

The statement on the application of corporate governance in Remak S.A.

The Company is subject to the principles of corporate governance adopted by the Supervisory Board of the WSE on 4 July 2007 under the name: Code of Best Practice of WSE Listed Companies. The complete text of the set of principles is available on the Company's website www.remak.com.pl under the tab: Investor Relations and on the website devoted to these rules: www.corp-gov.gpw.pl.

Presenting the principles of corporate governance included in the document "Code of Best Practice of WSE Listed Companies" which were not applied by Remak S.A. in 2009 and stating the reasons for not applying particular principles.

Item	Principle	Comment by Remak S.A.
I. Recommendations concerning good practices of listed companies		
1.	The Company should carry out transparent and effective information policy, both using traditional methods and with use of modern technologies providing quickness, safety and wide access to information. The Company, using these methods of communication in a widest possible scope, should ensure proper communication with investors and analysts, enable broadcasting of annual general meeting sessions via the Internet, record the course of the session and publish it on its website.	In accordance with this principle, the Issuer should enable to broadcast the session of Annual General Meeting via the Internet, record the course of the session and publish it on its website. In the assessment of the Management Board the so-far conducted course of the Issuer's Annual General Meetings does not point to the need of such transmitting or recording in the purpose of providing a wider access to information among market participants. At the same time, the Management Board declares that in case of notification of such a need on the side of shareholders or members of the Supervisory Board in proper advance, the Management Board will put all its efforts to introduce this principle.
5.	Remunerations of members of the company bodies should relate to the scope of works and responsibility following from performed function, they should correspond to the size of the company and be reasonably related to its economic results.	The above principle is not fully applied. The Company in accordance with the resolution of the annual general meeting which determined the remuneration principles, implements the principle applied in the capital group Mostostal Warsaw, pursuant to which members of the Supervisory Board being employees of a company which belongs to Mostostal Warsaw capital group do not obtain remuneration for performing their function in the Supervisory Board.

II. Best practices implemented by management boards of listed companies.		
1.6	Annual reports from the activity of the Supervisory Board with consideration to the work of its committees, together with the assessment of the work of the supervisory board, a system of internal control and a system of risk management significant for the company,	According to this principle, annual report from the activity of the supervisory board with consideration to the work of its committees should be also published on the company's website. As there were no committees created within the Supervisory Board, it is not possible to include their work in the reports from the activity of the Supervisory Board for 2009.
2.	The Company ensures the functioning of its website in the English language, at least in the scope defined in part II item 1. This principle should be applied since 1 January 2009 at the latest.	The above principle was not applied in the Company in 2009. Currently final works are carried out related to implementing the website in the English language. The announcement on applying this principle of Best Practices should appear in the I quarter of 2010.

Item	Principle	Comment by Remak S.A.
III. Best practices applied by members of supervisory boards.		
6.	At least two members of the supervisory board should meet the criteria of independence from the company and the entities which are significantly affiliated with the company. In the scope of the independence criteria of supervisory board members, Attachment II to the Recommendation of the European Commission of 15 February 2005 should be applied, concerning the role of non-executive directors or being the members of supervisory board of listed companies and commissions of the (supervisory) board. Irrespective of the provisions of item b) above of the said Attachment a person being an employee of the company, subsidiary or an affiliated entity may not be deemed as meeting the independence criteria referred to in this Attachment. Besides, the relation with a shareholder excluding the condition of independence of the supervisory board member within the meaning of this principle is also understood as actual and material relation with a shareholder exercising the right to vote amounting to 5% and more at a general meeting.	The principle is not applied. The reason is the fact that the Company has a strategic shareholder who has sufficient knowledge and experience in exercising effective and proper owner's supervision by its own representatives, whose knowledge and qualifications can be trusted upon. Personal composition of the Company's Supervisory Board properly secures the interests of all groups of shareholders.

