



FORM FOR EXERCISING OF VOTING RIGHTS BY AN ATTORNEY (Art. 402³ pt. 5 of the 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

with entitlement to vote from (read:.....) shares in Barlinek Spółka Akcyjna with registered office in 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 _____ (name of the Principal*) voting rights at Extraordinary General Shareholders' Meeting of Barlinek S.A., to be held in Kielce, on 18 October 2011 at 10:00.

* - delete as applicable

POINT 2 OF THE AGENDA – ELECTION OF THE CHAIR OF THE MEETING (Draft resolution - 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 4 OF THE AGENDA – PASSING A RESOLUTION REGARDING ADOPTION OF THE AGENDA

(draft resolution - 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 5 OF THE AGENDA – ELECTION OF THE VOTE COUNTING COMMISSION

(draft resolution - 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 6 OF THE AGENDA - PASSING A RESOLUTION ON AMENDMENT OF THE STATUTE, INCLUDING AUTORIZATION OF THE MANAGEMENT BOARD TO INCREASE THE SHARE CAPITAL WITHIN THE AUTORISED CAPITAL BY ISSUE OF SHARES WITH THE PREEMPTIVE RIGHTS FOR THE EXISTING SHAREHOLDERS.

(draft resolution - 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 OF THE AGENDA - PASSING A RESOLUTION ON DEMATERIALIZATION OF SHARES AND AUTHORIZATION OF THE MANAGEMENT BOARD TO UNDERTAKE MEASURES TARGETED AT REGISTRATION WITH THE NATIONAL DEPOSITORY FOR SECURITIES [KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A.] AS WELL AS INTRODUCTION AND AUTHORIZATION FOR LISTING AND TRADING ON THE REGULATED MARKET MANAGED BY WARSAW STOCK EXCHANGE [GIEŁDA PAPIERÓW WARTOŚCIOWYCH S.A. W WARSZAWIE] OF THE SHARES ISSUED BY THE COMPANY WITHIN THE AUTORIZED CAPITAL
(draft resolution - 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 8. OF THE AGENDA - PASSING A RESOLUTION AUTHORIZING THE SUPERVISORY BOARD TO ADOPT THE UNIFORM TEXT OF THE COMPANY STATUTE
(draft resolution - 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):		

On behalf of the Shareholder:

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

EXPLANATORY INFORMATION

The shareholder issues an instruction to the attorney by writing an "X" in the appropriate column. If the "other" column is selected, the shareholder should indicate instructions as to how the 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 planned to be passed during individual points of the agenda constitute attachments to these instructions.

DRAFT

Resolution no. 1
of the Extraordinary General Shareholders' Meeting of
Barlinek Spółka Akcyjna
of 18th October 2011

on amendment of the election of the Chair of the General Shareholders Meeting

§ 1

In accordance with art. 409 of the Commercial Companies Code, the Ordinary General Shareholders Meeting elects Mr/Ms as Chair of the General Meeting.

§ 2

The resolution takes effect on the day it is passed.

DRAFT

Resolution no. 2
of the Extraordinary General Shareholders' Meeting of
Barlinek Spółka Akcyjna
of 18th October 2011

on amendment of accepting the agenda of the General Shareholders Meeting

§ 1

The Ordinary General Shareholders Meeting in accordance with art. 404 of the Commercial Companies Code adopts the following agenda of the Ordinary General Shareholders Meeting:

The order of proceedings:

1. Opening of the General Meeting.
2. Election of the Chair.
3. Statement of the validity of the General Shareholders Meeting and its ability to pass resolutions.
4. Adopting the agenda.
5. Passing a resolution on election of the Vote Counting Committee.

6. Passing a resolution on amendment of the Statute, including authorization of the Management Board to increase the share capital within the authorised capital by issue of shares with the pre-emptive rights for the existing shareholders.

7. Passing a resolution on dematerialization of shares and authorization of the Management Board to undertake measures targeted at registration with the National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A.] as well as introduction and authorization for listing and trading on the regulated market managed by Warsaw Stock Exchange [Giełda Papierów Wartościowych S.A. w Warszawie] of the shares issued by the Company within the authorised capital.

8. Passing a resolution authorizing the Supervisory Board to adopt the uniform text of the Company Statute.

9. Closing the General Meeting of Shareholders.

§ 2

The resolution takes effect on the day it is passed.

DRAFT

**Resolution no. 3
of the Extraordinary General Shareholders' Meeting of
Barlinek Spółka Akcyjna
of 18th October 2011**

***on amendment of the election of the Vote Counting Commission of the General
Shareholders Meeting***

§ 1

The Extraordinary General Shareholders' Meeting resigns from electing a Vote Counting Commission for the General Shareholders Meeting due to the electronic voting system.

