

## ASG: Notification on material event

### Nominee to the Supervisory Board of Avia Solutions Group AB

Avia Solutions Group AB (hereinafter 'the Company' or 'ASG') from one of the shareholders of the Company, ING Otworthy Fundusz Emerytalny, which holds 6.62 per cent of the Company's shares and votes, received a proposal of the nominee to the vacancy of the Supervisory Board of the Company.

As a shareholder of Avia Solutions Group AB ING Otworthy Fundusz Emerytalny proposes to the Ordinary Annual General Meeting of Shareholders to be held on 29 April 2011 in Vilnius, Lithuania, the following nominee to be elected to the Supervisory Board of Avia Solutions Group AB:

**Mr. Dariusz Formela** (independent candidate).

The Nomination and Remuneration Committee of the Supervisory Council of the Company on the basis of the received data and attached Curriculum Vitae evaluated the experience and education of the nominee to the vacancy of the Supervisory Board of the Company.

In order to guarantee that shareholder's interests and aims of the Company shall be represented respectfully, fairly and properly the Nomination and Remuneration Committee of the Company provides the shareholders of the Company with the necessary information about this candidate to the Supervisory Board:

Name, surname (year of birth): **Dariusz Formela** (born in 1974);

Information about education: University of Gdansk, Faculty of Law and Administration (1993-1998); MBA from University of Bradford (2004-2006); postgraduate studies: Powers of members of supervisory boards in state-owned companies (state exam), Study for Investment Advisors and Securities Analysts, Business Development Institute, Postgraduate Studies Enterprise Value Management, School of Economics; Postgraduate Management Studies XX edition of the School of Economics; Department of Finance, the Gdansk Foundation for Management Development; Health Insurance, an internship abroad: Paris / Auxerre (1999-2008);

Work experience and competence directly connected to collegial organs: member of the Supervisory Board in Makton SA, member of the Supervisory Board in PGE in Lodz, Vice-Chairman of the Supervisory Board of Unipetrol a.s., including the Chairman of the Nomination and Remuneration Committee, Chairman of the Corporate Governance, Chairman of the Supervisory Board in Plock Industry and Technology Park SA, Chairman of the Supervisory Board Kedzierzyn Kozle Orlen Transport Ltd., Chairman of the Supervisory Board Orlen Laboratorium z.o.o., Chairman of the Supervisory Board Administration ORLEN z.o.o., Chairman of the Supervisory Board ORLEN Prevention z.o.o., Chairman of the Supervisory Board ORLEN Protection Co. o.o., Vice-Chairman of the Supervisory Board ORLEN Accounting Ltd., Vice-Chairman of the Supervisory Board ORLEN Upstream z.o.o., Member of the Supervisory Board Spolana a.s. and Kaučuk a.s.

Potential conflicts and other information about candidate's independency: has no direct interest in the share capital of Avia Solutions Group AB.

According to the provisions of the Article 31 of the Law on Companies of the Republic of Lithuania and taking into account, that the Supervisory Board following the Statute and the Regulations of the Supervisory Board of the Company shall be composed of 5 (five) members elected according the procedure stated in the Law on Companies by a General Meeting of the Shareholders for 4 (four) years term, but not longer than the Annual General Meeting during the final year of its term of office, the Nomination and Remuneration Committee of the Supervisory Board of the Company accordingly recommends this nominee for the approval of the shareholders at the Ordinary Annual General Meeting of Shareholders.

The documents possessed by the Company related to the agenda of the Ordinary General Shareholders Meeting, including draft resolutions, are available at the headquarters of Avia Solutions Group AB, Smolensko str. 10, Vilnius, Lithuania, or at the Company's internet website [www.aviasg.com](http://www.aviasg.com).

ENCL.:

- Curriculum Vitae's of nominee to the Supervisory Board.

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## CURRICULUM VITAE

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Full name: Dariusz Formela  
Address: ul. Władysława Mazura 27, 09-410 Płock  
Phone: +48605725511  
Birth date: 05.01.1974  
email: [formela.dariusz@gmail.com](mailto:formela.dariusz@gmail.com)

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### WORK EXPERIENCE

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2009 – now	Member of the management board of PKM DUDA SA, a representative of Shareholding Banks
2008 – 2009	Director of the Organization Department at Polska Grupa Energetyczna PGE SA
2007 – 2008	Member of the management board of PKN ORLEN S.A. – Organizacja i Grupa Kapitałowa
2006 – 2008	Member of the management board of AB Mazeikiu Nafta
2004 – 2007	Executive Director for Organization issues at PKN ORLEN S.A. Director for Restructuring and Management Systems at PKN ORLEN S.A.
1998 – 2004	Deputy Director for organizational issues at PKN ORLEN S.A. Deputy Director for social issues at PKN ORLEN S.A. Head of the Organization Department at PKN ORLEN S.A. Specialist on organizational and legal issues at PKN ORLEN S.A.
1995 – 1998	Logistics and CPP coordinator at sp. z o.o. w Gdańsku

