

RESOLUTION NO _____
of ---- February 2010
of the Extraordinary General Meeting of Shareholders
of RADPOL SA
based in Człuchów
on the increase of the share capital of the Company
by issuing new series D shares, depriving existing shareholders of
pre-emptive rights of series D series in its entirety, and making amendments to the Statute of the Company,
as well as to authorization to apply for admission and the introduction of series D shares
to trading on the regulatory market

Acting under Articles 430, 431 § 1 and § 2, Art. 432 § 1, art. 433 § 2, and Article 310 § 2 and 4 in conjunction with Article. 431 § 7 of the Commercial Companies Code, art. 5 of the Act of 29 July 2005 on trading in financial instruments, the Extraordinary General Meeting of Shareholders of RADPOL SA based in Człuchów resolves as follows:

§ 1

1. Capital of the Company shall be increased by an amount not greater than 52.200 pln (fifty-two thousand two hundred zloty).
2. Increase of the share capital of the Company referred to in paragraph. 1, will be made by issuing new ordinary bearer series D shares, with the nominal value of 0.03 pln (three groszy) each, the number of not more than 1,740,000 (one million seven hundred forty thousand (hereinafter "Series D Shares")).
3. The issue price of Series D Shares will be determined by resolution of the Board of the Company. The issue price of Series D Shares shall not be less than 6 pln (six) for each series D share
4. Series D Shares will participate in the dividend from the profit-sharing payments for the year 2010, that is from 1 January 2010.
5. Series D Shares may only be covered by cash contributions.
6. Acquisition of Series D Shares will be offered in the private subscription, series D shares will be offered to selected recipients designated by the Board in the number of not more than 99 (ninety nine) and does not constitute public offers .
7. Agreement to extend the Series D Shares offered under private subscription, would be concluded no later than on April 30, 2010.

§ 2

1. Pursuant to Art. 433 § 2 of the Commercial Companies Code, it is in the interests of the Company to deprive Shareholders of pre-emptive rights of the Series D Shares in its entirety.
2. The Board presented to the General Assembly of the Company, an opinion to justify the reasons for depriving existing shareholders of pre-emptive rights of the Series D Shares. Opinion of the Board is attached as Annex 1 to this resolution.

§ 3

1. Series D Shares and the rights of the Series D Shares (PDA) will be dematerialized and will not be drawn up in a form of a document.
2. Series D Shares, and rights of Series D Shares (PDA) will be released and put into a regulated market in Warsaw Stock Exchange.

§ 4

1. The Board of the Company is authorized to:
 - 1) determine the issue price of the Series D Shares, the issue price of Series D Shares is not meant to be less than 6 pln (six) for each Series D Share;
 - 2) to offer a smaller number of Series D Shares than the maximum number of shares indicated in § 1. 2 of this resolution;
 - 3) submit a statement of the amount of capital in order to make an adjustment of capital in the statutes of the Company according to the content of Articles. 310 § 2 and § 4 in conjunction with Article. 431 § 7 of the Code of Commercial Companies;
 - 4) the conclusion of the underwriting investment or underwriting service, if the Board of the Company deems it appropriate;
 - 5) the conclusion of the National Depository for Securities registration agreement of Series D Shares and rights to the Series D Shares (PDA), referred to in Article. 5 of the Act of 29 July 2005 on trading in financial instruments, for the purpose of dematerialization;
 - 6) apply for admission and the introduction of the Series D Shares and the rights of the Series D Shares to trading on a regulated market on the Warsaw Stock Exchange.
 - 7) make any factual and legal steps necessary to the subscription of private Series D Shares on the terms set out in this resolution and to release and the introduction of the Series D Shares and rights to Shares Series D (PDAs) to trading on a regulated market on Warsaw Stock Exchange.
2. Supervisory Board of the Company is authorized to establish a unitary text of the Statute of the Company taking into account the amendments made by this Resolution.

§ 5

In connection with the issuance of the Series D Shares, and taking into account the reduction in share capital in connection with the redemption of shares under this resolution at the Extraordinary General Meeting, changing Article 3, paragraph. 1 of the Statute of the Company by giving it the following wording:

"Capital of the Company is not more than 755,721.78 pln (seven hundred fifty-five thousand seven hundred twenty-one zloty seventy-eight groszy) and is divided into not more than 25,190,726 (twenty-five million one hundred ninety thousand seven hundred twenty-six) shares, including:

- 1) 23,450,726 (twenty three million four hundred fifty thousand seven hundred twenty six) ordinary bearer series A shares*
- 2) not more than 1,740,000 (one million seven hundred thousand) ordinary series D bearer shares, with the nominal value of 0.03 pln (three groszy) each."*

§ 6

The resolution comes into force on the date of adoption.