7.	At least one audit committee should operate within the supervisory board. The committee should be composed of at least one member independent from the company and its affiliated entities, competent in the field of accounting and finances. In the companies whose supervisory board is composed of the minimum number of members required by law the tasks of the committee may be fulfilled by the supervisory board.	This principle is not applied in relation to not using the Principle No. 6. Nevertheless, as the Supervisory Board is composed of a minimum number of members required by law, the tasks of the audit committee will be performed by the Supervisory Board.
8.	In the scope of tasks and functioning of the committees operating in the supervisory board Attachment No. I to the Recommendation of the European Commission as of 15 February 2005 should be applied concerning the role of non-executive directors (...).	This principle is not followed in relation to not applicability of Principles No. 6 and 7.
I. Best practices applied by shareholders		
1.	The representatives of media should be given the possibility of participating at general meetings.	The principle is not and will not be applied. People entitled to participate and serve at the AGM participate at general meetings of Company's shareholders. The Company does not see the need to introduce additional obligations for shareholders related to special enabling of participation at AGM to representatives of the media. Binding regulations of the law, including the 19 October 2005 Resolution of the Minister of Finance on current and periodical reports submitted by issuers of securities are sufficient to regulate the execution of the information duties binding for listed companies in the scope of openness and transparency of the issues being the subject of AGM sessions. In case of any questions related to AGM directed to the Company by the representatives of the media, the Company shall immediately provide proper responses.

Description of main qualities of the internal control systems applied in the company and risk management systems related to the process of preparing financial statements.

The Company applies the internal control systems in the scope of keeping its financial and accounting reports, which enables reliable and clear presentation of its economic and financial position. The Company possesses the documentation describing the adopted accounting principles specifying the methods of valuation of assets and liabilities and setting the financial result as well as the manner of keeping accounting books and the system of data protection and collection.

The adopted accounting principles are applied on a permanent basis ensuring the comparability of financial statements, using the principle of continuity of operations and prudent valuation.

Financial statements of the Company are subject to review by authorized entities chosen pursuant to a Supervisory Board resolution. They are also subject of publication required by the regulations of the law.

Remak S.A. keeps accounting books in the IT system FK by Infra sp. z o.o. The system is protected with a password against unauthorized access and functional access restrictions. The structure of the system ensures a transparent division of competences, cohesion of operational records in the books and controls between reporting, general and auxiliary books. High flexibility of the system allows for its current adjustment to changing accounting principles and other legal standards.

Presenting the shareholders possessing, directly or indirectly, significant packages of shares.

Detailed list	31 December 2009
1. Mostostal Warszawa SA	1,179,235 shares/votes i.e. 39.31% votes at AGM
2. Legg Mason Zarządzanie Aktywami SA	530,842 shares/votes i.e. 17.69% votes at AGM
3. Mostostal Plock S.A.	300,050 shares/votes i.e. 10.00% votes at AGM
4. PTE PZU S.A. on behalf of OFE PZU "Złota Jesień"	189,650 shares/votes i.e. 6.32 % votes at AGM

The company did not issue securities granting special control entitlements. There are no restrictions related to exercising the right to vote or the right of assignment related to securities ownership.

Description of the principles related to appointing and removing managing persons and their entitlements.

The principles of appointing and removing the managing personnel and their entitlements follow from the Company's Articles of Association.

The President of the Management Board is appointed and removed by the Supervisory Board. The remaining members of the Management Board are appointed and removed by the Supervisory Board on the motion of the President of the Management Board. A General Meeting can also remove or suspend a member of the Management Board. A member of the Management Board can be removed only for a serious reason.

Description of changes in the Articles of Association or in the Issuer's company deed.

Any amendments in the Company's Articles of Association require a resolution of AGM.

Description of the manner of operation of a general meeting and its crucial entitlements; shareholders' rights and manner of exercising these rights.

Annual General Meeting of Shareholders is the supreme authority of the Company. It operates pursuant to the commonly binding regulations, in particular the Commercial Companies Code, Company's Articles of Association and the adopted By-laws of AGM. The content of the Articles of Association and the By-laws is available on the Company's website www.remak.com.pl.

