

**Annex to Resolution No. ....  
of the Annual General Meeting of Shareholders  
PBG Spółka Akcyjna with its registered office in Wysogotowo  
held on 21 April 2010**

**REGULATIONS OF THE SUPERVISORY BOARD  
of PBG Spółka Akcyjna**

**§ 1.**

1. These Regulations of the Supervisory Board, hereinafter referred to as the Regulations, regulate the work of the Company's Supervisory Board, as well as the rights and duties of the Supervisory Board members.
2. Any reference to Supervisory Board members in these Regulations shall mean any and all persons appointed as members of the Supervisory Board pursuant to the Articles of Association, i.e. Supervisory Board Chairperson, Vice-Chairperson, Secretary and its Members.
3. The Supervisory Board shall perform its duties in accordance with the Company's Articles of Association, the Code of Commercial Companies, generally applicable legal regulations, rules of good practices in public companies, as well as these Regulations.

**§ 2.**

1. The Supervisory Board, hereinafter referred to as the Board, is a supervising and controlling body, representing the interests of shareholders.
2. Works of the Board shall be managed by the Supervisory Board Chairperson, who is responsible for the current performance of the Board's duties. Should the Supervisory Board Chairperson be absent, works of the Board are chaired by its Vice-Chairperson.
3. First and foremost, the Supervisory Board member should bear in mind the Company's interests.

**§ 3.**

1. The Board is composed of at least five members, appointed and dismissed by the General Meeting of Shareholders. The number of Board members for a given term of office is determined by the General Meeting.
2. Each person eligible to participate in the General Meeting shall have the right to propose one or more candidates for Supervisory Board members within 7 (seven) days prior to the General Meeting. A written proposal should include:
  - 1) name and surname (company's name) of the proposing shareholder, and if a representative acts for and on behalf of a shareholder, also name and surname of the representative,
  - 2) name and surname as well as a short résumé of the candidate,
  - 3) detailed justification for the candidacy.

3. The Company's Management Board shall announce the names of candidates 5 (five) days prior to the General Meeting.
4. Each member of the Supervisory Board, including those elected pursuant to Art. 385 § 3 of the Code of Commercial Companies, shall satisfy the following requirements:
  - a) have the required education,
  - b) have at least five years' professional experience,
  - c) have life experience,
  - d) represent high moral standards.
5. The Board is formed at its first meeting and shall elect a Chairperson, Vice-Chairperson and Secretary from among its members. The so-appointed Chairperson, Vice-Chairperson, and Secretary may be dismissed at any time from their positions upon request of at least two Board members.
6. The Chairperson shall convene the Board not later than three days after the receipt of the application referred to in section 5 of this paragraph, pursuant to paragraph 12, sections 8, 9 and 10 hereof.
7. The Board members may participate in the Board meetings and perform other duties of the Board members only in person. Subject to Art. 388 § 2 sentence 2 and § 4 of the Code of Commercial Companies, members of the Supervisory Board may participate in the adoption of the Board's resolutions by casting a vote in writing by another Board member.
8. The Supervisory Board cannot be composed of members of the Management Board, proxy holders, authorised representatives, liquidators, site or branch managers, as well as the chief accounting officer, legal advisor or attorney, and other persons reporting directly to any Management Board member or a liquidator. The above provision shall apply to members of the Management Board and liquidators of the Company or any subsidiary.
9. The term of office of the Supervisory Board members is one year.
10. The Board members may be re-elected.
11. The Board members may be at any time dismissed by a resolution of the General Meeting.
12. Mandates of the Supervisory Board members shall expire on the date of the General Meeting approving the financial statements for the last full financial year.
13. Mandate of a Supervisory Board member shall expire before the end of term of office in the following cases:
  - a) death,
  - b) dismissal by the General Meeting,
  - c) as of the date of resignation handed in by a Supervisory Board member in writing. The said resignation shall be submitted to the Management Board, attention of the Supervisory Board's Chairperson (or if the resignation is handed in by a person holding the position of the Supervisory Board Chairperson – attention of the Supervisory Board's Vice-Chairperson).

