

Calling an Ordinary General Meeting of Shareholders of Barlinek SA for 29 June 2010

The Board of Management of BARLINEK Spółka Akcyjna based in Kielce, pursuant to art. 395 and art. 399 § 1 in connection with art. 402 1 and art. 4022 of the Civil Code hereby calls an Ordinary General Meeting of Shareholders for 29 June 2010 at 11:00. The Meeting will take place at the Company's headquarters in Kielce, at Al. Solidarności 36.

Agenda:

1. Opening of 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 on the Company's activities and the activities of the Barlinek Capital Group S.A. in 2009, the financial report for the financial year 2009 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 on the Company's activities and the activities of the Barlinek Capital Group S.A. in 2009, the financial report for the financial year 2009 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 Acknowledgement of the Fulfilment of their duties in the financial year 2009;
 - III. covering losses for 2009;
 - IV. making the following changes to the Company Statute:

§10 par. 5 of the 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 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 such an event Management is obliged to include the matter of the exchange of registered shares for bearer shares, as requested by the shareholder, on the agenda of the next

General Meeting. 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 Statute which reads:

1. General Meetings of shareholders are either ordinary or extraordinary. The General Meeting is held at the Company's headquarters or any other location in the Polish Republic indicated in the General Meeting announcement.
2. An Ordinary General Meeting is called by the Company Management no later than six months after the end of each financial year.
3. An Extraordinary General 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 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 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 Meeting may be called by the Supervisory Board or the shareholders who submitted the request to call the Extraordinary General Meeting, who have been entitled by the registration court to call an Extraordinary General Meeting.
7. The General Meeting is called in the manner stipulated in the provisions of the Commercial Companies Code.

will read:

1. General Meetings are called by the Management Board. General Meetings of shareholders are either ordinary or extraordinary. The General Meeting is held at the Company's headquarters or any other location in the Polish Republic indicated in the General Meeting announcement.
2. An Ordinary General Meeting is called by the Company Management no later than six months after the end of each financial year. The Supervisory Board may call an Ordinary General Meeting if the Board of Management does not call it within the time stipulated in the Commercial Companies Code and the Statute.
3. The Supervisory Board may call an Extraordinary General Meeting, should it consider this 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, may call an Extraordinary General Meeting. The shareholders nominate a chair for such a meeting.
4. A shareholder or shareholders in the Company representing at least one twentieth of the share capital may request the calling of a General Shareholders' Meeting and the inclusion of the defined matters on the agenda. A request to call an Extraordinary General Meeting should be submitted to the Board of Management in writing or sent in 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 Meeting is called in the manner stipulated in the provisions of the Commercial Companies Code.

§24 of the Statute which reads:

1. The General 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 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 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 Meeting is announced, they are treated as requests to call an Extraordinary General 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 Meeting and none of those present have expressed disagreement with the passing of the resolution.

5. Resolutions may be passed despite a General 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 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/her deputy, 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 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 Meeting and none of those present have expressed disagreement with the passing of the resolution.

3. Resolutions may be passed despite a General 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 Meeting or with the inclusion of particular matters on the agenda.

§25 par. 2, 5 and 6 of the Statute which read:

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

- 1) 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 Meeting.

will read:

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

- 1) 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 should be granted in writing, or in electronic form if the Company is a Public Company, to be valid.

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

§30 of the 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 Gazette, 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 Meeting.

8. Any other business.

9. Closing the General Meeting.

Justification for pt. 7 IV of the agenda:

The introduction of changes to the Company Statute is justified by the requirement to adapt the act to the current form of the commercial Companies Code, in particular taking into consideration the changes to the Commercial Companies Code made by the Act of 5 December 2008 (Journal of Laws 09.13.69) amending the present act as of 3 August 2009 r. The change to the text of §10 par. 5 of the Statute results from the necessity to unify the process defined in the Statute for executing the rights of shareholders with regard to exchanging registered shares for bearer shares with the regulations of the Commercial Companies Code as regards the calling of Company General Meetings.

