

## **ARTICLES OF ASSOCIATION OF "POLIMEX-MOSTOSTAL" SA**

### **§ 1.**

The Company's business name is: "Polimex-Mostostal" Spółka Akcyjna.

The Company may use a shortened version of "Polimex Mostostal" SA and the Company's logo.

### **§ 2.**

Warsaw is the Company's registered seat/

### **§3.**

The company was concluded for an indefinite period.

### **§4.**

The company operates in the territory of the Republic of Poland and abroad, having obtained the permits provided for by law.

### **§5.**

The company may establish offices, branches, representative offices, plants and other organizational units in the areas of manufacturing, service, commercial, design and research and development activities

### **§ 6.**

The company can form and participate in domestic and foreign companies.

### **§7**

1. The Company's business activities are:

- 1) Non-perennial agricultural crops (PKD 01.1),
- 2) Growing of perennial crops (PKD 01.2),
- 3) Service activities supporting agriculture and following the harvest (PKD 01.6),
- 4) Forestry related services (PKD 02.4),
- 5) Extraction of stone, sand and clay (PKD 08.1),
- 6) Service activities supporting the exploitation of crude oil and natural gas (PKD 09.1),
- 7) Support activities for other mining and extraction (PKD 09.9),
- 8) Manufacture of other products of wood, cork, straw and plaiting materials (PKD 16.2),
- 9) Production of concrete, cement and gypsum products (PKD 23.6),
- 10) Cutting, shaping and finishing stone (PKD 23.7),
- 11) Production of abrasive products and other non-metallic mineral products, not classified elsewhere (PKD 23.9),

- 12) Production of pipes, ducts, closed sections and steel connectors (PKD 24.2),
- 13) Manufacture of other products of pre-treated steel (PKD 24.3),
- 14) Production of metal structural elements (PKD 25.1),
- 15) Production of tanks, cisterns and metal containers (PKD 25.2),
- 16) Production of steam generators, excluding central heating hot water boilers, (PKD 25.3),
- 17) Forging, pressing, extrusion and rolling of metals; powder metallurgy (PKD 25.5),
- 18) Metalworking and coating on metals; machining of metal elements (PKD 25.6),
- 19) Manufacture of cutlery, tools and general-purpose metal products (PKD 25.7),
- 20) Production of other finished metal products (PKD 25.9),
- 21) Production of electronic components and printed circuits (PKD 26.1),
- 22) Production of computers and peripheral devices (PKD 26.2),
- 23) Production of electric motors, generators, transformers, electricity distribution and control apparatus (PKD 27.1),
- 24) Production of insulated wires and cables and installation equipment (PKD 27.3),
- 25) Production of household appliances (PKD 27.5),
- 26) Production of other electrical equipment (PKD 27.9).
- 27) Production of general-purpose machines (PKD 28.1),
- 28) Production of other general purpose machinery (PKD 28.2).
- 29) Production of machinery for agriculture and forestry (PKD 28.3),
- 30) Production of machinery and mechanical tools (PKD 28.4).
- 31) Production of other special purpose machinery (PKD 28.9),
- 32) Production of bodies for motor vehicles; production of trailers and semi-trailers (PKD 29.2),
- 33) Production of ships and boats (PKD 30.1),
- 34) Production of products not classified elsewhere (PKD 32.9),
- 35) Repair and maintenance of metal finished products, machines and devices (PKD 33.1),
- 36) Installation of industrial machines, equipment and accessories (PKD 33.2).
- 37) Generation, transmission, distribution and trade in electricity (PKD 35.1),
- 38) Production and supply of steam, hot water and air for air conditioning systems (PKD 35.3),
- 39) Collecting waste (PKD 38.1),
- 40) Waste treatment and disposal (PKD 38.2),
- 41) Recycling of raw materials (PKD 38.3),
- 42) Implementation of construction projects related to erection of buildings (PKD 41.1),
- 43) Construction works related to the construction of residential and non-residential buildings (PKD 41.20.Z),
- 44) Works related to the construction of roads and railways (PKD 42.1),
- 45) Works related to the construction of other civil engineering structures on land and water, (PKD 42.9),
- 46) Preparation of land for construction (PKD 43.1).
- 47) Making electrical, plumbing and other construction installations (PKD 43.2),
- 48) Performing finishing construction works (PKD 43.3),
- 49) Other specialized construction works (PKD 43.9),

