

Current report no.: 14/2010

Wysogotowo, 25 March 2010

Subject: Notice of the Annual General Meeting of PBG SA Shareholders to be held on 21 April 2010

**PBG S.A. Management Board's notice of the Annual General Meeting.**

The Management Board of PBG S.A., having its registered office in Wysogotowo, acting pursuant to Article 395 and Article 399(1) of the Code of Commercial Companies and pursuant to § 20(1) and (2) of the Company's Articles of Association hereby convenes the Annual General Meeting to be held on 21 April 2010 at 13.00 in the company's office in Warsaw, Aleje Ujazdowskie 41.

**I. MEETING'S AGENDA:**

1. The opening of the GM.
2. Election of the Chairperson of the GM
3. Declaration of the GM being duly convened and able to adopt binding resolutions.
4. Presentation of the agenda.
5. Election of the Voting Committee members.
6. The Board's presentation of the following: financial statements for FY 2009, Board's report on the Company's operations in FY 2009, consolidated financial statements of the Capital Group for FY 2009, report on the Capital Group's operations in FY 2009 and the proposal to distribute profit generated by the Company in FY 2009.
7. The Supervisory Board's presentation of the concise assessment of the Company's financial standing and the report on the results of the assessment regarding the financial statements for FY 2009, Board's report on the Company's operations in FY 2009, consolidated financial statements of the Capital Group for FY 2009, report on the Capital Group's operations in FY 2009 and the Management Board's proposal to distribute profit generated by the Company in FY 2009.
8. Examination of the reports.
9. Resolution on the approval of the Board's report on the Company's operations and the financial statements for FY 2009.
10. Resolution on the approval of the report on the Capital Group's operations and the consolidated financial statements of the Capital Group for FY 2009.
11. Resolution on the distribution of profit generated in FY 2009.
12. Resolution on the establishment of the record date and dividend payment date.
13. Resolutions on discharging members of the Management Board for due performance of their duties in 2009.
14. Resolution on discharging of members of the Supervisory Board for due performance of their duties in 2009.

15. Resolution on the establishment of the number of Supervisory Board members in the next term of office.
16. Resolution on the appointment of the members of the Supervisory Board due to expiration of terms of current members.
17. Resolution on the amendment of the Company's Articles of Association.
18. Resolution on the authorisation of the Supervisory Board to establish consolidated text of the Company's Articles of Association.
19. Resolution on the amendment of the By-laws of the Supervisory Board.
20. Resolution on the amendment of the By-laws of the General Meeting.
21. Closing of the Annual General Meeting.

**Proposed amendments to the Articles of Association (to item 17 of the agenda):**

**§ 20(5)** of the Company's Articles of Association currently reads:

The Management Board shall convene the Extraordinary General Meeting when it deems it necessary, or at the request of the Supervisory Board or shareholders representing at least one-tenth of the share capital.

Proposed wording of **§ 20(5)** of the Company's Articles of Association is as follows:

The Management Board shall convene the Extraordinary General Meeting. The Supervisory Board may convene the Extraordinary General Meeting if it deems it necessary. Moreover, the Extraordinary General Meeting may be convened by shareholders representing at least half of the share capital or at least half of the voting power, and then the shareholders shall appoint the Chairman of the Meeting.

**§ 20(6)** of the Company's Articles of Association currently reads:

The Supervisory Board may also convene the General Meeting should the Management Board fail to adopt a resolution convening the Extraordinary General Meeting within two weeks of the receipt of the Supervisory Board's written request to this effect, call the General Meeting with an agenda different from the agenda specified in the request or schedule the Meeting for a date which falls after the lapse of two months from the receipt of the above-mentioned request.

Proposed wording of **§ 20(6)** of the Company's Articles of Association is as follows:

Shareholder(s) representing at least one twentieth of the Company's share capital may request convening the Extraordinary General Meeting and including specific matters in the agenda of this General Meeting. Such a request shall be submitted to the Management Board in writing or in an electronic form. If within two weeks of presenting the request to the Management Board, the Extraordinary General Meeting of Shareholders, the Court of Registration may authorise the shareholders filing the request to convene the Extraordinary General Meeting of Shareholders"

It is proposed deleting **§ 20(7)** of the following wording:

If, pursuant to the provisions of section 6, two Extraordinary General Meetings are convened (one by the Management Board and one by the Supervisory Board), then both Meetings shall be held. However, if both such Extraordinary General Meetings have the same agenda specified by the bodies that convened the Meetings, then the General Meeting convened for the earlier date or time (if the date is the same) shall be held."

