

Draft Resolutions
of the Ordinary General Meeting of
DECORA S.A. with registered seat in Środa Wielkopolska
of 14 May 2010 r.

Resolution No. 1
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting pursuant to art. 395 §2.1) of the Code of Commercial Companies, the General Meeting of DECORA S.A. with its registered office in Środa Wielkopolska, having reviewed the auditor's opinion and report, approves the financial statements of the Company for the financial year of 2009 including:

- report on the financial condition made as at 31 December 2009 with total assets and total liabilities of PLN 247,477,856.54 (PLN two hundred forty seven million four hundred seventy seven thousand eight hundred fifty six and 54/100),
- report on total revenues for the period from 1 January 2009 to 31 December 2009 with net profit of PLN 33,629,687.80 (PLN thirty three million six hundred twenty nine thousand six hundred eighty seven and 80/100),
- additional information including an introduction to the financial statements as well as additional information and notes,
- statement of changes in equity for the period from 1 January 2009 to 31 December 2009, showing an increase of equity by PLN 34,823,586.99 (PLN thirty four million eight hundred twenty three thousand five hundred eighty six and 99/100),
- cash flow statement for the period from 1 January 2009 to 31 December 2009, showing a decrease in cash by PLN 3,084,652.05 (PLN three million eighty four thousand six hundred fifty two and 05/100)."

Resolution No. 2
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 1) of the Company Law Code, the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska approves the Management Board's report on the Company activity for the financial year 2009."

Resolution No. 3
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting pursuant to art. 395 §2.1) in connection with art. 395 § 5 of the Code of Commercial Companies, the General Meeting of DECORA S.A. with its registered office in Środa Wielkopolska, having reviewed the auditor's opinion and report, approves the consolidated financial statements of the DECORA Capital Group for the financial year of 2009 including:

- consolidated report on the financial condition made as at 31 December 2009 with total assets and total liabilities of PLN 264,863,772.81 (PLN two hundred sixty four million eight hundred sixty three thousand seven hundred seventy two and 81/100),

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- consolidated report on total revenues for the period from 1 January 2009 to 31 December 2009 with net profit due to the shareholders of the parent entity of PLN 14,403,870.68 (PLN fourteen million four hundred three thousand eight hundred seventy and 68/100),
- additional information including an introduction to the consolidated financial statements as well as additional information and notes,
- statement of changes in consolidated equity for the period from 1 January 2009 to 31 December 2009, showing an increase of equity by PLN 14,780,425.60 (PLN fourteen million seven hundred eighty thousand four hundred twenty five and 60/100),
- consolidated cash flow statement for the period from 1 January 2009 to 31 December 2009, showing a decrease in cash by PLN 2,016,361.35 (PLN two million sixteen thousand three hundred sixty one and 35/100)."

Resolution No. 4
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 1) in connection with article 395 §5 of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska approves the Management Board's report on the activity of the Capital Group DECORA S.A. for the financial year 2009."

Resolution No. 5
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"The General Meeting of DECORA S.A. with its registered office in Środa Wielkopolska, in connection with the net profit generated by the Company in 2009 of PLN 33,629,687.80 (PLN thirty three million six hundred twenty nine thousand six hundred eighty seven and 80/100), pursuant to art. 395 §2.2 of the Code of Commercial Companies, decides as follows:

- a portion of the generated profit of PLN 3,390,996.00 (PLN three million three hundred ninety thousand nine hundred ninety six and 00/100) shall be distributed among the shareholders as dividend pro rata to the number of shares held, i.e. of PLN 0.30 (PLN 30/100) per share,

- the remaining portion of the generated net profit shall be allocated to reserve capital of PLN 30,238,691.80 (PLN thirty million two hundred thirty eight thousand six hundred ninety one and 80/100).

Pursuant to art. 348 §3 of the Code of Commercial Companies and §10.4 of the Company's by-laws, the General Meeting resolves that the day of 22 July 2010 shall be the day when a list of shareholders will be determined who are entitled to dividend (ex-dividend date).

Pursuant to art. 348 §3 and 4 of the Code of Commercial Companies and §10.4 of the Company's by-laws, the General Meeting resolves that the approved dividend shall be payable on 5 August 2010."

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Resolution No. 6
of the Extraordinary General Meeting of
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of 14 May 2010

"The General Meeting of DECORA S.A. with its registered office in Środa Wielkopolska, in view of a change to a rule in the approved accounting policy and the resultant recognition in 2008 of net financial profit of PLN 123,780.81 (PLN one hundred twenty three million seven hundred eighty and 81/100), decides pursuant to art. 395 §2.2 of the Code of Commercial Companies to allocate the amount to serve capital.

Resolution No. 7
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 3) of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska gives a discharge to the President of the Management Board, Mr Waldemar Osuch, from the fulfilment of duties in the financial year 2009.

Furthermore, in view of the expiry of the term of office, the General Meeting recommends to the Supervisory Board the election of Mr. Waldemar Osuch for another three-year term of office as President of the Management Board"

Resolution No. 8
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 3) of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska gives a discharge to the Member of the Management Board, Mr Artur Hibner, from the fulfilment of duties in the financial year 2009.

Furthermore, in view of the expiry of the term of office, the General Meeting recommends to the Supervisory Board the election of Mr. Artur Hibner for another three-year term of office as a Member of the Management Board"

Resolution No. 9
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 3) of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska gives a discharge to the Chairman of the Supervisory Council, Mr Włodzimierz Lesiński, from the fulfilment of duties in the financial year 2009."

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Resolution No. 10
of the Ordinary General Meeting of
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of 14 May 2010

"Acting on the basis of article 395 §2 section 3) of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska gives a discharge to the Deputy Chairman of the Supervisory Council, Mr Heinz Wilhelm Duser, from the fulfilment of duties in the financial year 2009."

Resolution No. 11
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 3) of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska gives a discharge to the Member of the Supervisory Council, Mr Paul Horstmann-Meyer from the fulfilment of duties in the financial year 2009."

Resolution No. 12
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 3) of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska gives a discharge to the Member of the Supervisory Council, Mr Peter Weigand, from the fulfilment of duties in the financial year 2009."

Resolution No. 13
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"Acting on the basis of article 395 §2 section 3) of the Company Law Code , the General Meeting of DECORA S.A. with a registered office in Środa Wielkopolska gives a discharge to the Member of the Supervisory Council, Mr Andrzej Tomaszewski, from the fulfilment of duties in the financial year 2009."

Resolution No. 14
of the Ordinary General Meeting of
DECORA S.A.
of 14 May 2010

"In view of the expiry of the term of office of the Chairman of the Supervisory Board of DECORA S.A. – Mr. Włodzimierz Lesiński, the General Meeting of DECORA S.A. with its registered office in Środa Wielkopolska nominates again Mr. Włodzimierz Lesiński to the position of a member of the Supervisory Board for another five-year term."

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Resolution No. 15
of the Ordinary General Meeting of
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of 14 May 2010

"In view of the expiry of the term of office of the Deputy Chairman of the Supervisory Board of DECORA S.A. – Mr. Heinz Wilhelm Duser, the General Meeting of DECORA S.A. with its registered office in Środa Wielkopolska nominates again Mr. Heinz Wilhelm Duser to the position of a member of the Supervisory Board for another five-year term."
