

**STATUTE
OF PFLEIDERER GRAJEWO S.A.**
(current unified text)

I. General provisions

Article 1

The Company shall act under a business name “Pfleiderer Grajewo Spółka Akcyjna”. The Company may use abbreviated business name “Pfleiderer Grajewo S.A.”.

Article 2

Grajewo shall be the Company’s seat.

Article 3

- 3.1. The State Treasury shall be the founder of the Company.
- 3.2. The Company has been founded as a result of transformation of state-owned enterprise Zakłady Płyt Wiórowych.

Article 4

The Company shall act according to commercial companies code and other relevant provisions of law.

Article 5

- 5.1. The Company shall act in Republic of Poland and abroad.
- 5.2. The Company may create its branch offices in Republic of Poland and abroad.

Article 6

Company’s time of duration shall be indefinite.

II. Scope of activities of the Company

Article 7

7.1. The scope of activities of the Company shall be conducting production, commercial and service activity as well as export and import activity, according to Polish Classification of Activities:

- a) production of laminated panels, and wood-based panels (16.21.Z),
- b) production of remaining wood-based products, production of straw and cork made products (16.29.Z),
- c) production of paper and card board (17.12.Z),
- d) wholesale trade of chemical products (46.75.Z),
- e) wholesale trade of remaining semi-finished products (46.76.Z),

- f) unspecialized wholesale trade (46.90.Z),
- g) road transport of products (49.41.Z),
- h) research and development works in technical sciences (72.19.Z),
- i) software activity (62.01.Z),
- j) IT consulting services (62.02.Z),
- k) remaining service activity with respect to information and computer technology (62.09.Z),
- l) activity connected with managing IT devices (62.03.Z),
- m) data processing, hosting and similar activity (63.11.Z),
- n) market and public opinion researches (73.20.Z),
- o) remaining business and economic consulting (70.22.Z),
- p) remaining professional, scientific and technical activity not classified elsewhere (74.90.Z),
- q) service activity connected with forestry (02.40.Z),
- r) activity of financial holdings (64.20.Z),
- s) activity of head offices and holding excluding financial holdings (70.10.Z),
- t) remaining financial service activity not classified elsewhere excluding insurances and pension funds (64.99.Z),
- u) financial leasing (64.91.Z),
- v) engineering (85.32.A),
- w) remaining forms of educations not classified elsewhere (85.59.B),
- x) wholesale trade in wood, construction materials and sanitary equipment (46.73.Z),
- y) accounting activity and tax consulting (69.20.Z),
- z) retail sale of fuels on gas stations (47.30.Z),
- aa) wholesale trade of fuels and derivative products (46.71.Z).

7.2. If the activity specified in section 1 requires a permit or concession, the Company shall commence such activity after obtaining such permit or concession.

III. Company's capital

Article 8

The Company's equity fund shall amount to total value of foundation fund and enterprise fund, fixed in the balance sheet prepared for closing this enterprise. The equity fund shall be divided into:

- 1. foundation capital,
- 2. reserve capital.

Article 9

- 9.1. The foundation capital shall amount to 16,375,920.00 (sixteen million three hundred seventy five thousand nine hundred twenty) PLN and shall be divided into 49,624,000 (forty nine million six hundred twenty four thousand) ordinary bearer shares, designated with A, B, C and D series, of nominal value 0.33 PLN (thirty three grosze) each share.
- 9.2. The foundation capital may be increased by issuing new shares or by increasing nominal value of existing shares. It shall be allowed to make the payments for increased foundation capital from the Company's own funds and capitals, specified in article 35.

Article 9A

9A.1. The Management Board shall be authorized to increase the Company's share capital through issuing of no more than 11.000.000 (eleven million) of new Series E Shares of face value PLN 0,33 (zero point thirty three Polish zlotys) and of a total nominal value of the entire E series not exceeding PLN 3.630.000,00 (three million six hundred thirty thousand Polish zlotys), as part of a single increase or a number of increases in the share capital by the ceiling amount set forth above in this section 9.1. (the authorized capital).

