - 1) Reference number, date and venue of the meeting;
 - 2) Confirmation of the notification of the CIP Officer of the Management Board meeting;
 - 3) Full names of the members of the Management Board present at the meeting (attendance list), the CIP Officer and invited guests;
 - 4) Agenda of the meeting;
 - 5) Summary of the presented issue and statements submitted for the minutes of the meeting;
 - 6) Confirmation of the adoption of a resolution or of another settlement of the issue;
 - 7) The voting result (the number of votes "for", "against" and "abstaining") with regards to every resolution and dissenting opinion inclusive of justification.
5. Resolutions passed shall be annexed to the minutes. Evidence of the notification of the CIP Officer of the meeting shall be enclosed with the minutes.
6. Members of the Management Board present at the meeting shall sign the attendance list.

7. The minutes of the meeting shall be signed by the members of the Management Board present at the Management Board meeting as well as the minute taker. In case of their absence from the Management Board meeting, Management Board members are required to familiarize themselves with the minutes of the meeting and confirm their compliance with this requirement in writing.
8. Resolutions shall be signed by all members of the Management Board present at the meeting at which the resolution was put to vote.

§ 15

1. The Governing Body Support and Organisation Management Office shall maintain the records of resolutions and minutes of the meetings.
2. Access to the records of resolutions is reserved to members of the Management Board and the Director of the Governing Body Support and Organisation Management Office. Other persons may obtain access to the records of resolutions with the permission of the Director of the Governing Body Support and Organisation Management Office.
3. Following each Management Board meeting, copies of any resolutions passed are provided to the members of the Management Board, the Directors of organizational units that applied for the resolutions to be passed, as well as the Directors of the organizational units responsible for their implementation. If an adopted resolution applies to the issues referred to in § 10, item 2 of the Rules of Procedure, a copy of the resolution shall also be submitted to the CIP Officer. The decision to issue copies of adopted resolutions to other persons shall be made by the Director of the Governing Body Support and Organisation Management Office.
4. All work related to the organization of meetings of the Management Board, the maintenance of records of the resolutions and minutes of the meetings, and monitoring the implementation of adopted resolutions and decisions, is the responsibility of the Director of the Governing Body Support and Organisation Management Office.
5. The Governing Body Support and Organisation Management Office shall keep a record of documents and written explanations submitted to the CIP Officer as well as any requests and notes submitted by the CIP Officer to the Management Board. The Governing Body Support and Organisation Management Office shall enclose evidence of the submission of documents and written explanations to the CIP Officer.

X. Final Provisions

§ 16

These Rules of Procedure were adopted by Resolution of the Management Board No. 6451/19 dated [31.07.2019].

§ 17

These Rules of Procedure shall come into force upon their endorsement by the Supervisory Board.

§ 18

Modifications of these Rules of Procedure require adherence to the process described within.