

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

summoned to be held on June 17, 2013.

Resolution no. 1

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2013 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 June 17, 2013 with regard to electing the Returning Committee

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

Resolution no. 3

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2013 with regard to the approval of the financial report of the Company for the year 2012 as well as to the Board report on the activities of the Company in the year 2012.

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 2012, 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 2012, 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, 2012 showing the sum of 392 784 040,73 zlotys on both the side of assets and liabilities,
2. to approve the profit and loss statement for the year 2012 showing net profit in the amount of 38 102 282,69 zlotys,
3. to approve the statement of comprehensive income for the year 2012 showing a total income in the amount of 38 465 397,11 zlotys,

4. to approve the cash flow statement for the year 2012 showing an increase in the amount of cash 8 311 905,71 zlotys,
5. to approve the statement on changes in the share capital showing it to be on the level of 267 351 081,61 zlotys as of December 31, 2012,
6. to approve the additional information and explanations,
7. to approve the report of the Board on the activities of the Company in the year 2012.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2012 together with the report of the Board on the activities of the Company in the year 2012 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register.

§ 3

The resolution shall enter into force as of the day of its adoption.

Resolution no. 4

of the Ordinary General Meeting of Shareholders of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna in Sanok of June 17, 2013 with regard to the approval of the consolidated financial report of the capital group STOMIL SANOK S.A. for the year 2012 and of the report on the activities of the capital group in the year 2012.

Based on the article 63c section 4 of the Act of parliament dated September 29, 1994 with regard to the accountancy (Journal of Laws of 2009, No. 152, Item 1223 as amended), 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 2012, 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 BR Limited Liability Company seated in Brest (Belarus),
- h) Stomil Sanok Ukraine Limited Liability Company seated in Równe (Ukraine),
- i) Sanok (Qingdao) Auto Parts Limited Liability Company seated in Qingdao (China),
- j) Rubber & Plastic Systems S.A.S seated in Villers-la-Montagne (France)

decides:

1. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2012 showing the sum of 455 008 thousand zlotys on both the side of assets and liabilities,
2. approve the consolidated profit and loss statement for the year 2012 showing net profit in the amount of 47 337 thousand zlotys,
3. to approve the consolidated statement of comprehensive income for the year 2012 showing a total income in the amount of 48 182 thousand zlotys
4. to approve the consolidated statement on changes in the share capital showing it to be on the level of 288 379 thousand zlotys as of December 31, 2012,
5. to approve the consolidated cash flow report for the year 2012 showing an increase in the amount of cash 9 118 thousand zlotys
6. to approve the additional information and explanations,
7. to approve the report of the Board on the activities of the Capital Group in the year 2012.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2012 together with the report on the activities of the Capital Group in the year 2012 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register.

§ 3

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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. Grażyna Kotar – the Member of the Board of the Company – the vote of acceptance on performance of her duties in the year 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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. Marcin Saramak – the Member of the Board of the Company – the vote of acceptance on performance of his duties in the year 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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. Wojciech Adamczyk – the Member of the Supervisory Board of the Company since 26 June 2012– the vote of acceptance on performance of his duties in the year 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 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 2012.

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 until 26 June 2012– the vote of acceptance on performance of his duties in the year 2012.

§ 2

The resolution shall enter into force as of the day 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 June 17, 2013 with regard to the split of the clear profit for the year 2012

Based on the article 395 §2 point 2) of the Commercial Companies' Code as well as §30 section 1 point 2) 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” S.A. for the year 2012 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 2012 in the amount 38 102 282,69 zlotys in the following way:

1. the amount of 30 914 210,30 zlotys is to be assigned for distribution among shareholders in the form of dividend, however:
 - a) the amount of dividend per single share: 1,15 zlotys,
 - b) the date of dividend: September 13, 2013
 - c) the date of payment of dividend: October 1, 2013
2. the amount of 7 188 072,39 zlotys is to be assigned for supplementary capital 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 shall enter into force as of the day of its adoption.