

Special Resolution
of the Seventeenth Annual General Meeting
OF THE BRITISH POLISH CHAMBER OF COMMERCE (THE "COMPANY")

held on

WEDNESDAY, 24 JUNE 2009 AT 12.00 NOON

at the British Embassy Commercial Department

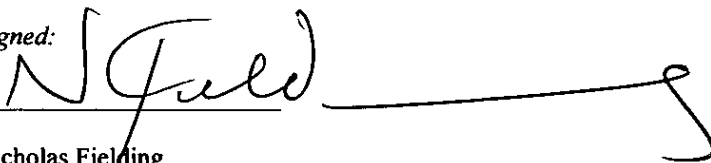
Warsaw Corporate Centre
2nd floor, ul. Emilii Plater 28
Warsaw, Poland

IT WAS RESOLVED:

That the attached Memorandum and Articles of Association be adopted by the Company with effect from 1 October 2009 and should supercede and replace all and any other memorandum and articles of association existing in relation to the Company at that time.

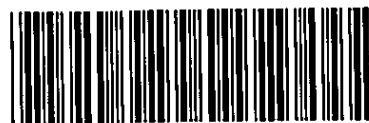
The above resolution was put to the meeting and duly passed as a Special Resolution.

Signed:



Nicholas Fielding
Hon Secretary

TUESDAY



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COMPANIES HOUSE

No 02662758

THE COMPANIES ACT 2006

A company limited by guarantee

and not having a share capital

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

The British-Polish Chamber of Commerce

(incorporated 13 November 1991)

1st October 2009

TGC Corporate Lawyers

Company Department

TGC ORDOWSKA, KANCELARIA PRAWNICZA SP.K.

UL. KRÓLEWSKA 27

00-060 WARSZAWA, POLAND

TEL: + (48 22) 653 35 44/45

FAX: + (48 22) 8276915

THE COMPANIES ACT 2006

A Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

THE BRITISH POLISH CHAMBER OF COMMERCE

("BPCC")

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1. The name of the Chamber is "The British Polish Chamber of Commerce" ("the Chamber").
 2. The Registered office of the Chamber will be situated in England.
 3. The objects for which the Chamber is established are to encourage all commercial, industrial, tourist and cultural relations between the Republic of Poland ("Poland") and the United Kingdom of Great Britain and Northern Ireland (including the Isle of Man and the Channel Isles) ("the United Kingdom") and their respective residents, and to develop and exploit trade in natural resources and finance between Poland and the United Kingdom by all lawful means conducive to the objects of the Chamber and in particular:
 - (1) to promote and extend by all lawful means:
 - (a) the trade commerce industry agriculture and shipping of and between Poland and the United Kingdom and the carrying of passengers and goods between Poland and the United Kingdom and elsewhere; and
 - (b) to establish offices providing economic, commercial and tourist information; and to publish a periodical magazine and by agreement with the relevant authorities in Poland and the United Kingdom to publish and distribute publications and to act as publishers of trade publications of all kinds; and
 - (c) all and any kind of service necessary to facilitate and carry out the above mentioned objects; and
 - (d) to promote products made in Poland or the United Kingdom and to hold, organise and promote exhibitions at the offices of the Chamber or at any other public and private bodies and persons in the promotion, organisation and holding of exhibitions and shows of samples of the

