

1.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the election of the Chairperson**

§ 1

The Ordinary General Assembly elects Mr ..... to fulfil the duties of the Chairman of the Assembly.

§2

The Resolution shall come into force on the date of its adoption.

2.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the adoption of the agenda**

§1

The Ordinary General Assembly hereby decides to adopt the following agenda:

- 1) Opening the session and election of the Chairperson of the Ordinary General Assembly.
- 2) Making, signing by the Chairperson and laying out the list of attendance.
- 3) Ascertaining the correctness of the convocation of the Ordinary General Assembly and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Ordinary General Assembly.
- 5) Abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee.
- 6) Election of the Ballot Counting Committee.
- 7) Presentation of the following by the Company's Management Board:
  - a. the financial statements of INPRO SA for the year ended on 31 December 2012,
  - b. the report of the Management Board of the activity of INPRO SA in 2012,
  - c. the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012,
  - d. the report of the Management Board of the activity of the INPRO SA Capital Group in 2012.
  - e. remuneration report concerning INPRO S.A.
- 8) Presentation of the following by the Company's Supervisory Board:
  - a. assessment of the Company's situation in 2012 with the evaluation of the internal control and significant risk management system, prepared by the Supervisory Board of INPRO SA in conformity with the Code of Best Practice for WSE Listed Companies.

- b. report of the activity of the Supervisory Board of INPRO SA, prepared in conformity with the Code of Best Practice for WSE Listed Companies.
- 9) Consideration of the financial statements of INPRO SA for the year ended on 31 December 2012 and of the report of the Management Board of the activity of INPRO SA in 2012.
- 10) Consideration of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012 and of the report of the Management Board of the activity of the INPRO SA Capital Group in 2012.
- 11) Consideration of resolutions by the Supervisory Board of the Company:
  - a. on the assessment of the financial statements of INPRO SA for the year ended on 31 December 2012, of the report of the Management Board of INPRO SA in 2012, of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012 and of the report of the Management Board of INPRO SA of the activity of the INPRO SA Capital Group in 2012,
  - b. on the assessment by the Supervisory Board of INPRO SA of the Company's situation in 2012,
  - c. on the adoption of the report of the activity of the Supervisory Board of INPRO SA in 2012,
  - d. on the assessment of the proposal by the Management Board concerning the division of profit,
  - e. on the recommendation of the draft resolution of the Ordinary General Assembly on the approval of the "Remuneration Report,"
  - f. in the planned amendment to the Company's Statutes and the draft wording of the consolidated text of the Company's Statutes.
- 12) Adoption by the Ordinary General Assembly of a resolution on the approval of the financial statements of INPRO SA for the year ended on 31 December 2012.
- 13) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of INPRO SA in 2012.
- 14) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012.
- 15) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of the INPRO SA Capital Group in 2012.
- 16) Adoption by the Ordinary General Assembly of a resolution on the division of the Company's net profit for the period from 1 January 2012 to 31 December 2012, and on setting out the dividend date and the dividend payment date.
- 17) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the President of the Company's Management Board, Mr Piotr Janusz Stefaniak, in 2012.
- 18) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Zbigniew Feliks Lewiński, in 2012.
- 19) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Krzysztof Marian Maraszek, in 2012.
- 20) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Company's Supervisory Board, Mr Jerzy Glanc, in 2012.
- 21) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Company's Supervisory Board, Mr Krzysztof Gąsak, in 2012.
- 22) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Wojciech Stefaniak, in 2012.
- 23) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Szymon Lewiński, in 2012.
- 24) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Robert Maraszek, in 2012.
- 25) Adoption by the Ordinary General Assembly of a resolution on the approval of the "Remuneration Report."
- 26) Adoption by the Ordinary General Assembly of a resolution on the amendment of the Company's Statutes.
- 27) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated text of the Company's Statutes.

28) Closing the session.

§2

The Resolution shall come into force on the date of its adoption.

