



From: ARCUS S.A.
Issued on: 23 May 2013

Subject: The content of Draft Resolutions and other materials (including amendments to the Company's Articles of Association) to be presented at the Ordinary General Meeting of ARCUS S.A. Company's Shareholders

Current report no 15/2013

Legal basis: Article 56(1) point 2 of the Act on Public Offering – Current and Periodic Information

Report content:

The Management Board of ARCUS S.A. ('the Company') with its registered office in Warsaw hereby publishes enclosed the content of Draft Resolutions to be discussed at the Ordinary General Meeting of Company's Shareholders convened for 20 June 2013 and planned amendments to the Company's Articles of Association.

Detailed Legal basis: Par. 38.1.2 and Par. 38.1.3 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information to be published by issuers of securities and on conditions of recognition of information required under non-member state law regulations as equivalent (Journal of Laws No. 33 item 259 as amended)

Attachments:

1. Content of Draft Resolutions to be presented at the Ordinary General Meeting of ARCUS S.A. Company's Shareholders
 2. Planned amendments to the Company's Articles of Association
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Attachment No 1 to the current report No 15/2013

Point 2 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the appointment of a Chairperson of the Ordinary General Meeting of
Shareholders**

The Ordinary General Meeting of ARCUS S.A. Shareholders hereby resolves to appoint Mr./Ms. _____ to be a Chairperson of the Ordinary General Meeting of the Company's Shareholders.

Point 4 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

on the adoption of the Agenda

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves to adopt the Agenda of the Ordinary General Meeting of Shareholders in the wording consistent with the Agenda announced in the notice of this General Meeting published by the Company on 2013 in the current report No/2013 and on www.arcus.pl website.

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

on the appointment of the vote counting committee

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves to appoint the vote counting committee in the following composition:

1.
2.

Point 5 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the approval of the Supervisory Board's report on the results of the
assessment of the Company's separate financial statement for the year ended
31 December 2012 and the Management Board's report on Company's
activities in 2012**

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves to approve the Supervisory Board's report on the results of the assessment of the Company's separate financial statement for the year ended 31 December 2012 and the Management Board's report on Company's activities in 2012.

Point 6 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the approval of the Supervisory Board's report on the results of the
assessment of ARCUS S.A. Capital Group's consolidated financial statement
for the year ended 31 December 2012 and the Management Board's report on
ARCUS S.A. Capital Group's activities in 2012**

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves to approve the Supervisory Board's report on the results of the assessment of ARCUS S.A. Capital Group's consolidated financial statement for the year ended 31 December 2012 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2012.

Point 7 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the approval of the Supervisory Board's report on the results of the
assessment of its activities in 2012**

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves to approve the Supervisory Board's report on the results of the assessment of its activities in 2012.

Point 8 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the approval of the Supervisory Board's reports regarding the assessment
of the Company's and the Capital Group's position in 2012**

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves as follows:

Par. 1

The Supervisory Board's report regarding the assessment of the Company's position in 2012 is approved.

Par. 2

The Supervisory Board's report regarding the assessment of ARCUS S.A. Capital Group's position in 2012 is approved.

Point 9 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the approval of the Supervisory Board's report on the assessment of the
Management Board's proposal concerning the allocation of profit for the year
ended 31 December 2012**

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves to approve the Supervisory Board's report on the assessment of the Management Board's proposal concerning the allocation of profit for the year ended 31 December 2012.

Point 10 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the approval of the Company's Management Board's report on Company's
and ARCUS S.A. Capital Group's activities in 2012**

The Ordinary General Meeting of Shareholders of ARCUS S.A. hereby resolves as follows:

Par. 1

The Company's Management Board's report on Company's activities in the financial year ended 31 December 2012 is approved.

Par. 2

The Company's Management Board's report on ARCUS S.A. Capital Group's activities in the financial year ended 31 December 2012 is approved.

Point 11 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on the approval of the Company's separate financial statement and ARCUS
S.A. Capital Group's consolidated financial statement for the financial year
ended 31 December 2012**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves as follows:

Par. 1

The separate financial statement of the Company for the financial year ended 31 December 2012, including: balance sheet as at 31 December 2012 with total assets of PLN 101,068,469.23 (in words: one hundred and one million sixty eight thousand four hundred sixty nine zloty and twenty three grosz), profit and loss account for the period of 1 January 2012 - 31 December 2012 with net sales revenues of PLN 180,407,757.94 (in words: one hundred eighty million four hundred and seven thousand seven hundred fifty seven zloty and ninety four grosz) and net profit of PLN 4,010,773.72 (in words: four million ten thousand seven hundred seventy three zloty and seventy two grosz), is approved.

