

**DRAFT RESOLUTIONS
FOR THE EXTRAORDINARY GENERAL MEETING
ON 31 OCTOBER 2014**

**RESOLUTION 1/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
concerning appointment of the General Meeting chairperson**

Pursuant to art. 409 § 1 of the Polish Commercial Companies Code:

has appointed as Chairperson of the Company's General Meeting.

**RESOLUTION 2/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
on approval of the agenda**

has decided to adopt the General Meeting agenda that was published on the Company's website on ... October 2014 and in current report ../2014 of ... October 2014, of the following content:

1. Opening of the Extraordinary General Meeting.
2. Selection of the Chairperson of the Extraordinary General Meeting.
3. Confirmation of the validity of the Extraordinary General Meeting and its ability to adopt resolutions.
4. Approval of the Extraordinary General Meeting agenda.
5. Appointment of the Returning Committee.
6. Adoption of a resolution on authorisation for the Company's management board to purchase own shares for redemption.
7. Adoption of a resolution on redemption of own shares purchased by the Company for redemption.
8. Adoption of a resolution on a reduction in share capital by PLN 1.40 through the redemption of seven own shares purchased by the Company.
9. Adoption of a resolution on amendment to para 10 sec. 1 of the Company's articles of association.
10. Adoption of a resolution on consolidation of the Company's shares, amendment to paragraph 10 sec. 1 of the Company's Articles of

Association and authorisation for the Management Board to purchase own shares in order to round up fractional shares, and authorisation for the Management Board to carry out other related activities.

11. Adoption of a resolution on authorisation for the Supervisory Board to establish a consolidated text of the Company's Articles of Association.

12. Closing the Extraordinary General Meeting.

RESOLUTION 3/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
on rescinding the secrecy of vote on appointment of Returning Committee members

Pursuant to art. 420 § 3 of the Polish Commercial Companies Code, the Company's General Meeting:

has decided to rescind the secrecy of the vote on appointment of the members of the Returning Committee.

RESOLUTION 4/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
on appointment of Returning Committee members

Pursuant to art. 420 § 3 of the Polish Commercial Companies Code, the Company's General Meeting:

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

or

has decided to not appoint a Returning Committee and to transfer the associated vote-counting responsibilities to the General Meeting Chairperson.

RESOLUTION 5/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
regarding an authorisation for the Company's Management Board to purchase own shares for redemption

Preamble

This resolution is adopted in connection with the intention to establish a new nominal value of shares, at PLN 2.00, which requires that a new total number of shares be established, which will then be subject to consolidation through a share consolidation procedure and that might be performed via a reduction in the Company's share capital through the purchase of own shares and their subsequent redemption.

Considering the above, acting pursuant to art. 362 § 1 point 5 of the Polish Commercial Companies Code and § 12 of the Company's Articles of Association, the Company's General Meeting has decided as follows:

§1.

1. The Company's Management Board is authorised to purchase own shares ("**Own Shares**") for redemption on the terms and in accordance with the rules specified in this Resolution, and to undertake all activities necessary to purchase the Company's shares.
2. The Company will purchase Own Shares on the following terms:
 - (a) purchase of Own Shares by the Company for redemption will be based on a donation agreement, i.e. free of charge, meaning without remuneration or any other consideration for the selling shareholder,
 - (b) the total number of shares purchased by the Company will be seven shares.
3. Following the Company's purchase of Own Shares pursuant to this Resolution, resolutions will be passed regarding redemption of the Company's own shares, reduction in the Company's share capital and amendment to the Company's Articles of Association as regards the share capital amount.
4. The Management Board is authorised to make all decisions and undertake all activities such as are necessary to perform the above.

§2.

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

RESOLUTION 6/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
on redemption of the Company's own shares
purchased by the Company for redemption

Pursuant to art. **359 § 1 and § 2** of the Polish Commercial Companies Code and § 12 of the Company's Articles of Association, the Company's General Meeting has decided as follows:

§ 1. Seven of the Company's own shares, series G, with a nominal value of PLN 0.20 each, acquired by the Company free of charge on 31 October 2014 for redemption, and one series H share, acquired by the Company free of charge on 31 October 2014 for redemption ("**Own Shares**") are hereby **redeemed** pursuant to authorisation issued via resolution 5/X/2014 of the Company's Extraordinary General Meeting of 31 October 2014.

