

Draught

Resolutions of the Ordinary General Meeting of BARLINEK S.A. in Kielce

on June 24th 2009

RESOLUTION NR 1

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: the election of the Chair of the General Meeting

§ 1. Election of the Chair.

In accordance with art. 409 § 1 of the Commercial Companies Code and § 24 item 1 of the Statute, the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce elects as Chair of the General Meeting.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 2

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: the election of the Vote Counting Commission of the General Meeting

§ 1. Resignation from electing a Vote Counting Commission for the General Meeting of Company Shareholders.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce resigns from electing a Vote Counting Commission for the General Meeting of Company Shareholders due to the electronic voting system.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 3

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: accepting the agenda of the General Meeting

§ 1. Agenda.

The Ordinary General Meeting of Shareholders of Barlinek Joint Stock Company based in Kielce adopts the following agenda, in accordance with the announcement in the Economic and Court Monitor on May 29th 2009, nr 104 (3207), item 6944, p. 13-1. Opening the General Meeting.

2. Election of the Chair of the Meeting, drawing up the attendance register and election of the Vote Counting Committee.
3. Statement of the validity of calling the General Meeting and its ability to pass resolutions.
4. Adopting the agenda.
5. Examining Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in 2008, the financial report for the financial year and the consolidated financial report for the financial year 2008.
6. Examining the Supervisory Board's report for financial year 2008.
7. Passing resolutions in the matter of:
 - I. confirming Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in 2008, the financial report for the financial year and the consolidated financial report for the financial year 2008.
 - II. granting members of Company bodies exoneration from carrying out their duties in the financial year 2008;
 - III. covering losses for 2008;-
 - IV. exchanging C series registered shares for bearer shares, for which Company shareholders owning registered shares will place an application to change their shares for bearer shares no later than June 14th 2009;
 - V. changes to the membership of the Company's Supervisory Board.
 - VI. the following changes were made to the Company's statute:-1. In connection with the exchange of C series registered shares for bearer shares, *the Ordinary General Meeting of Shareholders of Barlinek S.A. based in Kielce, operating on the basis of art. 334 § 2 of the Commercial Companies Code and § 10 item 5 of the Company Statute has decided to change the Company Statute so that the previous § 10 item c) which reads:*

"1,200,000. (one million two hundred thousand) "C" series shares with a nominal value of 1.00 zł (one złoty) each, consisting of 1,310 (one thousand three hundred and ten) registered shares and 1,198,690 (one million one hundred and ninety eight thousand six hundred and ninety) bearer shares,

will now read:

"1,200,000. (one million two hundred thousand) "C" series shares with a nominal value of 1.00 zł (one zloty) each, consisting of..... (.....) registered shares and (.....,"

* the final number of C series registered shares and bearer shares will be established at the session of the General Meeting, after the requests by shareholders to exchange registered shares for bearer shares have been examined

2. *The Ordinary General Meeting of Shareholders of Barlinek S.A. based in Kielce, operating on the basis of art. 415 of the Commercial Companies Code and § 26 item 1 pt 5 of the Company Statute has decided to change the Company Statute so that the previous § 9 item of the Statute which reads:*

"The subject of activity is, in accordance with the Polish Classification of Economic Activities (directive of the Council of Ministers from October 7th 1997 regarding the Polish Classification of Economic Activities, Journal of Laws Nr 128, item 829):

- a) manufacture of sawmill products (PKD 20.10.A),*
- b) services in the field of wood impregnation PKD 20.10.B,*
- c) manufacture of veneer sheets; manufacture of tiles and plywoods PKD 20.20.Z,*
- d) manufacture of carpentry products for construction PKD 20.30.Z,*
- e) manufacture of other wood products PKD 20.51.Z,*
- f) heat production (steam and hot water) PKD 40.30.A,*
- g) heat distribution (steam and hot water) PKD 40.30.B,*
- h) wood wholesale PKD 51.53.A,*
- i) other specialised wholesale PKD 51.70.A,*
- j) other non-specialised wholesale PKD 51.70.B,*
- k) fiscal and accountancy activities PKD 74.12.Z,*
- l) consultancy in the field of conducting economic and management activities PKD 74.14.Z."*

will read:

"The subject of activity is, in accordance with the Polish Classification of Economic Activities (directive of the Council of Ministers from December 24th 2007 regarding the Polish Classification of Economic Activities, Journal of Laws Nr 251, item 1885):

