

**UNIFORM TEXT**  
**OF THE KRAKCHEMIA Joint Stock Company Articles**  
**with its registered office in Kraków**

*- issued on 2nd September 2004 (notarial deed drawn by a notary public in Krakow, Robert Ludźmierski, Rep. A No. 7376/2004),*

*- amended by a resolution of the Extraordinary General Meeting of 5th November 2004, recorded by a notary public in Krakow, Beata Olsza (notarial deed Rep. A No. 8751/2004),*

*- amended by resolution No. 20/04/07, resolution No. 21/04/07, resolution No. 22/04/07, resolution No. 23/04/07 and resolution No. 24/04/07 of the Ordinary General Meeting of 17th April 2007, recorded by a notary public in Krakow, Robert Ludźmierski (notarial deed Rep. A No. 6308/2007),*

*- amended by a resolution No. 06/06/2007 of the Extraordinary General Meeting of 4th June 2007, recorded by a notary public in Krakow, Robert Ludźmierski (notarial deed Rep. A No. 8605/2007).*

*-amended by a resolution No. 25/04/07 of the Ordinary General Meeting of 17th April 2007, recorded by a notary public in Kraków, Robert Ludźmierski (notarial deed Rep. A No. 6308/2007) on increasing the initial capital of the Company to the amount ultimately determined by the Company Board at 10.000.000 PLN*

*-amended by a resolution No. 16 of the Ordinary General Meeting of 18th June 2009, recorded by the trainee notary Agnieszka Bochenek, deputy notary public in Kraków – Robert Ludźmierski ((notarial deed Rep. A No. 4965/2009).*

**§1.**

**The business name and the registered office of the Company**

1. The business name of the Company is: KRAKCHEMIA Spółka Akcyjna (Plc).
2. The Company may use the abbreviated name: KRAKCHEMIA S.A.
3. The registered office of the Company is located in Krakow.
4. The Company was created as a result of a transformation of a limited liability company Krakchemia-Hurt Spółka z ograniczoną odpowiedzialnością (Ltd).
5. The Company may create its facilities, branches and agencies within the territory of Poland and abroad.

**§2. Duration of the Company**

The duration of the Company is indefinite.

**§3.**

**The Company's scope of activity**

The Company's scope of business includes:

1. Manufacturing of chemical products.
2. Waste processing.
3. Wholesale and consignment trade, except for the trade in motor vehicles and motorcycles.
4. Retail trade, except for the trade in motor vehicles and motorcycles; repairs of articles of personal and domestic use.
5. Sale, service and repairs of motor vehicles and motorcycles; retail sale of motor vehicle fuels.
6. Manufacturing of products made of rubber and plastic.
7. Manufacturing of products made of all other non-metallic raw materials.
8. Waste management.
9. Road transport of goods.
10. Storage and keeping of goods in other stockyards.
11. Reloading of goods in other reloading points.
12. Construction industry.
13. Providing services within the scope of installation of metal constructions.
14. Metalworking and applying coats on metals; mechanic working of metal elements.
15. Activity within the scope of construction, urban and technological design.
16. Manufacturing of products made of wood and cork (except for furniture), articles made of straw and other materials used for weaving.
17. Manufacturing of office and computer equipment.
18. Manufacturing of furniture; production activity not classified elsewhere.
19. Manufacturing of foods and beverages.
20. Service activity within the scope of installation, repairs and conservation of electric distribution and control equipment.
21. Service activity within the scope of installation, repairs and conservation of equipment of general use, not classified elsewhere.

22. Renting of equipment and machinery without service and of articles of personal and domestic use.
23. Service of real estates.
24. IT technologies.
25. Data transmission.
26. Publishing activity; printing and reproduction of recorded information carriers.
27. Accounting and book-keeping activity.
28. Business and management consulting.
29. Business management.
30. Holding activity.
31. Market and public opinion research.
32. Advertising.
33. Recruitment and canvassing employees.
34. Cleaning of facilities.
35. Activity related to packaging.
36. Activity related to translation and secretary services.
37. Other commercial activity.
38. Activity related to organization of exhibitions and fairs.
39. Extramural forms of education, not classified elsewhere.
40. Financial leasing.
41. Other financial agency not classified elsewhere.
42. Auxiliary financial activity not classified elsewhere.
43. Auxiliary activity related to insurance and pension funds.
44. Research and development works in the field of chemical sciences.
45. Courier activity.

- 46. Activity related to tourism.
- 47. Activity related to culture, leisure and sports.
- 48. Paramedical activity.
- 49. Other service activity.

#### **§4.**

#### **The initial capital of the Company and Shares**

1. The share capital of the Company amounts to 10,000,000 (ten million) PLN and it consists of 10,000,000 (ten million) ordinary bearer shares with nominal value of 1 (one) PLN each, including:

a) 5,000,000 (five million) A series ordinary bearer shares, numbered from 0000001 to 5000000;

b) 5 000 000 (five million) B series ordinary bearer shares, numbered from 5000001 to 10000000.

