

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czuluchów  
of 27 April 2011  
on electing the President of the General Meeting**

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code and § 5. 2 of the Rules of the Annual Meeting of Shareholders of RADPOL SA based in Czuluchow, Annual General Meeting of RADPOL SA made following the election of the President of the General Assembly:

§ 1

For Chairman of the General Assembly is elected \_\_\_\_\_.

§ 2

The resolution comes into force on the date of its adoption

Justification of the draft resolution:

The resolution is procedural in nature. Election of the President of the General Assembly is required by the Code of Commercial Companies

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Człuchów**  
**of 27 April 2011**  
**on the selection of the Scrutiny Commission**

Acting pursuant to § 7. 1 of the Rules of the General Meeting of Shareholders of RADPOL SA based in Człuchów, the Annual General Meeting of RADPOL SA selects the Scrutiny Committee.

§ 1

To the Scrutiny Committee of the Annual General Meeting of RADPOL SA based in Człuchów the following people are selected:

- 1 Ms / Mr .....
- 2 Ms / Mr .....
- 3 Ms. / Mr .....

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

The resolution is procedural in nature. The choice of the Scrutiny Committee provides for the rules of the General Meeting of RADPOL SA

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011  
on the agenda**

§ 1

Annual General Meeting of the Company RADPOL SA based in Człuchów (the "Company") decides to adopt the agenda as amended below:

1. Opening of the Meeting.
2. Election of the President of the General Assembly.
3. Validation of the General Meeting and its ability to adopt resolutions.
4. Selection of the Scrutiny Committee.
5. Adoption of the agenda.
6. Review and approval of the Supervisory Board of RADPOL SA of the financial statements of the Company for the year 2010 and the consolidated statements of the group for the year 2010, the Board's report on the activities of the Company for the year 2010 and the Board's report on the activities of the group in 2010, the evaluation of the Company and the Group's Board and the Supervisory Board's work.
7. Consideration and approval of the Company's operations in 2010.
8. Review and approval of the Board's report on the activities of the group in 2010.
9. Consideration and approval of the Company's financial statements for the year 2010.
10. Consideration and approval of the consolidated statements of the group for the year 2010.
11. Adoption of the resolutions on the discharge of members of the Board of the Company for the year 2010.
12. Adoption of the resolutions on the discharge of the Supervisory Board Members for 2010.
13. Adopting a resolution on the Company's profit sharing.
14. Appointment of members of the Company and to determine the number of members of the Board.
15. Adopting resolutions on appeal, and the appointment of the members of the Board.
16. Adopting a resolution on the remuneration of Supervisory Board members.
17. Adoption of resolutions on amendments to the charter of the Company.
18. Adopting a resolution authorizing the Board of the Company to establish a uniform text of the amended Articles of Association.
19. Closing the meeting.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

The resolution is procedural in nature. The adoption of agenda is provided in the rules of the General Meeting of RADPOL SA

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011  
on the adoption of the report of the Supervisory Board of RADPOL SA**

Annual General Meeting of the Company RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

After consideration, the Report of the Supervisory Board of RADPOL SA and audit financial statements for the period from 01.01.2010 until 31.12.2010 and the consolidated statement of the activity of the group for the period from 01.01.2010 until 31.12.2010, the Board's report on the activities of the Company for the year 2010 and the report on the operations of the Group in 2010, and the evaluation of the Company, the Group's Board and Supervisory Board's work - are approved.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The resolution involves the approval of the accounts for the previous financial year.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czluchów  
of 27 April 2011  
on the approval of Report of the Board for the period 01.01.2010 - 31.12.2010.**

Acting pursuant to Art. 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Czluchów (the "Company") adopts the following:

§ 1

The report of the Company's operations for the period from 01.01.2010 until 31.12.2010 is approved.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The resolution involves the approval of the accounts for the previous financial year.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on the approval of Report of the Board for the activity of the Capital Group for the period 01.01.2010 - 31.12.2010.**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

The report of the Board for the operations of the Capital Group for the period from 01.01.2010 until 31.12.2010 is approved.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The resolution involves the approval of the accounts for the previous financial year.

