

Subject: Notice of convening of the Extraordinary General Meeting of PBG S.A. for April 3rd 2012 and draft resolutions of the Meeting

**NOTICE OF THE MANAGEMENT BOARD OF PBG SPÓŁKA AKCYJNA OF WYSOGOTOWO OF  
CONVENING OF THE EXTRAORDINARY GENERAL MEETING**

Acting pursuant to Art. 398 and Art. 399.1 of the Commercial Companies Code and pursuant to Par. 20.1 and Par 20.5 of the Company's Articles of Association, the Management Board of PBG Spółka Akcyjna of Wysogotowo hereby convenes the Extraordinary General Meeting to be held at the offices of PBG S.A., at Aleje Ujazdowskie 41, Warsaw, Poland, at 12:00 noon on April 3rd 2012.

**1. Agenda:**

- 1) Opening of the Extraordinary General Meeting.
- 2) Appointment of the Chairperson of the Extraordinary General Meeting.
- 3) Confirmation that the Extraordinary General Meeting has been duly convened and has the capacity to adopt resolutions.
- 4) Presentation of the agenda.
- 5) Appointment of members of the Ballot Counting Committee.
- 6) Adoption of a resolution on the number of members of the Supervisory Board.
- 7) Adoption of a resolution on appointment of a member of the Supervisory Board.
- 8) Adoption of a resolution to increase Company's share capital by issuing Series H shares with pre-emptive rights, amend Company's Articles of Association, seek admission of Series H shares to trading on a regulated market, and to convert the shares into book-entry form.
- 9) Adoption of a resolution to issue Series A bonds convertible into Series H shares, issue Series H shares as a part of a conditional share capital increase, waive all of pre-emptive rights of the existing shareholders with respect to Series A bonds convertible into Series H shares and Series H shares, and to amend the Company's Articles of Association.
- 10) Adoption of a resolution to amend the Company's Articles of Association.
- 11) Closing of the Extraordinary General Meeting.

The pre-emptive right record date, within the meaning of Art. 432.2 of CCC, shall be set at June 1st 2012.

**2. Proposed amendments to the Company's Articles of Association in accordance with Art. 22.2 of the Company's Articles of Association**

- 1) The current wording of Par. 9.1 of the Company's Articles of Association:

"The share capital of the Company is PLN 14,295,000.00 (fourteen million, two hundred and ninety-five thousand złoty) and is divided into 5,700,000 (five million and seven

hundred thousand) Series A shares, 1,500,000 (one million and five hundred thousand) Series B shares, 3,000,000 (three million) Series C shares, 330,000 (three hundred and thirty thousand) Series D shares, 1,500,000 (one million and five hundred thousand) Series E shares, 1,400,000 (one million and four hundred thousand) Series F shares, and 865,000 (eight hundred and sixty-five thousand) Series G shares.

The proposed wording of Par. 9.1 of the Company's Articles of Association:

"The share capital of the Company is no more than PLN 28,590,000.00 (twenty-eight million, five hundred and ninety thousand złoty) and is divided into 5,700,000 (five million and seven hundred thousand) Series A shares, 1,500,000 (one million and five hundred thousand) Series B shares, 3,000,000 (three million) Series C shares, 330,000 (three hundred and thirty thousand) Series D shares, 1,500,000 (one million and five hundred thousand) Series E shares, 1,400,000 (one million and four hundred thousand) Series F shares, 865,000 (eight hundred and sixty-five thousand) Series G shares, and no more than 14,295,000.00 (fourteen million, two hundred and ninety-five thousand) Series H shares.

- 2) Par. 3.9 of the Company's Articles of Association shall be added and shall read as follows:

"The Company share capital has been conditionally increased by no more than PLN 14,295,000.00 (fourteen million, two hundred and ninety-five thousand złoty) through an issue of no more than 14,295,000 (fourteen million, two hundred and ninety-five thousand) ordinary bearer Series H shares with a par value of PLN 1.00 (one złoty) per share. The conditional share capital increase has been effected to grant rights to acquire Series H shares to holders of convertible Series A bearer bonds, with the preemptive rights of the Company's existing shareholders waived."