Par. 2

The consolidated financial statement of ARCUS S.A. Capital Group for the financial year ended 31 December 2012, including: balance sheet as at 31 December 2012 with total assets of PLN 97,785,659.73 (in words: ninety seven million seven hundred

eighty five thousand six hundred fifty nine zloty and seventy three grosz), profit and loss account for the period of 1 January 2012 - 31 December 2012 with net sales revenues of PLN 184,816,079.97 (in words: one hundred eighty four million eight hundred and sixteen thousand seventy nine zloty and ninety seven grosz) and net loss of PLN 396,697.15 (in words: three hundred ninety six thousand and six hundred ninety seven zloty and fifteen grosz), is approved.

Point 12 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on covering the allocation of the Company's profit for the financial year ended
31 December 2012**

The Ordinary General Meeting of the Company's Shareholders, in accordance with the Management Board's proposal and the Company's Supervisory Board's opinion, hereby resolves to allocate the profit for the financial year ended 31 December 2012 at the amount of PLN 4,010,773.72 (in words: four million ten thousand seven hundred seventy three zloty and seventy two grosz) to the dividend payment at the amount of PLN 0.10 (ten grosz) per share, with the exclusion of shares bought up by the Company with the purpose of their redemption, while the rest of profit shall be allocated to cover a loss of previous years.

The dividend day shall fall on 15 July 2013, while the dividend payment day on 1 August 2013.

Point 13 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

on the redemption of the Company's own shares

The Ordinary General Meeting of the Company's Shareholders hereby resolves to redeem 75,757 (seventy five thousand seven hundred and fifty seven) own shares of the Company so far bought up with the purpose of their redemption on the basis of the Resolution No 26 of the Ordinary General Meeting of the Company's Shareholders of 14 June 2012 on the purchase of own shares by the Company with the purpose of their redemption and to authorise the Company's Management Board to carry out all operations associated with the performance of this Resolution.

Point 14 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on granting a vote of acceptance to the President of the Company's
Management Board for the discharge of his duties**

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Mr. Michał Czeredys for the discharge of his President of the Management Board duties in the financial year ended 31 December 2012 (in the period of 1 January 2012 – 31 December 2012).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013

**on granting a vote of acceptance to the Vice-President of the Company's
Management Board for the discharge of his duties**

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Mr. Marek Multan for the discharge of his Vice-President of the Management Board duties in the financial year ended 31 December 2012 (in the period of 8 May 2012 – 31 December 2012).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013

**on granting a vote of acceptance to the Chairman of the Company's
Supervisory Board for the discharge of his duties**

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Mr. Marek Czeredys for the discharge of his Chairman of the Supervisory Board duties in the financial year ended 31 December 2012.

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013

**on granting a vote of acceptance to the Member of the Company's Supervisory
Board for the discharge of his duties**

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Mr. Michał Słoniewski for the discharge of his Member of the Supervisory Board duties in the financial year ended 31 December 2012.

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013

on granting a vote of acceptance to the Member of the Company's Supervisory Board for the discharge of his duties

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Mr. Sławomir Jakszuk for the discharge of his Member of the Supervisory Board duties in the financial year ended 31 December 2012.

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013

on granting a vote of acceptance to the Member of the Company's Supervisory Board for the discharge of his duties

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Mr. Dominik Czajewski for the discharge of his Member of the Supervisory Board duties in the financial year ended 31 December 2012 (in the period of 1 January 2012 – 12 June 2012).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013

**on granting a vote of acceptance to the Member of the Company's Supervisory
Board for the discharge of her duties**

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Ms. Jolanta Grus for the discharge of her Member of the Supervisory Board duties in the financial year ended 31 December 2012 (in the period of 14 June 2012 – 31 December 2012).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013

**on granting a vote of acceptance to the Member of the Company's Supervisory
Board for the discharge of his duties**

The Ordinary General Meeting of the Company's Shareholders hereby resolves to grant a vote of acceptance to Mr Krzysztof Rajczewski for the discharge of his Member of the Supervisory Board duties in the financial year ended 31 December 2012.

Point 15 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

on the changes to the composition of the Supervisory Board

The Ordinary General Meeting of the Company's Shareholders hereby resolves to dismiss from the composition of the Supervisory Board.

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

on the changes to the composition of the Supervisory Board

The Ordinary General Meeting of the Company's Shareholders hereby resolves to appoint to the composition of the Supervisory Board.

