



**From:** ARCUS S.A.  
**Issued on:** 30 April 2010

**Subject:** The content of Draft Resolutions and other materials to be presented at the Ordinary General Meeting of ARCUS S.A. Company Shareholders

**Current report no 18/2010**

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

**Report content:**

In accordance with 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), 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 27 May 2010 together with other available materials associated with this General Meeting.

The following documents of the Company's Supervisory Board have been presented in the annex to the current report hereof:

- 1) Supervisory Board's statement on the assessment of its activities in 2009;
- 2) Supervisory Board's statement on the results of the assessment of Company's unconsolidated financial statement for the year ended 31 December 2009 and the Management Board's report on Company's activities in 2009;

- 3) Supervisory Board's statement on the results of the assessment of Capital Group's consolidated financial statement for the year ended 31 December 2009 and the Management Board's report on Capital Group's activities in 2009;
- 4) Supervisory Board's statement regarding the assessment of Company's position in 2009.
- 5) Supervisory Board's statement regarding the assessment of Capital Group's position in 2009.
- 6) Supervisory Board's statement on the results of the assessment of the Management Board's proposal concerning the allocation of profit for the financial year 2009.

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

---



**Point 2 of the Agenda:**

**Resolution No. 1  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

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

The Ordinary General Meeting of ARCUS Joint Stock Company's Shareholders hereby resolves to appoint Mr. \_\_\_\_\_ as a Chairman of the Ordinary General Meeting of Company's Shareholders.

**Point 4 of the Agenda:**

**Resolution No. 2  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the adoption of the Agenda**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company 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 General Meeting published by the Company on 30 April 2010 in the current report No 17/2010 and on [www.arcus.pl](http://www.arcus.pl) website.

**Point 5 of the Agenda:**

**Resolution No. 3  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the approval of the Supervisory Board's statement on the results of the assessment of Company's unconsolidated financial statement for the year ended 31 December 2009 and the Management Board's report on Company's activities in 2009**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves to approve the Supervisory Board's statement on the results of the assessment of Company's unconsolidated financial statement for the year ended 31 December 2009 and the Management Board's report on Company's activities in 2009.

**Point 6 of the Agenda:**

**Resolution No. 4  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the approval of the Supervisory Board's statement on the results of the assessment of ARCUS S.A. Capital Group's consolidated financial statement for the year ended 31 December 2009 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2009**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves to approve the Supervisory Board's statement on the results of the assessment of ARCUS S.A. Capital Group's consolidated financial statement for the year ended 31 December 2009 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2009.

**Point 7 of the Agenda:**

**Resolution No. 5  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the approval of the Supervisory Board's statement on the results of the  
assessment of the Management Board's proposal concerning the allocation of  
profit for the financial year 2009**

The Ordinary General Meeting of Shareholders hereby resolves to approve the Supervisory Board's statement on the results of the assessment of the Management Board's proposal concerning the allocation of profit for the financial year 2009.

**Point 8 of the Agenda:**

**Resolution No. 6  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the approval of the Company's Management Board report on Company's  
and Capital Group's activities in 2009**

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

Par. 1

The Company's Management Board report on Company's activities in the financial year ended 31 December 2009 is approved.

Par. 2

The Company's Management Board report on ARCUS S.A Capital Group's activities in the financial year ended 31 December 2009 is approved.

**Point 9 of the Agenda:**

**Resolution No. 7  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the approval of the Supervisory Board's statement on the results of the  
assessment of its activities in 2009**

The Ordinary General Meeting of Shareholders of ARCUS S.A. Company hereby resolves to approve the Supervisory Board's statement on the results of the assessment of its activities in 2009.

**Point 10 of the Agenda:**

**Resolution No. 8  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**

**with its registered office in Warsaw  
of 27 May 2010**

**on the approval of the Supervisory Board's statement regarding the  
assessment of Company's and Capital Group's position in 2009**

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

Par. 1

The Supervisory Board's statement regarding the assessment of Company's position in 2009 is approved.

Par. 2

The Supervisory Board's statement regarding the assessment of ARCUS S.A. Capital Group's position in 2009 is approved.

