

## **Current report 17/2010**

**Dated : 25. 05.2010**

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

The Management Board of ZETKAMA located in Ścinawaka Średnia announces proposed Resolutions of the ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010.

#### **Resolution No. 1**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 .....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 .....votes, that is .....given votes

#### **Resolution No. 2**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 ..... to the Ballot Counting Committee.

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

3. For the resolution cast .....votes, that is .....given votes

#### **Resolution No. 3**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 28, 2010 through the announcement made on the Company's website and through the current report No. 16

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

3. For the resolution cast .....votes, that is .....given votes.

#### **Resolution No. 4**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on approval of the Financial Statements of the Company for the financial year 2009.

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 2009, consisting of:

- introduction to Financial Statements

- the balance sheet at 31.12.2009, which shows total assets and liabilities of 115 007 thousand PLN,

- the income statement for the period 1 January to 31 December 2009, which shows a profit for the period 3 426 thousand PLN,

- the statement of changes in equity which shows an increase in period from 1 January to 31 December 2009 in the amount of 3.605 thousand PLN,

- The cash flow statement, which shows a decrease in net cash flow for the period from 1 January to 31 December 2009 in the amount of 334 thousand PLN,

- additional information and explanation.

2. This resolution comes into force on the date it is taken.
3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 5**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on approval of the report of the Management Board on the Company's activities during the financial year 2009.

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 2009.
2. This resolution comes into force on the date it is taken.
3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 6**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on approval of the Consolidated Financial Statements of The Company for the financial year 2009.

1. On the basis of art. No. 395 § 2 point 1 Commercial Partnership and Companies Code and § 18 section 2 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 2009, consisting of:
  - introduction to consolidated Financial Statements
  - the balance sheet at 31.12.2009, which shows total assets and liabilities of 153 666 thousand PLN,
  - the income statement for the period 1 January to 31 December 2009, which shows a profit for the period 4 368 thousand PLN,
  - the statement of changes in equity which shows an increase in period from 1 January to 31 December 2009 in the amount of 3.655 thousand PLN,
  - The cash flow statement, which shows a decrease in net cash flow for the period from 1 January to 31 December 2009 in the amount of 251 thousand PLN,
  - additional information and explanation.
2. This resolution comes into force on the date it is taken.
3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 7**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on approval of the report on the Activities of the Capital Group in financial year 2009.

1. On the basis of art. No. 395 § 2 point 1 Commercial Partnership and Companies Code and § 18 section 2 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 2009.
2. This resolution comes into force on the date it is taken.
3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 8**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on appropriation of Company profit for financial year 2009 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 2009 in amount 3.426 thousand PLN for spare Company capital.
2. This resolution comes into force on the date it is taken.

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 9**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 2009.

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 10**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on 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 – Andrzej Herma of his duties during the period from 1 January to 13 October 2009.

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 11**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on granting approval of the performance of duties by the Member 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 Member of the Management Board – Jerzy Kożuch of his duties during the period from 1 January to 13 October and by the Vice - President of the Management Board to 31 December 2009.

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 12**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 2009.

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 13**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 2009.

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 14**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 Mrošek of his duties during the period from 1 January to 31 December 2009. the election of the Chairman of the General Shareholders Meeting.

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 15**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 2009. the election of the Chairman of the General Shareholders Meeting

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 16**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 2009. the election of the Chairman of the General Shareholders Meeting

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

3. For the resolution cast.....votes, that is .....given votes

**Resolution No. 17**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 – Ryszard Sofiński of his duties during the period from 1 January to 27 January 2009.

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

3. For the resolution cast.....votes, that is .....given votes.

**Resolution No. 18**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. 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 – Adam Wrona of his duties during the period from 1 January to 27 January 2009.

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

3. For the resolution cast .....votes, that is .....given votes

**Resolution No. 19**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on Appointment of a member of the Supervisory Board

On the basis of art. No. 385 § 1 Commercial Partnership and Companies Code and § 12 section 1 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, appointed to the Supervisory Board ... .. for a joint five-year term

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

3. For the resolution cast .....votes, that is .....given votes

**Resolution No. 20**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on Appointment of a member of the Supervisory Board

On the basis of art. No. 385 § 1 Commercial Partnership and Companies Code and § 12 section 1 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, appointed to the Supervisory Board ... .. for a joint five-year term

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

3. For the resolution cast .....votes, that is .....given votes

**Resolution No. 21**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on Appointment of a member of the Supervisory Board

On the basis of art. No. 385 § 1 Commercial Partnership and Companies Code and § 12 section 1 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, appointed to the Supervisory Board ... .. for a joint five-year term

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

3. For the resolution cast .....votes, that is .....given votes

**Resolution No. 22**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on Appointment of a member of the Supervisory Board

On the basis of art. No. 385 § 1 Commercial Partnership and Companies Code and § 12 section 1 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, appointed to the Supervisory Board ... .. for a joint five-year term

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

3. For the resolution cast .....votes, that is .....given votes

**Resolution No. 23**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on Appointment of a member of the Supervisory Board

On the basis of art. No. 385 § 1 Commercial Partnership and Companies Code and § 12 section 1 of the Statutes, the Ordinary General Shareholders Meeting of ZETKAMA S.A. with registered head office in Ścinawka Średnia, appointed to the Supervisory Board ... .. for a joint five-year term

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

3. For the resolution cast .....votes, that is .....given votes

**Resolution No. 24**

of the Ordinary General Shareholders Meeting of ZETKAMA S.A. dated 29 June 2010. Regarding: on changes Articles of Association.

On the basis of art. No. 430 § 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 in ZETKAMA'S Articles of Association such as : Change in § 11 by determining the current wording of § 11 of the Statute under § 11.paragfapf 1 and adding a paragraph. 2 of the content "The provisions of paragraph 1. Do not preclude the establishment of a sole proprietorship or a total of procuration and does not restrict the rights of proxies under the provisions on the procuration."

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

3. For the resolution cast.....votes, that is .....given votes

Justification for a resolution on amendments to the Article of Association ZETKAMA SA.

Resolution on changes Articles of Association, is to clarify the provisions relating to representation and the establishment of the Company proxies in order to eliminate potential concerns that may arise among the partners of the Company.

Legal basis:

art. 56 section 1 point 2 of the Offering Act