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### EXPERIENCE AT SUPERVISION BODIES

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2000 - 2011	Member of the Supervision board at Makton SA Member of the Supervision board at PGE Górnictwo i Energetyka Vice-chairman of the Supervision board at Unipetrol AS; in this capacity, Chairman of the Nominations and Compensations Committee and Chairman of the Corporate Governance Committee Chairman of the Supervision Board at Płocki Park Przemysłowo-Technologiczny S.A. Chairman of the Supervision Board at ORLEN Transport Kędzierzyn Koźle sp. z o.o. Chairman of the Supervision Board at ORLEN Laboratorium sp. z o.o. Chairman of the Supervision Board at ORLEN Administracja sp. z o.o. Chairman of the Supervision Board at ORLEN Prewencja sp. z o.o. Chairman of the Supervision Board at ORLEN Ochrona sp. z o.o. Vice-Chairman of the Supervision Board at ORLEN Księgowość sp. z o.o. Vice-Chairman of the Supervision Board at ORLEN Upstream sp. z o.o. Member of the Supervision board at Spolana a.s. and Kaučuk a.s.
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## PROFESSIONAL ACHIEVEMENTS

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### Strategy for GK ORLEN

- Participating in the strategy development for GK ORLEN regarding the growth of the largest affiliates (PKN ORLEN SA, Możejki Nafta, Unipetrol AS), including the investment strategy;
- Developing a strategy for the chemical industry segment, including GK ORLEN's contribution to consolidate the segment in Poland and Western Europe;
- Developing the value building plan at GK Możejki Nafta;
- Developing the strategy of relationships with minority shareholders of GK ORLEN in Poland, Czech Republic and Lithuania;
- Developing the restructuring plan for the support function at GK ORLEN (cost reduction by 20%);
- Developing the disinvestment plan for the affiliates outside the core operations of the company;
- Developing the human resources development plan at ORLEN (brand new competitive compensation and motivation systems).

### Operational restructuring and recovery program for PKM DUDA SA

- Developing the development strategy for PKM DUDA SA (2010);
- Arranging the successful rights issue (93 mln PLN received) intended for floating capital, financial restructuring and buyback of shares of Shareholding Banks (2010);
- Developing the efficiency improvement plan for the value chain: supplies, production, wholesale, logistics, retail distribution; improving GK' EBIT GK by 25%, improving the company's margin by 15pp (2009-2011);
- Optimizing costs, including the construction of the central procurement office for GK (2009-2010);
- Implementing the new budgeting and control model (2009);
- Developing the employment restructuring plan (2009);
- Formal supervision of the consolidation of distributor affiliates; 60% GK's income (2010-2011);
- Implementing SAP at distributor companies, including modules FI, CO, MM and SD (2010-2011).

### Integration and restructuring program for PGE Polska Grupa Energetyczna SA

- Developing the integration concept for GK PGE (33 key affiliates with the cost reduction potential of around 2 bln PLN);
- Developing the employment restructuring plan for PGE (50%) and GK PGE (10%) (around 4 000 employees);
- Developing the investment strategy for GK PGE till 2025 (member of the board);
- Developing GK PGE's management system based on targets (MBO for TOP 200 employees);
- Developing a competitive compensation system at PGE based on job descriptions and estimates, including the draft of the new collective labor agreement, payment schedule and job position ratings;
- Developing the construction plan of Shared Services Centers for GK PGE (IT, Finance and Accounting);
- Developing the operation cost reduction program for PGE (20%).

### Integration of AB Mazeikiu Nafta with GK ORLEN:

- Taking over the legal, operational and financial management of MN; in particular, the coverage of all key positions, contracts and processes during "Day One" (2006);
- Launching and following up the integrated value building program (2006-2008);
- Implementing the new corporate governance, including the organizational segmentation, implementing the executive board, enlarging the competences of the Supervision Board, introducing a new Company's Articles of Association with the full approval of the Lithuanian government (2007-2008).

#### **Integration of Unipetrol Holding company with GK ORLEN:**

- Early completion (1 year in advance) of the efficiency improvement program and reaching the planned effects of the "Partnership Program". The Program resulted in around 150 mln Euro EBIT (2005-2007);
- Unifying the corporate structure, including the launch of the Shared Services Center and Unipetrol RPA by merger of Unipetrol Rafinerie (wholesale) and Chemopetrol (petrochemistry and chemistry) (2005-2007);
- Implementing the capital and organization restructuring program, including the transfer from joint-stock to limited liability companies;
- Restructuring key assets of Unipetrol: the number of affiliates reduced from 63 (in 2005) down to 29 (in 2007).