9A.2 If the existing shareholders are deprived of all or any portion of their preemptive rights in accordance with section 9.6. herebelow, the Series E Shares shall be offered for subscription exclusively to qualified investors, within the meaning of Article 8.1 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Public Trading and Public Companies (the "**Act**") and investors referred to in Article 7.3(2) of the Act, i.e. investors each of whom shall acquire shares of a value, according to their issue price amounting to at least EUR 50,000 as of the date when such price is set (the "**Investors**"). The Management Board is authorized to set terms and conditions of book building process referred to in Section 9.3 below and subscription for Series E Shares, in accordance with the rules set forth below:

- a) terms and conditions of Series E Shares' subscription shall provide that Investors holding shares at the end of the day on which the resolution on the issue of the new Series E Shares is passed ("**Day of resolution on share issue**") shall have, in accordance with the rules of subscription for Series E Shares, the right of priority to subscribe for Series E Shares at least in proportion to their respective shareholdings in the Company as at the end of the Day of resolution on share issue, except for shares held by Pfleiderer Services GmbH as at the end of the Day of resolution on share issue
- b) in order to use the right of priority to subscribe for Series E Shares referred to in item (a) above Investors shall provide with, during book building process, a written document confirming number of shares hold in a Company's share capital as of the end of the Day of resolution on share issue signed by the entity responsible for Investor's securities account;
- c) Series E Shares shall be subscribed for through private subscription in the meaning of Article 431.2 (1) of the Code of Commercial Companies.

9A.3. The final number of shares and the issue price of Series E Shares shall be set based on the book building process among the Investors.

9A.4. After book building process among Investors referred to in section 9.3. above, the Management Board is authorized to submit an offer to the Investors to subscribe for Series E Shares as referred to in Article 431.2 (1) of the Code of Commercial Companies. Such authorization shall arise no earlier than on the business day following the day:

- a) on which the Company receives (i) the text of the Pfleiderer MDF OOO with its registered seat in Novgorod (Russian Federation) ("**Pfleiderer MDF**") shareholders' resolution on share capital increase of Pfleiderer MDF and (ii) the statement of

Pfleiderer MDF on the acquisition of funds and obtaining of all permits necessary for the realization of the investment – construction of MDF/HDF production site; and

- b) Subscription Warrants shall be taken up by Pfleiderer Services GmbH referred to in Article 9B of the Company Statutes.

9A.5. The Management Board's authorization to increase the share capital and issue Series E Shares within the limits of the authorized capital shall expire on December 31, 2012.

9A.6. The Management Board may, with the Supervisory Board's consent, deprive the existing shareholders of all or any portion of their preemptive rights to Series E Shares as well as to subscription warrants issued pursuant to the provision of Section 9.10. below.

9A.7. Subject to Section 9.9 and unless the provisions of the Code of Commercial Companies provide otherwise, the Management Board shall decide on any and all matters related to share capital increase effected within the limits of the authorized capital, and shall be, in particular, authorized to:

- a) set the issue price of Series E Shares;
- b) set the dates of opening and closing of Series E Shares' subscription;
- c) execute agreements on investment underwriting, share placement or other deals which secure success of Series E Shares;
- d) adopt resolutions and undertake other acts in order to dematerialize Series E Shares and rights attached to shares, including execution of agreements with *Krajowy Depozyt Papierów Wartościowych SA* on registration of Series E Shares and rights attached to these shares;
- e) adopt resolutions and undertake other acts in order to effect Series E Shares issuance and public, as applicable, and in order to have shares and rights attached to shares admitted into trading on the regulated market and to have the same listed on such market.

9A.8. Series E Shares may be subscribed for exclusively in exchange for capital contributions.

9A.9. Management Board's resolutions setting the number and issue price of Series E Shares issued within the limits of the authorized capital shall require consent of the Supervisory Board.

