

Personal information regarding **Kazimierz Klęk**:

Education:

Politechnika Śląska w Gliwicach (The Silesian Technical University in Gliwice), Faculty of Chemistry, 1962

Studium Organizacji i Zarządzania WJG (WJG Organisation and Management Study Center), 1971-73

Studium Zarządzania WOG (WOG Management Study Center), 1977-78

Studium Członków Rad Nadzorczych i Zarządców Komisarycznych Przedsiębiorstw ZPP (ZPP Board Members and Commisionary Managers of Enterprises Study Center) 1993

Professional career:

1962-1971: Petrochemia Płock – Branch Manager, Department Manager, Chief Construction Engineer

1971-1975: Rafineria Czechowice Dziedzice (Czechowice Dziedzice Refinery) – Managing Director;

1975-1976: Zjednoczenie Budowy Aparatury Chemicznej METALCHEM – Managing Director;

1976-1980: Petrochemia Płock – Managing Director;

1980-1981: Ministerstwo Przemysłu Chemicznego (Ministry of Chemical Industry) – Undersecretary, Minister;

1981-1982: Petrochemia Płock – Managing Director;

1982-1986: Polish Embassy in Italy – Trade Advisor, Minister Plenipotentiary of the Polish Embassy in Rome;

1986-1988: Ministerstwo Handlu Zagranicznego (Ministry of Foreign Trade) – Undersecretary;

1988-1990: Ministerstwo Przemysłu (Ministry of Industry) – Undersecretary;

1990-1993: Polish Embassy in Italy – Trade Advisor, Minister Plenipotentiary of the Polish Embassy in Rome;

1993-1995: Fortrade Financing Ltd – Director;

1993-1995: BRE SA – President's Consultant;

1993-1994: Consultant of the Minister of Ownership Transformations (Minister Przekształceń Własnościowych);

1994-1995: Consultant of the Minister of Industry;

1995-1999: BRE/IB Austria Management Ltd – Director-Consultant of Firma Zarządzająca Pierwszym Narodowym Funduszem Inwestycyjnym;

1999 : Petrochemia Płock SA – Consultant, Technology and Development Section.

Other functions:

1980-1982 and 1989-1990: Chairman of the Polish Committee in World Petroleum Congress;
1980-1985: Member of the Parliament of VIII tenure, Member of the Plan, Budget and Finance Committee and Industry Committee;
1986-1992: Chairman and Member of the Board of BRE Bank – Bank Rozwoju Eksportu S.A.;
1988-1990: Member of the Supervisory Board of Narodowy Fundusz Ochrony Środowiska (National Fund for Environment Protection);
1993-1998: Deputy Chairman of the Supervisory Board of Petrochemia Płock;
1995-1997: Chairman of the Supervisory Board of Rafineria Czechowice (Czechowice Refinery);
1997-2000: Chairman of the Supervisory Board of "Huta Ferrum" SA – Katowice;
1997-1999: Deputy Chairman of the Supervisory Board of "DJChem" – Wołomin;
1998-2003: Deputy Chairman of the Supervisory Board of ZAP Ostrów Wielkopolski;
1999-2001: Chairman of the Supervisory Board of Izo-Erg SA – Gliwice;
2000-2003: Member of the Supervisory Board of Naftoremont Płock;
1996 and currently: Chairman of the Supervisory Board of Petrolot – Warszawa;
2003 and currently: Deputy Chairman, Chairman of the Supervisory Board of Polimex-Mostostal S.A.

Mr Kazimierz Klęk stated that apart from the Company's enterprise he does not conduct any other competitive activity in relation to the activity of the Company, he is not a partner in a competitive civil partnership or private company, a member of any body of an association of capital or a member of a body of any other competitive legal entity and he does not appear in the Register of Insolvent Debtors held pursuant to the Act on the National Court Register.

