

According to the received Decision, the Court registered the amendment of the current wording of the Company's Articles of Association:

Current wording of § 10 clause 5 of the Company's Articles of Association:

"5. A Member of the Management Board may be at any time dismissed and suspended – for important reasons – by the Supervisory Board. A resolution on this matter should be adopted by a 2/3 (two thirds) majority of votes. Dismissal of the member of the Management Board shall not deprive the member of claims under the employment relationship or other legal relationship concerning the performance of the function of the member of the Management Board."

Registered new wording of § 10 clause 5 of the Company's Articles of Association:

"5. A Member of the Management Board may be at any time dismissed and suspended – for important reasons – by the Supervisory Board. Dismissal of the member of the Management Board shall not deprive the member of claims under the employment relationship or other legal relationship concerning the performance of the function of the member of the Management Board."

Current wording of § 13 of the Company's Articles of Association:

- "1. The Supervisory Board shall be composed of not less than 5 and not more than 11 persons whose common term of office shall be three years.*
- 2. Resignation of any of the members of the Supervisory Board shall not automatically cause an obligation to appoint a new member of the Supervisory Board, subject to a minimum number of members of the Supervisory Board – 5 persons.*
- 3. The provision of §10 clause 4 shall apply accordingly."*

Registered new wording of § 13 of the Company's Articles of Association:

- "1. The Supervisory Board shall be consist of not less than 5 and not more than 7 persons whose common term of office shall be three years.*
- 2. Subject to § 13 clauses 6-8 members of the Supervisory Board shall be appointed in the number of 7 persons during the General Meeting in accordance with the following principles:*
 - a) PROKOM Investments S.A. with its registered office in Gdynia shall appoint 3 members of the Supervisory Board, including the Chairman;*
 - b) other shareholders representing jointly at the General Meeting not less than 15% of the total number of votes in the Company shall appoint 4 members of the Supervisory Board, including the Vice-Chairman and a member meeting the independence criteria referred to in § 13 clause 5 below, from among the candidates proposed by shareholders representing at least 1% of the Company's share capital, save that PROKOM Investments S.A. with its registered office in Gdynia, its affiliates and entities acting in concert with it shall have no right to propose candidates or vote on the appointment of members of the Supervisory Board in accordance with this item b).*
- 3. Members of the Supervisory Board appointed in accordance with § 13 clause 2 item a) shall be dismissed during the General Meeting by PROKOM Investments S.A. with its registered office in Gdynia. Members of the Supervisory Board appointed in accordance with § 13 clause 2 item b) shall be dismissed during the General Meeting by other shareholders representing jointly at the General Meeting not less than 15% of the total number of votes in the Company, save that PROKOM Investments S.A. with its registered office in Gdynia, its affiliates and entities acting in concert with it shall have no right to vote on a dismissal of members of the Supervisory Board elected in accordance with § 13 clause 2 item b).*
- 4. The vote of the Chairman and Vice-Chairman of the Supervisory Board shall be equal to the vote of each of the other members of the Supervisory Board and shall not be the casting vote in the case of a tied vote during the voting on individual resolutions of the Supervisory Board.*

