

Notice by the Management Board of HELIO S.A. with its registered office (premises) in Wyględy on convening the Annual General Meeting of Shareholders

HELIO S.A. with its registered office (premises) in Wyględy at the address: ul. Stołeczna 26, 05-083 Zaborów, entered into the register the District [First Instance] Court [Sąd Rejonowy] for the Warsaw capital city in Warsaw, XIV Economic Division of the National Court Register at number: KRS 0000262514; the entry into the register on 25 August 2006.

Date, time and place of the Annual General Meeting of Shareholders and detailed agenda

The Management Board of HELIO S.A. ("the Company"), acting in virtue of art. 399 § 1 and art. 395 of Commercial Companies Code convenes the Annual General Meeting of Shareholders (hereinafter referred to "the AGM") as of 20 December 2010, at 12:00 p.m. (noon) at the Company premises/headquarters in Wyględy at 26 Stołeczna Street.

Agenda:

1. Opening the debates of the Annual General Meeting of Shareholders.
2. Selection of Chair Person of the Annual General Meeting of Shareholders.
3. Statement of the proper convention of the Annual General Meeting of Shareholders and its capability to adopt resolutions.
4. Appointment of Inspectors.
5. Acceptance of the proposed agenda.
6. Presentation of:
 - a. the Company financial statement for the business/financial year 2009/2010 for the period from 1 July 2009 up till 30 June 2010.
 - b. the report of the Management Board on the Company's activity for the business year 2009/2010 for the period from 1 July 2009 up till 30 June 2010.
7. Adopting by the General Meeting resolutions on:
 - a. the approval of the Company financial statement for the business year 2009/2010 for the period from 1 July 2009 up till 30 June 2010,
 - b. the approval of the report of the Management Board on the Company's activity for the business year 2009/2010 for the period from 1 July 2009 up till 30 June 2010,
 - c. giving the vote of acceptance to the members of the Company Management Board for accomplishing their duties in the business year 2009/2010,
 - d. giving the vote of acceptance to the members of the Company Supervisory Board for accomplishing their duties in the business year 2009/2010,
 - e. way of division of net profit for the business year 2009/2010.
8. Closing the debates.

Acting by virtue of art. 402 § 2 the Commercial Companies Code, the Management Board of the Company hereby informs the shareholders on procedures, which will be applied in

connection with the Ordinary Meetings of Shareholders (OMS) with regard to participation in OMS and exercise a voting right:

Right of the shareholder to demand putting particular issues on the agenda of the Annual General Meeting of Shareholders

Upon the date of notice of convening AGM, the Company shareholder or shareholders representing at least one twentieths of the Company share capital are entitled to demand putting particular issues on the agenda of the AGM debates. Such demand of the Shareholder or the Shareholders after signing the agenda by an applicant or applicants submitting a demand, or by their plenipotentiaries or their representatives, ought to be submitted to the Management Board of the Company not later than twenty one days before the scheduled day of the meeting, i.e. up till 29 November 2010. Such demand is to include substantiation or a draft resolution relating to the proposed position of the agenda. Such demand can be submitted either in writing to the Company headquarters or in electronic form to the e-mail address: wz@helio.pl. The referred demand is to be attached a certificate (a deposit certificate), issued by an adequate entity proving holding by the Shareholder or the Shareholders of a part of the Company's initial capital (the position as of a day of demand), required to submit the above demand. Additionally, in case of the corporate Shareholder or Shareholders or who are legal persons or other ones, whose representation requires submission of adequate documents pursuant to the rules of their representation, it is required to attach to the above demand originals or copies acknowledged for conformity to the original of such documents. Obligation of attachment of documents, referred to above, relates also to a demand submitted both in a hard copy and in an electronic form, an appropriate for each of the forms (a hard copy or its scan in PDF format). The demand as a hard copy including a set of attachments is to be submitted with acknowledgement of submission to the Company's seat at the address: Wyględy, ul. Stołeczna 26, 05-083 Zaborów, or sent to the Company for acknowledgement of sending and acknowledgement of receipt to the above quoted address. The demand submitted to the Company in electronic way in an electronic form must be submitted to the e-mail address: wz@helio.pl.