products of either country and to develop and improve commercial relations; and

- (e) to hold meetings, conferences and undertake any other lawful activities as may seem desirable to advertise and promote the products and services of the manufacturing, agricultural, tourist and other industries of Poland and the United Kingdom; and
 - (f) to collate rules, regulations and statistics in force in Poland and in the United Kingdom relating to any of the objects of the Chamber and to publish and provide information concerning all statutory and other laws and regulations which may affect any of the objects of the Chamber from time to time; and
 - (g) to carry out market research in any field and publish the results of that research.
- (2) To assist by all lawful means (other than financial) all persons whether or not they are members of the Chamber to settle any dispute commercial or otherwise affecting trade between persons in either country and to undertake arbitration and to conciliate in trade disputes at the request of any interested party where the trade interests of Poland and the United Kingdom (or either of them) are concerned.
 - (3) To establish agencies and branch offices throughout the United Kingdom and Poland and to appoint any person or firm or company as its representative at any such agencies or branches.
 - (4) To discuss with the competent authorities of Poland and the United Kingdom (and in particular the Diplomatic and Consular authorities thereof) any problems affecting the development of trading relations between the two countries; and to indicate the measures which the Chamber deems appropriate to resolve such problems.
 - (5) To enter into any arrangement with any Governments or Authorities (supreme, municipal, local and otherwise) that may seem conducive to the objects of the Chamber or any of them, and to accept from any such Government or Authority any rights, privileges, and concessions which the Chamber may think it desirable to obtain and carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
 - (6) To establish, promote and assist, or concur in establishing and promoting associations, and all institutions which may facilitate the Chamber to promote any of the objects mentioned in this Memorandum or to fulfil its mission, and to pay out of the funds of the Chamber all expenses of and incidental to the formation, registration, advertising and establishment of this or any other chamber or association, and also any expenses connected with this or any other chamber or association, provided that nothing shall be done which shall be contrary to the provisions of Clause 5 of this Memorandum of Association.

- (7) To invest and deal with the monies of the Chamber not immediately required upon such security and in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or requested by law and subject also as hereinafter provided.
- (8) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Chamber's business.
- (9) To acquire by original subscription, tender, purchase or otherwise hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stock, bonds, obligations and securities, issued or guaranteed by any company constituted in any part of the world and debentures, debenture stock, bonds, obligations and securities, guaranteed by any Government or Authority (municipal, local or otherwise) whether at home or abroad, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by the ownership thereof.
- (10) To borrow or raise or secure the payment of money for the purpose of or in connection with the Chamber's business.
- (11) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, of the Chamber.
- (12) To take part in the formation, management, supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants, or experts or agents.
- (13) To draw, make, accept, endorse, negotiate, discount, issue and execute promissory notes, bills of exchange, and other negotiable or transferable instruments or securities.
- (14) To distribute among the members in specie any property of the Chamber or any proceeds of sale or disposal of any property thereof.
- (15) To hold in the names of others, any property which the Chamber is authorised to acquire, and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (16) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension, or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Chamber.

- (17) To make donations out of the funds of the Chamber or otherwise assist in any way, persons, companies, societies, clubs, associations and institutions where such donations or assistance may in the opinion of the Board of Directors facilitate the Chamber to promote all or any of the objects contained in the Memorandum or fulfil its mission and also to make donations out of the funds of the Chamber or otherwise assist in any way the promotion of charitable or benevolent objects or any public, general or useful object.
- (18) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the objects of the Chamber as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects of the Chamber and shall not be in any way limited by reference to any other paragraphs or the order in which the same occur.

Provided that:

- (i) In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The objects of the Chamber shall not extend to the regulations or relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Chamber shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or governing Body of the Chamber shall be chargeable for such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Chamber shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chamber were not incorporated.

Provided further that the Chamber shall nor promote or undertake nor shall it assist or concur directly or indirectly in the promotion or undertaking of any activity which will or may be detrimental to the trade, industry, agriculture, shipping or services of Poland and the United Kingdom or either of them.

- 4. The liability of Members is limited.

5. The income and property of the Chamber whensoever derived, shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Chamber.

Provided that nothing herein shall prevent the payment in good faith by the Chamber, of reasonable and proper remuneration to any officer or servant of the Chamber or to any Member of the Chamber in return for any services actually rendered to the Chamber nor prevent the payment of interest at a rate not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England or three per cent per annum whichever is the greater on money lent by any Member of the Chamber, or reasonable and proper rent for premises demised or let by any member of the Chamber or repayment of out-of-pocket expenses to any Member of its Council of Management or Governing Body.

6. Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same being wound up during the time that he is a Member, or within one year afterwards for payment of the debts and liabilities of the Chamber contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the Chamber, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding five pounds sterling.
7. If upon the winding up or dissolution of the Chamber there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall belong to the Members of the Chamber at, or up to 5 years before, the time of dissolution ("Qualifying Members") and shall be given or transferred to such other institution or institutions having objects similar to the objects of this Chamber as the Qualifying Members may decide.

THE COMPANIES ACT 2006

A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

THE BRITISH-POLISH CHAMBER OF COMMERCE

("BPCC")

General

1. The name of the Chamber is "The British Polish Chamber of Commerce" ("the Chamber" or "the company").

2. In these articles, unless the context requires otherwise—

"Active Member" has the meaning given to it in Article 42;

"Articles" means the Company's Articles of Association;

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

"Chairman" has the meaning given in Article 24;

"chairman of the meeting" means the chairman of the meeting of the Board of Directors, the Annual General Meeting of the Chamber or an Extraordinary General Meeting of the Chamber, as applicable;

"Chief Executive Officer" has the meaning given in Article 18;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called and the "Board of Directors" shall mean the Board of Directors of the Chamber for the time being as hereby constituted.;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Honorary Member" has the meaning given to it in Article 42;

"Honorary Secretary" has the meaning given to it in Article 18;

"Honorary Treasurer" has the meaning given to it in Article 18;

"Member" has the meaning given in section 112 of the Companies Act 2006

"Memorandum of Association" means the Memorandum of Association of the Company adopted at the Annual General Meeting of the company on 24th June 2009 and effective from 1 October 2009, as amended, updated or replaced from time to time.

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 19;

"Poland" means the Republic of Poland;

"proxy notice" has the meaning given in article 69;

"Secretary" means any person appointed to perform the duties of the Secretary of the Chamber, pursuant to Article 18;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006;

"Vice Chairman" and "Vice Chairmen" have the meaning given to them in Article 24;

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

"United Kingdom" means the United Kingdom of Great Britain and Northern Ireland (including the Isle of Man and the Channel Isles);

words denoting the singular number only shall include the plural number also and vice-versa; and

words denoting the masculine gender only shall include the feminine gender also.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

3. The Chamber is established for the purposes expressed in the Memorandum of Association and any branch or kind of business, which the Chamber is either (expressly or by implication) authorised to undertake, may be undertaken by the Board

of Directors at such time or times as it shall think fit, and further may be suffered by it to be in abeyance (whether such branch or kind of business may have been actually commenced or not) so long as the Board of Directors may deem it expedient not to commence or proceed with the same.

4. The Registered Office of the Chamber shall be in England.

Liability of members

5. The liability of each member is limited to five pounds sterling, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
 - (1) payment of the company's debts and liabilities contracted before he ceases to be a member,
 - (2) payment of the costs, charges and expenses of winding up, and
 - (3) adjustment of the rights of the contributories among themselves.

Number of Directors

6. The number of members of the Board of Directors shall be not less than 5 nor more than 12 of whom the majority shall be subjects of the United Kingdom.

Directors' general authority

7. The business of the Chamber shall be managed by the Board of Directors who may exercise all such powers of the Chamber and do all such acts and things on behalf of the Chamber as may be exercised or done by the Chamber and not hereby or by the Companies Acts expressly directed or required to be executed or done by the Chamber in General Meeting subject nevertheless to the provisions of the Companies Acts or these Articles and to such regulations (not being inconsistent with these Articles) as may be prescribed by the Chamber in General Meeting but no regulation shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made. The Board of Directors may authorise the Chairman or the Chief Executive Officer to negotiate sign or execute all or any contracts or commitments undertaken in connection with the business or affairs of the Chamber.

Members' reserve power

8.
 - (1) The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
 - (2) No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

Directors may delegate

9. (1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles—
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

10. (1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- (2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.
11. The Chamber shall have an executive office (the "Executive Office") composed of 6 members who subject to the overriding control of the Directors shall carry out the Chamber's business.
12. The members of the Executive Office shall be members of the Board of Directors. The Chairman, the Vice Chairmen, the Honorary Secretary, the Honorary Treasurer and the Chief Executive Officer of the Chamber shall be *ex officio* members of the Executive Office.
13. Three Members of the Executive Office shall be a quorum at a meeting of the Executive Office. The Chairman of meetings of the Executive Office shall be the Chairman (if he shall be present or failing him a member of the Executive Office nominated by the Meeting). The Executive Office shall take its decisions by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second or casting

vote. The Executive Office shall whenever required by the Board of Directors give a written account or report of its activities. The Chief Executive Officer shall be present at all meetings of the Executive Office.

