

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the approval of the Directors' Report on the Company's
activities in 2008.

Acting pursuant to Art. 395 § 2 clause 1) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby approves the **Directors' Report on the Company's activities in 2008.**

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the approval of the Directors' Report on the activities of
the capital group of Mercor SA in 2008.

The General Meeting of Mercor SA hereby approves the
Directors' Report on the activities of the capital group of
Mercor SA in 2008.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company") in Gdansk
dated 30 June 2009
on the approval of the Report of the Supervisory Board on the
activities in 2008.

The General Meeting of Mercor SA hereby approves the **Report of
the Supervisory Board on the activities in 2008.**

**Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the approval of the Company's financial statement for the
year of 2008**

Acting pursuant to Art. 395 § 2.1 of the Commercial Companies' Code in conjunction with Art. 53 § 1 of the Accounting Act of 29 September 1994 (consolidated text: O.J. of 2002 No. 76, item 694, as amended), the General Meeting of Mercor SA hereby approves the Company's financial statement for the year of 2008.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the approval of the consolidated financial statement of the
capital group of Mercor SA for the year of 2008

Acting pursuant to Art. 395 § 5 of the Commercial Companies' Code in conjunction with Art. 63c clause 4 of the Accounting Act of 29 September 1994 (consolidated text: O.J. of 2002, No. 76, item 694, as amended), the General Meeting of Mercor SA hereby approves the **consolidated financial statement of the capital group of Mercor SA for the year of 2008.**

**Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the distribution of the Company's profit for the business
year of 2008**

§1

Acting pursuant to Art. 395 § 2 clause 2) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby decides to assign the total amount of profit gained by the Company in the business year of 2008 for the Company's supplementary capital.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company") in Gdansk
dated 30 June 2009
on the granting of discharge to the Members of the Supervisory
Board for the implementation of their duties in the business
year of 2008.

§1

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Lucjan Myrda for the implementation of his duties in the business year of 2008.

§2

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Wojciech Górski for the implementation of his duties in the business year of 2008.

§3

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Jan Brudnicki for the implementation of his duties in the business year of 2008.

§4

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Tomasz Rutowski for the implementation of his duties in the business year of 2008.

§5

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Błażej Żmijewski for the implementation of his duties in the business year of 2008.

§6

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby

grants discharge to Mr Krzysztof Krawczyk for the implementation of his duties in the business year of 2008.

§7

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Michał Chałaczekiewicz for the implementation of his duties in the business year of 2008.

§8

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Grzegorz Nagulewicz for the implementation of his duties in the business year of 2008.

§9

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Jakub Ryzenko for the implementation of his duties in the business year of 2008.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the granting of discharge to Mr Marian Popinigis, Member of
the Management Board for the implementation of his duties in
the business year of 2008.

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Marian Popinigis for the implementation of his duties as President of the Management Board in the business year of 2008.

**Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the granting of discharge to Mr Krzysztof Krempeć, Member
of the Management Board for the implementation of his duties
in the business year of 2008.**

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Krzysztof Krempeć for the implementation of his duties as President of the Management Board in the business year of 2008.

**Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the granting of discharge to Mr Grzegorz Lisewski, Member
of the Management Board for the implementation of his duties
in the business year of 2008.**

Acting pursuant to Art. 395 § 2 clause 3) of the Commercial Companies' Code, the General Meeting of Mercor SA hereby grants discharge to Mr Grzegorz Lisewski for the implementation of his duties as Senior Vice President of the Management Board in the business year of 2008.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the amendment of the Company's Articles of Association

§1

The General Meeting of Mercor SA hereby decides to amend the Company's Articles of Association by changing the content of § 8 clause 2 and § 17 of the Articles of Association, which now shall read:

„§8

2. The Supervisory Board has the right to call the Ordinary General Meeting, if the Management Board fails to do so within the time limit referred to in Art. 395 § 1 of the Commercial Companies' Code, as well as the Extraordinary General Meeting, if it considers it appropriate."

„§ 17

Announcements required by law shall be published in accordance with the requirements of relevant regulations, including notifications of call for the General Meeting, which shall be posted on the Company's website and in the manner specified for the transmission of current information in accordance with the provisions on public offering and the conditions regarding introduction of financial instruments to organized trading and public companies."

§2

The above amendments of the Articles of Association shall enter into force on 3 August 2009.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the granting of authorization to the Supervisory Board to
adopt the consolidated text of the Company's Articles of
Association

Acting pursuant to Art. 430 § 5 of the Commercial Companies' Code, the General Meeting of Mercor SA hereby decides to authorize the Company's Supervisory Board to determine a consolidated text of the Company's Articles of Association, taking particularly into account the amendments resulting from resolutions passed at the Ordinary General Meeting of Shareholders on 30 June 2009 and resolution no. 4/2008 of the Extraordinary General Meeting of Shareholders of Mercor Spółka Akcyjna w Gdansku dated 28 March 2008 on the amendment of the Articles of Association by means of introduction into the Company's Articles of authorization to the Management Board to raise the share capital within the limits of the authorized capital, including the right of the Management Board with the consent of the Supervisory Board to deprive the shareholders entirely or partly of their pre-emptive right to shares issued under the authorized capital, and resolutions of the Management Board passed in implementation of the aforesaid resolution of the Extraordinary General Meeting of Shareholders.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the adoption of the new wording of the Statute of the
General Meeting of Shareholders

§1

The General Meeting of Shareholders of Mercor SA hereby adopts the new wording of the Statute of the General Meeting of the Company's Shareholders in the wording as in Appendix 1 to this resolution.

§2

Simultaneously, resolution no. 6/2007 of the Ordinary General Meeting of Mercor SA dated 25 May 2007 on the adoption of the Statute of the General Meeting of Shareholders is hereby revoked.

§3

The resolution shall come into force on 3 August 2009.

Resolution No./2009
of the Ordinary General Meeting of Shareholders
of MERCOR Spółka Akcyjna (the "Company")
in Gdansk
dated 30 June 2009
on the amendments to the Statute of the Supervisory Board

§1

The General Meeting of Shareholders of Mercor SA hereby amends § 14 of the **Statute of the Supervisory Board** adopted by resolution no. 7/2007 of the Ordinary General Meeting of Shareholders dated 25 May 2007 by giving it the following wording:

„§ 14

The Supervisory Board has the right to call the Ordinary General Meeting, if the Management Board fails to do so within the time limit referred to in Art. 395 § 1 of the Commercial Companies' Code, as well as the Extraordinary General Meeting, if it considers it appropriate.”

§2

The resolution shall come into force on 3 August 2009.