

„BYELAWS OF THE COMPANY GENERAL MEETINGS

ZAKŁADY URZĄDZEŃ KOMPUTEROWYCH „ELZAB” SPÓŁKA AKCYJNA

[„ELZAB” COMPUTER WORKS JOINT STOCK COMPANY]

WITH REGISTERED OFFICE IN ZABRZE

I. GENERAL.

§ 1.

1. These Bye-Laws, (hereinafter called „**The Bye-Laws**”) determine the principles and mode of holding both annual and extraordinary General Meetings of „ELZAB” Computer Works Joint Stock Company with registered office in Zabrze, (hereinafter referred to as „The Company”).
2. These Bye-Laws, together with the laws commonly applicable and the Company Statute constitute the legal foundation for the General Meeting functioning.
3. The provisions of the laws commonly applicable and the Company statute prevail over the provisions of the Byelaws.
4. Whenever an „attendee” is mentioned herein, it shall mean a shareholder or shareholders, their statutory representatives and attorneys-in-fact.
5. The provisions of the Byelaws concerning shareholders apply to their attorneys-in-fact and statutory representatives, respectively.

§ 2

1. The Company General Meeting (hereinafter referred to as the “General Meeting” of the “Meeting”) is held according to the agenda announced on date and place indicated in the announcement of convening the General Meeting.
2. The technical and organizational operation of the Meeting is provided by the Company Management Board.

II. THE RIGHT TO ATTEND THE GENERAL MEETING.

§ 3

1. The persons entitled to attend the General Meeting are the shareholders only who were shareholders in the Company sixteen days prior to the date of the Meeting (date of registration of attending the General Meeting). The Shareholders may be represented by the statutory representatives or plenipotentiaries, provided they produce their powers and submit the power-of attorney granted by persons authorized thereto, as provided in the excerpt from relevant register.
2. The power-of attorney to attend the General Meeting and exercise the right to vote is required to be granted in writing or in the electronic form.
3. In case of granting the Power-of-Attorney in writing, the plenipotentiary should produce the original Power-of-Attorney while registering in the list of attendees of the General Meeting. The representatives of legal entities should produce the current excerpt from the relevant register, determining the persons authorized to represent such entities.
4. Attorney-in-Fact holding secondary power-of-attorney is obliged to produce his powers by producing a certified power of attorney constituting the foundation for the secondary power-of-attorney, including the documents confirming the full powers of the primary power-of-attorney.