The appropriate time of submission of the above demand will be proved by a date of its coming into the Company, and in case of use of an electronic way, a date of placing the above demand in the electronic mail system of the Company. The Company may undertake means of actions proportional to the aim purposing identification of the Shareholder or the Shareholders as well as verification of importance of the documents submitted.

The Management Board promptly, however not later than eighteen days before the scheduled date of the AGM, i.e. not later than up till 02 December 2010, on the web site as well as in a way determined for communication on current information in compliance with the regulations binding public companies, will notify on changes on the agenda introduced for the shareholders' demand.

Shareholders right to propose draft resolutions concerning issues put on the agenda of general meeting of shareholders or issues to be put on the agenda before date of general meeting of shareholders

Before the date of the AGM, the Company shareholder or shareholders representing at least one twentieths of the Company share capital can submit in writing form to the Company premises, or by use of electronic means of communication (above mentioned e-mail address: wz@helio.pl) draft resolutions concerning the issues put on the agenda of the AGM debates, or the issues to be put on the agenda. The demand of the Shareholder or the Shareholders including application of his/her/its/their drafts of resolutions after its signing by the applicant or the applicants, or their plenipotentiaries or representatives, should be submitted in writing form (conversion of writing form into an electronic form and submission of it through an electronic way is permissible). The above drafts of resolutions must be submitted to the Company not later than 24 hours before the date of the General Meeting of Shareholders, as they are necessarily be announced by the Company on the website. The Shareholder or the Shareholders applying his/her/its/their drafts of resolutions relating to the issues introduced to the agenda of the General Meeting of Shareholders, or the issues which are to be introduced to the agenda of the General Meeting of Shareholders before the date of the General Meeting of Shareholders, must attach to the above demand a certificate (a deposit certificate), issued by an adequate entity proving holding by the Shareholder or the Shareholders of a part of the Company's initial capital (the position as of a day of demand), required to submit the above demand. Additionally, in case of the corporate Shareholder or Shareholders or who are legal persons or other ones, whose representation requires submission of adequate documents pursuant to the rules of their representation, it is required to attach to the above demand originals or copies acknowledged for conformity to the original of such documents. Obligation of attachment of documents, referred to above, relates also to a demand submitted both in a hard copy and in an electronic form, an appropriate for each of the forms (a hard copy or its scan in PDF format). The demand as a hard copy including a set of attachments is to be submitted with acknowledgement of submission to the Company's seat at the address: Wyględy, ul. Stołeczna 26, 05-083 Zaborów, or sent to the Company for acknowledgement of sending and acknowledgement of receipt to the above quoted address. The demand submitted to the Company in electronic way in an electronic form must be submitted to the e-mail address: wz@helio.pl.

The appropriate time of submission of the above demand will be proved by a date of its coming into the Company, and in case of use of an electronic way, a date of placing the above demand in the electronic mail system of the Company. The Company may undertake means of actions proportional to the aim purposing identification of the Shareholder or the Shareholders as well as verification of importance of the documents submitted. The Company will promptly announce the drafts of resolutions on the website as well as in a way stipulated to announce current information in compliance with the regulations binding for public companies.

Shareholders right to propose draft resolutions concerning issues put on the agenda at the general meeting of shareholders

Each of the shareholders may at the AGM propose draft resolutions concerning the issues put on the agenda. Draft resolutions as well as applications bringing to changes in draft resolutions submitted in duration of the Ordinary Meeting of Shareholders should be

formulated in writing and justified in a manner enabling the shareholders to undertake decisions with reasonable recognition. The referred drafts are to be submitted separately for each resolution draft and application bringing to changes in propose draft resolution, providing a name and a surname or an entity (a name) of the shareholder, to the Chairperson of General Meeting of Shareholders.

Exercise of voting rights by plenipotentiary

The shareholder who is an individual may participate in the Annual General Meeting of Shareholders and exercise voting right personally or by a plenipotentiary.

The shareholder who is not an individual may participate in the Annual General Meeting of Shareholders and exercise voting right by a person authorized to make statements of will in such shareholder's behalf or by a plenipotentiary.