Justification for pt. 7 VI of the agenda:

Acceptance of the new Company Statute is justified by the requirement to adapt the act to the current form of the commercial Companies Code, in particular taking into consideration the changes to the Commercial Companies Code made by the Act of 5 December 2008 (Journal of Laws 09.13.69) amending the present act as of 3 August 2009 r.

PURSUANT TO ART. 4022 OF THE COMMERCIAL COMPANIES CODE, THE BOARD OF MANAGEMENT PRESENTS THE FOLLOWING INFORMATION:

The right of a shareholder to request the inclusion of particular matters on the agenda of the General Meeting of Shareholders.

A shareholder or shareholders in Barlinek SA representing at least one twentieth of the share capital of Barlinek SA may request the inclusion of defined matters on the agenda of the General Shareholders' Meeting. The request should be made to Barlinek SA's Management Board no later than twenty one days before the date set for the meeting, i.e. by June 8 2010. The request should include a justification or draft resolution regarding the proposed agenda item. This request may be submitted in electronic form, as a pdf file, to the email address: wza@barlinek.com.pl

Shareholders' right to submit draft resolutions

A shareholder or shareholders in Barlinek SA representing at least one twentieth of the equity capital may, before the date of the Company's General Shareholders' Meeting, inform the Company in writing or by electronic form as a pdf file to the email address: wza@barlinek.com.pl of draft resolutions regarding matters included on the agenda of the General Meeting of Shareholders, or which are to be included on the agenda. During the General Shareholders' Meeting, each shareholder may also submit draft resolutions regarding matters included on the agenda.

Voting rights exercised by an attorney

Shareholders who are natural persons may participate in the General Shareholders' Meeting and exercise their voting rights either in person or through an attorney.

Shareholders who are not natural persons may participate in the General Shareholders' Meeting and exercise their voting rights either in person or through a person authorised to make statements of will on their behalf, or through an attorney.

Power of attorney for the General Meeting of Shareholders must be granted in writing or in electronic form under pain of invalidity. A form containing a template of a letter of attorney and a form for executing voting rights through an attorney are available from the day this announcement is made, on Barlinek S.A.'s website in the Investor Relations/ General Meeting section.

A shareholder's announcement that power of attorney has been granted via electronic communication should be made by sending the file in pdf format to the Company at: wza@barlinek.com.pl no later than two hours before the General Meeting is due to start. The granting of power of attorney in electronic form does not require use of a safe electronic signature verified by a qualified certificate. The shareholder should make every effort to ensure that the validity of the power of attorney can be effectively verified. Information about the granting of power of attorney should include an exact designation of the attorney and principal (giving the full name, company, address, telephone number and email address of both of these persons or persons authorised to appear on their behalf). Information about the granting of power of attorney sent by email should also contain its scope, i.e. indicate the number of shares from which voting rights are to be executed, and the date and name of the General Meeting of Barlinek S.A. at which these rights are to be executed.

Barlinek S.A. will take appropriate measures to identify the shareholder and attorney, in order to verify the validity of the power of attorney granted electronically. This verification may, specifically, involve a question posed by telephone or email to the shareholder and attorney in order to confirm the fact that power of attorney has been granted, and in what scope. Barlinek S.A. will treat failure to reply to a question asked during the verification process as impossibility to verify the granting of power of attorney, and it will constitute grounds to refuse to admit the attorney to the General Meeting. Between arriving at the General Meeting and signing the attendance register, the attorney should present the original of the identity document mentioned in the letter of attorney, in order to confirm the attorney's identity.

The right to represent a shareholder who is not a natural person should arise from an extract from the appropriate register (submitting either the original or a copy attested by a public notary, legal adviser or lawyer) presented when the attendance register is being prepared.

The person or persons granting power of attorney on behalf of a shareholder who is not a natural person should be shown on the current extract from the register appropriate for the given shareholder.

If an attorney at the General Meeting of Shareholders is a member of Barlinek SA's Board of Management or Supervisory Board, a liquidator, employee or member of a body or employee of a subsidiary of Barlinek SA, the power of attorney may only entitle him/her to representation at one general meeting. The attorney is obliged to declare to the shareholder any circumstances which constitute or potentially constitute a conflict of interests. Further power of attorney cannot be granted. In this case the attorney votes according to the shareholder's instructions.

