

**Resolution No. 1**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the election of Chairperson of the Ordinary General Meeting**

**§ 1**

By virtue of Art. 409, § 1 of the Code of Commercial Companies, and § 36, Para. 2 of the Company's Articles of Association, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby elects Mr/Ms [●] to the position of the Chairperson of the Ordinary General Meeting.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 2**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the adoption of the agenda for the Ordinary General Meeting**

**§ 1**

The Ordinary General Meeting of Arteria Spółka Akcyjna hereby decides to adopt the following agenda for the meeting:

1. Opening of the General Meeting
2. Adoption of a resolution regarding election of the Chairperson of the Ordinary General Meeting.
3. Establishing the validity of the General Meeting and its authority to adopt resolutions.
4. Adoption of the agenda.
5. Appointment of a Returning Committee.

6. Review of the Company's financial statements for the reporting year ended 31 December 2009.
7. Review of the management report on operations in 2009.
8. Review of the Supervisory Board's reports on the examination and assessment of: the management report on operations in 2009, the Company's financial statements for the reporting year 2009 and the report on Management Board's proposal on profit distribution for the reporting year 2009.
9. Review of the Supervisory Board's reports: on its activities in 2009 and on the assessment of the Company in 2009.
10. Approval of the Company's financial statements for the reporting year ended 31 December 2009.
11. Approval of the management report on operations in 2009.
12. Review of the consolidated financial statements for the reporting year ended 31 December 2009.
13. Review of the report on the operations of the capital group for 2009.
14. Review of the Supervisory Board's reports on the examination and assessment of: consolidated financial statements for the reporting year ended 31 December 2009 and the management report on the operations of the capital group in 2009.
15. Approval of the consolidated financial statements for the reporting year ended 31 December 2009.
16. Approval of the report on the operations of the capital group for 2009.
17. Distribution of profit.
18. Acknowledgment of fulfilment of duties by Members of the Management Board
19. Acknowledgment of fulfilment of duties by Members of the Supervisory Board.
20. Changes to the composition of Supervisory Board.
21. Closing the Ordinary General Meeting of the Company.

## § 2

This Resolution shall become effective upon adoption hereof.

**Resolution No. 3**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the appointment of a returning committee**

The Ordinary General Meeting of Arteria Spółka Akcyjna hereby appoints a Returning Committee which shall be composed of as follows: [●].

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 4**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the approval of the Company's financial statements for the reporting**  
**year 2009**

**§ 1**

By virtue of Art. 393, Item 1 and Art. 395 § 2, Item 1 of the Code of Commercial Companies, Art. 45 and Art. 53 of the Accounting Act of 29 September 1994 (Dz. U. [Journal of Laws] 02.76.694), the Ordinary General Meeting of Arteria Spółka Akcyjna, having read “Management Report on Operations in 2009”, “Individual Financial Statements, as at and for the year ended, 31 December 2009”, “Certified Auditor’s Report and Opinion on the Company’s Financial Statements for the Reporting Year 1 January - 31 December 2009” and “Report of the Supervisory Board of Arteria S.A. on the Examination of the Management Report on Operations in 2009” and “Individual Financial Statements, as at and for the year ended, 31 December 2009” as well as “Management Board’s Proposal on Profit Distribution”, hereby approves “Individual Financial Statements as at, and for the year ended, 31 December 2009”, which comprise:

- (a) balance sheet as at 31 December 2009, which presents the total balance of assets, equity and liabilities in the amount of PLN 54170 thousand (in words: fifty-four million one hundred and seventy thousand) zlotys;
- (b) profit and loss account for the period 1 January - 31 December 2009, with a net profit of PLN 2158 thousand (in words: two million one hundred and fifty-eight thousand) zlotys;
- (c) statement of changes in equity for the reporting year 1 January – 31 December 2009, indicating an increase in equity of PLN 11618 thousand (in words: eleven million six hundred and eighteen thousand) zlotys;
- (d) cash flow statement for the reporting year 1 January – 31 December 2009, indicating a net cash inflow of PLN 246 thousand (two hundred and forty-six thousand) zlotys;
- (e) additional notes on the accounting principles adopted as well as other information.

