

Appendix No. 2 – DRAFT RESOLUTIONS OF THE ORDINARY GENERAL ASSEMBLY,
to Resolution No. 8/2012
of 8 May 2012
of the Management Board of INPRO SA with its registered office in Gdańsk
on the convocation of the Ordinary General Assembly of INPRO SA

1.

**Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012
- on the election of the Chairperson**

§ 1

The Ordinary General Assembly elects Mr to fulfil the duties of the
Chairman of the Assembly.

§2

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

2.

**Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012
- on the adoption of the agenda**

§1

- 1) Opening the session and election of the Chairperson of the Ordinary General Assembly.
- 2) Making, signing by the Chairperson and laying out the list of attendance.
- 3) Ascertaining the correctness of the convocation of the Ordinary General Assembly and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Ordinary General Assembly.
- 5) Abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee.
- 6) Election of the Ballot Counting Committee.
- 7) Presentation of the following by the Company's Management Board:
 - a. the financial statements of INPRO SA for the year ended on 31 December 2011,
 - b. the report of the Management Board of the activity of INPRO SA in 2011,
 - c. the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2011,
 - d. the report of the Management Board of the activity of the INPRO SA Capital Group in 2011.
 - e. remuneration report concerning INPRO S.A.
- 8) Presentation of the following by the Company's Supervisory Board:
 - a. Assessment of the Company's situation in 2011 with the evaluation of the internal control and significant risk management system, prepared by the Supervisory Board of INPRO SA in conformity with the Code of Best Practice for WSE Listed Companies.
 - b. Report of the activity of the Supervisory Board of INPRO SA, prepared in conformity with the Code of Best Practice for WSE Listed Companies.

- 9) Consideration of the financial statements of INPRO SA for the year ended on 31 December 2011 and of the report of the Management Board of the activity of INPRO SA in 2011.
- 10) Consideration of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2011 and of the report of the Management Board of the activity of the INPRO SA Capital Group in 2011.
- 11) Consideration of resolutions by the Supervisory Board of the Company:
 - a. On the assessment of the financial statements of INPRO SA for the year ended on 31 December 2011, of the report of the Management Board of INPRO SA in 2011, of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2011 and of the report of the Management Board of INPRO SA of the activity of the INPRO SA Capital Group in 2011,
 - b. On the assessment by the Supervisory Board of INPRO SA of the Company's situation in 2011,
 - c. On the adoption of the report of the activity of the Supervisory Board of INPRO SA in 2011,
 - d. On the assessment of the proposal by the Management Board concerning the division of profit,
 - e. On the recommendation of the draft resolution of the Ordinary General Assembly on the approval of the "Remuneration Report."
- 12) Adoption by the Ordinary General Assembly of a resolution on the approval of the financial statements of INPRO SA for the year ended on 31 December 2011.
- 13) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of INPRO SA in 2011.
- 14) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2011.
- 15) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of the INPRO SA Capital Group in 2011.
- 16) Adoption by the Ordinary General Assembly of a resolution on the division of the Company's net profit for the period from 1 January 2011 to 31 December 2011, and on setting out the dividend date and the time limit for paying the dividend.
- 17) Adoption by the Ordinary General Assembly of resolutions on the acknowledgement of the fulfilment of duties by the members of the Company's Management Board in 2011.
- 18) Adoption by the Ordinary General Assembly of resolutions on the acknowledgement of the fulfilment of duties by the members of the Company's Supervisory Board in 2011.
- 19) Adoption by the Ordinary General Assembly of a resolution on the approval of the "Remuneration Report."
- 20) Closing the session.

§2

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

3.

**Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

**- on the abrogation of the secrecy of voting on the resolution on the election of the Ballot
Counting Committee**

§ 1

Acting on the basis of Article 420 § 3 of the Commercial Companies Code, the Ordinary General Assembly hereby decides to abrogate the secrecy of voting on the resolution on the election of the Ballot Counting Committee.

