

## **ARTICLES OF ASSOCIATION OF A JOINT-STOCK COMPANY**

The consolidated text include changes made to the resolutions of the GMS No. 19/2010  
of 22 June 2010

### **GENERAL TERMS**

#### **§ 1.**

1. The Company's business name is SKYLINE INVESTMENT Spółka Akcyjna.
2. The Company may use the abbreviated name SKYLINE INVESTMENT S.A. and a distinctive sign.

#### **§ 2.**

The Company's principal place of business is Warsaw.

#### **§ 3.**

The Company is incorporated for indefinite time.

#### **§ 4.**

The Company shall operate within the territory of the Republic of Poland and outside the Republic of Poland.

#### **§ 5.**

The Company may establish and liquidate branches, representative offices and join other companies.

#### **§ 6.**

The Company's founders are:

1. Jerzy Rey
2. Maciej Rey
3. Krzysztof Szczygieł.

### **BUSINESS ACTIVITIES**

#### **§ 7.**

1. The Company shall operate pursuant to these Articles of Association, Commercial Companies Code and other applicable provisions of law.
2. The Company's business activities according to the Polish Classification of Business Activities include:
  - 1) activities of financial holdings (PKD 64.20.Z)
  - 2) activities of trusts, funds and other similar financial institutions (PKD 64.30.Z)
  - 3) activities related to funds' management (PKD 66.30.Z)
  - 4) other financial service activities elsewhere unclassified, excluding insurance and pension funds (PKD 64.99.Z)

- 5) activities of internet portals (PKD 63.12.Z)
  - 6) public relations and communication (PKD 70.21.Z)
  - 7) other consulting activities in business and management (PKD 70.22.Z)
  - 8) other professional, scientific, technical activities, elsewhere unclassified (PKD 74.90.Z)
  - 9) activities of head offices and holdings, excluding financial holdings (PKD 70.10.Z)
  - 10) other activities supporting financial services, excluding insurance and pension funds (PKD 66.19.Z)
  - 11) other forms of giving credits (PKD 64.92.Z)
  - 12) accounting activities, tax advisory (PKD 69.20.Z)
  - 13) service activities related to office administration (PKD 82.11.Z)
3. Activities subject to a permit, approval or licence shall be commenced upon obtaining thereof by the Company.
  4. The scope of the Company's business activities may be changed by way of resolution of the General Shareholders Meeting adopted by a majority of 2/3 of votes in the presence of persons representing at least half of the share capital, without the buyout of shareholders who do not agree to the change of the Company's scope of business.

#### **SHARE CAPITAL / SHARES**

##### **§ 8.**

1. The Company's share capital amounts to PLN 10.000.000 (ten million zlotys) and is divided into 10.000.000 (ten million) shares with the nominal value of PLN 1 (one zloty) each, including:
  - 1) 100.000 (one hundred thousand) series A ordinary bearer shares,
  - 2) 2.295.400 (two million two hundred ninety five thousand and four hundred) series B ordinary bearer shares,
  - 3) 10.000 (ten thousand) series C ordinary bearer shares,
  - 4) 4.094.600 (four million ninety four thousand and six hundred) series D ordinary bearer shares,
  - 5) 1.500.000 (one million five hundred thousand) series E ordinary bearer shares
  - 6) 2.000.000 (two million) series F ordinary bearer shares.
2. Series A shares have been subscribed in whole prior to the incorporation of the Company. Series B shares have been subscribed in whole by a contribution in kind, series C shares have been subscribed in whole by a contribution in money before the registration of an increase of the share capital by way of issue of series B and C shares. Series D, E & F shares have been subscribed in whole by a contribution in money before the registration of an increase of the share capital by way of issue of series D, E & F shares.

##### **§ 9.**

1. Within the period when the Company's shares are traded on the regulated market, a swap of bearer shares traded on the regulated market into inscribed shares is not allowed.
2. The Company may issue subscription warrants and bonds, including convertible bonds.

**§ 10.**

The shares may be issued in collective coupons.

