

1.

Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the election of the Chairperson

§ 1

The Ordinary General Assembly elects Mr to fulfil the duties of the Chairman of the Assembly.

§2

The resolution shall come into force on the date of its adoption.

2.

Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the adoption of the agenda

§1

The Ordinary General Assembly hereby decides to adopt the following agenda:

- 1) Opening the session and election of the Chairperson of the Ordinary General Assembly.
- 2) Making, signing by the Chairperson and laying out the list of attendance.
- 3) Ascertaining the correctness of the convocation of the Ordinary General Assembly and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Ordinary General Assembly.
- 5) Abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee.
- 6) Election of the Ballot Counting Committee.
- 7) Presentation of the following by the Company's Management Board:
 - a. the financial statements of INPRO SA for the year ended on 31 December 2014,
 - b. the report of the Management Board of the activity of INPRO SA in 2014,
 - c. the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2014,
 - d. the report of the Management Board of the activity of the INPRO SA Capital Group in 2014,
 - e. remuneration report concerning INPRO S.A.
- 8) Presentation of the following by the Company's Supervisory Board:
 - a. assessment of the Company's situation in 2014 with the evaluation of the internal control and significant risk management system, prepared by the Supervisory Board of INPRO SA in conformity with the Code of Best Practice for WSE Listed Companies.
 - b. report of the activity of the Supervisory Board of INPRO SA, prepared in conformity with the Code of Best Practice for WSE Listed Companies.
- 9) Consideration of the financial statements of INPRO SA for the year ended on 31 December 2014 and of the report of the Management Board of the activity of INPRO SA in 2014.
- 10) Consideration of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2014 and of the report of the Management Board of the activity of the INPRO SA Capital Group in 2014.
- 11) Consideration of resolutions by the Supervisory Board of the Company:

- a. on the assessment of the financial statements of INPRO SA for the year ended on 31 December 2014, of the report of the Management Board of INPRO SA in 2014, of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2014 and of the report of the Management Board of INPRO SA of the activity of the INPRO SA Capital Group in 2014,
 - b. on the assessment by the Supervisory Board of INPRO SA of the Company's situation in 2014,
 - c. on the adoption of the report of the activity of the Supervisory Board of INPRO SA in 2014,
 - d. on the assessment of the proposal by the Management Board concerning the division of profit,
 - e. on the recommendation of the draft resolution of the Ordinary General Assembly on the approval of the "Remuneration Report."
- 12) Adoption by the Ordinary General Assembly of a resolution on the approval of the financial statements of INPRO SA for the year ended on 31 December 2014.
 - 13) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of INPRO SA in 2014.
 - 14) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2014.
 - 15) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of the INPRO SA Capital Group in 2014.
 - 16) Adoption by the Ordinary General Assembly of a resolution on the division of the Company's net profit for the period from 1 January 2014 to 31 December 2014, and on setting out the dividend date and the dividend payment date.
 - 17) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the President of the Company's Management Board, Mr Piotr Janusz Stefaniak, in 2014.
 - 18) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Zbigniew Feliks Lewiński, in 2014.
 - 19) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Krzysztof Marian Maraszek, in 2014.
 - 20) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Company's Supervisory Board, Mr Jerzy Glanc, in 2014.
 - 21) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Krzysztof Gaśak, in 2014.
 - 22) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Wojciech Stefaniak, in 2014.
 - 23) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Szymon Lewiński, in 2014.
 - 24) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Robert Maraszek, in 2014.
 - 25) Adoption by the Ordinary General Assembly of a resolution on the approval of the "Remuneration Report."
 - 26) Closing the session.

§2

The resolution shall come into force on the date of its adoption.

3.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee**

§ 1

Acting on the basis of Article 420 § 3 of the Commercial Companies Code, the Ordinary General Assembly hereby decides to abrogate the secrecy of voting on the resolution on the election of the Ballot Counting Committee.

§ 2

This resolution shall come into force on the date of its adoption.

4.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the election of the Ballot Counting Committee**

§ 1

Acting on the basis of § 5 par. 1 of the By-Laws of the Company's General Assembly, the Ordinary General Assembly hereby decides to appoint the following members of the Ballot Counting Committee:

-;
-;
-

§ 2

This resolution shall come into force on the date of its adoption.

5.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the approval of the financial statements of INPRO SA for the year ended on 31 December 2014.**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed the details the financial statements of INPRO SA for the year ended on 31 December 2014, the Ordinary General Assembly approves the financial statements of INPRO SA for the year ended on 31 December 2014, comprising:

1. The balance sheet made as at 31 December 2014 showing at the assets and equity and liabilities sides the sum of 334,862,776.22 zlotys,
2. The income statement showing the net profit of 7,619,937.71 zlotys,
3. The cash flow statement showing the increase of cash by the sum of 23,904,261.55 zlotys,
4. The statement of changes in equity showing the increase in equity by the sum of 3,615,937.71 zlotys,
5. Notes and explanations.

§ 2

This resolution shall come into force on the date of its adoption.

6.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the approval of the report of the Management Board of the activity of INPRO SA in 2014**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed in detail the report of the Management Board of the activity of INPRO SA in 2014, the Ordinary General Assembly approves the report of the Management Board of the activity of INPRO SA in 2014.

§ 2

This resolution shall come into force on the date of its adoption.

