

## **Current report 15/2012**

**Dated: 26.06.2012**

**Subject: Resolutions of the Ordinary General Shareholders Meeting of ZETKAMA S.A..**

The Management Board of ZETKAMA located in Ścinawaka Średnia announces Resolutions of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012.

### **Resolution No. 1**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on the election of the Chairman of the General Shareholders Meeting

1. On the basis of art. No. 409 § 1 Commercial Partnership and Companies Code, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby elect Zygmunt Mrozek as a Chairman of the General Shareholders Meeting.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

### **Resolution No. 2**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on election of the Ballot Counting Committee.

1. On the basis of art. No. 395 § 5 Commercial Partnership and Companies Code, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby elect Katarzyna Kopytowska, Jerzy Kożuch to the Ballot Counting Committee.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

### **Resolution No. 3**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on acceptance of the agenda of the Ordinary General Shareholders Meeting.

1. On the basis of art. No. 404 Commercial Partnership and Companies Code, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby accepted the agenda of the Ordinary General Shareholders Meeting, announced by the Company on May 30, 2012 through the announcement made on the Company's website and through the current report No. 12

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes.

### **Resolution No. 4**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on approval of the Financial Statements of the Company for the financial year 2011.

1. On the basis of art. No. 395 § 2 point 1 Commercial Partnership and Companies Code and § 18 section 1 point 1 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, approves of the Financial Statements for the financial year 2011, consisting of:

- the balance sheet at 31.12.2011, which shows total assets and liabilities of 134 129 thousand PLN,

- the income statement for the period 1 January to 31 December 2011, which shows a profit in the amount of 16 803 thousand PLN,

- the statement of changes in equity which shows an increase in period from 1 January to 31 December 2011 in the amount of 15 866 thousand PLN,

- The cash flow statement, which shows a decrease in net cash flow for the period from 1 January to 31 December 2011 in the amount of 1 039 thousand PLN,

- additional information, explanation and introduction to Financial Statements.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

### **Resolution No. 5**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on approval of the report of the Management Board on the Company's activities during the financial year 2011.

1. On the basis of art. No. 395 § 2 point 1 Commercial Partnership and Companies Code and § 18 section 1 point 1 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, approves of the report of the Management Board on the Company's activities during the financial year 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 6**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on approval of the report of the Supervisory Board.

1. On the basis of art. No. 395 § 5 Commercial Partnership and Companies Code the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, approves of the report of the Supervisory Board on the Company's activities work in 2011 year and the results of the evaluation of the Report of the Management Board on the Company's Activities, the Financial Statements of the Company for financial year 2011 and the Management Board's proposal of the appropriation of Company profit for the previous year.

2. This resolution comes into force on the date it is taken.

For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 7**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on approval of the Consolidated Financial Statements of The Company for the financial year 2011.

1. On the basis of art. No. 395 § 2 point 1 Commercial Partnership and Companies Code and § 18 section 1 point 12 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, approves of the

Consolidated Financial Statements for the financial year 2011, consisting of:

- the balance sheet at 31.12.2011, which shows total assets and liabilities of 214 022 thousand PLN,

- the income statement for the period 1 January to 31 December 2011, which shows a profit in the amount of 27 992 thousand PLN,

- the statement of changes in equity which shows an increase in period from 1 January to 31 December 2011 in the amount of 21 609 thousand PLN,

- The cash flow statement, which shows a decrease in net cash flow for the period from 1 January to 31 December 2011 in the amount of 11 993 thousand PLN,

- additional information, explanation and introduction to consolidated Financial Statements.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 8**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on approval of the report on the Activities of the Capital Group in financial year 2011.

1. On the basis of art. No. 395 § 2 point 1 Commercial Partnership and Companies Code and § 18 section 1 point 12 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, approves of the report on the Activities of the Capital Group during the financial year 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 9**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on granting approval of the performance of duties by the President of the Management Board.