Possibility and manner of participating in the Ordinary General Meeting of Shareholders using electronic communication

The Statute of Barlinek S.A. and the Regulations of the General Meeting of Shareholders of Barlinek S.A. do not contain any provisions enabling shareholders to participate in the Ordinary General Meeting of Shareholders using electronic communication.

Expressing oneself at the Ordinary General Meeting of Shareholders using electronic communication

The Statute of Barlinek S.A. and the Regulations of the General Meeting of Shareholders of Barlinek S.A. do not contain any provisions enabling shareholders to have a voice at the Ordinary General Meeting of Shareholders using electronic communication.

Executing voting rights by correspondence or electronic communication

The Statute of Barlinek S.A. and the Regulations of the General Meeting of Shareholders of Barlinek S.A. do not contain any provisions enabling shareholders to execute voting rights at the Ordinary General Meeting of Shareholders by correspondence or using electronic communication.

Registration day for participation at the General Meeting of Shareholders

The day of registration for participating at the General Meeting of Shareholders is 13 June 2010 ("Registration Day").

Information about entitlement to Participate in the Company's General Shareholders' Meeting.

Only persons who are shareholders in Barlinek S.A. on Registration Day are entitled to participate at the Company's General Shareholders' Meeting.

At the request of a person entitled by dematerialised Barlinek S.A. bearer shares, submitted no earlier than the announcement of the calling of the Ordinary General Meeting of Shareholders, i.e. no earlier than 2 June 2010, and no later than the first working day after Registration Day, i.e. no later than 14 June 2010, the entity operating the securities account presents a personalised certification of the right to participate at the General Meeting.

Barlinek S.A. hereby points out that only persons who were shareholders in Barlinek S.A. on Registration Day, i.e. 13 June 2010, and who applied no earlier than 2 June 2010 and no later than 14 June 2010 to the entity operating their securities account to issue a personalised declaration of their right to participate at the General Meeting are entitled to participate at the General Meeting.

It is recommended that shareholders collect the aforementioned declaration of their right to participate and take it with them to the General Meeting.

A list of shareholders entitled to participate at the Ordinary General Meeting of Shareholders will be displayed at Barlinek S.A.'s headquarters at al. Solidarności 36, 25-323 Kielce, between 8.00am and 4.00pm, for 3 working days before the General Meeting of Shareholders, i.e. from 23 June 2010 to 28 June 2010.

Shareholders of Barlinek S.A. may request to be sent the list of shareholders entitled to participate at the General Meeting of Shareholders free of charge by email, giving the address to which the list should be sent. The request should be submitted in writing or by email to: wza@barlinek.com.pl

Persons entitled to participate at the Ordinary General Meeting of Shareholders are requested to register and collect their voting cards immediately in front of the meeting room an hour before the proceedings begin.

Conditions for access to documentation:

The full text of the documentation which is to be presented at the General Shareholders' Meeting, along with draft resolutions, will be available on Barlinek SA's website from the day the General Shareholders' Meeting is announced, pursuant to art. 402 3 § 1 of the Commercial Companies Code.

Remarks by the Management Board or Supervisory Board of Barlinek SA concerning matters included on the agenda of the General Shareholders' Meeting, or matters which are to be included on the

agenda before the General Meeting of Shareholders takes place, will be available on the Barlinek SA website immediately after they are prepared or received by the Company.

Address of the website where information regarding the General Meeting will be available

All information concerning the General Meeting of Shareholders of Barlinek S.A. and documentation connected with it will be published on the Company website at: www.barlinek.com.pl under: Investor relations/General Meeting Email correspondence regarding the General Meeting should be addressed to: wza@barlinek.com.pl. Any risk which may arise from the Shareholder's use of electronic communication with the Company is borne by the Shareholder.

Legal basis: § 38 item 1 point 1 of the Ordinance of the Minister of Finance of 19 February 2009 regarding current and periodic information to be submitted by issuers of securities and the conditions for recognition as equivalent of the information whose disclosure is required under the laws of a state which is not an EU member state (Journal of Laws No 33/2009, item 259).