

**ARTICLES OF ASSOCIATION
OF POLNORD SPÓŁKA AKCYJNA
with its registered office in Gdynia**

**CHAPTER I
General Provisions**

§ 1

The Company's name is "POLNORD" Spółka Akcyjna (joint stock company).
The Company may use the name of POLNORD SA.

§ 2

The Company's registered office is located in the city of Gdynia.

§ 3

1. The Company established as a result of the transformation of Przedsiębiorstwo Eksportowo-Importowe Budownictwa i Usług Technicznych "POLNORD" Spółka z ograniczoną odpowiedzialnością (limited liability company) was founded by the following legal entities:
 - a) Elbląski Kombinat Budowlany in Elbląg,
 - b) Gdański Kombinat Budowy Domów in Gdańsk,
 - c) Gdańskie Przedsiębiorstwo Budowlane in Gdańsk,
 - d) Gdańskie Przedsiębiorstwo Budownictwa Miejskiego in Gdańsk,
 - e) Przedsiębiorstwo Produkcyjno-Handlowo-Usługowe Budownictwa "Elewacje" in Gdańsk,
 - f) Gdańskie Przedsiębiorstwo Robót Inżynierskich in Gdańsk,
 - g) Gdańskie Przedsiębiorstwo Instalacji Sanitarnych in Gdańsk,
 - h) Gdańskie Przedsiębiorstwo Instalacji Elektrycznych in Gdańsk,
 - i) Przedsiębiorstwo Robót Instalacyjno-Montażowych Budownictwa Rolniczego in Gdańsk,
 - j) Przedsiębiorstwo Produkcyjno-Usługowe "Poldom" in Gdynia,
 - k) Przedsiębiorstwo Gospodarki Maszynami Budownictwa in Gdańsk,
 - l) Biuro Projektowo-Badawcze Budownictwa Ogólnego "Miastoprojekt" in Gdańsk
 - m) Przedsiębiorstwo Produkcyjno-Usługowe "Prefabet" in Gdańsk,
 - n) Przedsiębiorstwo Robót Inżynierskich Budownictwa Przemysłowego in Gdańsk,
 - o) Przedsiębiorstwo Uprzemysłowionego Budownictwa Przemysłowego "Budrol" in Gdańsk,
 - p) Przedsiębiorstwo Transportowo-Sprzętowe Budownictwa "Transbud" in Gdańsk,
 - q) Gdańskie Przedsiębiorstwo Budownictwa Przemysłowego in Gdańsk,
 - r) Przedsiębiorstwo Instalacji Przemysłowych "Instal" in Gdańsk,
 - s) Gdańskie Przedsiębiorstwo Instalacji Przemysłowych "Instal" in Gdańsk,

- t) Przedsiębiorstwo Usługowo-Produkcyjne "Agrobud" Spółka z o.o. in Pruszcz Gdański, recorded in the Notarial Deed in Register A/a No 5331/1991 of 11 April 1991, drawn up by Wiesława Brancewicz, Notary Public of the State-owned Notarial Office in Gdańsk.

2. The Company's life is unlimited.

§ 4

1. The Company runs its activities in Poland and abroad.
2. The Company may join other companies, establish and liquidate subsidiaries and enterprises.

§ 5

1. The object of the Company's activity is:

- 68.10.Z Purchase and sale of real property on the own account
- 68.20.Z Lease and management of owned or leased real property
- 68.31.Z Agency in real property trading
- 68.32.Z Real property management upon order
- 69.10.Z Legal activity
- 69.20.Z Accounting activity; tax consulting
- 70.10.Z Head offices and holdings activity with exclusion of financial holdings
- 70.21.Z Public relations and communication
- 70.22.Z Other consulting in the scope of business activity and management
- 71.11.Z Activity in the scope of architecture
- 71.12.Z Activity in the scope of engineering and technical consulting connected therewith
- 71.20.B Other technical research and analysis
- 70.30.Z Market research and public opinion polls
- 77.11.Z Lease of cars and vans
- 77.12.Z Lease of other motor vehicles, with exclusion of motorbikes
- 77.31.Z Lease of farming machines and devices
- 77.32.Z Lease of construction machines and devices
- 77.33.Z Lease of office machines and devices, with PCs included
- 77.39.Z Lease of other machines, devices and tangibles, not classified elsewhere
- 64.19.Z Other pecuniary agency
- 64.20.Z Financial holdings activity
- 64.91.Z Financial lease
- 64.92.Z Other forms of granting loans
- 64. 99.Z Remaining service activity, not classified elsewhere, with exclusion of insurance and pension funds
- 66.19.Z Other activity supporting financial services, with exclusion of insurance and pension funds
- 91.03.Z Activity of historical places and buildings and similar tourist attractions
- 16.22.Z Production of ready-made floor parquets
- 16.23.Z Manufacturing of other carpenter's works and woodwork for the construction industry
- 22.23.Z Manufacturing of plastic products for construction industry
- 23.32.Z Production of bricks, roof tiles and construction materials of burnt clay

