

**REGULATIONS**  
**of the MANAGEMENT BOARD of**  
**Fabryka Kotłów RAFAKO SA in Raciborzu.**

§ 1

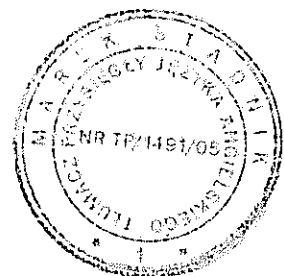
1. The Management Board of Fabryka Kotłów RAFAKO SA w Raciborzu, hereinafter called the "Board" acts on the basis of:
  - 1) the Code of Commercial Companies and other legal regulations in force,
  - 2) the Statute of Fabryka Kotłów RAFAKO SA in Raciborzu, hereinafter called the "Company",
  - 3) these Regulations.
2. Should these Regulations or the Statute fail to include a provision addressing a particular matter, the regulations set forth in par. 1 item 1 shall be applied.

§ 2

The quantitative composition of the Board, its term of office and the manner of appointing and removing its members, is regulated by the Statute of the Company.

§ 3

1. The scope of the Board operation includes all matters related to the governance of the Company, which are not reserved by law or the Statute of the Company to the authority of the General Meeting or the Supervisory Board.
2. The Board under the leadership of its President shall manage the Company and represent it outside.
3. The Board jointly supervises and controls the business of the Company.
4. The Board, by its resolution, may permanently or temporarily delegate to a given member of the Management Board the power to currently supervise and control the business of the Company, within the determined scope.
5. If a member of the Board performs, at the same time, the duties specified in the Organizational Regulations of the Company, his/her competence and responsibility shall then be determined in the scope of duties at his post, which shall be presented to him/her.



6. Without consent of the Supervisory Board of the Company, a Member of the Board may neither conduct competing business nor act in a competitive company as its active partner or a member of its management.

§ 4

1. The Board shall meet for plenary sessions convened by the President of the Board or assigned by the Vice-President of the Board. The President's substitution to perform duties of the ordinary board shall be determined in writing.  
If it is necessary to convene a Board meeting in the President's absence and the absence of the Vice-President appointed by him, as mentioned above, the said meeting shall be convened by one of the Vice-Presidents.
2. The date, the place and the agenda of the meeting shall be determined by the convener.

The rule is that Board meetings take place at the Company's registered office.

The agenda proposed by the convener may be changed by consent of at least 2/3 of Board members present at the meeting.

3. Board meetings can be also convened upon a motion of a Board member within 5 days from the date of proposing such a motion to the President of the Board. The said motion shall be in writing and it should state the subject matter of the meeting.
4. The attendance of non-Board members at the Board meeting needs to be previously adopted by at least 2/3 of the Board members. Each Board member may put forward an initiative of an invitation to a meeting.

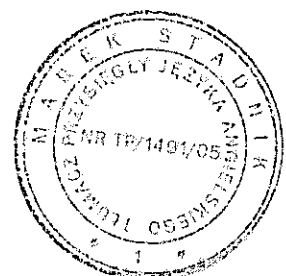
§ 5

1. The President of the Board presides over the meetings and, in case of his/her absence, it shall be one of the Vice-Presidents.
2. For the validity of resolutions and other decisions made by the Board the presence of at least 2/3 of the Board members is required, upon the notice of a meeting sent to all Board members.
3. The Board can adopt resolutions in writing or through means of direct communication, while all Board members must be acquainted with the content of a draft resolution.

§ 6

1. The resolutions of the Board shall be adopted by an absolute majority of votes in open ballot, except for granting the power of procuration.

*Marek Strużnik*



2. In case of a tie, the President of the Board shall have a casting vote.
3. A secret ballot can be ordered upon a motion of at least one Board member
4. A Board member has the right to bring forward a separate opinion, which shall be included in the Minutes of a Board meeting.
5. The President of the Board or another Board member designated by the Board shall be responsible for the implementation of resolutions and other decisions of the Board.

§ 7

1. Board meetings shall be minuted and the adopted resolutions shall bear consecutive numbers in a calendar year.
2. Moreover, the minutes should state the agenda, names and surnames of the Board members attending the meeting, number of votes cast for particular resolutions as well as separate opinions.

Minutes are subject to approval at a consecutive Board meeting.

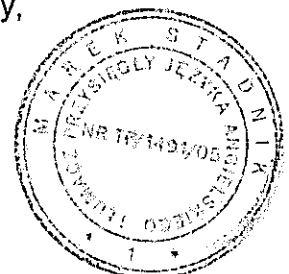
Minutes shall be signed by the Board members present at a meeting.

3. The President of the Board shall designate a person responsible for providing administrative service of meetings and keeping Minutes thereof.
4. In the case of a conflict of the Company's interests with personal interests of a Board member, his/her spouse and relatives to the second degree, and persons to whom he/she is personally related, such a Board member should refrain from participation in deciding on such a case and should demand to enter it into the minutes.

§ 8

1. By way of resolutions the Board shall make decisions related to:
  - 1) all matters falling within the decision-making authority of the Supervisory Board or a General Meeting; the obligation to draw up and submit such matters to these organs is vested in the Board,
  - 2) accepting semi-annual and annual financial statements and written reports on the results of Company's activities, which are submitted to supervisory bodies,
  - 3) convening and drawing up the agenda of a General Meeting,
  - 4) approving the Company's Organizational Regulations and its change,
  - 5) motions to convene meetings of the Supervisory Board,
  - 6) approving general and detailed annual action plans of the Company,

*Marek Stęchlik*



- 7) approving changes in the Company's Collective Employment Contract and Work Regulations,
  - 8) approving the principles of the annual payroll policy and of fixing the number of full-time posts.
  - 9) approving the first rank managerial staff of the Company,
  - 10) appointing and removing proxies and granting permanent power of attorney,
  - 11) purchasing and selling securities, stocks and shares of other companies,
  - 12) adopting the Regulations of the Board and changes thereto before handing them over to the Board for approval,
  - 13) purchasing and selling real estate or a share in real estate,
  - 14) reports on the fulfillment of post-control recommendations,
  - 15) granting loans and credits as well as guaranties for other entities,
  - 16) taking up bank credits.
2. Other decisions, except for the above-mentioned ones, the scope and significance of which include the matters particularly important for the Company, must also be adopted through the resolutions of the Board.
- Each member of the Board may file a suitable motion to the Board to adopt a resolution on such matters.
- Proposing such a motion leads to an absolute necessity to pass a resolution on a matter included in its content.
3. As regards the matters not mentioned above in item 1 and 2, the Board shall make appropriate decisions recording them in the minutes of a meeting with the indication of the manner of taking them and adequately applying the provisions in these Regulations, which are related to a separate opinion.
4. Each Board member is personally responsible for obeying the stipulations of this Regulations and he/she is obliged to notify the Board of any breach thereof.

§ 9

These Regulations of the Board shall be passed by the Board and approved by the Supervisory Board.

Racibórz, date: 6 August 2001r.

I, Marek Stadnik, sworn translator of English do hereby confirm that the above is a true and correct translation of the original document .  
Signed and sealed this 22<sup>th</sup> day of September 2008.-/-  
Rep. No. 144/2008 -/-

*Marek Stadnik*  
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