

Pursuant to the requirements of Article 402.2 of the Commercial Companies Code, the Management Board of LW Bogdanka S.A. hereby announces the existing and the proposed contents of the provisions of the Company's Articles of Association under item 13 of the agenda of the Annual General Shareholders Meeting convened for 10 June 2010.

Proposed amendments to the Articles of Association of LW Bogdanka S.A.

Pursuant to Article 402.2 of the Commercial Companies Code, the proposed amendments to the Company's Articles of Association are set out below

1) Under Article 25 of the Articles of Association, section 2, reading as follows, shall be deleted:

“As long as over half of the shares in the Company are held by the State Treasury, the members of the Management Board (with the exception of the Management Board member elected by the employees) shall be appointed by the Supervisory Board following a verification procedure, pursuant to the Regulation of the Council of Ministers on the verification procedure for positions of management board members in certain companies, dated 18 March 2003 (Dz. U. No. 55, item 476, as amended).”

2) In Article 28.1 of the Articles of Association:

The existing wording:

“The Company shall execute employment contracts with the Management Board members, which provide for serving as a Management Board member.”

Is replaced with the following:

“The Company shall execute an employment contract with the Management Board member elected by the employees, which provides for serving as a Management Board member.”

3) In Article 28 of the Articles of Association, section 4, reading as follows, shall be deleted:

“The amount of a Management Board member's remuneration shall not exceed the amount specified by a body competent to determine the remuneration of the Management Board members and the amount prescribed by the laws applicable to the Company.”

4) Article 29 of the Articles of Association, reading as follows, shall be deleted:

“The General Shareholders Meeting shall establish the rules governing remuneration of the Management Board members, including the remuneration amounts.”

5) In Article 30 of the Articles of Association:

Section 1, reading as follows, shall be deleted:

“The Company is an employer within the meaning of the Polish Labour Code.”

The existing wording of the first sentence of section 2:

“On behalf of the Company, the Supervisory Board shall execute contracts and agreements, including employment contracts, with the Management Board members by way of adopting a relevant resolution which must identify the person with whom a contract or agreement is to be concluded, and specify all the contractual terms.”

Is replaced with the following:

“On behalf of the Company, the Supervisory Board shall execute contracts and agreements with the Management Board member by way of adopting a relevant resolution which must identify the person with whom a contract or agreement is to be concluded, and specify all the contractual terms.”

6) In Article 32 of the Articles of Association:

In Section 1, item 11), reading as follows, shall be deleted:

“Approval of the Organisational Rules of the Company, determining the organisation of the Company's enterprise.”

The existing wording of Section 2, item 1), reading as follows:

“acquisition or disposal of real estate, perpetual usufruct right to or an interest in real estate with a value exceeding the PLN equivalent of EUR 200,000.00, up to the PLN equivalent of EUR 800,000.00,”

Is replaced with the following:

“acquisition or disposal of real estate, perpetual usufruct right to or an interest in real estate with a value exceeding the PLN equivalent of EUR 250,000.00,”

Section 2, item 5), reading as follows, shall be added:

“execution by the Company of a loan, surety or other similar agreement with, or for the benefit of, a Management Board member, a proxy or a liquidator,”

Section 2, item 6), reading as follows, shall be added:

“issue of bonds, excluding issue of securities referred to under Article 52.3.5.”

Section 2, item 7), reading as follows, shall be added:

“the Company granting a loan, suretyship, issuing a promissory note, or granting any other liability.”

The existing wording of Section 2, item 2), reading as follows:

“Presenting proposals concerning the remuneration rules and remuneration amounts to be received by the Management Board members,”

Is replaced with the following:

“Determining the amount of remuneration to members of the Management Board”

Section 3, item 5), reading as follows, shall be deleted:

“Holding the recruitment process for candidates for Management Board members referred to in Article 25.2,”

Section 4, reading as follows, shall be added:

“The consent of the Supervisory Board shall also be required for:

- 1) establishment of another company by the Company,
- 2) subscription for or acquisition of shares in another company,
- 3) disposal of subscribed for or acquired shares in another company.”

Section 5, reading as follows, shall be added:

“The issues listed in Article 52.4 shall not require approval of the Supervisory Board if at least one of the conditions stipulated below is met:

- 1) subscription for shares in a company is effected in exchange for the Company's claims in arrangement or composition proceedings,
- 2) the value of shares acquired, subscribed for or obtained does not exceed the PLN equivalent of EUR 500,000.00.”

The existing wording of section 4 shall now be marked as section 6.

7) In Article 43 of the Articles of Association the existing wording of section 5, reading as follows:

“The remuneration of Supervisory Board members delegated to temporarily perform the duties of a Management Board member shall be defined by the Supervisory Board by way of a resolution and shall not exceed the amount of the remuneration of a Management Board member determined in accordance with the rules of remuneration for Management Board members adopted by the General Shareholders Meeting.”

