

**The resolutions to be voted at the Ordinary General Meeting of shareholders of HELIO S.A. on 18 December 2009**

**Regulation No. 1/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
on appointing the Chairman of the General Meeting

The Ordinary General Meeting of Shareholders of HELIO S.A. hereby appoints \_\_\_\_\_ as the Chairman of the General Meeting

*Substitution: the resolution of an ordering nature.*

**Regulation No. 2/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
in regard to appointing the Scrutiny Commission

The Ordinary General Meeting of Shareholders of HELIO S.A. hereby appoints the Scrutiny Commission in the following personal composition:

- 1) \_\_\_\_\_,
- 2) \_\_\_\_\_.

*Substitution: the resolution of an ordering nature.*

**Regulation No. 3/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
on acceptance of the agenda

The Annual General Meeting of Shareholders of HELIO S.A. makes a decision on acceptance of the agenda proposed by the Management Board of the Company proposed in the notice on convening.

*Substitution: the resolution of an ordering nature.*

**Regulation No. 4/12/2009**  
of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
the approval of the Company financial statement for the business year  
2008/2009 for the period from 1 July 2008 up till 30 June 2009

§ 1.

Acting by virtue of art. 395 § 2 item 1 of the Commercial Companies Code and art. 53 of the Polish Accounting Act, the Annual General Meeting of Shareholders of HELIO S.A. approves the Company financial statement for the business year 2008/2009 for the period from 1 July 2008 up till 30 June 2009, which is composed of:

- the preface to the financial statement,
- the balance sheet prepared as of 30 June 2009, which closes the assets and liabilities with a sum of PLN thousand 34 006 (say: thirty four million six thousand Polish zlotys),
- the profit and loss statement for the business year from 01 July 2008 up to 30 June 2009 disclosing the net profit amounting to PLN thousand 5 702 (say: five million seven hundred and two thousand Polish zlotys),
- the specification of changes in the equity for the business year from 01 July 2008 up to 30 June 2009 disclosing the increase of the equity by the amount of PLN thousand 5 702 (say: five million seven hundred and two thousand Polish zlotys),
- the cash flow statement the business year from 01 July 2008 up to 30 June 2009 disclosing the increase of cash (pecuniary means) by the amount of PLN thousand 2 834 (say: two million eight hundred and thirty four thousand Polish zlotys),
- the supplementary information and explanations including the opinion by the expert auditor and the *report supplementing the opinion* for the audit of the financial statement.

§ 2.

The Resolution becomes effective on a day of adoption.

*Substitution: a typical resolution for the course of debate of the Annual General Meeting of Shareholders.*

**Regulation No. 5/12/2009**  
of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
in regard to approval of the statement of the Management Board on the  
Company's activity in the business year 2008/2009 from 1 July 2008  
to 30 June 2009

§ 1

Pursuant to Article 395 §. 2 pt. 1 of the Polish Commercial Companies Code the Ordinary General Meeting of Shareholders of HELIO S.A. hereby approves the

report on the Company's activity for the business year 2008/2009 from 1 July 2008 to 30 June 2009.

§ 2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General Meeting of Shareholders.*

**Regulation No. 6/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to granting exoneration to the President of the Management Board of HELIO S.A. for the performance of his duties during the business year 2008/2009

§1

Pursuant to Article 395 §. 2 pt. 3 of the Polish Commercial Companies Code the Ordinary General Meeting of Shareholders of HELIO S.A. hereby grants exoneration to Mr. Leszek Wąsowicz, the President of the Company's Management Board, for the performance of his duties during the business year 2008/2009.

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General Meeting of Shareholders.*

**Regulation No. 7/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to granting exoneration to the Vice-President of the Management Board of HELIO S.A. for the performance of his duties during the business year 2008/2009

§1

Pursuant to Article 395 §. 2 pt. 3 of the Polish Commercial Companies Code the Ordinary General Meeting of Shareholders of HELIO S.A. hereby grants exoneration to Mrs. Justyna Wąsowicz, the Vice-President of the Company's Management Board, for the performance of her duties during the business year 2008/2009.