**3. Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting  
Committee**

**§ 1**

Acting on the basis of Article 420 § 3 of the Commercial Companies Code, the Ordinary General Assembly hereby decides to abrogate the secrecy of voting on the resolution on the election of the Ballot Counting Committee.

**§ 2**

The Resolution shall come into force on the date of its adoption.

**4. Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the election of the Ballot Counting Committee**

**§ 1**

Acting on the basis of § 5 par. 1 of the By-Laws of the Company's General Assembly, the Ordinary General Assembly hereby decides to appoint the following members of the Ballot Counting Committee:

- .....;  
- .....;  
- .....

**§ 2**

The Resolution shall come into force on the date of its adoption.

**5. Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the approval of the financial statements of INPRO SA for the year ended on 31 December 2012**

**§ 1**

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed the details the financial statements of INPRO SA for the year ended on 31 December 2012, the Ordinary General Assembly approves the financial statements of INPRO SA for the year ended on 31 December 2012, comprising:

1. the balance sheet made as at 31 December 2012 showing at the assets and equity and liabilities sides the sum of 286,383,365.13 zlotys,
2. the income statement showing the net profit of 17,466,552.39 zlotys,
3. the cash flow statement showing the decrease in cash by the sum of 50,329,201.81 zlotys,

4. the statement of changes in equity showing the increase in equity by the sum of 8,949,954.67 zlotys,
5. Notes and explanations.

**§ 2**

The Resolution shall come into force on the date of its adoption.

6.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the approval of the report of the Management Board of the activity of INPRO SA in 2012**

**§ 1**

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed in detail the report of the Management Board of the activity of INPRO SA in 2012, the Ordinary General Assembly approves the report of the Management Board of the activity of INPRO SA in 2012.

**§ 2**

The Resolution shall come into force on the date of its adoption.

7.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the approval of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012**

**§ 1**

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012, the Ordinary General Assembly approves the financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012, comprising:

1. the balance sheet made as at 31 December 2012 showing at the assets and equity and liabilities sides the sum of 325,822,459.22 zlotys,
2. the income statement showing the net profit of 17,966,991.39 zlotys,
3. the cash flow statement showing the decrease in cash by the sum of 44,780,800.85 zlotys,
4. the statement of changes in equity showing the increase in equity by the sum of 11,488,879.39 zlotys,
5. Notes and explanations.

**§ 2**

The Resolution shall becoming effective on the date of its adoption..

8.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the approval of the report of the Management Board of the activity of the INPRO SA Capital Group in 2012**

## §1

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the report of the Management Board of the activity of the INPRO SA Capital Group in 2012, the Ordinary General Assembly approves the report of the Management Board of the activity of the INPRO SA Capital Group in 2012.

## § 2

The Resolution shall come into force on the date of its adoption.

9.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

- on the division of the Company's net profit for the period from 1 January 2012 to 31 December 2012 and on setting out the dividend date and the dividend payment date

## §1

Acting on the basis of Article 395 § 2 item 2 of the Commercial Companies Code, the Ordinary General Assembly decides to allocate part of the profit following from the Company's financial statements in the amount of **4,404,400.00** zlotys, i.e. PLN 0.11 (eleven groszes) per share towards the dividend to the Company's shareholders and allocate the remaining part of the profit in the amount of **13,062,152.39** zlotys to the Company's supplementary capital. Acting on the basis of Article 348 § 3 of the Commercial Companies Code, the Ordinary General Assembly sets out the dividend date for **10 July 2013** and the dividend payment date for **24 July 2013**.

## §2

The Resolution shall come into force on the date of its adoption.

10.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

- on the acknowledgement of the fulfilment of duties by the President of the Management Board, Piotr Janusz Stefaniak, in 2012

## §1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Piotr Janusz Stefaniak, President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2012 comprising the period from 1/1/2012 to 31/12 2012.

## §2

The Resolution shall come into force on the date of its adoption.

11.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board,  
Zbigniew Feliks Lewiński, in 2012**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Zbigniew Feliks Lewiński, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2012 comprising the period from 1/1/2012 to 31/12 2012.