Is replaced with the following:

“The remunerations of Supervisory Board members delegated to temporarily perform the duties of a Management Board member shall be defined by the Supervisory Board by way of a resolution”

8) In Article 52 of the Articles of Association:

The existing wording of Section 2, item 2), reading as follows:

“determination of the rules governing remuneration of the Management Board and Supervisory Board members, including remuneration amounts.”

Is replaced with the following:

“determination of the rules governing remuneration of the Supervisory Board members”

Section 3, item 2), reading as follows, shall be deleted:

“acquisition or disposal of real estate, perpetual usufruct right to or interest in real estate with a value exceeding the PLN equivalent of EUR 800,000,”

The existing wording of Section 3, item 3), reading as follows:

“execution by the Company of a loan, surety or other similar agreement with, or for the benefit of, a Management Board member, a Supervisory Board member, a proxy or a liquidator,”

Is replaced with the following:

“execution by the Company of a loan, surety or other similar agreement with, or for the benefit of, a Supervisory Board member”

The existing wording of Section 3, item 5), reading as follows:

“issue of bonds of any type,”

Is replaced with the following:

“issue of convertible bonds or bonds carrying pre-emptive right and issue of subscription warrants, referred to under Article 453.2 of the Commercial Companies Code,”

Section 3, item 11), reading as follows, shall be deleted:

“contribution of non-current assets to the Company or a cooperative as a contribution-in-kind.”

The existing wording of Section 5, reading as follows:

“The following issues shall require approval of the General Shareholders Meeting:

- 1) establishment of another company by the Company,
- 2) subscription for or acquisition of shares in another company,
- 3) disposal of subscribed for or acquired shares in another company.”

Is replaced with the following:

“The following issues shall require approval of the General Shareholders Meeting:

- 1) establishment of another company by the Company,
- 2) subscription for or acquisition of shares in another company,
- 3) disposal of acquired or subscribed for shares in another company,

if the value of shares acquired, subscribed for or obtained exceeds the PLN equivalent of EUR 500,000.00.”

Section 6, reading as follows, shall be deleted:

“In the case referred to in Article 52.5.3, a resolution of the General Shareholders Meeting shall lay down the conditions and the procedure for the disposal of shares.”

Section 7, reading as follows, shall be deleted:

“The issues listed in Article 52.5 shall not require approval of the General Shareholders Meeting if at least one of the conditions stipulated below is met:

- 1) subscription for shares in a company is effected in exchange for the Company's claims in arrangement or composition proceedings,
- 2) the value of shares which are acquired, subscribed for or disposed of does not exceed 5 (five) per cent of the Company's share capital,
- 3) the shares which are acquired or disposed of are publicly traded.”

9) In Article 53.1 of the Articles of Association:

The existing wording, reading as follows:

“Proposals concerning the matters listed in Article 52 should be accompanied by an opinion issued by the Supervisory Board in writing. The Supervisory Board's opinion shall not be required in the case of proposals concerning Supervisory Board members, in particular in the case of proposals concerning the matters stipulated in Article 52.1.3 and 52.2.1.”

Is replaced with the following:

“Proposals concerning the matters listed in Article 52 should be accompanied by an opinion issued by the Supervisory Board in writing. The Supervisory Board's opinion shall not be required in the case of proposals concerning Supervisory Board members, in particular in the case of proposals concerning the matters stipulated in Article 52.1.3 and 52.2.”

10) In Article 55 of the Articles of Association:

Section 2, reading as follows, shall be deleted:

“The Company shall operate in compliance with the applicable laws and shall award contracts in observance of the Public Procurement Act.”

Section 3, reading as follows, shall be deleted:

“The Company shall follow the tender procurement procedure to sell non-current assets (as defined in the accountancy laws) whose value exceeds the PLN equivalent of EUR 5,000.”

Section 4, reading as follows, shall be deleted:

“The Company may sell items non-current assets (as defined in the accountancy laws) without pursuing the tender procedure if no bids were submitted in the previous tender, with the proviso that real property may not be sold for a price falling below two-thirds of the upset price and other noncurrent assets may not be sold for a price lower than the upset price.”

Section 5, reading as follows, shall be deleted:

“The General Shareholders Meeting's approval shall be required to reduce the price of non-current assets (as defined in the accountancy laws) whose upset prices exceeds the PLN equivalent of EUR 30,000.”

11) In Article 59 of the Articles of Association:

Section 4, reading as follows, shall be deleted:

“The dividend record date shall be the date of the Annual General Shareholders Meeting for the financial year, with the proviso that the dividend payment shall be made not later than within two months from the dividend record date.”