

**DRAFT RESOLUTION  
FOR THE GENERAL ASSEMBLY OF ELEKTROTIM S.A.  
WHICH SHALL BE HELD ON 06.06.2011**

**Resolution No. 1/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on election of the Chairperson of the General Assembly of ELEKTROTIM S.A.**

On the basis of Article 409, section 1 of the Code of Commercial Companies, the General Assembly of ELEKTROTIM S.A. appoints the following person the Chairperson of the General Assembly

.....

**FOUNDATIONS:**

In accordance with rule II.5 of "Good Practices of WSE Listed Companies", draft resolutions concerning ordinal and formal issues do not require providing grounds.

**Resolution No. 2/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on election of the Secretary of the General Assembly of ELEKTROTIM S.A.**

The General Assembly of ELEKTROTIM S.A. appoints the following person Secretary of the General Assembly

.....

**FOUNDATIONS:**

In accordance with rule II.5 of "Good Practices of WSE Listed Companies", draft resolutions concerning ordinal and formal issues do not require providing grounds.

**Resolution No. 3/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

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

The General Assembly of ELEKTROTIM S.A. selects the Returning Committee of the General Assembly composed of:

1. ....
2. ....

**FOUNDATIONS:**

In accordance with rule II.5 of "Good Practices of WSE Listed Companies", draft resolutions concerning ordinal and formal issues do not require providing grounds.

**Resolution No. 4/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on passing the Agenda**

The General Assembly 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](http://www.elektrotim.pl)) on 09.05.2011 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.

**GROUND:**

In accordance with rule II.5 of "Good Practices of WSE Listed Companies", draft resolutions concerning ordinal and formal issues do not require providing grounds.

**Resolution No. 5/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on endorsing the Report of the Management Board of ELEKTROTIM S.A. for 2010**

Pursuant to Article 395, section 2, subsection 1 of the Code of Commercial Companies and Article 29, section 1 of the Statute of ELEKTROTIM S.A. the General Assembly 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 2010.
2. The Resolution shall enter into force on the day of signing.

**GROUND:**

Pursuant to Article 395, section 2, subsection 1 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is, among others, examination and endorsement of the Report of the Management Board for the ended financial year. The above is the subject of of Resolution No. 5/WZA/2011;

**Resolution No. 6/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on endorsing Financial Reports of the Company for 2010**

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

1. Upon examination, the General Assembly endorses the financial Report of the Management Board for 2010, which comprises:

1. **Report on financial condition** developed as of 31 December

2010 which on the assets and liabilities side presents the amount of **PLN 101,140,128.58** (say: one hundred one million one hundred forty thousand one hundred twenty eight PLN, 58/100).

2. **Account of profits and losses** for the period of 01.01.2010 to 31.12.2010 which presents the net profit amounting to **PLN 5,090,738.58** (say: five million ninety thousand seven hundred thirty eight PLN, 58/100).

3. **Other total incomes** for the period of 01.01.2010 to 31.12.2010 which present the total income amounting to **PLN 5,090,738.58** (say: five million ninety thousand seven hundred thirty eight PLN, 58/100).

4. **Report of changes in equities for the period** of 01.01.2010 to 31.12.2010, presenting the decrease of equity by PLN 8,261,133.99 (say: eight million two hundred sixty one thousand hundred thirty three PLN, 99/100)

5. **Report of cash flows** for the period of 01.01.2010 to 31.12.2010, presenting the decrease of cash flows by PLN 19,048,405.93 (say: nineteen million forty eight thousand four hundred five PLN, 93/100)

6. **Additional information concerning applied accounting rules (policy) and other explanatory information.**

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

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 1 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is, among others, examination and endorsement of the Report of the Management Board for the ended financial year. The above is the subject of Resolution No. 6/WZA/2011.

**Resolution No. 7/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on endorsing the Report on activity of ELEKTROTIM Capital Group for 2010**

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

1. Upon examination, the General Assembly endorses the Report of activity of ELEKTROTIM Capital Group for 2010.

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

**FOUNDATIONS:**

On the basis of Article 395, section 5 of the Code of Commercial Companies, the subject of the General Assembly's deliberation may also include examination and endorsement of the Report of Capital Group for the ended financial year. The above is the subject of Resolution No. 7/WZA/2011

**Resolution No. 8/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on endorsing the consolidated Financial Reports of ELEKTROTIM Capital Group for  
2010.**

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

1. Upon examination, the General Assembly endorses the consolidated Financial Reports for 2010, which comprises:
  1. **Consolidated report on financial condition developed as at 31.12.2010** which on the assets and liabilities side presents the amount of PLN 121,902,000.00 (say: one hundred twenty one million nine hundred two thousand PLN),
  2. **Consolidated report on total incomes** for the period of 01.01.2010 to 31.12.2010, presenting the net profit amounting to PLN 3,785,000.00 (say: three million seven hundred eighty five thousand PLN),
  3. **Consolidated report on changes in equity** for the period of 01.01.2010 to 31.12.2010, presenting a decrease in equity by PLN 7,584,000.00 (say: seven million five hundred eighty four thousand),
  4. **Consolidated report on cash flows** for the period of 01.01.2010 to 31.12.2010, presenting a decrease in cash by PLN 17,227,000.00 (say: seventeen million two hundred twenty seven thousand PLN),
  5. **Additional information concerning applied accounting rules (policy) and other explanatory information.**
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

On the basis of Article 395, section 5 of the Code of Commercial Companies, the subject of the General Assembly's deliberation may also include examination and endorsement of the Report of Capital Group for the ended financial year. The above is the subject of Resolution No. 8/WZA/2011;

**Resolution No. 9/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on division of the Company's profits for 2010**

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 General Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly shall allot the net profit for 2010 amounting to PLN 5,090,738.58 (say: five million ninety thousand seven hundred thirty eight PLN, 58/100) for payment of dividends for Shareholders.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Division of profit shall be conducted by the General Assembly by examination of assessed by the Supervisory Board Management Board's motion concerning the division of profit.

The Management Board of ELEKTROTIM S.A.'s motion concerning the division of profit in based on Dividend Policy of ELEKTROTIM S.A.

ELEKTROTIM S.A. possesses an amount of cash obtained by the Company from the issue of D-series shares in 2007, which is appropriate for financing planned investment/issue goals.

Therefore, the Management Board of ELEKTROTIM S.A. plans to allot net profit gained in 2010 to the payment of dividends.

**Resolution No. 10/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on allotting profits carried forward to the reserve capital**

Pursuant to Article 396, section 5 of the Code of Commercial Companies and article 29 of the Statute of ELEKTROTIM S.A. the General Assembly resolves as follows:

1. Pursuant to Article 396, section 5 of the Code of Commercial Companies in relation to Article 348, section 1 of the Code of Commercial Companies and Article 29, section 2 of the Statute of ELEKTROTIM S.A. the General Assembly shall allot the profit carried forward and amounting to PLN 2,067,582.78 (say: two million sixty seven thousand five hundred eighty two PLN 78/100) to the reserve capital.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

On the basis of Article 396, section 5 of the Code of Commercial Companies, the General Assembly decides on the use of capitals.

**Resolution No. 11/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**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 2 of the statute of ELEKTROTIM S.A., as well as given regulations of "Detailed rules of operating of the National Depository for Securities" which constitute an Annex to the Resolution of KDPW S.A. Management Board no. 79/98 of 29.01.1998 as amended, the General Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly resolves the payment of dividends amounting to **PLN 6,971,411.30** (say: six million nine hundred seventy one thousand four hundred eleven PLN, 30/100), which constitutes **PLN 0.70 gross** (70/100) per one share.
2. The dividend shall be financed:
  - a) in the amount of **PLN 5,090,738.58** (say: five million ninety thousand seven hundred thirty eight PLN, 58/100) from the profit from 2010 on the basis of Resolution No. 9/WZA/2011;
  - b) in the amount of **PLN 1,880,672.72** (say one million eight hundred eighty thousand six hundred seventy two PLN, 72/100) from the reserve capital.
3. The General Assembly resolves that Shareholders who are owners of the Company on 22.06.2011 (record date) shall be entitled to dividends for 2010. The Dividend shall be payable to Shareholders not later than 08.07.2011 (record date for paying dividends).
4. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

According to the Resolution No. 9/WZA/2011 AND 10/WZA/2011 and also regulation related to the record date and record date for paying dividends, specified in "Detailed rules of operating of the National Depository for Securities", the Management Board recommends accepting by the WZA the above-mentioned dates of execution of the right to dividend.

**Resolution No. 12/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

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

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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfilment of duties in 2010 by the President of the Management Board - Mr. Andrzej Diakun.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfilment of duties by the Members of the Company's units. The above is the subject of Resolution No. 12/WZA/2011.

**Resolution No. 13/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfilment of duties by the Vice-President, Financial Director -  
Mr. Dariusz Połetek**

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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfilment of duties in 2010 by the Vice-President, Financial Director - Mr. Dariusz Połetek.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfilment of duties by the Members of the Company's units. The above is the subject of Resolution No. 13/WZA/2010.

**Resolution No. 14/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfilment of duties by the Vice-President, Development  
Director -  
Mr. Mirosław Nowakowski**

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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges fulfilment of duties by the Vice-President, Development Director - Mr. Mirosław Nowakowski for the period of 26.05.2010 to 31.12.2010.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfilment of duties by the Members of the Company's units. The above is the subject of Resolution No. 14/WZA/2011.

**Resolution No. 15/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

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

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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfilment of duties in 2010 by the President of the Supervisory Board - Mr. Krzysztof Folta.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfilment of duties by the Members of the Company's units. The above is the subject of Resolution No. 15/WZA/2011.

**Resolution No. 16/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board -  
Mr. Robert Machała**

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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfilment of duties by the Member of the Supervisory Board - Mr. Robert Machała for the period of 01.01.2010 to 26.05.2010.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfilment of duties by the Members of the Company's units. The above is the subject of Resolution No. 16/WZA/2011.

**Resolution No. 17/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board -  
Mr. Zdzisław Gajek**

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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfilment of duties by the Member of the Supervisory Board - Mr. Zdzisław Gajek for the period of 01.01.2010 to 26.05.2010.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfilment of duties by the Members of the Company's units. The above is the subject of Resolution No. 17/WZA/2011.

**Resolution No. 18/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board -  
Mr. 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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfilment of duties by the Member of the Supervisory Board - Mr. Jan Walulik for 2010.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfillment of duties by the Members of the Company's units. The above is the subject of Resolution No. 18/WZA/2011.

**Resolution No. 19/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfillment of duties by the Member of the Supervisory Board -  
Mr. 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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfillment of duties by the Member of the Supervisory Board - Mr. Wojciech Szymon Kowalski for 2010.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfillment of duties by the Members of the Company's units. The above is the subject of Resolution No. 19/WZA/2011.

**Resolution No. 20/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfillment of duties by the Member of the Supervisory Board -  
Mr. Wiktor Wieczorkowski**

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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfillment of duties by the Member of the Supervisory Board - Mr. Wiktor Wieczorkowski for the period of 26.05.2010 to 31.12.2010.
2. The Resolution shall enter into force on the day of signing.

**FOUNDATIONS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfillment of duties by the Members of the Company's units. The above is the subject of Resolution No. 20/WZA/2011.

**Resolution No. 21/WZA/2011  
of the Ordinary General Assembly of ELEKTROTIM S.A.  
with its registered seat in Wrocław ("the Company")  
of 06.06.2011**

**on acknowledgement of fulfilment of duties by the Member of the Supervisory Board -  
Mr. 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 Assembly of ELEKTROTIM S.A. resolves as follows:

1. The General Assembly acknowledges the fulfilment of duties by the Member of the Supervisory Board - Mr. Mateusz Rodzynkiewicz for the period of 26.05.2010 to 31.12.2010.
2. The Resolution shall enter into force on the day of signing.

**GROUNDS:**

Pursuant to Article 395, section 2, subsection 3 of the Code of Commercial Companies, the subject of the Ordinary General Assembly's deliberations is acknowledging the fulfilment of duties by the Members of the Company's units. The above is the subject of Resolution No. 21/WZA/2011.

-----  
The Management Board of ELEKTROTIM S.A. represents that at the Supervisory Board Meeting which was held on 09.05.2011 the Supervisory board, acting in accordance with the provisions of Chapter 3, section 1, subsection 3 of "Good Practices of WSE Listed Companies" has approved issues which are to be subject of deliberations of the General Assembly of ELEKTROTIM S.A. which shall be held on 06.06.2011. Simultaneously, the Supervisory Board postponed its approval of the Resolution concerning acknowledging the fulfilment of duties by the Members of the Supervisory Board of ELEKTROTIM S.A. for 2010.