5. In case of granting power of attorney in the electronic form, such power of attorney needs to be granted on a form correctly and completely filled out by the Company on its website. The Shareholder and Attorney in Fact granting secondary power of attorney are obliged to notify the Company on granting power of attorney in the electronic form, as a pdf file to the Company e-mail address indicated in the announcement of convening the General Meeting, two business days prior to the General Meeting, at the latest. In case of shareholders being legal entities, the power of attorney should be accompanied by the current excerpt from relevant register, also in the form of a pdf file, determining the persons authorized to represent the entities. If no current excerpt from relevant register is produced, the Company shall call such shareholder to send the appropriate document. If the Company does not receive the said document, the Attorney-in-Fact of such shareholder shall not be admitted to attend the General Meeting.
6. The shareholder should notify the Company of withdrawal of Power of Attorney granted by e-mail one business day prior to the date of the General Meeting, at the latest, attaching the appropriate form, in pdf format, provided by the Company on its website from the date of convening the General Meeting. In case of shareholders being legal entities, the shareholder should enclose the withdrawal of the Power of Attorney and the current excerpt from relevant register in pdf format, defining people authorized to represent such entities. In case there is no current excerpt from the relevant register, the Company shall call such shareholder to send the appropriate document immediately. No current excerpt from the relevant register shall cause the lack of withdrawal of the power of attorney. The withdrawal of the power of attorney shall also be effective in case of receipt of the original of the relevant document to the Company address (Zakłady Urządzeń Komputerowych „ELZAB” S.A. ul. Kruczkowskiego 39, Zabrze 41-813) one business day prior to the date of the General Meeting, at the latest. In case of shareholders being legal entities, the shareholder should enclose the withdrawal of the Power of Attorney and the current excerpt from relevant register in pdf format, defining people authorized to represent such entities. In case there is no current excerpt from the relevant register, the Company shall call such shareholder to send the appropriate document immediately. No current excerpt from the relevant register shall cause the lack of withdrawal of the power of attorney.
7. In case of a shareholder's withdrawal of power-of-attorney being the foundation for a secondary power of attorney, the secondary Attorney in Fact shall not be admitted to attend the General Meeting.
8. Granting or withdrawal of Power of Attorney on-line does not require safe electronic signature verified by valid qualified certificate.
9. In order to verify the Power of Attorney granted on-line, the Company may request the shareholder or Attorney in Fact by telephone or on the e-mail address provided to confirm the Power of Attorney granted. The Company may also take other measures, in order to confirm the Power of Attorney granted.
10. The persons authorized on prescribed shares and temporary certificates as well as lienors and users entitled to the right to vote, have a right to attend the Company General Meeting if they are listed in the to the shareholders book on the day of registration of attending the General Meeting.
11. Any documents written in a foreign language, particularly copies and excerpts from relevant registers and powers of attorney need to be accompanied by original copies of translation or certified copy of translation of such document into Polish, made by a sworn translator. This requirement does not concern granting or withdrawal of power of attorney with the use of forms made available by the Company on its website.
12. Certified copies (duplicates) are considered to be the copies authenticated as true and accurate copies of the original personally by the principal, legal advisor, lawyer or notary public. It does not apply to powers of attorney that always must be submitted in the original or copy certified by a notary public.
13. In addition to shareholders, their attorneys in fact or statutory representatives, the following persons are entitled to attend the General Meeting (without the right to vote unless they are simultaneously shareholders in the Company, their statutory representatives or attorneys in fact:
 - a) Members of the Management Board, Supervisory Board and proxies;
 - b) Certified auditor auditing the Company financial statement – at the Annual General

- Meeting or Extraordinary General Meeting - if the Management Board acknowledges his participation recommended due to the agenda;
- c) Notary public writing the minutes of the General Meeting;
 - d) Experts and consultants invited by the Management Board;
 - e) Candidates to the Company Supervisory Board, in the part of debates concerning their possible appointment to the Supervisory Board;
 - f) The Company employees;
 - g) Technical service team;
 - h) Media representatives.
14. Members of the Management Board and Supervisory Board should attend the General Meeting in the number allowing for giving substantial answers to the questions asked at the Meeting, related to the particular points of the agenda.
15. Members to the Company Management Board and the Supervisory Board and the certified auditor should provide the attendees with explanations and information and answer questions related to the Company, within the limits of their competence and provided this is reasonable for the assessment of an issue included in the agenda:
- a) The Company is a „public company” in the meaning of the provisions of the Law dated 15th September, 2000 – Public Companies Code, and providing some information cannot be made otherwise than in the method defined by the regulations on trading in financial instruments.
 - b) Under the principles determined in the Commercial Companies Code, the Management Board has a right to refuse providing information.

III. LIST OF ATTENDEES.

§4

1. The list of attendees is made in virtue of the list of shareholders authorized to attend the General Meeting, such list should be signed by the Management Board.
2. The Shareholders arriving at the General Meeting confirm their presence by their own signatures on the list of attendees displayed at the entrance to the conference room and collect the voting devices. The condition for providing the voting device is submission of appropriate documents defined in § 3 of the Byelaws.
3. The attendees sign in the list of attendees with their full names.
4. The list of attendees is preliminarily checked by people appointed by the Management Board upon registration at the General Meeting. The duty of the persons is to check:
 - a) Whether the shareholder is listed as authorized to attend the Meeting,
 - b) The identity of the shareholders or persons representing them,
 - c) Proofs of being authorized to represent the shareholders (powers of attorney, copies or excerpts from registers, etc.)
5. In case of any doubts, the person checking the list of attendees should point it out to the Chairman of the Meeting – after his election, but before the list of attendees is signed by the Chairman.
6. The list of attendees must not be made available to any third parties and is displayed for the shareholders throughout the entire meeting. The list of attendees should include the following details:
 - a) Shareholder's name (company), company name and number of a Meeting attendee Identity document,
 - b) Information whether a Meeting attendee is a shareholder, statutory representative of a shareholder or Attorney in Fact. If an attendee is a statutory representative or Attorney in

