

**DRAFT OF UNIFORM TEXT OF REGULATIONS OF SUPERVISORY BOARD OF
DEKPOL S.A. CONSIDERING CHANGES INCLUDED IN DRAFT OF
RESOLUTION NO. 21 OF GENERAL MEETING OF SHAREHOLDERS DATED
29TH JUNE 2017**

**RULES OF SUPERVISORY BOARD
OF DEKPOL SPÓŁKA AKCYJNA**

**I.
GENERAL PROVISIONS**

§1

This Regulations of Supervisory Board (hereinafter referred to as „*Regulations*”) defines organization and the way of performing activities by Supervisory Board of DEKPOL Spółka Akcyjna with its registered office in Pinczyn (hereinafter referred to as „*Company*”).

§2

Company’s Supervisory Board (hereinafter referred to as „*Supervisory Board*”) operates on the basis:

- Commercial Companies Code and other legal provisions,
- Company’s Articles of Association,
- Resolutions of General Meeting of Shareholders,
- Regulations of Supervisory Board.

**II.
MEMBERS OF SUPERVISORY BOARD**

§3

1. Supervisory Board consists from three to five members, and, in case of obtainment of the status of a public company – from five to seven members, including Chairman and Vice-Chairman.
2. Candidate on a member of Supervisory Board shall inform Management Board of the Company about the subject of its affiliations with Shareholder, who holds shares representing at least 5% of general number of votes at General Meeting of Shareholders. The above obligation concerns affiliations of economic, family or of other character, which may have an impact on position of a member of Supervisory Board in matters discussed by Supervisory Board; in case of change of those circumstances during performance of a function, member of Supervisory Board is obliged to inform promptly Management Board about this change. Information about affiliations is posted on the website of the Company.
3. Candidate on a member of Supervisory Board shall possess appropriate education, professional experience, as well as to be able to spend necessary amount of time, enabling to perform properly its function as a member of Supervisory Board. Information concerning education and professional experience of members of Supervisory Board are posted on the website of the Company.
4. Members of Supervisory Board are obliged, promptly after getting information about appointment, to inform Management Board about personal phone numbers, as well as home address or e-mails, on which shall be delivered or sent notifications and information about meetings of Supervisory Board, as well as other correspondence and other information to be

send by the Company. About changes of the above mentioned addresses or phone numbers, as well as about absences, breakdowns or other circumstances, in connection to which the use of the above mentioned addresses or phone numbers will not be possible or will encounter essential difficulties for the longer period of time than 24 hours, member of Supervisory Board is obliged to inform promptly the Chairman, and, in cases, when it would not be possible – Vice-Chairman or Management Board of the Company.

5. Participation in meetings of Supervisory Board is a duty of its members. Member of Supervisory Board informs the Chairman in written form about the reason of its absence on the meeting of Supervisory Board.
6. Each member of Supervisory Board shall be guided by interests of the Company in its behavior, as well as independence of opinions and judgments.
7. Member of Supervisory Board, who lost the status of an Independent Member in the meaning of the Company's Articles of Association, shall promptly inform the Chairman and the President of Management Board in written form about this fact.
8. Chairman leads the works of Supervisory Board, including the course of deliberations on the meetings.
9. In case of a free vacancy on the position of the Chairman of Supervisory Board or temporary inability in conducting of assigned duties, rights and obligations of the Chairman of Supervisory Board, excluding the casting vote in case of equal number of votes, shall be attributable to Vice-Chairman, unless the contrary is stated in legal provisions or Articles of Association.
10. In case of a free vacancy on position of the Chairman and Vice-Chairman of Supervisory Board, or temporary inability in conducting of assigned duties, rights and obligations of the Chairman of Supervisory Board, excluding the casting vote in case of equal number of votes, shall be attributable to the oldest Member of Supervisory Board, unless the contrary has been stated in legal provisions or Articles of Association.
11. Supervisory Board may elect the Secretary from among its members.

III.

