

FINANCIAL SUPERVISION AUTHORITY

Current report No 28/2010

Date of preparation: 25th August, 2010

Abbreviated name of the Issuer:

ELZAB

Subject:

The announcement about Extraordinary General Meeting, its agenda and project of the resolution and its justification

Legal foundation:

Art. 56 par. 1 section 1 of the Law on the offer – current and periodic information.

The text of the report:

In relation to shareholder's motion received to convene Extraordinary General Meeting and including certain matters in the agenda, the Management Board of „ELZAB” Joint Stock Company in Zabrze, hereby convenes Extraordinary General Meeting to be held on 22nd September, 2010; time: 11.00 a.m, on the Company premises at the address: ul. Kruczkowskiego 39, 41-813 Zabrze.

The announcement about Annual General Meeting, its agenda and project of the resolution and its justification is enclosed to the report.

The legal foundation: art. 38 section 1 point 1 and 3 of Minister's of Finance Decree on current and periodic information.

ZAKŁADY URZĄDZEŃ KOMPUTEROWYCH ELZAB S.A.		

ELZAB	(full name of the Issuer)	Computer science and technology (inf)
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(brief issuer's name)	Zabrze	(sector acc. the Warsaw Stock Exchange classification)
41-813	-----	-----
(post code)	(place)	39
ul. Kruczkowskiego	-----	-----
(street)	2722583	(number)
(032) 272 2021	-----	-----
(phone)	(fax)	www.elzab.com.pl
zalog@elzab.com.pl	-----	-----
(e-mail)	(website)	27003636
6480000255	-----	-----
(tax identification No)	(Business statistical No)	-----

SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Full name	Position / Function	Signature
25.08.2010	Jerzy Biernat	Vice President of Management Board, CEO	
25.08.2010	Jerzy Malok	Member of Management Board, Commerce Vice-President	

ANNOUNCEMENT

In relation to shareholder's motion received under art. 400 § 1 of Commercial Companies Code to convene Extraordinary General Meeting and including certain matters in the agenda, the Management Board of „ELZAB” Joint Stock Company in Zabrze, acting in virtue of regulations of art. 398 and 399 § 1 in relation to art. 400 § 1 and art. 402¹ and art. 402² of the Commercial Companies Code, hereby convenes Extraordinary General Meeting to be held on 22nd September, 2010; time: 11.00 a.m, on the Company premises at the address: ul. Kruczkowskiego 39, 41-813 Zabrze.

The proposed agenda:

1. Opening the debates of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Statement of the correct convening the Extraordinary General Meeting and its capability to adopt resolutions.
4. Acceptance of the proposed agenda.
5. Adopting resolutions on changes in the Supervisory Board.
6. Adopting resolution on covering the costs of convening and holding the Extraordinary General Meeting.
7. Miscellaneous.
8. Closing the debates of the Extraordinary General Meeting.

In virtue of art. 402² of Commercial Companies Code, the Company hereby provides information related to attending its Extraordinary General Meeting.

1. The Management Board of ELZAB S.A. Computer Works informs that, according to art. 406¹ § 1 of Commercial Companies Code, only the persons being the Shareholders in the Company sixteen days prior to the date of the General Meeting (date of registration of attending the General Meeting).

The date of registration of attending the Extraordinary General Meeting is 6th September, 2010.

- a) Shareholders entitled to attend due to dematerialized bearer shares are entitled to attend the Extraordinary General Meeting, if no earlier than after announcing that the General Meeting had been convened and no later than on the first business day after registering attendance at the General Meeting, i.e. by 7th September, 2010, at their motion, the entity keeping their security account issues a personal certificate on their right to attend the General Meeting. The certificate should include all the information mentioned in art. 406³ § 3 of Commercial Companies Code. At the demand of the shareholder entitled on dematerialized bearer shares, the text of the certificate should indicate part or all the shares registered on his security account. In virtue of the lists of the above mentioned certificates issued provided by the authorized entities, The National Depository for Securities shall make a list of entities authorized to attend the General Meeting. The list shall be made available

to the Company no later than six days prior to the date of the General Meeting, i.e. on 16th September, 2010.

The shareholders are advised to collect the above mentioned personal certificate on the right to attend and take it with them to the Extraordinary General Meeting.

- b) Holders of prescribed shares and temporary certificates and lienors and users entitled to vote have a right to attend the Company General Meeting, if they are listed in the book of shares on the date of registration of attendance at the General Meeting, i.e. on 6th September, 2010.