23.61.Z	Manufacturing of concrete products
23.62.Z	Manufacturing of plaster products
23.69.Z	Manufacturing of other concrete, plaster and cement products
23.70.Z	Cutting, shaping and finishing stones
25.11.Z	Production of metal structures and parts thereof
25.29.Z	Production of other metal tanks, cisterns and containers
25.30.Z	Steam generators production, with exclusion of hot water central heating boilers
25.99.Z	Manufacturing of other ready-made metal products, not classified elsewhere
28.29.Z	Manufacturing of other general purpose machines, not classified elsewhere
33.11.Z	Repair and maintenance of metal ready-made products
33.20.Z	Installation of industry machines and equipment
41.10.Z	Execution of construction projects connected with raising buildings,
41.20.Z	Construction works connected with raising housing and non-housing buildings
42.11.Z	Works connected with construction of roads and motorways
42.12.Z	Works connected with construction of railroads and underground railways
42.13.Z	Works connected with construction of bridges and tunnels
42.21.Z	Works connected with construction of transmission pipelines and distribution networks,
42.22.Z	Works connected with construction of telecommunications and electric power lines
42.99.Z	Works connected with construction of other civil engineering facilities, not classified otherwise
43.11.Z	Disassembly and demolition of construction facilities
43.12.Z	Terrain preparation for the purposes of construction
43.13.Z	Execution of geological and engineering excavations and drilling
43.21.Z	Execution of power installations
43.22.Z	Execution of water supply and sewage systems, heating, gas supply and air conditioning systems
43.29.Z	Execution of remaining construction installations
43.31.Z	Plastering works
43.32.Z	Construction carpentry assembly
43.33.Z	Floor laying; wall-papering and wall facing
43.34.Z	Painting and glazing
43.39.Z	Execution of other construction finishing works
43.91.Z	Execution of roof structures and deckings
43.99.Z	Other specialist construction works, not classified elsewhere
45.11.Z	Wholesale and retail sale of cars and vans
45.19.Z	Wholesale and retail sale of other motor vehicles, with exclusion of motorbikes
46.73.Z	Wholesale of wood, construction materials and sanitation equipment
46.74.Z	Wholesale of metal products and equipment and additional hydraulic and heating equipment
46.75.Z	Wholesale of chemical products
46.90.Z	General purpose wholesale
47.30.Z	Retail sale of fuels to motor vehicles at fuel stations
49.39.Z	Remaining passenger land transport, not classified elsewhere

49.41.Z	Road transport of goods
52.10.B	Warehousing and storing of other goods
55.10.Z	Hotels and similar accommodation facilities
01.11.Z	Growing of cereals (except rice), leguminous crops and oil seeds
01.61.Z	Support activities for crop production

2. Within the activity connected with execution of contracts the Company may act as: contractor and general contractor, substitute investor, general developer and general supplier.

