

**BY-LAWS OF THE MANAGEMENT BOARD
OF CPD S.A.¹²
with the corporate seat in Warsaw**

text included amendments adopted by the Management Board of CPD S.A. under Resolution no. 1/IV/2019 on 10 April 2019 and accepted by the Supervisory Board of CPD S.A. under Resolution no. 7/IV/2019 on 16 April 2019

I. GENERAL PROVISIONS

§ 1

These By-laws provide detailed rules and procedures for appointing and functioning of the Management Board of the company CPD S.A. with the corporate seat in Warsaw.

§ 2

The terms provided below shall have the following respective meanings:

1. Member of the Management Board – member of the management board of CPD S.A., including its President;
2. the Capital Group - the company CPD S.A. and its subsidiaries;
3. the Commercial Companies Code – the Act of 15 September 2000 the Commercial Companies Code (Journal of Laws No. 94, item 1037, as amended);
4. the Committee – the committee created within the supervisory board of CPD S.A.;
5. the Audit Committee – the audit committee within the meaning of the Auditors Act created in the Supervisory Board of CPD S.A.;
6. the President of the Management Board – the president of the management board of CPD S.A.;
7. the Chairman of the Supervisory Board - the chairman of the supervisory board of CPD S.A.;
8. the Supervisory Board - the supervisory board of CPD S.A.;
9. the By-laws – these by-laws of the management board of CPD S.A. approved by the supervisory board of CPD S.A.;
10. the Bylaws of the General Meeting - the bylaws of the general meeting of CPD S.A.;
11. the Company - CPD S.A.;
12. the Statute – the statute of CPD S.A.;
13. the Vice-president – the Finance Director – the vice-president of the management board of CPD S.A., who also performs the function of finance director;
14. the Management Board - the management board of CPD S.A.

§ 3

¹ The business name of POEN S.A. was changed to Celtic Property Developments S.A. on the basis of the Resolutions of the General Meeting on 2 September 2010 (Rep A nr 11438/2010)

² The business name of Celtic Property Developments S.A. was changed to CPD S.A. on the basis of the Resolutions of the General Meeting on 29 May 2014 (Rep A nr 6337/2014)

1. The Management Board shall function under:
 - 1) common provisions of law, especially the Commercial Companies Code;
 - 2) the Company Statute;
 - 3) resolutions of the General Meeting of the Company;
 - 4) resolutions of the Supervisory Board;
 - 5) the By-laws of the General Meeting;
 - 6) the By-laws of the Audit Committee;
 - 7) these By-laws.
2. If provisions of these By-laws or the Statute are not applicable, the Management Board shall apply the provisions mentioned above in subparagraph 1.1.
3. The Management Board shall be responsible for all the issues related to handling of the Company's affairs not reserved by the law or the Company Statute for competence of the General Meeting or the Supervisory Board.

II. COMPOSITION, APPOINTMENT AND TERM OF OFFICE OF THE MANAGEMENT BOARD

§ 4

1. Composition of the Management Board, procedures for its appointment and dismissal and its term of office shall be provided in the Company Statute and relevant resolutions of the Supervisory Board issued under the Company Statute.
2. Each Member of the Management Board may be dismissed by the Supervisory Board at any time.
3. Each Member of the Management Board may be suspended by the Supervisory Board at any time for serious reasons.

III. RULES OF OPERATION, MAIN COMPETENCES OF THE MANAGEMENT BOARD

§ 5

1. The Management Board shall be the managing and executive body of the Company to handle its affairs, manage all its activities and its business and represent it outside.
2. The Management Board shall be directed by the President.
3. All Members of the Management Board shall be required and authorised to handle the Company's affairs.
4. The Management Board may adopt a resolution entrusting to specific Members permanent or temporary management of the Company's activity within a certain scope.
5. If the Management Board Member simultaneously performs any function defined in the Company's Organisational By-laws, his/her competence and responsibility shall be defined in list of responsibilities handed over to him/her at that position.
6. In matters that do not exceed the scope of ordinary activities of the Company, each Member of the Management Board shall act individually to the extent of his/her competence. In matters that exceed the scope of ordinary activities of the Company

related to handling of its business, the Management Board shall take its decisions in the form of resolutions. If any Member of the Management Board objects to handling any matter by another Member, that matter shall be settled collectively by a resolution of the Management Board.