## **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on the approval of the financial statements of the Company for the period 01.01.2010 - 31.12.2010.**

Acting pursuant to Art. 395 § 2 point 1 of the Commercial Companies Code and Article Paragraph 53. 1 of the Accounting Act, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

The financial statements of the Company for the fiscal year 2010, prepared in accordance with International Accounting Standards / International Financial Reporting Standards (IAS / IFRS), including:

- a) statement of financial position for the date of 31.12.2010, in which the assets and liabilities amount to 115,122 thousand. zł
- b) profit and loss statement for the period from 01.01.2010 until 31.12.2010 with a net profit of 8,003 thousand. zł
- c) the statement of comprehensive income for the period from 01.01.2010 until 31.12.2010 with a net income in the amount of 10,734 thousand. zł
- d) statement of cash flows for the period from 01.01.2010 until 31.12.2010, showing a reduction in net cash by PLN 1,971 thousand. z
- e) a statement of changes in equity for the period from 01.01.2010 until 31.12.2010 showing an increase in equity amounting to 18,976 thousand. zł
- f) notes to financial statements.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The resolution involves the approval of the accounts for the previous financial year.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on the approval of the consolidated financial statements of the Capital Group for the period 01.01.2010 - 31.12.2010.**

Acting pursuant to Art. 395 § 5 of the Commercial Companies Code and Article. 63c. 4of the Accounting Act, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Approves the consolidated financial statements of the Company's Capital Group for the year 2010 prepared in accordance with International Accounting Standards /International Financial Reporting Standards (IAS / IFRS), including:

- a) the consolidated statement of financial position as at 31.12.2010, which assets and liabilities amounting to 143,416 thousand. zł
- b) the consolidated income statement for the period from 01.01.2010 until 31.12.2010 with a net profit of 14,124 thousand. zł
- c) the consolidated statement of comprehensive income for the period from 01.01.2010 until 31.12.2010, showing a full time income in the amount of 16,855 thousand. zł
- d) the consolidated statement of cash flows for the period from 01.01.2010 until 31.12.2010, showing an increase in net cash by 45 thousand. zł
- e) the consolidated statement of changes in equity for the period from 01.01.2010 until 31.12.2010 year showing an increase in equity amounting to 25,098 thousand. zł
- f) notes to the consolidated financial statements.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The resolution involves the approval of the accounts for the previous financial year.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on granting the vote of approval to the Chairman of the Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Chairman of the Board - Mr Andrzej Sielski, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on granting the vote of approval to the Vice-Chairman of the Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Vice-Chairman of the Board - Mr Grzegorz Malczyk, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on granting the vote of approval to the Chairman of the Supervisory Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Chairman of the Supervisory Board - Mr Grzegorz Jan Bielowicki, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czuluchów  
of 27 April 2011**

**on granting the vote of approval to the Vice-Chairman of the Supervisory Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Czuluchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Vice-Chairman of the Supervisory Board - Mr Zbigniew Janas, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on granting the vote of approval to the Secretary of the Supervisory Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Secretary of the Supervisory Board - Mr Tomasz Firczyk, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czuluchów  
of 27 April 2011**

**on granting the vote of approval to the Member of the Supervisory Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Czuluchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Member of the Supervisory Board - Mr Tomasz Kapliński, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on granting the vote of approval to the Member of the Supervisory Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Member of the Supervisory Board - Mr Krzysztof Kurowski, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011**

**on granting the vote of approval to the Member of the Supervisory Board for the performance of his duties.**

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Provides for the performance of duties in 2010 for the Member of the Supervisory Board - Mr Leszek Iwaniec, for the period from the date of 01.01.2010 until 31.12.2010 - a vote of approval

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution

The vote on the approval is provided by the Commercial Companies Code.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czuluchów  
of 27 April 2011  
on the division of profit for 2010**

Acting pursuant to Art. 395 § 2 item 2 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Czuluchów (the "Company") adopts the following:

§ 1

1. Shareholders Meeting decides to split the profit for the financial year 2010 amounting to 8,003,597.71 zł so that:
  - 1) the total amount of 4,629,555.36 PLN is allocated to the payment of dividends to shareholders, which gives an amount of 0.18 zł per share;
  - 2) the amount of 3,374,042.35 PLN is allocated to capital.
2. If the total amount for the payment of dividends to shareholders referred to in the paragraph. 1 pt 1) with 0.18 zł) per share will remain unwithdrawn, the amount due to the possession of the Company's own shares (the amount of surplus), then indicated the amount of the surplus will be transferred to capital.

§ 2

The date of the dividend (D) is set on May 12, 2011, and the dividend payment date (W) on 27 May 2011.

§ 3

The resolution comes into force upon its adoption.

