



Issued by: ARCUS S.A.
Issued on: 6 May 2016

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

Current report no 8/2016

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 2 June 2016.

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

Point 2 of the Agenda:

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
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 2 June 2016
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 2016 in the current report No 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 2 June 2016
on the nonappointment 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 2 June 2016
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 2015 and the
Management Board's
report on Company's activities in 2015

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 2015 and the Management Board's report on Company's activities in 2015.

Point 6 of the Agenda:

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

of 2 June 2016
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 2015 and the
Management Board's
report on ARCUS S.A. Capital Group's activities in 2015

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 2015 and the Management Board's report on ARCUS S.A. Capital Group's activities in 2015.

Point 7 of the Agenda:

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
on the approval of the Supervisory Board's report on the results of the assessment of its activities
in 2015

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 2015.

Point 8 of the Agenda:

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
on the approval of the Supervisory Board's reports regarding the assessment of the Company's and
the Capital Group's position in 2015

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 2015 is approved.

Par. 2

The Supervisory Board's report regarding the assessment of ARCUS S.A. Capital Group's position in 2015 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 2 June 2016
on the approval of the Company's Management Board's report on the Company's and ARCUS S.A.
Capital Group's activities in 2015**

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

Par. 1

The Company's Management Board's report on the Company's activities in the financial year ended 31 December 2015 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 2015 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 2 June 2016
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 2015**

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 2015, including: balance sheet as at 31 December 2015 with total assets of PLN 112 470 284.17 (in words: one hundred and twelve million four hundred and seventy thousand two hundred and eighty four zloty and seventeen grosz), profit and loss account for the period of 1 January 2015 - 31 December 2015 with net sales revenues of PLN 141 328 461.71 (in words: one hundred and forty one million three hundred and twenty eight thousand four hundred and sixty one zloty and seventy one grosz) and net profit of PLN 3 763 173.78 (in words: three million seven hundred and sixty three thousand one hundred and seventy three zloty and seventy eight grosz), is approved.

Par. 2

The consolidated financial statement of ARCUS S.A. Capital Group for the financial year ended 31 December 2015, including: balance sheet as at 31 December 2015 with total assets of PLN 102 683 602.90 (in words: one hundred and two million six hundred eighty three thousand six hundred and two zloty and ninety grosz), profit and loss account for the period of 1 January 2015 - 31 December 2015 with net sales revenues of PLN 181 664 131.67 (in words: one hundred eighty one million six hundred and sixty four thousand one hundred and thirty one zloty and sixty seven grosz) and net profit of PLN 1 389 041.67 (in words: one million three hundred and eighty nine thousand and forty one zloty and sixty 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 2 June 2016
on the approval of the Supervisory Board's report on the assessment of the Management Board's
proposal concerning distribution of profit for the year ended 31 December 2015

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 distribution of profit for the year ended 31 December 2015.

Point 12 of the Agenda:

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
on distribution of profit for the financial year 2015, ended 31 December 2015

The Ordinary General Meeting of the Company's Shareholders, in accordance with the Management Board's proposal, hereby resolves to allocate the Company's profit generated in the financial year ended 31 December 2015, at the net amount of PLN 3 763 173.78 (in words: three million seven hundred and sixty three thousand one hundred and seventy three zloty and seventy eight grosz) to the Company's reserve capital.

Justification:

In accordance with the Management Board's proposal, the Supervisory Board recommends to allocate the Company's profit generated in the financial year ended 31 December 2015, at the net amount of PLN 3 763 173.78 (in words: three million seven hundred and sixty three thousand one hundred and seventy three zloty and seventy eight grosz) to 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 2 June 2016
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 2015.

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
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 2015 (for the period of 1 January 2015 – 23 June 2015).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
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. Michał Łotoszyński for the discharge of his Vice-President of the Management

Board duties in the financial year ended 31 December 2015 (for the period of 30 July 2015 – 31 December 2015).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
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 2015.

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
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 2015 (for the period of 1 January 2015 – 23 June 2015).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016
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 2015 (resignation as at 31 December 2015).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016

**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 2015 (for the period of 1 January 2015 – 23 June 2015).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016

**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 Mr. Tomasz Konewka for the discharge of her Member of the Supervisory Board duties in the financial year ended 31 December 2015 (for the period of 23 June 2015 – 31 December 2015).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016

**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 Mr. Franciszek Przybył for the discharge of her Member of the Supervisory Board duties in the financial year ended 31 December 2015 (for the period of 23 June 2015 – 31 December 2015).

Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016

**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 Mr. Bogusław Wasilewka for the discharge of her Member of the Supervisory Board duties in the financial year ended 31 December 2015 (for the period of 23 June 2015 – 31 December 2015).

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016**

**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 Mr. Leszek Lechowski for the discharge of her Member of the Supervisory Board duties in the financial year ended 31 December 2015 (for the period of 23 June 2015 – 31 December 2015).

**Resolution
of the Ordinary General Meeting of Shareholders of ARCUS S.A.
with its registered office in Warsaw
of 2 June 2016**

on determining the remuneration of the Members of the Company's Supervisory Board

The Ordinary General Meeting of the Company's Shareholders hereby resolves to determine the remuneration of the Members of the Company's Supervisory Board as follows: