



FORM: EXERCISING OF VOTING RIGHTS BY AN ATTORNEY (ART. 402 3 of Commercial Companies Code)

I, acting on behalf of*

(First and last name of Shareholder -- Principal)

Address: _____
PERSONAL ID PESEL/STATISTICAL CODE REGON/NATIONAL COURT REGISTER NUMBER KRS*: _____

Shareholder of the company:
Barlinek S.A. with registered office in Kielce, Al. Solidarności 36, 25-323 Kielce

I hereby grant power of attorney to

(Attorney's full name/company)

Address: _____
PERSONAL ID PESEL/STATISTICAL CODE REGON/NATIONAL COURT REGISTER NUMBER KRS*: _____

To participate and exercise on behalf of _____ (names of the Principal*) voting rights at Ordinary General Shareholders' Meeting of Barlinek S.A., to be held in Kielce, on 29 June 2010 at 11:00.

* - delete as applicable

POINT 2 OF THE AGENDA – ELECTION OF THE CHAIR OF THE MEETING (Draft resolution - appendix No. 1)		
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 2 OF THE AGENDA – ELECTION OF THE VOTE COUNTING COMMISSION (draft resolution - appendix No. 2)		
<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 4 OF THE AGENDA – PASSING A RESOLUTION REGARDING ADOPTION OF THE AGENDA

(draft resolution - appendix No. 3)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.I. OF THE AGENDA - PASSING A RESOLUTION REGARDING CONFIRMING MANAGEMENT'S REPORT INTO THE COMPANY'S ACTIVITIES AND THE ACTIVITIES OF THE BARLINEK CAPITAL GROUP S.A. IN 2009, THE SEPARATE FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2009 AND THE CONSOLIDATED FINANCIAL STATEMENT FOR THE FINANCIAL YEAR 2009 AND REVIEW OF THE COMPANY SUPERVISORY BOARD'S REPORT.

(draft resolution - appendix No. 4)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY PAWEŁ WRONA, CHAIRMAN OF THE MANAGEMENT BOARD.

(draft resolution - appendix No. 5)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

**POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY WIOLETTA
BARTOSZ, MEMBER OF THE MANAGEMENT BOARD.**
(draft resolution - appendix No. 6)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

**POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY RYSZARD PYREK,
MEMBER OF THE MANAGEMENT BOARD.**
(draft resolution - appendix No. 7)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

**POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY MAREK JANKE,
MEMBER OF THE MANAGEMENT BOARD.**
(draft resolution - appendix No. 8)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY MARIUSZ
GROMEK, CHAIRMAN OF THE SUPERVISORY BOARD.
(draft resolution - appendix No. 9)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY MARIUSZ
WANIOŁKA, VICE CHAIRMAN OF THE SUPERVISORY BOARD.
(draft resolution - appendix No. 10)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY KRZYSZTOF
KWAPISZ, MEMBER OF THE SUPERVISORY BOARD.
(draft resolution - appendix No. 11)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY GRZEGORZ
MIROŃSKI, MEMBER OF THE SUPERVISORY BOARD.
(draft resolution - appendix No. 12)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY ROBERT
OSKARD, MEMBER OF THE SUPERVISORY BOARD.
(draft resolution - appendix No. 13)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING
ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY KAMIL LATOS,
MEMBER OF THE SUPERVISORY BOARD.
(draft resolution - appendix No. 14)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.II. OF THE AGENDA - PASSING A RESOLUTION REGARDING ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES IN 2009 BY RAFAŁ KWIATKOWSKI, MEMBER OF THE SUPERVISORY BOARD.
(draft resolution - appendix No. 15)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.III. OF THE AGENDA – PASSING A RESOLUTION REGARDING COVERAGE OF LOSSES
(draft resolution - appendix No. 16)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.IV. OF THE AGENDA – PASSING A RESOLUTION REGARDING CHANGING THE COMPANY STATUTE
(draft resolution - appendix No. 17)

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections	<input type="checkbox"/> Abstained
Number of shares _____	Number of shares _____	Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.V. OF THE AGENDA – PASSING A RESOLUTION REGARDING AUTHORITY TO FORMULATE A UNIFORM TEXT OF THE COMPANY'S STATUTE (draft resolution - appendix No. 18)		
<input type="checkbox"/> For Number of shares _____	<input type="checkbox"/> Against <input type="checkbox"/> Objections Number of shares _____	<input type="checkbox"/> Abstained Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

