

CHARTER
OF THE NASZ DOM FOUNDATION
[FUNDACJA NASZ DOM]

CHAPTER I. GENERAL

§ 1

- 1) The Foundation under the name of the NASZ DOM Foundation, hereinafter referred to as the **Foundation**, was formed on 4 December 2023 by Dom Development S.A. with its registered office in Warsaw, hereinafter referred to as the **Founder**, by notarial deed executed on 4 December 2023 in Warsaw, Poland under repertory A no. 30310/2023.
- 2) The Foundation operates on the basis of the Foundations Act of 6 April 1984 (Journal of Laws No. 21 item 97, changed to: Journal of Laws of 1991 No. 19 item 92) and on the basis of this Charter.

§ 2

The Foundation shall have legal personality.

§ 3

The Foundation shall use a seal: Fundacja NASZ DOM (*the NASZ DOM Foundation*).

§ 4

- 1) The Foundation's registered office is in Warsaw.
- 2) The Foundation shall operate in the territory of the Republic of Poland.
- 3) The Foundation may establish permanent and temporary branches, including local branches, and establish other organisational units also outside the Republic of Poland.
- 4) In order to properly pursue its social and economic objectives, the Foundation may operate in Poland and abroad.

§ 5

- 1) The Foundation may form branches and affiliates, as well as have interest in companies and other foundations.
- 2) The Foundation may engage in economic activity only to the extent that it contributes to the achievement of its statutory objectives.
- 3) The economic activity of the Foundation may also be carried out through taking interest in civil and commercial law companies on the terms specified in the relevant regulations.
- 4) The economic activity carried out by the Foundation shall be ancillary to the Foundation's statutory objectives.

§ 6

- 1) The Foundation may accept membership in any national and international organisations on a voluntary basis, provided it retains the ability to manage its own affairs independently.
- 2) The Foundation may establish other organisations.
- 3) The Foundation may merge with other entities.

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817

- 4) The Foundation shall also pursue its statutory objectives through membership in organisations associating Polish and foreign foundations, with statutory objectives consistent with the Foundation's purpose.

CHAPTER II. PURPOSE OF THE FOUNDATION AND OPERATIONAL METHODS

§ 7

The objectives of the Foundation include:

1. participation in projects aimed at solving housing problems, creating conditions for meeting housing needs and addressing the homelessness crisis;
2. expanding expertise in the field of real estate and real estate market in individual social groups;
3. supporting the sustainable development strategy – ESG of the Dom Development S.A. Capital Group, including promotion and support of activities minimizing negative impact on the environment and supporting urban biodiversity;
4. activities in the area of corporate social responsibility, including support for local communities through running community-oriented projects and creating appropriate integration solutions (CSR activities);
5. providing legal assistance and raising public legal awareness;
6. promoting equal rights for women and men;
7. promoting vocational and social integration and reintegration of people at risk of social exclusion;
8. promoting activities in the field of health protection, the development of medicine, rehabilitation and social support;
9. providing assistance to victims of calamities, natural disasters, armed conflicts and wars in Poland and abroad;
10. promoting employment and vocational activation of people who are unemployed and workers at risk of redundancy;
11. participation in projects aimed at helping those in need, including helping vulnerable families and individuals and equalising opportunities for these families and people, including through support for charitable institutions and social organisations;
12. activities in support of children and youths, including their leisure activities;
13. activities supporting the development of civil society;
14. cultivating the memory of soldiers of the Home Army, representatives and the community of the Polish Underground State;
15. providing support in the fields of sport, art and culture;
16. activities for the support and integration of foreigners;
17. counteracting discrimination against third-country nationals in the Republic of Poland;
18. actions in support of safeguarding and guaranteeing human rights and civil liberties;
19. activities in support of national and ethnic minorities and regional languages;
20. integration and facilitation of contacts between a community of nationals from a third-country and the Polish community;
21. development of interactions between groups working for immigrants in the Republic of Poland;

22. promoting the rapprochement of nations, societies and states in the Central and Eastern Europe by promoting common knowledge and information and building a sense of cultural community and community of interests;
23. promoting civic education, supporting self-sufficiency of third-country nationals in the Republic of Poland;
24. promotion and dissemination of democratic and civic values, and of European integration;
25. creating a positive image of third-country nationals in host countries of the European Union through media, information materials and public initiatives;
26. promoting the culture of third-country nationals in the Republic of Poland;
27. animal welfare charity.