Mieczysław Puławski

Associate Professor, Warsaw School of Economics and the R. Łazarski University in Warsaw, a graduate from the Foreign Trade Faculty at the Szkoła Główna Planowania i Statystyki (Main School of Planning and Statistics). In the years 1977-1978 he studied at the Faculty of Social and Political Sciences at the University of Basel.

In the years 1982-1988 he worked as an adviser to the President of the National Bank of Poland and in the years 1989-1992 as an adviser to the Minister of Finances. He was also the President of the Supervisory Board of Gecobank S.A. and a member of the Supervisory Board of the Warsaw Stock Exchange S.A. and a member of the Supervisory Board of the 11th National Investment Fund S.A., the ELIMAR S.A. Brokerage House, the Górnośląskie Towarzystwo Funduszy Inwestycyjnych S.A. and the Pekao Leasing Sp. z o.o. At present, he holds the position of a member of the Supervisory Board of Ifovide Matrix.pl S.A., of a member of the Supervisory Board of PGNiGE and of the President of the Supervisory Board of the Investors Towarzystwo Funduszy Inwestycyjnych S.A.

He is also the head of the Department of International Capital Markets within the Division of Capital Markets of the Warsaw School of Economics.

Jan Woźniak

Professional experience

2008 – present **DSW AFM Sp. z o.o.**

President of the Management Board

- Creation and management of a corporate finance and M&A advisory company

2010 – present **Pfleiderer Grajewo S.A.**

Member of the Supervisory Board

2009 - present **Sygnity S.A.**

Member of the Supervisory Board

- Member of the Audit Committee

2009 - present **Rabat Pomorze S.A.**

Member of the Supervisory Board

2009 - present **Euro-Guard Sp. z o.o.**

President of the Supervisory Board

2008 - present **BOMI S.A.**

Member of the Supervisory Board

- Member of the Audit Committee and the Remuneration Committee

2004 - 2008 **HSBC Bank Polska S.A.**

Member of the Management Board, Treasury Department Managing Director

- Creation and management of the HSBC Polish Treasury Department

2001 - 2004 **Bank Handlowy w Warszawie S.A.**

Sales Vice- Managing Director of the Treasury Department

- Management of the BH Polish Treasury Department products

1997-2001 **Citibank (Poland) S.A.**

Sales Director of the Treasury Department

- Management of the Citibank Polish Treasury Department products
- Responsible for the merger of the sales departments of Citibank and Bank Handlowy during the merger of the two banks

1994-1998 **Citibank (Poland) S.A.**

Manager, Market risk, Manager Product development

Education

1990-1995 **Warsaw School of Economics**

Master's degree in Foreign Trade

- Individualised Education Plan, faculty of Finance and Banking

Jacek Kseń

Born on 24.10.1949 in Poznan

EDUCATION

- 1977 Doctor's degree in international financial markets.
Szkola Główna Planowania i Statystyki (Main School of Planning and Statistics),
Warsaw (at present SGH [Warsaw School of Economics])
- 1972 Foreign Trade Faculty
Academy of Economics, Poznan

PROFESSIONAL EXPERIENCE

- presently: individual business activity - Jacek Kseń Consulting consulting company and
- member of Supervisory Boards

- * President of the Supervisory Board of Sygnity S.A.
- * President of the Supervisory Board of the Wydawnictwa Szkolne i Pedagogiczne
- * Vice-President of the Supervisory Board of ORBIS S.A.

- 2001 – 04.2007 **Bank Zachodni WBK S.A.**
President of the Management Board
- 1996 – 2001 **Wielkopolski Bank Kredytowy S.A.**
President of the Management Board
- 1990 – 1996 **Caisse National de Credit Agricole, Paris**
Member of top management responsible for foreign exchange market
- 1984 – 1990 **Lyonnaise de Banque, Paris**
Vice-Director of the Bank supervising operations on international
financial markets
- 1978 – 1984 **Bank Polska Kasa Opieki S.A., Paris**
Vice-Director of the Foreign Exchange Management Department and the
Bank's proxy
- 1975 – 1978 **Bank Handlowy in Warsaw**
Foreign exchange market operator

