

Draft resolutions of the Ordinary General Meeting of Shareholders of ACTION S.A. scheduled for 20.04.2010

Resolution No. 1
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the appointment of the Chairman of the Shareholders Meeting.

According to article 409 § 1 of the Commercial Companies Code, the Ordinary General Shareholders Meeting resolves to elect as the Chairman of the General Shareholders meeting.

Resolution No. 2
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the adoption of the agenda of the meeting.

According to § 9 section 1 b) and section 2 of the Bylaws of the General Shareholders Meeting of ACTION Spółka Akcyjna - the Ordinary General Shareholders Meeting resolves to adopt the agenda of the meeting in the wording as presented in the announcement on convening the General Shareholders Meeting published on Company's website www.action.pl on 24.03.2010 and in current report No. .../2010 dated 24.03.2010.

Resolution No. 3
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the approval of the report of the Management Board from the activity of the Company for fiscal year 2008/2009

According to article 395 §1 and 2 section 1) of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("**the Company**") hereby adopts the following resolution:
The Ordinary General Shareholders Meeting hereby resolves to approve the report of the Management Board from the activity of the Company for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009.

Resolution No. 4
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the approval of the financial statements of the Company for fiscal year 2008/2009

According to article 395 §1 and 2 section 1) of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("**the Company**") hereby adopts the following resolution:
The Ordinary General Shareholders Meeting hereby resolves to approve the financial statements of the Company for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009.

Resolution No. 5
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the approval of the report of the Supervisory Board from the results of the assessment of the report of the Management Board, the financial statements, motion and information of the Management Board regarding the division of profit and assessment of the Company's situation and the operation of the Supervisory Board for fiscal year 2008/2009.

According to article 395 §1 and 5 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("the Company") hereby adopts the following resolution:

The Ordinary General Shareholders Meeting hereby resolves to approve the report of the Supervisory Board from the results of the assessment of the report of the Management Board, the financial statements, motion and information of the Management Board regarding the division of profit and assessment of the Company's situation and the operation of the Supervisory Board for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009.

Resolution No. 6
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the approval of the consolidated financial statements of ACTION S.A. Capital Group for fiscal year 2008/2009

According to article 395 §1 and 5 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("the Company") hereby adopts the following resolution:

The Ordinary General Shareholders Meeting hereby resolves to approve the consolidated financial statements of ACTION S.A. Capital Group for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009.

Resolution No. 7
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the approval of the report of the Management Board from the activity of ACTION S.A Capital Group for fiscal year 2008/2009

According to article 395 §1 and 5 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("the Company") hereby adopts the following resolution:

The Ordinary General Shareholders Meeting hereby resolves to approve the report of the Management Board from the activity of ACTION S.A. Capital Group for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009.

Resolution No. 8
of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the approval of the report of the Supervisory Board from the results of the assessment of the report of the Management Board, the consolidated financial statements, motion and information of the Management Board regarding the division of profit and assessment of ACTION S.A. Capital Group's situation for fiscal year 2008/2009.

According to article 395 §1 and 5 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("the Company") hereby adopts the following resolution:

The Ordinary General Shareholders Meeting hereby resolves to approve the report of the Supervisory Board from the results of the assessment of the report of the Management Board, the consolidated financial statements, motion and information of the Management Board regarding the division of profit and assessment of ACTION S.A. Capital Group's situation for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009.

Resolution No. 9

of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

regarding the division of the profit of the Company for fiscal year 2008/2009, determination of the dividend date and the dividend payment date.

According to article 395 §1 and 2 section 2) and article 348 §1 and 3 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("**the Company**") hereby adopts the following resolution:

1. Divide the Company's profit for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009 amounting to PLN 46,607,618.22 (in words: forty six million, six hundred and seven thousand, six hundred and eighteen 22/100 PLN) in the following manner:

- the amount of PLN 13,948.500 (in words: thirteen million, nine hundred and forty-eight thousand, five hundred PLN), i.e. the amount of PLN 0.85 (in words: eighty five grosz) per one share dedicated for the payment of the dividend for Company's shareholders,
- the amount of PLN 32,659,118.22 (in words: thirty two million, six hundred and fifty nine thousand, one hundred and eighteen 22/100 PLN) dedicated to supplementary capital.

2. Set the dividend date for 6 May 2010.

3. Set the dividend payment date for 21 May 2010.

Resolution No. 10

of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

in regard to discharging the Members of the Management Board from the fulfilment of duties for fiscal year 2008/2009.

According to article 395 §1 and 2 section 3) of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("the Company") hereby adopts the following resolution:

Discharge from the fulfilment of duties for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009:

- a. Piotr Bieliński holding during that period the function of the President of the Management Board;
- b. Kazimierz Lasecki holding during that period the function of the Vice-President of the Management Board;
- c. Edward Wojtysiak holding during that period the function of the Vice-President of the Management Board;

Resolution No. 11

of the Ordinary General Shareholders Meeting

of: ACTION Spółka Akcyjna
dated 20.04.2010

in regard to discharging the Members of the Supervisory Board from the fulfilment of duties for fiscal year 2007/2008.

According to article 395 §1 and 2 section 3) of the Commercial Companies Code, the Ordinary General Shareholders Meeting of ACTION S.A. ("the Company") hereby adopts the following resolution:

Discharge from the fulfilment of duties for fiscal year 2008/2009 covering the period from 1 August 2008 to 31 December 2009:

- a. Iwona Bocianowska, a Member of the Supervisory Board holding during that period the function of the Chairman of the Supervisory Board
- b. Łukasz Pawłowski, Independent Member of the Supervisory Board, holding during that period the function of the Vice-Chairman of the Supervisory Board;
- c. Joanna Wójcik, a Member of the Supervisory Board to 27.08.2008, holding during that period the function of a Secretary of the Supervisory Board;
- d. Rafał Antczak, Independent Member of the Supervisory Board;
- e. Piotr Kosmala, Member of the Supervisory Board;
- f. Marek Jakubowski, Member of the Supervisory Board from 10.10.2008.

Resolution No. 12

of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

**regarding the appointment of the Supervisory Board of ACTION S.A.
for the next term of the office**

According to article 385 §1 in relation to article 386 §2 and article 369 §1 of the Commercial Companies Code and § 12 section 1 and § 14 section 1 and 2 of Company's Charter, the Ordinary General Shareholders Meeting of ACTION S.A. ("**the Company**") hereby adopts the following resolution:

Appoint the Supervisory Board for the third term of the office covering the period from 20 July 2010 to 19 July 2013, by appointing the following individuals into the composition of the Supervisory Board:

1. – as an Independent Member of the Supervisory Board
2. – as an Independent Member of the Supervisory Board
3.
4.
5.

Resolution No. 13

of the Ordinary General Shareholders Meeting
of: ACTION Spółka Akcyjna
dated 20.04.2010

**regarding the appointment of the Chairman of the Supervisory Board of ACTION S.A.
for the next term of the office**

According to article 385 §1 of the Commercial Companies Code and 12 section 3 of the Charter of the Company, the Ordinary General Shareholders Meeting of ACTION S.A. ("**the Company**") hereby adopts the following resolution:

Appoint to the position of the Chairman of the Supervisory Board of the Company for the third term of the office covering the period from 20 July 2010 to 19 July 2013.