## § 2

This Resolution shall become effective upon adoption hereof.

**Resolution No. 5**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the approval of the management report on operations in 2009**

## § 1

By virtue of Art. 393 Item 1 and Art. 395 § 2 Item 1 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna, having read “Management Report on Operations in 2009”, “Individual Financial Statements, as at and for the year ended, 31 December 2009”, “Certified Auditor’s Report and Opinion on the Company’s Financial Statements for the Reporting Year 1 January - 31 December 2009” as well as “Report of the Supervisory Board of Arteria S.A. on the Examination of the Management Report on Operations in 2009” and “the Company’s Financial Statements for the Reporting Year 1 January - 31 December 2009” as well as “Management Board’s

Proposal on Profit Distribution”, hereby approves “the Management Report on Operations in 2009”.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**Resolution No. 6  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa  
as of June 28, 2010  
concerning the approval of the Capital Group’s financial statements for the  
reporting year 2009**

**§ 1**

By virtue of Art. 55 and Art. 63c. Para. 4 of the Accounting Act of 29 September 1994 (Dz. U. [*Journal of Laws*] 02.76.694) as well as Art. 395 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna, having read “Management Report on Operations of the Capital Group in 2009”, “Consolidated Financial Statements of the Capital Group, as at and for the Year Ended, 31 December 2009”, “Certified Auditor’s Report and Opinion on the Consolidated Financial Statements for the Reporting Year 1 January - 31 December 2009”, hereby approves “the Consolidated Financial Statements of the Capital Group, as at and for the Year Ended 31 December 2009”, which comprise:

- (a) introductory notes to the consolidated financial statements;
- (b) consolidated balance sheet as at 31 December 2009, which presents the total balance of assets, equity and liabilities in the amount of PLN 82244 thousand (in words: eighty-two million two hundred and forty-four thousand) zlotys;
- (c) consolidated profit and loss account for the reporting year 1 January - 31 December 2009, with a net profit attributable to the company of PLN 4192 thousand (in words: four million one hundred and ninety-two thousand) zlotys;
- (d) consolidated statement of changes in equity for the reporting year 1 January – 31 December 2009, indicating an increase in equity of PLN 12617 thousand (in words: twelve million six hundred and seventeen thousand) zlotys;

- (e) consolidated cash flow statement for the reporting year 1 January – 31 December 2009, indicating a cash inflow of PLN 473 thousand (four hundred and seventy-three thousand) zlotys.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**Resolution No. 7  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa  
as of June 28, 2010  
concerning the approval of the management report on the operations of the capital  
group in 2009**

**§ 1**

By virtue of Art. 395 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna, having read “The Management Report on the Operations of the Capital Group in 2009”, “the Consolidated Financial Statements of the Capital Group, as at and for the Year Ended, 31 December 2009”, “Certified Auditor’s Report and Opinion on the Consolidated Financial Statements for the Reporting Year 1 January - 31 December 2009”, hereby approves “The Management Report on the Operations of the Capital Group in 2009”.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**Resolution No. 8**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**Concerning the distribution of the Company's profit generated in the reporting year**  
**2009**

