

Articles of Association of KOFOLA-HOOP Spółka Akcyjna

(consolidated text)

Establishment of the Company

Par. 1

KOFOLA-HOOP S.A. is a company established following the transformation of HOOP INTERNATIONAL Sp. z o.o. (limited-liability company) into a joint-stock company under Arts. 491-497 of the Commercial Code and, thereafter, the merger of the joint-stock company with Kofola SPV Sp. z o.o.

Company's Name

Par. 2

1. The Company shall operate under the name of KOFOLA-HOOP Spółka Akcyjna.
2. The Company may use the abbreviated name of KOFOLA-HOOP S.A.

Place of Business

Par. 3

The Company's principal place of business is Warsaw.

Duration of the Company and Scope of its Business Activities

Par. 4

1. The Company is incorporated for an unspecified period.
2. The Company shall operate within the territory of the Republic of Poland and outside the Republic of Poland.
3. The Company may establish branches, plants, representative offices, and other organisational units.
4. The Company may participate and acquire shares and other equity interests in companies and other legal entities operating in and outside Poland, subject to the provisions of these Articles of Association.

Business Profile

Par. 5

1. The Company's business shall include:

- a) manufacture of food products (PKD 10) and manufacture of beverages (PKD 11),
 - b) manufacture of chemicals and chemical products (PKD 20),
 - c) manufacture of plastic packing goods (PKD 22.22.Z) and manufacture of glass and glass products (PKD 23.1),
 - d) repair and maintenance of machinery (PKD 33.12.Z),
 - e) repair and maintenance of computers and peripheral equipment (PKD 95.11.Z),
 - f) software and IT consultancy activities and related activities (PKD 62.0),
 - g) information services (PKD 63),
 - h) publishing activities (PKD 58),
 - i) printing and activities related to printing (PKD 18.1),
 - j) advertising (PKD 73.1),
 - k) market research and public opinion polling (PKD 73.20.Z),
 - l) activities of head offices; management consultancy (PKD 70),
 - m) other professional, scientific and technical activities (PKD 74),
 - n) activities related to the real estate market (PKD 68),
 - o) auxiliary activities related to cleaning and general maintenance of buildings (PKD 81.10.Z),
 - p) lease and rent (PKD 77),
 - q) construction work related to erection of buildings (PKD 41), work related to construction of civil engineering structures (PKD 42) and specialist construction work (PKD 43),
 - r) wholesale except for trading in motor vehicles (PKD 46),
 - s) retail trading except for retail trading in motor vehicles (PKD 47),
 - t) freight transport by road and removal services (PKD 49.4),
 - u) storage and support activities for transport (PKD 52),
 - v) extra-curricular forms of sports education and sports and recreation classes (PKD 85.51.Z) and sports, entertainment and recreation activities (PKD 93),
 - w) healthcare activities (PKD 86),
 - x) investigation and security activities (PKD 80),
 - y) cleaning of buildings (PKD 81.2).
2. Activities for which a licence is required shall be conducted by the Company after the relevant licence has been obtained.

Share Capital

Par. 6

1. The Company's share capital shall amount to PLN 26,171,918 (twenty-six million, one hundred and seventy-one thousand, nine hundred and eighteen zloty) and shall be

divided into 26,171,918 (twenty-six million, one hundred and seventy-one thousand, nine hundred and eighteen) shares with the par value of PLN 1 (one złoty) per share, including:

- a. 447,680 Series A ordinary bearer shares,
 - b. 100,000 Series B ordinary bearer shares,
 - c. 82,856 Series C ordinary bearer shares,
 - d. 9,458,040 Series D ordinary bearer shares,
 - e. 3,000,000 Series E ordinary bearer shares,
 - f. 13,083,342 Series F ordinary bearer shares.
2. The Company may issue shares as either bearer or registered shares. Conversion of registered shares into bearer shares shall require a prior approval of the Supervisory Board.
 3. The Company shares may be issued as global certificates. At a reasonable request of a Shareholder, the Company is obliged to exchange the global certificate held by the Shareholder for global certificates for a smaller number of shares or certificates for single shares.