- a) manufacture of sawmill products PKD 16.10.Z,*
- b) manufacture of wood-based veneer sheets and tiles PKD 16.21.Z*
- c) manufacture of other carpentry products for construction PKD 16.23.Z,*
- d) manufacture of other wood products; manufacture of products from cork, straw and weaving materials*

PKD 16.29.Z,

e) production and supply of steam, hot water and air for air conditioning systems PKD 35.30.Z

- f) *wholesale of wood, construction materials and sanitary fittings PKD 46.73.Z,*
- g) *non-specialised wholesale PKD 46.90.Z,*
- h) *wholesale of other semi-finished products PKD 46.76.Z,*
- i) *legal and accounting activities, fiscal consultancy PKD 69.20.Z,*
- j) *l) consultancy in the field of conducting economic and management activities PKD 74.14.Z."*
- k) *logging PKD 02.20.Z,*
- l) *manufacture of wooden packaging PKD 16.24.Z,*
- m) *activities of agents involved in the sale of wood and construction materials PKD 46.13.Z,*
- n) *wholesale of fuel and derivatives PKD 46.71.Z,*
- o) *wholesale conducted via mail order or Internet PKD 47.91.Z,*
- p) *intermediacy in the field of selling advertising space in printed media PKD 73.12.B,*
- q) *intermediacy in the field of selling advertising space in electronic media (Internet) PKD 73.12.C, r) other non-school forms of education not classified elsewhere PKD 85.59.B "*

VII. Entitlements of the Supervisory Board to adopt the uniform changed text of the Company Statute.

8. Any other business.

9. Closing the General Meeting.

RESOLUTION NR 4

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: approving Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in 2008, the financial report for the financial year 2008 and the consolidated financial report for the financial year 2008.

§ 1. Examining and approving Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in 2008..

The Ordinary General Meeting of Shareholders of Barlinek Joint Stock Company based in Kielce has decided to examine and approve Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in the finished year 2008. -

§ 2 Examination and approval of the financial report and consolidated financial report for financial year 2008

1. The Ordinary General Meeting of Shareholders of Barlinek SA based in Kielce has decided to examine and approve the financial report for fiscal year 2008 covering:

- 1) Profit and loss account

- 2) Balance
- 3) Cash flow account
- 4) REPORT ON CHANGES IN EQUITY CAPITAL
- 5) additional information and

explanations, indicating respectively:

- 1) a state of assets and liabilities of a total of 635,077,012.84 zł (six hundred and thirty five million seventy seven thousand and twelve zlotys eighty four grosze);
- 2) net revenue from sales of goods and services totalling 417,179,186.46 zł (four hundred and seventeen million one hundred and seventy nine thousand one hundred and eighty six zlotys forty six grosze);
- 3) gross losses totalling 11,309,287.90 zł (eleven million three hundred and nine thousand two hundred and eighty seven zlotys ninety grosze);
- 4) net losses totalling 10,574,348.38 zł (ten million five hundred and seventy four thousand three hundred and forty eight zlotys thirty eight grosze);
- 5) a decrease in the amount of monetary assets by 655,848.33 zł (six hundred and fifty five thousand eight hundred and forty eight zlotys thirty three grosze).

2. The Ordinary General Meeting of Shareholders of Barlinek SA based in Kielce

has decided to examine and approve the consolidated financial report for fiscal year 2008 covering:

- 1) Consolidated profit and loss account,
- 2) Consolidated balance sheet,
- 3) Consolidated cash flow account
- 4) Consolidated report on changes in equity capital
- 5) additional information and

explanations, indicating respectively:

- 1) a balance totalling 1,123,480,662.27 zł (one billion one hundred and twenty three million four hundred and eighty thousand six hundred and sixty two zlotys twenty seven grosze);
- 2) net revenue from sales of goods and services totalling 503,030,977.86 zł (five hundred and three million thirty thousand nine hundred and seventy seven zlotys eighty six grosze);
- 3) gross losses totalling 46,083,118.78 zł (forty six million eighty three thousand one hundred and eighteen zlotys seventy eight grosze);
- 4) net losses totalling 34,618,525.07 zł (thirty four million six hundred and eighteen thousand five hundred

and twenty five złotych seven grosze);

5) a decrease in the amount of monetary assets by 6,254,070.02 fifty four zł (six million two hundred thousand and seventy zlotys two grosze).

