

ARTICLES OF ASSOCIATION OF JOINT STOCK COMPANY

I. General

Article 1

1. The name of the Company is: "11 bit studios Spółka Akcyjna." The Company may use an abbreviated name "11 bit studios S.A." and a distinctive logo.
2. The Company's registered office shall be in Warsaw.
3. The founders of the Company are: Grzegorz Miechowski, Bartosz Brzostek, Przemysław Marszał and Michał Drozdowski.

Article 2

1. The Company shall operate in the Republic of Poland and abroad.
2. Within the area of its operations, the Company may establish branches and other organisational units, form companies and join existing companies, as well as participate in all kinds of legal and organisational arrangements permitted by law.

Article 3

1. The Company's business shall comprise:
 - 18.20.Z - Reproduction of recorded media;
 - 18.13.Z - Pre-press and pre-media services;
 - 18.12.Z - Other printing;
 - 18.11.Z - Printing of newspapers;
 - 26.20.Z - Manufacture of computers and peripheral equipment;
 - 26.30.Z - Manufacture of (tele)communication equipment;
 - 26.40.Z - Manufacture of consumer electronics;
 - 26.51.Z - Manufacture of instruments and appliances for measuring, testing and navigation;
 - 26.80.Z - Manufacture of blank magnetic and optical media;
 - 32.40.Z - Manufacture of games and toys;
 - 32.99.Z - Other manufacturing n.e.c.;
 - 46.51.Z - Wholesale of computers, peripheral equipment and software;
 - 46.52.Z - Wholesale of electronic and telecommunications equipment and parts;
 - 46.90.Z - Non-specialised wholesale trade;

- 46.19.Z - Agents involved in the sale of a variety of goods;
- 47.41.Z - Retail sale of computers, peripheral units and software in specialised stores;
- 47.42.Z - Retail sale of telecommunications equipment in specialised stores;
- 47.19.Z - Other retail sale in non-specialised stores;
- 58.11.Z - Book publishing;
- 58.12.Z - Publishing of directories and registers (e.g. address, phone directory);
- 58.13.Z - Publishing of newspapers;
- 58.14.Z - Publishing of journals and periodicals;
- 58.19.Z - Other publishing activities;
- 58.21.Z - Publishing of computer games;
- 58.29.Z - Other software publishing;
- 59.11.Z - Motion picture, video and television programme production activities;
- 59.12.Z - Motion picture, video and television programme post-production activities;
- 59.13.Z - Motion picture, video and television programme distribution activities;
- 59.14.Z - Motion picture projection activities;
- 59.20.Z - Sound recording and music publishing activities;
- 62.01.Z - Computer programming activities;
- 62.02.Z - Computer consultancy activities;
- 62.03.Z - Computer facilities management activities;
- 62.09.Z - Other information technology and computer service activities;
- 63.11.Z - Data processing, hosting and related activities;
- 63.12.Z - Web portals;
- 63.99.Z - Other information service activities n.e.c.;
- 64.92.Z - Other credit granting;
- 70.21.Z - Public relations and communication;
- 72.19.Z - Other research and experimental development on natural sciences and engineering;
- 73.11.Z - Advertising agencies;

- 73.12.A - Media representation – sale or re-sale of advertising time and space for radio and television;
 - 73.12.B - Media representation – sale or re-sale of advertising space for printed media;
 - 73.12.C - Media representation – sale or re-sale of advertising space for electronic media (Internet);
 - 73.12.D - Media representation – sale or re-sale of advertising space for other media;
 - 74.10.Z - Specialised design activities;
 - 74.20.Z - Photographic activities;
 - 74.90.Z - Other professional, scientific and technical activities n.e.c.;
 - 77.40.Z - Leasing of intellectual property and similar products, except copyrighted works;
 - 77.22.Z - Rental of video tapes, CDs, DVDs, etc.;
 - 85.59.B - Other education n.e.c.;
 - 85.60.Z - Educational support activities;
 - 93.29.Z - Other amusement and recreation activities;
 - 95.11.Z - Repair and maintenance of computers and peripheral equipment;
 - 95.12.Z - Repair and maintenance of (tele)communications equipment.
2. Where required by the applicable laws, business activity in any of the aforementioned areas shall be commenced after all the relevant permits and licences have been obtained.
 3. The Company may change its principal business activity without having to repurchase the shares of those shareholders who do not agree to the change, if the resolution on the change is passed by a majority of two-thirds of votes, with shareholders representing at least half of the share capital present.

