

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF PAYU SPOLKA  
AKCYJNA**

**General provisions**

**§1**

1. The Company shall operate under business name **PayU Spolka Akcyjna**.
2. The Company may use the abbreviated business name of **PayU S.A.**

**§2**

1. The Company shall be based in Poznan.
2. The Company shall carry on its business within the territory of the Republic of Poland and abroad.

**§3**

The Company's duration shall be for unlimited time.

**§4**

1. The Company may form and run branches and representative offices both in Poland and abroad.
2. Under the resolution of the Management Board the Company may form independently or together with other entities cooperatives, civil law partnerships and commercial law partnerships and companies and other legal entities in the Republic of Poland and abroad as well as purchase or alienate other participation titles in companies.

**§5**

The following persons and entities shall be the Company's founders:

- a) QXL Holding B.V. based in Amsterdam, Rokin 55, 1012 KK, Amsterdam, Holland;
- b) QXL ricardo pic based in Londyn at The Matrix Complex, Peterborough, Road London, SW6 3BU, Great Britain.

**II.**

**Object of the Company's business**

**§6**

The Company shall carry' on the following business:

1. Wireless telecommunications activities, excluding satellite telecommunication (PKD 61.20.Z),
2. Other telecommunication services (PKD 61.90.Z),
3. Other financial intermediation (PKD 64.19.Z),

4. Other forms of granting loans (PKD 64.92.Z),
5. Financial market management (PKD 66.11.Z).
6. Other activities auxiliary to financial services, excluding insurance and pension funds (PKD 66.19.Z),
7. Lease and management of own or leased real estate property (PKD 68.20.Z),
8. IT consultancy services (PKD 62.02.Z),
9. Software services (PKD 62.01.Z),
10. Other software publishing services (PKD 58.29.Z),
11. Other information technology and computer services (PKD 62.09.Z),
12. Data processing, hosting and related services (PKD 63.11.Z),
13. Web portals (PKD 63.12.Z),
14. Other information services, not classified elsewhere (PKD 63.99.Z),
15. Advertising (PKD. 73.1),
16. Other professional, scientific and technical activity, not classified elsewhere (PKD 74.90.Z).

### **III.**

#### **The share capital**

##### **§7**

1. Company's share capital shall amount to 7,789,000 (say: seven million seven hundred and eighty nine thousand) zloty and shall be divided into 77,890 (say: seventy seven thousand and eighty nine hundred) ordinary registered shares with the nominal value of 100.00 (say: one hundred) zloty each.
2. All the Company shares shall be registered shares and shall not be converted into bearer shares.
3. The Company issued the shares of the following series:
  - 40,000 (say: forty thousand) A-series ordinary registered shares numbered from A 000 001 to A 040 000,
  - 9,440 (say: nine thousand and four hundred and forty) B-series registered ordinary shares numbered from B 000 001 to B 009 440.
  - 15,303 (say: fifteen thousand and three hundred three) C-series registered ordinary shares numbered from C 000 001 to C 015 303,
  - 13,147 (say: thirteen thousand and one hundred forty seven) D-series registered ordinary shares numbered from D 000 001 to D 013147.
4. The share capital shall be paid up in full, up to the nominal value of the shares, in cash by 15 January two thousand and seven (15.01.2007).
5. [deleted].

##### **§8**

1. Alienation of Company's registered shares shall require the consent of the Company.
2. The consent to alienation of the registered shares shall be granted by the Shareholders' Meeting in the form of a resolution adopted with the absolute majority of votes.
3. The shareholder shall notify the Company in writing intention to dispose of registered shares, stating

the number of shares offered for disposal, the purchase price offered and the person of the proposed purchaser. Along with the notification, the shareholder is required to submit to the Company a registration certificate, as referred to in Article 328<sup>6</sup> of the Commercial Companies Code, for the shares proposed for disposal (the "**Registration Certificate**"). The Registration Certificate shall be in writing, that is, it shall contain the signature of a person authorized to issue on behalf of the issuer of the Registration Certificate and with a term of validity of at least 3 (three) months from the date of notification to the Company of the intention to dispose of the shares.