Statutory Reserve Funds

Par. 7

1. The Company shall create statutory reserve funds, to which 8% (eight per cent) of the Company's annual net profit shall be transferred until the statutory reserve funds are equal to no less than one-third of the share capital.
2. Other funds, from the sources referred to in Art. 396.2 and Art. 396.3 of the Commercial Companies Code, shall also be transferred to statutory reserve funds.
3. The General Shareholders Meeting shall determine the manner of employment of statutory reserve funds, subject to Art. 396.5 of the Commercial Companies Code.

Capital Reserve

Par. 8

In order to cover special losses or expenses, the General Shareholders Meeting may create capital reserves.

Changes in the Share Capital

Par. 9

1. The share capital may be increased and reduced in accordance with the terms and conditions and in line with the procedure provided for in the Commercial Companies Code.
2. A share capital increase may be effected by issuing new shares or by increasing the par value of the existing shares.
3. Shares may be acquired for cash or non-cash contributions.

4. New shares may be acquired by way of private placement (i.e. the Company making an offer to and its acceptance by a specified investor), a closed subscription (i.e. offering shares exclusively to Shareholders with the pre-emptive rights) or an open subscription (i.e. offering shares by way of an announcement made pursuant to Art. 440.1 of the Commercial Companies Code to parties who do not have the pre-emptive rights). The procedure for acquiring new shares in the Company shall be chosen by the General Shareholders Meeting in a relevant resolution.
5. The existing Shareholders shall have the pre-emptive rights to acquire shares in the Company's increased share capital in proportion to the number of shares held ("**Pre-Emptive Rights**").
6. The Pre-Emptive Rights may be waived entirely or partly as provided for in Art. 433.2 of the Commercial Companies Code.
7. Subject to Art. 442.1 of the Commercial Companies Code, the General Shareholders Meeting may finance a share capital increase with the statutory reserve funds or capital reserves created from net profit ("**Share Capital Increase from Internally Generated Funds**").
8. The Shareholders shall be entitled to acquire new shares in the share capital increased from the internally generated funds (bonus shares) in the proportion to the number of shares held by them in the existing share capital.
9. Voting rights attached to the shares in the increased share capital shall accrue as of the day on which the increased share capital is registered, irrespective of whether the shares have been paid up in full or only in part prior to the registration of the share capital increase.

Retirement of Shares

Par. 10

1. Shares may be retired by way of share capital reduction.
2. Based on a resolution of the General Shareholders Meeting, the Company's registered shares and bearer shares may be retired, subject to the Shareholder's consent, through their acquisition by the Company ("**Voluntary Retirement**").
3. If shares are retired against consideration, such consideration may be paid in the form of a one-off payment or in instalments.

Acquiring Own Shares

Par. 11

The Company may acquire its own shares in the cases referred to in Art. 362 of the Commercial Companies Code following prior approval of such acquisition by the General Shareholders Meeting.

Company Governing Bodies

Par. 12

The Company's governing bodies shall be:

- a) General Shareholders Meeting,
- b) Supervisory Board,
- c) Management Board.

General Shareholders Meeting

Par. 13

General Shareholders Meetings shall be held at the Company's registered office.

Convening of the General Shareholders Meeting

Par. 14

1. An Annual General Shareholders Meeting shall be convened annually by the Management Board, within six (6) months of the end of the Company's financial year.
2. An Extraordinary General Shareholders Meeting shall be convened by the Management Board on its own initiative, or on the motion of the Supervisory Board, or on the motion of Shareholders representing at least one-tenth (1/10) of the Company's share capital. The Meeting shall be convened within two (2) weeks of submitting the motion; the Meeting shall be convened: (i) in the case of a Meeting convened on the motion of the Shareholders, subject to the second sentence of Art. 400.1 of the Commercial Companies Code, for the date specified in the motion, and in the case of any material obstacles – for the earliest possible date when the Meeting is able to resolve the issues submitted for its consideration, and (ii) in any other case, the Meeting shall be convened for a date falling within six (6) weeks of submitting the motion.
3. If the General Shareholders Meeting is not convened by the Management Board within the prescribed timeframe, it may be convened by the parties that submitted the motion.
4. A motion for convening the General Shareholders Meeting shall specify the issues to be included in the agenda. The motion shall require justification.
5. The General Shareholders Meeting shall be convened for a day that is a business day in Poland.
6. The General Shareholders Meeting shall be convened by way of an announcement in *Monitor Sądowy i Gospodarczy*, published at least three weeks prior to the date of the General Shareholders Meeting.
7. The General Shareholders Meeting convened on the motion of the Shareholders may only be cancelled or its date changed upon the approval by the parties submitting the motion. In all other cases, the General Shareholders Meeting may be cancelled if there

