

**CIECH Joint Stock Company**  
**entered into the National Court Register kept by the District Court for the capital city of**  
**Warsaw, XIII Commercial Division of the National Court Register under number**  
**0000011687**

**Statute of**  
**CIECH Joint Stock Company**  
**Uniform text**

***With amendments to the uniform text of 14 January 1997 taken into consideration (Notarial deed, Register A No 290/97) introduced by means of reports prepared in the form of Notarial deeds of 2 June 1998 (Register A No 9719/98), of 24 May 2000 (Register A No 8777/2000), of 27 June 2001 (Register A No 19647/2001), of 19 October 2001 (Register A Nr 32749/2001), of 14 February 2002 (Register A No 3510/2002), of 28 August 2003 (Register A No 21080/2003, of 19 May 2004 (Register A No 13729/2004), of 28 June 2004 (Register A No 16888/2004), of 29 June 2005 (Register A No 11155/2005, of 21 June 2007 (Register A No 10277/2007), and of 26 June 2008 (Register A No 11382/2008).***

## **I. General provisions.**

### **§ 1**

1. The Company's business name is: „**CIECH Spółka Akcyjna**”.
2. The Company may use the abbreviation of its business name: „**CIECH S.A.**”

### **§ 2**

The Company is based in the capital city of Warsaw.

### **§ 3**

The Company shall operate within the territory of the Republic of Poland and abroad.

### **§ 4**

The Company shall be established for an unspecified period of time.

### **§ 5**

Within the territory of its operation, the Company may establish and liquidate branch offices, representative offices, representations and other offices.

## **II. Activities of the Company.**

### **§ 6**

1. The activities of the Company shall include:
  - 1) activities of the agents specializing in the selling of fuels, ores, metals and industrial chemicals (PKD 46.12.Z)
  - 2) activities of the agents specializing in the selling of remaining specified goods (PKD 46.18.Z)
  - 3) activities of the agents specializing in the selling of goods of different kind (PKD 46.19.Z)
  - 4) wholesale of pharmaceutical and medical products (PKD 46.46.Z)
  - 5) wholesale of fuels and derivative products (PKD 46.71.Z)
  - 6) wholesale of chemical products (PKD 46.75.Z)
  - 7) wholesale of remaining semi-finished products (PKD 46.76.Z)
  - 8) non-specialized wholesale (PKD 46.90.Z)
  - 9) cargo handling in sea ports (PKD 52.24.A)
  - 10) cargo handling in inland ports (PKD 52.24.B)
  - 11) cargo handling in remaining handling stations (PKD 52.24.C)
  - 12) warehousing and safe-keeping of remaining materials (PKD 52.10.B)
  - 13) other forms of granting credits (PKD 64.92.Z)
  - 14) other financial service activity, somewhere else non-classified excluding insurances and pension funds (PKD 64.99.Z)
  - 15) independent purchase and selling of real estates (PKD 68.10.Z)
  - 16) renting and managing of own or leased real estates (PKD 68.20.Z)
  - 17) legal activities (PKD 69.10.Z)
  - 18) market research and opinion poll (PKD 73.20.Z)
  - 19) other business activities and management consultancy (PKD 70.22.Z)

- 20) activities of head offices and holdings, excluding financial holdings (PKD 70.10.Z)
- 21) other professional, scientific, technical activities, somewhere else non-classified (PKD 74.90.Z).

- 2. If any kind of activities of the Company required a permit or a license, the Company would undertake the activities in this scope after obtaining the permit or the license

### **III. Principles of financial management.**

#### **§ 7**

- 1. The initial capital of the Company shall amount to not more than PLN 140 001 420 (say: one hundred forty million one thousand four hundred twenty) and is divided into not more than 28 000 000 (say: twenty eight million) shares, each with a nominal value of PLN 5 (five), including:
  - 20 816 (say: twenty thousand eight hundred sixteen) bearer common shares of series A,
  - 19 775 200 (say: nineteen million seven hundred seventy five thousand two hundred) bearer common shares of series B,
  - not more than 8 203 984 (say: eight million two hundred three thousand nine hundred eighty four) bearer common shares of series C,
- 2. The significant change to the business activities of the Company shall not require any buyout of shares.