4. Within 14 (fourteen) days from receiving the notification referred to in Subs. 3, the Management Board shall convene Extraordinary Shareholders' Meeting putting on the agenda for such Shareholders' Meeting the adoption of the resolution connected with granting of the consent to alienation of shares on the conditions defined in this notification. The date of holding such Shareholders' Meeting referred to in the first sentence of this paragraph, shall be set by the Management Board in such a way so that it will fall within 28 (twenty-eight) days from receiving the notification referred to in Subs. 3 above.
5. If the Extraordinary Shareholders' Meeting, convened in accordance with the provisions of Subs. 4 does not grant the consent to alienation of the shares, then the Management Board shall, within 14 (fourteen) days from the date of holding such Shareholders' Meeting, indicate by way of resolution another purchaser, purchase price and price payment date (unless the Shareholders' Meeting decides to state this information on its own in the resolution referred to in Subs. 4). The share purchase price shall be equal to the purchase price defined in the notification referred to in Subs. 3 and price payment date shall be 21 days from the day of adopting relevant resolution indicating the purchaser.
6. If the Extraordinary Shareholders Meeting fails to take a position within 28 (twenty-eight) days from the date of receipt by the Company of the notification referred to in Subs. 3, or the Management Board does not adopt the resolution referred to in Subs. 5 within the period specified therein, or the purchaser designated in accordance with the provisions of Subs. 5 does not conclude an agreement with the shareholder for the disposal of shares on the terms and conditions specified in the relevant resolution before the expiration of the deadline set as the deadline for payment of the entire purchase price, then the shareholder shall be entitled to collect the Registration Certificate from the Company and to dispose of the shares to the person and on the terms and conditions specified in the notification referred to in Subs. 3. Until the purchaser indicated in the relevant resolution pays the entire purchase price or until the shareholder resigns from the intention to dispose of the shares, the Registration Certificate shall remain with the Company. In the event that the shares are sold to the purchaser designated in accordance with the provisions of Subs. 5, the Registration Certificate shall be issued to the purchaser.

## §9

1. Shares may be redeemed with the shareholder's consent by way of their acquisition by the Company (voluntary redemption).
2. Share redemption shall require the resolution of the General Meeting of Shareholders. Such a resolution of the General Meeting shall define in particular the legal basis for redemption, the amount of the remuneration payable to the Shareholder holding the redeemed shares or justification of share

redemption without remuneration and the way of decreasing the share capital.

3. Share redemption may not result in decrease in the share capital below the amount of 4.000.000,00 zł (say: four million zloty).
4. Voluntary redemption shall not be made more often than once an accounting year.

#### **IV. COMPANY'S GOVERNING BODIES**

##### **§10**

Company's governing bodies shall include:

- a) General Meeting of Shareholders,
- b) Supervisory Board,
- c) Management Board.

##### **A. General Meeting of Shareholders**

##### **§11**

1. The General Meeting of Shareholders shall sit as an Ordinary Meeting or Extraordinary Meeting.
2. The General Meeting shall be convened by the Management Board at its own initiative or at the request of the Supervisory Board as well as at the request of the shareholders if they represent at least one twentieth part of the share capital.
3. If the Management Board fails to convene within the time limit provided for by the law Ordinary Shareholders' Meeting or fails to convene the Extraordinary Shareholders' Meeting within two weeks from receiving the request of the Supervisory Board or an authorized group of shareholders, the person submitting the request shall have the right to independently convene the Shareholders' Meeting.
4. The Management Board shall set the date of Shareholders' Meeting convened at the request of the authorized person within 2 months from receiving the request.
5. Annual General Meeting shall be held in the Company's registered office or in Warsaw.

##### **§12**

1. Shareholders shall have the right to vote at the Shareholders' Meeting according to the rule that one share shall give the right to one vote.
2. Shareholders may participate in the General Meeting and exercise the right to vote in person or by their attorneys.
3. The power of attorney for the attorney to participate in Shareholders' Meeting shall be granted in writing.

