

Statute of the Company dated 18/04/2000 r., register nr. A nr 693/2000 (J. Sińska notary in Łódź), changed by the resolutions of the General Shareholders Meeting:

- dated 15/11/2003, register A no 2468/2003 (A. Goździalska notary in Łódź)
- dated 28/06/2004, register A no 1946/2004 (A. Goździalska notary in Łódź)
- dated 23/08/2004, register A no 3059/2004 (A. Goździalska notary in Łódź)
- dated 30/06/2005, register A no 1855/2005 (A. Goździalska notary in Łódź)
- dated 26/07/ 2005, register A no 3333/2005 (G. Rymdejko notary in Łódź)
- dated 5/08/2005, register A no 2178/2005 (A. Goździalska notary in Łódź)
- dated 31/08/ 2005, register A no 2365/2005 (A. Goździalska notary in Łódź)
- dated 12/09/2006, register A no 4414/2006 (A. Goździalska notary in Łódź)
- dated 20/11/2006, register A no 5393/2006 (A. Goździalska notary in Łódź)
- dated 15/11/2006, register A no 6014/2006 (A. Goździalska notary in Łódź)
- dated 30/05/2007, register A no 8833/2007 (G. Rymdejko notary in Łódź)
- dated 16/06/2008, register A no 7954/08 (I. Szabelskka notary in Łódź).

STATUTE OF "MONNARI TRADE" JOINT STOCK COMPANY HEADQUARTERED IN ŁÓDŹ

I. GENERAL PROVISIONS

§1

Name of the company: "MONNARI TRADE" Spółka Akcyjna.

Abbreviated form of the company's name: "MONNARI TRADE" S.A. Both forms of the name may be used in other languages.

The company is entitled to use distinctive graphic sign.

§2

The Company is registered in Łódź.

§3

The company is appointed for unlimited period of time.

§4

Cases not included and not covered by this Statute comply with the regulations of the Commercial companies' code.

§5

1. The Company performs its activities in Poland and abroad.
2. The company may participate in all kinds of industrial, commercial and financial activities as well as in activities connected with the development of land and property which are directly or indirectly connected with the realization of the subject matter of the Company, specified in article 6.

II. SCOPE OF BUSINESS

§6

The scope of the Company's business in agreement with the Polish Classification of Activities (PKD) is:

1. Completing and finishing of textile products (PKD 13.30.Z);
2. Manufacture of ready-made textile goods (PKD 13.92.Z);
3. Manufacture of other textile goods not classified elsewhere (PKD 13.99.Z);
4. Manufacture of knitwear materials sold by meters (PKD 13.91.Z);
5. Manufacture of hosiery (PKD 14.31.Z);
6. Manufacture of leather clothing (PKD 14.11.Z);
7. Manufacture of industrial uniforms and garments (PKD 14.12.Z);
8. Manufacture of other outer clothing (PKD 14.13.Z);
9. Manufacture of underwear (PKD 14.14.Z);
10. Manufacture of other clothing and clothing accessories (PKD 14.19.Z);
11. Manufacture of fur garments (PKD 14.20.Z);
12. Trimming and tanning of leather; trimming and dyeing of fur (PKD 15.11.Z);
13. Manufacture of suitcases and luggage bags, handbags and similar products, manufacture of leather goods (PKD 15.12.Z);
14. Manufacture of footwear (PKD 15.20.Z);
15. Manufacture of wooden goods; manufacture of goods made from cork, straw and other material usually used for weaving (PKD 16.29.Z);
16. Manufacture of other rubber goods (PKD 22.19.Z);
17. Manufacture of other plastic goods (PKD 22.29.Z);
18. Processing computer data carriers (PKD 18.20.Z);
19. Manufacture of cosmetics and toiletries (PKD 20.42.Z);
20. Demolition and pulling down buildings (PKD 43.11.Z);
21. Building site preparation (PKD 43.12.Z);
22. Excavating and geological engineering drilling (PKD 43.13.Z);
23. Construction works in respect to residential and unoccupied buildings (PKD 41.20.Z);
24. Construction works related to erection of bridges and tunnels (PKD 41.20.Z);
25. General works related to construction of transmission pipes and distribution networks (PKD 42.21.Z);
26. General construction works related to telecommunication and power lines (PKD 42.22.Z);
27. General construction works in the scope of civil and hydro-engineering not specified elsewhere (PKD 42.99.Z);
28. Erection of roof coverings and frames (PKD 43.91.Z);
29. Other construction works (PKD 43.29.Z);
30. Electrical works (PKD 43.21.Z);
31. Hydraulic and sewerage works, heating, gas and air-conditioning installations (PKD 43.22.Z);
32. Plastering (PKD 43.31.Z);
33. Joinery installation (PKD 43.32.Z);
34. Floor and wall covering (PKD 43.33.Z);
35. Painting and glazing (PKD 43.34.Z);
36. Other construction work in relation to building installation and building completion (PKD 43.39.Z);
37. Other general construction works not specified elsewhere (PKD 43.99.Z);
38. Wholesale of goods according to orders (PKD 46.1);
39. Servicing the sales of textile products, clothes, footwear and leather products through the designated agencies (PKD 46.16.Z);
40. Wholesale of textile products (PKD 46.41.Z);
41. Wholesale of clothes and footwear (PKD 46.42.Z);
42. Wholesale of perfumes and cosmetics (PKD 46.45.Z);
43. Wholesale of watches, clocks and jewelry (PKD 46.48.Z);
44. General wholesale (PKD 46.90.Z);
45. Retail of watches and jewelry (PKD 47.77.Z);
46. Retail of toiletries and cosmetics (PKD 47.75.Z);
47. Retail of textiles through specialist shops (PKD 47.51.Z);
48. Retail of clothing through specialist shops (PKD 47.71.Z);

