



**From:** ARCUS S.A.

**Issued on:** 29 April 2011

**Subject:** The content of Draft Resolutions and other materials (including amendments to the Company's Articles of Association) to be presented at the Ordinary General Meeting of ARCUS S.A. Company Shareholders

**Current report no 8/2011**

**Legal basis:** Article 56(1) point 2 of the Act on Public Offering – Current and Periodic Information

**Report content:**

The Management Board of ARCUS S.A. ('the Company') with its registered office in Warsaw hereby publishes enclosed the content of Draft Resolutions to be discussed at the Ordinary General Meeting of Company's Shareholders convened for 26 May 2011 together with other available materials (including amendments to the Company's Articles of Association) associated with this General Meeting.

**Detailed Legal basis:** Par. 38.1.2 and Par. 38.1.3 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information to be published by issuers of securities and on conditions of recognition of information required under non-member state law regulations as equivalent (Journal of Laws No. 33 item 259).



**Point 2 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the appointment of a Chairman of the Ordinary General Meeting of  
Shareholders**

The Ordinary General Meeting of ARCUS S.A. Company's Shareholders hereby resolves to appoint Mr. \_\_\_\_\_ as a Chairman of the Ordinary General Meeting of the Company's Shareholders.

**Point 4 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the adoption of the Agenda**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves to adopt the Agenda of the Ordinary General Meeting of Shareholders in the wording consistent with the Agenda presented in the notice of this General Meeting published by the Company on 29 April 2011 in the current report No 6/2011 and on [www.arcus.pl](http://www.arcus.pl) website.

**Point 5 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the approval of the Supervisory Board's statement on the results of the assessment of Company's unconsolidated financial statement for the year ended 31 December 2010 and the Management Board's report on Company's activities in 2010**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves to approve the Supervisory Board's statement on the results of the assessment of Company's unconsolidated financial statement for the year ended 31 December 2010 and the Management Board's report on Company's activities in 2010.

**Point 6 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the approval of the Supervisory Board's statement on the results of the assessment of ARCUS S.A. Capital Group's consolidated financial statement for the year ended 31 December 2010 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2010**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves to approve the Supervisory Board's statement on the results of the assessment of ARCUS S.A. Capital Group's consolidated financial statement for the year ended 31 December 2010 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2010.

**Point 7 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the approval of the Supervisory Board's statement on the results of the assessment of the Management Board's proposal concerning the allocation of profit for the financial year 2010**

The Ordinary General Meeting of Shareholders hereby resolves to approve the Supervisory Board's statement on the results of the assessment of the Management Board's proposal concerning the allocation of profit for the financial year 2010.

**Point 8 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw**

**of 26 May 2011**

**on the approval of the Supervisory Board's statement on the results of the  
assessment of its activities in 2010**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves to approve the Supervisory Board's statement on the results of the assessment of its activities in 2010.

**Point 9 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the approval of the Supervisory Board's statement regarding the  
assessment of Company's and Capital Group's position in 2010**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves as follows:

Par. 1

The Supervisory Board's statement regarding the assessment of Company's position in 2010 is approved.

Par. 2

The Supervisory Board's statement regarding the assessment of ARCUS S.A. Capital Group's position in 2010 is approved.

**Point 10 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the approval of the Company's Management Board report on Company's  
and Capital Group's activities in 2010**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves as follows:

Par. 1

The Company's Management Board report on Company's activities in the financial year ended 31 December 2010 is approved.

Par. 2

The Company's Management Board report on ARCUS S.A Capital Group's activities in the financial year ended 31 December 2010 is approved.

**Point 11 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the approval of Company's unconsolidated financial statement and ARCUS S.A. Capital Group's consolidated financial statement for the financial year ended 31 December 2010**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves as follows:

Par. 1

The unconsolidated financial statement of the Company for the financial year ended 31 December 2010, including: balance sheet as at 31 December 2010 with total assets of PLN 122,671,000 (in words: one hundred and twenty two million six hundred and seventy one thousand zloty), profit and loss account for the period of 1 January 2010 - 31 December 2010 with net sales revenues of PLN 193,177,000 (in words: one hundred and ninety three million one hundred and seventy seven thousand zloty) and net profit of PLN 2,255,000 (in words: two million two hundred and fifty five thousand), is approved.

Par. 2

The consolidated financial statement of ARCUS S.A. Capital Group for the financial year ended 31 December 2010, including: balance sheet as at 31 December 2010 with total assets of PLN 124,650,000 (in words: one hundred and twenty four million six hundred and fifty thousand zloty), profit and loss account for the period of 1 January 2010 - 31 December 2010 with net sales revenues of PLN 198,233,000 (in words: one hundred and ninety eight million two hundred and thirty three thousand zloty) and net profit of PLN 268,000 (in words: two hundred and sixty eight thousand), is approved.

**Point 12 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on the allocation of Company's profit for the financial year ended 31 December  
2010**

In accordance with the proposal of the Company's Management Board and pursuant to the opinion of the Company's Supervisory Board, the Ordinary General Meeting of Shareholders hereby resolves to allocate the Company's profit for the financial year ended 31 December 2010 at the amount of PLN 2,255,000 (in words: two million two hundred and fifty five thousand zloty) to the Reserve Capital where the profit for the financial year ended 31 December 2009 had been allocated.