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General Meeting of Shareholders.*

**Regulation No. 8/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to granting exoneration to the Chairman of the Supervisory Board of HELIO S.A. for the performance of his duties during the business year 2008/2009

§1

Pursuant to Article 395 §. 2 pt. 3 of the Polish Commercial Companies Code the Ordinary General Meeting of Shareholders of HELIO S.A. hereby grants exoneration to Mr. Jacek Kosiński, the Chairman of the Company's Supervisory Board, for the performance of his duties during the business year 2008/2009

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General Meeting of Shareholders.*

**Regulation No. 9/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to granting exoneration to the Vice-Chairman of the Supervisory Board of HELIO S.A. for the performance of his duties during the business year 2008/2009

§1

Pursuant to Article 395 §. 2 pt. 3 of the Polish Commercial Companies Code the Ordinary General Meeting of Shareholders of HELIO S.A. hereby grants exoneration to Mr. Adam Wąsowicz, the Vice-Chairman of the Company's Supervisory Board, for the performance of his duties during the business year 2008/2009.

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General Meeting of Shareholders.*

**Regulation No. 10/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to granting exoneration to the Member of the Supervisory Board of  
HELIO S.A. for the performance of his duties during the business year 2008/2009

§1

Pursuant to Article 395 §. 2 pt. 3 of the Polish Commercial Companies Code the  
Ordinary General Meeting of Shareholders of HELIO S.A. hereby grants  
exoneration to Mrs. Irena Gałan-Stelmaszczuk, the Member of the Company's  
Supervisory Board, for the performance of her duties during the business year  
2008/2009.

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General  
Meeting of Shareholders.*

**Regulation No. 11/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to granting exoneration to the Member of the Supervisory Board of  
HELIO S.A. for the performance of his duties during the business year 2008/2009

§1

Pursuant to Article 395 §. 2 pt. 3 of the Polish Commercial Companies Code the  
Ordinary General Meeting of Shareholders of HELIO S.A. hereby grants  
exoneration to Mrs. Magdalena Kačka, the Member of the Company's Supervisory  
Board, for the performance of her duties during the business year 2008/2009.

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General  
Meeting of Shareholders.*

**Regulation No. 12/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to granting exoneration to the Member of the Supervisory Board of  
HELIO S.A. for the performance of his duties during the business year 2008/2009

§1

Pursuant to Article 395 §. 2 pt. 3 of the Polish Commercial Companies Code the  
Ordinary General Meeting of Shareholders of HELIO S.A. hereby grants  
exoneration to Mr. Radosław Turski, the Member of the Company's Supervisory  
Board, for the performance of her duties during the business year 2008/2009.

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General  
Meeting of Shareholders.*

**Regulation No. 13/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

in regard to the method of distribution of the net profit of the Company for the  
business year 2008/2009

§ 1

Net profit of the Company for the business year 2008/2009 from 1 July 2008 to  
30 June 2009 amounting to PLN 5,701,757.65 (say: five million seven hundred  
and one thousand seven hundred and fifty seven Polish złotych sixty five  
groshes) shall be reserved in total for the supplementary capital of the  
Company.

§2

This resolution shall come into force on the day it has been passed.

*Substitution: a typical resolution for the course of debate of the Annual General  
Meeting of Shareholders.*

**Resolution No. 14/12/2009**  
of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
on amendment to the Company Statutes

Acting by virtue of art. 430 § 1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of HELIO S.A. adopts, as follows:

§ 1.

The following changes are decided to the Company Statutes:

1. § 5 sec. 1 of the Company Statutes is amended by crossing out its hitherto contents and determining the following wording:

"The Company business activity by the Polish Classification of Business Activity is as follows:

- (1) Manufacture of foodstuffs products (PKD 10);
- (2) Wholesale trade, except motor vehicles (PKD 46);
- (3) Retail trade, except motor vehicles (PKD 47);
- (4) Agriculture, animal husbandry, hunting, except service activities, (PKD 01);
- (5) Manufacture of beverages (PKD 11);
- (6) Printing and reproduction of recorded data carriers (PKD 18);
- (7) Manufacture of rubber and plastic products (PKD 22);
- (8) Manufacture of computers, electronic and optical products (PKD 26);
- (9) Manufacture of electrical equipment (PKD 27);
- (10) Manufacture of machines and equipment, not elsewhere classified (PKD 28);
- (11) Other manufacture of products (PKD 32);
- (12) Repair, maintenance and installation of machines and equipment (PKD 33);
- (13) Electricity, gas, steam and hot water and air purposed for air-conditioning systems generation and supply (PKD 35);
- (14) Collection, purification and distribution of water (PKD 36);
- (15) Waster disposal and treatment (PKD 37);
- (16) Activity connected with collection, treatment and utilization of waste; waste recycling (PKD 38);
- (17) Activity connected with recultivation and other service activities connected with waste disposal (PKD 39);
- (18) Land transport and piping (PKD 49);
- (19) Storage and service activities supporting transport (PKD 52);
- (20) Accommodation (Lodgings) (PKD 55);
- (21) Service activity connected with catering (PKD 56);
- (22) Publishing activities (PKD 58);
- (23) Activities connected with film production, video recording, television programmes, sound and music recordings (PKD 59);
- (24) Activity connected with software and consultancy within computer science and related activity (PKD 62);
- (25) Service activity within information (PKD 63);
- (26) Activity connected with real estate market service (PKD 68);
- (27) Scientific researches and development works (PKD 72);
- (28) Advertisement, market research and public opinion (PKD 73);
- (29) Other professional, research and technical activities (PKD 74);

- (30) Renting/hire and tenancy (PKD 77);
- (31) Activity connected with recruitment (PKD 78);
- (32) Service activity connected with cleaning in buildings and greenery management (PKD 81);
- (33) Activity connected with administration service for offices and other activity supporting to run economic activity (PKD 82);
- (34) Education (PKD 85);
- (35) Health service (PKD 86);
- (36) Social service without accommodation (PKD 88);
- (37) Creative activity connected with culture and entertainment (PKD 90);
- (38) Sporting, cultural and recreation activities (PKD 93);
- (39) Activities of membership organizations (PKD 94);
- (40) Repair and maintenance of computers and articles of personal and household type (PKD 95);
- (41) Other individual service activity (PKD 96)."

2. § 13 of the Company Statutes is changed by adding section 4 determined with the following wording:

"Should membership in the Supervisory Board be terminated as a result of resignation or random reasons, the Supervisory Board can co-opt a new member of the Board for the referred place. A co-opted member of the Supervisory Board shall make a declaration in writing form on granting such member consent for participation in the Supervisory Board as well as on meeting the criteria set forth in art. 18 of the Commercial Companies Code. The nearest General Meeting of Shareholders shall approve the provided co-option in a form of a resolution."

3. § 16 sec. 2 of the Company Statutes is amended by crossing out its hitherto contents and determining the following wording:

"Sessions of the Supervisory Board shall take place on as needed basis, pursuant to commonly binding regulations of the law."

4. § 17 of the Company Statutes is amended by crossing out its hitherto contents and determining the following wording:

"1. General Meeting of Shareholders shall be convened as ordinary (annual) or extraordinary.

2. The Annual (ordinary) General Meetings of Shareholders ought to be convened within 6 (six) months after the end of any financial year.

3. Convention of General Meetings of Shareholders by bodies or persons authorized by virtue of the regulations of law, as well as decision on agenda of debates shall be made in compliance with the regulations included in the Commercial Companies Code and special regulations.

4. General Meeting of Shareholders shall adopt its regulations."

## § 2.

The final text of the Company Statutes covering the changes referred to in §1 of the determined wording constituting Annex No. 1 to the present Resolution.



§ 3.

The Resolution becomes effective on a day of its adoption.