occur any extraordinary obstacles to its holding (*force majeure*) or when holding the Meeting would be obviously purposeless.

8. Any notices pertaining to the General Shareholders Meetings and minutes therefrom shall be prepared in the Polish language. Similarly, the Meetings shall be conducted in the Polish language.

Adoption of Resolutions by the General Shareholders Meeting

Par. 15

1. Subject to the provisions of Art. 404 of the Commercial Companies Code, the General Shareholders Meeting may adopt resolutions only on matters provided for in the Commercial Companies Code, these Articles of Association, and matters included in the agenda of the Meeting.
2. A resolution not to consider an issue included in the agenda of the meeting shall be adopted only for significant reasons. The relevant motion shall be justified in detail.
3. The General Shareholders Meeting shall be opened by the Chairperson of the Supervisory Board or by a person designated by the Chairperson, or – if there is not such a person – by the oldest Supervisory Board member present at the meeting. In the absence of such persons, the General Shareholders Meeting shall be opened by the President of the Management Board, a person designated by the Management Board, or the Shareholder representing the largest number of the Company shares. If there are two or more Shareholders representing the largest number of the Company shares, the General Shareholders Meeting shall be opened by the oldest of them.
4. The General Shareholders Meeting shall be valid and shall have the capacity to adopt effective resolutions if the attending shareholders represent no less than 50% (fifty) per cent of the share capital. If there is no quorum present at the first General Shareholders Meeting, the Management Board shall immediately convene another General Shareholders Meeting with the same agenda, on a date falling no sooner than after four weeks of the first General Shareholders Meeting, indicating that it is convened after an earlier Meeting was adjourned and that it shall be valid regardless of the percentage of the share capital represented.
5. Subject to the mandatory provisions of the Commercial Companies Code and unless these Articles of Association provide otherwise, resolutions shall be adopted by a simple majority.
6. The General Shareholders Meeting shall adopt Rules of Procedures for the General Shareholders Meeting, specifying in detail the manner of conducting the Meetings and adopting resolutions. In the event of a change to the Rules, the change shall become effective as of the next General Shareholders Meeting.

Scope of Powers of the General Shareholders Meeting

Par. 16

1. The powers of the General Shareholders Meeting shall include in particular:
 - a) reviewing and approving the Directors' Report on the Company's operations and the operations of the Company's group and the financial statements of the Company and the Group for the preceding financial year;

- b) adopting resolutions on the distribution of net profit in the form of dividend, or on the exclusion of the net profit from dividend payment, in whole or in part, and retaining it for the Company's own purposes; adopting resolutions on coverage of loss;
 - c) approving the performance of duties by the members of the Company's governing bodies;
 - d) selling or leasing the Company's business or its organised part, and encumbering the business or its part with any limited property rights (*ograniczone prawo rzeczowe*);
 - e) changing the legal form of the Company and any deciding on any merger of the Company with another company or legal entity;
 - f) adopting resolutions concerning claims for repair of damage inflicted in connection with Company's formation, its management or supervision;
 - g) amending the Articles of Association, increasing or reducing the Company's share capital;
 - h) issuing convertible bonds or bonds with the pre-emptive rights;
 - i) acquiring Company's own shares;
 - j) appointing and removing Supervisory Board members, including the Chairperson of the Supervisory Board;
 - k) dissolving the Company;
 - l) defining the terms and conditions concerning the Supervisory Board's remuneration, including in particular payment dates and amounts;
 - m) adopting the Rules of Procedure for the General Shareholders Meeting;
 - n) appointing and removing from office the Management Board members;
 - o) determining the dividend record date, that is the date as at which the list of Shareholders entitled to dividend for the given financial year is determined, subject to the provisions of Art. 348.2 of the Commercial Companies Code, and determining the dividend payment date;
 - p) resolving the matters presented for consideration to the General Shareholders Meeting by the Management or the Supervisory Board;
 - q) other matters which fall within the scope of powers of the General Shareholders Meeting under mandatory laws and these Articles of Association.
2. Any reference made in this paragraph to the lease of the Company's business or its particular assets shall be understood to include any other agreement based on which a third party obtains the possibility of using the Company's business or its particular assets.