**§ 22(2)** of the Company's Articles of Association currently reads:

Motions to include certain matters in the General Meeting agenda shall be submitted to the Management Board by shareholders or the Supervisory Board in writing on pain of invalidity.

Proposed wording of **§ 22(2)** of the Company's Articles of Association is as follows:

Shareholders may propose amendments to the agenda of the GM and draft resolutions on terms specified in the Code of Commercial Companies.

It is proposed deleting **§ 22(3)** of the following wording:

The Management Board shall include in the agenda of the GM every motion received in writing from the Supervisory Board or shareholders representing not less than one-tenth of the share capital at least one month before the General Meeting is held.

**§ 27(3)** of the Company's Articles of Association currently reads:

The Company permits shareholders to attend General Meetings convened after 3 August 2009 by electronic means of communication.

Proposed wording of **§ 27(3)** of the Company's Articles of Association is as follows:

The Company permits shareholders to attend General Meetings by electronic means of communication. However, the Management Board takes a decision on the employment of the electronic means of communication in every case."

**§ 29(9)** of the Company's Articles of Association currently reads:

At least half of the Supervisory Board members shall be independent, i.e. they shall be persons who meet the following requirements:

- a) are not employed by the Company or any Related Entity;
- b) are not members of the supervisory and management bodies of the Related Entity;

- c) do not hold at least 5% of total votes at the General Meeting of the Company or the Related Entity;
- d) are not members of the management or supervisory bodies and are not employed by an entity holding at least 5% of all votes at the General Meeting of the Company or the Related Entity;
- e) are not ascendants, descendants, spouses, brothers, sisters nor parents of the spouse, or adoptees of any of the persons listed above.

Proposed wording of **§ 29(9)** of the Company's Articles of Association is as follows:

The Supervisory Board shall consist of independent members whose number and independence criteria result from the relevant laws and regulations specified in the documents concerning public companies and determining corporate governance rules.

It is proposed deleting **§ 29(10), (11), (12) and (13)** of the Articles of Association of the following wording:

10. The foregoing conditions shall be fulfilled throughout the term of office.

11. Within the meaning of these Articles of Association, a "Related Entity" shall mean: i) a Parent Company of the Company, ii) a Subsidiary of the Company or the Company's Parent Company.

12. Within the meaning of these Articles of Association, an entity is a Subsidiary of another entity (Parent Company) if the Parent Company:

- a) holds the majority of votes in the company bodies of another entity (a Subsidiary), also under agreements with other authorised parties; or
- b) is entitled to appoint or dismiss the majority of members of company's bodies of that entity (the Subsidiary); or
- c) if more than 50% of members of the management board of the Subsidiary are at the same time members of the management board or senior executives of the Parent Company or another subsidiary or associated entity of that Parent Company.

13. A Subsidiary of the Company's Parent Company shall also mean an entity controlled by an entity which is a subsidiary or an associated entity of that Parent Company."

## II. INFORMATION FOR SHAREHOLDERS

**Shareholder's right to request including certain matters in the agenda of the General Meeting,**

A shareholder or shareholders representing at least one-twentieth of the share capital may request including certain matters in the agenda of the next General Meeting, i.e. Annual General Meeting to be held on 21 April 2010. The request should be submitted to the Management Board at least 21 days before the date of the Meeting, i.e. 31 March 2010. The request should include justification or draft resolution on 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.

**Shareholders' right to present draft resolutions regarding any matters included in the agenda of the General Meeting or any matters to be added to the agenda before the set date of the General Meeting,**

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

**Shareholders' right to present draft resolutions regarding any matters added to the agenda during the General Meeting,**

Each shareholder may propose draft resolutions regarding the matters included in the agenda during the Annual General Meeting.