- 50) Wholesale on commission (PKD 46.1),
- 51) Wholesale of information and communication technology tools (PKD 46.5),
- 52) Wholesale of machines, equipment and additional equipment (PKD 46.6),
- 53) Other specialized wholesale sales (PKD 46.7),
- 54) Non-specialized wholesale (PKD 46.9),
- 55) Retail sales in non-specialized stores (PKD 47.1),
- 56) Retail sale of household goods in specialized stores (PKD 47.5),
- 57) Retail sale of other products in specialized stores (PKD 47.7),
- 58) Retail sales outside the store chain, stalls and marketplaces (PKD 47.9),
- 59) Other land passenger transport (PKD 49.3),
- 60) Road transport of goods and relocation services (PKD 49.4),
- 61) Warehousing and storage of goods (PKD 52.1),
- 62) Service activities supporting air transport (PKD 52.2),
- 63) Hotels and similar accommodation facilities (PKD 55.1),
- 64) Tourist accommodations and short-stay accommodation (PKD 55.2),
- 65) Other accommodation (PKD 55.9).
- 66) Restaurants and other catering establishments (PKD 56.1),
- 67) Preparation of food for external recipients (catering) and other gastronomic service activities (PKD 56.2),
- 68) Preparation and serving of beverages (PKD 56.3),
- 69) Publishing of books and periodicals and other publishing activities, excluding in the field of software (PKD 58.1),
- 70) Publishing activities in the field of software (PKD 58.2).
- 71) Activities in the field of sound and music recordings (PKD 59.2).
- 72) Broadcasting of radio programs (PKD 60.1),
- 73) Activities related to software and consultancy in the field of computer science and related activities (PKD 62).
- 74) Data processing; website management (hosting) and similar activities: Internet portals (PKD 63.1).
- 75) Financial holdings (PKD 64.2),
- 76) Other financial service activities, except insurance and pension funds (PKD 64.9),
- 77) Purchase and sale of real estate on own account (PKD 68.1),
- 78) Rental and management of own or leased real estate (PKD 68.2),
- 79) Activities related to real estate market services performed on commission (PKD 68.3),
- 80) Legal activities (PKD 69.1).
- 81) Accounting and bookkeeping activity: tax consultancy (PKD 69.20).
- 82) Activities of head offices and holdings, excluding financial holdings (PKD 70.1),
- 83) Management consultancy (PKD 70.2),
- 84) Interpersonal relations (public relations) and communication (PKD 70.21),
- 85) Other consultancy in the field of business and management (PKD 70.22.Z),
- 86) Architectural and engineering activities and related technical consultancy (PKD 71.1),

- 87) Technical research and analysis (PKD 71.2),
  - 88) Advertising (PKD 73.1),
  - 89) Market and public opinion survey (PKD 73.2),
  - 90) Photographic activity (PKD 74.2).
  - 91) Translation activities (PKD 74.3)
  - 92) Other professional, scientific and technical activities not classified elsewhere (PKD 74.9),
  - 93) Renting and leasing of motor vehicles, excluding motorcycles (PKD 77.1),
  - 94) Renting and leasing of personal and household goods (PKD 77.2).
  - 95) Rental and lease of other machines, devices and tangible goods (PKD 77.3),
  - 96) Activities related to searching for jobs and recruitment (PKD 78.1),
  - 97) Activity of a temporary work agency (PKD 78.2),
  - 98) Other activities related to the provision of employees (PKD 78.3),
  - 99) Other service activities in the field of reservations and related activities (PKD 79.90),
  - 100) Security activities in the field of security systems (PKD 80.20.Z),
  - 101) Cleaning objects (PKD 81.2),
  - 102) Service activities related to the development of green areas (PKD 81.3),
  - 103) Activities related to administrative office support including supporting activities (PKD 82.1),
  - 104) Activity related to the organization of fairs, exhibitions and congresses (PKD 82.3),
  - 105) Other business support activities, not classified elsewhere (PKD 82.99),
  - 106) Extracurricular forms of education (PKD 85.5),
  - 107) Activities supporting education (PKD 85.6),
  - 108) Sport related activities (PKD 93.1),
  - 109) Entertainment and recreational activities (PKD 93.2),
  - 110) Repair and maintenance of computers and communication equipment (PKD 95.1),
  - 111) Production of pig iron, ferroalloys, iron and steel and steel products (PKD 24.10.Z),
  - 112) Production of precious metals and other non-ferrous metals (PKD 24.4).
2. The main activity of the Company is the activity of head offices and holding companies, excluding financial holdings (PKD 70.10.Z).

