

**Proxy instruction for resolutions of the Ordinary General Meeting of Shareholders convened to be held on March 8th, 2017**

**Resolution no 1 /Draft/ on appointing the Chairman of Meeting**

The Ordinary General Meeting of "Suwary" S.A. Shareholders with its registered office in Pabianice hereby appoints ..... as the Chairman of the Meeting.

**Resolution no 2 /Draft/ on adopting the agenda of the Meeting**

The Ordinary General Meeting of "Suwary" S.A. with its registered office in Pabianice approves the following agenda:

1. Opening the debate of OGM.
2. Electing the Chairman of OGM.
3. Preparing the attendance record.
4. Ascertaining conformity with regulations of convening OGM and its capacity to adopt resolutions.
5. Adopting the agenda of OGM.
6. Adopting a resolution on electing the Returning Committee.
7. Reviewing and approving the Company financial statement for the period 01.10.2015 - 30.09.2016.
8. Reviewing and approving the Group financial statement for the period 01.10.2015 - 30.09.2016.
9. Reviewing and approving the report of the Management Board on the Company's activity for the period 01.10.2015 - 30.09.2016.
10. Reviewing and approving the report of the Management Board on the Groups' activity for the period for the period 01.10.2015 - 30.09.2016.
11. Presentation by Supervisory Board the report for the period for the period 01.10.2015 - 30.09.2016.
12. Adopting resolutions on the acknowledgment of the fulfilment of duties by the members of the Company Management Board for the period 01.10.2015 - 30.09.2016.
13. Adopting resolutions on the acknowledgment of the fulfilment of duties by the members of the Company Supervisory Board for the 01.10.2015 - 30.09.2016.
14. Adopting a resolution on the profit sharing from the financial year containing the 01.10.2015 - 30.09.2016.
15. Adopting resolutions on the salary changes of Supervisory Board Members.
16. Amendment to the Statutes.
17. Closing the debate of the Ordinary General Meeting.

**Resolution no 3 /Draft/ on appointing the Returning Committee**

The Ordinary General Meeting of "Suwary" S.A. with its registered office in Pabianice appoints the Returning Committee in the following composition:

.....  
.....  
.....

**Resolution no 4 /Draft/ approving the Company financial statement for the period 01.10.2015 - 30.09.2016**

Companies, approves the financial statement of the Company for the financial year for the period of 01.10.2015 - 30.09.2016, comprised of:

1. An introduction to the financial statements.
2. The balance sheet prepared as at September 30th 2016, which on the side of assets and liabilities reports the amount of PLN 157.131 thousands.

3. The profit and loss accounts for the financial year October 1<sup>st</sup> 2015 – September 30<sup>th</sup> 2016, which reports the net profit in the amount of PLN 163 thousands.
4. The cash flow statement for the period October 1<sup>st</sup> 2015 – September 30<sup>th</sup> 2016 showing cash and cash equivalents at the end of the period in the amount of PLN 870 thousands.
5. The statement of changes in equity, reporting equity increase by PLN 163 thousands.
6. Supplementary notes and other explanations.

The resolution comes into effect on the date of its adopting.

**Resolution no 5 /Draft/ approving the Group financial statement for the period 01.10.2015 - 30.09.2016**

Companies, approves the financial statement of the Company for the financial year for the period of 01.10.2015 - 30.09.2016, comprised of:

1. An introduction to the financial statements.
2. The balance sheet prepared as at September 30<sup>th</sup> 2016, which on the side of assets and liabilities reports the amount of PLN 164.707 thousands
3. The profit and loss accounts for the financial year October 1<sup>st</sup> 2015 – September 30<sup>th</sup> 2016, which reports the net profit in the amount of PLN 22 thousands
4. The cash flow statement for the period October 1<sup>st</sup> 2015 – September 30<sup>th</sup> 2016, showing cash and cash equivalents at the end of the period in the amount of PLN 2.371 thousands
5. The statement of changes in equity, reporting equity increase by PLN 22 thousands.
6. Supplementary notes and other explanations.

The resolution comes into effect on the date of its adopting.

**Resolution no 6 /Draft/ on approving the report of the Management Board on the Company activity in the financial year 01.10.2015 - 30.09.2016**

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Code of Commercial Companies, having familiarized itself with the Management Board Report on the Company's activity in the financial year 01.10.2015 - 30.09.2016, decides to approve the 01.10.2015 - 30.09.2016 Report of the Management Board on the Company's activity.

The resolution comes into effect on the date of its adopting.

**Resolution no 7 /Draft/ on approving the report of the Consolidated Management Board on the Company activity in the financial year 01.10.2015 - 30.09.2016**

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Code of Commercial Companies, having familiarized itself with the Consolidated Management Board Report on the Company's activity in the financial year 01.10.2015 - 30.09.2016, decides to approve the 01.10.2015 - 30.09.2016 Report of the Management Board on the Company's activity.