7. Members of the Management Board must not carry on any competitive activities and must not be engaged by any competitor as registered its partner or member of its bodies.

§ 6

1. Representation of the Company before third parties shall consist in concluding legal transactions for and on behalf of the Company. The Management Board's right of representation shall extend to all judicial and non-judicial activities, except for those that are reserved by specific legal provisions for exclusive competence of other bodies of the Company.
2. The rules for representation – for declaring the Company's intentions – shall be provided in the Company Statute.
3. Within the meaning of provisions of labour law, the Management Board of the Company shall be the body acting on behalf of the Company as employer, subject to § 24.2 of these By-laws.

§ 7

1. The Management Board's rights and responsibilities shall include in particular:
 - 1) setting dates and agendas of General Meetings and convening them;
 - 2) submitting proposals to General Meetings, together with opinions of the Supervisory Board, on matters put on the agenda;
 - 3) providing the Supervisory Board with financial statements, written reports on the Management Board's activities in reported periods and proposals on division of profit or coverage of loss, which documents are to be examined at Ordinary General Meetings;
 - 4) adopting the Company's Organisational By-laws and other internal acts to regulate functioning of the Company's business;
 - 5) preparing and adopting annual, long-term and strategic plans of the Company;
 - 6) appointing commercial representatives and granting powers of attorney;
 - 7) requesting the Supervisory Board to hold a meeting;
 - 8) requesting the Supervisory Board to approve of the Management Board's By-laws, the Company's Organisational By-laws and the Company's annual budgets and plans of development.

§ 8

1. The Management Board shall operate the Company's corporate web site, on which it shall display the following items besides information required under the law:
 - 1) main corporate documents, in particular the statute and the by-laws of the Company's bodies;
 - 2) professional CVs of members of the Company's bodies;
 - 3) current and periodic reports;

- 4) if members of the Company's body are appointed by the General Meeting – justifications of candidatures to the Management Board and the Supervisory Board with professional CVs presented to the Company, which shall be displayed at times enabling analysis thereof and well-informed adoption of resolutions;
- 5) annual reports on the Supervisory Board's activities, with consideration of work of its committees, together with appraisal of the Supervisory Board's work, the internal audit system and of system of management of risks essential for the Company, provided by the Supervisory Board;
- 6) electronic form of power of attorney to attend the General Meeting mentioned in the General Meeting By-laws;
- 7) stockholders' questions about items put on the agenda posed before and during the General Meeting, as well as answers given thereto;
- 8) reasons for cancellation of the General Meeting, changing its date or agenda, together with justification;
- 9) information on break in the General Meeting and reasons therefor;
- 10) information on corporate events, such as payment of dividend and other events resulting in acquisition or restriction of stockholder's rights, with dates and rules of such operations. That information shall be displayed at times enabling investors to make their investment decisions;
- 11) information obtained by the Management Board from a statement of the Supervisory Board's member on his/her connections with stockholders that represent at least 5% of total number of votes at the General Meeting of the Company;
- 12) if the Company introduces an incentive scheme based on stocks or similar instruments – information on anticipated costs of such introduction to be borne by the Company;
- 13) statement on application of the rules of corporate governance presented in the last published annual report, as well as the report on application of the rules of corporate governance at the company mentioned in § 29.5 of the Stock Exchange By-laws – if published;
- 14) the Company's rule for changing the auditor entitled to audit its financial statements or information that no such a rule exists.

§ 9

General Meetings shall be attended by such a number of the Management Board Members that is necessary to give substantive answers to questions posed at the Meeting.

IV. PROCEDURES OF THE MANAGEMENT BOARD

§ 10

(Dates and venues of the Management Board's meetings)

1. The Management Board shall meet whenever required, at least once a month.
2. Meetings shall be held at the Company's corporate seat. However, the person who convenes the meeting may indicate another venue in the Republic of Poland.
3. The date, venue and agenda shall be fixed by the person who convenes the meeting.

