

**Unified text of the Articles of Incorporation of
MCI Capital Spółka Akcyjna (Joint Stock company)**

I. GENERAL PROVISIONS

§ 1

1. The Company's name: "MCI Capital" Spółka Akcyjna [Joint Stock Company]
2. The Company may use the abbreviated name of "MCI Capital" S.A. and a distinctive logo as well as the business name translated into foreign languages.

§ 2

The company's seat is the city of Warsaw.

§ 3

1. The Company shall perform its operations on the territory of the Republic of Poland and abroad.
2. The Company may establish branch offices, divisions, sites and other organizational units in Poland as well as abroad and it may participate in commercial law companies and civil law companies with domestic and foreign entities in compliance with applicable provisions of law.

§ 4.

1. The Company's scope of business:
 - 1) 64.20.Z- activities of financial holdings,
 - 2) 64.30.Z- activity of trusts, funds and similar financial entities,
 - 3) 64.92.Z- other forms of granting credits,
 - 4) 64.99.Z - other financial service activities, not classified elsewhere, with the exclusion of insurance and pension funds,
 - 5) 66.19.Z - other activities auxiliary to financial services, with the exception of insurance and pension funds;
 - 6) 70.21.Z - operation of head offices and holdings with the exclusion of financial holdings
 - 7) 70.21.Z - public relations and communication
 - 8) 70.22.Z - remaining advisory in the scope of conducting business and management;
 - 9) 74.90.Z - remaining professional, scientific and technical activity not classified elsewhere.
2. If undertaking or conducting the business operations as defined above within the objects of the operations of the Company requires a consent, permission or license of the governmental body due to special regulations, such undertaking or conducting such operations may commence after such a consent, permission or license is obtained.

§ 5

The company's duration is indefinite.

§ 6

The announcements of the Company as provided by law shall be published in "Monitor Sądowy i Gospodarczy" [Judicial and Business Monitor].

II. SHARE CAPITAL, SHAREHOLDERS AND SHARES

§ 7.

1. The share capital of the Company shall be PLN 52.853.114,00 (fifty two million eight hundred fifty three thousand one hundred fourteen) and is divided into 2.853.114,00 (fifty two million eight hundred fifty three thousand one hundred fourteen) bearer shares each of a nominal value of PLN 1 (one).
2. *Deleted*
3. The shares of the Company from successive issues may be registered shares or bearer shares and they may be paid for with cash contributions or in-kind contributions
4. Each share gives right to one vote at the General Meeting.
5. Shares can be issued in bundles.
6. Shareholders are entitled to participate in the annual profit allocated by the General Meeting for distribution and to participate in the distribution of the Company's

assets in case of its liquidation. All shares participate in the dividend in equal amount.

- 7.** The Company may acquire its own shares in order to redeem them and to pursue other objectives as defined in Art. 362 § 1 of the Commercial Companies Code.
- 8.** The share capital may be increased also by an increase of the nominal value of the shares.
- 9.** The shares may be redeemed by a decrease in the share capital through a resolution of the General Assembly, with the consent of the shareholder whose shares shall be redeemed. The amount to be paid for the redeemed shares shall be determined each time by a resolution of the General Assembly. Instead of the redeemed shares the Company may issue utility certificates on the conditions provided by the General Assembly.
- 10.** The Company may create reserve capitals and purpose funds on the basis of resolutions of the General Assembly
- 11.** A part of the supplementary capital in the amount of one third of the share capital may be used only to cover the balance losses.
- 12.** On the basis of the resolutions of the General Assembly the reserve capitals and the excess of the supplementary capital over the amount defined in subpar. 11 may be used in particular to increase the share capital.
- 13.** The share capital of the Company may be increased not only as provided in subpar. 8 above but also as provided in Art. 444 and the following in the Commercial Companies Code as the authorized capital, as follows:
 - a)** The Company's Management Board is authorized to increase the Company's share capital by an amount not greater than PLN 6,273,237.00 (six million two hundred seventy three thousand two hundred thirty seven zlotys) by issuing new bearer shares with a nominal value of PLN 1.00 each and the total nominal value not greater than PLN 6,273,237.00 ("Shares");
 - b)** The authorization of the Management Board to increase the share capital and to issue new shares within the authorized capital shall expire after two years from the date of entry of amendments to the Articles of Incorporation into the National Court Register providing for the present authorized capital;
 - c)** The Management Board may exercise its right by executing one or several increases of the share capital within the authorized capital;
 - d)** increasing the share capital within the target capital the Management Board may issue shares only in exchange for contributions in cash;
 - e)** establishing the price issue of shares issued within the authorized capital framework requires the consent of the Supervisory Board, provided that the issue price of shares issued under the authorized capital shall not be less than the higher of the two values:
 - Volume-weighted average price (VWAP) of the Company's shares on the regulated market operated by the Warsaw Stock Exchange S.A. from a period of subsequent thirty days immediately preceding the date of determining the issue price of shares within the under authorized capital, each time determined by the Management Board of the Company,
 - Volume-weighted average price (VWAP) of the Company's shares on the regulated market operated by the Warsaw Stock Exchange S.A. a period of subsequent five days immediately preceding the date of determining the issue price of shares issued within the authorized capital, each time determined by the Management Board of the Company;
 - f)** with the consent of the Supervisory Board the existing shareholders' preemptive right with respect to the shares issued by the Management Board within the authorized capital may be excluded in whole or in part;
 - g)** The Management Board is not authorized to increase the share capital within the authorized capital from the Company's own funds.
 - h)** shares issued by the Management Board within the authorized capital may not be preference shares, and may not entail any personal rights for their owners;

