



Appendix no. 1 to Resolution 19 of the Ordinary General Meeting of Shareholders of Barlinek SA of 29 June 2010.

**REGULATIONS OF THE SESSION OF THE
ORDINARY GENERAL MEETING OF
SHAREHOLDERS OF BARLINEK S.A.**



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Section 1

General Provisions

§ 1

1. The General Meeting of Shareholders is the highest body in the Company, appropriate to passing the most important resolutions concerning the structure and functioning of the Company.
2. General Meetings of Shareholders are either ordinary or extraordinary.
3. The General Meeting of Shareholders operates according to the procedures and principles defined in the Commercial Companies Code, as well as the provisions of the Company Statute and the present regulations.

Section 2

Calling the General Meeting of Shareholders

§ 2

1. Ordinary General Meeting of Shareholders are called by the Company's Management Board.
2. An Ordinary General Meeting should be called no later than six months after the end of each financial year. The Supervisory Board is entitled to call an Ordinary General Meeting if the Management Board does not call it within the time stipulated in the Commercial Companies Code and the Statute.
3. An Extraordinary General Meeting may be called by:
 - (a) Management on its own initiative, or at the request of shareholders representing at least one twentieth of the share capital. The Meeting should be called by the Management Board within two weeks of the shareholders submitting their request. A request to call an Extraordinary General Meeting should be submitted to the Management Board in writing or sent in electronic form, as a pdf file, to the email address: wza@barlinek.com.pl.
 - (b) Shareholders representing at least half of the Company's share capital, or at least half of the total number of votes in the Company.
 - (c) The Supervisory Board, should it consider this necessary.

§ 3

1. A General Shareholders' Meeting is called by an announcement made on the Company's website and in the manner stipulated for communicating current information and according to the provisions of the Public Offering / Conditions for Introducing Financial Instruments into Organised Trading Systems legislation.
2. The announcement should be made at least twenty six days before the date of the General Meeting.
3. The announcement should include the date, time and venue of the General Meeting of Shareholders and a detailed agenda, as well as the other information required by art. 402² of the Commercial Companies Code.
4. The Company publishes on its website draft resolutions proposed for adoption by the General Meeting, along with documentation to be presented to the General Meeting and other essential materials.
5. Draft resolutions should be formulated in a concise and legible way.

Section 3

The agenda of a General Meeting of Shareholders

§ 4

1. The agenda of the General Meeting is established by the body calling the General Meeting. In the event that the General Meeting is called by Management, it establishes the agenda in co-operation with the Supervisory Board, taking into consideration shareholders' requests.
2. A shareholder or shareholders in Barlinek SA representing at least one twentieth of the share capital may request the inclusion of defined matters on the agenda of the next General Shareholders' Meeting. The request should be made to Barlinek SA's Management Board no later than twenty one days before the date set for the meeting. The request should include a justification or draft resolution regarding the proposed agenda item. This request may be submitted in electronic form, as a pdf file, to the email address: wza@barlinek.com.pl.
3. The Management Board is obliged to announce the changes made to the agenda at the request of shareholders immediately, and no later than eighteen days before the date set for the General Shareholders' Meeting.
4. A shareholder or shareholders in the Company representing at least one twentieth of the equity capital may, before the date of the Company's General Shareholders' Meeting, inform the Company in writing or by electronic form, as a pdf file to the email address: wza@barlinek.com.pl , of draft resolutions connected with matters included on the agenda of the General Shareholders' Meeting, or matters which are to be included on the agenda.
5. During the General Shareholders' Meeting, each shareholder may submit draft resolutions regarding matters included on the agenda.
6. In matters not covered by the agenda, the General Meeting may not pass legally binding resolutions, unless the entire share capital is represented at the Meeting and none of the shareholders present has expressed disagreement with the passing of the resolution. The following may be passed: A request to call an Extraordinary General Meeting, and requests concerning order, even if these were not included on the agenda.

