

CONSOLIDATED TEXT
OF THE ARTICLES OF ASSOCIATION
OF SECO/WARWICK S.A. of Świebodzin
“ARTICLES OF ASSOCIATION”

I. GENERAL PROVISIONS

Article 1

Andrzej Jan Zawistowski, Józef Olejnik, Witold Józef Klinowski, Janusz Henryk Gudaczewski, and Adam Wojciech Goliński representing SPRUCE HOLDING LLC, with registered office at 2711 Centerville Road Suite 400 in the City of Wilmington, County of New Castle, 19808, Katarzyna Stańczyk representing Jeffrey William Boswell, and Bolesław Kazimierz Rostkowski representing SW Poland Holding BV, a limited liability company with registered office at Postbus 990, 1000 AZ Amsterdam, as the founders, acting upon a resolution passed by the shareholders of SECO/WARWICK Sp. z o.o. on December 14th 2006 to change the company’s legal form, hereby resolve to establish a joint-stock company (the “Company”).

Article 2

1. The Company shall operate under the name of SECO/WARWICK Spółka Akcyjna.
2. The Company may use the abbreviated name of SECO/WARWICK S.A.

Article 3

The Company’s principal place of business shall be Świebodzin, Poland

Article 4

The Company has been established for an indefinite period.

Article 5

1. The Company shall operate in Poland and abroad.
2. The Company may establish branches and representative offices in Poland and abroad.
3. The Company may hold equity interests in companies based in Poland and abroad.

II. PRINCIPAL BUSINESS ACTIVITY

Article 6

1. The Company’s object is to operate a for-profit enterprise in Poland and abroad.
2. The Company’s business shall consist in:
 - 1) Manufacture of fabricated metal products, except machinery and equipment (PKD: 25),
 - 2) Manufacture of machinery and equipment n.e.c. (PKD: 28),
 - 3) Repair, maintenance, and assembly of machinery and equipment (PKD: 33),
 - 4) Wholesale trade, except motor vehicles and motorcycles (PKD: 46),
 - 5) Land transport and transport via pipelines (PKD: 49),
 - 6) Warehousing and support activities for transportation (PKD: 52),
 - 7) Computer programming, consultancy and related activities (PKD: 62),
 - 8) Activities of financial holding companies (PKD: 64.20.Z),
 - 9) Other financial service activities, except insurance and pension funding n.e.c. (PKD: 64.99.Z),
 - 10) Buying and selling of own real estate (PKD: 68.10.Z),
 - 11) Renting and operating own or leased real estate (PKD: 68.20.Z),
 - 12) Activities of head offices and holding companies except financial holding companies (PKD: 70.10.Z),
 - 13) Architectural and engineering activities; technical testing and analysis (PKD: 71),
 - 14) Scientific research and development (PKD: 72),

- 15) Advertising and market research (PKD: 73),
 - 16) Rental and leasing activities (PKD: 77),
 - 17) Employment activities (PKD: 78),
 - 18) Combined facilities support activities (PKD: 81.10.Z),
 - 19) Activities of collection agencies and credit bureaus (PKD: 82.91.Z).
3. The Company shall operate in Poland and abroad.

III. SHARE CAPITAL

Article 7

1. The Company's share capital shall be PLN 2,058,910.80 (two million, fifty-eight thousand, nine hundred and ten zloty, 80/100) and shall be divided into shares with a par value of PLN 0.20 (20/100) per share, including:
 - 1) 7,972,917 (seven million, nine hundred and seventy-two thousand, nine hundred and seventeen) Series A bearer shares,
 - 2) 1,155,803 (one million, one hundred and fifty-five thousand, eight hundred and three) Series B bearer shares,
 - 3) 904,207 (nine hundred and four thousand, two hundred and seven) Series D bearer shares,
 - 4) 261,627 (two hundred and sixty-one thousand, six hundred and twenty-seven) Series E bearer shares.
2. (repealed)
3. Conditional share capital increase of up to PLN 100,000 (one hundred thousand zloty) shall be permitted to enable the holders of Series B subscription warrants to exercise their rights to acquire up to 500,000 (five hundred thousand) Series E ordinary bearer shares. The right to acquire Series E shares shall be exercisable until December 31st 2016. The issue price of Series E shares shall be equal to their par value, i.e. PLN 0.20 (twenty grosz) per share.