§2

The Resolution shall come into force on the date of its adoption.

12.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board,  
Krzysztof Marian Maraszek, in 2012**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Marian Maraszek, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2012 comprising the period from 1/1/2012 to 31/12 2012.

§2

The Resolution shall come into force on the date of its adoption.

13.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Jerzy Glanc, in  
2012**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Jerzy Glanc, the Chairman of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2012 comprising the period from 1/1/2012 to 31/12 2012.

§2

The Resolution shall come into force on the date of its adoption.

14.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Krzysztof Gąsak, in 2012**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Gąsak, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2012 comprising the period from 1/1/2012 to 31/12 2012.

§2

The Resolution shall come into force on the date of its adoption.

15.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Wojciech Stefaniak, in 2012**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Wojciech Stefaniak, a Member of the Supervisory Board of the Company, in his activity in the financial 2012 comprising the period from 1/1/2012 to 31/12 2012.

§2

The Resolution shall come into force on the date of its adoption.

16.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013**

**- on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Szymon Lewiński, in 2012**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Szymon Lewiński, a Member of the Supervisory Board of the Company, in his activity in the financial year 2012 comprising the period from 1/1/2012 to 31/12 2012.

§2

The Resolution shall come into force on the date of its adoption.

17. **Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Robert  
Maraszek, in 2012**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Robert Maraszek, a Member of the Supervisory Board of the Company, in his activity in the financial year 2012 comprising the period from 1/1/2012 to 31/12 2012.

§2

The Resolution shall come into force on the date of its adoption.

18. **Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the approval of the "Remuneration Report"**

§ 1

Acting on the basis of § 395 § 5 of the Commercial Companies Code, the Ordinary General Assembly hereby decides to approve the Remuneration Report for 2012. The Report constitutes the appendix to this resolution.

§2

The Resolution shall come into force on the date of its adoption.

*Appendix to Resolution No. ....../2013 of the Ordinary General Assembly of INPRO SA  
of 19 June 2013*

## **REMUNERATION REPORT**

### **Remuneration Declaration**

The Management Board of INPRO SA presents the Remuneration Declaration drawn up in conformity with the corporate governance principles applied by the Company on the basis of the Commission Recommendation of 14 December 2004 fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) completed with the Commission Recommendation of 30 April 2009 (2009/385/EC). This declaration is subject to approval by the annual Ordinary General Assembly of INPRO SA. A relevant resolution will be presented at the Ordinary General Assembly.

### **Remuneration principles pertaining to the members of the MANAGEMENT BOARD**

As the shareholders of INPRO MANAGEMENT Zbigniew Lewiński, Krzysztof Maraszek, Piotr Stefaniak spółka cywilna, on the basis of the Company Management Agreement of 29 December 2009 concluded with INPRO S.A. and amended by way of the annexe of 2 July 2009, the members of the Management Board receive monthly



remuneration in the amount of PLN 150,000 plus the tax on goods and services for the fulfilment of management duties (described in detail in § 1 of the above agreement). Moreover, the Members of the Management Board receive additional annual remuneration, which is payable subject to INPRO SA achieving profit for a given calendar year and to the approval of the annual financial statements by the Ordinary Assembly of INPRO SA. The amount of that additional annual remuneration is each time determined by way of a resolution of the Supervisory Board and not lower than 1% of the profit following from the financial statements approved by the General Assembly of INPRO SA.

The remuneration (its fixed component) is paid once a month, within 7 days of receipt by INPRO SA of an invoice issued by INPRO MANAGEMENT s.c.

The costs of maintenance and operation of devices, areas, telephone calls and vehicles rendered available to the members of the Management Board are covered by INPRO SA.

The above agreement has been concluded for indefinite time. Premature termination of the agreement may take effect by agreement of the parties or by three month notice. Apart from the above cases, the agreement terminates upon the expiry of the mandates of the members of the Management Board.

