

## **Current report no 9/2009**

**Date of issuance:** 2009-05-20

**The Issuer's abbreviated name:** POLREST S.A.

**Subject:** Convention of the Ordinary General Meeting of Shareholders of PolRest S.A

**The legal basis:** Art. 56 par. 1 subparagraph 2 of the Law on offering – current and periodic information

### **Content of the report:**

Subject to § 38 par. 1 subparagraphs 1,2 of the Regulation of the Minister of Finance of 19 February 2009 concerning current and periodic information provided by issuers of securities and on the conditions for such information to be recognized as being equivalent to information required by the regulations of law of a state which is not a member state (Journal of Laws of 2009, no. 33, text 259), the Managing Board of PolRest S.A seated in Krakow, acting subject to art. 395§1 and art. 399§1 of the Commercial Code, and § 17 subpar. 3 of the Statutes informs that it convenes an Ordinary General Meeting of Shareholders of PolRest S.A. to be held on 12 June 2009, 08:00 a.m. at the Company's seat in Krakow at ul. Berka Joselewicza 21/2.

The suggested agenda:

1. Opening of the Meeting.
2. Appointment of the Chairman.
3. Taking attendance.
4. Stating the correctness of convention of the Meeting and its capacity to adopt resolutions.
5. Adopting the agenda.
6. Considering the written PolRest S.A. Directors' Report for 2008, the written PolRest S.A. Capital Group Directors' Report, and the Managing Board's suggestion as to the coverage of loss for 2008.
7. Considering the PolRest S.A. financial statement for 2008 and the PolRest S.A. Capital Group consolidated financial statement for 2008.
8. Considering the written report of the Supervisory Board for 2008, including the results of assessment of: the PolRest S.A. and PolRest S.A. Capital Group Directors' Reports, PolRest S.A. financial statement and PolRest S.A. Capital Group consolidated financial statement, and the Managing Board's suggestion concerning the coverage of loss for 2008.
9. Passing a resolution concerning the approval of the written PolRest S.A. Directors' Report for 2008 and the written PolRest S.A. Capital Group Directors' Report for 2008.
10. Passing a resolution concerning the approval of the PolRest S.A. financial statement for 2008 and PolRest S.A. Capital Group consolidated financial statement for 2008.
11. Passing a resolution concerning the coverage of loss for 2008.
12. Passing a resolution concerning the discharge of the Managing Board members for the fulfilment of their responsibilities in 2008.
13. Passing a resolution concerning the approval of the Supervisory Board's co-opting a member.

14. Passing a resolution concerning the discharge of the Supervisory Board members for the fulfilment of their responsibilities in 2008.
15. Passing a resolution concerning the appointment of a Supervisory Board's member for another term.
16. Passing a resolution concerning the amendment of §5 of the Statutes and adding §6 c to the Statutes.
17. Passing a resolution concerning the exclusion of the rights issue for the Company's existing shareholders.
18. Passing a resolution concerning the authority of the Company's Managing Board to purchase the Company's own shares under art. 362 § 1 subpar. 8) of the Commercial Code.
19. Adopting the unified text of the Statutes of the Company.
20. Closing.

Organizational and legal issues:

The Managing Board of PolRest S.A. informs that subject to art. 9§3 of the law of 29 July 2005 on the trade in financial instruments (JoL no. 183, text 1538) in connection with the provision of art. 406 § 3 CC, participation in the General Meeting is conditional upon the submission of registered depository receipts at the Company's seat a week before the General Meeting at the latest, i.e. by 4 June 2009, 4.00 p.m., in order to confirm the right of holders of dematerialised shares to participate in the General Meeting. The receipts should contain a reservation that from the moment of their issuance till the General Meeting is closed the Company's shares in the number quoted in the content of the receipt may not be subject to trade. Shareholders holding non-dematerialised registered shares in the Company as well as pledgees and users who hold voting rights shall make a relevant entry in the share register a week before the date of the General Meeting at the latest. The list of the Company's shareholders authorised to participate in the General Meeting, subject to art. 407§1 CC, shall be made available at the Company's Managing Board's office in Krakow at ul. Berka Joselewicza 21/2 for three working days before the General Meeting, i.e. from 8 June 2009 between 10.00 a.m. and 4.00 p.m. Documentation included in the agenda of the General Meeting shall be made available to shareholders in accordance with the provisions of the Commercial Code. Shareholders may participate in the General Meeting in person or by proxies. Powers of attorney should be granted in writing under pain of invalidity and reported in the minutes of the General Meeting. Representatives of legal persons should present valid extracts from the relevant registers that name the persons authorised to represent those entities. Persons not named in such extracts should produce adequate documents to confirm the correctness of their powers to represent shareholders. Participants of the General Meeting should produce their IDs. The Managing Board of the company named PolRest S.A. kindly informs that attendance shall be taken on the day of the General Meeting from 07.30 a.m.

Enclosed, the Issuer presents the suggested amendments to the Company Statutes.