

DRAFT RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

LPP S.A., a joint stock company with its registered office in Gdańsk publishes the content of draft resolutions to be presented at the Ordinary General Meeting of Shareholders convened for June 8th, 2009 at 11:00 a.m. in the registered office of the Company at ul. Łąkowa 39/44.

As for paragraph 1 of the meeting agenda:

Resolution no. 1/2009 of the Ordinary General Meeting of LPP S.A. Shareholders of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to appoint _____ the Chairman of today's Meeting."

As for paragraph 3 of the meeting agenda:

Resolution no. 2/2009 of the Ordinary General Meeting of LPP S.A. Shareholders of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk appoints a returning committee made up of the following members: _____".

As for paragraph 4 of the meeting agenda:

Resolution no. 3/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk adopts the following meeting agenda:

1. Opening of the meeting and electing the Chairman of the Meeting.
2. Arriving at an agreement as to whether the General Meeting was convened correctly and whether it is able to pass resolutions, making a list of attendance.
3. Appointing the returning committee members.
4. Passing the resolution on the meeting.
5. Reading the resolution aloud:
 - a) Resolution of the Supervisory Board regarding the assessment of the Company's financial statements and the Management Board's report on the Company's operations in FY08,
 - b) Resolution of the Supervisory Board regarding the examination of the Management Board's Resolution on the distribution of the Company's FY08 profit of PLN 164 658 411.68.
 - c) Resolution of the Supervisory Board regarding the approval of the Supervisory Board's opinion on matters to be discussed at the General Meeting on June 8th, 2009, Resolution of the Supervisory Board on the comprehensive assessment of the Company's standing in FY 08 containing, in particular, the assessment of the internal control system, the assessment of risk management system and own assessment of Supervisory Board operations,
 - d) Resolution of the Supervisory Board regarding the assessment of the FY 08 consolidated financial statements of LPP S.A. Capital Group and the FY 08 Management Board's report on operations of LPP S.A. Capital Group,
 - e) Resolution of the Management Board regarding the distribution of the Company's FY08 profit of PLN 164,658,411.68.

6. Presentation, examination and approval of the Management Board's report on the Company's operations in FY 08 and the Management Board's report on the LPP S.A. Capital Group operations in FY 08,
7. Presentation, examination and approval of the Supervisory Board's report on operations for FY 08.
8. Presentation, examination and approval of the Company's financial statements for FY 08.
9. Presentation, examination and approval of the consolidated financial statements of LPP S.A. Capital Group for FY08.
10. Passing a resolution on discharging members of the Management Board from liability in FY 08.
11. Passing a resolution on discharging members of the Supervisory Board from liability in FY 08.
12. Passing a resolution on distribution of Company's clear FY 08 profit of PLN 164,658,411.68.
13. The Management Board's presentation of: (i) material elements of merger, (ii) LPP SA Management Board's report justifying the merger, (iii) information on the lack of obligation to submit the merger plan to an audit carried out by an expert.
14. Passing a resolution on the merger of LPP S.A. in Gdańsk and Artman in Kraków under Article. 492 (1) item 1 of the Code of Commercial Companies, i.e. by transferring all assets of Artman S.A. (the acquiree) to LPP SA (the acquirer) and due to the fact that LPP SA holds 100% of Artman SA shares, conducting a merger under Article 515 (1) of the Code without any increase whatsoever in the share capital of LPP SA.
15. Passing a resolution on the amendment to resolution of the General Meeting of LPP SA Shareholders no. 18/2007 of June 29th, 2007.
16. Closing of the session.

As for paragraph 6 of the meeting agenda:

Resolution no. 4/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to approve the Management Board's report on Company operations in FY 08 and the Management Board's Report on the operations of the Capital Group in which LPP S.A. is a parent company, in FY08.

As for paragraph 7 of the meeting agenda:

Resolution no. 5/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to approve the Supervisory Board's report on its operations for FY08."

As for paragraph 8 of the meeting agenda:

Resolution no. 6/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to approve:

The Company's financial statements for FY 08 in compliance with applicable provisions of the Accounting Act of September 29th, 1994 (consolidated text: Journal of Laws of 2002, no. 76, item 694, as amended), which consists of:

- a) the balance sheet as at December 31st, 2008 which shows the sum of PLN 1,301,594

- thousand recorded under assets and liabilities,
- b) the profit and loss account for the period January 1st, 2008 to December 31st, 2008 with the net profit of PLN 164,658 thousand,
- c) cash flow statement for the period January 1st, 2008 to December 31st, 2008 showing the cash flow increase of PLN 6,637 thousand,
- d) statement of changes in equity (fund) for FY 08 which shows the increase in shareholders' equity of PLN 158,859 thousand
- e) additional information on the applied accounting principles and other explanatory information."

