ERBUD S.A.

Current Report No 39/2016
Report date: 2016-05-25

Topic:

Information about the intended amendment to the Articles of Association of Erbud SA and the intended adoption of the consolidated text of the Articles of Association

Legal basis:

Article 56 section 1 item 2 of the Act on Public Offering - current and periodic information

Content of report:

Pursuant to § 38 item 1 point 2) of the Regulation of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent information required by laws of a non-member state (Journal of Laws 2014.133, consolidated text), ERBUD SA announces hereby the decision of its intention to amend the Articles of Association of Erbud SA and the decision to adopt the consolidated text of the Articles of Association, taking into account the planned changes. Therefore, the agenda of the Extraordinary General Meeting of Erbud SA convened for 23 June 2016 includes items concerning the amendment and adoption of the consolidated text of the Company's Articles of Association.

Erbud SA publishes the proposed content of the Resolution on the amendment of the Articles of Association and the proposed content of the Resolution on the adoption of a uniform text of the Articles of Association of the Company.

Draft resolution concerning the intended change in the Articles of Association of the Company:

RESOLUTION NO. [ ] / 2016
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ERBUD S.A. WITH ITS REGISTERED OFFICE IN WARSAW
DATED 23 JUNE 2016

on amending the Articles of Association of Erbud SA and authorizing the Management Board to increase the Company's share capital within the authorised capital and to limit or exclude pre-emptive rights of shareholders with the consent of the Supervisory Board

I. Acting pursuant to Article 444 and Article 447 of the Commercial Companies Code the Extraordinary General Meeting of Shareholders of Erbud S.A. hereby authorises the Company's Management Board to increase the Company's share capital within the authorised capital and to limit or exclude subscription rights of the existing shareholders with a consent of the Supervisory Board, and thus, acting pursuant to Article 15 item 6) and 7) of the Company's Articles of Association it resolves to amend the Company's Articles of Association adding item 10 and 11 after item 9 of Article 5 with the following wording:

"10. In view of the fact that the Company decided to continue the Management Stock Options Scheme in the years 2016-2018, the Company's Management Board is authorised, in the period of 3 years since the authorisation entry into the National Court Register has been made, to increase the share capital by the amount of not more than PLN 15,000 (fifteen thousand Zlotys) through the issue of shares with a nominal value of PLN 0.10 (ten Groszy) per share (authorised capital). The Management Board may execute the authorisation granted by one or several capital increases. The Management Board may issue shares exclusively against cash contributions. The Company's Management Board may not issue preferential shares or grant personal privileges to shareholders, as referred to in Article 354 of the Commercial Companies Code. This authorisation shall not cover the entitlement to increase the share capital from the Company's own funds.

11. The resolution of the Management Board passed in accordance with item 10 above shall replace the resolution of the General Meeting on share capital increase and for its validity a notarial deed shall be required."

II. The Extraordinary General Meeting of the Company, agreeing with the Management Board in respect to this resolution, decided to approve the following written opinion by the Board as a justification of the

resolution, as required by Article 433 § 2 in conjunction with Article 447 § 2 and Article 445 § 1 of the Commercial Companies Code:

„By Resolution No. 18/2016 dated 28 April 2016, the Annual General Meeting of ERBUD SA agreed to carry out in the years 2016-2018 by the Company an incentive program for employees of the Company and its subsidiaries – the Management Stock Option Plan under which the eligible persons have the opportunity to acquire the ERBUD's shares issued within the authorized capital.

Amendment of *the Articles of Association of the Company consisting in authorizing the Management Board to increase the share capital within the authorized capital is intended to carry out in Erbud the above mentioned incentive program for employees of the Company and its subsidiaries. Giving the authorization to increase the share capital within the authorized capital will also make possible to issue of shares in the period which is optimal for the Company.*

Persons participating in the incentive program are those whose work is critical to the Group's activities. The possibility to acquire shares will have a motivational meaning for these people, contributing to raise the effectiveness of the Company's operations. Moreover, the issue of shares offered to the above-mentioned persons, will create a long-term commitment of these individuals to the Company. Because the results achieving by the Company depend from its employees, binding highly skilled professionals with the Company is required to ensure its proper development.

Having regard to these circumstances, the adoption of Article 5 item 10 and 11 of the Company's Articles of Association, containing the authorization of the Management Board to increase the share capital within the authorized capital, with the exclusion or limitation of pre-emptive rights under Article 5 item 7 of the Articles of Association, is in the interest of the Company and its Shareholders."