Article 8

1. The Company shares may be cancelled upon the shareholder's consent through acquisition of the shares by the Company ("voluntary cancellation") or without the shareholder's consent ("compulsory cancellation"), in compliance with the provisions of the Commercial Companies Code.
2. Shares may be retired without a shareholder's consent by virtue of a resolution of the General Meeting if:
 - a. the shareholder has been declared bankrupt,
 - b. enforcement proceedings have been commenced with respect to the shares,
 - c. the common court of law has declared, in civil proceedings, that the shareholder acted to the detriment of the Company, or the shareholder has been convicted of a crime connected with acting to the detriment of the Company and the verdict is final and not appealable.
3. In the event of compulsory retirement of shares, the amount of compensation due for the retired shares shall not be less than the value of net assets per share, as disclosed in the financial statements for the preceding financial year, less the amount to be distributed among shareholders.
4. The General Meeting may retire all or part of the shareholder's shares at the shareholder's written request. In such a case, the value of the retired shares shall be determined by a resolution of the Company's General Meeting, with a proviso that the resolution shall be valid only if the shareholder requesting the retirement of the shares votes in favour of the resolution.
5. The Company may acquire its own shares for the purpose of retiring them or for other purposes set forth in Art. 362.1 of the Commercial Companies Code.
6. The General Meeting may authorise the Management Board to acquire the Company shares from the shareholders with a view to retiring them.

Article 9

1. The Company may issue registered shares or bearer shares.
2. The Company may issue bonds, including bonds conferring the right to participate in the Company's profits, convertible bonds, bonds with pre-emptive rights, and subscription warrants.

Article 10

Bearer shares in book-entry form may not be converted into registered shares.

Article 11

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IV. GOVERNING BODIES

Article 12

The governing bodies of the Company shall be:

1. the General Meeting,
2. the Supervisory Board,
3. the Management Board

A) GENERAL MEETING

Article 13

1. General Meetings shall be either annual or extraordinary.
2. An Annual General Meeting shall be convened by the Management Board by June 30th of each year.
3. If the Management Board fails to convene an Annual General Meeting by the prescribed deadline, the meeting may be convened by the Supervisory Board.
4. General Meetings may be held at the Company's registered office or at another location in Poland, as specified in the notice of the meeting.

Article 14

1. The right to convene an Extraordinary General Meeting shall rest with:
 - 1) the Management Board,
 - 2) the Supervisory Board – if it determines that convening such a meeting is advisable; or if the Management Board fails to convene an Extraordinary General Meeting within 14 days of the submission of a relevant request by the Supervisory Board or by shareholders representing at least one-twentieth of the share capital,
 - 3) shareholders holding at least half of the share capital or at least half of the total voting rights in the Company.
2. A shareholder or shareholders holding at least one-twentieth of the share capital may demand that an Extraordinary General Meeting be convened and that particular items be placed on the agenda of the meeting.

Article 15

1. The agenda for a General Meeting shall be determined by the Management Board.
2. The Management Board shall convene a General Meeting at a written request of at least one Supervisory Board member.
3. The Management Board shall include in the agenda for the next General Meeting all requests and proposals submitted in writing by a shareholder(s) holding at least one-twentieth of the share capital. A General Meeting convened at the request of a shareholder or shareholders should be held on the date indicated in the request unless the requesting shareholder or shareholders fail to observe the time limits provided for in applicable laws.
4. A General Meeting which has been convened at the request of the entitled parties or whose agenda includes matters requested by the entitled parties may be cancelled subject to the consent of such parties. A General Meeting may be cancelled in the same manner as it has been convened, not later than three weeks prior to its originally scheduled date. The procedure for changing the scheduled date of a General Meeting shall be the same as the procedure for cancelling the meeting, even if the proposed agenda is to remain unchanged.

Article 16

A General Meeting shall pass resolutions by an absolute majority of votes, unless the applicable laws or these Articles of Association require a qualified majority for a resolution to be validly passed.

Article 17

In addition to the matters specified in the mandatory provisions of the law (including Art. 393, Art. 394 and Art. 395 of the Commercial Companies Code), the following matters shall fall in the scope of powers of the General Meeting:

- 1) determination of the dividend record date,
- 2) appointment and removal from office of members of the Supervisory Board and determining their remuneration,
- 3) adoption of the Rules of Procedure for the Supervisory Board,
- 4) issue of convertible bonds or bonds with pre-emptive rights,
- 5) issue of subscription warrants,
- 6) creation, use and release of the Company's capital reserves and funds.

Article 18

A General Meeting shall be called to order by the Chair or the Deputy Chair of the Company's Supervisory Board. In their absence, the General Meeting shall be called to order by the President of the Management Board or a person appointed by the Company's Management Board.

Article 19

The General Meeting shall adopt rules of procedure governing the holding of its meetings.