- 3) The current wording of Par. 10.1 of the Company's Articles of Association:

"4,500,000 of Series A shares are registered shares, and 1,200,000 of Series A shares are bearer shares."

The proposed wording of Par. 10.1 of the Company's Articles of Association:

"3,740,000 of Series A shares are registered shares, and 1,960,000 of Series A shares are bearer shares."

- 4) The current wording of Par. 10.2 of the Company's Articles of Association:

"Series B, C, D, E, F and G shares are bearer shares."

The proposed wording of Par. 10.2 of the Company's Articles of Association:

"Series B, C, D, E, F, G and H shares are bearer shares."

### **3. Procedures governing attendance in the General Meeting and the exercise of voting rights**

#### Shareholder's right to request that certain matters be included in the agenda of the General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the next General Meeting, i.e. the Extraordinary General Meeting convened for April 3rd 2012. The request should be submitted to the Management Board at least 21 days prior to the date of the Extraordinary General Meeting, i.e. by March 13th 2012. The request should include grounds for or a draft resolution pertaining to the proposed item of the agenda. The request may be submitted in electronic form to: [wza@pbg-sa.pl](mailto:wza@pbg-sa.pl), or in writing to: Zarząd PBG S.A., ul. Skórzewska 35, Wysogotowo, 62-081 Przeźmierowo, Poland.

Shareholders' right to propose draft resolutions regarding any matters included in the agenda of the General Meeting or any matters to be added to the agenda prior to the date of the General Meeting

Prior to the date of the Extraordinary General Meeting, a shareholder or shareholders representing at least one-twentieth of the share capital may propose draft resolutions on matters included in the agenda of the Extraordinary General Meeting or matters to be placed on the agenda, either in writing to: Zarząd PBG S.A., ul. Skórzewska 35, Wysogotowo, 62-081 Przeźmierowo, Poland, or in electronic form to: [wza@pbg-sa.pl](mailto:wza@pbg-sa.pl).

Shareholders' right to propose draft resolutions pertaining to items placed on the agenda in the course of the General Meeting

In the course of the Extraordinary General Meeting, each shareholder may propose draft resolutions with respect to items included in the agenda.

Voting by proxy, including information on the proxy voting forms, and the manner of notifying the Company of appointing a proxy by electronic means of communication

Shareholders who are natural persons may participate in the Extraordinary General Meeting and exercise their voting rights in person or by proxy. Shareholders who are not natural persons may participate in the Extraordinary General Meeting and exercise their voting rights through person/persons authorised to make declarations of will on their behalf or by proxy. A proxy may exercise all the Shareholder's rights at the Extraordinary General Meeting, unless the power of proxy states otherwise. A proxy may grant further powers of proxy if the original power of proxy so permits. A proxy may represent more than one Shareholder and vote the shares of each Shareholder in a different manner. Shareholders whose shares are registered in a collective account may appoint separate proxies to exercise their voting rights attached to shares registered in the account. Shareholders whose shares are registered in more than one securities account may appoint separate proxies to exercise their voting rights attached to shares registered in each of the accounts. A power of proxy to participate in the Extraordinary General Meeting and to exercise voting rights must be granted in writing or in electronic form. A power of proxy in electronic form does not require an electronic signature verified with a valid qualified certificate.

A form of the power of proxy and a proxy voting form will be available as of the date of this notice, at [www.pbg-sa.pl](http://www.pbg-sa.pl) in the relacje inwestorskie/WZA section. Using the forms is not obligatory.