§ 2

The resolution takes effect on the day it is passed.

DRAFT

**Resolution no. 4
of the Extraordinary General Shareholders' Meeting of
Barlinek Spółka Akcyjna
of 18th October 2011**

on amendment of the Statute, including authorization of the Management Board to

increase the share capital within the authorised capital by issue of shares with the pre-emptive rights for the existing shareholders

§ 1 Authorization of the Management Board and Amendment of the Statute

The Extraordinary General Shareholders' Meeting, acting pursuant to article 444 and other of the Code of Commercial Companies resolves to amend the Company's Statute by adding new items 9 and 10 in § 10, which shall provide as follows:

"9. The Management Board shall be entitled to increase the share capital within the limits of the registered capital by single or multiple issues of shares by the maximum total amount not exceeding PLN 108,877,500.00 (read: one hundred and eight million eight hundred and seventy seven thousand five hundred zlotys) by issue of not more than 108,877,500 (read: one hundred and eight million eight hundred and seventy seven thousand five hundred) shares of a nominal value of PLN 1 per share. The Management Board shall be entitled to increase the share capital for the period of 2 (two) years following recording by a competent court of the Statute amendment authorizing the Management Board to increase the share capital within the authorized capital.

10. While exercising the right referred to in item 9, within the framework of the performed share issues, the Management Board shall manage at its sole discretion – save as otherwise specifically provided for in the Code of Commercial Companies - any and all matters related to the share capital increase, in particular, they shall be authorized to:

- 1) increase the share capital up to the abovementioned value of the registered capital by single or multiple issues of shares and designating the subsequent series of the issued shares;
- 2) specify the issue price of shares upon approval by the Supervisory Board;
- 3) issue shares by offering the same to the existing shareholders with the pre-emptive right;
- 4) adopt the decision on release of the shares in respect of a share issue solely and exclusively in lieu of a cash contribution;
- 5) offer shares in the forms prescribed by the applicable regulations."

§ 2 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.

Substantiation for passing the resolution on amending the Statute of Barlinek S.A.

Resolution on authorization of the Management Board to increase the share capital is intended to facilitate Company's flexible and efficient operation within the limits prescribed by the applicable laws and the resolution, which is to enhance the company's potential for development in the conditions of restricted access to financing by the banks.

DRAFT

**Resolution no. 5
of the Extraordinary General Shareholders' Meeting of
Barlinek Spółka Akcyjna
of 18th October 2011**

on dematerialization of shares and authorization of the Management Board to undertake measures targeted at registration with the National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A.] as well as introduction and authorization for listing and trading on the regulated market managed by Warsaw Stock Exchange [Giełda Papierów Wartościowych S.A. w Warszawie] of the shares issued by the Company within the limits of the registered capital.

§1 Dematerialization of shares and authorization for the Management Board

The Extraordinary General Shareholders' Meeting of Barlinek S.A., acting pursuant to article 27 item 2 point 3 of the act of 29 July 2005 on public offering and conditions for introduction of financial instruments to the organized trading system (Journal of Laws no. 184, Item1539 as amended) and article 5 item 8 of the act of 29 July 2005 on trading in financial instruments (Journal of Laws no. 183, Item1538 as amended):

1. grant their consent to apply for authorization of the shares issued by the Company within the limits of the registered capital for listing and trading on the regulated market managed by Warsaw Stock Exchange [Giełda Papierów Wartościowych S.A. w Warszawie] and dematerialization thereof;
2. authorize the Management Board to undertake any and all measures indispensable to commence listing of pre-emptive rights, allotment certificates and the shares issued by the Company within the limits of the registered capital at Warsaw Stock Exchange; the authorisation shall in particular include:
 - 1) execution of a contract with National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A.] regarding dematerialization of shares issued by the Company within the limits of the registered capital and recording thereof in a relevant register;
 - 2) filing requests or notices to relevant authorities and institutions regarding introduction and authorization of the shares issued by the company within the limits of the registered capital for listing and trading at Warsaw Stock Exchange;

The Management Board may exercise the rights granted hereby discretely for each issued series of shares within the scope prescribed by the applicable provisions.

§2 Final provisions.

The resolution shall become effective on the day it is passed.

DRAFT

**Resolution no. 6
of the Extraordinary General Shareholders' Meeting of
Barlinek Spółka Akcyjna
of 18th October 2011**

on authorization of the Supervisory Board to adopt the uniform text of the Company Statute

§ 1 Authorization of the Supervisory Board

Pursuant to article 430 § 5 of the Code of Commercial Companies, the Extraordinary General Shareholders' Meeting authorizes the Supervisory Board to adopt a uniform text of the Statute following the registration by a competent court of the Statute amendments adopted at this meeting.

§2 Final provisions.

The resolution shall become effective on the day it is passed.