#### **§ 8**

- 1. The shares may be redeemed. The redemption of shares shall require the consent of the shareholder whose share is to be redeemed.**
- 2. The shares may be redeemed without any remuneration**
- 3. Detailed conditions of the redemption of shares is specified by the provision of the General Meeting.**
- 4. The Company may issue certificates without nominal value in return for redeemed shares.**

#### **§ 9**

The Company shall be comprised of:

- supplementary capital;
- reserve capital;
- earmarked funds;
- other funds provided for by the provisions of law

#### **§ 10**

The supplementary capital, to be destined for coverage of loss, shall be created from deductions in the amount of at least 8% of net profit for a given financial year, as long as this capital does not amount to at least one-third of the initial capital. The amount of deductions shall be specified by the General Meeting.

## § 11

The reserve capitals shall be created from deductions from net profit for a given financial year, regardless of the supplementary capital; they shall be destined for coverage of special losses or expenses of the Company

## § 12

**The General Meeting shall decide upon the use of supplementary capital and reserve capital; however, a part of supplementary capital amounting to one-third of the initial capital may be used only to cover a loss shown in a financial statement.**

## § 13

1. Earmarked funds shall be created and dissolved by the resolution of the General Meeting.
2. Earmarked funds may be created from deductions from profit earmarked for distribution and other means, and may be earmarked for development needs of the Company, social needs of the Company's employees, remuneration of the Management Board and employees of the Company for annual achievements in work and other goals associated with the Company's needs.

Earmarked funds shall be managed by the Management Board of the Company based on the regulations passed by the Management Board and approved by the Supervisory Board.

## § 14

1. Shareholders shall be entitled to participate in net profit disclosed in a financial statement for the last financial year earmarked by the General Meeting for distribution to shareholders.
2. Net profit for a given financial year may be earmarked in particular for:
  - supplementary capital;
  - reserve capitals;
  - earmarked funds;
  - dividend payment to shareholders;
  - other goals defined by the resolution of the General Meeting.
3. The day of dividend payment and the date of establishing the right to dividend shall be determined by the resolution of the General Meeting.

## § 15

1. The financial year shall be a calendar year. The Management Board shall undertake to prepare and submit to the Supervisory Board a financial statement for the preceding financial year examined by an expert auditor, and the report of the Management Board on the business activities of the Company within five months after the end of the financial year
2. The Management Board report on the business activities of the Company and the financial statement for the preceding financial year are subject to approval of the General Meeting following the review of the Supervisory Board

#### **IV. Governing bodies of the Company.**

##### **§ 16**

The governing bodies of the Company are as follows:

- a) The General Meeting;
- b) The Supervisory Board;
- c) The Management Board.

##### **§ 17**

1. The General Meeting shall be the highest authority of the Company. Shareholders or their authorized representatives holding written powers of attorney shall participate in the General Meeting.
2. The Ordinary General Meeting shall be convened by the Management Board within six months after the end of each financial year.
3. The Extraordinary General Meeting shall be convened by the Management Board on its own initiative or upon a written motion of the Supervisory Board or shareholders representing at least one-tenth of the initial capital. The Supervisory Board shall be entitled to convene the Extraordinary General Meeting, if the Management Board has not done it in the manner provided for herein or by provisions of law.
4. The General Meeting shall be convened through the notice as provided for by legal regulations in force.
5. The General Meeting shall be opened by a Chairman or Deputy Chairman of the Supervisory Board. In the event of their absence, the General Meeting shall be opened by the President of the Management Board or a person appointed by the Management Board. Then a Chairman of the General Meeting shall be appointed from among persons authorized to participate in the General Meeting
6. The agenda of the General Meeting shall be specified by the Management Board. The Supervisory Board and shareholders representing at least one-tenth of the initial capital shall have the right to apply to the Management Board for placing certain matters on the agenda. This motion should be put in writing to the Management Board not later than one month before the suggested date of the General Meeting.

##### **§ 18**

The General Meeting shall be especially empowered to:

- 1) examine and approve the Management Board report on the Company's activities and a financial statement for the preceding financial year and grant a vote of acceptance to the members of the governing bodies of the Company for the discharge of their duties;
- 2) adopt resolutions on the distribution of profits or coverage of losses;
- 3) pass the rules of the General Meeting;
- 4) amend the Statute of the Company;
- 5) change the scope of activities of the Company;
- 6) sell and lease the enterprise or its organized part and establish limited property rights;
- 7) appoint and recall the members of the Supervisory Board and fix the remuneration for the members of the Supervisory Board;
- 8) appoint and recall the members of the Management Board, including the President of the Management Board;
- 9) increase or low the initial capital;

- 10) adopt the resolutions concerning the issuance of bonds, including issuance of convertible bonds, with the exception of issuance of bonds, referred to in § 21 item 8;
- 11) merge the Company with other companies and transform the Company;
- 12) liquidate the Company;
- 13) pass the conditions of shares redemption;
- 14) adopt other provisions provided for herein or by the provisions of law.