**§8.**

The company operates on the basis of applicable legal provisions, in particular the provisions of the Code of Commercial Companies and the provisions of these Articles of Association.

## **START-UP CAPITAL AND COMPANY FUNDS**

### **Rights and obligations of Shareholders**

#### **§9.**

1. The share capital of the Company amounts to PLN 473 237 604,00 (in words: four hundred seventy three million two hundred thirty seven thousand six hundred four zlotys) and is divided into 86,618,802 (eighty six million six hundred eighteen thousand eight hundred two) ordinary bearer series A shares with a value nominal PLN 2 (two zlotys) each and 150,000,000 (in words: one hundred and fifty million) ordinary bearer shares of Series T with a nominal value of PLN 2 (two zlotys) each.
2. The share capital of the Company is conditionally increased by no more than PLN 85,000,000 (in words: eighty-five million zlotys) and is divided into no more than 42,500,000 (in words: forty two million five hundred thousand) ordinary bearer series S shares with a nominal value PLN 2 (two zlotys) each.
3. The purpose of the conditional capital increase referred to in para. 2 above, is the grant of the right to subscribe for series S shares to holders of convertible bonds for series S shares issued by the Company pursuant to the resolution of the Extraordinary General Meeting No. 6 of July 31, 2014. The holders of convertible bonds referred to above will be eligible to subscribe for series S shares.
4. The share capital of the Company is conditionally increased by no more than PLN 14.500.000 (in words: fourteen million five hundred thousand zlotys) and is divided into no more than 7.250.000 (in words: seven million two hundred fifty thousand) ordinary bearer series S shares with a nominal value PLN 2 (two zlotys) each.
5. The purpose of the conditional capital increase referred to in para. 4 above, is the grant of the right to subscribe for series U shares to holders of convertible bonds for series U shares issued by the Company pursuant to the resolution of the Extraordinary General Meeting No. 6 of July 31, 2014. The holders of convertible bonds referred to above will be eligible to subscribe for series U shares.

#### **§10.**

1. Bearer shares in the form of a document being the subject of an application for admission and trading on a regulated market are subject, in order to their dematerialization, to depositing in a deposit designated by the Management Board, appropriate according to the provisions on trading in financial instruments, on a date determined by the Management Board.
2. Bearer shares are not convertible into registered shares.

#### **§11.**

1. Start-up capital may be increased by issuing new shares or increasing the nominal value of shares.
2. A public share subscription is possible.
3. The share capital may also be increased by transferring part of the supplementary or reserve capital to share capital.

#### **§12.**

The Company has the right, on the basis of a resolution of the General Meeting of Shareholders, to issue convertible bonds.

**§13.**

The shares are hereditary. The inheritance of shares takes place on general terms.

**§ 14 .**

Each share gives the right to one vote at the General Meeting.

**§ 15 .**

Only a person who is listed in the Share Register or bearer shareholder is considered to be a shareholder.

**§16.**

Shareholders are bound by secrecy regarding messages obtained in connection with the Company's operations.

**§17.**

The shares may be redeemed.

1. Shares may be redeemed either with the consent of the shareholder by way of acquisition by the Company (voluntary redemption) or without the shareholder's consent (compulsory redemption).
2. Detailed conditions and the procedure for redemption of shares are each time decided by the resolution of the General Meeting of Shareholders.

**§18.**

The order of submitting the application to the Management Board by the end of the financial year decides on the priority of accepting the shares to be redeemed.

**§19.**

1. Shareholders have the right to participate in the annual profit designated by the General Meeting of Shareholders for distribution.
2. If the dividend profit is allocated, the date of setting the right to dividend and the date of payment of the dividend is determined by the General Meeting of Shareholders.

**§20.**

1. The company creates:
  - supplementary capital,
  - reserve capital,
  - social benefits fund,
  - other special purpose funds provided by law.
2. Supplementary capital is created to cover balance sheet losses. The General Meeting of Shareholders decides on the use of supplementary capital for other purposes,
3. Supplementary capital is created from write-offs from profit for distribution. The write-off for this capital may not be less than 8% of pure profit for distribution.

4. Write-offs for supplementary capital may be discontinued if the state of this capital equals one third of the share capital.
5. The Company creates reserve capital for purposes specified in the resolution of the General Meeting of Shareholders.
6. The amount of write-downs for the Company's capital and funds is determined by the General Meeting of Shareholders on the basis of the provisions of this Statute.