**Point 11 of the Agenda:**

**Resolution No. 9  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the approval of Company's unconsolidated financial statement and ARCUS  
S.A. Capital Group's consolidated financial statement for the financial year  
ended 31 December 2009**

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

Par. 1

The unconsolidated financial statement of the Company for the financial year ended 31 December 2009, including: balance sheet as at 31 December 2009 with total assets of PLN 100,123,000 (in words: one hundred million one hundred and twenty three thousand zloty), profit and loss account for the period of 1 January 2009 - 31 December 2009 with net sales revenues of PLN 113,859,000 (in words: one hundred and thirteen million eight hundred and fifty nine thousand zloty) and net profit of PLN 1,121,000 (in words: one million one hundred and twenty one thousand), is approved.

Par. 2

The consolidated financial statement of ARCUS S.A. Capital Group for the financial year ended 31 December 2009, including: balance sheet as at 31 December 2009 with total assets of PLN 103,498,000 (in words: one hundred and three million four hundred and ninety eight thousand zloty), profit and loss account for the period of 1 January 2009 - 31 December 2009 with net sales revenues of PLN 119,487,000 (in words: one hundred and nineteen million four hundred and eighty seven thousand zloty) and net profit of PLN 991,000 (in words: nine hundred and ninety one thousand), is approved.

**Point 12 of the Agenda:**

**Resolution No. 10  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the former  
President of the Management Board**



The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Bartłomiej Żebrowski – the President of the Management Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009 (in the period of 1 January 2009 – 28 February 2009).

**Resolution No. 11**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the former**  
**Vice-President of the Management Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Mariusz Bednarski – the Vice-President of the Management Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009 (in the period of 1 January 2009 – 30 June 2009).

**Resolution No. 12**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the President**  
**of the Management Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Wojciech Kruszyński – the President of the Management Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009 (in the period of 2 March 2009 – 31 December 2009).

**Resolution No. 13**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the**  
**Vice-President of the Management Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Konrad Kowalczyk – the Vice-President of the Management Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009.

**Resolution No. 14**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the**  
**Vice-President of the Management Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Wiktor Rózański – the Vice-President of the Management Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009.

**Resolution No. 15**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the**

**former Chairman of the Supervisory Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Marek Czeredys – the Chairman of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009.

**Resolution No. 16**

**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the  
Member of the Supervisory Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Michał Słoniewski – the Member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009.

**Resolution No. 17**

**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the  
Member of the Supervisory Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mrs. Elżbieta Niebisz – the Member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009 (in the period of 21 May 2009 – 31 December 2009).

**Resolution No. 18**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the  
former Member of the Supervisory Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Leon Komornicki – the Member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009 (in the period of 1 January 2009 – 21 May 2009).

**Resolution No. 19**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the  
Member of the Supervisory Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Tadeusz Janusiewicz – the Member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009.

**Resolution No. 20**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company**  
**with its registered office in Warsaw**  
**of 27 May 2010**

**on the acknowledgement of the fulfillment of duties performed by the  
Member of the Supervisory Board**

The Ordinary General Meeting of Shareholders hereby resolves to grant Mr. Sławomir Jakszuk – the Member of the Supervisory Board, the acknowledgement of the fulfillment of duties performed in the financial year ended 31 December 2009.

**Point 13 of the Agenda:**

**Resolution No. 21  
of the Ordinary General Meeting of Shareholders of ARCUS S.A. Company  
with its registered office in Warsaw  
of 27 May 2010**

**on the allocation of Company's profit for the financial year ended 31 December  
2009**

In accordance with the proposal of the Company's Management Board and pursuant to the opinion of the Company's Supervisory Board, the Ordinary General Meeting of Shareholders hereby resolves to allocate the Company's profit for the financial year ended 31 December 2009 at the amount of PLN 1,121,462.63 (in words: one million one hundred and twenty one thousand four hundred and sixty two zloty and sixty three grosz) to the Reserve Capital where the profit for the financial year ended 31 December 2008 was allocated.

***Justification:***

*The allocation of the amount of profit for the financial year ended 31 December 2009 to the Reserve Capital is contingent upon the necessity to ensure the financial security of the Company in view of market conditions as well as secures the financial funds particularly for the further development of the Company and implementation of planned investments.*