Directors to take decisions collectively

14. (1) The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 16.
- (2) If—
 - (a) the Company only has one Director, and
 - (b) no provision of the Articles requires it to have more than one director,the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

15. (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

16. Ordinary meetings of the Board of Directors shall be held as far as possible once every four months at such date as may from time to time be decided upon or otherwise determined by the Board of Directors.
17. (1) The Chairman or a Vice Chairman or any four directors may at any time summon a meeting of the Board of Directors by giving notice of the meeting to the directors or by authorising the Honorary Secretary (as defined below) to give such notice. Any such summons shall be given by ten days' prior written notice and shall state the time and place fixed for the Meeting.

- (2) If summoned by four Directors in accordance with paragraph 17(1) above, notice of such directors' meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- (4) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in Directors' meetings

18. The Board of Directors shall appoint:

- (1) a person to act as Honorary Secretary;
- (2) a person to act as Honorary Treasurer; and
- (3) a Chief Executive Officer ("CEO")

whose nominations shall all be recommended by the Chairman from among existing members of the Board of Directors (with the exception of the CEO who shall be recruited as a paid servant of the Chamber, entitled to attend meetings of the Board of Directors and shall be the Chief Executive Officer of the Chamber in accordance with these Articles, such latter appointment being otherwise upon such terms as the Board of Directors shall think fit). Any Chief Executive Officer, Honorary Secretary and/or Honorary Treasurer so appointed may be removed by the Board of Directors.

19. (1) Subject to these Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the Articles, and

- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
 - (3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
20. The Board of Directors may meet in the United Kingdom or Poland or elsewhere for the dispatch of business, and may adjourn or otherwise regulate its meetings or proceedings as it shall think fit.
21. All acts done by the members of the Board of Directors or by any person acting as a member of the Board of Directors at any meeting of the Board of Directors shall notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member of the Board of Directors or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Board of Directors.

Quorum for Directors' meetings

22. (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it shall be five members of the Board of Directors (of whom not less than 3 shall be subjects of the United Kingdom).
- (3) Any member of the Board of Directors may at any time appoint another member of the Board of Directors to be an alternate Director of the Chamber to represent such Director at a particular meeting of the Board. Any such appointment shall be valid for such meeting and any adjournment thereof only. An alternate Director so appointed shall have one vote for every Director he represents in addition to his own and, when so acting, shall be considered as two Directors who are subjects of the Country of which the alternate Director is a subject (no matter how many Directors he represents) for the purpose of making a quorum. Any such appointment (and any revocation thereof) shall be by notice in writing to the Chamber and shall take effect when the notice effecting the same is delivered to the Registered Office of the Chamber or to

the Secretary thereof or is produced at a meeting of the Board of Directors of the Chamber.

- (4) If the total number of Directors, including any alternate Directors duly appointed in accordance with paragraph (3) above, for the time being is less than the quorum required, the directors must not take any decision other than a decision

- (a) to appoint further directors, or

- (b) to call a general meeting so as to enable the members to appoint further directors.

- 23. Any resolution passed, decisions made or business transacted by the Board of Directors at a time when the number of its members has fallen below 5 shall nevertheless be of full force and effect. Such deficiency or imbalance in numbers shall be remedied within six months of its first occurring.

