

**Current Report No 9/2013 of 28 June 2013.**

**Resolutions adopted at the Annual General Meeting of Farmacol S.A.  
on 28 June 2013**

The Management Board of Farmacol S.A. with its registered office in Katowice, ul. Rzepakowa 2, hereby announces the resolutions of the Company's Annual General Meeting held on 28 June 2013, together with the indication of the number of shares for which votes were cast, percentage of share capital that was represented by the number of shares for which votes were cast, including votes cast "for" and "against" and abstained:

**Resolution no. 1  
of the Annual General Meeting of FARMACOL S.A. with its registered office  
in Katowice adopted on 28 June 2013, on the appointment of the Chairperson of the  
Annual General Meeting.**

**§1.**

The Annual General Meeting of FARMACOL S.A. with its registered office in Katowice resolves to elect Mr. Bartosz Rafał Nowak, using the name of Bartosz, son of Czesław and Krystyna, National Identification Number (PESEL): 75111804131, residing in Katowice, ul. Józefowska 114/24, presenting an ID card with the following number and series: AJC 562992 as the Chairperson of the Annual General Meeting.

**§2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were validly cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes:

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 2  
of the Annual General Meeting of FARMACOL S.A. with its registered office  
in Katowice adopted on 28 June 2013, on the appointment of the Ballot Counting  
Committee.**

**§1.**

The Annual General Meeting of FARMACOL S.A. with its registered office in Katowice hereby appoints the Ballot Counting Committee.

1 Marek Michalski.

2 Artur Długaj.

**§2.**

The resolution shall become effective upon adoption.

The number of shares for which votes were validly cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 3**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013 on the approval of the Directors' Report on the**  
**Company's operations for 2012.**

**§ 1.**

Pursuant to Art. 395 Par. 2 Point 1 of the Code of Commercial Companies and Par. 11 Point 1 Letter a) of the Articles of Association, the Annual General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby approves of the Directors' Report on the Company's operations for 2012.

**§ 2.**

The resolution shall become effective upon adoption.

The number of shares for which votes were cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 4**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on the approval of the Company's separate financial statement for 2012.**

**§ 1.**

Pursuant to Art. 395.2.1 of the Code of Commercial Companies and Par. 11 Point 1 Letter a) of the Articles of Association, the Annual General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby approves the financial statement of the Company for 2012 financial year, subject to the independent auditor's opinion comprising:

- financial statements as of 31 December 2012 showing a balance-sheet total of PLN 1, 719, 672 thousand (one billion seven hundred and nineteen million six hundred and seventy-two thousand zlotys),
- income statement for the period from 1 January to 31 December 2012, showing total profit of PLN 86, 199 thousand (eighty-six million one hundred and ninety nine thousand),
- statement on changes in share capital for the period from 1 January to 31 December 2012, showing increase in share capital by PLN 87, 005 thousand (eighty-seven million five thousand zlotys).

- cash flow statement showing increase in net cash in the period from 1 January to 31 December 2012 by PLN 155, 947 thousand (one hundred fifty-five million nine hundred and forty-seven thousand zlotys).
- additional information on the accounting policies adopted and explanatory information.

## § 2.

The resolution shall become effective upon adoption.

Number of shares for which votes were cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46%

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

### **Resolution no. 5 of the Annual General Meeting of Farmacol S.A. with its registered office in Katowice adopted on 28 June 2013 on approval of the annual consolidated financial statement of the Capital Group**

## § 1.

Pursuant to Art. 395.5 of the Commercial Companies Code, the Annual General Meeting of Farmacol S.A. hereby approves the annual consolidated financial statement for 2012 financial year, subject to the independent auditor's opinion comprising:

- the consolidated financial statements as of 31 December 2012 showing a balance-sheet total of PLN 1, 934, 126 thousand (nine hundred and thirty-four million one hundred and twenty-six thousand zlotys).
- the consolidated income statement of the Company's group for the period from 1 January to 31 December 2012 showing total income of PLN 114, 701 thousand (one hundred and fourteen million seven hundred and one thousand zlotys)
- the statement on changes in consolidated share capital for the period from 1 January to 31 December 2012 showing increase in share capital by PLN 112, 906 thousand (one hundred twelve million nine hundred and six thousand zlotys)
- the consolidated cash flow statement showing increase of cash in the period from 1 January to 31 December 2012 by PLN 190, 084 thousand (one hundred and ninety million eighty-four thousand zlotys)
- additional information on the accounting policies adopted and explanatory information.
- the Directors' Report on the Capital Group's operations for the period from 1 January to 31 December 2012.

