

Consolidation accepted by Extraordinary Annual Meeting of Shareholders on 4th of September 2007

STATUTE
RADPOL JOINT-STOCK COMPANY

I. General provisions
Article 1.

1. The Company operates under the name "RADPOL" joint stock company.
2. The Company may use the shortened name of "RADPOL S.A."
3. The Company is based in Człuchów.
4. The Company operates in the territory of the Republic of Poland and abroad.
5. The Company may create branches or representative offices, may also join other companies and organizations within the territory of the Republic of Poland and those based abroad.
6. The duration of the Company is not fixed.

II. Objects of the Company
Article 2.

1. Object of the Company is:
(by Polish Classification of Business Activities)
 - 1) Production of basic chemicals 24.1.
 - 2) Production of other chemical products 24.6.
 - 3) Production of plastic products 25.2.
 - 4) Production of metal structures with the exception of a service activity marked 28.11.B.
 - 5) Production of metal parts of carpentry 28.12.Z.
 - 6) Metal processing and coating of metals, mechanical processing of metal elements 28.5.
 - 7) Production of cutlery, tools and metal products for general purposes 28.6.
 - 8) Production of other fabricated metal products 28.7.
 - 9) Production of devices producing and using mechanical energy, with the exception of aircraft, automotive and motorcycle engines 29.1.
 - 10) Production of machine tools 29.4.
 - 11) Production of other machines for special purposes 29.5.
 - 12) Production of insulated wires and cables 31.30.Z.
 - 13) Production of lighting equipment and electric lamps 31.50.Z.
 - 14) Production of other electrical equipment, elsewhere non-classified 31.6.
 - 15) Production of bodies of motor vehicles, production of trailers and semi-trailers 34.20.Z.
 - 16) Arrangement of metallic waste and scrap metal 37.1.
 - 17) Arrangement of non-metallic waste and shoddy goods 37.2.
 - 18) Execution of constructional installations 45.3.
 - 19) The activities of agents involved in sale of various goods 51.19.Z.
 - 20) Wholesale sales of wood 51.53.A.
 - 21) Other wholesale 51.70.
 - 22) Retail sales in non-specialized stores 52.1.
 - 23) Reloading, storage and warehousing of goods 63.1.
 - 24) Remaining activities supporting land transport 63.21.Z.
 - 25) Financial leasing 65.21.Z.
 - 26) Rental of machinery and equipment without service and personal and household goods lending 71.
 - 27) Legal-, accounting-, consulting-activities, management of holdings 74.1.

28) Advertising 74.4.

29) Real estate, lease, education and services related to economic activity

SECTION K

30) Research & development activities in the field of technical sciences (Polish Classification of Business Activities) 73.10.G.

2. Change of the object of the Company is implemented without redemption of shares, if the resolution shall be accepted with a majority of 2 / 3 of votes in the presence of persons representing at least half of initial capital.

III. Capital of the Company

Article 3.

1. Company's initial capital amountS to 718.548.30 PLN (seven hundred eighteen thousand five hundred forty eight zloty and thirty groszy) and is divided into 23,951,610 (twenty three million nine hundred fifty one thousand six hundred ten zloty) shares, including:
 - 1) 17,651,610 PLN (seventeen million six hundred fifty one thousand six hundred ten zloty) ordinary bearer shares series A, with a nominal value of 0.03 PLN (three groszy) each,
 - 2) 6,300,000 (six million, three hundred thousand zloty) ordinary bearer shares Series B with a nominal value of 0.03 PLN (three groszy) each,
2. Share capital was fully covered.

Article 3 a.

1. Conditional share capital of the Company amounts to 15.886.44 PLN (fifteen thousand eight hundred eighty six zloty and forty four groszy) and is divided into 529,548 (five hundred twenty nine thousand five hundred zloty forty eight groszy) ordinary bearer shares series C with a nominal value of 0.03 PLN (three groszy) per share.
2. The purpose of the conditional capital increase is to grant rights to subscribe for shares Series C to subscription warrants' series WA holders, issued by the company on the basis of resolutions of the General Assembly from 13th of February 2007.
3. Entitled to subscribe for C series shares shall be holders of Subscription Warrants indicated in paragraph 2 above.
4. The right to subscribe for shares series C can be obtained until 31st of December 2010.

Article 4.

1. The Company can only issue bearer shares. The possibility of conversion of bearer shares to registered shares is excluded.
2. Shares can only be redeemed by shareholder's approval by acquisition by the Company for remuneration (voluntary remission). Detailed rules on shares remission are defined each time by the General Assembly.