**§ 11.**

1. The Company's shares may be redeemed at the consent of the shareholder to whom the redemption of shares applies, by way of their acquisition by the Company for the purpose of redemption (voluntary redemption).
2. The redemption of shares is performed by way of decrease of the Company's share capital.
3. The redemption of shares is subject to a resolution of the General Shareholders Meeting. The resolution of the General Shareholders Meeting regarding redemption of shares shall specify the method and condition of redemption, in particular the amount, date and method of payment of fee to which the shareholder is entitled for the redemption of their shares, legal basis for redemption and the method of decreasing the share capital.
4. If the payment of fee for voluntary redemption of shares is financed from the amount, which in accordance with art. 348 § 1 of the Commercial Companies Code may be allocated for distribution, the provisions in section 5 and 6 shall apply accordingly.
5. The General Shareholders Meeting shall adopt a resolution in which (a) the General Shareholders Meeting consents to the purchase by the Management Board of equity shares for the purpose of redemption thereof, (b) allocates within the limits specified in art. 348 § 1 of the Commercial Companies Code a particular part of the Company's profit for financing the acquisition of equity shares for the purpose of their redemption, (c) specifies the maximum number and price of equity shares of the Company that are to be acquired for the purpose of redemption, (d) specifies the maximum period within which the Management Board is authorized to acquire equity shares for the purpose of redemption.
6. Upon acquisition of equity shares for the purpose of redemption, the Management Board shall forthwith convene a General Shareholders Meeting in order to adopt resolutions about the redemption of shares and decrease of the share capital.
7. These Articles of Association do not contemplate mandatory redemption of shares in the Company's capital.

**§ 12.**

1. The share capital may be increased by way of a resolution of the General Shareholders Meeting through issue of new shares or increase of the nominal value of current shares.
2. The increase of the share capital may also occur under a conditional increase of capital.

## GOVERNING BODIES

### § 13.

The Company's governing bodies are:

- General Shareholders Meeting
- Supervisory Board
- Management Board

## GENERAL SHAREHOLDERS MEETING

### § 14.

1. The General Shareholders Meeting is convened by the Company's Management Board. The General Shareholders Meeting may be held as an ordinary or extraordinary General Shareholders Meeting.
2. The General Shareholders Meeting shall be held in Warsaw
3. The Ordinary General Shareholders Meeting is convened within 6 (six) months upon the end of every financial year.
4. The Ordinary General Shareholders Meeting is convened by:
  - a. The Management Board
  - b. The Supervisory Board, when the Management Board do not convene it by the time stated in section 3
5. The Extraordinary General Shareholders Meeting is convened by:
  - a. the Management Board
  - b. the Supervisory Board, when the convention is judged as necessary
  - c. Shareholder or Shareholders representing at least half of the share capital or half of the voting rights.
  - d. The Management Board on a written or electronic request of Shareholders representing at least 1/20 (one -twentieth) of share capital, with the request of placing certain issues in agenda of the Extraordinary Shareholders Meeting
  - e. If the Management Board will not convene the Extraordinary Shareholders Meeting within the 2 (two) weeks from the date of request, the Commercial Court may authorized to convene the Extraordinary Shareholders Meeting, Shareholders, who put the request.

### § 15.

1. Shareholder or Shareholders representing at least 1/20 (one-twentieth) of share capital, may requested to place certain issues in the agenda of the following Shareholders Meeting by submitting the request to the Management Board within 21 (twenty one) days before the stated date of Shareholders Meeting. The request may be submitted on written or

electronic form. The request should include the justification or the project of resolution of agenda. The Management Board is obliged to immediately publish of the changes in the agenda, introduced on the request of the Shareholders, within 18 (eighteen) days before the stated date of Shareholders Meeting.