**§ 1**

The Ordinary General Meeting of Arteria Spółka Akcyjna hereby resolves to allocate the net profit for the reporting year 2009, in the amount of PLN 2.158 thousand (in words: two million one hundred and fifty-eight thousand) zlotys to the Company's supplementary capital.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**Resolution No. 9**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the acknowledgment of the fulfilment of duties by Mr Wojciech**  
**Bieńkowski – President of the Management Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Wojciech Bieńkowski – President of the Management Board - in the reporting year 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 10**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the acknowledgment of the fulfilment of duties by Mr Riad Bekkar –**  
**Vice President of the Management Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Riad Bekkar – Vice President of the Management Board - during the reporting year 2009, i.e. during the period from 1 January – 13 February 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 11**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the acknowledgment of the fulfilment of duties by Mr Marcin Marzec –**  
**Vice President of the Management Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Marcin Marzec – Vice President of the Management Board - during the reporting year 2009, i.e. during the period from 22 January – 31 December 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 12**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the acknowledgment of the fulfilment of duties by Mr Grzegorz Grygiel**  
**– Member of the Management Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Grzegorz Grygiel – Member of the Management Board - during the reporting year 2009, i.e. during the period from 7 October – 31 December 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 13**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the acknowledgment of the fulfilment of duties by Mr Wojciech Glapa –**  
**Member of the Management Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Wojciech Glapa – Member of the Management Board - during the reporting year 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 14  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa  
as of June 28, 2010  
concerning the acknowledgment of the fulfilment of duties by Mr Wojciech Kąkol –  
Member of the Management Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Wojciech Kąkol – Member of the Management Board - during the reporting year 2009, i.e. during the period from 7 October – 31 December 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 15**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the acknowledgment of the fulfilment of duties by Mr Dariusz Stokowski**  
**– Chairman of the Supervisory Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Dariusz Stokowski – Chairman of the Supervisory Board - in the reporting year 2009

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 16**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning the acknowledgment of the fulfilment of duties by Mr Cezary Kubacki –**  
**Vice Chairman of the Supervisory Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Cezary Kubacki – Vice Chairman of the Supervisory Board - in the reporting year 2009

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 17  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa,  
as of June 28, 2010  
concerning the acknowledgment of the fulfilment of duties by Mr Ross Newens –  
Member of the Supervisory Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Ross Newens – Member of the Supervisory Board - during the reporting year 2009, i.e. from 1 January 2009 to 17 March 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 18  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa,  
as of June 28, 2010  
concerning the acknowledgment of the fulfilment of duties by Mr Piotr Kulikowski  
– Member of the Supervisory Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Piotr Kulikowski – Member of the Supervisory Board - during the reporting year 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 19  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa,  
as of June 28, 2010  
concerning the acknowledgment of the fulfilment of duties by Mr Grzegorz  
Leszczyński – Member of the Supervisory Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Grzegorz Leszczyński – Member of the Supervisory Board - during the reporting year 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 20  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa  
as of June 28, 2010  
concerning the acknowledgment of the fulfilment of duties by Mr Tomasz Filipiak –  
Member of the Supervisory Board - in the reporting year 2009**

**§ 1**

By virtue of Art. 395 § 2 Item 3 of the Code of Commercial Companies, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby acknowledges the fulfilment of duties by Mr Tomasz Filipiak – Member of the Supervisory Board - during the reporting year 2009, i.e. from 17 March 2009 to 31 December 2009.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 21  
of the Ordinary General Meeting of  
Arteria Spółka Akcyjna, with its registered office in Warszawa  
as of June 28, 2010  
concerning removal from the Company's Supervisory Board**

**§ 1**

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 20, Para. 1 of the Company's Articles of Association, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby removes Mr [ ● ] from the Company's Supervisory Board.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.

**Resolution No. 22**  
**of the Ordinary General Meeting of**  
**Arteria Spółka Akcyjna, with its registered office in Warszawa**  
**as of June 28, 2010**  
**concerning appointment to the Company's Supervisory Board**

**§ 1**

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 20, Para. 1 of the Company's Articles of Association, the Ordinary General Meeting of Arteria Spółka Akcyjna hereby appoints Mr [●] to serve on the Company's Supervisory Board for the remaining term of office.

**§ 2**

This Resolution shall become effective upon adoption hereof.

**§ 3**

This resolution was adopted in a secret ballot vote.