

Annex to Resolution of the
Supervisory Board of the existing JSW S.A.

No. 597/XI/25 of 9 December 2025.

Entry details in the National Court Register 31.12.2025

CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF JSW S.A.

ARTICLES OF ASSOCIATION OF JASTRZĘBSKA SPÓŁKA WĘGLOWA S.A.

I. GENERAL PROVISIONS -----

§1

1. The Company's name is: Jastrzębska Spółka Węglowa S.A. -----
2. The Company may use the following abbreviated name: JSW S.A. and a distinguishing logo. -----
3. The Company's seat is the city of Jastrzębie-Zdrój in the Silesian Province. -----

§2

The Company was incorporated as a result of transformation of the following state-owned enterprises: -----

- 1) "Borynia" Hard Coal Mine seated in Jastrzębie Zdrój, -----
- 2) "Jastrzębie" Hard Coal Mine seated in Jastrzębie Zdrój, -----
- 3) "Krupiński" Hard Coal Mine seated in Suszec, -----
- 4) "Morcinek" Hard Coal Mine seated in Kaczyce, -----
- 5) "Moszczenica" Hard Coal Mine seated in Jastrzębie Zdrój, -----
- 6) "Pniówek" Hard Coal Mine seated in Jastrzębie Zdrój, -----
- 7) "Zofiówka" Hard Coal Mine seated in Jastrzębie Zdrój. -----

§3

1. The Company shall operate in the Republic of Poland and abroad. -----
2. In the area of its operations, the Company may establish and disband units, branches and representative office, form companies, accede to other companies and participate in other projects. -----
3. The Company is an employer within the meaning of Article 3 of the Labor Code for all the persons employed in the organizational units of Jastrzębska Spółka Węglowa S.A. -----
4. The Company is established for an unlimited duration. -----

II. COMPANY'S LINE OF BUSINESS -----**§4**

The Company's line of business is:-----

1. Mining of hard coal (05.10.Z).-----
2. Extraction of natural gas (06.20.Z).-----
3. Mining of ornamental stones, limestone, gypsum, slate and other stones and rocks (08.11.Z).-----
4. Service activity supporting other mining and extraction (09.90.Z).-----
- 4¹. Manufacture of plastics in primary forms (20.16.Z).-----
5. Manufacture of pig iron, ferro-alloys, cast iron and steel and metallurgical products (24.10.Z).-----
6. Manufacture of metal structures and parts of structures (25.11.Z).-----
7. Manufacture of other fabricated metal products, not elsewhere classified (25.99.Z).-----
8. Manufacture of electronic components (26.11.Z).-----
9. Manufacture of (tele)communications equipment (26.30.Z).-----
10. Manufacture of instruments and appliances for measuring, testing, and navigation (26.51.Z).-----
11. Manufacture of optical instruments, unrecorded magnetic and optical data carriers, and photographic equipment (26.70.Z).-----
12. Manufacture of other special-purpose machinery, not elsewhere classified (28.99.Z).-----
13. Manufacture of railway locomotives and rolling stock (30.20.Z).-----
14. Manufacture of civil aircraft, spacecraft, and similar machinery (30.31.Z).-----
15. Manufacture of military aircraft, spacecraft, and similar machinery (30.32.Z).-----
16. Manufacture of other products not elsewhere classified (32.99.Z).-----
17. Repair and maintenance of civil aircraft and spacecraft (33.16.Z).-----
18. Repair and maintenance of military combat vehicles, ships, boats, aircraft, and spacecraft (33.18.Z).-----
19. Generation of electricity from non-renewable sources (35.11.Z).-----
- 19¹. Wind energy (35.12.A).-----
- 19². Solar energy (35.12.B).-----
- 19³. Geothermal energy (35.12.C).-----
- 19⁴. Biogas energy (35.12.D).-----
- 19⁵. Hydropower (35.12.E).-----
- 19⁶. Generation of electricity from other renewable sources (35.12.F).-----
20. Transmission of electricity (35.13.Z).-----
21. Distribution of electricity (35.14.Z).-----

22. Trading in electricity (35.15.Z).-----
- 22¹. Storage of electricity (35.16.Z).-----
23. Production and supply of steam and air for ventilation systems (35.30.Z).-----
24. Water collection, treatment and supply (36.00.Z).-----
25. Waste disposal and treatment (37.00.Z).-----
26. Collection of non-hazardous waste (38.11.Z).-----
27. Recovery of raw materials (38.21.Z).-----
28. Remediation activities and other waste management services (39.00.Z).-----
29. Electrical installation (43.21.Z).-----
30. Other specialized construction activities, not elsewhere classified (43.99.Z).-----
31. Wholesale of information and communication technology equipment (46.50.Z).-----
32. Wholesale of solid, liquid and gaseous fuels and related products (46.81.Z).-----
33. Wholesale of wood, construction materials and sanitary equipment (46.83.Z).-----
34. Wholesale of other intermediate products (46.86.Z).-----
35. Wholesale of waste and scrap (46.87.Z).-----
36. Non-specialized wholesale trade (46.90.Z).-----
37. Other non-specialized retail sales (47.12.Z).-----
38. Rail cargo transport (49.20.Z).-----
39. Scheduled passenger road transport (49.31.Z).-----
40. Non-scheduled passenger road transport (49.32.Z).-----
41. Freight transport by road (49.41.Z).-----
42. Pipeline transport of gaseous fuels (49.50.A).-----
43. Pipeline transport of other goods (49.50.B).-----
44. Sea and coastal freight water transport (50.20.Z).-----
45. Warehousing and storage of other goods (52.10.B).-----
46. Other service activities incidental to land transport (52.21.B).-----
47. Reloading of goods in seaports (52.24.A).-----
48. Reloading of goods in inland ports (52.24.B).-----
49. Reloading of goods in other reloading locations (52.24.C).-----
50. Logistics activities (52.25.Z).-----
51. Other service activities incidental to transport (52.26.Z).-----
52. Intermediation in freight transport (52.31.Z).-----
53. Hotels and similar accommodation (55.10.Z).-----
54. Holiday accommodation and other short-stay accommodation (55.20.Z).-----
55. Publishing of journals and other periodicals (58.13.Z).-----
56. Other publishing activities, except for software (58.19.Z).-----
57. Broadcasting of radio programs and distribution of sound recordings (60.10.Z).-----
58. Other telecommunications activities, not elsewhere classified (61.90.B).-----