B) SUPERVISORY BOARD

Article 20

1. The Supervisory Board shall be composed of five (5) members, appointed and removed from office by the General Meeting.
2. If the number of Supervisory Board members decreases during the term of office, as a result of the expiration of the Supervisory Board member's mandate, in particular as a result of resignation, death or expiry of mandate due to other reasons, the other members of the Supervisory Board may appoint a new member to fill the vacant seat on the Supervisory Board ("Co-opting"). Such new member of the Supervisory Board must be approved by the next General Meeting. The number of new members of the Supervisory Board so appointed may not exceed half of the minimum number of members of the Supervisory Board.

Article 21

The Supervisory Board shall act in accordance with the rules of procedure adopted by the General Meeting.

Article 22

1. Members of the Supervisory Board shall be elected for a joint three-year term of office.
2. At least two members of the Supervisory Board shall be independent.
3. An independent member of the Supervisory Board shall be a person who meets all of the following conditions:
 - a. The person is not, and in the last five years has not been, employed at the Company or its associate as a Management Board member (executive or managing director),
 - b. The person is not, and in the last three years has not been, employed at the Company or its associate; this condition does not apply if a member of the Supervisory Board is elected by trade unions or other employee representatives,
 - c. The person is not receiving and has not received any additional remuneration (of a significant amount) from the Company or its associates, apart from the remuneration due for serving on the Supervisory Board (non-executive director). Such additional remuneration includes, in particular, participation in a stock option scheme or another performance-based scheme. It does not include fixed payments under a pension scheme (including deferred remuneration) for prior work at the Company (provided that continued employment is not required to receive such remuneration),

- d. The person is not a shareholder holding, directly or indirectly, shares conferring the right to at least 1% (one per cent) of total voting rights at the General Meeting,
 - e. The person is not a representative of a shareholder holding, directly or indirectly, shares conferring the right to at least 1% (one per cent) of total voting rights at the General Meeting,
 - f. The person does not have, and has not had in the last year, any material commercial relationship with the Company or its associates, directly or indirectly, as a partner, shareholder, director or a senior member of a governing body of an entity having such relationship. The term “commercial relationship” shall include a situation where the person is a significant supplier of goods or services (including financial, legal, advisory and consultancy services), a significant customer or organisation receiving substantial funds from the Company or its Group,
 - g. The person is not, and in the last three years has not been, a shareholder or employee of the present or former auditors of the Company or its associates,
 - h. The person is not a member of the Management Board or Supervisory Board (executive or managing director) in any other company where a member of the Company’s Management Board is a Supervisory Board member (non-executive director), and does not have any material relationship with the members of the Company’s Management Board through participation in other companies or bodies,
 - i. The person has not been a member of the Company’s Supervisory Board for more than three terms of office (or more than twelve years),
 - j. The person is not a close relative of any member of the Management Board (executive or managing director) or any of the persons referred to in items a)–i) hereof.
4. Further, all members of the Supervisory Board shall meet all of the following conditions:
- a. They shall have a full capacity to enter into legal transactions,
 - b. They shall hold an academic degree,
 - c. They shall have adequate knowledge of and professional experience in finance, management, law or sectors in which the Company operates,
 - d. They shall be able to devote the time necessary to perform their duties as a Supervisory Board member,
 - e. They shall not be convicted of an intentional offence or fiscal offence, save for offences prosecuted by private action,
 - f. In the period of ten years before the date of voting on the person’s appointment as member of the Supervisory Board, they have been granted approval of performance of duties as member of any governing body of a legal person or an unincorporated organisation,
 - g. They have not been banned from conducting business activities for their own account or from acting as an agent or proxy of an enterprise, or as a member of the supervisory board or the audit committee of a joint-stock company, a limited liability company or a cooperative.

Article 23

1. The Supervisory Board shall appoint the Chair and the Deputy Chair from among its members.
2. For the appointment to be valid, an absolute majority of votes cast at the Supervisory Board meeting shall be required.

Article 24

A resolution of the Supervisory Board shall be valid only if a written notice has been delivered to all Supervisory Board members at least seven days prior to a Supervisory Board meeting, unless all Supervisory Board members attend a given Board meeting and none of them objects to the adoption of the resolutions proposed in the agenda.

Article 25

Resolutions of the Supervisory Board shall be adopted by a simple majority of votes cast by the Supervisory Board members present at the meeting. In the event of a voting tie, the Chair of the Supervisory Board shall have the casting vote.

Article 26

Supervisory Board's resolutions may be voted on by casting a vote in writing or using means of remote communication. Detailed rules for adopting resolutions with the use of means of remote communication shall be set forth in separate rules of procedure adopted by the Supervisory Board.