POINT 7.VI. OF THE AGENDA – PASSING A RESOLUTION REGARDING ADPTION OF REGULATIONS OF THE GENERAL SHAREHOLDERS' MEETING (draft resolution - appendix No. 19)		
<input type="checkbox"/> For Number of shares _____	<input type="checkbox"/> Against <input type="checkbox"/> Objections Number of shares _____	<input type="checkbox"/> Abstained Number of shares _____
<input type="checkbox"/> Other (principal's instructions, vote cast – for / against / abstained):		

On behalf of the Shareholder:

_____	_____
(Signed)	(Signed)
Place:	Place:
Date:	Date:

EXPLANATORY INFORMATION

The shareholder issues an instruction in by writing X in a suitable column. If "other" column is selected, the shareholder should indicate instructions how attorney should exercise the voting rights.

In the event that a shareholder takes a decision to cast different votes from the pool of owned shares, the number of shares voting "for", "against" or "abstaining" should be indicated in relevant columns. In the event that a number of votes has not been indicated the attorney is considered to be authorised to vote as indicated from all the shares owned by the shareholder.

Draft resolutions to be passed during individual points of the agenda, constitute attachments to these instructions.



Annex no. 1
PROJECT

RESOLUTION NR 1

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: the election of the Chair of the General Shareholders 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 Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce elects as Chair of the General Shareholders Meeting.-----

§ 2. Closing provisions.-----

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

Appendix No. 2
PROJECT

RESOLUTION NR 2

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: the election of the Vote Counting Commission of the General Shareholders Meeting

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

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

§ 2. Closing provisions.-----

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

Appendix No. 3
PROJECT

Resolution no. 3

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: accepting the agenda of the General Shareholders Meeting

§ 1. Agenda.-----

The Ordinary General Shareholders Meeting of Barlinek Joint Stock Company based in Kielce adopts the following agenda, in accordance with the announcement in the Official National Gazette on 7 June 2010, no. 108/2010, item 7103 page 36 and an announcement on the company's website dated 2 June 2010.-----

Opening the General Shareholders Meeting.-----

1. Opening the General Shareholders 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 Shareholders 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 2009, the financial report for the financial year and the consolidated financial report for the financial year 2009.
6. Examining the Supervisory Board's report for financial year 2009.
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 2009, the financial report for the financial year and the consolidated financial report for the financial year 2009 and review of the Company's Supervisory Board's report.
 - II. granting members of Company bodies exoneration from carrying out their duties in the financial year 2009;
 - III. covering losses for 2009;
 - IV. making the following changes to the Company Statute:

§ 10 section 5 of the Company Statute which reads:

5. Registered shares may be converted to bearer shares at the request of a shareholder who owns registered shares. In this case Management is obliged to call a General Shareholders Meeting in order to pass a resolution to convert registered shares to bearer shares, within 14 days of receiving the shareholder's application. In the case of registered shares purchased for non-monetary payment, the change to bearer shares will take place no earlier than the time stipulated in art. 336 § 1 of the Commercial Companies Code.

will read:

5. Registered shares may be converted to bearer shares at the request of a shareholder who owns registered shares. In this case, at the request of the Shareholder, Management Board is obliged to put on the agenda of next General Shareholders' Meeting the matter of converting registered shares to bearer shares. In the case of registered shares purchased for non-monetary payment, the change to bearer shares will take place no earlier than the time stipulated in art. 336 § 1 of the Commercial Companies Code.

§ 23 of the Company Statute which reads:

1. General Meetings of shareholders are either ordinary or extraordinary. The General Shareholders Meeting is held at the Company's headquarters or any other location in the Polish Republic indicated in the General Shareholders Meeting announcement.

2. An Ordinary General Shareholders Meeting is called by the Company Management no later than six months after the end of each financial year.

3. An Extraordinary General Shareholders Meeting is called by Company Management on its own initiative, or at the written request of the Supervisory Board or of shareholders representing no less than 1/10 (one tenth) of the share capital.