No pension or early retirement programme for the members of the Management Board is provided for in the Company. Severance pay in relation to the termination of the employment relationship or any payments relating to the premature termination of the agreement with a member of the Management Board are not provided for. A remuneration commission does not operate at the Company either.

No significant changes in the remuneration policy concerning the Management Board have taken place compared to the previous financial year.

As it is necessary to appoint the Management Board for the new term of office, changes may occur in 2013 in the remuneration policy concerning the Management Board, however, no significant changes are foreseen in the next financial year in relation to the policy binding in the financial year 2012.

In 2012, the value of the remuneration, prizes and benefits paid, due or potentially due separately to each of the persons managing and supervising the Company is as follows.

**A table showing remuneration paid to the members of governing bodies of INPRO SA in 2012.**

		<i>In the Company</i>	<i>Remuneration in relation to the employment relationship with Inpro SA</i>	<i>Dividends paid in 2012</i>	<i>In other entities in the group</i>
1	<b>MANAGEMENT BOARD – remuneration on the basis of the civil law agreement with INPRO Management s.c.</b>				
	<i>Piotr Stefaniak</i>	663 796.34		2 002 000.00	
	<i>Krzysztof Maraszek</i>	663 796.33		2 002 000.00	
	<i>Zbigniew Lewiński</i>	663 796.33		2 002 000.00	
	<b>TOTAL</b>	<b>1 991 389</b>		<b>6 006 000.00</b>	
2.	<b>SUPERVISORY BOARD IN THE GROUP</b>				
	<i>Piotr Stefaniak</i>				57 600.00
	<i>Krzysztof Maraszek</i>				57 600.00

	<i>Zbigniew Lewiński</i>				57 600.00
	<b>TOTAL</b>				<b>172 800.00</b>
3	<b>SUPERVISORY BOARD OF INPRO SA</b>				
	<i>Jerzy Glanc</i>	21 000.00			
	<i>Krzysztof Gąsak</i>	18 000.00			
	<i>Robert Maraszek</i>	15 000.00	106 796.80		
	<i>Wojciech Stefaniak</i>	13 800.00			
	<i>Szymon Lewiński</i>	13 800.00			
	<b>TOTAL</b>	<b>81 600.00</b>	<b>106 796.80</b>		
	<b>TOTAL</b>	<b>2 072 989</b>	<b>106 796.80</b>	<b>6 006 000.00</b>	<b>172 800.00</b>

### Remuneration principles pertaining to the members of the SUPERVISORY BOARD

In compliance with § 10 par. 15 of the Company's Statutes, the members of the Supervisory Board receive remuneration in the amount determined by the General Assembly. The following remuneration rates were in force in 2012:

On the basis of Resolution No. 23/2011 of 16 June 2011 of the Ordinary General Assembly of INPRO SA on the determination of the remuneration of the members of the Supervisory Board of INPRO SA, the following remuneration of the members of the Supervisory Board was determined:

- the remuneration of the Chairperson of the Supervisory Board in the amount of PLN 3,500.00 gross for each session of the Supervisory Board
- the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 3,000.00 gross for each session of the Supervisory Board
- the remuneration of the Secretary of the Supervisory Board in the amount of PLN 2,500.00 gross for each session of the Supervisory Board,
- the remuneration of the various Members of the Supervisory Board, who do not fulfil the function of Chairperson, Vice-Chairperson or Secretary of the Supervisory Board, in the amount of PLN 2,300.00 gross for each session of the Supervisory Board.

The value of remuneration paid to the members of the Supervisory Board in 2012 is presented in the above table showing remuneration paid to the members of the governing bodies of INPRO SA in 2012.

No pension or early retirement programme for the members of the Supervisory Board is provided for in the Company. Severance pay in relation to the termination of the employment relationship or any payments relating to the premature termination of the agreement with a member of the Supervisory Board are not provided for. A remuneration commission does not operate at the Company either.

No significant changes in the remuneration policy concerning the members of the Supervisory Board have taken place compared to the previous financial year.

