

SUPERVISORY BOARD BY-LAWS of AB S.A. with its seat in Wrocław

I. GENERAL PROVISIONS

§ 1

These by-laws define in detail the principles and mode of convening and conducting of works by the AB S.A. Supervisory Board.

§ 2

Terms used in the By-laws are understood as:

1. By-laws – these by-laws, adopted by the Supervisory Board and approved by the General Meeting,
2. Rules of the General Meeting – rules of the AB S.A. General Meeting,
3. Company – AB S.A. with its seat in Wrocław,
4. Articles of Association – The Articles of Association of AB S.A.,
5. General Meeting – AB S.A. General Meeting,
6. Supervisory Board - AB S.A. Supervisory Board,
7. Independent Supervisory Board Member – member of the AB S.A. Supervisory Board satisfying requirements defined in the articles of association and elected pursuant to requirements specified in the General Meeting By-laws,
8. Board - AB S.A. Board.

II. APPOINTING OF THE SUPERVISORY BOARD, DUTIES OF SUPERVISORY BOARD MEMBERS

§ 3

The appointing of the Supervisory Board and its term of office are defined by respective provisions of the Articles of Association and the General Meeting By-laws.

§ 4

1. The Supervisory Board Member should always have the Company's business in consideration.
2. The Supervisory Board Member should not resign from his function during the term of office if this could disable activities of the Supervisory Board, and especially make timely adoption of a significant resolution impossible.

III. POWERS OF THE SUPERVISORY BOARD

§ 5

1. The Supervisory Board submits yearly a concise assessment of the Company's state to the Ordinary General Meeting. This assessment should be made available to all Shareholders so to be able to familiarise with it prior to the Ordinary General Meeting.
2. The Supervisory Board passes opinions on motions and issues requiring the opinion of the General Meeting.
3. Besides duties defined in item 1 & 2 above the competences of the Supervisory Board include duties specified in the Company's Articles of Association.

4. The Supervisory Board has the right to demand, at the Company's expense in especially complicated cases and after obtaining the Board's opinion, expertises and assessments on issues remaining within its powers.

§ 6

1. The subject to be appointed as the Company's auditor must be chosen in a mode ensuring independency while performing entrusted tasks.
2. To ensure independency of opinion, the Company should change the auditor every five years. This also means the changing of the person performing the audit. Moreover, the Company should not use services of the same entity performing the audit.

IV. FORMS AND PROCEEDS OF THE SUPERVISORY BOARD

§ 7

1. Supervisory Board Members perform their rights and duties in person.
2. While performing the supervision, Supervisory Board Members should especially undertake appropriate activities to be regularly and profoundly informed by the Management Board about any issues concerning the Company's activities and about any risk connected with the conducted activity and about managing that risk.
3. Each member of the Supervisory Board has the right to demand any information on the Company's business and to assess the information about the Company.
4. Each member of the Supervisory Board has the right to inspect the Company's accounting documents.
5. Information gathered by members of the Supervisory Board while performing their duties is confidential.

§ 8

1. The Supervisory Board performs its duties and competences collectively.
2. The Supervisory Board may delegate one or a few members of the Supervisory Board to independent performing of specified supervisory activities. The principles for performing supervisory activities by delegated Supervisory Board members are specified by the Supervisory Board after consulting the Management Board.
3. The Supervisory Board may delegate its members for temporary performance of activities of a Management Board member suspended or unable to perform his duties. Such members are bound by prohibition of competition.
4. The Supervisory Board member delegated by a group of Shareholders for permanent supervision submits a detailed report on the performed function to the Supervisory Board.

V. SUPERVISORY BOARD PROCEDURES

1. Convening of meetings

§ 9

1. Meetings of the Supervisory Board are convened by the President of the Supervisory Board and in his absence by the Deputy President of the Supervisory Board. The President of the outgoing Supervisory Board convenes and opens the first meeting of the newly elected Supervisory Board.
2. The meeting of the Supervisory Board may be ordinary or extraordinary.
3. An ordinary meeting should be held at least four times a year (once a quarter). The convening of ordinary meetings of the Supervisory Board is the responsibility of the Supervisory Board President.
4. An extraordinary meeting may be convened at any instance.
5. The President of the Supervisory Board or in his absence the Deputy President convenes the meeting of the Supervisory Board at his own initiative or following the written motion of the Supervisory Board member or the Company's Management Board. The meeting of the Supervisory Board should be convened within a fortnight of submitting the motion.

§ 10

1. For validity of resolutions adopted by the Supervisory Board proper convening of the meeting by way of registered letter (with simultaneous additional information via telex to members who have thus requested), addressed to all members of the Supervisory Board seven days in advance, is essential.
2. The convening referred to in item 1 above should include the date, time and place of the meeting and the agenda of the meeting with the list of working documents to the individual points on the agenda, and the information on whose motion the meeting was convened.
3. The meeting of the Supervisory Board may be held without formal convening provided all its members agree to it on the day of the meeting at the latest and confirm this in writing or sign the list of attendance.

2. Working documents

§ 11

1. Working documents concerning each point on the agenda are prepared by the Management Board and should be delivered to all members of the Supervisory Board at least five days in advance.
2. Any working materials should be conveyed to all Supervisory Board members at the same time.
3. The Company Board is responsible for preparing and distributing of the materials.