- i) resolution of the Management Board concerning the increase of the share capital within the authorized capital, has to be drawn-up in a form of notarial deed.

§ 7A.

1. The total nominal value of all conditional increases of the Company's share capital is determined by the amount not exceeding PLN 14.055.446,00 which consists of:
 - 1) the contingent capital increase pursuant to resolution no. 21/ZWZA/2008 adopted by the Annual General Meeting on 20 June 2008, amended by resolution no. 04/NWZA/2009 adopted by the Annual General Meeting on 31 July 2009, whose nominal value shall be not greater than PLN 8,000,000.00 (eight million Polish zlotys);
 - 2) the conditional share capital increase executed on the basis of the resolution no. 2012 of the General Meeting of 19 February 2015 whose nominal value was set at the amount not exceeding PLN 400.000,00.
 - 3) the contingent capital increase pursuant to resolution no. 4 adopted by the Annual General Meeting on 17 September 2012, whose nominal value shall be not greater than PLN 5,555,000.00 (five million five hundred and fifty-five thousand Polish zlotys);
 - 4) the contingent capital increase pursuant to resolution no. 21 adopted by the Annual General Meeting on 28 June 2016, whose nominal value shall be not greater than PLN 100.446 (one hundred thousand four hundred forty six Polish zlotys);
2. The contingent share capital increase specified in clause 1(1):
 - 1) shall take place by way of issuance of "J" series ordinary bearer shares with nominal value of PLN 1.00 (one Polish zloty) each, with the number of shares not greater than PLN 8,000,000.00 (eight million Polish zloty);
 - 2) "J" series shares shall be taken up by the entitled bondholders, being holders of convertible „B" shares issued pursuant to resolution no. 03/NWZA/2008 of the Company's General Meeting on 27 March 2008, amended by the resolution on 03/NWZA/2009 of the Company's General Meeting on 31 July 2009
3. The contingent share capital increase specified in clause 1 point 2:
 - 1) shall take place by way of issuance of "I" series ordinary bearer shares with nominal value of PLN 1.00 (one Polish zloty) each, with the number of shares not greater than 400.000 (four hundred thousand);
 - 2) the I series shares shall be acquired by authorized holders of A series subscription warrants issued pursuant to Resolution No. 19/ZWZ/2012 adopted by the Annual General Meeting on 5 June 2012.
4. The contingent share capital increase specified in clause 1 point 3:
 - 1) shall take place by way of issuance of "Z" series ordinary bearer shares with nominal value of PLN 1.00 (one Polish zloty) each, with the number of shares not greater than 5,555,000.00 (five million five hundred and fifty-five thousand);
 - 2) „Z" shares series acquired by authorized bondholders who hold G1 series convertible bonds, G2 series convertible bonds, G3 series convertible bonds, G4 series convertible bonds or G5 series convertible bonds issued pursuant to resolution no. 4 adopted by the Annual General Meeting on 17 September 2012.
5. The contingent share capital increase specified in clause 1 point 4:
 - 1) shall take place by way of issuance of "A1" series ordinary bearer shares with nominal value of PLN 1.00 (one Polish zloty) each, with the number of shares not greater than 100.446 (one hundred thousand four hundred forty six);
 - 2) „A1" shares series will be acquired by entitled holders of subscription warrants "C" series issued by the Company.