## § 2.

The resolution shall become effective upon adoption.

Number of shares for which votes were cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 6**  
**of the Annual General Meeting of FARMACOL S.A. with its registered office**  
**in Katowice adopted on 28 June 2013 on the allocation of net profit for the financial year**  
**2012.**

**§ 1.**

Pursuant to Art. 395.2.2 of the Commercial Companies Code and Par.11 Point 1 Letter b) of the Articles of Association, the General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby resolves to allocate the net profit for the 2012 financial year in the amount of PLN 86, 198, 692.84 (In words: eighty six million one hundred ninety eight thousand six hundred ninety two zlotys) to:

1. compensation for loss in the previous years in the amount of PLN 1,226,481.30 (In words: one million two hundred and twenty-six thousand four hundred and eighty-one zlotys);
2. reserve capital in the amount of PLN 84,972,211.54 (In words: eighty-four million nine hundred and seventy-two thousand two hundred and eleven zlotys)

**§ 2.**

The resolution shall become effective upon adoption.

The number of shares for which votes were cast:13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46%

The total number of valid votes: 100 %.

The number of votes "for": 19 466 339, which represents 91.79% of the valid votes cast

The number of votes "against": 0

The number of votes abstained: 1 741 699, which represents 8.21% of the valid votes cast.

**Resolution no. 7**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on granting discharge to the President of the Management Board Mr Andrzej Smuga**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par.11 Point 1 Letter c) of the Articles of Association, the Annual General Meeting of „Farmacol” Spółka Akcyjna with its registered office in Katowice, hereby grants discharge to Mr Andrzej Smuga in respect of performance of his duties as the President of the Company’s Management Board for the period from 1 January 2012 to 31 December 2012. -----

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast:13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 8**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on granting discharge to**  
**the Vice-President of the Management Board Ms Barbara Kaszowicz**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11.1c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Ms Barbara Kaszowicz in respect of the performance of her duties as the Vice-President of the Company's Management Board for the period from 1 January 2012 to 31 December 2012.-----

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast:13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 9**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on granting discharge to the Member of the Management Board Mr Krzysztof Sitko**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Krzysztof Sitko in respect of the performance of his duties as the Member of the Company's Management Board for the period from 1 January 2012 to 31 December 2012.-----

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast:13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 10**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on granting discharge to**  
**the Member of the Company's Management Board Mr Marek Pielaszkiwicz**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Marek Pielaszkiwicz in respect of his duties as the Chairperson of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012. -----

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 11**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on granting discharge to**  
**the Chairperson of the Supervisory Board Mr Andrzej Olszewski**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Andrzej Olszewski in respect of his duties as the Chairperson of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.

**§ 2.**

The resolution shall become effective upon adoption.

The number of shares for which votes were cast: 7,91,126

Percentage of share capital that was represented by the number of shares for which votes were cast: 31.16 %.

The total number of valid votes: 100 %.

The number of votes "for": 11 033 726, which represents 35.14% of the valid votes cast.

The number of votes "against": 0  
The number of votes abstained: 0

**Resolution no. 12/2012  
of the Annual General Meeting of Farmacol S.A. with its registered office  
in Katowice adopted on 28 June 2013  
on granting discharge to  
Deputy Chairperson of the Supervisory Board Mrs Zyta Olszewska**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mrs Zyta Olszewska in respect of her duties as the Deputy Chairperson of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.

**§ 2.**

The resolution shall become effective upon adoption.

The number of shares for which votes were cast: 7,702,638  
Percentage of share capital that was represented by the number of shares for which votes were cast: 32.92%  
The total number of valid votes: 100 %.  
The number of votes "for": 11 957 438, which represents 56.38% of the valid votes cast.  
The number of votes "against": 0  
The number of votes abstained: 0

**Resolution no. 13  
of the Annual General Meeting of Farmacol S.A. with its registered office  
in Katowice adopted on 28 June 2013  
on granting discharge to Member of the Supervisory Board Mr Jan Kowalewski**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Jan Kowalewski in respect of the performance of his duties as a Member of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.-----

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast: 13 210 638.  
Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.  
The total number of valid votes: 100 %.  
The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0  
The number of votes abstained: 0

The Chairperson declared the resolution passed.

**Resolution no. 14**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on granting discharge to Member of the Supervisory Board**  
**Ms Anna Olszewska.**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. with its registered office in Katowice hereby grants discharge to Ms Anna Olszewska in respect of her duties as Member of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012. -----

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

The Chairperson declared the resolution passed.

**Resolution no. 15**  
**of the Annual General Meeting of Farmacol S.A. with its registered office**  
**in Katowice adopted on 28 June 2013**  
**on granting discharge to**  
**Member of the Supervisory Board**

**Mr Maciej Olszewski.**

**§ 1.**

Pursuant to Art. 395.2.3 and 395.3 of the Commercial Companies Code and Par. 11 Point 1 Letter c) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. hereby grants discharge to Mr Maciej Olszewski in respect the performance of his duties as a Member of the Company's Supervisory Board for the period from 1 January 2012 to 31 December 2012.-----

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

**Resolution no. 16  
of the Annual General Meeting of Farmacol S.A. with its registered office  
in Katowice adopted on 28 June 2013  
on the amendment to the Company's Articles of Association.**

**§ 1.**

Pursuant to Par 11 Point 1 Letter f) of the Company's Articles of Association, the Annual General Meeting of Farmacol S.A. with its registered office in Katowice hereby decides to make amendments to the Company's Articles of Association in the following manner: to add letter k to Par. 14 Point 2): "Approval of granting loans, guarantees and warranties by the Company, except for loans granted to the Company's contractors running pharmacies and having a direct relationship with the development of commercial cooperation with those contractors and loans granted to employees as part of the Company social benefits fund."

**§ 2.**

The resolution shall become effective upon adoption.

Number of shares for which votes were cast: 13 210 638.

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46 %.

The total number of valid votes: 100 %.

The number of votes "for": 21 208 038, which represents 67.54% of the valid votes cast.

The number of votes "against": 0

The number of votes abstained: 0

The Chairperson declared the resolution passed.

**Resolution no. 17  
of the Annual General Meeting of Farmacol S.A. with its registered office  
in Katowice adopted on 28 June 2013  
on the approval of the Company's Management Board activities aiming at adopting  
Management Options Plan in Farmacol Capital Group and its dependant and affiliated  
entities.**

Recognizing the motivational capacity behind the fact that shares of the Company or its subsidiaries and affiliates are taken up by members of the Management Board or key managers of the Company or subsidiary and affiliated companies, the General Meeting of the company resolves what follows:

## § 1.

1. The Annual General Meeting of Farmacol S.A. approves of the Management Board's activities aiming at adopting Management Options Plan (hereinafter referred to as "the Programme" ), under which the authorised persons specified in detail in this Programme will be offered the opportunity to purchase company shares issued as part of the increased share capital of the Company, as well as activities involving the preparation of guidelines and regulations for such programmes, which would be carried out in Farmacol S.A. companies: its subsidiaries or affiliates.
2. The programme will be addressed to persons (hereinafter referred to as "Authorised persons") indicated by the Management Board of the company or the management boards of subsidiary and affiliated companies:
  - who are members of the given company's governing body
  - who are key company managersprovided that they remain in the employment relationship or other legal relationship with the Company, subsidiary company or affiliated company, as part of which they provide services for the benefit of these entities or they perform duties in the Company's governing bodies or in the governing bodies of subsidiary and/or affiliated companies continuously for the period of at least two years.
- 3 The potential programs, referred to in section 1 shall be carried out on the basis of the detailed rules, which will be determined in separate resolutions by the General Meeting of Farmacol S.A. or subsidiary or affiliated companies.

## § 2.

The resolution shall become effective upon adoption.

The number of shares for which votes were cast: 13 210 638. 13,210,638

Percentage of share capital that was represented by the number of shares for which votes were cast: 56.46%

The total number of valid votes: 100 %.

The number of votes "for": 19 443 912, which represents 91.68% of the valid votes cast.

The number of votes "against": 1 764 126, which is 8.32 %.

The number of votes abstained: 0

*Legal basis: Par. 38.1.7 in conjunction with Par 100.6 of the Minister of Finance's Regulation of 19 February 2009 on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state.*

Signatures of duly authorised representatives of the company:

1) Andrzej Smuga – President of the Management Board

2) Barbara Kaszowicz - Vice President of the Management Board

