

The Board of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Joint Stock Company seated in Sanok at the following address: 38-500 Sanok, No. 19 Reymonta Street, entered into the register of companies of the National Court Register at the entry number KRS 0000099813 on March 14, 2002, register court: District Court in Rzeszów, 12<sup>th</sup> Department of Economy of the National Court Register, share capital (paid in full): 5.734.636 PLN, VAT Identification no. 687-00-04-321, acting based on art. 399 §1 of the Commercial Companies' Code and based on § 23 sect. 2 of the Statute of the Company, hereby summons an Ordinary General Meeting of Shareholders to be held on June 26, 2009. The Meeting will take place at Sanocki Dom Kultury in Sanok at No. 24 Mickiewicza Street at 12.00 with the following agenda:

- 1) Opening of the Meeting.
- 2) Election of the President of the Meeting.
- 3) Acknowledgement of legitimacy of summoning of the Meeting.
- 4) Election of the Returning Committee.
- 5) Acceptance of the Meeting agenda.
- 6) Adoption of a resolution with regard to approval of the financial report of the Company for 2008 and the Board's report on the activities of the Company in 2008.
- 7) Adoption of a resolution with regard to approval of the consolidated financial report of the capital group STOMIL SANOK S.A. for 2008 and the report of the Board of the dominant entity on the activities of the capital group in 2008.
- 8) Adoption of resolutions with regard to the granting of the vote of acceptance to the members of the Board of the Company and the members of the Supervisory Board on performance of their duties in 2008.
- 9) Adoption of a resolution with regard to the split of clear profit as shown in the financial report of STOMIL SANOK S.A. for 2008.
- 10) Adoption of a resolution with regard to the appointment of the Supervisory Board.
- 11) Adoption of a resolution with regard to the cancellation of the Company's own shares purchased for the purpose of cancellation.
- 12) Adoption of a resolution with regard to the decrease of the share capital of the Company.
- 13) Adoption of a resolution with regard to the change of the Statute of the Company referring to the decrease of the share capital of the Company.
- 14) Adoption of a resolution with regard to the change of the Statute of the Company and empowerment of the Supervisory Board to establish a unified text of the Statute.
- 15) Closing of the Meeting.

According to art. 402 §2 of the Commercial Companies' Code the Board of the Company hereby announces the following contents of the proposed changes to the Statute of the Company:

The current contents of §6 sect. 1 of the Statute:

„1. The subject of activities of the company comprises:

- 1) production of technical rubber articles,
- 2) production of other rubber articles,
- 3) production of plates, sheets, pipes and shaped articles made of plastics,
- 4) production of plastic packaging,
- 5) production of plastic articles for building construction industry,
- 6) production of other plastic articles,
- 7) processing of metals as well as coating of metals,
- 8) mechanical processing of metal elements,

- 9) production of tools,
- 10) production of wire articles,
- 11) production of other metal articles,
- 12) production of bearings, toothed wheels, gear trains and drive elements,
- 13) production of other special-purpose machinery, except service activities,
- 14) service activities in the field of installing, repairing and maintenance of special-purpose machinery,
- 15) production of electric energy,
- 16) transmission of electric energy,
- 17) distribution of electric energy,
- 18) production of heat (steam and hot water),
- 19) distribution of heat (steam and hot water),
- 20) water abstraction and conditioning, except service activities,
- 21) service activities in the field of water distribution,
- 22) wholesale trade of chemical articles,
- 23) wholesale trade of mechanical vehicles,
- 24) retail of mechanical vehicles,
- 25) retail of non-food articles in specialised shops, not classified elsewhere,
- 26) other types of retail realised outside retail chains,
- 27) road transport of goods with the use of universal transportation means,
- 28) other types of financial brokerage, unclassified elsewhere,
- 29) development and sales of real estate on the company's own account,
- 30) renting of real estate on the company's own account,
- 31) renting of other machinery and equipment,
- 32) data processing,
- 33) research works in the field of chemical sciences,
- 34) legal and accounting services, counselling, management of holdings
- 35) activities in the field of building construction, urban and technological design,
- 36) technical testing and analysing,
- 37) activities in the field of labour recruitment and provision of personnel,
- 38) commercial activities, not classified elsewhere,
- 39) renting of motor cars,
- 40) renting of other means of land transport,
- 41) renting of office & computer equipment.”

The proposed contents of §6 sect. 1 of the Statute:

„1. The subject of activities of the Company according to the Polish Classification of Activities comprises:

- 1) production of rubber tyres and inner tubes; re-treading and regeneration of rubber tyres,
- 2) production of other rubber articles,
- 3) production of plates, sheets, pipes and shaped articles made of plastics,
- 4) production of plastic packaging,
- 5) production of plastic articles for building construction industry,
- 6) production of other plastic articles,
- 7) processing of metals as well as coating of metals,
- 8) mechanical processing of metal elements,
- 9) production of tools,
- 10) production of metal containers,
- 11) production of wire articles, chains and springs,
- 12) production of other finished metal articles, not classified elsewhere,

- 13) production of other electronic and electric cables and wires,
- 14) production of bearings, toothed wheels, gear trains and drive elements,
- 15) production of metal processing machinery,
- 16) production of other mechanical tools,
- 17) production of machinery for rubber or plastics processing as well as for manufacturing of articles made from these materials,
- 18) repair and maintenance of finished metal articles,
- 19) repair and maintenance of machinery,
- 20) repair and maintenance of other devices and equipment,
- 21) installation of industrial machinery, devices and equipment,
- 22) production of electric energy,
- 23) transmission of electric energy,
- 24) distribution of electric energy,
- 25) trading of electric energy,
- 26) production and supply of steam, hot water and air to air-conditioning systems,
- 27) water abstraction, conditioning and supply,
- 28) channelling and treatment of wastewater,
- 29) collection of hazardous waste,
- 30) disassembly of used articles,
- 31) making of sewage systems, heat transfer, gas transfer and air-conditioning systems,
- 32) retail sale and wholesale of motor cars and vans,
- 33) wholesale and retail of other motor vehicles, excluding motorcycles,
- 34) wholesale of chemical articles,
- 35) wholesale of other semi-finished products,
- 36) wholesale of metal waste and scrap metal,
- 37) retail sale of other new articles carried out in specialised shops,
- 38) other types of retail realised outside retail shops, stalls and markets,
- 39) land transport of goods,
- 40) activities related to software,
- 41) activities related to counselling in the field of information technology,
- 42) activities related to management of IT devices,
- 43) other services in the field of IT and computing,
- 44) data processing; website management (hosting) and similar activities,
- 45) other monetary intermediation,
- 46) other financial services, not classified elsewhere, excluding insurance services and pension funds,
- 47) purchase and sales of own real estate,
- 48) letting and management of own or leased real estate,
- 49) accounting and book-keeping activities, tax consultancy,
- 50) public relations and communications,
- 51) other business and management consultancy,
- 52) engineering activities and related technical consultancy,
- 53) technical testing and analysis,
- 54) research and experimental development on natural sciences and engineering,
- 55) market research and public opinion polling,
- 56) other professional, technical and scientific activities, not classified elsewhere,
- 57) renting and lease of motor cars and vans,
- 58) renting and lease of other motor vehicles, excluding motorcycles,
- 59) renting and lease of office machinery and equipment, including computers,

- 60) renting and lease of other machinery, equipment and material goods, not classified elsewhere,
- 61) lease of intellectual property and similar products, excluding copyright protected works,
- 62) activities related to finding of workplaces and labour recruitment,
- 63) temporary labour agency activities,
- 64) other personnel provision activities,
- 65) repair and maintenance of computers and peripheral equipment.”