§ 8

- 1) The Foundation pursues its objectives through:
 1. organising collections, funds and events to help victims of calamities, natural disasters, armed conflicts and wars in Poland and abroad, in particular by organising fund raising initiatives, medical assistance and collections of food, hygiene products and other products necessary for survival of persons residing in the Republic of Poland and outside the Republic of Poland;
 2. setting up transport of collected goods from the place of collection to various localities in Poland and abroad;
 3. organising assistance for the disabled and other persons in need staying in the Republic of Poland;
 4. organisation of work, internships and apprenticeships for people in need whilst in the Republic of Poland;
 5. conducting public collections;
 6. raising funds for the statutory activities of the Foundation;
 7. cooperation with foreign partners in respect of supporting the achievement of the Foundation's statutory objectives;
 8. operating points of consultation for migrants, where legal and integration advice and support are provided;
 9. carrying out charity and support initiatives, specifically in the event of natural disasters and poverty, providing material support to the vulnerable, including counselling, job placement and legal consultations;
 10. organising international exchanges, educational and cultural programs for citizens of other countries;
 11. organising cultural and sporting events, and social campaigns;
 12. information and artistic activities carried out through media, publications and information meetings.
- 2) As part of its activities, the Foundation may support the pursuit of the objectives specified in § 7 by other foundations, associations, non-government organisations, outposts, institutions, churches, other religious associations or other public benefit entities, including by providing funds to other foundations, associations, non-government organisations, outposts, institutions, churches, other religious associations or other public benefit entities pursuing the said objectives.

§ 9

- 1) The Foundation may support other legal persons in their activities consistent with the Foundation's objectives.
- 2) The Foundation must not:
 - a) grant loans or secure liabilities on the Foundation's assets to or for members of its bodies or its employees and persons to whom any member of its body or its employee is related through marriage, cohabitation, lineal or collateral consanguinity or affinity up to the second degree or otherwise related by virtue of adoption, custody or guardianship ("**relatives**").
 - b) transfer its assets to members of its bodies or employees and their relatives on a basis other than that for third parties, in particular where the assets are transferred free of charge or on preferential terms;
 - c) use assets to the benefit of members of its bodies or employees and their relatives on a basis other than that for third parties, unless such use follows directly from the Foundation's statutory purpose.
 - d) purchase goods or services from entities in which members of its bodies or employees or their relatives have interest on a basis other than that for third parties or at prices higher than market prices.

CHAPTER III. FOUNDATION'S ASSETS AND INCOME

§ 10

The assets of the Foundation constitute the initial fund resulting from the Founders' statement of intent – listed in the deed of foundation – in the amount of PLN 6,000.00 (in words: six thousand zlotys), with PLN 5,000.00 (in words: five thousand zlotys) of the initial fund to be allocated for statutory activities and PLN 1,000.00 (in words: thousand zlotys) to be allocated for business activity, as well as financial resources, real estate, copyrights and other rights in rem acquired by the Foundation during its statutory activity.

