

**The Regulations of the Management Board
of Przedsiębiorstwo Handlu Zagranicznego
“Baltona” Spółka Akcyjna
with the registered office in Warsaw**

§ 1

These Regulations shall define organisation and mode of work of the Management Board of Przedsiębiorstwo Handlu Zagranicznego “Baltona” Spółka Akcyjna

§ 2

The following notions used in these Regulations shall have the following meaning:

- a) The Company – means Przedsiębiorstwo Handlu Zagranicznego (The Foreign Trade Company) „Baltona” Spółka Akcyjna;
- b) The General Meeting – means General Meeting of the Company;
- c) The Supervisory Board – means the Supervisory Board of the Company;
- d) The Management Board – means the Management Board of the Company;
- e) Articles of Association – means the Articles of Association of the Company;
- f) Code of Commercial Companies – means the Act of 15 September 2000 – the Code of Commercial Companies (Journal of Laws No. 94, item 1037 as amended),
- g) The Act on Trading – means the Act on the Trading of Financial Instruments of 29 July 2005 (Journal of Laws 183, item 1538 as amended),
- h) Good Practises – means good practises of the companies registered on the Stock Exchange as set out in the Annex to the Resolution No. 12/1170/2007 of the Stock Exchange Council of 4 July 2007 as amended.

§ 3

- 1. The Management Board manages the current operations of the Company and represents it outside.
- 2. The Management Board ensures that the Company’s management system is transparent and effective and all Company’s affairs are managed in adherence to law and best practices.
- 3. The Management Board makes decisions in matters not reserved in the Code of Commercial Companies or the Statute for other bodies. In particular, the Management Board determines, acting on the Company’s interest, the strategy and the main goals of the Company’s operation and then submits to the Supervisory Board. The Management Board shall also ensure their implementation and realisation.

4. While making decisions on the Company's affairs, the Management Board is obliged to act in the limits of the justified economic risk i.e. upon considering all the information, analyses and opinions that in reasonable judgement of the Management Board should be taken into consideration bearing in mind the welfare of the Company.

§ 4

1. The Management Board consists of one to five members who are appointed and dismissed by the Supervisory Board which may determine their additional functions in the Management Board, including the function of the Chairman and Vice-Chairman.
2. Members of the Management Board shall perform their duties in their personal capacity.
3. If the Management Board consists of more than one person, the Supervisory Board, at the request of the Chairman may appoint up to 3 (three) Vice- Chairmen among the members of the Management Board. Removing from the office of the Vice-Chairman shall take place under a resolution of the Supervisory Board.

§ 5

The Management Board acts collectively at the meetings and through particular members of the Management Board within the scope of their competences.

§ 6

Resolutions of the Management Board shall require the following:

- a) submitting the report on the activities of the Management Board and the financial statement to the Supervisory Board and to the General Meeting;
- b) convening the Ordinary General Meeting and the Extraordinary General Meeting on its own initiative or at the written request of the Supervisory Board or shareholders representing at least 1/10 of the share capital and determining the agenda of the General Meeting;
- c) all matters requiring making a decision in accordance with the provisions of the Articles of Association or the Code of Commercial Companies is dependent on the approval from the Supervisory Board or the General Meeting.

§ 7

1. The Chairman of the Management Board and each member of the Management Board may submit for a collective consideration other issues covering problems which are especially important for the Company.
2. Submitting a request regarding adopting a resolution on a given case requires adopting a resolution by the Management Board on this case. In such event, a person submitting

a request should state the content of the resolution which he or she wishes to present for a vote.

§ 8

1. A member of the Management Board should maintain entire loyalty in relation to the Company and avoid activities which could lead only to fulfilment of one's own material benefits. In the event of obtaining information of a possibility to make an investment or other beneficial transaction concerning the objects of the Company, the member of the Management Board should present immediately such information to the Management Board in order to consider its use by the Company. Using such information by the member of the Management Board or relaying it to the third party may take place only with the approval of the Management Board and only when this does not contradict the Company's interests.
2. The member of the Management Board is obliged to immediately inform the Management Board and the Chairman of the Management Board of each existing or potential conflict of interests in relation to his/her function held and refrain from taking part in the discussion as well as voting on a resolution on the issue in which the conflict of interest has arisen.
3. The member of the Management Board is obliged to relay to the Company and to the Financial Supervision Authority information of transactions relating to the purchase and sale of shares of the Company, derivative rights regarding the shares of the Company and other financial instruments connected to these securities, made for their own account or on account of persons closely related, in line with the provisions of the Act on Trading and appropriate regulations.
4. Members of the Management Board shall supervise the work within issues rendered to them and directly related to subordinated organisational units of the Company.
5. Members of the Management Board makes independent decisions in matters not reserved by the Management Board or the Chairman within the issues rendered to them and activities of subordinated organisational units and other decisions within the competences conferred upon them by the Management Board acting in a collective way.

