

## FINANCIAL SUPERVISION AUTHORITY

Current report No 32/2009

Date of preparation: 17.06.2009

Abbreviated name of the Issuer:

ELZAB

### Subject:

#### Resolutions of Annual General Meeting on 17.06.2009

Legal foundation:

Art. 56 par. 1 point 2 Law on of the Law on the offer – current and periodic information

### The text of the report:

The Management Board of ELZAB SA Computer Works in Zabrze informs that during Annual Shareholder Meeting on 17.06.2009 the below resolutions have been taken.

Legal foundation: art. 38 par. 1 point 5 Finance Ministry on current and periodical information

ZAKŁADY URZĄDZEŃ KOMPUTEROWYCH ELZAB S.A.		
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ELZAB	(full name of the Issuer)	Computer science and technology (inf)
(brief issuer's name)		(sector acc. the Warsaw Stock Exchange classification)
41-813	Zabrze	
(post code)	(place)	
ul. Kruczkowskiego		39
(street)		(number)
(032) 272 2021	2722583	
(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>
(e-mail)		(website)
64800000255		27003636
(tax identification No)		(Business statistical No)

### SIGNATURES OF PERSONS REPRESENTING THE COMPANY

Date	Full name	Position / Function	Signature
17.06.2009	Jerzy Biernat	Deputy Chairman of the Management Board - CEO	
17.06.2009	Jerzy Malok	Member of Management Board, Commerce Vice-President	

**RESOLUTION No 1**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: approval of the Management Board report on the Company activity in 2008 and the Company financial statement for the financial year 2008

Acting in virtue of art. 393 section 1 and art. 395 § 2 section 1 of Commercial Companies Code and § 30 par. 1 section 1 of the Company Statute, it is resolved as follows:

§ 1

The Annual General Meeting, upon processing the Management Board report and the Company financial statement for the financial year 2008, verified by audit carried out by certified auditor, hereby approves of the Management Board report and the Company financial statement for the financial year 2008, including:

- a. Introduction to the consolidated financial statement,
- b. Balance-sheet closed on the side of assets and liabilities with the balance-sheet sum as of 31st December, 2008, amounting to: PLN 55 176 399,42 (in words: fifty five million one hundred seventy six thousand three hundred ninety nine 42/100 zlotys),
- c. Profit and loss account for the period from 1st January, 2008 to 31st December, 2008, presenting net loss in the amount: PLN 3 004 301,57 (in words: three million four thousand three hundred one 57/100 zlotys) ,
- d. Cash-flow account showing net cash increase in the period from 1st January, 2008 to 31st December, 2008 by PLN 3 503 681,78 (in words: three million five hundred three thousand six hundred eighty one 78/100 zlotys),
- e. Specification of changes in equity for the period from 1st January, 2008 to 31st December, 2008, presenting decrease of equity by PLN 4 959 384,61 (in words: four million nine hundred fifty nine thousand three hundred eighty four 61/100 zlotys),
- f. Additional information and explanatory notes.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in open vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 2**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: approval of consolidated financial statement of Elzab Capital Group for the financial year 2008 and the Management Board report on Elzab capital group activity in 2008

Acting in virtue of art. 395 § 5 of Commercial Companies Code and § 30 par. 2 of the Company Statute, it is resolved as follows:

§ 1

The Annual General Meeting, upon processing the Management Board report on ELZAB Capital Group activity in 2008 and ELZAB Capital Group consolidated financial statement for the financial year 2008, verified by audit carried out by certified auditor, hereby approves of the Management Board report on ELZAB Capital Group activity in 2008 and ELZAB Capital Group consolidated financial statement for the financial year 2008, including:

- a. Introduction to the consolidated financial statement,
- b. Consolidated balance-sheet closed on the side of assets and liabilities with the balance-sheet sum as of 31st December, 2008, amounting to: PLN 56 124 502,32 (in words: fifty six million one hundred twenty four thousand five hundred two 32/100 zlotys),
- c. Consolidated profit and loss account for the period from 1st January, 2008 to 31<sup>st</sup> December, 2008, presenting net loss in the amount: PLN 267 848,64 (in words: two hundred sixty seven thousand eight hundred forty eight 64/100 zlotys) ,
- d. Consolidated cash-flow account showing net cash increase in the period from 1st January, 2008 to 31<sup>st</sup> December, 2008 by PLN 3 329 438,51 (in words: three million three hundred twenty nine thousand four hundred thirty eight 51/100 zlotys),
- e. Specification of changes in consolidated equity for the period from 1st January, 2008 to 31st December, 2008, presenting decrease of equity by PLN 2 129 863, 63 (in words: two million one hundred twenty nine thousand eight hundred sixty three 63/100 zlotys),
- f. Additional information to the financial statement.

§ 2

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

Shareholders of 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes participated in open vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 3**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **approval of the Supervisory Board activity report for 2008, the Supervisory Board report on examining the Management Board report on the Company activity in 2008 and the Company financial statement for the financial year 2008 and Supervisory Board report on examining the consolidated financial statement of the Elzab capital group for the financial year 2008 and the Management Board report on Elzab capital group activity in 2008**

Acting in virtue of art. 395 § 5 of Commercial Companies Code, the Annual General Meeting hereby resolves as follows:

§ 1

Upon processing, the Annual General Meeting hereby approves of:

- the Supervisory Board activity report for 2008,
- the Supervisory Board report on examining the Management Board report on the Company activity in 2008,
- the Supervisory Board report on examining the Company financial statement for the financial year 2008,
- the Supervisory Board report on examining the Company Management Board's report on Elzab capital group activity in 2008,
- the Supervisory Board report on examining the consolidated financial statement of Elzab Capital Group for the financial year 2008.

§ 2

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

Shareholders of 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes participated in open vote, 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 4**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **covering the loss for 2008**

Acting in virtue of art.395 § 2 section 2 of Commercial Companies Code and § 30 par. 1 section 2) of the Company Statute, it is resolved as follows:

§ 1

Upon processing the motion of the Management Board on covering the net loss for the financial year 2008, considering the assessment of the motion by the Supervisory Board, the Annual General Meeting decides, that the loss presented in the Company financial statement made for the financial year 2008, amounting to PLN 3 004 301,57 (in words: three million four thousand three hundred one 57/100 zlotys) will be covered from the Company reserve capital.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in open vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 5**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to Mr. Jerzy Biernat a Member of the Company Management Board on accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is resolved as follows:

§ 1

The Annual General Meeting gives the vote of acceptance to Mr. Jerzy Biernat for accomplishing his duties of Chairman of the Company Management Board in the period from 1st January, 2008 to 27<sup>th</sup> October, 2008 and for accomplishing his duties of Deputy Chairman of the Company Management Board in the period from 28<sup>th</sup> October, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 685 321 (eleven million six hundred eighty five thousand three hundred twenty one) votes participated in secret vote, 11 685 321 ( eleven million six hundred eighty five thousand three hundred twenty one) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

Mr. Jerzy Biernat has not participated in the secret vote.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 6**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to President of the Company Management Board on accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is resolved as follows:

§ 1

The Annual General Meeting gives the vote of acceptance to Mr. Paweł Dudziuk for accomplishing his duties in the period from 28<sup>th</sup> October, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 7**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to a Member of the Company Management Board on accomplishing his duties in 2008.**

Acting in virtue of art. 393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is resolved as follows:

§ 1

The Annual General Meeting gives the vote of acceptance to Mr. Jerzy Malok, member of the Company Management Board for accomplishing his duties in the period from 1st January, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 714 811 (eleven million seven hundred fourteen thousand eight hundred eleven) votes participated in secret vote, 11 714 811 (eleven million seven hundred fourteen thousand eight hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

Mr. Jerzy Malok has not participated in the secret vote.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 8**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to a Member of the Company Management Board on accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Jan Chadam, member of the Company Supervisory Board, for accomplishing his duties in the period from 18<sup>th</sup> July, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 9**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to the Company Supervisory Board member for accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Dawid Marek Sukacz, member of the Company Supervisory Board, for accomplishing his duties in the period from 1<sup>st</sup> January, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 10**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to the Company Supervisory Board member for accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Artur Olszewski, member of the Company Supervisory Board, for accomplishing his duties in the period from 1<sup>st</sup> January, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 11**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to the Company Supervisory Board member for accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Jerzy Ciesielski, member of the Company Supervisory Board, for accomplishing his duties in the period from 1<sup>st</sup> January, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 12**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to the Company Supervisory Board member for accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Piotr Karmelita, member of the Company Supervisory Board, for accomplishing his duties in the period from 1<sup>st</sup> January, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 13**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to the Company Supervisory Board member for accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Włodzimierz Andrzej Pacześny, member of the Company Supervisory Board, for accomplishing his duties in the period from 1<sup>st</sup> January, 2008 to 25<sup>th</sup> June, 2008.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 14**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to the Company Supervisory Board member for accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Dariusz Krzysztof Wiatr, member of the Company Supervisory Board, for accomplishing his duties in the period from 1<sup>st</sup> January, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 15**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **giving the vote of acceptance to the Company Supervisory Board member for accomplishing his duties in 2008.**

Acting in virtue of art.393 section 1 and art. 395 § 2 section 3 of Commercial Companies Code and § 30 par. 1 section 3) of the Company Statute, it is hereby resolved as follows:

§ 1

Annual General Meeting gives the vote of acceptance to Mr. Marcin Dobrzański, member of the Company Supervisory Board, for accomplishing his duties in the period from 25<sup>th</sup> June, 2008 to 31<sup>st</sup> December, 2008.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, no votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 16**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **appointing a Supervisory Board member**

Acting in virtue of art.381 and 385 of Commercial Companies Code, it is hereby resolved as follows:

§ 1

Mr. Michał Kaczmarzyk is hereby appointed member of the Company Supervisory Board.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 4 582 421 ( four million five hundred eighty two thousand four hundred twenty one) votes were cast for the approval of the resolution, 7 156 740 (seven million one hundred fifty six thousand seven hundred forty) votes were cast against, 3 750 (three thousand seven hundred fifty) votes abstaining and none were invalid

The Chairman stated that the resolution has not been passed.

**RESOLUTION No 17**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **appointing a Supervisory Board member**

Acting in virtue of art.381 and 385 of Commercial Companies Code, it is hereby resolved as follows:

§ 1

Mr. Paweł Dudziuk is hereby appointed member of the Company Supervisory Board.

§ 2

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

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in secret vote, 7 160 490 ( seven million one hundred sixty thousand four hundred ninety) votes were cast for the approval of the resolution, 4 582 421 (four million five hundred eighty two thousand four hundred twenty one) votes were cast against, none were invalid and none abstaining.

The Chairman stated that the resolution has been passed with majority of the votes and that Mr. Paweł Dudziuk has been appointed member of the Company Supervisory Board.

**RESOLUTION No 18**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **decrease of the Company share capital**

Acting in virtue of art.359 § 1 of Commercial Companies Code and § 8a of the Company Statute in relation to art. 359 § 2 of Commercial Companies Code, it is hereby resolved as follows:

§ 1

The General Annual Meeting hereby decreases 405 662 (in words: four hundred five thousand six hundred sixty two) of Company own shares of nominal value PLN 1,36 (in words: one 36/100 zlotys) each D series, acquired by the Company for redemption in relation to the buyout and redemption program, accepted with the Management Board resolution No 6/2008 dated January 28<sup>th</sup> 2008, based on the Extraordinary General Meeting resolution No 4 dated January 7<sup>th</sup> 2008 related to buyout of own shares for redemption, afterwards changed with the Management Board resolution No 29/2008 dated July 2<sup>nd</sup> 2008 based on the General Annual Meeting resolution No 26 dates July 2<sup>nd</sup> 2008.

§2

Own shares bought by the Company undergo the redemption for total pay of 1 992 963.64 (one million nine hundred ninety two thousand nine hundred sixty three and sixty four grosz), average pay for one share totals 4.91 (four zloty and ninety one grosz), paid solely from the amount, that according to art. 348 §1 of Commercial Companies Code may be intended for division.

§3

The share capital decrease takes place by the change of the Statute by redemption of shares based on art. 455 § 1 of Commercial Companies Code without obeying the requirements defined in art. 456 of Commercial Companies Code, because according to art. 360 § 2 section 2 of Commercial Companies Code regulation, the redeemed shares shareholder payment is paid solely from the amount, which according to ar. 348 § 1 of Commercial Companies Code may be intended for division, and according to art. 360 § 4 of Commercial Companies Code.