**§13**

1. Resolutions of the General Meeting shall be adopted with an absolute majority of votes unless the provisions of the Code of Commercial Companies and Partnerships state otherwise.
2. Shareholders' Meeting may adopt resolutions only on the issues included in the agenda unless the whole share capital is represented at the Shareholders' Meeting and none of the present participants lodged an objection to adopting the resolution. The shareholders' meeting may adopt resolutions irrespective of the number of present shareholders and represented shares.
3. The following issues shall, besides other issues mentioned in the Code of Commercial Partnerships and Companies and Company's Memorandum and Articles of Association, require the resolution of the General Shareholders' Meeting:
  - a) review and ratification of the Management's report on Company's operation, financial
  - b) statements for the preceding accounting year and granting the vote of confidence to members of Company's bodies in approval of the performance of their duties,
  - c) decisions on claims for remedying any losses done during Company formation,
  - d) management or supervision,
  - e) disposal and lease of Company's enterprise or its independently organized parts and
  - f) encumbering them with any limited rights in rem,
  - g) [deleted]
  - h) real estate property,
  - i) issue of convertible bonds or bonds with pre-emptive rights and subscription warrants,
  - j) referred to in S. 453 § 2 of the Code of Commercial Partnerships and Companies,
  - k) purchase of own shares in the case referred to in S. 362 § 1(2) of the Code of
  - l) Commercial Partnerships and Companies and authorization to purchase them in the case referred to in 362 §1(8) of the Code of Commercial Partnerships and Companies,
  - m) conclusion of the contract referred to in S. 7 of the Code of Commercial Partnerships
  - n) and Companies,
  - o) the transfer of intellectual property rights and granting exclusive licence (concluding
  - p) contracts on granting exclusive authorizations) to use intellectual property rights owned by the Company,
  - q) establishing mortgage and other encumbrance on the real estate or its parts, erection of
  - r) buildings and other structures,
  - s) alienation and purchase of shares of other companies.
  - t) 1. The shareholders' meeting shall be opened by the President of the Management Board and in case the President of the Management Board was not appointed, by any member of the Management Board whereby the Chairman of the Meeting shall be elected from among the persons authorized to vote.
4. The shareholders' meeting shall be opened by the President of the Management Board and in case the President of the Management Board was not appointed, by any member of the Management, by any member of the Management Board whereby the Chairman of the Meeting shall be elected from among the persons authorized to vote.

## **B. Supervisory Board**

### **§14**

1. The Supervisory Board of the Company shall consist of three to seven members.
2. Members of the Supervisory Board shall be appointed and dismissed by the Shareholders' Meeting for the period of common three-year tenure. Members of the first Supervisory Board shall be appointed by the Company founders.
3. A member of the Management Board, commercial representative, liquidator, head of the branch or department and the main accountant employed in the Company, a legal advisor or a barrister or another person supervised directly by the member of the Management Board or the liquidator shall not be at the same time a member of the Supervisory Board.

### **§15**

1. The Supervisory Board shall elect from among its members the Chairman of the Supervisory Board and his deputy.
2. The members of the Supervisory Board shall perform their rights and duties in person.
3. Sessions of the Supervisory Board shall be convened and chaired by the Chairman of the Supervisory Board and in his absence, by the Deputy Chairman of the Supervisory Board.
4. Every member of the Supervisory Board shall have the right to convene and open the first session of the newly elected Board. The member of the Supervisory Board who convened the first session of the newly elected Board shall chair it till a new Chairman of the Supervisory Board is elected.
5. The session of the Supervisory Board shall be convened also at the request of a member of the Supervisory Board or at the request of the Management Board.

### **§16**

1. The Supervisory Board may adopt resolutions if at the session at least half of its members is present and all the members were invited.
2. Supervisory Board members may take part in adopting Supervisory Board resolutions by casting their vote in writing by and through another Supervisory Board member.
3. The Supervisory Board may also adopt resolutions in writing or by way of remote direct communication means, on condition that all the members of the Supervisory Board have been notified of the content of the resolution draft.

### **§17**

1. Supervisory Board shall adopt resolutions by absolute majority of votes.
2. Suspension of a member of the Management Board shall require a unanimous resolution of the Supervisory Board.
3. In case of a tie vote, the vote of the Chairman of the Supervisory Board shall be decisive.
4. The Supervisory Board may delegate particular members to individual performance of supervisory

activities.