**Methods of exercising rights by proxy Information on the forms used in voting by proxy. Mode of notifying the Company of appointing a proxy in electronic form.**

A shareholder that is a natural person may attend an Annual General Meeting of Shareholders and exercise his right in person or by proxy

A shareholder that is not a natural person may attend an Annual General Meeting of Shareholders and exercise his rights by the agency of a person or persons who are authorised to make declarations of will on his behalf or by proxy.

The proxy exercises all Shareholder's rights at the Annual General Meeting unless the instrument of proxy states otherwise. The proxy may grant the right of substitution if it set out in the instrument of proxy. A proxy may represent more than one shareholder and vote differently from each Shareholder's shares. A shareholder holding shares registered in more than one securities account may appoint different proxies to exercise rights from shares registered in each account.

The instrument of proxy authorising the proxy to attend an Annual General Meeting and exercise voting rights must be granted in writing or in electronic form. Granting an instrument of

proxy in electronic form does not require digital signature verified with a valid and qualified certificate.

The form constituting a specimen of the instrument of proxy and a form of instructions for voting by proxy are available at [www.pbg-sa.pl](http://www.pbg-sa.pl) in the tab <http://www.pbg-sa.pl/relacje-inwestorskie/wza.html>

Using these forms is not obligatory.

Granting an instrument of proxy in electronic form must be notified to the Company by electronic means of communication to the address [wza@pbg-sa.pl](mailto:wza@pbg-sa.pl) within a period of time that allows verifying the identity and authorisation of both the Shareholder and the proxy and making every effort to ensure effective verification of the instrument of proxy's validity. **Therefore, the instrument of proxy should be sent in PDF format.** Information on granting an instrument of proxy shall 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, and name, registered office, National Court Register number or another registry number, court or another body of registration and Taxpayer's Identification Number in the case of legal persons or incorporated entities). Additionally, phone numbers and email addresses by means of which the Company will be able to contact both the Shareholder and his proxy shall be submitted. The information on granting an instrument of proxy shall also include the number of shares from which the right to vote will be exercised and the date and name of the General Meeting during which the rights will be exercised. It shall also specify whether the instrument of proxy is valid only on the day of the GM opening or until its actual closing.

Together with the notice of granting an instrument of proxy, a Shareholder shall send a PDF file with scanned ID cards, passports or other official documents which enable his identification as the principal and his appointed proxy. If an instrument of proxy is granted by a legal person or an incorporated entity, a Shareholder as the principal, shall send a scanned image of an excerpt from the relevant register in which the principal is registered or another document which confirms the authorisation of a legal person (legal persons) granting the instrument of proxy to represent the Shareholder.

The documents sent in electronic form which had not been produced in Polish shall be translated into Polish by a sworn translator.

The Company may take the appropriate measures aimed at the identifying of the Shareholder and the proxy. The verification may be carried out by means of electronic letters or phone calls exchanged with the Shareholder or his proxy in order to confirm the granting of the instrument of proxy and its scope. The Company represents that if replies to questions asked for the purpose of verification are not provided, it shall be considered as failure to verify the granting of the instrument of proxy and shall constitute the basis to refuse the admission of the proxy to the Annual General Meeting.

The rules regarding the notice of granting an instrument of proxy applies also in the case of notifying the Company of revoking the instrument of proxy.

The notice of granting and revoking the instrument of proxy failing to meet the foregoing requirements shall be null and void.



The Shareholder shall decide on the manner of appointing the proxy and the Company shall not be liable for any errors in the forms and acts of persons using the instruments of proxy.

Sending the aforementioned documents in electronic form shall not exempt the proxy from presenting identification documents when the attendance list of persons authorised to attend the Annual General Meeting is made.

### **Attending the General Meeting with the use of electronic means of communication.**

The Management Board of PBG S.A. informs that, acting pursuant to § 7(6) of the GM By-laws, it decided that **attending the Annual General Meeting to be held on 21 April 2010, raising points and exercising voting rights with the use of electronic means of communication will not be permitted.** The Board's decision is justified by the approach implemented by other public companies to the organisation and course of general meetings with the use of electronic means of communication and by a grounded concern about the proper course of the meeting. It is the Management Board that shall be liable for the proper course of the General Meeting. The management Board of PBG S.A. holds that it is the care of each Shareholder's interest and right to exercise his voting right that requires using modern technical solutions with due caution. The Management Board claims that currently Shareholders may duly exercise their voting rights departing from electronic means of communication during the Annual General Meeting.