§ 9

1. The Chairman represents the Company outside, manages the work of the Management Board, presides over the meetings of the Management Board and coordinates its work.
2. The scope of work of the Chairman of the Management Board includes in particular:
 - a) managing the work of the Management Board;

- b) presenting motions to the Supervisory Board and to the General Meeting in matters requiring resolutions taken by these bodies and participation in the meetings of the Supervisory Board at its invitation;
- c) managing of development of strategic plans shaping directions of development of the Company, the reports submitted to the Supervisory Board for approval and periodical financial plans;
- d) supervision over all organisational units;
- e) supervision over securing and a proper managing the Company's property;
- f) taking up initiatives regarding issuing necessary internal regulations;
- g) supervision over the human resources and wage policy;
- h) supervision over financial aspects of the Company;
- i) resolution of all other issues related to managing the Company's operation which are not reserved for the Management Board or other bodies of the Company.

§ 10

1. The Management Board shall carry out its activities on a permanent basis and the meetings of the Management Board shall be held as necessary, however not less than once a month. The meetings are chaired by the Chairman of the Management Board, and in his absence – the Vice-Chairman or a member of the Management Board designated by the Chairman or the Management Board.
2. Members of the Management Board participate in the meetings personally. They may take part in the Management Board's meeting with the use of direct distant communication means which enable them to hear each other and participation in such way in the meeting shall be considered as the presence on the meeting in person. If any doubt, the Chairman of the meeting shall have the deciding vote.
3. Meetings of the Management Board are convened by the Chairman at his/her own initiative or the member of the Management Board indicated by him/her on his/her behalf. Meetings are convened in a manner that guarantees all members of the Management Board being acknowledged of the date, hour, place and agenda of the planned meeting at least 3 (three) days before holding the meeting. In urgent matters, the meetings of the Management Board may be convened without compliance with above deadline, provided that all members of the Management Board are invited to the meeting at least 1 (one) day before the meeting. A person convening the meeting shall take up all reasonable actions so the meeting can take place at the time of a day acceptable to all members. Above manner of convening the meetings does not exclude the possibility to adopt resolutions by the Management Board in a written form or with the use of direct distant communication means.
4. Meetings of the Management Board can also take place without a formal convening in the event when all members of the Management Board approve such meeting.

5. The presence of the members of the Management Board of the Company at meetings is obligatory. If a member is unable to take part in the meeting, he or she should immediately inform the Chairman of this fact.
6. The Management Board may invite to its meeting the Company's employees or other persons without the right to take part in voting.
7. Excluding the Management Board consisting of one member, the Management Board shall adopt resolutions by an absolute majority of votes. In the event of a tied vote, the vote of the Chairman is deciding.
8. The voting is open. The secret voting is managed by the Chairman of the meeting of the Management Board at the request of the member of the Management Board or at his/her own initiative.
9. Written minutes shall be drawn up of each meeting of the Management Board. The minutes of the meeting of the Management Board should contain: (i) subsequent number of the minutes, (ii) date and place of the meeting, (iii) listing present and absent at meeting members of the Management Board, (iv) information about other persons present at the meeting, (v) agenda, (vi) the content of adopted resolutions, (vii) the number of votes cast in favour on individual resolutions and results of voting, (viii) the content of dissenting opinions, (ix) information whether the meeting was officially convened or took place on another basis, in line with Regulations, (x) signatures of the members of the Management Board taking part at the meeting and a person drawing up the minutes.
10. Members of the Management Board may submit justified reservations as for the content of the minutes within 7 days from closing the meeting; these reservations should be then attached to the minutes.

§ 11

1. The Management Board can adopt resolutions by circulation.
2. The Chairman of the Management Board shall decide of using the circulation proceedings on his/her own initiative or at the request of the member of the Management Board, and in his/her absence – the Vice-Chairman of the Management Board.
3. A resolution adopted by circulation shall be considered as adopted as of the day of its signing by the last member of the Management Board who affixes the signature and shall be entered into the minutes of the next meeting of the Management Board.

§ 12

1. The Chairman of the Management Board shall keep a register of resolutions adopted by the Management Board.
2. Each adopted resolution shall be entered into the register of resolutions and should be identified by a successive register number in a given year.

§ 13

The Regulations shall enter into force from the date of its acceptance by the Supervisory Board.