49. Retail of footwear and leather products (PKD 47.72.Z);
50. Services for land transport (PKD 52.21.Z);
51. Retail by mail order and Internet (PKD 47.91.Z);
52. Retail of textiles, clothing and footwear in markets and market stalls (PKD 47.82.Z);
53. Freight transport of goods (PKD 49.41.Z);
54. Operating taxicabs (PKD 49.32.Z);
55. Finance leasing (PKD 64.91.Z);
56. Other financial services not specified elsewhere except for insurances and pension funds (PKD 64.99.Z);
57. Buying and selling of owned real estate (PKD 68.10.Z);
58. Rental and management of owned and leased real estate (PKD 68.20.Z);
59. Rental and lease of automobiles and lorries (PKD 77.11.Z);
60. Rental and lease of other vehicles with the exception of motorbikes (PKD 77.12.Z);
61. Rental and lease of construction and civil engineering machinery and equipment (PKD 77.32.Z);
62. Rental and lease of office machinery and equipment, including computers (PKD 77.33.Z);
63. Software consultancy and supply (PKD 62.01.Z);
64. Data processing; website hosting and similar activities (PKD 63.11.Z);
65. Other services in respect to information and computer technology (PKD 62.09.Z);
66. Market analysis and public opinion research (PKD 73.20.Z);
67. Other consulting in respect to business activities and management (PKD 70.22.Z);
68. Public relations and communication (PKD 70.21.Z);
69. Advertising (PKD 73.1);
70. Brokerage in relation to advertising time and space on radio and TV (PKD 73.12.A);
71. Brokerage in relation to advertising space in printed media (PKD 73.12.B);
72. Brokerage in relation to advertising space in other media (PKD 73.12.D);
73. Formation and processing of flat glass (PKD 23.12.Z);
74. Specialist design (PKD 74.10.Z).

III. INITIAL CAPITAL AND SHARES

§ 7

1. The Company's initial capital is 1. 334.727, 30 (in words: one million three hundred thirty four thousand seven hundred twenty seven 30/100).
2. The Company's initial capital is divided into 13.347.273 (in words: thirteen million three hundred forty seven thousand two hundred seventy three) shares each with a par value of 0,10 (ten groszy):
 - 1) 2.000.000 (in words: two million) ordinary bearer shares series A shares – first emission each with a par value of 0,10 (ten groszy);
 - 2) 8.000.000 (in words: eight million) preferred registered series A shares - second emission each with a par value of 0,10 (ten groszy);
 - 3) 727.273 (in words: seven hundred twenty seven thousand two hundred seventy three) ordinary bearer series B shares each with a par value of 0,10 (ten groszy).
 - 4) 120.000 (in words: hundred twenty thousand) ordinary bearer series C shares each with a par values of 0,10 (ten groszy).
 - 5) 2.500.000 (in words: two million five hundred thousand) ordinary bearer series D shares each with a par values of 0,10 (ten groszy).
3. Conditional share capital of the Company amounts to maximum of 30.000 (in words: thirty thousand PLN) and is divided in maximum 300.000 (in words: three hundred

thousand) ordinary bearer shares series E with nominal value 0,10 PLN (ten groszy) each.

