

**Statutes of the Foundation
under the name "NEUCA Foundation for Health".**

Chapter I. General provisions

§1

1. The Foundation under the name "NEUCA Foundation for Health", hereinafter referred to as the "Foundation", established by NEUCA S.A., hereinafter referred to as the Funder, by means of a notarial deed Repertory A No. 3816 drawn up on 06.06.2013 by Notary Dorota Fabiańczyk - Szajgin running the Notary Public Office in Bydgoszcz, acts on the basis of the Act of 6 April 1984 on foundations (Journal of Laws. 1991, No. 46, item 203] and the Act on Public Benefit Activity and Volunteerism of 24.04.2003, as amended, and the present Statutes.
2. The Foundation is a legal entity.

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The registered office of the Foundation is the city of Toruń.

§3

The Foundation was established for an indefinite period.

§4

1. The area of the Foundation's activity is the Republic of Poland.
2. In order to properly fulfil its objectives, the Foundation may conduct its activities outside the Republic of Poland.

§5

1. The Foundation may establish branches, facilities, subsidiaries, and also join companies and foundations.
2. The Foundation shall be engaged in socially useful activities for the benefit of the general public, and in particular in accordance with the objectives referred to in § 9 of the Foundation's Statutes; these activities shall be the sole statutory activity of the Foundation.
3. The statutory activities of the Foundation may be conducted as free-of-charge or paid activities. Both these forms of activity will be accounted for separately to the extent enabling the determination of income, costs and results, taking into account accounting regulations.

4. The Foundation may carry out business activities domestically and internationally only to the extent that they serve its statutory objectives, i.e. for its socially useful activities.

5. The Foundation does not operate for the purpose of achieving profit; it will allocate its income entirely to its statutory purposes.

§6

1. The Foundation uses a seal with the name and registered office of the Foundation.

2. The name of the Foundation is "NEUCA Foundation for Health". The Foundation may use a distinctive graphic sign.

3. Foundation may use the abbreviated name FNDZ.

§7

The Foundation may establish badges and honorary titles and grant them alongside other awards and distinctions to natural and legal persons of merit for the purposes chosen by the Foundation or for the Foundation itself.

§8

The Minister responsible for the purpose of the Foundation is the Minister of Health.

Chapter II. The objectives and operating principles of the Foundation

§9

The purpose of the Foundation is to perform socially useful activities by carrying out public tasks in the field of health protection and promotion through:

1. Promoting pharmaceutical care and preventive health care;
2. Supporting the accessibility of therapies;
3. Reducing inequalities in access to health care;
4. Educational, preventive and informational activities concerning the raising of health awareness,
especially regarding the most common diseases;
5. Cooperation with other health care entities;
6. Improving access to specialist medical and pharmaceutical care;
7. Activities to improve the quality of health care, also in geriatrics;
8. Health care activities;

9. Strengthening the knowledge and health awareness of the society in order to improve their health condition and quality of life - in particular: seniors, mothers and children, young people, chronically ill people, people with disabilities - through educational, mobilising, integrative activities;
10. Improving access to pharmaceutical care - in particular: seniors, mothers and children, adolescents, the chronically ill, the disabled;
11. Substantive support and partnership with pharmacists to promote high standards of pharmaceutical care.

§ 10

The Foundation implements its objectives through the following activities:

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I. Educational activities

1. organising and financing trainings, lectures, events on health education and pharmaceutical care, in Polish or foreign centres and facilities;
2. conducting and financing preventive, training and information campaigns;
3. promoting pharmaceutical care in pharmacies;
4. organising events, meetings, lectures on health prevention;
5. organising projects aimed at upgrading the competence and integration of the community of pharmacists
6. organising pharmaceutical market research and optimising processes taking place in the pharmaceutical market;

II. Aid activities:

1. in-kind and financial support of individuals and legal entities;
2. organising and conducting or financing activities to improve the quality of health care, in particular aimed at: seniors, mothers with children, young people, the chronically ill;
3. organising and conducting activities to reduce inequalities in access to health care;
4. providing humanitarian aid – obtaining, transporting and distributing aid supplies.

III. Publishing activities:

IV. Organising and running an office.

§11

To accomplish its objectives, the Foundation may support the activities of other legal and natural persons whose activities are compatible with the objectives of the Foundation.

Chapter III. The Foundation's assets and income

§12

1. The Foundation's assets consist of the Funder's contribution in the amount of PLN 2,100 (say: two thousand one hundred zloty) constituting the initial fund of the Foundation, as well as financial resources, real estate and movables acquired by the Foundation throughout its operation. Out of the amount contributed by the Founder's initial fund, the amount of PLN 1,100 (in words: one thousand one hundred zlotys) is allocated for statutory activity, while the amount of PLN 1,000 (in words: one thousand zlotys) is allocated for business activity.

2. Pursuing the objectives of the Foundation is financed from the fund and from the income generated by the Foundation, in accordance with the rules provided for in these Statutes.

3. The Foundation's income results in particular from:

- a) domestic and foreign donations, inheritances, bequests,
- b) grants and subsidies,
- c) income from promotional campaigns, fundraising and public events conducted by the Foundation and with the participation of other individuals,
- d) profit from deposits, bank deposits and capital market institutions in Poland and abroad,
- e) financial operations,
- f) income from the Foundation's business activities,
- g) non-returnable foreign aid,
- h) shares in the profits of legal persons.

§13

The Foundation is not entitled to engage in activities involving:

1. Granting loans or securing liabilities with the Foundation's assets in relation to the Foundation's Board members or the Foundation's employees, as well as to persons with whom the Foundation's Board members or the Foundation's employees

are married or in a relationship of kinship or affinity in a straight line, kinship or affinity in a collateral line to the second degree, or are related by adoption, guardianship or custody, hereinafter referred to as "related persons".

2. Transfer of the assets of the Foundation for the benefit of the members of the Board of the Foundation or the Foundation's employees and their close relatives, on principles other than in relation to third parties, in particular if the transfer is made free of charge or on preferential conditions.

3. Using the assets for the benefit of the members of the Board of the Foundation or the Foundation's employees and their close relatives in a manner other than in relation to third parties, unless this use is directly related to the performance of the statutory tasks of the Foundation.

4. The purchase of goods or services from entities in which members of the Foundation's Management Board, the Foundation's employees and their close persons participate, on principles other than in relation to third parties or at prices higher than market prices.

§14

Income from grants, donations, legacies and bequests may be used to achieve all the objectives of the Foundation, unless the donors have agreed otherwise.

§15

If the Foundation is appointed to inherit, the Foundation's Board makes a declaration of acceptance of the inheritance with the benefit of inventory and only if, at the time of making this declaration, it is obvious that the active state of the inheritance significantly exceeds the inheritance debts.

§16

1. The Foundation's financial management and accounting records are kept in accordance with the applicable regulations.

2. The Foundation is liable for its liabilities with all its assets.

Foundation's business activities.

§17

1. The Foundation may carry out business activities domestically and internationally to the extent that they are in furtherance of its statutory objectives only as ancillary to its public benefit activities.
2. The Foundation's business activities may include:
 - 1) extracurricular forms of sports education and sports and recreational activities - PKD85.51.Z,
 - 2) other out-of-school forms of education, not elsewhere classified - PKD 85.59.B,
 - 3) hospital activities - PKD 86.10.Z,
 - 4) general medical practice activities - PKD 86.21.Z,
 - 5) specialist medical practice activities - PKD 86.22.Z,
 - 6) paramedical activities - PKD 86.90.D.
 - 7) nurses and midwives activities - PKD 86.90.C,
 - 8) other human health activities not elsewhere classified - PKD 86.90.E,
 - 9) manufacture of games and toys - PKD 32.40.Z,
 - 10) retail sale of games and toys in specialised stores - PKD 47.65.Z,
 - 11) retail sale via stalls and markets of other goods – PKD 47.89.Z,
 - 12) other retail sale not in stores, stalls or markets - PKD 47.99.Z,
 - 13) retail sale via mail order houses or via Internet - PKD 47.91.Z,
 - 14) Support activities to performing arts - PKD 90.02.Z,
 - 15) other entertainment and recreational activities - PKD 93.29.Z,
 - 16) other sports activities - PKD 93.19.Z,
 - 17) gambling and betting activities - PKD 92.00.Z,
 - 18) motion picture, video and television programme production activities - PKD 59.11.Z,
 - 19) motion picture, video and television programme distribution activities - PKD 59.13.Z,
 - 20) motion picture projection activities - PKD 59.14.Z,
 - 21) sound recording and music publishing activities - PKD 59.20.Z,
 - 22) retail sale of books in specialised stores sklepach - PKD 47.61.Z,
 - 23) retail sale of newspapers and stationery in specialised stores - PKD 47.62.Z,
 - 24) retail sale of clothing in specialised stores- PKD 47.71.Z
 - 25) manufacture of made-up textile articles - PKD 13.92.Z,

- 26) manufacture of other outerwear - PKD 14.13.Z,
- 27) manufacture of other wearing apparel and accessories - PKD 14.19.Z,
- 28) Manufacture of corrugated paper and paperboard and of containers of paper and paperboard - PKD 17.21.Z,
- 29) manufacture of household and sanitary goods and of toilet requisites - PKD 17.22.Z,
- 30) other printing - PKD 18.12.Z,
- 31) manufacture of other articles of paper and paperboard - PKD 17.29.Z,
- 32) book publishing - PKD 58.11.Z,
- 33) publishing of newspapers - PKD 58.13.Z,
- 34) publishing of journals and periodicals - PKD 58.14.Z,
- 35) other publishing activities - PKD 58.19.Z,
- 36) other manufacturing notelsewhere classified - PKD 32.99.Z.

§18

All business income will be allocated to the Foundation's statutory activities.

§19

The Board allocates the amount of PLN 1,000.00 (in words: one thousand zlotys 00/100) coming from the donation made by the Funder for conducting business activity.

§20

The Foundation conducts business activity directly or through separate establishments.

§21

The Foundation conducts financial management and accounting records in accordance with the regulations applicable to legal persons.

Chapter IV Foundation Bodies

§22

1. The organs of the Foundation: Board of Directors and the Foundation Council.
2. In the case of a multi-member Board, resolutions of the Foundation's Board are adopted by a simple majority of votes in the presence of at least half of its members, unless this Statute or the rules of procedure of the body , adopted in accordance with the provisions of this Statute, provide for a different manner of adopting resolutions.

Management Board

§23

1. The Management Board of the Foundation consists of 1 [one] to 3 [three] members, including the President appointed and dismissed by the Funder.
2. The term of office of the Board members is 5 [five] years.
3. Membership in the Board ceases upon the expiry of the term of office or upon resignation or death of a Board member, or upon dismissal.
4. Members of the Foundation's Management Board must not have been convicted of an intentional crime prosecuted by public indictment or a tax offence.
5. Ms Wiesława Teresa Herba is appointed as the first President of the Foundation

§24

1. The Board of the Foundation manages its activities and represents the Foundation externally.
2. *Two Board members acting jointly or two proxies acting jointly are authorised to represent the Foundation.*

3. The Board may appoint and dismiss proxies.

§25

The powers of the Board of the Foundation include:

1. managing the day-to-day business of the Foundation and representing it externally,
2. managing the assets and funds of the Foundation,
3. determining the size of the workforce,
4. determining the principles of remuneration, the size of funds for remuneration and awards for the Foundation's employees and persons cooperating with the Foundation on the basis of civil law contracts,
5. adopting annual and long-term action programmes of the Foundation,
6. implementing the Foundation's programmes of activities,
7. preparing the Foundation's annual financial statements required by accounting regulations and the annual report on the Foundation's activities in accordance with the Foundations Act, and then making the report public by publishing it on the Foundation's website,
8. the implementation of specific decisions of the donors, insofar as they do not contradict the objectives of the Foundation or the provisions of these Statutes,
9. the adoption of regulations and internal acts not provided for in the Statutes,
10. proposing amendments to the Statutes, merging, creating a branch of the Foundation or liquidating the Foundation,
11. deciding on the merger or liquidation of the Foundation, and on the creation of a branch of the Foundation,
12. determining the remuneration of the Foundation's employees and other persons cooperating with the Foundation on the basis of civil-law contracts.

§26

The Board is responsible for the implementation of the statutory objectives of the Foundation and for the correctness and purposefulness (rationality) of the activities undertaken by the Foundation.

§26a

1. *The Council of the Foundation is the control and opinion-making body of the Foundation*
2. *The Foundation Council consists of 3-6 members. The Council elects from among its members the Chairman of the Council, who manages its activities.*
3. *As members of the first Council members are appointed: Aleksandra Puskarz- Kusa, Dorota Kruszevska, Wiesława Herba, Piotr Sucharski and Krzysztof Pyk. Urther members of the Council are appointed by the Council by decision of the Council to replace those who have ceased to hold office or to extend the composition of the Council.*

Chapter V Establishment of Branches, merger of the Foundation

§27

1. In order to effectively pursue its objectives, the Foundation may establish branches in the country and abroad.
2. A decision to establish a branch is made by the Board of the Foundation by way of a unanimous resolution adopted after reviewing the opinion of the appropriate Minister.

§28

1. In order to effectively pursue its objectives, the Foundation may merge with another foundation.
2. A merger may not take place if, as a result, the purpose of the Foundation could be significantly altered.
3. The decision to merge is made by the Board of the Foundation by way of a resolution adopted after reviewing the opinion of the appropriate Minister.

Chapter VI Termination and liquidation of the Foundation

§29

1. The Foundation shall be liquidated when the objectives for which it has been established have been achieved, or when its funds and assets have been exhausted.
2. The decision to liquidate the Foundation is made by the Board by way of a resolution, upon consultation with the Funder.
3. The liquidation shall be carried out by a liquidator appointed by the Board.
4. The assets remaining after liquidation shall be allocated for the statutory purpose of the Foundation as specified in § 9 point 2 of the Statutes, in particular through their transfer to institutions whose activities correspond to this purpose of the Foundation.

Chapter VII Amendments to the Statutes

§30

1. Amendments to the Foundation's Statutes are made by the Board.
2. Resolutions on amendments to the Foundation's Statutes are passed by a majority of 2/3 (two thirds) of votes cast with at least half of the Board Members present - in the case of a multi-member Board.

Chapter VIII Final provisions

§31

The Foundation shall report annually to the competent minister on its activities for the previous year.

§32

The Statutes enter into force on the day of the registration of the Foundation by the District Court.

Bebi Kowarske

B. Peter-Powelle