

**DRAFT RESOLUTIONS FOR WIKANA S.A.'S ORDINARY GENERAL MEETING ON  
27 JUNE 2014**

**RESOLUTION 1/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
concerning appointment of the General Meeting chairperson**

Pursuant to art. 409 § 1 of the Polish Commercial Companies Code, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

**appoints** ..... as Chairperson of the General Meeting of WIKANA S.A.

**RESOLUTION 2/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on approval of the agenda**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

**has decided to** adopt the following agenda:

1. Opening of the General Meeting.
2. Appointment of the General Meeting chairperson.
3. Confirming the validity of the General Meeting and its ability to adopt resolutions.
4. Approving the General Meeting agenda.
5. Appointing the Returning Committee.
6. Presenting, by the Company's Management Board, the separate management report on the operations of WIKANA S.A. and the Company's separate financial statements for 2013, along with a statutory auditor's opinion.
7. Presenting, by the Company's Management Board, the consolidated management report on the operations of WIKANA Group for 2013 and WIKANA Group's consolidated financial statements for 2013, along with a statutory auditor's opinion.
8. Presenting the report of WIKANA S.A.'s Supervisory Board for 2013, containing an assessment of WIKANA S.A.'s financial statements and management report for 2013, assessment of the proposal by the Company's Management Board regarding coverage of loss, assessment of WIKANA Group's consolidated financial statements and management report for 2013 and assessment of the Company's situation in 2013.
9. Adopting the following resolutions:
  - 9.1 approval of the separate management report on the operations of WIKANA S.A. in 2013,
  - 9.2 approval of WIKANA S.A.'s separate financial statements for 2013,
  - 9.3 approval of the consolidated management report on the operations of WIKANA Group in 2013,
  - 9.4 approval of the consolidated financial statements of WIKANA Group for 2013.
10. Adopting a resolution concerning approval of the report of WIKANA S.A.'s Supervisory Board for 2013.
11. Adopting a resolution on the means of covering the 2013 loss.
12. Adopting resolutions on vote of approval for the members of WIKANA S.A.'s Management Board for 2013.
13. Adopting resolutions on vote of approval for the members of WIKANA S.A.'s Supervisory Board for 2013.
14. Adopting a resolution on cancellation of General Meeting resolution no. 18/VI/2011 of 28 June 2011 on adoption of an Incentive Programme for members of WIKANA S.A.'s Management Board and key personnel at WIKANA Group for 2011-2013.
15. Adopting a resolution on cancellation of General Meeting resolution no. 19/VI/2011 of 28 June 2011 on issue of warrants series A, B and C, with exclusion of pre-emptive rights of the existing shareholders.

16. Adopting a resolution on cancellation of General Meeting resolution no. 20/VI/2011 of 28 June 2011 on a conditional increase of share capital through a new issue of series H shares, with exclusion of pre-emptive rights for the existing shareholders.
17. Adopting a resolution on cancellation of General Meeting resolution no. 21/VI/2011 of 28 June 2011 on approval for the process seeking to admit series H shares to trading on a regulated market and their dematerialisation.
18. Adopting a resolution on amendment of paragraph 6 of the Articles of Association.
19. Adopting a resolution on amendment of paragraph 10 of the Articles of Association.
20. Adopting a resolution on an authorisation for the Supervisory Board to establish a consolidated text of the Company's Articles of Association.
21. Closing of the General Meeting.

**RESOLUTION 3/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
on 27 June 2014  
on appointment of the Returning Committee**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

**has decided to** appoint a Returning Committee composed of the following persons: .....

or

**has decided to not appoint a Returning Committee** and assign the vote counting and General Meeting supervision responsibilities to the General Meeting chairperson, together with the notary that is preparing the minutes for the General Meeting.

**RESOLUTION 4/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on approval of the separate management report on the operations of WIKANA S.A. in 2013**

Pursuant to art. 395 § 2 point 1 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

**has approved** the separate management report on the operations of WIKANA S.A. in 2013.

**RESOLUTION 5/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on approval of WIKANA S.A.'s separate financial statements for 2013**

Pursuant to art. 395 § 2 point 1 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has approved WIKANA S.A.'s separate financial statements for 2013, which consist of:

- a) an introduction to the financial statements,
- b) a statement of financial position, drafted as at 31 December 2013, showing PLN 133 185 000 on both the asset side and liability and equity side,

- c) a statement of comprehensive income, drafted for the period from 1 January 2013 to 31 December 2013, showing PLN -12 048 000 in comprehensive income,
- d) a statement of cash flows for the period from 1 January 2013 to 31 December 2013, showing a PLN 192 000 decrease in cash during the financial year,
- e) a statement of changes in equity for the financial year from 1 January 2013 to 31 December 2013, showing a PLN 12 048 000 decrease in equity,
- f) additional information and notes.