4. The aim of conditional increase of capital is granting right to acquire shares to holders of subscription warrants issued by the Company pursuant to Resolution no 5/2006 of The Extraordinary General Shareholders' Meeting held on 24 August 2006.
5. Holders of subscription warrants of series A, B, C issued by the Company shall be entitled to acquire series E shares.
6. Right to acquire series E shares can be executed until 31 December 2010.

§ 8

1. Shares of the Company may be registered or bearer shares.
2. Shares of the Company may be covered by cash, non-cash contributions or by both forms jointly.
3. The shares of the company are indivisible and may be issued singly or in collective series.

§ 9

1. Series A shares of second emission are privileged as to the right to vote.
2. The privilege of series A shares of second emission as to the right to vote grants 2 (two) votes per each share during General Shareholders' Meeting.

§ 10

(§ 10 was removed by the resolution no 1 item 3 of the General Shareholders' Meeting on 31/08/ 2005)

§ 11

(§ 11 was removed by the resolution no 1 item 3 of the General Shareholders Meeting on 31/08/ 2005)

§ 12

1. If a shareholder agrees the shares can be redeemed pursuant to regulations on decrease of initial capital (voluntary redemption).
2. The method and way of redemption shall be specified at the General Shareholders' Meeting.

§ 13

1. The initial capital may be increased under the resolution of The General Shareholders' Meeting, by way of issuing new shares or by increasing the nominal value of existing shares.
2. Shareholders have the priority right to acquire new shares in proportion to the amount of the owned shares unless by the resolution of The General Shareholders' Meeting this right is excluded.
3. The General Shareholders' Meeting may increase the initial capital allocating for this funds from the spare capital or from other reserve capitals created from the company's profit if they may be used for this purpose (increasing the initial capital from the company's financial means).

§ 14

(§ 14 was removed under the resolution (Nr 1 point 1) of The General Shareholders' Meeting made on 12/09/2006)

§ 15

1. The company's shares may be inherited.
2. The preference of shares passes on to inheritors.
3. The company may issue bonds entitling to obtain shares issued by this Company in exchange for these bonds, called "convertible bonds" or bonds with the priority right.

IV. COMPANY AUTHORITIES

§ 16

The bodies of the company are:

1. The Management Board
2. The Supervisory Board
3. The General Shareholders' Meeting

A. THE MANAGEMENT BOARD

§ 17

1. The Management Board consists of one up to five members.
2. The members of the Management Board are appointed for the common term of office for 5 (five) years.
3. The members of the Management Board are appointed and dismissed by The Supervisory Board
4. The number of people forming the Management Board each time is set by the Supervisory Board."
5. The member of the Management Board may be remunerated for serving or not. The amount of his remuneration is set by The Supervisory Board.

§ 18

1. The Management Board manages Company's affairs and represents the Company in dealings with third parties. The responsibilities of the Management Board include all matters related to conducting the Company's affairs, provided they were not delegated to the competence of The Supervisory Board or The General Shareholders' Meeting.
2. A detailed mode of operation of the Company's Management Board is defined by the Rules of the Management Board, established by the Management Board and approved by the Supervisory Board.
3. Only the Management Board decides upon purchasing or selling the ownership or the perpetual usufruct right to real estate or any share in such rights. All the acts in law referring to the above do not require resolution of the General Shareholders' Meeting.

§ 19

1. In case of numerous Management Board - with a priority to the latter statement - each member of the Management Board is authorized individually to make statements of will on behalf of the Company. For making statements of will subject of which is a legal transaction with the amount exceeding 10.000.000 PLN (say: ten million PLN) two members of the Management Board are required or one member of the Management Board with the proxy.
2. The Management Board may appoint Proxies for arranging matters of specific type or specific matters. Proxies may act individually within the law.

§ 20

In the contract between the Company and the member of the Management Board , as well as in disagreement with him, the Company is represented by the Supervisory Board or the Proxy appointed by the resolution of The General Shareholders' Meeting.

§ 21

1. Members of the Management Board shall be bound by a non-competition clause. The member of the Management Board may not, without the Company's permission act on behalf of other competitive companies. In particular they cannot engage in any competitive business or participate in such business as its participant, a shareholder or member of its governing bodies. This non-competition clause also refers to shares in other commercial companies if the member of the Management Board owns at least 10% of its shares or the right to appoint at least one member of the Management Board.
2. Permission to the above mentioned is granted by the Supervisory Board.