The current contents of §8 sect. 1 of the Statute:

„ The share capital of the Company amounts to 5.734.636 (five million seven hundred and thirty-four thousand six hundred and thirty-six) Polish zlotys and it is split into 28.673.180 (twenty-eight million six hundred and seventy-three thousand one hundred and eighty) shares each having the nominal value of 20 (twenty) groszes each.”

The proposed contents of §8 sect. 1 of the Statute:

„ The share capital of the Company amounts to 5.261.700,40 Polish zlotys (five million two hundred and sixty-one thousand seven hundred zlotys and forty groszes) and it is split into 26.308.502 (twenty-six million three hundred and eight thousand five hundred and two) shares each having the nominal value of 20 (twenty) groszes each.”

The current contents of §17 sect. 6 and 7 of the Statute:

“6. With provision of section 7, a member of the Supervisory Board is deemed as an independent member on condition that both the member himself/herself as well as his/her relatives (i.e. his/her spouse, descendants and ascendants) meet the following criteria:

- a) they are not and they have not been the employees of the Company, of the dependent or dominating entities for the last 5 years,
- b) they are not and they have not been employed at the Company, at the dependent or dominating entities on the post of a member of the Board of Directors or other managerial post for the last 5 years,
- c) they do not obtain any additional remuneration (apart from remuneration which is due on the basis of membership in the Supervisory Board) or any other money considerations from the Company, from the dependent or dominating entities,
- d) they are neither shareholders who own, directly or indirectly, the amount of shares exceeding 10% of total number of votes at the General Meeting of Shareholders nor representatives, members of the Board of Directors, Supervisory Board nor employees who perform managerial functions at such a shareholder,
- e) they are and they have been neither expert accountants at the Company, at the dependent or dominating entities nor they are employees of an entity which renders expert accounting services for the Company, for the dependent or dominating entities for the last 3 years,
- f) they do not have and have not had any family ties with the members of the Board of Directors of the Company, the employees of the Company who perform managerial functions, employees who perform the function of the legal adviser or with a dominating shareholder for the last 3 years,
- g) they do not have and have not had any significant business ties with the Company, both directly and indirectly, as a partner, a significant shareholder, member of the Company’s bodies or by way of performing managerial functions in the Company for the last year,
- h) they are not members of the board of directors at any other company in which a member of the board of directors is also a member of the supervisory board of this other company.

7. The members of the Supervisory Board may find (decide) that a given member of the Supervisory Board has got the status of an independent member despite his/her failing to meet

one of the above mentioned criteria, and also in the case when, despite meeting these criteria, other circumstances indicate that he/she is not entitled to such status. In such case, the members of the Supervisory Board should justify the grounds for their decision in detail.

It is hereby proposed that current reading of sect. 6 and 7 in §17 of the Statute should be deleted and a new sect. 6 having the following contents:

„6. In case the Supervisory Board is composed of 5 members, performs the tasks of the auditing committee which arise from the binding legal regulations.”

The Board reminds that the right to participate in the General Meeting of Shareholders is vested in the owners of bearer's shares who, a week before the date of the General Meeting of Shareholders, i.e. until 24.00 hours on June 19, 2009, submit at the reception of the Company a registered certificate of deposit issued by a subject managing the account of securities of the shareholder in order to confirm the right of the owner of dematerialised shares to participate in the Meeting. The list of shareholders who are authorised to participate in the General Meeting of Shareholders will be submitted for inspection at the reception of the Board of the Company three days before the date of the General Meeting of Shareholders. Co-owners of shares are obliged to name their common representative assigned to participate in the Meeting.

Shareholders may participate in the General Meeting of Shareholders and exercise their right to vote in person or via proxies. The power of attorney must be drawn up in a written form otherwise null and void. Proxies of legal persons should submit the current excerpts from registers listing the persons authorised to represent these subjects. Persons who are not listed in the excerpt from the register must show a written power of attorney.