

*Draft resolutions of the Ordinary General Meeting of Shareholders of  
PAMAPOL S.A. held on 28 June 2011.*

**RESOLUTION No. 1**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on the appointment of the Chairman of the Ordinary General Meeting of Shareholders**

§ 1

Pursuant to Article 410 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders appoints ..... as Chairman of the Ordinary General Meeting of Shareholders of the Company.

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 2**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on the appointment of the Returning Committee of the Ordinary General Meeting of**  
**Shareholders**

§ 1

The Ordinary General Meeting of Shareholders of PAMAPOL S.A. appoints a Returning Committee for the Ordinary General Meeting of Shareholders, composed as follows:

- 1) .....
- 2) .....
- 3) .....

§ 2

This resolution comes into effect on the day it is adopted.



**RESOLUTION No. 3**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on adopting the agenda of the Ordinary General Meeting of Shareholders**

§ 1

The Ordinary General Meeting of Shareholders adopts the following agenda for the Ordinary General Meeting of Shareholders of PAMAPOL S.A.:

1. Opening of the Ordinary General Meeting of Shareholders;
2. Appointment of the Chairman of the General Meeting of Shareholders.
3. Determination that the Ordinary General Shareholders Meeting has been duly convened and is capable of adopting binding resolutions.
4. Election of the Returning Committee.
5. Approval of the agenda.
6. Presentation of the report of the Supervisory Board for 2010 containing the results of its evaluation of: the report of the Management Board on the operations of the Company and the PAMAPOL Capital Group in 2010, the financial statements of the Company and the PAMAPOL Capital Group for the financial year from 1 January 2010 to 31 December 2010, and the motion by the Management Board on distributing the profit earned in 2010.
7. Presentation of the report on the activities of the Supervisory Board for financial year 2010 together with an evaluation of the work of the Supervisory Board.
8. Presentation of the report of the Supervisory Board containing a concise evaluation of the situation of the Company and the Capital Group, taking account of an assessment of the internal control system and the system for managing significant risk to the Company and the Capital Group.
9. Adoption of a resolution on approving the Management Board report on the operations of the Company for the financial year from 1 January 2010 to 31 December 2010.
10. Adoption of a resolution on approving the financial statements of the Company for the financial year from 1 January 2010 to 31 December 2010.

11. Adoption of a resolution on approving the Management Board report on the operations of the PAMAPOL Capital Group for the financial year from 1 January 2010 to 31 December 2010.
12. Adoption of a resolution on approving the financial statements of the Capital Group for the financial year from 1 January 2010 to 31 December 2010.
13. Adoption of a resolution on approving the distribution of profit for the financial year from 1 January 2010 to 31 December 2010.
14. Adoption of resolutions on granting members of the Supervisory Board a discharge from liability in the performance of their duties in 2010
15. Adoption of resolutions on granting members of the Management Board a discharge from liability in the performance of their duties in 2010
16. Adoption of a resolution on changes to the composition of the Supervisory Board.
17. Adoption of a resolution on the merger of the Company with the company NATURIS Spółka z ograniczoną odpowiedzialnością.
18. Adoption of a resolution on amending the Company's Statute
19. Adoption of a resolution on authorising the Supervisory Board to draw up the uniform text of the Company's Statute.
20. Closing of the Ordinary General Meeting of Shareholders.

**RESOLUTION No. 4**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on approving the report of the Management Board on the operations of the Company**  
**for the financial year from 1 January 2010 to 31 December 2010**

§ 1

Having familiarised itself with the opinion of the Supervisory Board and considered the report of the Management Board on the operations of the Capital Group in financial year 2010, the Ordinary General Meeting of Shareholders, on the basis of Article 395 par. 2 of the Commercial Companies Code, approves the report of the Management Board on the operations of the PAMAPOL Capital Group in financial year 2010.

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 5**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on approving the financial statements of the Company for the financial year**  
**from 1 January 2010 to 31 December 2010**

§ 1

The Ordinary General Meeting of Shareholders of the Company PAMAPOL S.A. with its registered office in Wieluń, acting on the basis of Article 395 par. 2 pt. 1 of the Commercial Companies Code, having familiarised itself with the opinion of the Supervisory Board, and upon consideration, hereby approves the financial statements of the PAMAPOL Capital Group for financial year 2010, which consist of:

- an introduction to the financial statements,
- a balance sheet prepared as at 31 December 2010 with a balance sheet total of PLN 216,905,313.43 (two hundred sixteen million nine hundred and five thousand three hundred thirteen and 43/100 zlotys)
- a profit and loss account for the period 1 January 2010 to 31 December 2010, showing a net profit of PLN 4,239,077.79 (four million two hundred thirty-nine thousand seventy-seven and 79/100 zlotys)
- a list of changes in equity, showing an increase in equity during the period 1 January 2010 to 31 December 2010 of PLN 4,239,077.79 (four million two hundred thirty-nine thousand seventy-seven and 79/100 zlotys)
- a consolidated cash flow statement, showing an decrease in the balance of cash and equivalents during the period 1 January 2010 to 31 December 2010 of PLN 834,000 (eight hundred thirty-four thousand zlotys)
- supplementary information and explanations.

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 6**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on approving the report of the Management Board on the operations of the PAMAPOL**

**Capital Group**  
**for the financial year from 1 January 2010 to 31 December**  
**2010**

§ 1

Having familiarised itself with the opinion of the Supervisory Board and considered the report of the Management Board on the operations of the Capital Group in financial year 2010, the Ordinary General Meeting of Shareholders, on the basis of Article 395 par. 5 of the Commercial Companies Code, approves the report of the Management Board on the operations of PAMAPOL S.A. in financial year 2010.

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 7**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on approving the financial statements of the PAMAPOL Capital Group**  
**for the financial year from 1 January 2010 to 31 December 2010**

§ 1

The Ordinary General Meeting of Shareholders of the Company PAMAPOL S.A. with its registered office in Wieluń, acting on the basis of Article 395 par. 2 pt. 1 of the Commercial Companies Code, having familiarised itself with the opinion of the Supervisory Board, and upon consideration, hereby approves the financial statements of the PAMAPOL Capital Group for financial year 2010, which consist of:

an introduction to the consolidated financial statements,

- a consolidated balance sheet prepared as at 31 December 2010 with a balance sheet total of PLN 467,696,000 (four hundred sixty-seven million six hundred and ninety-six thousand zlotys)
- a consolidated profit and loss account for the period 1 January 2010 to 31 December 2010, showing a net profit of PLN 3,025,000 (three million and twenty-five thousand zlotys)
- a consolidated cash flow statement, showing a decrease in the balance of cash and equivalents during the period 1 January 2010 to 31 December 2010 of PLN 834,000 (eight hundred thirty-four thousand zlotys)

- a list of changes in equity, showing an decrease in equity during the period 1 January 2010 to 31 December 2010 of PLN 3,010,000 (three million and ten thousand zlotys)
- supplementary information and explanations.

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 8**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on the distribution of profit for the financial year from 1 January 2010 to**  
**31 December 2010**

The Ordinary General Meeting of Shareholders, acting in accordance with the provisions of Article 395 par. 2 pt. 2 of the Commercial Companies Code, having considered the report of the Management Board on the operations of PAMAPOL S.A. in 2009, the financial statements for 2010, the opinion of the certified auditor issued in connection with the above documents, as well as the report of the Supervisory Board, including its assessment of the motion of the Management Board on the distribution of profit, resolves that the profit shown in the financial statements of the Company for financial year 2010 in the amount of PLN 4,239,077.79 (four million two hundred thirty-nine thousand seventy-seven and 79/100 zlotys) shall be assigned in its entirety to increasing the amount of supplementary capital.

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 9**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Mr Paweł Szataniak, Chairman of the Supervisory Board of the Company, a discharge from liability in the performance of his duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 10**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Mr Rafał Tuzimek, Deputy Chairman and Independent Member of the Supervisory Board of the Company, a discharge from liability in the performance of his duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.



**RESOLUTION No. 11**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Ms Ewa Szataniak, Secretary of the Supervisory Board of the Company, a discharge from liability in the performance of her duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 12**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Ms Justyna Szataniak, Member of the Supervisory Board of the Company, a discharge from liability in the performance of her duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 13**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Mr Piotr Kamiński, Independent Member of the Supervisory Board of the Company, a discharge from liability in the performance of his duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 14**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Mr Krzysztof Półgrabia, President of the Management Board, a discharge from liability in the performance of his duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 15**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Mr Mariusz Szataniak, Vice President of the Management Board, a discharge from liability in the performance of his duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 16**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on granting a discharge from liability in the performance of duties in financial year 2010**

§ 1

Acting on the basis of Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders grants Mr Roman Żuberek, Vice President of the Management Board, a discharge from liability in the performance of his duties in financial year 2010.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 17**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on changes to the composition of the Supervisory Board of the Company**

Acting on the basis of Clause 14 par. 1 of the Statute of the Company, in connection with the resignation submitted by Mr Piotr Kamiński, the Ordinary General Meeting of Shareholders appoints ..... to the Supervisory Board.

This resolution comes into effect on the day it is adopted.

This resolution was adopted in a secret ballot.

**RESOLUTION No. 18**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on the merger of the Company with the company NATURIS Spółka z ograniczoną**

Acting on the basis of Article 506 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders consents to the merger plan agreed on 5 May 2011 by the management boards of the companies PAMAPOL S.A. and NATURIS Sp. z o.o. with its registered office in Rusiec, entered in the commercial register kept by the District Court for Łódź-Śródmieście in Lodz, Division XX Commercial of the National Court Register under No. 0000074287. The merger plan was submitted to the District Court for Łódź-Śródmieście in Lodz, Division XX Commercial of the National Court register on 6 May 2011 and announced in *Monitor Sądowy i Gospodarczy (Court and Economic Monitor)* No. 94 (3707) of 17 May 2011, attached hereto. On the basis of that plan, the Ordinary General Meeting of Shareholders resolves as follows:

1. On the basis of Article 492 par. 1 pt. 1 read together with Article 515 par. 1 of the Commercial Companies Code, a merger of the company NATURIS Sp. z o.o. with the Company PAMAPOL S.A. will be effected by way of a transfer of all the assets of the company NATURIS Sp. z o.o. to the Company PAMAPOL S.A. The merger will not result in any increase in the share capital of PAMAPOL S.A. because the Company holds 100 per cent

of the shares in the share capital of the company NATURIS Sp. z o.o.

2. No special benefits will be granted to members of the corporate bodies of the merging companies or to persons participating in the merger.
3. No special entitlements will be granted to shareholders or persons holding special entitlements in NATURIS Sp. z o.o.

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 19**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on amending the Statute of the Company**

§ 1

In connection with the merger of the Company PAMAPOL S.A. with the company NATURIS Sp. z o.o., the Ordinary General Meeting of Shareholders resolves to amend Clause 5 of the Statute of the Company such that the existing wording of Clause 5 of the Statute of the Company is deleted and replaced by the following wording:

„ § 5

The corporate purpose of the Company is:

1. Growing of cereals (except rice), leguminous crops and oil seeds (01.11.Z)
2. Growing of vegetables and melons, roots and tubers (01.13.Z)
3. Processing and preserving of meat, excluding poultry meat (10.11.Z)
4. Processing and preserving poultry meat (10.12.Z)
5. Production of meat products, including poultry meat products (10.13.Z)
6. Processing and preserving of potatoes (10.31.Z)
7. Other processing and preserving of fruit and vegetables (10.39.Z)
8. Manufacture of condiments and seasonings (10.84.Z)
9. Manufacture of prepared meals and dishes (10.85.Z)
10. Manufacture of other food products n.e.c. (10.89.Z)
11. Development of building projects (41.10.Z)
12. Construction of other civil engineering projects n.e.c. (42.99.Z)
13. Retail trade of motor vehicle parts and accessories, excluding motorcycles (45.32.Z)
14. Agents involved in the sale of food, beverages and tobacco (46.17.Z)
15. Agents involved in the sale of a variety of goods (46.19.Z)
16. Wholesale of fruit and vegetables (46.31.Z)
17. Wholesale of meat and meat products (46.32.Z)
18. Non-specialised wholesale of food, beverages and tobacco (46.39.Z)

19. Retail sale of fruit and vegetables in specialised stores (47.21.Z)
20. Retail sale of meat and meat products in specialised stores (47.22.Z)
21. Other retail sale of food in specialised stores (47.29.Z)
22. Retail sale of automotive fuel in specialised stores (47.30.Z)
23. Freight transport by road (49.41.Z)
24. Financial leasing (64.91.Z)
25. Other credit granting (64.92.Z)
26. Other financial services activity n.e.c. excluding pension insurance and pension funds (64.99.Z)
27. Buying and selling of own real estate (68.10.Z)
28. Renting and operating of own or leased real estate (68.20.Z)
29. Business and other management consultancy activities (70.22.Z)
30. Advertising agencies (73.11.Z)
31. Agency in sale of time and space for advertising in radio and television (73.12.A )
32. Agency in selling advertising space in printed media (73.12.B)
33. Agency in selling advertising space in electronic media (Internet) (73.12.C)
34. Agency in selling advertising space in other media (73.12.D)
35. Market research and public opinion polling (73.20.Z)
36. Renting and leasing of cars and light motor vehicles (77.11.Z)
37. Organisation of trade fairs, trade exhibitions and congresses (82.30.Z)

This resolution comes into effect on the day it is adopted.

**RESOLUTION No. 20**  
**of the Ordinary General Meeting of Shareholders of**  
**of PAMAPOL S.A.**  
**held on 28 June 2011**  
**on authorising the Supervisory Board to draw up the uniform text of the Statute of**  
**the Company**

**Spółki**

The Ordinary General Meeting of Shareholders authorises the Supervisory Board of the Company to draw up the uniform text of the Statute of the Company.

This resolution comes into effect on the day it is adopted.