



**Issued by:** ARCUS S.A.  
**Issued on:** 19 May 2015

**Subject:** Content of Draft Resolutions to be presented at the Ordinary General Meeting of ARCUS S.A. Company's Shareholders

**Current report no** 5/2015

**Legal basis:** Article 56.1.2 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 Draft Resolutions to be discussed at the Ordinary General Meeting of Company's Shareholders convened for 23 June 2015 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

Attachment No 1 to the current report No 5/2015

**Point 2 of the Agenda:**

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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. \_\_\_\_\_ as 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 23 June 2015**  
**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 wording consistent with the Agenda announced in the notice of this General Meeting published by the Company on 18 May 2015 in the current report No 4/2015 and on [www.arcus.pl](http://www.arcus.pl) website.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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. ....

**Justification for resignation from the appointment of vote counting committee:**

In the notice of convening the General Meeting, the Company recommended to support the General Meeting with the Electronic Vote Counting System. A provider has signed an appropriate agreement. Chairman of the GM will oversee the correctness of service and reports on individual voting carried with the use of aforementioned system.

**Point 5 of the Agenda:**

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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 2014 and the**  
**Management Board's**  
**report on Company's activities in 2014**

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 2014 and the Management Board's report on Company's activities in 2014.

**Point 6 of the Agenda:**

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2014**  
**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 2014**  
**and the Management Board's**  
**report on ARCUS S.A. Capital Group's activities in 2014**

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 2014 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2014.

**Point 7 of the Agenda:**

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**on the approval of the Supervisory Board's report on the results of the assessment of its**  
**activities in 2014**

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 2014.

**Point 8 of the Agenda:**

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**on the approval of the Supervisory Board's reports regarding the assessment of the Company's**  
**and the Capital Group's position in 2014**

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 2014 is approved.

Par. 2

The Supervisory Board's report regarding the assessment of ARCUS S.A. Capital Group's position in 2014 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 23 June 2015**  
**on the approval of the Company's Management Board's report on Company's and ARCUS S.A.**  
**Capital Group's activities in 2014**

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 2014 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 2014 is approved.

**Point 10 of the Agenda:**

**Resolution**

**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**

**with its registered office in Warsaw**

**of 23 June 2015**

**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 2014**

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 2013, including: balance sheet as at 31 December 2014 with total assets of PLN 105 373 592.40 (in words: one hundred and five million three hundred and seventy three thousand five hundred and ninety two zloty and forty grosz), profit and loss account for the period of 1 January 2014 - 31 December 2014 with net sales revenues of PLN 126 324 594.26 (in words: one hundred and twenty six million three hundred and twenty four thousand five hundred and ninety four zloty and twenty six grosz) and net loss of PLN 3 957 729.25 (in

words: three million nine hundred and fifty seven thousand seven hundred and twenty nine zloty and twenty five grosz), is approved.

Par. 2

The consolidated financial statement of ARCUS S.A. Capital Group for the financial year ended 31 December 2014, including: balance sheet as at 31 December 2014 with total assets of PLN 97 378 434.93 (in words: ninety seven million three hundred seventy eight thousand four hundred and thirty four zloty and forty ninety three grosz), profit and loss account for the period of 1 January 2014 - 31 December 2014 with net sales revenues of PLN 170 010 425.32 (in words: one hundred seventy million ten thousand four hundred and twenty five zloty and thirty two grosz) and net loss of PLN 12 719 041.57 (in words: twelve million seven hundred and nineteen thousand and forty one zloty and fifty seven grosz), 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 23 June 2015**

**on the approval of the Supervisory Board's report on the assessment of the Management**

**Board's proposal concerning covering a loss for the year ended 31 December 2014**

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 covering a loss for the year ended 31 December 2014.

**Justification:**

In accordance with the Management Board's proposal, the Supervisory Board recommends to cover a net loss of PLN 3 957 729.25 with the Company's reserve capital.

**Point 12 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015  
on covering a loss for the financial year 2014, ended 31 December 2014**

The Ordinary General Meeting of the Company's Shareholders, in accordance with the Management Board's proposal, hereby resolves to cover a net loss for the year 2014 with the Company's reserve capital.

**Point 13 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015  
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 2014.

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015  
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 2014.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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 2014.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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 2014.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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 2014.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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. Tomasz Pelc for the discharge of his Member of the Supervisory Board duties in the financial year ended 31 December 2014.

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**  
**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 2014.

**Point 15 of the Agenda:**

**Resolution**  
**of the Ordinary General Meeting of Shareholders of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 23 June 2015**

**on the appointment of a Member of a Supervisory Board  
for a subsequent three-year term of office**

Par. 1

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

Par. 2

The Resolution shall come into force upon its adoption.

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015  
on the appointment of a Member of a Supervisory Board  
for a subsequent three-year term of office**

Par. 1

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

Par. 2

The Resolution shall come into force upon its adoption.

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015**

**on the appointment of a Member of a Supervisory Board  
for a subsequent three-year term of office**

Par. 1

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

Par. 2

The Resolution shall come into force upon its adoption.

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015  
on the appointment of a Member of a Supervisory Board  
for a subsequent three-year term of office**

Par. 1

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

Par. 2

The Resolution shall come into force upon its adoption.

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015**

**on the appointment of a Member of a Supervisory Board  
for a subsequent three-year term of office**

Par. 1

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

Par. 2

The Resolution shall come into force upon its adoption.

**Resolution  
of the Ordinary General Meeting of Shareholders of ARCUS S.A.  
with its registered office in Warsaw  
of 23 June 2015  
on the appointment of a Member of a Supervisory Board  
for a subsequent three-year term of office**

Par. 1

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

Par. 2

The Resolution shall come into force upon its adoption.