§ 2. The share redemption will take place in accordance with art. 360 § 1 of the Polish Commercial Companies Code once the Company's share capital has been reduced. The resolution on share capital reduction and amendment in the Company's Articles of Association by adaption said Articles of Association to the share redemption resolution will be adopted directly after this Resolution is adopted.

§ 3. The reason for the free-of-charge share redemption is the necessity to perform a technical procedure in order to consolidate the Company's shares so as to establish their nominal value at PLN 2.00. The Company's redeemed Own Shares were purchased ahead of time for this purpose, in accordance with authorisation issued to the Company's Management Board. The share purchase was free of any payment to the selling shareholder, resulting from bilateral arrangements between the parties to the agreement due to the low nominal and market value of the Company's shares being purchased and redeemed, with a total nominal value of PLN 1.40.

§ 4. The share redemption will be disclosed by the Management Board in accordance with art. 359 § 3 of the Polish Commercial Companies Code.

RESOLUTION 7/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
on a share capital reduction

Pursuant to art. **455 § 1** of the Polish Commercial Companies Code and in connection with **360 § 4** of the Polish Commercial Companies Code and § 12 and 15 of the Company's Articles of Association, the Company's General Meeting has decided as follows:

§ 1. In connection with adoption of resolution 6/X/2014 of the Company's Extraordinary General Meeting of 31 October 2014 regarding the redemption of seven shares, WIKANA S.A.'s share capital is **reduced** by **PLN 1.40**, i.e. from **PLN 40 029 595.40** to **PLN 40 029 594.00**.

§ 2. The share capital reduction is to be carried out via redemption of seven of the Company's own shares, with a nominal value of PLN 0.20 each, purchased by the Company for redemption ("**Own Shares**").

§ 3. The aim of the share capital reduction is adapting the amount of share capital to the sum total of the nominal value of the Company's shares following redemption of seven Own Shares pursuant to resolution 6/X/2014 of the Company's Extraordinary General Meeting of 31 October 2014 regarding share redemption, which was aimed at preparing a new number of shares, with a nominal value of PLN 2.00 each, to be established after a share consolidation procedure, covering all share issue series, while maintaining the existing amount of share capital.

§ 4. The share capital reduction will be carried out via a creditor notification procedure, as referred to in art. 456 of the Polish Commercial Companies Code and in art. 360 § 2 point 1 of the Polish Commercial Companies Code.

§ 5. The amount raised from the share capital reduction will be transferred by the Company to a separate reserve capital, which is hereby established in accordance with paragraphs 16 and 17 of the Company's Articles of Association. This capital may be used only to cover losses.

§ 6. The resolution enters into force on the date on which it is adopted, effective from the date on which the relevant district court registers in the register of companies the resolution on amendment to paragraph 10 of the Articles of Association, sec. 1, adapting the amount of the Company's share capital to the content of the resolution on reduction in share capital.

RESOLUTION 8/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
concerning amendment to the Articles of Association

Pursuant to art. 430 § 1 of the Polish Commercial Companies Code and in connection with 455 § 1 of the Polish Commercial Companies Code and in connection with a reduction in share capital by PLN 1.40 through the redemption of seven shares, in accordance with resolutions 6/X/2014 and 7/X/2014 of the Company's Extraordinary General Meeting of 31 October 2014, the Company's Articles of Association are hereby amended in the following manner:

§ 1. Paragraph 10 sec. 1 of the Company's Articles of Association is hereby reworded as follows:

"§ 10.1. The Company's share capital amounts to PLN 40 029 594.00 and is divided into:

- 167 665 590 series G bearer shares, with a nominal value of PLN 0.20 each,
- and 32 482 380 series H bearer shares, with a nominal value of PLN 0.20 each.

§ 2. The reason for amending the Articles of Association in connection with the share capital reduction and free-of-charge redemption of own shares ("**Own Shares**") is the necessity to perform a technical procedure in order to consolidate the Company's shares so as to establish their nominal value at PLN 2.00. The Company's redeemed Own Shares were purchased ahead of time for this purpose, in accordance with authorisation issued to the Company's Management Board. The share purchase was free of any payment to the selling shareholder, resulting from bilateral arrangements between the parties to the agreement due to the low nominal and market value of the Company's shares being purchased and redeemed, with a total nominal value of PLN 1.40.

§ 3. The resolution enters into force on the date on which it is adopted, effective from the date on which amendments to the Articles of Association are registered by the relevant district court.

RESOLUTION 9/X/2014
of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014

regarding consolidation of the Company's shares, amendment to § 10 sec. 1
of the Company's Articles of Association, authorisation for the
Management Board to purchase own shares in order to round up fractional
shares, and authorisation for the Management Board to carry out other
related activities

§ 1.1. Pursuant to art. 430 of the Polish Commercial Companies Code, the **new nominal value for all of the Company's shares is PLN 2.00**, in place of the previous nominal value of PLN 0.20, and the **total number of the Company's shares is reduced proportionally**, from 200 147 970 to **20 014 797**, while maintaining the existing amount of the Company's share capital (share consolidation), as established through resolution 8/X/2014 of the General Meeting of 31 October 2014.

2. The Company's General Meeting hereby authorises and mandates the Company's Management Board to undertake any possible and legally permissible activities, including activities not mentioned in this Resolution, aimed directly or indirectly at consolidating the Company's shares so that each

10 shares with the existing nominal value of PLN 0.20 are exchanged for 1 share with a nominal value of PLN 2.00. In particular, the General Meeting authorises the Company's Management Board to establish a date (the "reference date") to be used to establish the number of shares with a nominal value of PLN 0.20 each recorded in each securities account in order to calculate the number of shares with a nominal value of PLN 2.00 each that are to be issued to the holders of these securities accounts in exchange for the shares with a nominal value of PLN 0.20, **while maintaining the overall nominal value of shares held by each of the shareholders.**

4. The Company's General Meeting has decided that any fractional shares resulting from the consolidation procedure will be supplemented by the Company in as far as is necessary to round up the fractional shares and enable the holders of such fractional shares to receive one new share with a nominal value of PLN 2.00, on the condition that the Company's General Meeting adopts the relevant resolution on share consolidation and amendment to the Company's Articles of Association, registration of such amendment by the District Court and establishment by the Company's Management Board of a reference date, effective from the date on which the share consolidation procedure is recorded in the securities deposit maintained by the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A. - KDPW*). In connection with the above, as a result of share consolidation, each of the Company's shareholders holding fractional shares on the reference date, i.e. between one and nine shares with a nominal value of PLN 0.20, will be authorised to receive from the Company, in exchange for the fractional shares, one share with a nominal value of PLN 2.00, while the number of shares purchased by the Company pursuant to sec. 6 of this Resolution, will be decreased by the quantity of shares necessary to round up fractional shares. If rounding up fractional shares in the above manner will not be possible, the share consolidation procedure might not be completed.

5. The Company's General Meeting recommends that the Company's shareholders verify their holdings of the Company's shares, which in this case means shares listed on a securities market, i.e. shares of the existing series G held in securities accounts and series H pursuant to share receipts issued, in order to adapt the structure of all share series by the reference date, as established by the Company's Management Board via a current report, in a manner ensuring that the value of shareholdings constitute a factor of PLN 2.00. This will minimise the risk that the share consolidation will not be completed due to not being able to perform this Resolution.

6. In accordance with art. 362 paragraph 1 point 8 of the Polish Commercial Companies Code, the Company's General Meeting:

- 1) grants consent to the Company to purchase own shares, series G, on an official market of the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A. - the WSE*) (the "Regulated Market") ("Own Shares") in a number not exceeding the quantity necessary to round

up fractional shares, pursuant to information obtained by the Company during the share consolidation procedure. The purchase of Own Shares is aimed at rounding up fractional shares resulting from the consolidation procedure, as described in sec. 1-5 of this Resolution, for a price not higher than the price of the last independent trade in the Company's shares on the Regulated Market before execution of the agreement to purchase own shares, or the highest current independent sale offer for the Company's shares on the Regulated Market;

- 2) authorises the Company's Management Board to execute transactions to purchase Own Shares on the Regulated Market in order to round up fractional shares in accordance with this Resolution by 30 November 2014;
 - 3) decides that the price paid and means for covering the costs to purchase Own Shares will be taken out of the reserve capital, which is hereby established pursuant to § 16 and 17 of the Company's Articles of Association through the transfer of funds by the Company from the Company's supplementary capital, established from prior-year profit, in an amount equal to the price of all shares purchased to round up fractional shares within Own Shares and transaction costs;
 - 4) decides that information regarding the Company's purchase of Own Shares to round up fractional shares and enable the holders of such fractional shares to receive new shares, as worded by the Company's Management Board, will be disclosed by the Company immediately after such events take place.
7. The Company's General Meeting hereby authorises the Company's Management Board to establish the detailed terms for purchasing Own Shares as regards matters not regulated by this Resolution, with observance of the significant elements of the consent expressed in sec. 6 of this Resolution.
8. If the Company's Own Shares purchased in accordance with the authorisation in sec. 6 and 7 of this paragraph are not transferred to shareholders to round up fractional shares, then pursuant to the Company's decision in the form of a Management Board resolution with a positive opinion from the Supervisory Board they will be sold by the Company or redeemed through reduction in the Company's share capital, pursuant to art. 359 of the Polish Commercial Companies Code and § 12 and 15 of the Company's Articles of Association. The decision regarding the Company's Own Shares purchased pursuant to the authorisation in sec. 6 and 7 of this paragraph and not transferred to shareholders to round up fractional shares will be made by the Company's Management Board by 31 December 2015. In order to redeem Own Shares, with observance of the deadline mentioned in the preceding sentence, the Company's Management Board will convene an Extraordinary General Meeting with an agenda including at least the adoption of a resolution(s) regarding redemption of Own Shares, reduction in the Company's share capital as a result of redemption

of Own Shares and amendment, in accordance with these resolutions, of the Company's Articles of Association as regards the amount of share capital.

9. The Company's General Meeting hereby authorises and mandates the Company's Management Board to undertake all actual and legal activities necessary to register the amended series and nominal value of the Company's shares, and their quantity, in the KDPW, and for these changes to be recorded as an entry in the individual securities account of each of the Company's shareholders. This will take place via the KDPW's system.

10. The Company's General Meeting hereby authorises and mandates the Company's Management Board to submit a request to the WSE regarding suspension of stock listing in order to perform the share consolidation procedure. The suspension period should be agreed with the KDPW ahead of time.

11. In connection with the share consolidation and in consideration of the new nominal value of PLN 2.00, while maintaining the existing amount of share capital, acting pursuant to art. 430 § 1 of the Polish Commercial Companies Code, the Extraordinary General Meeting hereby amends the Company's Articles of Association so that § 10 sec. 1 of the Company's Articles of Association is re-worded as follows:

"§ 10 1

The Company's share capital amounts to PLN 40 029 594.00 and is divided into:
- 16 766 559 series G bearer shares, with a nominal value of PLN 2.00 each,
- and 3 248 238 series H bearer shares, with a nominal value of PLN 2.00 each."

§ 2. In consideration of the authorisation to purchase own shares pursuant to art. 362 § 1 point 8 of the Polish Commercial Companies Code, the Company's Management Board is required to inform the nearest General Meeting about the reasons or aim of purchasing own shares, the number and nominal value of such shares, their share in share capital, and the amount of consideration paid to purchase such shares.

§ 3. As regards the part concerning amendment to the Articles of Association, as referred to in § 1 sec. 11, this Resolution enters into force on the date it is adopted, effective from the date on which it is registered in the register of companies by the District Court competent for the Company's affairs, and in the remaining scope - on the date it is adopted, with the stipulation that the entire resolution is adopted on the condition that the amendment to § 10 sec. 1 of the Company's Articles of Association pursuant to resolution 8/X/2014 of the General Meeting of 31 October 2014 is registered in the register of companies by the relevant District Court.

RESOLUTION 10/X/2014

**of the Extraordinary General Meeting of
WIKANA S.A., based in Lublin (the "Company"),
of 31 October 2014
on authorisation for the Supervisory Board to establish a consolidated text
of the Company's Articles of Association**

Pursuant to art. 430 § 5 of the Polish Commercial Companies Code, the Company's General Meeting has adopted a resolution of the following content:

§ 1.

The Company's Supervisory Board is hereby authorised to establish a consolidated text of the Company's Articles of Association, taking into consideration the changes resulting from amendments to the Company's Articles of Association in accordance first with resolution 8/X/2014 of the General Meeting of 31 October 2014 and second with resolution 9/X/2014 of the General Meeting of 31 October 2014.

§ 2.

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