

ÅRSSTÄMMA REINHOLD POLSKA AB 7 MARS 2014

STYRELSENS FÖRSLAG TILL BESLUT I § 15

Den styrelse som tillträdde i samband med den extra bolagsstämman den 4 oktober 2013 har, som ett led i arbetet med att finna en lösning för bolaget och dess finansiella ställning, analyserat den rapport över den särskilda granskningen som lagts fram av advokat Marcus Johansson.

I granskningen har riktats kritik mot olika vidtagna förvaltningsåtgärder där styrelsen fattat beslut gemensamt dels kritik mot olika enskilda styrelseledamöters agerande i samband med olika händelser. Det kan inte uteslutas att vissa av åtgärderna har skadat bolaget.

Som ett led i den finansiella, organisatoriska och verksamhetsmässiga rekonstruktion som genomförs har styrelsen bedömt att de resurser som bolaget skulle behövt få till sitt förfogande inte finns tillgängliga för att, om möjligt, närmare utreda de olika styrelseledamöternas enskilda ansvar.

Den nya styrelsen har fört förhandlingar med de tidigare styrelseledamöterna innebärande att den nya styrelsen lagt fram en uppgörelse med dessa om att den tidigare styrelsen avstår krav på utfående av innestående styrelsearvoden om sammanlagt SEK 1 343 500.

Med Gösta Gustafsson har inletts förhandlingar om att samtliga de fordringar som Gustafsson innehar och som avser lån till Reinhold Polska AB och som uppgår till sammanlagt EUR 2 797 906 per den 31 december 2012 skrivs av i sin helhet.

De fordringar som Waldemar Tevnell, Marek Tarchalski och André Rosberg, alla genom bolag, gjort gällande avseende konsultarvoden och levererade tjänster skall vidare skrivas av i sin helhet.

Styrelsen önskar nu erhålla mandat från bolagsstämman att ingå överenskommelser enligt ovan i enlighet med bifogat brev som tillställts de tidigare styrelseledamöterna.

In-house translation – the English version is for convenience only and in case of any discrepancy, the Swedish text shall prevail.

The board that took office in connection with the Extraordinary General Meeting on October 4th, 2013 has analyzed the report of the special audit as presented by lawyer Marcus Johansson, as a part of the efforts to find a solution for the company and its financial position.

Criticism against various management measures which the Board jointly decided has been raised in the audit, as well as criticism of the various individual directors' conduct in connection with different incidents. It cannot be excluded that some of the actions have harmed the company.

As part of the financial, organizational and operational restructuring implemented, the Board has determined that the resources that the company would have needed at its disposal are not available for the company to closer investigate the various Board members' individual responsibilities, if that even is a possibility.

The new Board has negotiated with the former board members, meaning that the new Board tabled a deal with them that the former board waives requirements for the issuance of the outstanding directors' fees totaling SEK 1 343 500.

Negotiations to fully write off all the claims that relate to loans given by Gösta Gustafsson to Reinhold Polska AB has begun. These amount to a total of EUR 2,797,906 by December 31st 2012.

The receivables Waldemar Tevnell, Marek Tarchalski and André Rosberg, all through companies, claim regarding professional fees and provided services shall also be written off in full.

The Board now wishes to obtain authorization from the general meeting to conclude agreements above in accordance with the attached letter addressed to the former Board members.

Reinhold

To the former board members of Reinhold Polska AB

Stockholm 6 February 2014

Dear Sirs,

As you know I have recently joined the board of Reinhold Polska AB with a specific mission to rehabilitate the company.

I have noted that you are in the books as a creditor for claims for remuneration as a former board member.

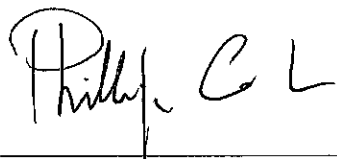
In undertaking the review and dealing with the criticism from the appointed Special Investigator I find myself needing to advise you that the best way to reduce the criticism aimed at you is for you to agree to forgive your debt.

In this way I will be able to argue that you have suffered some loss along with many others and deflect any further action from the company's side.

Please respond to me by signing the attached confirmation letter. If you have any questions please revert back to me not later than Wednesday 12 February 2014.

Sincerely,

On behalf of Reinhold Polska AB



Phillip Cook

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Reinhold

CONFIRMATION LETTER

I/we, the undersigned, hereby revoke/waive all of my/our claims on Reinhold Polska AB (publ) in which company I was a member of the Board of directors until 2012.

This is being done under the condition that the company does not direct any further claims on me or any closely related company to me of any kind and in particular because of the conclusions drawn by Mr Marcus Johansson in his "Report over Special examination" on the administration of the company during 2007 – September 2011.

This waiver is also conditioned upon the approval by the Annual General Meeting of Reinhold Polska AB that will take place on March 7, 2014.

SIGNED BY

Name:

Title:

Address:

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