

**DRAFT RESOLUTION
FOR THE GENERAL ASSEMBLY OF ELEKTROTIM S.A.
WHICH SHALL BE HELD ON 03.06.2014**

**Resolution No. 1/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on election of the Chairperson of the General Meeting of Shareholders of
ELEKTROTIM S.A.**

1. On the basis of Article 409, section 1 of the Code of Commercial Companies, the General Meeting of Shareholders of ELEKTROTIM S.A. appoints the following person the Chairperson of the General Meeting
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2. The Resolution shall enter into force on the day of signing.

**Resolution No. 2/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on selection of the Returning Committee of the General Meeting of
Shareholders of
ELEKTROTIM S.A.**

1. The General Meeting of Shareholders of ELEKTROTIM S.A. selects the Returning Committee of the General Meeting of Shareholders composed of:
 1.
 2.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 3/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

on passing the Agenda

1. The General Meeting of ELEKTROTIM S.A. passes the Agenda in the wording announced by the Management Board of ELEKTROTIM S.A. on the company's website (www.elektrotim.pl) on 24.04.2014 and in the manner specific for passing current information in accordance with provisions

regarding the public offering and the conditions for introducing financial instruments into an organized trading system and on public companies.

2. The Resolution shall enter into force on the day of signing.

**Resolution No. 4/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on endorsing the Report of the Management Board of ELEKTROTIM S.A.
for 2013**

Pursuant to Article 395, section 2, subsection 1 of the Code of Commercial Companies and Article 29, section 1 of the Articles of Association of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Assembly endorses the Report of the Management board of ELEKTROTIM S.A. for 2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 5/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

on endorsing Financial Reports of the Company for 2013

Pursuant to Article 395, section 2, subsection 1 of the Code of Commercial Companies and Article 29, section 1 of the Articles of Association of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Meeting of Shareholders endorses the financial Report of the Management Board for 2013, which comprises:
 - a) **Report on financial condition** developed as of 31 December 2013 which on the assets and liabilities side presents the amount of **PLN 113,223,506.97** (say: one hundred thirteen million, two hundred twenty three thousand, five hundred six PLN, 97/100).
 - b) **Report on total incomes** for the period of 01.01.2013 to 31.12.2013 which presents the net profit amounting to **PLN 10,595,594.30** (say: ten million, five hundred ninety five thousand, five hundred ninety four PLN, 30/100), as well as the total income in the amount of **PLN 10.595.594,30** (say: ten million, five hundred ninety five thousand, five hundred ninety four PLN, 30/100)
 - c) **Report of changes in equities for the period of 01.01.2013 to 31.12.2013**, presenting the decrease of equity by **PLN 4,632,023.90** (say: four million, six hundred thirty two thousand, twenty three PLN, 90/100)

- d) **Report of cash flows** for the period of 01.01.2013 to 31.12.2013, presenting the increase of cash flows by **PLN 12,127,153.89** (say: twelve million, one hundred twenty seven thousand, one hundred fifty three PLN, 89/100)
 - e) **Additional information concerning applied accounting rules (policy) and other explanatory information.**
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 6/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on the assessment of the Report of the ELEKTROTIM Group of Companies'
operations in 2013**

Pursuant to Article 395, section 5 of the Code of Commercial Companies and article 29, section 1 of the Articles of Association of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Meeting of Shareholders endorses the Report of activity of ELEKTROTIM Capital Group for 2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 7/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on the assessment of the Financial Reports of the ELEKTROTIM Group of
Companies' operations in 2013**

