



**THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF DELKO S.A.  
SUMMONED ON 29 JUNE 2010**

*Šrem, on 2 June 2010*



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## **I. Information concerning formal summoning of the Ordinary General Meeting of Shareholders of Delko S.A. on 29 June 2010**

The Board of Directors of Delko, having its registered office in Śrem, for which the District Court for Poznań – Nowe Miasto and Wilda in Poznań, 8th Commercial Department of the National Court Register, keeps registration files under number 0000024517, acting on the basis of 399, § 1 of the Code of Commercial Companies and § 10, passage 3 of the Company's Articles of Association - decides to summon the Ordinary General Meeting of Shareholders of Delko S.A., to be held on 29 June 2010 at 12:00 in Śrem (63-100), at 2 Józefa Chełmońskiego Street ( L'ascada Hotel).

### Agenda:

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.

## **II. Description of the procedures concerning participation in the General Meeting of Shareholders of Delko S.A. and exercising the voting right**

1. A shareholder or shareholders representing at least 1/20 of initial capital may request introduction of specified matters into the agenda of the Meeting. This request should contain substantiation or draft resolution concerning the proposed agenda, and should be sent to the Company in writing or in the electronic form, at the following e-mail: [monikaz@delko.com.pl](mailto:monikaz@delko.com.pl), at the latest on 08 June 2010, and shareholders should document their right to exercise this right by presenting relevant documents in writing.
2. 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 via e-mail sent at: [monikaz@delko.com.pl](mailto:monikaz@delko.com.pl), 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 by presenting relevant documents in writing.

3. Each shareholder may, during session of the General Meeting, report draft resolutions concerning matters introduced into the agenda.

4. Shareholders may participate in the General Meeting in person or by their authorized representatives. The power of attorney to participate in the General Meeting of a public company and exercise the voting right must be granted in writing or in the electronic form, and sent at e-mail address: [monikaz@delko.com.pl](mailto:monikaz@delko.com.pl). Granting of the power of attorney in the electronic form does not require safe electronic signature, verified using a valid qualified certificate. From the day of publishing this Announcement on the website [http://www.delko.com.pl/relacje\\_inwestorskiel](http://www.delko.com.pl/relacje_inwestorskiel), a form is available, containing draft power of attorney in the electronic form and forms for voting by authorized representative. The company does not impose the obligation to grant power of attorney on the above form. The power of attorney may be granted on other forms at the shareholder's discretion, provided that they contain all elements required by law. The power of attorney granted electronically by a shareholder being a natural person should contain data enabling identification of the shareholder, including: full name, address of residence, PESEL, data of shareholder's ID: document number, date of issuing, issuing authority. The power of attorney granted electronically by a shareholder not being a natural person shall contain data listed in the above sentence, concerning persons granting the power of attorney on behalf of such shareholder. The notice of granting by the shareholder the power of attorney in the electronic form should be accompanied by a scanned ID document or documents of the shareholder or people representing them - in the case of a shareholder not being a natural person. The Company shall undertake other appropriate actions aimed at identification of the shareholder and authorized representative, in order to verify validity of the power of attorney granted in the electronic form, and these actions should be proportional to the purpose. Authorized representatives of legal persons should have at their disposal the original document or a copy of extract of the relevant registry, certified by a notary, and if their right to represent does not arise from the registry, they



should have at their disposal a written power of attorney, the original document or a copy of the extract of the relevant registry, certified by a notary, valid as of the day of issuing the power of attorney. Shareholders and authorized representatives should have identity card.

5. Regulations binding in Delko S.A. do not accept participation in the Meeting with the use of electronic communication means.

6. Regulations binding in the Company do not accept possibility to make statements in the course of the General Meeting with the use of electronic communication means.

7. Regulations binding in Delko S.A. do not accept possibility of voting with the use of electronic communication means.

### **III. Designation of the day of registration of participation in the Ordinary General Meeting of Shareholders of Delko S.A.**

The day of registration of the participation in the General Meeting is 13 June 2010.

### **IV. Information concerning the right to participate in the Ordinary General Meeting of Shareholders of Delko S.A.**

Right to participate in the General Meeting is vested only in persons being shareholders on the day of registration of the participation in the General Meeting, i.e. 16 days prior to the date of the Ordinary General Meeting.

### **V. Information regarding the method of obtaining information concerning the Ordinary General Meeting of Shareholders of Delko S.A.**



Each person entitled to participate in the Ordinary General Meeting may obtain a full text of the documentation which is to be presented to the General Meeting, and draft resolutions, in the office of the Company's Board of Directors in Śrem, at 93 Mickiewicza Street, where one will make available also a list of shareholders authorized to take part in the Ordinary General Meeting of Shareholders of Delko S.A.

**VI. Indication of website, on which information regarding the Ordinary General Meeting of Shareholders of Delko S.A will be made available**

Information regarding the Ordinary General Meeting of Shareholders of Delko S.A. will be published on the website of the Company: [http://www.delko.com.pl/relacje\\_inwestorskie/](http://www.delko.com.pl/relacje_inwestorskie/).

**VII. Draft resolutions of the Ordinary General Meeting of Shareholders of Delko S.A.**

**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**  
**Šrem ("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**  
**Śrem ("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  
Śrem ("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.

*Dariusz Kawecki*

President of the Board

*Dariusz Trusz*

Vice President of the Board