THE WAY OF PERFORMANCE OF DUTIES BY SUPERVISORY BOARD

§4

1. Members of Supervisory Board exercise its rights and obligations personally.
2. Supervisory Board exercise its obligations jointly, may however delegate its members to individual performance of certain supervisory duties. Resolution in subject of delegation of a member to individual performance of certain supervisory duties, shall include name and surname of delegated member of Supervisory Board, range of allowed supervisory duties, period of delegation and frequency of provision of written reports to Supervisory Board from achieved findings.
3. Supervisory Board may request, for its needs and on the house, drafting of expertise and opinions in the range attributable to its competences. Election of performers of such works shall be made by Supervisory Board, and proper agreements with performers of such works shall be concluded by Management Board on request of Supervisory Board or the Chairman of Supervisory Board.
4. Within Supervisory Board may be created internal committees (including Audit Committee), which shall be focused on advising and judgment, as well as formulating recommendations and evaluations in selected cases attributable to competences of Supervisory Board. 3. Committees shall be established and liquidated by adoption of a resolution of Supervisory Board. In resolution concerning establishment, Supervisory Board in particular:
 - 1) Points out the name of a Committee,

- 2) Sets minimal number of members,
 - 3) Performs election of members of the Committee, including the Chairman of the Committee,
 - 4) Sets the range of cases and duties of the Committee, which may also be done through indication of certain provisions of Rules of Supervisory Board.
5. Members of Supervisory Board shall participate in sessions of General Meeting of Shareholders in the composition enabling for responding questions asked during General Meeting of Shareholders.

IV. MEETINGS OF SUPERVISORY BOARD

§5

1. About the date, place and proposed agenda of the meeting, members of Supervisory Board shall be informed by way of invitations sent to them at least seven days before meeting date, on addresses said to the Chairman or the Company by members of Supervisory Board. To invitations shall be attached drafts of resolutions, and, as far as it has been stated, materials concerning cases, which will be the subject of a meeting session.
2. Invitations along with drafts of resolution and materials on a meeting session, shall be sent electronically via e-mail. In cases, when due to technical issues, sending of invitations by way of means set in previous sentence will not be possible, its sending shall be performed by registered letter or by private courier services. Sending of invitations is not required, as far as about the date of another meeting session of Supervisory Board, all members were informed by the Chairman of Supervisory Board directly at the meeting.
3. In case of non-acceptance of rules, referred to in sections 1 and 2, Supervisory Board may adopt resolutions, as far as all its members participate in the meeting and nobody raised objection concerning adoption of such resolution.
4. Apart from members, in Supervisory Board meetings may participate also other persons, in particular members of Management Board, as well as employees of the Company. Each member of Supervisory Board is entitled to raise objection regarding participation of such persons in a meeting session. In such cases, decision in this matter shall be made by Supervisory Board by way of voting.

§6

1. Validation of resolutions of Supervisory Board requires to notify all members of Supervisory Board about the meeting and attendance in session of at least a half of its members.
2. *(derogated)*
3. Voting at sessions of Supervisory Board shall be held in non-confidential manner. On reasonable request of at least one member of Supervisory Board or in cases specified in legal provisions, voting shall be held in confidential manner. Confidential voting shall be made by use of voting cards or other way guaranteeing confidentiality. In case of confidential voting by use of cards, the cards are handed over to the Chairman, who sets and informs about the result of voting.
4. Resolutions shall be adopted at absolute majority of votes. In case of equal number of votes, decides the vote cast by Chairman.

§7

1. Subject to restrictions resulting from legal provisions and orders of Articles of Association, members of Supervisory Board may take part in adoption of resolutions, casting vote in written form through other member of Supervisory Board.
2. Casting of vote in written form cannot concern cases added to agenda on the session of Supervisory Board.

§8

1. Supervisory Board session are recorded.
2. Minutes from session shall include:
 - 1) next number,
 - 2) date and place of session,
 - 3) validation note of convention of Supervisory Board and its ability for adoption of resolutions,
 - 4) names and surnames of members of Supervisory Board participating in session and absent members,
 - 5) the list of other persons taking part in session,
 - 6) agenda,
 - 7) brief summary of discussed issues and declarations registered to the minutes,
 - 8) content of resolutions under voting,
 - 9) number of votes cast for particular resolution and the way of voting,
 - 10) number of members of Supervisory Board, who did not take part in voting,
 - 11) names and surnames of members of Supervisory Board, who cast its vote in written form through other member of Supervisory Board, with indication of name and surname of such member,
 - 12) statement about adoption or lack of adoption of particular resolution,
 - 13) dissenting opinions,
 - 14) date of the next session,
 - 15) name and surname of a person preparing the minutes.
3. Attachments to minutes:
 - 1) Materials essential due to subject of session,
 - 2) Votes cast in written form through other member of Supervisory Board,
 - 3) Votes cast in confidential voting by use of cards.

