

1. The draft resolution of RADPOL SA (acquiring company)

**Resolution
of the Extraordinary General Meeting of RADPOL SA
based in Człuchów
of __ 2010
on merger of companies**

Acting under Articles 492 § 1 paragraph 1 and Article 506 of the Commercial Companies Code, the Extraordinary General Meeting of RADPOL SA based in Człuchów (the "Company") hereby orders as follows:

§ 1

Adopts a merger of the Company, as the acquiring company, with the company RADPOL ELEKTROPORCELANA SA based in Ciechów, as the company being acquired by the transfer of all assets of the company being acquired to the acquiring company.

§ 2

Extraordinary General Meeting of Shareholders consents to the plan of merger (of the Company as the acquiring company, and the company RADPOL ELEKTROPORCELANA SA, based in Ciechów, as the company being acquired) of __ February 2010 setting out the procedure and principles of the merger, annexed to this resolution .

§ 3

Since the acquiring company is a subsidiary of the Company, and the sole shareholder of the company being acquired is the owner of all shares in the company, the merger is performed in accordance with Articles. 515 § 1 and 516 CCC, ie, without an increase in the share capital of the Company and with no exchange of shares of acquired company into shares of the acquiring Company.

§ 4

Merger will be conducted in accordance with Article. 515 § 1 CCC, ie, without an increase in the share capital of the Company and shall not give rise to new circumstances requiring disclosure in the Company's Statute - the Statute of the Company shall not be amended in connection with the merger of companies.

§ 5

Extraordinary General Meeting of Shareholders of the Company authorizes the Board to take all necessary steps to complete the merger.

§ 6

The resolution enters into force upon adoption.

2. Draft resolution of RADPOL ELEKTROPORCELANA SA (acquired company)

**Resolution
of the Extraordinary General Meeting of RADPOL SA
based in Człuchów
of __ 2010
on merger of companies**

Acting under Articles 492 § 1 paragraph 1 and Article 506 of the Commercial Companies Code, the Extraordinary General Meeting of RADPOL ELEKTROPORCELANA SA based in Ciechów (the "Company") hereby orders as follows:

§ 1

Adopts a merger of the Company, as the acquired company, with the company RADPOL SA based in Człuchów, as the acquiring company by the transfer of all assets of the company being acquired to the acquiring company.

§ 2

Extraordinary General Meeting of Shareholders consents to the plan of merger (of the Company as the acquired company, and the company RADPOL SA, based in Człuchów, as the acquiring company) of __ February 2010 setting out the procedure and principles of the merger, annexed to this resolution .

§ 3

Since the acquiring company is a subsidiary of the Company, and the sole shareholder of the company being acquired is the owner of all shares in the company, the merger is performed in accordance with Articles. 515 § 1 and 516 CCC, ie, without an increase in the share capital of the Company and with no exchange of shares of acquired company into shares of the acquiring Company.

§ 4

Merger will be conducted in accordance with Article. 515 § 1 CCC, ie, without an increase in the share capital of RADPOL SA and shall not give rise to new circumstances requiring disclosure in the Company's Statute - the Statute of RADPOL SA shall not be amended in connection with the merger of companies.

§5

Extraordinary General Meeting of Shareholders of the Company authorizes the Board to take all necessary steps to complete the merger.

§ 6

The resolution enters into force upon adoption.

Attachment 2. DETERMINATION OF THE VALUE OF PROPERTY OF THE COMPANY BEING ACQUIRED RADPOL ELEKTROPORCELANA SA BASED IN CIECHÓW AS AT 1 JANUARY 2010

Board of the company being acquired RADPOL ELEKTROPORCELANA SA hereby declares that the book value of assets (net assets) of the company as at 1 January 2010 amounts to 6,715,429.67 PLN which is reflected in the Company's balance sheet prepared as at 1 January 2010

_____, __ February 2010

_____, __ Board

_____, __ Board

Attachment 3. STATEMENT ON BOOK VALUE STATUS OF THE ACQUIRING COMPANY RADPOL SA BASED IN CZŁUCHÓW AS AT 1 JANUARY 2010

Board of acquiring company RADPOL SA hereby declares that as at 1 January 2010:

1. the balance of the acquiring company indicates assets and liabilities of 72 705 000 PLN
2. the net assets balance of the acquiring company amounts to (equity) 54 400 000 PLN
3. the balance of the acquiring company prepared as at 1 January 2010 has been prepared in accordance with the principles of the annual closings (article 28 of the Act of 29 September 1994 on Accounting, Journal of Laws 1994 no 121 item 591 as amended) with the use of the same methods and in the same layout as last year's annual statements.

_____, __ February 2010

Andrzej Sielski, Chairman of the Board

Grzegorz Malczyk, Member of the Board

Attachment 4. STATEMENT ON BOOK VALUE STATUS OF THE ACQUIRED COMPANY RADPOL ELEKTROPORCELANA SA BASED IN CIECHÓW AS AT 1 JANUARY 2010

Board of acquiring company RADPOL ELEKTROPORCELANA SA hereby declares that as at 1 January 2010:

1. the balance of the acquiring company indicates assets and liabilities of 11.701.059,43 PLN
2. the net assets balance of the acquiring company amounts to (equity) 6.715.429,67 PLN
3. the balance of the acquiring company prepared as at 1 January 2010 has been prepared in accordance with the principles of the annual closings (article 28 of the Act of 29 September 1994 on Accounting, Journal of Laws 1994 no 121 item 591 as amended) with the use of the same methods and in the same layout as last year's annual statements.

_____, __ February 2010

_____, __ Board

_____, __ Board