2. The A series ordinary bearer shares were taken up as a result of the transformation of the limited liability company into a public listed company, mentioned in § 1 s.4 of the Statute, when the sole Shareholder, with shares corresponding to all his shareholding, joined the Company.

3. The Company has the right to issue inscribed and bearer shares. A change of inscribed shared into bearer shared and vice versa requires a consent of the Supervisory Board.

4. The shares are sellable subject to the statutory limitations concerning the sales of shares issued in exchange for non-pecuniary contributions.

5. The shares may be redeemed. The method and terms of share redemption are stipulated by the General Meeting in each case. In exchange for the redeemed shares, the Company may issue utility shares on terms stipulated by the General Meeting.

6. The Company may issue bonds, including the exchangeable bonds or bonds with a priority right.

#### **§5. Company Bodies**

##### **1. The Board of Directors**

1.1 The Board consists of one to five members, appointed for a joint tenure. The Supervisory Board stipulates in a resolution the number of the members of the Board, elects its President and other members.

1.2 The tenure of office of the Board is 3 years.

1.3 The President of the Board manages its activity, and in particular:

- a) Convenes the meetings of the Board;
- b) Sets forth the Agenda.

1.4 Resolutions of the Board are passed by the ordinary majority of cast votes. In the event of a tie, the President has the decisive vote.

1.5 The Board adopts the Bylaws of the Board. The Bylaws of the Board require the approval of the Supervisory Board in the form of a resolution.

1.6 To make statements on behalf of the Company and to incur liabilities, the following persons are authorized:

- a) if the Board consists of one person: the member of the Board of Directors on his own;
- b) if the Board consists of more than one person: two members of the Board of Directors acting together or one member of the Board acting together with a proxy.

1.7 The Board is obliged to manage the affairs of the Company pursuant to the legal regulations, the Statute, the resolutions of the General Meeting and of the Supervisory Board passed within the scope of its competence.

1.8 The following actions require the consent of the Supervisory Board:

- a) Purchase or sale of real property or of a share in a real property, sale and transfer of usufruct rights to real property;
- b) Encumbering real property, setting up limited rights in property on the Company's assets in the amount exceeding 500,000 PLN;
- c) Providing surety or guarantees up to the total amount exceeding 100,000 PLN;
- d) Setting up liens or other securities except for liens and securities related to the business activity;
- e) Concluding, terminating or amending lease agreements and other agreements of this kind, if they are concluded for a period exceeding 3 years and if the annual lease rent paid by the Company is higher than 100,000 PLN;
- f) Giving loans other than within the regular turnover of goods in the total amount exceeding 100,000 PLN.

1.9 The Board works out the business strategy of the Company and presents it to the Supervisory Board for approval.

1.10 Determining the remuneration of the Directors belongs to the competence of the Supervisory Board. This refers to the remuneration under employment contracts, civil agreements and remuneration for the performed function.

1.11 All agreements between the Members of the Board and the Company are concluded by the Chairman of the Supervisory Board on behalf of the Company. The terms of such agreements are stipulated in a resolution of the Supervisory Board.

## **2. The Supervisory Board**

2.1 The Supervisory Board consists of 5 to 7 members elected by the General Meeting for the joint term. The General Meeting determines the number of Supervisory Board members

2.2 The term of office of the Supervisory Board is 3 years.

2.3 The Supervisory Board may be composed of shareholders or persons other than shareholders. In particular, independent persons may be appointed members of the Supervisory Board. A person complying with the independence criteria is a person who: -

a) is not a member of the Board of Directors of the Company or its affiliate or subsidiary and did not hold such a position for the last five years;

b) is not an employee of the Company or its affiliate or subsidiary and was not in such a relationship for the last three years;

c) does not and did not obtain additional remuneration, in significant amounts, from the Company or its affiliate or subsidiary, except for the remuneration obtained as a member of the supervisory board. Such additional remuneration includes, in particular, the participation in the system of providing options for shares or another system of remuneration for good results; it does not include obtaining remuneration in constant amounts as part of the pension plan (incl. deferred remuneration) for the earlier employment in the company (provided that the condition for the payment of such remuneration is not the continued employment);

d) is not a shareholder or does not represent by in any way a shareholder/shareholders holding the controlling share package;

e) does not maintain and did not maintain for the last year any significant commercial relations with the Company or its affiliates or subsidiaries, directly or as a partner, shareholder, member of the Board of Directors or member of the Supervisory Board or a high-ranking employee in a body maintaining such relations. The commercial relations include the circumstances of being a significant supplier of goods or services (including financial, legal, advisory or consulting services), a significant customer and an organization which receives contribution of significant amounts from the Company or its group;

f) is not currently or was not for the last three years a shareholder or an employee of the current or previous external auditor of the Company or its affiliate or subsidiary;

g) is not a member of the Board of Directors or the Supervisory Board of another company, in which a member of the Board of the Company is a member of the board of directors or the supervisory board, and does not have other significant connections with the members of the Board of Directors of the Company as a result of participation in other companies or bodies;

h) did not perform any functions in the Supervisory Board for a period longer than three tenures of office;

i) is not a close relative of a member of the Board of Directors or of any persons described in sections a) -h).