5. The Supervisory Board may adopt its Regulations.
6. Particular responsibilities of the Supervisory Board shall include assessing financial statements of the Company and Management Board's report on Company's operation with respect to their compliance with the books of account and documents as well as the facts and applications of the Management Board concerning the profit distribution or loss coverage. In order to fulfill its duties, the Supervisory Board may inspect all the Company documents, demand from the Management Board and employees reports and explanations and inspect the status of the Company's property. Additionally conclusion, amendment or termination of essential contracts with related entities shall require the approval of the Supervisory Board.
7. The approval of the Supervisory Board shall not be required for the Company to enter into a transaction with a parent company, subsidiary or affiliated company, the value of which, when aggregated with the value of transactions entered into with the same company, during the fiscal year, exceeds 10% of the Company's total assets within the meaning of the accounting regulations, as determined on the basis of the Company's last approved financial statements.

### **C. Management Board**

#### **§18**

1. The Company's Management Board shall consist of 1 (one) to 6 (six) members.
2. Members of the Management Board shall be appointed and dismissed by the Shareholders' Meeting for the period of common three-year tenure. Members of the first Management Board shall be appointed by the Company founders.
3. Unless the resolution of the Shareholders' Meeting provides otherwise, the Management Board may elect the President of the Management Board from among its members. The President of the first Management Board shall be elected by the Company founders.
4. (deleted).

#### **§19**

To make statements on Company's behalf two Company's Management Board members or one member of the Management Board together with a commercial representative shall act jointly.

#### **§20**

1. Sessions of the Management Board shall be convened and chaired by the President of the Management Board and if the President of the Management Board is not appointed, any member of the Management Board.
2. If the Shareholders' Meeting failed to elect the President of the Management Board by way of resolution indicated in § 18(3), each member of the Management Board shall be entitled to convene and open the session of the Management Board.

3. Management Board were properly informed about the session of the Management Board.
4. Management Board resolutions shall be adopted with absolute majority of votes.
5. In case of a tie vote, the vote of the President of the Management Board, if elected, shall be decisive.
6. Every member of the Management Board may, without a prior resolution of the Management Board, run the affairs not exceeding the scope of ordinary management of the Company unless any of the remaining members of the Management Board objects to a given action and requires adoption of a resolution of the Management Board in this aspect.

## **§21**

1. The Management Board shall act independently in all issues, except for those which by law are reserved for other bodies or under this Memorandum and Articles of Association were delegated to other bodies or require their consent.
2. The Management Board may adopt its Regulations.
3. Article 380<sup>1</sup> § 1 and 2 of the Commercial Companies Code shall not apply.
4. The Company's Management Board is authorized to pay shareholders an interim dividend in anticipation of the dividend to be paid at the end of the fiscal year, provided that the Company has sufficient funds to make such a payment.
5. The payment of an interim dividend requires the approval of the Supervisory Board.
6. The Company may pay an interim dividend if the approved financial statement for the previous fiscal year indicates a profit.
7. An interim dividend may not exceed half of the profit earned from the end of the previous fiscal year, as reported in the financial statement audited by a statutory auditor, increased by reserve capitals created from the profit that the Management Board allocate for the payment of interim dividends, and reduced by any outstanding losses and treasury shares.
8. The specific terms and conditions for an interim dividend payment are determined by the Management Board, in accordance with applicable law.

## **V.**

### **Company management**

## **§22**

1. The period from 1 April of a given calendar year till 31 March of the next calendar year shall be the accounting (and tax) year of the Company subject to Subs. 2.
2. The first accounting year of the Company shall last from the day it was formed till 31 December 2007. As a result of the change of the accounting year (and tax year), the second accounting year of the Company shall last from 1 January 2008 to 31 March 2009.
3. The Company performs the Company's monetary obligations to shareholders from their rights under the shares without the intermediation of the entity maintaining the shareholder register. The provision of Article 328<sup>10</sup> of the Commercial Companies Code shall not apply.

**VI**  
**Final Provisions**

**§23**

1. In matters not regulated herein the applicable provisions of the Code of Commercial Companies and Partnerships shall apply.
2. The costs of forming the Company amounting to about 35.000,00 zł (say: thirty-five thousand zloty) and of making this notarial deed shall be borne by the Company.