- Fact – the name or company name of respective shareholder represented must be indicated,
- c) Number of shares held by a shareholder a given Meeting attendee has at his disposal, indicating the type of such shares,
 - d) Number of votes attributed to specific shares,
 - e) Signature of the Meeting attendee in the attendance list.
7. For validity, the attendance list needs to be signed by the Chairman.
 8. Motions concerning the rights to attend the General Meeting should be submitted with the General Meeting Chairman – after his election and the Chairman upon consultation with the notary shall make decisions thereon, unless a commission is appointed as specified in art. 410 § 2 of Commercial Companies Code.
 9. At a shareholder’s request, the decision of Chairman or the Commission mentioned in section 8 above concerning the refusal to admit him to attend the Meeting should be subjected to vote by the General Meeting.
 10. Upon completion and signing the list of attendance the Chairman shall announce how many shareholders are present, stating the number of votes eligible to each of them.
 11. When leaving the conference room during the Meeting the Shareholders pass the voting device to the Chairman.
 12. The Chairman shall announce all the changes or supplements to the list of attendance during the Meeting and the circumstances are recorded in the notary’s minutes of the meeting.

IV. OPENING THE MEETING. ELECTION OF THE CHAIRMAN.

§ 5

1. The debates of the General Meeting are opened by person indicated in the Company Statute. The person opening the Meeting may make any and all the decisions concerning the order and necessary for starting the debates and selection of the Chairman. The provisions of § 6 par. 3 - 5 of the Byelaws apply to the person opening the Meeting, correspondingly.
2. Directly after opening the debates, the person who opened them shall order and conduct the election of the Chairman of the Meeting out of the Meeting attendees.
3. Each person authorized to attend the Meeting has a right to become a candidate for the Chairman of the Meeting or to withdraw his candidanship.
4. The candidate proposed shall be included in the list of candidates after his verbal declaration that he accepts the candidanship. The list of candidates shall be made by the person who has opened the Meeting.
5. The person who opened the Meeting shall monitor the proper course of voting the election of the Chairman, informs the attendees on the number of shareholders participating in the vote and the number of votes at their disposal and, after completion of the vote, announces its result.
6. The Chairman of the Meeting is elected in secret ballot, following the sequence of the candidates proposed. The person who received majority of the votes “for” shall become the Chairman of the Meeting. If any candidate gets the absolute majority of votes, such candidate shall become the Chairman, while the other candidates are not voted.
7. If two or more candidates receive the same largest number of votes, the person opening the Meeting shall order supplementary elections for those candidates only who received identical number of votes in the original vote. If the vote does not lead to election of the chairman twice,

the person opening the Meeting shall become the Chairman and if such person is not authorized to attend the Meeting, the Chairman of the Company Management Board shall become the Chairman of the Meeting.

V. COMPETENCE OF THE CHAIRMAN OF THE MEETING.

§ 6

1. After being elected the Chairman of the Meeting shall:
 - a) Confirm the correctness of convening the Meeting and its capability to adopt resolutions in matters included in the agenda, in virtue of the documents submitted by the Management Board related to convening to the Meeting,
 - b) Inform the attendees of the Meeting on the presence at the meeting of a notary public, consultants and other people invited by the Company authorities.
 - c) Order checking the list of attendees authorized to vote and, if there are no objections, shall sign it.

2. At the motion of shareholders of at least 1/10 of the share capital, the Chairman shall order checking the list of attendees by a commission appointed for this very purpose, consisting of at least three people, whereby one of the commission members shall be elected by the authors of the motion. The Commission shall make decision by absolute majority of votes and pass the vote results to the Chairman who shall announce them.