59. Other programming activities (62.10.B).-----
60. Other activities related to IT consulting and IT equipment management (62.20.B).-----
61. Other information technology and computer service activities (62.90.Z).-----
62. Other information service activities (63.92.Z).-----
63. Activities of holding companies (64.21.Z).-----
64. Other forms of lending, not elsewhere classified (64.92.B).-----
65. Other financial service activities, excluding insurance and pension funds, not elsewhere classified (64.99.Z).-----
66. Buying and selling of real estate for one's own account (68.11.Z).-----
67. Renting and operating of own or leased real estate (68.20.Z).-----
68. Accounting and bookkeeping activities (69.20.A).-----
69. Main office activities (70.10.A).-----
70. Other business and management consultancy activities (70.20.Z).-----
71. Other engineering activities and related technical consultancy (71.12.B).-----
72. Other technical testing and analysis (71.20.C).-----
73. Research and experimental development on natural sciences and engineering (72.10.Z).-----
74. Research and development in the field of social sciences and humanities (72.20.Z).-----
75. Market and public opinion research (73.20.Z).-----
76. All other professional, scientific and technical activity not elsewhere classified (74.99.Z).-----
77. Rental and lease of passenger cars and light motor vehicles, including motorcycles (77.11.Z).-----
78. Rental and lease of trucks (77.12.Z).-----
79. Rental and lease of office machinery and equipment and computers (77.33.Z).-----
80. Rental and lease of other machinery, equipment and tangible goods not elsewhere classified (77.39.Z).-----
81. Other lease of intellectual property and similar products, excluding copyright-protected works (77.40.B).-----
82. Detective and security activities in the field of personal protection (80.01.Z).-----
83. Security activities, not elsewhere classified (80.09.Z).-----
84. Administrative office service activities, including support activities (82.10.Z).-----
85. Activities related to the organization of fairs, exhibitions, and congresses (82.30.Z).-----
86. Business support activities not elsewhere classified (82.99.B).-----
- 86¹. Courses and training related to acquisition of knowledge, skills and professional qualifications in non-school forms (85.59.B).-----
87. Other non-scholastic forms of education not elsewhere classified (85.59.D).-----
88. Activities supporting education, not elsewhere classified (85.69.Z).-----

89. Psychological and psychotherapeutic activities, excluding medical treatment (86.93.Z).
90. Repair and maintenance of computers and (tele)communications equipment (95.10.Z).

III. SHARE CAPITAL-----

§5

1. The Company's share capital is PLN 587,057,980 (five hundred eighty-seven million fifty-seven thousand nine hundred eighty Polish zloty).-----
2. The Company's share capital is divided into 117,411,596 (one hundred seventeen million four hundred eleven thousand five hundred ninety six) ordinary shares with a par value of PLN 5 (five Polish zloty) each, consisting of the following:-----
 - 1) 99,524,020 series A shares, including:-----
 - a) 99,522,481 bearer shares,-----
 - b) 1,539 registered shares.-----
 - 2) 9,325,580 series B bearer shares.-----
 - 3) 2,157,886 series C bearer shares.-----
 - 4) 6,404,110 series D shares, including:-----
 - a) 6,403,744 bearer shares, -----
 - b) 366 registered shares.-----
3. No bearer shares may be converted into registered shares. -----
4. Registered shares may be converted into bearer shares in the manner and on the terms provided for in the Commercial Company Code. -----
5. The Company's share capital may be increased by issuing new shares or by increasing the par value of existing shares. -----

§6

The State Treasury subscribed for all the founder shares.-----

§7

Shares can be retired voluntarily on the conditions determined by a Shareholder Meeting resolution.-----

IV. SHAREHOLDER RIGHTS-----

§8

Shares held by the State Treasury may only be disposed of in compliance with the applicable laws.-----

§9

1. Voting rights of the shareholders holding above 10% of all the votes in the Company are restricted in such a manner that no such shareholder may exercise more than 10% of all the votes at the Company's Shareholder Meeting. -----
2. The restriction of the voting rights referred to in section 1 above does not apply to the State Treasury and the State Treasury subsidiaries in the period in which the State Treasury, together with the State Treasury subsidiaries, holds a number of the Company's shares authorizing it to exercise at least 34% plus one vote in all the votes in the Company. -----
3. The votes held by shareholders linked by a controlling or subsidiary relationship within the meaning of this paragraph (Group of Shareholders) shall be cumulative; if the cumulative number of votes exceeds 10% of all the votes in the Company, it shall be reduced. Vote accumulation and reduction principles are defined in sections 6 and 7 below. -----
4. A shareholder within the meaning of this paragraph is every person, including its controlling company and subsidiary, vested, directly or indirectly, with voting rights at the Shareholder Meeting on the basis of any legal title; this pertains also to persons who do not have the Company's shares, in particular users, pledgees, persons entitled under a depositary receipt within the meaning of the provisions of the Act on Trading in Financial Instruments of 29 July 2005, and persons entitled to participate in the Shareholder Meeting despite disposal of their shares after the date of establishing the right to participate in the Shareholder Meeting. -----
5. A controlling entity or a subsidiary for the purposes of this paragraph is understood respectively as a person:
 - 1) remaining in a controlling or subsidiary relationship within the meaning of the Commercial Company Code, -----
 - 2) having the status of a controlling company, subsidiary company or a simultaneously controlling company and subsidiary company, within the meaning of the Act on Competition and Consumer Protection of 16 February 2007; or -----
 - 3) having the status of a controlling entity, higher level controlling entity, subsidiary, lower level subsidiary, or having simultaneously the status of a controlling entity (including higher level controlling entity) entity and subsidiary (including lower level subsidiary and co-subsidiary) within the meaning of the Accounting Act of 29 September 1994; or -----
 - 4) who exerts (controlling entity) or is subject to (subsidiary) decisive influence within the meaning of the Act of 22 September 2006 on Transparency of Financial Relations between Public Authorities and Public Entrepreneurs and Financial Transparency of Certain Entrepreneurs; or -----

- 5) whose votes following from the Company's shares, held directly or indirectly, are cumulative with the votes of another person or other persons on the principles set forth in the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, in connection with holding, selling or acquiring significant stakes of the Company's shares. -----
6. Vote accumulation involves adding up the number of votes held by individual shareholders from a Shareholder Group. -----
7. Reduction of votes involves reduction of the total number of votes in the Company at the Shareholder Meeting vested in the shareholders from a Group of Shareholders, to the level of 10% of total votes in the Company. Reduction of votes is effected according to the following principles: -----
 - 1) the number of votes of the shareholder holding the biggest number of votes in the Company from among all shareholders from the Shareholder Group is reduced by the number of votes equal to the surplus above 10% of all the votes in the Company vested jointly in all shareholders from the Shareholder Group, ---
 - 2) if, despite the reduction referred to in item 1) above, the total number of votes at a Shareholder Meeting vested in the shareholders in a Group of Shareholders exceeds 10% of total votes in the Company, the votes held by other shareholders in the Group of Shareholders will be reduced further. Further reduction of votes of individual shareholders shall take place in the order determined on the basis of the number of votes held by individual shareholders in the Group of Shareholders (from the biggest to the smallest). Further reduction is carried out until the total number of votes held by shareholders from the Shareholder Group does not exceed 10% of total number of votes in the Company, -----
 - 3) in each case a shareholder whose voting right has been reduced, retains the right to exercise at least one vote, -----
 - 4) the reduction of the voting rights pertains also to shareholders who are not present at the Shareholder Meeting. -----
8. Each shareholder who intends to take part in a Shareholder Meeting, directly or by proxy, is obligated, without a separate request referred to in section 9 below, to notify the Management Board or the Shareholder Meeting Chairperson that he/she holds directly or indirectly more than 10% of the total votes in the Company. -----
9. Notwithstanding the provisions of section 8 above, in order to determine the basis for vote accumulation and reduction, a Company shareholder, the Management Board, Supervisory Board and individual members of these bodies may demand that a Company Shareholder provide information as to whether he/she is a person having the status of a controlling entity or subsidiary of another shareholder within the meaning of

this paragraph. The right referred to in the preceding sentence comprises also the right to demand disclosure of the number of votes which a Company shareholder has independently or jointly with other Company shareholders.-----