## **BODIES OF THE COMPANY**

### **§21.**

The Company's bodies are:

1. The General Meeting of Shareholders.
2. Supervisory Board
3. Management Board.

### **§22.**

The General Meeting of Shareholders is the highest authority of the Company.

### **§23.**

1. The General Meeting may proceed as ordinary or extraordinary.
2. The Ordinary General Meeting is convened by the Management Board, annually until June 30th of the year following the financial year.
3. The Supervisory Board has the right to convene an Ordinary General Meeting if the Management Board did not do so within the deadline set out in para. 2 and the Extraordinary General Meeting, if it considers it as necessary.
4. The Extraordinary General Meeting is convened by the Management Board if necessary on its own initiative or at the request of the Supervisory Board.
5. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request to convene the General Meeting and that certain matters be placed on the agenda of on that General Meeting. The request to convene an Extraordinary General Meeting should be submitted to the Management Board in writing or in electronic form. If, within two weeks from the date of submitting the request to the Management Board, the Extraordinary General Meeting is not convened, the registry court may authorize the shareholders meeting with this request to convene the Extraordinary General Meeting. The court appoints the chairperson of this meeting.
6. The Extraordinary General Meeting may also be convened by shareholders representing at least half of the share capital or at least a half of the total votes in the company. Shareholders appoint the chairperson of this meeting.
7. A shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may request that certain matters be placed on the agenda of the next General Meeting. The request should be submitted to the Management Board no later than 21 days before the set date of the General Meeting. The request should include justification or a draft resolution regarding the proposed item on the agenda.

The request may be submitted by e-mail.

8. The General Meeting may be cancelled, in particular if there are extraordinary obstacles or is obviously unnecessary. It is also acceptable to change the date of the General Meeting. The cancellation and change of the date of the General Meeting shall be made in the manner envisaged for its convening. Cancellation of the General Meeting whose agenda includes specific matters at the request of authorized entities or which was convened on such a request is possible only with the consent of the requesting parties.

#### **§24.**

1. The General Meeting is valid regardless of the number of shares represented on it.
2. The General Meeting is held at the registered office of the Company.

#### **§25.**

1. In matters not covered by the agenda of the General Meeting, resolutions may not be adopted unless the entire share capital is represented at the General Meeting, and none of those present raises an objection to the adoption of a resolution.
2. Resolutions of the General Meeting are adopted by an absolute majority of votes, with the exception of cases for which the Code of Commercial Companies or the provisions of these Articles of Association provide otherwise.
3. A resolution on abandoning the consideration of a matter placed on the agenda may be adopted only if there are compelling reasons to do so. The application in such a case should be justified in detail. Removal from the agenda or failure to consider a matter placed on the agenda on the shareholders' request requires adoption of a resolution of the General Meeting, after the prior consent of all shareholders who submitted such a motion, supported by 75% of votes of shareholders present and entitled to vote at the General Meeting.
4. The General Meeting is opened by the Chairperson or Vice Chairperson of the Supervisory Board, and in their absence by the President of the Management Board or a person appointed by the Management Board, after which the General Meeting elects the chairperson from among

#### **§26.**

1. The duties of the Chairperson of the General Meeting include in particular:
  - a. reviewing and approving the financial statements and the Management Board's report on the Company's operations for the previous financial year,
  - b. granting the members of the Supervisory Board and members of the Management Board discharge in respect of the performance of their duties,
  - c. adopting resolutions on the distribution of profit or loss coverage,
  - d. appointing and dismissing members of the Supervisory Board,
  - e. making changes to the Company's Articles of Association,
  - f. increasing and decreasing the share capital,
  - g. creating and abolishing special funds,
  - h. approving the Regulations of the Supervisory Board,
  - i. determining the rules for remunerating members of the Supervisory Board,
  - j. expressing consent for the issue of convertible bonds or pre-emptive rights,



- k. expressing consent to the sale and lease of an enterprise or its organized part and to establish a limited property right thereon,
  - l. determining the regulations of the General Meeting,
  - m. adopting resolutions on redemption of shares with the consent of a shareholder by way of acquisition by the Company and determining the terms of such redemption,
  - n. adopting resolutions regarding the merger, dissolution and liquidation of the Company and the appointment of liquidators,
  - o. consideration of issues submitted by the Supervisory Board and the Management Board, as well as by shareholders.
2. Acquisition and sale by the Company of real estate, perpetual usufruct or share in real property or perpetual usufruct does not require a resolution