2. Before the date of Shareholder Meeting, Shareholder or Shareholders representing at least 1/20 (one-twentieth) of share capital, may rise to the Company on written or electronic form the resolution projects of issues included to the agenda of Shareholders Meeting or issues that are to be included in the agenda.
3. All the Companies' Shareholders may submit projects of the resolution of issues placed in the agenda

**§ 16.**

1. The acquisition and sale of property, perpetual usufruct rights or interests in the property shall not require the resolution of the General Shareholders Meeting and are the competence of the Management Board.
2. The following issues, save for matters specified in the Commercial Companies Code, are subject to resolutions of the General Shareholders Meeting:
  - a) appointment and recalling of members of the Supervisory Board
  - b) determining the rules of remuneration and amount of remuneration for members of the Supervisory Board
  - c) establishing and releasing reserve capitals.
3. The General Shareholders Meeting is entitled to adopt its own regulations specifying the organization and conducting meeting principles in a detailed way

**§ 17.**

1. The right to participate in the General Meeting is only for persons which are the shareholders of the company in 16 (sixteen) days before the date of the General Meeting (as of the registration date of participation in the meeting.)
2. The Shareholders can participate in the General Meeting individually or by proxies.
3. Shareholder is entitled to vote at the General Meeting from each of held share.
4. The General Meeting is entitled to adopt the resolutions also without formal convening, if the all share capital is represented and nobody from present people raises objection regarding the meeting as well as to include the particular matters to the agenda.
5. The General Meeting is valid notwithstanding the number of shares represented, subject to the absolutely binding law and provisions of the Articles of Association.
6. The resolutions of the General Meeting are adopted by the absolute majority of given notes, unless the provisions of the Commercial Companies Code and the Articles of Association state otherwise.

**§ 18.**

(deleted)

**SUPERVISORY BOARD**

**§ 19.**

1. The Supervisory Board is composed of at least 5 (five) to 9 (nine) members appointed and recalled by the General Shareholders Meeting for a 5 (five) -year joint term of office.
2. The composition of the Supervisory Board shall be each time determined by the General Shareholders Meeting.
3. Members of the Supervisory Board perform their responsibilities and participate in the meetings of the Supervisory Board, subject to provisions in § 20 section 9 of these Articles.
4. Members of the Supervisory Board shall perform their functions for remuneration or without remuneration. The amount of remuneration and return of costs for the functions fulfilled shall be set forth by the General Shareholders Meeting by way of a resolution.
5. The Supervisory Board shall operate based on the Rules for procedure adopted by it.

**§ 20.**

1. The meetings of the Supervisory Board are convened at least 3 (three) times throughout a financial year.
2. The meeting of the Supervisory Board shall be convened by the Chairperson, Deputy Chairperson or Secretary, except for the first meeting of the Supervisory Board of every new term of office, which shall be convened by the President of the Management Board.
3. On the first meeting of a particular term of office, the members of the Supervisory Board appoint among themselves the Chairperson and Deputy Chairperson of the Supervisory Board. The Chairperson and Deputy Chairperson may be recalled from their function any time by way of resolution of the Supervisory Board, which shall not result in the forfeiture of mandate of a member of the Supervisory Board.
4. The Management Board or Member of the Supervisory Board may request for the meeting of the Supervisory Board to be convened, informing about the proposed agenda. The Chairperson of the Supervisory Board shall convene a meeting within 2 (two) weeks from the date of receipt of such request.
5. If the Chairperson of the Board does not convene a meeting in accordance with section 3 above, the requesting party can convene it individually, informing in notice about the date, place and proposed agenda thereof.
6. The meetings of the Supervisory Board shall be convened via registered mail, at least 7 (seven) days prior to the date of the meeting.

7. Notice about the meeting of the Supervisory Board shall include the agenda; otherwise, its convening shall be null and void.
8. Resolutions concerning matters not included in the agenda cannot be adopted, unless the meeting is attended by all Members of the Supervisory Board and none of the attendants raises any objections in this respect.
9. The meeting of the Supervisory Board can be held without being formally convened if all its Members agree no later than on the date of the meeting and confirm that in a written form or by signing the attendance list.
10. The Member of the Supervisory Board may cast his/her vote in written form through another Member of the Supervisory Board. However, such vote cannot relate to matters introduced into the agenda at the meeting of the Supervisory Board.
11. Resolutions of the Supervisory Board can be adopted in written form, without a meeting of the Supervisory Board (circular resolutions). The drafts of circular resolutions shall be submitted for signing to all Members of the Supervisory Board by its Chairperson and in the absence of the Chairperson – by the Deputy Chairperson. Signing such resolution shall be understood as consent for it being adopted as a circular resolution. The resolution adopted thus is valid if all Members of the Supervisory Board have been notified about its contents. The date of adoption of a resolution in manner specified in this paragraph is the date on which it is signed by the last Member of the Supervisory Board.
12. The meetings of the Supervisory Board may be held via phone in manner enabling communication to all attending Members of the Supervisory Board. The voting shall be reported in the minutes to be signed by all attendants at the forthcoming meeting of the Supervisory Board. The meeting of the Supervisory Board held via phone can be recorded with the use of an audio recording device.
13. The adoption of resolutions in manner specified in section 9, 10 and 11 shall not relate to the appointment of the Chairperson and Deputy Chairperson of the Supervisory Board, appointment of Member of the Management Board and the recalling and suspension in actions of the aforementioned persons.

