

*Appendix 1 to Resolution No. 1/XII/2010
of the Supervisory Board of IPOPEMA Securities S.A.,
dated December 15th 2010*

**RULES OF PROCEDURE FOR THE MANAGEMENT BOARD
of IPOPEMA Securities S.A. of Warsaw
(a joint stock company)**

Par. 1

1. These Rules of Procedure define detailed rules of operation of the Management Board of IPOPEMA Securities S.A. of Warsaw.
2. In these Rules of Procedure, the following terms shall have the following meanings:
 - a) "Company" shall mean IPOPEMA Securities S.A.,
 - b) "Management Board" shall mean the entire Management Board of IPOPEMA Securities S.A.,
 - c) "President of the Management Board" shall mean the Management Board Member serving as the President of the Management Board or a person substituting for the President of the Management Board, except where the context indicates that reference is made exclusively to the President of the Management Board,
 - d) "Management Board Member" shall mean each member of the Management Board, including the person serving as the President of the Management Board and the Vice-President of the Management Board, except where the context indicates that reference is made exclusively to a Management Board Member.

Par. 2

The activities of the Company's Management Board shall be governed by the provisions of the Commercial Companies Code, the Company's Articles of Association and these Rules of Procedure.

Par. 3

1. The Management Board shall manage the Company's business and represent the Company in relations with third parties.
2. The scope of powers of the Management Board shall include all matters which are not reserved for other governing bodies of the Company pursuant to the provisions of the Commercial Companies Code or the Company's Articles of Association.
3. The duties of the Management Board and the matters conducted by the Management Board collectively include in particular:
 - a) managing the Company's assets,
 - b) supervising the Company's day-to-day operation,
 - c) preparing the Company's financial statements and proposals regarding distribution of profit or coverage of loss, and submitting them to the Company's governing bodies,
 - d) determining the Company's organisational structure,
 - e) adopting action plans necessary to ensure proper operation of the Company and formulating the Company's development strategy,
 - f) reviewing significant expenses and capital expenditures, and the manner of their financing,
 - g) reviewing projects implemented and transactions executed by the Company,
 - h) convening the Company's annual and extraordinary General Meetings on the basis of the applicable laws and the Company's Articles of Association, drawing up the agenda for the General Meetings and keeping the book of minutes of the General Meetings,
 - i) presenting to the Supervisory Board and the General Meeting written annual Directors' Reports on the Company's operations and providing exhaustive explanations along with documents or other materials concerning the Company.

4. The scope of powers of the President of the Management Board shall include:
 - a) managing the Management Board's work, as well as organising and chairing its meetings,
 - b) representing the Management Board before the Supervisory Board and the General Meeting.

c) Par. 4

A Management Board's resolution shall be required in connection with the following:

- a) proposals to approve the annual financial statements and proposals concerning distribution of profits or coverage of loss,
- b) convening the General Meetings, drawing up the agenda for a General Meeting and preparing the draft resolutions,
- c) matters related to the Company's economic and financial policy and extraordinary expenditures or investment purchases with the value of more than PLN 250,000,
- d) determining the organisation of the Company's business as well as the rules, procedures and other important internal regulations,
- e) investing the Company's funds and contracting bank and other loans,
- f) determining the Company's annual and long-term economic plans and the budget,
- g) the internal division of duties and responsibilities between the Management Board Members,
- h) any action with respect to which an objection was raised by at least one Management Board Member,
- i) granting of powers of proxy and determining the proxies' remuneration, as well as granting powers of attorney to perform specific activities or activities of specific type,
- j) other matters within the scope of the Management Board's powers – if the Management Board decides that the matter requires adopting a resolution, as well as any other actions which are beyond the scope of the day-to-day management of the Company, including matters of particular importance as well as any matters or transactions which according to a reasonable opinion of a Management Board Member may carry a material risk to the Company.

Par. 5

1. The matters related to the Company's operations referred to in Par. 3 and Par. 4 above shall be considered by the Management Board at its meetings. Decisions shall be adopted by way of resolutions passed at Management Board meetings, subject to the provisions of Par. 6.4. Resolutions shall be signed by all Management Board Members attending the meeting, with the exception of resolutions to grant powers of proxy referred to in Par. 4.i), which shall be signed by all Management Board Members.
2. Meetings of the Management Board shall be opened and chaired by the President of the Management Board or by a person to whom the President delegates that authority.

Par. 6

1. Meetings of the Management Board shall be held on an as-needed basis.
2. Meetings of the Management Board shall be convened by the President of the Management Board on his or her own initiative or at a request from another Management Board Member.
3. Meetings of the Management Board may be held using means of remote communication, provided that the means of remote communication used enable a simultaneous connection between such number of Management Board Members as is required for the adoption of valid resolutions.
4. The Management Board may also adopt resolutions outside of a meeting. A resolution so adopted shall be valid provided that the draft resolution has been circulated to all Management Board Members, and an absolute majority of the votes have been cast in favour of the resolution. Voting in favour of a resolution shall consist in putting a handwritten signature under the draft resolution.

Par. 7

1. The agenda of a Management Board meeting shall be determined by the President of the Management Board or a person to whom the President delegates that authority.
2. The agenda of a Management Board meeting, along with the relevant materials, shall be circulated to all Management Board Members.
3. The proposed agenda may be amended in the course of a Management Board meeting, provided that all the Management Board Members are present and none of those present objects to amending the agenda.

Par. 8

1. The Management Board may decide to have the proceedings of its meeting recorded in minutes. In any case, minutes of the Management Board meetings shall be recorded in the following circumstances:
 - a) at its meeting the Management Board adopts any decision by way of a resolution,
 - b) not all Management Board Members participate in the meeting,
 - c) when voting on a Management Board's resolution, at least one Management Board Member has cast a dissenting vote,
 - d) at least one Management Board Member requests that minutes are recorded.
2. The minutes shall include the following information: the date and place where the minutes were taken, the agenda, the names of the Management Board Members present, the number of votes cast in respect of each resolution and any dissenting votes. Copies of resolutions shall be attached to the minutes.
3. The minutes shall be signed by each Management Board Member present at the meeting.
4. The minutes of all Management Board meetings shall be kept in the book of minutes, at the Company's registered office.
5. The Management Board Members who are absent from a Management Board meeting shall have the right to present their opinions on matters covered during their absence, at the next meeting of the Management Board.

Par. 9

1. The President of the Management Board shall have the right to invite to a Management Board meeting, on his or her own initiative or at a request from another Management Board Member, persons who are not Management Board Members.
2. By way of an instruction, the President of the Management Board may specify detailed organisational procedures for Management Board meetings, as well as define standard forms of resolutions to be adopted by the Management Board.
3. A Management Board Member shall have the right to lodge an objection against the participation in Management Board meetings of persons who are not Management Board Members. The objection shall be resolved by the Management Board with an absolute majority of the votes.

Par. 10

1. At its meetings, the Management Board shall adopt resolutions with an absolute majority of the votes. In the event of a voting tie, the President shall have the casting vote.
2. Resolutions of the Management Board may only be adopted if all Management Board Members have been duly notified of a Management Board meeting.
3. If prior to the date set for a Management Board meeting, a Management Board Member submits to the President his/her written position regarding the issues to be debated at the meeting and the manner of voting on the resolutions included in the agenda, such Management Board Member shall be deemed to be present at the meeting.

4. A Management Board Member may cast a vote “for” or “against” a resolution, or an abstaining vote.

Par. 11

Management Board Members are obliged and authorised to jointly manage the Company's affairs. Subject to the principle whereby the Company's affairs are managed jointly by all Management Board Members, the Management Board may assign day-to-day oversight over particular areas of the Company's operations to individual Management Board Members.
