

The resolution No. 3/2008
The ordinary Corporate Meeting
The company working under the firm
CHEMOSERVIS – DWORY
The Joint Stock Company
with the seat in Oswiecim/Poland
from 28 March 2008

in the matter of:

adopting of the Regulations Of The Corporate Meeting of The Joint Stock Company

CHEMOSERVIS - DWORY The Joint Stock Company.

Acting on the basis § 34 of the Company's Articles of Association, the Ordinary Corporate Meeting adopts, as follows:

§1.

There is adopted the Regulation of The Corporate Meeting of The Joint Stock Company CHEMOSERVIS-DWORY, the Joint Stock Company, in the following text:

I. GENERAL PROVISIONS

§ 1

The Corporate Meeting is a statutory organ of shareholders CHEMOSERVIS-DWORY, the Joint Stock Company („the Company”).

§ 2

1. The Corporate Meeting acts on the basis:
 - a. laws from the day 15 September 2000 the Commercial Code (Dz.U. No. 94, poz.1037, with following changes.);
 - b. the articles of association called further „Statute”;
 - c. the present Regulations.
2. The regulations Of The Corporate Meeting respects and introduces in force principles resulting from „Good practices of companies noted on Warsaw Stock Exchange”, making the enclosure to the Resolution No.

12/1170/2007 of the Council of stock Exchange Warsaw SE from the day 04 July 2007

3. The regulations Of The Corporate Meeting is generally available in the offices of the Company in Oświęcim and on Internet sites of the Company.

II. PRINCIPLES OF CALLINGS OF CORPORATE GENERAL ASSEMBLY (MEETINGS)

§ 3

1. The Corporate Meeting deliberates as Ordinary or Extraordinary.
2. The ordinary Corporate Meeting should take place latest six months after the end of each fiscal year.

§ 4

1. Extraordinary General Meeting calls together the Management:
 - a. from the own initiative,
 - b. on the written motion of The Supervisory Board,
 - c. on application shareholders, representing at least 10% (ten percent) the initial capital („the Shareholder”).
2. The Corporate Meeting can undertake resolutions, also without the formal convention, if the all initial capital is represented, and nobody from present members will carry any objections, nor regarding the performance Of The Corporate Meeting, nor regarding leaving of individual matters on the agenda.

§ 5

1. The motion for the calling of the Extraordinary Corporate Meeting composed through The Supervisory Board or the Shareholder should define matters carried in under his debates and to contain the justification of the demand.
2. In case of, when the motion for the convention of the Extraordinary Corporate Meeting does not contain the indication of matters carried in under debates of the Corporate meeting or the justification, the Management calls inferring for the suitable supplement of the motion

latest 7 days from the date of the receipt of the writing of the Management.

3. In case of, lack of indications in the motion of matters carried in under debates, the Management will inform in writing the mover about the lack of the possibility of the convention of The Corporate Meeting, and additionally, when a mover is the Shareholder will transfer such information for information The Supervisory Board.
4. In case of the not supplement by the mover of its own motion for the required justification, the Management will call a general meeting and in the notification about the convention of The Corporate Meeting will inform shareholders about the mover and the lack of ground of the motion for the convention Of The Corporate Meeting.

§ 6

1. The Supervisory Board and Shareholders representing, at least 10% (ten percent) the initial capital can require implementation of individual matters on the agenda of the nearest Corporate Meeting.
2. The demand, in question in the above-passage, notified after the announcement of the convention of the Corporate meeting, will be treated as the motion for the convention of the Extraordinary Corporate Meeting.

§ 7

1. The Corporate Meeting calls the Management.
2. The Corporate Meeting is called through the announcement published in the Monitor Judicial and Economic, at least on three weeks ahead of schedule The Corporate Meeting.
3. The management calls the Extraordinary General Meeting within two weeks since the day of the receipt of the motion for the convention of The Corporate Meeting, provided that the motion for the convention of the Extraordinary Corporate Meeting being presented by the Shareholder should be composed in written at the latest for a month before proposed date of The Corporate Meeting.

4. Subject to the duty of the observation by the Management of terms determined in p. 2 and 3 above, The Corporate Meeting called on application of subjects authorized for claimable conventions of The Corporate Meeting, it should take place timely indicated in the motion. If the observance of this terms meets an essential obstacles, other than the preservation of time limits determined in mouth. 2 and 3 above, The Corporate Meeting should take place in the nearest term, making possible the decision of matters carried in under debates of The Corporate Meeting.

§ 8

1. The Corporate Meeting shall be called by The Supervisory Board:
 - a. in case of, when the Management will not call the Ordinary Corporate Meeting timely determined in § 3 p. 2 the present Regulations; or
 - b. if despite the lodging an application, in question in § 4 p. of 1 present Regulations, the management did not call the Extraordinary Corporate Meeting on time, in question in § 7 p. 3 the present Regulations.
2. The authorization determined in abstract. 1 p. b) is above vested to the independently every group of council members of Supervisory of representing individual groups of shareholders.

§ 9

The Court Of Registration of the Company may, after the call of the Management to the composition of the declaration about reasons not calling of the Extraordinary Corporate Meeting, to authorize the Shareholder to the calling of the Extraordinary Corporate Meeting, if termly two weeks since the day of the receipt of the demand of the Shareholder, in question in § 7 p. 3, the Management did not call together the Extraordinary Corporate Meeting. At that case the Chairman Meetings is appointed by The Court Of Registration of the Company.

§ 10

1. The Corporate Meeting can be cancelled only in case of, when his performance meets on extraordinary obstacles (eg. the force majeure) or is of course aimless.
2. The Corporate Meeting in which agenda, on application The Supervisory Board or the Shareholder, one placed determined matters or which were called together on the basis such motion maybe to be cancelled only within the agreement of the mover.
3. The cancellation of The Corporate Meeting follows in same manner as his convention and with the assurance, so that the cancellation of The Corporate Meeting cause as least negative results for the Company and/or shareholders. In every case the announcement about the cancellation of The Corporate Meeting should be published in the Judicial Monitor and Economic at the latest three weeks before the originally planned term of The Corporate Meeting.
4. The change of the term of the performance of The Corporate Meeting follows in the same mode as the cancellation of The Corporate Meeting, even if proposed agenda did not undergo any change.

III. THE MANNER and THE FORM OF CALLING OF GENERAL CORPORATE MEETINGS

§ 11

1. The Corporate Meeting SHALL BE CALLED through the announcement, in cited in § 7 p. 2 the regulations.
2. In the announcement one ought to mark the date, the hour and the place of debates Of The Corporate Meeting.
3. Priveded of the after-mentioned passage 4, Corporate Meetings take place in the seat of the Company, in Katowice, in Płock or in Warsaw.
4. The management, calling a general meeting, should take into account that so that debates take place local and the time facilitating to as widest circle of shareholders the participation in The Corporate Meeting.

5. In case of the intentional change of Articles of association one ought to appoint hitherto binding decisions of the Statute and to place the content of proposed changes of recordings of the Statute. If this is justified by a considerable range of intentional changes, the announcement can contain, prepared through the Management the project of the new text of the uniform Statute together with the enumeration of new and changed decisions of the Statute.

IV. PREPARATIONS TO DEBATES OF THE CORPORATE MEETING

§ 12

1. Projects of resolutions proposed to the adoption through The Corporate Meeting and other essential materials bounded and concerning of debates Of The Corporate Meeting should be introduced and made available to shareholders at the latest for a week ahead of schedule debates indicated in the announcement about the calling of The Corporate Meeting.
2. Projects of resolutions and materials, (if this results from the essence of these materials) about which is said in p. 1 above, should be made available to shareholders together with the opinion of The Supervisory Board.
3. Projects of resolutions and materials are made available in offices of the Company.
4. Projects of resolutions, motions and other materials concerning of debates of The Corporate Meeting can be given by the Company to shareholders on their demand notified after the term determined in p. 1 above.