**§ 21.**

1. The Supervisory Board is capable of adopting binding resolutions if the meeting is attended by:
  - a) at least 3 (three) Members if the Supervisory Board is composed of 5 Members,
  - b) at least 5 (five) Members if the Supervisory Board is composed from 6 (six) to 9 (nine) Members,and all its Members have been invited to the meeting in accordance with the prevailing provisions of law and provisions of the Articles of Association.

2. The resolutions of the Supervisory Board are adopted by an ordinary majority of votes. In case of an even number of votes, the Chairperson of the Supervisory Board has the casting vote.
3. The Supervisory Board performs continual supervision over the Company's activities in all areas of its business, in accordance with the prevailing law.
4. Taking into account the prevailing provisions of the Commercial Companies Code, the competencies of the Supervisory Board include:
  - a. evaluating the report of the Management Board on the Company's activities and financial statement for the previous financial year in terms of consistency with the ledgers, documents and factual state,
  - b. considering requests of the Management Board regarding the distribution of profit or coverage of loss,
  - c. submitting an annual written statement to the General Shareholders Meeting regarding results of activities specified in sections a) and b),
  - d. determining the number of Members of the Company's Management Board as contemplated by the Company's Articles of Association and appointing and recalling of the President of the Management Board and Members of the Management Board,
  - e. suspending a Member of the Management Board or the entire Management Board in the activities for important reasons,
  - f. designating Members of the Supervisory Board to perform on a temporary basis activities of Members of the Management who cannot perform their activities. If a Member of the Supervisory Board is designated to perform a function of Member of the Management Board, his/her office in the Supervisory Board and the right to remuneration for the function of a Member of the Supervisory Board are suspended. A Member of the Supervisory Board designated to perform a function of a Member of the Management Board is entitled to a separate remuneration as specified in the resolution of the Supervisory Board. The designated Member of the Supervisory Board shall submit to the Supervisory Board a written statement about their performance in the capacity of a Member of the Management Board,
  - g. determining remuneration for Members of the Management Board,
  - h. approving Rules of Procedure for the Company's Management Board,
  - i. adopting resolutions concerning the establishment and liquidation of branches, divisions, representation offices and other organizational units of the Company,
  - j. approving the Company's organizational structure and its organizational units presented by the Management Board,
  - k. expressing opinion on draft resolutions submitted by the Management Board to be adopted by the General Shareholders Meeting,
  - l. appointing the chartered auditor to audit the financial statement,
  - m. other matters proposed by the Management Board.

5. The Supervisory Board represents the Company in agreements and disputes with Members of the Management Board and for the Supervisory Board, pursuant to an authorization each time granted by way of a resolution, signature is affixed by the Chairperson of the Supervisory Board or another Member thereof appointed by way of resolution of the Supervisory Board. The procedure relating to employment of a Member of the Management Board shall be undertaken in the same manner.