III. The resolution enters into force on the date of its adoption.

Draft resolution concerning the approval of consolidated text of Articles of Association:

RESOLUTION NO. [ ] / 2016
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF ERBUD S.A. WITH ITS REGISTERED OFFICE IN WARSAW
DATED 23 JUNE 2016

on approving the consolidated text of Articles of Association

I. The Extraordinary General Meeting of shareholders of the Company Erbud S.A. decides to adopt the following consolidated text of the Articles of Association considering amendments passed with the Resolution No. 3/2016 of the Annual General Meeting of 23 June 2016:

Consolidated text of the Articles of Association of ERBUD SA
with its registered office in Warsaw

"ARTICLES OF ASSOCIATION OF THE JOINT-STOCK COMPANY

Article 1

1. The Company shall operate under the business name of **ERBUD Spółka Akcyjna** (ERBUD Joint-Stock Company).
2. The Company may also use an abbreviated name **ERBUD SA.**

Article 2

1. The registered office of the Company is in the Capital City of Warsaw.
2. The Company shall operate in and outside the territory of the Republic of Poland.
3. The Company may establish and manage its divisions, departments, branches, representative offices and other business units, as well as participate in other companies or projects on the area of the Republic of Poland and abroad.

Article 3

1. The field of business of the Company is:
   1) Demolition and breaking up of buildings,
   2) Land preparation for construction works,
   3) Excavations and geological-engineering drillings,
   4) Construction of residential and non-residential buildings,
   5) Construction of railroads and underground railways
   6) Construction of bridges and tunnels,
   7) Construction of transmission pipelines and distribution networks
   8) Construction of telecommunication and power lines,
   9) Construction of other civil engineering and water structures not elsewhere classified,
   10) Construction of residential and non-residential buildings,
   11) Roof construction and roof cladding,
   12) Other specialized construction works not elsewhere classified,
   13) Construction of roads and highways,
   14) Construction of water engineering structures,
   15) Electrical systems,
   16) Plumbing, heating and gas installation, ventilation works,
   17) Security services in support of security systems,
   18) Other building installations,
   19) Plastering,
   20) Installation of building woodwork,
   21) Flooring, wall covering and facing,
   22) Painting and glazing,
   23) Other building finishing,
   24) Other specialized building works not elsewhere classified,
   25) Gravel and sand quarrying; clays and kaolin mining,
   26) Support activities for other mining and quarrying,
   27) Production of bricks, roofing-tiles and baked clay construction products,
   28) Repair and maintenance of other equipment, fittings and facilities,
   29) Installation of industrial plant and equipment
   30) Production of concrete construction products,
   31) Repair and maintenance of plant,
   32) Activities of agents involved in the sale of timber and building materials,
   33) Wholesale of wood, building materials and sanitary equipment,
   34) Other passenger land transport not elsewhere classified,
   35) Freight transport by road,
   36) Completion of building construction projects,
   37) Real estate buying and selling for its own account,
   38) Rental and property management of own or leased real estate,
   39) Real Estate Management at the request,
   40) Ancillary services related to cleaning buildings,
   41) Renting and leasing of cars and vans,
   42) Renting and leasing of other motor vehicles, excluding motorcycles,
   43) Renting and leasing of other machinery, equipment and tangible good not elsewhere classified,
   44) Renting and leasing of construction machinery and equipment,
   45) Research and development in biotechnology,
   46) Research and development in other natural and technical sciences,
   47) Activity in the field of architecture,
   48) Engineering activity and related technical consultancy,
   49) Other professional, scientific and technical activity not elsewhere classified,
   50) Technology,
   51) Vocational schools,
   52) Extra-school forms of sport education and sport and recreational activities,
   53) Extra-school forms of art education,
   54) Other non-school forms of education not elsewhere classified,
   55) Historical places and buildings and similar visitor attractions,
   56) Repair and maintenance of ships and boats,
   57) Production of ships and floating structures,
   58) Accounting and tax advice,
   59) Other consulting related to the managing and conducting business.

2. If undertaking or conducting a business in the above mentioned range of the Company's activity shall require obtaining a permit or concessions, the initiation or running of such business may take place after receiving such a permit or concession.
3. Resolutions on the significant changes in the subject of the Company's activity shall not require the redemption of own shares under Article 417 section 4 of the Code of Commercial Companies, wherever they are passed a by two-thirds of the votes in the presence of persons representing at least half of the nominal capital.