In the next financial year, no significant changes in the remuneration policy concerning the members of the Supervisory Board are envisaged in relation to the policy in force in the financial year 2012.

The Company made every effort to make this Remuneration Declaration as clear and understandable as possible.

19.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
on the amendment of the Statutes of INPRO S.A.**

**§ 1**

Acting on the basis of § 12 par. 5 of the Company's Statutes, the Ordinary General Assembly decides to amend the provision of § 4 par. 1 of the Company's Statutes in such manner that the dot after item 24 shall be replaced with a semi-colon and a new item 25 added, which shall read as follows:

**"25) accommodation services (55 PKD)."**

**§2**

The Resolution shall come into force on the date of its adoption.

20.

**Resolution No. ..../2013  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 19 June 2013  
- on the adoption of the consolidated text of the Statutes of INPRO SA**

The Ordinary General Assembly of INPRO SA with its registered office in Gdańsk, in relation to the resolutions Nos. // of 19 June 2013 on the amendment of the Company's Statutes, decides to adopt the following consolidated text of the Company's Statutes:

**STATUTES**

**INPRO SPÓŁKA AKCYJNA**

**GENERAL PROVISIONS**

**§ 1**

1. The Company came into being as a result of the transformation of the limited liability under the business name of Przedsiębiorstwo Budowlane "INPRO" with its registered office in Gdańsk.
2. The Company shall operate under the business name of: INPRO Spółka Akcyjna. The Company may use an abbreviated business name: INPRO S.A. and its equivalents in foreign languages.
3. INPRO Spółka Akcyjna, hereinafter referred to as the "Company," shall operate on the basis of the universally binding provisions of law and these Statutes.

**§ 2**

1. The Company's registered office shall be the city of Gdańsk.
2. The Company shall operate in the territory of the Republic of Poland and abroad.
3. The Company may open branch offices, agencies and other units at home and abroad, join other companies at home and abroad and participate in joint ventures, other agreements and business relationships.

**§ 3**

The duration of the Company is unrestricted.

## OBJECTS

### § 4

1. The objects of the Company shall be as follows:

- 1) Architectural activities (71.11.Z PKD);
- 2) Engineering activities and related technical consultancy (71.12.Z PKD);
- 3) Other professional, scientific and engineering activity not classified elsewhere (74.90.B PKD);
- 4) Construction works relating to the erection of buildings (41 PKD);
- 5) Works relating to the construction of civil and hydraulic engineering structures (42 PKD);
- 6) Specialised construction works (43 PKD);
- 7) Manufacture of construction products of concrete (23.61.Z PKD);
- 8) Manufacture of construction products of plaster (23.62.Z PKD);
- 9) Manufacture of cement (23.51.Z PKD);
- 10) Manufacture of lime and plaster (23.52.Z PKD);
- 11) Manufacture of metals (24.Z PKD);
- 12) Wholesale trade except of motor vehicles (46 PKD);
- 13) Activities of travel agencies, tour operators and tourist agents and other service activity in reservation and related activity (79 PKD);
- 14) Research and analysis related to food quality (71.20.A PKD);
- 15) Other technical research and analysis (71.20.B);
- 16) Land-borne transport and transport via pipelines (49 PKD);
- 17) Water transport (50.Z PKD);
- 18) Activity related to software and information technology consultancy and related activity (62 PKD);
- 19) Real estate activities (68 PKD);
- 20) Auxiliary activities relating to maintenance of buildings (81.10.Z PKD);
- 21) Museums activities (91.02.Z PKD);
- 22) Activities of historic sites and buildings and of similar tourist attractions (91.03.Z PKD);
- 23) Growing of crops other than perennial (01.1 PKD);
- 24) Financial intermediation (66.19.Z PKD);
- 25) Accommodation services (55 PKD).**

2. In the event that, in conformity with relevant legal provisions, a consent (a licence, permit, permission or concession) is required for the pursuance of an activity specified above, such activity shall be undertaken by the Company after a relevant consent (licence, permit, permission or concession) has been received.

