

**Subject: Draft resolutions for the Extraordinary General Meeting of Shareholders to be held on February 26<sup>th</sup> 2013**

**Current Report 10/2013**

Management Board of Pfeiderer Grajewo SA hereby presents draft resolutions for the Extraordinary General Meeting of Shareholders to be held on February 26<sup>th</sup> 2013.

**RESOLUTION NO. 1  
of the Extraordinary General Shareholders Meeting  
of Pfeiderer Grajewo Spolka Akcyjna  
dated February 26<sup>th</sup>, 2013**

**on changes to the composition of the Company's Supervisory Board.**

Pursuant to article 385 §1 of commercial companies code and article 17 paragraph 2 of the Company's statute, the General Shareholders Meeting resolves, as follows:

**§ 1**

The General Shareholders Meeting of Pfeiderer Grajewo SA hereby resolves to dismiss ..... from the Company's Supervisory Board.

**§ 2**

The General Shareholders Meeting of Pfeiderer Grajewo SA hereby resolves to appoint ..... to the Company's Supervisory Board.

**§ 3**

The resolution comes into force on the day of its adoption.

**RESOLUTION NO. 2  
of the Extraordinary General Shareholders Meeting  
of Pfeiderer Grajewo Spolka Akcyjna  
dated February 26<sup>th</sup>, 2013**

**on amendments to the Statue of Company and on cancelling the authorization granted to Management Board of Company to purchase the shares of Company for their redemption**

Pursuant to article 430, article 444, article 445 and article 447 of commercial companies code and article 28.2 of the Company's statute, the General Shareholders Meeting resolves, as follows:

**§ 1**

1. The General Shareholders Meeting resolves to cancel an authorization of Management Board specified in article 9A of Company's Statue to increase the share capital of the Company within the limits of authorized capital, with a possibility to deprive of all or portion of preemptive rights towards issued shares and subscription warrants and to apply for dematerialization and admission to a trade on regulated market of the shares and rights to the shares issued within the limits of authorized capital, as well as to amend

the Statute of Company in connection performance by the Management Board of the rights to increase the capital within the limits of authorized capital.

2. In order to perform the provisions of section 1 hereof the General Shareholders Meeting resolves to delete article 9A of the Statute of Company.
3. The General Shareholders Meeting resolves to cancel an issuance of subscription warrants and the conditional increase of share capital of the Company as specified in article 9B of the Statute of Company.
4. In order to perform the provisions of section 3 hereof the General Shareholders Meeting resolves to delete article 9B of the Statute of Company.
5. The General Shareholders Meeting resolves to cancel an authorization granted to Management Board pursuant to the resolution no. 2 of Extraordinary Meeting of Shareholders dated 20 July 2011 to purchase own shares for their redemption. The above resolution provided a purchase by the Company of maximum 20,524,000 own shares for their redemption.

## § 2

The General Shareholders Meeting authorizes the Supervisory Board to prepare unified text of the Statute of Company, which shall include the amendments provided by this resolution.

## § 3

The resolution comes into force on the day of its adoption, subject to a registration of the amendments to the Statute provided herein in the entrepreneurs register of National Court Register maintained for the Company.

Pursuant to the Regulation of the Polish Council of Ministers on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz. U. No. 33, item 259).

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