Article 4

The Company has been established for an indefinite period of time.

Article 5

1. The share capital of the Company amounts to PLN 1,281,185.90 (one million, two hundred and eighty-one thousand, one hundred and eighty five, point nine zero Zlotys) and is divided into:
    a) 2,000,000 ordinary bearer shares of Series A,
    b) 8,000,000 ordinary bearer shares of Series B,
    c) 71,025 ordinary registered shares of Series C,
    d) 2,500,000 ordinary bearer shares of Series D,
    e) 31,686 ordinary bearer shares of Series E,
    f) 41,458 ordinary bearer shares of Series F,
    g) 33,787 ordinary bearer shares of Series G,
    h) 36,590 ordinary bearer shares of Series H,
    i) 47,379 ordinary bearer shares of Series I,
    j) 49,934 ordinary bearer shares of Series J,

    with a nominal value of PLN 0.10 (ten Groszy) per share.
2. The capital of the Company was fully paid in before registering the Company.
3. The shares may be redeemed in a voluntary redemption.
4. The Company may issue convertible bonds, bonds with the primacy right and subscription warrants.
5. By 8 December 2012, the Management Board shall be authorized to increase the share capital by the amount of maximum PLN 15,000.00 (fifteen thousand Zlotys) by issuing shares with a nominal value of PLN 0.10 (ten Groszy) each (authorised equity). The Management Board may exercise the authorization granted through one or several capital increases. The Management Board may issue shares only against cash contribution. The Management Board shall be not authorized to issue preference shares or grant the shareholder any personal rights, as referred to in Article 354 of the Commercial Companies Code. This authorization does not include the power to increase the share capital from the Company's own resources.
6. The resolution of the Management Board passed in accordance with item 5 above shall replace the resolution of the General Meeting on share capital increase and for its validity a notarial deed shall be required.
7. With the consent of the Supervisory Board, the Management Board may exclude or limit the priority right to subscribe for shares of the Company by existing shareholders (pre-emptive right) related to increase of the share capital which shall be effected under authorization given to the Management Board in the Articles of Association to raise the share capital in limits of the authorised capital. The consent of the Supervisory Board should be expressed in the form a resolution adopted by a majority of 3/4 of the Supervisory Board members present at the meeting, in the presence of at least half of the members of the Supervisory Board.
8. The Company's Management Board is authorised, in the period of 3 years since the entry of the authorisation into the National Court Register has been made, to increase the share capital of an amount of not more than PLN 15,000 (fifteen thousand Zlotys) by way of shares issue with a nominal value of PLN 0.10 (ten Groszy) each share (authorised equity). The Management Board may execute the authorisation granted through one or several capital increases. The Management Board may issue shares exclusively against cash contributions. The Company's Management Board may not issue preferential shares or grant personal privileges to shareholders, as referred to in article 354 of the Commercial Companies Code. This authorisation shall not cover an authorisation to increase the share capital from the Company's own funds.
9. The resolution of the Management Board passed in accordance with item 8 above shall replace the resolution of the General Meeting on share capital increase and for its validity a notarial deed shall be required.
10. In view of the fact that the Company decided to continue the Management Stock Options Scheme in the years 2016-2018, the Company's Management Board is authorised, in the period of 3 years since the authorisation entry into the National Court Register has been made, to increase the share capital

by the amount of not more than PLN 15,000 (fifteen thousand Zlotys) through the issue of shares with a nominal value of PLN 0.10 (ten Groszy) per share (authorised capital). The Management Board may execute the authorisation granted by one or several capital increases. The Management Board may issue shares exclusively against cash contributions. The Company's Management Board may not issue preferential shares or grant personal privileges to shareholders, as referred to in Article 354 of the Commercial Companies Code. This authorisation shall not cover an authorisation to increase the share capital from the Company's own funds.

11. The resolution of the Management Board passed in accordance with item 10 above shall replace the resolution of the General Meeting on share capital increase and for its validity a notarial deed shall be required."

Article 6

The Company was founded as a result of the conversion of the ERBUD Limited Liability Company and is its legal successor. The founders of the Company were partners of the transformed Limited Liability Company, who joined the Company and acquired shares, namely:

1) Mr. Dariusz Grzeszczak,
2) Mr. Józef Adam Zubelewicz, and
3) the company of German law named Wolff & Müller GmbH & Co. KG.

Article 7

The authorities of the Company shall be:

1) the Management Board,
2) the Supervisory Board,
3) the General Meeting.