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Section 4

Opening the General Meeting of Shareholders and electing a Chair

§ 5

1. The General Shareholders' Meeting is opened by the Chair of the Supervisory Board or his/her deputy, after which a Chair is elected for the Meeting from among those entitled. In the event of these persons being absent, the General Shareholders' Meeting is opened by the Chairman of the Management Board or a person nominated by Management. In the event of their absence, the General Meeting is opened by the shareholder present who represents the largest share of the Company's share capital.
2. Absence at the General Shareholders' Meeting of a Member of the Management or Supervisory Board requires an explanation, unless this absence results from the duty of conducting company business.
3. The person entitled to open the General Meeting first of all conducts the election of the Chair of the Meeting from among those entitled to vote, while refraining from any other factual or formal questions. He or she may make a point of order with regard to this, and manage a vote in the matter of the election.
4. The Chair of the General Meeting ensures the smooth running of proceedings and respect for the rights and interests of all shareholders. The Chair should in particular act against abuse of entitlements by participants in the meeting, and ensure minority shareholders' rights are upheld. The Chair should not resign from the function without valid reasons, nor delay the signing of the General Meeting minutes without due cause.
5. A General Meeting called by shareholders on the basis of a court ruling is opened by the person designated by the court as Chair of the Meeting. This person also chairs the meeting.
6. The Chair is elected in a secret ballot.
7. Only a natural person may be elected Chair of the Meeting - a shareholder, statutory representative or attorney.
8. Should it prove necessary and justified by the Meetings requirements, a Deputy Chair or Chairs may be appointed.

§ 6

1. The Chair of the General Meeting manages its proceedings in such a way as to ensure they run smoothly and in line with the law and the resolutions stipulated on the agenda are passed.
2. In particular, the Chair carries out the following actions:
 - 1) after accepting chairmanship, he/she signs the attendance register and supervises its display;
 - 2) confirms that the Meeting has been properly called;
 - 3) puts the agenda given in the announcement to the vote;
 - 4) gives the floor to participants in the proceedings, members of company bodies and invited persons;
 - 5) where necessary takes part in editing the text of motions put to the vote;
 - 6) manages the voting, informs shareholders of its principles and the method of passing resolutions;
 - 7) announces the results of ballots;
 - 8) allows those expressing opposition to resolutions to present their arguments and a brief justification of their opposition;
 - 9) manages the work of the secretariat keeping the attendance register, the Meeting's appointed commissions and the auxiliary staff;
 - 10) takes decisions on points of order;
 - 11) at the request of a participant in the General Shareholders' Meeting, accepts his/her written statement to be minuted;
 - 12) closes the General Shareholders' Meeting once the agenda has been exhausted;
3. When circumstances justify it, the Chair may proclaim short intervals in the proceedings, not amounting to a delay. These intervals must not be intended to hinder shareholders executing their rights.

Section 5

Participants in the General Meeting of Shareholders

§ 7

1. Any shareholder who meets the requirements of art. 406¹ of the Commercial Companies Code is entitled to participate in the General Meeting of Shareholders. The General Meeting consists of shareholders entitled to participate in the General Meeting.
2. Shareholders may participate and exercise their voting rights at the Shareholders' Meeting either in person or through attorneys.
3. Power of attorney should be granted in writing or electronic form. Power of attorney may be granted by a person entitled to do so according to an up to date extract from the relevant register (presented no earlier than 3 months before the day of the General Meeting), an original or scan (in the case of power of attorney granted in electronic form) of which is attached to the letter of attorney, or in the case of individual entity in accordance with the provisions of the Civil Code.
4. A form containing a template of a letter of attorney will be available on Barlinek S.A.'s website from the day the calling of the General Meeting is announced.
5. It is assumed that a written document confirming the right to represent a shareholder at the General Meeting is compliant with the law and does not require additional confirmation, unless its authenticity or validity is justifiably doubted by company Management (when signing the attendance register) or Chair of the General Meeting.
6. A shareholder's announcement that power of attorney has been granted via electronic communication should be made by sending the file in pdf format to the Company at: wza@barlinek.com.pl. The shareholder should make every effort to ensure that the validity of the power of attorney can be effectively verified. Information about the granting of power of attorney should include an exact designation of the attorney and principal (giving the full name, address, telephone number and email address of both of these persons or persons authorised to appear on their behalf). Information about the granting of power of attorney sent by email should also contain its scope, i.e. indicate the number of shares from which voting rights are to be executed, and the date and name of the General Meeting of Barlinek S.A. at which these rights are to be executed.
7. Barlinek S.A. will take appropriate measures to identify the shareholder and attorney, in order to verify the validity of the power of attorney granted electronically. This verification

