

INTROL Spółka Akcyjna
40-519 Katowice
ul. Kościuszki 112
tel. 32/78 90 000
fax 32/78 90 175
e-mail: introlsa@introl.pl
www.introlsa.pl



Current report No. 12/2013 of 29 May 2013

Issuer: INTROL S.A.

Subject: Agenda of the Ordinary General Meeting of Shareholders of INTROL S.A. convened for 27 June 2013.

Legal basis: Art. 56.1.2 of the Act on offering – current and periodical disclosure

Content:

The Management Board of INTROL S.A. in Katowice, entered in the National Court Register – Register of Entrepreneurs by the District Court Katowice-Wschód in Katowice under number KRS 0000100575, pursuant to art. 399.1 and 402 (1) of the Code of Commercial Companies, convenes the Ordinary General Meeting of Shareholders of INTROL S.A. in Katowice, to be held on 27 June 2013 at 10:00 hours at the Company's registered office in Katowice at ul. Kościuszki 112, with the following agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Confirmation that the Ordinary General Meeting was convened correctly and that it is able to adopt valid resolutions.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Examination of the Management Board report on the Company's operations in the financial year 2012.
7. Examination of the Company's financial statements for the financial year 2012.
8. Presentation of the Supervisory Board report on the Board's activity in 2012 and the report on assessment of the Management Board report on the Company's operations in the financial year 2012, financial statements for the financial year 2012 and the Management Board's motion on profit distribution.
9. Adoption of a resolution on approval of the Management Board report on the Company operations in the financial year 2012.
10. Adoption of a resolution on approval of the Company's financial statements for the financial year 2012.
11. Adoption of a resolution on distribution of profit earned in the financial year 2012.



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12. Adoption of a resolution on the allocation of a portion of the reserve capital to the dividend payment.

13. Adoption of a resolution on dividend payment, determination of the dividend date and the dividend disbursement date.

14. Adoption of a resolution on granting the vote of approval to the Management Board members for the performance of their duties in the financial year 2012.

15. Adoption of a resolution on granting the vote of approval to the Supervisory Board members for the performance of their duties in the financial year 2012.

14. 12. Adoption of a resolution on the allocation of a portion of the reserve capital to the dividend payment.

13. Adoption of a resolution on dividend payment, determination of the dividend date and the dividend disbursement date.

Examination and approval of the Management Board report on the operations of the INTROL S.A. Capital Group in the financial year 2012.

15. Examination and the approval of the consolidated financial statements of the INTROL S.A. Capital Group for the financial year 2012.

16. Presentation of a concept of further development of INTROL S.A. Capital Group.

17. Adoption of a resolution amending the functional structure of INTROL S.A. Capital Group.

18. Closing of the meeting

Pursuant to the provision of art. 402 (2) of the Code of Commercial Companies, the Management Board provides information on participating rules in the Meeting.

I. SHAREHOLDERS ENTITLED TO PARTICIPATE IN THE GENERAL MEETING.

The General Meeting may be attended only by those Shareholders who will be Shareholders of the Company on the registration date (sixteen days before holding the General Meeting) i.e. **11 June 2013**.

In order to ensure their participation in the Meeting, the Shareholders holding shares in electronic form should request the entity maintaining their securities account, in the period as from publication of this announcement of the Meeting to **12 June 2013** (prevalent after the first day of the date of registration) to issue to their name a certificate confirming their right to participate in the General Meeting.

The Shareholders who hold registered shares are entitled to participate in the Meeting provided they are entered in the shareholder register on the registration date, i.e. **11 June 2013**

The Company's Management Board determines the list of Shareholders entitled to participate in the General Meeting on the basis of:

- the shareholder register,
- a list of Shareholders registered for the General Meeting prepared by Krajowy Depozyt Papierów Wartościowych S.A. (The National Depository for Securities) on the basis of lists of Shareholders, received from the entities maintaining the security accounts, who have been issued personal certificates confirming their right to participate in the General Meeting.

A List of Shareholders entitled to participate in the General Meeting will be made available in the office, at the registered seat of the Company in Katowice, ul. Kościuszki 112, for three working days before the date of the General Meeting.

A Shareholder may request the list of Shareholders to be sent to him or her free of charge by e-mail, specifying the address to which such list should be sent.

II. RIGHT TO DEMAND THAT MATTERS BE ADDED TO THE AGENDA

A Shareholder or Shareholders representing minimum one twentieth part of the share capital may demand that matters be added to the agenda of the Meeting. Such demand should be submitted to the Management Board at least 21 days before the date of the Meeting, i.e. **by 6 June 2013**. Such a demand shall include a substantiation or a draft resolution concerning the proposed item of the agenda. The demand shall be delivered in writing or by e-mail to the following e-mail address: wza@introl.pl

III. RIGHT TO PROPOSE DRAFT RESOLUTIONS

Shareholder(s) representing minimum one twentieth of the share capital may – prior to the date of the Meeting – submit to the Company, in writing or via electronic means of communication, draft resolutions concerning the matters on the agenda or matters that are to be added to the agenda.