The Company settles the list of entities entitled to attend the General Meeting in virtue of the list provided by the National Depository for Securities mentioned in subsection a) above and in virtue of entries in the book of shares as at the registration date. The list of shareholders entitled to attend the General Meeting shall be displayed on the Company premises, three business days prior to holding the General Meeting, i.e. on 17th, 20th and 21st September, 2010, from 8.00 to 16.00, room 112 (Management Board Secretarial Office). A shareholder may request to receive the list of shareholders, free of charge, by e-mail, including in such request the e-mail address such list should be sent to.

A shareholder may vote on each share held in a different way.

2. The shareholders may attend the Extraordinary General Meeting and exercise the right to vote personally or through an Attorney in Fact. The Powers of Attorney should be granted in writing or on-line, on the appropriate form correctly and completely filled out and signed, placed at the address: www.elzab.com.pl in the section relacje inwestorskie/ Walne Zgromadzenia Akcjonariuszy/Nadzwyczajne Walne Zgromadzenie 22 września 2010 r./Formularze [EGM, 22nd September, 2010/forms]. The shareholder is obliged to send information to the Company on granting power of attorney online as a PDF file to the address pełnomocnictwa@elzab.com.pl [powers of attorney], one day prior to the date of the Extraordinary General Meeting at the latest. Shareholders being legal entities or personal partnerships should enclose the current excerpt from the National Court Register or other competent register (in case the document is in a foreign language – the certified translation of the same should be enclosed). In order to verify the power of attorney granted online, the Company may request the shareholder and attorney in fact by telephone or to the e-mail address provided, to confirm that such power of attorney has been granted.
3. A shareholder or shareholders who represent at least one twentieth of the Company share capital may request to include certain matters in the agenda of the General Meeting. The request of such shareholder or shareholders should be reported to the Company Management Board no later than twenty one days prior to the appointed date of the General Meeting, i.e. by 1st September, 2010. The request should include justification or draft resolution concerning the proposed point of the agenda. Furthermore a shareholder or shareholders requesting to include certain matters in the agenda must submit a certificate issued by competent entity confirming his/their right to attend the General Meeting, in order to identify them as the Company Shareholders and indicating that they hold appropriate number of shares as at the day of placing

such request. Shareholders who are legal entities and personal partnerships should also confirm their entitlement to act on behalf of such entity enclosing the current excerpt from the National Court Register [KRS] or other competent register (if the document is in a foreign language – its certified translation should be enclosed). The request may be submitted in writing or online using the form put at the address: www.elzab.com.pl in the section Relacje Inwestorskie/ Walne Zgromadzenia Akcjonariuszy/Nadzwyczajne Walne Zgromadzenie 22 września 2010 r./Formularze. The request made online on the appropriate form mentioned above should be sent to: wnioski@elzab.com.pl. [motions] The request and documents enclosed to such request should be sent as a PDF file.

The Management Board shall immediately, no later however, than eighteen days prior to the appointed date of the General Meeting, i.e. by third September, 2010, announce the changes to the agenda introduced at the request of a shareholder(s). The new agenda shall be announced by method appropriate for convening the General Meeting.

4. A shareholder or shareholders representing at least one twentieth of the share capital may, prior to the date of the General Meeting, may propose draft resolutions on the matters introduced into the agenda of the General Meeting or ones planned to be introduced therein, in writing or using a form included on the website: www.elzab.com.pl / [Relacje Inwestorskie/Wwalne Zgromadzenia Akcjonariuszy/Nadzwyczajne Walne Zgromadzenie 22 września 2010 r./Formularze](http://www.elzab.com.pl). A shareholder or shareholders proposing draft resolutions must submit a certificate issued by competent entity confirming his/their right to attend the General Meeting, in order to identify them as the Company shareholders and indicating the appropriate number of shares as of the day of placing the request. The shareholders being legal entities and personal partnerships should also confirm their powers to act on behalf of such entity enclosing the current excerpt from KRS [National Court Register] or other competent register (if the document is in a foreign language – its certified translation should be enclosed). The request placed online on the appropriate form mentioned above should be sent to the address: wnioski@elzab.com.pl. The documents included in such request should be sent as PDF files. The Company shall announce the draft resolutions on its website without delay.
5. Each shareholder may propose draft resolutions concerning the matters introduced in the agenda during the General Meeting.
6. The persons authorized to attend the Extraordinary General Meeting may obtain the full text of documentation that is to be presented at the EGM and draft resolutions on the Company premises at the address: ul. Kruczkowskiego 39, 41-813 Zabrze or from the Company website: [www.elzab.com.pl/Relacje Inwestorskie/ Walne Zgromadzenia Akcjonariuszy/Nadzwyczajne Walne Zgromadzenie 22nd September, 2010 r.](http://www.elzab.com.pl) The Company shall make all the information on the Extraordinary General Meeting available on its website at the address: www.elzab.com.pl in the section Relacje Inwestorskie/Walne Zgromadzenia Akcjonariuszy/Nadzwyczajne Walne Zgromadzenie 22 września 2010 r. The mailing related to the General Meeting, except the motions and powers of attorney mentioned above, should be sent to the address: szczesna@elzab.com.pl