Granting a power of proxy in electronic form should be notified to the Company by electronic means of communication, in a message sent [wza@pbg-sa.pl](mailto:wza@pbg-sa.pl), early enough for the Company

to verify the identity and entitlement of both the Shareholder and the proxy. As every effort must be made to ensure effective verification of the document's validity, the power of proxy should be sent in the PDF format. A notification of granting a power of proxy should include precise identification of the proxy and the principal (first name, surname, ID card/passport number, Personal Identification Number (PESEL) and place of residence - in the case of natural persons; or name, registered address, number in the National Court Register (KRS) or other commercial register, registry court or other registration authority, and Taxpayer's Identification Number (NIP) - in the case of legal persons or other organisational units). Furthermore, the phone numbers and email addresses at which the Company will be able to contact both the Shareholder and the proxy should be provided. A notification of granting a power of proxy should also specify the number of shares on which the right to vote is to be exercised, as well as the date and name of the General Meeting during which the rights are to be exercised. Moreover, it should specify whether the power of proxy is valid only on the day when the General Meeting is opened or until its actual closing.

Along with the notification of granting a power of proxy, the Shareholder must send in a PDF file containing scanned copies of ID cards, passports or other official documents enabling identification of the Shareholder as the principal and of the appointed proxy. If a power of proxy is granted by a legal person or an organisational unit, the Shareholder as the principal must send in a scanned copy of the entry in the relevant register where the principal is entered or other document confirming the authorisation of a natural person (natural persons) granting the power of proxy to represent the Shareholder.

Documents sent in electronic form which are not drawn up in Polish must be translated into Polish by a sworn translator.

The Company may take appropriate steps aimed at verifying the identities of the Shareholder and the proxy. In particular, such verification may consist in exchanging e-mails or phone calls with the Shareholder or the proxy in order to confirm the granting of the power of proxy and its scope. The Company reserves the right to treat a lack of reply to any questions asked for verification purposes as inability to verify the granting of the power of proxy. This will constitute a sufficient basis to refuse the proxy admission to the Extraordinary General Shareholders Meeting.

The rules pertaining to notification that a power of proxy has been granted will also apply in the case of notifying the Company that a power of proxy has been revoked.

Any notification of granting or revoking a power of proxy which is not compliant with the foregoing requirements will not be binding upon the Company.

A manner of appointing a proxy remains at the discretion of the Shareholder and the Company shall not be liable for any failure to correctly complete the forms or for any acts of persons using the powers of proxy.

Sending in the above documents in electronic form will not release the proxy from the obligation to produce his or her identification documents when the attendance list of persons authorised to participate in the Extraordinary General Meeting is being prepared.

Possibility and manner of attending the General Meeting with the use of electronic means of communication. Speaking at the General Meeting with the use of electronic means of communication. Voting by electronic means of communication

Acting pursuant to Par. 27.3 of the Company's Articles of Association, the PBG Management Board resolved not to allow participating in the Extraordinary General Meeting called for April 3rd 2012, and taking the floor or exercising voting rights at the Meeting by electronic means of communication. The Management Board's decision is justified by the fact that there is no established practice to organise and conduct general meetings of public companies with the use of electronic means of communication and by a reasonable concern about the proper conduct of the Meeting. The Management Board believes that Shareholders may duly exercise their voting rights if the rule allowing communication by electronic means during the Extraordinary General Meeting is departed from.

#### Voting by postal ballot

Voting by postal ballot is not possible, as the Rules of Procedure for the General Meeting do not provide for voting in that manner.

#### **4. Record date**

The record date of the Extraordinary General Meeting is March 18th 2012 ("**Record Date**").

#### **5. Information on the right to attend the Extraordinary General Meeting**

Only persons holding Company shares as at the Record Date (March 18th 2012) will have the right to attend the Extraordinary General Meeting.

In order to ensure attendance at the Extraordinary General Meeting, entitled holders of bearer shares in book-entry form should request the entity maintaining their securities accounts – not earlier than after the notice of the Extraordinary General Meeting is issued, and not later than on the first business day after the Record Date, i.e. not later than March 19th 2012 – to issue personal certificates confirming their right to participate in the General Meeting. Certificates of the right to attend the General Meeting will constitute the basis for preparing lists handed over to the entity operating the depository for securities, pursuant to the relevant regulations on trading in financial instruments. Holders of rights attached to registered shares may attend the Extraordinary General Meeting if they are entered in the share register on the Record Date.

