

**Draft resolutions for the Ordinary General Meeting of Shareholders of ACTION S.A. due to convene on 10 June 2015:**

**RESOLUTION No. 1**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna  
dated 10 June 2015

**on appointing the Chairperson of the Meeting**

Acting pursuant to Article 409 (1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders hereby resolves to appoint ..... as Chairperson of the General Meeting.

**RESOLUTION No. 2**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna  
dated 10 June 2015

**on adopting the agenda**

Acting pursuant to § 9 (1b) and (2) of the Rules of Procedure of the General Meeting of ACTION S.A. – the Ordinary General Meeting of Shareholders hereby resolves to adopt the agenda in the wording presented in the notice on convening the General Meeting published on the Company's website [www.action.pl](http://www.action.pl) on .....2015 and in current report No. .../2015 of ..... 2015.

**RESOLUTION No. 3**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna  
dated 10 June 2015

**on approving the Company's Management Report for the financial year 2014**

Acting pursuant to Article 395 (1) and (2) (1) of the Commercial Companies Code, the Ordinary General Meeting of ACTION S.A. ("**Company**") hereby resolves the following:

To approve the Management Report on the Company's operations for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014.

#### **RESOLUTION No. 4**

of the Ordinary General Meeting of the Shareholders of

the Company operating under the business name of ACTION Spółka Akcyjna

dated 10 June 2015

**on approving the Company's financial statements for the financial year 2014**

Acting pursuant to Article 395 (1) and (2) (1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To approve the Company's financial statements for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014.

#### **RESOLUTION No. 5**

of the Ordinary General Meeting of the Shareholders of

the Company operating under the business name of ACTION Spółka Akcyjna

dated 10 June 2015

**on approving the Supervisory Board's report on the results of the assessment of the Management Report, the financial statements, the Management Board's motion and information on the distribution of profit and assessment of the Company's standing for the financial year 2014**

Acting pursuant to Article 395 (1) and (5) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To approve the Supervisory Board's report on the results of the assessment of the Management Report, the financial statements, and the Management Board's motion and information on the distribution of profit and assessment of the Company's standing for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014.

**RESOLUTION No. 6**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna  
dated 10 June 2015

**on approving the consolidated financial statements of the ACTION S.A. Capital Group for the financial year 2014**

Acting pursuant to Article 395 (1) and (5) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To approve the consolidated financial statements of the ACTION S.A. Capital Group for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014.

**RESOLUTION No. 7**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna  
dated 10 June 2015

**on approving the Management Report for the ACTION S.A. Capital Group for the financial year 2014**

Acting pursuant to Article 395 (1) and (5) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To approve the Management Report on the operations of the ACTION S.A. Capital Group for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014.

**RESOLUTION No. 8**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna  
dated 10 June 2015

**on approving the Supervisory Board's report on the results of the assessment of the Management Report, consolidated financial statements, and the Management Board's motion and information on the distribution of profit and assessment of the ACTION S.A. Capital Group standing for the financial year 2014**

Acting pursuant to Article 395 (1) and (5) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To approve the Supervisory Board's report on the results of the assessment of the Management Report, consolidated financial statements, and the Management Board's motion and information on the distribution of profit and assessment of the ACTION S.A. Capital Group for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014.

#### **RESOLUTION No. 9**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna

dated 10 June 2015

#### **on the distribution of the Company's profit for the financial year 2014, and establishing the record date and the dividend payment date**

Acting pursuant to Article 395 (1) and (2) (2) as well as Article 348 (1) and (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

1. To approve the distribution of profit for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014 in the amount of PLN 69,502,888.18 (in words: sixty-nine million five hundred and two thousand eight hundred and eighty-eight zloty, eighteen groszy) so as to:
  - allocate the amount of PLN 16,610,000 (in words: sixteen million six hundred and ten thousand zloty), that is the amount of PLN 1 (in words: one zloty) per share, for the payment of dividend to the Company's Shareholders,
  - allocate the amount of PLN 52,892,888.18 (in words: fifty-two million eight hundred and ninety-two thousand eight hundred and eighty-eight zloty, eighteen groszy) for the supplementary capital.
2. To establish the record date as 18 June 2015.
3. To establish the dividend payment date as 3 July 2015.

#### **RESOLUTION No. 10**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna

dated 10 June 2015

#### **on acknowledging the fulfilment of duties by Management Board Members in financial year 2014**

Acting pursuant to Article 395 (1) and (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To acknowledge the fulfilment of duties during the financial year 2014 covering the period from 1 January 2014 to 31 December 2014 by:

- a. Piotr Bieliński, acting as President of the Management Board for this period;
- b. Edward Wojtysiak, acting as Vice-President of the Management Board for this period;
- c. Sławomir Harazin, acting as Vice-President of the Management Board for this period.

#### **RESOLUTION No. 11**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna

dated 10 June 2015

#### **on acknowledging the fulfilment of duties by Supervisory Board Members for the financial year 2014**

Acting pursuant to Article 395 (1) and (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To acknowledge the fulfilment of duties during the financial year 2014 covering the period from 1 January 2014 to 31 December 2014 by:

- a. Iwona Bocianowska, Member of the Supervisory Board acting as Chair of the Supervisory Board for this period;
- b. Karol Orzechowski, Independent Member of the Supervisory Board acting as Vice-Chair of the Supervisory Board for this period,
- c. Grażyna Łyko, Independent Member of the Supervisory Board, acting in the Supervisory Board for this period until 31 July 2014;
- d. Piotr Chajderowski, Independent Member of the Supervisory Board, acting in the Supervisory Board for this period until 1 August 2014;
- e. Marek Jakubowski, Member of the Supervisory Board, acting as Secretary of the Supervisory Board for this period;
- f. Piotr Kosmala, Member of the Supervisory Board.

#### **RESOLUTION No. 12**

of the Ordinary General Meeting of the Shareholders of  
the Company operating under the business name of ACTION Spółka Akcyjna

dated 10 June 2015

#### **on approving the appointment of a co-opted independent member of the Supervisory Board**

Acting pursuant to §12 (2) of the Articles of Association of ACTION S.A., the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

To approve the appointment of Piotr Chajderowski as a co-opted independent member of the Supervisory Board pursuant to Resolution No. 1 of the Company's Supervisory Board dated 24 July 2014.

**RESOLUTION No. 12\***

of the Ordinary General Meeting of the Shareholders of

the Company operating under the business name of ACTION Spółka Akcyjna

dated 10 June 2015

**on the appointment of a new independent member of the Company's Supervisory Board**

Acting pursuant to Article 385 (1) of the Commercial Companies Code, § 12 (1) and (2) as well as § 14 (1) and (2) of the Articles of Association of ACTION S.A., the Ordinary General Meeting of Shareholders of ACTION S.A. ("**Company**") hereby resolves the following:

1. Appoint ..... as an independent member of the Supervisory Board.
2. The resolution shall become effective on the date of its adoption.

\* the draft applies in the case of a refusal to approve the appointment of a co-opted independent member of the Supervisory Board