Article 8

1. The Management Board shall be composed of 2 (two) to 5 (five) members.
2. Members of the Management Board shall be appointed and dismissed by the Supervisory Board of the Company.
3. The common term of office of members of the Board shall last three years.

Article 9

1. The Management Board shall be responsible for managing of the Company and shall represent it outside.
2. Any issues related to the management of the Companies non-reserved to the competence of the General Meeting or the Supervisory Board by provisions of the Code of Commercial Companies or Articles of Association shall be the responsibilities of the Management Board.
3. Regulation of the Management Board shall specify rules of the activity of the Management Board. The Management Board shall determinate, subject to the provisions provided for by these Articles of Association, the Regulation of the Management Board.

Article 10

Two members of the Management Board acting jointly or one member of the Management Board acting together with a procuration holder shall be authorized to make statements of will on behalf of the Company.

Article 11

1. The Supervisory Board shall be composed of 5 to 7 members, including the Chairman and Vice-Chairman of the Supervisory Board.
2. Members of the Supervisory Board shall be appointed by the General Meeting for the three-year period of common term of office. The General Meeting shall appoint the President and Vice-President of the Board.
3. Competencies of the Supervisory Board:
    1) Approval of projects of strategic longstanding plans for the Company;
    2) Approval of projects of annual material and financial plans;
    3) Approval of the Company's projects of investment plans;
    4) Granting acceptation for acquisition, sale and encumbrance of real estate as well as for similar rights;

5) Granting permission to shift production, set up and liquid units and subsidiaries and acquire new businesses;
6) Approval for granting by the Company guarantees, property warranties, issuing bills, taking over guarantees, opening letters of credit with a value over the equivalent to the amount of € 2,000,000.00 (two million Euro) each time;
7) Granting permission for capital investments over the equivalent to the amount of € 100,000.00 (one hundred thousand Euro), excluding capital investments, treasury bills and bonds issued in Poland or countries where the Company operates;
8) Approval of acquisition, disposal and load on shares in other entities;
9) Setting vote procedure of Company representatives in the bodies of the subsidiaries and associated related to appointment and dismissal of members of the subsidiaries and associated, dissolution or liquidation of these companies, changes of business purposes, division or merger of subsidiaries and associated;
10) Granting permission to perform any actions not related to the Company's scope of business and extraordinary acts of value exceeding the equivalent to the amount of € 100,000.00 (one hundred thousand Euro).
11) Granting permission to enter into arrangements with:
    a) employees of shareholders,
    b) dominants in relation to the Company, sub-units to the dominant subjects or spouse or person remaining with them in common life, relatives and kins to second degree, adopting or adopted, those related to care or guardianship, as well as with such subjects in which one of these persons is a dominant or manager;
    c) any other shareholders who have more than 5% of votes at the General Meeting of the Company, as well as units which are depending from them or subjects which they are managing;
    d) subordinates to the Company;
    e) persons managing or supervising the Company, or their spouses, those remaining with them in the common life, relatives and kins to second degree, adopting or adopted, as well as well as with such subjects in which one of these persons is a dominant or manager;
12) Granting permission for investments above the equivalent to the amount of € 100,000.00 (one hundred thousand Euro), unless these investments are included in the investment plan approved by the General Meeting;
13) Granting permission for the conclusion of contracts for rental, lease and license with a validity period of more than 36 months;
14) Authorizing the submission of tenders and concluding construction contracts with a net value exceeding the equivalent to the amount of € 15,000,000.00 (fifteen million Euro), in case of joint bids – authoritative is the net sum of bid, and not the participation of the Company in the offer;
15) Giving consent to dispose with a right or incur an obligation of value exceeding the equivalent to the amount of € 2,000,000.00 (two million Euro);
16) Employment of an employee with the annual salary of more than the equivalent to the amount of € 100,000.00 (one hundred thousand Euro).

"**Equivalen**t" means the equivalent to the amount in Euro quoted in other currencies, calculated in accordance with the average exchange rates of currencies, announced by the National Bank of Poland on day directly preceding the date when the Management Board has submitted to the Supervisory Board a proposal for approving transactions, and in the absence of such a proposal – the transaction date.

