



Appendix no. 2

**FORM OF VOTING BY AUTHORIZED REPRESENTATIVE ON THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF DELKO S.A. ON 29 JUNE 2010**

The undersigned:

.....

/FULL NAME/

.....

/POSITION/

.....

/COMPANY/

.....

/ADDRESS/

confirms that:

.....

/FULL NAME OF SHAREHOLDER/ ("Shareholder")

is entitled to exercise

.....

/NUMBER/

votes under ordinary bearer shares in Delko S.A. ("the Company"), and hereby authorizes:

.....

/FULL NAME/

holding passport/personal identity card:

.....

/DOCUMENT SERIES AND NUMBER/



to represent shareholder on the General Meeting of Shareholders of Delko S.A., which will be held on 29 June 2010 in Śrem (63-100), at 2 Józefa Chelmońskiego Street (L'ascada Hotel). to participate in the General Meeting and take floor in the course of the Meeting, with..... /enter number of shares/ shares, to sign the list of attendance and to exercise right to vote under shares on behalf of Shareholder /according to the instructions stated below/, concerning resolutions of the Meeting, the proposed content of which is as follows:

**Resolution No. 01 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: appointment of the Chairman of the Meeting.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company decides to appoint ..... as the Chairman of the Meeting.

**§ 2**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 02 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: appointment of the Returning Committee.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company decides to appoint to the Returning Committee the following persons:

- 1) .....
- 2) .....

3) .....

## § 2

The resolution shall enter into force on the day of its adoption.

### **Resolution no. 03 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company")**

concerning: adoption of the agenda.

## § 1

The Ordinary General Meeting of Shareholders of the Company decides to adopt the following agenda of this Meeting:

1. Opening of the session.
2. Appointment of the Chairman.
3. Preparation of the list of attendance.
4. Statement about the correctness of summoning the Meeting and its capacity to adopt resolutions.
5. Appointment of the Returning Committee.
6. Adoption of the agenda.
7. Presentation by the Board of the financial statement and the report on operations of the Company for the financial year 2009, the consolidated financial statement of Delko Group of Companies, and the report on operations of Delko Group of Companies for the financial year 2009.
8. Presentation by the Supervisory Board of the Report for 2009
9. Adoption of resolutions concerning examination and approval of the financial statement for the financial year 2009 and the report on operations of the Company for the year 2009.



10. Adoption of a resolution concerning examination and approval of the consolidated financial statement for the year 2009 and the report on operations of Delko Group of Companies for the year 2009.
11. Adoption of a resolution concerning examination and approval of the report of the Supervisory Board of the Company for the year 2009.
12. Adoption of a resolution concerning allocation of the profit for the financial year 2009.
13. Adoption of a resolution concerning granting the vote of approval to members of the Board of Directors for performance of their obligations in the year 2009.
14. Adoption of a resolution concerning granting the vote of approval to members of the Supervisory Board for performance of their obligations in the year 2009.
15. Adoption of a resolution concerning appointment of a member of the Supervisory Board.
16. Adoption of a resolution concerning changes in the Articles of Association of the Company.
17. Adoption of a resolution concerning granting to the Supervisory Board authorization to adopt uniform text of the Articles of Association.
18. Adoption of a resolution concerning changes in the Regulations of the Extraordinary General Meeting of Shareholders of Delko S.A.
19. Other business.
20. Closing of the session.

## § 2

The resolution shall enter into force on the day of its adoption.



**Resolution no. 04 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company")**

concerning: examination and approval of the financial statement for the financial year 2009 and the report on operations of the Company in the year 2009.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company shall examine and approve the financial statement of Delko S.A. for the financial year 2009, including: - introduction to the financial statement, - balance sheet, drawn up as at 31 December 2009, which presents the total balance of assets, equity and liabilities in the amount of 65.772 thousand PLN, - income statement for the period from 1 January 2009 to 31 December 2009, reporting net profit in the amount of 5.247 thousand PLN, - statement of changes in equity (fund), indicating increase in equity in the period from 01 January 2009 until 31 December 2009 by the amount of 18.252 thousand PLN, - cash flow statement, showing increase in net cash in the period from 01 January 2009 until 31 December 2009 by the amount of 4.948 thousand PLN, - additional information on the adopted accounting principles and other explanatory information, verified by a chartered auditor.

