

Articles of Association of the TEXT SPÓŁKA AKCYJNA

CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF TEXT Spółka Akcyjna with its seat in Wrocław as amended by:

- resolutions of the Extraordinary General Meeting of Shareholders of Livechat Software S.A. included in the notarial deed Repertory A No 12392/2011 as of 27 September 2011 prepared by the notary Joanna Deczkowska from the notary's office in Bracka 18/5, Warsaw,*
- by resolutions of the Extraordinary General Meeting of Shareholders of Livechat Software S.A. included in the notarial deed Repertory A No 12380/2013 as of 29 November 2013 prepared by the notary Karolina Warczak-Mańdziak from the notary's office in Powstańców Śląskich 121/207 in Wrocław, and*
- by resolutions of the Ordinary General Meeting of Shareholders of Livechat Software S.A. included in the notarial deed Repertory A No 6515/2023 as of 18 August 2023 prepared by the notary Katarzyna Janicka from the notary's office in Gwiaździsta 66 lok 13.B.01 in Wrocław.*

§ 1. Company

1. The Company shall operate under the name: TEXT Spółka Akcyjna.
2. The Company may use the abbreviated name: TEXT S.A.
3. The Company may use its name in conjunction with its logo.

§ 2. Incorporation

The Company originates from the transformation of another company under the name: LIVECHAT Sp. z o.o with its registered seat in Wrocław, registered under the KRS number 0000120715 in the Register of Entrepreneurs of the National Court Register kept by the District Court in Wrocław-Fabryczna, 6th Commercial Division of the National Court Register.

§ 3. Seat

Wrocław is a registered seat of the Company.

§ 4. Area of Activity

The Company may operate within the Republic of Poland and abroad.

§ 5. Life of the Company

The life of the Company is unlimited.

§ 6. Objects of the Company

1. According to the Polish Classification of Activity (PKD), the object of the company is the following:
 1. 20.Z – Manufacture of computers and peripheral equipment

2. 21.Z – Electrical installation
 3. 41.Z – Retail sale of computers, peripheral units and software in specialized stores
 4. 42.Z – Retail sale of telecommunications equipment in specialized stores
 5. 59.Z – Retail sale of furniture, lighting equipment and other household articles in specialized stores
 6. 19.Z. – Other publishing
 7. 21.Z – Publishing services of computer games
 8. 29.Z – Other software publishing services
 9. 10.Z – Wired telecommunications activities
 10. 20.Z – Wireless telecommunications activities
 11. 01.Z – Programming activities
 12. 02.Z – Computer consultancy activities
 13. 09.Z – Other information technology and computer service activities
 14. 11.Z – Data processing, hosting and related services
 15. 12.Z – Web portal content
 16. 22.Z – Other business and management consultancy activities
 17. 11.Z – Research and experimental development on biotechnology
 18. 19.Z – Research and experimental development on natural sciences and engineering
 19. 11.Z – Advertising agencies
 20. 12.A – Sale of television and radio advertising time
 21. 12.B – Sale of advertising space on a fee or contract basis in print media
 22. 12.C – Sale of advertising space on a fee or contract basis in electronic media (Internet)
 23. 12.D – Sale of other advertising time
 24. 90.Z – Other professional, scientific and technical activities n.e.c.
2. If the law requires a license or another authorization in order to commence a particular activity, the Company shall be obliged to obtain the appropriate licence or authorization.
 3. If the law imposes an obligation to have the appropriate professional permissions in order to carry out a specific activity, the Company shall be obliged to ensure that the activities within the scope of operation of the Company are carried out directly by a holder of such professional certification.
 4. The Company may establish, among others, branches, subsidiaries and factories in the country and abroad, join other companies, cooperatives and business organizations, as well as purchase and sell, among others, shares and other equity in other companies.

§ 7. Share Capital

1. The share capital of the Company amounts to PLN 515,000.00 (five hundred fifteen thousand).
2. The share capital of the Company is divided into 25,000,000 (twenty five million) ordinary bearer shares of series A and 750,000 (seven hundred fifty thousand) ordinary bearer shares of series B of a nominal value of PLN 0.02 (two groszy) each.
3. The share capital may be increased by increasing the nominal value of shares or by issuing new shares.
4. The share capital was paid in full prior to the incorporation of the Company.