3. In addition to the matters prescribed by the law, the Company Statute and Byelaws, the duties and rights of the Chairman include in particular:
 - a) Assurance of efficient course of the Meeting debates, following the agenda and respecting the right and interest of all the shareholders;
 - b) Preventing the abuse of the rights by the attendees of the Meeting and assurance of respect of the minority shareholder rights pursuant to the Commercial Companies Code, the Company Statute and the Byelaws;
 - c) Granting the Meeting attendees the right to speak and ruling them out of order;
 - d) Ordering the votes, monitoring its their correct course and announcing the vote results;
 - e) Statement of passing or rejecting specific resolutions;
 - f) Ordering short breaks in the debates, constituting no postponement of debates, with reservation that such breaks should be so ordered that the Meeting ends on the day of beginning of the same;
 - g) Settling doubts about the Byelaws;
 - h) Ordering votes on removing from the meeting room of people seriously infringing the law, Statute, the Byelaws or decency;
 - i) Cooperation with the notary making the minutes of the Meeting;
 - j) Processing the motions made by the Meeting attendees and ordering votes on the subject of such motions, if necessary;
 - k) Providing technical explanations on the vote procedure, particularly if the votes are carried out with the use of the electronic vote counting system.

4. While doing his duties, the Chairman may use the assistance of the notary, lawyers and technical staff at any time and order short breaks for that purpose as well.
5. The Chairman of the Meeting should not resign from his function without any important reasons, nor unreasonably delay signing of the minutes of the Meeting.
6. The Chairman may independently introduce matters of order in the debates and subject them to vote, although they were not included in the agenda. The Meeting may adopt resolutions

regarding the matters of order as well as ones concerning convening an extraordinary General Meeting, although they were not included in the agenda.

7. The matters of order include in particular:
 - a) Giving and overruling consent for attendance at the Meeting to persons other than those indicated in § 3 par. 13 section (a) – (c) of the Byelaws.
 - b) Placing a motion for change of the order of matters processed and included in the agenda;
 - c) Placing a motion for appointment of committee indicated in § 6 par. 2 of the Byelaws;
 - d) Placing a motion for appointment of the returning committee ;
 - e) Selection of committees pursuant to the law, Statute or Byelaws;
 - f) Recording the course of debates by means of devices recording sound and vision;
 - g) Processing the motion and adopting resolution on convening extraordinary General Meeting;
 - h) Decisions on formal motions, defined in the Byelaws;
 - i) Processing the motion for change of the Chairman.
8. The Chairman may not refuse subjecting a matter of order to vote by the Meeting.
9. With reservation to the provisions of law, the Company Statute and the Byelaws, the Chairman may not remove any matters from the agenda announced, change the order of the particular points or subject to debates any substantial matters not included in the agenda.

§ 7

1. The Meeting may select the returning committee consisting of three members. The selection shall take place according to the following decisions.
2. Each attendee of the Meeting has a right to become a candidate for the Returning Committee member. The list of candidates shall be made by the Chairman of the Meeting.
3. If the attendees of the Meeting propose only three candidates for the Returning Committee members and none of the attendees present at the Meeting makes no objection against their being the Returning Committee member, nor motions for voting, the proposed candidates shall become the Returning Committee member without the necessity for any formal voting.
4. If the attendees of the Meeting proposed three candidates for the Returning Committee only, but the vote is necessary due to objection, the attendees of the meeting shall elect them voting in blocks, i.e. for the three candidates jointly. Overruling of the proposed members by the Meeting shall cause reopening of the list of candidates.
5. If the attendees of the Meeting propose more than three candidates for the Returning Committee members, then they elect voting for each candidate individually. The Returning Committee members shall be the candidates who received the largest number of votes, and, with the equal number of votes cast for two or more candidates, additional vote shall be carried out.
6. The Returning Committee member are elected in secret ballot, unless the Meeting waives the secrecy of the vote.
7. The tasks of the Returning Committee include:
 - a) Supervision over the correct course of the votes,
 - b) Informing the Chairman of the Meeting on the voting results,
 - c) Other procedures related to carrying out the votes.
8. All the Returning Committee members and the Chairman shall sign the minutes including the results of each vote immediately after counting the votes.
9. In case of failure to appoint the Returning Committee, the Chairman of the Meeting shall perform their tasks personally or with the help of the technical staff.