## **§27.**

1. The Supervisory Board consists of 5 to 7 members elected for a joint term of office of three years.
2. The number of members of the Supervisory Board of subsequent terms is determined by the General Meeting.  
The General Meeting may change the number of members of the Supervisory Board during the term of office, however only simultaneously making appropriate changes to the composition of the Supervisory Board.
3. At least two members of the Supervisory Board should meet the criteria of independence from the Company and entities with significant connections with the Company, resulting from the corporate governance rules applicable on the regulated market in the Republic of Poland, where shares of the Company are listed ("Independent Member of the Supervisory Board").
4. Each shareholder may propose in writing to the Management Board of the Company candidates for the Independent Member of the Supervisory Board, no later than 7 (seven) working days before the date of the General Meeting, which is to elect such a member. The proposal includes personal data of the candidate and justification of the candidature together with a description of the candidate's qualifications and professional experience. The declaration shall be accompanied by a written statement of the person consenting to stand for the Supervisory Board and confirming that they meet the independence criteria, as well as an obligation to inform the Management Board in writing during the term of cessation of compliance with these criteria immediately, no later than on 3 (three) days from the occurrence of the event causing such cessation or information on it.
5. Failure to meet the independence criteria referred to in paragraph 1 above, by any member of the Supervisory Board, or the loss of the status of an Independent Member of the Supervisory Board during the term of office, does not affect his mandate and does not affect the ability of the Supervisory Board to exercise the competences provided for in the Commercial Companies Code and these Articles of Association.
6. Without the consent of the majority of Independent Members of the Supervisory Board, no resolutions should be adopted regarding: (i) benefits of any kind by the Company and any entities related to the Company in favour of members of the Management Board, (ii) consent to the conclusion by the Company or its subsidiary of a material agreement with an entity related to the Company, a member of the Supervisory Board or Management Board and entities from related (iii) selection of an auditor to audit the Company's financial statements. A material agreement within the meaning of this paragraph

is understood as a contract whose value exceeds 10% of the Company's equity and its scope goes beyond the basic scope of the Company's operations.

**§28.**

1. The Supervisory Board elects the Chairperson and Vice-Chairperson and the Secretary of the Board from their group at the first meeting of the new term.
2. For the validity of resolutions of the Supervisory Board, at least half of its members are required to attend its meeting, and all its members have been invited.
3. The resolutions are adopted by a simple majority of votes of the Supervisory Board members present at the meeting.
4. In case of equal number of votes, the vote of the Chairperson of the Board prevails.
5. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication, subject to art. 388 § 4 of the Code of Commercial Companies.
6. Members of the Supervisory Board may participate in adopting resolutions by casting their votes in writing through another member of the Supervisory Board. Casting a vote in writing may not apply to matters introduced to the agenda during the meeting of the Supervisory Board.
7. The Supervisory Board may express opinions on all matters of the Company and apply to the Management Board with motions and initiatives. The Management Board, within 14 days from the date of receipt of the request, opinion or initiative of the Supervisory Board, is obliged to notify the Supervisory Board of the position taken regarding the opinion, motion or initiative of the Supervisory Board.
8. The Supervisory Board is entitled, in exercising the right and supervision activities, to demand and receive all documents of the Company along with their photocopies and official duplicates. The requested documents or information should be made available to the Supervisory Board immediately, however not later than within 14 days from the date of such request being submitted by the Supervisory Board. The Management Board is obliged to cooperate and ensure cooperation between the employees and associates of the Company with members of the Supervisory Board performing supervisory activities, and in particular is obliged to:
  - a. provide at the Company's headquarters with the permanent availability of all Company documents and the ability to exercise supervisory powers as set out in these Articles of Association;
  - b. ensure that secretarial activities are performed at the Company's expense, photocopies and duplicates of documentation for the Supervisory Board and its members;
  - c. cooperate and ensure for the supervision by the Supervisory Board, acting through the members of the Supervisory Board, the availability of all facilities and premises as well as the Company's facilities and offices, and the possibility of contacting all employees and associates of the Company;
  - d. ensure, to the extent permitted by law and under relevant agreements with subsidiaries, the possibility of accessing and obtaining all documents of subsidiaries, as per the Company's documents and information, including the time required to provide these documents.

