

*Translation of the original text in the Polish language*

**PROPOSED RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF  
SHAREHOLDERS OF SANOCKIE ZAKŁADY PRZEMYSŁU GUMOWEGO  
„STOMIL SANOK” SPÓŁKA AKCYJNA**

summoned to be held on June 17, 2011.

Resolution no. 1

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to electing the President of the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders hereby elects the President of the Ordinary General Meeting of Shareholders in the person of .....

Resolution no. 2

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to rescinding the voting by secret ballot with regard to electing the Returning Committee

The Ordinary General Meeting of Shareholders hereby rescinds the voting by secret ballot with regard to electing the Returning Committee

Resolution no. 3

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to electing the Returning Committee

The Ordinary General Meeting of Shareholders hereby elects the Returning Committee composed of: .....

Resolution no. 4

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the approval of the financial report of the Company for the year 2010 as well as to the Board report on the activities of the Company in the year 2010.

Based on the article 395 §2 point 1) of the Commercial Companies' Code and based on § 30 section 1 point 1) of the Statute of the Company, the following is hereby adopted:

## § 1

The General Meeting, after having examined the financial report Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna for the year 2010, submitted by the Board and verified by an expert accountant, including the financial situation report (balance-sheet), profit and loss statement, additional information and explanations, cash flow report, statement on changes in the share capital as well as report of the Board on the activities of the Company in 2010, and after having examined the report of the Supervisory Board on the results of verification of these documents, decides:

1. to approve the financial situation report (balance-sheet) made as of December 31, 2010 showing the sum of 337 344 196,09 zlotys on both the side of assets and liabilities,
2. to approve the profit and loss statement for the year 2010 showing:
  - a) revenues from sales of articles, goods and materials in the amount of 397 701 716,72 zlotys,
  - b) gross profit in the amount of 38 301 413,72zlotys,
  - c) net profit in the amount of 30 291 372,72 zlotys,
3. to approve the statement of comprehensive income for the year 2010 showing a total income in the amount of 30 661 757.31 zł
4. to approve the cash flow statement for the year 2010 showing an increase in the amount of cash 1 402 862.94 zł,
5. to approve the statement on changes in the share capital showing it to be on the level of 224 295 824,85 zł zlotys as of December 31, 2010,
6. to approve the additional information and explanations,
7. to approve the report of the Board on the activities of the Company in the year 2010.

## § 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2010 together with the report of the Board on the activities of the Company in the year 2010 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register and to announce the contents of these documents in the Monitor Polski B.

## § 3

The Resolution comes into force as of the date of its adoption.

Resolution no. 5

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the approval of the consolidated financial report of the capital group STOMIL SANOK S.A. for the year 2010 and of the report on the activities of the capital group in the year 2010.

Based on the article 63c section 4 of the act of parliament dated September 29, 1994 with regard to the accountancy (Journal of Acts of 2009, no. 152, pos. 1223 with subsequent changes), the following is hereby adopted:

## § 1

The General Meeting, after having examined the consolidated financial report of the capital group STOMIL SANOK Spółka Akcyjna, submitted by the Board and verified by an expert accountant, including the financial situation report (balance-sheet), profit and loss statement, additional information and explanations, cash flow report, statement on changes in the share capital as well as report of the Board of the dominant entity on the activities of the Capital Group in 2010, the group consisting of STOMIL SANOK Spółka Akcyjna acting as the dominant entity and the following subsidiaries covered in the consolidated report:

- a) STOMIL SANOK DYSTRYBUCJA Limited Liability Company seated in Bogucin near Poznań,
- b) STOMET Limited Liability Company seated in Sanok,
- c) STOMIL Sanatorium & Tourism Limited Liability Company seated in Rymanów-Zdrój,
- d) Commercial and Service Enterprise STOMIL EAST Limited Liability Company seated in Sanok,
- e) Stomil Sanok WIATKA Joint Stock Company seated in Kirov (Russia),
- f) Stomil Sanok RUS Limited Liability Company seated in Moscow (Russia),
- g) Stomil Sanok BR Limited Liability Company seated in Brest (Belarus),
- h) Stomil Sanok Ukraine Limited Liability Company seated in Równe (Ukraine),

decides:

1. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2010 showing the sum of 368 410 thousand zlotys on both the side of assets and liabilities,
2. to approve the consolidated profit and loss statement for the year 2010 showing:
  - a) revenues from sales of articles, goods and materials in the amount of 470 861 thousand zlotys,
  - b) gross profit in the amount of 37 454 thousand zlotys,
  - c) net profit in the amount of 28 281 thousand zlotys,
3. to approve the consolidated statement of comprehensive income for the year 2010 showing a total income in the amount of 28 696 thousand zlotys
4. to approve the consolidated statement on changes in the share capital showing it to be on the level of 233 433 thousand zlotys as of December 31, 2010,
5. to approve the consolidated cash flow report for the year 2010 showing an increase in the amount of cash 4 834 thousand zlotys
6. to approve the additional information and explanations,
7. to approve the report of the Board on the activities of the Capital Group in the year 2010.

## § 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2010 together with the report on the activities of the Capital Group in the year 2010 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register and to announce the contents of these documents in the Monitor Polski B.

## § 3

The Resolution comes into force as of the date of its adoption.

Resolution no. 6

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the granting of the vote of acceptance to the President of the Board of the Company on performance of his duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr Marek Łęcki – the President of the Board of the Company – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 7

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mrs. Marta Rudnicka – the Member of the Board of the Company – the vote of acceptance on performance of her duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 8

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Mariusz Młodecki – the Member of the Board of the Company – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 9

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mrs. Grażyna Kotar – the Member of the Board of the Company since 10.05.2010 r – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 10

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Marcin Saramak – the Member of the Board of the Company since 10.05.2010 r – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 11

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Gustaw Magusiak – the Member of the Board of the Company till 10.05.2010r. – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 12

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2011 with regard to the granting of the vote of acceptance to the President of the Supervisory Board of the Company on performance of his duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Jerzy Gabrielczyk – the President of the Supervisory Board – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 13

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated June 17, 2011 with regard to the granting of the vote of acceptance to the Vice President of the Supervisory Board of the Company on performance of his duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Grzegorz Stulgis – the Vice President of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 14

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Grzegorz Rysz – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 15

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Michał Suflida – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 16

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated June 17, 2011 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2010.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Piotr Gawryś – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2010.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 17

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated June 17, 2011 with regard to the split of the clear profit for the year 2010

Based on the article 395 §2 point 2) of the Commercial Companies' Code as well as §30 section 1 point 2) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting, after having examined the motion of the Board with regard to the split of the clear profit shown in the financial report of Stomil Sanok Spółka Akcyjna for the year 2010 and after having examined the report of the Supervisory Board on the results of verification of this motion, decides to split the clear profit for the year 2010 in the amount 30 291 372,72 zlotys in the following way:

1. the amount of 14 206 591,08 zlotys is to be assigned for distribution among shareholders in the form of dividend, however:
  - a) the amount of dividend per single share: 0,54 zlotys,
  - b) the date of dividend: September 1, 2011
  - c) the date of payment of dividend: September 15, 2011
2. the amount of 16 084 781,64 zlotys is to be assigned for supplementary capital of the Company,

§ 2

The General Meeting obligates the Board of the Company to immediately submit a copy of this resolution to the companies' register held at the National Court Register.

§ 3

The Resolution comes into force as of the date of its adoption.