Article 4

1. The Company's share capital shall amount to PLN 228,719.90 (two hundred and twenty-eight thousand, seven hundred and nineteen zloty, 90/100).
2. The share capital is divided into:
 - a) 1,000,000 (one million) Series A bearer shares, numbered from A 0,000,001 do A 1,000,000, with a par value of PLN 0.10 (ten grosz) per share;
 - b) 494,200 (four hundred and ninety-four thousand, two hundred) Series B bearer shares, numbered from B 000,001 to B 494,200, with a par value of PLN 0.10 (ten grosz) per share;

- c) 376,561 (three hundred and seventy-six thousand, five hundred and sixty-one) Series C ordinary bearer shares, numbered from C 000,001 to C 376,561, with a par value of PLN 0.10 (ten grosz) per share;
 - d) 40,938 (forty thousand, nine hundred and thirty-eight) Series D ordinary bearer shares, numbered from D 000,001 to D 040,938, with a par value of PLN 0.10 (ten grosz) per share;
 - e) 305,500 (three hundred and five thousand, five hundred) Series E ordinary bearer shares, numbered from E 000,001 to E 305,500, with a par value of PLN 0.10 (ten grosz) per share;
 - f) 70,000 (seventy thousand) Series F ordinary bearer shares, numbered from F 00,001 to F 70,000, with a par value of PLN 0.10 (ten grosz) per share.
3. The first issue shares shall be fully paid for in cash. Before registration of the Company, the shares shall be paid up in full by way of a payment made into a bank account of the Company in formation.
 4. Shares may be cancelled subject to their holder's consent, by way of their acquisition by the Company (voluntary cancellation), based on a General Meeting's resolution which should specify the amount of consideration payable to the holder of the shares to be cancelled or, alternatively, the reasons for cancellation of the shares for no consideration, and the method of reducing the share capital.
 5. In exchange for cancelled shares, the Company may issue utility certificates (*świadectwa użytkowe*).
 6. The share capital has been conditionally increased by an amount of up to PLN 23,000 (twenty-three thousand złoty) through the issue of:
 - a. 100,000 (one hundred thousand) new Series F ordinary bearer shares with a par value of PLN 0.10 (ten grosz) per share;
 - b. 130,000 (one hundred and thirty thousand) new Series G ordinary bearer shares with a par value of PLN 0.10 (ten grosz) per share.

Series F shares shall be acquired by the holders of rights attached to Series A subscription warrants on the basis of Resolution No. 06/06/2014 and Resolution No. 07/06/2014 of the Company's Annual General Meeting, as amended by Resolution No. 06/05/2017 and Resolution No. 07/05/2017 of the Extraordinary General Meeting, respectively, while Series G shares shall be acquired by the holders of rights attached to Series B subscription warrants on the basis of Resolution No. 19/05/2017 of the Annual General Meeting and Resolution No. 05/06/2015 of the Extraordinary General Meeting.

Article 5

1. The Company's profit shall be distributed on the basis of a resolution of the General Meeting, provided that in the first place at least 8% of the Company's net profit for a given financial year should be contributed to the Company's statutory reserve funds until the statutory reserve funds are equal to 1/3 (one-third) of the share capital.
2. The Management Board may, with the Supervisory Board's approval, adopt a resolution to distribute interim dividends to the shareholders, provided that the Company has sufficient funds to do so.

II. Company's governing bodies

Article 6

The Company's governing bodies shall be:

- the General Meeting,
- the Supervisory Board, and
- the Management Board.

Article 7

1. General Meetings shall be held at the Company's registered office.
2. General Meetings shall be convened under the procedure provided for in the Commercial Companies Code.
3. The General Meeting shall be competent to deal with all matters that fall within the scope of its powers and responsibilities in accordance with the Commercial Companies Code and these Articles of Association, including in particular:
 - review and approval of financial statements for a financial year,
 - grant of discharge to members of the Company's governing bodies in respect of their performance of duties,
 - sale or lease of, or creation of limited property rights in, the Company's business or its organised part,
 - exclusion, subject to the provisions of Article 5, of all or a part of the Company's profit for a financial year from distribution to shareholders and determination of what the profit will be allocated to,
 - acquisition of interests in other business entities,
 - establishment and participation in the establishment of other business entities, both in and outside the Company's home country,
 - election of Supervisory Board members,

- determination of the rules of remuneration of the Supervisory Board members.
4. No resolution of the General Meeting shall be required to acquire or dispose of any property or perpetual usufruct, or an interest in property or perpetual usufruct.
 5. Resolutions of the General Meeting shall be adopted by an absolute majority of the votes cast by those present at the meeting, unless the Commercial Companies Code imposes stricter requirements.
 6. A decision to remove an item from the agenda or not to consider an item placed on the agenda upon a shareholder's request must be preceded by a consent of all the present shareholders who made the request and must be taken in the form of a resolution of the General Meeting passed by a three-fourths majority of votes to be valid.