B. SUPERVISORY BOARD

§ 22

1. The Supervisory Board consists of 5 up to 7 members.
2. The term of office of the Supervisory Board lasts 5 years.
3. The members of the Supervisory Board are appointed from amongst its body by the General Shareholders' Meeting.
4. The members of the Supervisory Board may be re-elected.
5. The Supervisory Board or its individual members may be removed 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. The replaced member should be submitted by the Board for approval on the nearest General Shareholders' Meeting .

§ 23

1. During its first session the Supervisory Board elects a Chairperson and his/her deputy.
2. The session of the Supervisory Board are convened by the Chairperson and if it is impossible for him to convene the session, it is convened by other member of the Supervisory Board by the written notice in form of a registered letter, fax or electronic mail (provided that there is confirmation of transmission) or delivered in person no later than 7 (seven) days prior to the scheduled meeting place.
3. The Chairperson of the General Shareholders' Meeting, or in case of his absence the President of the Management Board convenes and opens the first session of the newly elected Supervisory Board, he also chairs the meeting until the election of the new Chairperson.
4. The Supervisory Board should meet as required however, not less than three times during the turnover year."

§ 24

The Management Board or a member of the Supervisory Board may convene the Supervisory Board presenting a suggested agenda. The Chairperson convenes the meeting within 7 (seven) days from the date of receiving a motion.

§ 25

1. The Supervisory Board adopts the resolutions, if at least half of its members are present at the meeting and all the members of the Supervisory Board were invited for the meeting according to the applying law regulations and Statute's rules.
2. The Supervisory Board adopts the resolutions in a simple majority vote. In case of equality of votes the Chairperson's vote decides.
3. 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.
4. The members may also vote on Supervisory Board 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.
5. The Supervisory Board may adopt resolutions via direct long-distance means of communication i.e. telephone, audioconference, videoconference or electronic mail if one of the members of the Board cannot participate in the meeting in a particular place. However, the importance of resolutions adopted in such mode depends on notification about the content of the draft of a resolution and signing the minutes by each member of the Supervisory Board.
6. Adopting resolution in the mode described in items 3 and 5 of this paragraph does not refer to election of Chairperson and Deputy Chairperson of the Supervisory Board, depriving of membership or suspending a Member of the Supervisory Board, and calling, recalling and suspending a Member of the Management Board or issues that require secret voting.
7. The Supervisory Board adopts its Regulations that describes its operation in detail. The Regulations of the Management Board shall be accepted at the General Shareholders' Meeting.

§ 26

1. The Supervisory Board exercises constant supervision over the Company's business in all branches of its business activity.
2. Contracts on the basis of which, members of the Management Board perform their duties are signed by the Chairperson of the Supervisory Board and in case of his absence by another member of the Board on the basis of the authorization granted in the resolution of the Supervisory Board. Other acts in law between the Company and members of the Supervisory Board are conducted in the same mode, subject to law regulations.
3. Apart from the matters subject to the provisions of this Statute the following are within the exclusive competency of the Supervisory Board:
 - 1) assessment of the annual financial report,
 - 2) assessment of the Management Board reports and motions as to distribution of profits or manner of covering the loss,
 - 3) report to the General Shareholders Meeting on the results of the activities described in points 1, 2,
 - 4) appointing and dismissing members of the Management Board and establishing their compensation,
 - 5) suspension in duties of the member of the Management Board or of the whole Board, giving important reason,
 - 6) appointing a member or members of the Supervisory Board in case of suspending the Board or members of the management Board or in other cases when the Board cannot operate,
 - 7) appointing an auditor to audit the company's financial statements.

§ 27

1. Members of the Supervisory Board personally execute their rights and duties.
2. Compensation for the members of the Supervisory Board is established by the General Shareholders Meeting
3. Except for compensation , members of the Supervisory Board are granted reimbursement due to performance of their duties
4. Compensation for members of the Supervisory Board appointed for temporary execution of duties of the Management Board member, is granted by the resolution of the Supervisory Board