§ 11 (Convening meetings)

1. Meetings of the Management Board shall be convened by its President or by another Member who is his/her deputy, upon his/her own initiative or written request of any Member of the Management Board or the Chairman of the Supervisory Board.
2. Meetings requested by the Management Board Member or by the Chairman of the Supervisory Board shall be convened within 10 days of submission of such a request to the President of the Management Board. The request shall be written and shall explain the subject matter of the meeting. The above deadline shall be shorter if necessary for prevention of a sudden damage or irreversible results for the Company.
3. Notices of meetings shall be transmitted in writing, including by e-mail, personally or by fax, at least two days before the meeting; in emergency they may be also transmitted by any other means enabling efficient notification of the date and agenda of the planned meeting.
4. Notices of meetings shall be appended with documents and substantive materials necessary for examination of matters put on the agenda.
5. Each notice shall contain:
 - 1) the date and the hour of the meeting;
 - 2) the proposed agenda, including:
 - a) matters to be handled at the meeting and their sequence;
 - b) names - or another indication if no names exist - of documents and substantive materials attached to the invitation.
6. The President of the Management Board or another Member who is his/her deputy shall include in the agenda the matters included in the minutes of the last meeting and the matters presented by Members of the Management Board or by the Chairman of the Supervisory Board in their written requests already received by the President or his/her deputy.
7. Meeting may be held without formal convening:
 - 1) when its date and agenda were fixed at the last meeting; however the Management Board Members absent thereat shall be notified of the meeting that is not convened formally;
 - 2) when all Members of the Management Board are present and none of them objects to holding the meeting, its agenda and voting on resolutions.

§ 12 (Supplementing the agenda)

1. Upon a written request of any Member of the Management Board or the Chairman of the Supervisory Board, the agenda shall be supplemented with matters specified in such a request.
2. The request mentioned in subparagraph 1 shall be deemed to be made when transmitted in writing to the President or another Member who is his/her deputy at least one day before the date of a given meeting.
3. Upon request of any Member of the Management Board or the Chairman of the Supervisory Board, the agenda may be also supplemented otherwise than provided in subparagraphs 1 and 2, upon consent of at least 2/3 of attendants of the meeting.

§ 13 (Inviting other persons to meetings)

1. The Management Board shall invite to its meetings any persons whose professional opinion or knowledge may turn out to be necessary for appropriate examination of any matter put on the agenda or for solving any problem that may raise doubts during the meeting.
2. Such persons shall be invited by the President of the Management Board or by another Member who is presently his/her deputy, upon his/her own initiative or upon request of any Member of the Management Board or the Chairman of the Supervisory Board submitted by the deadline and following the procedure provided in § 12.
3. Presence of other persons at the Management Board's meeting shall require consent of at least 2/3 of its Members.

§ 14 (Activities of Secretary)

1. Pursuant to the Management Board's resolution the President of the Management Board may authorise a specific employee of the Company (the Secretary) to handle all activities necessary for preparation of the Management Board's meetings and to prepare their minutes.
2. The authorisation shall be granted in writing and shall define the scope of the required activities.

§ 15 (Attendance at meetings)

1. Meetings shall be attended by the Management Board Members and the Secretary (if appointed).
2. Members of the Supervisory Board may attend each meeting as advisors.
3. Any other persons may attend meetings only under § 13 of these By-laws.
4. Members of the Management Board may attend meetings either personally or by means of telecommunication.
5. Meetings to be attended by means of telecommunication by at least one Member of the Management Board shall be held only under § 19 of these By-laws.