During the Meeting, each Shareholder participating in the Meeting may propose draft resolutions concerning the matters on the agenda.

IV. PARTICIPATION IN THE MEETING; PROXIES AND REPRESENTATIVES

Shareholders may participate in the Meeting and exercise their voting rights in person or by proxy.

A right to represent a Shareholder who is not a natural person shall be specified in the extract (original or a true copy certified by a notary public) from the relevant register submitted to the list of attendance.

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The date of the extract may not be earlier than 6 months prior to the date of the Meeting.

A person or persons who grant a power of attorney on behalf of a Shareholder who is not a natural person should be named in the extract (original or a true copy certified by a notary public) from the relevant register.

Any power of attorney or extract from a register not made in Polish shall be submitted along with a translation into Polish prepared by a sworn translator.

Powers of attorney to participate in the Meeting and exercise voting rights shall be granted in writing or by electronic means of communication. A power of attorney granted in an electronic form does not require a safe electronic signature verified with a qualified certificate.

Power of attorney sent by e-mail to the Company shall be scanned to the PDF format; power of attorney granted by a Shareholder who is a natural person shall be accompanied by a scan of the Shareholder's ID document with the Shareholder's signature – the ID document, driving licence or passport.

With respect to the powers of attorney granted in electronic form by Shareholders who are not natural persons, not featuring a safe electronic signature verified with a qualified certificate, the power of attorney scanned to the PDF format shall be accompanied by scans of ID documents of the person signing the power of attorney and documents as required for powers of attorney granted in writing, i.e. an extract from the relevant register and a scan of translation thereof into Polish, as appropriate. Signatures on the power of attorney shall be the same as signatures on the ID documents attached as scans.

The Company shall verify whether powers of attorney have been granted by Shareholders in order to confirm the validity of powers of attorney granted in an electronic form. The verification may involve comparison of signatures on ID documents and power of attorney or a telephone or e-mail inquiry directed to the Shareholder and the proxy to confirm that the power of attorney has been granted.

The form to authorise a proxy to exercise voting rights at the Meeting is available at the web site of the Company: www.introlsa.pl at the following location: „Relacje inwestorskie/Spółka/Walne Zgromadzenie/Zwołanie WZA”

The Shareholders are not obliged to use the forms.

The Company makes a reservation that if a Shareholder issues instructions for the proxy, it will not verify the compliance of the cast vote with such instruction. The Company also informs that there is a risk that the final content of resolutions submitted for voting may vary from the content of resolutions included in the forms.

Notification on granting a power of attorney in an electronic form shall be delivered to the Company in writing or to the following e-mail address: wza@introl.pl and shall specify the Shareholder and the proxy and contain a scan of the power of attorney document with the attachments referred to above.

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Information on revoking a power of attorney shall also be sent to the address:
wza@introl.pl.

Before signing the attendance list, the proxy shall present the power of attorney or a copy of the power of attorney granted electronically along with scans of the attachments specified above and with their ID document.

The proxy shall exercise all rights of a Shareholder at the General Meeting unless specified otherwise in the power of attorney.

The proxy may grant further powers of attorney if such a right is provided for in the power of attorney.

The proxy may represent multiple Shareholders and vote differently under shares held by each one of them.

A Shareholder holding shares registered in more than one securities account may establish separate proxies to exercise rights under shares registered in each account.

If a Member of the Management Board, Supervisory Board, an employee of the Company or a member of authorities or an employee of a subsidiary of the Company is appointed as a proxy at the general meeting, such power of attorney shall be valid solely for one General Meeting. A proxy shall be obliged to inform the Shareholder of any circumstances that indicate an existing or potential conflict of interests. The right of granting a further power of attorney shall be excluded.

Proxies shall vote in compliance with instructions provided by the Shareholder.

V. ADDITIONAL INFORMATION

The by-laws of the Company do not provide for participation in the Meeting or expressing one's opinion at the Meeting with the use of electronic means of communication and the Regulations of the General Meeting do not provide for voting at the Meeting by mail.

Draft resolutions of the Meeting shall be made available on the web site of the Company and shall be published by way of a current report.

The full text of the documents that will be submitted to the General Meeting, draft resolutions as well as information and forms concerning the Meeting shall be made available on the Company's web site www.introlsa.pl.

The registration date for the General Meeting referred to in Art. 406 (1) of the Code of Commercial Companies is **11 June 2013**.

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Legal basis: Art. 38.1.1 of RMF GPW (Regulation of the Minister of Finance on current and periodic information submitted by issuers of securities)