10. A person who has failed to perform or improperly performed the reporting duty referred to in sections 8 and 9 above may exercise the voting right only on one share until the omission in performing the information duty is remedied; such person's exercise of voting rights from the remaining shares shall be ineffective.-----
11. In case of doubt, the provisions of this paragraph should be interpreted in accordance with Article 65 § 2 of the Civil Code. -----

V. COMPANY'S CORPORATE BODIES-----

§10

The Company's corporate bodies are as follows:

1. The Company's Management Board, -----
2. The Supervisory Board,-----
3. The Shareholder Meeting. -----

A. COMPANY'S MANAGEMENT BOARD-----

§11

1. The Company's Management Board consists of three to seven members. Management Board Members are entrusted with the function of the President of the Management Board or Vice-Presidents of the Management Board.-----
2. Management Board members are appointed and dismissed by the Supervisory Board. The Supervisory Board shall delegate the functions referred to in the second sentence of section 1. A Management Board Member is appointed following the conduct of a recruitment procedure, subject to section 5.-----
3. Management Board members are appointed for a joint term of office, which lasts three full financial years. The mandate of a Management Board member appointed before the end of the term of office of the Management Board expires simultaneously with the expiry of the mandates of the remaining Management Board members.-----
4. A Management Board Member submits his/her resignation to another Management Board Member or a commercial proxy with a copy to the Supervisory Board and the State Treasury – represented by the competent Minister exercising the rights attached to the State Treasury's shares as long as the State Treasury remains a shareholder of the Company.-----
5. If the average annual headcount in the Company exceeds 500 employees one

Management Board member shall be elected by the Company's employees. The election result is binding for the body empowered to appoint the Management Board. Lack of election of a Company employee representative to the Management Board shall not hinder the Management Board from adopting binding resolutions.-----

6. The Supervisory Board shall adopt election bylaws which shall include a detailed procedure for electing and dismissing the Management Board member elected by Company employees, and for holding supplementary elections referred to in section 9.-----
7. The election referred to in section 5 shall be held in a secret ballot as a direct and universal election by the Election Commission appointed by Supervisory Board from among Company employees. The Commission may not comprise a candidate to become a Management Board member or a Management Board member elected by employees serving during the period in which the election is held.-----
8. Upon request of at least 15% of all the Company employees, a ballot shall be held to dismiss the Management Board member elected by employees.-----
9. The dismissal referred to in section 8, death or other important reasons causing the number of Management Board members to decrease by the member elected by Company employees shall require supplementary elections. The Supervisory Board shall call supplementary elections within three weeks after it obtains information about the occurrence of a circumstance justifying the holding of supplementary elections. Supplementary elections should be held within two months after they are called by the Supervisory Board.-----
10. The Supervisory Board shall call an election of the Management Board member to be elected by the employees for the next term within two months from the elapse of the last full year of the Management Board's term of office. Such election should be held within two months after they are called by the Supervisory Board.-----
11. The Supervisory Board conducts a recruitment procedure in the event of occurrence of circumstances justifying appointment of a Management Board member, -----
12. By initiating a recruitment procedure for the position of a Management Board Member, the Supervisory Board defines, by way of a resolution, the detailed rules and the method followed during the procedure, including in particular: the position subject to the procedure, the date and place where recruitment submissions are received, the date and place where interviews are held, the range of subjects discussed during the interview, the requirements and the method of evaluating the candidate.-----
13. A candidate for a Management Board Member should meet the requirements set forth in sections 16 and 17.-----
14. An announcement about a recruitment procedure is published on the Company's website and in the Public Information Bulletin of the authority providing services to the competent Minister exercising the rights attached to the State Treasury's shares. -----

15. The Supervisory Board shall inform the shareholders about the outcome of the recruitment procedure at the nearest Shareholder Meeting and make the recruitment procedure report available to them.-----
16. A candidate for the position of the Company's Management Board Member must fulfill all of the following conditions:-----
 - a) he/she holds a university degree or a university degree received abroad and ratified in the Republic of Poland on the basis of separate regulations, -----
 - b) has at least 5-year employment period based on an employment agreement, appointment, selection, nomination, cooperative employment agreement or provision of services on the basis of another contract or conducting business activity on one's own account, -----
 - c) has at least 3 years of experience on managerial or independent positions or arising from conducting business activity on one's own account, -----
 - d) he/she meets any requirements set forth in separate regulations other than those mentioned in items a-c, and in particular he/she is not in violation of the provisions that restrict or prohibit a person from holding a position on an executive body in commercial companies. -----
17. The following person cannot be a candidate for a member of the Company's Management Board:-----
 - a) a person who acts as a social collaborator or is employed in a PM's office, senator's office or PM's-senator's office or office of a member of the European Parliament under an employment agreement or provides work on the basis of a mandate contract or other agreement of a similar nature, -----
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 - b) a person who forms part of a political party's body representing the political party outside and authorized to incur liabilities, -----
 - c) a person who is employed by a political party under an employment agreement or provides work on the basis of a mandate agreement or other agreement of a similar nature, -----
 - d) a person who is an elected official in a company trade union organization or in a company trade union organization of any company from the group, -----
 - e) his or her public or business activity raises conflict of interest with the Company's business.-----

§12

1. The Company's Management Board runs the Company's affairs and represents the Company. -----

2. The Company's Management Board is obligated to cooperate with the trade union organizations operating in the Company's business according to the principles prescribed by the Trade Union Act. -----
3. The Management Board Bylaws define in detail the manner of operation of the Management Board, including detailed rules of participation in Management Board meetings via means of direct remote communication, including means of electronic communication. The Bylaws are adopted by the Management Board and approved by a Supervisory Board resolution. -----
4. Issues exceeding ordinary management require a Management Board resolution, in particular:-----
 - 1) determining the organizational regulations, defining the Company's organization,
 - 2) appointing general proxies, -----
 - 3) buying and selling real property, -----
 - 4) matters in which the Management Board seeks a decision of the Shareholder Meeting and the Supervisory Board, -----
 - 5) issuing promissory notes, -----
 - 6) adopting the Bylaws governing the operation of the internal control system, subject to § 20 section 2 item 14). -----
5. Management Board resolutions are adopted by an absolute majority of votes. In the event of a tie vote, the President of the Management Board shall have the casting vote.

5¹ The President of the Management Board directs the work of the Management Board, and it is his/her responsibility to duly organize its work, in particular to convene Management Board meetings. His/her specific powers in this regard are set forth in the Management Board Bylaws.

6. A Management Board member may participate in Management Board meetings also via means of direct remote communication.
7. The Management Board may adopt resolutions by following a written procedure or via means of direct remote communication, provided that all Management Board members have been notified of the content of the draft resolution.
8. Management Board members may participate in adopting resolutions by casting their vote in writing through another Management Board member.
9. An absolute majority of votes means more votes cast "in favor" than the total number of votes cast "against" or "abstaining".

§13

Two Management Board members acting jointly or one Management Board member acting with a commercial proxy are authorized to submit declarations of will and affix signatures on behalf of the Company.-----

§14

1. In agreements between the Company and a Management Board member, as well as in disputes with a Management Board member, the Company shall be represented by the Supervisory Board.-----
2. A Supervisory Board representative delegated by virtue of a resolution shall execute a management service agreement with a Management Board Member pursuant to the Act on the Rules for Setting the Compensation of Persons Managing Certain Companies of 9 June 2016, in accordance with the rules set forth in the resolution adopted by the Supervisory Board. -----

§141

1. The Management Board is required to provide the Supervisory Board with written information on:
 - 1) adopted Management Board resolutions and their subject matter;
 - 2) the Company's standing, including its assets, as well as important circumstances in the conduct of the Company's affairs, in particular in the operational, investment and HR areas;
 - 3) progress in the implementation of the set directions for the development of the Company's business, indicating deviations from the previously set directions, at the same time providing justification for the deviations;
 - 4) transactions and other events or circumstances that materially affect or may affect the Company's economic position, including its profitability or liquidity;
 - 5) changes to information previously provided to the Supervisory Board, if such changes materially affect or may affect the Company's standing.
2. The Company's Management Board is obliged to provide the information referred to in:
 - 1) section 1 items 1-3 - at each meeting of the Supervisory Board, unless the Supervisory Board decides otherwise, but at least once a quarter;
 - 2) section 1 items 4 and 5 - immediately after the occurrence of specified events or circumstances.
3. Implementation of the obligations referred to in section 1 items 2-5 includes information held by the Management Board on subsidiaries and affiliated companies within the meaning of the Commercial Company Code.-----

4. Implementation of the obligations referred to in sections 1-3 may be carried out in electronic form, in particular by sending to members of the Supervisory Board documents existing in electronic form (including scans of documents drawn up in writing) by e-mail or by making them available to members of the Supervisory Board on a virtual drive or in the cloud. -----

B. SUPERVISORY BOARD-----**§15**

1. The Supervisory Board consists of at least six members appointed by the Shareholder Meeting, without prejudice to sections 4, 11-14. The Shareholder Meeting shall specify the number of Supervisory Board Members. -----
2. Supervisory Board members shall be appointed for a joint term of office, which lasts four full financial years. The mandate of a Supervisory Board member appointed before the end of the term of office of the Supervisory Board shall expire simultaneously with the expiration of the mandates of the remaining Supervisory Board members. -----
3. A Supervisory Board Member shall submit resignation in writing to the Management Board at the Company's address. -----
4. The Company's employees and the employees of all its subsidiaries shall have the right to elect to the Supervisory Board of Jastrzębska Spółka Węglowa:-----
 - 1) two members in a Supervisory Board composed of up to 6 members, -----
 - 2) three members in a Supervisory Board composed of between 7 and 10 members, -----
 - 3) four members in a Supervisory Board composed of 11 or more members. -----
5. The results of the elections referred to in section 4 are binding on the Shareholder Meeting. -----
6. At the written request of at least 15% of all the Company employees and the employees of all its subsidiaries, a vote shall be held in the matter of dismissing a Supervisory Board member elected by the employees. The bylaws referred to in section 8 for electing and dismissing Supervisory Board members elected by the Company employees and the employees of all its subsidiaries shall prescribe the rules for holding the vote. -----
7. The dismissal referred to in section 6, death or any other important reason causing the number of Supervisory Board members elected by the employees to decrease shall result in holding a supplementary election. The Supervisory Board shall call a supplementary election within three weeks after the Supervisory Board is notified of the occurrence of a circumstance justifying the holding of an election. The election should

be held within two months after it is convened by the Supervisory Board. -----
In the event the number of Supervisory Board members falls below the required minimum specified in section 4, the Management Board shall call a supplementary election and appoint an Election Commission. -----

Until the composition of the Supervisory Board is supplemented, the Supervisory Board shall act in its then current composition. -----

8. The Supervisory Board shall adopt election bylaws which shall include a detailed procedure for electing and dismissing Supervisory Board members elected by employees and for holding the supplementary election referred to in section 7. -----
9. The election referred to in section 4 shall be held in a secret ballot as a direct and universal election by the Election Commission appointed by the Supervisory Board from among the Company employees and the employees of all its subsidiaries. Supervisory Board members elected by the employees may not be appointed to the Commission. -----
10. The Supervisory Board shall call an election of Supervisory Board members elected by the Company employees and the employees of all its subsidiaries for the next term of office within two months after the elapse of their last full financial year of office. -----
11. If the election of Supervisory Board members is held by voting in separate groups (Article 385 § 3 of the Commercial Company Code), the Shareholder Meeting *in gremio* shall set the number of Supervisory Board members; however, the Supervisory Board must have at least five members. -----
12. From the date of introducing the Company's shares to be traded on a regulated market within the meaning of the Act on Trading in Financial Instruments of 29 July 2005, in the period during which the State Treasury and its subsidiaries hold shares in the Company entitling it to exercise at least 34% of the total number of votes in the Company plus one vote, the State Treasury shall be entitled to appoint and dismiss one half of the Supervisory Board members set by the Shareholder Meeting in accordance with section 1 or 11 (in the event this number is not an integer, it shall be rounded down to a whole number) plus 1, with the reservation that the State Treasury shall be excluded from voting at the Shareholder Meeting on appointing or dismissing the remaining Supervisory Board members; however, the State Treasury shall retain its voting rights in the event of electing Supervisory Board members by voting in separate groups and in the event of the votes referred to in Article 385 § 6 of the Commercial Company Code as well as in the event of votes on appointing or dismissing the Supervisory Board members elected by employees referred to in section 4 and in the event the Supervisory Board is unable to act because the number of its members is smaller than that required by the Articles of Association and the shareholders present at the Shareholder Meeting, other than the State Treasury, fail to supplement that

portion of the Supervisory Board that is elected by the Shareholder Meeting. -----

13. The appointment and dismissal of Supervisory Board members by the State Treasury in accordance with the procedure set forth in section 12 shall be made by way of a written declaration submitted to the Company.-----