**§2**

The Ordinary General Meeting of Shareholders of Delko S.A. shall examine and approve the Report on operations of the Company in the year 2009.

**§ 3**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 05 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company")**

concerning: examination and approval of the consolidated financial statement for the financial year 2009 and the report on operations of Delko Group of Companies in the year 2009.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company shall examine and approve the consolidated financial statement of Delko Group of Companies for the financial year 2009, including: - introduction to the financial statement, - consolidated balance sheet, drawn up as at 31 December 2009, which presents the total balance of assets, equity and liabilities in the amount of 91.704 thousand PLN, - consolidated income statement for the period from 01 January 2009 until 31 December 2009, reporting net profit in the amount of 7.478 thousand PLN, including net profit for shareholders of the parent entity, Delko S.A., in the amount of 6.167 thousand PLN, - statement of changes in the consolidated equity, indicating increase in equity in the period from 1 January 2009 until 31 December 2009 by the amount of 19.732 thousand PLN, - consolidated cash flow statement, showing increase in cash in the period from 01 January 2009 until 31 December 2009 by the amount of 5.537 thousand PLN, - additional information on the adopted accounting principles and other explanatory information, verified by a chartered auditor.

**§ 2**

The Ordinary General Meeting of Shareholders of Delko S.A. shall examine and approve the Report on operations of Delko Group of Companies in the year 2009.

**§ 3**

The resolution shall enter into force on the day of its adoption.



**Resolution no. 06 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: examination and approval of the Report of the Supervisory Board for the year 2009.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company shall examine and approve the Report of the Supervisory Board for the year 2009

**§ 2**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 07 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: allocation of the profit for the financial year 2009.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company decides to exclude net profit for the financial year 2009 in the amount of 5,247,921.59 PLN (in words: five million two hundred forty-seven thousand nine hundred and twenty-one zloty fifty-nine grosz) from distribution between shareholders and to allocate it in full for supplementary capital of the Company.

**§ 2**

The resolution shall enter into force on the day of its adoption. *In the case of failure to adopt a resolution concerning allocation of the profit for the financial year 2009 for supplementary capital of the Company, the following resolution will be put to a vote:*



**Resolution no. 07 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: allocation of the profit for the financial year 2009.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company decides to distribute net profit for the financial year 2009 in the amount of 5,247,921.59 PLN (in words: five million two hundred forty-seven thousand nine hundred and twenty-one zloty fifty-nine grosz) as follows: a) the amount of ..... zloty (in words: .....) shall be excluded from distribution and allocated for supplementary capital of the Company, b) the amount of ..... zloty (in words: .....) shall be allocated for dividend for shareholders of the Company. 2. The day of dividend shall be the day of adoption of this resolution. The dividend shall be paid on .....

**§ 2**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 08 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to the President of the Board of Directors for performance of obligations.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company decides to grant the vote of approval to Mr. Dariusz Kawecki for performance of obligations - for the period from 01 January 2009 until 31 December 2009

**§ 2**

The resolution shall enter into force on the day of its adoption. *In the case of failure to adopt a resolution on granting the vote of approval to Mr. Dariusz Kawecki for performance of obligations of President of the Board of Directors of the Company in the year 2009, the following resolution will be put to a vote:*



**Resolution no. 08 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: refusal to grant the vote of approval to the President of the Board of Directors for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of the Company decides to refuse granting the vote of approval to Mr. Dariusz Kawecki for performance of obligations - for the period from 01 January 2009 until 31 December 2009*

**§ 2**

*The resolution shall enter into force on the day of its adoption.*

**Resolution no. 09 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to Vice President of the Board of Directors for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of Delko S.A. decides to grant the vote of approval to Mr. Dariusz Trusz for performance of obligations - for the period from 01 January 2009 until 31 December 2009.*

**§ 2**

*The resolution shall enter into force on the day of its adoption. In the case of failure to adopt a resolution on granting the vote of approval to Mr. Dariusz Trusz for performance of obligations of Vice President of the Board of Directors of the Company in the year 2009, the following resolution will be put to a vote:*



**Resolution no. 09 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: refusal to grant the vote of approval to the Vice President of the Board of Directors for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of Delko S.A. decides to refuse granting the vote of approval to Mr. Dariusz Trusz for performance of obligations - for the period from 01 January 2009 until 31 December 2009.*