14. A Supervisory Board member should not resign from his/her office during the term of office if it could affect the performance of the Supervisory Board's duties, and, in particular, adoption of any important resolution.
15. The Chairperson shall convene a Supervisory Board meeting within three business days after the receipt of the resignation from a Supervisory Board member, pursuant to paragraph 12, sections 8, 9 and 10 hereof.
16. In the case of any obstacles to the proper performance of duties by a Supervisory Board member, they shall inform the Supervisory Board Chairperson thereof immediately, giving the reasons for this situation.
17. A Supervisory Board member shall immediately inform other Board members of:
  - a) any conflict of interest with the Company. In such a case, the Supervisory Board member should refrain from taking part in discussions and from voting on a resolution on the matter where the conflict of interest has arisen. The information on the reported conflict of interest should be included in the minutes of the Supervisory Board's meeting.
  - b) any personal, actual and organisational relations between the Supervisory Board member and any shareholder, in particular with any majority shareholder, which may have an impact on the Company's business.
18. Personal relations with a shareholder shall mean first or second degree relation. Actual relations with a shareholder shall mean permanent business relations. Organisational relations with a shareholder shall mean relations arising from the contracts of employment or similar agreements.
19. The Company shall have the right to request a Board member to submit a statement on the aforementioned relations.
20. Information on personal, actual and organisational relations of a Supervisory Board member submitted both pursuant to provisions of section 17, item b) and section 19 hereof shall be made public in the form of current reports.

#### **§ 4.**

The Board shall represent the Company in any and all agreements and disputes with the Management Board members. Each contract with a Management Board member shall be made in writing. On the part of the Company, the contract shall be signed by the Chairperson, Vice-Chairperson, or other Supervisory Board Member specified in the relevant resolution of the Supervisory Board.

#### **§ 5.**

1. The Board shall perform its duties jointly. The Board may also delegate Board Members to perform the specific supervisory, control, and advisory duties. The scope of actions performed by the delegated Board Member shall be defined on an individual basis by the Supervisory Board or by its Chairperson (if authorised by the Board).
2. A Supervisory Board member delegated to perform specific actions should report to the Supervisory Board in detail at the next meeting following the performance

of these duties and at least once a year during the Supervisory Board meeting preceding the Annual General Meeting of Shareholders.

3. The Supervisory Board Member delegated by a group of shareholders to regular and individual performance of supervisory duties in accordance with Art. 390 § 2 of the Code of Commercial Companies should report to the Supervisory Board on the performance of their duties at least once a quarter and once a year during the Supervisory Board meeting preceding the Annual General Meeting of Shareholders.

#### **§ 6.**

The Board's competencies shall cover all matters specified in the applicable legal regulations and the Company's Articles of Association.

#### **§ 7.**

The Board shall supervise the Company's operations in all areas of its activity. Every year, the Supervisory Board shall present to the General Meeting a concise assessment of the Company's situation as determined during the Supervisory Board meeting held prior to the Annual General Meeting.

#### **§ 8.**

1. In order to perform its duties, the Board may review every area of the Company's activity, ask for reports and explanations from the Company's Management Board and employees, and review the Company's assets, accounts, and documents.
2. Members of the Supervisory Board shall take any actions required to ensure that the Management Board provides regular and complete information on any significant matters concerning the Company's operations, as well as on the business risks and methods of risk management. At each meeting of the Supervisory Board, the Management Board shall report any significant matters concerning the Company's business. In urgent cases, the Supervisory Board members shall be notified by the Management Board thereof in writing. In such a case, the President or two Vice-Presidents of the Management Board, or a Vice-President and a Management Board Member, or a Vice-President and Proxy holder, or a Management Board Member and Proxy holder, shall submit a relevant written notice to the Supervisory Board Chairperson.
3. The Board may adopt a resolution to delegate the performance of specific supervisory duties to individual Board Members.
4. If one or more Members of the Board are delegated to perform specific supervisory, control or advisory duties, they shall submit a copy of the Board's resolution delegating them to perform these duties before any action is taken.

#### **§ 9.**

Should the Management Board be suspended or unable to perform its duties, the Supervisory Board shall immediately take proper action to replace this Management Board member. In order to perform the duty referred to in the first sentence of this paragraph, the Supervisory Board may in particular delegate its Member to temporarily perform the duties of Management Board members.

#### § 10.

1. The Board shall have the right to convene the Annual or Extraordinary General Meeting of Shareholders pursuant to the Company's Articles of Association.