**§29.**

The Supervisory Board exercises permanent supervision over the Company's operations in all areas of its operations.

**§30.**

The individual duties of the Supervisory Board include:

- a. assessment of the Management Board's report on the Company's activities and financial statements for the previous financial year in terms of their compliance with the books and documents, as well as the factual state of affairs and the Management Board's proposals regarding the distribution of profit and loss coverage,
- b. submitting to the General Meeting a written annual report on the results of the audit of the Company's operations,
- c. concluding contracts of employment with members of the Management Board and exercising on them - on behalf of the Company - rights resulting from the employment relationship, including setting the rules for remunerating Management Board members,
- d. suspension for important reasons in the activities of individual or all members of the Board,
- e. delegating members of the Supervisory Board to temporarily perform the duties of Management Board members who are unable to perform their duties,
- f. supervising the implementation of the resolution of the General Meeting,
- g. issuing opinions on draft amendments to the Articles of Association of the Company,
- h. expressing consent to the creation or accession by the Company to another company, including the acquisition by the Company of shares, certificates or other rights or participation units in another company or other entity, including a foundation or association or the formation of another company or other company by the Company an entity, including a foundation or association,
- i. performing other activities ordered by the General Meeting provided for by law or the Company's Articles of Association,
- j. selection of statutory auditors to audit the annual financial statements of the Company,
- k. determination of a uniform text of the Company's Articles of Association,
- l. expressing consent for the purchase and sale of real estate, perpetual usufruct or a share in real estate of the value exceeding 1/3 of the share capital of the Company,
- m. approving the regulations regarding the use of the Company's reserve funds,
- n. approving the Company's annual financial plans and any deviations from them,
- o. approving the Regulations of the Board and its changes,
- p. giving consent to the sale of the Company's own shares and determining the conditions under which the sale of own shares may be made,
- q. expressing consent for the creation or dismantling of branches.

### **§ 31.**

1. The following activities and decisions made on behalf of the Company require the consent of the Supervisory Board:
  - a. approval and change of the restructuring plan or budget, if preparation of such a restructuring plan or budget is required on the basis of a contract to which the Company is a party,
  - b. exercise its right or incurring liabilities under one or more related legal transactions with the same entity with a total value exceeding PLN 40,000,000 during the financial year, other than confirmation of work performance, in particular in the form of acceptance of acceptance protocols, subject to pt. d.

- c. performing another legal act such as a significant change, termination, termination or withdrawal from a civil law contract, provided that the total value of such activities with the same entity exceeds PLN 40,000,000 during the financial year, subject to pt. d.
  - d. subsequent legal transactions with the same entity, exceeding the amount referred to in point b. and c. above, if the value of a single activity exceeds PLN 1,000,000,
  - e. purchase, sale or any management of the Company's assets (including lending, debiting, etc.) with a value exceeding PLN 40,000,000 for one or more related legal transactions during the financial year,
  - f. acquisition indirectly or directly by the Company of another entity, enterprise or organized significant part of such enterprise,
  - g. conclusion, significant change (ie in terms of increasing the amount of involvement, extension of the period of validity or extension required by the Company to provide security), termination, cancellation or termination of the loan, credit, guarantee or other form of indebtedness (including agreements for the line for these instruments) financial security), granting any security, surety, guarantee, issuing a promissory note, excluding activities carried out under previously concluded loan agreements, loans, guarantees or other forms of indebtedness (including line agreements for these financial instruments) during their term and to the exposure limits specified in these agreements or other activities undertaken in the ordinary course of business, whose unit value does not exceed PLN 10,000,000 once or PLN 40,000,000 in total during the financial year,
  - h. waiving claims totalling more than PLN 10,000,000 or changing the terms of repayment of any claims with a total value exceeding PLN 40,000,000 during the financial year,
  - i. conclusion of a settlement in court, out-of-court or arbitration proceedings with a value of the subject of the dispute exceeding PLN 10,000,000,
  - j. concluding a donation, sponsorship agreement or performing an activity with a similar effect, provided that the value of such a contract or activity exceeds PLN 1,000,000,
  - k. encumbering the Company's shares or any shares, shares or shareholding rights in the Company's subsidiaries or direct or indirect disposal of any shares, stocks or participation rights of the Company's subsidiaries,
  - l. exercising voting rights attached to shares / shareholders at general meetings (or other equivalent bodies), in subsidiaries of the Company, if the voting concerns any of the matters listed in this paragraph,
  - m. taking up a new investment, the value of which exceeds PLN 10,000,000,
  - n. each transaction with a subsidiary performed in connection with the execution of contracts regarding the core business of the Company specified in § 7 p. 6-20 and 42-50 of the Articles of Association of the Company, the value of which exceeds PLN 20,000,000 within one or more related legal transactions during the financial year, other than confirmation of work, in particular in the form of acceptance of acceptance protocols, subject to point o,
  - o. subsequent legal transactions with the same entity, exceeding the amount referred to in point n. above, if the value of a single activity exceeds PLN 1,500,000,
  - p. each transaction with a subsidiary in a separately unregulated area, the value of which exceeds PLN 2,500,000 within one or more related legal transactions during the financial year,
2. The expression "subsidiary" used in paragraph 1 of this paragraph, means a subsidiary within the meaning of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies.