**§ 2**

*The resolution shall enter into force on the day of its adoption.*

**Resolution no. 10 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to Vice President of the Board of Directors for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of Delko S.A. decides to grant the vote of approval to Mr. Andrzej Worsztynowicz for performance of obligations - for the period from 01 January 2009 until 04 June 2009.*

**§ 2**

*The resolution shall enter into force on the day of its adoption. In the case of failure to adopt a resolution on granting the vote of approval to Mr. Andrzej Worsztynowicz for performance of obligations of Vice President of the Board of Directors of the Company in the year 2009, the following resolution will be put to a vote:*



**Resolution no. 10 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: refusal to grant the vote of approval to the Vice President of the Board of Directors for performance of obligations.

**§ 1**

The Ordinary General Meeting of Shareholders of Delko S.A. decides to refuse granting the vote of approval to Mr. Andrzej Worsztynowicz for performance of obligations - for the period from 01 January 2009 until 04 June 2009.

**§ 2**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 11 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to the Chairman of the Supervisory Board for performance of obligations.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company decides to grant the vote of approval to Mr. Mirosław Nowel for performance of obligations - for the period from 01 January 2009 until 31 December 2009.

**§ 2**

The resolution shall enter into force on the day of its adoption. *In the case of failure to adopt a resolution on granting the vote of approval to Mr. Mirosław Nowel for performance of obligations of Chairman of the Supervisory Board of the Company in the year 2009, the following resolution will be put to a vote:*



**Resolution no. 11 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: refusal to grant the vote of approval to the Chairman of the Supervisory Board for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of the Company decides to refuse granting the vote of approval to Mr. Mirosław Nowel for performance of obligations - for the period from 01 January 2009 until 31 December 2009.*

**§ 2**

*The resolution shall enter into force on the day of its adoption.*

**Resolution no. 12 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to the Deputy Chairman of the Supervisory Board for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of Delko S.A. decides to grant the vote of approval to Mr. Leszek Wójcik - for the period from 01 January 2009 until 31 December 2009*

**§ 2**

*The resolution shall enter into force on the day of its adoption. In the case of failure to adopt a resolution on granting the vote of approval to Mr. Leszek Wójcik for performance of obligations of Deputy Chairman of the Supervisory Board of the Company in the year 2009, the following resolution will be put to a vote:*



**Resolution no. 12 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: refusal to grant the vote of approval to the Deputy Chairman of the Supervisory Board for performance of obligations.

**§ 1**

The Ordinary General Meeting of Shareholders of Delko S.A. decides to refuse granting the vote of approval to Mr. Leszek Wójcik for performance of obligations - for the period from 01 January 2009 until 31 December 2009.

**§ 2**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 13 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to a Member of the Supervisory Board for performance of obligations.

**§ 1**

The Ordinary General Meeting of Shareholders of Delko S.A. decides to grant the vote of approval to Mr. Mirosław Dąbrowski for performance of obligations - for the period from 01 January 2009 until 31 December 2009.

**§ 2**

The resolution shall enter into force on the day of its adoption. In the case of failure to adopt a resolution on granting the vote of approval to Mr. Mirosław Dąbrowski for performance of obligations of Member of the Supervisory Board of the Company in the year 2009, the following resolution will be put to a vote:



**Resolution no. 13 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: refusal to grant the vote of approval to a Member of the Supervisory Board for performance of obligations.

**§ 1**

The Ordinary General Meeting of Shareholders of Delko S.A. decides to refuse granting the vote of approval to Mr. Mirosław Dąbrowski for performance of obligations - for the period from 01 January 2009 until 31 December 2009.

**§ 2**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 14 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to a Member of the Supervisory Board for performance of obligations.