§ 8. Shares

1. Shares enumerated in 7(2) of the Articles of Association are bearer shares subscribed by the Shareholders as a result of a transformation of a limited liability company into a joint-stock company referred to in § 2 of the Articles.
2. Newly issued shares may be registered shares of bearer shares and may be paid in cash or in kind. The increase of the share capital may also be effected by the Company, as specified in the law.
3. The conversion of bearer shares into registered shares is forbidden.
4. The Company's shares may be issued as collective.
5. The sale of registered shares requires the consent of the Company granted by the Supervisory Board.

§ 9. Withdrawal of Shares

Shares may be withdrawn only with the prior consent of a Shareholder through their acquisition by the Company.

§ 10. Bonds

The Company may issue bonds, including bonds convertible into shares.

§ 11. Organs of the Company

The organs of the Company shall be:

1. General Meeting,
2. Supervisory Board,
3. Management Board.

§ 12. General Meetings of Shareholders

1. The General Meeting may be ordinary or extraordinary.
2. The Ordinary General Meeting shall be held within six months of the end of the operating year.

3. Shareholders may attend the Meeting by means of electronic communication.
4. The General Meeting may be held at the registered seat of the Company or in Warsaw.
5. The General Meeting may adopt its Rules and Regulations.

§ 13. Supervisory Board

1. The Supervisory Board performs continuous supervision of the Company's activities in all areas of its operations.
2. The Supervisory Board consists of 5 (five) to 9 (nine) members.
3. Members of the Supervisory Board are appointed by the General Meeting for a joint 3 (three) – year term.
4. The first meeting of the Supervisory Board in a new term is convened by the President of the Board. At its first meeting, in a given term of office, the Supervisory Board elects from among its members a Chairman and a Vice-Chairman of the Board. Meetings are chaired by the Chairman of the Board, and in his absence, the Vice Chairman. The Chairman of the Board, or in his absence the Vice Chairman, directs the work of the Supervisory Board.
5. Meetings of the Supervisory Board are convened by the Chairman of the Board, and in his absence, the Vice Chairman.
6. Resolutions of the Supervisory Board are adopted by an absolute majority of votes. In the event of an equality of votes, the Chairman of the Supervisory Board shall have the casting vote.
7. The Supervisory Board meeting may also be attended by means of direct remote communication.
8. Resolutions of the Supervisory Board may be adopted if all members of the Supervisory Board have been notified of the date and place of the meeting in writing, or by e-mail, at least seven days before the meeting, and at least half of them are present at the meeting, unless all members of the Supervisory Board agree to hold the meeting without observing the aforementioned seven-day notice.
9. Members of the Supervisory Board may participate in the adoption of resolutions of the Supervisory Board by casting their vote in writing through another Member of the Supervisory Board, but the casting of a vote in writing may not relate to matters placed on the agenda at a meeting of the Supervisory Board.
10. The Supervisory Board may adopt resolutions in writing or by means of direct remote communication. Such a resolution is valid if all members of the Supervisory Board have been notified of the content of the draft resolution.
11. Members of the Supervisory Board may receive remuneration as determined by resolution of the General Meeting.
12. The Supervisory Board may adopt its own regulations.

§ 14. Management Board

1. The Management Board consists of one (1) to five (5) members, including the President of the Management Board. The term of office of members of the Management Board shall be three (3) years.
2. In case of the one-person Management Board, the member of the Board is individually entitled to make statements on behalf of the Company whereas in case of the Management Board consisting of two members of the Board – they shall represent the Company jointly or separately, each of them acting with a proxy.
3. The members of the Board are appointed and dismissed by the Supervisory Board.
4. The Management Board may adopt its Rules and Regulations.

§ 15. Sharing Percentage and Capital of the Company

1. Shareholders are entitled to participate in the profit disclosed in the audited financial statements, which was designated by the General Meeting to shareholders.
2. The Company shall create a capital reserve to cover losses. The capital reserve shall consist of eight (8) percent of net annual profit, until the capital amounts to one third (1/3) of the share capital.
3. The General Meeting may decide to establish other reserves to cover particular losses or expenses (reserves).
4. The General Meeting shall establish the way to use the reserves.
5. The Management Board is hereby authorized to pay to shareholders an advance on the dividend expected as to the end of the operating year, if the Company has sufficient funds. The payment of the advance requires the consent of the Supervisory Board.

§ 16. Accounting

The Company maintains its accounting records and books of account in accordance with the law applicable in the Republic of Polish.

§ 17. Operating Year

The Company's operating year begins on April 1 of the calendar year and ends on 31 March of the following calendar year.

§ 18. Final Provisions

1. The Company shall publish its announcements in “Court and Commercial Gazette”, unless the regulations provide otherwise.
2. In matters not regulated by these Articles of Association, the provisions of the Commercial Companies Code shall apply.