## §32

1. The Supervisory Board may appoint committees from among its members and define their tasks and

competences.

2. The Company has an Audit Committee whose composition, tasks and activities are regulated by the provisions of the Act on certified auditors and their self-government, entities authorized to audit financial statements and public supervision.

### **§33.**

1. The Management Board consists of one or more members. The number of Management Board members is determined by the Supervisory Board. The Supervisory Board may change the number of members of the Management Board during the term of office, however only with simultaneous making appropriate changes to the composition of the Management Board.
2. Members of the Management Board are appointed and dismissed by the Supervisory Board.
3. The Management Board is appointed for a joint three-year term.

### **§34.**

1. The Management Board of the Company manages the affairs of the Company and represents it outside.
2. All matters related to the management of the Company's affairs that are not reserved by the provisions of the Code of Commercial Companies or these Articles of Association to the competence of the General Meeting or the Supervisory Board belong to the scope of the Board's activities.

### **§35.**

1. In the case of a one-person Management Board, the Supervisory Board elects the President of the Management Board, and in the case of a multi-person Management Board, the President of the Management Board, Vice-Presidents and other Members of the Management Board. The selection of Vice-Presidents and Members of the Management Board is performed by the Supervisory Board after consulting the President of the Management Board.
2. **The structure and competences of the Management Board and its Members are approved by the Supervisory Board by way of a resolution**

### **§36.**

In contracts between the Company and Members of the Management Board and in disputes with them the Company is represented by the Supervisory Board or proxy established by resolution of the General Meeting.

### **§37.**

1. Resolutions of the Management Board are adopted by a simple majority of the Members present. In the case of an equal number of votes, the vote of the President of the Management Board is decisive.
2. The Management Board may adopt resolutions in writing or using means of direct remote communication (telephone, teleconference, electronic mail, etc. technical means).

**§38.**

In the case of a multi-person Management Board, two members of the Management Board (President, Vice-Presidents or Board Members) acting jointly, or one member of the Management Board (President, Vice-President or Member of the Board) acting jointly with the proxy are entitled to submit statements and sign on behalf of the Company.

**§39.**

1. A member of the Management Board and the Supervisory Board may not, without the consent of the Company, engage in competitive business or participate in a competitive company as a partner (civil partnership or partnership) or a member of the governing bodies of a capital company.
2. Membership of Management Board members on management boards or supervisory boards of companies from outside the Company's capital group requires consent of the Supervisory Board.
3. Before the Company concludes a important contract with a shareholder holding at least 5% of the total number of votes in the Company or a related entity, the Management Board asks the Supervisory Board to agree to such a transaction. The Supervisory Board, before giving its consent, assesses the impact of such a transaction on the interest of the company. The above obligation does not apply to typical transactions and concluded on market terms as part of its operating activities by the Company with entities forming the Capital Group.

**§40.**

The internal organization of the Company is defined in the Organizational Regulations approved by the Supervisory Board.

**COMPANY'S ACCOUNTING**

**§41.**

The financial year in the Company is the calendar year.

**DISSOLUTION AND LIQUIDATION  
OF THE COMPANY**

**§42.**

1. The dissolution of the Company takes place pursuant to a resolution of the General Meeting or in other cases specified in the Code of Commercial Companies.
2. The dissolution of the Company follows its liquidation.
3. Liquidation is carried out under the company's name with the addition of <in liquidation>.

***These Articles of Association was adopted by Resolution No. 4 of the Extraordinary General Meeting of Polimex-Mostostal S.A. on October 17, 2017.***