Article 27

The Supervisory Board may delegate its members to individually perform specific supervisory tasks.

Article 28

- 1) A meeting of the Supervisory Board shall be convened by the Chair or Deputy Chair.
- 2) The first meeting of the Supervisory Board comprising newly appointed members shall be convened by the Management Board within one month from the appointment of the new members to the Supervisory Board.
- 3) A Supervisory Board meeting may also be convened upon request of a Supervisory Board member or upon request of the Management Board.
- 4) The Management Board members shall participate in the Supervisory Board meetings. The Management Board members shall be notified of Supervisory Board meetings in accordance with the procedure set forth in Art. 24.
- 5) In performing its duties, the Supervisory Board may use the services of external experts. The Company shall cover the costs of the experts' services.

Article 29

- 1 In addition to the powers specified in Art. 382 of the Commercial Companies Code, the scope of powers of the Supervisory Board shall include:
 - 1) determining the number of Management Board members, appointing and removing from office of Management Board members, and determining their remuneration,
 - 2) approving the Company's annual budget,
 - 3) granting voting rights to pledgees or usufructuaries of shares,
 - 4) granting approval to incur a liability or to dispose of an asset for an amount exceeding PLN 15,000,000.00 (fifteen million),
 - 5) adopting the Rules of Procedure for the Management Board,
 - 6) appointing a qualified auditor,
 - 7) approving agreements executed with business entities in which members of the Management Board of the Company or of the Company's subsidiary undertakings are partners, shareholders (if their holdings confer the right to at least 3% (three per cent) of total voting rights at general meetings of such entities), members of the governing bodies of these entities, representatives or proxies, save for agreements executed with entities in which the Company holds an equity interest,
 - 8) other activities reserved for the Supervisory Board relating to the management incentive scheme,
 - 9) granting consent to the Company's concluding an agreement with a shareholder holding at least 5% of total voting rights at the Company's General Meeting or with the Company's related party, where such agreement is not a standard transaction executed by the Company on arm's length terms with entities in the Company's Group in the course of business.
3. In the case referred to in Art. 379.1 of the Commercial Companies Code, declarations of will or statements of awareness shall be given by the Chair of the Supervisory Board or by another Supervisory Board member authorised to do so under a Supervisory Board resolution.

C) MANAGEMENT BOARD

Article 30

1. Subject to Art. 30.3 hereof, the Management Board shall be composed of two (2) to seven (7) members appointed by the Company's Supervisory Board, including president, vice-president and members of the Management Board. The Supervisory Board may appoint any number of vice-presidents.
2. The Management Board members are appointed by the Supervisory Board for a joint three-year term of office.

3. Each Management Board member may individually incur a liability or dispose of a right for an amount of up to PLN 200,000.00 (two hundred thousand) or an equivalent thereof.
4. Declarations (representations) may be made on behalf of the Company and liabilities may be contacted or rights disposed of (in both cases, with a value exceeding the equivalent of PLN 200,000 thousand (two hundred thousand zloty)) on behalf of the Company by two Management Board members acting jointly or one Management Board member acting jointly with a sole or joint commercial proxy.
5. The Management Board shall act in accordance with the Rules of Procedure approved by the Supervisory Board at the request of the Management Board.

Article 31

1. The powers of the Management Board shall include all matters which do not fall within the exclusive scope of competence of the General Meeting or the Supervisory Board.
2. A decision to acquire or dispose of real estate, perpetual usufruct right to or an interest in real estate, shall rest exclusively with the Management Board and shall require approval by the General Meeting.

V. MANAGEMENT OF THE COMPANY'S BUSINESS

Article 32

By virtue of a resolution, the General Meeting may create a capital reserve(s) and define the rules for creating and managing such reserves.

Article 33

1. The organisation of the Company shall be defined in the organisational rules of procedure adopted by the Management Board.

Article 34

The financial year of the Company shall be the calendar year.

Article 35

1. The Company's net profit may be applied in particular towards:
 - 1) reserve funds,
 - 2) capital reserves,
 - 3) dividend to shareholders,
 - 4) other purposes specified in a resolution passed by the General Meeting.
2. The dividend record date and the dividend payment date shall be determined by the General Meeting. The dividend payment date should fall within eight weeks from the date of passing a resolution on distribution of profit.
3. The Management Board may distribute interim dividend to shareholders if the Company has sufficient funds to do so. The payment of interim dividend shall require approval by the Supervisory Board.

VI. FINAL PROVISIONS

Article 36

Matters not provided for in these Articles of Association shall be governed by the applicable provisions of the Commercial Companies Code.