~~Radzie przysługuje uprawnienie do zwołania Nadzwyczajnego Walnego Zgromadzenia, w trybie przewidzianym w Statucie Spółki, jeżeli Zarząd nie wywiąże się z tego obowiązku w terminie dwóch tygodni od zgłoszenia wniosku o zwołanie przez osoby lub organ do tego uprawniony, oraz jeżeli Zarząd zwoła je z innym porządkiem obrad niż zawarty we wniosku o zwołanie, lub też Zarząd oznaczy datę odbycia Nadzwyczajnego Walnego Zgromadzenia na dzień przypadający po upływie 2 (dwóch) miesięcy od dnia otrzymania wniosku o zwołanie.~~

2. ~~Radzie przysługuje uprawnienie do zwołania Zwyczajnego Walnego Zgromadzenia, w trybie przewidzianym w Statucie Spółki, jeżeli Zarząd nie wywiąże się z tego obowiązku w terminie określonym w Statucie.~~

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3. 2. The Supervisory Board shall submit to the Management Board any motions on matters that require the decision of the Management Board.

#### § 11.

Actions specified in § 8 may be performed by the Supervisory Board members during the Company's working hours.

#### § 12.

1. The Board meetings shall be convened by the Board Chairperson whenever necessary, but in any case at least once every three months, determining the date and agenda of the meeting.
2. The Board meetings are held at the Company's registered office or any other place designated by the Board Chairperson. The meeting may also be held in the form of a teleconference or videoconference.
3. The Board Chairperson shall convene the Board meeting upon a written request of the Company's Management Board or Supervisory Board member. Persons filing a request to hold a Board meeting should define the subject matter of the meeting and its agenda in their request.
4. A Board member may request the Board Chairperson to include any matter in the agenda of the next meeting.
5. Requests referred to in sections 3 and 4 shall be addressed to the Board Chairperson and submitted to the Company's registered office.

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6. The Company's Management Board shall, within 1 (one) working day, inform the Board Chairperson that a request to convene a Board meeting has been filed, by sending a telegram or e-mail to the address specified by the Board Chairperson as the mailing or e-mail address. The telegram or e-mail should include the content of the request and the name and surname (business name) of the applicant.
7. In cases referred to in section 3, the Board Chairperson must convene the Board meeting immediately, and not later than within 14 days of the receipt of a relevant request at the Company's registered office. The meeting shall be convened pursuant to sections 8, 9 and 10. Should the Chairman fail to convene the meeting by the set date, the requesting person may do so at their own initiative, specifying the date, venue and the proposed agenda of the meeting.
8. The notification shall be considered effective if sent by e-mail or registered mail to the address given by each Board member as the mailing address. In urgent cases, the notification may be made by telephone or fax.
9. The notification shall be considered effective if sent to the address given by the newly elected Board member as a mailing address, not later than 7 days before the scheduled date of the Board meeting. In urgent cases referred to in section 8 of this paragraph, the notification shall be considered effective if sent at least one day prior to the scheduled date of the Board meeting.
10. The notification referred to in section 8 should include the date, hour and the proposed agenda of the meeting.
11. If all Board members are present at the meeting, the Chairperson may set a date of the next Board meeting. The date announced by the Chairperson shall be binding for all Board members.

### **§ 13.**

1. The Supervisory Board is capable of adopting resolutions included in the agenda if all Board members have been notified of the Board meeting.
2. The agenda of a Supervisory Board meeting shall not be amended or supplemented during the meeting it applies to, save for the following cases:
  - a) all Supervisory Board Members are present and give their consent to amend or supply the agenda,
  - b) the Board must take action to protect the Company from losses,
  - c) the resolution concerns the assessment whether there is a conflict of interests between a Board Member and the Company.
3. Procedural requests may always be the subject of a valid resolution, even if they are not included in the agenda.
4. The Board meetings shall be chaired by the Chairperson, and in the case of his/her absence, by the Vice-Chairperson.
5. The Board shall adopt resolutions by absolute majority of votes unless the Company's Articles of Association require the qualified majority of votes; however, at least three Board Members must vote for the resolution.