§ 16 (Procedure of meetings)

1. Meetings shall follow the agenda provided in the invitation, supplemented with matters requested under § 12 of these By-laws.
2. Meetings of the Management Board shall be chaired by its President or another Member who is presently his/her deputy and who at that time shall have all the rights of the President of the Management Board related to chairing the meeting.
3. Competence of the President of the Management Board as chairman of the meeting of the Management Board shall include in particular:
 - 1) opening, closing and interrupting the meeting;
 - 2) requesting the list of attendants;
 - 3) confirming whether the Management Board is empowered to adopt resolutions;
 - 4) giving the floor to attendants and prohibiting them from speaking when they violate customary rules of meeting;
 - 5) ensuring appropriate and efficient debate;

- 6) requesting votes and confirming results of voting.
4. Matters put on the agenda shall be presented by Members of the Management Board or by employees of the Company specified in the invitation (speakers). If no such person is present, the speaker for a given matter shall be appointed by the President of the Management Board.
5. Members of the Management Board who propose voting shall be required to present their proposals in the form of draft resolutions.
6. The President of the Management Board shall request voting on proposals starting with the most advanced one. In the first place the President shall request voting on formal issues and thereafter on substantive ones.

§ 17 (Minutes of meetings)

1. Meetings shall be recorded in minutes. Upon request of all Members of the Management Board attending a given meeting, the latter may be recorded on a magnetic digital carrier, in which case the minutes may be drafted on the basis of such a recording.
2. Minutes shall be drafted by the Secretary mentioned in § 14 of the By-laws or, if absent, by another person appointed by the President of the Management Board or by another Member who is his/her deputy.
3. Minutes shall reflect the course of the debate and shall contain in particular:
 - 1) note that the debate is recorded on a digital carrier;
 - 2) time of opening and closing of the meeting and any ordered breaks;
 - 3) confirmation of the President of the Management Board mentioned in § 13.3.3 of the By-laws;
 - 4) the agenda adopted by the Management Board or a note that the meeting followed the agenda provided in invitations thereto;
 - 5) statement of any Member of the Management Board who requests recording the same in the minutes; the Member may dictate his/her statement or may declare to present that statement in writing before the end of the meeting;
 - 6) statement of any other person attending the meeting if any Member of the Management Board requests recording the same in the minutes;
 - 7) contents of legal opinions concerning the procedure of the meeting expressed thereat;
 - 8) note that any Member of the Management Board refrained from settling any issues creating a conflict of interests between the Company and that Member, his/her spouse, relatives or other family members up to a second degree;
 - 9) note that any document was presented at the meeting if such a note is requested by any Member of the Management Board, unless that document is attached to the minutes;
 - 10) contents of adopted resolutions and numbers of votes cast for each resolution; if detailed texts of adopted resolutions are attached to the minutes, they shall be signed by all Members of the Management Board attending the meeting;
 - 11) announcement that any Member of the Management Board is to submit his/her separate opinion on adopted resolution.
4. The following documents shall be attached to the minutes as its integral parts:

- 1) the list of attendants of the meeting;
- 2) copies of documents presented at the meeting, if attaching thereof is requested by any Member of the Management Board;
- 3) written statements of Members of the Management Board mentioned in subparagraph 3.5 above;
- 4) separate opinions of Members of the Management Board on adopted resolutions;
- 5) written comments of Members of the Management Board to the minutes mentioned in subparagraph 5 below.
5. The minutes shall be compiled and signed by all Members of the Management Board attending the meeting within the next five days. Members' objections against the contents of the minutes that were not taken into consideration while the minutes were drafted shall be attached thereto.
6. Members of the Management Board absent from the meeting shall forthwith familiarise themselves with its minutes, especially with the resolutions adopted thereat, and shall confirm that fact by putting a note "Familiar to me", the date and the signature on the minutes.
7. The minutes shall be kept by the Secretary.

§ 18 (Resolutions of the Management Board)

1. The following issues shall require resolutions of the Management Board:
 - 1) adoption of general and detailed annual budgets and development plans of the Company, as well as recommendation thereof to the Supervisory Board;
 - 2) adoption of reports on activities of the Management Board and the Company to be submitted to other bodies of the Company;
 - 3) adoption of proposals to convene a meeting of the Supervisory Board;
 - 4) recommendation to other bodies of the Company to alter the Company's capital structure;
 - 5) taking and granting any loans or credits, encumbering the Company's assets, repaying credits ahead of schedule, granting guarantees and warranties;
 - 6) issuance of the Company's bonds;
 - 7) purchase and sale of securities, stocks or shares in other companies;
 - 8) the Company's merger with another company, legal person or foundation;
 - 9) creation and liquidation of branches, departments and other separate organisational units of the Company's enterprise;
 - 10) purchase and sale of real property or share in real property, right of perpetual usufruct or share in such a right;
 - 11) decision on investment, purchase, sale, liquidation or lease of the Company's fixed assets, except for cases reserved for exclusive competence of the General Meeting or the Supervisory Board;
 - 12) grants for social purposes or charity;
 - 13) adoption of the Management Board's By-laws or their amendment prior to passing thereof to the Supervisory Board for approval;
 - 14) adoption of documents defining organisational and legal structure of the Company, including the Organisational By-laws;
 - 15) adoption of work rules for the Company's enterprise;

- 16) adoption of collective bargaining agreement for the Company's enterprise;
 - 17) decision on collective layoffs;
 - 18) appointment of commercial representatives and granting powers of attorney;
 - 19) any other issues within the scope of the Company's ordinary activities, which for the purposes of these By-laws shall be understood as issues that may result in assumption of liability or in property right transaction in excess of 5% of the value of the Company's net assets reported in the last balance sheet;
 - 20) all issues to be presented by the Management Board at the Supervisory Board's meeting or at the General Meeting;
 - 21) issues within the ordinary course of activities, which according to at least one Member must be settled collectively by the entire Management Board.
2. Notwithstanding subparagraph 5 below, resolutions shall be adopted at the Management Board's meetings.
 3. The Management Board is empowered to adopt resolutions if all its Members are notified of the meeting under § 11 herein and at least half of the Members attend the meeting.
 4. In special circumstances, when delay in taking a decision might expose the Company to the risk of loss, the Management Board may also adopt resolutions in circular mode when all the Members accept such a mode and cast their votes. Such votes shall be cast in writing.
 5. Voting in circular mode shall be recorded in separate minutes.
 6. Voting shall be open. Ballot shall be arranged for:
 - 1) personal issues of the Management Board Members;
 - 2) request to the Supervisory Board to dismiss or suspend the Management Board Member;
 - 3) any other issue requested by any the Management Board Member.
 7. Resolutions of the Management Board shall be adopted by ordinary majority of votes.
 8. Each Member of the Management Board shall have one vote. In a standstill, the President of the Management Board shall have the prevailing vote.
 9. In the event of conflict of interests between the Company and any Member of the Management Board, his/her spouse, relatives or other family members up to a second degree, that Member shall refrain from handling such an issue and shall request recording that in the minutes.
 10. Before execution of an important contract by and between the Company and its affiliate, the Management Board shall request the Supervisory Board to accept such a transaction/contract. Such a request shall not be required for typical transactions concluded on arm's length basis within the framework of operational activity carried on by the Company with its subsidiary, in which the Company is a majority shareholder.

§ 19. (Telecommunication meetings)

1. Provisions of the preceding paragraphs shall apply to telecommunication meetings, with modifications provided below.
2. Telecommunication meetings may be held only upon consent of at least two thirds of the Management Board.

3. Notices of telecommunication meetings transmitted to the Management Board Members shall indicate in particular:
 - 1) names of Members to attend a meeting by means of telecommunication;
 - 2) their location during the meeting;
 - 3) kind of telecommunication device to be used.
4. Resolutions must not be adopted at a telecommunication meeting if the notice thereof does not define the mode of casting votes by the Management Board Members and if draft resolutions are not presented.
5. Telecommunication meetings may be attended exclusively by the Management Board Members and the Supervisory Board Members. Any documents not possessed by the Management Board Members must not be presented at such meetings.
6. Minutes of telecommunication meetings shall be adopted by signing thereof by all the Management Board Members who attended them.
7. Resolutions adopted at telecommunication meetings shall become effective when the minutes are signed by all the Management Board Members who attended them.
8. Provisions of subparagraphs 1 to 7 above shall apply respectively to any part of the Management Board's (ordinary) meeting, which – upon consent of all the Members attending it personally – was interrupted on a given date and was to be finished by means of telecommunication.

V. SPECIAL RULES FOR THE MANAGEMENT BOARD'S WORK

§ 20 (Procedure for changing the Management Board or its Members)

1. Activities and matters handled by the resigning Management Board or Member shall be handed-over to the new Management Board or Member by means of a hand-over protocol, with participation of a representative of the Supervisory Board.
2. The hand-over protocol shall contain the list of all pending matters, with indication of their stage and urgency, as well as the list of handed-over documents and materials concerning the Company.
3. Copies of the hand-over protocol, signed by persons participating in the hand-over activities, shall be received by:
 - 1) the handing-over party;
 - 2) the taking-over party;
 - 3) the Company's archive.

§ 21 (Settlement of disputes between the Management Board Members)

1. Negative disputes about competence between the Management Board Members shall be settled by the President of the Management Board.
2. Any other disputes between the Management Board Members shall be settled by the Chairman of the Supervisory Board.
3. The above settlements may be appealed against to the Supervisory Board.

VI. INFORMATION PROVIDED BY THE MANAGEMENT BOARD MEMBERS

§ 22

1. Immediately upon appointment to the Management Board, the new Member shall be required to provide to the Company his/her personal information, including CV and contact data (postal address, numbers of ordinary telephone, mobile and fax and email for correspondence). The Management Board Member shall be required to update those data on current basis.
2. The Management Board Member shall be also required to inform the Management Board of his/her connections with any holder of stocks in the Company that correspond to at least 5% of total number of votes at the General Meeting. That obligation shall apply to economic and/or family connections that may influence the Member's position in any matter to be settled by the Management Board.
3. The Management Board Member shall be also required to inform the Management Board of any transaction of purchase or sale of stocks in the Company, its mother company or subsidiary and of any transaction with such companies that are important for that Member's financial situation. This obligation shall not preclude the obligation to provide information by Members of the Supervisory Board under applicable laws, in particular article 160 of the Act of 29 July 2005 on Trading in Financial Instruments (Journal of Laws 2005 No. 183, item 1538).
4. Upon each request of the President of the Management Board, its Member shall be required to make a statement on the number of stocks held thereby in the Company or its subsidiary within the Capital Group.
5. Each Member of the Management Board shall be required to inform the Management Board of any conflict of interests and shall refrain from discussing and voting on resolution on any matter containing the conflict of interests.

VII. REMUNERATION OF THE MANAGEMENT BOARD MEMBERS

§ 23

1. Members of the Management Board shall be eligible for remuneration.
2. The rules and amounts of remuneration for the Management Board Members shall be set by the Supervisory Board.
3. The Management Board's remuneration shall be compliant with the Supervisory Board's remunerating policy and the rules for setting that policy. The remunerating policy shall define in particular the form, structure and amount of remuneration of the Management Board Members. That policy shall be set under the European Commission's recommendation of 14 December 2004 regarding the regime for the remuneration of directors of listed companies (2004/913/EC), complemented by the European Commission's recommendation of 30 April 2009 (2009/385/EC).
4. The Management Board Members shall be employed by the Company under employment contracts or other contracts for provision of their services concluded with the Company. In each case, the contract shall be approved by a resolution of the Supervisory Board. Contracts with the Management Board Members shall be signed by persons indicated in the Supervisory Board By-laws.

§ 24

1. Any contract to be concluded by and between the Company and the Management Board Members shall require a consent of the Supervisory Board.
2. The contract shall be signed on behalf of the Company by the Chairman of the Supervisory Board or by another Member of the Supervisory Board authorised thereto

by the Board's resolution. The Company's declarations of intentions pertaining to implementation or termination of such contracts shall be made in the same mode.

VIII. MISCELLANEOUS PROVISIONS

§ 25

1. Each Member of the Management Board shall be responsible for observance of provisions of these By-laws and shall be required to inform the Management Board of any infringement thereof.
2. Any issues not regulated herein shall be subject to relevant provisions of law, especially the Commercial Companies Code.

§ 26

These By-laws and any amendments herein shall take effect on the day of adoption thereof by the Supervisory Board's resolution.