§ 2

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

4. **Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012
- on the election of the Ballot Counting Committee**

§ 1

Acting on the basis of § 5 par. 1 of the By-Laws of the Company's General Assembly, the Ordinary General Assembly hereby decides to appoint the following members of the Audit Counting Committee:

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-
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§ 2

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

5. **Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012
- on the approval of the financial statements of INPRO SA for the year ended on 31 December 2011**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed the details the financial statements of INPRO SA for the year ended on 31 December 2011, the Ordinary General Assembly approves the financial statements of INPRO SA for the year ended on 31 December 2011, comprising:

1. the balance sheet made as at 31 December 2011 showing at the assets and equity and liabilities sides the sum of 325,617,936.73 zlotys,
2. the profit and loss account showing net profit of 19,138,862.86 zlotys,
3. the cash flow statement showing the increase in cash by the sum of 42,517,766.70 zlotys,
4. the statement of changes in equity showing the increase in equity by the sum of 74,369,188.42 zlotys,
5. Notes and explanations.

§ 2

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

6. **Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the approval of the report of the Management Board of the activity of INPRO SA in 2011

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed the details the report of the Management Board of the activity of INPRO SA for the year ended on 31 December 2011, the Ordinary General Assembly approves the report of the Management Board of the activity of INPRO SA for the year ended on 31 December 2011.

§ 2

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

7.

**Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the approval of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2011

§ 1

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2011, the Ordinary General Assembly approves the financial statements of the INPRO SA Capital Group for the year ended on 31 December 2011, comprising:

1. the balance sheet made as at 31 December 2011 showing at the assets and equity and liabilities sides the sum of 341,341,388.13 zlotys,
2. the profit and loss account showing the net profit of 17,658,312.65 zlotys,
3. the cash flow statement showing the increase of cash by the sum of 36,013,628.83 zlotys,
4. the statement of changes in equity showing the increase in equity by the sum of 72,138,638.21 zlotys,

Notes and explanations.

§ 2

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

8.

**Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the approval of the report of the Management Board of the activity of the INPRO SA Capital Group in 2011

§1

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the report of the Management Board of the activity of the INPRO SA Capital Group for the year ended on 31 December 2011, the Ordinary General Assembly approves the report of the Management Board of the activity of the INPRO SA Capital Group for the year ended on 31 December 2011.

§ 2

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

**9. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the division of the Company's net profit for the period from 1 January 2011 to 31 December 2011 and on setting out the dividend date and the time limit for dividend payment

§1

Acting on the basis of Article 395 § 2 item 2 of the Commercial Companies Code, the Ordinary General Assembly decides to allocate part of the profit following from the Company's financial statements in the amount of 8,008,000.00 zlotys i.e. 20 groszes per share, towards the dividend to the Company's shareholders and allocate the remaining part of the profit in the amount of 11,130,862.86 zlotys to the Company's supplementary capital. Acting on the basis of Article 348 § 3 of the Commercial Companies Code, the Ordinary General Assembly sets out the dividend date for 3 July 2012 and the dividend payment date for 17 July 2012.

§2

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

**10. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the acknowledgement of the fulfilment of duties by the President of the Management Board, Piotr Janusz Stefaniak, in 2011

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Piotr Janusz Stefaniak, President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**11. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Zbigniew Feliks Lewiński, in 2011

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Zbigniew Feliks Lewiński, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**12. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Krzysztof Marian Maraszek, in 2011

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Marian Maraszek, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**13. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

- on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Jerzy Glanc, in 2011

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Jerzy Glanc, the Chairman of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**14. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

**- on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board,
Krzysztof Gaşak, in 2011**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Gaşak, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**15. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

**- on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board,
Wojciech Stefaniak, in 2011**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Wojciech Stefaniak, a Member of the Supervisory Board of the Company, in his activity in the financial 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**16. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012**

**- on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board,
Szymon Lewiński, in 2011**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Szymon Lewiński, a Member of the Supervisory Board of the Company, in his activity in the financial year 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**17. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk**

of 5 June 2012

**- on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board,
Robert Maraszek, in 2011**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Robert Maraszek, a Member of the Supervisory Board of the Company, in his activity in the financial year 2011 comprising the period from 1 January 2011 to 31 December 2011.