#### **MANAGEMENT BOARD**

##### **§ 22.**

1. The Company's Management Board is multi-person. The Supervisory Board shall each time decide on the composition of the Management Board.
2. The Members of the Management Board, including the President and the Vice President are appointed and recalled by the Supervisory Board for a 5-year joint term of office.
3. The Supervisory Board may recall Members of the Management Board at any time.
4. The Management Board represents the Company and manages all affairs of the Company, save for matters reserved pursuant to the law or these Articles of Association to the competencies of the Supervisory Board or the General Meeting of Shareholders.
5. To issue statements and to sign on behalf of the Company joint action of 2 (two) Members of the Management Board or one Member of the Management Board and a proxy is required.
6. The resolutions of the Management Board shall be adopted by an absolute majority of votes. In case of an even number of votes, the President of the Management Board shall have a casting vote.
7. A Member of the Management Board may perform their function for remuneration or without remuneration. The amount of remuneration for the Member of the Management Board shall be determined by the Supervisory Board.
8. A Member of the Management Board shall not – without consent of the Supervisory Board – be involved in any competitive interests or participate in a competitive company as a partner or member of its governing bodies.
9. The organization and method of performance of the Management Board may be set forth in detail by the Rules of Procedure for the Management Board approved by the Supervisory Board.

#### **ACCOUNTING SYSTEM**

##### **§ 23.**

The Company's financial year shall commence on 1<sup>st</sup> January in a particular year and end on 31 December that year.

##### **§ 24.**

The Management Board shall be responsible for drawing an annual financial statement within 3 (three) months from the balance-sheet date (end date of the financial year) to be submitted to the Supervisory Board together with a report on the Company's activities in the financial year. Both reports shall be signed by all members of the Management Board.

**§ 25.**

On a written request of a shareholder submitted within 15 (fifteen) days prior to the date of the General Shareholders Meeting, the Management Board shall make the financial statement together with the report on the Company's activities in the financial year, report of the Supervisory Board and opinion and report of the chartered auditor available to the shareholder.

**§ 26.**

The Company shall establish the following capitals and funds:

- a) share capital
- b) provisional capital,
- c) reserve capital,
- d) other capitals and funds to be determined by way of resolution of the General Shareholders Meeting.

**§ 27.**

The provisional capital of the Company shall be established to cover losses.

- a) The provisional capital shall be supported with 8% (eight percent) of net profit for a particular financial year until the provisional capital amounts to at least 1/3 (one third) of the Company's share capital,
- b) The provisional capital shall be supported with surpluses generated upon issuance of shares above their nominal value and remaining after covering the costs of share issue,
- c) The method of usage of the provisional capital shall be determined by the General Shareholders Meeting; however, part of the provisional capital in the amount of 1/3 (one-third) of the share capital may be used only to cover loss disclosed in the financial statement.

**§ 28.**

If the balance sheet drawn by the Management Board shows loss in excess of the sum of provisional and reserve capitals and 1/3 (one third) of the share capital, the Company's Management Board shall forthwith convene a General Shareholders Meeting in order to adopt resolutions regarding further existence of the Company.

**§ 29.**

1. Shareholders shall have the right to participate in profit disclosed in the financial statement audited by a chartered auditor, allocated by the General Shareholders Meeting to be paid to the shareholders.
2. In adopting a resolution about the distribution of profit, the General Shareholders Meeting may resolve about the payment of dividend in the amount greater than the profit referred to in section 1, but not greater than the amount permitted under relevant provisions of the Commercial Companies Code, in particular art. 348 § 1 of the Commercial Companies Code (amount to be distributed).
3. The profit referred to in section 1 takes into account the amount to be distributed as referred to in section 2 and shall be distributed among shareholders proportionately to the number of shares held by them.
4. The resolution of the General Shareholders Meeting regarding distribution of profit shall specify the date of determining the list of shareholders entitled to dividend (dividend date) and date of dividend payment.
5. The dividend is paid on the date stated in the regulation of The Shareholders Meeting. If the regulation of the General Shareholders Meeting does not state this date, the dividend is paid on the date specified Supervisory Board shall operate based on the Rules for procedure adopted by it by the Management Board.

#### **FINAL PROVISIONS**

##### **§ 30.**

The dissolution of the Company shall be performed upon its liquidation. The liquidation is performed under the Company's business name added with "in liquidation". The liquidators shall be the members of the Management Board, unless the General Shareholders Meeting resolves otherwise.

##### **§ 31.**

In cases not regulated herein, the provisions of the prevailing law, in particular the Commercial Companies Code, shall apply.