C. GENERAL SHAREHOLDERS' MEETING

§ 28

1. The General Shareholders' Meeting convenes as an ordinary or extraordinary.
2. The ordinary General Shareholders' Meeting should convene within six months after termination of the turnover year.
3. The extraordinary General Shareholders' Meeting is convened by the Management Board at its own initiative or at a written request of the Supervisory Board or at the request of a shareholder or shareholders representing at least 1/10 of the initial capital.
4. The extraordinary General Shareholders' Meeting at a request of the Supervisory Board or shareholders should be convened within two weeks from the date of submitting such request. General Shareholders' Meeting convened at the request of the shareholders should take place with accordance to the date on the request. If the date is not convenient it should be convened at the earliest time possible for resolving the matters.
5. The Supervisory Board convenes The General Shareholder's Meeting:
 - 1) In case when the Management Board failed to convene the meeting at the supposed date.
 - 2) If regardless of submitting the request mentioned in paragraph 3 of this article The Management Board fails to convene the General Shareholders' Meeting at the date mentioned in paragraph 4 of his article.
6. The General Shareholders' Meeting is convened by the advertisement in the Court and Economic Monitor (Monitor Sądowy and Gospodarczy), published at least three months before the General Shareholders Meeting.

§ 29

1. The agenda of the General Shareholders' Meeting is drew up by the Management Board or the Supervisory Board in situations described in article 25 paragraph 5.
2. The Supervisory Board and a shareholder or shareholders representing at least 1/10 of the initial capital may demand placing specific matters on the agenda of the closest General Shareholders' Meeting.

§ 30

The General Shareholders' Meeting is held in Lodz or in Warsaw.

§ 31

1. The General Shareholders' Meeting is valid irrespective of the proportion of represented initial capital.

2. The Resolutions of the General Shareholders' Meeting are passed by a simple majority of votes unless the Commercial Code or the Statute provide otherwise.
3. The General Shareholders' Meeting is opened by the Chairperson of the Supervisory Board or by other member of the Board in case of their absence by the President of the Management Board or other member of the Management Board.
4. The General Shareholders' Meeting may establish its Rules specifying in detail the mode of operation and agenda. The Rules, in particular include resolutions regarding election of the members of the Supervisory Board by separate groups.
5. Resolutions regarding removing items from the General Shareholders' Meeting agenda at a shareholder's or shareholders' request, specified in Article 29 paragraph 2, for their validity require approval of those shareholders and casting majority $\frac{3}{4}$ (three fourths) of votes.

§ 32

(§ 32 was removed by the resolution nr1 item 15 of the General Shareholders' Meeting on 31/08/ 2005)

§ 33

Within the competence of the General Shareholders' Meeting are:

- 1) examining and approving reports of the Management Board on the Company's activities, examining and approving financial statements for the last turnover year and granting acquittal to Company bodies on their performance of their duties,
- 2) passing resolutions on the distribution of profits and coverage of losses;
- 3) change in the subject matter of the Company's undertaking;
- 4) change in the present Statute;
- 5) an increase or reduction of the initial capital;
- 6) redemption of Company's shares;
- 7) decisions with reference to claims on compensation of damages made at establishment of the Company or execution of management or supervision;
- 8) passing resolutions regarding selling or leasing the Company or its organized part and establishing the limited rights in property on them;
- 9) issuing convertible bonds or prior bonds;
- 10) liquidation or dissolution of the Company;
- 11) other matters subject to Commercial Companies Code or provisions of this Contract.

V. COMPANY'S ECONOMY

§ 34

1. The company keeps detailed accountancy according to the binding regulations.
2. The turnover year is calendar year.
3. Detailed regulations and organization of the accountancy is set by the Company's Management Board.

§ 35

The Company's capital includes:

- a) Initial capital;
- b) Spare capital;
- c) Reserve capital and earmarked funds, as long as the General Shareholders' Meeting decides to form them.

§ 36

(§ 36 removed by the resolution nr1 item 15 of the General Shareholders' Meeting on 31/08/ 2005)

§ 37

1. The reserve capital may be formed irrespectively of the Company's spare capital from the write-off of profits.
2. The reserved capital is formed to cover losses connected with the Company's activities.

§ 38

(§ 38 removed by the resolution nr1 item 15 of the General Shareholders' Meeting on 31/08/ 2005)

§ 39

1. The General Shareholders' Meeting may distribute the Company's profit resulting from the annual balance in such a way that it will allocate the whole or the part of the profit for:
 - a) dividend;
 - b) earmarked funds established in the Company;
 - c) increasing the reserve and the spare capital ;
 - d) other purposes set by the General Shareholders' Meeting.
2. Dividends are paid in time set by the General Shareholders' Meeting.

VI. FINAL PROVISIONS

§ 40

In case of Company's liquidation the General Shareholders' Meeting appoints a liquidator.

§ 41

The Company publishes its announcements in Court and Economic Monitor (Monitor Sądowy i Gospodarczy).