Supervisory Board

Par. 17

1. The Supervisory Board shall be composed of 7 to 8 (seven to eight) members, including the Chairperson of the Supervisory Board, appointed and removed by the General Shareholders Meeting. When appointing members of the Supervisory Board,

the General Shareholders Meeting shall appoint at least one independent Supervisory Board member.

2. A member of the Supervisory Board shall be deemed an independent member if he or she meets all of the following criteria:
 - a) he or she does not hold and has not held in the last five years a position of a member of the Management Board or any other managerial position (irrespective of the legal basis of employment) at the Company, any company of its Group or its parent company;
 - b) he or she is not and has not been in the last three years employed at the Company, any company of its Group, its parent company or its associated undertaking;
 - c) he or she does not receive any additional remuneration or any other proprietary benefits from the Company, any company of its Group or its parent company, except for the remuneration payable on account of serving as a member of the Supervisory Board;
 - d) he or she is not a Shareholder, or an officer, director or employee of a Shareholder holding 5% or more of the total vote at the Company's General Shareholders Meeting, or an officer, director or employee of a Shareholder holding such a number of shares that would allow such Shareholder to effectively control the Company;
 - e) he or she does not have and did not have in the year preceding his or her appointment to the Supervisory Board any material commercial or business links with the Company, any company of its Group or its parent company which could materially compromise his or her independence;
 - f) he or she is not and has not been in the last three years an auditor of the Company, or an employee, officer, director or partner/shareholder of an entity providing auditing services to the Company, any company of its Group or its parent company;
 - g) he or she is not a member of the management board of another company in which a member of the Company's Management Board serves as a member of the supervisory board;
 - h) he or she does not have any material connections with members of the Company's Management Board, for example by participating in other companies or holding positions in the governing bodies of other companies together with such members;
 - i) he or she is not and has not been in the last three years a spouse, a cohabitating partner or a relative through blood or marriage of a member of the Company's Management Board or an employee holding at the Company a position directly subordinate to the Company's Management Board or directly subordinate to a member of the Company's Management Board.
3. If a Supervisory Board member is removed from office, the General Shareholders Meeting shall be obliged to simultaneously appoint a new member of the Supervisory Board only when the number of members of the Supervisory Board falls below seven.

4. The Supervisory Board members may tender their resignation only for a good reason. The resigning member of the Supervisory Board shall be obliged to advise the Management Board of his or her resignation in writing.
5. If the term of office of a Supervisory Board member expires, the Management Board shall be obliged to convene a General Shareholders Meeting at such time and in accordance with such rules as provided for in Par. 14 of these Articles of Association, and to include the appointment of a new Supervisory Board member in the Meeting's agenda.
6. The term of office of the Supervisory Board shall be five years. The members of the Supervisory Board shall be appointed for a joint term of office.
7. The terms of office of the Supervisory Board members shall expire as of the date of the Annual General Shareholders Meeting which approves the Company's financial statements for the last full year of the Supervisory Board members' tenure. If new members were appointed to fill in a vacancy or supplement the composition of the Supervisory Board during its term of office, the term of office of such members shall expire at the same time as those of the other Supervisory Board members.
8. Without the Supervisory Board's approval, a Supervisory Board member may not engage in any activities competitive in relation to the Company's business, acquire shares in any competitive civil-law or other partnership, acquire shares conferring the right to 10% or more of the total vote at the general shareholders meeting, or become a member of a governing body, of any competitive incorporated company or any other competitive legal person. In these Articles of Association, "competitive activities" shall mean production or distribution of mineral water and other kinds of bottled water, non-alcoholic beverages or other products manufactured by the Company or its subsidiaries.

