

# STATUTES OF A JOINT STOCK COMPANY

## GENERAL PROVISIONS

### § 1

1. The Company shall operate under the business name INTERSPORT Polska Spółka Akcyjna.-----
2. The Company's registered seat shall be in Cholerzyn.-----  
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3. The Company's founders are: Artur Mikołajko, Marek Radwański, Sławomir Gil and Jolanta Milewska. -----

### § 2

1. The Company shall operate within the territory of Poland and abroad. ---  
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2. The Company may establish branch offices and agencies, as well as participate as shareholder in other domestic and foreign companies. -----  
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### § 3

The Company shall be established for unlimited period. -----

## SCOPE OF BUSINESS

### § 4

1. The scope of the Company's business operation shall be: -----
  - Tour operator activities – PKD 79.12.Z -----
  - Tour middlemen activities – PKD 79.11.B -----
  - Tour agents activities – PKD 79.11.A-----
  - Book publishing – PKD 58.11.Z-----
  - Publishing of directories and registers (e.g. street, phone directory) – PKD 58.12.Z -----
  - Publishing of newspapers – PKD 58.13.Z-----
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  - Publishing of journals and periodicals – PKD 58.14.Z-----
  - Sound recording and music publishing activities – PKD 59.20.Z--
  - Other publishing activities – PKD 58.19.Z-----
  - Printing of newspapers – PKD 18.11.Z -----
  - Manufacture of paper stationary – PKD 17.23.Z -----
  - Other printing – PKD 18.12.Z -----

- Binding and related services – PKD 18.14.Z – – – – –
- Pre-press and pre-media services – PKD 18.13.Z – – – – –
- Wholesale of clothing and footwear – PKD 46.42.Z – – – – –
- Wholesale of electrical household appliances – PKD 46.43.Z – – – – –
- Wholesale of watches, clocks and jewelry – PKD 46.48.Z – – – – –
- Wholesale of other household goods – PKD 46.49.Z – – – – –
- Non-specialized wholesale trade – PKD 46.90.Z – – – – –
- Retail sale of clothing in specialized stores – PKD 47.71.Z – – – – –
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- Retail sale of footwear and leather goods in specialized stores – PKD 47.72.Z – – – – –
- Retail sale of books in specialized stores – PKD 47.61.Z – – – – –
- Retail sale of newspapers and stationary in specialized stores – PKD 47.62.Z – – – – –
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- Retail sale of sporting equipment in specialized stores – PKD 47.64.Z – – – – –
- Retail sale of games and toys in specialized stores – PKD 47.65.Z – – – – –
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- Other retail sale of new goods in specialized stores – PKD 47.78.Z – – – – –
- Other retail sale not in stores, stalls or markets – PKD 47.99.Z – – – – –
- Retail sale of second-hand goods in specialized stores – PKD 47.79.Z – – – – –
- Retail sale via mail order houses or via Internet – PKD 47.91.Z – – – – –
- Finishing of textiles – PKD 13.30.Z – – – – –
- Repair and maintenance of (tele)communication equipment – PKD 95.12.Z – – – – –
- Repair of footwear and leather goods – PKD 95.23.Z – – – – –
- Repair of other personal and household goods – PKD 95.29.Z – – – – –
- Other personal service activities not elsewhere classified – PKD 96.09.Z – – – – –
- Other financial service activities, except insurance and pension funding not elsewhere classified – PKD 64.99.Z – – – – –
- Intermediation in the sale of time and place on advertising aims in the radio and television – PKD 73.12.A – – – – –
- – – – –
- Intermediation in the sale of the place on advertising aims in printed media – PKD 73.12.B – – – – –
- Intermediation in the sale of the place on advertising aims in electronic media (Internet) – PKD 73.12.C – – – – –
- Intermediation in the sale of the place on advertising aims in other media – PKD 73.12.D – – – – –
- Photographic activities – PKD 74.20.Z – – – – –
- Packaging activities – PKD 82.92.Z – – – – –