### **Exercising voting rights by post**

Exercising voting rights during the Annual General Meeting by post shall be permitted subject to the following requirements.

A vote shall be cast in the form published at the Company's website or otherwise invalid. A vote cast by post shall be duly cast if it is delivered to the Company before ordering the voting during the Annual General Meeting.

A notarised signature / signatures and photocopies of ID cards, passports or other identification documents shall be produced to the Management Board in order to identify the Shareholder or persons representing the Shareholder being a legal person or an incorporated entity not later than six days before the Annual General Meeting. The aforementioned documents shall be delivered to the Company's registered office in Wysogotowo, ul Skórzewska 35, 62- 081 Przeźmierowo, Main Front Office, "Z" Building.

If a vote is cast by post, the person casting the vote shall put his signature, identical to the specimen signature furnished to the Company's Management Board, in the appropriate form . Correspondence votes shall be sent by registered mail or courier service to: Biuro PBG S.A., ul. Aleje Ujazdowskie 41, 00 - 540 Warszawa with a the following note: Zwyczajne Walne Zgromadzenie 21.04.2010.

Votes sent by post are open after the voting results are announced. Sending a vote by post shall be equivalent to Shareholder's waiver of secret ballot.

A Shareholder who votes by post shall forfeit his right to vote at the Annual General Meeting.

A vote sent by post may be renounced through a declaration furnished to the Company in such a manner a form with a vote to be renounced is sent again with a note głos odwołany

(vote renounced) and a signature put under the note pursuant to the foregoing rules. A declaration of renouncing the vote shall be effective if it is delivered to the Company before the voting at the Annual General Meeting is ordered.

The Shareholder shall decide on the manner of voting and the Company shall not be liable for any errors in the forms.

### **Date of registering attendance at the Annual General Meeting**

The date of registering attendance at the Annual General Meeting shall be 5 April 2010 ("Registration Day").

### **The right to attend the Annual General Meeting**

Only persons holding the Company's shares on the Registration Day shall have to right to attend the Annual General Meeting.

In order to ensure the attendance at the Annual General Meeting, a shareholder holding rights from dematerialised bearer shares shall request - not earlier than the notice of the Annual General Meeting to be convened is issued, i.e. not earlier than on 26 March 2010 and not later than on the first business day after the Registration Day, i.e. not later than on 6 April 2010 – the entity keeping his securities account to issue a personal certificate confirming the right to attend the Annual General Meeting. The certificates of the right to attend the Annual General Meeting of Shareholders will constitute the basis to make lists handed over to the entity keeping deposit of securities pursuant to the regulations on trading financial instruments.

The holders of registered shares may attend the Annual General Meeting if they are entered into the share register on the Registration Day.

The list of Shareholders authorised to attend the Annual General Meeting will be presented in the Company's registered office in Wysogotowo, at ul Skórzewska 35 (62- 081 Przeźmierowo) for three business days before the Annual General Meeting is held from 8.30 a.m to 4.00 p.m. in the Main Front Office in "Z" building.

Any Shareholder may request that the list of shareholders is sent to them by e-mail free of charge, specifying the e-mail address to which the list is to be sent. The request shall be sent to: [wza@pbg-sa.pl](mailto:wza@pbg-sa.pl).

### **Access to documents**

Full text of documentation that is to be presented to the Annual General Meeting and draft resolutions to be adopted shall be made available at the Company's website from the day of calling the Annual General Meeting pursuant to Article 402<sup>3</sup> (1) of the Code of Commercial Companies.



Information on the Annual General Meeting is available at [www.pbg-sa.pl](http://www.pbg-sa.pl) in <http://www.pbg-sa.pl/relacje-inwestorskie/wza.html> Tab.

### **Information on proposing candidates for the Supervisory Board members.**

Pursuant to the rules specified in the Supervisory Board By-laws, each person authorised to attend the Annual General Meeting may propose to the Management Board one or more candidates for the Supervisory Board members within 7 days prior to the General Meeting. A written proposal should include:

- 1) first name and surname or business name of the shareholder proposing the candidate, and if a representative acts on behalf of the shareholder, also the representative's name and surname,
- 2) first name and surname as well as a short résumé of the candidate,
- 3) detailed justification for the candidacy.