4. An Extraordinary General Shareholders Meeting at the request of the Supervisory Board or shareholders should be called no later than 14 days after the request is received.
5. The request to call an Extraordinary General Shareholders Meeting should indicate the matters which are to be put to the meeting, and drafts of any resolutions.
6. If Company Management does not keep to the deadlines stipulated in par. 2 and 4, the General Shareholders Meeting may be called by the Supervisory Board or the shareholders who submitted the request to call the Extraordinary General Shareholders Meeting, who have been entitled by the registration court to call an Extraordinary General Shareholders Meeting.
7. The General Shareholders Meeting is called in the manner stipulated in the provisions of the Commercial Companies Code.

will read:

1. General Shareholders Meetings are called by the Management Board: General Meetings of shareholders are either ordinary or extraordinary. The General Shareholders Meeting is held at the Company's headquarters or any other location in the Polish Republic indicated in the General Shareholders Meeting announcement.
2. An Ordinary General Shareholders Meeting is called by the Company Management no later than six months after the end of each financial year. The Supervisory Board can call the General Shareholders Meeting, provided the Management Board does not call the meeting during time determined by Commercial Companies Code or the Company Statute.
3. The Supervisory Board can call General Shareholders Meeting if it deems it necessary. Shareholders representing at least half of the Company's share capital, or at least half of the total number of votes in the Company can call a General Shareholders Meeting. Shareholders nominate a chair for this meeting.
4. A shareholder or shareholders in the Company representing at least one twentieth of the share capital may request calling of General Shareholders' Meeting and the inclusion of defined matters on the agenda of this meeting. The requests to call General Shareholders Meeting must be submitted to Management Board in writing or electronic form. If an Extraordinary General Shareholders' Meeting has not been called within two weeks of the request being presented to the Management Board, the registration court may authorise shareholders who request to call an Extraordinary General Shareholders' Meeting to do so. The court nominates a chair for this meeting.
5. The General Shareholders Meeting is called in the manner stipulated in the provisions of the Commercial Companies Code.

§ 24 of the Company Statute which reads:

1. The General Shareholders Meeting is opened by the Chair of the Supervisory Board, or its Vice-Chair, a member of Management or person indicated by Company Management. In the event of their absence, the General Shareholders Meeting is opened by the shareholder present who represents the largest share of the Company's share capital, after which a Chair of the Meeting is elected from among the persons entitled to vote.

2. The General Shareholders Meeting may only pass resolutions on matters covered by the agenda established by Management taking into account any requests made by the Supervisory Board or shareholders representing 1/10 (one tenth) of the share capital.

3. If the requests mentioned in par. 2 are submitted after the calling of the General Shareholders Meeting is announced, they are treated as requests to call an Extraordinary General Shareholders Meeting with the agenda defined in the request.

4. In matters not covered by the agenda, the session may not pass resolutions, unless the entire share capital is represented at the General Shareholders Meeting and none of those present have expressed disagreement with the passing of the resolution.

5. Resolutions may be passed despite a General Shareholders Meeting not being formally called, if the entire capital is represented and none of those present have expressed disagreement with the holding of a General Shareholders Meeting or with the inclusion of particular matters on the agenda.

will read:

1. The General Shareholders' Meeting is opened by the Chair of the Supervisory Board or his substitute, after which a Chair is elected for the Meeting from among those entitled. In the event of these persons being absent, the General Shareholders' Meeting is opened by the Chairman of the Management Board or a person nominated by Management. In the event of their absence, the General Shareholders Meeting is opened by the shareholder present who represents the largest share of the Company's share capital.

2. In matters not covered by the agenda, the session may not pass resolutions, unless the entire share capital is represented at the General Shareholders Meeting and none of those present have expressed disagreement with the passing of the resolution.

3. Resolutions may be passed despite a General Shareholders Meeting not being formally called, if the entire capital is represented and none of those present have expressed disagreement with the holding of a General Shareholders Meeting or with the inclusion of particular matters on the agenda.

§ 25 section 2, 5 and 6 of the Company Statute which reads:

2. Resolutions of the General Shareholders Meeting are passed by a $\frac{3}{4}$ majority in matters concerning:

- 1) a change to the Company Statute
- 2) issuing convertible shares and bonds with share acquisition privileges,
- 3) reducing share capital,
- 4) selling a Company enterprise or one of its organised parts,
- 5) dissolving the Company.