- Office administrative service activities – PKD 82.11.Z – – – – –
- Other business support service activities not elsewhere classified – PKD 82.99.Z
- Organisation of conventions and trade shows – PKD 82.30.Z – – – – –
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- Sound recording and music publishing activities – PKD 59.20.Z – – –
- Other information service activities not elsewhere classified – PKD 63.99.Z – –
- Specialised design activities – PKD 74.10.Z – – – –
- Other professional, scientific and technical activities not elsewhere classified – PKD 74.90.Z – – – – –
- Leasing of intellectual property and similar products, except copyrighted works – PKD 77.40.Z – – – – –
- Other business support service activities not elsewhere classified - PKD 82.99.Z – – – – –
- Out-of-school forms of sports and leisure education - PKD 85.51.Z – – – – –
- Activities of sports clubs – PKD 93.12.Z – – – – –
- Other sports activities- PKD 93.19.Z – – – – –
- Other amusement and recreation activities – PKD 93.29.Z – – – – –
- Other passenger land transport not elsewhere classified – PKD 49.39.Z – – – –
- Freight transport by road – PKD 49.41.Z – – – – –
- Retail sale of bread, cakes, flour confectionery and sugar confectionery in specialised stores – PKD 47.24.Z – – – – –
- Retail sale of alcoholic and non-alcoholic beverages in specialised stores – PKD 47.25.Z – – – – –
- Other retail sale of food in specialised stores – PKD 47.29.Z – – – – –
- Wholesale of computers, peripheral equipment and software - PKD 46.51.Z – – – – –
- – – – –
- Wholesale of electronic and telecommunications equipment and parts thereof – PKD 46.52.Z – – – – –
- Wholesale of other office machinery and equipment – PKD 46.66.Z
- Wholesale of other machinery and equipment – PKD 46.69.Z – – – –
- Computer facilities management activities – PKD 62.03.Z – – – – –
- Other information technology and computer service activities – PKD 62.09.Z – – – – –
- Data processing, hosting and related activities – PKD 63.11.Z – – – – –
- Web portals – PKD 63.12.Z – – – – –
- Activities of holding companies – PKD 64.20.Z – – – – –
- Other activities auxiliary to financial services, except insurance and pension funding – PKD 66.19.Z – – – – –

- Activities of head office and holding companies, excluding financial holding companies – PKD 70.10.Z— — — — —
- Public relations and communication activities – PKD 70.21.Z— — —
- Business and other management consultancy activities – PKD 70.22.Z— — — — —
- Advertising agencies activities – PKD 73.11.Z— — — — —
- Market research and public opinion polling – PKD 73.20.Z— — — — —
- Other out-of-school forms of education, not elsewhere classified – PKD 85.59.B— — — — —
- Operation of sports facilities – PKD 93.11.Z— — — — —
- Operation of fitness facilities – PKD 93.13.Z
- Other reservation service activities not elsewhere classified – PKD 79.90.C— — — — —
- Rental and leasing of recreational and sports goods – PKD 77.21.Z
- Activities of insurance agents and brokers - PKD 66.22.Z— — — — —
- Other activities auxiliary to insurance and pension funding - PKD 66.29.Z— — — — —
- Rental and operating of own or leased real estate - PKD 68.20.Z— — — — —
- Wholesale of perfume and cosmetics – PKD 46.45.Z— — — — —
- Retail sale of cosmetic and toilet articles in specialised stores – PKD 47.75.Z— — — — —