CHAPTER II

Share Capital and Shareholders' Obligations

§ 6

The share capital amounts to PLN 51,266,054 (fifty one million two hundred sixty six thousand fifty four) and is divided into 25,633,027 (twenty five million six hundred thirty three thousand twenty seven) bearer's shares of the nominal value of PLN 2.00 (two) each, including: 178,000 (one hundred seventy eight thousand) shares bearing consecutive numbers from 000,001 to 178,000 marked as A series shares, 307,000 (three hundred seven thousand) shares bearing consecutive numbers from 178,001 to 485,000 marked as B series shares, 485,000 (four hundred eighty five thousand) shares bearing consecutive numbers from 485,001 to 970,000 marked as C series shares, 750,000 (seven hundred fifty thousand) shares bearing consecutive numbers from 970,001 to 1,720,000 marked as D series shares, 1,940,000 (one million nine hundred forty thousand) shares bearing consecutive numbers from 1,720,001 to 3,660,000 marked as E series shares, 5,000,000 (five million) shares bearing consecutive numbers from 3,660,001 to 8,660,000 marked as F series shares, and 3,975,322 (three million nine hundred five thousand three hundred twenty two) shares bearing consecutive numbers from 8,660,001 to 12,635,322 marked as G series shares, 850,077 (eight hundred fifty thousand seventy seven) marked as I series shares, 3,992,977 (three million nine hundred ninety two thousand nine hundred seventy seven) marked as J series shares, 335,006 (three hundred thirty five thousand six) marked as M series shares, 121,097 (one hundred twenty one thousand ninety seven) marked as L series shares, 180,418 (one hundred eighty thousand four hundred eighteen) marked as K series shares, 1,500,000 (one million five hundred thousand) marked as N series shares, 1,265,888 (one million two hundred sixty five thousand eight hundred eighty eight) marked as O series shares, 1,231,028 (one million two hundred thirty one thousand twenty eight) marked as P series shares, 281,855 (two hundred eighty one thousand eight hundred fifty five) marked as H series shares, 3,239,359 (three million two hundred thirty nine thousand three hundred fifty nine) marked as Q series shares.

§ 6¹

1. The share capital of the Company was conditionally increased by not more than PLN 10,541,352 (ten million five hundred forty one thousand three hundred fifty two) zloty by way of the issuance of not more than:
 - a) 420,676 (four hundred twenty thousand six hundred seventy six) ordinary bearer H shares of par value of PLN 2 (two) zloty each.
 - b) 4,500,000 (four million five hundred thousand) ordinary bearer Q shares of the par value of PLN 2 (two) zloty each.

- c) 350,000 (three hundred fifty thousand) ordinary bearer S shares of the par value of PLN 2 (two) zloty each.
2. The purpose of the conditional capital, referred to in § 6¹ item 1 letter a, is to provide the owners of subscription warrants issued within the Management Options Scheme on the basis of the General Shareholders Assembly of June 28th, 2007, with the right to take up the H shares.
 3. The purpose of the conditional capital referred to in § 6¹ item 1 letter b is to provide the holders of Bonds convertible to Q shares with the right to take up the Q shares issued on the basis of the resolution of the General Shareholders Assembly of September 30th, 2009 amended by the resolution of the Extraordinary General Shareholders Assembly of March 20th 2013.
 4. The purpose of the conditional increase in the share capital set out in § 6¹ Section 1 letter c is to grant a right to acquire S shares to holders of subscription warrants issued within the framework of the Management Options Scheme on the basis of the resolution of the General Meeting of 25 October 2013
 5. Entities authorised to take up H series shares shall be the owners of subscription warrants referred to in item 2.
 6. Entities authorities to take up Q series shares shall be the holders of bonds convertible to Q shares of the Company, referred to in the item 3.
 7. Entities authorities to take up S series shares shall be the holders of subscription warrants, referred to in the item 4.
 8. A right to take over H series shares is exercisable until 31 December 2012.
 9. A right to take over Q series shares is exercisable not later than up to 31 December 2015.
 10. A right to take over S series shares is exercisable not later than up to 31 December 2016.

§ 7

1. The Company's shares may be redeemed.
2. The Company may issue bonds, including bonds convertible into shares and bonds with a priority right.

§ 8

1. Shares may be sold without any restrictions.
2. (deleted).

§ 9

1. Pure profit earned by the Company in a financial year shall be divided by the General Shareholder Assembly subject to obligatory deductions to funds provided by law.
2. Profit allocated by the General Shareholder Assembly as payable to Shareholders shall be distributed proportionally to the number of shares.
3. The Management Board is entitled to pay the Shareholders an advance on the yearend dividend provided the Company has sufficient funds for such a payment. The payment of such an advance requires the consent of the Supervisory Board.