## SHARE CAPITAL

### § 5

1. The share capital of the Company is 4,004,000 zlotys (four million and four thousand zlotys) and is divided into:
  - a) 30,030,000 (thirty million and thirty thousand) ordinary bearer shares, A series, of the nominal value of 0.10 zlotys (ten groszes) each,
  - b) 10,010,000 (ten million and ten thousand) ordinary bearer shares, B series, of the nominal value of 0.10 zlotys (ten groszes) each.
2. Series A and B shares were fully paid by monetary contributions.
3. The Company's shares may be redeemed on the basis of a resolution of the General Assembly.
4. The increase of the share capital may take place by the issues of new shares or by the increase of the nominal value of the existing shares. The increase of the share capital may also take place by the transfer of reserves created from profit and of the supplementary capital to the share capital.

5. The Company's shares shall be bearer shares. Bearer shares may not be exchanged for registered ones.
6. The Company may issue bonds, including bonds convertible to shares, preferred bonds and subscription warrants.

## **COMPANY'S GOVERNING BODIES**

### **§ 6**

The Company's governing bodies shall be as follows:

- a) the Management Board,
- b) the Supervisory Board,
- c) the General Assembly.

## **MANAGEMENT BOARD**

### **§ 7.**

1. The Management Board shall exercise all powers with regard to the Company's management except the powers reserved for the other governing bodies by the provisions of law, these Statutes or other regulations in force at the Company.
2. The Company's Management Board shall consist of one to three members appointed for the common term of office lasting five years.
3. In the case of the Management Board consisting of one person, the only Member of the Management Board shall fulfil the function of the President of the Management Board. If the Management Board consists of more than one person, it shall include the President and two Vice-Presidents or members of the Management Board depending on a resolution of the Supervisory Board.
4. The number of the Members of the Management Board shall be determined by the Supervisory Board, subject to § 7 par. 2 of the Statutes.
5. The Members of the Management Board shall be appointed and dismissed by the Supervisory Board; dismissal may, however, take place for important reasons only.
6. The mandates of the Members of the Management Board shall expire on the day of holding a General Assembly approving the financial statements for the last full financial year of the function of the Member of the Management Board being fulfilled.
7. The resolutions of the Management Board shall be adopted by the majority of votes; if the number of votes is equal, the President of the Management Board shall have the casting vote.
8. The Management Board may, without consent from the General Assembly and Supervisory Board, subject to § 10 par. 9 point f) in the case of the latter governing body, perform activities consisting in the acquisition by the Company, the transfer by it and encumbrance with limited rights in property the Company's real estate or the right of perpetual usufruct of land.

### **§ 8**

The following shall be authorised to make statements on behalf of the Company:

- a) In the case of the Management Board consisting of one person – the President of the Management Board,
- b) in the case of the Management Board consisting of more than one person – two Members of the Management Board acting jointly or a Member of the Management Board acting jointly with a proxy.

### **§ 9**

The detailed procedure for the activity of the Management Board is set out in its by-laws approved by the Supervisory Board.