The list of Shareholders entitled to attend the Extraordinary General Meeting will be on display at the Company's registered office in Wysogotowo, at ul. Skórzewska 35 (62- 081 Przeźmierowo, Poland), for three business days prior to the date of the Extraordinary General Meeting, from 8.30 am to 4.00 pm, at the Main Secretary Office in Building Z. A shareholder may request that the list of shareholders be delivered to him/her free of charge via electronic mail, by providing an e-mail address to which the list should be delivered. Such requests should be sent to [wza@pbg-sa.pl](mailto:wza@pbg-sa.pl).

#### **6. Access to documentation and address of the website where information on the General Meeting will be made available**

The full texts of documents to be presented to the Extraordinary General Meeting, as well as the draft resolutions to be adopted, will be available at the Company's website as from the day of convening the Extraordinary General Meeting, pursuant to Art. 402<sup>3</sup>.1 of the Polish Commercial Companies Code.



Information concerning the Extraordinary General Meeting is available in the IR section of the Company's website at: [www.pbg-sa.pl](http://www.pbg-sa.pl).

## **7. Verification of the identities of Shareholders and proxies on the date of the Extraordinary General Meeting**

In order to prepare the attendance list, the Management Board may request the attendees of the Extraordinary General Meeting to produce an ID card, a passport or another document confirming the identity of a given person. Moreover, persons representing a Shareholder which is not a natural person must furnish an original copy (or a copy certified by a notary public) of the valid entry from the relevant register or another document evidencing their authorisation to represent the Shareholder.

If a Shareholder participates in the Extraordinary General Meeting by proxy, the proxy must furnish the power of proxy (unless it was granted in electronic form) and produce an ID card, passport or other official document confirming their identity, containing details identical with the data stated in the power of proxy, while a proxy of a Shareholder which is not a natural person must additionally furnish an original copy (or a copy certified by a notary public) of the valid entry from the relevant register or another document evidencing the authorisation of the persons granting the power of proxy to represent the Shareholder.

Documents drawn up in a foreign language should be translated into Polish by a sworn translator.

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### **DRAFT RESOLUTIONS**

#### **Resolution No. [\_\_] of the Extraordinary General Meeting of PBG S.A. of Wysogotowo, dated April 3rd 2012**

#### **concerning appointment of the Chairperson of the Extraordinary General Meeting**

Pursuant to Art. 409.1 of the Commercial Companies code and Par. 25.2 of the Company's Articles of Association, the Extraordinary General Meeting of PBG S.A. of Wysogotowo hereby appoints \_\_\_\_\_ as the Chairperson of the Extraordinary General Meeting.

#### **Resolution No. [\_\_] of the Extraordinary General Meeting of PBG S.A. of Wysogotowo, dated April 3rd 2012**

#### **concerning appointment of members of the Ballot Counting Committee**

Pursuant to Par. 15 of the Rules of Procedure for the General Meeting, the Extraordinary General Meeting of PBG S.A. of Wysogotowo hereby appoints the following persons as members of the Ballot Counting Committee:

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- 1) \_\_\_\_\_
- 2) \_\_\_\_\_
- 3) \_\_\_\_\_

**Resolution No. [\_\_]**  
**of the Extraordinary General Meeting of**  
**PBG S.A. of Wysogotowo,**  
**dated April 3rd 2012**

**concerning determination of the number of members of the Supervisory Board**

**Par. 1**

Acting pursuant to Par. 29.2 of the Company's Articles of Association, the Extraordinary General Meeting of PBG S.A. of Wysogotowo ("**the Company**") hereby resolves that the Supervisory Board shall be composed of six members in the current term of office.

**Par. 2**

This Resolution shall become effective as of its date.

**Resolution No. [\_\_]**  
**of the Extraordinary General Meeting of**  
**PBG S.A. of Wysogotowo,**  
**dated April 3rd 2012**

**concerning appointment of a member of the Supervisory Board**

**Par. 1**

Acting pursuant to Par. 28.8 and Par. 29.1 of the Company's Articles of Association, the Extraordinary Shareholders Meeting of PBG S.A. of Wysogotowo ("**the Company**"), hereby appoints Mr/Ms \_\_\_\_\_, as a member of the Company's Supervisory Board. Under Par. 29.5 of the Company's Articles of Association, the appointed member remains in office until the expiry of the current term of office.