#### **Restructuring program for PKN ORLEN S.A.:**

- Arranging mass dismissals (1500 employees) without strikes and social tensions (2005-2007);
- Completing the integration of Petrochemia Płock S.A. with CPN S.A., including by dissolution of 12 regional employers (2005);
- Creating the new organizational structure for Retail Level (2005) and Logistics Level (2007-2008);
- Outsourcing the support function: labs, protection, administration and accountancy (2004-2006);
- Integrating the railroad affiliates into ORLEN Koltrans sp. z o.o. (2006);
- Building IT-structures for GK ORLEN (2006) and wholesale facilities (2007).

#### **Program for restructuring the GK ORLEN affiliates:**

- Reducing the personnel number at GK Możejki Nafta and GK Unipetrol (o 15 %);
- Restructuring Rafineria Trzebinia (organizationally and financially) to discharge the debt against banks (85 mln PLN) and avoid insolvency;
- Restructuring Budonaft to prevent its bankruptcy. Mass dismissals (60%) (2006);
- Consolidating 5 shipping companies: 700 employees with the 35% share of the shipping market (2007-2008);
- Developing the concept of merger of 4 regional market operators (ORLEN Morena, ORLEN Petrocentrum, ORLEN Petroprofit, ORLEN Petrozachód).

#### **Improving management practices at GK ORLEN:**

- Implementing the concept of integration of Petrochemia Płock with CPN SA, including changes in retail, wholesale, logistics, finances and support functions (1999-2001);
- Developing a legal framework for management at GK ORLEN, including cooperation agreements, standard corporate documentation etc. (2007);
- Unifying the management model of GK ORLEN: focusing on results and responsibility for the entire Group: the shared MBO system for GK ORLEN, construction of the Corporate Center, changes in the Regulations of affiliate companies (2007-2008);
- Supporting business areas, including the trading organization, developing and implementing the strategy for the segment of asphalts, oils, polyolefins and chemistry with account for asset restructuring, a project for buying back the minority shares etc. (2007-2008).

**Unifying the principles of supervision at GK ORLEN, in particular:**

- Introducing responsibility of the business segment and support function for operation results of the companies, as well as management and supervision boards (2007-2008);
- Unifying the medium-term budgeting and planning principles, as well as motivation and compensation principles (2007);
- Implementing the unified corporate documents throughout the company, including statutes and regulations of management and supervision boards (2006-2008).

**Researching arrangements with trade unions regarding:**

- Settling the collective dispute on compensations (2008);
- Reaching arrangements on mass dismissals at PKN ORLEN SA – 6 projects (2005-2008);
- Merging transportation affiliates (2007);
- Arranging mass dismissals at ORLEN Budonafit sp. z o.o. (2006);
- Restructuring regional wholesale trading branches (2006-2007);
- Restructuring regional retail trading branches (2005);
- Calling ORLEN Administracja, ORLEN Prewencja, ORLEN Księgowość and including the Shipping Subsidiary to ORLEN Koltrans (2005-2007);
- Reaching framework arrangements on restructuring steps till 2009 (2006);
- Resolving the collective dispute related with the dissolution of 12 regional organizations (2005);
- Settling the legal issues of employees of CPN S.A. because of the merger with PP S.A. (1999-2000).

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## EDUCATION

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### Higher education

1993-1998 University of Gdańsk, :Department of Law and Administration, specialty: law

2004-2006 MBA: University of Bradford and WSPiZ im. L. Koźmińskiego

### Postgraduate studies

- 1999-2008
- Entitlements of members of supervision boards in state-owned companies (state exam)
  - Studies for investment advisers and securities analysts, Business Development Institute (Instytut Rozwoju Biznesu)
  - Postgraduate studies in company value management, Warsaw School of Economics (Szkoła Główna Handlowa)
  - Postgraduate Managerial Studies, 20th series, Warsaw School of Economics (Szkoła Główna Handlowa)
  - Studies in Finances, Gdańsk Foundation of Managerial Education (Gdańska Fundacja Kształcenia Menadżerów)
  - Health insurance, international secondment: Paris/Auxerre

### Training courses

- 1998 – 2008
- Change management in mergers and acquisitions, Institute for International Research
  - Strategic scorecard, Management Academy (Akademia Zarządzania)
  - Team building, Education Center (Centrum Edukacji)
  - Estimations of company assets, Gdańsk Foundation of Managerial Education (Gdańska Fundacja Kształcenia Menadżerów)
  - European commercial law, Confederation of Polish Employers (Konfederacja Pracodawców Polskich)
  - Art of negotiations, Business Development Institute (Instytut Rozwoju Biznesu)
  - Business academy (Akademia Biznesu), Door
  - Building motivation-based compensation systems, Hay Group
  - Quality-based management of organizations with account for company organization processes, Education Center (Centrum Edukacji)
  - Collective labor agreements and social pacts, FMP Management
  - Civil and criminal liability of members of management and supervision boards, Art-Arika sp. z o.o.

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## OTHER DETAILS

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- Languages: English, Russian
- Political history of Poland
- Sports: basketball, tennis.