Justification of the draft resolution:

Commercial Code provides for voting on the resolution on the distribution of profit. The proposed amount due to the need on the one hand is to enable investors to reap profits from their investments, on the other hand to make it possible to maintain the Company's share of the profit to reserve capital for further development of the Company.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011  
on the number of member of the Board**

Annual General Meeting of the Company RADPOL SA based in Człuchów (the "Company"), acting under Article. 11.2 of the Statute of the Company resolves as follows:

§ 1

Board of Directors of the sixth term will consist of \_\_\_\_ (in words: \_\_\_\_\_) members.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

Statute provides that the number of board members is determined the general meeting.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Człuchów**  
**of 27 April 2011**  
**on the appointment of the Chairman for the new term**

Annual General Meeting of the Company RADPOL SA established in Człuchów (the "Company"), acting under Article. 11.1 of the Statute of the Company resolves as follows:

§ 1

Appoints to the Board of the sixth term of office Ms. / Mr. \_\_\_\_\_ for the position of the Chairman.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

Need to appoint board members for another term is due to the expiry of the current term of office.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Człuchów**  
**of 27 April 2011**  
**on the appointment of the Vice-Chairman for the new term**

Annual General Meeting of the Company RADPOL SA based in Człuchów (the "Company"), acting under Article. 11.1 of the Statute of the Company resolves as follows:

§ 1

Appoints to the Board of the sixth term of office Ms. / Mr. \_\_\_\_\_ for the position of the Vice-Chairman.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

Need to appoint board members for another term is due to the expiry of the current term of office.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Czuluchów**  
**of 27 April 2011**  
**on the appointment of the Member for the new term**

Annual General Meeting of the Company RADPOL SA based in Czuluchów (the "Company"), acting under Article. 11.1 of the Statute of the Company resolves as follows:

§ 1

Appoints to the Board of the sixth term of office Ms. / Mr. \_\_\_\_\_ for the position of the Member.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

Need to appoint board members for another term is due to the expiry of the current term of office.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Człuchów**  
**of 27 April 2011**  
**on the dismissal of a member of the Supervisory Board.**

Annual General Meeting of the Company RADPOL SA based in Człuchów (the "Company"), acting under Article. And Article 13.1. 13.3. Statutu Company resolves as follows:

§ 1

Mr. \_\_\_\_\_ is dismissed from the Supervisory Board.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

The draft resolution is intended to allow shareholders to decide whether they wish to make changes in the Supervisory Board.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Człuchów**  
**of 27 April 2011**  
**on the appointment of the Member of the Supervisory Board for the new term**

Annual General Meeting of the Company RADPOL SA established in Człuchów (the "Company"), acting under Article. 11.1 of the Statute of the Company resolves as follows:

§ 1

Appointed to the Supervisory Board of the sixth term of office is Ms. / Mr \_\_\_\_\_ for the position of the Member.

§ 2

The resolution comes into force upon its adoption.

Justification of the draft resolution:

Need to appoint board members for another term is due to the expiry of the current term of office.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Człuchów**  
**of 27 April 2011**  
**on the remuneration of Supervisory Board members**

Annual General Meeting of the Company RADPOL SA based in Człuchów (the "Company"), acting under Article. 18 sentence. 1 of the Articles of Association and Articles 392 § 1 of the Commercial Companies Code, resolves as follows:

§ 1

1. In connection with the appointment of the Audit Committee within the Supervisory Board, the Board decides to grant additional remuneration of Supervisory Board members included in the Audit Committee, as follows:
- 1) Chairman of the Audit Committee shall be entitled to additional pay in the gross amount of \_\_\_\_\_ per month, payable on the same dates as the remuneration payable to members of the Supervisory Board ;
  - 2) Each member of the Audit Committee who is not Chairman of the Audit Committee shall be entitled to additional payment in the gross amount of \_\_\_\_\_ per month, payable on the same dates as the remuneration payable to members of the Supervisory Board;
2. Receiving additional compensation provided by this resolution does not exclude the remuneration received by members of the Supervisory Board under the other resolutions of the General Assembly or the regulations. This resolution does not replace or cause a loss of previously taken under other provisions relating to the remuneration payable to members of the Board.

§ 2

The resolution comes into force upon its adoption.

**Justification of the draft resolution**

The draft resolution is intended to allow shareholders to decide on the salaries of members of the Supervisory Board. The amounts have not been identified in the project, since the Company's Board does not want to suggest to shareholders salaries for members of the Board and expresses this issue to the discretion of the General Assembly.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011  
w sprawie zmian w statucie Spółki**

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1

Articles of Association is changed so that in article 2, paragraph 1, after item 60) gain the points from point 61) to paragraph 68) and therefore the read as follows:

- 61) Manufacture of wooden materials 16.24.Z,
- 62) Manufacture of ceramic insulators 23.43.Z,
- 63) Manufacture of other technical ceramic products 23.44.Z,
- 64) Manufacture of other ceramic products 23.49.Z,
- 65) Wholesale of china and glassware and cleaning materials 46.44.Z,
- 66) Wholesale of other household goods 46.49.Z,
- 67) Freight transport by road 49.41.Z,
- 68) Buying and selling of own real estate 68.10.Z.

§ 2

The resolution comes into force upon its adoption, the statute requires that an amendment to a registration.