**Par. 2**

This Resolution shall become effective as of its date.

**Resolution No. [\_\_]**  
**of the Extraordinary General Meeting of**  
**PBG S.A. of Wysogotowo,**  
**dated April 3rd 2012**

**concerning the Company's share capital increase by issuing Series H shares with pre-emptive rights, amendments to the Company's Articles of Association, application for admission of Series H shares to trading on the regulated market and their conversion into book-entry form**

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Pursuant to Art. 431.1, Art. 431.2.2), Art. 432 and Art. 310.2 in conjunction with Art. 431.7 of the Commercial Companies Code ("**CCC**") and pursuant to Par. 13 of the Company's Articles of Association, the Extraordinary General Meeting of PBG S.A. of Wysogotowo ("**the Company**") hereby resolves as follows:

#### **Par. 1**

1. The Company's share capital shall be increased by at least PLN 1.00 (one złoty) and not more than PLN 14,295,000.00 (fourteen million, two hundred and ninety-five thousand złoty), i.e. from 14,295,000.00 (fourteen million, two hundred and ninety-five thousand złoty) up to at least PLN 14,295,001.00 (fourteen million, two hundred and ninety-five thousand, one złoty), but not more than PLN 28,590,000.00 (twenty-eight million, five hundred and ninety thousand złoty).
2. The share capital increase shall be effected through an issue of at least 1 (one) and not more than 14,295,000.00 (fourteen million, two hundred and ninety-five thousand) new issue Series H shares with a par value of PLN 1.00 (one złoty) per share.
3. Series H shares shall be issued by way of a closed offering within the meaning of Art. 431.2.2 of CCC carried out in the form of a public offering within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005 ("**the Public Offering Act**").
4. Series H shares shall be ordinary bearer shares.
5. Series H shares shall pay dividend starting from the distribution of the 2012 profit, as allocated for such purpose, i.e. as of January 1st 2012.
6. Series H shares shall be paid for only with cash contributions prior to the submission of this Resolution to the registry court.
7. The pre-emptive right record date, within the meaning of Art. 432.2 of CCC, shall be set at June 1st 2012.
8. The Company's shareholders shall have pre-emptive rights to Series H shares, and for each Company share held as at the end of the pre-emptive right record date a shareholder shall be entitled to one pre-emptive right to Series H shares. Given the maximum number of Series H shares to be issued, each pre-emptive right shall entitle a shareholder to acquire 1 (one) Series H share. If the number of Series H shares to be allotted to a given shareholder under pre-emptive rights is not an integer, such number shall be rounded down to the nearest integer value.
9. The Company shall seek admission and introduction of Series H shares, rights to Series H shares and Series H share allotment certificates to trading on the regulated market operated by the Warsaw Stock Exchange ("**WSE**"). The date on which shareholders will be able to exercise their pre-emptive rights to Series H shares shall be specified in the Company's prospectus ("**Prospectus**") prepared in connection with the public offering, in accordance with the applicable laws, and in the application for admission and introduction of pre-emptive rights to Series H shares, Series H share allotment certificates and Series H shares, to trading on the regulated market.

#### **Par. 2**

1. The Management Board of the Company is hereby given authority to undertake any actions related to the increase of Company's share capital and to determine detailed terms and conditions of subscription and allotment of Series H shares, including the authority to:
  1. determine the issue price of Series H shares;



2. determine the dates of Series H shares subscription opening and closing, as well as to amend these dates;
  3. determine the rules of subscription and allotment of Series H shares, as well as rules of subscription and allotment of Series H shares, which will not be acquired through exercise of the pre-emptive rights to acquire Series H shares or through additional subscriptions;
  4. allot Series H shares;
  5. submit a representation on the amount of share capital subscribed for as part of the share capital increase, referred to in Par. 1.1 of this Resolution, in order to adjust the amount of the share capital defined in Par. 9.1 of the Company's Articles of Association, pursuant to Art. 310.2 and in conjunction with Art. 431.7 of the Commercial Companies Code.
2. The Management Board of the Company is hereby given authority to undertake any actions necessary to offer Series H shares through a public offering in accordance with the provisions of the Public Offering Act, including the authority to apply to the Polish Financial Supervision Authority for approval of the Prospectus.
  3. The Management Board of the Company is hereby given authority to execute an agreement with the Polish National Depository for Securities ("**the Polish NDS**") concerning registration of Series H shares, rights to Series H shares, and Series H share allotment certificates at the depository of securities operated by the Polish NDS.
  4. The Management Board of the Company is hereby given authority to submit applications, required pursuant to the WSE's regulations, for admission and introduction of Series H shares, rights to Series H shares and Series H share allotment certificates to trading on the regulated market operated by WSE.
  5. The Management Board of the Company is hereby given authority to make decisions concerning abandoning of this Resolution, suspension of this Resolution, abandoning of the public offering or suspension of the public offering at any time. Upon making the decision to suspend the public offering, the Management Board of the Company shall not be required to specify a new date of the public offering, which may be determined and announced at a later date.

### Par. 3

1. In conjunction with the increase of the Company's share capital, referred to in Par. 1 of this Resolution, the Company's Articles of Association shall be amended in the following manner:

- 1) Par. 9.1 of the Company's Articles of Association shall read as follows:

*"The share capital of the Company is no more than PLN 28,590,000.00 (twenty-eight million, five hundred and ninety thousand złoty) and is divided into 5,700,000 (five million and seven hundred thousand) Series A shares, 1,500,000 (one million and five hundred thousand) Series B shares, 3,000,000 (three million) Series C shares, 330,000 (three hundred and thirty thousand) Series D shares, 1,500,000 (one million and five hundred thousand) Series E shares, 1,400,000 (one million and four hundred thousand) Series F shares, 865,000 (eight hundred and sixty-five thousand) Series G shares, and no more than 14,295,000.00 (fourteen million, two hundred and ninety-five thousand) Series H shares.*

- 2) Par. 10.2 of the Company's Articles of Association shall read as follows:

*"Series B, C, D, E, F, G and H shares are bearer shares."*

2. Pursuant to Art. 430.5 of the Commercial Companies Code, the Supervisory Board of the Company is hereby authorised to determine the new consolidated text of the Company's Articles of Association, which shall take into account the amendments referred to in Par. 3.1 above.

#### **Par. 4**

This Resolution shall become effective as of its date.

**Resolution No. [ ]**  
**of the Extraordinary General Meeting of**  
**PBG S.A. of Wysogotowo,**  
**dated April 3rd 2012**

**concerning issue of Series A bonds convertible into Series H shares, issue of Series H shares as a part of a conditional share capital increase, waiver of pre-emptive rights of the existing shareholders with respect to Series A bonds convertible into Series H shares and Series H shares, and amendment of the Company's Articles of Association.**

In accordance with Art. 393.5 and Art. 448 of the Polish Commercial Companies Code, Art. 20 and 23 of the Bond Act dated June 29th 1995 (Dz.U. of 2001, No. 120, item 1300, as amended) and Par. 28.6) of the Company's Articles of Association, the Company's General Meeting hereby resolves as follows:

#### **Par. 1**

1. Up to 12,000 (twelve thousand) Series A bearer bonds shall be issued, convertible into ordinary Series H bearer shares ("**the Bonds**").
2. The nominal value shall be PLN 100,000.00 (one hundred thousand złoty) per Bond, and the total nominal value of the issue of Bonds shall be up to PLN 1,200,000,000.00 (one billion, two hundred million złoty).
3. The Bonds shall be issued in a non-certificated form. In accordance with Art. 5b of the Bond Act of June 29th 1995, the rights and obligations of the issuer and bondholders shall be stipulated in the terms and conditions of the issue of Bonds ("**the Terms of the Bonds**"), accepted by way of a resolution of the Company's Management Board and approved by the Company's Supervisory Board prior to the Bond offer.
4. The Management Board, acting in accordance with Art. 9.3 of the Bond Act, dated June 29th 1995, shall offer the Bonds to investors selected by the Management Board.
5. By way of a resolution, the Company's Management Board shall, prior to extending the offer, determine the number of the Bonds to be offered to investors.
6. The Bonds shall be unsecured.