## SHARE CAPITAL AND SHARES

1. Share capital of the Company amounts to PLN 1,393,333.40 (one million three hundred and ninety-three thousand three hundred and thirty-three zlotys forty 40/100) and is divided into: 4,900,000 (four million nine hundred thousand) series A registered shares of nominal value PLN 0.10 (zero zlotys 10/100) each, 100,000 (a hundred thousand) series A ordinary bearer shares of nominal value PLN 0.10 (zero zlotys 10/100) each, 3,500,000 (three million five hundred thousand) series B ordinary bearer shares of nominal value PLN 0.10 (zero zlotys 10/100) each, 1,666,666 (one million six hundred and sixty-six thousand six hundred and sixty-six) series C1 registered shares of nominal value PLN 0.10 (zero zlotys 10/100) each, 1,166,668 (one million one hundred and sixty-six thousand six hundred and sixty-eight) series C2 ordinary bearer shares of nominal value PLN 0.10 (zero zlotys 10/100) each, 100,000 (one hundred

thousand) series D ordinary bearer shares and 2,500,000 (two million five hundred thousand) series E ordinary bearer shares of nominal value PLN 0.10 (zero zlotys 10/100) each.-----

2. Share capital had been fully paid-up prior to the registration of the Company from the equity of Transformed Company, that is Przedsiębiorstwo Usługowe MAKSp. z o.o. -----

3. Series A and C1 registered shares are preference shares in terms of the right of vote in the General Meeting of Shareholders, that is one preference share gives the right of 2 (two) votes in the General Meeting of Shareholders. -----  
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## § 6

1. Share capital may be either increased or decreased by the resolution of the General Meeting of Shareholders. -----  
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2. Company's shares shall be issued in series marked with the subsequent letters of alphabet and may be additionally marked with numbers. -----

3. Shares may be covered by either cash or non-cash contributions.-----

4. The Company may issue debentures including convertible or exchangeable debentures. -----

5. Management Board shall be entitled to increase the share capital by not more than PLN 500,000 (five hundred thousand zlotys) within the period up to 27<sup>th</sup> October 2008 (on the twenty-seventh day of October two thousand and eight) by means of one or a few subsequent increases of the share capital within the boundaries set above (authorized capital). The Management Board may exchange shares for cash contributions. With the consent of the Supervisory Board Management Board shall be entitled to deprive current shareholders of the rights issue in full or in part.

6. Increasing the capital referred to in paragraph 5 may also be reached by the issuance of subscription warrants expiring not later than the period determined in paragraph 5.-----

## § 7

Company's shares are transferable subject to § 9. -----  
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## § 8

1. Shares may be redeemed upon the shareholder's consent by way of purchase by the Company (voluntary redemption). -----

2. In exchange for the redeemed shares the Company may issue holding certificates. —————

3. The way and terms of redemption shall be each time determined by General Meeting of Shareholders. — — —————

## §9

1. Disposal or pledge of registered shares shall be dependent on the Company's consent. —————

2. It is mandatory for a shareholder intending to dispose of registered shares to notify in written form all other shareholders holding registered shares and the Management Board of the identity of acquirer and price. -----  
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3. Shareholders holding registered shares shall be entitled to pre-emptive right to acquire registered shares intended to be disposed.-----  
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4. Shareholders may exercise their pre-emptive right within 14 days of the notice by placing order for shares. —————

5. Provided that the number of orders exceeds the number of shares intended to be disposed the Management Board shall reduce their number proportionally to the number of shares held by the shareholders. —————

6. provided that the shareholders do not exercise their pre-emptive right disposal of shares (as well as pledge) shall be allowed only by the consent of the Company's Management Board. The Management Board shall give their consent in written form, otherwise being null and void, within 14 (fourteen) days of lodging a relevant application. — — —

7. Should the Company refuse to authorize the transfer of shares, it should indicate another acquirer within 30 (thirty) days of notifying the Company of such intent. In such case the price for each share shall equal the net book value of the Company according to the recent financial statement of the Company tested in compliance with applicable provisions per share, and the payment of total price shall take place within 6 months of notifying the Company of the intent to dispose of shares, unless the Management Board decides on a shorter term. If the Company fails to indicate another acquirer within the above deadlines or the indicated acquirer fails to pay total price for shares, the shares may be disposed of without limit.— — —

8. Preference shares shall be subject to inheritance subject to preference.— — —

9. Exchange of registered shares into ordinary bearer shares may take place only by consent of the Management Board in written form otherwise being null and void.-----

