

Statement concerning Qumak-Sekom SA compliance with the corporate governance rules in year 2008

The present statement has been prepared according to the Minister of Finance regulation of 2009, February 19th concerning the current and periodical reports published by the issuers and conditions of the information equivalence required by the law.

I. Listing of the corporate governance rules that the Qumak-Sekom SA observes

In 2008 the **Qumak-Sekom SA** Company upheld every corporate governance rules contained in the document: "Best Practices of WSE Listed Companies" being the Attachment to the Resolution no 12/1170/2007 of the Exchange Council of 2007, July 4th. Full range of rules can be found on <http://www.corp-gov.gpw.pl>.

II. Waive principles the corporate governance rules

In 2008 the Company applied all rules contained in the document: "Best Practices of WSE Listed Companies", except rules mentioned below that were not applied permanently or temporarily:

Principle II.1.11) and related Principle III.2. The publication of information about Supervisory Board members' relations with a shareholder representing at least 5% of votes at the Company's General Shareholder Assembly in the web site.

Applying this rule was determined by the Supervisory Board members willingness to inform the Company about their connections with shareholders, having not less than 5% of votes at the company's general meeting. The Company asked the Supervisory Board members to submit proper statement on that matter. Immediately the obtained information were published on the company's web site.

Currently the Company applies the rules at large.

Principle II.1.12). The publication of information on forecasted costs relating to the implementation of an incentive scheme based on shares or similar instruments at the Company in the web site.

The Company's General Meeting on 2006, April 25th brought into action the Motivation Program for the Management Board based on the warrants interchangeable to the Company's shares.

Persons entitled to participate in this Motivation Program were key Company's top dogs. The Program entitled that persons to voluntary purchase the warrants if the appropriate economic conditions were met (described in the Qumak-Sekom prospectus). The entitled persons had right to purchase the shares at the price of issue equals the nominal value – PLN 1.

The conditions of the Motivation Program were applied in years 2006-2007. The last stage of the Motivation Program for the Management Board implementation was the K series stocks issue. The subscription opening date were set on 2008, September 29th and the closing date on 2008, October 7th. In connection with the issue, after the subscription were closed, the Company's initial capital were raised, in so far as the conditional capital rise,

equals PLN 250.000 in total up to the amount equals PLN 10.375.082,00 that was registered by the Warsaw district court, XII Economic Division of National Court Register, with the resolution of 2008, October 31st.

The Warsaw Stock Exchange Management Board's resolution no 870/2008 of November 25th admitted the stock trade stock jobbing of 250.000 K series shares with the day of 2008, November 28th.

The total issue cost just like the average subscription cost per one share was equal PLN 0,00.

In 2008 no motivation programs based on shares or similar financial instruments were not applied.

Principle II.2 - Website operation in English in the extent described in the part II point 1 of "Good practices":

This rule was not applied in 2008. The Company in the last period of 2008 made an effort to change it's image including the web-site reconstruction to make it more readable and to ensure better communication with the company's environment including investors. By dint of huge range of changes on mentioned above Company's web site, the Company has not finished the implementation of it's English version yet. The Company plighted that will make any effort in order to meet this requirement since 2009 Q2.

III. Characteristic of basic internal control systems and risk management systems used by the Company in relation to financial statement preparation process.

Basic internal control systems and risk management systems in relation to financial statement preparation process is implemented by the financial statements preparation and validation rules. This system ensures effective and reliable financial information flow.

The Company prepares the financial statement pursuant to the Accountant Act regulations of 1994, September 29th and later alterations, and pursuant to the securities issuers regulations in the way allowing to educe all significant information in terms of it's financial situation valuation, it's financial results and cash flows. The accepted accountant rules are applied constantly that ensures financial results comparability.

The financial statement is prepared by the financial-accountant institutions in the eye of the chief accountant and Vice-president of the Board, Chef Financial Officer and validated by the Company's Management Board. Thereafter the financial statement is verified by the independent auditor – expert auditor choose by the Supervisory Board resolution (covers annual and semi-annual reports). Once a year the Supervisory Board evaluates the Company's financial statements in so far as it's compatibility with the books and documents, as well as actual state of affairs and the Management Board statement (in the financial year). The shareholders are informed about the valuation results, the fact that the Board members are independent guaranties the impartiality.