Article 12

1. Resolutions of the Supervisory Board shall be passed by an absolute majority of votes cast in the presence of at least half of the members of the Board, unless the Code of Commercial Companies or these Articles provides otherwise. In the case of an equal number of votes, the vote of the President shall be determining.
2. Meetings of the Supervisory Board shall be convened by the Chairman of the Board on its own initiative and at the request of a member of the Board or a member of the Supervisory Board within two weeks after submitting a proposal or, in situations requiring urgent decision, within three days after submitting a proposal. The proposal should provide the suggested details of agenda. The Supervisory Board shall be convened at least three times a financial year.
3. Members of the Supervisory Board may take part in passing resolutions of the Board, giving their vote in writing through another member of the Supervisory Board. Vote in writing cannot relate to the issues introduced to the agenda during the meeting of the Supervisory Board.

4. Resolutions of the Supervisory Board may be made in writing or by using means of direct communication at a distance. The resolution shall be valid, if all members of the Board have been informed about the contents of the draft resolution.
5. Adopting resolutions in accordance with section 3 and section 4 above cannot refer to the choice of the Chairman of the Supervisory Board, appointing a member of the Management Board and the dismissal and suspension of members of the Management Board.
6. Remuneration of members of the Supervisory Board shall be determined by a resolution of the General Meeting of Shareholders.

Article 13

1. General Meetings shall be ordinary or extraordinary ones.
2. An Annual General Meeting convened by the Management Board should be held within six months after the end of each financial year.
3. An extraordinary General Meeting shall be convened by the Management Board of the Company on its own initiative or at written request of the Supervisory Board or at request of a shareholder or shareholders representing at least one-twentieth of the share capital.
4. Convening an extraordinary General Meeting at request of a shareholder or shareholders representing at least one-twentieth of the share capital should take place within two weeks from the date of submitting such request to the Management Board of the Company.
5. Shareholders representing at least half of the Company's share capital or at least half of the total number of votes in the Company may convene an extraordinary General Meeting by notifying the Management Board within a period of not less than 30 days prior to the scheduled date of convening the extraordinary General Meeting. The Management Board shall be obliged to announce the convening of the extraordinary General Meeting by a shareholder referred to above in the manner prescribed by the Commercial Companies Code and in accordance with the provisions of these Articles of Association.

Article 14

1. The General Meeting can adopt resolutions regardless of the number of present shareholders and represented shares, if provisions of the Code of Commercial Companies or these Articles of Association do not provide otherwise.
2. Resolutions of the General Meeting shall pass by an ordinary majority, unless provisions of the Code of Commercial Companies or Articles of Association provide otherwise.

Article 15

Competences of the General Meeting:

1) Examination and approval of the Management Board's report on the activities of the Company and the financial report for the previous financial year;
2) Taking a resolution on distribution of profits or covering losses;
3) Granting a vote of acceptance to members of the Management Board;
4) Acceptation of Company’s longstanding strategic plans, annual material and financial plans, and investment plans;
5) Adoption of the Rules of the Supervisory Board and stipulation of principles of remuneration of the Supervisory Board members;
6) Increasing or reduction of share capital;
7) Revision of the Articles of Association of the Company;
8) The Company's merger with another commercial company;
9) Dissolution and liquidation of the Company;
10) Issue of convertible bonds, bonds with pre-emptive right or subscription warrants;
11) Disposition or leasing the whole Company or its organized parts and establishment of limited material rights on it;
12) Deciding on other matters that, in accordance with provisions of the Code of Commercial Companies or these Articles of Association, belong to competences of the General Meeting.

Article 16

The calendar year shall be the Company’s financial year.

Article 17

1. As part of the equity capital the Company shall create:
   1) share capital,
   2) reserve capital
   3) supplementary capitals,
   4) other capitals provided by law.
2. Supplementary capitals can be established to cover various expenses or losses, pursuant to a resolution of the General Meeting or in the case the law specifies such a creation.

Article 18

1. Company's profit can be used, in particular, for:
   1) write-offs for reserve capital,
   2) dividends to shareholders,
   3) write-offs to supply the reserves created in the Company,
   4) other targets set out by a resolution of the General Meeting.
2. The General Meeting shall determine a dividend day and the closing date for the dividend payment.
3. The Supervisory Board shall elect an auditor to examine financial statements of the Company for the previous financial year.
4. Under the terms specified in Article 349 of the Commercial Companies Code, the Management Board is authorized to pay to shareholders, with the consent of the Supervisory Board, an interim dividend for the financial year ending, provided that the Company has sufficient funds.

Article 19

Relevant law regulations, in particular provisions of the Code of Commercial Companies shall apply to matters not governed by the Articles of Association."

II. The resolution enters into force on the date of its adoption.