9A.10. The Management Board may, with the Supervisory Board's consent and as part of its authorization to increase the share capital within the limits of the authorized capital, issue subscription warrants (other than Subscription Warrants as stipulated in Art. 9B of the Statute) with a deadline for subscription right exercise falling no later than the date indicated in section 9.5.

Article 9B

9B.1. The share capital of the Company shall be conditionally increased by an amount not exceeding PLN 6,772,920 (six million seven hundred seventy-two thousand nine hundred twenty Polish zlotys), through issuing no more than 20,524,000 (twenty million five hundred twenty-four thousand) series F common registered shares, each of a value amounting to PLN 0.33 (thirty-three/100).

9B.2. The purpose of the conditional capital increase referred to in Section 1 above is to confer rights to subscribe for series F shares upon the holders of subscription warrants to be issued by the Company pursuant to §2 of resolution No. 1 of the General Meeting held on July 20, 2011. Holders of the subscription warrants referred to in the preceding sentence shall be entitled to subscribe for series F shares. The right to subscribe for series F shares shall be exercisable until December 31, 2012.

Article 10

- 10.1. All Company's shares shall be bearer ordinary shares.
- 10.2. Company's shares can be redeemed upon consent of the shareholder by purchasing the shares by the Company (voluntary redemption).
- 10.3. Redemption of the shares of the Company shall be performed in exchange for remuneration for shareholder whose shares will be redeemed. The remuneration may come from net profit of the Company accumulated in the redemption fund, from the reserve funds or from the decrease of foundation capital of the Company. The General Meeting adopting the resolution on redemption of the shares shall establish the amount of the remuneration paid for the shareholder.
- 10.4. The General Meeting shall decide on the voluntary redemption of the shares in the resolution, which shall be adopted in case of giving by a shareholder, whose shares will be redeemed, a written consent for redemption of the shares.
- 10.5. In case of payment of remuneration for redeemed shares from net profit of the Company, the date of resolution of General Meeting mentioned in article 10.4 shall be a date of redemption of the shares.

Article 11

The Company may issue the bonds including the bonds convertible for shares.

IV. Governing bodies of the Company

Article 12

The governing bodies of the Company shall be:

- A. Management Board
- B. Supervisory Board

C. General Meeting

A. Management Board

Article 13

- 13.1. The Management Board shall be composed of at least two members. The term of office of Management Board shall last for five years except for term of office of first Management Board, which shall last for two years. The members of Management Board shall be appointed for join term of office.
- 13.2. The Supervisory Board shall appoint the President of Management Board and upon a motion of the President of Management Board the remaining members of Management Board.
- 13.3. The Supervisory Board shall establish the number of members of Management Board.
- 13.4. The Supervisory Board may recall the President of Management Board, member of Management Board or entire Management Board before the end of the term of office of Management Board.

Article 14

- 14.1. The Management Board shall exercise all right concerning managing the Company except for the rights assigned by the law or this Statute to remaining governing bodies of the Company.
- 14.2. The bylaws of Management Board shall describe in details procedures of Management Board and the matters, which may be entrusted to particular members. The bylaws of Management Board shall be adopted by the Management Board and approved by the Supervisory Board.

Article 15

Making the declarations and signing on behalf of the Company shall require a co-operation of two members of Management Board or one member of Management Board together commercial representative.

Article 16

- 16.1. The Supervisory Board shall sign on behalf of the Company the agreements with members of the Management Board and shall represent the Company in disputes with members of Management Board. The Supervisory Board may authorize, in the resolution, one or more members to perform the above acts in law.
- 16.2. The Company's employees shall be subordinated to the Management Board. The Management Board shall sign and terminate the employment contracts with them and shall establish the remuneration basing on the rules given by the Management Board and on the binding laws.