#### **Par. 2**

The Management Board shall determine the issue price of the Bonds by way of a resolution approved by the Company's Supervisory Board prior to the offer of the Bonds.

### Par. 3

The Bonds shall bear interest. By way of a resolution approved by the Company's Supervisory Board prior to the offer of the Bonds, the Management Board shall determine the type of interest rate (variable or fixed), manner of interest accrual or the amount of interest payable, as well as dates for and detailed rules of the payment of interest. The interest shall accrue on the nominal value of the Bonds.

### Par. 4

1. The Company shall redeem Bonds for cash, with the proviso that a Bondholder may at any time demand that their Bonds be redeemed by way of conversion thereof into Series H shares. The conversion shall only take place on the dates specified by the Management Board in the Terms of the Bonds.
2. The Bonds shall be redeemed for cash payment in the amount equal to the nominal value of the surrendered Bonds. A premium may be added to the redemption amount ("**the Premium**") in an amount specified by the Company's Management Board in the Terms of the Bonds.
3. In the Terms of the Bonds, the Company's Management Board may provide for the right of early redemption of the Bonds exercisable upon the Company's or a bondholder's demand, other than the redemption under Par. 4.2 ("**the Early Redemption**"). The Management Board shall stipulate the rules of the Early Redemption, including the Premium due to bondholders, in the Terms of the Bonds.
4. The Company shall redeem the Bonds which have neither been converted into series H shares, nor redeemed early, not earlier than on the first business day upon the lapse of 24, 36 or 48 months from the Bond allotment date ("**the Final Redemption Date**"). The Company's Management Board shall specify the redemption date for the Bonds by way of a resolution approved by the Company's Supervisory Board.

### Par. 5

1. The bondholders shall be entitled to acquire ordinary Series H bearer shares on the following terms.
2. The number of Series H shares allotted in exchange for one Bond shall be the quotient of the nominal value of the Bond and the conversion price of Series H shares delivered for convertible bonds, rounded down to the nearest integer.
3. The Company's Management Board shall define the conversion price of Series H shares delivered in exchange for convertible bonds, in the form of its numeric value or algorithm for computing the price, by way of a resolution approved by the Company's Supervisory Board prior to extending the offer to purchase Bonds, subject to Par. 5.4 below.
4. The conversion price shall be determined in such a way that the total par value of Series H shares acquired through conversion is not higher than the total par value of the Bonds being converted.
5. The Bonds shall be converted into shares based on bondholders' written conversion requests. The Company's Management Board shall submit to the registry court the list of shares acquired through conversion, in order to update the value of the share capital entered into the National Court Register, in accordance with Art. 452 of the Polish Commercial Companies Code.
6. The Company's Management Board shall set the dates for submitting the requests referred to in Par. 5.5 in the Terms of the Bonds.

## **Par. 6**

If the par value of the Company shares has been changed, a bondholder shall acquire shares on the terms stipulated in Par. 5, with the proviso that each PLN 1.00 of the par value of Bonds shall be convertible into at most PLN 1.00 of the par value of Series H shares.

## **Par. 7**

If the Company is transformed or liquidated prior to the Final Redemption Date, all of the Bonds shall be subject to early redemption exercisable as at the date of transformation or opening of the liquidation proceedings, by way of a cash payment in the amount of the par value of Bonds plus interest accrued and the Premium in the amount defined by the Company's Management Board in the Terms and Conditions of Bonds.

## **Par. 8**

The General Meeting hereby authorises the Company's Management Board to stipulate, subject to approval by the Supervisory Board, the other terms and dates of the issue of the Bonds and Series H shares not provided for herein, including in particular the division of the issue into tranches and rules for transfers between tranches, identify the groups of investors to whom the offer to sell and allot the Bonds will be extended, with the proviso that the number of the Bonds allotted by the Management Board may be lower than defined in Par. 1.1.