VI. THE AGENDA. FORMAL MOTIONS.

§ 8

1. After the statement that the Meeting is capable to pass resolutions and signing the attendance list, the Chairman of the Meeting presents the agenda to the attendees and orders voting the resolution on the agenda of the Meeting on a given day.
2. The Meeting may adopt a resolution on the agenda for a particular day about:
 - a) Resignation from processing a matter included in the agenda,
 - b) Change of the order of processing the matters included in the agenda,
 - c) Overruling all the proposed agenda and decision on convening Extraordinary or Annual General Meeting and settling the agenda of such Meeting.
3. The resolution on resignation from processing a matter included in the agenda may be passed only in case there are some significant and substantial reasons therefore. The motion for the same should be motivated in detail. This does not concern the motion for removing from the agenda a point introduced under art. 401 § 1 of Commercial Companies Code, if such motion is put by a shareholder who previously claimed the introduction of such point in the agenda.
4. The processing of a matter included in the agenda at a shareholder's request under art. 401 § 1 of Commercial Companies Code, without the consent of such shareholder, unless he is not present at the Meeting.
5. After the Meeting has passed a resolution on resignation from processing the matter included in the agenda, the Chairman shall leave the motions concerning without further processing.

§ 9

1. The matters included in the agenda shall be reported by the authority convening the Meeting. After reporting each point of the agenda, the Chairman shall enable the attendees to ask questions concerning such point.
2. Each attendee of the Meeting may speak on the matters included in the agenda only, in the scope of the point currently processed. While processing each matter included in the agenda, depending on the circumstances, the Chairman may define the timeframe each speaker shall have for his statement and reply. Such restriction does not concern the Company authority member, the certified auditor and experts and consultants. Each attendee has a right to appeal against the Chairman's decision with the Meeting that shall make ultimate resolution in this scope.
3. The Chairman of the Meeting enters the attendees reporting for discussion in the list and grants them the right to speak in the order of their reporting.
4. When the list of the speakers in the matter included in the agenda is exhausted, the Chairman of the Meeting shall grant the right to speak to the relevant Company authority member or a person appointed by him, in order to reply.
5. The Chairman of the Meeting may grant the right to speak to a Supervisory Board member or the Company Management Board member or the expert, guests and consultants invited before people from the list of speakers.
6. The Chairman decides on closing the discussion.
7. The Chairman may reprimand the speaker who talks about matters unrelated to the topic processed, exceeds the time appointed for his speech or makes prohibited statements.

8. The speakers who do not observe the Chairman's remarks or making statements in a way infringing the Byelaws, the Chairman may overrule the right to speak given to such person or may remove from the room people disturbing the order and the agenda. At the motion of the person concerned, the Meeting may make a different decision on the above matters.

10. Each attendee of the Meeting may place a motion on a formal matter.

11. In formal matters, the Chairman of the Meeting shall grant the right to speak out of the queue.

12. The motions on formal matters are considered to be the motions on the method of debates and voting, concerning in particular

- a) Postponement or closing the discussion,
- b) Restriction of the time of speeches,
- c) Method of conducting the debates,
- d) Closing the list of speakers,
- e) Ordering a short break in the debates,
- f) Sequence of voting the motions,
- g) Closing the list of candidates in voting,
- h) Compliance of the course of the Meeting with the law, the Company Statute and the Byelaws,
- i) Joint processing of several points of the agenda.

13. The motions may be placed verbally or in writing. The motions placed in formal matters shall be settled by the Chairman of the Meeting and in case of objection against his decision placed by an attendee of the Meeting, the Meeting shall decide. Prior to settling a formal motion, the Chairman may order discussion over such motion.

14. Voting the formal or order matters may concern only the questions related to conducting the debates of the Meeting. The resolutions that may affect exercising the shareholders rights shall not be voted in such a mode.

15. The basic rights of the shareholders authorized to vote include in particular:

- a) Exercising the right to vote in an unrestricted way,
- b) Placing formal motions,
- c) Demanding a secret ballot,
- d) Demanding to put an objection in the minutes,
- e) Asking the Company authority members, certified auditor and experts invited questions on matters included in the agenda,
- f) Presenting proposed resolutions and amendments to drafts resolutions included in the agenda,
- g) Making written declarations to be included in the minutes.