The shareholder may neither personally nor by a plenipotentiary vote at adopting resolutions concerning his/her/its responsibility towards the Company for any reason, including giving the vote of acceptance, discharging from the liability against the Company or a dispute between such shareholder and the Company. The shareholder may vote as a plenipotentiary at adoption of resolutions concerning his/her/its person referred to in the earlier sentence. A plenipotentiary exercises any rights of the shareholders at the AGM, unless the contents of the power of attorney set forth otherwise. A plenipotentiary may grant a further power of attorney, if it is proved by contents of the power of attorney. A plenipotentiary may represent more than one shareholder and vote differentially regarding shares of each shareholders.

Member of the Management Board of the Company and an employee of the Company may become plenipotentiaries of the shareholders at the Annual General Meeting of Shareholders.

If a plenipotentiary at the Annual General Meeting of Shareholders is a member of the Management Board of the Company, a member of the Supervisory Board of the Company, a liquidator, an employee or a member of authorities or an employee of a company (subsidiary) dependant on HELIO S.A., a power of attorney may authorize to representation merely at one general meeting of shareholders. A plenipotentiary is obliged to disclose the shareholder circumstances indicating occurrence of a clash of interests. In such case granting further power of attorney is excluded.

A power of attorney shall be granted, under clause of nullity, in writing and attached to a minute record of the Annual General Meeting of Shareholders, or granted electronically. A form including an example of a power of attorney provided at the end of the present notice is available from a day of publishing hereof on the Company's web site, in section of Investor Relations (General Meeting).

A power of attorney to participate in the AGM and exercise voting right shall require to be granted in writing or in an electronic form by delivery of such power of attorney to the e-mail address: wz@helio.pl. Granting power of attorney in electronic form shall not require attach a safe electronic signature verified by the use of a valid qualified certificate. Power of attorney in an electronic form shall be draw up in a separate

document signed by the shareholder or a person authorized to representation of the shareholder, delivered as an annex in the PDF format to the e-mail address: wz@helio.pl. Obligatory, an electronic power of attorney accompanied with documents acknowledging authorization of a particular shareholder to participate in the AGM, as well as appropriate documents (a current excerpt from relevant register) proving the right of a person signing such power of attorney to represent the shareholder who is not an individual, shall be delivered. Information on granting power of attorney shall include precise designation of a plenipotentiary and a mandatory (including a name, a surname, address, telephone number and address of electronic e-mail of both parties). Information on granting a power of attorney shall also include the scope of such power of attorney, i.e. indicate number of shares for which the voting right will be exercised as well as a date and name of general meeting of shareholders of the Company, where the referred rights will be exercised. Any consequences regarding incorrect drawing up of power of attorney as well as the risk resulting from the use of means of electronic communication referring to the scope in concern shall be borne by a mandatory.

Verification of validity of the granted power of attorneys will be carried out by the Company through:

- check of completeness of documents of the granted power of attorney, particularly in cases of repeated power of attorneys,
- verification of correctness of data written down on a form and comparison of such data with information included in a list of persons authorized for participation in the General Meeting of Shareholders,
- acknowledgement of conformity of qualifications of persons granting power of attorney in behalf of legal persons/corporate to the position provided in appropriate excerpts or copies of documents proving a way of representation of a given legal person/a corporate,
- acknowledgement of data and at the same time identification of the Shareholder or Shareholders through electronic mail or by phone in case having such communication contact, and in the event of occurrence of any uncertainties with regard to validity, correctness and authenticity of the documents submitted.

The Company reserves the right for the lack of response to questions at verification to deem such case as lack of opportune verification of a power of attorney having granted, as well as the base to reject admission for a plenipotentiary to participate in the Annual General Meeting of Shareholders. Taking the above into consideration a power of attorney submitted electronically must be delivered to the above e-mail address at the very latest two hours before commencement of the AGM (i.e. to be in the receiving folder of HELIO S.A.). Power of attorney granted in an electronic way can be submitted/delivered to the Company merely from the e-mail address of a given shareholder, verified and confirmed, with regard to his/her/its attributes, in person by the shareholder in the Company's seat, or confirmed by the shareholder before a notary public in a proper deed, whose copy is to be submitted to the Company. In the event submission/delivery to the Company of the power of attorney in an electronic form from not verified address and conformed in person by the shareholder, such power of attorney must be attached with copies of identity cards (two-sides) of the shareholder and the plenipotentiary, and in case of a shareholder who is a legal person, copies of documents defining a way of such legal person's representation and copies of identity cards (two-sides) of persons authorized to such legal person's representation as well as a copy of an identity card (two-sides) of a plenipotentiary.

The right to represent the shareholder who is not an individual shall be proved with an excerpt from an appropriate register (submitted in original or as a copy authenticated for its conformity with an original by a notary public) provided at drawing up a list of attendants, or possibly as a series of powers of attorney. A person or persons granting a power of attorney in behalf of the shareholder who is not an individual shall be provided in a current excerpt form a register appropriate for a particular shareholder.

Forms referred to in art. 402² item 2 let. d of the Commercial Companies Code are available on the Company's web site www.helio.pl in a section of Investor Relations in a folder: General Meeting from a day of convening the AGM. A plenipotentiary votes in compliance with guidelines given by the shareholder. HELIO S.A. is not obliged to verify whether plenipotentiaries exercise voting right pursuant to guidelines given them from their mandators being shareholders, including the ones provided in the above forms.

Way of voicing at Annual /Ordinary General Meeting of Shareholders with the use of means of electronic communication

The Company does not foresee a possibility to voice at the Annual General Meeting of Shareholders with the use of means of electronic communication.

Method of exercising voting rights by correspondence or with the use of means of electronic communication

The Company does not foresee a possibility to exercise voting rights by correspondence or with the use of means of electronic communication.

Registration date of participation in the Annual /Ordinary General Meeting of Shareholders

The date for registration of participation in the Annual General Meeting of Shareholders falls on sixteen days before the date of the Ordinary Meeting of Shareholders, i.e. on 04th December 2010 ("Registration Date").

Information on the right of participation in the Annual General Meeting of Shareholders

The only persons vested the right of participation in the Annual General Meeting of Shareholders shall be the shareholders of the Company on a Registration Date.

The persons authorized due to registered shares and temporary certificates as well as pledges and users who are vested the voting rights shall be right to participate in the Annual General Meeting of Shareholders, if they are entered into the stock ledger on

Registration Date.

For the person's demand entitled due to dematerialized bearer shares of the Company submitted not earlier than after the notice on convening the Annual General Meeting of Shareholders and not later than on the first weekday after Registration Date, an entity keeping a securities account can issue a registered certificate on the right of participation in the General Meeting of Shareholders. Pursuant to the will of the shareholder, the contents of such certificate are to indicate a part or all shares registered on such shareholder's securities account.

The Company hereby calls the attention to the only persons who will be authorized to participate in the Annual General Meeting of Shareholders, it means who:

a) are the shareholders of the Company on Registration Date, i.e. on 04 December 2010.

and

b) applied not earlier than after the notice of convening the Annual General Meeting of Shareholders as well as not later than on the first weekday after Registration Date to an entity keeping their securities account for issue of a registered certificate on the right of participation in the General Meeting of Shareholders.

The roll of authorized persons from bearer shares to participate in the Annual General Meeting of Shareholders are determined on the base of the list elaborated by the entity holding the deposit of securities (KDPW S.A.) pursuant to the regulations relating to turnover of financial instruments. The entity holding the deposit of securities (KDPW S.A.) elaborates the roll basing on specifications submitted not later than twelve days before a date of the Ordinary Meeting of Shareholders by entities authorized to that by virtue of the regulations relating to turnover of financial instruments (Brokerage Houses). The base to elaborate the specifications delivered to the entity holding the deposit of securities (KDPW S.A.) is constituted by certificates on the right to participate in the Company's OMS issued by entities authorized to that by virtue of the regulations relating to turnover of financial instruments (Brokerage Houses).

The roll of the shareholders authorized to participate in the Annual General Meeting of Shareholders will be provided in the Company's headquarters at the address: Wyględy, ul. Stołeczna 26, 05-083 Zaborów, between hours: 9:00 a.m. - 04:00 p.m., 3 weekdays before holding the General Meeting of Shareholders, i.e. between 15 and 17 December 2010.

