



**Polish Financial Supervision Authority**

**Komisja Nadzoru Finansowego**

Pl. Powstańców Warszawy 1

00-950 Warszawa

*Current report No:* **11/2012**

*Date:* **2012-12-14**

*Company:* **HELIO S.A.**

*Title:* **Resolutions of the Ordinary General Meeting**

*Legal basis:* Art. 56 item 1 point 2 of Act on Public Offering

*The report :*

The Management Board of HELIO S.A. hereby announces the resolutions of the Ordinary General Meeting held on 14 December 2012.

*Signed:*

**Justyna Wąsowicz**

**Vicepresident of the Management Board**

## **The contents of the resolutions adopted by the Ordinary General Meeting of shareholders of HELIO S.A. on 14 December 2012**

### **Regulation No. 1/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012  
on appointing the Chairman of the General Meeting

The Ordinary General Meeting of Shareholders of HELIO S.A. hereby appoints Mr Grzegorz Sobociński as the Chairman of the General Meeting

*In the voting on the above resolution were given validly voices of 3 871 800 shares representing 77.4% of the share capital of the Company. On the total of 3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes were "against", and "abstentions" 0 votes.*

### **Regulation No. 2/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012  
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) Justyna Wąsowicz,
- 2) Radosław Turski.

*In the voting on the above resolution were given validly voices of 3 871 800 shares representing 77.4% of the share capital of the Company. On the total of 3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes were "against", and "abstentions" 0 votes.*

### **Regulation No. 3/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012  
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.

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**Regulation No. 4/12/2012**  
of the Ordinary General Meeting of Shareholders  
of 14 December 2012  
the approval of the Company financial statement for the business year  
2011/2012 for the period from 1 July 2011 up till 30 June 2012

§ 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 2011/2012 for the period from 1 July 2011 up till 30 June 2012, which is composed of:

- the preface to the financial statement,
- the balance sheet prepared as of 30 June 2012, which closes the assets and liabilities with a sum of PLN thousand 65 783,
- the profit and loss statement for the business year from 01 July 2011 up to 30 June 2012 disclosing the net profit amounting to PLN thousand 1 034,
- the specification of changes in the equity for the business year from 01 July 2011 up to 30 June 2012 disclosing the increase of the equity by the amount of PLN thousand 1 034,
- the cash flow statement the business year from 01 July 2011 up to 30 June 2012 disclosing the increase of cash (pecuniary means) by the amount of PLN thousand 670,
- 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.

*In the voting on the above resolution were given validly voices of 3 871 800 shares representing 77.4% of the share capital of the Company. On the total of 3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes were "against", and "abstentions" 0 votes.*

**Regulation No. 5/12/2012**  
of the Ordinary General Meeting of Shareholders  
of 14 December 2012  
in regard to approval of the statement of the Management Board on the  
Company's activity in the business year 2011/2012 from 1 July 2011  
to 30 June 2012

§ 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 2011/2012 from 1 July 2011 to 30 June 2012.

§ 2

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

*In the voting on the above resolution were given validly voices of 3 871 800 shares representing 77.4% of the share capital of the Company. On the total of 3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes were "against", and "abstentions" 0 votes.*

**Regulation No. 6/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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 2011/2012

§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 period from 1 July 2011 to 30 June 2012.

§2

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

*In the voting on the above resolution were given validly voices of 17 800 shares representing 0.4 % of the share capital of the Company. On the total of 17 800 valid votes, there were 17 800 votes "for" the resolutions, 0 votes were "against", and "abstentions" 0 votes.*

**Regulation No. 7/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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 2011/2012

§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 period from 1 July 2011 to 30 June 2012.

§2

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

*In the voting on the above resolution were given validly voices of 3 871 800 shares representing 77.4% of the share capital of the Company. On the total of 3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes were "against", and "abstentions" 0 votes.*

**Regulation No. 8/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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 2011/2012

§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 period from 1 July 2011 to  
30 June 2012.

§2

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

*In the voting on the above resolution were given validly voices of 3 854 000  
shares representing 77.1 % of the share capital of the Company. On the total of  
3 854 000 valid votes, there were 3 854 000 votes "for" the resolutions, 0 votes  
were "against", and "abstentions" 0 votes.*

**Regulation No. 9/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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  
2011/2012

§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 period from  
1 July 2011 to 30 June 2012.

§2

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

*In the voting on the above resolution were given validly voices of 3 871 800  
shares representing 77.4% of the share capital of the Company. On the total of  
3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes  
were "against", and "abstentions" 0 votes.*

**Regulation No. 10/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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 2011/2012

§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 period from  
1 July 2011 to 30 June 2012.

§2

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

*In the voting on the above resolution were given validly voices of 3 871 800  
shares representing 77.4% of the share capital of the Company. On the total of  
3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes  
were "against", and "abstentions" 0 votes.*

**Regulation No. 11/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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 2011/2012

§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 period from 1 July 2011 to  
30 June 2012.

§2

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

*In the voting on the above resolution were given validly voices of 3 871 800  
shares representing 77.4% of the share capital of the Company. On the total of  
3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes  
were "against", and "abstentions" 0 votes.*

**Regulation No. 12/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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 2011/2012

§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 period from 1 July 2011 to  
16 December 2011.

§2

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

*In the voting on the above resolution were given validly voices of 3 871 800  
shares representing 77.4% of the share capital of the Company. On the total of  
3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes  
were "against", and "abstentions" 0 votes.*

**Regulation No. 13/12/2012**

of the Ordinary General Meeting of Shareholders  
of 14 December 2012

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 2011/2012

§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. Grzegorz Kowalik, the Member of the Company's Supervisory  
Board, for the performance of her duties during the period from 16 December  
2011 to 30 June 2012.

§2

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

*In the voting on the above resolution were given validly voices of 3 871 800  
shares representing 77.4% of the share capital of the Company. On the total of  
3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes  
were "against", and "abstentions" 0 votes.*

**Regulation No. 14/12/2012**  
of the Ordinary General Meeting of Shareholders  
of 14 December 2012  
in regard to the method of distribution of the net profit of the Company for the  
business year 2011/2012

Pursuant to Article 395 par. 2 pt. 2 of the Polish Commercial Companies Code the Ordinary General Meeting of Shareholders of HELIO S.A. agrees as follows:

§ 1

Net profit of the Company for the business year 2011/2012 from 1 July 2011 to 30 June 2012 amounting to PLN 1,033,644.33 (say: one million thirty three thousand six hundred and forty four Polish zlotys thirty three groszes) 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.

*In the voting on the above resolution were given validly voices of 3 871 800 shares representing 77.4% of the share capital of the Company. On the total of 3 871 800 valid votes, there were 3 871 800 votes "for" the resolutions, 0 votes were "against", and "abstentions" 0 votes.*

**Regulation No. 15/12/2012**  
of the Ordinary General Meeting of Shareholders  
of 14 December 2012  
in regard to on the amendment of the principles of remuneration for performing  
functions in the Company's Supervisory Board

§ 1.

The following principles of remunerating members of the Supervisory Board of HELIO S.A. are hereby adopted.

1. Each member of the Supervisory Board of HELIO S.A. shall receive a basic remuneration of PLN 700 gross for every month in which at least one Supervisory Board's meeting was held, subject to section 4 and 5 herein.
2. The Vice-Chairman of the Supervisory Board shall receive a supplement to the remuneration specified in section 1 herein of PLN 500 gross for every month in which at least one Supervisory Board's meeting was held, subject to section 4 and 5 herein.
3. The Chairman of the Supervisory Board of HELIO S.A. shall receive an additional monthly remuneration of PLN 8,000 gross.
4. The remuneration specified in sections 1 and 2 shall only be payable to those members of the Supervisory Board who participated in all meetings held in the given month.
5. Should a member of the Supervisory Board participate in at least one Supervisory Board meeting using the means of direct communication over



a distance, in accordance with the Company's Articles of Association and/or the Supervisory Board Regulations, their basic remuneration for that month shall be decreased to PLN 150 gross.

6. Remuneration shall be paid in arrears by the 10th day of the following month based on an attendance list submitted to the Management Board, with the remuneration specified in section 3 being paid in arrears by the last day of the given month.

§ 2.

Resolution 17/12/2009 of the General Meeting of HELIO S.A. of 18 December 2009 on the remuneration for performing functions in the Company's Supervisory Board is hereby repealed.

§ 3.

The Resolution shall come into full force and effect on the date of its adoption.

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