

**POLISH FINANCIAL SUPERVISION AUTHORITY****Current Report No 21 / 2009**

Date of preparation: 15<sup>th</sup> April, 2009 Abridged name of issuer: **ELZAB**

Subject: Draft EGM resolutions dated 29<sup>th</sup> April, 2009 and justification thereof

Legal foundation: Art. 56 par. 1 section 2 of the Law on Offer – Current and Periodic Information

Text of the report:

Management Board of ELZAB S.A. in Zabrze hereby announces the text of draft resolutions which will be subject of Extraordinary General Meeting on 29<sup>th</sup> April 2009.

Draft

General Meeting Resolution No [\*\*\*]

of „ELZAB” Joint Stock Company with registered office in Zabrze

Dated 29<sup>th</sup> April 2009 r.

on: merger with „MEDESA” Sp. z o.o. with registered office in Warsaw

§ 1

The General Meeting of „ELZAB” Computer Works Joint Stock Company with registered office in Zabrze (hereinafter referred to as „The Taking Over Company” or „Elzab S.A.”), acting in virtue of art. 506 of Commercial Companies Code, hereby decides on merger of ELZAB S.A. with:

MEDESA Limited Liability Company with registered office in Warsaw: ul. Taborowa 14 , 02-699 Warszawa, entered in the Register of Entrepreneurs of National Court Register kept with Court of First Instance for the capital city of Warsaw, XIII Business Department of National Court Register under No KRS 000086403 (hereinafter referred to as „Medesa Sp. z o.o.” or „The Taken Over Company”), in the method defined in art. 492 § 1 section 1 of Commercial Companies Code, i.e. through the transfer of all the property of the Taken Over Company (MEDESA sp. z o.o.) onto the Taking Over Company (ELZAB S.A.) therefore, it decides to merge with MEDESA Sp. z o.o.

§ 2

The merger of the Companies shall take place pursuant to art. 515 § 1 of Commercial Companies Code, without the increase of ELZAB S.A. share capital.

§ 3

The General Meeting, pursuant to art. 506 § 4 of Commercial Companies Code, hereby gives its consent to the Companies’ Merger Plan agreed upon on 20<sup>th</sup> January, 2009 between the Management Boards of ELZAB S.A. as the Taking Over Company and MEDESA Sp. z o.o. as the Taken Over Company, announced in Monitor Sądowy i Gospodarczy [Court and Business Official Journal] No 24/2009 of 4<sup>th</sup> February 2009 under No 1392 and representing Appendix No 1 hereto, providing that:

- 1) The merger shall take place pursuant to art. 492 § 1 section 1 and art. 515 § 1 of Commercial Companies Code, through the transfer of all the property of MEDESA Sp. z o.o. (The Taking Over Company) onto ELZAB S.A. (The Taking Over Company) the latter being the sole shareholder in the former,
- 2) The merger shall take place without the increase of the Taking Over Company’s share capital,
- 3) The merger shall take place in virtue of the valuation of the Taken Over Company’s property and the balance-sheets and profit and loss accounts of the merging companies as of 1<sup>st</sup> December, 2008.

§ 4

The General Meeting hereby authorizes the Management Board of ELZAB S.A. to carry out all the procedures related to merger of ELZAB S.A. and MEDESA Sp. z o.o. , including in particular reporting the merger to the National Court Register.

§ 5

The resolution shall come into effect on the day of being passed.

§ 6

The Merger Plan agreed upon on 20<sup>th</sup> January, 2009 and represents appendix to this resolution.

(attention: the appendix to project of above resolution about merge with MEDESA Sp. z o.o. – Merger Plan of ELZAB SA and MEDESA Sp. z o.o. has been published in current report no 3/2009 on 21<sup>st</sup> January 2009.

draft

Resolution No [\*\*\*]

of Extraordinary General Meeting of

ELZAB Computer Works Joint Stock Company with registered office in Zabrze

dated 29<sup>th</sup> April, 2009

on

giving the consent for the Company's own shares buyout, pursuant to art. 362 § 1 section 8 of Commercial Companies Code

Acting in virtue of art. 362 § 1 section 8 of Commercial Companies Code, the Extraordinary General Meeting hereby resolves as follows:

§ 1

1. The Extraordinary General Meeting, finding the buyout of the Company's own shares purposeful, hereby authorizes the Company Management Board to buy the Company's own shares in order to resell them or for other purposes related to the Company's strategy („the Shares”), under the following principles:

1) Up to 1.000.000 (one million) shares shall be purchased as a result of the above buyout.