7. The Company Statute and the General Meeting Byelaws do not contain any provisions allowing the shareholders for exercising their rights at the General Meeting through correspondence or by electronic communication means.

Deputy Chairman of the Management Board, CEO Commercial Vice-President

Jerzy Biernat

Jerzy Malok

Draft

RESOLUTION No 1
Of „ELZAB” S.A. Computer Works Zabrze
Extraordinary General Meeting
dated 22nd September, 2010

on: election of the General Meeting Chairman

Acting in virtue of art. 409 § 1 of Commercial Companies Code, and § 29 par.1 of the Company Statute, the following resolution has been adopted:

§ 1

..... is hereby elected the Chairman of the Extraordinary General Meeting.

§ 2

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

RESOLUTION No 2
Of „ELZAB” S.A. Computer Works Zabrze
Extraordinary General Meeting
dated 22nd September, 2010

on: acceptance of the Extraordinary General Meeting agenda

The Extraordinary General Meeting hereby adopts the following resolution:

§ 1

The following agenda settled and announced by the Company Management Board in the announcement about convening the Extraordinary General Meeting published on the Company website on 25th August, 2010 and by current report No 28 on 25th August, 2010.

1. Opening the debates of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Statement of the correct convening the Extraordinary General Meeting and its capability to adopt resolutions.
4. Acceptance of the proposed agenda.
5. Adopting resolutions on changes in the Supervisory Board.
6. Adopting resolution on covering the costs of convening and holding the Extraordinary General Meeting.
7. Miscellaneous.
8. Closing the debates of the Extraordinary General Meeting.

§ 2

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

RESOLUTION No 3
Of „ELZAB” S.A. Computer Works Zabrze
Extraordinary General Meeting
dated 22nd September, 2010

on: changes in the Supervisory Board

Acting in virtue of art. 381 section 1 and art. 385 of Commercial Companies Code the Extraordinary General Meeting hereby adopts the following resolution:

§ 1

The Extraordinary General Meeting hereby dismisses the following Supervisory Board members:

.....

§ 2

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

RESOLUTION No 4
Of „ELZAB” S.A. Computer Works Zabrze
Extraordinary General Meeting
dated 22nd September, 2010

on: changes in the Supervisory Board

Acting in virtue of art. 381 and 385 of Commercial Companies Code, the Extraordinary General Meeting has adopted the following resolution:

§ 1

The Extraordinary General Meeting, hereby appoints the following Supervisory Board members

.....:

§ 2

The resolution shall come into force and effect on the day of being passed. From the moment of entry in the register of entrepreneurs of the National Court Register of changes in the Company Statute passed in resolution No 13 of the Company Annual General Meeting of 24th June, 2010, the term of the new Supervisory Board member shall become the common term with the Supervisory Board members elected by resolution No 13 of the Company Annual General Meeting of 24th June, 2010.

RESOLUTION No 5
Of „ELZAB” S.A. Computer Works Zabrze
Extraordinary General Meeting
dated 22nd September, 2010

on: covering the costs of convening and holding the Extraordinary General Meeting

Acting in virtue of art. 400 § 4 of Commercial Companies Code, the Extraordinary General Meeting has adopted the following resolution:

§ 1

The Extraordinary General Meeting of the Company hereby decides that the costs of convening and holding the Extraordinary General Meeting shall be borne by the Company.

§ 2

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

**JUSTIFICATION OF THE RESOLUTIONS OF ELZAB S.A. COMPUTER WORKS
EXTRAORDINARY GENERAL MEETING
of 22nd September, 2010**

Resolution No 1 – ordinal resolution

Resolution No 2 – ordinal resolution

Resolution No 3 and 4 – resolutions introduced at the request of the shareholder who motioned for convening the Extraordinary General Meeting.

Resolution No 5 – resolutions introduced at the request of the shareholder who motioned for convening the Extraordinary General Meeting.

Deputy Chairman of the Management Board, CEO Commercial Deputy Chairman

Jerzy Biernat

Jerzy Malok