

DRAFT RESOLUTIONS

**of the Ordinary General Shareholders Meeting
of "BARLINEK" S.A. in Kielce on 22 June 2011.**

RESOLUTION NO. 1

**of the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce, on
22 June 2011 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 Company Statute, the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce elects Mr/Ms as Chair of the General Meeting.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 2

**of the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce, on
22 June 2011 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.

The Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna 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.

RESOLUTION NO. 3

**of the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce, on
22 June 2011 regarding: accepting the agenda of the General Shareholders Meeting**

§ 1. Agenda.

The Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce adopts the following agenda, in accordance with the announcement on the company website on 26 May 2011.

1. Opening of the General Meeting.
2. Election of a Chair of the General Meeting, preparing an attendance register and confirming the propriety of calling the Shareholders Meeting and its capacity to adopt resolutions.

3. Electing the Vote Counting Committee.
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 2010, the financial report for the financial year and the consolidated financial report for the financial year 2010.
6. Examining the Supervisory Board's report for financial year 2010.
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 2010, the financial report for the financial year 2010 and the consolidated financial report for the financial year 2010 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 2010;
 - III. loss coverage;
 - IV. appointing Members of the Supervisory Board for the new term of office.
8. Any other business.
9. Closing the General Meeting of Shareholders.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 4

of the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce, on 22 June 2011 regarding: confirming Management's report into the Company's activities and the activities of the Barlinek Capital Group S.A. in 2010, the financial report for the financial year 2010 and the consolidated financial report for the financial year 2010 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 2010

The Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna 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 2010.

§ 2 Examination and approval of the separate and consolidated financial statements for financial year 2010 and discussion of the Supervisory Board's report.

1. The Ordinary General Shareholders Meeting of "Barlinek" SA based in Kielce has decided to examine and approve the financial report for fiscal year 2010 covering:
 - 1) Statement of the financial position,
 - 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) a state of assets and liabilities of a total of 635,134,143.32 zł (six hundred and thirty five million one hundred and thirty four thousand one hundred and forty three zlotys thirty two grosze);
- 2) net revenue from sales of goods and products totalling 480,866,991.08 zł (four hundred and eighty million eight hundred and sixty six thousand nine hundred and ninety one zlotys eight grosze);
- 3) a gross loss of 8,885,891.91 zł (eight million eight hundred and eighty five thousand eight hundred and ninety one zlotys ninety one grosze);
- 4) a net loss of 10,366,193.71 zł (ten million three hundred and sixty six thousand one hundred and ninety three zlotys seventy one grosze);
- 5) an increase in cash of 4,034,186.49 zł (four million thirty four thousand one hundred and eighty six zlotys forty nine grosze);

2. The Ordinary General Shareholders Meeting of "Barlinek" SA based in Kielce has decided to examine and approve the consolidated financial report for fiscal year 2010 covering:

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

indicating respectively:

- 1) a balance totalling 1,001,266,873.50 zł (one billion one million two hundred and sixty six thousand eight hundred and seventy three zlotys fifty grosze);
- 2) net revenue from sales of goods and products totalling 588,107,932.26 zł (five hundred and eighty eight million one hundred and seven thousand nine hundred and thirty two zlotys twenty six grosze);
- 3) gross profit of 8,162,653.53 zł (eight million one hundred and sixty two thousand six hundred and fifty three zlotys fifty three grosze);
- 4) net profit of 2,325,295.32 zł (two million three hundred and twenty five thousand two hundred and ninety five zlotys thirty two grosze);
- 5) an increase in the amount of cash by 6,324,721.08 zł (six million three hundred and twenty four thousand seven hundred and twenty one zlotys eight grosze).

3. The Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce has decided to review the Supervisory Board's report.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 5

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 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 Board of Company Management.

The Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Chairman of the Company Management Board – **Mr Paweł Wrona** - for executing his duties in the year 2010.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 6

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 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 Board of Company Management.

The Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company Management Board – **Ms Wioleta Bartosz** - for executing her duties in the year 2010.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 7

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 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 Board of Company Management.

The Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce has decided

to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company Management Board – Mr **Ryszard Pyrek**.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 8

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 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 Board of Company Management.

The Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company Management Board – **Mr Marek Janke** - for executing his duties in the year 2010.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 9

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 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 the Chairman of the Supervisory Board.

The Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Chairman of the Company's Supervisory Board – **Mr Mariusz Gromek** - for executing his duties in the year 2010.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 10

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce on 22 June 2011 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” Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Vice-Chairman of the Company's Supervisory Board – Mr **Krzysztof Kwapisz**.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 11

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 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” Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company's Supervisory Board – Mr **Mariusz Waniółka**.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 12

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 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” Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Member of the Company's Supervisory Board – Mr **Grzegorz Miroński**.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 13

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 regarding: granting Acknowledgement of the Fulfilment of Duties to the Secretary

of the Company's Supervisory Board**§ 1. Granting Acknowledgement of the Fulfilment of Duties to the Secretary of the Supervisory Board.**

The Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce has decided to grant Acknowledgement of the Fulfilment of Duties to the Secretary of the Company's Supervisory Board - **Mr Robert Oskard** for 2010.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 14

of the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce, on 22 June 2011 regarding: loss coverage

§ 1. Loss coverage

The Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce has decided to cover the Company's net loss for the turnover year ended 2010 totalling 10,366,193.71 zł, (ten million three hundred and sixty six thousand one hundred and ninety three zlotys seventy one grosze) and losses from previous years totalling 7,652,745.48 zł (seven million six hundred and fifty two thousand seven hundred and forty five zlotys forty eight grosze) from the Company's supplementary capital.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

RESOLUTION NO. 15

of the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce, on 22 June 2011 regarding: appointing Members of the Supervisory Board for the new term of office

§ 1. Establishing the number of members.

In accordance with art. 385 § 1 of the Commercial Companies Code and § 19 para 1 of the Company Statute, the Ordinary General Shareholders Meeting of "Barlinek" Spółka Akcyjna based in Kielce sets the membership of the Supervisory Board for the new term of office at (read:)* members.

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

*□□ According to §19 para. 1 of the Statute a resolution of the General Meeting defines the number of members of the Company's Supervisory Board, with the provision that in connection with art. 385 §1 of the Commercial Companies Code the Supervisory Board must consist of at least 5 members.

RESOLUTION NO. 16

of the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce, on 22 June 2011 regarding :appointing Members of the Supervisory Board for the new term of office

§ 1. Appointment.

In accordance with art. 385 § 1 of the Commercial Companies Code and § 19 para 1 of the Company Statute, the Ordinary General Shareholders Meeting of “Barlinek” Spółka Akcyjna based in Kielce appoints **Mr/Ms** as a member of the Supervisory Board for the new term of office*

§ 2. Closing provisions.

The resolution takes effect on the day it is passed.

** The number of resolutions depends on the decision of the General Meeting regarding the number of members of the Company's Supervisory Board. Candidacies for membership of the Supervisory Board will be announced by the day of the General Meeting inclusively, and will be put to a vote during its session.*