Topic:

Consolidated text of the Articles of Association

Content of report:

ERBUD informs that by Resolution No. 4/2016 of the Extraordinary General Meeting of ERBUD SA dated 19 October 2016, the consolidated text of the Articles of Association of Erbud SA with the following wording has been adopted:

Consolidated text of Articles of Association of Erbud SA seated 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 shall be as follows:
   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 duration of the Company is unlimited.

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. The Management Board is authorized to increase till 8 December 2012 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 is 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 funds.
6. The resolution of the Management Board passed in accordance with sub-Article 5 above replaces the resolution of the General Meeting on increasing the share capital 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 does not include the power to increase the share capital from the Company’s own funds.
9. The resolution of the Management Board passed in accordance with sub-Article 8 above replaces the resolution of the General Meeting on increasing the share capital 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 are:

1) Management Board,
2) Supervisory Board,
3) 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 the Management Board members 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 Chairman and Vice-Chairman of the Board.
3. Competencies of the Supervisory Board:
    1) Approval of strategic longstanding plans for the Company;
    2) Approval of annual material and financial plans;
    3) Approval of Company's investment plans;
    4) Granting consent for the acquisition, disposal or encumbrance on real property, perpetual usufruct or interests in real estate;
    5) Granting consent to shift production, set up and liquid units and subsidiaries and acquire new businesses;
    6) Granting consent for providing 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 consent for capital investments over the equivalent to the amount of € 100,000.00 (say: one hundred thousand Euro), excluding capital investments, treasury bills and bonds issued in Poland or countries where the Company operates;
    8) Granting consent for the acquisition, disposal or encumbrance of shares in other entities;
    9) Setting the 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 consent 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 consent to conclude agreements with shareholders holding at least 5% of the total number of votes at a General Meeting and related parties within the meaning of international accounting standards adopted pursuant to Regulation No 1606/2002 of the European Parliament and of the Council dated 19 July 2002 on the application of international accounting standards. This obligation does not apply to typical transactions and those concluded on market terms within the operating business conducted by the Company with entities belonging to the Capital Group;
    12) Granting consent for investments exceeding the equivalent of € 100,000.00 (say: one hundred thousand Euro), unless these investments are included in the investment plan approved by the Supervisory Board;
    13) Granting consent for the conclusion of agreements on rental, lease and license with the duration of more than 48 months that are concluded outside the ordinary course of business and are not provided for in the budget;
    14) Granting consent to submit tenders and conclude construction contracts with a net value exceeding the equivalent to the amount of € 15,000,000.00 (say: fifteen million Euro), while for joint bids deciding is the net bid sum and not the share of the Company in the offer;

15) Granting consent to dispose with a right or incur an obligation of value exceeding the equivalent to the amount of € 2,000,000.00 (say: two million Euro);
16) Granting consent to employ of an employee with an annualized salary exceeding the equivalent of € 100,000.00 (say: one hundred thousand Euro);
17) Granting consent for the Company's Management Board members to serve on the management or supervisory boards of companies outside the Group, and also in the cases referred to in Art. 380 § 1 of the Code of Commercial Companies;
18) Other issues falling within the competence of the Supervisory Board by law, provisions of the Articles of Association, passed at the request of the Management Board or delegated pursuant to a resolution of the General Meeting.

"**Equivalen**t" means the equivalent of Euro quoted in other currency, calculated in accordance with the average exchange rates, announced by the National Bank of Poland on the day directly preceding the day on which the Management Board submitted to the Supervisory Board a request for consent to the transaction, and in the absence of such a request the date of the transaction.

Article 11a

1. As long as the Company's shares will be admitted to trading on a regulated market, at least two members of the Supervisory Board should meet the criteria of independence from the Company and significant related parties, under the rules of Corporate Governance, passed by the Council of the Warsaw Stock Exchange, governing the regulated market in the territory of Poland on which the Company's shares are listed.
2. In the case of non-compliance with the independence criteria referred to in point 1 above by any member of the Supervisory Board, or the loss of the status of an Independent Member of the Supervisory Board during the term of office shall not terminate his/her mandate and has no effect on the ability of the Supervisory Board to exercise the powers provided for in the Code of Commercial Companies and in the Articles of Association.

Article 11b

1. As long as the Company's shares will be admitted to trading on a regulated market, the Supervisory Board shall appoint an audit committee, which consists of at least 3 (three) of its members, including at least one member should meet the requirements of independence within the meaning of Art. 6 § 5 of the Act of 7 May 2009 on auditors and their associations, entities authorized to audit financial statements and public oversight, and have qualifications in accounting or auditing.
2. The Supervisory Board, which consists of no more than 5 (five) members can perform the tasks of the audit committee.
3. The tasks of the audit committee, in particular, are:
   1) monitoring the financial reporting process;
   2) reviewing the related party transactions;
   3) monitoring the effectiveness of internal control systems, internal audit and risk management;
   4) monitoring the performance of financial audit;
   5) monitoring the independence of the auditor and the entity authorized to audit financial statements, including cases when other services than financial audit shall be provided to the Company;
   6) recommending to the Supervisory Board the entity authorized to audit financial statements and financial position of the Company.
4. The Supervisory Board may also appoint other committees, in particular the nomination and remuneration committee. Detailed tasks and principles for the appointment and functioning of each committee, including the audit committee, shall be determinate by the Supervisory Board.

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 may 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 be passed by an ordinary majority, unless provisions of the Code of Commercial Companies or Articles of Association provide otherwise.

Article 15

1. Competences of the General Meeting:
    1) Reviewing and approving the Management Board's report on the activities of the Company and the financial statements for the previous financial year;
    2) Passing a resolution on distribution of profits or covering losses;
    3) Granting a vote of acceptance to members of the Management Board;
    4) Adoption of the Rules of the Supervisory Board and stipulation of principles of remuneration of the Supervisory Board members;
    5) Increasing or decreasing the share capital;
    6) Revision of the Articles of Association of the Company;

7) The Company's merger with another commercial company;
8) Dissolution and liquidation of the Company;
9) Issuance of convertible bonds, bonds with pre-emptive right or subscription warrants;
10) Disposal or leasing the whole Company or its organized parts and establishment of limited material rights on it;
11) Considering the issues raised by the Supervisory Board, the Management Board or by shareholders of the Company;
12) Deciding on other matters that in accordance with provisions of the Code of Commercial Companies or the wording of the Articles of Association are within the competence of the General Meeting.

2. To purchase or sell real property, and for perpetual usufruct or interests in real estate, a resolution of the General Meeting shall not be required.

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) capital reserve;
   3) supplementary capital;
   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) allowances for capital reserve;
   2) dividends to shareholders;
   3) write downs to supply the supplementary capital created by 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 audit 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, upon the consent of the Supervisory Board, an interim dividend for the financial year ending, provided that the Company's funds are sufficient.

Article 19

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