§ 13

1. Authorized shareholders from registered shares and bonds to which is vested the right of vote, have the right to participate in The Corporate Meeting, if they were entered to the joint-stock book , at least for a week before the performance of The Corporate Meeting.

2. Bearer stock give the right of the participation in The Corporate Meeting, if documents of the share will become composed in the Company, at least for a week ahead of schedule this meeting and will not be taken before his completion. Instead of the share can be complicated certificates given as a proof compositions of the share at the notary, in the bank or to the investment-firm of having the seat or the department on the territory of the European Union or the state being with the covenanter about the European Economic Area, indicated in the announcement about the calling of The Corporate Meeting. In the certificate one ought to mention the numbers of documents of the share and to ascertain that shares actions will not be given out before the end of The Corporate Meeting.
3. Shareholders of the Company, being with the public limited company, should submit in the Company personal deposit-certificates put out through the subject the leading bill of floaters in accordance with the regulations about the public turnover with floaters.

§ 14

1. The list of shareholders authorized to the participation in The Corporate Meeting, signed by the Management, containing of the name and names or firms (names) of authorized, their place of residence (the seat), the number, the kind and numbers of the share and the number of being vested of voices, should be available in offices of the board of the Company at least three week before the performance of The Corporate Meeting. The each person can give the address to deliveries instead of domicile. The shareholder can look through the list of shareholders in offices of the board of the Company and to require the copy of the list, if the costs are bear.
2. If the right to the voice from the share is vested to the gagee or the user, this circumstance appears on the letter of shareholders, on application of authorized person.
- 3.

§ 15

1. Shareholders can participate in on The Corporate Meeting and to perform the right of vote personally or by plenipotentiaries.
2. The attorney should be given written under the rigour of the nullity and becomes then be attached to the protocol of debates of The Corporate Meeting.
3. Agents shareholders, being with corporate bodies, should possess current extracts from the proper register of the commercial or domestic judicial register, mentioning authorized persons to representing of these subjects or to show his papers with the authorization signed by persons mentioned in this extract.
4. The Member Of The Board of the Company and the worker of the Company cannot be plenipotentiaries on The Corporate Meeting.

V. THE CONDUCTIONG OF DEBATES OF THE CORPORATE MEETING.

DEBATES OF THE CORPORATE MEETING -GENERAL RULES

§ 16

1. The Chairman Of The Supervisory Board, and in case of his absence, the Vice-chairman Of The Supervisory Board opens debates Of The Corporate Meeting and immediately carries out the choice of the Chairman of the Meeting from authorized persons to the participation in The Corporate Meeting. In case of the absence of persons mentioned in the first sentence, debates of The Corporate Meeting opens The President Of The Board of the Company or the appointee by the Management of the Company.
2. The opener debates of The Corporate Meeting cannot perform or execute no other activities besides the execution of the choice of the Chairman of the Meeting.

§ 17

1. Taking over the leading of debates, the Chairman of the Meeting immediately administers the concoction and the subscription of the list of the presence, containing the list of participants of The Corporate Meeting with the conversion of the number of the share which every

represents and belonging to them voices. The time-sheet is signed by the Chairman of the Meeting and is displayed during debates of this Corporate Meeting.

2. On petition of shareholders, possessing 10% of the initial capital represented on this Corporate Meeting, the time-sheet should be checked through chosen accordingly the committee, composed, at least from three persons. Movers have the right to nominate one committeeman. In case of, when in The Corporate Meeting participates less three persons, the Chairman of the Meeting does not choose the committee, and the time-sheet is checked together by the Chairman, the mover in the presence of the notary, recording the Corporate Meeting.

§ 18

1. The chairman of the Meeting leads debates of The Corporate Meeting:
 - a. assuring efficient and conforming with the law in force the course of debates of The Corporate Meeting;
 - b. the full realization of announced pendant The Corporate Meeting of the agenda;
 - c. counteracts to the abuse of authorizations by some participants of The Corporate Meeting in the aim of the respect and respecting of rights of all shareholders, and especially minority holders.
2. The chairman of the Meeting, leading debates, observes the rule that with his decisions cannot be decided matters which can or should be an object of court rulings. This does not concern however such activities of the Chairman of the Meeting to which is authorized or obliged from the power of regulations of the right and the present Regulations.
3. The chairman of the Meeting does not have the right, without the agreement Of The Corporate Meeting, to remove or to change orders of matters placed in order debates.
4. The chairman of the Meeting has the right, from the own initiative, or on application the participant Of The Corporate Meeting or the member

of the board, to administer short, not exceeding thirty minutes, adjournments of The Corporate Meeting, if they are justified a necessity of the additional preparation or the explanation of the matter decided pendant debates or achievements of co-ordinations between participants of the Meeting or for the necessity of the consumption of the meal by participants of the Meeting or from hygienic reasons.

5. In every other case than mentioned in p. 3 above, the instruction of the adjournment Of The Corporate Meeting can be accomplished by a corporate resolution undertaken most of two thirds voices, with this that so administered pauses cannot last together longer than thirty days.

§ 19

1. The chairman of the Meeting should not, without important and justified reasons reject the fulfilled function.
2. The chairman of the Meeting should not without justified reasons retard the signature of the protocol Of The Corporate Meeting.

§ 20

1. The Corporate Meeting can appoint from the cluster of participants of the Meeting the three-person committee, in this the Committee Mandatory.
2. A treatment of the Committee Mandatory is the impartment of the help to the Chairman of the Meeting at the check of the importance and the regularity of documents about the calling of The Corporate Meeting, compounded by participants of deposit-certificates and proxies, for the purpose of the statement by the Chairman of the Meeting about the regularity of the convention of the Meeting and the importance of his debates and the computation of votes over every the resolution undertaken by The Corporate Meeting and election to legal bodies of the Company.
3. Committees are not appointed, if so will be decided by The Corporate Meeting and when in The Corporate Meeting participates three or less shareholders. If this is the case all activities of the Committee Mandatory performs the Chairman of the Meeting.

4. Every committee chooses from her own cluster of the chairman.
5. From the activity of the committee one prepares the protocol signed by the chairman who is transferred to the Chairman of the Meeting and enclosed to the protocol of debates.

§ 21

1. After the presentation of a case placed in order of debates, the Chairman of the Meeting opens the discussion giving the voice to participants of The Corporate Meeting in order of notifications.
2. Participations in the discussion should not overlaps five minutes.
3. Upon the agreement of The Corporate Meeting, the discussion can be carried out over several points of debates together.
4. To members of the board, The Supervisory Board it is vested the right to share voice free of turn of participants, reporting to the discussion, if this can explain or to lead to the decision of the matter or the talked over matter.
5. The chairman of the Meeting has the right to pay attention to the panelist who divagates the discussion or exceeds the time intended to the appearance.
6. To the participant who will not apply to attentions the Chairman has the right to take the voice.
7. The chairman has the right to take or not to give the voice to the participant who in the given matter already spoke.
8. In matters formal and serial, concerning of the course of debates, the Chairman the meeting {council} he gives the voice free of turn.
9. Motions in matters formal and serial one considers , particularly motions in the object of the manner of deliberating and the vote, if their decision does not bear on the exercise of rights by participants Of The Corporate Meeting.
10. The chairman of the Meeting administers the vote over formal motions and serial pendant debates of the Corporate meeting.
11. In all other matters and compounded motions the vote can be given orders by the Chairman of the Meeting, if the matter was embraced an

agenda. This does not concern the vote over the motion for the calling of the extraordinary corporate meeting which was notified pendant debates.