Article 5.

The granting of voting rights to lienor or user requires the concord of the Supervisory Board.

III. Other funds. Accountancy of Company.

Article 6.

1. The Company creates capital reserve in accordance with the applicable regulations.

2. The General Assembly can create capital to cover particular losses or expenses (reserve capital).
3. The General Assembly decides on the use of capital and capital reserve, however expected that part of the reserve capital of 1 / 3 of the share capital can be used only to cover the loss indicated in the financial statement.

Article 7.

1. The way of allocation of profit reported in the Company's financial statement, audited by the auditor will determine the decision of the General Assembly, which may wholly or partially disable profit from being shared between shareholders.
2. The General Assembly is mandated to the set date, according to which a list of shareholders entitled to a dividend for the year (dividend's day) and the period of payment of dividends shall be determined.
3. The Board of Directors is authorized to pay shareholders an advance of the anticipated dividends at the end of the year, provided that the company has sufficient funds to cover the payment. Advance payment requires the consent of the Supervisory Board.

Article 8.

1. The Company manages accountancy in accordance with the law.
2. By financial year the calendar year is meant.
3. Within three months after the end of the financial year, the Board of Directors is obliged to draw up and submit to the Supervisory Board the following: a financial statement and a written detailed report of the company's activities during discussed period of time.

Article 9.

The Company may issue bonds, including variable bonds and bonds with pre-emptive right.

IV. EXECUTIVE POWERS OF THE COMPANY

Article 10.

1. The executive powers of the Company are:
 - 1) The Board of Directors
 - 2) The Supervisory Board
 - 3) The General Assembly
2. The executive powers of the Company act in accordance with: the statute, the provisions of the Code of Commercial Companies, and with regulations set for them.
3. If a Company possesses a status of a public company within the meaning of the relevant authorities, the bodies of the Company shall act in accordance with the principles of good practices of public companies, adopted by the relevant authorities of the Warsaw Stock Exchange S.A., to the extent accepted by the Company.

V. BOARD OF DIRECTORS

Article 11.

1. The Board of Directors is composed of 1 (one) to 3 (three) people, who are appointed and dismissed by the General Assembly for a three-year term.

2. The number of members of Board of Directors is indicated in paragraph 1 is fixed by the General Assembly. The Board of Directors operates under the rules accepted by The Board of Directors and approved by the Supervisory Board.
3. In case of vote parity, the vote of the President of the Board is crucial.
4. The Board of Directors may issue regulations specifying the following: the internal organization of the Company, accounting policies, the scope of powers, duties and responsibilities of particular posts and others, resulting from the current needs of the Company.
5. Chairman of the Board is at the helm of Board of Directors.

Article 12.

1. In order to make statements and sign them on behalf of the Company, an interaction of two members of the Board of Directors or one member of the Board of Directors together with an authorized clerk is required.
2. Law regulation by the Company or incurring an obligation to provide of a value of more than 1,000,000 PLN (one million) or 1,000,000 PLN (one million) during any 12 consecutive months, if the law or regulation is to provide for the same entity or entities of the group, in the meaning of the Accounting Act, it requires the approval of the Supervisory Board, with the provision that they do not need the consent of the Supervisory Board to review the operations presented above, if they have been provided for in the approved budget by the Supervisory Board of the Company.

VI. THE SUPERVISORY BOARD

Article 13.

1. The Supervisory Board consists of three (3) to 7 (seven) persons who are appointed on a joint three-year term, and since the obtainment by the Company of the status of a public company within the meaning of the relevant regulations, the Supervisory Board consists of 5 (five) to 7 (seven) persons.
2. The number of Supervisory Board members within the limits indicated in paragraph 1 is fixed by the General Assembly of Shareholders.
3. Chairman of the Supervisory Board and its individual members are appointed and dismissed by the General Assembly. In the case of the Supervisory Board members elections by voting in groups, the Chairman of the Board is elected from members and by the members.
4. In case of mandate expiry of a member of the Supervisory Board before the end of their term of office, the Board of Directors is obliged to immediately summon the General Assembly in order to complete the composition of the Supervisory Board.
5. At least half of the members of the Supervisory Board should be independent members. The independent members of the Supervisory Board should be free from the obligations of the Company and its shareholders or employees, which could significantly affect the ability of independent members to make unbiased decisions.
6. As an independent member of the Supervisory Board cannot be considered a person that:
 - a. was a member of the Board of Directors of the Company in the last 5 financial years prior to appointment,
 - b. was an auditor of the Company or an employee of an auditor in the last 3 years prior to appointment,
 - c. in the last year before the appointment, received remuneration for personal services to the Company directly or indirectly from the Company,
 - d. owns directly or indirectly more than 5% of the shares of the Company,

- e. is a relative or a relative in a straight line, and in the lateral line to the second degree in relation to members of the Supervisory Board and the Board of Directors.
7. The provisions of paragraphs 5 and 6 are not applicable in the case of Supervisory Board members group choosing within the meaning of article 385, paragraph 3 and following of the Commercial Companies Code.