5. At least 1 member of the Supervisory Board should meet the independence criteria indicated in Annex II to the Recommendation of the European Commission of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board.
6. If PROKOM Investments S.A. with its registered office in Gdynia together with affiliates and entities acting in concert with it does not have at the General Meeting votes in the number corresponding to at least 15% of the total number of votes in the Company or any shareholder has a number of votes exceeding 33% of the total number of votes in the Company, all members of the Supervisory Board shall be appointed in accordance with the general principles and the rules specified in § 13 clauses 2 and 3 shall not apply.
7. If the shareholders referred to in § 13 clause 2 item b) above represent at the General Meeting less than 15% of the total number of votes in the Company, no members of the Supervisory Board shall be elected and the Management Board shall convene immediately another General Meeting in order to appoint members of the Supervisory Board. The term of office of the current Supervisory Board, subject to Article 386 § 2 in conjunction with Article 369 § 4 of the Code of Commercial Partnerships and Companies shall be extended in such a case until the date of such next General Meeting. If at the next General Meeting the shareholders referred to in § 13 clause 2 item b) above, represent again less than 15% of the total number of votes in the Company, all members of the Supervisory Board shall be appointed in accordance with the general principles and the rules specified in § 13 clauses 2 and 3 shall not apply.
8. If the shareholders referred to in § 13 clause 2 item b) above appoint fewer than 4 members of the Supervisory Board, the Management Board shall promptly convene another General Meeting to appoint other members of the Supervisory Board. If at the next General Meeting the shareholders referred to in § 13 clause 2 item b) above do not appoint other members of the Supervisory Board, such other members of the Supervisory Board shall be appointed in accordance with the general principles and may be appointed at the same General Meeting and the rules specified in § 13 clauses 2 and 3 shall not apply.
9. In the case of resignation of any member of the Supervisory Board, the Management Board shall promptly convene the General Meeting in order to appoint in its place a new member of the Supervisory Board in accordance with the principles set out in this § 13. Actions undertaken by the Supervisory Board shall be valid provided that the Supervisory Board consists of at least 5 persons.
10. The provision of §10 clause 4 shall apply accordingly."

Current wording of § 14 of the Company's Articles of Association:

- "1. The Supervisory Board shall elect from among its members the Chairman of the Supervisory Board and may also elect the Vice-Chairman of the Supervisory Board, and if necessary, the Secretary of the Supervisory Board.
2. The Chairman of the Supervisory Board shall convene Supervisory Board meetings and shall preside over them. In the absence of the Chairman, meetings of the Supervisory Board shall be convened and chaired by the Vice-Chairman or the Secretary of the Supervisory Board, if they were elected, or other member of the Supervisory Board designated by the Chairman or if such a member of the Supervisory Board was not designated – by the oldest member of the Supervisory Board. The Chairman of the General Meeting shall open the first meeting of the Supervisory Board and shall chair it until the Chairman of the Supervisory Board is elected.
3. The Supervisory Board shall adopt its Rules of Procedure specifying its organisation and the manner of its operation."
4. The Supervisory Board may dismiss the Chairman from this function." This shall also apply to the Deputy Chairman and the Secretary of the Supervisory Board."

Registered new wording of § 14 of the Company's Articles of Association:

- "1. Subject to § 13 clause 2, the Supervisory Board shall elect from among its members the Chairman of the Supervisory Board and may also elect the Vice-Chairman of the Supervisory Board, and if necessary, the Secretary of the Supervisory Board.

2. *The Chairman of the Supervisory Board shall convene Supervisory Board meetings and shall preside over them. In the absence of the Chairman, meetings of the Supervisory Board shall be convened and chaired by the Vice-Chairman or the Secretary of the Supervisory Board, if they were elected, or other member of the Supervisory Board designated by the Chairman or if such a member of the Supervisory Board was not designated – by the oldest member of the Supervisory Board.*
3. *The Supervisory Board shall adopt its Rules of Procedure specifying its organisation and the manner of its operation.”*

Current wording of § 16 of the Company’s Articles of Association:

- "1. Resolutions of the Supervisory Board shall be valid if all members of the Supervisory Board have been invited to the meeting and at least half of its members are present at the meeting.*
- 2. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes, subject to § 10 clause 5 and § 14 clause 4 of the Articles of Association, where the majority of 2/3 (two-thirds) of votes of all members of the Supervisory Board shall be required. In the event of a tie, the Chairman of the Supervisory Board shall have the casting vote.*
- 3. The Supervisory Board shall exercise regular supervision over the Company's operations and in particular the powers of the Supervisory Board shall include:*
 - 1) assessing the Management Board report on Company’s business operations,*
 - 2) assessing the financial statements and proposals of the Management Board as to the distribution of profit or coverage of loss,*
 - 3) submitting to the General Meeting of Shareholders of an annual written report on results of the assessment referred to in items 1 and 2,*
 - 4) appointing and dismissing members of the Management Board subject to § 10 clause 2 and suspension, for important reasons, of individual or all the members of the Management Board,*
 - 5) delegating a member or members of the Supervisory Board to temporarily act as members of the Company's Management Board if they are dismissed or suspended or if a member of the Management Board is unable to act for other reasons,*
 - 6) approving the establishment by the Management Board of branches and subsidiaries of the Company which shall be self-financing,*
 - 7) approving a participation in other companies in the amount of more than PLN 5 million, with the exception of companies in which the Company holds 50 (fifty) per cent or more of shares, and with the exception of newly established companies in which the Company takes up 100 (one hundred) percent of shares,*
 - 8) approving a purchase and sale of real property, perpetual usufruct or a share in the real property if the transaction value exceeds one-fifth of the Company's equity,*
 - 9) selecting a statutory auditor to conduct an audit of the individual and consolidated financial statements.”*

Registered new wording of § 16 of the Company’s Articles of Association:

- "1. Resolutions of the Supervisory Board shall be valid if all members of the Supervisory Board have been invited to the meeting and at least half of its members are present at the meeting.*
- 2. Resolutions of the Supervisory Board shall be adopted by an absolute majority of votes, subject to § 16 clause 3 item 10) of the Articles of Association where the majority of 2/3 (two-thirds) of votes of all members of the Supervisory Board shall be required.*
- 3. The Supervisory Board shall exercise regular supervision over the Company's operations and in particular, subject to clause 4, the powers of the Supervisory Board shall include:*
 - 1) assessing the Management Board report on Company’s business operations,*
 - 2) assessing the financial statements and proposals of the Management Board as to the distribution of profit or coverage of loss, 5*
 - 3) submitting to the General Meeting of Shareholders of an annual written report on results of the assessment referred to in items 1 and 2,*
 - 4) appointing and dismissing members of the Management Board subject to § 10 clause 2 and suspension, for important reasons, of individual or all the members of the Management Board,*

- 5) delegating a member or members of the Supervisory Board to temporarily act as members of the Company's Management Board if they are dismissed or suspended or if a member of the Management Board is unable to act for other reasons,
 - 6) approving the establishment by the Management Board of branches and subsidiaries of the Company which shall be self-financing,
 - 7) approving a participation in other companies in the amount of more than PLN 5 million, with the exception of companies in which the Company holds 50 (fifty) per cent or more of shares, and with the exception of newly established companies in which the Company takes up 100 (one hundred) percent of shares,
 - 8) approving a purchase and sale of real property, perpetual usufruct or a share in the real property if the transaction value exceeds one-fifth of the Company's equity,
 - 9) selecting a statutory auditor to conduct an audit of the individual and consolidated financial statements,
 - 10) subject to § 16 clause 4, approving a conclusion by the Company or companies from the "POLNORD" Capital Group of a transaction or a series of transactions during the year with PROKOM Investments S.A. with its registered office in Gdynia or with its affiliates.
4. A conclusion by the Company or companies from the "POLNORD" Capital Group of a transaction with the entities referred to in § 16 clause 3 item 10) at arm's length shall not require an approval of the Supervisory Board, if:
- a) the value of such a transaction or a series of transactions during the year does not exceed PLN 500,000; or
 - b) the transaction relates solely to the subscription of shares or bonds issued by the Company.
5. Individual transactions shall be submitted to the Supervisory Board for approval in accordance with clause 3 above by the Company's Management Board, in accordance with the best knowledge of the Management Board concerning the circumstances of the proposed transaction, subject to the utmost due diligence appropriate to the professional nature of the activities of the Management Board.
6. For the purposes of this Article, affiliates of PROKOM Investments S.A. shall also include its parent companies, its subsidiaries and entities controlled by the same entity as PROKOM Investments S.A. In addition, affiliates of PROKOM Investments S.A. shall include persons managing or supervising PROKOM Investments S.A. or its affiliates as well as other entities in which those persons perform managing or supervisory functions. Moreover, affiliates of PROKOM Investments S.A. shall include entities intermediating in transactions of which any of the entities referred to in sentence 1 or 2 above is a direct or indirect beneficiary."