§ 11

- 1) The Foundation's income shall be derived from:
 - a) contributions, financial or in-kind collections;
 - b) donations, legacies and endowments from natural and legal persons;
 - c) grants and subsidies;
 - d) income from movable and immovable property;
 - e) revenue from public collections and events;
 - f) revenue from business activities.
- 2) The intensity of the Foundation's business activity shall be commensurate with the achievement of its statutory objectives and conducted on the terms specified in separate regulations. The income from business activity shall be earmarked exclusively for the achievement of the Foundation's statutory objectives.
- 3) Any surplus of revenues over the costs incurred by the Foundation shall be allocated to the statutory activities of the Foundation.
- 4) The Foundation must not earn income from:

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817

1. activities involving the manufacture of electronics, fuels, tobacco, spirits, wine and brewery products as well as other alcoholic products with alcoholic content of more than 1.5% and products made with precious metals or incorporating such metals, or any income derived from trade in these products, and
2. activities involving making fixed or intangible assets available for use against payment under the terms of leasing contracts and similar.

§ 12

- 1) The Foundation's assets shall be earmarked for the achievement of statutory objectives; they shall also be used to cover the costs of its maintenance and operations, including economic activity.
- 2) Revenue from grants, donations, legacies and endowments may be used towards achieving the Foundation's objectives, unless the donors have decided otherwise.

§ 13

The Foundation shall be responsible for its obligations and liabilities with all its assets.

CHAPTER IV. GOVERNING BODIES

§ 14

The Foundation's governing bodies are:

- 1) the Council of the Foundation,
- 2) the Executive Board of the Foundation.

COUNCIL OF THE FOUNDATION

§ 15

- 1) The Foundation's Council is the supreme governing body of the Foundation.
- 2) The Foundation's Council shall be composed of an unlimited number of members appointed by the Founder, with the minimum number of members of the Foundation's Council being 3.
- 3) The Founder may at any time dismiss a member of the Foundation's Council.
- 4) Membership on the Foundation's Council shall terminate upon the death of a member, his/her dismissal or resignation.
- 5) Members of the Foundation's Council shall perform their functions *pro publico bono*, with the right to reimbursement of reasonable costs or remuneration in the amount not higher than the average monthly remuneration in the business sector announced by the President of the Statistics Poland (GUS) for the previous year.
- 6) The Council shall elect the Chair from among its members.

§ 16

- 1) In addition to other matters stipulated in the Charter, the competences of the Foundation's Council include:
 - a) supervision over the implementation of the main directions of the Foundation's activities;

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817

- b) expressing opinions and taking a position on issues presented by the Foundation's Executive Board and members of the Foundation's Council;
- c) carrying out current and annual audits of the activities of the Foundation's Executive Board, in particular the Foundation's financial management;
- d) supervising the activities of the Foundation's Executive Board;
- e) reviewing and approving reports on the activities of the Executive Board, and giving a vote of approval for the Executive Board.

§ 17

Members of the Foundation's Council:

- 1) may not be a member of the Foundation's Executive Board, nor be related to them through marriage, cohabitation, lineal or collateral consanguinity or affinity, or be subordinated to them in an employment relationship;
- 2) may not be employed by the Foundation;
- 3) may not have been convicted by a valid court judgement for a deliberate crime and prosecuted by public prosecution, or a criminal fiscal offence;
- 4) may be reimbursed for reasonable costs or remunerated for their functions on the Foundation's Council in an amount not higher than that specified in Article 8(8) of the Act of 3 March 2000 on the remuneration of managers of certain legal entities (Journal of Laws No. 26 of 2001 item 306, as amended).

§ 18

- 1) Meetings of the Foundation's Council shall be convened by its Chair, a member of the Foundation's Council authorised by the Chair or elected by the Foundation's Council, the Foundation's Council on its own initiative or at the request of the Foundation's Executive Board.
- 2) Meetings of the Foundation's Council shall be chaired by its Chair and, in their absence, by a member of the Council authorised by the Chair or, in the absence of such a member, by a member elected by the Council.
- 3) At least half of the members of the Foundation's Council must be present for a Foundation's Council meeting to be valid.
- 4) The Foundation's Council presents its position in the form of a resolution adopted by a simple majority of votes of its members present at the meeting, unless the provisions of the Charter provide otherwise. In the event of an equality of votes, the Chair of the Foundation's Council shall have a casting vote.
- 5) A resolution may be adopted without having called the meeting, if all members of the Foundation's Council accept in writing the resolution to be adopted or consent to written ballot.