Chairing of Directors' meetings

- 24. The Board of Directors shall elect from their own number at its first meeting following each Annual General Meeting of the Chamber a Chairman to chair their meetings (who notwithstanding Article 35 may be a person who is an Honorary Member of the Chamber) and up to two Vice Chairmen. The Chairman and one of two Vice Chairmen shall be subjects of the United Kingdom. If there is only one Vice-Chairman he will be a subject of the United Kingdom. All references to Vice-Chairman in these Articles of Association shall refer to both Vice Chairmen where there are two Vice Chairmen. Subject to Article 25 below, the Chairman and Vice Chairmen shall remain in office until the first meeting of the Board of Directors in the year following the year in which they were appointed.
- 25. The Directors may terminate the Chairman's appointment and the Vice Chairmen's appointment at any time
- 26. The Chairman shall preside at Meetings of the Board of Directors. In the absence of the Chairman, a Vice Chairman shall preside. In the absence of both the Chairman and Vice Chairmen one of the Members of the Board of Directors shall preside. The Chairman shall be (subject to such conditions as the Board of Directors may from time to time prescribe) the Chamber's representative in all legal actions claims and other Court proceedings taken by or against or otherwise involving the Chamber but shall have no power of compromising any claim or reaching any settlement unless otherwise specifically resolved by the Board of Directors.

Casting vote

27. (1) If the numbers of votes for and against a proposal are equal, the Chairman or other Director chairing the meeting has a casting vote.
- (2) But this does not apply if, in accordance with the Articles, the Chairman or other Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

28. (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
- (a) the Company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this Article, the following are permitted causes—
- (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- (5) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors'

meeting.

- (6) Subject to paragraph (7), if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

29. The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

Directors' discretion to make further rules

30. Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.
31. The Board of Directors shall in accordance with the requirements of the relevant sections of the Companies Acts cause sufficient and true accounts to be kept of the assets and liabilities receipts and expenditure of the Chamber and of all sales and purchases of goods by the Chamber.

Methods of appointing Directors

32. (1) No person shall be eligible for election as a Director of the Chamber unless he is an Honorary Member or an Active Member of the Chamber or a Director or other principal officer of a corporation which is an Active Member, who, if elected as a member of the Board of Directors shall remain qualified to hold that office only for so long as he continues to be such Honorary Member or Active Member or to be a Director or other principal officer of such corporation Active Member as the case may be.
- (2) The Chief Officer of the Commercial Section of the British Embassy in the Republic of Poland shall become an *ex officio* member of the Board of Directors on his appointment, shall cease to be a member of the Board of Directors at the end of his appointment, and shall not be subject to the retirement requirements of Article 33 hereof.

33. At the Annual General Meeting of the Chamber in every year from and including 1992, up to one-third of the members of the Board of Directors for the time being or if their number is not a multiple of three then the number nearest one-third shall retire from office (subject to each member serving a term of at least two years before being required to retire pursuant to this clause) but such retiring members shall remain in office until the conclusion of such meeting. The members of the Board of Directors to retire in each year shall be determined by reference to their length of service as Directors of the Chamber so that those with the longest service shall be the first to retire.
34. A retiring member of the Board of Directors shall be eligible for re-election.
35. The Chamber at the meeting at which members of the Board of Directors retire in the manner aforesaid, may fill all or any of the vacated offices by re-electing any of the retiring members of the Board of Directors or by electing other eligible members. At such meeting the Chamber shall appoint such a number of eligible persons which together with the members of the Board of Directors shall number not less than 5 members and the Chamber may also appoint additional members of the Board of Directors but so that the Board of Directors shall not consist of more than 12 members as aforesaid. In the event of the number of candidates for election as members of the Board of Directors exceeding the number of vacancies, the vacancies shall be filled by the candidate or candidates receiving the highest number of votes. New members of the Board of Directors shall assume office at the conclusion of the meeting at which they are appointed.
36. No person shall be eligible for election as a member of the Board of Directors at any general meeting unless not less than seven or more than twenty one days before the date appointed for the meeting there shall have been left at the Registered Office of the Chamber notices in writing signed by at least three members of the Chamber duly qualified to attend and vote at the meeting for which such notice is given of their intention to propose such persons for election and also notice in writing signed by that person of his willingness to act if elected.
37. The Board of Directors shall have power at any time and from time to time to co-opt any eligible person as a member of the Board of Directors either to fill a casual vacancy or as an additional member to the existing Board of Directors.
38. If the membership of the Board of Directors shall fall below five in number the remaining members of the Board of Directors shall at a meeting of the Board of Directors specially convened as soon as practicable for such purpose co-opt an additional member or additional members so as to bring their number up to five.