12. Motions of participants of The Corporate Meeting in matters not embraced an agenda are introduced to the protocol of the Meeting, if they concern matters able to be with the object of debates of the following Corporate Meeting. Other motions and declarations of participants one moves to the protocol only in case of the distinct demand of the participant and in the situation, when they concern the course of debates or Companies or organs of the Company, and their placing will not violate the legally protected business of other person or operative regulations of the right.
13. The chairman of the Meeting closes the Corporate Meeting after the statement that became exhausted all matters embraced an agenda.

§ 22

1. The Corporate Meeting can adopt a resolution about the relinquishment of the investigation of the matter situated in order debates only in case of, when justify this essential and matter-of-fact reasons, and particularly in the situation, when it will not be the doubt of participants of The Corporate Meeting that the collection of the resolution is aimless.
2. The motion for the adoption of the resolution about which the speech in p. 1 above, should be in detail justified.

§ 23

1. On the Corporate Meeting should be present council members of Supervisory and the Management of the Company in the composition making possible the impartment of the essential answer to questions submitted in progress of The Corporate Meeting.
2. The expert auditor of the Company should be present on the Ordinary Corporate Meeting. The expert auditor should be invited on Extraordinary General Meeting, when an object of debates are

financial affairs Companies. The absence of the member of the board or the council member of Supervisory on The Corporate Meeting demands the explanation. This explanation he should be introduced on The Corporate Meeting.

3. Council members of Supervisory and the Management of the Company and the expert auditor give, within the framework of their own competences and within the range indispensable for the decision of the matter through The Corporate Meeting, the explanations and the information concerning of the Company.
4. Explanations and answers, given by members of the board of the question of participants Of The Corporate Meeting, should be made at the regard of the fact, that the Public limited company performs her own informational duties in the manner resulting from regulations of the right about the public turnover with floaters and that giving of some information cannot be made in contravention of these regulations of the right. In the remaining range to answers and explanations of members of the board have the suitable use articles 428 and 429 the commercial code.

§ 24

1. Corporate resolutions should be formulated by the Chairman Meetings in the bright manner and understood for every participant.
2. All doubts concerning contents of the resolution should be explained and decided before the instruction of the vote over the resolution, also at the participation of the lawyers' service, assured by the Management of the Company.
3. To participants raising an objections to undertaken resolution the Chairman of the Meeting assures the possibility their placing in the protocol of debates together with the short justification.

§ 25

1. At the appointing by The Corporate Meeting of members of Supervisory the Committee Mandatory (or the Chairman of the Meeting) it is made

a list of candidates on the basis notifications made by participants of the Meeting.

2. The chairman of the Meeting closes the waiting list on council members of Supervisory after the statement of the lack of notifications of following candidatures. The number of candidates on the closed list should not be smaller from the quantity of places to setting in The Supervisory Board.
3. Voting papers of secret prepares the committee mandatory (or the Chairman of the Meeting at the utilization of the technical help assured by the Management of the Company).
4. Before the instruction of the secret ballotage the Chairman of the Meeting informs about the content of the voting paper of secret and presents to participants detailed rules of the secret ballot.
5. Above-rules concerning preparations of voting papers and rules of the vote one complies properly before the accession by The Corporate Meeting to the treat of resolutions in the mode of the secret ballot and to the calling of council members of Supervisory in the way of voting with separate groups, if other recordings of the Regulations do not make clearly otherwise.

VI. ELECTIONS OF COUNCIL MEMBERS OF SUPERVISORY

In THE WAY OF THE VOTE WITH SEPARATE GROUPS

§ 26

1. Elections of council members of Supervisory in the way of the vote with separate groups one moves during debates of The Corporate Meeting only in case of, when the agenda announced to shareholders in the mode determined in § 11 the Regulations foresees such elections.
2. Before the accession to the realization of elections of council members of Supervisory in the way of the vote with separate groups The

Corporate Meeting adopts a resolution fixing quantity of council members of Supervisory which will be chosen in the way of the vote separate groups.

3. The chairman of the Meeting is obliged to inform participants of The Corporate Meeting about:
 - a. quantities of places in The Supervisory Board being subject to setting in the way of the vote with separate groups;
 - b. quantities of shares represented on The Corporate Meeting;
 - c. quantities of necessary shares (voices) minimally to the creation of the separate group and the choice through the group at least one council member of Supervisory;
 - d. to the notification to the protocol of The Corporate Meeting of the fact of the calling of the separate group of shareholders and quantities represented by these the group of the share;
 - e. necessities of the concoction by every group of shareholders of the list of the presence (after the fashion letters of the presence from The Corporate Meeting), the calling of the chairman of the group and the concoction of the protocol from carried out choice of the council member (members) of Supervisory;
 - f. to the notification to the protocol Of The Corporate Meeting of the result of elections of the council member (members) of Supervisory through formed group of shareholders.
6. The chairman of the Meeting {Council} enters to the protocol of debates the fact of the creation himself group (groups) of shareholders with the conversion of the quantity of shares represented in the group and the quantity of mandates in The Supervisory Board of subject to setting through the group.
7. Above-rules concerning preparations of voting papers and rules of the vote one complies properly before the accession by The Corporate Meeting to the undertaking of resolutions in the mode of the secret ballot and to the calling of council members of Supervisory in the way

of the vote with separate groups, if other recordings of the Regulations do not make clearly otherwise.

VII. THE TREAT OF RESOLUTIONS THROUGH THE CORPORATE MEETING. THE PROTOCOL OF THE CORPORATE MEETING

§ 27

1. If regulations of the commercial code of companies do not make otherwise The Corporate Meeting is important regardless of the quantity of represented in him the share.
2. Every share gives on The Corporate Meeting the right to one voice, as far as The Articles Of Association does not make otherwise. The right of vote with relation to the share has been vested since the day of the registration of the judicial share.
3. Corporate resolutions are adopted with the simple majority of devoted voices, as far as regulations of the Code of trading partnerships or Articles of association do not foresee otherwise.

§ 28

1. Corporate resolutions demand the matters determined in regulations of the right or in The articles of association.
2. Motions in matters in which The Articles Of Association demands the agreement of The Corporate Meeting should be notified together with the written opinion of The Supervisory Board.

§ 29

1. The vote over resolutions is open.
2. The secret ballotage one administers at elections and over motions for the revocations of members of organs of the Company or liquidators, for the pull them to the responsibility, as well as in personal matters. Besides secret glossing one ought to give orders on demand even if one of shareholders present or represented on The Corporate Meeting.
3. The Corporate Meeting can take the resolution about the rescission of the secrecy of the vote in matters concerning of the choice of the committee appointed by The Corporate Meeting.

4. Resolutions in the matter of the change of the object of the activity of the Company drop always in the open voting.

§ 30

1. Corporate resolutions are placed in the protocol prepared by the notary.
2. In the protocol one ought to ascertain the regularity of the calling of The Corporate Meeting and his ability to the adopt of resolutions, to mention undertaken resolutions, the number of votes of devoted for every resolution and notified resistances. To the protocol one ought to enclose the time-sheet with signatures of participants of The Corporate Meeting and signed by the Chairman of the Meeting and other materials, if so it gets out of instructions of the Chairman of the Meeting.
3. Evidences of the calling of The Corporate Meeting, together with power of attorneys given by shareholders the Management should add to the book of protocols.
4. The extract from the protocol of The Corporate Meeting the Management adds to the book of protocols. Shareholders can look through the minute book, and also require editions of certified extracts by the Management of copies of resolutions.

VIII. FINAL CONCLUSIONS

§ 31

1. The present Regulations was adopted by the Ordinary Corporate Meeting on 28 March 2008 and takes into effect within the day of the resolution.
2. The present Regulations of The Corporate Meeting is in force during the all Corporate Meetings of the Company, without a need of his each reading and adopting by each of Corporate Meetings.

§2.

The resolution comes into force within the day of its adoption.