2.4 Rights and duties of the Supervisory Board are stipulated by the legal regulations and the Statute.

2.5 In particular the Supervisory Board supervises the entire business of the Company and respectively it reviews all books and ledgers, writs and documents related to the assets and inspects them. The Supervisory Board may demand from the Board of Directors the reports concerning any activity of the Company, its legal and commercial relations with enterprises and persons with which it has contacts, as well as concerning the commercial activity of these enterprises and persons. Further, the Supervisory Board chooses the auditor carrying out the audit of the financial statements of the Company.

2.6 The date of a first meeting of the newly-elected Supervisory Board is appointed by the General Meeting or by the Board of Directors, if the resolution of the General Meeting does not contain such a stipulation. Members of the newly-elected Supervisory Board are notified about the date of a first meeting by the Board of Directors. At the first meeting, the members of the Supervisory Board elect from amongst themselves the Chairman and the Vice-chairman or two Vice-chairmen and, if needed, a Secretary.

2.7 The Supervisory Board meetings are convened as needed, however not less frequently than three times in each financial year.

2.8 The meetings are convened by the Chairman in writing. In the event of emergency situations, the Chairman may convene the meeting orally, by telephone, by teletype or telegraph, and also by means of electronic mail. The agenda of the meeting shall be attached to the notification.

2.9 The Supervisory Board is capable of passing resolutions, if all its members were invited to the meeting and at least a half of them attends it. The resolutions are passed by ordinary majority of votes cast. In the event of a tie, the Chairman has the decisive vote.

2.10 The members of the Supervisory Board may participate in passing resolutions, casting their vote in writing through another member of the Supervisory Board. A vote in writing must not concern the matters included in the Agenda during the meeting of Supervisory Board. A vote in writing shall contain the wording of the resolution.

2.11 The Supervisory Board may also pass written resolutions or by means of direct distance communication. The resolution is valid if all members of the Supervisory Board were notified about the content of the draft of the resolution.

2.12 Passing resolutions by the Supervisory Board in the forms mentioned in sections 2.10 - 2.11 does not apply as to the election of the Chairman and Vice-chairman of the Supervisory Board, to the appointment of the members of the Board of Directors and to dismissals or suspension of these persons.

2.13 The Chairman of the Supervisory Board is authorized to make statements on its behalf.

2.14 The Supervisory Board acts pursuant to the legal regulations, the Statute, the resolutions of the General Meeting, as well as the Bylaws adopted by the Supervisory Board.

2.15 Members of the Supervisory Board receive remuneration for fulfilling their duties. The amount of the remuneration for the members of the Supervisory Board is determined by the General Meeting.

### **3. The General Meeting**

3.1 Ordinary General Meeting is convened not later than within six months after the end of each financial year.

3.2 Each ordinary share gives the right to one vote during the General Meeting.

3.3 The General Meeting is opened by the Chairman of the Supervisory Board.

3.4 The General Meeting adopts its own Agenda.

3.5 General Meetings take place at the Company's registered office.

3.6 The resolutions of the General Meeting are passed by the ordinary majority of votes cast, unless the legal regulations in force or the Statute provide otherwise.

3.7 The issue of removal or abandonment of the discussion of a matter included in the Agenda on a shareholder's request, a resolution of the General Meeting is required, which is passed with the previously expressed consent of all shareholders present at the Meeting, who made such a request, supported by 75% of the votes cast at the General Meeting.

3.8 The purchase or sale of real property, perpetual usufruct or shares in real property or in a perpetual usufruct right do not require a resolution of the General Meeting.

### **§6. Accounts of the Company**

1. The financial statement of the Company and the report of the Board of Directors on the Company's business activity for the previous financial year should be made within the time periods provided for in the relevant legal regulations in force.

2. A financial year is a calendar year.

3. The Company creates the following capitals:

a) Share capital;

b) Supplementary capital.

4. The Company may form reserve capitals and purpose funds.

5. Pursuant to the resolutions of the General Meeting the reserve capitals may be used in particular for:

a) Increase of the share capital;

b) Paying the dividend to the shareholders.

6. Pursuant to the resolutions of the General Meeting the pure profit of the Company, after the relevant statutory deductions, may be allocated for:

a) Dividend for the shareholders;

b) Forming or topping-up the capitals and funds of the Company, including the increase of the share capital,

c) Other purposes.

7. The General Meeting determines the dividend day and the date of its payment.

8. The auditor for special issues may not be an entity which currently is or within the period which the audit concerns was the auditor of the Company or of its subsidiaries.

#### **§7. - Final provisions**

1. Issues not regulated herein are governed by the provisions of the Commercial Companies Code and other acts of law.

2. The Company makes announcements in the Court and Business Journal.