



**Resolutions passed by Extraordinary General Meeting  
of "Barlinek" S.A. in Kielce  
of 18 October 2011**

**Resolution no. 1  
of the Extraordinary General Shareholders' Meeting  
of Barlinek Spółka Akcyjna  
of 18th October 2011**

***on amendment of the election of the Chair  
of the General Shareholders Meeting***

§ 1.

In accordance with art. 409 of the Commercial Companies Code, the Ordinary General Shareholders Meeting elects Mr Grzegorz Miroński as Chair of the General Meeting.

§ 2.

The resolution takes effect on the day it is passed.

*In the vote on the above resolution, the number of shares for which valid votes were cast is 104,218,092 constituting 71.7904 % of share capital and the maximum number of votes at the General Shareholders' Meeting.*

*104,218,092 votes were cast in total, including:*

- votes cast in favour of resolution - 104,218,092,*
- votes against – 0,*
- votes abstaining – 0*

**Resolution no. 2  
of the Extraordinary General Shareholders' Meeting  
of Barlinek Spółka Akcyjna  
of 18th October 2011**

***on amendment of accepting the agenda of the General Shareholders Meeting***

§ 1

The Ordinary General Shareholders Meeting in accordance with art. 404 of the Commercial Companies Code adopts the following agenda of the Ordinary General Shareholders Meeting:

The order of proceedings:

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.
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.

§ 2

The resolution takes effect on the day it is passed.

*In the vote on the above resolution, the number of shares for which valid votes were cast is 104,218,092 constituting 71.7904 % of share capital and the maximum number of votes at the General Shareholders' Meeting.*

*104,218,092 votes were cast in total, including:*

- votes cast in favour of resolution - 104,218,092,
- votes against – 0,
- votes abstaining – 0

**Resolution no. 3  
of the Extraordinary General Shareholders' Meeting  
of Barlinek Spółka Akcyjna  
of 18th October 2011**

***on amendment of the election of the Vote Counting Commission of the General  
Shareholders Meeting***

§ 1

The Extraordinary General Shareholders' Meeting resigns from electing a Vote Counting Commission for the General Shareholders Meeting due to the electronic voting system.

§ 2

The resolution takes effect on the day it is passed.

*In the vote on the above resolution, the number of shares for which valid votes were cast is 104,218,092 constituting 71.7904 % of share capital and the maximum number of votes at the General Shareholders' Meeting.*

104,218,092 votes were cast in total, including:

- votes cast in favour of resolution - 104,218,092,

- votes against – 0,

- votes abstaining – 0

**Resolution no. 4  
of the Extraordinary General Shareholders' Meeting  
of Barlinek Spółka Akcyjna  
of 18th October 2011**

***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***

**§ 1 Authorization of the Management Board and Amendment of the Statute**

The Extraordinary General Shareholders' Meeting, acting pursuant to article 444 and other of the Code of Commercial Companies resolves to amend the Company's Statute by adding new items 9 and 10 in § 10, which shall provide as follows:

"9. The Management Board shall be entitled to increase the share capital within the limits of the registered 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 PLN 1 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 registered 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."

## § 2 Final provisions

The resolution takes effect on the day it is passed, however the change in the statute comes into effect on the day it is registered with the appropriate Registration Court.

Substantiation for passing the resolution on amending the Statute of Barlinek S.A.

*Resolution on authorization of the Management Board to increase the share capital is intended to facilitate Company's flexible and efficient operation within the limits prescribed by the applicable laws and the resolution, which is to enhance the company's potential for development in the conditions of restricted access to financing by the banks.*

*In the vote on the above resolution, the number of shares for which valid votes were cast is 104,218,092 constituting 71.7904 % of share capital and the maximum number of votes at the General Shareholders' Meeting.*

*104,218,092 votes were cast in total, including:*

- votes cast in favour of resolution - 104,040,151,*
- votes against – 177,941,*
- votes abstaining – 0*

**Resolution no. 5  
of the Extraordinary General Shareholders' Meeting  
of Barlinek Spółka Akcyjna  
of 18th October 2011**

***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 limits of the registered capital.***

### §1 Dematerialization of shares and authorization for the Management Board

The Extraordinary General Shareholders' Meeting of Barlinek S.A., acting pursuant to article 27 item 2 point 3 of the act of 29 July 2005 on public offering and conditions for introduction of financial instruments to the organized trading system (Journal of Laws no. 184, Item1539 as amended) and article 5 item 8 of the act of 29 July 2005 on trading in financial instruments (Journal of Laws no. 183, Item1538 as amended):

1. grant their consent to apply for authorization of the shares issued by the Company within the limits of the registered capital for listing and trading on the regulated market managed by Warsaw Stock Exchange [Giełda Papierów Wartościowych S.A. w Warszawie] and dematerialization thereof;

2. authorize the Management Board to undertake any and all measures indispensable to commence listing of pre-emptive rights, allotment certificates and the shares issued by the Company within the limits of the registered capital at Warsaw Stock Exchange; the authorisation shall in particular include:

- 1) execution of a contract with National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A.] regarding dematerialization of shares issued by the Company within the limits of the registered capital and recording thereof in a relevant register;
- 2) filing requests or notices to relevant authorities and institutions regarding introduction and authorization of the shares issued by the company within the limits of the registered capital for listing and trading at Warsaw Stock Exchange;

The Management Board may exercise the rights granted hereby discretely for each issued series of shares within the scope prescribed by the applicable provisions.

## **§2 Final provisions.**

The resolution shall become effective on the day it is passed.

*In the vote on the above resolution, the number of shares for which valid votes were cast is 104,218,092 constituting 71.7904 % of share capital and the maximum number of votes at the General Shareholders' Meeting.*

*104,218,092 votes were cast in total, including:*

- votes cast in favour of resolution - 104,040,151,
- votes against – 177,941,
- votes abstaining – 0

**Resolution no. 6  
of the Extraordinary General Shareholders' Meeting  
of Barlinek Spółka Akcyjna  
of 18th October 2011**

***on the revision of the draft resolution on authorizing the Supervisory Board  
to determine the consolidated text of the Statute***

The Ordinary General Shareholders Meeting of Barlinek Spółka Akcyjna [Joint Stock Company] based in Kielce resolves as follows:

***In place of the draft resolution included on the agenda, which reads:***

### **§ 1 Authorization of the Supervisory Board**

Pursuant to article 430 § 5 of the Commercial Companies Code, the Extraordinary General Shareholders' Meeting authorizes the Supervisory Board to adopt a consolidated text of the Statute following the registration by a competent court of the Statute amendments adopted at this meeting.

### **§ 2 Closing provisions**

The resolution shall become effective on the day it is passed.

**decides to adopt the draft resolution which reads as follows:**

### **§ 1 Authorization of the Supervisory Board**

On the basis of Article 430 § 5 of the Commercial Companies Code the Extraordinary General Shareholders' Meeting authorizes the Supervisory Board to adopt a consolidated text of the amended Statute, including the consolidated text of the amended Statute arising from the implementation by the Management Board of the authorisation referred to in Resolution No. 4 taken at today's General Shareholders' Meeting.

### **§ 2 Closing provisions**

The resolution shall become effective on the day it is passed.

*In the vote on the above resolution, the number of shares for which valid votes were cast is 104,218,092 constituting 71.7904 % of share capital and the maximum number of votes at the General Shareholders' Meeting.*

*104,218,092 votes were cast in total, including:*

- votes cast in favour of resolution - 104,021,904,*
- votes against – 0,*
- votes abstaining – 196,188.*

**Resolution no. 7  
of the Extraordinary General Shareholders' Meeting  
of Barlinek Spółka Akcyjna  
of 18th October 2011**

***on authorization of the Supervisory Board to adopt the consolidated text of the Company Statute***

### **§ 1 Authorization of the Supervisory Board**

On the basis of Article 430 § 5 of the Commercial Companies Code the Extraordinary General Shareholders' Meeting authorizes the Supervisory Board to adopt a consolidated text of the amended Statute, including the consolidated text of the amended Statute arising from the implementation by the Management Board of the authorisation referred to in Resolution No. 4 taken at today's General Shareholders' Meeting.

### **§ 2 Closing provisions**

The resolution shall become effective on the day it is passed.

*In the vote on the above resolution, the number of shares for which valid votes were cast is 104,218,092 constituting 71.7904 % of share capital and the maximum number of votes at the General Shareholders' Meeting.*

*104,218,092 votes were cast in total, including:*

- votes cast in favour of resolution - 104,021,904,*
- votes against – 0,*
- votes abstaining – 196,188.*