Prior experience within Supervisory Boards

- President of the Supervisory Board of the BZWBK S.A. Brokerage House (1996 - 2007)
- Member of the Supervisory Board of Commercial Union PTE BPH CU WBK (2001-2007)
- Member of the Supervisory Board of MCI Management (2007-2008)
- President of the Supervisory Board of PLL LOT (2008-2009)
- Vice-President of the Supervisory Board of PBG (2007-2010)

Personal information regarding **Andrzej Szumański**

Education:

Studies in law 1976 – 1980 UJ (Jagiellonian University in Cracow),

Master's degree – 1980 UJ,

Doctorate – 1987 UJ,

Postdoctoral degree – 1994 UJ

Academic title of professor - 1998 UJ

Full professor, doctor of the Jagiellonian University, Faculty of Private Commercial Law, he performs a function of the Head of Commercial Law Institute and the Head of the Laboratory of International Economic Turnover Law.

He has been a barrister entered onto the list of the Local Bar Chamber in Cracow since 1996.

Since 1990 he has been a partner and director of Instytut Prawa Spółek i Inwestycji Sp. z o.o. with its registered office in Cracow which deals with economic counselling.

Since the year 1998 he has also been connected with the law firm CMS Cameron-McKenna in Warsaw. Between the years 2000 – 2005 he was its local partner and at present he acts as its consultant.

In 1983 he passed the judge examination with the result marked as very good.

His professional career:

Prof. Szumański was one of the three authors of the Draft Act of 15th September 2000 on the Commercial Companies Code (together with Prof. S. Sołtysiński and Prof. A. Szajkowski) as well as an author of the Act of 10 September 1999 on Offset Agreements. He participated in the works on preparing the OECD Principle of Corporate Governance of 1999 and the amendments to the Commercial Companies Code of 12th December 2003. As an expert of the Association of Stock Exchange Issuers, he prepared the Draft Regulations of the Corporate Governance Committee which enables the implementation of Principles of Corporate Governance for public companies approved by the Warsaw Stock Exchange S.A. At present, as an expert of the Polish delegation, he is taking part in the works of the United Nations Commission on International Trade Law (UNCITRAL) in favour of the change of UNCITRAL Arbitration Rules of 1976 within the framework of Working Group II – Arbitration and Conciliation.

Since the year 1995, he has been performing a function of an arbitrator in the Court of Arbitration at the Polish Chamber of Commerce in Warsaw. He has been a Vice-President of the Court of Arbitration at the Polish Chamber of Brokerage Houses since 2004 and for two tenures he has been a judge of the Court of Arbitration at the National Depository for Securities. Since the year 2005 he has been performing a function of the President of the Court of Arbitration at the Polish Confederation of Private Employers "Lewiatan". Since the year 2002 he has also been the President of Court of Honour at the Chamber of Commerce and Industry in Cracow and

since the year 2004 he has been a member of the Board of Polish Arbitration Association, the President of the Council of Public Health Foundation in Cracow and the President of the Association of Friends of Karol Szymanowski Philharmonic in Cracow.

Within the framework of functions performed in scientific circles, he is a Vice-President of the Commission of Legal Science at the Polish Academy of Sciences (Cracow Branch) and a member of the Commission of International Trade Law and Marine Law at the Polish Academy of Sciences (Gdańsk Branch). Since 1997 he has also been a member of the Program Council in Review of Commercial Law and since 2005 Studies of Private Law. Since 2004 he has been a member of the Polish Directors Institute.

Between the years 1984 – 1992 he was on several scientific trips abroad as a grant holder of the Max Planck Institute in Hamburg (1986/1987), a scholarship holder of the Kosciuszko Foundation (Columbia April-July 1991), a grant holder of the Sasakawa Peace Foundation (Tokyo – February 1991), a grant holder of the British Council (Oxford 1986 and London 1995). He completed the comparative law courses (Mannheim 1984), American law courses (Leyden 1986 and Salzburg 1989) and the courses of international private law (Hague 1988). He conducted lectures at the State University of New York in Buffalo in 1992.