16. The basic duties of the shareholders authorized to vote include in particular:

- a) Observance of the law, the Company Statute and the Byelaws and decency,
- b) Not to abuse the right to speak,

17. On each call of the Chairman and prior to speaking, a shareholder should introduce himself with full name, while the statutory representative and attorney in fact should also provide information on the shareholder on behalf of whom he speaks.

18. After completion of discussion of a given point of the agenda, the Chairman shall close it and subject draft resolution to voting.

VII. RESOLUTIONS.

§ 10

1. The General Meeting makes decisions in the form of resolutions.
2. Draft resolutions included in the agenda provided in the announcement of the Meeting are prepared by the Management Board and announced together with the justification on the Company website, by date determined by relevant regulations. The same applies to draft resolutions proposed by authorized shareholders, under art. 401 § 4 of Commercial Companies Code. Draft resolutions proposed by the shareholders should include justification. In case there is no justification, the Company Management Board shall request such shareholders to provide the justification of the proposed drafts.
3. The draft resolutions and amendments to resolutions presented at the Meeting by entities authorized should be made in writing, unless this is too difficult and then verbal proposals shall be admitted.
4. Resolutions in the matters of order or formal motions shall be edited and read by the Chairman; this does not exclude the right of the attendees of the Meeting to propose drafts or amendments to draft resolutions in this scope.
5. A draft resolution or motion for change of its text may be withdrawn by the persons who proposed them.
6. The Chairman should read a draft resolution concerning a given point of the agenda, unless the draft resolution had been made available by the Company earlier on its website, in a form of report is included in the materials for the General Meeting provided to the shareholders.
7. After reading the draft resolution (including the provisions of par. 6 above), the Chairman shall allow the shareholders to propose amendments to the draft presented and then subjects them to vote according to the following order:
 - a) In the first place the most radical amendments are voted, i.e. the acceptance or overruling such amendments decides on the lack of purpose of any other amendments,
 - b) Voting a draft resolution in whole with changes resulting from the amendments voted upon.
8. The proposed amendments to the resolution against which none of the attendees has made any objections are acknowledged to have been accepted by acclamation without the necessity of separate voting over the amendments.
9. In case of adopting a resolution on acceptance of an amendment (in this case acceptance thereof by acclamation) no amendments contradictory thereto shall be voted.
10. After voting (or acclamation) on amendments, the Chairman shall edit and subject to vote the final text of resolution on a given point of the agenda.
11. In case various draft resolutions for the same point of the agenda have been proposed, the Chairman shall subject to vote all the drafts, in the sequence settled at his sole discretion. In case of acceptance of one of the competitive draft resolutions, the other drafts shall not be voted.
12. If any amendments are proposed to competitive draft resolutions, the amendments to such resolution are considered that, according to the Chairman's decision should be passed first. The provisions of par. 6 to 11 are applied, respectively. If a resolution is not passed, the Chairman shall order considering another draft resolution and amendments to such draft, according to the set order.
13. Overruling a draft resolution as a result of failure to obtain the required majority of votes shall not mean that the Meeting passed a negative resolution with the text contrary to the motion subjected to vote.
14. The Meeting may amend or overrule its resolution earlier passed (reassumption).
15. The reassumption cannot take place at the same Meeting, except cases where all the share capital is represented and none of the attendees objected against the reassumption of the resolution.

16. If the Meeting passes a resolution on convening an extraordinary General Meeting, the resolution shall be effective provided that its text contains the following elements as a minimum: date and place of meeting and agenda. The execution of the resolution is the task of the Management Board, unless the General Meeting decides otherwise.