***Justification:***

*The allocation of profit for the financial year ended 31 December 2010 to the Reserve Capital is contingent upon the necessity to ensure the financial security of the Company in view of market conditions as well as secures the financial funds particularly for the further development of the Company and implementation of planned investments.*

**Point 13 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**



**on granting the President of the Management Board an approval of the  
performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Wojciech Kruszyński – the President of the Management Board, an approval of the performance of his duties in the financial year ended 31 December 2010 (in the period of 1 January 2010 – 31 December 2010).

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on granting the former Vice-President of the Management Board an approval  
of the performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Konrad Kowalczyk – Vice-President of the Management Board, an approval of the performance of his duties in the financial year ended 31 December 2010 (in the period of 1 January 2010 – 31 December 2010).

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 26 May 2011**

**on granting the Vice-President of the Management Board an approval of the  
performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Wiktor Róžański – Vice-President of the Management Board, an approval of the

performance of his duties in the financial year ended 31 December 2010 (in the period of 1 January 2010 – 31 December 2010).

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on granting the former Chairman of the Supervisory Board an approval of the performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Marek Czeredys – the Chairman of the Supervisory Board, an approval of the performance of his duties in the financial year ended 31 December 2010 (in the period of 1 January 2010 – 25 February 2010).

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on granting the Chairman of the Supervisory Board an approval of the performance of her duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mrs. Elżbieta Niebisz – the Chairman of the Supervisory Board, an approval of the performance of her duties in the financial year ended 31 December 2010.

*(Mrs. Elżbieta Niebisz was appointed from the composition of the Supervisory Board on the basis of the Resolution No 5 of the Extraordinary General Meeting of Shareholders of 30 March 2010).*

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on granting the Member of the Supervisory Board an approval of the  
performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Michał Słoniewski – the Member of the Supervisory Board, an approval of the performance of his duties in the financial year ended 31 December 2010.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on granting the Member of the Supervisory Board an approval of the  
performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Tadeusz Janusiewicz – the Member of the Supervisory Board, an approval of the performance of his duties in the financial year ended 31 December 2010.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on granting the Member of the Supervisory Board an approval of the  
performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Sławomir Jakszuk – the Member of the Supervisory Board, an approval of the performance of his duties in the financial year ended 31 December 2010.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on granting the Member of the Supervisory Board an approval of the  
performance of his duties**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Ryszard Barski – the Member of the Supervisory Board, an approval of the performance of his duties in the financial year ended 31 December 2010 (in the period of 30 March 2010 – 31 December 2010).

**Point 14 of the Agenda:**

**Resolution No. 20**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on the dismissal of the Members of the Supervisory Board in accordance with  
the termination of the term of office and appointment of Members of the  
Supervisory Board for a new term of office**

In accordance with Art. 385.1 of the Commercial Companies Code and Par. 6 title 2.2 of ARCUS S.A. Articles of Association, the Ordinary General Meeting of

Shareholders hereby resolves to dismiss: Mrs. Elżbieta Niebisz, Mr. Michał Słoniewski, Mr. Tadeusz Janusiewicz, Mr. Sławomir Jakszuk and Mr. Ryszard Barski from the composition of the Supervisory Board in connection with the expiration of a three-year term of office. The Resolution hereof arises from the necessity to appoint new members of the Supervisory Board for a new three-year term of office (begging on 26 May 2011).

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on determination of the number of Members of the Supervisory Board**

In accordance with Art. 385.1 of the Commercial Companies Code and Par. 6 title 2.1,2 of ARCUS S.A. Articles of Association, the Ordinary General Meeting of Shareholders hereby resolves to appoint the Company's Supervisory Board, for a three-year term of office, in the composition of (number of members).

*Justification:*

*In accordance with Art. 385.1 of the Commercial Companies Code and Par. 6 title 2.1,2 of the Company's Articles of Association, the appointment of Members of the Supervisory Board shall be among the competences of the General Meeting.*

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on the appointment of the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves to appoint\_\_\_\_\_ to the composition of the Supervisory Board.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on the appointment of the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves to appoint\_\_\_\_\_ to the composition of the Supervisory Board.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on the appointment of the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves to appoint\_\_\_\_\_ to the composition of the Supervisory Board.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on the appointment of the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves to appoint\_\_\_\_\_ to the composition of the Supervisory Board.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on the appointment of the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves to appoint\_\_\_\_\_ to the composition of the Supervisory Board.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on the appointment of the Chairman of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves to appoint\_\_\_\_\_ as a Chairman of the Supervisory Board.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on determination of the Supervisory Board Members' remuneration**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves as follows as regards the remuneration of the Supervisory Board Members.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 26 May 2011**

**on amendments to the Company's Articles of Association**

Par. 1

In accordance with Art. 430 of the Commercial Companies Code and Par. 6.3.1.b of ARCUS S.A. Articles of Association, the Ordinary General Meeting of Shareholders hereby resolves as follows:

**Par. 6.1.6 of the Company's Articles of Association in the wording:**

'The representations in the name of the company may be made and obligations incurred by two Members of the Management Board acting jointly or by one Member of the Management Board acting together with a holders of the commercial power of attorney'.

**Shall be replaced by:**

'The representations in the name of the company may be made and obligations incurred by the President of the Management Board individually or by two Members of the Management Board acting jointly or by one Member of the Management Board acting together with a holders of the commercial power of attorney'.

Par. 2

The Supervisory Board of the Company shall be authorized to approve the consolidated text of the Company's Articles of Association taking into account the amendments arising from the Resolution hereof.



Par. 3

The Resolution shall come into force upon its adoption, while the amendments to the Company's Articles of Association arising from the Resolution hereof shall come into force upon the registration by the relevant registration court.