B. Supervisory Board

Article 17

- 17.1. The Supervisory Board shall be composed of five, seven or nine members. The term of office of the Supervisory Board shall last for five years except for first Supervisory Board, which shall last for one year. The members of Supervisory Board shall be appointed for joint term of office.
- 17.2. The General Meeting shall elect the members of Supervisory Board.
- 17.3. At least 1 member in the Supervisory Board consisting of 5 members, 2 members in the Supervisory Board consisting of 7 members and 3 members in the Supervisory Board consisting of 9 members, shall be independent members i.e. members who meet the criteria as specified below:
- a) they are neither members of governing bodies of a company dominant towards Pfleiderer Grajewo S.A. nor the members of governing bodies of subsidiaries of the company dominant towards Pfleiderer Grajewo S.A.,
 - b) they are neither employed in the company dominant towards Pfleiderer Grajewo S.A. nor in the subsidiaries of the company dominant towards Pfleiderer Grajewo S.A.,
 - c) they are not a close person (spouse, linear ascendant and linear descendant) to the members of governing bodies of Pfleiderer Grajewo S.A. or the company dominant towards Pfleiderer Grajewo S.A.
- A candidate for independent member of the Supervisory Board shall be obliged to submit to the Company a written declaration stating whether he meets the criteria set forth in this section.

Article 18

- 18.1. Supervisory Board shall appoint from among its members the Chairman and if needed one or two deputies of chairman and the secretary.
- 18.2. The Chairman of the Supervisory Board shall convene and chair the meetings of the Board. The Chairman of former Supervisory Board shall convene and open first meeting of newly appointed Supervisory Board. He shall chair the meeting until new Chairman is elected.

Article 19

(deleted)

Article 20

- 20.1. Provided article 20 section 3 the resolutions of Supervisory Board can be adopted provided that all members have been invited.
- 20.2. The Supervisory Board shall adopt the resolutions with absolute majority of votes cast in the presence of at least half of the members of the Board.
- 20.3. The resolutions of Supervisory Board can be adopted also without holding the meeting by written voting provided that all members accept each time in writing adopting the resolutions in such a way.
- 20.4. Members of the Supervisory Board may participate in adoption of the resolutions by casting their votes in writing through another member of the Supervisory Board.
- 20.5. The Supervisory Board may adopt the resolutions by means of instantaneous communication.

- 20.6. The Supervisory Board shall adopt its bylaws, which shall describe in details the procedures of the Board.

Article 21

The Supervisory Board can delegate its members to individual performing particular supervising actions.

Article 22

- 22.1. The Supervisory Board shall supervise the activity of the Company.
- 22.2. In addition to the competencies specified in the law, other provisions of this Statute or in the resolutions of General Meeting the Supervisory Board shall have the following competencies:
1. estimating financial report for previous business year and motions of the Management Board on distribution of profit or covering the losses,
 2. estimating the Management Board's report on Company's activities,
 3. examining every year and approving the business plans, financial and marketing plans of the Company and demanding from the Management Board detailed reports on performance of these plans,
 4. submitting to the General Meeting written report on results of actions mentioned in items 1 to 3,
 5. giving an opinion on the motion of Management Board and presenting to the General Meeting the proposal of distribution of profit, including fixing the the amount of dividend and the proposals of the day of right to dividend and the day of payment of dividend or the rules of covering the loss,
 6. giving a consent for transactions comprising sale or purchase shares or other property or taking cash loan if the transaction value exceeds 15% (fifteen percent) of the Company's net assets' value according to last balance sheet,
 7. appointing, suspending and recalling the members of Management Board,
 8. delegating the members of Supervisory Board to perform the actions of Management Board in case of suspending or recalling entire Management Board or if the Management Board can not operate for other reasons.
 9. *(deleted)*

Article 23

The General Meeting shall establish the remuneration of members of Supervisory Board.