§9

1. Draft of minutes is prepared under the Chairman or Secretary, if elected, or under other person appointed by person leading the session of Supervisory Board. Minutes shall be prepared during session time. Each member of Supervisory Board may request recording of its proposals and statements, as well as attaching them to minutes, as far as they were prepared in written form during session time. The minutes need to be signed by current reporter and all present members of Supervisory Board, immediately after session ending. The Chairman paraphs each page of minutes, including attachments. In reasonable cases, each member of Supervisory Board may undersign minutes at a later date.
2. Each member of Supervisory Board is entitled to submit comments to minutes. In case of rejection of comments by Supervisory Board, each member of Supervisory Board is entitled to request including of a separate comments into minutes.
3. Members, who were absent on particular session, on the next session acknowledge minutes from previous session, putting the signature with annotation about understanding the content of minutes.

4. Minutes from session shall be stored by Management Board in registered office of the Company in Minutes Book.

VI.

ADOPTION OF RESOLUTIONS BEYOND SESSION

§10

1. Subject to restrictions resulting from legal provisions and orders of Articles of Association, Supervisory Board may adopt resolutions beyond the session, in written form or by use of means of direct remote communication (fax, e-mail, phone, teleconference, videoconference), which enable identification and communication of a members of Supervisory Board at least with the Chairman.
2. Notification about adoption of resolution by way of means referred to in section 1, setting the subject of resolution along with its justification, voting method (and in case of voting by use of means of direct remote communication, also the type of allowed means) and the deadline for casting of vote, along with attached draft of resolution, and, as far as it is reasonable – with materials concerning analyzed issues, shall be sent by Chairman to all members of Supervisory Board in a way, referred to in §5 section 2.
3. *(derogated)*

§11

1. In case of voting in written form, members of Supervisory Board cast votes sending to Chairman an original of signed draft of resolution, along with indication of casted vote.
2. In case of voting by use of fax, members of Supervisory Board cast votes sending to Chairman of signed draft of resolution, along with indication of casted vote.
3. In case of voting by use of e-mail, members of Supervisory Board cast votes sending signed and scanned draft of resolution, along with indication of casted vote.
4. In case of voting by use of phone, teleconference or videoconference, members of Supervisory Board cast votes sending to the Chairman verbal declaration regarding its vote casted for particular resolution. In such case, Chairman states the way of voting by each member in created authentication of voting.

§12

1. Adoption of resolutions beyond session is recorded.
2. Chairman, based on collected votes, creates promptly minutes, which shall include:
 - 1) next number,
 - 2) date and place of creation,
 - 3) voting type, and in case of voting by use of means of direct remote communication, also the type of allowed means,
 - 4) statement concerning voting validity,
 - 5) names and surnames of voting and non-voting members of Supervisory Board,
 - 6) content of resolutions under voting,
 - 7) number of votes cast for particular resolutions,
 - 8) statement about adoption or lack of adoption of particular resolution,
 - 9) dissenting opinions.
3. Attachments to minutes:
 - 1) written votes or votes cast by use of fax or e-mail, authentications of voting, referred to in §11 section 4,
 - 2) dissenting opinions,

- 3) materials attached to notification about voting.
4. Minutes needs to be signed by the Chairman on the date of its creation. Chairman of Supervisory Board paraps each page of minutes, including attachments. Minutes, excluding attachments, referred to in section 3, points 1 and 3, shall be sent promptly after its creation to all members of Supervisory Board by use of e-mail.
5. Members of Supervisory Board taking part in voting, shall undersign minutes at the closest meeting session.
Members, who were absent on particular session, on the next session acknowledge minutes from previous session, putting the signature with annotation about understanding the content of minutes.
6. Members, who did not participate in voting, on the next session acknowledge minutes, putting the signature with annotation about understanding the content of minutes.
7. Minutes from session shall be stored by Management Board in registered office of the Company in Minutes Book.

VII.
FINAL REMARKS

§14

Management Board ensures organizational and technical service of Supervisory Board.

§15

Rules of Supervisory Board takes into force as of the date of its approval by General Meeting of Shareholders.