14. For the purposes of this paragraph, a subsidiary shall be construed as a subsidiary within the meaning of the provisions of the Act on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies of 29 July 2005. For the purposes of § 15 section 4, § 15 section 6, § 15 section 9 and § 15 section 10, the term "subsidiary" shall be construed as the subsidiary referred to in Article 3 Section 1 Item 39 of the Accounting Act of 29 September 1994.-----

§16

1. No Supervisory Board Member may perform any activities contradicting his or her duties or potentially leading to a suspicion of partiality or pursuit of self-interest.-----
2. The composition of the Supervisory Board should be structured in accordance with applicable regulations, in particular in a way that allows for the appointment to the Supervisory Board audit committee of an appropriate number of Supervisory Board members who meet the requirements under Article 129 sec. 1, 3 and 5 of the Act on Auditors, Audit Firms and Public Supervision of 11 May 2017. In particular, however, the Supervisory Board shall consist of no less than 2 (two) independent members of the Supervisory Board.-----
3. A candidate to be an independent Supervisory Board member shall submit to the Company, before his or her appointment to the Supervisory Board, a written representation on satisfying the prerequisites for independence. If a situation arises causing failure to satisfy the prerequisites for independence, the relevant Supervisory Board member shall promptly inform the Company about this fact. Information about the then current number of independent Supervisory Board members shall be made public by the Company.-----
4. In a situation of failing to satisfy the requirements referred to in section 2, the Company's Management Board shall be obligated to convene a Shareholder Meeting immediately and place an item in the Shareholder Meeting agenda concerning changes in the Supervisory Board composition. Until changes are made to the Supervisory Board composition resulting in adjusting the number of independent members to the requirements set forth in the Articles of Association, the Supervisory Board shall act in its then current composition.-----
5. The provisions of sections 2-4 above shall apply accordingly if, during the term of

office, a Supervisory Board member satisfied the prerequisites for considering him or her an independent member of the Supervisory Board.-----

6. The Supervisory Board elects from amongst its members the audit committee and may also elect other committees. A Supervisory Board Member may participate in more than one committee. The committees are composed of at least three members.-----

§17

1. The Supervisory Board shall elect from among its members the Supervisory Board Chairman, Deputy Chairman and Secretary.-----
2. The Supervisory Board may dismiss the Chairman, the Deputy Chairman or the Secretary of the Supervisory Board.-----
3. Meetings of the Supervisory Board are convened and chaired by the Chairperson of the Supervisory Board, and if the Chairperson is unable to convene a meeting, his or her Deputy or a person designated by the Chairperson, who in such a case are entitled to all the Chairperson's rights specified in the regulations related to chairing meetings. The first meeting of the newly elected Supervisory Board shall be convened and opened by the member of the Supervisory Board who is the oldest.-----
4. The work of the Supervisory Board is managed by its Chairperson and, in his or her absence, Deputy Chairperson or person designated by the Chairperson from among the members of the Supervisory Board.-----
5. Adoption of resolutions following the written procedure or via means of direct remote communication is ordered by the Supervisory Board Chairperson, and if the Chairperson is unable to act, by his or her Deputy or a person designated by the Chairperson from among the members of the Supervisory Board.-----

§18

1. The Supervisory Board will hold meetings at least once every two months.-----
2. The Management Board or a member of the Supervisory Board may request convening a meeting of the Supervisory Board, stating the proposed agenda. The Chairperson of the Supervisory Board shall convene a meeting with an agenda in accordance with the request, to be held no later than two weeks from the date of receipt of the request.-----
3. If the Chairperson of the Supervisory Board fails to convene a meeting in accordance with section 2, the requesting person may convene the meeting himself or herself.-----

4. Meetings of the Supervisory Board shall be convened by invitations, which shall indicate the date, time and place of the meeting and the proposed agenda, as well as the manner of using means of direct remote communication during the meeting.-----
5. Invitations to meetings of the Supervisory Board shall be sent to Supervisory Board Members at least 7 days prior to the date of the meeting, subject to section 6 below. --
6. The Chairperson, or in the absence of a person performing such a function, or in a situation of objective inability of the Chairperson to perform his or her function, or on the authority of the Chairperson, the Deputy Chairperson may, in justified cases, reduce the time limit for sending an invitation to a meeting of the Supervisory Board to 2 days. -----
7. The invitation shall be sent to the Supervisory Board Member's e-mail address intended for correspondence with the Company.-----
8. The Supervisory Board may also hold meetings without formally convening them if all the Supervisory Board members consent to it and do not raise an objection to putting individual matters on the agenda. -----

§19

1. The Supervisory Board adopts resolutions by an absolute majority of votes present at the meeting, in the presence of at least half the number of the Supervisory Board members, provided that all Supervisory Board members have been invited to attend the meeting. An absolute majority of votes means more than one half of the votes cast. In the event of a tie vote, the Supervisory Board Chairman has the casting vote.-----
- 1¹. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if all members of the Supervisory Board are present at the meeting and none objects. -----
2. Supervisory Board members may participate in adopting Supervisory Board resolutions by casting their vote in writing through another Supervisory Board member. Voting in writing cannot apply to matters introduced to the agenda at a Supervisory Board meeting. -----
3. The Supervisory Board may adopt resolutions by following a written procedure or via means of direct remote communication. A resolution shall be valid if all Supervisory Board members have been notified of the content of the draft resolution, at least half of the Supervisory Board members participate in adopting the resolution. -----
4. The Supervisory Board adopts resolutions in an open ballot. A secret ballot shall be ordered at the request of a member of the Supervisory Board.
5. The Supervisory Board adopts its bylaws to define in detail the manner of its operation, including detailed rules of participation in Supervisory Board meetings via means of direct remote communication, including means of electronic communication. -----

6. Participation in Supervisory Board meetings may also take place via means of direct remote communication.

§20

1. The Supervisory Board exercises permanent supervision over the Company's activity.-
2. The powers of the Supervisory Board include in particular:-----
 - 1) approving the Company's Management Board bylaws and issuing an opinion on the organizational bylaws specifying the organization of the Company's business,-----
 - 2) appointing and dismissing the Company's Management Board members, without prejudice to § 11 section 5 and 8,-----
 - 3) suspension of a Management Board member or the entire Management Board from performing its duties for important reasons, -----
 - 4) delegating a Supervisory Board member or members to perform temporarily the duties of Management Board members who are unable to discharge their functions,-----
 - 5) signing, terminating and amending agreements with Management Board members, establishing the rules for hiring and remunerating them and setting their remuneration, without prejudice to the powers of the Company's Shareholder Meeting arising from the mandatory provisions of law, -----
 - 6) selection of an audit firm to audit the financial statements referred to in items 7 and 8, and provide assurance on to sustainability reporting, -----
 - 7) evaluating the financial statements in terms of their compliance with the ledgers and documents and with the facts, -----
 - 8) evaluating the Company's activity report and the Management Board's motions on the distribution of profit or the coverage of loss,-----
 - 9) preparing and submitting to the Shareholder Meeting an annual written report for the past financial year (Supervisory Board Report) prepared in accordance with Article 382 § 3¹ of the Commercial Company Code,
 - 10) (repealed),-----
 - 11) giving opinion on matters submitted to the Shareholder Meeting, -----
 - 12) approving the Company's operational strategy,-----
 - 13) giving opinion on the Company's annual plans,-----
 - 14) approving the Regulations of the internal control system,-----
 - 15) issuing opinions on Management Board reports on representation expenses, expenses on legal services, marketing services, public relations and social communication services and management consulting services as well as on the

application of the best practices referred to in Article 7 Section 3 of the Act on the Rules for Managing State Property of 16 December 2016,