Current wording of § 19 of the Company's Articles of Association:

- "1. The General Meeting may be ordinary or extraordinary.
2. Ordinary General Meeting shall be held no later than six months after the end of each financial year.
3. An Ordinary General Meeting shall be convened by the Management Board or the Supervisory Board, if the Management Board does not convene it within the time limit 6 referred to in clause 2 above. An Extraordinary General Meeting shall be convened by the Management Board on its own initiative or at a request of shareholders representing at least 1/20 (one-twentieth) of the share capital. The Extraordinary General Meeting shall be convened within two weeks of the submission of a request together with a draft agenda and proposed resolutions. The Extraordinary General Meeting may be also convened by the Supervisory Board if it deems it advisable and by shareholders representing at least half of the share capital or at least half of the total votes in the Company."

Registered new wording of § 19 of the Company's Articles of Association:

- "1. The General Meeting may be ordinary or extraordinary.
2. Ordinary General Meeting shall be held no later than six months after the end of each financial year.

3. An Ordinary General Meeting shall be convened by the Management Board or the Supervisory Board, if the Management Board does not convene it within the time limit referred to in clause 2 above. An Extraordinary General Meeting shall be convened by the Management Board on its own initiative or at a request of shareholders representing at least 1/20 (one-twentieth) of the share capital. The Extraordinary General Meeting shall be convened within two weeks of the submission of a request together with a draft agenda and proposed resolutions. The Extraordinary General Meeting may be also convened by the Supervisory Board if it deems it advisable and by shareholders representing at least half of the share capital or at least half of the total votes in the Company.

4. General Meetings shall be held in the Company's registered office or in Warsaw."

Current wording of § 22 of the Company's Articles of Association:

"1. The powers of the General Meeting shall include:

- 1) examining and approving Management Board Reports on the Company's business operations and financial statements,
 - 2) distribution of profits and coverage of losses as well as allocation to supplementary capital and reserve capital,
 - 3) granting a vote of approval to members of the Supervisory Board and Management Board confirming the discharge of their duties,
 - 4) appointing and dismissing members of the Supervisory Board,
 - 5) increasing or decreasing the share capital,
 - 6) amending the Company's Articles of Association,
 - 7) dissolving and winding up the Company,
 - 8) examining and making decisions on proposals submitted by the Supervisory Board,
 - 9) adopting the Rules of Procedure of the General Meeting,
 - 10) other matters provided for in the Code of Commercial Partnerships and Companies.
2. No resolution of the General Meeting shall be required for a purchase and sale by the Company of real properties, perpetual usufruct or a share in a real property."

Registered new wording of § 22 of the Company's Articles of Association:

"1. The powers of the General Meeting shall include:

- 1) examining and approving Management Board Reports on the Company's business operations and financial statements,
 - 2) distribution of profits and coverage of losses as well as allocation to supplementary capital and reserve capital, 7
 - 3) granting a vote of approval to members of the Supervisory Board and Management Board confirming the discharge of their duties,
 - 4) appointing and dismissing members of the Supervisory Board,
 - 5) increasing or decreasing the share capital,
 - 6) amending the Company's Articles of Association,
 - 7) dissolving and winding up the Company,
 - 8) examining and making decisions on proposals submitted by the Supervisory Board,
 - 9) adopting the Rules of Procedure of the General Meeting,
 - 10) other matters provided for in the Code of Commercial Partnerships and Companies.
2. No resolution of the General Meeting shall be required for a purchase and sale by the Company of real properties, perpetual usufruct or a share in a real property."