5. Shareholders may participate and exercise their voting rights at the Shareholders' Meeting either in person or through attorneys. Power of attorney must be granted in writing and attached to the protocol in order to be valid.



6. Members of Management and Company employees may not be attorneys at a General Shareholders Meeting.

will read:

2. Resolutions of the General Shareholders Meeting are passed by a $\frac{3}{4}$ majority in matters concerning:

- 1) a change to the Company Statute
- 2) issuing convertible shares and bonds with share acquisition privileges,
- 3) redemption of shares,
- 4) reducing share capital,
- 5) selling a Company enterprise or one of its organised parts,
- 6) dissolving the Company.

5. Shareholders may participate and exercise their voting rights at the Shareholders' Meeting either in person or through attorneys. Power of attorney must be granted in writing and attached to the protocol in order to be valid or in an electronic form for public companies.

6. Members of Management and Company employees may not be attorneys at a General Shareholders Meeting, unless the company is a public company.

§ 30 of the Company Statute which reads:

The Company places its announcements in the Court and Economic Monitor.

will read:

The Company places its announcements in the Court and Economic Monitor, unless other type of announcement is envisaged in commercial companies code.

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

VI. accepting the Regulations of the General Shareholders' Meeting.

8 .Any other business.

9 .Closing the General Shareholders Meeting.

§ 2. Final provisions. -----
The resolution takes effect on the day it is passed.-----

Appendix No. 4
PROJECT

RESOLUTION NR 4
of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: confirming Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in 2009,

the financial report for the financial year and the consolidated financial report for the financial year 2009 and review of the Company's Supervisory Board's report

§ 1. Examining and approving Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in 2009. -----

The Ordinary General Shareholders Meeting 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 2009.

§ 2 Examination and approval of the separate and consolidated financial statements for financial year 2009 and discussion of the Supervisory Board's report. –

1. The Ordinary General Shareholders Meeting of Barlinek Joint Stock Company based in Kielce has decided to examine and approve the financial report for business year 2009, including: -----

- 1) Statement of the financial standing -----
- 2) Unconsolidated profit and loss account -----
- 3) Statement of total revenue -----
- 4) Cash flow account -----
- 5) Statement of changes in equity capital -----
- 6) Additional information and clarifications -----

indicating respectively: -----

- 1) assets and liabilities of a total of 655,020,584.21 PLN (six hundred thirty-five million twenty thousand five hundred eighty-four and twenty-one grosze);
- 2) net revenue from sales of goods and services totalling 496,506,683.42 zł (four hundred and ninety-six million five hundred six thousand six hundred eighty-three and forty-two grosze);-----
- 3) gross losses totalling 55,700,075.25 zł (fifty-five million seven hundred thousand seventy-five and twenty-five grosze);-----
- 4) net losses totalling 55,412,655.20 zł (thirty-five million four hundred twelve thousand six hundred fifty-five and twenty grosze);-----
- 5) a decrease in the amount of cash by 794,424.19 zł (seven hundred ninety-four thousand four hundred twenty-four and nineteen grosze).-----

2. The Ordinary General Shareholders Meeting of Barlinek Joint Stock Company based in Kielce has decided to examine and approve the consolidated financial report for business year 2009, including: -----

- 1) Consolidated statement of the financial standing, -----
- 2) Consolidated profit and loss account, -----
- 3) Consolidated statement of total revenue-----
- 4) Consolidated cash flow account -----
- 5) Consolidated statement of changes in equity capital -----
- 6) Additional information and clarifications -----

indicating respectively: -----

- 1) a balance totalling 1,072,542,090.70 zł (one billion seventy-two million five hundred forty-two thousand ninety and seventy grosze);-----
- 2) net revenue from sales of goods and services totalling 578,097,883.15 zł (five hundred seventy-eight million ninety-seven thousand eight hundred eighty-three and fifteen grosze);---
- 3) gross losses totalling 19,982,548.43 zł (nineteen million nine hundred eighty-two thousand five hundred forty-eight and forty-three grosze);-----
- 4) net losses totalling 19,820,706.48 zł (nineteen million eight hundred twenty thousand seven hundred six and forty-eight grosze);-----
- 5) a decrease in the amount of cash by 910,988.05 zł (nine hundred ten thousand nine hundred eighty-eight and five grosze).-----