Point 16 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

on amendments to the Company's Articles of Association

Par. 1

In accordance with Art. 430 of the Commercial Companies Code and Par. 6.3.1.b of ARCUS S.A. Articles of Association, the Ordinary General Meeting of the Company's Shareholders resolves to amend:

Par. 7.1 (Business of the Company) of the Company's Articles of Association, in the wording:

"The annual financial statement and the Management Board's annual report on Company's activities shall be prepared by the Management Board not later than within three months as from the financial year's end".

shall be replaced with the wording:

"The annual financial statement shall be prepared by the Management Board not later than within three months as from the financial year's end".

Justification:

Adjustment of the provisions of the Company's Articles of Association to law regulations applicable to companies – participants of the capital market, including to

the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information to be published by issuers of securities and on conditions of recognition of information required under non-member state law regulations as equivalent and to the Commercial Companies Code.

Par. 3 of the Company's Articles of Association, in the wording:

“1. The Company's share capital shall amount to PLN 739,515.70 (seven hundred and thirty nine thousand five hundred and fifteen zloty and seventy grosz) and shall be divided into 7,395,157 (seven million, three hundred and ninety five thousand, one hundred and fifty seven) shares of nominal value of PLN 0.10 (ten grosz) each.

2. The share capital shall be divided into:

- a) 5,000,000 A-series bearer shares numbered from 0000001 to 5000000, of total nominal value of PLN 500 000,
- b) 2,296,681 B-series bearer y shares numbered from 0000001 to 2296681, of total nominal value of PLN 229,668.10,
- b) 98,4761 C-series bearer shares of total nominal value of PLN 9,847.60”.

shall be replaced with the wording:

“The Company's share capital shall amount to PLN 732,000.00 (seven hundred and thirty two thousand zloty) and shall be divided into 7,320,000 (seven million, three hundred and twenty thousand) A-, B- and C-series shares of nominal value of PLN 0.10 (ten grosz) each”.

Par. 2 – deleted.

At the same time the Supervisory Board shall be authorised to determine the consolidated text of the amended Articles of Association.

Justification:

Currently, all shares of the Company have been dematerialized and are registered by the National Depository for Securities (KDPW S.A.) and are assigned the relevant

codes. Due to the above, the additional designation in the Articles of Association in the situation, where all shares give the same rights and there is no possibility to determine which shares are A-, B- or C-series – the further existence of this provision would create the unnecessary legal fiction.

Attachment No 2 to the current report No 15/2013

Planned amendments to the Company's Articles of Association

In accordance with Art. 430 of the Commercial Companies Code and Par. 6.3.1.b of ARCUS S.A. Articles of Association, the Management Board upon the receipt of a positive opinion of the Supervisory Board hereby presents the proposal of amendments:

Par. 7.1 (Business of the Company) of the Company's Articles of Association, in the wording:

“The annual financial statement and the Management Board's annual report on Company's activities shall be prepared by the Management Board not later than within three months as from the financial year's end”.

shall be replaced with the wording:

“The annual financial statement shall be prepared by the Management Board not later than within three months as from the financial year's end”.

Justification:

Adjustment of the provisions of the Company's Articles of Association to law regulations applicable to companies – participants of the capital market, including to the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information to be published by issuers of securities and on conditions of recognition

of information required under non-member state law regulations as equivalent and to the Commercial Companies Code.

Par. 3 of the Company's Articles of Association, in the wording:

"1. The Company's share capital shall amount to PLN 739,515.70 (seven hundred and thirty nine thousand five hundred and fifteen zloty and seventy grosz) and shall be divided into 7,395,157 (seven million, three hundred and ninety five thousand, one hundred and fifty seven) shares of nominal value of PLN 0.10 (ten grosz) each.

2. The share capital shall be divided into:

- a) 5,000,000 A-series bearer shares numbered from 0000001 to 5000000, of total nominal value of PLN 500 000,
- b) 2,296,681 B-series bearer y shares numbered from 0000001 to 2296681, of total nominal value of PLN 229,668.10,
- b) 98,4761 C-series bearer shares of total nominal value of PLN 9,847.60".

shall be replaced with the wording:

"The Company's share capital shall amount to PLN 732,000.00 (seven hundred and thirty two thousand zloty) and shall be divided into 7,320,000 (seven million, three hundred and twenty thousand) A-, B- and C-series shares of nominal value of PLN 0.10 (ten grosz) each".

Par. 2 – deleted.

At the same time the Supervisory Board shall be authorised to determine the consolidated text of the amended Articles of Association.

Justification:

Currently, all shares of the Company have been dematerialized and are registered by the National Depository for Securities (KDPW S.A.) and are assigned the relevant codes. Due to the above, the additional designation in the Articles of Association in the situation, where all shares give the same rights and there is no possibility to

determine which shares are A-, B- or C-series – the further existence of this provision would create the unnecessary legal fiction.