



Issued by: ARCUS S.A.
Issued on: 21 June 2013

Subject: Resolutions adopted by the Ordinary General Meeting of ARCUS S.A. Shareholders

Current report no 21/2013

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') hereby publishes enclosed the content of Resolutions adopted by the Ordinary General Meeting of Shareholders held on 20 June 2013 ('OGM'). The Ordinary General Meeting of Shareholders considered all items of planned agenda. No objections were lodged as to the Ordinary General Meeting's Resolutions.

Legal basis: Par. 38.1.7,8,9 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)

Attachment to the current report No 21/2013

**Resolution No 1
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 Chairman of the Ordinary General Meeting of
Shareholders**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to appoint Ms Sylwia Joanna Staszewska-Lisiak to be a Chairperson of the Ordinary General Meeting of the Company's Shareholders.

*After the voting, Mr Michał Czeredys stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 4 of the Agenda:

**Resolution No 2
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. with its registered office in Warsaw hereby resolves to adopt the Agenda of the Ordinary General Meeting of Shareholders in the wording consistent with the Agenda presented in the notice of this General Meeting published by the Company on 23 May 2013 in the current report No 14/2013 and on www.arcus.pl website.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Due to the fact that during the General Meeting, the electronic system for voting and votes counting was used, the Chairman proposed not to appoint the vote counting committee and adopt the following resolution:

**Resolution No 3
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

on the non-appointment of the vote counting committee

The Ordinary General Meeting of Shareholders of ARCUS S.A. with its registered office in Warsaw hereby resolves not to appoint the vote counting committee for this General Meeting.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 5 of the Agenda:

**Resolution No 4
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 6 of the Agenda:

**Resolution No 5
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 7 of the Agenda:

**Resolution No 6
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 8 of the Agenda:

**Resolution No 7
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 9 of the Agenda:

**Resolution No 8
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 10 of the Agenda:

**Resolution No 9
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Resolution No 10 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 100,244,606.80 (in words: one hundred million two hundred and forty four thousand six hundred and six zloty and eighty 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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 12 of the Agenda:

**Resolution No 11
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 20 June 2013**

**on 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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 13 of the Agenda:

The Chairperson explained that the content of draft resolution proposed in the agenda, did not contain all elements indicated in Art. 359 of the Commercial Companies Code, and due to that fact as well as having regard to the legal requirements following from mentioned provision, the Chairperson put the following content of the Resolution to vote:

**Resolution No 12
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, acting under Art. 359.1 and Art. 359.2 of the Commercial Companies Code and in accordance with Par. 5 of the Company's Articles of Association, hereby resolves as follows:

Par. 1

1. 75,157 (seventy five thousand one hundred and fifty seven) own shares of the Company of nominal value of PLN 0.10 (ten grosz) each, acquired by the Company 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 shall be redeemed. Furthermore, mentioned 75,157 (seventy five thousand one hundred and fifty seven) shares accounts for 1.02% of the Company's share capital.

2. 75,157 (seventy five thousand one hundred and fifty seven) own shares of acquired by the Company for the total amount (with the consideration of purchase cost of shares) of PLN 272,987.36 (two hundred seventy two thousand nine hundred eighty seven zloty and thirty six grosz) shall be redeemed (the average purchase price for one share amounted to PLN 3.63 – three zloty and sixty three grosz).

Par. 1

The Ordinary General Meeting of the Company's Shareholders, acting under Art. 360.1 read with Art. 455.1 of the Commercial Companies Code, hereby decreases the Company's share capital from the amount of PLN 739,515.70 (seven hundred thirty nine thousand five hundred and fifteen zloty and seventy grosz) to the amount of PLN 732,000.00 (seven hundred and thirty two thousand zloty), that is by the amount equal to the total nominal value of the Company's shares amounting to PLN 7,515.70 (seven thousand five hundred and fifteen zloty and seventy grosz) through the redemption of 75,157 (seventy five thousand one hundred and fifty seven) own shares, in accordance with Par. 1 above.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 14 of the Agenda:

**Resolution No 13
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).

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

**Resolution No 14
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).

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Resolution No 15
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Resolution No 16
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Resolution No 17
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Resolution No 18
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).

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

**Resolution No 19
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).

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Resolution No 20
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.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **unanimously in a secret ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 15 of the Agenda:

Resolution No 21
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 Mr Tomasz Franciszek Pelc to the composition of the Supervisory Board.

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company's share capital. The Resolution has been adopted **in a secret ballot** with 4,803,000 votes for, no votes against and 484,090 abstentions.*

Point 16 of the Agenda:

**Resolution 22
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:

1. 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".

2. 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”.

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

*After the voting, the Chairperson stated that 5,287,090 valid votes attached to 5,287,090 shares have been casted, which accounts for 71.49% of the Company’s share capital. The Resolution has been adopted **unanimously in an open ballot** with 5,287,090 votes for, no votes against and no abstentions.*

Point 17 of the Agenda:

Due to the fact that all items of the agenda had been discussed, the Chairperson closed this Ordinary General Meeting.