may, specifically, involve a question posed by telephone or email to the shareholder and attorney in order to confirm the fact that power of attorney has been granted, and in what scope. Barlinek S.A. will treat failure to reply to a question asked during the verification process as impossibility to verify the granting of power of attorney, and it will constitute grounds to refuse to admit the attorney to the General Meeting.

8. Between arriving at the General Meeting and signing the attendance register, the attorney should present the original of the identity document mentioned in the letter of attorney, in order to confirm the attorney's identity.

§ 8

1. The list of shareholders entitled to participate in the General Meeting of Barlinek SA is prepared on the basis of the list drawn up by the body running the securities account in accordance with the legislation on trading in financial instruments.
2. A list of shareholders entitled to participate at the Ordinary General Meeting of Shareholders, signed by Management and containing full names of persons or companies entitled, their addresses, the number, types and serial numbers of shares and the number of votes to which they are entitled, will be displayed at the Management Board's headquarters for at least three working days before the General Meeting takes place. If a lienor or user is entitled to voting rights, this circumstance is noted on the List of Shareholders at the request of the person entitled. A natural person may give a delivery address rather than a home address.
3. Every shareholder or representative may review the list of shareholders at Management's headquarters and request to be issued with a copy of the list or copies of requests in matters covered by the agenda, in return for the cost of producing these documents. Copies of requests may be requested during the week before the date of the General Meeting.
4. Shareholders may request to be sent the list of shareholders free of charge by email, giving the address to which the list should be sent.
5. Management introduces persons invited to the General Meeting. Management invites expert auditors to the General Meeting if the agenda includes the Company's financial matters.
6. Members of the Supervisory Board and the statutory auditor should, as far as their competences allow and is necessary to settle matters discussed at the General Meeting, provide participants with explanations and information regarding the Company, taking into account



that the company carries out its informational obligations as required by the legal documentation, and information may not be provided in any other way than that required.

Section 6

Attendance register

§ 9

1. Immediately on signing the attendance register, the Chair organises its display for the shareholders to review.
2. The attendance register should contain a list of the participants in the General Meeting, i.e. the shareholders, their statutory representatives and attorneys along with the number of shares and the votes to which these entitle them.
3. At the request of shareholders possessing one tenth of the share capital represented at the General Meeting, the attendance register should be checked by a committee appointed for this purpose and consisting of at least three persons. The applicants have the right to choose one member of the commission. Interested shareholders have the right to appeal to the General Meeting against the commission's decision.
4. Everyone entitled to take part in the General Meeting should sign the attendance register. The attendance register is available for review throughout the Meetings proceedings.
5. A shareholder (or his representative) who was missed on the list of shareholders should be entered on the attendance register, if he is present at the General Meeting and demonstrates that he is entitled to participate in its proceedings. Similarly, the register should be appended if, after it is signed by the Chair, further shareholders announce their entitlement to participate in the General Meeting.
6. In the event that a participant in the Meeting leaves the proceedings or a shareholder included on the register is refused the right to participate in the Meeting due to a lack of evidence for his entitlement, the register should be corrected appropriately by deleting this person name.

Section 7

General voting principles

§ 10

1. The General Meeting may validly take place and pass legally binding resolutions regardless of the number of shareholders present or shares represented at the Meeting, unless the provisions of the Commercial Companies Code or other applicable legislation state otherwise.
2. Voting at the General Meeting is open.
3. Secret ballots are organised for elections, and for motions to remove members of Company bodies or liquidators, or hold them to account, and in personal matters. Apart from this, secret ballots should be held at the request of at least one of the shareholders present or represented at the General Meeting.
4. Resolutions are passed at the General Meeting by an absolute majority of votes cast, unless the provisions of the Commercial Companies Code or Company Statute require a different majority to effectively pass specific resolutions. Resolutions should be formulated in such a way that everyone who is entitled and does not agree with the merit of the question which the subject of the resolution has the possibility to object.
5. A qualified majority - 3/4 (three quarters) of votes cast - is required to pass resolutions in the following matters:
 - 1) a change to the Company Statute, including issuing new shares;
 - 2) issuing convertible shares and bonds with share acquisition privileges;
 - 3) share remittance;
 - 4) reducing share capital;
 - 5) selling a Company enterprise or one of its organised parts;
 - 6) merging the Company with another company;
 - 7) dissolving the Company;
 - 8) continuing the Company despite circumstances arising which justify its dissolution and liquidation;and in any other matters absolutely stipulated by law.
4. A 2/3 (two thirds) majority of votes is required for a resolution to change significantly the subject of the Company's business. Such a resolution must be passed in the presence of persons representing at

least half of the share capital. A 2/3 majority may also be applied in other matters stipulated in the Statute and other absolutely binding legislation.

§ 11

The following matters belong exclusively to the competences of the Ordinary General Meeting of Shareholders:

1. examining and confirming the Company's financial report for the previous financial year;
2. examining and confirming the Management's report into the Company's activities for the previous financial year;
3. passing resolutions regarding profit sharing or the method of covering the previous financial year's losses;
2. granting Company bodies vote of confidence for carrying out their duties in the previous financial year.

§ 12

As well as the matters mentioned above, the competences of the General Meeting include all matters reserved by the Company Statute, the Commercial Companies Code and other applicable legislation.

Section 8

Minutes

§ 13

1. The General Meeting's resolutions are minuted.
2. The minutes of the General Meeting are drawn up by a notary in the form of a notarial document. Failure to fulfil this duty renders the resolutions absolutely invalid.
3. The minutes of the General Meeting should include:
 - 1) confirmation that the Meeting has been properly called;
 - 2) confirmation of its ability to pass resolutions;
 - 3) the text of the resolutions passed by the General Meeting;
 - 4) the number of shares from which valid votes are cast, the percentage of these shares in the share capital, the total number of valid votes, the number of votes for, against and abstentions;
 - 5) a note of objections raised;
 - 6) a mention of whether the ballot was open, secret or in groups;
 - 7) written declarations by the participants in the General Meeting, if a request regarding this has been submitted by a participant and is connected with important matters subject to the General Meeting's proceedings;
4. The Company bears the cost of drawing up the minutes.
5. Evidence of the calling of the General Meeting and proposed agenda, the attendance register signed by the Meeting's participants and Chair, letters of attorney and other documents submitted by shareholders' representatives should be attached to the notarial documents .
6. Regardless of the notary's minutes, the Chair of the Meeting may have a full set of minutes of the General Meeting drawn up, recording the entirety of the Meeting's proceedings and the text of individual statements. The minutes are drawn up by a secretary chosen by the Meeting.
7. The minutes of General Meetings are included in the minute book kept by Management. Every shareholder, even those not participating at the General Meeting, may inspect the minute book and request copies of the resolutions attested by the Board of Management to be issued.
8. Within a week of the General Meeting ending, the Company publishes on its website the results of voting within the scope indicated in para. 3 above. The results of voting should be

available until the day the deadline for raising objections to resolutions of the General Meeting passes.

Section 9

Final provisions

§ 14

1. Cancellation of a General Meeting whose agenda includes specific matters added at the request of persons entitled to do so, or which has been called at such a request, is only possible with the applicant's consent. A General Shareholders' Meeting may be cancelled without the consent of the applicants if holding it would be subject to extraordinary events such as force majeure, or if it is obviously purposeless.
2. In other cases, a General Meeting can only be cancelled by the body which called it.
3. Cancellation of a General Meeting takes place according to the same procedures as its calling, while ensuring the least possible negative consequences for the company and shareholders.

§ 15

Changes to the date of the General Meeting are made according to the same procedures as its cancellation, even if the proposed agenda is unchanged.