2) The shares shall be purchased for the total amount of PLN 3.000.000,00 (three million zlotys) maximum, where the payment for one share is hereby fixed as PLN 1,36 (one 36/100 zlotys) minimum and PLN 3,00 (in words: three zlotys) maximum.

3) The authorization to purchase the Company's own shares in virtue of this resolution is hereby granted to the Management Board until 31st December, 2009. The date of start and end of the Share buyout shall be fixed by the Management Board.

4) The Management Board is hereby authorized to use the funds out of the target reserve fund of the Company, to be created in virtue of a separate resolution, in the maximum amount PLN 3.000.000 (three million zlotys).

5) The General Meeting, in order to execute the above provisions, hereby authorizes the Management Board to: (i) conclude an agreement with a stockbrokers' agency on the share buyout through stock exchange transactions, (ii) purchase of shares through stock exchange transactions, including without limitation package transactions, and (iii) conclude sale agreements with the shareholders through transactions outside the regulated market, with the intermediation of the stockbrokers' agency.

2. Moreover, the Company Management Board is authorized to define the other principles of Share purchase in the scope not regulated in par. 1 sections 1-5 above.

§ 2

This resolution shall come into force and effect on the day of being passed.

Draft

Resolution No [\*\*\*]

Of Extraordinary General Meeting of

ELZAB Computer Works Joint Stock Company with registered office in Zabrze

dated 29<sup>th</sup> April, 2009

on

creation of target reserve fund intended to fund the Company's own share buyout.

Acting in virtue of art. 362 §2 section 3 in relation to art. 362 §1 section 8 of Commercial Companies Code, the Extraordinary General Meeting hereby resolves as follows:

§ 1

1. The Extraordinary General Meeting, in relation to resolution No [ ]/2009 adopted by the same meeting, hereby decides to create a target reserve fund designated for funding the Company's own share buyout („The Reserve Fund”).

2. Transfer cash in the amount PLN 3.050.000 (in words: three million fifty thousand zlotys) from the reserve capital onto the „Reserve Fund”.

§ 2

The resolution shall come into force and effect on the day of being passed.

## JUSTIFICATION

For the resolutions of the Company Extraordinary Shareholders Meeting

1. Concerning the merger of ELZAB S.A. and MEDESA sp. z o.o.

The merger of ELZAB Computer Works Joint Stock Company with registered office in Zabrze and MEDESA Sp. z o.o. with registered office in Warsaw is to achieve the following effects:

- The merger of economic, commercial and organizational potentials of the Companies, in order to increase the competitiveness on the market;
- Expanding their offer with new products,
- Increase of net turnover within the range of products, goods and supplies as well as services sold by MEDESA to the minimum level of 6 million zlotys p.a.,
- Business cost reduction.

The above circumstances justify the Companies' merger.

2. Concerning the Company's own share buyout and creation of a reserve fund for the said buyout:

Due to the present economic situation and undervaluation of the Company's shares, the Company's own share buyout shall enable the shareholders to regain part of the capital invested and, at the same time, increase the market value of the share package held. The share package purchased shall also represent an attractive asset to be used at the Company's strategy performance.

Legal foundation art. 38 par. 1 section 3 of Minister's of Finance Decree on current and periodic information.

ZAKŁADY URZĄDZEŃ KOMPUTEROWYCH ELZAB S.A.	
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ELZAB	Computer science and technology (inf)
(full name of the Issuer)	
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(brief issuer's name)	(sector acc. the Warsaw Stock Exchange
classification	
41-813	Zabrze
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(post code)	(place)
ul. Kruczkowskiego	39
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(street)	(number)
(032) 272 2021	2722583
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(phone)	(fax)
<a href="mailto:zalog@elzab.com.pl">zalog@elzab.com.pl</a>	<a href="http://www.elzab.com.pl">www.elzab.com.pl</a>
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(e-mail)	(website)
64800000255	27003636
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(tax identification No)	(Business statistical No)

## SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Name	Position / Rank	Signature
15-04-2009	Jerzy Biernat	Deputy Chairman of the Management Board - CEO	
15-04-2009	Elżbieta Załóg	Proxy	