**RESOLUTION 6/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014**

**on approval of the consolidated management report on the operations of WIKANA Group for 2013**

Pursuant to art. 395 § 5 of the Polish Commercial Companies Code, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421 ,

**has approved** the consolidated management report on the operations of WIKANA Group in 2013.

**RESOLUTION 7/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014**

**on approval of the consolidated financial statements of WIKANA Group for 2013**

Pursuant to art. 395 § 5 of the Polish Commercial Companies Code, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

**has approved** WIKANA Group's consolidated financial statements for 2013, consisting of:

- a) an introduction to the financial statements,
- b) a statement of financial position, drafted as at 31 December 2013, showing PLN 273 060 000 on both the asset side and liability and equity side,
- c) a statement of comprehensive income, drafted for the period from 1 January 2013 to 31 December 2013, showing PLN -19 240 000 in comprehensive income,
- d) a statement of cash flows for the period from 1 January 2013 to 31 December 2013, showing a PLN 2 634 000 decrease in cash during the financial year,
- e) a statement of changes in equity for the financial year from 1 January 2013 to 31 December 2013, showing a PLN 19 257 000 decrease in equity,
- f) additional information and notes.

**RESOLUTION 8/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014**

**on approval of the report of WIKANA S.A.'s Supervisory Board for 2013.**

Pursuant to § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has approved the report of WIKANA S.A.'s Supervisory Board for 2013, containing an assessment of WIKANA S.A.'s financial statements and management report for 2013, assessment of the proposal by the Company's Management Board regarding coverage of loss, assessment of WIKANA Group's consolidated financial statements and management report for 2013 and assessment of the Company's situation in 2013.

**RESOLUTION 9/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on the means of covering the 2013 loss**

Pursuant to art. 395 § 2 point 2 of the Polish Commercial Companies Code and § 19 and § 25 sec. 1 point 7 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421 ,

**has decided** that WIKANA S.A.'s net loss for 2013, in the amount of **PLN 12 048 457.44**, will be fully covered using future profits.

**RESOLUTION 10/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Sylwester Bogacki** as President of WIKANA S.A.'s Management Board during the period from 1 January 2013 to 31 December 2013.

**RESOLUTION 11/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Tomasz Grodzki** as Vice-President of WIKANA S.A.'s Management Board during the period from 1 January 2013 to 10 May 2013.

**RESOLUTION 12/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Krzysztof Szaliłow** as Vice-President of WIKANA S.A.'s Management Board during the period from 10 May 2013 to 31 December 2013.

**RESOLUTION 13/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Tomasz Demendecki** as Member of WIKANA S.A.'s Management Board during the period from 22 October 2013 to 31 December 2013.

**RESOLUTION 14/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Krzysztof Misiak** as Chairperson of WIKANA S.A.'s Supervisory Board during the period from 1 January 2013 to 31 December 2013.

**RESOLUTION 15/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Adam Buchajski** as Member of WIKANA S.A.'s Supervisory Board during the period from 1 January 2013 to 31 December 2013.

**RESOLUTION 16/VI/2014**  
**of the Ordinary General Meeting of**  
**WIKANA S.A., based in Lublin,**  
**of 27 June 2014**  
**on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Piotr Zawisłak** as Member of WIKANA S.A.'s Supervisory Board during the period from 1 January 2013 to 31 December 2013.

**RESOLUTION 17/VI/2014**  
**of the Ordinary General Meeting of**

**WIKANA S.A., based in Lublin,  
of 27 June 2014  
on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Tomasz Filipiak** as Member of WIKANA S.A.'s Supervisory Board during the period from 1 January 2013 to 31 December 2013.

**RESOLUTION 18/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on a vote of approval**

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code and § 25 sec. 1 point 1 of the Company's Articles of Association, the General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421,

has granted a vote of approval to **Agnieszka Buchajska** as Member of WIKANA S.A.'s Supervisory Board during the period from 1 January 2013 to 31 December 2013.