III BODIES OF THE COMPANY

§ 8.

Bodies of the Company:

- a) Management Board;
- b) Supervisory Board,
- c) General Meeting,

A. Management Board:

§ 9

- 1.** The Management Board of the Company shall be composed of one to seven members, including the President of the Management Board, appointed for three years. The initial members of the first Management Board shall be appointed by the founders of the Company for two years.
- 2.** The Supervisory Board shall appoint, dismiss and suspend in their duties the members of the Management Board of the Company, as well as set the number of the members of the Management Board.
- 3.** The mandates of the members of the Management Board shall expire on the day of the General Assembly approving the report, balance sheet and income statement for the last year of their term of office

§ 10

- 1.** The Management Board of the Company shall manage the Company and represent it in and out of court, before authorities and third parties
- 2.** If a specific matter regarding the management of the Company is not reserved by the Articles of Incorporation or unconditionally applicable provisions of law for the competence of the Supervisory Board or the General Assembly, it shall be within the competence of the Management Board of the Company.
- 3.** The By-Laws of the Management Board of the Company shall define in detail operations of the Management Board. The By-Laws shall be adopted by the Management Board and approved by the Supervisory Board through a resolution

§ 11.

- 1.** Submission of declarations of will on behalf of the Company require a cooperation of two members of the Management Board or a Management Board member jointly with the proxy.
- 2.** The Proxy may represent the Company only jointly with a member of the Management Board of the Company. Collection of correspondence and other notices shall be carried out by at least one member of the Management Board in person but always within the premises of the Management Board.
- 3.** The matters that go beyond the regular management of the Company shall require a resolution of the Management Board.

§ 12.

- 1.** A representative of the Supervisory Board delegated from among its members shall conclude agreements with the members of the Management Board of the Company on behalf of the Company. Other acts of law between the Company and the member of the Management Board shall require the same form.
- 2.** The Supervisory Board shall represent the Company in disputes with the member of the Management Board.

§ 13.

A member of the Management Board shall not, without a consent of the Supervisory Board, engage in a competitive business or participate in a competitive company as a partner, shareholder or member of its managing bodies.

B. Supervisory Board

§ 14.

- 1.** The Supervisory Board shall be composed of 5 (five) to 8 (eight) members, including the Chairperson and Vice Chairperson.
- 2.** Subject to the provisions of section 3 below, the members of the Supervisory Board shall be appointed and dismissed in the following way:
 - a)** As long as shareholder Alternative Investment Partners (previous business name Immoventures sp. z o.o.) holds at least 20% (twenty percent) of votes at the General Assembly, the shareholder shall appoint and dismiss 1 (one) member of the Supervisory Board;
 - b)** The General Assembly shall appoint and dismiss the remaining members of the Supervisory Board.