Resolutions by the Supervisory Board

Par. 18

1. The Supervisory Board shall adopt its Rules of Procedure.
2. A Supervisory Board meeting shall be valid and shall have the capacity to adopt resolutions if at least half of the Supervisory Board members are present at the meeting, and all the Supervisory Board members have been properly invited.
3. The Supervisory Board shall hold at least one (1) meeting every quarter.
4. Subject to Arts. 388.2 and 388.4 of the Commercial Companies Code, the Supervisory Board members may take part in adopting resolutions by casting a vote in writing through the intermediation of another member of the Supervisory Board.
5. Subject to Art. 388.4 of the Commercial Companies Code, the Supervisory Board may adopt resolutions by casting votes in writing or using means of remote communication. Any such resolution shall be valid if all members of the Supervisory Board have been notified of the contents of the draft resolution.

6. The Supervisory Board shall adopt resolutions by a simple majority of the votes of its members present at the meeting. In the case of a voting tie, the Chairperson of the Supervisory Board shall have the casting vote.
7. The following issues shall require that the resolutions be adopted by the Supervisory Board with the majority of 80% of the votes of the members present:
 - a) approving the budget prepared by the Management Board, to the extent to which its assumptions differ from those underlying the budget submitted by the Management Board (in accordance with Par. 19.c) on which the Supervisory Board has issued an opinion;
 - b) approving any acquisition, purchase or disposal of shares in other entities as well as joining any commercial company or civil-law partnership by the Company or any company of its Group;
 - c) approving a share capital increase, sale of a business or an organised part of a business, a demerger, a merger or a transformation of any company of the Company's Group;
 - d) approving acquisition or disposal by the Company or any company of its Group of real property, a perpetual usufruct right or an interest in real property whose value exceeds the PLN equivalent of EUR 1,200,000 (one million, two hundred thousand euro);
 - e) approving the execution by the Company or any company of its Group of a long-term agreement (with a term of over five years), or an agreement with a termination notice period of over twelve months, in each case concerning real property (including lease, rent or usufruct agreement, or any other similar agreement), where the value of such agreement exceeds the PLN equivalent of EUR 1,200,000 (one million, two hundred thousand euro);
 - f) approving the liquidation of any company of the Company's Group;
 - g) defining the terms and conditions of remuneration of members of the Company's Management Board as well as members of the management and supervisory boards of companies of the Company's Group;
 - h) suspending, for important reasons, individual or all members of the Management Board and delegating members of the Supervisory Board to temporarily perform the functions of members of the Management Board, in accordance with the rules and at or for such time as specified by the provisions of the Commercial Companies Code;
 - i) approving amendment of the articles of association and approving the rules of procedure of the management and supervisory boards of the companies of the Company's Group;
 - j) issuing sureties by the Company or the companies of its Group or creating security on the assets of the Company or the companies of its Group, with a view to securing performance of obligations/discharge of liabilities by entities other than the Company's subsidiaries.

Scope of Powers of the Supervisory Board

Par. 19

The Supervisory Board shall exercise day-to-day supervision over the Company's activities in all areas of its business. Some of the powers of the Supervisory Board shall include:

- a) reviewing the Company's financial statements and the Directors' Report on the Company's operations, in terms of their conformity with the accounting books and documents and with the actual state of affairs, and the Management Board's recommendations concerning the distribution of profit or coverage of loss, and submitting annual written reports on the findings of the review to the General Shareholders Meeting,
- b) reviewing the financial statements of the Company's Group and the Directors' Report on the operations of the Company's Group, and submitting annual written reports on the findings of the review to the General Shareholders Meeting,
- c) issuing opinions on the assumptions underlying the Company's and its Group's budgets,
- d) approving Company's and its Group's budgets, and supervising their performance,
- e) choosing a chartered auditor to audit the financial statements of the Company and the financial statements of the Group companies,
- f) approving the payment of interim dividend,
- g) issuing opinions on matters to be discussed during the General Shareholders Meeting,
- h) approving grant of power of proxy or general power of attorney,
- i) granting consent to Management Board members to engage in any activities competitive in relation to the Company's business, participate in a competitive civil-law or other partnership, acquire shares conferring the right to 10% or more of the total vote at the general shareholders meeting, or become a member of a governing body, of any competitive incorporated company or any other competitive legal person,
- j) appointing members of the Management Board in the cases referred to in Par. 20.5 of the Articles of Association,
- k) approving the execution of any material agreement between the Company and its related party, except for routine transactions concluded at arm's length as part of the Company's operating activities with a subsidiary in which the Company holds a majority stake.
- l) issues referred to in Par. 18.7 of the Articles of Association.