VIII. VOTING.

§ 11

1. The resolutions of the Meeting are passed by ordinary majority of votes cast, unless the applicable laws or the Company Statute provide otherwise.
2. If passing of a resolution requires a determined quorum or qualified majority of votes, then the checking of the list of votes at the disposal of attending shareholders or the part of share capital being represented is exercised through the number of votes cast on the draft resolution, .
3. In case when the laws or the Statute require votes in separate groups (types) of shares, the Chairman shall order a separate voting in the particular groups of shares. Only the Meeting attendees authorized to vote from a given type of shares shall participate in the vote each time. Minutes of each vote in particular groups shall be made.
4. The Chairman may order that the shareholders authorized to vote from a given type of shares vote in the order settled by him.
5. If an attendee of the Meeting holds various types of shares, he should vote separately in each group of shares casting as many votes as shall fall for each type of shares. .
6. The following are considered to be the separate groups (types) of shares:
 - a) Preference shares by vote and shares granting particular rights to the shareholders, not eligible on other shares (a separate group of shares for each scope of preference),
 - b) Preference shares by vote only, whereby each type of shares is set according to the same number of votes falling on one share,
 - c) Ordinary bearer shares.
7. The votes at the Meetings are carried out with the use of electronic techniques. The voting technique may be changed in case of:
 - a) voting by acclamation,
 - b) if the number of attendees at the Meeting is below ,
 - c) in case of failure of the electronic voting equipment lasting longer than 30 minutes, if the Meeting does not order a break in the debates as provided in art. 408 § 2 of Commercial Companies Code.
9. The documents containing the results of each vote are signed by the Chairman and all the Returning Committee members – if appointed.
10. Whenever the laws or the Company Statute require that some special conditions need to be met in order to pass a certain resolution, for example representing a determined part of the share capital, the Chairman of the Meeting shall state and announce the capability of the Meeting to pass such resolution prior to voting. .
11. After the voting results have been obtained, the Chairman of the Meeting announces the number of votes cast for the resolution, the number of votes against it and the number of votes abstaining and then states whether such resolution has been passed.

12. The persons objecting against the resolution passed are provided with the possibility of brief justification of such objection.
13. In case of intention to vote by a shareholder in a different way from the shares he holds (art. 411³ of Commercial Companies Code) the shareholder should claim such intention prior to the Chairman's ordering vote over the resolution at the latest. The Chairman shall announce a technical break then, in order to enable providing appropriate number of voting cards to such shareholder.

IX. ELECTION AND CHANGES IN THE SUPERVISORY BOARD.

§ 12

1. The Meeting shall make changes in the membership of the Supervisory Board in a secret ballot.
2. Each attendee of the Meeting has a right to place a motion for dismissal of one or more Supervisory Board members. The motion is placed together with justification in a manner enabling the Meeting to make a conscious decision. Voting the dismissal of each member of the Supervisory Board is carried out separately.
3. Each attendee of the Meeting has a right to propose one or more candidates for the Supervisory Board members during the time determined by the Chairman of the Meeting. The proposal should include:
 - a) Full name, short professional CV of the candidate and justification of such candidatedship,
 - b) Full name of the proposer and the name of shareholder on behalf of whom he acts, if necessary.
4. The candidate, if attending the Meeting, should make a declaration whether he agrees to be a candidate. Such declaration may be made in writing or verbally to the minutes and should include information whether there are any statutory prerequisites excluding the appointment of a given candidate to the Supervisory Board.
5. The list of candidates for the Supervisory Board members is prepared by the Chairman of the Meeting.
6. After the Chairman's statement that none of the attendees of the Meeting proposes any new candidates for the Supervisory Board member or after expiration of the time appointed thereto, the list of candidates shall be closed.
7. The list of candidates cannot be closed if the number of candidates proposed is lower than the number of vacates to be occupied, unless closing the list causes no infringement of the Company Statute provisions determining the minimum and maximum number of the Supervisory Board members.
8. The election of the Supervisory Board members is made through voting for one candidate proposed after another. The Supervisory Board members are selected the candidates who obtained the highest number of votes „for” their appointment.
9. If two or more candidates obtain the same number of votes and this will cause a situation that the number of persons elected exceeds the vacates in the Supervisory Board, the Chairman of the Meeting shall order supplementary elections in which only those candidates shall participate who obtained the same number of votes in the first vote.
10. If the number of candidates proposed for the Supervisory Board members corresponds to the number of vacates to be occupied, the vote may take place in a block system, i.e. for all the candidates at the same time, unless objections were made thereto. In case of objection, the vote shall take place under the principles defined above.