The Company acts pursuant to several by-laws (such as the Work regulations, the Organizational by-laws, Sensitive information flow regulations) and workflow regulations. They govern, among others, the financial and books control rules of the documents stored in the accounting system and what is more the personal responsibility.

Additionally, the Company has effective budgeting and budget control system. Every year the company prepares its budget, approved by the Supervisory Board. The budget realization is controlled on the ground of every month financial reports verified by the persons managing each Company's department and deviations are controlled.

The Company has a Quality Management System based on the standard EN ISO 9001:2000.

IV. Shareholder having directly or indirectly significant share in the initial capital

According to the knowledge of the Company, on day of 2008 year report publication date, the shareholders having directly or indirectly through dependent entities at least 5% of the total number of votes at the general meeting were:

Shareholder	Number of shares	The share in the initial capital (in %)	Number of votes	The share in the total number of votes on the general meeting (in %)
SEB TFI SA	901.421	8,69%	901.421	8,69%
Aviva Investors Poland SA	755.866	7,29%	755.866	7,29%
Including: - CUP Specjalistyczny Fundusz Inwestycyjny Otwarty Subfundusz CU Akcyjny	560.358	5,40%	560.358	5,40%
Legg Mason Zarządzanie Aktywami SA (Legg Mason Akcji FIO)	843.008	8,13%	843.008	8,13%
AIG TFI SA	571.116	5,50%	571.116	5,50%

V. The special supervisory right owners on account of securities

All Company's stocks are not-preferred stocks, giving the same right to cast a vote at the company's General Shareholders Meeting as well as to participate in the company's capital.

VI. Casting a vote and the securities ownership carrying limitations

There are no limitations concerning the company's securities ownership carrying and limitations in casting a vote.

VII. Calling and calling-off the managing bodies

1. The Management Board

The Management Board shall be composed of 2 to 5 members appointed by the Supervisory Board. The number of the members of the Management Board including the President of the board, one or more Vice-Presidents, called and called-off by the Supervisory Board. The term of office of the Management Board is three years, except for the first Management Board, which is in office for a period of two years. The Management Board members are called on common term in office.

2. The Supervisory Board

The Supervisory Board consists of 3 to 7 members appointed for a common term in office. The number of the members of Supervisory Board shall be determined by the General Meeting. The term in office of the Board is three years. The term in office of the members of the Board shall expire as at the day of holding the General Assembly which approves the financial statements for the last full financial year of their office. The term in office of the members of the Board chosen by-election ends with the expiry of the term in office of the Board as a whole.

VIII. The Company's Charter or Company's agreement changing rules.

The Company's Charter may be changed by the Company's General Meeting, with the resolution adopted with the $\frac{3}{4}$ of cast votes.

IX. Description of the General meeting proceedings, it's authorities and the shareholders rights.

An Ordinary General Meeting shall be convened by the Management Board of the Company within 6 months of the end of each financial year. Extraordinary General Meeting shall be convened by the Management Board upon its own initiative or at the written request of the Supervisory Board or at the written request of Shareholder(s) representing at least one tenth of the Company's share capital. The Qumak-Sekom General Meetings, pursuant to the Charter, are hold in Warsaw, the body authorised to convene the General Meeting shall determine the place and time of the General Meeting in such a way to facilitate the participation in the Meeting of the widest scope of the Shareholders. Shareholders may participate in the General Meeting personally or by proxy. All Company's shares are bearer shares, giving one vote at the General Meeting. The floor can be given only in the matters covered by the adopted agenda and discussed at that time. Each shareholder has right to ask questions in all matters covered by the adopted agenda. Each shareholder has right to make a proposal changes, resolutions completing, pointed in the meeting's agenda during the discussion on this point. The resolutions of the General Meeting shall be passed with the absolute majority of votes unless the Charter or the Code of Commercial Companies state otherwise.