3. Meetings

§ 12

1. The meeting is conducted by the President of the Supervisory Board or his Deputy, and in their absence by the eldest member of the Supervisory Board.
2. The Company Management Board has the right to participate in Supervisory Board meetings in an advisory capacity, unless the meeting refers to immediate issues of the Management Board or its members, especially dismissal, responsibility and determining remuneration, or when the Supervisory Board adopts the resolution excluding the Management Board from participating in part or the whole of the meeting. In meetings of the Supervisory Board the

Management Board is represented by the President of the Management Board or other members of the Management Board or Company Executive Officers delegated by the Management Board President.

3. Company employees proper for the discussed issues may also participate in the meetings as well as other persons invited by the Supervisory Board.

§ 13

1. With the reservation of item 2 & 3 below the Supervisory Board meeting agenda should not be amended or completed in the course of the meeting it concerns.
2. Resolutions on issues not included in the agenda cannot be passed unless all Supervisory Board members are present in the meeting and agree to the amendments or completion of the agenda.
3. The requirements discussed in item 1 do not apply if the undertaking of certain activities by the Supervisory Board is necessary to protect the Company against damage, and in case of a resolution the purpose of which is to assess whether there is a conflict of interests between a Supervisory Board member and the Company.

§ 14

1. Minutes are taken of Supervisory Board meetings by a clerk indicated by the person running the Supervisory Board meeting.
2. The Minutes should include:
 - a) the subsequent number,
 - b) date and place of the meeting,
 - c) form of the meeting,
 - d) list of attendance,
 - e) meeting agenda,
 - f) texts of resolutions,
 - g) mode of voting and voting results,
 - h) dissenting opinions submitted to the protocol.
3. Dissenting opinions of Supervisory Board members present in the meeting and protests, sent later, of Supervisory Board members absent in the meeting should be included with the minutes.
4. The minutes are signed by the person presiding the Supervisory Board meeting and the remaining present members of the Supervisory Board.
5. Working materials referring to individual points on the agenda constitute an integral part of the protocol.
6. The minutes should be collected in a book of minutes.
7. Meeting minutes are kept in the seat of the Company.
8. The minutes of the last meeting are sent to Supervisory Board members together with the announcement about the following meeting.
9. All above rules apply respectively to minutes prepared during meetings of the Supervisory Board conducted via the telephone or tele-computer devices, respectively.

4. Adoption of resolutions

§ 15

For validity of resolutions of the Supervisory Board, besides informing all members of the Supervisory Board about convening the Supervisory Board meeting the presence of at least half of all members of the Supervisory Board is required.

§ 16

To pass resolutions by the Supervisory Board of the Company a simple majority of votes is required. In case of equality of votes the vote of the President of the Supervisory Board decides.

§ 17

Voting in a written form or via the telephone is ordered by the President or Deputy President of the Supervisory Board.

§ 18

1. The voting is public except for votes on personal issues, especially:
 - a) appointing and dismissing of Management Board members,
 - b) suspending, for serious reasons, of a Management Board member or of the whole Management Board,
 - c) appointing or dismissing of the President or Deputy President of the Supervisory Board from his function .
2. Secret voting is ordered following the motion of at least one of the voters.

§ 19

A member of the Supervisory Board should, in the course of the meeting of the Supervisory Board, inform the remaining members of the Supervisory Board about an existing conflict of interests and refrain from participating in the discussion and from voting over the resolution on the issue where there is a conflict of interests.

5. Keeping of documents

§ 20

The keeping of documents related with the work of the Supervisory Board, especially that documenting the course of the meetings, is the responsibility of the Company.

VI. INFORMATION CONVEYED BY MEMBERS OF THE SUPERVISORY BOARD

§ 21

1. Immediately on being elected as a member of the Supervisory Board such a person is obligated to convey to the Company personal information, including: CV, addresses (address for correspondence, telephone number, including mobile) and submit a written statement containing:
 - a) the obligation to immediately inform the Company about any conflict of interests between the member of the Supervisory Board or the shareholder with whom he remains bound, and the Company's interest and about withholding from voting during the voting of the issue of conflict;
 - b) information about personal, true and organisational ties with the Company shareholders;

- c) information about the held shares of the Company, the dominant or dependent Company and also about transactions exceeding 1.000 Euro with such companies.
2. Information indicated in item 1 above should be immediately updated by the member of the Supervisory Board, should there be any changes.
3. A member of the Supervisory Board is also obligated to submit statements mentioned in item 1 above, immediately upon request of the Company Management Board.
4. The Board conveys information received from members of the Supervisory Board to public knowledge by way of the Electronic System of Information Transfer on principles and within time limits defined in obligatory rules, which does not however relieve members of the Supervisory Board from personal information duties effecting from respective by-laws.

VII. REMUNERATION OF MEMBERS OF THE SUPERVISORY BOARD

§ 22

1. Remuneration of the Supervisory Board members is defined by the General Meeting by way of a resolution.
2. Members of the Supervisory Board delegated to perform specific supervisory activities and also members of the Supervisory Board temporarily delegated to perform functions of Board members receive individual remuneration at levels settled each time by the General Meeting.
3. Remuneration of members of the Supervisory Board should be settled following transparent procedures and principles. This remuneration should be adequate but should not constitute a significant cost position of the Company's activities and should not have a significant impact on the Company's financial result. It should also remain in a reasonable relation to the remuneration of Management Board members.
4. The total of all remunerations and also the individual remuneration of each member of the Supervisory Board, split into its individual components, should be disclosed in the annual report together with the information about the procedures and principles for its settlement.

VIII. FINAL PROVISIONS

§ 23

1. Costs of Supervisory Board activity is covered by the Company.
2. The Supervisory Board uses the Company Office premises, equipment and materials.
3. The administrative - technical service of the Supervisory Board is ensured by the Company.
4. The By-laws are valid on the day of their approval by the General Meeting.