Pursuant to Article 395, section 5 of the Code of Commercial Companies and article 29, section 1 of the Articles of Association of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. Upon examination, the General Meeting of Shareholders endorses the consolidated Financial Report of the Management Board for 2013, which comprises:
 - a) **Consolidated report on financial condition developed as at 31.12.2013** which on the assets and liabilities side presents the amount of **PLN 149,083,000.00** (say: one hundred forty nine million, eighty three thousand PLN),
 - b) **Consolidated report on total incomes** for the period of 01.01.2013 to 31.12.2013, presenting the net profit amounting to **PLN 7,536,000.00** (say: seven million, five hundred thirty six thousand PLN), as well as the total income in the amount of **PLN 7,536,000.00** (say: seven million, five hundred thirty six thousand PLN),

- c) **Consolidated report on changes in equity** for the period of 01.01.2013 to 31.12.2013, presenting an increase in equity by **PLN 1,681,000.00** (say: one million, six hundred eighty one thousand PLN),
 - d) **Consolidated report on cash flows** for the period of 01.01.2013 to 31.12.2013, presenting an increase in cash by **PLN 6,687,000.00** (say: six million, six hundred eighty seven thousand PLN).
 - e) **Additional information concerning applied accounting rules (policy) and other explanatory information.**
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 8/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

on division of the Company's profits for 2013

Pursuant to Article 395, section 2, subsection 2 of the Code of Commercial Companies, in relation to Article 347 of the Code of Commercial Companies and Article 29, section 2 of the Statute of ELEKTROTIM S.A. the Ordinary General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting shall divide the net profit for 2013, which amounts to **10,595,594.30 PLN** (say: ten million, five hundred ninety five thousand, five hundred ninety four PLN, 30/100), as follows:
- a) amount of 7,487,256.75 (say: seven million, four hundred eighty seven thousand, two hundred fifty six PLN, 75/100) shall be allotted for the dividend for the Shareholders,
 - b) amount of 3,108,337.55 (say: three million, one hundred eight thousand, three hundred thirty seven PLN, 55/100) shall be allotted for the increase of the reserve capital.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 9/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

on payment of the dividends

Pursuant to Article 395, section 2, subsection 2 of the Code of Commercial Companies, in relation to Article 348 of the Code of Commercial Companies and Article 29, section 17 of the statute of ELEKTROTIM S.A., as well as:

- a) given regulations of "Detailed rules of operating of the National Depository for Securities",
- b) regulation IV.6 of "Good Practices of WSE Listed Companies" which constitute the Annex to the Resolution of the Exchange Council of 21st November 2012,

the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting resolves the payment of dividends amounting to 7,487,256.75 (say: seven million, four hundred eighty seven thousand, two hundred fifty six PLN, 75/100), i.e. **PLN 0.75 gross** (seventy five groszy) per one share.
2. The dividend shall be financed:
 - a) in the amount of PLN 7,487,256.75 (say: seven million, seven million, four hundred eighty seven thousand, two hundred fifty six PLN, 75/100) from the net profit from 2013 and divided on the basis of Resolution No. 8/WZA/2014;
3. The General Meeting passes that only Shareholders who own the Company's shares on 11.06.2014 (record day) shall be entitled to the dividend for 2013. The dividend shall be payable to the Shareholders not later than 27.06.2014 (record day for paying dividends).
4. The Resolution shall enter into force on the day of signing.

**Resolution No. 10/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the President of the Company -
Andrzej Diakun**

Pursuant to Article 395, section 2, subsection 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting acknowledges the fulfilment of duties in 2013 by the President of the Board, Andrzej Diakun.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 11/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the Vice-President, Financial
Director - Dariusz Połetek -
for the period of 01.01.2013 to 23.05.2013.**

Pursuant to Article 395, section 2, subsection 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Vice President, Financial Director - Dariusz Połetek - for the period from 01.01.2013 to 23.05.2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 12/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the Vice-President,
Development Director -
Mirośław Nowakowski -
for the period of 01.01.2013 to 23.05.2013.**

Pursuant to Article 395, section 2, subsection 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Vice President, Development Director - Mirośław Nowakowski - for the period from 01.01.2013 to 23.05.2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 13/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the Member of the Board -
Sławomir Cieśla -
for the period of 23.05.2013 to 31.12.2013.**

Pursuant to Article 395, section 2, subsection 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Member of the Board - Sławomir Cieśla - for the period from 23.05.2013 to 31.12.2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 14/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the Member of the Board -
Zbigniew Pawlik -
for the period of 23.05.2013 to 31.12.2013.**

Pursuant to Article 395, section 2, subsection 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Member of the Board - Zbigniew Pawlik - for the period from 23.05.2013 to 31.12.2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 15/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the President of the Supervisory
Board -
Krzysztof Folta**

Pursuant to Article 395, section 2, subsection 3 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Chairman of the Supervisory Board - Krzysztof Folta - for 2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 16/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory
Board -
Jan Walulik**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Member of the Supervisory Board - Jan Walulik - for 2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 17/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory
Board -
Wojciech Szymon Kowalski**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Member of the Supervisory Board - Wojciech Szymon Kowalski - for 2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 18/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014
on acknowledgement of fulfilment of duties by the Member of the Supervisory
Board -
Wiktor Wieczorkowski - for the period of 01.01.2013 to 23.05.2013.**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Member of the Supervisory Board - Wiktor Wieczorkowski - for the period from 01.01.2013 to 23.05.2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 19/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014
on acknowledgement of fulfilment of duties by the Member of the Supervisory
Board -
Mateusz Rodzynkiewicz**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Member of the Supervisory Board - Mateusz Rodzynkiewicz - for 2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 20/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

on acknowledgement of fulfilment of duties by the Member of the Supervisory Board -

Stefan Dziedziul - for the period of 23.05.2013 to 31.12.2013.

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies and Article 29, section 3 of the Statute of ELEKTROTIM S.A. the General Meeting of Shareholders of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting of Shareholders acknowledges the fulfilment of duties by the Member of the Supervisory Board - Stefan Dziedziul - for the period from 23.05.2013 to 31.12.2013.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 21/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on confirming the expiration of term of office of
the Chairperson of the Supervisory Board - Krzysztof Folta.**

Pursuant to Article 385, section 1 of the Code of Commercial Companies the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The General Meeting confirms the expiration of term of office of the Chairperson of the Supervisory Board - Krzysztof Folta - appointed on 26.05.2010 for a 4-year term of office under the Resolution of the GMS No. 25/WZA/2010.
2. The Resolution shall enter into force on the day of signing.

**Resolution No. 22/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on Setting the length of the term of office for the new Chairperson of the
Supervisory Board of ELEKTROTIM S.A.**

Pursuant to Article 386, section 1 of the Code of Commercial Companies and article 20, section 7 of the Statute of ELEKTROTIM S.A. the General Meeting of Shareholders resolves as follows:

1. The General Meeting resolves that the newly appointed Chairperson of the Supervisory Board shall be selected for a 3-year term of office. The mandate of the Chairperson of the Supervisory Board of ELEKTROTIM S.A. shall expire at the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. endorsing the Financial Reports for 2016, at the latest.

2. The Resolution shall enter into force on the day of signing.

**Resolution No. 23/WZA/2014
of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
with its registered seat in Wrocław ("the Company")
of 03.06.2014**

**on selecting the Chairperson of the Supervisory Board
ELEKTROTIM S.A.**

Pursuant to Article 385, section 1 of the Code of Commercial Companies and article 29, section 13 of the Statute of ELEKTROTIM S.A. the General Meeting of ELEKTROTIM S.A. resolves as follows:

1. The Ordinary General Meeting of ELEKTROTIM S.A. appoints to be the Chairperson of the Supervisory Board of ELEKTROTIM S.A. for a 3-year term of office.
2. The mandate of the Chairperson of the Supervisory Board of ELEKTROTIM S.A. shall expire at the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. endorsing the Financial Reports for 2016, at the latest.
3. The Resolution shall enter into force on the day of signing.