§ 3. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 5

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to a Member of the Board of Company Management

§ 1. Granting absolution to a Member of the Board of Company Management.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Chairman of the Company Management Board – **Paweł Wrona** - for executing his duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 6

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to a Member of the Board of Company Management

§ 1. Granting absolution to a Member of the Board of Company Management.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Member of the Company Management Board – **Wioleta Bartosz** - for executing her duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 7

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to a Member of the Board of Company Management

§ 1. Granting absolution to a Member of the Board of Company Management.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Member of the Company Management Board – **Ryszard Pyrek** - for executing his duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 8

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to a Member of the Board of Company Management

§ 1. Granting absolution to a Member of the Board of Company Management.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Member of the Company Management Board – **Marek Janke** - for executing his duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 9

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to the Chairman of the Company's Supervisory Board

§ 1. Granting absolution to the Chairman of the Supervisory Board.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Chairman of the Company's Supervisory Board – **Mariusz Gromek** - for executing his duties in the finished year 2008. -

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 10

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to the Vice-Chairman of the Company's Supervisory Board

§ 1. Granting absolution to the Vice-Chairman of the Supervisory Board.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Vice-Chairman of the Company's Supervisory Board – **Mariusz Waniółka** - for executing his duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 11

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to a Member of the Company's Supervisory Board

§ 1. Granting absolution to a Member of the Supervisory Board.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Member of the Company's Supervisory Board – **Kamil Latos** - for executing his duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 12

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to a Member of the Company's Supervisory Board

§ 1. Granting absolution to a Member of the Supervisory Board.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Member of the Company's Supervisory Board – **Grzegorz Miroński** - for executing his duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 13

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: granting absolution to a Member of the Company's Supervisory Board

§ 1. Granting absolution to a Member of the Supervisory Board.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to grant absolution to the Member of the Company's Supervisory Board – **Rafał Kwiatkowski** - for executing his duties in the finished year 2008.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 14

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: loss coverage

§ 1. Loss coverage.

The Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce has decided to cover the Company's net losses for the finished financial year 2008 totalling 10,574,348.38 zł., (ten million five hundred and seventy four thousand three hundred and forty eight zlotys thirty eight grosze) from the Company's supplementary capital.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 15

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: exchanging C series shares for bearer shares

The Ordinary General Meeting of Shareholders of Barlinek S.A. based in Kielce, operating on the basis of art. 334 § 2 of the Commercial Companies Code and § 10 item 5 of the Company Statute has decided as follows:

§ 1. Exchanging C series shares for bearer shares.

An exchange is made of (in words:)* C series registered shares for ordinary bearer shares. A list of the owners of registered shares whose shares are subject to the exchange is included in **Appendix nr 1** to the present resolution.

§ 2. Entitlement of the Company Management Board.

In connection with the resolution adopted regarding the exchange of registered shares for bearer shares, Management is entitled and obliged

to carry out all actions necessary to dematerialise the exchanged C series shares, particularly to sign an agreement with the National Depository for Securities (KDPW S.A.) regarding registering the exchanged C series shares with the KDPW.

§ 3. Closing provisions.

The resolution takes effect on the day it is passed.

* the final number of C series registered shares and bearer shares will be established at the session of the General Meeting, after the requests by shareholders to exchange registered shares for bearer shares have been examined

RESOLUTION NR 16

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: changes in the composition of the Company's Supervisory Board

§ 1. Appointing a Member of the Company's Supervisory Board.

The Ordinary General Meeting of Shareholders of Barlinek Joint Stock Company based in Kielce, due to the resignation of from the position of member of Barlinek's Supervisory Board has decided to appoint as a member of Barlinek SA's Supervisory Board for the joint term.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NR 17

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: a change to the Company Statute

§1 A Change to the Company Statute

In connection with the exchange of C series registered shares for bearer shares, the Ordinary General Meeting of Shareholders of Barlinek S.A. based in Kielce, operating on the basis of art. 334 § 2 of the Commercial Companies Code and § 10 item 5 of the Company Statute has decided to change the Company Statute so that § 10 item 1 c) which currently reads:

"1,200,000. (one million two hundred thousand) "C" series shares with a nominal value of 1.00 zł (one złoty) each, consisting of 1,310 (one thousand three hundred and ten) registered shares and 1,198,690 (one million one hundred and ninety eight thousand six hundred and ninety) bearer shares,

will now read:

*"1,200,000. (one million two hundred thousand) "C" series shares with a nominal value of 1.00 zł (one złoty) each, consisting of..... (.....) registered shares and (.....) bearer shares,"**

* the final number of C series registered shares and bearer shares will be established at the session of the General Meeting, after the requests by shareholders to exchange registered shares for bearer shares have been examined

§ 2. Closing provisions.

