

Translation of the original text in the Polish language

**PROPOSED RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF
SHAREHOLDERS OF SANOCKIE ZAKŁADY PRZEMYSŁU GUMOWEGO
„STOMIL SANOK” SPÓŁKA AKCYJNA**

summoned to be held on May 10, 2010.

Resolution no. 1

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to electing the President of the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders hereby elects the President of the Ordinary General Meeting of Shareholders in the person of

Resolution no. 2

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to rescinding the voting by secret ballot with regard to electing the Returning Committee

The Ordinary General Meeting of Shareholders hereby rescinds the voting by secret ballot with regard to electing the Returning Committee

Resolution no. 3

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to electing the Returning Committee

The Ordinary General Meeting of Shareholders hereby elects the Returning Committee composed of:

Resolution no. 4

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to the approval of the financial report of the Company for the year 2009 as well as to the Board report on the activities of the Company in the year 2009.

Based on the article 395 §2 point 1) of the Commercial Companies' Code and based on § 30 section 1 point 1) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting, after having examined the financial report Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna for the year 2009, submitted by the Board and verified by an expert accountant, including the financial situation report (balance-sheet), profit and loss statement, additional information and explanations, cash flow report, statement on changes in the share capital as well as report of the Board on the activities of the Company in 2009, and after having examined the report of the Supervisory Board on the results of verification of these documents, decides:

1. to approve the financial situation report (balance-sheet) made as of December 31, 2009 showing the sum of 315 463 579,54 zlotys on both the side of assets and liabilities,
2. to approve the profit and loss statement for the year 2009 showing:
 - a) revenues from sales of articles, goods and materials in the amount of 347 426 420,84 zlotys,
 - b) gross profit in the amount of 31 881 530,56 zlotys,
 - c) net profit in the amount of 25 202 706,56 zlotys,
3. to approve the cash flow statement for the year 2009 showing a decrease of 2 294 891,98 zlotys in the means of payment,
4. to approve the statement on changes in the share capital showing it to be on the level of 204 490 774,10 zlotys as of December 31, 2009,
5. to approve the additional information and explanations,
6. to approve the report of the Board on the activities of the Company in the year 2009.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2009 together with the report of the Board on the activities of the Company in the year 2009 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register and to announce the contents of these documents in the Monitor Polski B.

§ 3

The Resolution comes into force as of the date of its adoption.

Resolution no. 5

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to the approval of the consolidated financial report of the capital group STOMIL SANOK S.A. for the year 2009 and of the report on the activities of the capital group in the year 2009.

Based on the article 63c section 4 of the act of parliament dated September 29, 1994 with regard to the accountancy (Journal of Acts of 2009, no. 152, pos. 1223 with subsequent changes), the following is hereby adopted:

§ 1

The General Meeting, after having examined the consolidated financial report of the capital group STOMIL SANOK Spółka Akcyjna, submitted by the Board and verified by an expert

accountant, including the financial situation report (balance-sheet), profit and loss statement, additional information and explanations, cash flow report, statement on changes in the share capital as well as report of the Board of the dominant entity on the activities of the Capital Group in 2009, the group consisting of STOMIL SANOK Spółka Akcyjna acting as the dominant entity and the following subsidiaries covered in the consolidated report:

- a) STOMIL SANOK DYSTRYBUCJA Limited Liability Company seated in Bogucin near Poznań,
 - b) STOMET Limited Liability Company seated in Sanok,
 - c) STOMIL Sanatorium & Tourism Limited Liability Company seated in Rymanów-Zdrój,
 - d) Commercial and Service Enterprise STOMIL EAST Limited Liability Company seated in Sanok,
 - e) Stomil Sanok WIATKA Joint Stock Company seated in Kirov (Russia),
 - f) Stomil Sanok RUS Limited Liability Company seated in Moscow (Russia),
 - g) Stomil Sanok BEL Limited Liability Company seated in Baranovichi (Belarus),
 - h) Stomil Sanok BR Limited Liability Company seated in Brest (Belarus),
 - i) Stomil Sanok Ukraine Limited Liability Company seated in Równe (Ukraine),
- decides:

1. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2009 showing the sum of 348 484 thousand zlotys on both the side of assets and liabilities,
2. to approve the consolidated profit and loss statement for the year 2009 showing:
 - a) revenues from sales of articles, goods and materials in the amount of 390 241 thousand zlotys,
 - b) gross profit in the amount of 27 753 thousand zlotys,
 - c) net profit in the amount of 21 291 thousand zlotys,
3. to approve the consolidated cash flow report for the year 2009 showing a decrease of 2 050 thousand zlotys in the means of payment,
4. to approve the consolidated statement on changes in the share capital showing it to be on the level of 216 523 thousand zlotys as of December 31, 2009,
5. to approve the additional information and explanations,
6. to approve the report of the Board on the activities of the Capital Group in the year 2009.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2009 together with the report on the activities of the Capital Group in the year 2009 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register and to announce the contents of these documents in the Monitor Polski B.

§ 3

The Resolution comes into force as of the date of its adoption.

Resolution no. 6

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to the granting of the vote of acceptance to the President of the Board of the Company on performance of his duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr Marek Łęcki – the President of the Board of the Company – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 7

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mrs. Marta Rudnicka – the Member of the Board of the Company – the vote of acceptance on performance of her duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 8

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Mariusz Młodecki – the Member of the Board of the Company – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 9

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Gustaw Magusiak – the Member of the Board of the Company – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 10

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of May 10, 2010 with regard to the granting of the vote of acceptance to the President of the Supervisory Board of the Company on performance of his duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Jerzy Gabrielczyk – the President of the Supervisory Board – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 11

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated May 10, 2010 with regard to the granting of the vote of acceptance to the Vice President of the Supervisory Board of the Company on performance of his duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Grzegorz Stulgis – the Vice President of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 12

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated May 10, 2010 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Michał Suflida – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 13

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated May 10, 2010 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Grzegorz Rysz – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 14

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated May 10, 2010 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Piotr Gawryś – the Member of the Supervisory Board of the Company (since 26th June 2009) – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 15

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated May 10, 2010 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2009.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

The General Meeting grants Mr. Cezary Gregorczyk – the Member of the Supervisory Board of the Company (till 26th June 2009) – the vote of acceptance on performance of his duties in the year 2009.

§ 2

The Resolution comes into force as of the date of its adoption.

Resolution no. 16

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok, dated May 10, 2010 with regard to the split of the clear profit for the year 2009

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §30 section 1 point 3) of the Statute of the Company, the following is hereby adopted:

§ 1

The General Meeting, after having examined the motion of the Board with regard to the split of the clear profit shown in the financial report of Stomil Sanok Spółka Akcyjna for the year 2009 and after having examined the report of the Supervisory Board on the results of verification of this motion, decides to split the clear profit for the year 2009 in the amount 25 202 706,56 zlotys in the following way:

1. the amount of 11 838 825,90 zlotys is to be assigned for distribution among shareholders in the form of dividend, however:
 - a) the amount of dividend per single share: 0,45 zlotys,
 - b) the date of dividend: July 26, 2010
 - c) the date of payment of dividend: August 10, 2010
2. the amount of 13 000 000,00 zlotys is to be assigned for supplementary capital of the Company,
3. the amount of 363 880,66 zlotys is to be assigned for employee benefit fund of the Company.

§ 2

The General Meeting obligates the Board of the Company to immediately submit a copy of this resolution to the companies' register held at the National Court Register.

§ 3

The Resolution comes into force as of the date of its adoption.