Management Board

Par. 20

1. The Management Board shall be composed of 5 to 8 (five to eight) members, appointed and removed from office by the General Shareholders Meeting.

2. Resolutions on appointment or removal from office of all or any particular members of the Management Board, including the President of the Management Board, shall be adopted by a simple majority of the votes.
3. If the General Shareholders Meeting removes from office any member or members of the Management Board, as a result of which the number of the Management Board members falls below five, the General Shareholders Meeting shall be obliged to appoint at least one new member of the Management Board during the same Meeting.
4. If the term of office of any member or members of the Management Board expires due to reasons other than their removal from office and, as a result, the number of the Management Board members falls below five, the General Shareholders Meeting shall be obliged to appoint at least one new member of the Management Board during the next General Shareholders Meeting.
5. In the cases referred to in Par. 20.3 and Par. 20.4 above, if the General Shareholders Meeting fails to appoint at least one new member of the Management Board within two (2) months after the removal of member(s) from the Management Board (Par. 20.3) or after expiry of the term of office of member(s) of the Management Board (Par. 20.4), the new member(s) shall be appointed by the Supervisory Board.
6. In the case referred to in Par. 20.5 above, the Chairman of the Supervisory Board shall be obliged to convene a meeting of the Supervisory Board within 16 days as of the date on which the General Shareholders Meeting was obliged to appoint new member(s) to the Management Board pursuant to Par. 20.5. The agenda for the Supervisory Board meeting shall include the appointment of new member(s) of the Management Board and the meeting shall be held within 30 days after the lapse of the two-month period referred to in Par. 20.5.
7. A resigning Management Board member shall be obliged to advise the Supervisory Board and the remaining members of the Management Board of his resignation in writing.
8. The term of office of the Management Board shall be five years. The members of the Management Board may be re-appointed for next terms of office.
9. The mandates of the Management Board members shall expire as provided for in Art. 369.4 of the Commercial Companies Code. Members of the Management Board are appointed for a joint term of office. If new members were appointed to fill a vacancy or supplement the composition of the Management Board during its term of office, the term of office of the newly-appointed Management Board member shall expire at the same time as the terms of office of the other Management Board members.

Resolutions by the Management Board

Par. 21

1. The Management Board shall adopt its decisions in the form of resolutions passed at meetings, which shall be convened as the need arises. Resolutions shall be passed by a simple majority of votes. In the event of a voting tie, the President of the Management Board shall have the casting vote.
2. The following matters shall require the adoption of a resolution by the Management Board:
 - a) adopting the Company's and the Group's budget,

- b) approving subscription, acquisition or disposal of shares in other entities and approving joining a company under commercial law or a civil-law partnership by the Company or any company of its Group,
 - c) approving a share capital increase, sale of a business or an organised part of a business, a demerger, a merger or a transformation of the Company or any company of its Group,
 - d) approving acquisition or disposal by the Company or any company of its Group of real property, a perpetual usufruct right or an interest in real property whose value exceeds the PLN equivalent of EUR 300,000 (three hundred thousand euro),
 - e) approving the execution by the Company or any company of its Group of a long-term agreement (with a term of over five years), or an agreement with a termination notice period of over twelve months, in each case concerning real property (including lease, rent or usufruct agreement, or any other similar agreement), where the value of such agreement exceeds the PLN equivalent of EUR 600,000 (six hundred thousand euro),
 - f) approving the liquidation of any company of the Company's Group,
 - g) defining the terms and conditions of remuneration of the management boards and supervisory boards of the companies of the Company's Group,
 - h) approving amendment of the articles of association and approving the rules of procedure of the management and supervisory boards of the companies of the Company's Group,
 - i) issuing sureties by the Company or the companies of its Group or creating security on the assets of the Company or the companies of its Group, with a view to securing performance of obligations/discharge of liabilities by entities other than the Company's subsidiaries,
 - j) approving investments whose value based on one or several related legal transactions exceeds the PLN equivalent of an amount being in excess of EUR 300,000 (three hundred thousand euro),
 - k) approving transactions other than specified above whose value based on one or several related legal transactions exceeds the PLN equivalent of an amount being in excess of EUR 5,900,000 (five million, nine hundred thousand euro).
3. The Management Board shall adopt its Rules of Procedure, which shall be subsequently approved by the Supervisory Board.
4. Subject to the provisions of Par. 18.7.d) and Par. 21.2.d), the powers of the Management Board shall include approval of acquisition or disposal by the Company or any company of its Group of real property, a perpetual usufruct right or an interest in real property (Art. 393.4) of the Commercial Companies Code shall not apply).