**§ 1**

The Ordinary General Meeting of Shareholders of the Company decides to grant the vote of approval to Mr. Kazimierz Luberda for performance of obligations - for the period from 01 January 2009 until 31 December 2009

**§ 2**

The resolution shall enter into force on the day of its adoption. In the case of failure to adopt a resolution on granting the vote of approval to Mr. Kazimierz Luberda for performance of obligations of Member of the Supervisory Board of the Company in the year 2009, the following resolution will be put to a vote:



**Resolution no. 14 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: refusal to grant the vote of approval to a Member of the Supervisory Board for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of the Company decides to refuse granting the vote of approval to Mr. Kazimierz Luberda for performance of obligations - for the period from 01 January 2009 until 31 December 2009.*

**§ 2**

*The resolution shall enter into force on the day of its adoption.*

**Resolution no. 15 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Śrem ("the Company")**

concerning: granting the vote of approval to a Member of the Supervisory Board for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of Delko S.A. decides to grant the vote of approval to Ms. Luiza Sobecka for performance of obligations - for the period from 01 January 2009 until 31 December 2009.*

**§ 2**

*The resolution shall enter into force on the day of its adoption. In the case of failure to adopt a resolution on granting the vote of approval to Ms. Luiza Sobecka for performance of obligations of Member of the Supervisory Board in the year 2009, the following resolution will be put to a vote:*



**Resolution no. 15 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company")**

concerning: refusal to grant the vote of approval to a Member of the Supervisory Board for performance of obligations.

**§ 1**

*The Ordinary General Meeting of Shareholders of Delko S.A. decides to refuse granting the vote of approval to Ms. Luiza Sobecka for performance of obligations - for the period from 01 January 2009 until 31 December 2009.*

**§ 2**

*The resolution shall enter into force on the day of its adoption.*

**Resolution no. 16 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company")**

concerning: appointment of Member of the Supervisory Board.

**§ 1**

..... is hereby appointed to make-up of the Supervisory Board.

**§ 2**

*The resolution shall enter into force on the day of its adoption.*



**Resolution no. of 17 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company")**

concerning: change in the Articles of Association of the Company.

**§ 1**

Acting on the basis of the provision of Article 430, § 1 of the Code of Commercial Companies, the Ordinary General Meeting of the Company adopts the following: The content of the Articles of Association of Delko S.A. changes in the following way: 1. § 10, passage 1, item 1.4. of the Articles of Association: "election or dismissal of members of the Supervisory Board" shall be replaced by the following: "appointment or dismissal of members of the Supervisory Board", 2. § 10, passage 3 of the Articles of Association: "The General Meeting is summoned by the Board of Directors. The Supervisory Board also holds the right of formal summoning the Ordinary General Meeting, if the Board of Directors fails to summon the General Meeting within the time limit set out in provisions. Shareholders or a shareholder with at least one tenth of initial capital may request summoning the Extraordinary General Meeting as well as introducing specific matters into the agenda of the next General Meeting. Such a request has to be submitted in writing to the Board of Directors" shall be replaced by the following: "The General Meeting is summoned by the Board of Directors. The Supervisory Board also holds the right of formal summoning the Ordinary General Meeting, if the Board of Directors fails to summon the General Meeting within the time limit set out in provisions. Shareholders or a shareholder with at least 1/20 (one twentieth) of initial capital may request summoning the Extraordinary General Meeting as well as introducing specific matters into the agenda of the next General Meeting. Such a request has to be submitted in writing or in the electronic form to the Board of Directors". 3. In § 10 of the Articles of Association, after passage 3, passage 3a is added, as follows: "In the cases and on the terms provided for in the Code of Commercial Companies, the General Meeting may be summoned also by other people".

**§ 2**

The resolution shall enter into force on the day of registration of changes by the registration court.



**Resolution no. 18 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company")**

concerning granting to the Supervisory Board authorization to adopt uniform text of the Articles of Association of the Company.

**§ 1**

Acting on the basis of the provision of Article 430 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of the Company adopts the following: The Supervisory Board of Delko S.A. is hereby authorized to adopt uniform text of the Articles of Association of Delko S.A., taking account of changes introduced during the Ordinary General Meeting of Delko S.A. on 29 June 2010.

**§ 2**

The resolution shall enter into force on the day of its adoption.

**Resolution no. 19 of 29 June 2010**

**of the Ordinary General Meeting of Shareholders of Delko S.A. having its registered office in Šrem ("the Company the Company")**

concerning: changes in the Regulations of the Extraordinary General Meeting of Shareholders of the Company.

**§ 1**

To the Regulations of the General Meeting of Shareholders of the Company constituting Appendix to Resolution No. 2 of the Extraordinary General Meeting of the Shareholders of Delko S.A. of 29 November 2007, the following changes are introduced:

1. §3, passage 3 of the Regulations of the Extraordinary General Meeting of Shareholders shall be replaced by the following: "3. The General Meeting of Shareholders of the Company is summoned by an announcement on the Company's website and in a manner specified for providing current information, in accordance with regulations on public offer and terms of introducing financial instruments into the organized trading system, and on public companies, at least twenty-six days prior to the date of the General Meeting."