*Substitution: The resolution is adopted in connection with the regulations of the Commercial Companies Code of 5 December 2008 (Journal of Laws: Dz.U. of 2009 No. 13, pos. 69), modification of the Polish Classification of Business Activity carried out in the Ordinance of the Cabinet of 24 December 2007 concerning Polish Classification of Business Activity (PKD – acronym of the Polish name) (Journal of Laws: Dz.U. of 2007 No. 251, pos. 1885), as well as intention to improve the regulations relating to the Supervisory Board activity, among other things due to admittance of co-option procedure as well as limitation of statutes records describing functioning of the Supervisory Board in details regarding the scope sufficiently governed by the Commercial Companies Code, and Good Practices of the Companies Quoted on Warsaw Stock Exchange, what will make the Company protected from the necessity to modify the Statutes, if the regulations in concern have been amended. The Supervisory Board opinion on the draft resolution was expressed as affirmative at its last meeting held on 19 November 2009.*

**Resolution No. 15/12/2009**

of the Ordinary General Meeting of Shareholders  
of 18 December 2009

on amendment to the Regulations of General Meeting of Shareholders of the  
Company

The Annual General Meeting of Shareholders of HELIO S.A. adopts, as follows:

§ 1.

The Regulations of General Meeting of Shareholders of HELIO Spółka Akcyjna (Joint Stock Company) with its registered office (headquarters/premises) in Wyględy adopted by the Resolution No. 4 of the Extraordinary General Meeting of Shareholders of HELIO S.A. dated 4 December 2006 is abrogated.

§ 2.

The Regulations of General Meeting of Shareholders is adopted, and its contents constitute Annex No. 1 to the present Resolution.

§ 3.

The Resolution becomes effective on a day of adoption, providing the rules adopted in the Regulations of General Meeting of Shareholders of HELIO S.A. will be applied beginning from the next General Meeting of Shareholders.

*Substitution: The Resolution adopted in connection with amendment of the regulations of the Commercial Companies Code of 5 December 2008 (Journal of Laws: Dz.U. of 2009 No. 13, pos. 69). The Supervisory Board opinion on the draft resolution was expressed as affirmative at its last meeting held on 19 November 2009.*

**Resolution No. 16/12/2009**  
of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
on amendment to the Regulations of the Company Supervisory Board

The Annual General Meeting of Shareholders of HELIO S.A. adopts, as follows:

§ 1.

Amendments to the Regulations of the Company Supervisory Board are decided, as follows:

1. In § 2 of the Regulations of the Company Supervisory Board:
  - a. previous sec. 13 is attached with number 14;
  - b. previous sec. 12 is attached with number 13;
  - c. previous sec. 11 is attached with number 12;
  - d. previous sec. 10 is attached with number 11;
  - e. previous sec. 9 is attached with number 10;
  - f. previous sec. 8 is attached with number 9;
  - g. previous sec. 7 is attached with number 8;
  - h. previous sec. 6 is attached with number 7;
  - i. previous sec. 5 is attached with number 6;
  
2. In § 2 of the Regulations of the Company Supervisory Board, amendments in sec. 1 of the present paragraph are as follows:
  - a. sec. 5 of the following contents is added:

“Resignation of a Member of the Supervisory Board shall be provided in writing. Resignation has to be submitted to the Management Board of the Company and it becomes effective in 2-month’ period upon it is received in a registry office of the Company.”
  - b. sec. 15 of the following contents is added:

“Should membership in the Supervisory Board be terminated as a result of resignation or random reasons, the Supervisory Board can co-opt a new member of the Board for the referred place. A co-opted member of the Supervisory Board shall make a declaration in writing form on granting such member consent for participation in the Supervisory Board as well as on meeting the criteria set forth in art. 18 of the Commercial Companies Code. The nearest General Meeting of Shareholders shall approve the provided co-option in a form of a resolution.”
  
3. § 3 sec. 4 of the Regulations of the Company Supervisory Board is amended by crossing out its hitherto contents and determining the following wording:

“Members of the Supervisory Board shall be obliged to participate in General Meeting of Shareholders in composition enabling substantive response to inquiries asked at the debate of General Meeting of Shareholders. Chairperson of the Board shall be obliged to appoint Members of the Supervisory Board who will response to inquiries asked at the debate of General Meeting of Shareholders.”

4. § 3 sec. 6 of the Regulations of the Company Supervisory Board is amended by crossing out its hitherto contents and determining the following wording:

“The Supervisory Board shall appoint an entity authorized to audit financial statements in a manner ensuring its independence at performing the tasks entrusted such entity. A person providing services of an expert auditor shall make a declaration to the Company on meeting the statutory criteria of fairness and independence.”

5. § 8 sec. 1 of the Regulations of the Company Supervisory Board is amended by crossing out its hitherto contents and determining the following wording:

“Sessions of the Supervisory Board shall take place on as needed basis, pursuant to commonly binding regulations of the law.”

6. § 8 sec. 3 of the Regulations of the Company Supervisory Board is amended by crossing out its hitherto contents and determining the following wording:

“Sessions of the Supervisory Board shall be convened by registered mails or courier post, at least 7 (seven) days prior to the date thereof. It is admissible to take a notice by a Member of the Supervisory Board on convening a session not through a post office, by a registered letter with acknowledgement of receipt. Member of the Supervisory Board may resign from invitations serviced by registered mails or courier post for invitations in electronic form serviced in electronic form to an e-mail electronic address given by such member. Such request including e-mail electronic address shall be submitted in writing to the Company under clause of nullity.”

#### § 2.

The final text of the Regulations of the Company Supervisory Board, taking into consideration the amendments referred to in §1, is decided in wording constituting Annex No. 1 to the present Resolution.

#### § 3.

The Resolutions becomes effective with its validity from the next session of the Company Supervisory Board.

*Substitution: The proposed amendments will affect favourably adjustment of the Supervisory Board activity due to determining the rules in details regarding resignation from fulfilling a function of a member of the Supervisory Board, as well as due to introducing co-option procedure of a member of the Supervisory Board and limitation of statutes records describing functioning of the Supervisory Board in details regarding the scope sufficiently governed by the Commercial Companies Code, and Good Practices of the Companies Quoted on Warsaw Stock Exchange. The Supervisory Board opinion on the draft resolution was expressed as affirmative at its last meeting held on 19 November 2009.*

**Resolution No. 17/12/2009**  
of the Ordinary General Meeting of Shareholders  
of 18 December 2009  
concerning the decision on remunerations for performing duties in the  
Supervisory Board of the Company

§ 1.

Acting by virtue of § 20 sec. 1. item 4 of the Company Statutes, the Annual General Meeting of Shareholders of HELIO S.A. decides to make effective the following principles of remuneration for Members of the Supervisory Board of HELIO S.A.

1. Chairman of the Supervisory Board of HELIO S.A. shall be paid remuneration in a sum of net PLN 1,500 for each month, in which at least one session of the Company Supervisory Board was held, providing sec. 4 and 5 of this paragraph.
2. Deputy Chairman of the Supervisory Board HELIO S.A. shall be paid remuneration in a sum of net PLN 1,000 for each month, in which at least one session of the Company Supervisory Board was held, providing sec. 4 and 5 of this paragraph.
3. Each of the other Members of the Supervisory Board of HELIO S.A. shall be given remuneration in a sum of net PLN 500 for each month, in which at least one session of the Company Supervisory Board was held, providing sec. 4 and 5 of this paragraph.
4. Merely Members of the Supervisory Board, who participated in all sessions held in a particular month, shall be entitled to get the remuneration.
5. In case, when a Member of the Supervisory Board participated in a given month in at least one session of the Supervisory Board with use of means of distance direct communication, in a way covered by the Company Statutes and/or Regulations of the Company Supervisory Board, the remuneration for a given month for such Member shall be decreased up to a sum of net PLN 100.
6. Remuneration for Members of the Supervisory Board shall be paid in arrears up to the 10th day of the following month on the base of a list of attendants submitted to the Management Board.

§ 2.

The Resolution becomes effective on a day of its adoption.

*Substitution: Decision of remuneration for performing duties in the Supervisory Board purposes to adapt remuneration of Members of the Supervisory Board to market standards, complying with Rules of Good Practices of the Companies Quoted on Warsaw Stock Exchange as well as the Regulation of the Company Supervisory Board. The Supervisory Board has not issued their opinion on the draft resolution in concern, as it refers directly to the rules of determining remuneration for the Board work.*