

**REGULATIONS OF “MONNARI TRADE” S.A.  
SUPERVISORY BOARD**

**§ 1**

1. The Supervisory Board shall exercise a permanent supervision over Company’s activities in all respective fields.
2. The Supervisory Board shall act pursuant to Commercial companies code, the Company’s Statute, resolutions of the General Shareholders’ Meeting and other applicable laws.
3. These Regulations shall define mode and manner of operation of the Supervisory Board in all matters unless regulated otherwise in imperative regulations mentioned in §1 section 2 of the present Regulations.

**§ 2**

1. The Supervisory Board shall comprise of 5-7 members elected and dismissed by the General Shareholders’ Meeting. The Supervisory Board or its individual members may be dismissed at any time before the end of their term in the manner provided for their appointment. In the case of termination of membership in the Supervisory Board due to resignation or reasons beyond control, the Supervisory Board may replace a missing member of the Supervisory Board. A candidate for a member shall be approved at the nearest General Meeting of Shareholders.
2. The term of office of the Supervisory Board shall last for 5 years for all the members jointly however, members of the Supervisory Board may be reelected.
3. Members of the Supervisory Board shall exercise their rights and duties personally.
4. On its first sitting, the Supervisory Board shall elect the Chairman and the Deputy Chairman from its members.
5. The Chairman and the Deputy Chairman shall be elected by an ordinary majority of votes of members of the Supervisory Board, present at the meeting.

**§ 3**

1. The Supervisory Board shall be convened when required however, not less than three times during the turnover year.
2. The Management Board or a member of the Supervisory Board may demand convening the Supervisory Board’s meeting, presenting a proposed agenda. The Chairman of the Supervisory Board shall convene the meeting within two weeks from receiving the motion.

3. The Supervisory Board's meeting shall be convened by the Chairman, if not possible by other member of the Supervisory Board, with a written notification send by registered mail, tele-fax (if transmission was confirmed) or delivered personally not later than 7 (seven) days before the meeting.
4. The Supervisory Board's meetings are attainable and open to members of the Management Board with the exception of meetings where issues directly relating to the Management Board and it members are discussed. This applies especially to issues concerning dismissal, responsibility and remuneration.
5. Notification about the Supervisory Board's meeting should indicate date, hour, place and agenda of the meeting.

#### § 4

1. The Chairman of the Supervisory Board shall be responsible for:
  - a. performing the duties connected with discharging of functions by the Supervisory Board,
  - b. keeping relations with the Company's Management Board,
  - c. representing the Supervisory Board in relations with third parties.
2. The Chairman of the Supervisory Board and in case of his absence the Deputy Chairman shall open and chair the Supervisory Board's meeting.

#### § 5

1. Special powers of the Supervisory Board, apart from matters restricted by the Company's Statute, shall include:
  - a. evaluation of annual financial report,
  - b. evaluation of the Management Board's report and proposals of the Management Board concerning distribution of profits or financing losses,
  - c. assessment of the Company's condition,
  - d. submitting to the General Shareholders' Meeting reports on the results of such evaluation as referred to in points a), b) and c),
  - e. election and dismissal of the Management Board's members and deciding about their remuneration,
  - f. suspending a member of the Management Board or the whole Management Board from their duties, due to important reasons,
  - g. delegating a member or members of the Supervisory Board so that he/she temporarily performs the duties of the member of the Management Board who is dismissed or suspended or when the whole Management Board is incapable of performing its duties,
  - h. appointing an expert auditor to carry out audit of the financial statement, in a such way that would guarantee independence of an examination carried out.
2. The Supervisory Board adopts its own Regulations which present detailed description of its mode of operation. Regulations of the Supervisory Board are subject to GSM approval.

## **§ 6**

1. The Supervisory Board shall have the power to review all fields of the activities of the Company, in particular:
  - a. Company's records and documents,
  - b. the state of the assets of the Company,
  - c. reports and explanations prepared by the Management Board referring to Company's activities,
  - d. the Supervisory Board shall have the right to obtain from the Company's employees all necessary reports and explanations.

## **§ 7**

1. Above all a member of the Supervisory Board shall have respect for vital interests of the Company.
2. A member of the Supervisory Board shall not resign from performing his duty during the term of office if doing so could obstruct the Supervisory Board's operation, especially if such resignation could preclude a crucial resolution being adopted in due time.

## **§ 8**

A member of the Supervisory Board appointed by a group of shareholders to perform a role of a supervisor shall submit detailed reports on his performance to the Supervisory Board.

## **§ 9**

1. The Supervisory Board fulfils its obligations and exercises its rights by passing resolutions and by controlling and consulting activities.
2. The Supervisory Board passes resolutions on condition that, all members of the Supervisory Board were invited to the meeting and at least half of the members are present at the meeting, including its Chairman.
3. The Supervisory Board passes resolution by the ordinary majority of votes. In case of equality of votes the Chairman has the decisive vote.
4. Chairman of the Supervisory Board sets the mode of voting assuring secrecy of the cast votes.
5. The Supervisory Board may adopt resolutions via direct long-distance means of communication i.e. telephone, audioconference, videoconference or electronic mail.
6. Passing resolutions in a mode described in item 5 of § 9 does not refer to electing a Chairman of the Supervisory Board, appointing a member of the Management Board as well as to dismissing and suspending them in official duties.