The Company's Management Board shall announce the names of the candidates not later than 5 days prior to the General Meeting.

### **Identification of a Shareholder and a proxy on the Annual General Meeting Day**

In order to make the attendance list, the Management Board may request the attendees of the Annual General Meeting of Shareholders to produce an ID card, a passport or another document that confirms identity of a given person. Moreover, persons representing a Shareholder who is not a natural person shall furnish an original copy (or certified copy) of the valid excerpt from the relevant register or another document which proves the authorisation of the persons to represent the Shareholder.

If a Shareholder attends the Annual General Meeting by proxy, the proxy shall furnish the instrument of proxy (unless it was granted in electronic form) and produce an ID card, passport or another official document confirming his identity, containing details identical to the data included in the instrument of proxy, and a proxy of a Shareholder who is not a natural person shall additionally furnish the original copy (or a certified copy) of the valid excerpt from the relevant register or another document which proves the authorisation of the persons granting the instrument of proxy to represent the Shareholder.

Documents produced in a foreign language shall be translated into Polish by a sworn translator.

### **III. DRAFT RESOLUTIONS**

**Draft resolutions for the Annual General Meeting of Shareholders of PBG S.A. in 2010.**

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010

on the appointment of the Chairperson of the Annual General Meeting of Shareholders

Pursuant to Article 409 § 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A., having its registered office in Wysogotowo hereby appoints ..... as the Chairperson of the Annual General Meeting .....

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the election of the Voting Committee members

Pursuant to § 15 of the By-laws of the General Meeting, the Annual General Meeting of Shareholders of PBG S.A., having its registered office in Wysogotowo, hereby elects the Voting Committee made up of:

.....  
.....  
.....

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010

on the approval of the financial statements for FY 2009 and the Board's report on the Company's operations in FY 2009

Pursuant to § 28(1) of the Articles of Association and Article 395(2) item 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. resolves to approve the financial statements for FY 2009 and the Board's report on the Company's operations in FY 2009

Resolution no. ...  
of the Annual General Meeting of Shareholders

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of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the approval of the consolidated financial statements of the Capital Group for FY 2009 and  
the report on the Capital Group's operations in FY 2009

Pursuant to Article 63c(4) of the Accounting Act of 29th September 1994 (Journal of Laws no.09.152.1223 as amended), the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to approve the consolidated financial statements of the Capital Group for FY 2009 and the report on the Capital Group's operations in FY 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the distribution of profit

Pursuant to § 28(3) the Articles of Association and Article 395(2) item 2 of the Code of Commercial Companies, the Annual General Meeting of PBG S.A. Shareholders resolves to distribute the net profit of PLN 98,279,428.33 (ninety-eight million, two hundred seventy-nine thousand and four hundred twenty-eight and 33/100 zlotys) generated by the Company in FY 2009 in the following manner:

- a.) PLN 20,013,000.00 (twenty million thirteen thousand zlotys) shall be allotted to the payment of dividend in the amount of PLN 1.40 per share
- b.) PLN 5,000,000.00 (five million zlotys) shall be allotted to the Company's Social Fund.
- c.) PLN 73,266,428.33 (seventy-three million two hundred sixty-six thousand four hundred twenty-eight and 33/100 zlotys) shall be allotted to the Company's reserve capital.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the establishment of the record date and dividend payment date.

Pursuant to § 28(3) the Articles of Association and Article 348(3) of the Code of Commercial Companies in relation to the adoption of the Resolution on the payment of dividend, the Annual General Meeting of PBG S.A. Shareholders hereby sets 30 April 2010 as the date on which the list of shareholders entitled to the dividend for FY 2009 will be established and 11 May 2010 as the dividend payment date.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Jerzy Wiśniewski for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr. Jerzy Wiśniewski, President of the Management Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Tomasz Woroch for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr. Tomasz Woroch, Vice President of the Management Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Przemysław Szkudlarczyk for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr. Przemysław Szkudlarczyk, Vice President of the Management Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Tomasz Tomczak for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby

resolves to discharge Mr. Tomasz Tomczak, Vice President of the Management Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Mariusz Łożyński for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr. Mariusz Łożyński, Vice President of the Management Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Tomasz Łatawiec for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 1 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr. Tomasz Łatawiec, Member of the Management Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Maciej Bednarkiewicz for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 3 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby decides to discharge Mr Maciej Bednarkiewicz, Chairman of the Supervisory Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010

on discharging Mr. Jacek Kseń for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 3 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr Jacek Kseń, Vice Chairman of the Supervisory Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Wiesław Lindner for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 3 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr Wiesław Lindner, Secretary of the Supervisory Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Jacek Krzyżaniak for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 3 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr Jacek Krzyżaniak, Member of the Supervisory Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2009  
on discharging Mr. Dariusz Sarnowski for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 3 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr Dariusz Sarnowski, member of the Supervisory Board, for due performance of his duties in 2009.



Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on discharging Mr. Adam Strzelecki for due performance of his duties

Pursuant to § 28(2) of the Articles of Association and Article 395(2) item 3 of the Code of Commercial Companies, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves to discharge Mr Adam Strzelecki, member of the Supervisory Board, for due performance of his duties in 2009.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the establishment of the number of the Supervisory Board Members

Pursuant to § 29(2) of the Company's Articles of Association, the Annual General Meeting of Shareholders of PBG S.A. hereby resolves that the Supervisory Board shall be composed of five members.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the appointment of the Supervisory Board Members

Pursuant to § 28(8) of the Company's Articles of Association, the Annual General Meeting of Shareholders of PBG S.A. hereby appoints the following members of the Supervisory Board of PBG S.A.:

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the amendment of the Company's Article of Association

Pursuant to Article 430(1) of the Code of Commercial Companies, the Annual General Meeting of PBG S.A. Shareholders hereby resolves to amend the Company's Articles of Association as follows:

A. § 20(5) shall read:

The Management Board shall convene the Extraordinary General Meeting. The Supervisory Board may convene the Extraordinary General Meeting if it deems it necessary. Moreover, the Extraordinary General Meeting may be convened by shareholders representing at least half of the share capital or at least half of the voting power, and then the shareholders shall appoint the Chairman of the Meeting.

B. § 20(6) shall read:

Shareholder(s) representing at least one twentieth of the Company's share capital may request calling an Extraordinary General Meeting and including specific matters in the agenda of this General Meeting. Such a request shall be submitted to the Management Board in writing or in electronic form. If within two weeks of presenting the request to the Management Board, the Extraordinary General Meeting is not convened, the Court of Registration may authorise the shareholders filing the request to convene the Extraordinary General Meeting.

C. § 20(7) shall be deleted

D. § 22(2) shall read:

Shareholders may propose amendments to the agenda of the GM and draft resolutions on terms specified in the Code of Commercial Companies.

E. W. § 22(3) shall be deleted

F. § 27(3) shall read:

The Company permits shareholders to attend General Meetings with the use of electronic means of communication. However, the Management Board shall take a decision on the employment of the electronic means of communication in every individual case.

G. § 29(9) shall read:

The Supervisory Board shall consist of independent members whose number and independence criteria result from the relevant laws and regulations specified in the documents concerning public companies and determining corporate governance rules.

H. § 29(10), (11), (12) and (13) shall be deleted.

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the authorisation of the Supervisory Board to prepare a consolidated text of the  
Company's Articles of Association

Pursuant to Article 430 § 5 of the Code of Commercial Companies, the Annual General Meeting of PBG S.A. Shareholders hereby resolves to authorise the Supervisory Board to establish a consolidated text of the Company's Articles of Association in accordance with the amendments arising from the provisions of Resolution no..... of the Annual General Meeting of PBG S.A. Shareholders of 21 April 2010

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the amendment of the Supervisory Board's By-laws;

Pursuant to § 19(1) of the Supervisory Board's By-laws, the Annual General meeting of PBG S.A. Shareholders hereby resolves to amend the Supervisory Board's By-laws and adopt a new consolidated text of the Supervisory Board's By-laws, which constitutes a schedule to this Resolution .