10. Exchange of preference registered shares into ordinary bearer shares or the disposal of such against the terms and conditions reserved in the Statutes shall nullify their preferential status. -----

11. Exercising the right of vote attached to the pledged shares or shares subject to use by the pledgee or user shall require the consent of the Management Board.--

### §9<sup>1</sup>

1. Shareholder INTERCONTACT Werbeagentur GmbH limited liability company acting under German law with its registered seat in Heilbronn, Germany entered into the commercial register B kept by District Court in Heilbronn under the number HRB 399 starting from the day of acquisition and paying up series C1 and C2 shares shall be entitled to the following rights pursuant to article 354 of the Commercial Companies Code: -----

- 1) the right to designate (appoint) 25% (twenty-five percent) of the panel of the Supervisory Board (art. 385 CCC), that is particularly one member of the Supervisory Board consisting of five to seven members and two members of the Supervisory Board consisting of eight to eleven members,
- 2) the right to request to convene General Meeting of Shareholders and include particular issues in its agenda (art. 400 CCC), including the right to request to convene General Meeting of Shareholders referring to the waiver of dematerialization of shares (art. 91 para. 5 of the Act on Public Offering),
- 3) the right to appoint the commission in the General Meeting of Shareholders in order to check the attendance list (art. 410 § 2 CCC), --  
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- 4) the necessity to obtain consent of the shareholder INTERCONTACT Werbeagentur GmbH to exclude the rights issue of the shareholders by the General Meeting of Shareholders (art. 433 CCC), -----  
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- 5) the right to apply for complementation of the list of Company's liquidators (art. 463 § 2 CCC),-----  
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- 6) the right to request to convene General Meeting of Shareholders pursuant to art. 516 § 2 CCC in order to adopt the resolution described in art. 516 § 1 CCC, -----
  - 7) the right to appoint the statutory auditor for special cases (art. 84 of the Act on Public Offering), -----
  - 8) the necessity to obtain consent of the shareholder INTERCONTACT Werbeagentur GmbH to perform the squeeze-out of the Company's minority shareholders (art. 418 § 1 CCC). -----
2. The above personal rights shall be granted to INTERCONTACT Werbeagentur GmbH provided that: -----
- INTERCONTACT Werbeagentur GmbH shall remain the shareholder of Przedsiębiorstwo Usługowe MAKs Spółka Akcyjna based in Brzezine with the share in the share capital which shall not exceed 25,0000044117% and the share in the total number of votes attached to the total number of the Company's shares not more than 25% (twenty-five percent) and not less than 10% (ten percent).-----

## **§ 10**

Besides share capital the Company shall create the following capitals and funds:

- 1) supplementary capital, -----  
—
- 2) reserve capital for financing the acquisition of own shares which are intended to be offered for acquisition to the employees or individuals employed in the company for minimum 3 (three) years period, -----  
—
- 3) reserve capital for financing the acquisition of own shares in order to prevent damage jeopardizing the Company, -----
- 4) other capitals and funds stipulated by the provisions of law and created on the basis of the resolution of the General Meeting of Shareholders. -----

## **§ 11**

1. Supplementary capital shall be supplied with the transfer of minimum 8% (eight percent) of the profit for a given financial year until the capital reaches minimum one third of the share capital. -----  
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2. Supplementary capital shall be supplied with the transfer of surpluses acquired from the issue of shares over their nominal value after covering the cost of share issue. -----

## **COMPANY'S BODIES**

### **§ 12**

The Company's bodies shall be: -----

1) Management Board, -----

—

2) Supervisory Board, -----

3) General Meeting. -----

## **MANAGEMENT BOARD**

### **§ 13**

1. The Management Board shall be composed of one or more members appointed and dismissed by the General Meeting of Shareholders. The members of Management Board shall be appointed for the term of three to five years. The term of a given Member of the Management Board shall be agreed each time by the body entitled to appointment. The Members of Management Board shall include: the President of the Management Board and the Vice-presidents.-----