6. In the case of equal number of votes for and against a resolution (calculated including the abstaining votes), the casting vote shall belong to the Board Chairperson.
7. Without the consent of the majority of independent members, no resolutions shall be adopted on the following matters:
  - a) any benefits granted to members of the Management Board by the Company and any related party of the Company;
  - b) consent to conclude any material agreement between the Company or its subsidiary and any party related to the Company, member of the Supervisory Board and the Management Board, or their related parties;
  - c) appointment of a statutory auditor to audit the Company's financial statements.
8. Resolutions of the Board shall be adopted by an open vote, unless the applicable legal regulations provide otherwise, or unless at least one Board member requests that the decision be made in a secret vote.
9. The Management Board members may participate in the Supervisory Board meetings, save for matters directly related to the Management Board or its members, in particular: dismissal, liability, and determination of remuneration. Other persons invited by the Supervisory Board may participate in the meetings. In the case of examination of reports pertaining to the Company's business operations, the Board may invite the Company's employees to present explanations, if necessary.
10. Minutes of the Board meetings are kept by a person appointed by the Chairperson of the Supervisory Board meeting. Draft minutes of meetings of the Supervisory Board shall be e-mailed or faxed to the Supervisory Board Members for review within 2 (two) weeks after the Supervisory Board meeting. The Supervisory Board members may submit their comments regarding the minutes within 2 (two) weeks of the date of receipt of the minutes, and in any case not later than 1 (one) working day prior to next meeting of the Supervisory Board. Before the meeting starts, a note shall be made in the minutes whether there are any reservations as to the manner in which the meeting was convened. Any such reservations must be accompanied by a detailed justification. The decision on whether to continue the meeting shall be made by the person chairing the meeting.
11. Resolutions may be adopted also without holding a meeting, under a special procedure, i.e.:
  - a) by circulation – all Supervisory Board members sign the resolution, one by one,
  - b) in writing – all members of the Supervisory Board sign the proposed resolution indicating whether the vote is "for", "against" or "abstention", and the signed resolution is submitted to the Chairperson of the Supervisory Board,
  - c) during a session held by means of direct remote communication, particularly during a teleconference or video-conference.

A resolution is valid if all Supervisory Board Members have been notified of the content of draft resolution. This procedure shall not apply to the election of the Chairperson, Vice-Chairperson and Secretary of the Supervisory Board, appointment of a Management Board member, or dismissal and suspension of these persons.

12. The Chairperson of the Supervisory Board or, if he/she is absent, Vice-Chairperson of the Supervisory Board, shall decide to apply a special voting procedure on a given matter. If at least one member of the Supervisory Board raises an objection concerning the voting outside of the meeting, the voting on a given matter should be held at the nearest meeting of the Board.

13. Minutes shall include the date of the meeting, agenda, surnames and names of current Board Members, subject matter of the adopted resolutions, and number of votes cast for each resolution, as well as describe the course of the meeting.

Each Supervisory Board member who is against a resolution has the right to express their position in the form of a reservation included in the minutes of the meeting or this resolution, or to submit this position in the form of a separate document.

14. Resolutions of the Board adopted at the meeting shall be drawn up in writing and attached to the minutes of the meeting after all votes are cast by the Board members participating in the meeting. Documents pertaining to resolutions adopted under a special procedure shall be attached to the record of reports and resolutions.

15. When a special procedure referred to in section 11 is adopted by the Supervisory Board to adopt resolutions, the resolution may be signed or votes may be cast by Supervisory Board members in separate, numbered documents drawn up in accordance with section 16 below. In such a case, the resolution shall consist of all separate documents referring to this resolution that were signed or voted on by the Board members.

16. Documents pertaining to resolutions adopted under a special procedure shall be drawn up in accordance with the following principles:

- a) the resolution shall define type of the adopted special procedure, e.g. by entering the following annotation: "Resolution adopted by circulation", "Resolution adopted in writing", "Resolution adopted by teleconference", or "Resolution adopted by videoconference".
- b) if any resolution is adopted by circulation or in writing, each member of the Supervisory Board shall specify the date on which the resolution is signed or the vote is cast,
- c) if any resolution is adopted using means of remote communication, separate documents may be drawn up in every place from where members of the Supervisory Board participate in the meeting; if this is the case, the resolution shall specify the town or city;
- d) if any resolution is signed or votes are cast by members of the Supervisory Board in separate documents, all documents must be numbered by assigning



the subsequent ordinal numbers and specifying the total number of all separate documents relating to the resolution; numbering is assigned after the resolution is passed.

#### **§ 14.**

At the Supervisory Board meetings, decisions are made in the following form:

1. conclusions and opinions for the General Meeting of Shareholders resulting from the supervisory and control activities;
2. resolutions on other matters.