39. Any Member of the Board of Directors co-opted under the provisions of the last two preceding Articles shall hold office only until the conclusion of the next following Annual General Meeting and shall then be eligible for re-election.
40. (1) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (2) For the purposes of paragraph (1), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of Director's appointment

41. A person ceases to be a Director as soon as—
- (1) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (2) a bankruptcy order is made against that person;
- (3) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (4) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (5) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (6) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

Classes of membership

42. There shall be the following classes of membership of the Chamber:
- (1) Honorary Members (by whom no subscription shall be payable and who shall not be under any liability in relation to the Chamber by reason of such membership).

Honorary Members may comprise:

- (a) The British Ambassador from time to time to the Republic of Poland and the Chief Officer from time to time of the Commercial Section of the British Embassy in the Republic of Poland; and
 - (b) The Ambassador of Poland from time to time at the Court of St James and the Chief Officer from time to time of the Commercial Section of the Polish Embassy in the United Kingdom; and
 - (c) Those individuals (nominated from time to time by the members of the Chamber, in general meeting, acting on the recommendation of the Board of Directors) who have rendered outstanding service to the Chamber or have made valuable contributions to the expansion of trade, cultural or economic relations between Poland and the United Kingdom.
 - (d) The Board of Directors may invite the British Ambassador from time to time to the Republic of Poland and/or the Ambassador of Poland from time to time at the Court of St. James to accept the non executive position of Honorary President of the Chamber.
- (2) Associated Members (being persons admitted as members of the Chamber at the discretion of the Board of Directors and in conformity with the general conditions laid down by these Articles of Association) who shall include persons, organisations, companies and enterprises whose business interests are concerned with Poland or the United Kingdom but who do not reside in either country, or who are entitled to limited rights and services on terms determined from time to time by the Board of Directors.
 - (3) Active Members (being persons whose applications for membership of the Chamber are approved by the Board of Directors and who become members of the Chamber after its incorporation) who pay annual subscriptions or such amount as the Board of Directors shall from time to time determine in accordance with these articles.
 - (4) Active Founder Members being Active Members as herein defined who have paid a subscription to the Chamber on its incorporation or within such period thereafter (not exceeding three months) as the Board of Directors may resolve.

Applications for membership

- 43. All individuals incorporated companies or incorporated associations and any person appointed as a representative of any partnership or unincorporated association interested in the promotion of the objects of the Chamber shall, subject to their being engaged in commercial, industrial, agricultural or tourist activities, be eligible for membership of the Chamber. Provided, that all applicants wishing to be elected to be an Active Member must satisfy the Board of Directors of their qualifications as

subjects of Poland or subjects of the United Kingdom as hereafter defined and the decision of the Board of Directors in that regard shall be final and binding.

44. (1) The term "subject of Poland" shall for the purpose of these articles comprise such persons who being Polish citizens or companies and associations incorporated in Poland shall satisfy the Board of Directors as to their qualifications in that respect; and
- (2) The term "subject of the United Kingdom" shall for the purpose of these Articles comprise such persons who being British subjects or companies and associations incorporated in any part of the United Kingdom shall satisfy the Board of Directors as to their qualifications in that respect.
45. (1) All applications for Active Membership of the Chamber shall be in writing and be forwarded to the Honorary Secretary of the Chamber duly signed by the applicant. All such applications shall comply with the provisions of any by-laws or other regulations from time to time prescribed by the Board of Directors relating to the proposal or election of members and in particular every applicant shall agree to be bound, if elected, by the Memorandum of Association and Articles of Association and any by-laws or other regulations for the time being in force. The election of members shall be in the power and discretion of the Board of Directors whose decision shall be final.
- (2) Subject to the Companies Act the provisions of Clause 5 of the Memorandum of Association of the Chamber and these Articles, nothing herein will prevent the payment in good faith by the Chamber of reasonable and proper remuneration or fees to any member of the Chamber in return for any service, (professional or otherwise) actually rendered to the Chamber or reasonable and proper rent for premises demised or let by any member of the Chamber or repayment of out-of-pocket expenses to any member of the Chamber.
46. Subject to Articles 42, 43 and 45 above, no person shall become a member of the Chamber unless—
 - (1) that person has completed an application for membership in a form approved by the Directors, and
 - (2) the Directors have approved the application.

Subscriptions

47. Subscriptions to the Chamber shall be payable in advance on such date or dates and shall be of such amount or amounts as may from time to time be fixed by the Board of Directors.
48. No member shall be entitled, so long as any subscription payable by him remains unpaid, to exercise any of the privileges of membership.

Termination of membership

49. (1) A member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.
(2) Membership is not transferable.
(3) A person's membership terminates when that person dies or ceases to exist.
50. A member shall ipso facto cease to be a member of the Chamber:
 - (1) if his subscription or any other fees due to the Chamber are in arrears for a period exceeding 90 days; or
 - (2) if a receiving order or an adjudication in bankruptcy is made against him or his firm, or he or they suspend payment or compound with their creditors, or if the member (being a corporation) goes into voluntary or compulsory liquidation or is otherwise unable to pay its debts; or
 - (3) if being an individual he dies or is or becomes of unsound mind; or
 - (4) if the Board of Directors decides by a majority of not less than three-quarters of those participating in the meeting of the Board of Directors at which the question is to be determined (after due investigation and after giving the member not less than fifteen days' notice of such meeting at which a proper opportunity to be heard shall be afforded to him) that he has been guilty of dishonorable or discreditable or of prejudicial conduct to the interests of the Chamber or has willfully acted in contravention of these Articles or any by-laws or regulations made pursuant thereto, and that by reason thereof he ought to be excluded from membership of the Chamber provided however that if the Board of Directors so decides that such member ought to be excluded from membership, such member shall be entitled to appeal against such decision by giving notice to the Board of Directors within fourteen days after the date upon which the decision was taken. Any such appeal shall be heard at the next duly convened general meeting of the Chamber and the decision taken thereat shall be final and binding; or
 - (5) with effect from the expiry of any period in respect of which he has paid a subscription if he resigns by giving written notice of resignation received by the

Chamber not less than thirty days before the expiry of such period. A notice received less than thirty days before the expiry of such period shall not relieve a member from his obligation to pay his subscription for the next year unless the Board of Directors decides otherwise.

51. When any member has ceased to be a member of the Chamber for any reason it shall be in the power of the Board of Directors to reinstate such person as a member of the Chamber either unconditionally or subject to such conditions as may be deemed expedient.
52. Any person ceasing to be a member of the Chamber for any reason shall nevertheless remain liable to pay annual subscriptions and other sums (if any) payable by him to the Chamber as at the date of his ceasing to be a member.

Annual General Meetings

53. Any Annual General Meeting shall be held at least once in every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and at such place in Poland or the United Kingdom as may be prescribed at such time (within the period aforesaid) and place as may be determined by the Board of Directors. The above-mentioned general meetings shall be called Annual General Meetings and shall be specified as such in the notices calling them. All other general meetings shall be called Extraordinary General Meetings.
54. The Board of Directors may call an Extraordinary General Meeting whenever it thinks fit to be held at such time and place in Poland or the United Kingdom as the Board of Directors shall determine and an Extraordinary General Meeting shall also be convened on the written requisition of at least one fifth in number of the Active Members of the Chamber.
55. In the case of every Annual General Meeting and any Extraordinary General Meeting twenty-eight clear days' notice in writing of the meeting specifying the place, the date and the hour of the meeting and in case of special business or the case of a meeting convened at the request of one fifth of the Active Members of the Chamber as aforesaid the general nature of that business shall be given in the manner hereinafter provided to the auditors of the Chamber (the "Auditors") and to such members of the Chamber as are under these Articles entitled to receive such notice from the Chamber. Every notice given hereunder shall state with reasonable prominence that a member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of him and that the proxy need not also be a member. The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any person entitled to receive the same shall not invalidate proceedings at any meeting. All business shall be deemed special that is transacted at an Extraordinary General Meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Board of Directors and Auditors, the

election of members of the Board of Directors, and the appointments of and fixing of the remuneration of the Auditors, provided however that the members of the Chamber may, if they so decide at any meeting consider any business, details of which shall have been submitted to the Honorary Secretary by a written notice signed by at least ten Active Members and received by him not later than seven days before the day fixed for the meeting.

