

BYLAW OF THE MANAGEMENT BOARD OF PROCHEM S.A., JOINT-STOCK COMPANY

§ 1

The Management Board of PROCHEM S.A., Joint-stock Company, hereinafter referred to as the Management Board, shall operate under the Charter of PROCHEM S.A. and the Commercial Companies Code.

§ 2

1. The Management Board shall be composed of one to three members.
2. The common term of office of the Management Board shall last three years.
3. At the first meeting, the Supervisory Board shall elect the President and the remaining members of the company's Management Board for the duration of the common term.
4. The Supervisory Board may, due to important reasons, recall the whole Management Board or individual members thereof.

§ 3

1. The Management Board shall be obliged to handle the company's affairs on a continuous and on-going basis and to represent the company. The Management Board's duties shall include in particular:
 - 1) submitting to the Supervisory Board the report of the Management Board activity and the company's financial statements,
 - 2) submitting to the General Meeting the reports mentioned under item 1,
 - 3) developing programmes and plans for the company's enterprise activity,
 - 4) developing and presenting the Supervisory Board for approval with the organisational structure of the company's enterprise,
 - 5) developing and presenting the Supervisory Board for approval with the principles of salary payment to the employees of the company's enterprise,
 - 6) developing and presenting the Supervisory Board with the motion relating to the donations made by the company,
 - 7) developing and presenting the Supervisory Board for acceptance with the motions relating to establishment of new enterprises by the company, forming companies/partnerships and joining existing ones as well as selling shares and stocks in other companies/partnerships and liquidating companies/partnerships,
 - 8) developing and presenting the Supervisory Board with the motion relating to the election of chartered accountant to audit the company's financial statements,
 - 9) developing and presenting the Supervisory Board with the motion for granting permission to sell the company's real property being the subject matter of the company's trading activity (developer contracts, joint ventures, etc),
 - 10) Developing and presenting the Supervisory Board with the motion relating to the terms and conditions of shares' purchase with the aim of redemption.

§ 4

1. The Management Board shall hold meetings in accordance with the Management Board's annual master work plan developed by the President of the Management Board until 15 January of each year and sent for information to the members of the Management Board.
2. The meetings may be additionally convened to discuss current issues by the President of the Management Board on other dates, in consultation with the members of the Management Board.
3. The meetings of the Management Board shall be chaired by the President of the Management Board, and during his/her absence by the Vice-president of the Management Board.
4. The President of the Management Board shall be obliged to convene a meeting of the

Management Board at the request in writing of the Management Board member on a different date.

§ 5

1. For validity of the Management Board's resolutions it shall be required to invite to the meeting all Management Board members and the presence of at least 2/3 of the members.
2. The Management Board shall pass resolutions by absolute majority of votes of the present members. In the event of a tie on vote, the meeting chairperson's vote shall be decisive.
3. The Management Board may pass resolution by means of voting in the written form.
4. The vote at the meeting shall be open. At the request of at least one of the present Management Board members, the meeting chairperson shall order a secret vote.

§ 6

The Management Board members may perform their rights and duties solely in person. In performing their functions, they shall be obliged to take care of the good reputation and appropriate safeguarding the Company's interests and maintaining trade and corporate secrets of the Company.

§ 7

Minutes shall be taken of the meetings of the Management Board. The minutes of the meeting shall be taken by one of the Management Board members or a non-member requested to carry out this task.

The minutes should contain the meeting's agenda, names and surnames of the Management Board members present, the number of votes cast in favour of individual resolutions and dissenting opinions. The minutes shall be signed by the Management Board members present.

§ 8

The allocation of duties among the members of the Management Board shall be determined on the basis of the current organisational chart of PROCHEM S.A.

§ 9

To issues not regulated herein the Charter of PROCHEM S.A. and the Commercial Companies Code shall apply.

§ 10

This Bylaw was approved at the meeting of the Management Board held on 12.05.2003 with all votes in favour hereof.