The resolution takes effect on the day it is passed, however the change in the statute comes into effect on the day it is registered with the appropriate Registration Court.

RESOLUTION NR 18

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: a change to the Company Statute

§1 A Change to the Company Statute

The Ordinary General Meeting of Shareholders of Barlinek S.A. based in Kielce, operating on the basis of art. 415 of the Commercial Companies Code and § 26 item 1 pt 5 of the Company Statute has decided to change the Company Statute so that the previous § 9 item of the Statute which reads:

"The subject of activity is, in accordance with the Polish Classification of Economic Activities (directive of the Council of Ministers *from October 7th 1997 regarding the Polish Classification of Economic Activities, Journal of Laws Nr 128, item 829*):

- a) *manufacture of sawmill products (PKD 20.10.A),*
- b) *services in the field of wood impregnation PKD 20.10.B,*
- c) *manufacture of veneer sheets; manufacture of tiles and plywoods PKD 20.20.Z,*
- d) *manufacture of carpentry products for construction PKD 20.30.Z,*
- e) *manufacture of other wood products PKD 20.51.Z,*
- f) *heat production (steam and hot water) PKD 40.30.A,*
- g) *heat distribution (steam and hot water) PKD 40.30.B,*
- h) *wood wholesale PKD 51.53.A,*
- i) *other specialised wholesale PKD 51.70.A,*
- j) *other non-specialised wholesale PKD 51.70.B,*
- k) *fiscal and accountancy activities PKD 74.12.Z,*
- l) *consultancy in the field of conducting economic and management activities PKD 74.14.Z."*

will read:

"The subject of activity is, in accordance with the Polish Classification of Economic Activities (directive of the Council of Ministers *from December 24th 2007 regarding the Polish Classification of Economic Activities, Journal of Laws Nr 251, item 1885*):

- a) *manufacture of sawmill products PKD 16.10.Z,*

- b) *manufacture of wood-based veneer sheets and tiles PKD 16.21.Z*
- c) *manufacture of other carpentry products for construction PKD 16.23.Z,*
- d) *manufacture of other wood products; manufacture of products from cork, straw and weaving materials PKD 16.29.Z,*
- e) *production and supply of steam, hot water and air for air conditioning systems PKD 35.30.Z*
- f) *wholesale of wood, construction materials and sanitary fittings PKD 46.73.Z,*
- g) *non-specialised wholesale PKD 46.90.Z,*

- h) *wholesale of other semi-finished products PKD 46.76.Z,*

- i) *legal and accounting activities, fiscal consultancy PKD 69.20.Z,*

- l) *consultancy in the field of conducting economic and management activities PKD 74.14.Z."*

- k) *logging PKD 02.20.Z,*
- l) *l) manufacture of wooden packaging PKD 16.24.Z,*
- m) *activities of agents involved in the sale of wood and construction materials PKD 46.13.Z,*
- n) *wholesale of fuel and derivatives PKD 46.71.Z,*
- o) *wholesale conducted via mail order or Internet PKD 47.91.Z,*
- p) *intermediacy in the field of selling advertising space in printed media PKD 73.12.B,*
- q) *intermediacy in the field of selling advertising space in electronic media (Internet) PKD 73.12.C,*
- r) *other non-school forms of education not classified elsewhere PKD 85.59.B "*

§ 2. Closing provisions.

The resolution takes effect on the day it is passed, however the change in the statute comes into effect on the day it is registered with the appropriate Registration Court.

RESOLUTION NR 19

of the Ordinary General Meeting of Shareholders of BARLINEK Joint Stock Company based in Kielce, on June 24th 2009 regarding: entitlement to establish the uniform text of the Company Statute

§ 1. Entitlement of the Supervisory Board to establish the uniform changed text of the Company Statute.

The Ordinary General Meeting of Shareholders of Barlinek Joint Stock Company based in Kielce has decided entitle the Supervisory Board of Barlinek Joint Stock Company based in Kielce to establish the uniform changed text of the Company Statute.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed".