

## **Current report No. 13/2007**

(Wednesday, 13 June 2007)

*Legal basis: Art. 56 sec. 1 subsec. 2 Act on Offering – current and periodical information*

# **Project of resolutions for the General Meeting of Shareholders**

The Management Board of AB S.A. would like to present projects of resolutions for the General Meeting of Shareholders of the Company called for 21 June 2007

### **Resolution No. 1/2007**

The General Meeting of Shareholders of the Company AB S.A. with its registered office in Wrocław approves the Report on the Company's Operations in 2006 presented by the Management Board and the Financial Statement for the fiscal year of 2006 as well as the Supervisory Board Report on the Company's Operations in 2006.-----

### **Resolution No. 2/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław decides that the whole amount of the Company's profit for the year 2006, in the amount of PLN 9,636,464.39 (nine million six hundred thirty-six thousand four hundred and sixty-four Polish zlotys and thirty-nine groszes) shall be allocated to the reserve capital of the Company.-----

### **Resolution No. 3/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the President of the Management Board – Andrzej Przybyło, the vote of approval for execution of his duties in the fiscal year of 2006.-----

### **Resolution No. 4/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Management Board – Zbigniew Mądry – the vote of approval for execution of his duties in the fiscal year of 2006.-----

### **Resolution No. 5/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Management Board – Dariusz Rochman – the vote of approval for execution of his duties in the fiscal year of 2006.-----

### **Resolution No. 6/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Management Board – Piotr Nowjalis – the vote of approval for execution of his duties in the fiscal year of 2006.-----

### **Resolution No. 7/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Chairman of the Supervisory Board - Stanisław Knaflewski – the vote of approval for execution of his duties in the fiscal year of 2006.-----

### **Resolution No. 8/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board - Iwona Przybyło – the vote of approval for execution of her duties in the fiscal year of 2006.-----

**Resolution No. 9/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board - Kazimierz Przybyło – the vote of approval for execution of his duties in the fiscal year of 2006.-----

**Resolution No. 10/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board - Jacek Łapiński – the vote of approval for execution of his duties in the fiscal year of 2006.-----

**Resolution No. 11/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board – Rafał Bator – the vote of approval for execution of his duties in the fiscal year of 2006.-----

**Resolution No. 12/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board – Piotr Augustyniak – the vote of approval for execution of his duties in the fiscal year of 2006.-----

**Resolution No. 13/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board – Andrzej Bator – with the vote of approval for execution of his duties in the fiscal year of 2006.-----

**Resolution No. 14/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board – Katarzyna Jażdżyk – the vote of approval for execution of her duties in the fiscal year of 2006.-----

**Resolution No. 15/2007**

The General Meeting of Shareholders of the Company AB S.A. with the registered office in Wrocław, grants to the Member of the Supervisory Board – Radosław Kielbasiński – the vote of approval for execution of his duties in the fiscal year of 2006.-----

**Resolution No. 16/2006**

With reference to the amendment of the resolution No. 20/2006 of the Ordinary General Meeting of Shareholders of AB Spółka Akcyjna [*joint stock company*] with the registered office in Wrocław of 30 May 2006 regarding adoption of the Incentive Plan,-----

§ 1.

The Ordinary General Meeting of Shareholders of AB S.A. hereby amends the content of the resolution No. 20/2006 of the Ordinary General Meeting of Shareholders of AB Spółka Akcyjna with the registered office in Wrocław of 30 May 2006 regarding adoption of the Incentive Plan. § 1, §2, § 3, § 4, § 5, §6 and § 5 of the said resolution shall read as follows:

**§ 1. [Creating the Incentive Plan.]**

In order to create in AB SA with the registered office in Wrocław (hereinafter referred to as the “**Company**”) incentive mechanisms for members of the Management Board, key employees and cooperators of the Company for action ensuring not only long-term increase of the Company’s value

but also a stable increase in operating profit, as well as due to the need of stabilization of the executive personnel, the Ordinary General Meeting of Shareholders of the Company hereby adopts the incentive plan intended for the aforementioned persons (hereinafter referred to as the “**Incentive Plan**”).-----

## § 2. [Participants of the Plan.]

The Incentive Plan shall be intended for:-----

- 1) Members of the Management Board of the Company (excluding the President of the Management Board, Mr. Andrzej Przybyło),-
- 2) other employees and cooperators of the Company,-----

indicated by the Supervisory Board under the criterion specified above in § 1 and subject to § 4 sec. 4 (hereinafter referred to as the „**Participants of the Plan**”).-----

## § 3. [Parameters of the Plan.]

1. The Incentive Plan shall be conducted within the period of three 3 (say: three) consecutive fiscal years of the Company, starting from 2006, i.e. in 2006, 2007/2008 and 2008/2009 (hereinafter referred to as the “**Years of Plan Execution**” or in reference to one year from this period “**Year of Plan Execution**”), but execution of acquired rights shall take place once in 2010. -----

2. The Incentive Plan shall reward the level of execution of adjusted operating income in a given Year of Plan Execution by the Company i.e. the operating income (in the meaning of the Accounting Act) adjusted by: -----

- 1) depreciation (positive value),-----
- 2) discount i.e. total value of reduction in price obtained within one period in reference to goods being sold on credit due to cash payment or within a period which is earlier than the period specified on the basis of invoice due date (in positive value), if its value was not considered earlier as a result of the Company’s operations and
- 3) valuation of the incentive plan up to its fair value, if its valuation was considered earlier as a result of the Company’s operation (positive value).-----