§2

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

**18. Resolution No./2012
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 5 June 2012
- on the approval of the "Remuneration Report"**

§ 1

Acting on the basis of § 395 par. 5 of the Commercial Companies Code, the Ordinary General Assembly hereby resolves to approve the Remuneration Report for 2011. The Report constitutes the appendix to this resolution.

§2

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

*Appendix to Resolution No./2012 of the Ordinary General Assembly of INPRO SA
of 5 June 2012*

REMUNERATION REPORT

Remuneration Declaration

The Management Board of INPRO SA presents the Remuneration Declaration drawn up in conformity with the corporate governance principles applied by the Company on the basis of the Commission Recommendation of 14 December 2004 fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) completed with the Commission Recommendation of 30 April 2009 (2009/385/EC). This declaration is subject to approval by the annual Ordinary General Assembly of INPRO S.A. A relevant resolution will be presented at the Ordinary General Assembly.

Remuneration principles pertaining to the members of the MANAGEMENT BOARD

As the shareholders of INPRO MANAGEMENT Zbigniew Lewiński, Krzysztof Maraszek, Piotr Stefaniak spółka cywilna, on the basis of the Company Management Agreement of 29 December 2009 concluded with INPRO SA and amended by way of the annex of 2 July 2009, the members of the Management Board receive monthly remuneration in the amount of PLN 150,000 plus the tax on goods and services for the fulfilment of management duties (described in detail in § 1 of the above agreement). Moreover, the

Members of the Management Board receive additional annual remuneration, which is payable subject to INPRO SA achieving profit for a given calendar year and to the approval of the annual financial statements by the Ordinary Assembly of INPRO SA. The amount of that additional annual remuneration is each time determined by way of a resolution of the Supervisory Board and not lower than 1% of the profit following from the financial statements approved by the General Assembly of INPRO SA.

The remuneration (its fixed component) is paid once a month, within 7 days of receipt by INPRO S.A. of an invoice issued by INPRO MANAGEMENT s.c.

The costs of maintenance and operation of devices, areas, telephone calls and vehicles rendered available to the members of the Management Board are covered by INPRO SA.

The above agreement has been concluded for indefinite time. Premature termination of the agreement may take effect by agreement of the parties or by three month notice. Apart from the above cases, the agreement terminates upon the expiry of the mandates of the members of the Management Board.

No pension or early retirement programme for the members of the Management Board is provided for in the Company. Severance pay in relation to the termination of the employment relationship or any payments relating to the premature termination of the agreement with a member of the Management Board are not provided for. A remuneration commission does not operate at the Company either.

No significant changes in the remuneration policy concerning the Management Board have taken place compared to the previous financial year.

In the next financial year, no significant changes in the remuneration policy concerning the Management Board are envisaged in relation to the policy in force in the financial year 2011.

In 2011, the value of the remuneration, prizes and benefits paid, due or potentially due separately to each of the persons managing and supervising the Company is as follows.

A table showing remuneration paid to the members of governing bodies of INPRO SA in 2011

		<i>In the Company</i>	<i>Remuneration in relation to the employment relationship with Inpro S.A.</i>	<i>Dividends paid in 2011</i>	<i>In other entities in the group</i>
1	MANAGEMENT BOARD – remuneration on the basis of the civil law agreement with Inpro Management s.c.				
	<i>Piotr Stefaniak</i>	655 761.66		2 002 000.00	
	<i>Krzysztof Maraszek</i>	655 761.66		2 002 000.00	
	<i>Zbigniew Lewiński</i>	655 761.66		2 002 000.00	
	TOTAL	1 967 284.98		6 006 000.00	
2.	SUPERVISORY BOARD IN THE GROUP				
	<i>Piotr Stefaniak</i>				75 600.00
	<i>Krzysztof Maraszek</i>				75 600.00