- 3.** In the case when the number of votes is decreased below 20% (twenty percent) at the General Assembly held by the shareholder entitled to appoint and dismiss a member of the Supervisory Board in accordance with the above § 14 subpar. 2 letter a), the shareholder shall lose the rights deriving from § 14 subpar. 2 letter a), and the mandate of the member of the Supervisory Board appointed by such shareholder shall expire. the Supervisory Board performs the confirmation of expiration of the mandate at its nearest meeting in the form of a resolution.
- 4.** If the mandate of a member of the Supervisory Board expires due to the reasons provided in subpar. 3 above or as a result of submission of a resignation of a member of the Supervisory Board appointed by the General Assembly, the remaining members of the Supervisory Board may appoint a new member by co-optation who shall perform his/her duties until appointment of a member of the Supervisory Board by the General Assembly, not longer, however, than until the day of expiry of the term of his/her predecessor. Under this subparagraph, the provisions of subparagraphs from 5 to 9 below shall apply respectively to the appointment of the member of the Supervisory Board The Supervisory Board may not consist of more than one member appointed pursuant to the above terms.
- 5.** At least two of the members of the Supervisory Board should meet the criteria of independence referred to in Appendix II to the Commission Recommendation 2005/162/EC of 15 February 2005 on the role of non-executive directors or directors who are members of supervisory boards of listed companies and on the committees of the supervisory board and the guidelines contained in point II.Z.4. of the document "Best Practices of WSE Listed Companies 2016", contained in the annex to Resolution No. 26/1413/2015 of the Supervisory Board of the Stock Exchange in Warsaw SA of 13 October 2015. on the adoption of the "Code of Good Practices for WSE Listed Companies 2016 or indicated in other binding regulations on the criteria on independence required of independent members of the supervisory boards of companies whose shares are listed on the Stock Exchange in Warsaw S.A."
- 6.** For the needs of determining certain independence criteria for members of the Supervisory Board referred to in section 5 above:
 - 1)** "dominant (parent) entity" and "subsidiary" - is the appropriate entity as determined in accordance with article 4 § 1 point 4 of the Code of Commercial Companies;
 - 2)** "related entity" - is the entity as determined in accordance with article 4 § 1 point 5 of the Code of Commercial Companies;
 - 3)** "Significant amount of additional remuneration" or "significant business relationship" means the additional remuneration or trade in goods (services) with a total value exceeding 1,000,000 (zlotys) per annum.
- 7.** If no candidates for an independent members of the Supervisory Board are presented, the independent member of the Supervisory Board shall not be appointed. If an independent member of the Supervisory Board is removed or if his mandate expires due to other causes, the Management Board shall promptly notify the shareholder specified in paragraph 14 section 2(a) of the Articles of Incorporation, if the said shareholder had appointed the member of the Supervisory Board, so that a new independent member of the Supervisory Board could be appointed or convenes promptly a General Meeting in order to appoint a new independent member of the Supervisory Board. Ceasing to observe the criteria of independence may be, in particular, a cause for dismissal of an independent Supervisory Board member from the Supervisory Board.
- 8.** In order to provide the possibility of appointing members of the Supervisory Board, according to the rules set forth in subpar. 5 to 7 above, the shareholders submitting candidacies of members of the Supervisory Board shall each time during the General Assembly justify their proposals in detail, including the submission of a declaration that the candidate meets or does not meet the criteria of an independent member of the Supervisory Board" in the meaning of subpar. 5 above. The obligation referred to above shall apply respectively to the

appointment of members of the Supervisory Board by authorized shareholders or to the appointment of members of the Supervisory Board by voting in separate groups.

9. *Deleted*

- 10.** The term of office of the Supervisory Board shall be three years, with the exception of the term of office of first Supervisory Board which shall be one year.
- 11.** The Supervisory Board shall operate on the basis of the By-Laws which shall be adopted by the Supervisory Board and approved by the General Assembly.
- 12.** The Chairperson of the resigning Supervisory Board or the President of the Management Board shall convoke and open the first meeting the newly appointed Supervisory Board. The Chairperson and the Vice-Chairperson shall be appointed by the Supervisory Board by an ordinary majority in secret voting.
- 13.** The Supervisory Board meeting is convened and chaired by the Chairman of the Supervisory Board and in his absence - Vice Chairman.
- 14.** A Meeting of the Supervisory Board can either ordinary or extraordinary. Ordinary meetings should be held at least four times a year (once a quarter). An extraordinary meeting may be convened at any time.
- 15.** The Chairman of the Supervisory Board or in his absence - the Vice Chairman shall convene a meeting of the Supervisory Board at own initiative or at a written request of the Management Board or the Supervisory Board. The meeting should be convened within two weeks from the date of submission of the application.
- 16.** The meeting of the Supervisory Board shall be convoked with a prior 5 (five) day notification by registered mail with an additional notification delivered to the members of the Supervisory Board by registered mail or electronic mail, unless all members of the Supervisory Board consent to hold the meeting and waive the service of the 5 (five) day notification. The consent may be given to the person convening the meeting of the Supervisory Board by any means or method of remote communication.
- 17.** Supervisory Board meetings may be held by telephone or other technical means (e.g. Internet), in a manner allowing mutual communication of all participants of the Supervisory Board Members in such a meeting. Resolutions adopted at such meeting shall be valid if all the Supervisory Board members had been notified of the content of the draft resolutions.
- 18.** In the scope permitted by law the resolutions of the Supervisory Board may be adopted by voting in writing or by means of remote communication ordered by the Chairperson of the Supervisory Board or, in his absence, by the Vice-Chairperson of the Supervisory Board. Resolutions adopted at such meeting shall be valid, if all the Supervisory Board members had been notified of the content of the draft resolutions.
- 19.** The members of the Supervisory Board may take part in the adoption of a resolutions by casting their vote through another member of the Supervisory Board with the exception of matters put on the agenda at the meeting of the Supervisory Board."
- 20.** Subject to § 18 subpar. 2 below, for the resolutions of the Supervisory Board to be valid, it is necessary to invite all members of the Supervisory Board to the meeting of the Supervisory Board as provided in § 14 subpar. 15 and 16 above.
- 21.** Failure to appoint Supervisory Board members meeting the independence criteria referred to in section 5, as well as the expiry of mandates of members during their term of office or no longer meeting these criteria in the course of the mandate, does not constitute an obstacle to adopt important resolutions by the Supervisory Board.