2. §3, passage 4 of the Regulations of the Extraordinary General Meeting of Shareholders shall be replaced by the following: "4. The announcement of the Ordinary General Meeting of the Company should designate at least:

- 1) date, time and place of the General Meeting and detailed agenda,
- 2) precise description of procedures concerning participation in the General Meeting and exercising the voting right,
- 4) information that the right to participate in the General Meeting is vested only in the persons being shareholders of the company on the day of registration of the participation in the General Meeting,
- 5) indication where and how a person authorized to participate in the General Meeting may obtain a full text of the documentation which is to be presented to the General Meeting and draft resolutions, or, if no resolutions are to be adopted, comments of the Board of Directors or the Supervisory Board of the Company concerning matters introduced into the agenda of the General Meeting, or matters which are to be introduced into the agenda, before the date of the General Meeting,
- 6) indication of website, on which information regarding the General Meeting will be made available."

3. § 4, passage 1 of the Regulations of the General Meeting shall be replaced by the following: "1. The General Meeting is summoned by the Board of Directors. In the cases and on the terms provided for in the Code of Commercial Companies and in the Articles of Association, the General Meeting may be summoned also by other people."

4. § 4, passage 2 of the Regulations of the General Meeting shall be replaced by the following: "2. The Supervisory Board may summon the Ordinary General Meeting, if the Board of Directors does not summon it within the time limit, and it may summon the Extraordinary General Meeting, if it deems advisable."

5. § 4, passage 3, first sentence of the Regulations of the General Meeting shall be replaced by the following: "A shareholder or shareholders representing at least 1/20 (one twentieth) of initial capital may request formal summoning the Extraordinary General Meeting and introducing specified matters into the agenda of this Meeting. If, within two weeks from the date of presentation of the request to the Board of Directors, the Extraordinary General Meeting is not summoned, the registration court may authorize to summon the Extraordinary General Meeting of Shareholders presenting this request. The court appoints chairman of this Meeting".

6. § 5, passage 3 of the Regulations of the General Meeting shall be replaced by the following: "The Supervisory Board and a Shareholder or Shareholders representing at least 1/20 (one twentieth) of initial capital may request introducing specific matters into the agenda of the next General Meeting."

7. § 5, passage 4 of the Regulations of the General Meeting shall be replaced by the following: "Request of a Shareholder or Shareholders representing at least 1/20 (one twentieth) of initial capital shall be reported to the Board not later than twenty-one days prior to the designated date of the Meeting. The request may be submitted in the electronic form. A shareholder or shareholders of the Company, representing at least 1/20 of initial capital, can, before the date of the Meeting, report to the Company, in writing or electronically, draft resolutions concerning matters introduced into the agenda of sessions of the General Meeting, or matters that are to be introduced into the agenda. Shareholders should document their right to exercise this right."

8. § 5, passage 9 of the Regulations of the General Meeting is hereby repealed.

9. § 7, passage 2 of the Regulations of the General Meeting shall be replaced by the following: "2. Right to participate in the General Meeting of the Company is vested only in the persons being shareholders of the Company sixteen days prior to the date of the General Meeting (day of registration of the participation in the General Meeting). The day of registration of the participation in the General Meeting is uniform for persons authorized under bearer shares and registered shares."

10. § 7, passage 3 of the Regulations of the General Meeting shall be replaced by the following: "3. Persons authorized under registered shares and temporary certificates, and pledgees and users which are entitled to vote have the right to participate in the General Meeting, if on the day registration of the participation in the General Meeting they are entered into the shareholders' ledger."

11. § 7, passage 4 of the Regulations of the General Meeting shall be replaced by the following: "4. Bearer shares having form of a document give the right to participate in the General Meeting, if documents of shares are submitted in the Company no later than on the date of registration of the participation in the General Meeting and are not taken away prior to end of this day. Instead of shares, one may submit a certificate issued as evidence of submission of shares at a notary, in the bank or investment company having their registered offices or branches on the territory of the European Union, or a state being party to the agreement on the European Economic Area, indicated in the announcement of summoning the General Meeting. In the certificate one indicates numbers of documents of shares and states that documents of shares are not issued before the end of the day of registration of the participation in the General Meeting."