2. The Company's Management Board shall represent the Company in and outside the court. In order to make representations on the Company's behalf it is necessary either for two members of the Management Board or one member of the Management Board and the proxy to cooperate.-----

3. The Management Board may grant power of attorney and nominate proxies.

4. The resolutions of the Management Board shall be adopted by the absolute majority of votes. Should the votes be equal the vote of the president of the Management Board shall prevail.-----

### **§ 14**

Newly appointed Management Board undertakes to present the Supervisory Board with the programme of the Company's operation for the term of its office – not later than within two months of the appointment.-----

### **§ 15**

Any matters which are not within other bodies' competences shall be within the competences of the Management Board.-----

## **SUPERVISORY BOARD**

### **§ 16**

1. The Supervisory Board shall be composed of 5 (five) to 7 (seven) members including the Chairman of the Supervisory Board. The number of the members of the Supervisory Board shall be agreed by the General Meeting of Shareholders.--

2. The members of the Supervisory Board shall be appointed for the period of 5 (five) years. The members of the first Supervisory Board shall be appointed for the period of 1 (one) year, that is to 31<sup>st</sup> August 2005 (the thirty-first day of August two thousand and five).-----  
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3. The members of the Supervisory Board shall be appointed and dismissed by the General Meeting of Shareholders. -----

4. The members of the Supervisory Board shall elect the Chairman of the Board from among its members. -----

### **§ 17**

The members of the Supervisory Board shall perform their duties in their personal capacity. -----

### **§ 18**

1. The meetings of the Supervisory Board shall be held minimum once a quarter and shall be convened by the Chairman of the Supervisory Board or their deputy.

2. Individuals entitled to convene the Supervisory Board additionally undertake to convene the Board on the request of minimum three members of the Supervisory or Management Board. Should the situation occur the meeting of the Supervisory Board shall be held not later than within 14 days of the date of written application submitted to the Chairman of the Supervisory Board. ---

3. The Supervisory Board may adopt resolutions during the meetings of the Supervisory Board or in writing or by means of direct communication. ---

4. The members of the Supervisory Board may participate in adopting resolutions by the Supervisory Board by casting their vote in writing by another member of the Supervisory Board. -----  
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## **§ 19**

1. In order for the resolutions of the Board to be valid it is necessary that all members are invited and minimum half of the members are present. The resolutions of the Board shall be adopted by the absolute majority of cast votes unless otherwise stipulated in the provisions of this statutes. — — — — —

2. The invitation convening the Board's meeting shall include the agenda. The Board may settle only the cases indicated in the agenda, otherwise being null and void, unless all members of the Board are present and none of them raises any objections either to changing the agenda of the meeting or to settling matters which were not included in the agenda. — — — — —

## **§ 20**

The Supervisory Board shall adopt their own rules where the procedure of its operation is specified in detail. — — — — —

## **§ 21**

The Management Board shall have the obligation to obtain consent of the Supervisory Board to be entitled to the following actions: — — — — —

- 1) acquisition or disposal of real estate, acquisition and disposal of perpetual usufruct, — — — — —
- 2) disposal of or lease of the Company's enterprise or its organized part. — — —

# **GENERAL MEETING OF SHAREHOLDERS**

## **§ 22**

1. The highest authority in the Company is held by the General Meeting of shareholders participated by the owners of shares. However each share gives the right of one vote unless it is a voting preference share. — — — — —

2. The right to participate in the General Meeting only belongs to the individuals who had been the shareholders sixteen days prior to the date of the General Meeting (the date of registration of the participation in the General Meeting). The day of registration of participation in the General Meeting is the same for the entitled from ordinary bearer shares and registered shares. — — — — —

3. Holders of registered shares and temporary certificates as well as pledgees and users entitled to vote have the right of participation in the General Meeting provided that they are entered into the share ledger as at the date of registering their participation in the General Meeting. — — — — —

4. Materialized ordinary bearer shares shall give the right of participation in the General Meeting of the public company provided that the share documents are deposited with the company not later than on the day of registering their

participation in the General Meeting and shall not be reclaimed before the end of this day. A certificate issued as a confirmation of lodging shares with a notary, bank or investment company based in or with branches on the territory of the European Union or the country which is the party of the European Economic Area agreement listed in the announcement of convocation of the General Meeting of Shareholders.

5. Shareholder or shareholders representing at least one twentieth of the share capital may request including particular issues in the agenda of the next General Meeting. A request shall be submitted to the Management Board not later than within twenty-one days prior to the set date of the General Meeting. The request shall include the justification or the draft resolution referring to the proposed point of the agenda. The request may be submitted in electronic form. — — — — —  
— — — — —

6. Prior to the date of the General Meeting shareholder or shareholders representing at least one twentieth of the share capital may submit to the Company draft resolutions regarding issues introduced into the agenda of the General Meeting or issues which are intended to be included in the agenda in written or electronic form. The Company shall immediately announce the drafts on its website.

7. The General Meeting of Shareholders shall be broadcast on the Company’s website. — — — — —

**§ 23**

The list of shareholders entitled to participate in the General Meeting of Shareholders prepared in accordance with the provisions of Commercial Companies Code before each General Meeting. This list shall be available in the Company’s seat for three days before the Meeting. — — — — —

**§ 24**

A list of present shareholders including the number of shares held by each of them and the number of votes they are entitled to shall be drawn up and signed by the Chairman immediately after the election of Chairman of the General Meeting of Shareholders. — — — — —

**§ 25**

A shareholder may participate in the General Meeting and exercise his right of vote in person or by proxy.

**§ 26**

Ordinary General Meeting of Shareholders shall be held annually within six months of the end of the financial year. — — — — —

## **§ 27**

1. General Meeting of Shareholders shall be convened by the Management Board. -----
2. The Supervisory Board may convene the General Meeting provided that the Management Board does not convene one by the end of June of a given year and the Extraordinary General Meeting of Shareholders provided that the Supervisory Board finds it necessary. -----
3. Shareholders representing at least half of the share capital or at least half of the total number of votes in the Company may convene the Extraordinary General Meeting of Shareholders. Shareholders elect the Chairman of this Meeting. ---
4. Shareholder or shareholders representing at least one twentieth of the share capital may request convocation of the Extraordinary General Meeting of Shareholders and including particular issues in the agenda of this Meeting. The request to convene the Extraordinary General Meeting of Shareholders shall be submitted to the Management Board in written or electronic form. If the Extraordinary General Meeting of Shareholders is not convened within two weeks of the request submission, the Registry Court may entitle the shareholders who submitted the request to convene the Extraordinary General Meeting of Shareholders. The Court shall elect the Chairman of this Meeting. -----

## **§ 28**

General Meeting of Shareholders shall be capable of adopting valid resolutions on the condition that more than a half of the share capital is represented irrespective of the number of represented shares and the size of capital, unless the provisions of this Statutes or Commercial Companies Code state otherwise.  
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## **§ 29**

1. General Meeting of Shareholders shall take place in the Company's seat and in Krakow, Warsaw or another place on the territory of Poland, -----
2. General Meeting of Shareholders shall be open by the Chairman of the Supervisory Board, and in case of his absence one of the members of the Supervisory Board. -----
3. General Meeting of Shareholders shall adopt its own rules defining in detail the manner of holding the discussion. -----  
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## **§ 30**

The resolutions shall be adopted by an ordinary majority of cast votes, unless the provisions of this Statutes or Commercial Companies Code state otherwise.

## § 31

1. The following issues require the resolution of the General Meeting: — — — — —  
—

1) review and approval of the financial statement and report of the Management Board and Supervisory Board on the Company's activity for the previous financial year, — — —

2) decisions regarding claims for redress of damage caused upon establishment of the Company or in the course of management or supervision, — — — — —  
—

3) distribution of the profit or treatment of the loss, — — — — —

4) discharging members of the Company's corporate bodies on their duties, — —  
—

5) issue of convertible or exchangeable debentures, — — — — —  
—

6) amendment of the Statutes, — — — — —

7) Company merger, transformation, winding-up and liquidation, — — —

8) selling or leasing the enterprise or its organized part and establishment of the limited right in rem, — — — — —

9) review and approval of the motions filed by the Supervisory Board, — — —

10) decisions regarding other cases reserved for the competence of the General Meeting of Shareholders by the Commercial Companies Code and the provisions of this Statutes. — — — — —  
— — — — —

2. As long as INTERCONTACT Werbeagentur GmbH, limited liability company acting under German law with its registered seat in Heilbronn, Germany entered into the commercial register B kept by District Court in Heilbronn under the number HRB 399 remains the shareholder of the Company with the number of shares giving not less than 10% (ten percent) of the general number of votes attached to the total number of Company's shares, the following resolutions of the General Meeting of Shareholders shall require the consent of this shareholder, otherwise being not valid: ---

1) change of the Company's business name, — — — — —

2) amendment of the Company's Statutes, excluding: — — — — —

a) changes relating to the introduction of the Company's shares to trading on the regulated market and remaining in this trade or conducting a public offering of issuance of the Company's shares,-----

b) change of the Company's seat on the territory of Poland, — — — —

- 3) material change in the subject of operation of the Company whose main activity shall stop being the retail sale of sporting goods,-----  
—
- 4) increasing or reducing the Company's share capital and a subsequent amendment of the Company's Statutes,-----  
—
- 5) change in the entitlements attached into the Company's shares excluding exchange of the registered shares to ordinary bearer shares, which is conducted in accordance with § 9 point 9 of the Company's Statutes on a shareholder's request, -----
- 6) merger of the Company with another company or division of the Company,
- 7) selling or leasing of the Company or its organized part in terms of tax regulations, provided that selling or leasing of the assets including the rights and obligations relating to particular locations (shops) where the Company shall run or intend to run business does not constitute the selling or leasing if their number in a particular year does not exceed 10% (ten percent) of the number of locations (shops) where the Company operates and the agreement concerning such sale does not foresee subsequent sales in the following years; additionally the consent is not necessary in case of selling or leasing of the assets including the rights and obligations relating to the Company's store in Krakow at ul. Zyblikiewicza, -----
- 8) selling of the assets of the value equal to at least 10% (ten percent) of the value of the Company's sales revenue for the last four quarters,-----  
-----
- 9) selling or leasing of the real estate belonging to the Company -----

## § 32

*Repealed.*

## ACCOUNTING AND FINANCIAL MANAGEMENT

### § 33

1. The Company shall conduct financial accounting and reporting pursuant to the provisions of the Commercial Companies Code, the Accounting Act and other applicable provisions. -----
2. Statutory auditor to examine the financial statements of the Company shall be selected by the Supervisory Board. -----

**§ 34**

Financial year of the Company shall correspond to the calendar year, provided that the first financial year finishes on the last day of calendar year of the transformation. -----

**§ 35**

The organization of the Company's business shall be determined by the organizational regulations established by the Management Board. -----

**§ 36**

The financial statement and the report on the Company's activity shall be drawn up by the Management Board not later than within five months from the end of the financial year. The General Meeting of Shareholders shall adopt a resolution on the approval of the statements within six months from the end of the financial year. -----

**§ 37**

1. The resolution of the General Meeting of Shareholders on allocation of yearly profit for distribution among the shareholders shall indicate dividend payment date and dividend right date. -----
2. The Management Board shall be authorized to make pre-payments for the shareholders by virtue of predicted dividend at the end of the financial year provided that the Company has sufficient funds for payments. The pre-payment requires the consent of Supervisory Board.-----

**FINAL PROVISIONS**

**§ 38**

Provisions of the Commercial Code shall be applied in any matter not covered by these Statutes. -----