

**Draft resolutions of the Extraordinary General Meeting of Shareholders convoked for 12 December 2011.**

**Resolution No. ....** of the Extraordinary General Meeting of Shareholders of TELL Spółka Akcyjna seated in Poznań dated 12 December 2011 concerning: the election of the Chairperson of the Meeting.

Pursuant to art.409 §1 of the Code of Commercial Companies and §8 item 1 of the By-Laws of the General Meeting of Shareholders, the General Meeting of Shareholders hereby resolves as follows:

§1 The General Meeting of Shareholders resolves to elect ..... to be the Chairman of the General Meeting.

**Resolution No. ....** of the Extraordinary General Meeting of Shareholders of TELL Spółka Akcyjna seated in Poznań dated 12 December 2011 concerning: the appointment of a Returning Committee.

Acting pursuant to §11 clause 12 of the By-Laws of the General Meeting of Shareholders, the General Meeting of Shareholders hereby resolves as follows:

§1 The General Meeting of Shareholders hereby resolves to appoint a Returning Committee in the following composition: .....

**Resolution No. ....** of the Extraordinary General Meeting of Shareholders of TELL Spółka Akcyjna seated in Poznań dated 12 December 2011 concerning: the recalling of a member of the Supervisory Board of the fourth term of office.

Pursuant to art. 385 §1 of the Code of Commercial Companies and §13 clause 1 item 2 of the Articles of Association of the Company, the General Meeting of Shareholders hereby resolves as follows:

§1 The General Meeting of Shareholders hereby resolves to recall ..... from the Supervisory Board of the fourth term of office.

§2 The Resolution shall enter into full force and effect upon its adoption.

**Resolution No. ....** of the Extraordinary General Meeting of Shareholders of TELL Spółka Akcyjna seated in Poznań dated 12 December 2011 concerning: the appointment of a member of the Supervisory Board of the fourth term of office.

Pursuant to art. 385 §1 of the Code of Commercial Companies and §13 clause 1 item 2 of the Articles of Association of the Company, the General Meeting of Shareholders hereby resolves as follows:

§1 The General Meeting of Shareholders hereby resolves to appoint ..... a member of the Supervisory Board of the fourth term of office.

§2 The Resolution shall enter into full force and effect upon its adoption.

**Resolution No. ....** of the Extraordinary General Meeting of Shareholders of TELL Spółka Akcyjna seated in Poznań dated 12 December 2011 concerning: the change in the Company's Articles of Association.

Pursuant to art. 430 §1 of the Code of Commercial Companies, the General Meeting of Shareholders hereby resolves as follows:

1. The General Meeting of Shareholders hereby resolves to amend the Articles of Association of the Company as follows:

- the phrasing clause 1 in §5 of the Articles of Association of the Company shall be deleted and replaced with the following new phrasing:

"1. The share capital of the Company shall be PLN 1,261,924.60 (one million two hundred and sixty-one thousand nine hundred and twenty-four Polish zlotys 60/100) and shall be divided into:

- a) 1,976,000 (one million nine hundred and seventy-six thousand) series A registered preferential shares,
- b) 4,333,623 (four million three hundred and thirty-three thousand six hundred and twenty-three) ordinary bearer shares."

2. This Resolution shall enter into full force and effect upon its adoption, save the amendment to the Articles of Association of the Company, which must be first entered into the register.

**Resolution** No. .... of the Extraordinary General Meeting of Shareholders of TELL Spółka Akcyjna seated in Poznań dated 12 December 2011 concerning: the decisions concerning the costs of convention and holding of the General Meeting of Shareholders.

Pursuant to art. 400 §4 of the Code of Commercial Companies, the General Meeting of Shareholders hereby resolves as follows:

The General Meeting of Shareholders hereby resolves that the costs of convening and holding of this Extraordinary Meeting of Shareholders shall be incurred by the Company.