As for paragraph 9 of the meeting agenda:

Resolution no. 7/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to approve:

the consolidated financial statements of the capital group in which LPP S.A. is a parent company for FY 08 in compliance with applicable provisions of the Accounting Act of September 29th, 1994 (uniform text: Journal of Laws of 2002, no. 76, item 694, as amended), which consists of:

- a) consolidated balance sheet as at December 31st, 2008 which shows the sum of PLN 1,426,208 thousand recorded under assets and liabilities,
- b) consolidated profit and loss account for the period January 1st, 2008 to December 31st, 2009 with the net profit of PLN 167,507 thousand,
- c) consolidated statement of changes in equity for FY08 which shows the increase in shareholders' equity of PLN 159,573 thousand,
- d) consolidated cash flow statement for the period January 1st, 2008 to December 31st, 2008 showing the cash flow increase of PLN 36,399 thousand,
- e) additional information on the applied accounting principles and other explanatory information."

As for paragraph 10 of the meeting agenda:

Resolution no. 8/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to discharge Mr. Marek Piechocki, the President of the Management Board, from liability in relation to his operations as a Board Member in FY 08."

Resolution no. 9/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to discharge Ms. Alicja Milińska, a Vice-President of the Management Board, from liability in relation to her operations as a Board Member in FY 08."

Resolution no. 10/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 "The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to discharge Mr. Dariusz Pachla, a Vice-President of the Management Board, from liability in relation to his operations

as a Board Member in FY 08.”

Resolution no. 11/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 “The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to discharge Mr. Stanisław Dreliszek, a Vice-President of the Management Board, from liability in relation to his operations as a Board Member in FY 08.”

Resolution no. 12/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 “The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to discharge Mr. Aleksander Moroz, a Vice-President of the Management Board, from liability in relation to his operations as a Board Member in FY 08.”

As for paragraph 11 of the meeting agenda:

Resolution no. 13/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 “The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to discharge the following Members of the Supervisory Board:

- Mr. Jerzy Lubianiec, the Chairman of the Supervisory Board
- Mr. Krzysztof Fałerek,
- Mr. Wojciech Olejniczak,
- Mr. Krzysztof Olszewski,
- Mr. Maciej Matusiak
- Mr. Andrzej Puślecki,
- Mr. Antoni Tymiński

from liability in relation to their operations as Members of Supervisory Board in FY 08.

As for paragraph 12 of the meeting agenda:

Resolution no. 14/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 “The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves not to divide net profit generated in FY 08 in the amount of 164,658,411.68 PLN and transfer it in whole to reserve capital.”

As for paragraph 14 of the meeting agenda:

Resolution no. 15/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009 on the merger of LPP S.A. with Artman S.A. with its registered office in Kraków

The General Meeting of LPP S.A. Shareholders with its registered office in Gdańsk hereby resolves as follows:

§ 1

1. Pursuant to the provisions of Article 506 of the Code of Commercial Companies It resolves to merge LPP S.A., having its registered office in Gdańsk (hereinafter referred to as “LPP S.A.”) as an Acquirer with Artman S.A., having its registered office in Kraków, entered into the Register of Entrepreneurs held by

the Regional Court for Kraków- Śródmieście under the KRS (National Court Register) no. 0000180735, (hereinafter referred to as "Artman S.A.") as the Acquiree, in compliance with the provisions of article 492 (1) item 1 of the Code of Commercial Companies, i.e. by transferring all assets of Artman S.A. onto LPP S.A.

2. Pursuant to the provisions of Article 506 (4) of the Code of Commercial Companies the General Shareholders Meeting hereby approves the plan of merger of LPP S.A. and Artman S.A. agreed between the parties and signed on February 26th, 2009; the above Plan was published in the Court and Economic Journal no. 48/2009 (3151) of March 10th, 2009 item 2930 (hereinafter referred to as "the Plan of Merger"), attached as Schedule 1 to this Resolution.

Due to the fact that LPP S.A. is the sole shareholder of Artman S.A. holding all of 4,275,548 (four million two hundred seventy-five thousand five hundred and forty-eight) shares with a nominal value of PLN 0.25 (twenty-five groszy) each, representing 100% (one hundred per cent) of share capital of Artman S.A., the merger shall not result in the increase of the share capital of LPP S.A. nor shall it require any exchange of shares of Artman S.A. (the Acquiree) into the shares of LPP S.A. (the Acquirer) or any amendment to the Articles of Association of LPP S.A., in compliance with the provisions of Article 515 (1) and 516 (6) of the Code of Commercial Companies.

The Management Board is hereby authorised to take any action required to perform this Resolution.

As for paragraph 14 of the meeting agenda:

Resolution no. 16/2009 of the Ordinary General Meeting of Shareholders of LPP S.A. of June 8th, 2009

"The General Meeting of Shareholders of LPP S.A., a joint stock company with its registered office in Gdańsk hereby resolves to amend the resolution

of the General Shareholders Meeting of LPP S.A. no. 18/2007 of June 29th, 2007 by adding an additional item (9) after item 8 before the last paragraph which shall have the following wording:

Irrespective of share allocation principles described above, the Management Board authorised by the Supervisory Board shall be entitled to allocate shares to employees or collaborators of Artman S.A. or, after the merger of LPP S.A. and Artman S.A. to former employees or collaborators of Artman S.A., who were entitled to Artman S.A. shares in compliance with incentive schemes adapted in Artman S.A., on condition that the total value of all LPP S.A. shares to be allocated to persons specified above, calculated on the basis of the share price as at the day of share allocation, shall not exceed PLN 5,000,000 (five-million PLN), in compliance with the principles described in this item.