#### **§ 15.**

1. A Board Member must participate in the meetings, supervise and control the implementation of resolutions adopted by the General Meeting and the Supervisory Board, as well as:
  - a) provide assistance to the Company's specific organisational units within the scope of their duties;
  - b) participate in sessions of the General Meeting,
  - c) within their powers and to the extent necessary to resolve matters discussed at the General Meeting, provide the participants of the Meeting with explanations and information concerning the Company;
  - d) keep the information on the performance of their duties in the Supervisory Board confidential.
2. A Supervisory Board Member should make it possible for the Management Board to publish (in accordance with a relevant procedure) the information on any sale or acquisition of the Company shares or shares of its parent company or a subsidiary, and on any transactions with these entities, provided that such information is material for its financial standing.
3. A Supervisory Board Member shall submit any information defined in the applicable regulations on trading in financial instruments, pursuant to these regulations.
4. Every Supervisory Board Member shall in particular protect the confidential information within the meaning of the applicable legal regulations.

#### **§ 16.**

1. Minutes and documentation of the Board's incoming and outgoing mail shall be kept at the Company's registered office.
2. The Board shall appoint a person responsible for keeping a book of the Supervisory Board's minutes, preparing copies of resolutions and issuing them to eligible persons, and preparing materials for the Board meetings.
3. The Company's Management Board shall provide the office management services for the Supervisory Board.

#### **§ 17.**

1. Each member of the Supervisory Board shall receive remuneration for the performance of his or her duties.
2. Remuneration of the Supervisory Board members is determined by the General Meeting.
3. Costs of the Supervisory Board's activities shall be covered by the Company.
4. Total remuneration of all and every Member of the Board should be published in the annual report along with the information on the procedures and principles of its determination.

#### § 18.

1. An Audit Committee and Remuneration Committee shall be formed within the Supervisory Board. Their composition shall be determined by the Supervisory Board from among its members, pursuant to the provisions of these Regulations. The Supervisory Board may establish other ad-hoc or standing committees to perform specific duties of the Board. When forming a committee, the Board shall appoint persons responsible for the management of their works.
2. The Committees shall report to the Supervisory Board on their activities and decisions made when necessary and during the Supervisory Board meeting convened before the Annual General Meeting.
3. ~~Komitet Audytu składa się z dwóch Członków Rady niezależnych, w tym jednego Członka Rady posiadającego doświadczenie w zakresie rachunkowości i finansów.~~ The Audit Committee is composed of three Supervisory Board Members, of which at least one member should be independent within the meaning of the applicable legal regulations, and hold the required qualifications in accounting and finance.
4. The Audit Committee shall perform the tasks provided for in regulations referred to in § 1.3 hereof, and in particular shall be responsible for:
  - a) monitoring of the financial reporting process;
  - b) monitoring of efficiency of the internal control, internal audit, and risk management processes;
  - c) monitoring of the performance of financial audit activities;
  - d) monitoring of the independence of the statutory auditor and an entity authorised to review financial statements;
  - e) recommending to the Supervisory Board an entity authorised to review financial statements to perform financial review activities.
5. The Audit Committee shall meet whenever necessary, at least once every quarter.
6. The Remuneration Committee shall be composed of 2 persons and shall be responsible for:
  - a) general monitoring of practices in the area of remuneration and the amounts of remuneration in the Company,
  - b) determining the employment terms of the Management Board members and managers of the Company,
  - c) drawing up the bonus plan for the financial year.

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7. The Remuneration Committee shall meet whenever necessary, at least once every quarter.
8. The Remuneration Committee shall elect a Chairperson of the Committee out of its members. The task of the Chairperson is to manage works of the Committee.
9. Reports of the committees shall be disclosed to the shareholders in a current report.

**§ 19.**

1. Any and all amendments and supplements to these regulations shall be made by the General Meeting by adopting a relevant resolution.
2. All matters not provided for herein shall be governed by the applicable legal regulations, Articles of Association, resolutions of the Supervisory Board or General Meeting of Shareholders.
3. In the case of any non-compliances of the provisions hereof with the Company's Articles of Association or any superior legal regulations, provisions of these regulations shall apply.

**§ 20.**

These Regulations shall come into effect as of the date of their adoption by the General Meeting. These Regulations shall be made available to the public.