§ 13

1. At the motion of the shareholders representing at least one fifth of the share capital, the election of the Supervisory Board members should be carried out by the following Meeting by voting in

separate groups.

2. The persons representing the number of shares at the Meeting that falls from the total number of shares represented, by the maximum number of the Supervisory Board members, may establish a separate group in order to select one Supervisory Board member, however, they do not participate in the selection of the other members.
3. The mandates in the Supervisory Board not occupied by the appropriate group of shareholders, established according to par, 2 above, are appointed upon voting in which those shareholders participate whose votes were not cast when selecting the Supervisory Board members selected by voting in separate groups.

X. BREAK IN DEBATES.

§ 14

1. In case the Meeting orders a break by in debates according to art. 408 § 2 of Commercial Companies Code, the resolution should indicate date and place of continuing such debates.
2. The debates reassumed start with making a new list of attendees, unless the Meeting reassumes the debates on the same day.
3. If the Chairman elected right before ordering the break is present – no new election is made and the same person shall chair the Meeting.
4. In case of the shareholders' representatives, if such representatives are new, a Power of Attorney should be submitted or another relevant document authorizing to represent a shareholder at the Meeting, pursuant to the Byelaws.
5. The right to participate at the Meeting is decided upon under the principles determined in the Commercial Companies Code and announcement about the General Meeting and the dates indicated therein are calculated in relation to the date of Meeting originally fixed, not in relation to the date of reopening the Debates.
6. Expanding the agenda of the Meeting debates after the break, in relation to the text of the announcement of the Meeting is not admitted.
7. If the Meeting orders a break in the debates, the resolutions passed before the break shall be included in the minutes with remark that the Meeting was discontinued.
8. After reassumption of the debates of the Meeting, the resolutions passed in this part of the Meeting shall be included in separate minutes and when there are several breaks – in corresponding number of minutes.
9. Each copy of notarial minutes made according to par. 8 the list of attendees of the Meeting participating in its specific part.

XI. FINAL PROVISIONS.

§ 15

After the agenda has been exhausted, the Chairman of the Meeting shall announce closing the Meeting.

§ 16

1. The resolutions of the Meeting are recorded by the Notary.
2. The minutes shall include the Notary's statement that the Meeting was convened correctly and is capable to adopt resolutions, the text of resolutions passed and, after each resolution: the number of shares on which valid votes were cast, percentage of the shares in the share capital, total number of valid votes cast by resolution "for", "against" and "abstaining" and objections made. The lists of attendance signed by the General Meeting attendees are attached to the minutes.
3. The excerpt of the minutes and proofs of convening the General Meeting are attached to the Book of Minutes.

4. In addition to the minutes made in the form of notarial deed, the Chairman may order additional recording of the whole or part of the debates by a secretary especially appointed therefore. A person not participating at the Meeting may be the secretary.
5. The record may include matters not being subject of the minutes made by the notary, particularly, the method of settling the order and formal matters and the course of discussion of the draft resolutions proposed.
6. When issuing an excerpt of the notarial minutes of the Meeting, the Company may claim reimbursement of the costs of preparing it.
7. The course of the debates – in whole or in part – may be additionally recorded by means of audio or visual recording equipment.
8. The carriers of the records of the Meeting debates shall be stored on the Company premises by the Management Board who may decide on destroying them, while copies shall not be issued.
9. The debates may be recorded with the Meeting consent with reservation that the person speaking may claim that their statement or image recorded in such a way should not be published or disseminated. .
10. The records mentioned in par. 4 – 9 of this paragraph are not subject to regulations on the minutes General Meetings.

§ 17

Any questions concerning debates and not regulated by these Byelaws or the law, shall be settled by voting.

§18

1. Any amendments and supplements to these Byelaws, for validity, require relevant resolution of the Meeting.
2. Any amendments and supplement to these Byelaws shall apply starting with the Meeting following the one they were adopted at.
3. These Byelaws shall come into force and effect at the moment of the Meeting shall pass a resolution on acceptance thereof and shall apply from the next Meeting.”