Representation of the Company and Responsibilities of the Management Board

Par. 22

1. The Management Board shall represent the Company in relations with third parties and make decisions on all matters which are not reserved – under these Articles of

Association or the mandatory legal provisions – for any other governing body of the Company.

2. Declarations of will on behalf of the Company shall be made by two members of the Management Board, acting jointly.
3. The Management Board shall present the assumptions for the budgets of the Company and the Company's Group to the Supervisory Board as soon as they are ready, and in any case no later than six months prior to the beginning of each following financial year of the Company.
4. Every year the Management Board shall prepare and present to the Supervisory Board for approval a budget for the Company and the Group for the next financial year, no later than on November 30th.
5. If the Supervisory Board does not approve the budget, the Management Board shall conduct activities based on the most recent approved annual budget.
6. The Management Board shall be obliged to prepare and present to the Supervisory Board quarterly reports on the performance of the Company's budget within thirty (30) days of the end of each quarter or, for the last quarter of each year, within forty (40) days of the end of the quarter.

Employment of Management Board Members

Par. 23

The Company may enter into a contract of employment with persons appointed to the Management Board. If the Supervisory Board finds it appropriate, the Management Board members may also receive remuneration for performing their duties beyond the employment relationship.

Financial Year

Par. 24

The Company's financial year is the calendar year.

Distribution of Profit

Par. 25

1. The Shareholders are entitled to participate in the distribution of profit disclosed in the audited financial statements and allocated for payment to the Shareholders by the General Shareholders Meeting.
2. Decisions on profit distribution to the Shareholders, on exclusion of profit from distribution, and on coverage of loss, shall be adopted by the General Shareholders Meeting pursuant to Par. 16.1.b) of these Articles of Association. The relevant draft resolutions shall be presented by the Management Board.
3. The profit excluded from distribution to Shareholders may be allocated to the statutory reserve fund or other capital reserves.

4. If the profit or any part of the profit is allocated for distribution to the Shareholders, the Shareholders shall participate in the distribution in proportion to the number of shares held.

Par. 26

1. The Company may pay out an interim dividend if it disclosed profit in its approved financial statements for the preceding financial year. The interim dividend shall not exceed one-half of the profit generated since the end of the preceding financial year, as shown in the audited financial statements, increased by the amount of the capital reserves created from profit which are available for payment of interim dividend by the Management Board, and reduced by the value of any uncovered losses and treasury shares.
2. If the Management Board has adopted a resolution on payment of interim dividend, each Shareholder shall be entitled to receive an interim dividend in proportion to the number of shares held.
3. The resolution adopted by the Management Board shall specify the amount appropriated to interim dividend payment, in accordance with the provisions of Art. 349.2 of the Commercial Companies Code.
4. The Management Board may pay interim dividend upon approval by the Supervisory Board.

Final Provisions

Par. 27

1. All amounts expressed in the euro shall be translated using the mid exchange rate quoted in the National Bank of Poland's table of mid exchange rates effective for the first business day of the given calendar year.
2. Relevant provisions of the Commercial Companies Code and of other applicable laws shall apply with respect to any issues not provided for in these Articles of Association.