The competencies of the Annual General Meeting include in particular: reviewing and approving annual financial statements, adopting resolutions on the allocation of profit or covering for the losses and acknowledging the fulfilment of duties by members of the Company's bodies, changes in the Company's Articles of Association including increasing and decreasing of share capital, appointment and dismissal of members of the Supervisory Board and settling their remuneration.

Members of the Management Board and the Supervisory Board should participate at the Annual General Meeting.

The course of the Annual General Meeting is managed by the Chairman in accordance with the adopted agenda, regulations of the law, the Articles of Association and By-laws, with preservation of the rights and interest of all participants of the Annual General Meeting. The Chairman cannot remove any issues included in the agenda on his own, change the sequence of its particular items or introduce subjects not included in the agenda to the session.

Each participant of the General Meeting has the right to pose questions to the Management Board and the Supervisory Board in matters not included in the agenda in the scope of currently discussed issue. Members of the Management Board and Supervisory Board – each within the limits of their competencies – are obliged to provide answers to posed questions, in the scope necessary to solve the matters discussed by the Annual General Meeting.

The shareholders of the Company execute their corporate rights in the manner and within the limits set by the commonly binding regulations, the Company's Articles of Association and the By-laws of the Annual General Meeting. All shares are bearer shares. Each share bears the right to one vote. There are no restrictions in exercising the right to vote on shares of the Company and no shareholder possesses special control rights towards the Company.

Personal composition, the changes which occurred within the last financial year and the description of operations of managing, supervising and administrative bodies of the company and their committees.

Personal composition of managing and supervising bodies of Remak S.A.as for 31 December 2008.

- The Management Board:
 - Marek Brejwo - President
 - Aleksandra Kowalska – Vice-President
 - Adam Rogala – Vice-President
 - Zbigniew Cudek – Vice-President

- Supervisory Board:
 - Tadeusz Szymański
 - Miguel Vegas Solano
 - Barbara Gronkiewicz
 - Andrzej Sitkiewicz
 - Wiesław Wilczyński

In 2009 the composition of the Supervisory Board of the Company was changed.

As of 20 October 2009 Mr. Jarosław Popiołek resigned from his function of Supervisory Board member. On 21 October 2009 pursuant to a resolution on Extraordinary General Meeting of Shareholders Mr. Wiesław Wilczyński was appointed a member of the Supervisory Board.

The competencies of the Management Board include all matters not reserved as the competencies of Annual General Meeting or Supervisory Board. The manner and the description of activities of the managing bodies are set forth in the Commercial Companies Code, the Company's Articles of Association and the By-laws of the Management Board. The content of the By-laws of the Management Board is available on the Company's website www.remak.com.pl. Particular members of the Management Board manage the areas of the Company's activity entrusted to them and their work is co-ordinated by the President of the Management Board.

The Supervisory Board of the Company performs its activities on the basis of Commercial Companies Code, the Company's Articles of Association, resolutions of the Annual General Meeting and the By-laws of the Supervisory Board. The content of the By-laws of the Supervisory Board is available on the Company's website www.remak.com.pl. The term of office of the Supervisory Board lasts three years, and the remunerations for members of the Supervisory Board are determined by Annual General Meeting. The Supervisory Board exercises permanent supervision over the Company's activities. Annually, the Board submits its concise assessment of the Company's situation to the Annual General Meeting. The competencies of the Supervisory Board include in particular representing of the Company in contracts and disputes between the Company and members of the Management Board, approving the By-laws of the Management Board, settling the remuneration principles for members of the Management Board, choice of the auditor and giving opinions concerning the Management Board's motions directed to the sessions of Annual General Meeting.

No committees were appointed within the Management Board of the Company; and the Supervisory Board in a resolution dated 18 December 2009 decided it would perform the tasks of the audit committee.

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