

Rules and Regulations of the Board of Directors of Unimot S.A.

§ 1

1. These Rules and Regulations describe the organization and manner of performance of their activities by the Board of Directors of the Company with the business name Unimot S.A. with the registered seat in Zawadzkie, management of the Company's affairs, rules governing the adoption of resolutions by the Board of Directors.
2. The Board of Directors of Unimot S.A. with the registered seat in Zawadzkie acts in accordance with the applicable legislation, provisions of the Articles of Association as well as these Rules and Regulations.

§ 2

The terms used in these Rules and Regulations shall have the following meaning:

- a. Board Member – shall mean the President of the Board and other persons appointed to serve on the Board,
- b. CCPC – Act of September 15th, 2000 – Code of Commercial Partnerships and Companies (Official Journal of Laws of 2000 No. 94, item 1037 with amendments),
- c. Supervisory Board - the Supervisory Board of the Company,
- d. Rules and Regulations - these Rules and Regulations adopted as a resolution by the Board of Directors and approved by the Supervisory Board of the Company,
- e. Company - Unimot S.A. with the registered seat in Zawadzkie,
- f. Articles of Association - the Articles of Association of the Company,
- g. General Meeting of Shareholders - the General Meeting of Shareholders of the Company,
- h. Board of Directors - the Board of Directors of the Company.

§ 3

1. The Board of Directors is a collective body managing the whole activity of the Company and representing the Company before third parties. The Board of Directors takes care of transparency and efficiency of the Company management system and conduct of its affairs according to the applicable legislation, the Articles of Association and other internal legal regulations.
2. Members of the Board of Directors should exercise due diligence to ensure that their activities meet the requirements of corporate governance and in particular good practices of New Connect or Stock Exchange listed companies - during the period when the Company shares are listed on those markets.

3. The Company Board of Directors consist of one to five persons appointed and removed by the Supervisory Board. The Supervisory Board determines the number of Directors.
4. Members of the Board of Directors are appointed for the common term of office lasting for five years. The same persons can be appointed for the next term of office of the Board of Directors.

§ 4

1. The Board of Directors is a managing and executive body of the Company. The Board of Directors conducts the Company affairs and manages its whole activity, manages the Company enterprise and represents the Company outside.
2. Representation of the Company towards third parties means performance of legal transactions on behalf and for the benefit of the Company. Rules of the Company representation are set forth in the Articles of Association.
3. Powers of the Board of Directors include conduct of all affairs of the Company, excluding those reserved by the applicable legislation and Articles of Association for exclusive powers of the General Meeting of Shareholders or Supervisory Board. The Board of Directors can delegate the conduct of certain affairs to its particular members or to the Company officers, to the exclusion of the matters:
 - a. which have been reserved for exclusive powers of the Board of Directors by the applicable legislation or provisions of the Articles of Association;
 - b. vested in the Board of Directors by the General Meeting of Shareholders or Supervisory Board.

§ 5

1. The Board of Director acts collectively, except for the matters which have been vested in the particular Directors.
2. The Company matters, managed by the Board of Directors, are in particular:
 - a. formulation of the long- and medium-term strategy of the Company development and growth of its value for the shareholders, evaluation of attainment of the Company goals and objectives and, if necessary, modification thereof,
 - b. setting of financial goals and objectives of the Company,
 - c. acceptance of significant investment projects and methods of financing thereof,
 - d. establishment of the Company organizational structure.
3. Duties of the Board of Directors include the matters, which the Board is obliged to consider acting collectively and adopt in the form of a resolution of the Board are:
 - a. adoption of the annual and /or long-term budget of the Company,
 - b. conclusion by the Company of contracts with a value exceeding PLN 1 million, the above does not apply to the Company's contracts related to trading in products as part of the business activity carried out by the Company ,
 - c. establishment of internal normative instruments of the Company, to the exclusion of the instruments to issue which the President of the Board is authorized,

- d. establishment of the date, place and agenda as well as convening of an ordinary and extraordinary General Meeting of Shareholders,
- e. putting forward to the General Meeting of Shareholders and Supervisory Board draft resolutions and motions concerning matters put on the agenda of their meetings,
- f. acceptance of the financial statement of the Company and consolidated financial statement and submission thereof for the opinion of the Supervisory Board and approval of the General Meeting of Shareholders,
- g. acceptance of the report of the activity of the Company and of the capital Group for the business year and submission thereof for the opinion of the Supervisory Board and approval of the General Meeting of Shareholders,
- h. preparation of a motion or recommendation concerning distribution of profit or method of covering of a loss,
- i. other matters presented by the Board of Directors at the General Meeting of Shareholders,
- j. approval of the Company organizational structure and making significant changes therein,
- k. granting a power of attorney with a significant scope (going beyond the scope of power of attorney granted in the daily course of work) or authorization to represent the Company as a commercial proxy (*prokura*),
- l. deciding on the use of financial assets gained as a result of a public issue of the Company shares,
- m. making decisions on the Company undertaking of an activity with significant financial risk or significant financial expenses in a new market or in a new industry,
- n. matters of exceptional importance as well as matters and transactions, including also matters of high importance to the Company within the scope of exercise of corporate governance of subsidiaries, which, in reasonable opinion of a Board member, are of vital importance to the Company,
- o. any other activities beyond the scope of ordinary management of the Company.

§ 6

1. A Board member shall refrain from actions disloyal to the Company, aimed only at achievement of the member's own material benefits.
2. In the event of conflict of the Company interests with interests of any Board member, his / her spouse, family members related by consanguinity or affinity up to the second degree and person with whom the Board member has personal relationships (conflict of interests), a Board member shall refrain from participation in decision making on such matters and he / she may demand that an appropriate note thereof be included in the minutes. Members of the Board of Directors shall also inform the Supervisory Board about any conflict of interests connected with the function performed.
3. With respect to avoidance and prevention of conflict of interests, Board Members shall obey internal regulations of the Company pertaining thereto.