## SUPERVISORY BOARD

### § 10

1. The Supervisory Board shall consist of five to seven members elected by the General Assembly for the common term of office lasting 3 years.
2. The Supervisory Board or its various members may be dismissed at any time. In the event that the membership in the Supervising Personnel expires as a result of resignation or due to ill-fated reasons, the Supervisory Board may elect a new member, who shall perform his or her activities until election by the nearest General Assembly.
3. The mandate of the Member of the Supervisory Board shall expire, at the latest, on the day of holding a General Assembly approving the financial statements for the last full financial year of the function of the Member of the Supervisory Board being fulfilled. Moreover, the mandate expires as a result of death or resignation of the member of the Board.
4. The Supervisory Board shall adopt resolutions by the absolute majority of votes. If the number of votes is equal, the Chairperson shall have the casting vote.
5. The Supervisory Board shall adopt resolutions if at least one half of its members are present, and all members were invited.
6. In special cases the members of the Supervisory Board may take part in the adoption of resolutions of the Supervisory Board by casting their vote in writing via another member of the Supervisory Board. Casting a vote in writing may not concern the issues included in the agenda at the session of the Supervisory Board.
7. The Supervisory Board may adopt resolutions by way of a written procedure and with the use of the means of distance communication. A resolution shall be valid if all the members of the Board have been advised of the wording of the draft resolution.
8. When fulfilling its duties, the Supervisory Board shall be authorised to review all the Company's documents and require reports and explanations from the Management Board and the Company's employees.
9. The Supervisory Board shall perform constant supervision over the Company's activity in all its aspects, in particular:
  - a. evaluate financial statements and reports of the Management Board of the Company's activity with regard to their conformity with the books and documents, as well as the actual state of affairs, and proposals of the Management Board concerning the division of profits or the way of financing of losses, and submit to the General Assembly an annual written report of the results of such evaluation.
  - b. approve the by-laws of the Company's Management Board,
  - c. conclude agreements with the members of the Company's Management Board, fix the remuneration of the President and Members of the Management Board, and the rules concerning bonuses, as well as exercise other powers following from the employment relationship in relation to the members of the Company's Management Board,
  - d. suspend various or all members of the Management Board in their activities for important reasons, and delegate the members of the Supervisory Board to perform on a temporary basis the activities of the Members of the Management Board who are unable to perform their activities,
  - e. express consent to the payment of advances towards the forecast dividend,
  - f. express consent to the performance by the Management Board of activities consisting in the acquisition, transfer and encumbrance of real estate or the perpetual usufruct right if the value of such real estate or right or an encumbrance on it exceeds PLN 20,000,000.00 (twenty million zlotys).
  - g. make once a year and present to the Ordinary General Assembly a concise assessment of the Company's situation, with the significant risk management system taken into account;
  - h. make once a year and present to the Ordinary General Assembly an assessment of the work of the Supervisory Board;
  - i. consider and give opinion on matters which are to be the objects of the resolutions of the General Assembly.

10. The Supervisory Board shall give approval of the conclusion by the Company's Management Board of a significant agreement with a related entity. The above-mentioned obligation is not imposed on standard transactions effected on market conditions, within the operating activities pursued by the Company with a subsidiary in which the Company has a majority share.
11. At least two members of the Supervisory Board must be independent of the Company and entities related with it.
12. The following persons are considered independent members of the Supervisory Board:
  - a) such a person did not occupy the position of the member of the Management Board of the Company or an associated company during the last 5 years,
  - b) such a person was not an employee of the Company or an associated company during the last 3 years,
  - c) such a person did not and does not receive additional significant remuneration from the Company or an associated company except for the remuneration as a member of the Supervisory Board,
  - d) such a person is not a shareholder and does not, in any way, represent a shareholder(s) holding a controlling package of shares,
  - e) such a person does not and did not, during the last year, maintain significant trade relations with the Company or an associated company directly, as a shareholder or as a member of a governing body (trade relations include being a significant supplier of services, goods or a significant customer etc.),
  - f) such a person is not and was not, during the last three years, a shareholder or employee of the current or former statutory auditor of the Company or an associated company,
  - g) such a person does not have relations with the members of the Company's Management Board through participation in other companies or the governing bodies of those companies,
  - h) such a person did not fulfil functions in the Supervisory Board for more than 12 years,
  - i) such a person is not a member of the close family of the members of the Management Board or of the other members of the Supervisory Board,
  - j) such a person is not, in a real and significant manner, related to a shareholder having the right to exercise 5% (five per cent) or more of the total number of votes at the General Assembly.
13. The failure by all the members of the Supervisory Board to comply with the criteria set out in the preceding paragraph does not influence the capacity of the Company's Supervisory Board to perform activities and their validity, including the resolutions.
14. The Supervisory Board shall elect a statutory auditor conducting an audit of the Company's financial statements.
15. The members of the Supervisory Board shall receive remuneration in the amount determined by the General Assembly.
16. The Supervisory Board shall be convened as required, but not less frequently than four times in the financial year.
17. The detailed procedure for the activity of the Supervisory Board is set out in its by-laws approved by the General Assembly.
18. If it is necessary for the Supervisory Board to represent the Company, the Chairperson or Vice-Chairperson of the Supervisory Board shall be the persons appointed to make statements on the basis of resolutions adopted by the Supervisory Board.

