

**BY-LAWS OF THE BOARD OF DIRECTORS OF
PBG S.A.
(hereinafter the Company)**

§ 1
[Definitions]

In these By-laws, the following terms and expressions shall mean as follows:

1. „By-laws” mean these by-laws adopted in the form of the Board of Directors’ resolution and approved by the Supervisory Board.
2. „Company” means PBG S.A. with its registered office in Wysogotowo, ul. Skórzewska 35.
3. „Articles of Association” mean the present Company’s Articles of Association.
4. „General Meeting” means Ordinary and Extraordinary General Meeting of the Company’s Shareholders.
5. “Board of Directors” means the Company’s Board of Directors.
6. „Supervisory Board” means the Company’s Supervisory Board.
7. „President” means the President of the Company’s Board of Directors.
8. „Board of Directors member” means a member of the Board of Directors, i.e. President, Vice President and other members of the Board of Directors.
9. „Code of Commercial Companies” means the Act of 15 September 2000 – Code of Commercial Companies (Journal of Laws No. 94 item 1037 of 8 November 2000 as amended).

§ 2
[General provisions]

1. The by-laws of the Board of Directors set out the rules and procedure of the operation of the Board of Directors.
2. The Board of Directors acts under the law, the Articles of Association, resolutions of the General Meeting of Shareholders and of the Supervisory Board and these by-laws.
3. The General Meeting and the Supervisory Board may not issue any binding instructions concerning the management of the Company’s affairs to the Board of Directors.
4. With due regard to Company interest, the Board of Directors determines the Company’s strategy and its key objectives, and presents them to the Supervisory Board, being responsible for their implementation and attainment. The task of the Board of Directors is to ensure transparency and efficiency of the corporate management system and compliance with the law and best practices.
5. While taking decisions on corporate issues, members of the Board of Directors should act within the limits of justified economic risk, i.e. having considered all information, analyses and opinions which should be taken

into account in a given case (based on a reasonable assessment of the Board of Directors) in view of the Company's interest. While determining the best interest of the Company, the Board of Directors should consider long-term interests of the Company shareholders, creditors, employees, and other entities and persons co-operating with the Company within the scope of its business, as well as the interests of the local community.

6. In transactions with shareholders and other persons whose interests may impact the interest of the Company, the Board of Directors should act with utmost care to ensure that the transactions are concluded on market terms.

§ 3

1. The Board of Directors is the Company's executive authority.
2. The Board of Directors manages the Company's affairs and represents the Company vis-à-vis third parties.
3. The Board of Directors is responsible for all affairs not reserved under the Code of Commercial Companies and the Articles of Association for other Company's authorities.

§ 4

[Provisions regarding other members of the Board of Directors]

1. Members of the Board of Directors shall be appointed, dismissed and suspended pursuant to the Code of Commercial Companies and the Articles of Association.
2. Only a natural person with full capacity to enter into legal transactions may be a member of the Board of Directors.
3. The term of a member of the Board of Directors shall expire:
 - 1) upon his/her dismissal from the position in the Board of Directors;
 - 2) on the day of the General Meeting approving the financial statement for the last full financial year of performing the function of a member of the Board of Directors;
 - 3) upon his/her death;
 - 4) upon his/her resignation.
4. In case of the resignation from the membership in the Board of Directors, the resignation should be delivered to the Supervisory Board, with a copy for the Board of Directors.
5. Members of the Board of Directors may perform their duties under a contract of employment or an agreement under the Civil Code.

§ 5

[Competitive activities]

1. A member of the Board of Directors may not, without the consent of the Supervisory Board:
 - a) engage in business competitive towards the Company's business;
 - b) participate in any competitive entity as a partner in a civil or private partnership, or as a member of a commercial company's authority or be employed in any other competitive legal person as a member of its authorities;
 - c) hold interest in a competitive company, in case of holding at least 10% of shares or the right to appoint at least one member of the board of directors.
2. A Board of Directors member shall promptly notify the Board of any circumstances specified in Section 1 of this paragraph.
3. A Board of Directors member shall remain fully loyal to the Company and shall refrain from taking any actions with the exclusive goal to gain one's own material benefits. If a Board of Directors member receives the information on any potential investments or other profitable transaction related to the Company's business activities, (s)he should immediately notify the Board of Directors thereof to make it possible for the Board of Directors to consider whether this option may be to the benefit of the Company. Such information may be used by a Board of Directors member or passed over to any third party only upon consent of the Board of Directors and only on condition that this does not affect the Company's best interest.
4. A Board of Directors member should consider his shares of the Company and of its holding companies and subsidiaries as long-term investment.
5. Board of Directors members should notify the Supervisory Board of each instance of a conflict of interest related to their function or of a risk of such conflict.

§ 6

[The Company's representation and granting powers of attorney]

1. The representation mode shall be set out in the Articles of Association.
2. The Board of Directors may issue powers of attorney to act on the Company's behalf. Powers of attorney may be general, limited (an authority to perform certain types of acts) and special (authorizing to perform particular act).
3. The rules of issuing, revoking and using powers of attorney shall be determined in the Company's internal documents.
4. The Board of Directors may appoint proxies pursuant to the law.