	Zbigniew Lewiński				75 600.00
	TOTAL				226 800.00
3	SUPERVISORY BOARD OF INPRO S.A.				
	Jerzy Glanc	12 000.00			
	Krzysztof Gąsak	7 000.00			
	Robert Maraszek	8 600.00	134 966.26		
	Wojciech Stefaniak	8 200.00			
	Szymon Lewiński	4 100.00			
	TOTAL	39 900.00	134 966.26		
	TOTAL	2 007 184.98	134 966.26	6 006 000.00	226 800.00

Remuneration principles pertaining to the members of the SUPERVISORY BOARD

In compliance with § 10 par. 15 of the Company's Statutes, the members of the Supervisory Board receive remuneration in the amount determined by the General Assembly. The following remuneration rates were in force in 2011:

a) until 16 June 2011 i.e. the date preceding the Ordinary General Assembly of INPRO SA

- on the basis of Resolution No. 3 of 1 July 2008 of the Extraordinary General Assembly of INPRO SA on the determination of the remuneration of the Chairman of the Supervisory Board of INPRO SA, Mr Jerzy Glanc, the Chairman's remuneration was determined at PLN 2,500.00 gross for each session of the Supervisory Board,
- on the basis of Resolution No. 4 of 1 July 2008 of the Extraordinary General Assembly of INPRO SA on the determination of the remuneration of the Vice-Chairman of the Supervisory Board of INPRO SA, Mr Krzysztof Gąsak, the Vice-Chairman's remuneration was determined at PLN 2,000.00 gross for each session of the Supervisory Board
- on the basis of Resolution No. 5 of 1 July 2008 of the Extraordinary General Assembly of INPRO SA on the determination of the remuneration of the Secretary of the Supervisory Board of INPRO SA, Mr Robert Maraszek, the Secretary's remuneration was determined at PLN 1,800.00 gross for each session of the Supervisory Board,
- on the basis of Resolution No. 6 of 1 July 2008 of the Extraordinary General Assembly of INPRO SA on the determination of the remuneration of a member of the Supervisory Board of INPRO SA, Mr Szymon Lewiński, the Member's remuneration was determined at PLN 1,800.00 gross for each session of the Supervisory Board,
- on the basis of Resolution No. 7 of 1 July 2008 of the Extraordinary General Assembly of INPRO SA on the determination of the remuneration of a member of the Supervisory Board of INPRO SA, Mr Wojciech Stefaniak, the Member's remuneration was determined at PLN 1,800.00 gross for each session of the Supervisory Board.

a) as from 16 June 2011 i.e. the date of the Ordinary General Assembly of INPRO SA

On the basis of Resolution No. 23/2011 of 16 June 2011 of the Ordinary General Assembly of INPRO SA on the determination of the remuneration of the members of the Supervisory Board of INPRO SA, the following remuneration of the members of the Supervisory Board was determined:

- the remuneration of the Chairperson of the Supervisory Board in the amount of PLN 3,500.00 gross for each session of the Supervisory Board,

- the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 3,000.00 gross for each session of the Supervisory Board,
- the remuneration of the Secretary of the Supervisory Board in the amount of PLN 2,500.00 gross for each session of the Supervisory Board,
- the remuneration of the various Members of the Supervisory Board, who do not fulfil the function of Chairperson, Vice-Chairperson or Secretary of the Supervisory Board, in the amount of PLN 2,300.00 gross for each session of the Supervisory Board.

The value of remuneration paid to the members of the Supervisory Board in 2011 is presented in the above table showing remuneration paid to the members of the governing bodies of INPRO SA in 2011.

No pension or early retirement programme for the members of the Supervisory Board is provided for in the Company. Severance pay in relation to the termination of the employment relationship or any payments relating to the premature termination of the agreement with a member of the Supervisory Board are not provided for. A remuneration commission does not operate at the Company either.

No significant changes in the remuneration policy concerning the members of the Supervisory Board have taken place compared to the previous financial year.

In the next financial year, no significant changes in the remuneration policy concerning the members of the Supervisory Board are envisaged in relation to the policy in force in the financial year 2011.