**RESOLUTION 19/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on cancellation of General Meeting resolution no. 18/VI/2011 of 28 June 2011 on adoption of an Incentive Programme for members of WIKANA S.A.'s Management Board and WIKANA Group's key personnel for 2011-2013**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421, **has decided as follows:**

§ 1.

To adopt a resolution on cancellation of General Meeting resolution no. 18/VI/2011 of 28 June 2011 on adoption of an Incentive Programme for members of WIKANA S.A.'s Management Board and key personnel at WIKANA Group for 2011-2013.

§ 2.

The resolution enters into force on the date it is signed.

**RESOLUTION 20/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on cancellation of General Meeting resolution no. 19/VI/2011 of 28 June 2011 on issue of warrants series A, B and C, with exclusion of pre-emptive rights of the existing shareholders**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421, **has decided as follows:**

§ 1.

To adopt a resolution on cancellation of General Meeting resolution no. 19/VI/2011 of 28 June 2011 on issue of warrants series A, B and C, with exclusion of pre-emptive rights of the existing shareholders.

§ 2.

The resolution enters into force on the date it is signed.

**RESOLUTION 21/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014**

**on cancellation of General Meeting resolution no. 20/VI/2011 of 28 June 2011 on a conditional increase of share capital through a new issue of series H shares, with exclusion of pre-emptive rights for the existing shareholders**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421, **has decided as follows:**

§ 1.

To adopt a resolution on cancellation of General Meeting resolution no. 20/VI/2011 of 28 June 2011 on a conditional increase of share capital through a new issue of series H shares, with exclusion of pre-emptive rights for the existing shareholders.

§ 2.

The resolution enters into force on the date it is signed.

**RESOLUTION 22/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014**

**on cancellation of General Meeting resolution no. 21/VI/2011 of 28 June 2011 on approval for the process seeking to admit series H shares to trading on a regulated market and their dematerialisation**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421, **has decided as follows:**

§ 1.

To cancel resolution no. 21/VI/2011 of 28 June 2011 on approval for the process seeking to admit series H shares to trading on a regulated market and their dematerialisation, as issued under the series H share issue and which were to be issued pursuant to General Meeting resolution 20/VI/2011 of 28 June 2011.

§ 2.

The resolution enters into force on the date it is signed.

**RESOLUTION 23/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014**

**on amendment of paragraph 6 of the Company's Articles of Association**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421, **has decided as follows:**

§ 1.

Pursuant to art. 430 § 1 of the Polish Commercial Companies Code, the General Meeting of WIKANA S.A., based in Lublin, amends the Company's Articles of Association by rewording § 6 as follows:

20. ACTIVITIES OF HEAD OFFICES; MANAGEMENT CONSULTANCY ACTIVITIES (PKD 70).

§ 2.

The resolution enters into force on the day it is adopted, with effect from the day on which the amendments to the Articles of Association are entered into the register of companies.

**RESOLUTION 24/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on amendment of paragraph 10 of the Company's Articles of Association**

The General Meeting of WIKANA S.A., entered into the register of companies under KRS number 0000144421, **has decided as follows:**

§ 1.

Pursuant to art. 430 §1 of the Polish Commercial Companies Code, the General Meeting of WIKANA S.A. amends the Company's Articles of Association by rewording § 10 in the following manner:

§ 10

1. The Company's share capital amounts to PLN 33 533 119.20 and is divided into 167 665 596 series G shares with a nominal value of PLN 0.20 each.
2. The Company may issue debt securities, including convertible bonds and bonds with pre-emptive rights to shares in the Company.

§ 2.

The resolution enters into force on the day it is adopted, with effect from the day on which the amendments to the Articles of Association are entered into the register of companies.

**RESOLUTION 25/VI/2014  
of the Ordinary General Meeting of  
WIKANA S.A., based in Lublin,  
of 27 June 2014  
on authorisation for the Supervisory Board to establish a consolidated text of the Articles of Association**

Acting pursuant to art. 430 § 5 of the Polish Commercial Companies Code, the General Meeting of WIKANA S.A., based in Lublin, entered into the register of companies of the National Court Register under KRS number 0000144421, has adopted a resolution of the following content:

The General Meeting of WIKANA S.A., based in Lublin, authorises the Company's Supervisory Board to establish a consolidated text of the Company's Articles of Association, with consideration of the amendments resulting from the change in paragraph 6 and paragraph 10 of the Articles of Association, in accordance with General Meeting resolutions 23/VI/2014 and 24/VI/2014 of 27 June 2014.