§ 7

[Managing the Company's affairs]

1. All members of the Board of Directors are obliged and entitled to manage the Company's affairs.
2. Any and all acts outside the usual management must be approved by virtue of the Board of Directors' resolution.
3. The following affairs shall require the resolution of the Board of Directors:
 - a.) taking decisions on material investment projects and methods of their financing;
 - b.) determining strategic plans for the Company's development and defining the Company's financial targets;
 - c.) determining the Company's organizational structure;
 - d.) determining the by-laws and the Company's other regulatory acts and deeds;
 - e.) determining the internal split of responsibilities between the member of the Board of Directors;
 - f.) determining the assumptions of the payroll and staff policy, including the terms of incentive schemes.
4. The activities reserved for the whole Board of Directors undertaken without its resolution may be further approved by the Board of Directors.
5. Except for the affairs referred to in Sections 2 and 3, particular members of the Board of Directors shall be responsible for independent management of the Company's affairs resulting from the division of duties as determined by a resolution referred to in Section 3 (e) of this paragraph.
6. Members of the Board of Directors shall cooperate and inform one another on all activities undertaken related to the management, if such activities are different from the procedure for a particular type of affairs or they are related to the scope of tasks entrusted to other members of the Board of Directors.
7. In the case of obstacles in performing the duties by a Board of Directors member, they shall be committed to inform the Board of Directors President immediately on the inability to perform their duties. Upon the request of the President of the Board of Directors, the Board of Directors shall decide which of the remaining members of the Board of Directors shall temporarily perform the duties.

§ 8

[Board of Directors' meetings]

1. The meetings of the Board of Directors shall be convened by its President each time he/she deems it necessary.
2. The President of the Board of Directors shall convene the meeting of the Board of Directors also upon the written request of each member of the Board of Directors or the Chairman of the Supervisory Board.

3. The President of the Board of Directors shall each time decide on the procedure of convening the meeting.
4. The invitation to the meeting shall specify its date, time and venue as well as its agenda.
5. The meeting may also be held in the form of a teleconference.
6. The President of the Board of Directors shall preside over the meeting; in case of his/her absence, the meeting shall be chaired by a member of the Board of Directors indicated by him/her.
7. Subject to section below, the meeting shall be deemed convened correctly if the information on the date, time and venue of the meeting and its agenda is forwarded to all members of the Board of Directors at least 24 hours prior to the planned meeting.
8. In urgent circumstances, the President of the Board of Directors may convene the meeting also without observing the time limit referred to in the preceding section.
9. The meeting of the Board of Directors, also in the form indicated in Section 5, may be held without official convening, if all members of the Board of Directors are present and none of them raises any objections as to the meeting and the proposed agenda.
10. Members of the Supervisory Board, the Company's employees and other persons may participate in the meeting of the Board of Directors, if they were invited by the person convening the meeting of the Board of Directors. In such cases, the meeting chairperson may exclude such persons from a part of the meeting.
11. Members of the Board of Directors may not participate in its meetings and vote by proxies.

§ 9

[Adopting resolutions]

1. Resolutions of the Board of Directors shall be adopted with a simple majority of votes. In case of the equal number of votes, the President of the Board of Directors shall have the casting vote.
2. Resolutions shall be adopted in an open voting.
3. In case of the commercial power of attorney, all members of the Board of Directors must take a unanimous decision.
4. Members of the Board of Directors who vote against the resolution may submit a dissenting opinion on the adopted resolutions with justification.
5. Resolutions of the Board of Directors shall be adopted at meetings, subject to the following section.
6. In exceptional cases, resolutions may be adopted also without holding a meeting, under a special procedure, i.e.:
 - a.) in writing, through affixing signatures on the resolution by all members of the Board of Directors, or signing the telefax copy of such a resolution, sent to the fax number in the office of the President of the Board of Directors;

- b.) in writing, by affixing signatures by all members of the Board of Directors on the proposed resolution indicating whether the vote is “for”, “against” or “abstention”, and submitting such resolution to the President of the Board of Directors or possibly sending it to the fax number in the office of the President of the Board of Directors;
 - c.) by means of indirect remote communication media, particularly during a teleconference or video-conference.
7. Resolutions of the Board of Directors may be adopted without convening the meeting under the procedure set out in Section 6 above, if all members of the Board of Directors are notified in advance on the text of the draft resolution.
 8. The President of the Board of Directors or, if he/she is absent, a member of the Board of Directors indicated by him/her shall decide on the application of a special voting procedure on a given issue. In case at least one member of the Board of Directors raises an objection concerning the voting outside the meeting, the voting on a given issue should be held on the nearest meeting of the Board of Directors.
 9. In case of the conflict of the Company’s interests with the interests of a member of the Board of Directors, their spouses, relatives and second degree relations or any persons with whom the member is personally related, a member of the Board of Directors shall not participate in solving such matters and may demand to indicate it in the minutes.

§ 10
[Minutes]

1. Resolutions of the Board of Directors shall be included in the minutes.
2. The minutes shall include the agenda, surnames and names of present members of the Board of Directors, the number of votes cast for each resolution and dissenting opinions. Minutes shall be signed by all members of the Board of Directors present at the meeting.

§ 11
[General provisions]

1. The book of minutes and resolutions shall be kept by the department indicated by the Board of Directors.
2. The costs of the functioning of the Board of Directors shall be borne by the Company.
3. All issues not included in these By-laws shall be governed by the relevant law, the Articles of Association, resolutions of the Supervisory Board or of the General Meeting.

4. These By-laws may be amended by virtue of the resolution of the Board of Directors approved by the Supervisory Board, adopted according to the requirements set out in the Company's Articles of Association.
5. Should these By-laws contravene the provisions of the Articles of Association or legal acts of senior authorities, the provisions of the Articles of Association or legal acts shall prevail.
6. These By-laws shall come into force upon their approval by the Supervisory Board.