## **Par. 9**

1. In order to confer, upon the bondholders, the right to convert Series A Bonds into Series H shares, the Company share capital is conditionally increased by no more than PLN 14,295,000.00 (fourteen million, two hundred and ninety-five thousand złoty) through the issue of no more than 14,295,000 (fourteen million, two hundred and ninety-five thousand) ordinary Series H bearer shares with a par value of PLN 1.00 (one złoty) per share.
2. The share capital increase by way of the issue of Series H shares shall become effective if the bondholders of convertible Series A Bonds exercise their rights to acquire Series H shares on the terms and conditions stipulated herein.
3. Bondholders of convertible Series A Bonds may exercise their rights to acquire Series H shares not later than on the Final Redemption Date for convertible Series A Bonds, defined in accordance with Par. 5.4.
4. The Company's Management Board shall set the issue price per Series H share as equal to the conversion price defined in accordance with the rules provided for in this Resolution.
5. Series H shares shall confer the right to dividend payable for a given financial year if they are credited to the securities account of the former bondholder holding the shares not later than on the dividend record date defined by the Company's General Meeting under the resolution concerning the distribution of profit and setting the dividend record date. Series H shares shall participate in dividend as of January 1st 2012, that is from the 2012 financial year.
6. Having familiarised itself with the written opinion of the Company's Management Board stating reasons for the waiver of pre-emptive rights, as well as defining the manner of setting the issue price of convertible Series A Bonds and Series H shares, the General Meeting hereby waives in full the pre-emptive rights of the existing shareholders with respect to Series H shares and convertible Series A Bonds.

## **Par. 10**

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This General Meeting resolves to amend the Company's Articles of Association so that Par. 9.3 of the Company's Articles of Association shall be added, reading as follows:

*"The Company share capital has been conditionally increased by no more than PLN 14,295,000.00 (fourteen million, two hundred and ninety-five thousand złoty) through an issue of no more than 14,295,000 (fourteen million, two hundred and ninety-five thousand) ordinary bearer Series H shares with a par value of PLN 1.00 (one złoty) per share. The conditional share capital increase has been effected to grant rights to acquire Series H shares to holders of convertible Series A bearer bonds, with the pre-emptive rights of the Company's existing shareholders waived."*

#### **Par. 11**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Supervisory Board of the Company is hereby authorised to compile the new consolidated text of the Company's Articles of Association, which shall take into account the amendment concerning the conditional increase in Company's share capital referred to in Par. 10 above.

#### **Par. 12**

This Resolution shall become effective as of its date.

**Resolution No. [ ]**  
**of the Extraordinary General Meeting of**  
**PBG S.A. of Wysogotowo,**  
**dated April 3rd 2012**

**concerning amendments to the Company's Articles of Association**

#### **Par. 1**

Pursuant to Art. 430.1 of the Commercial Companies Code, the Extraordinary General Meeting of PBG S.A. of Wysogotowo (the "**Company**") amends the Company's Articles of Association so that **Par. 10.1 of the Company's Articles of Association** shall read as follows:

*"3,740,000 of Series A shares are registered shares, and 1,960,000 of Series A shares are bearer shares."*

#### **Par. 2**

Pursuant to Art. 430.5 of the Commercial Companies Code, the Supervisory Board of the Company is hereby authorised to compile the new consolidated text of the Company's Articles of Association, which shall take into account the amendment referred to in Par. 1 above.

#### **Par. 3**

This Resolution shall become effective as of its date.

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## **APPENDICES TO THE REPORT**

- 1) Appendix 1 – Proxy form
- 2) Appendix 2 – Proxy voting form

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### **Legal basis:**

Par. 38.1.1, Par. 38.1.2, and Par. 38.1.3 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz. U. No. 33, item 259, as amended).

On behalf of PBG S.A.:  
Magdalena Eckert-Boruta