C. General Meeting

Article 24

- 24.1. The Annual General Meeting shall be held within 6 months following the end of each business year.
- 24.2. The Management Board shall convene the Extraordinary General Meeting from its own initiative, upon a written motion of the Supervisory Board or upon a motion of shareholders representing at least 10% (ten percent) of foundation capital.
- 24.3. The Management Board shall convene the Extraordinary General Meeting within two weeks following a date of filing the motion mentioned in article 24.2.

Article 25

- 25.1. The Management Board shall establish the agenda for General Meeting.
- 25.2. The Supervisory Board and the shareholders representing at least 10% (ten percent) of foundation capital may demand adding particular matters to the agenda of General Meeting.

Article 26

The General Meetings shall take place in Warsaw or the seat of the Company.

Article 27

The General Meeting can adopt the resolutions irrespective of number of present shareholders or represented shares.

Article 28

- 28.1. The resolutions of General Meeting shall be adopted by simple majority of votes cast, unless this Statute or the law provide otherwise.
- 28.2. The resolutions of General Meeting shall be adopted by majority of $\frac{3}{4}$ three fourths votes cast in the following matters:
 - 1. amendment to the Statute including issuing new shares,
 - 2. issuance of bonds,
 - 3. transfer of enterprise of the Company,
 - 4. merger of the Company with another company,
 - 5. dissolving the Company.
- 28.3. The resolutions on amendments to the Statute increasing the performances of shareholders or diminishing the rights given personally to particular shareholders shall require a consent of all concerned shareholders.
- 28.4. Change of scope of activities of the Company can be effected without purchasing the shares of those shareholders, which do not accept the change, if the resolution is adopted with majority of two-thirds votes in the presence of persons representing at least half of foundation capital.
- 28.5. Sale and purchase by the Company of real estate or a share in real estate shall not require a resolution of General Meeting.

Article 29

- 29.1. Voting at the General Meeting shall be open. Voting by ballots shall be ordered for elections and with regard to motions for dismissal of members of governing bodies or liquidators of the Company or to enforce their liability and in personal matters.
- 29.2. The resolutions on changes of Company's scope of activities shall be adopted in opened registered voting.

Article 30

- 30.1. The General Meeting shall be opened by the Chairman of the Supervisory Board or by other member of Supervisory Board and in case of their absence by the President of Management Board or any shareholder present or represented at the General Meeting.
- 30.2. The General Meeting shall adopt its bylaws.

V. Exercising the rights from the shares

Article 31

The shareholders shall have the pre-emptive right of new shares according to provisions of commercial companies code.

VI. Company's business

Article 32

The organizational bylaws adopted by the Management Board shall describe the organization of the Company.

Article 33

The business year of the Company shall be a calendar year. The business year starting on June 1, 2001 shall last 19 subsequent calendar months to December 31, 2002.

Article 34

The Management Board shall be obliged to prepare and submit within five months following the end of business year to the Supervisory Board the balance sheet as of the last day of year, profit and loss account and detailed written report on activities of the Company in this period.

Article 35

The net profit of the Company may be assigned in particular for:

1. reserve capital,
2. investment fund,
3. reserve fund, dividend,
4. other purposes provided for by the resolution of General Meeting.

Article 36

- 36.1. The competencies of General Meeting shall comprise establishing the rules of distribution of profit including the dividend amount, the day of the right to dividend and the day of payment of the dividend or establishing the rules of covering the loss.
- 36.2. The shareholders may receive an advance on the dividends predicted for given business year provided that the Company has means sufficient for payment of such dividend. The Company may pay to the shareholder the advance on expected dividends if its financial report for previous business year, audited by an auditor shows profits. The advance may amount to not more than half of the profits earned from the end of the previous business year, shown in the financial report audited by the auditor, increased by undistributed profits from previous business years and reduced by the

losses from previous years and amounts of obligatory reserve capitals created according to the law or Company's Statute.

VII. Final provisions

Article 37

- 37.1. The Company shall make its announcements in Court and Economic Monitor.
- 37.2. The announcements of the Company shall be additionally put in the seat of the Company in the places available for the shareholders and employees.