CHAPTER III
Company's Authorities

A. MANAGEMENT BOARD

§ 10

1. The Company's Management Board shall consist of 2 - 6 members, whose joint term of office lasts three years. The number of the Members of the Management Board shall be defined by the Supervisory Board.
2. The President of the Management Board and other Members of the Management Board, at the President's request, are appointed by the Supervisory Board.
3. In agreements and disputes between the Company and Members of the Management Board, the Company is represented by the Supervisory Board.
4. A Management Board member's mandate expires at the latest as at the meeting date of the General Shareholder Assembly approving financial statements for the last full financial year in which such a Management Board member has performed his/her functions.
5. A Management Board member may be dismissed or suspended any time for serious reasons by the Supervisory Board. The dismissal of a Management Board member shall not deprive him/her of claims related to employment relationship or another legal relationship related to the fulfilment of the Management Board member's functions.

§ 11

1. The Management Board is authorised to make any decisions not restricted to other Management Board's authorities. The Management Board shall manage the Company's property and affairs with due diligence required in business trading, follow the law and regulations hereof, as well as resolutions adopted by the General Shareholder Assembly and the Supervisory Board within the limits of their authorities.
2. The Company's Management Board manages the Company and represents it outside. All Members of the Management Board shall be obligated and have a right to manage the Company's affairs jointly.
3. The Management Board shall act on the basis of these Articles of Association and Regulations adopted thereby and providing for the organisation of the Management Board's work and a manner of the performance of their activities.
4. The Management Board shall adopt resolutions by an absolute majority of votes. In the case of a vote tie, the vote of the Management Board President shall prevail.
5. Resolutions of the Management Board may be adopted if all Members were properly notified of the meeting of the Management Board or of voting on the resolution.

§ 12

1. Statements of will to be valid shall be made on the Company's behalf by two Members of the Management Board acting jointly or one Management Board member with a proxy.
2. The competences of the President of the Management Board shall include management of the activities of the Management Board, organising and chairing its meetings and other issues defined in the Regulations of the Management Board.

3. Convention of meetings of the Management Board and definition of the agenda of meetings of the Management Board shall be effected on the initiative of the President of the Management Board.
4. To appoint a proxy, a consent of all Members of the Management Board is necessary. However, a power of attorney may be cancelled by any Management Board member.

B. SUPERVISORY BOARD

§ 13

1. The Supervisory Board shall consist of not less than 5 and no more than 7 persons whose joint term of office shall last 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 shall 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
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.

§ 14

1. Subject to § 13 clause 2, The Supervisory Board shall select from its composition the Chairman of the Supervisory Board and may also select a Vice-Chairman of the Supervisory Board, and, if necessary, also a Secretary of the Supervisory Board.
2. The Chairman of the Supervisory Board shall convene and chair meetings of the Supervisory Board. During the absence of the Chairman, the meetings of the Supervisory Board shall be convened and chaired by the Vice-Chairman or the Secretary of the Supervisory Board, if they have been appointed, or another Member of the Supervisory Board designated by the Chairman or, in the event of no designation of a Member of the Supervisory Board, by the oldest Member of the Supervisory Board.
3. The Supervisory Board adopts their Regulations providing for the organisation and procedure of the Supervisory Board's activities.

§ 15

1. The Supervisory Board shall meet when necessary, however at least three times in a financial year.
2. The Chairman of the Supervisory Board, and during his absence, the Vice-Chairman or the Secretary, if they have been selected by the Supervisory Board, or another Member of the Supervisory Board designated by the Chairman, or, in the event of no designation of a

Member of the Supervisory Board, the oldest Member of the Supervisory Board, shall be obliged to convene a meeting of the Supervisory Board also at a written request of the Company's Management Board or a Member of the Supervisory Board. The meeting should take place within two weeks of the receipt of the request.

§ 16

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,
 - 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

§ 17

1. Members of the Supervisory Board may adopt the Supervisory Board's resolutions by casting their vote in writing through another Supervisory Board member, except for issues included in the agenda during the Supervisory Board's meeting.
2. If there is a need to adopt a resolution, the Chairman of the Supervisory Board, at the Management Board's request, may provide for a special adoption procedure. Such a resolution shall be adopted by correspondence (written) voting or via the remote telecommunication media. The minutes evidencing the adoption of such a resolution shall present information about the special adoption procedure and a type of voting on the resolution.
3. Resolutions adopted in a manner referred to in items 1 and 2 shall be valid provided that all Members of the Supervisory Board have been notified of draft resolutions and such resolutions do not refer to issues stipulated in § 10 Section 2 and 5, § 14 Sections 1 and 4.

§ 18

1. Members of the Supervisory Board shall exercise their rights and fulfil their obligations personally.
2. The remuneration of Members of the Supervisory Board shall be defined by the General Shareholder Assembly.

C. GENERAL SHAREHOLDER ASSEMBLY

§ 19

1. The General Shareholder Assembly may be ordinary and extraordinary.
2. The Ordinary Shareholder Assembly shall be held at the latest six months after the end of each financial year.
3. The Ordinary Shareholder Assembly is convened by the Management Board or by the Supervisory Board in the case the Management Board does not convene it within the term indicated in Section 2 above. The Extraordinary Shareholder Assembly is convened by the Management Board at their own initiative or at a request of Shareholders representing at least one twentieth of the share capital. The Extraordinary Shareholder Assembly shall be

convened within 14 days as of the presentation of the request with a draft agenda and resolutions. The Extraordinary Shareholder Assembly may be also convened by the Supervisory Board, shall it deem the Assembly to be advisable, and shareholders representing at least half of the share capital or at least half of the overall number of votes in the Company.

4. The General Shareholder Assembly are held in the Company's registered office or in Warsaw.

§ 20

Shareholders shall attend the General Shareholder Assembly personally or through their proxy appointed in writing.

§ 21

1. The General Shareholder Assembly meeting shall be opened by the Chairman of the Supervisory Board or a person indicated thereby. Then a chairman is elected from among persons authorised to vote.
2. The General Shareholder Assembly shall adopt regulations defining meeting procedure in details.

§ 22

1. The General Shareholder Assembly is authorised to:
 - 1) review and approve the Management Board's reports on the Company's activities and financial statements;
 - 2) distribute profit and cover loss, as well as allocate profit to the supplementary capital and reserve;
 - 3) grant the vote of approval to Members of the Supervisory and Management Boards for the fulfilment of their duties;
 - 4) appoint and dismiss Members of the Supervisory Board;
 - 5) increase or reduce the share capital;
 - 6) amend the Company's Articles of Association;
 - 7) dissolve and liquidate the Company;
 - 8) review and decide on motions presented by the Supervisory Board;
 - 9) adopt the General Shareholder Assembly Regulations;
 - 10) handle other issues provided for by the Commercial Companies Code.
2. The purchase and sale of a real estate property, perpetual usufruct rights or a share in property by the Company is not subject to the General Shareholder Assembly's resolution.

CHAPTER IV

Company's Accounting Policy

§ 23

1. The Company's financial year is a calendar year.
2. The first financial year lasts from the commencement of the Company's business activity until 31 December of that year.

§ 24

1. The Company shall use its profit to create the supplementary capital, to which at least 8% (eight per cent) of the profit for the given financial year shall be given until the fund reaches at least 1/3 of the share capital.
2. The Company may create other funds, including the reserve fund.

§ 25

The Company may establish funds chargeable to operating expenses, which may be completed with distributable profit deductions, including:

- 1) Internal Social Benefit Fund,
- 2) other funds provided for by applicable law.

CHAPTER V

Final Provisions

§ 26

In the case of loss of the supplementary capital and 1/3 (one third) of the share capital the General Shareholder Assembly may resolve to dissolve the Company. A motion to dissolve the Company may be also placed if the Company is not able to generate profit for at least two subsequent years after the loss of its supplementary capital.

§ 27

The Company is dissolved through liquidation. Liquidation shall be run under the Company's name completed with the words "under liquidation" by at least two liquidators appointed by the General Shareholder Assembly. To sign documents on the Company's behalf, liquidators shall act jointly. In matters not provided herein, respective provisions of the Commercial Companies Code and other applicable legal acts shall apply.

§ 28

Any disputes arising here from shall be resolved by a competent court having jurisdiction over the Company's registered office.