

Subject to art. 402§2 of the Commercial Code, the Managing Board of PolRest S.A. presents the suggested amendments of the Statutes of the Company:

**1) the existing wording of § 5:**

"§ 5. The company's business involves:

- 1) hotels and motels with restaurants – PKD [Polish Classification of Business Activity] 55.11.Z,
- 2) hotels and motels without restaurants – PKD 55.12.Z,
- 3) deleted,
- 4) Camping sites, including caravan sites – PKD 55.22.Z,
- 5) deleted,
- 6) restaurants – PKD 55.30.A,
- 7) other provision of catering – PKD 55.30.B,
- 8) bars – PKD 55.40.Z,
- 9) canteens – PKD 55.51.Z
- 10) preparing and supplying food to external clients (catering) – PKD 55.52.Z,
- 11) deleted,
- 12) Buying and selling of own real estate – PKD 70.12.Z,
- 13) Letting of own property – PKD 70.20.Z,
- 14) deleted,
- 15) deleted,
- 16) deleted,
- 17) Management activities of holding companies – PKD 74.15.Z,
- 18) Market research and public opinion polling – PKD 74.13.Z,
- 19) Business and management consultancy activities – PKD 74.14.Z,
- 20) Architectural, urban and technological design activities – PKD 74.20.A,
- 21) Technical testing and analyses – PKD 74.30.Z,
- 22) advertising – PKD 74.40.Z,
- 23) deleted,
- 24) deleted ,
- 25) deleted ,
- 26) deleted
- 27) deleted
- 28) deleted ,
- 29) deleted,
- 30) deleted,
- 31) deleted ,
- 32) freight transport by road with universal vehicles – PKD 60.24.B,
- 33) other monetary intermediation n.e.c. – PKD 65. 12. B,
- 34) financial leasing – PKD 65. 21. Z,

- 35) other credit granting – PKD 65.22.Z,
- 36) other financial intermediation n.e.c. – PKD 65. 23. Z
- 37) auxiliary financial activities n.e.c. - PKD 67. 13. Z,
- 37) agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods – PKD 51.11.Z,
- 38) agents involved in the sale of machines, industrial devices, ships and aircraft - PKD 51.15.Z,
- 39) agents involved in the sale of furniture, household goods, hardware and ironmongery – PKD 51.15.Z,
- 40) agents involved in the sale of food, beverages and tobacco – PKD 51.17.Z,
- 41) agents involved in the sale of a variety of goods – PKD 51.19.Z,
- 42) non-specialised wholesale of food, beverages and tobacco – PKD 51.39.Z,
- 43) wholesale of other semi-finished products – PKD 51.56.Z,
- 44) wholesale of other machinery and devices for industry, trade and navigation – PKD 51.87.Z,
- 45) other storage and warehousing – PKD 63.12.C,
- 47) renting of office machinery and equipment, including computers – PKD 71.33.Z,
- 48) renting of other machinery and equipment – PKD 71.34.Z,
- 49) call centre activities – PKD 74.80.Z.
- 50) activities of holdings – PKD 74.14.Z.”

**The suggested wording of §5:**

"§5. The company's business involves:

1. (46.11.Z) - Agents involved in the sale of agricultural raw materials, live animals, textile raw materials and semi-finished goods;
2. (46.15.Z) - Agents involved in the sale of furniture, household goods, hardware and ironmongery;
3. (46.17.Z) - Agents involved in the sale of food, beverages and tobacco;
4. (46.19.Z) - Agents involved in the sale of a variety of goods;
5. (46.39.Z) – Non-specialised wholesale of food, beverages and tobacco;
6. (46.69.Z) - Wholesale of other machinery and devices;
7. (46.76.Z) - Wholesale of other semi-finished goods;
8. (49.41.Z) - Freight transport by road;
9. (52.10.B) - Storage and warehousing of other goods;
10. (55.10.Z) – Hotels and similar provision of accommodation;
11. (55.20.Z) - Camping sites and other provision of short-stay accommodation;
12. (55.30.Z) - Camping sites, including caravan sites;
13. (55.90.Z) – Other accommodation;
14. (56.10.A) - Restaurants and other provision of catering;
15. (56.10.B) – Non-stationary provision of catering
16. (56.21.Z) – Preparing and supplying food for external customers (catering);
17. (56.29.Z) – Other catering services;
18. (56.30.Z) – Preparing and serving drinks;
19. (64.19.Z) – Other monetary intermediation;
20. (64.20.Z) – Financial holdings;

21. (64.30.Z) – Trusts, funds and similar financial institutions;
22. (64.91.Z) – Financial leasing;
23. (64.92.Z) – Other credit granting;
24. (64.99.Z) - Other financial intermediation n.e.c., except insurance and pension funding;
25. (66.19.Z) – Other activities auxiliary to financial intermediation, except insurance and pension funding;
26. (68.10.Z) - Buying and selling of own real estate;
27. (68.20.Z) - Letting or management of own or leased property;
28. (70.10.Z) – Activities of head offices and holdings, excluding financial holdings;
29. (70.22.Z) – Other consultancy concerning business activity and management;
30. (71.11.Z) - Architectural activities;
31. (71.12.Z) - Architectural and engineering activities and related technical consultancy;
32. (71.20.A) – Food quality tests and analyses;
33. (71.20.B) – Other technical tests and analyses;
34. (73.11.Z) – Advertising agencies;
35. (73.12.A) – Agency in the sale of radio and TV advertising time and space;
36. (73.12.B) – Agency in the sale of press advertising space;
37. (73.12.C) – Agency in the sale of the Internet advertising time and space;
38. (73.12.D) – Agency in the sale of other media advertising time and space;
39. (73.20.Z) – Market research and public opinion polling;
40. (77.33.Z) – Renting of office machinery and equipment, including computers;
41. (77.39.Z) - Renting of other machinery and equipment, and other goods, n.e.c.;
42. (77.40.Z) – Leasing of intellectual property and similar products, excluding works protected by copyright;
43. (82.20.Z) – Call centre activities.”

**2) adding after §6 b of the Statutes of the Company of § 6 c worded as follows:**

**„§6 c**

1. The Managing Board is empowered under art. 444 CC to increase the Company’s share capital by an amount up to PLN 468,750.00 (in words: four hundred and sixty-eight thousand seven hundred and fifty zloty) (“target capital”) through the issue of up to 4,687,500 (in words: four million six hundred and eighty-seven thousand five hundred) new common bearer shares with the nominal value of PLN 0.10 (ten cents) each. The Board may exercise the above power through one or several increases in the share capital within the limits of the amount defined in this paragraph.
2. The empowerment of the Board defined in par. 1 expires after three years of the date of registration of the statutory authority.
3. Within its statutory authority referred to in par. 1 the Company’s Managing Board decides in all matters regarding an increase in the share capital within the limits of the target capital, in particular it is empowered to define the purpose and method for offering shares within the increase(s) in the share capital and to define the detailed conditions for particular issues of shares.
4. The Company’s Managing Board may issue shares in exchange for monetary contributions or contributions in kind.
5. The Managing Board’s resolutions within its statutory authority to increase the share capital concerning the calculation of the issue price and the issue of shares in exchange for contributions in kind require no consent of the Supervisory Board.

6. The Managing Board may not issue preferred shares or assign to shareholders personal powers referred to in art. 354 CC.
7. The Managing Board's resolution adopted within its authority referred to in subpar. 1 of the present paragraph replaces the resolution by the General Meeting of Shareholders concerning an increase in the share capital and shall be made in the form of a notarial deed under pain of invalidity.
8. The present authority does not include the power to increase the share capital from the Company's own resources.