12. § 7, passage 5 of the Regulations of the General Meeting shall be replaced by the following: "5. List of Shareholders authorized to participate in the General Meeting, signed by the Board of Directors, containing full names or companies (name) of the authorized, their place of residence (registered office), number, type and numbers of shares and number of vested votes, should be presented in the premises of the Board of Directors during three business days before holding of the General Meeting. A natural person may specify address for

servicing in instead of place of residence. A shareholder may browse the list of Shareholders presented in the premises of the Board of Directors and request its copy against reimbursement of costs of its preparation. A shareholder may request also sending thereto the list of shareholders, free of charge, by e-mail, stating address to which the list should be sent."

13. § 7, passage 6 of the Regulations of the General Meeting shall be replaced by the following: "6. The power of attorney to participate in the General Meeting and exercise the voting right shall be deemed invalid unless granted in writing or in the electronic form. If the authorized representative on the General Meeting is a member of the Board of Directors, member of the Supervisory Board, liquidator, employee or member of bodies, or employee of the Company or the Company's subsidiary, the power of attorney may entitle them to representation on only one General Meeting. The attorney is under the obligation to disclose to the shareholder circumstances indicating any existence or the possibility of conflict of interest. Granting of further power of attorney is excluded."

## **§ 2**

Shall authorize the Company's Supervisory Board to prepare uniform text of the Regulations of the General Meeting, taking account of changes introduced by this resolution.

## **§ 3**

The resolution shall enter into force on the day of its adoption.



**INSTRUCTION FOR VOTING BY AUTHORIZED REPRESENTATIVE ON THE ORDINARY GENERAL  
MEETING OF SHAREHOLDERS OF DELKO S.A. ON 29 JUNE 2010**

<b>Agenda item</b>	<b>Subject of resolution</b>	<b>I vote in favor</b>	<b>I vote against</b>	<b>I abstain</b>	<b>Request for recording an objection to the resolution</b>	<b>Other</b>
1	Appointment of the Chairman of the Meeting					
2	Appointment of the Returning Committee					
3	Adoption of the Agenda					
4	Examination and approval of the Financial Statement for the financial year 2009 and of the Report on operations of the Company in the year 2009					
5	Examination and approval of the consolidated Financial Statement for the financial year 2009 and the Report on operations of Delko Group of Companies in the year 2009					
6	Examination and approval of the Statement of the Supervisory Board for the year 2009					
7	Allocation of profit for the financial year 2009					
8	Granting the vote of approval to the President of the Board of Directors for performance of obligations/refusal to grant the vote of approval to the President of the Board of Directors for performance of obligations					
9	Granting the vote of approval to the Vice President of the Board of Directors for performance of obligations/refusal to grant the vote of approval to the Vice President of the Board of Directors for performance of obligations					
10	Granting the vote of approval to the Vice President of the Board of Directors for performance of obligations/refusal to grant the vote of approval to the Vice President of the Board of Directors for performance of obligations					

11	Granting the vote of approval to the Chairman of the Supervisory Board for performance of obligations/refusal to grant the vote of approval to the Chairman of the Supervisory Board for performance of obligations					
12	Granting the vote of approval to the Deputy Chairman of the Supervisory Board for performance of obligations/refusal to grant the vote of approval to the Deputy Chairman of the Supervisory Board for performance of obligations					
13	Granting the vote of approval to a Member of the Supervisory Board for performance of obligations/refusal to grant the vote of approval to a Member of the Supervisory Board for performance of obligations					
14	Granting the vote of approval to a Member of the Supervisory Board for performance of obligations/refusal to grant the vote of approval to a Member of the Supervisory Board for performance of obligations					
15	Granting the vote of approval to a Member of the Supervisory Board for performance of obligations/refusal to grant the vote of approval to a Member of the Supervisory Board for performance of obligations					
16	Appointment of a member of the Supervisory Board					
17	Change in the Articles of Association of the Company					
18	Granting to the Supervisory Board authorization to adopt uniform text of the Articles of Association of the Company					
19	Change in the Regulations of the General Meeting of Shareholders of the Company Other comments:					

**Appendix: original personal certificate proving the right of participation in the General Meeting.**