Since the year 1990, Prof. Szumański has been conducting intensive activities in the field of counseling as a lawyer and barrister. He took part in numerous restructurization and privatization projects, such as among others the restructurization of Tadeusz Sendzimir Steel Mill in Cracow by means of creating worker partnerships and then commercialization of the Steel Mill, and among others privatization of Elektrociepłownia Kraków S.A. (Heat and Power Plant Krakow), Elektrociepłownia Chorzow (ELCHO project), creating the Mining and Energy Plant Sobieski Jaworzno III.

He participated in drawing up the concept of creating the Southern Poland Power Company and also drew up and negotiated draft model agreements for the delivery of hard coal between coal mines and power plants as well as a medium term agreement for the delivery of power and electric power at the initiative of the Association of Polish CHP Plants. He cooperates with the Association of Stock Exchange Issuers which groups public companies and the Warsaw Stock Exchange in Warsaw giving his opinion on a variety of projects. At present, as an advisor for companies, he is participating in the projects of consolidating Polish power industry, i.e. The Southern Group (the Southern Polish Power Company, Enion S.A., EnergiaPro S.A. and Elektrownia Stalowa Wola S.A. [Stalowa Wola Power Plant]) as well as the Polish Power Group (BOT GiE S.A. PSE S.A.).

He held a position in the Supervisory Board of Południowy Koncern Energetyczny S.A. (the Southern Polish Power Company S.A.) with its registered office in Katowice (2000-2002) and Prądnickie Centrum Inwestycyjne S.A. (Prądnickie Investment Centre S.A.) with its registered office in Cracow (1999-2003). Since the year 1995 he has been a member of the Supervisory Board of Kolej Gondolowa Jaworzyna Krynicka S.A. with its registered office in Krynica. Since the year 2006, he has been a member of Supervisory Boards of the public company Polimex-Mostostal S.A with its registered office in Warsaw and afterwards of the Towarzystwo Finansowe Spółdzielcze Kas Oszczędnościowo-Kredytowych S.A. with its registered office in Sopot and Małopolska Agencja Rozwoju Regionalnego S.A. (the Malopolska Agency for Regional Development S.A.) with its registered office in Cracow.

Commissioned by the Government of the Republic of Poland, he issued expert opinions, among others, concerning the legality of such widely publicized transactions as the Yamal-Europe Gas Pipeline, Domy Towarowe Centrum S.A. etc. as well as the permissibility of restricting for the State Treasury the so called golden share.

He is an author of textbooks and commentaries within the scope of companies' law and securities law, model commercial letters and several monographs, many articles, glosses and reviews within the scope of trade law and international trade law (over one hundred publications). Among nearly one hundred publications it is necessary to mention a four-volume commentary to the Commercial Companies Code published within the framework of Beck's Large Commentaries (Warsaw 2001-2004) written in cooperation with S. Soltysiński, A. Szajkowski and J. Szwaja (second edition of the volumes 1-2, 2005-2006) as well as a textbook of companies law (Brant Publishing House 1998, 2002, 2004, 2006) together with W. Pyziół and I. Weiss, a textbook of securities law (Zakamycze 2001) together with M. Bączyk, M. Koziński, M. Michalski, W. Pyziół and I. Weiss, and monographs: Renegotiations of Agreements in International Economic Turnover, Cracow 1994 as well as Non-cash Contributions to Associations of Capital, Warsaw 1997 as well as a commentary to the Act of 1999 on Offset. He also participated in works on drawing up the System of Private Law as an editor of two volumes devoted to security law (v. 18 – Warsaw, 2005 and v. 19, Warsaw 2006) and as an author (chapter on shares in v. 19 – 370 pages) and as a co-author of the volumes on private companies which are currently being prepared (v. 16) and associations of capital (v. 17).

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