§ 15.

- 1.** The Supervisory Board exercise supervision over operations of the Company in all areas of its business.
- 2.** The Supervisory Board shall perform its duties by adoption of resolutions and these shall include in particular the following:

- a)** examination of the reports by the Management Board on the operations of the Company and financial statements for previous reporting year as to both their conformity with the books and documents and with the actual state and conclusions of the Management Board as to the division of profits or financing of losses as well as submissions of annual reports in writing on the results of the examination and on the operations of the Supervisory Board to the General Assembly.
- b)** suspension of individual or all members of the Management Board of the Company due to important reasons;
- c)** delegation of members of the Supervisory Board to temporarily perform the activities of the members of the Management Board who are unable to perform their activities,
- d)** setting the rules of remuneration of the President of the Management Board and of the members of the Management Board of the Company at the President's request
- e)** adoption of By-Laws of the Supervisory Board and approval of By-Laws of the Management Board of the Company,
- f)** granting permission for the creation of new companies, for the purchase of stocks or shares by the Company, or for the sale of stocks or shares held by the Company, if the value of such a transaction exceeds 5 % (five percent) of the balance amount of the Company assets indicated in the most current published quarterly financial report of the Company and if the transaction was not provided for in the budget of the Company opinionated by the Supervisory Board in accordance with provisions of the Articles of Incorporation.
- g)** expressing opinion on the annual budget of costs of operations of the Company,
- h)** appointment and dismissal of the auditor to audit the financial statements of the Company;
- i)** granting permission for the provision, pursuant to any legal title, by the Company or the companies affiliated with the Company (as provided in § 14 subpar.6 of the Articles of Incorporation of the Company) to the benefit of members of the Company's Management Board,
- j)** granting permission for the conclusion by the Company, or its dependant company, of an important agreement with an entity affiliated with the Company, with a member of the Supervisory Board, with a member of the Management Board of the Company or with affiliated entities,
- k)** granting permission for the acquisition of its own shares by the Company,
- l)** granting the Company a permission for contracting liabilities (making transactions) of the value in excess of 10 % (ten percent) of the balance amount of the Company assets indicated in the most current quarterly financial report of the Company published, and if the transaction had not been provided for in the budget of the Company approved by the Supervisory Board in compliance with the provisions of the Articles of Incorporation and if such liabilities (transactions) pertain to:
 - (1)** individual or a series of liabilities (transactions) connected with one another, including but not limited to the provisional and forward liabilities (transactions);
 - (2)** loans and credits;
 - (3)** issuing bonds with interest on the basis of a resolution of the Management Board of the Company if the sum of the nominal debt of the Company for the already issued bonds with interest (ordinary, convertible into shares and with the pre-emptive right) does not exceed 33% of the sum of assets of the Company calculated as of the day of scheduled new issue of bonds with interest;
 - (4)** issuing bonds without interest (including discount bonds) on the basis of a resolution of the Management Board of the Company, if the sum of the nominal debt of the Company for all already issued bonds does not exceed 66% of the sum of assets of the Company calculated as of the day of scheduled new issue of bonds without interest (increased by the sum of the nominal debt of the Company for the issue of bonds without interest which were not disclosed in the

balance sheet of the Company as of the day of scheduled new issue of bonds without interest);

- (5) granting guarantees by the Company and contracting liabilities by the Company for guarantees and other off-balance liabilities, with the exception of the activities which secure the Company's own liabilities;
 - (6) establishment of pledge, mortgage, transfer of ownership as security for a debt and other encumbrances on the Company's assets;
 - (7) sale of tangible fixed assets of the Company.
 - m) granting permission for the decisions of the Management Board of the Company connected with the use of the rights regarding the authorized capital, in accordance with the provisions of § 7 subparagraph 13 of the Articles of Incorporation.
 - n) "issuing, upon request of the Company's Management Board, consent for the conclusion of a significant agreement with a shareholder of the Company holding at least 5% of the total number of votes in the Company or a related entity, other than typical transactions and concluded on market terms in the scope of business operations conducted by the Company with entities belonging to the capital group of the Company."
3. For the purposes of provisions of section 2 letter n) the definition of a related entity shall be the one set out in international accounting standards adopted in accordance with Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards.
4. Once per year the Supervisory Board shall prepare, for the purpose of submitting, the following to the Ordinary General Assembly
- a) assessment of the company's status, including an evaluation of internal control systems, risk management, compliance and internal audit functions, if implemented in the Company; this assessment covers all relevant control mechanisms, in particular relating to financial reporting and business activities;
 - b) a report on activities of the supervisory board, including at least the following information:
 - (1) composition of the Supervisory Board and its committees,
 - (2) compliance of the independence criteria by members of the board referred to in section 5,
 - (3) number of meetings of the Supervisory Board and its committees during the reporting period,
 - (4) self-assessment of work of the Supervisory Board;
 - c) evaluation of the manner in which the Company's fulfills disclosure obligations regarding the application of the principles of corporate governance;
 - d) assessment of the rationality of the company's policy on the Company's sponsorship activities, charity or any other of a similar nature or information about the lack of such policy.

§ 16.

- 1. The members of the Supervisory Board shall perform their rights and duties personally.
- 2. The remuneration of the members of the Supervisory Board shall be determined by the General Assembly.

§ 17.

The Supervisory Board may delegate the members of the Supervisory Board to individually perform specific supervisory activities. These members shall receive separate remuneration in the amount determined by the General Assembly. These members shall be bound by the prohibition of competition, the same which applies to the members of the Management Board of the Company.

§ 18.

- 1. Subject to subpar. 2 and 3 below, the adoption of a resolution by the Supervisory Board of the Company requires the absolute majority of votes cast in the presence

of at least half of the members of the Supervisory Board. In case of equal number of votes for and against the adoption of a resolution, the Chairperson, or in his absence the Vice- Chairperson, of the Supervisory Board shall have a casting vote.

2. The adoption of a resolution on the matters indicated above in § 15 subpar. 2 letter d), g), h) and from k) to m) of the Articles of Incorporation by the Supervisory Board shall require casting of the vote in favor of such resolution by a member of the Supervisory Board appointed by the shareholder in accordance with § 14 subpar. 2 letter a) of the Articles of Incorporation or else such resolution shall be null and void.
3. *Deleted*
4. The resolutions of the Supervisory Board should be recorded in the minutes. The minutes shall be signed by present members of the Supervisory Board. The minutes shall include the agenda and list the names of the members of the Supervisory Board participating in the meeting, the number of votes cast for individual resolutions, indicate the way the voting was conducted and the result of the voting.
5. The dissenting opinions of the members of the Supervisory Board present at the meeting and the objections of the members of the Supervisory Board absent at the meeting of the Supervisory Board sent later should be attached to the minutes.

C. General Meeting.

§ 19.

A General Meeting can either Ordinary or Extraordinary.

§ 20.

1. An Ordinary General Meeting shall be held within six months from the end of each financial year.
2. The Supervisory Board can convene the Ordinary General Assembly, if the Management Board does not convene it within the deadline specified in subpar. 1 above.
3. The Extraordinary General Assembly shall be convened by the Management Board.
4. The Supervisory Board can convene the Extraordinary General Assembly, if it considers its convocation needed.
5. The Shareholders representing at least half of the share capital or at least half of all votes in the Company can convene the Extraordinary General Assembly. The shareholders shall appoint the chairperson of such assembly. In the case when the shareholders convene the Extraordinary General Assembly in compliance with the first sentence, the Management Board of the Company shall immediately perform the acts referred to in Art. 402.1-402.3 of the Commercial Companies Code regarding an announcement of convocation of the General Assembly.
6. The Supervisory Board, a shareholder or shareholders, representing at least one twentieth of the share capital can demand convocation of the Extraordinary General Assembly and putting specific matters on its agenda.