*(THE TEXT OF THE BY-LAWS AND THE PROPOSED AMENDMENTS HAVE BEEN PUBLISHED IN  
SCHEDULE 1 TO PBG'S CURRENT REPORT NO 14/2010 OF 25 MARCH 2010)*

Resolution no. ...  
of the Annual General Meeting of Shareholders  
of PBG S.A., having its registered office in Wysogotowo  
of 21 April 2010  
on the amendment of the By-laws of the General Meeting.

Pursuant to § 38(1) of the By-laws of the General Meeting, the Annual General Meeting of PBG S.A. Shareholders hereby resolves to amend the By-laws of the General Meeting and adopt a new consolidated text of the Supervisory Board's By-laws, which constitutes a schedule to this Resolution .

*(THE TEXT OF THE BY-LAWS AND THE PROPOSED AMENDMENTS HAVE BEEN PUBLISHED IN  
SCHEDULE 2 TO PBG'S CURRENT REPORT NO 14/2010 OF 25 MARCH 2010)*

#### **IV. JUSTIFICATION OF DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF PBG S.A. SHAREHOLDERS TO BE HELD ON 21 APRIL 2010**

In accordance with the Best Practice of companies listed on the Warsaw Stock Exchange, draft resolutions of the General Meeting of Shareholders should be justified, except for regulations on procedural and formal issues and regular resolutions adopted in the course of the Annual General Meeting.

With regard to the above, the resolutions on the election of the Chairman of the General Meeting and on the election of the Voting Committee members do not have to be justified. Pursuant to Article 395(2) of the Code of Commercial Companies, regular resolutions adopted by the General Meeting are resolutions regarding the approval of the financial statements and the Management Board's report on the Company's operations for the previous fiscal year, a resolution on the distribution of profit, resolutions on discharging members of the Company's bodies for due performance of their duties. Additionally, pursuant to 395(5) of the Code of Commercial Companies, the General Meeting may also examine and approve financial statements of the Capital Group and, as the Management Board holds, adopting a resolution in the said matter on an annual basis to discharge the obligations specified in the Accounting Act does not require any detailed justification.

The Resolution on the establishment of the record date and the dividend payment date is also a regular resolution adopted in the course of the Annual General Meeting if a resolution on the profit distribution setting out that the dividend shall be paid is adopted. Pursuant to Article 348(3) of the Code of Commercial Companies, the Annual General Meeting hereby establishes the record date and the dividend payment date. The record date may be set on the resolution adoption date or within three months following the said date. In accordance with the Best Practice of companies listed on the Warsaw Stock Exchange, the record date and the dividend payment date should be established in such a manner that the period of time between them would be as short as possible and not longer than 15 business days. Therefore, the Management Board suggests establishing the record date and the dividend payment date as defined in the draft resolution.

The Resolution on the establishment of the number of the Supervisory board Members and the appointment of the Supervisory Board Members arises from the provisions of § 29(2), (4) and (5) of the Articles of Association. The term of office of the Supervisory Board members is a common term of office and lasts one year and mandates of the Supervisory Board members expire upon the date of the General Meeting's approval of the financial statements for the previous full fiscal year of the Supervisory Board members' term of office. Due to the fact that the mandates of the Supervisory Board members expire on the day of the General Meeting convened for 21 April 2010, the afore-mentioned resolutions must be adopted.

The Resolution on the amendment of the Company's Articles of Association is justified by the need to adapt the provisions of the Articles of Association to the amended provisions of the Code of Commercial Companies of 3 August 2009. The amendments regard the rules of

calling general meetings and other rights of shareholders arising from the amended provisions of the Code of Commercial Companies. Moreover, the Management Board has resolved to amend the wording of the Articles of Association in the part regarding the activity of independent members of the Supervisory Board. Currently, independence criteria are defined by the Best Practice of the companies listed on the Warsaw Stock Exchange established by the resolution of the WSE Supervisory Board of 4 July 2007 and Annex II Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. Regulation of the Act on statutory auditors and their self-governing council, entities authorised to audit financial statements and on public supervision (Journal of Laws 09.77.649) remains significant as well.