Article 8

1. The Supervisory Board shall be composed of three or more members. If the Company meets the criteria to be recognised as a public company, the Supervisory Board shall be composed of five or more members. The number of members of the Supervisory Board shall be determined by the General Meeting.
2. Members of the Supervisory Board shall be appointed and removed from office by the General Meeting, with the proviso that members of the first Supervisory Board shall be appointed by the founders of the Company. Members of the Supervisory Board shall be appointed for a joint term of office which lasts three years.
3. If the mandate of a member of the Supervisory Board expires due to such member's resignation, the remaining Supervisory Board members may co-opt a new member, who shall perform his or her duties until a successor is appointed by the General Meeting, but not longer than until the end of the predecessor's term of office.
4. The Supervisory Board shall be competent to deal with all matters that fall within the scope of its powers and responsibilities in accordance with the Commercial Companies Code and these Articles of Association, including in particular:
 - appointment and removal from office of Management Board members,
 - selection of the President of the Management Board,
 - determination of the rules of remuneration of the Management Board members,

- appointment of independent auditor to audit the Company's financial statements,
 - grant of consent to establish a branch, representative office or other organisational units,
 - grant of consent to acquire or dispose of any property or perpetual usufruct, or an interest in property or perpetual usufruct,
 - grant of consent to incur a liability, including a loan or other borrowing, in an amount that exceeds the value of the Company's assets,
 - election of the Chairperson of the Supervisory Board.
5. Resolutions of the Supervisory Board may be adopted if at least half of its members are present at the meeting and all members have been invited; resolutions shall be passed by an absolute majority of votes cast by those present at the meeting, and in the event of a voting tie, the Chairperson (voting last) shall have the casting vote.
 6. The Supervisory Board may adopt its Rules of Procedure. The Rules of Procedure may not be in conflict with the provisions of the Commercial Companies Code or these Articles of Association.
 7. Members of the Supervisory Board may take part in adopting resolutions of the Supervisory Board by casting a vote in writing through another member of the Supervisory Board. Votes may not be cast in writing on any matters that have been placed on the agenda during a Supervisory Board meeting.
 8. The Supervisory Board may also adopt resolutions by written ballot or using means of remote communication. Such resolution shall be valid only if all Supervisory Board members have been notified of the contents of the draft resolution.
 9. A secret ballot shall be ordered at the request of any member of the Supervisory Board attending the meeting.

Article 9

1. The Company's Management Board shall consist of one or more members. The number of the Management Board members shall be determined by the Supervisory Board in a resolution.
2. Members of the Management Board shall be appointed and removed from office by the Supervisory Board. Members of the Management Board shall be appointed for a joint term of office which lasts three years. At the same time, the Supervisory Board shall decide which of the persons appointed to the Management Board will be entrusted with the function of President of the Management Board; however, members of the first Management Board shall be appointed by the founders of the Company and the founders shall decide which member of the first Management Board will be entrusted with the function of President of the Management Board.

3. The powers and responsibilities of the Management Board shall include all matters which are not expressly reserved for the General Meeting or the Supervisory Board.
4. In the case of a one-person Management Board, the President of the Management Board shall be authorised to make statements on behalf of the Company. In the case of a Management Board consisting of more than one member, statements on behalf of the Company may be made by two members acting jointly or one member of the Management Board acting with a commercial proxy.
5. Resolutions of the Management Board shall be passed by an absolute majority of votes present, however, in the event of a voting tie, the President of the Management Board (voting last) shall have the casting vote.
6. The Management Board may adopt its Rules of Procedure. The Rules of Procedure may not be in conflict with the provisions of the Commercial Companies Code or these Articles of Association.

III. Miscellaneous

Article 10

1. Liquidation of the Company shall be carried out by liquidators appointed by a resolution of the General Meeting.
2. The books and documents of the dissolved Company shall be stored as the General Meeting may instruct.

Article 11

1. Except for the first financial year, the Company's financial year shall correspond to the calendar year.
2. The Company's first financial year corresponding to a full calendar year shall end on December 31st 2010.

Article 12

Any matters not provided for in these Articles of Association shall be governed by the provisions of the Commercial Companies Code.