56. Ten Active Members, of whom not less than six shall be subject of the United Kingdom, shall be a quorum at a meeting of the members of the Chamber.
57. If within half an hour from the time appointed for an Annual General Meeting or an Extraordinary General Meeting a quorum be not present, such meeting, if convened upon the registration of Active Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board of Directors shall determine and if at the adjourned meeting a quorum is not present within half an hour for the time appointed for the adjourned meeting, the Active Members present shall be a quorum.
58. The Chairman of the Board of Directors shall preside as the Chairman of the Annual General Meeting or other General Meetings or in his absence a Vice Chairman of the Board of Directors.

Attendance and speaking at general meetings

59. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

60. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

61. (1) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.
- (2) If the Directors have not appointed a Chairman, or if the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
 - (a) the Directors present, or
 - (b) (if no Directors are present), the meeting, must appoint a member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this Article is referred to as “the chairman of the meeting”.

Attendance and speaking by Directors and non-members

62. (1) Directors may attend and speak at general meetings
- (2) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.
63. The proceedings of all meetings shall be conducted in English and correct minutes of such proceedings shall be kept in English.

Adjournment

64. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting: general

- 65. Every Active Member shall be entitled to receive notice of and to attend at every general meeting of the Chamber and every Active Member shall have one vote, subject to the provisions of Article 48. An incorporated company or association, being an Active Member may appoint any person to represent it at a general. Honorary Members and Associated Members shall be entitled to receive notice and to attend such meetings but shall not be entitled to vote thereat
- 66. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

Errors and disputes

67. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

68. (1) A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
- (a) the chairman of the meeting;
 - (b) the Directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

69. (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

70. (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

71. (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

- (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Means of communication to be used

- 72. (1) Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

- 73. (1) Any common seal may only be used by the authority of the Directors.
- (2) The Directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

- (4) For the purposes of this Article, an authorised person is—
- (a) any Director of the company;
 - (b) the Honorary Secretary (if any), or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

74. Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

75. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

Winding up

76. Clauses 6 and 7 of the Memorandum of Association of the Chamber relating to the winding up and dissolution of the Chamber shall have effect as if the provisions thereof were repeated in the Articles.

Indemnity

77. Subject to the provisions of the Companies Act every member of the Board of Directors, officer or servant of the Chamber and the Trustees (if any) for the time being shall be indemnified out of its funds against all actions, costs, charges, expenses, losses and liabilities incurred by him or them in the conduct of the Chamber's business or in the discharge of his or their duties or supposed duties and no member of the Board of Directors or officer of the Chamber shall be liable for the acts or omissions of any other member of the Board of Directors or officer or by reason of his having joined in any receipt for money not received by him personally or for any loss on account of the of any security in or upon which any monies of the Chamber shall be invested or for any loss incurred through any banker, broker or other agent.
78. (1) Subject to paragraph (2) below, a relevant Director of the Company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that Director as an officer of the Company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a “relevant director” means any Director or former Director of the Company or an associated company.

Insurance

79. (1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.
- (2) In this article—
- (a) a “relevant Director” means any Director or former Director of the Company or an associated company,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

NAMES ADDRESSES AND DESCRIPTIONS OF FOUNDING SUBSCRIBERS

Nicholas J.B. Fielding

27A Królewska Street
Warsaw 00-060
Poland

Andrew P. Baker

16 Bedford Street
London WC2E 9HF
England

This 30th day of October 1991

Witness to the above signatories

Stephen Oscroft

16 Bedford Street
Covent Garden
London WC2E 9HF

Solicitor