§ 7

1. The President of the Board of Directors is responsible for:
 - a. coordination and organization of work of the Board of Directors,
 - b. setting the goals of capital transactions and supervising the course thereof,
 - c. supervision of the progress of the Company investment projects,
 - d. supervision of the corporate communication and the Company compliance with applicable legislation,
 - e. supervising the HR and payroll policy, including: casting managerial positions in the Company and its related entities, if the Company will influence such staff, as well as defining the principles of employment, remuneration and personnel policy, and periodic analysis of the personnel situation in the Company.
2. Directors (Board members) manage the assigned fields of the Company activity, according to the Company organizational structure.
3. Each Director shall inform the President of the Board on an ongoing basis about any major actions undertaken in the fields of activity he/she is responsible for.
4. Each Director shall immediately inform the President of the Board about any significant event, the outcome of which may have an adverse effect on the Company interests or its image.
5. If any impediment arises to performance of a Director's duties, he/she shall immediately inform the President of the Board that he/she is unable to fulfil his/her duties. On the motion of the President, the Board shall decide which of the other Directors will substitute for the Director unable to perform his/her duties.
6. Directors shall cooperate and inform each other about actions undertaken in their respective department if any such actions diverge from the established rules of procedure for the matters of the particular type or if they apply to scopes of activities assigned to other Directors.

§ 8

1. The basic form of the Board of Directors' work is holding Board meetings and adopting resolutions concerning the conduct of the Company affairs and Company management.
2. The President of the Board can convene meetings of the Board whenever he thinks it fit and advisable. Moreover, the President of the Board shall convene Board meetings at the request of any of the Board members. If the President of the Board is unable to convene a meeting, in an emergency, a meeting can be called by another Director.
3. A notice of a Board meeting is sent by electronic mail, given by telephone, telefax or by any other means of remote communication.
4. Directors shall give their consent in writing to convening of Board meeting by electronic mail, by telephone, telefax or by any other means of remote communication, giving their e-mail addresses. A Director shall inform the President of the Board of any change of his contact details.

5. A notice of a meeting shall contain the date, time, agenda and place of the meeting.
6. If the agenda of the meeting so requires, materials and documents necessary for the proper conduct of the meeting shall be sent together with the notice.
7. Persons invited by Directors can take part in Board meetings when any particular matters are considered.
8. Board meetings are recorded in the minutes.
9. Minutes shall be signed by all Directors present at the meeting and by the recording clerk.
10. Minutes of the meeting shall contain:
 - a. date and place of the meeting,
 - b. attendance list,
 - c. agenda,
 - d. brief summary of the discussed matter and statements made for the minutes,
 - e. statement on adoption of a resolution and full text of the resolution unless it is attached to the minutes as an annex,
 - f. number of votes cast for the particular resolutions,
 - g. time limits for and manner of implementation of the particular resolutions and names of Directors responsible for implementation thereof,
 - h. dissenting opinions of Directors delivered to the minutes.

§ 9

1. Voting on a resolution of the Board of Directors shall be carried out at a Board meeting or in another form described in the Rules and Regulations.
2. Resolutions adopted at a Board meeting shall be passed by ordinary majority of votes with at least half of the Board members present at the meeting.
3. Voting is open.
4. Each Director who is against the resolution has the right to express his/her standpoint in the form of a dissenting opinion submitted to the minutes or to the resolution or to deliver such dissenting opinion in the form of a separate document.
5. Voting outside a Board meeting can be ordered by the President of the Board, on his/her own initiative or on the motion of another Board member. If the President of the Board is unable to order voting outside a Board meeting, in an emergency, voting outside a Board meeting can be ordered by another Board member.
6. A resolution of the Board of Directors can be adopted outside a Board meeting:
 - a. in writing, where each Board member casts his/her vote by putting his/her signature under a draft resolution and indicating if the vote is cast for or against the resolution or if the vote is abstained. A draft of resolution can be sent to a Board member by telefax or e-mail,
 - b. by means of direct remote communication (video telephone, telephone, e-mail),

c. by a mixed method, where Board members present at the meeting cast their votes in a traditional way and Board members absent from the meeting use one of the methods, described above.

7. Resolutions cannot be adopted by means of direct remote communication if the method of voting has not been specified in the notice of resolutions to be adopted and if draft resolutions have not been presented.
8. Persons other than members of the Board of Directors and Supervisory Board cannot take part in adoption of resolutions by means of direct remote communication nor can documents which are not already in the possession of the Board members be presented by means of direct remote communication.
9. A Board member organizing voting in this way shall ensure that the contents of the adopted resolutions are recorded and draws up a report containing:
 - a. number,
 - b. date,
 - c. full names of the Board members taking part in the voting and in the meeting,
 - d. agenda of the meeting,
 - e. surname of the Chairperson of the meeting,
 - f. contents of the adopted resolutions,
 - g. number of votes cast for the particular resolutions,
 - h. dissenting opinions delivered by Board members,
 - i. method of voting.
10. Adopted resolutions of the Board of Directors are numbered according to the following scheme: [following number of the resolution in the month/number of the month/year].

§ 10

1. Costs of the Board of Directors activity shall be borne by the Company.
2. Any matters which have not been provided for herein shall be governed by the applicable provisions of the Code of Commercial Partnerships and Companies and the Company Articles of Association.
3. These Rules and Regulations can be amended by a resolution of the Board of Directors, adopted by an ordinary majority of votes cast, subject to approval by the Supervisory Board.
4. These Rules and Regulations has been prepared in Polish and English language version. In the event of any discrepancies or interpretation doubts, the Polish version prevails.