The shareholder of the Company, giving his/her/its e-mail address, can request to obtain to such e-mail address, free of charge, the roll of the shareholders authorized to participate in the Annual General Meeting of Shareholders. The Company may demand documentary proof that the Shareholder submitting the referred request is really the Shareholder on a day of submission of the above request, if he/she/it is not included in the roll of the Shareholders authorized to participate in the General Meeting.

In order the Annual General Meeting of Shareholders is commenced timely, registration formalities regarding participation will be started on 20 December 2010 at 11:00 am. For purpose of registration, the Shareholders are to have about them a document ascertaining their identity, and in case of shareholders' plenipotentiaries, they are to

have beside a document ascertaining their identity, a document confirming full powers of the plenipotentiary to appear in behalf of the shareholder, or to represent the shareholder, unless such document was earlier submitted to the Company in a form stipulated by the legal regulations (as a hard copy or in an electronic form).

Access to the documentation for the Annual General Meeting of Shareholders

The documentation to be presented to the Annual General Meeting of Shareholders including draft resolutions will be provided on the Company web site www.helio.pl from a date of convening the Annual General Meeting of Shareholders, by virtue of art. 402³ § 1 of the Commercial Companies Code.

Comments by the Management Board of the Company or by the Supervisory Board of the Company on issues covered by the agenda of the Annual General Meeting of Shareholders or upon issues to be introduced in to the agenda of debates before the date of the Annual General Meeting of Shareholders will be available on the Company's web site as soon as they have been prepared.

Information relating to the Annual General Meeting of Shareholders is available on the web site: www.helio.pl in a section of Investor Relations in a folder: General Meeting.

Electronic communication between the shareholders and the Company

Within bounds provided with the regulations of the Commercial Companies Code as well as the present notification, the shareholders are able to communicate with the Company by use of electronic means of communication. Communication between the shareholders and the Company in electronic form is effected with use of the e-mail address: wz@helio.pl. Use of electronic form of communication with the Company is for the shareholders' risk. Documents submitted by the shareholders in electronic form, which in origin are prepared in a language different than the Polish language, are to be accompanied in delivery by the shareholder with translation into the Polish language made by a legal and court (sworn) translator. Any documents submitted by the shareholder to the Company shall be submitted in a form of an original scanned, separately formulated document, signed by persons authorized, determined in PDF format.

Supplementary information connected with convening the Ordinary Meeting of Shareholders

In compliance with the Regulations of the General Meeting of HELIO S.A. Company, representatives of media, who intend to be present at the General Meeting, should not later than two working days before the determined date of the meeting, i.e. till the end of a day of 15th December 2010, to move to the Company for accreditation. The moving for is to be in a writing form or as an e'mail.

[place, date]

PEŁNOMOCNICTWO

Ja [name and surname] legitymujący się dokumentem tożsamości nr [document no.] / [name of a legal entity] niniejszym udzielam/y Pani/Panu [name and surname] legitymującej/emu się dokumentem tożsamości nr [document no.] pełnomocnictwa do uczestniczenia oraz wykonywania prawa głosu z posiadanych [by me / by (name of a legal entity)] [number of the shares for which the voting rights will be exercised] akcji HELIO Spółki Akcyjnej (Joint Stock Company) na Zwyczajnym Walnym Zgromadzeniu HELIO S.A. zwołanym na dzień 20 grudnia 2010 r.

Signature

[*personal seal for individual/corporate seal for legal entity]

_____, dnia _____ roku
(place) (date)

ZAWIADOMIENIE O UDZIELENIU PEŁNOMOCNICTWA W POSTACI ELEKTRONICZNEJ DLA OSOBY PRAWNEJ /EXEMPLAR/

Akcjonariusz dokonujący zawiadomienia:

(it is to write down data, which in straightforward way identify the Shareholder and contact data in a form of e-mail address and telephone number for communication)

(name)

(address data, post code, place, country)

(registration data: court, division, no of National Court Register [KRS], Regon statistical identification number)

(contact data: e-mail, telephone)

posiadający _____^{*1} akcji HELIO S.A. zapisanych na rachunku
(number of shares)
papierów wartościowych w _____^{*2}
(name of institution which keeps the account)
uprawniających do wykonywania _____ głosów na Walnym Zgromadzeniu
(number of votes)
HELIO S.A.