## § 19

The provisions of the General Meeting shall be passed on the basis of an absolute majority of votes, if provisions of the Code of Commercial Companies do not provide for more severe conditions.

## § 20

1. The Supervisory Board shall comprise five to nine members appointed by the General Meeting.
2. Members of the Supervisory Board shall be appointed for a 3-year term.
3. Individual members of the Supervisory Board may be at any time recalled in a way stipulated for their appointment.
4. The Supervisory Board shall operate based on the rules passed by the Supervisory Board and approved by the General Meeting.
5. The Supervisory Board shall elect a Chairman of the Supervisory Board and, if necessary, his deputy and secretary from among its members.

## § 21

1. The Supervisory Board shall supervise the activity of the Company.
2. The Supervisory Board shall be especially empowered to:
  - 1) assess the Management Board's report on the business activities of the Company and financial statement for the preceding financial year as regards their compliance with account books and documents, and factual state as well, and the Management Board's recommendations on the distribution of profits or coverage of losses, and as well as submit the annual report on the results of this assessment to the General Meeting;
  - 2) express an opinion on the programs of the Company's activities prepared by the Management Board;
  - 3) pass the rules of the Supervisory Board;
  - 4) approve the rules of the Management Board;
  - 5) approve the rules on management of earmarked funds of the Company;
  - 6) determine the principles for the remuneration and fix the remuneration amount for the members of the Management Board, including the President of the Management Board;
  - 7) elect an expert auditor for carrying out the audit of financial statement of the Company and carrying out the consolidated audit of financial statement of the capital group of the Company;
  - 8) adopt the resolutions concerning the issuance of bonds, excluding the issuance of convertible bonds and senior bonds, with the exception that each debt of the Company due to bonds issued based on the resolution of the Supervisory Board cannot exceed the equivalent of PLN 500 000 000 (five hundred million).
3. **To carry out its obligations, the Supervisory Board may audit all documents of the Company, demand reports and explanations from the Management Board and employees, and review the state of assets of the Company.**

4. The members of the Supervisory Board shall carry out their privileges and obligations in person.

## **§ 22**

1. The Supervisory Board shall adopt the resolutions with an absolute majority of votes in the presence of at least half of the Supervisory Board members, whereupon in the event of a voting tie the Chairman of the Supervisory Board shall have the casting vote.
2. The Supervisory Board may adopt the resolutions without convening a meeting, by voting in writing or by means of distant direct communication, whereupon all members of the Supervisory Board need to be informed about the contents of the draft resolution in order to effectively adopt the resolution.
3. The Supervisory Board Members may participate in adoption of resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Giving a vote in writing may not concern the issues placed on the agenda at the meeting of the Supervisory Board.
4. Adoption of resolutions as set out in the items 2 and 3 above shall not concern the election of the Chairman, Deputy Chairman and the Secretary of the Supervisory Board and suspension of members of the Management Board, including the President of the Management Board, from the performance of their duties.

## **§ 23**

1. The Management Board shall comprise three to five people.
2. Members of the Management Board shall be appointed for a 3-year term.
3. The representative of the Supervisory Board delegated from among its members shall conclude on behalf of the Company the contract of employment with members of the Management Board or the management contract based on the principles defined by the provision of the Supervisory Board. The same procedure shall apply to other legal transactions between the Company, and members of the Management Board.
4. The Management Board shall operate based of the rules passed by the Management Board and approved by the Supervisory Board

## **§ 24**

The responsibilities of the Management Board shall be all issues and management decisions and others not stipulated by the provisions of the Code of Commercial Companies or resolutions of the Statute of the Company to the exclusive competence of the General Meeting or the Supervisory Board.

## **§ 25**

The President of the Management Board individually, two members of the Management Board acting jointly or one member of the Management Board together with a proxy are authorized to submit declarations of intent and sign up on behalf of the Company

## **V. Final provisions.**

## **§ 26**

The Company shall publish its notices in accordance with the requirements of the provisions of the Code of Commercial Companies.

**§ 27**

To all matters not provided for herein – the provisions of the Code of Commercial Companies and other legal regulations in force shall apply to the Company.