§ 21.

1. Unless the Commercial Companies Code provides otherwise, the General Assembly shall be valid regardless of the number of shares represented in it.
2. The General Assembly may adopt resolutions also without formal convocation if the whole share capital is represented and none of those present objects to holding of the General Assembly or bringing up individual matters at the meeting.
3. Resolutions of the General Meeting shall be passed by the absolute majority of votes, unless binding provisions of law or the Articles of Association provide otherwise.
4. The General Assembly may order breaks in the session by the majority of two thirds of votes. The breaks shall last not longer than thirty days in total.
5. Taking some issues off the agenda or omitting to consider any points put on the agenda on the motion of the shareholders requires the adoption of a resolution of

the General Assembly after prior consent of all present shareholders who filed such motion supported by 75% (seventy five percent) of votes of the General Assembly.

§ 22.

- 1.** The following matters shall require resolutions of the General Assembly:
 - a)** consideration and approval of the report of the Management Board on operations of the Company, consideration and approval of the report of the Supervisory Board, consideration and approval of the financial statements of the Company as well as the consolidated financial statements of the capital group for the previous financial year and granting acknowledgment of duties of members of the Company's bodies
 - b)** any decisions regarding claims for damage inflicted when the Company was formed or while performing management or supervision;
 - c)** sale or lease of the enterprise and establishment the right of usufruct over it;
 - d)** zbycie nieruchomości Spółki;
 - e)** issue of convertible bonds and/or having pre-emptive rights and the issue of subscription warrants;
 - f)** granting consent to the issue of bonds with interest by the Management Board of the Company in the case when the sum of the nominal debt of the Company for the already issued bonds with interest (ordinary, convertible into shares and with the pre-emptive right) exceeds 33% of the sum of assets of the Company calculated as of the day of scheduled new issue of bonds with interest;
 - g)** granting consent to issue of bonds without interest by the Management Board of the Company (including discount bonds) in the case when the sum of the nominal debt of the Company for the scheduled issue of bonds without interest and all already issued bonds exceeds 66% of the sum of assets of the Company calculated as of the day of scheduled new issue of bonds without interest (increased by the sum of the nominal debt of the Company for the issue of bonds without interest which were not disclosed in the balance sheet of the Company as of the day of scheduled new issue of bonds without interest);
 - h)** division of profits or coverage of losses, determination the date of the establishment of the right to dividend and the day when the dividend shall be paid;
 - i)** amendments to the Articles of Incorporation of the Company;
 - j)** increase or decrease of the share capital of the Company;
 - k)** approval of the By-Laws of the Supervisory Board;
 - l)** dissolution and liquidation of the Company;
 - m)** subject to § 14 subparagraph 2 letter a), appointment and dismissal of the members of the Supervisory Board;
 - n)** adoption of By-Laws of the General Assembly.

§ 23.

- 1.** The General Meetings shall be held in Warsaw.
- 2.** *Deleted*
- 3.** *Deleted*
- 4.** *Deleted*

IV. [FINAL PROVISIONS]

§ 24

- 1.** The financial year is the calendar year, subject to the fact that the first financial year ends on 31 December 1999.
- 2.** The Company shall be dissolved after liquidation.
- 3.** The liquidation shall be performed under the business name of the Company with the addition of the words: "in liquidation."
- 4.** Members of the Management Board and the person appointed by the Supervisory Board shall be the liquidators.
- 5.** The provisions of the Commercial Companies Code shall apply to the matters not provided for in these Articles of Incorporation.

- 6.** The founders of the Company are: MCI limited liability company, with its registered seat in Wrocław, ul. Wybrzeże Wyspiańskiego 13, HOWELL S.A., with its registered seat in Szczawno-Zdrój, ul. Ratuszowa 3, Tomasz Czechowicz, residing in Wrocław, ul. Bartoszowicka 3 and Andrzej Dadełło, residing in Legnica, ul. Jowisza 1/5.