16) issuing opinions on the amendments to the rules governing the disposal of non-current assets set forth in §29¹, -----

17) approving the compensation policy for Jastrzębska Spółka Węglowa S.A., subject to Article 90d Section 1 of the Act of 29 July 2005 on Public Offerings and the Conditions for Floating Financial Instruments in an Organized Trading System and on Public Companies, and the Management Boards and Supervisory Boards of other group companies, -----

18) giving opinion on the rules for sponsorship activity conducted by the Company and evaluating efficiency of such sponsorship activities,

19) submitting to the Shareholder Meeting for issuing an opinion a report on compensations of JSW S.A. Management Board and Supervisory Board members.

3. In addition to the Supervisory Board's approval requirements under the law, the powers of the Supervisory Board include giving consent to the Management Board for the following: -----

1) setting up another company, subscribing for, purchasing or selling shares in other companies, while the Supervisory Board's consent referred to in this item 1 is not required for the following: -----

(a) subscribing for or acquiring shares in another company in an amount lower than 1/10 of the share capital of such company, -----

(b) selling shares in another company in which the Company holds less than a 1/10 share in the share capital, -----

(c) subscribing for or acquiring shares in another company in return for the Company's accounts receivable as part of proceedings ended with a composition or settlement with creditors, -----

(d) selling shares acquired or subscribed for by the Company in return for the Company's accounts receivable as part of proceedings ended with a composition or settlement with creditors, -----

(e) subscribing for, acquiring or selling shares in another company whose shares are listed on a regulated market, ----- unless the value of such shares exceeds PLN 30 million; -----

2) establishment of foreign branches, -----

3) (repealed), -----

4) contracting contingent liabilities, including the Company's granting financial

guarantees and sureties whose value exceeds PLN 20 million,-----

5) disbursement of interim dividends,-----

6) issuance of promissory notes with the value exceeding PLN 20 million,-----

7) sale of a real property, perpetual usufruct right or of a share in a real property or in a perpetual usufruct right the value of which exceeds PLN 20 million, and purchase of a real property, perpetual usufruct right or of a share in a real property or in a perpetual usufruct right the value of which exceeds PLN 20 million,-----

8) disposal of the non-current assets within the meaning of the provisions of the Accounting Act of 29 September 1994, classified as intangible assets, property, plant and equipment or long-term investments, including a contribution made to a company or cooperative, if the market value of such assets exceeds PLN 30,000,000 or 5% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements, and provision of such assets for use by another entity, for a period longer than 180 days during a calendar year, on the basis of a legal transaction, if the market value of the subject matter of the legal transaction exceeds PLN 500,000 or 5% of total assets, were the provision for use in the case of:

a) rental, lease and other agreements for the provision of an asset for non-gratuitous use by other entities – the market value of the subject matter of the legal transaction shall be construed as the value of benefits for:

- one year – if the provision of the asset takes place on the basis of an agreement entered into for an indefinite term,
- the entire term of the agreement – in the case of agreements entered into for a definite term,

b) loan-for-use and other gratuitous agreements for the provision of an asset for use by other entities – the market value of the subject matter of the legal transaction shall be construed as the equivalent of benefits that would be due in the event of the execution of a rental or lease agreement for:

- one year – if the provision of the asset takes place on the basis of an agreement entered into for an indefinite term,
- the entire term of the agreement – in the case of agreements concluded for a definite term,

9) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:-----

a) PLN 30,000,000 or-----

b) 5% of total assets within the meaning of the Accounting Act of 29 September

1994, determined on the basis of the most recent approved financial statements, -----

10) subscription for or purchase of shares in another company with a value exceeding: -----

- a) PLN 30,000,000 or-----
- b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements, -----

11) disposal of shares in another company with a market value exceeding: -----

- a) PLN 30,000,000, or-----
- b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements, -----

12) the voting instructions for the Shareholder Meetings of companies in which the Company holds at least 50% of all shares, in the following matters: -----

- a) the company setting up another company, -----
- b) amending the company's articles of association or articles of partnership and the company's line of business, -----
- c) merger, transformation, demerger, dissolution or liquidation of the company, -----
- d) increase or decrease of the company's share capital, -----
- e) sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon, -----
- f) purchase and sale of real property or right of perpetual usufruct or interest in real property or in a right of perpetual usufruct, their encumbrance, lease and release for use against payment or free of charge, if their value exceeds 1/10 of that company's share capital, -----
- g) purchase, sale, encumbrance, lease and release for use against payment or free of charge of non-current assets other than those listed in letter f, if their value exceeds 1/10 of that company's share capital, excluding companies in which the share capital is lower than PLN 5 million, -----
- h) the company entering into a credit facility, loan agreement, guarantee agreement or some other similar agreement, if their value exceeds 1/10 of the company's share capital but no less than PLN 5 million, -----
- i) issue of any type of bonds, -----
- j) purchase of treasury shares in the situation set forth in Article 362 § 1 item 2 of the Commercial Company Code and purchase of shares in the situation defined in Article 200 § 1 of the Commercial Company Code, -----

- k) compulsory redemption of shares pursuant to Article 418 of the Commercial Company Code, -----
- l) retirement of shares, -----
- m) decisions on claims to remedy damages incurred when setting up a company or in its management or oversight, -----
- n) contribution of non-current assets by the company as contribution in a company or a cooperative if their value exceeds 1/10 of that company's share capital, -----
- o) setting the compensation of Members of Management Boards and Supervisory Boards, -----
- p) in the matters mentioned in Article 17 Section 1 of the Act on the Rules for Managing State Property of 16 December 2016, -----

13) execution of agreements on legal services, marketing services, public relations and social communication services and management consulting services if the total fee for such services provided under such agreement or other agreements entered into with the same entity exceeds PLN 500,000 net per annum, -----

14) execution of agreements on legal services, marketing services, public relations and social communication services and management consulting services resulting in an increase in the fee above the amount referred to in Item 13, -----

15) conclusion of agreements on legal services, marketing services, public relations and social communication services and management consulting services in which the maximum fee is not defined; -----

16) conclusion of a donation agreement or other agreement with similar effect, with the value exceeding PLN 20,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; -----

17) release of debt or other agreement with similar effect, with the value exceeding PLN 50,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements. -----

4. At the request of the Management Board, the Supervisory Board shall grant permission to a member of the Management Board to hold positions in the corporate bodies of companies in which the Company holds shares and to receive compensation therefor, subject to mandatory regulations, in particular the Act of 9 June 2016 on the Rules for Setting the Compensation of Persons Managing Certain Companies and the Act of 21 August 1997 on the Restriction of Business Activities by Persons Performing Public Functions.