3. The Ordinary General Shareholders Meeting of Barlinek Joint Stock Company based in Kielce has decided to examine and approve the Supervisory Board's report:-----

§ 2. Final provisions. -----
The resolution takes effect on the day it is passed. -----

Appendix No. 5
PROJECT

RESOLUTION NR 5

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to the Chairman of the Board of Company Management

§ 1. granting Acknowledgement of the Fulfilment of Duties to the Chairman of the Company Management Board.-----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Chairman of the Company Management Board – **Paweł Wrona** - for executing his duties in the year 2009.

§ 2. Final provisions. -----
The resolution takes effect on the day it is passed.-----

Appendix No. 6
PROJECT

RESOLUTION NR 6

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Board of Company Management

§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Company Management Board.-----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company Management Board – **Wioleta Bartosz** - for executing her duties in the year 2009.

§ 2. Final provisions. -----
The resolution takes effect on the day it is passed.-----

Appendix No. 7
PROJECT

RESOLUTION NR 7

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Board of Company Management



§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Company Management Board.-----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company Management Board – **Ryszard Pyrek** - for executing his duties in the year 2009.

§ 2. Final provisions. -----

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

Appendix No. 8
PROJECT

Resolution no. 8

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Board of Company Management

§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Company Management Board.-----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company Management Board – **Marek Janke** - for executing his duties in the year 2009.

§ 2. Final provisions. -----

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

Appendix No. 9
PROJECT

RESOLUTION NR 9

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to the Chairman of the Company's Supervisory Board

§ 1. granting Acknowledgement of the Fulfilment of Duties to Chairman of the Supervisory Board.-----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Chairman of the Company's Supervisory Board – **Mariusz Gromek** - for executing his duties in the year 2009.

§ 2. Final provisions. -----

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

Appendix No. 10
PROJECT

RESOLUTION NR 10

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company



based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to the Vice-Chairman of the Company's Supervisory Board

§ 1. granting Acknowledgement of the Fulfilment of Duties to the Vice-Chairman of the Supervisory Board.--

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Vice-Chairman of the Company's Supervisory Board – **Mariusz Waniolka** - for executing his duties in the year 2009.

§ 2. Final provisions. -----

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

Appendix No. 11

PROJECT

RESOLUTION NR 11

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Company's Supervisory Board

§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Supervisory Board. -----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to **grant Acknowledgement of the Fulfilment of Duties to the Member of the Company's Supervisory Board – Rafał Kwiatkowski** - for executing his duties in the year 2009.-----

§ 2. Final provisions.-----

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

Appendix No. 12

PROJECT

RESOLUTION NR 12

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Company's Supervisory Board

§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Supervisory Board. -----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to **grant Acknowledgement of the Fulfilment of Duties to the Member of the Company's Supervisory Board – Grzegorz Miroński** - for executing his duties in the year 2009.-----

§ 2. Final provisions. -----

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

Appendix No. 13

PROJECT

RESOLUTION NR 13

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Company's Supervisory Board

§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Supervisory Board. -----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company's Supervisory Board – **Robert Oskard** - for executing his duties in the year **2009**. -----

§ 2. Final provisions.-----

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

Appendix No. 14
PROJECT

RESOLUTION NR 14

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Company's Supervisory Board

§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Supervisory Board. -----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company's Supervisory Board – **Kamil Latos** - for executing his duties in the year 2009.

§ 2. Final provisions.-----

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

Appendix No. 15
PROJECT

RESOLUTION NR 15

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: granting Acknowledgement of the Fulfilment of Duties to a Member of the Company's Supervisory Board

§ 1. granting Acknowledgement of the Fulfilment of Duties to a Member of the Supervisory Board. -----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to **grant Acknowledgement of the Fulfilment of Duties to the Member of the Company's Supervisory Board** – **Rafał Kwiatkowski** - for executing his duties in the year **2009**.