§4

Redemption of own shares will come into effect at the time of the Company share capital decrease.

§ 5

The resolution will come into force and effect on the day of being passed, with effect on the date of making relevant entry in the register of entrepreneurs of National Court Register.

Shareholders of 11 742 911 ( eleven million seven hundred forty two thousand nine hundred eleven) votes participated in open vote, 4 586 171 ( four million five hundred eighty six thousand one hundred seventy one) votes were cast for the approval of the resolution, 5 782 218 (five million seven hundred eighty two thousand two hundred eighteen) votes were cast against, 1 374 522 (one million three hundred seventy four thousand five hundred twenty two) votes were abstaining and none were invalid.

The Chairman stated that the resolution has not been passed.

Due to not passing the resolution on decrease of the Company share capital, the representative of shareholders RELPOL 2 Sp. z o.o. and EXORIGO Sp. z o.o. suggested to waive voting on 21<sup>st</sup> and 22<sup>nd</sup> position of the Annual General Meeting agenda in the part related to the change of the Company Statute pertaining the share decrease.

The Chairman subjected the following draft resolution to vote:

**RESOLUTION No 19  
of Annual General Meeting  
of „ELZAB” S.A. with registered office in Zabrze  
dated 17th June, 2009**

§1

The Annual General Meeting, due to not passing resolution No 18 regarding redemption of the Company own shares decides not to pass the resolution regarding decrease of the Company share capital and the resolution related to the change of § 8 par. 1 and 2 of the Company Statute.

§2

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

Shareholders of 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes participated in open vote, 10 621 340 (ten million six hundred twenty one

thousand three hundred forty) votes were cast for the approval of the resolution, 1 121 571 (one million one hundred twenty one thousand five hundred seventy one) votes were abstaining, none votes were against and none were invalid.

The Chairman stated that the resolution has been passed unanimously.

**RESOLUTION No 20**  
**of Annual General Meeting**  
**of „ELZAB” S.A. with registered office in Zabrze**  
**dated 17th June, 2009**

on: **amendments to the Company Statute**

Acting in virtue of art. 430 § 1 of Commercial Companies Code and § 30 par. 1 section 5) of the Company Statute, it is resolved as follows:

§ 1.

§ 6 of ELZAB S.A. Statute is hereby amended by adding sections 18 to 28 with the following text:

18. Activity of agents selling machines, industrial equipment, ships and airplanes, PAC 46.14.Z
19. Activity of agents specializing at sales of other specified goods, PAC 46.18.Z.
20. Activity of agents specializing at sales of miscellaneous goods, PAC 46.19.Z.
21. Wholesale of electronic and telecommunication equipment and related parts, PAC 46.52.Z.
22. Retail of computers, peripherals and software run in specialized stores, PAC 47.41.Z.
23. Data processing, website administration (hosting) and similar activity, PAC 63.11.Z.
24. Web portals, PAC 63.12.Z.
25. Rental and lease of machines and office equipment, including computers, PAC 77.33.Z
26. Rental and lease of other machines, equipment and materials goods, not classified elsewhere, PAC 77.39.Z.
27. Lease of intellectual property and similar products, excluding works protected by copyright, PAC 77.40.Z.
28. Call centers, PAC 82.20.Z

§ 2

The Annual General Meeting authorizes the Supervisory Board to formulate a uniform text of the Company Statute amended by this resolution

§ 3

The resolution will come into force and effect on the day of being passed, with effect on the date of making relevant entry in the register of entrepreneurs of National Court Register.

Shareholders of 11 742 911 ( eleven millionseven hundred forty two thousand nine hundred eleven) votes participated in open vote, 11 742 911 (eleven million seven hundred forty two thousand nine hundred eleven) votes were cast for the approval of the resolution, including:

Agencja Rozwoju Przemysłu S.A. – vote for,

- Astramowicz Jarek - vote for,

- Biernat Jerzy - vote for,

- EXORIGO sp. z o.o. - vote for,

- Malok Jerzy - vote for,

- Polsin Private Limited - vote for,

- RELPOL 2 Sp. z o.o. - vote for,

- Załóg Elżbieta - vote for,

No votes were against, none were abstaining and none invalid.

The Chairman stated that the resolution has been passed unanimously.