§ 19

- 1) The Chief Executive Officer (CEO) of the Foundation's Executive Board or a representative designated by them may attend Foundation's Council meetings when invited by the Foundation's Council.

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817

- 2) Persons and representatives of organisations whose activities are consistent with the objectives of the Foundation may be invited to participate in Foundation's Council meetings.

EXECUTIVE BOARD OF THE FOUNDATION

§ 20

- 1) The Executive Board may be composed of one or more members. The Executive Board shall be headed by the CEO, who is to be appointed and dismissed by the Founder, like the other members of the Executive Board.
- 2) Members of the Executive Board shall be appointed for a 3 (three) year term of office.
- 3) A member of the Executive Board may serve more than one term of office.
- 4) The Founder may dismiss an Executive Board member at any time.
- 5) Membership on the Executive Board shall terminate upon the dismissal or death of a member of the Executive Board.
- 6) Any member of the Executive Board alone shall be authorised to represent the Foundation.

§ 21

- 1) The competence of the Executive Board shall include all matters not reserved for the competence of the Foundation's Council or other Foundation bodies under this Charter, and the Executive Board shall in particular:
 - a) organise and conduct the Foundation's activities in accordance with its Charter and applicable regulations, and be responsible for the achievement of Foundation's objectives;
 - b) represent the Foundation in its external relations;
 - c) manage assets of the Foundation, including the acceptance of legacies, donations and endowments;
 - d) establish and liquidate the Foundation's representative offices, branches, offices, establishments, agencies and other units, outposts in Poland and abroad, specifying their territorial coverage, objects of activity, bodies and their competences;
 - e) prepare reports of Foundation's activities;
 - f) conduct HR policy, including setting the number of employees, the terms of remuneration and the amount of funds allocated for remunerations.

§ 22

- 1) The Chair of the Foundation's Council has the right to participate in Executive Board meetings.
- 2) Meetings of the Executive Board shall be held as necessary, however, not less frequently than once a year.
- 3) The Executive Board adopts resolutions by a simple majority of votes; in the case of an equality of votes, the CEO of the Executive Board shall have the casting vote.

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817

- 4) The presence of at least half of the members of the Executive Board, including the CEO, shall be required for resolutions to be validly adopted.

§ 23

Each member of the Executive Board is individually authorised to make statements of intent on behalf of the company

CHAPTER V: ECONOMIC ACTIVITIES OF THE FOUNDATION

§ 24

- 1) In order to carry out statutory objectives and public benefit purposes, the Foundation shall conduct business activity.
- 2) Business activity is to be concluded in the following areas:
 - a) 10.85.Z – manufacture of prepared meals and dishes;
 - b) 47.19.Z – other retail sale in non-specialised stores;
 - c) 47.89.Z – retail sale via stalls and markets of other goods;
 - d) 47.91.Z – retail sale via mail order houses or via Internet;
 - e) 49.41.Z – freight transport by road;
 - f) 56.10.B – mobile food service activities;
 - g) 56.21.Z – event catering activities;
 - h) 56.29.Z – other food service activities;
 - i) 56.30.Z – beverage preparation and serving activities;
 - j) 63.12.Z – web portals;
 - k) 64.19.Z – other monetary intermediation;
 - l) 68.20.Z – renting and operating of own or leased real estate;
 - m) 73.11.Z – advertising, marketing and promotional activities;
 - n) 73.12.A – media representation in respect of sales of air time and space for advertising purposes on radio and television;
 - o) 73.12.B – media representation in respect of sales of space for advertising purposes on printed media;
 - p) 73.12.C – media representation in respect of sales of space for advertising purposes in electronic media (web);
 - q) 73.12.D – media representation in respect of sales of space for advertising purposes in other media;
 - r) 78.10.Z – activities of employment placement agencies;
 - s) 85.59.B – other education (non-school), not elsewhere classified;
 - t) 93.29.Z – other amusement and recreation activities;
 - u) PKD 41.10.Z – Development of building projects;
 - v) PKD 41 – Construction of Buildings
 - w) PKD 42 – Civil engineering;

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817

- x) PKD 41.20.Z – Construction of residential and non-residential buildings;
 - y) PKD 43.11.Z – Demolition;
 - z) PKD 43.12.Z – Site preparation;
 - aa) PKD 43.13.Z – Test drilling and boring;
 - bb) PKD 43.21.Z – Electrical installation;
 - cc) PKD 43.22.Z – Plumbing, heat, gas and air-conditioning installation;
 - dd) PKD 43.29.Z – Other construction installation;
 - ee) PKD 43.31.Z – Plastering;
 - ff) PKD 43.32.Z – Joinery installation;
 - gg) PKD 43.33.Z – Floor and wall covering;
 - hh) PKD 43.34.Z – Painting and glazing;
 - ii) PKD 43.39.Z – Other building completion and finishing;
 - jj) PKD 43.91.Z – Roofing activities;
 - kk) PKD 43.99.Z – Other specialised construction activities, not elsewhere classified.
- 3) As part of its business activity, the Foundation may form establishments and affiliates, which are separate organisational and financial entities.
- 4) The scope of operations of establishments and affiliates and the scope of powers and responsibilities of their managers shall be determined by the Executive Board in by-laws of an individual establishment or affiliate.

§ 25

Within the scope of its business activity, the Foundation may have interest in Polish companies and companies with foreign capital by making a specific contribution, may enter into arrangements and agreements for cooperation with individuals and legal persons, may become involved in joint ventures with foundations or other Polish or foreign organisations and other economic entities.

CHAPTER VI. AMENDMENTS TO THE CHARTER

§ 26

The Charter may be amended by a resolution of the Foundation's Council, requested by the Foundation's Council, the Founder or as proposed by the Executive Board.

CHAPTER VII. LIQUIDATION OF THE FOUNDATION

§ 27

- 1) The Foundation shall be put into liquidation if the objectives for which it has been established are not achieved or in the event its financial resources and assets have been exhausted.
- 2) The Founder or the Foundation's Council shall decide to liquidate the Foundation by way of a resolution.
- 3) The liquidators of the Foundation shall be appointed and dismissed by the Founder or the Foundation's Council.

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817

§ 28

Funds and assets remaining following the liquidation of the Foundation may be allocated by resolution of the Foundation's Council to a foundation with similar purposes operating in the Republic of Poland.

CHAPTER VIII. FINAL PROVISIONS

§ 29

- 1) The Foundation shall prepare an annual report on its activities and publish in a manner that enables it to be read by interested parties.
- 2) The Foundation shall prepare consolidated financial statements in accordance with the regulations of the Accounting Act. The Foundation's financial year corresponds to the calendar year, the exception being the first financial year, which is to end on 31 December 2024.
- 3) The Foundation shall file its annual report and financial statements with the Minister responsible for public administration, internal affairs, and national and ethnic minorities.
- 4) The Foundation shall file its annual report and financial statements with the National Court Register.

Jarosław Szanajca

President of the Management Board, Dom Development S.A.

Leszek Stankiewicz

Vice President of the Management Board, Dom Development S.A.

Fundacja Nasz Dom

00-078 Warszawa, Pl. Piłsudskiego 3
Metropolitan, 3 wejście, II piętro
22 351 68 88
domd.pl/fundacja

Sąd Rejonowy dla m.st. Warszawy w Warszawie
XII Wydział Gospodarczy Krajowego Rejestru Sądowego
Nr KRS 0001090091, NIP 5252996243, REGON 528041817