

**Resolution No. __
of __ February 2010
of the Extraordinary General Meeting of RADPOL SA
based in Człuchów**

on redemption of shares and reduction of share capital and amendment of the statutes

Pursuant to Art. 359 § 1 and 2 of the Commercial Code and Article 4. 2 of the Statute of the Company as well as under Articles. 360 § 1 and art. 455 Commercial Companies Code, the Extraordinary Shareholders Meeting of RADPOL SA based in Człuchów (the "Company") resolves as follows:

§ 1

1. Extraordinary General Meeting of Shareholders hereby redeems 500.884 (five hundred thousand eight hundred eighty four) own shares of the Company with a nominal value of 0.03 pln (three groszy) each, acquired by the Company to remit to the on the basis of Resolution No. 16 of the General Assembly of Shareholders of RADPOL SA based in Człuchów of 21 April 2008 on the authorization of the Board of the Company to acquire its own shares for redemption, which was amended by the Resolution No. 20 of the General Meeting of RADPOL SA based in the Człuchów on 27 April 2009 amending Resolution No. 16 of General Assembly of RADPOL SA based in Człuchów of 21 April 2008 on authorization of the Board of the Company to purchase its own shares for redemption.
2. Remitted are 550.884 own shares of the Company acquired by the Company for a total rate of 2,737,223.79 PLN.
3. Reduction of share capital is done by the withdrawal of shares of the Company and by amendment of the statutes with the requirements set out in Article. 456 § 1 of the Commercial Companies Code. Redemption of the Company's shares will take place once the capital of the Company is reduced.

§ 2

1. In connection with the redemption of shares of the Company referred to in § 1. 1, reduced capital of the Company by the amount of 15,026.52 pln (fifteen thousand and twenty-six zloty fifty-two groszy).
2. Reduction of share capital following the cancellation of 500,884 (five hundred thousand eight hundred eighty-four) Company's own shares with a nominal value 0.03 pln (three zloty) each, acquired by the Company to remit. Capital reduction is done by alterations of the Company's Statue with the requirements referred to in Article. 456 § 1 of the Commercial Companies Code.
3. The aim to decrease the Company's share capital is to adjust the amount of capital Company for the total nominal value of shares of the Company remaining after remitted 500,884 (five hundred thousand eight hundred eighty-four) of own shares of the Company.

§ 3

1. Amendments to the Statute shall be made by unifying indications of Company's shares and including all Company's shares with series A.
2. In connection with the reduction of the share capital by redemption specified in § 1 and 2 of this resolution, and the unification of the Company's shares, the Statute of the Company is altered in such way, that Article 3, paragraph. 1 Articles of Association reads as follows:
"The capital of the Company is 703,521.78 pln (seven hundred and three thousand five hundred twenty-one zloty seventy eight groszy) and is divided into 23,450,726 (twenty three million four hundred fifty thousand seven hundred twenty six) ordinary bearer series A shares with nominal value of 0.03 pln (three groszy).

§ 4

1. The Board is authorized to perform any factual and legal action related to the redemption of shares, capital reduction and a change in statute of the Company, including an announcement of the approved reduction of share capital.
2. Supervisory Board authorized the Company to establish a unitary text of the Statue of the Company taking into account the amendments made by this Resolution.

§ 5

The resolution comes into force on the date of adoption.