The Management Board, preparing draft amendments to the Articles of Association considered departing from detailed enumeration of requirements regarding the independence of the Supervisory Board members that arise from relevant statutory provisions and regulations regarding corporate governance in public companies as justified. Amendments to the provisions of the said legal instruments result in the invalidity of the provisions of the Articles of Association. Thus, it is appropriate to make references to relevant regulations in the Articles of Association in order to provide flexibility and validity of the provisions of the Articles of Association despite the amendments to the said legal instruments.

Moreover, the Management Board has resolved to precise the wording § 27(3) of the Articles of Association in order to comply with the provisions of the By-laws of the General Meeting covering the right of the Management Board to establish the rules of electronic communication. The right of the Management Board to take decisions on the use of the said means arises indirectly from the regulation regarding obligatory text of the notice of convening the General Meeting prepared and published by the Company's Management Board. It seems to be justified to explicitly introduce this provision to the Company's internal organisational instrument.

Draft amendment to the Supervisory Board By-laws regards adapting the provisions of the By-laws to applicable legal regulations, i.e. to the provisions of the Code of Commercial Companies after amendment of 3 August 2009 and to the provisions of the Act on statutory auditors and their self-governing council, entities authorised to audit financial statements and on the public supervision of 7 May 2009 (Journal of Laws 09.77.649), regulating financial revision in the entities of public interest. Draft amendments regard updating the rights of the Supervisory Board to convene General Meetings and the composition and rights of the Audit Committee.

Draft amendments to the General Meeting By-laws regard adapting the provisions of the By-laws to applicable legal regulations, i.e. to the provisions of the Code of Commercial Companies concerning the possibility to vote by proxy as defined in Article 413 of the Code of Commercial Companies and establishing the text of the minutes from the General Meeting. It shall be possible only if the statutory requirements concerning the text of the instrument of proxy are fulfilled. Moreover, by analogy to the draft amendments to the Articles of Association, the right of the Management Board to take decisions on the use of electronic means of communication in the course of the General Meeting has been included.

The Management Board suggests deleting the right to vote by post from the By-laws of the General Meeting. The Management Board claims that such an amendment will contribute to the improvement of the voting procedure. The provisions of the Code of Commercial Companies state that voting by post is accepted only if such a regulation is set out in the By-laws of the General Meeting. Voting by post was introduced as of 3 August 2009. After almost 9 months following the entering into force, the said right has not been widely accepted by public companies. It arises from the concern of traders about technical aspect of such voting and possible influence on the validity of adopted resolutions. Deleting such a right in the case of a public company will contribute, contrary to appearances, to guaranteeing proper exercising of shareholders' rights. Currently, shareholders hold a range of rights related to active participation in the general meeting and influencing the text of resolutions. Shareholders voting by post are deprived of such rights to large extent. Modifications of draft resolutions made in the course of the General Meeting result in the necessity to ignore the votes sent in relation to the resolutions of a different wording without the shareholder's knowledge. It must be stated that forms used in such voting will include draft resolutions produced by the Management Board before the General Meeting. Additionally, doubts are raised by the necessity to take into consideration votes which are delivered before the voting is ordered. Holding a meeting outside the Company's registered office may make it difficult or even impossible to determine correctly the moment by which the forms with votes should be delivered and will have influence on the course of the meeting.

The above-mentioned position of the Management Board is also justified by the recommendations concerning the organisation of the general meeting under the amended Code of Commercial Companies published and adopted by the entities participating in public trading, i.e. GPW S.A (WSE), KNF (Polish Financial Supervision Authority), KDPW (the National Depository for Securities), SEG (Polish Association of Stock Exchange Issuers) and the Council of Depository Banks at the Association of Polish Banks.

## **V. SCHEDULES TO THE REPORT**

1. Schedule 1 – By-laws of the PBG S.A. Supervisory Board with draft amendments;
2. Schedule 2 – By-laws of the PBG S.A. General Meeting with draft amendments;
3. Schedule 3 – Instrument of proxy form;
4. Schedule 4 – Instructions on voting by proxy;
5. Schedule 5 – Form to voting by proxy.

Legal basis:

§ 38 of the Regulation of 19 February 2009 on current and interim information provided by issuers of securities and the conditions for recognising information required under the non-Member State law as equivalent.

Signature of the authorised person:  
Magdalena Eckert-Boruta