3. The level of adjusted operating income for a given Year of Plan Execution, which gives the right to receive the Company’s G series shares, is established by the Supervisory Board on annual basis together with adoption of resolution about approval of the Company’s budget for the years 2006, 2007/2008 and 2008/2009.-----

4. Subject to sec. 5 in case of achieving the level of execution of adjusted operating income, which is referred to in sec. 3, Participants of the Plan, which meet other conditions indicated in § 6 of the resolution (hereinafter referred to as the “**Eligible Persons**”), shall be entitled to obtain the Company’s G series shares (hereinafter referred to as the “**Eligibility**”).-----

5. If planned level of adjusted operating income was not achieved in a given Year of Plan Execution, the Supervisory Board may however assume that the Participants of the Plan shall be entitled to receive the Company’s G series shares if failure to achieve respective level of adjusted operating income was due to reasons which are beyond control of the Participants of the Plan.-----

6. Total number of G series shares obtained by Eligible Persons during execution of the Incentive

Plan cannot exceed 290 000 (say: two hundred and ninety thousand). -----

#### **§ 4. [Plan execution by the Company.]**

1. Establishing Eligibility shall take place as one issue of A series subscription warrants, whose total number does not exceed 290,000 (in words: two hundred and ninety thousand) intended for the Eligible Persons. The said warrant provide the right to obtain not more than 290,000 (say: two hundred and ninety thousand) the Company's G series bearer shares.-----

2. A series subscription warrants shall be issued in order to execute contingent raise of the share capital by not more than PLN 290,000 (say: two hundred and ninety thousand Polish zlotys).-----

3. Proposal to acquire A series subscription warrants shall not be intended for the public and shall not be conducted as public offering, which is referred to in art. 3 sec. 3 of the Act of 29 July 2005 on public offering and conditions for introduction of financial instruments to organized system of trading and on public companies (Journal of Laws No. 184, item 1539). -----

4. Number of persons, to whom the proposal to acquire A series subscription warrants shall be targeted will not exceed 100 (say: one hundred) persons.-----

5. A series subscription warrants shall be issued free of charge. -----

6. A series subscription warrants shall not be sold in legal action, except for their sale to the Company.-----

7. Each A series subscription warrant shall authorize to receive one G series Share. Issue Price of G series Shares acquired by execution of rights from subscription warrants shall be equal to nominal value of the Company's shares on the day of acquisition of series G Shares.-----

8. Eligible Persons, who hold series A subscription warrants, shall be able to acquire G series Shares after 3 (say: three) months following the day of issue of subscription warrants over the period of the next 30 (say: thirty) days.-----

9. Rights from series A subscription warrants expire within 4 months following the day of their issue.-

#### **§ 5. [Granting eligibility.]**

1. By 31 May 2006, the Supervisory Board shall adopt the Rules and Regulations of the Plan, including detailed rules of distribution of Eligibility which results from this resolution.-----

2. By 31 May 2006, initial list of the Participants of the Plan (hereinafter referred to as the "**Initial List**") shall be prepared. The Initial List shall be prepared by the Supervisory Board, which shall simultaneously establish number of G series shares, which may be assigned to respective Participants of the Plan for a given Year of Plan Execution.-----

3. Within 15 days following the day of approval of the financial statement for a given Year of Plan Execution by the General Meeting of Shareholders the Supervisory Board shall establish whether due to the execution level of adjusted operating income by the Company, which is referred to in § 3 sec. 2 of the resolution, Participants of the Plan are entitled to acquire series G Shares for this Year of Plan Execution, or it shall make resolution, which is referred to in § 3 sec. 5 of the resolution.-----

4. Within 30 days following the day of approval of the financial statement for a given Year of Plan

Execution by the General Meeting of Shareholders (i.e. year 2008/2009), the Supervisory Board shall assess whether the Participants of the Plan included in the Initial List have met requirements for acquisition of series G Shares, indicated in § 6 of the resolution and it shall establish the final number of series A subscription warrants, allocated to each Eligible Person. Within the same period the Management Board shall announce the final list of the Eligible Persons and shall inform each of the Eligible Persons about the number of series G shares allocated to him/her.-----

5. Within 45 days following the day of approval of the financial statement for a given Year of Plan Execution by the General Meeting of Shareholders (i.e. year 2008/2009), the Management Board shall distribute series A subscription warrants among Eligible Persons, whose number will correspond to the number of G series Shares of a given Eligible Person.-----

6. Series A subscription warrants shall be then deposited in the Company.-----

**§ 6. [Additional conditions.]**

1. Subject to sec. 2, Eligibility may be granted only to Participants of the Plan, who performed functions in the Management Board or were employees or cooperators of the Company on the last day of the last Year of Plan Execution (i.e. year 2008/2009).-----

2. Eligibility shall not be granted to the Participants of the Plan, especially if during Execution of the Plan:-----

1) the agreement with the Company, which was the basis for services or work which they provided to the Company was terminated, unless: -----

- termination of the employment contract resulted from inability to work,-----

- the next contract was concluded, which is the basis for services or work provided to the Company,--

- regardless of contract termination, the participant of the Plan still performs functions in the Company's organs,-----

2) mandate of the member of the Management Board, who was not employee of the Company, expired, unless the contract which is the basis for services or work provided by a given person to the Company was concluded after mandate expiration.-----

**§ 7. [Final provisions.]**

The Resolution becomes effective on the day upon its adoption.-----

§ 2.

The Resolution becomes effective upon its adoption.