7. The Supervisory Board may also adopt resolutions in a written form, without convening or chairing the meeting, after signing them by each member of the Board. The resolutions may be adopted in such mode under condition that the draft of the resolution is sent to each member of the Supervisory Board.
8. The members may also vote on the Supervisory Board's resolutions in writing via another member of the Board. Voting in writing may not concern matters introduced to the agenda during the meeting of the Supervisory Board.
9. Adopting resolutions by the Supervisory Board with the use of electronic mail, as one of direct long-distance means of communication, shall be performed in accordance with the following procedure. A resolution in writing shall be sent by the Chairman or Deputy Chairman via electronic mail to all members of the Supervisory Board using addresses given by them. All members of the Supervisory Board get acquainted with text of a resolution, then sign it with their full names, they express their standpoint in writing – in favour, against or abstaining votes and subsequently send resolutions by courier mail with confirmation of receipt to the head office of the Company. All members of the Supervisory Board, voting in favour, against or abstaining, shall immediately notify the Chairman (Vice-Chairmen) and the Office of the Management Board about their declaration of will. Printed declarations of members of the Supervisory Board sent by electronic mail shall be included in documentation of the Supervisory Board.
10. Adopting resolutions by the Supervisory Board with the use of phone, audio- or videoconference as one of direct long-distance means communication, shall be performed in accordance with the following procedure. In case of a phone communication, a resolution shall be read aloud by the Chairman or Vice-Chairman of the Board to all members of the Board in alphabetical order or to all of them simultaneously in case of an audio- or videoconference. Subsequently each member of the Supervisory Board shall tell the Chairman (Vice-Chairman) whether they are in favour, against adopting resolution or abstain from vote. The Chairman of the Supervisory Board (Vice-Chairman) then counts votes in favour. Records of phone conversations, audio- or videoconferences shall be included in documentation of the Supervisory Board.
11. Resolutions adopted in accordance with the procedures described in § 9 item 9 and 10 are valid only when all members of the Supervisory Board were notified about the content of a proposed resolution.
12. Meetings of the Supervisory Board shall be held according to the agenda. During a meeting the agenda may be change or supplemented if all members of the Supervisory Board are present and they consent thereto or when it is necessary to protect the Company against damage or in case when the subject of a resolution is an opinion on whether a conflict of interests exists between members of the Supervisory Board and the Company.
13. The Supervisory Board shall pass resolutions concerning only the matters that are indicated in the notification mentioned in item 5 of § 3 of the present Regulations, unless members of the Supervisory Board allow for enrolling other matters to the agenda and for voting for them.

14. During the meeting, each member of the Supervisory Board may demand from the Chairman to enroll particular matters to the agenda of the next meeting. This may be done in a written or oral form.

#### **§ 10**

1. The Company's Management Board shall prepare all documents concerning the subject of the Supervisory Board meeting and shall deliver them to all members of the Supervisory Board at least 7 (seven) days before the meeting.

#### **§ 11**

1. Minutes shall be taken at the meetings of the Supervisory Board. The minutes shall state: current number and date of the meeting, the first names and surnames of the members of the Supervisory Board present, the agenda of the meeting, summary of the discussion, the resolutions adopted and the results of votes on particular resolutions including votes in favour, against and different opinions.
2. The minutes shall be signed after the meeting, by the Chairman of the Supervisory Board and other members of the Board present at the meeting however, no later than at the beginning of the next meeting of the Supervisory Board pursuant to item 4 of § 11 below.
3. The following documents shall be attached to the minutes:
  - a. List of attendance,
  - b. Resolutions of the Supervisory Board,
  - c. All significant documents including evidence for convening the meeting.
4. Minutes from a meeting of the Supervisory Board, excluding the content of the passed resolutions, shall be accepted during the next meeting. In case of changes in the Supervisory Board's membership and as a result failure of obtaining majority of over 50% of votes from members present at the meeting, signing the minutes by the Chairman of the Supervisory Board and other members of the Board present at the meeting in a way described in section 2 of the above § 9 is recognized as an approval of the minutes.

#### **§ 12**

1. Members of the Supervisory Board are obliged to notify the Management Board about:
  - a) Disposal or purchase of shares of the company, its parent company or a subsidiary and about any transactions with such companies. Information like that shall be submitted in writing immediately after such occurrence.
  - b) Personal, real or organizational relation with a shareholder of the Company that has at least 5% of votes at General Meeting of Shareholders.
2. In case of a conflict of interests a member of the Supervisory Board is obliged to inform other members about a conflict and refrain from taking part in a discussion or voting on adopting resolution that would be related to it.

**§ 13**

1. The Management Board shall provide the Supervisory Board with administrative and technical services, offices and all the other equipment and help necessary for convening a meeting of the Supervisory Board.
2. All documents from a meeting of the Supervisory Board shall be kept in the Office of the Management Board.

**§ 14**

The Regulations shall come into force on the day of their approval by the General Meeting of Shareholders.