



**Announcement by the Management Board of Barlinek S.A.  
of the calling of an Extraordinary General Meeting of Shareholders of Barlinek S.A.**

**Date, time and venue of the General Meeting and a detailed agenda**

The Management Board of Barlinek S.A. with registered office in Kielce at Al. Solidarności 36, 25-323 Kielce, entered on the register of entrepreneurs maintained by the District Court in Kielce, 10th Commercial Division of the National Court Register, under the number KRS 0000018891, hereby calls an Extraordinary General Meeting of Shareholders of Barlinek S.A., which will take place at the Company's headquarters at Al. Solidarności 36 in Kielce on 18 October 2011 at 10.00am, with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chair.
3. Statement of the validity of the General Shareholders Meeting and its ability to pass resolutions.
4. Adopting the agenda.
5. Passing a resolution on election of the Vote Counting Committee.
6. Passing a resolution on amendment of the Statute, including authorization of the Management Board to increase the share capital within the authorised capital by issue of shares with the pre-emptive rights for the existing shareholders. The Company Statute shall be amended by addition of items 9 and 10 in § 10, providing as follows:

*"9. The Management Board shall be entitled to increase the share capital within the authorised capital by single or multiple issues of shares by the maximum total amount not exceeding PLN 108,877,500.00 (read: one hundred and eight million eight hundred and seventy seven thousand five hundred zlotys) by issue of not more than 108,877,500 (read: one hundred and eight million eight hundred and seventy seven thousand five hundred) shares of a nominal value of 1zł per share. The Management Board shall be entitled to increase the share capital for the period of 2 (two) years following recording by a competent court of the Statute amendment authorizing the Management Board to increase the share capital within the authorized capital.*

*10. While exercising the right referred to in item 9, within the framework of the performed share issues, the Management Board shall manage at its sole discretion – save as otherwise specifically provided for in the Code of Commercial Companies - any and all matters related to the share capital increase, in particular, they shall be authorized to:*

- 1) increase the share capital up to the abovementioned value of the authorised capital by single or multiple issues of shares and designating the subsequent series of the issued shares;*
- 2) specify the issue price of shares upon approval by the Supervisory Board;*
- 3) issue shares by offering the same to the existing shareholders with the pre-emptive right;*
- 4) adopt the decision on release of the shares in respect of a share issue solely and exclusively in lieu of a cash contribution;*
- 5) offer shares in the forms prescribed by the applicable regulations ."*

7. Passing a resolution on dematerialization of shares and authorization of the Management Board to undertake measures targeted at registration with the National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A.] as well as introduction and authorization for listing and trading on the regulated market managed by Warsaw Stock Exchange [Giełda Papierów Wartościowych S.A.

w Warszawie] of the shares issued by the Company within the authorised capital.

8. Passing a resolution authorizing the Supervisory Board to adopt the uniform text of the Company Statute.

9. Closing the General Meeting of Shareholders.

**PURSUANT TO ART. 402 2 OF THE COMMERCIAL COMPANIES CODES, THE MANAGEMENT BOARD HEREBY PRESENTS THE FOLLOWING INFORMATION:**

**The right of a shareholder to request the inclusion of particular matters on the agenda of the General Meeting of Shareholders**

A shareholder or shareholders in the Company "Barlinek" S.A. representing at least one twentieth of the share capital may request the calling of a General Shareholders' Meeting and the inclusion of the defined matters on the agenda. The request should be made to Barlinek SA's Management Board no later than twenty one days before the date set for the meeting, i.e. by 27 September 2011. 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](mailto:wza@barlinek.com.pl)

**The right of a shareholder to notification draft resolution**

A shareholder or shareholders in "Barlinek" S.A. 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](mailto:wza@barlinek.com.pl) of draft resolutions regarding matters included on the agenda of the General Meeting of Shareholders, or which are to be included on the agenda.

During the General Shareholders' Meeting, each shareholder may also submit draft resolutions regarding matters included on the agenda.

**Voting rights exercised by an attorney**

Shareholders who are natural persons may participate in the General Shareholders' Meeting and exercise their voting rights either in person or through an attorney.

Shareholders who are not natural persons may participate in the General Shareholders' Meeting and exercise their voting rights either in person or through a person authorised to make statements of will on their behalf, or through an attorney.

Power of attorney for the General Meeting of Shareholders must be granted in writing or in electronic form under pain of invalidity. A form containing a template of a letter of attorney and a form for executing voting rights through an attorney are available from the day this announcement is made, on "Barlinek" S.A.'s website in the Investor Relations/ General Meeting section.

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](mailto:wza@barlinek.com.pl) no later than two hours before the General Meeting is due to start. The granting of power of attorney in electronic form does not require use of a safe electronic signature verified by a qualified certificate. 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, company, 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.

"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. 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.

The right to represent a shareholder who is not a natural person should arise from an extract from the appropriate register (submitting either the original or a copy attested by a public notary, legal adviser or lawyer) presented when the attendance register is being prepared.

The person or persons granting power of attorney on behalf of a shareholder who is not a natural person should be shown on the current extract from the register appropriate for the given shareholder (issued no earlier than 3 months before the date of the General Meeting), the original or scan (in the case of power of attorney granted electronically) of which will be attached to the letter of attorney.

If an attorney at the General Meeting of Shareholders is a member of "Barlinek" SA's Board of Management or Supervisory Board, a liquidator, employee or member of a body or employee of a subsidiary of "Barlinek" SA, the power of attorney may only entitle him/her to representation at one general meeting. The attorney is obliged to declare to the shareholder any circumstances which constitute or potentially constitute a conflict of interests. Further power of attorney cannot be granted. In this case the attorney votes according to the shareholder's instructions.

#### **Possibility and manner of participating in the Ordinary General Meeting of Shareholders using electronic communication**

The Statute of "Barlinek" S.A. and the Regulations of the General Meeting of Shareholders of "Barlinek" S.A. do not contain any provisions enabling shareholders to participate in the Ordinary General Meeting of Shareholders using electronic communication.

#### **Exercising the right to speak at the General Shareholders Meeting using electronic means of communication**

The Statute of Barlinek SA and the Regulations of the General Shareholders Meeting of Barlinek SA do not contain any provisions enabling shareholders to exercise the right to speak at the General Shareholders Meeting using electronic means of communication.

#### **Executing voting rights by correspondence or electronic communication**

The Statute of "Barlinek" S.A. and the Regulations of the General Meeting of Shareholders of "Barlinek" S.A. do not contain any provisions enabling shareholders to execute voting rights at the Ordinary General Meeting of Shareholders by correspondence or using electronic communication.

#### **Registration day for participation at the General Meeting of Shareholders**

The day of registration for participating at the General Meeting of Shareholders is 2 October 2011 ("Registration Day").

#### **Information about entitlement to Participate in the Company's General Shareholders' Meeting**

Only persons who are shareholders in "Barlinek" S.A. on Registration Day are entitled to participate at the Company's General Shareholders' Meeting.

At the request of a person entitled by dematerialised "Barlinek" S.A. bearer shares, submitted no earlier than the announcement of the calling of the Ordinary General Meeting of Shareholders, i.e. no earlier than 19 September 2011, and no later than the first working day after Registration Day, i.e. no later than 3 October 2011, the entity operating the securities account presents a personalised certification of the right to participate at the General Meeting.

"Barlinek" S.A. hereby points out that only persons who were shareholders in "Barlinek" S.A. on Registration Day, i.e. 2 October 2010, and who applied no earlier than 19 September 2011 and no later than 3 October 2011 to the entity operating their securities account to issue a personalised

declaration of their right to participate at the General Meeting are entitled to participate at the General Meeting.

It is recommended that shareholders collect the aforementioned declaration of their right to participate and take it with them to the General Meeting.

A list of shareholders entitled to participate at the Ordinary General Meeting of Shareholders will be displayed at "Barlinek" S.A.'s headquarters at al. Solidarności 36, 25-323 Kielce, between 8.00am and 4.00pm, for 3 working days before the General Meeting of Shareholders, i.e. from 13 October 2011 to 17 October 2011.

Shareholders of "Barlinek" S.A. may request to be sent the list of shareholders entitled to participate at the General Meeting of Shareholders free of charge by email, giving the address to which the list should be sent. The request should be submitted in writing or by email to: [wza@barlinek.com.pl](mailto:wza@barlinek.com.pl)

Persons entitled to participate at the Ordinary General Meeting of Shareholders are requested to register and collect their voting cards immediately in front of the meeting room an hour before the proceedings begin.

#### **Conditions for access to documentation**

The full text of the documentation which is to be presented at the General Shareholders' Meeting, along with draft resolutions, will be available on "Barlinek" SA's website from the day the General Shareholders' Meeting is announced, pursuant to art. 402 3 § 1 of the Commercial Companies Code.

Remarks by the Management Board or Supervisory Board of "Barlinek" SA concerning matters included on the agenda of the General Shareholders' Meeting, or matters which are to be included on the agenda before the General Meeting of Shareholders takes place, will be available on the "Barlinek" SA website immediately after they are prepared or received by the Company.

#### **Address of the website where information regarding the General Meeting will be available**

All information concerning the General Meeting of Shareholders of "Barlinek" S.A. and documentation connected with it will be published on the Company website at: [www.barlinek.com.pl](http://www.barlinek.com.pl) under: Investor relations/General Meeting Email correspondence regarding the General Meeting should be addressed to: [wza@barlinek.com.pl](mailto:wza@barlinek.com.pl) Any risk which may arise from the Shareholder's use of electronic communication with the Company is borne by the Shareholder.