The resolution comes into effect on the date of its adopting.

**Resolution no 8 /Draft/ on the acknowledgment of the fulfilment of duties by a member of the Company's Management Board for the financial year 01.10.2015 - 30.09.2016**

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Management Board Mr Walter Tymon Kuskowski for the period of 01.10.2015 - 30.09.2016.

The resolution comes into effect on the date of its adopting.

**Resolution no 9 /Draft/** on the acknowledgment of the fulfilment of duties by a member of the Company's Management Board for the financial year 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Management Board Mr. Piotr Stachowicz for the period of 01.10.2015 - 30.09.2016.

The resolution comes into effect on the date of its adopting.

**Resolution no 10 /Draft/** on the acknowledgment of the fulfilment of duties by a member of the Company's Management Board for the financial year 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Management Board Mr. Adam Laskowski for the period of 01.10.2015 - 30.09.2016.

The resolution comes into effect on the date of its adopting.

**Resolution no 11 /Draft/** on the acknowledgment of the fulfilment of duties by a member of the Company's Supervisory Board for the financial year for the period 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Supervisory Board Mr. Paweł Powada for the period of 01.10.2015 - 30.09.2016

The resolution comes into effect on the date of its adopting.

**Resolution no 12 /Draft/** on the acknowledgment of the fulfilment of duties by a member of the Company's Supervisory Board for the financial year for the period of 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Supervisory Board Mr. Raimondo Eggink for the period of 01.10.2015 - 30.09.2016

The resolution comes into effect on the date of its adopting.

**Resolution no 13 /Draft/** on the acknowledgment of the fulfilment of duties by a member of the Company's Supervisory Board for the financial year for the period of 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Supervisory Board Mr. Marcin Raszka for the period of 01.10.2015 - 30.09.2016

The resolution comes into effect on the date of its adopting.

**Resolution no 14 /Draft/** on the acknowledgment of the fulfilment of duties by a member of the Company's Supervisory Board for the financial year for the period of 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Supervisory Board Mr. Jeffrey Barclay for the period of 01.10.2015 - 30.09.2016

The resolution comes into effect on the date of its adopting.

**Resolution no 15 /Draft/** on the acknowledgment of the fulfilment of duties by a member of the Company's Supervisory Board for the financial year for the period of 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Supervisory Board Mr. Richard Babington for the period of 01.10.2015 - 30.09.2016

The resolution comes into effect on the date of its adopting.

**Resolution no 16** /Draft/ on the acknowledgment of the fulfilment of duties by a member of the Company's Supervisory Board for the financial year for the period of 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies, decides to acknowledge the fulfilment of duties by a member of the Company's Supervisory Board Mr. Petre Manzelov for the period of 01.10.2015 - 30.09.2016

The resolution comes into effect on the date of its adopting.

**Resolution no 17** /Draft/ on the covering of loss from the financial year containing the period 01.10.2015 - 30.09.2016

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 395 § 2 p. 2 of the Code of Commercial Companies decides to allocate the net profit for the period of 01.10.2015 - 30.09.2016 in the amount of PLN **163 498,57** in supplementary capital.

The resolution comes into effect on the date of its adopting.

**Resolution no 18** /Draft/ on the amendment of the Articles of Association of the Company

The General Meeting of Shareholders of "Suwary" SA with its registered office in Pabianice acting pursuant to Art. 430 of the Code of Commercial Companies, changes § 16 section 4 of the Articles of Association:

“4. In lieu of a member outgoing before the mandate expiration, or a deceased member, the Supervisory Board may co-opt a member of the Supervisory Board. In this case, the vote could take place as soon as the Supervisory Board is less than 5 people. Only the Supervisory Board members elected or approved by the General Meeting shall take part in the voting on the resolution on co-opting a member of the Supervisory Board. There shall not be more than two co-opted members of the Supervisory Board. The coopted members of the Supervisory Board are presented for approval at the next General Meeting of Shareholders.”

The resolution comes into effect on the date of its adopting.

**Resolution no 19** /Draft/ on the determination of remuneration for the members of the Supervisory Board

The General Meeting of Shareholders of Suwary S.A. with its registered office in Pabianice, acting pursuant to Article 21§ point 1 of the Code of Articles of Association:

1. Repeals the Resolution no 25/2004 dd. April 29<sup>th</sup>, 2004
2. It is agreed that the members of the Supervisory Board will receive remuneration in the amount of:

Chairman of the Supervisory Board PLN 3.000

Vice – Chairman of the Supervisory Board PLN 2.950

Other Members of the Supervisory Board PLN 2.500

for each meeting of the Supervisory Board, which will be attended in person or by means of direct remote communication.

The resolution comes into effect on the date of April 1<sup>st</sup>, 2017.