The General Meeting resolutions apart form other cases mentioned in the Commercial Law or present Charter requires the following cases:

1. The previous year Management Board's report and financial statement adjustment and validation, Company's authorities members exoneration giving, profit/ loss division,
2. all resolutions concern the claims for Company's formation or management damages repair,

3. the Company or its part sell and leasing or its property use right establishment,
4. real-estate, perpetual usufruct or real-estate share acquisition or sell,
5. convertible loan stocks issue,
6. the Supervisory Board member call or call off
7. initial capital increase or decrease
8. other issues pointed in the Commercial Companies Code

Shareholders rights

Right to participate in the General Meeting and cast a vote

Pursuant to article 412 paragraph 1 of the Commercial Companies Code the shareholders may participate the General Meeting and have right to vote derive from registered stocks, personally or through attorneys. Each share shall carry the right to one vote the General Meeting.

In pursuant to article 406 paragraph 3 of the Commercial Companies Code Company's shareholders should submit to the Company at least one week before General Meeting, registered deposit certificate issued by the entity maintaining the shareholders securities account, confirming that stocks will not be submitted prior to the Shareholders General Meeting.

Right to request for convening an Extraordinary General Meetings or placing certain issue on its agenda.

Pursuant to article 400 paragraph 1 of the Commercial Companies Code the shareholder or shareholders having not less than 10% of the Issuer's share capital can request for convening a company's Extraordinary General Meeting and also placing certain issue on its agenda. The Company's status do not anticipate different resolutions in this matter.

Right to take legal action to repeal the General Meeting's resolutions

In case when the resolution is inconsistent with the Company's Charter or good practices and has bad influence on Company's businesses or is intended to harm the shareholder pursuant to article 422 paragraph 1 of the Commercial Companies Code, the shareholder may bring suite against the Company to cancel the General Meeting's resolution. To bring suite is entitled:

- shareholder, who voted against the General Meeting's resolution and after its adoption claimed to register this objection in the meetings minutes.
- shareholder, unreasonable admitted to participate in the General Meeting
- shareholder, who did not participate in the General Meeting, but only in case of the General Meeting was not convened in way up to by-laws or the resolution made upon case not pointed in the General Meeting's agenda.

Pursuant to article 424 paragraph 2 of the Commercial Companies Code the legal action to repeal the General Meeting's resolutions should be put not longer than a month after the receipt by the shareholder the notice on the point of the resolution, but not later than three months after the General Meeting resolution making.

The Shareholder right to take legal action to conclude the invalidity of the General Meetings resolution.

The shareholders, entitled to take legal actions to conclude the invalidity of the General Meetings resolution, may pursuant to article 425 paragraph 1 of the Commercial Companies Code bring suit against the Company to find nullity of the General Meeting's resolution that is illegal pursuant to the law. Such suit should be brought up to thirteen days after the General Meeting's resolution publication but not later than a year after the General Meeting's resolution making.

Right to request to choose the Company's Supervisory Board in voting in separate groups

Pursuant to article 385 paragraph 3 of the Commercial Companies Code as applied for by the shareholders representing at least one-fifth of the share capital, the Supervisory Board should be elected by the next General Assembly by way of voting in separate groups, even if the by-laws provides for a different manner of appointing the Supervisory Board. The persons representing at the General Assembly the portion of shares derived from the division of the total number of represented shares by the number of the Supervisory Board members may create a separate group in order to elect one member of the Supervisory Board, however they do not participate in the election of the remaining members. The mandates on the Supervisory Board not filled by the appropriate group of shareholders created pursuant to regulations above shall be filled by way of voting in which participate all the shareholders who have not given their votes while electing the members of the Supervisory Board.

Right to request the expert investigation concerning the public company float or managing its issues (expert auditor)

The resolution concerning this matter may be adopted by the Company's General Meeting on the request of shareholder or shareholders representing at least 5% of votes at the Company's General Shareholder Assembly (Public Offer Act article 84); if the Company's General Meeting dismiss a petition to designate an expert auditor, the claimants may bring the case in the district court to appoint such auditor within 14 days from the resolution making.