Justification of the draft resolution:

Amendment to the statute is intended to add additional activities, which involves the acquisition of the Company Elektroporcelana Ciechów SA. The change takes into account the currently valid classification of PKD.

## **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Człuchów  
of 27 April 2011  
on the changes in the Statute of the Company**

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Człuchów (the "Company") adopts the following:

§ 1.

In order to adjust the wording of the Articles of Association to the state resulting from the release of all Series C shares issued under the conditional share capital of the Company in accordance with Article. 451 § 2 of the Code of Commercial Companies, which according to Article. 452 § 1 of the Commercial Companies Code, raises the capital of the Company, hereby amends the Statute of the Company in such a way that:

1) The existing Article 3, paragraph 1, Articles of Association reads as follows:

Company's share capital amounts to 771,592.56 zł and is divided into 25,719,752 shares, including:

- 1) 23,450,726 series A bearer shares with nominal value of 0.03 zł each,
  - 2) 529,548 series C ordinary bearer shares, with a nominal value of 0.03 zł each,
  - 3) 1,739,478 series D ordinary bearer shares, the nominal value of 0.03zł each.
- 2) deleted is Article 3 of the Statute of the Company.

§ 2

The resolution comes into force upon its adoption, the statute requires that an amendment to a registration.

Justification of the draft resolution:

Amendment to the statute is to adjust the wording of the Statute of the share capital which results from the implementation procedure of the conditional share capital increase through the acquisition of shares by the holders of the warrants. The deletion of provisions relating to contingent capital is also a consequence of acquisition of shares under the conditional capital, which led to the use of this institution as a whole, and excluded the need for the continued existence of this provision in the statute.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czluchów  
of 27 April 2011  
on the changes in the Statute of the Company**

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Czluchów (the "Company") adopts the following:

§ 1.

It is proposed to give the following content:

Company's announcements are published in Court and Economic Monitor. However, the company has a duty to make announcements in the Court and Economic Monitor only insofar as making announcements that require legislation.

§ 2

The resolution comes into force upon its adoption, the statute requires that an amendment to a registration.

Justification of the draft resolution:

The change order is to clarify that the publication in the Court and Economic Monitor and shall be made only when required by law. However, will not be required in situations where the law did not require, as in the case of the general meeting of a public company, which provides a different mode than by the convening notice in the Court and Economic Monitor.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czluchów  
of 27 April 2011  
on the changes in the Statute of the Company**

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Czluchów (the "Company") adopts the following:

§ 1

It is proposed to give the following content:

1. The Board consists of one (one) to 5 (five) persons, appointed and dismissed by the Supervisory Board for a joint three-year term.
2. The number of members of the Board within the limits indicated in paragraph. 1 defines the Supervisory Board. The Board operates under the regulations adopted by the Board and approved by the Board.

§ 2.

The resolution comes into force upon its adoption, the statute requires that an amendment to a registration.

Justification of the draft resolution:

The draft resolution is to be taken by the shareholders to decide whether they wish to grant the right to appoint the board, instead of the general meeting. Furthermore, the draft provides for increasing the maximum number of members of the Company and in connection with the development of its business.

# Draft resolutions of the Annual General Meeting of RADPOL SA

**RESOLUTION NO \_\_\_\_\_**  
**of the Annual General Meeting**  
**of RADPOL SA based in Czuluchów**  
**of 27 April 2011**  
**on the changes in the Statute of the Company**

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, the Annual General Meeting of RADPOL SA based in Czuluchów (the "Company") adopts the following:

§ 1

It is proposed to give the following content:

1. The Board consists of one (one) to 5 (five) persons, appointed and dismissed by the Supervisory Board for a joint three-year term.

§ 2.

The resolution comes into force upon its adoption, the statute requires an amendment to a registration.

Justification of the draft resolution:

The draft resolution is provided in the event of not passing a resolution to grant the right of appointment to the Supervisory Board members. In this case, it shall be voted only on the changes in the number of Board members.

# **Draft resolutions of the Annual General Meeting of RADPOL SA**

**RESOLUTION NO \_\_\_\_\_  
of the Annual General Meeting  
of RADPOL SA based in Czuluchów  
of 27 April 2011**

**on the authorization of the Supervisory Board to determine the uniform text of the amended Articles of Association**

Acting pursuant to Art. 430 § 5 of the Code of Commercial Companies, the Annual General Meeting of RADPOL SA based in Czuluchów (the "Company") adopts the following:

§ 1

The Supervisory Board is authorized to establish a uniform text of the amended Articles of Association.

§ 2

The resolution comes into force upon its adoption.

Justification draft resolution:

Determining the consolidated text of the Articles of Association by the supervisory board is provided by the Commercial Companies Code.