Subject: Draft resolutions for the Ordinary General Meeting of Shareholders to be held on June 28th 2013

Current Report 22/2013

Management Board of Pfleiderer Grajewo SA hereby presents draft resolutions for the Ordinary General Meeting of Shareholders to be held on June 28th 2013.

Resolution No. 1
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning approval of the Directors' Report on the Company's activities in the period from January 1st to December 31st 2012.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting on the basis of Art. 393.1 and of Art. 395.2.1 of the Commercial companies code, hereby resolves to approve the Directors' Report on the Company's activities in the period from January 1st to December 31st 2012.

2.

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

Resolution No. 2
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning approval of the Company's financial statements for the period from January 1st to December 31st 2012.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting on the basis of Art. 393.1 and of Art. 395.2.1 of the Commercial companies code, hereby resolves to approve the financial statements of Pfleiderer Grajewo SA for the period from January 1st to December 31st 2012, comprising:

a) statement of financial position as at 31.12.2012, showing an amount of PLN 1,427,663 thousand,
b) statement of comprehensive income for a period from 01.01.2012 to 31.12.2012 showing net profit amounting to PLN 12,003 thousand,
c) statement of changes in equity for a period from 01.01.2012 to 31.12.2012 showing increase in equity by an amount of PLN 12,003 thousand,
d) statement of cash flows for a period from 01.01.2012 to 31.12.2012 showing a net increase in cash amounting to PLN 339 thousand,
e) notes to the financial statements, comprising of a summary of significant accounting policies and other explanatory information.

2.

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

Resolution No. 3
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning approval of the Executive Board's consolidated report on the Group's operations for the period from January 1st 2012 to December 31st 2012.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting on the basis of Art. 393.1 and of Art. 395.2.1 of the Commercial companies code, hereby resolves to approve the Executive Board's consolidated report on operations of the Group in the period from January 1st to December 31st 2012.

2.

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

Resolution No. 4
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning approval of the Group's consolidated financial statements for the period from January 1st to December 31st 2012.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting on the basis of Art. 393.1 and of Art. 395.2.1 of the Commercial companies code, hereby resolves to approve the Group's consolidated financial statements for the period from January 1st to December 31st 2012, comprising:

a) consolidated statement of financial position as at 31.12.2012, showing an amount of PLN 1,807,032 thousand,
b) consolidated statement of comprehensive income for a period from 01.01.2012 to 31.12.2012 showing net profit amounting to PLN 36,285 thousand,
c) consolidated statement of changes in equity for a period from 01.01.2012 to 31.12.2012 showing increase in equity by an amount of PLN 18,684 thousand,
d) consolidated statement of cash flows for a period from 01.01.2012 to 31.12.2012 showing a net increase in cash amounting to PLN 7,689 thousand,
e) notes to the consolidated financial statements, comprising of a summary of significant accounting policies and other explanatory information.

2.

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

Resolution No. 5
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning distribution of net profit for the period from January 1st to December 31st 2012.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting on the basis of Art. 395.2.2 of the Commercial companies code, hereby resolves to allocate entire net profit for the period from January 1st to December 31st 2012 in the amount of PLN 12,003 thousand to the Company's supplementary capital.

2.

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

Resolution No. 6
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning approval of the performance of duties by members of the Company's Management Board for the period from January 1st to December 31st 2012.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting on the basis of Art. 393.1 and of Art. 395.2.3 of the Commercial companies code, hereby resolves to approve performance of duties by all members of the Company's Management Board composed of: Wojciech Gątkiewicz, Rafał Karcz, Dariusz Tomaszewski, Radosław Wierzbicki for the period from January 1st to December 31st 2012.

2.

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

Resolution No. 7
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning approval of the performance of duties by members of the Company's Supervisory Board for the period from January 1st to December 31st 2012.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting on the basis of Art. 393.1 and of Art. 395.2.3 of the Commercial companies code, hereby resolves to approve performance of duties by all members of the Company's Supervisory Board composed of: Gerd Hammerschmidt, Hans H. Overdiek, Jochen Schapka, Dr. Hans-Kurt von Werder, Michael Wolff, Jan Woźniak, Hans-Joachim Ziems for the period from January 1st 2012 to December 31st 2012.

2.

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

Resolution No. 8
of the Annual General Shareholders Meeting
of Pfleiderer Grajewo SA
of June 28th 2013

concerning election of the Supervisory Board for the new term of office.

1.

The Annual General Shareholders Meeting of Pfleiderer Grajewo SA, acting pursuant to Article 385 § 1 of Commercial Companies Code and Article 17 section 2 of Company's Statute, resolves to elect to the Supervisory Board of the Company for new term of office the following persons: _____

2.

Members of the Supervisory Board shall be entitled to the remuneration in the amounts and pursuant to the rules specified in the resolution No. 2 of Extraordinary Meeting of Shareholders of Pfleiderer Grajewo S.A. dated 10 April 2012.

3.

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

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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