§ 2. Final provisions.-----

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

Appendix No. 16
PROJECT



RESOLUTION NR 16

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: loss coverage

§ 1. Loss coverage -----

The Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce has decided to cover the Company's net losses for the financial year 2009 totalling 55.412.655,20 zł (fifty-five million four hundred twelve thousand six hundred fifty-five and twenty grosze) from the Company's supplementary capital and the capital arising from disposal of shares above their nominal value.-----

§ 2. Final provisions. -----

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

Appendix No. 17

PROJECT

RESOLUTION NR 17

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: a change to the Company Statute

The Ordinary General Shareholders Meeting of Barlinek S.A. based in Kielce, acting on the basis of art. 430 § 1 of the Commercial Companies Code and § 25 section 2 item 1 of the Company Statute has decided to change the Company Statute as follows:-----

§ 1. Changes to the Company Statute -----

§ 10 section 5 of the Company Statute which reads:

5. Registered shares may be converted to bearer shares at the request of a shareholder who owns registered shares. In this case Management is obliged to call a General Shareholders Meeting in order to pass a resolution to convert registered shares to bearer shares, within 14 days of receiving the shareholder's application. In the case of registered shares purchased for non-monetary payment, the change to bearer shares will take place no earlier than the time stipulated in art. 336 § 1 of the Commercial Companies Code.

will read:

5. Registered shares may be converted to bearer shares at the request of a shareholder who owns registered shares. In this case, at the request of the Shareholder, Management Board is obliged to put on the agenda of next General Shareholders' Meeting the matter of converting registered shares to bearer shares. In the case of registered shares purchased for non-monetary payment, the change to bearer shares will take place no earlier than the time stipulated in art. 336 § 1 of the Commercial Companies Code.

§ 23 of the Company Statute which reads:

1. General Meetings of shareholders are either ordinary or extraordinary. The General Shareholders Meeting is held at the Company's headquarters or any other location in the Polish Republic indicated in the General Shareholders Meeting announcement.

2. An Ordinary General Shareholders Meeting is called by the Company Management no later than six months after the end of each financial year.

3. An Extraordinary General Shareholders Meeting is called by Company Management on its own initiative, or at the written request of the Supervisory Board or of shareholders representing no less than 1/10 (one tenth) of the share capital.
4. An Extraordinary General Shareholders Meeting at the request of the Supervisory Board or shareholders should be called no later than 14 days after the request is received.
6. The request to call an Extraordinary General Shareholders Meeting should indicate the matters which are to be put to the meeting, and drafts of any resolutions.
7. If Company Management does not keep to the deadlines stipulated in par. 2 and 4, the General Shareholders Meeting may be called by the Supervisory Board or the shareholders who submitted the request to call the Extraordinary General Shareholders Meeting, who have been entitled by the registration court to call an Extraordinary General Shareholders Meeting.
8. The General Shareholders Meeting is called in the manner stipulated in the provisions of the Commercial Companies Code.

will read:

1. General Shareholders Meetings are called by the Management Board: General Meetings of shareholders are either ordinary or extraordinary. The General Shareholders Meeting is held at the Company's headquarters or any other location in the Polish Republic indicated in the General Shareholders Meeting announcement.
2. An Ordinary General Shareholders Meeting is called by the Company Management no later than six months after the end of each financial year. The Supervisory Board can call the General Shareholders Meeting, provided the Management Board does not call the meeting during time determined by Commercial Companies Code or the Company Statute.
3. The Supervisory Board can call General Shareholders Meeting if it deems it necessary. Shareholders representing at least half of the Company's share capital, or at least half of the total number of votes in the Company can call a General Shareholders Meeting. Shareholders nominate a chair for this meeting.
4. A shareholder or shareholders in the Company representing at least one twentieth of the share capital may request calling of General Shareholders' Meeting and the inclusion of defined matters on the agenda of this meeting. The requests to call General Shareholders Meeting must be submitted to Management Board in writing or electronic form. If an Extraordinary General Shareholders' Meeting has not been called within two weeks of the request being presented to the Management Board, the registration court may authorise shareholders who request to call an Extraordinary General Shareholders' Meeting to do so. The court nominates a chair for this meeting.
5. The General Shareholders Meeting is called in the manner stipulated in the provisions of the Commercial Companies Code.

§ 24 of the Company Statute which reads:

1. The General Shareholders Meeting is opened by the Chair of the Supervisory Board, or its Vice-Chair, a member of Management or person indicated by Company Management. In the event of their absence, the General Shareholders Meeting is opened by the shareholder present who represents the largest share of the Company's share capital, after which a Chair of the Meeting is elected from among the persons entitled to vote.
2. The General Shareholders Meeting may only pass resolutions on matters covered by the agenda established by Management taking into account any requests made by the Supervisory Board or shareholders representing 1/10 (one tenth) of the share capital.
3. If the requests mentioned in par. 2 are submitted after the calling of the General Shareholders Meeting is announced, they are treated as requests to call an Extraordinary General Shareholders Meeting with the agenda defined in the request.
4. In matters not covered by the agenda, the session may not pass resolutions, unless the entire share capital is represented at the General Shareholders Meeting and none of those present have expressed disagreement with the passing of the resolution.
5. Resolutions may be passed despite a General Shareholders Meeting not being formally called, if the entire capital is represented and none of those present have expressed disagreement with the holding of a General Shareholders Meeting or with the inclusion of particular matters on the agenda.

will read:

1. The General Shareholders' Meeting is opened by the Chair of the Supervisory Board or his substitute, after which a Chair is elected for the Meeting from among those entitled. In the event of these persons being absent, the General Shareholders' Meeting is opened by the Chairman of the Management Board or a person nominated by Management. In the event of their absence, the General Shareholders Meeting is opened by the shareholder present who represents the largest share of the Company's share capital.
2. In matters not covered by the agenda, the session may not pass resolutions, unless the entire share capital is represented at the General Shareholders Meeting and none of those present have expressed disagreement with the passing of the resolution.
3. Resolutions may be passed despite a General Shareholders Meeting not being formally called, if the entire capital is represented and none of those present have expressed disagreement with the holding of a General Shareholders Meeting or with the inclusion of particular matters on the agenda.

§ 25 section 2, 5 and 6 of the Company Statute which reads:

2. Resolutions of the General Shareholders Meeting are passed by a $\frac{3}{4}$ majority in matters concerning:
- 1) a change to the Company Statute
 - 2) issuing convertible shares and bonds with share acquisition privileges,
 - 3) reducing share capital,
 - 4) selling a Company enterprise or one of its organised parts,
 - 5) dissolving the Company.

5. Shareholders may participate and exercise their voting rights at the Shareholders' Meeting either in person or through attorneys. Power of attorney must be granted in writing and attached to the protocol in order to be valid.

6. Members of Management and Company employees may not be attorneys at a General Shareholders Meeting.

will read:

2. Resolutions of the General Shareholders Meeting are passed by a $\frac{3}{4}$ majority in matters concerning:

- 1) a change to the Company Statute
- 2) issuing convertible shares and bonds with share acquisition privileges,
- 3) redemption of shares,
- 4) reducing share capital,
- 5) selling a Company enterprise or one of its organised parts,
- 6) dissolving the Company.

5. Shareholders may participate and exercise their voting rights at the Shareholders' Meeting either in person or through attorneys. Power of attorney must be granted in writing and attached to the protocol in order to be valid or in an electronic form for public companies.

6. Members of Management and Company employees may not be attorneys at a General Shareholders Meeting, unless the company is a public company.

§ 30 of the Company Statute which reads:

The Company places its announcements in the Court and Economic Monitor.

will read:

The Company places its announcements in the Court and Economic Monitor, unless other type of announcement is envisaged in commercial companies code.

§ 4. Final 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. -----

Appendix No. 18
PROJECT

RESOLUTION NR 18
of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company
based in Kielce, on June 29th 2010 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 Shareholders Meeting 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. Final provisions.

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

Appendix No. 19
PROJECT

RESOLUTION NR 19

of the Ordinary General Shareholders Meeting of BARLINEK Joint Stock Company based in Kielce, on June 29th 2010 regarding: accepting the Regulations of the General Shareholders' Meeting.

§1 changes to the Company Statute-----

The Ordinary General Shareholders Meeting of Barlinek Joint Stock Company based in Kielce, has decided to approve the text of the Regulations of the General Shareholders Meeting attached in an appendix to this resolution.-----

§ 2. Final provisions.

The resolution takes effect on the day it is passed, with the reservation that the new regulations will be effective from the next General Shareholders Meeting. -----