Right to request the Company's information from the Company's Management Board

Pursuant to article 428 paragraph 1 of the Commercial Companies Code the shareholder may bring up during the General Meeting the request to the Management Board to give information concerning the Company's issues, if this request is valid for issues pointed in General Meeting's agenda. The Management Board is obligated to give the information requested by the shareholder, but pursuant to article 428 paragraph 1 of the Commercial Companies Code the Management Board in certain circumstances should refuse the information giving. What is more pursuant to the article 428 paragraph 3 of the Commercial Companies Code in valid circumstances the Management Board may give the information requested by the shareholder in writing, not later than 2 weeks after the General Meeting date.

Right to request the copy of the Chairman's report concerning the Company's activity and financial statement including the copy of the Supervisory Board's report and chief accountant opinions not later than 15 days before the General Meeting (article 395 paragraph 4 of the Commercial Companies Code).

Shareholder can review (in the Management Board's office) the list of Shareholders in the Management Board office and request a copy of the list against the return of costs for its preparation. (article 407 paragraph 1 of the Commercial Companies Code).

Right to request to check the shareholders attendance list participating at the General Meeting.

Pursuant to article 410 paragraph 1 of the Commercial Companies Code, immediately after General Meeting chairman choice the attendance list should be made containing the list of the General Meeting participants with pointed number of company's stocks owned by each participant and number of votes. The chairman is obligated to sign the list and make it available at the General Meeting.

Pursuant to article 410 paragraph 2, on application of shareholders having 10% of the initial capital represented at this General Meeting the attendance list should be made by chosen for this matter committee.

Right to demand the copy of motions concerning the issues included in the agenda of the closest General Shareholders' Meeting

Pursuant to the article 407 paragraph 2 of the Commercial Companies Code each shareholder have right to demand a copy of motions concerning the issues included in the agenda of the closest General Shareholders' Meeting. Copy of motions shall be published not later than two weeks before the General Meeting.

Right to preview the minutes book and to request the copies of the resolutions (article 421 paragraph 2 of the Commercial Companies Code)

Right to take legal action to mend the damages caused in aid of the Company

Pursuant to the article 486 and 487 of the Commercial Companies Code, if the Company does not bring the suit against the entity that caused the damages within the year from the date of the reveal of the deed that caused the damages, the shareholder have right to bring such case.

Right to preview the documents and to request the free of charge copies of these document in the Company's premises; mentioned in the article 505 paragraph 1 of the Commercial Companies Code (in case of consolidation), in the article 540 paragraph 1 of the Commercial Companies Code (in case of division of the company) and in the article 561 paragraph 1 of the Commercial Companies Code (in case of transformation).

Right to inspect the Share Register and demand delivery of an excerpt from the Share Register (article 341 paragraph 7 of the Commercial Companies Code).

Right to share Company's profit including the right to dividend.

The Company's shareholders, pursuant to article 347 paragraph 1 of the Commercial Companies Code have the right to share Company's profit pointed in the Company's financial statement, investigated by the expert auditor, that was purposed to reimburse shareholders by the General Meeting. The profit purposed to cash to the Company's shareholders is divided pursuant to the numbers of shares held by the shareholder on the day of the dividend appointed by the General Meeting. Pursuant to article 348 paragraph 3 of the Commercial Companies Code the day of the dividend can be appointed to the date of the dividend resolution making or during next three months from the date of the resolution making, subject to that deadlines pointed in KDPW regulations are reflected.

Pursuant to article 395 of the Commercial Companies Code the entity entitled to make a resolution concerning the profit division (looses coverage) and dividend payment is the Ordinary General Meeting. Information concerning the dividends payment is published in operating statements.

The Company's charter do not include any detailed regulations concerning the profit division.

The dividend payment conditions are set pursuant to KDPW regulations.

Rights issue

In case of the new issue, pursuant to the article 433 paragraph 1 of the Commercial Companies Code, the shareholders have the preferential right to possess new shares in accordance to the number of possessed shares (right issue).

In the Company's best interest, pursuant to the article 433 paragraph 2 of the Commercial Companies Code, after certain conditions meet, the General Meeting may take away the rights issue possessed by the shareholders at large or partially.

Right to share the Company's assets remain after the Company's disposal

In case of the stock company disposal the liquidators should end the Company's current businesses, collect their active debts, complete the company's liabilities and liquidate the Company's assets, pursuant to the article 468 paragraph 1 of the Commercial Companies Code. Pursuant to the article 474 paragraph 1 of the Commercial Companies Code, after satisfying the company's indebtedness the rest of the Company's assets may be shared between shareholders. The assets remained after satisfying the company's indebtedness, pursuant to the article 474 paragraph 2 of the Commercial Companies Code, is shared between Company's shareholders pursuant to the amount paid for the company's initial capital. The amount paid for the company's initial capital is set pursuant to the number and value of shares owned by the shareholder.

Right to sell stocks.

Pursuant to article 337 paragraph 1 of the Commercial Companies Code shares can be sold. The Company's status do not anticipate any limitation of stocks sell.

X. The Management Board's manning and the rules of functioning of the management and supervisory authorities of the Company and their committees.

The Management Board

As of 2007, December 31st the Management Board's the manning of 6 term in office is:

Paweł Jaguś - President of the board

Jan Goliński – Vice-president of the board

Aleksander Plata - Vice-president of the board

Andrzej Swolkień - Vice-president of the board

The detailed Company's Management Board tasks are described in the Management Board by-laws, that is enacted by the Management Board and validated by the Supervisory Board.

The Management Board is responsible for managing the Company and representing the Company in the Court and outside the Court. To issue the declarations and signing pp the Company are authorized two Management Board members jointly or one Management Board member jointly with the attorney. All matters related with managing the Company, not reserved by the Act or present Charter for the General Meeting or the Supervisory Board are in the Management Board powers.

The Management Board is responsible for every kind of cases in the range of Company's management and in particular for:

- determining the strategy of the Company's development;
- adopting the Company's plans necessary for right operating and making the division of the tasks among Management Board members.
- division of the tasks among the Company's employees, their realization supervision
- adopting the Corporate Organization By-Laws and others necessary for right Company's operating regulations
- convening Ordinary and Extraordinary General Meetings of Shareholders in pursuance of the law and the Statutes regulations and preparing the agenda of these meetings.
- inferring and rendering the reports and statements, opinions and others necessary documents upon cases requiring their resolution.
- Company's current year financial statements preparing and submission it after investigating it by the expert auditor with the written business report to the authoritative authorities.
- making and receiving declarations of intent on behalf of the Company;
- granting and revoking powers of attorney;
- granting permanent powers of attorney to represent and act on behalf of the Company ("*procuration*");
- representing the Company in the Court and outside the Court, including appear for the Company ahead of authorities, offices, institutions and third parties including the agreements making.
- appointing and recalling the Company's branch directors;
- managing the Company's property on a current basis;
- preparing Company's Year budget
- implementing the General Meeting's and the Supervisory Board's resolutions
- registered shares book and temporary certificates keeping or outsourcing it to the bank or brokerage house.
- corporate governance in entities that the company is a shareholder.

The Management Board shall fulfill its duties by way of meetings and by adopting resolutions regarding to management of the Company's affairs and the performance of powers. Meetings of the Management Board shall be held at least once a month.

The powers of individual Management Board members are specified in special Management Board's resolution.

The Supervisory Board

In 2007 the manning of the Supervisory Board was:

- Since 2008, January 1st to 2007 May 25th:
Rafał Twarowski – Chairman of the Supervisory Board
Maciej Matusiak – Vice-chairman of the Supervisory Board
Andrzej Nehrebecki – Supervisory Board Member
Bogdan Pilch – Supervisory Board Member
Wojciech Rostworowski – Supervisory Board Member
Krzysztof Zieliński - Supervisory Board Member

On 2008, March 25th the Company received the document informing about Mr. Krzysztof Zieliński resignation of the Qumak-Sekom SA Supervisory Board member duties.

Thereupon the General Meeting on 2008, July 24th made a resolution limiting the number of the Supervisory board members to 5, not making any changes in the Supervisory Board's manning.

On 2008, December 31st the manning of the Supervisory Board was:

- Rafał Twarowski – Chairman of the Supervisory Board
Maciej Matusiak – Vice-chairman of the Supervisory Board
Andrzej Nehrebecki – Supervisory Board Member
Bogdan Pilch – Supervisory Board Member
Wojciech Rostworowski – Supervisory Board Member

The Supervisory Board shall elect, from among its members, the Chairman, the Vice-Chairman and if necessary a secretary of the Supervisory Board.

