

**Draft resolutions of the Extraordinary General Meeting of Shareholders  
convened to be held on December 22<sup>nd</sup> 2011**

**Resolution No...  
dated December 22<sup>nd</sup> 2011  
of the Extraordinary General Meeting  
of the Company acting under the business name  
“SUWARY” Spółka Akcyjna in Pabianice  
on appointing the Chairman of Meeting**

The Extraordinary General Meeting of “Suwary” S.A. Shareholders with its registered office in Pabianice hereby appoints ..... as the Chairman of the Meeting.

**Resolution No...  
dated December 22<sup>nd</sup> 2011  
of the Extraordinary General Meeting  
of the company acting under the business name  
“SUWARY” Spółka Akcyjna in Pabianice  
on adopting the agenda of the Meeting**

The Extraordinary General Meeting of “Suwary” S.A. with its registered office in Pabianice approves the following agenda:

1. Opening the debate of the EGM.
2. Appointing the Chairman of the General Meeting.
3. Ascertaining conformity with regulations of convening the General Meeting and its capacity to adopt resolutions.
4. Adopting the agenda.
5. Appointing the Returning Committee
6. Adopting a resolution on approving the disposal by the Company of the organised part of the enterprise
7. Adjourning the debate of EGM.

**Resolution No...  
dated December 22<sup>nd</sup> 2011  
of the Extraordinary General Meeting  
of the company acting under the business name  
“SUWARY” Spółka Akcyjna in Pabianice  
on appointing the Returning Committee**

The Extraordinary General Meeting of “Suwary” S.A. with its registered office in Pabianice appoints the Returning Committee in the following composition:

.....  
.....  
.....

**Resolution No...**  
**dated December 22<sup>nd</sup> 2011**  
**of the Extraordinary General Meeting**  
**of the company acting under the business name**  
**“SUWARY” Spółka Akcyjna in Pabianice**  
**on approving the disposal by the Company of an organised part of the enterprise**

§ 1

The Extraordinary General Meeting of “Suwary” Spółka Akcyjna with its registered office in Pabianice decides to approve the disposal by the Company of the organised part of the enterprise “The Intellectual Property Management and Research and Development Department” run by it, which includes the outsourced organisational and functional group of tangible and intangible assets, capable of an independent implementation of economic purposes defined in the organisational structure of the Company (hereinafter referred to as “the Department”), comprised of the following components:

1. intellectual property rights, including the rights to trademarks, logotypes, patents, copyrights and other;
2. chattels, including machines and stocks related to the Department operations;
3. agreements authorising to use chattels and other agreement related to the Department operations;
4. receivables from operations and other claims, financial resources in bank accounts and cash, related to the Department operations
5. the Company’s secrets related to the Department operations
6. accounting books and documents on the Department operations, including personnel and payroll documentation
7. the team of the Department employees, which constitutes a workplace
8. liabilities related to the Department operations

The disposal of the organised part of the enterprise shall be implemented by making an in-kind contribution for the payment of shares in the increased share capital of the limited liability company, which is the Company’s subsidiary.

§ 2

The Extraordinary General Meeting of “Suwary” Spółka Akcyjna with its registered office in Pabianice authorises the Company’s Management Board to fix the detailed terms and conditions for contributing the organised part of the enterprise described in § 1 as a in-kind contribution to subsidiary and performing any legal and factual acts aimed at the conclusion and performance of the in-kind contribution agreement.

§ 3

The resolution becomes effective on the date of its adoption.