## **GENERAL ASSEMBLY**

### **§ 11**

1. The General Assembly shall hold its sessions as an ordinary or extraordinary assembly.
2. The Ordinary General Assembly shall be held within six months of the end of each financial year.
3. The General Assembly shall be convened on the basis of the rules specified by the Commercial Companies Code.
4. A request for the cancellation of the General Assembly and a decision by the Management Board on such cancellation requires justification. The cancellation or a change of the date of the General Assembly shall be effected in the form prescribed for its convocation, not later than 10 (ten) days before the date of the General

Assembly. If the Company is public, the publication of the current report by the Company within the time limit set out in the preceding sentence shall be sufficient for the cancellation of the General Assembly.

5. The General Assembly shall be held in a locality which is the Company's registered office. The General Assembly may also be held in a locality which is the registered office of a company running a stock exchange at which the shares of INPRO S.A. are traded.
6. The detailed procedure for the activity of the General Assembly, and the rules for its sessions and adoption of resolutions are set out in the by-laws adopted by the General Assembly by the absolute majority of votes.
7. The resolutions of the General Assembly on the amendment of its by-laws shall be valid as from the next General Assembly.

## **§ 12**

A resolution of the General Assembly shall be required for the following:

1. Consideration and approval of the report of the Management of the Company's activity and of the financial statements for the previous financial year,
2. Acknowledgement of the fulfilment of duties by the members of the Management Board and Supervisory Board,
3. Division of profit or the determination of the ways of financing the losses,
4. Provisions concerning the claims for redress of damage occasioned upon the Company's formation, administration or supervision,
5. Amendment to the Company's Statutes,
6. Transfer and leasing of an enterprise or its organised part and establishing limited right in property on them,
7. Issue of convertible bonds or with the priority right or the issue of subscription warrants,
8. Acquisition of own shares in the case specified in Article 362 § 1 item 2 of the Commercial Companies Code, and giving the power to acquire those shares in the case specified in Article 362 § 1 item 8 of the Commercial Companies Code,
9. Merger, division, transformation, dissolution and liquidation of the Company,
10. Appointment and dismissal of the members of the Supervisory Board and fixing their remuneration,
11. Approval of the by-laws of the Supervisory Board,
12. Making other decisions referred to in the provisions of law.

## **§ 13**

The resolutions of the General Assembly shall be adopted by the absolute majority of votes, no matter the number of shares represented at the Assembly, unless the provisions of law provide otherwise.

## **CAPITAL AND FUNDS**

### **§ 14**

The Company may create reserve and supplementary capital and other funds.

### **§ 15**

1. The dividend date and the dividend payment date shall be specified in a resolution of the General Assembly adopted at the Ordinary General Assembly.
2. The Management Board shall be authorised to pay the shareholders an advance towards the forecast dividend at the end of financial year if the Company has funds sufficient for the payment. The payment of an advance requires consent from the Supervisory Board.

### **§ 16**



1. The financial year of the Company shall be the calendar year.
2. During three months after the end of the financial year, the Management Board shall make and provide the Supervisory Board with financial statements as at the last day of that year and with a written report of the Company's activity in that period.

## **FINAL PROVISIONS**

### **§ 17**

The matters not dealt with in these Statutes shall be governed by the provisions of the Commercial Companies Code.

### **§ 18**

The Company's announcements required by law shall be published in the Monitor Sądowy i Gospodarczy unless the provisions of law provide otherwise."