The Supervisory Board shall act pursuant to the Qumak-Sekom Supervisory Board by-laws.

The Supervisory Board shall exercises a constant supervision over the Company's activities. Except cases restricted by the following Charter and Commercial Law regulations, the Supervisory Board special powers include:

- delegating its member or members for performing a supervision activities,
- defining the number of Management Board members,
- appoint, dismiss and suspend members of the Management Board,
- delegate its member or members to temporarily perform the duties of the Management Board of the Company in the case where individual members or the entire Management Board have been suspended or where for other reasons the Management Board is prevented from acting;
- approval the By-Laws of the Management Board,
- set it's seal to incur by the Company loan, guaranty, bank guarantees, short-term loans, lease agreements and long-term loans liabilities, means credit period longer than 12 moths, with the value during the year grater of the amounts PLN 3.000.000,00 or 15% of Company's net assets pointed in the last Company's balance sheet, examined by the chartered accountant.

- approval the Company's assets charge with the value during the year grater of the amounts PLN 3.000.000,00 or 15% of Company's net assets pointed in the last Company's balance sheet, examined by the chartered accountant, only once or in few transactions jointly in last 12 months by the way of mortgage, deposit, collateral transfer of ownership or others encumbrance agreements establishment.
- approval others business entities stocks, shares and bonds purchase and also the other form of any Company's participation in other entities if the transaction value is greater than PLN 1.000.000,00.
- approval the Company's assets disposal, that the value is greater than 10% of the Company's net assets value, only once or in few transactions jointly in last 12 months.
- approval a year Company's business plan including the investments and budgets.
- voicing an opinion on the agenda and shareholders general meetings dates.
- voicing an opinion on clear profit (loss) division or appropriation
- chartered accountant examining the Company's financial statement choose
- the Management Board members remuneration fixing

The Supervisory Board evaluates the Management Board requests presented to the General Meeting in order to make a resolution, in particular:

- the Charter changes,
- the share capital increase or decrease
- the Company's merger or reprofile
- the Company's resolve or disposal
- the bonds issue, including convertible loan stock
- the Company sell and leasing or it's property use and sell right establishment
- approve of the premises and others capital assets purchase in last 12 months, that the value is greater than 15% of Company's net assets value pointed in the last Company's balance sheet, examined by the chartered accountant.

The Supervisory Board convenes the General Meeting:

- a. if the Company's Management Board did not convene the General Meeting in appropriate term.
- b. if in spite of the Supervisory Board or the shareholders having at least 10% of share capital request to convene the General Meeting, the Company's Management Board

did not convene the General Meeting in period longer than 2 weeks after the application made.

In order to perform their duties the Supervisory Board may:

- audit each Company's activity
- demand reports and comments of Company's Management Board and employees
- assets revision
- supervise Company's books and documents

The Supervisory Board shall adopt the resolutions with absolute majority of votes and only in the presence of at least half of the members of the Board. The matters not included in the agenda may be adjusted only if all Supervisory Board members are present.

Members of the Supervisory Board may participate in adoption of the resolutions by casting their votes in writing through another member of the Supervisory Board. The Supervisory Board resolutions may be taken in writing or by using means of remote direct communication. The resolution adopted according to the above mode is valid provided that all Supervisory Board members have cast a vote.

In frames of the Supervisory Board acts:

- Audit Committee
- Remuneration Committee

Committees consist of 2 members and there are the Board members elected periodically by the Board.

The Audit Committee tasks include specially to recommend Qumak-Sekom SA expert auditors and being in contact with them in financial statements matters. The Board resolutions in mentioned above cases are made after acquainting with the Audit Committee recommendation. What is more Audit Committee exercise control over financial targets implementation using the current financial situation analysis made on each Board's meeting, in such way supervising the Company's financial standing and Management Board acting pursuant to budget foundations.

The Remuneration Committee takes care of the remuneration regulations, Management Board motivation programs rules and Qumak-Sekom SA Management Board remunerations.

The President of the Board

The Vice-President of the Board

The Vice-President of the Board

The Vice-President of the Board

Paweł Jaguś

Jan Goliński

Aleksander Plata

Andrzej Swolkień