1. On the basis of art. No. 395 § 2 point 3 Commercial Partnership and Companies Code and § 18 section 1 point 3 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head

office in Ścinawka Średnia, hereby granted approval of the performance by the President of the Management Board – Leszek Jurasz of his duties during the period from 1 January to 31 December 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 10**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on granting approval of the performance of duties by the Vice - President of the Management Board

1. On the basis of art. No. 395 § 2 point 3 Commercial Partnership and Companies Code and § 18 section 1 point 3 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby granted approval of the performance by the Vice - President of the Management Board – Jerzy Kożuch of his duties during the period from 1 January to 31 December 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 11**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on granting approval of the performance of duties by the Chairmen of the Supervisory Board

1. On the basis of art. No. 395 § 2 point 3 Commercial Partnership and Companies Code and § 18 section 1 point 3 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby granted approval of the performance by the Chairmen of the Supervisory Board – Michał Zawisza of his duties during the period from 1 January to 31 December 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 12**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on granting approval of the performance of duties by the Deputy Chairmen of the Supervisory Board.

1. On the basis of art. No. 395 § 2 point 3 Commercial Partnership and Companies Code and § 18 section 1 point 3 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby granted approval of the performance by the Deputy Chairmen of the Supervisory Board – Jan Jurczyk of his duties during the period from 1 January to 31 December 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 309 048 votes, that is 47,08% given votes

#### **Resolution No. 13**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on granting approval of the performance of duties by the Secretary of the Supervisory Board

1. On the basis of art. No. 395 § 2 point 3 Commercial Partnership and Companies Code and § 18 section 1 point 3 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby granted approval of the performance by the Secretary of the Supervisory Board – Zygmunt Mrożek of his duties during the period from 1 January to 31 December 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

#### **Resolution No. 14**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on granting approval of the performance of duties by the Member of the Supervisory Board

1. On the basis of art. No. 395 § 2 point 3 Commercial Partnership and Companies Code and § 18 section 1 point 3 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby granted approval of the performance by the Member of the Supervisory Board – Tomasz Jurczyk of his duties during the period from 1 January to 31 December 2011.

2. This resolution comes into force on the date it is taken.

3. For the resolution cast 2 250 154 votes, that is 45,88 % given votes

**Resolution No. 15**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on granting approval of the performance of duties by the Member of the Supervisory Board

1. On the basis of art. No. 395 § 2 point 3 Commercial Partnership and Companies Code and § 18 section 1 point 3 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, hereby granted approval of the performance by the Member of the Supervisory Board – Tomasz Stamirowski of his duties during the period from 1 January to 31 December 2011.
2. This resolution comes into force on the date it is taken.
3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

**Resolution No. 16**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on appropriation of Company profit for financial year 2011 on spare company capital.

1. On the basis of art. No. 395 § 2 point 2 Commercial Partnership and Companies Code and § 18 section 1 point 2 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, decide to appropriate the Company profit for financial year 2011 in amount 16 803 001,45 PLN for:
  - a. spare Company capital in amount 11 898 851,45 PLN,
  - b. payment of dividend in the amount of 4 904 150,00 PLN - 1 PLN for one share.The General Assembly shall fix a date the dividend on 27 July 2012 and payment date dividend on 10 August 2012.
2. This resolution comes into force on the date it is taken.
3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes

**Resolution No. 17**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 26 June 2012. Regarding: on changes of the Statutes.

1. On the basis of art. No. 3430 § 1 Commercial Partnership and Companies Code, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia adopt a change of The Statutes that:
  - a) the provision of § 13 paragraph. 2 point 7;
  - b) a record of § 13. 2 point 8 is replaced by new, the following:  
"The choice of an authorized auditor to audit the financial statements of the Company and consolidated group, "
  - c) Record of § 15. 5 of the Statute is replaced by new, the following:  
"The General Assembly held at the premises of the Company, Warsaw, Wrocław, Łódź, Bielsko-Biała, Sosnowiec"
2. This resolution comes into force on the date it is taken.
3. For the resolution cast 2 756 924 votes, that is 56,22 % given votes