5. The Supervisory Board is obliged, at least one week in advance, to notify the key statutory auditor who audited the company's financial statements of the date of the meeting, the subject of which is the matters specified in Article 382 § 3 of the Commercial Company Code. The Company shall ensure that a key statutory auditor or other representative of the audit firm attends the Supervisory Board meeting. -----

§21

1. Supervisory Board Members exercise their rights and perform their duties in person. ---
2. Compensation for Supervisory Board members is set by the Shareholder Meeting. The Supervisory Board shall specify in a resolution the additional remuneration for a Supervisory Board member delegated to continuous individual supervision.-----
3. The remuneration of Supervisory Board members delegated to temporarily perform the activities of a Management Board member shall be determined by a resolution of the Supervisory Board.-----

C. SHAREHOLDER MEETING-----

§22

1. A Shareholder Meeting is convened in accordance with the procedure and rules set forth in the provisions of law. -----
2. In the event a Shareholder Meeting is convened by an entity or authority other than the Management Board in accordance with the provisions of law and such convening of the Shareholder Meeting requires cooperation of the Management Board, the Management Board shall be obligated to perform all activities stipulated by the law in order to convene, organize and hold the Shareholder Meeting.-----
3. At the request of the Management Board, the Shareholder Meeting shall adopt the Shareholder Meeting bylaws specifying detailed rules for convening and holding Shareholder Meetings.-----
4. A Shareholder Meeting may be held if at least 50% of the share capital is represented at the Shareholder Meeting. -----

§23

1. In accordance with rules set forth in this paragraph, Shareholder Meetings may be held with the use of means of electronic communication, which shall include in particular: ---
 - 1) real-time broadcast of the Shareholder Meeting,-----
 - 2) real-time bilateral communication where shareholders may take the floor during a

Shareholder Meeting from a location other than the Shareholder Meeting venue,

3) exercise of voting rights before or during a Shareholder Meeting in person or by proxy.

2. A decision to hold a Shareholder Meeting with the use of means of electronic communication shall be made by the Supervisory Board.-----

3. The Supervisory Board shall determine, in the form of bylaws, detailed rules for participation in the Shareholder Meeting using means of electronic communication. The bylaws may not specify requirements and restrictions that are not necessary to identify shareholders and ensure the security of electronic communications.-----

4. The participation of shareholders in a Shareholder Meeting with the use of means of electronic communication may be subject only to such requirements and limitations as are necessary for shareholder identification and assurance of secure electronic communication.-----

§24

Shareholder Meetings shall be held in Warsaw, in Katowice or in the Company's seat. -----

§25

The Shareholder Meeting shall be opened by the Supervisory Board Chairman or, in his or her absence, the following persons shall be authorized to open the Shareholder Meeting in the following order: a person named by the Supervisory Board Chairman, the Supervisory Board Deputy Chairman, the President of the Management Board, a person appointed by the Management Board or the shareholder who has registered shares at the Shareholder Meeting entitling him or her to exercise the largest number of votes. Subsequently, the Chairman of the Shareholder Meeting shall be elected from among the persons authorized to participate in the Shareholder Meeting.-----

§26

1. The following matters shall require a resolution of the Shareholder Meeting: -----

1) examining and approving the Company's Management Board activity report and the financial statements for the previous financial year and granting a discharge to the members of the Company's governing bodies on the performance of their duties,-----

2) distribution of profits or covering of losses,-----

3) changing the Company's line of business,-----

4) amending the Company's Articles of Association,-----

- 5) increasing or decreasing the share capital, -----
- 6) authorizing the Management Board to purchase the Company's treasury stock for retirement and specifying the manner and conditions for retiring stock,-----
- 7) merging, splitting up or transforming the Company,-----
- 8) dissolving or liquidating the Company,-----
- 9) appointing or dismissing Supervisory Board members,-----
- 10) setting remuneration for Supervisory Board members,-----
- 11) allowing the Company to enter into a loan agreement, a surety agreement or another similar agreement with a Management Board member, a Supervisory Board member, a commercial proxy or a liquidator or in favor of any such person,-----
- 12) allowing a subsidiary to enter into a loan agreement, a surety agreement or another similar agreement with a Management Board member, a Supervisory Board member, a general proxy or a liquidator or in favor of any such person, -----
- 13) issuing bonds,-----
- 14) selling or leasing an enterprise or an organized part thereof and establishing a limited right in rem thereon, -----
- 15) making decisions on claims to remedy damages incurred when setting up the Company or in its management or oversight,-----
- 16) establishing or dissolving the Company's capitals and funds.-----

2. The purchase or sale of a real property or a right of perpetual usufruct or of a share in a real property or in a right of perpetual usufruct shall not require consent of the Shareholder Meeting. -----

§27

An amendment to the Articles of Association materially changing the Company's line of business (Article 416 § 1 of the Commercial Company Code) shall not require a buyout of the shares held by shareholders objecting to such an amendment if the relevant resolution of the Shareholder Meeting is adopted by a majority of two thirds of the votes in the presence of shareholders representing at least one half of the share capital.-----

VI. COMPANY'S FINANCIAL MANAGEMENT-----

§28

The Company's financial year is the calendar year. -----

§29

1. The Company creates the following capital accounts and funds:-----
 - 1) share capital, -----

- 2) supplementary capital, -----
- 3) revaluation reserve, -----
- 4) other additional reserve capital, -----
- 5) company social benefit fund. -----
2. The Company may establish or dissolve, by way of a Shareholder Meeting resolution, other capital accounts or funds.-----
3. The provisions of law and resolutions adopted by the Shareholder Meeting shall determine how capital accounts and funds are allocated.-----

§29¹

1. The disposal by the Company of non-current assets within the meaning of the Accounting Act of 29 September 1994 with a market value greater than 0.1% of total assets, determined on the basis of the most recent approved financial statements, shall be conducted following a tender or auction procedure unless the market value of the assets to be disposed of is PLN 20,000 or less.
2. The Company may dispose of non-current assets without a tender or auction in the following cases:
 - 1) the subject matter of the disposal agreement is shares or other non-current assets or licenses, patents or other industrial property rights or know-how if the terms and conditions and the sale procedure other than a public tender or auction procedure is specified by a Supervisory Board resolution,
 - 2) the disposal follows the liquidation procedure on the terms and conditions set forth in a resolution adopted by the Shareholder Meeting in compliance with separate provisions of law,
 - 3) the disposal pertains to residential apartments owned by the company, which are sold for a price that is no less than 50% of their value, to the tenant or tenant's permanent cohabitee within the meaning of Article 4 Item 13 of the Property Management Act of 21 August 1997; the price is determined while taking into account the fact that occupied apartments are sold; the value of improvements made by the tenant is credited towards the apartment price,
 - 4) in other justified cases on request of the Management Board, for the price and on the terms set forth in a Supervisory Board resolution,
 - 5) the disposal is to a subsidiary,
 - 6) the disposal pertains to CO₂ emission allowances and their equivalents.
3. The following procedure is hereby adopted for the disposal of non-current assets:

- 1) The announcement of a tender or auction is placed in the Public Information Bulletin on the page designated for the authority providing services to the competent Minister exercising the rights attached to the State Treasury's shares and posted on the Company's website, in a visible and publicly available location in the Company's registered office and in other locations customarily used to post announcements.
- 2) A tender or auction may be held after the elapse of 14 days after the date of announcement of the tender or auction.
- 3) The following may not act as bidders in a tender or auction:
 - a) Members of the Company's Management Board and Supervisory Board,
 - b) the business entity conducting the tender or auction and Members of its Management Board and Supervisory Board,
 - c) the persons who were commissioned to conduct activities related to the tender or auction procedure,
 - d) the spouse, children, parents and siblings of the persons referred to in items a-c,
 - e) the persons remaining with the entity conducting the tender or auction in a legal or factual relationship that might raise justified concern as to the impartiality of the entity conducting the tender or auction.
- 4) The condition for being admitted to a tender or auction is payment of a bid deposit of at least 5% of the asking price for the non-current asset being sold. The Regulations mentioned in item 7 may provide for a higher bid deposit amount.
- 5) Before launching a tender or auction, the Company will set the asking price, which shall not be lower than the market value determined by appraisers; if the market value cannot be determined, then the price may not be lower than the net book value.
- 6) The Company may decide not to have the disposed non-current asset valued by the appraiser if:
 - a) the cost of appraisal would obviously exceed its market value,
 - b) the non-current asset has a set market price.
- 7) The Company shall adopt a set of Regulations defining the rules and procedure of a tender or auction, define the wording of a tender or auction announcement, the form of a tender or auction and the terms and conditions of a tender or auction.
- 8) The entity organizing a tender or auction may close the tender or auction without selecting any of the bids and without stating the reason.
- 9) The tender or auction shall be won by the bidder who offers the highest price. ----

§30

1. The Company's Management Board shall be obligated to do the following:
 - 1) prepare the Company's financial statements together with the activity report for the financial year within three months of the balance sheet date, -----
 - 2) have the financial statements audited by an entity authorized to audit the Company's financial statements, -----
 - 3) submit the documents referred to in item 1 to the Supervisory Board for evaluation together with the statutory auditor's opinion and report. -----
2. The Management Board shall be obligated to present the documents referred to in section 1 and the Supervisory Board's report to the Ordinary Shareholder Meeting.-----
3. The Ordinary Shareholder Meeting should take place within six months after the elapse of the financial year. -----
4. The Management Board shall submit to the Shareholder Meeting, with the Supervisory Board's opinion, a report on representation expenses and expenses on legal services, marketing services, public relations and social communication services and management consulting services as well as a report on the application of the best practices referred to in Article 7 Section 3 of the Act on the Rules for Managing State Property of 16 December 2016, taking into account the need to respect legally protected secrets, together with the Management Board report on the Company's activities for the previous financial year. -----
5. At least once a year, the Management Board shall prepare a report on the oversight over the execution of investment projects, which it submits to the Supervisory Board for approval.-----
6. In companies in respect of which the Company is a parent entity within the meaning of Article 4 Item 3 of the Act on Competition and Consumer Protection of 16 February 2007, in conjunction with Article 17 Section 7, Article 18 Section 2, Article 20 and Article 23, giving consideration to Article 18a and Article 23a of the Act of 16 December 2016 on the Rules for Managing State Property, the Management Board is obligated to introduce the rules prescribed by the Act on the Rules for Managing State Property.----

§31

1. A Shareholder Meeting shall specify by resolution how the Company's profit is allocated.-----
2. The Shareholder Meeting shall allocate profit to supplementary capital in compliance with the requirements set forth in Article 396 §1 of the Commercial Company Code.-----
3. The Company's profit may be allocated in particular to the following: -----

- 1) supplementary capital; -----
- 2) additional reserve capital and other funds; -----
- 3) shareholder dividend; -----
- 4) other objectives prescribed by a Shareholder Meeting resolution. -----
4. The Shareholder Meeting shall set the date as at which the list of shareholders entitled to a dividend for the relevant financial year is compiled (the dividend date) and the dividend payment date. The dividend date should be set at the date of adopting the resolution on the distribution of profit or at a date falling no later than in the following period: -----
 - 1) two months, counting from the date of adopting the resolution – to the date on which the Company obtains public company status within the meaning of the provisions of the Act on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies of 29 July 2005; -----
 - 2) three months, counting from the date of adopting the resolution – from the date on which the Company obtained public company status within the meaning of the provisions of the Act referred to in item 1. -----
5. The Company's Management Board is authorized to adopt a resolution on the distribution to shareholders of an interim dividend toward the dividend envisaged at the end of the financial year if the Company has enough funds to make the disbursement. The disbursement of an interim dividend requires the Supervisory Board's consent. -----

VI¹ INTERNAL CONTROL-----

§31¹

1. The internal control system comprises all the regulations, procedures and organizational structures that by acting together intend to ensure: -----
 - 1) compliance with the strategy, -----
 - 2) effectiveness and efficacy of procedures, -----
 - 3) asset protection, -----
 - 4) compliance of transactions with generally applicable provisions of law, regulations and internal policies, plans, provisions and procedures, and -----
 - 5) support for the decision-making process. -----
2. The internal control system is a process consisting of a complex of activities of the Supervisory Board, the Management Board and all employees of JSW S.A. that enables obtaining reasonable assurance that the objectives have been achieved, financial statements are reliable and that the processes conducted in the Company are compliant with the provisions of law and other regulations. -----

3. The Internal Audit unit operating in JSW S.A. conducts analyses, makes assessments and presents recommendations to streamline existing procedures and mechanisms in the internal control system and evaluates breaches of rules and procedures. The Internal Audit unit's reports shall also be transmitted to the Supervisory Board. -----
4. The Bylaws governing the operation of the internal control system adopted by the Management Board and approved by the Supervisory Board define the detailed rules and scope of the Company's internal control system. -----
5. The following bodies shall be involved in the internal control system: -----
 - 1) Management Board – responsible for designing, implementing and operating the Company's internal control system; -----
 - 2) Supervisory Board – supervising the internal control system and evaluating its adequacy and effectiveness through the Audit Committee. -----

VII. MISCELLANEOUS -----**§32**

1. The Company publishes its announcements in a manner compliant with the provisions of law. -----
2. The Management Board is obligated to submit a consolidated version of the Articles of Association to the Supervisory Board without delay in each instance after registration of amendments to the Articles of Association in the National Court Register in order to adopt it. -----