Informuję, że w dniu _____ roku zostało udzielone pełnomocnictwo
(date)
w postaci elektronicznej _____ legitymującemu/jej się
(name and surname)
nr _____
(name of a document) (name of a document)

do reprezentowania Akcjonariusza i właściciela wymienionych powyżej akcji HELIO S.A.

na Walnym Zgromadzeniu wymienionej Spółki zwołanym na dzień 20 grudnia 2010 roku poprzez uczestniczenie w tymże Walnym Zgromadzeniu i wykonywaniu w imieniu Akcjonariusza prawa głosu ze wszystkich wymienionych powyżej akcji.

* zawiadomienie jest równoznaczne z udzieleniem pełnomocnictwa osobie wymienionej wyżej

(signatures of persons authorized to representation of the Shareholder)

* do zawiadomienia dołączam udzielone pełnomocnictwo w postaci pliku informatycznego

Do zawiadomienia dołączam dokumenty, które są wymagane do przedłożenia tytułem weryfikacji uprawnienia do reprezentacji Akcjonariusza w postaci plików PDF.

*1 Jeżeli Akcjonariusz posiada akcje zapisane na więcej niż jednym rachunku papierów wartościowych i ustanawia oddzielnych Pełnomocników do wykonywania praw z akcji zapisanych na każdym z rachunków, należy wpisać ilość akcji z danego rachunku papierów wartościowych.

*2 Wypełnić jeśli Akcjonariusz posiada akcje zapisane na więcej niż jednym rachunku papierów wartościowych i ustanawia oddzielnych pełnomocników do wykonywania praw z akcji zapisanych na każdym z rachunków.

* Należy zaznaczyć właściwe pole

_____, dnia _____ roku
(place) (date)

**ZAWIADOMIENIE O UDZIELENIU PEŁNOMOCNICTWA W POSTACI ELEKTRONICZNEJ
DLA OSOBY FIZYCZNEJ
/EXEMPLAR/**

Akcjonariusz dokonujący zawiadomienia:

(it is to write down data, which in straightforward way identify the Shareholder and contact data in a form of e-mail address and telephone number for communication)

(name and surname)

(address data, post code, place, country)

(data for communication: e-mail, telephone)

posiadający _____^{*1} akcji HELIO S.A. zapisanych na rachunku
(number of shares)
papierów wartościowych w _____^{*2}
(name of institution which keeps the account)
uprawniających do wykonywania _____ głosów na Walnym Zgromadzeniu
(number of votes)
HELIO S.A.

Informuję, że w dniu _____ roku zostało udzielone pełnomocnictwo
(date)
w postaci elektronicznej _____ legitymującemu/jej się
(name and surname)
nr _____
(document date) (document number)

do reprezentowania mnie jako Akcjonariusza i właściciela wymienionych powyżej akcji HELIO S.A.

na Walnym Zgromadzeniu wymienionej Spółki zwołanym na dzień 20 grudnia 2010 roku poprzez uczestniczenie w moim imieniu w tymże Walnym Zgromadzeniu i wykonywaniu w moim imieniu prawa głosu ze wszystkich wymienionych powyżej akcji wymienionej Spółki.

* zawiadomienie jest równoznaczne z udzieleniem pełnomocnictwa osobie wymienionej wyżej

(Shareholder's signature)

* do zawiadomienia dołączam udzielone pełnomocnictwo w postaci pliku PDF

*1 Jeżeli Akcjonariusz posiada akcje zapisane na więcej niż jednym rachunku papierów wartościowych i ustanawia oddzielnych Pełnomocników do wykonywania praw z akcji zapisanych na każdym z rachunków, należy wpisać ilość akcji z danego rachunku papierów wartościowych.

*2 Wypełnić jeśli Akcjonariusz posiada akcje zapisane na więcej niż jednym rachunku papierów wartościowych i ustanawia oddzielnych pełnomocników do wykonywania praw z akcji zapisanych na każdym z rachunków.

* Należy zaznaczyć właściwe pole