Article 14.

1. The Supervisory Board elects from among its members a deputy Chairman and a Secretary and dismisses these people from their functions.
2. Chairman of the Supervisory Board and his deputy, or other member of the Board authorized by the Chairman shall convene a meeting of the Council and chair it.

Article 15.

1. The Supervisory Board shall make resolutions, if at least half of its members are present at the meeting, and all members have been invited to the meeting.
2. The Supervisory Board shall make resolutions by an absolute majority of votes of members present at the meeting of the Supervisory Board.
3. Members of the Supervisory Board may take part in the resolutions of the Board, casting their vote in writing through another member of the Supervisory Board. Cast votes in writing cannot relate to the issues introduced in the agenda for the meeting of the Supervisory Board.
4. The Supervisory Board may adopt resolutions in writing or by means of direct agreement at a distance.
5. The Supervisory Board is authorized to adopt the Rules of the Supervisory Board, that sets its organization and way of exercising activities.

Article 16.

The Supervisory Board may delegate its members to the individual execution of particular supervisory activities.

Article 17.

1. The Supervisory Board holds continuous supervision over the activities of the Company in all scopes of its activities.
2. Apart from the matters referred to in the act, by other provisions of this Statute or in the General Assembly resolutions, the competences of the Supervisory Board shall be the following:
 - 1) Election of the auditor conducting the examination of the financial statements of the Company
 - 2) Development of text of the Statute for the Company, with exception if the text of the Statute for the Company should be adopted by the General Assembly
 - 3) Consent to be setting up branches of the Company and the accession of the Company to other companies or other entities
 - 4) Consent to commence by the Company with provision of law or commitment to provide a value exceeding 1,000,000 (one million) or 1,000,000 (one million) PLN for period of any further consecutive twelve months, if the provision of law or regulation is made to the same company or entities from the capital group in the meaning of the act, with the provision that the consent of the Supervisory Board to review the operations referred to above is not needed, the above case, if they have been provided for in the approved budget by the Supervisory Board of the Company;

- 5) Consents to the creation of funds falling in the cost of the Company's operations by the Company's Board of Directors.
- 6) Approval of the budget of the Company's Board of Directors.

Article 18.

The principles of remuneration of members of the Supervisory Board are determined by the General Assembly of Shareholders of the Company. The General Assembly of Shareholders of the Company may adopt rules of procedure of remuneration of Members of the Supervisory Board.

GENERAL ASSEMBLY

Article 19.

1. The General Assembly may sit as an ordinary or extraordinary.
2. The General Assembly is held in the headquarters of the Company or in Warsaw.
3. Ordinary General Assembly of Shareholders should take place within six months after the end of the financial year.
4. The Extraordinary General Assembly shall be convened by the Board of Directors on its own initiative, at the request of the Supervisory Board or a shareholder or shareholders representing at least one-tenth of the share capital.
5. Acquisition and disposal of properties, perpetual usufruct or shares in real estate or in perpetual usufruct, as well as the property charges or charges of perpetual usufruct of real estate limited factual rights, including the mortgage, does not require the consent of the General Assembly, and a decision on this issue lies within competence of the Board of Directors.

Article 20.

1. The General Assembly is opened by the Chairman of the Supervisory Board or his deputy. In the absence of such persons, The General Assembly is opened by the Chairman of the Board of Directors or any other person designated by the Board of Directors.
2. The first step following the opening of the sitting is the President of the Assembly selection.
3. The General Assembly may adopt its own rules, in which such issues like the following are regulated: mode, the detailed rules for the conduct of sitting and adopting resolutions, in particular, the principle of holding elections, including elections by voting in separate groups at the election of the Supervisory Board. Until the enactment of the rules, the General Assembly debates in accordance with the provisions of this Statute and the provisions of the Code of Commercial Companies.

Article 21.

Resolutions of the General Assembly are adopted by an absolute majority of votes, with exceptions of the matters, for which the law provides stricter requirements.

Article 22.

Company's announcements are published in Court and Economic Monitor.