7.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the approval of the consolidated financial statements of the INPRO SA Capital Group
for the year ended on 31 December 2014**

§ 1

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2014, the Ordinary General Assembly approves the financial statements of the INPRO SA Capital Group for the year ended on 31 December 2014, comprising:

1. The balance sheet made as at 31 December 2014 showing at the assets and equity and liabilities sides the sum of 371,326,063.45 zlotys,
2. The income statement showing the net profit of 8,171,575.65 zlotys,
3. The cash flow statement showing the increase of cash by the sum of 31,597,070.68 zlotys,
4. The statement of changes in equity showing the increase in equity by the sum of 3,914,981.13 zlotys,
5. Notes and explanations.

§ 2

This resolution shall come into force on the date of its adoption.

8.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the approval of the report of the Management Board of the activity of the INPRO SA Capital Group in 2014**

§1

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the report of the Management Board of the activity of the INPRO SA Capital Group in 2014, the Ordinary General Assembly approves the report of the Management Board of the activity of the INPRO SA Capital Group in 2014.

§ 2

This resolution shall come into force on the date of its adoption.

9.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the division of the Company's net profit for the period from 1 January 2014 to 31 December 2014
and on setting out the dividend date and the dividend payment date**

§1

1. Acting on the basis of Article 395 § 2 item 2 of the Commercial Companies Code, the Ordinary General Assembly decides to allocate part of the profit following from the above-mentioned Company's financial statements in the amount of **3,603,600.00** zlotys i.e. 0.09 zlotys per share, towards the dividend to the Company's shareholders and allocate the remaining part of the profit in the amount of **4,016,337.71** zlotys to the Company's supplementary capital.
2. Acting on the basis of Article 348 § 3 of the Commercial Companies Code, the Ordinary General Assembly decides to set out the dividend date for 14 July 2014 and the dividend payment date for 28 July 2015.

§2

This resolution shall come into force on the date of its adoption.

10.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the acknowledgement of the fulfilment of duties by the President of the Management Board,
Piotr Janusz Stefaniak, of the fulfilment of duties in 2014**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Piotr Janusz Stefaniak, President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12 2014.

§2

This resolution shall come into force on the date of its adoption.

11.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board,
Zbigniew Feliks Lewiński, of the fulfilment of duties in 2014**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Zbigniew Feliks Lewiński, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12 2014.

§2

This resolution shall come into force on the date of its adoption.

12.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board,
Krzysztof Marian Maraszek, of the fulfilment of duties in 2014**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Marian Maraszek, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12/ 2014.

§2

This resolution shall come into force on the date of its adoption.

13.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015**

**on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Jerzy Glanc,
of the fulfilment of duties in 2014**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Jerzy Glanc, the Chairman of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12/2014.

§2

This resolution shall come into force on the date of its adoption.

14.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Krzysztof Gąsak,
of the fulfilment of duties in 2014**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Gąsak, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12/2014.

§2

This resolution shall come into force on the date of its adoption.

15.

**Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Wojciech Stefaniak,
of the fulfilment of duties in 2014**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Wojciech Stefaniak, a Member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12/2014.

§2

This resolution shall come into force on the date of its adoption.

16. **Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Szymon Lewiński,
of the fulfilment of duties in 2014**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Szymon Lewiński, a Member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12/2014.

§2

This resolution shall come into force on the date of its adoption.

17. **Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Robert Maraszek,
of the fulfilment of duties in 2014**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Robert Maraszek, a Member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2014 comprising the period from 01/01/2014 to 31/12/2014.

§2

This resolution shall come into force on the date of its adoption.

18. **Resolution No./2015
of the Ordinary General Assembly
of INPRO SA with its registered office in Gdańsk
of 16 June 2015
on the approval of the Remuneration Report.**

§ 1

Acting on the basis of § 395 § 5 of the Commercial Companies Code, the Ordinary General Assembly hereby decides to approve the Remuneration Report for 2014. The Report constitutes the appendix to this resolution.

§2

This resolution shall come into force on the date of its adoption.

REMUNERATION REPORT

Remuneration Declaration

The Management Board of INPRO SA presents the Remuneration Declaration drawn up in conformity with the corporate governance principles applied by the Company on the basis of the Commission Recommendation of 14 December 2004 fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) completed with the Commission Recommendation of 30 April 2009 (2009/385/EC). This declaration is subject to approval by the annual Ordinary General Assembly of INPRO SA. A relevant resolution will be presented at the Ordinary General Assembly.

Remuneration principles pertaining to the members of the MANAGEMENT BOARD

As the shareholders of INPRO MANAGEMENT Zbigniew Lewiński, Krzysztof Maraszek, Piotr Stefaniak spółka cywilna, on the basis of the Company Management Agreement of 29 December 2009 concluded with INPRO S.A. and amended by way of the annexe of 2 July 2009, the members of the Management Board received monthly remuneration in the amount of PLN 150,000 plus the tax on goods and services for the fulfilment of management duties (described in detail in § 1 of the above agreement). Moreover, the Members of the Management Board receive additional annual remuneration, which is payable subject to INPRO SA achieving profit for a given calendar year and to the approval of the annual financial statements by the Ordinary Assembly of INPRO SA. The amount of that additional annual remuneration is each time determined by way of a resolution of the Supervisory Board and not lower than 1% of the profit following from the financial statements approved by the General Assembly of INPRO SA.

The remuneration (its fixed component) is paid once a month, within 7 days of receipt by INPRO SA of an invoice issued by INPRO MANAGEMENT s.c.

The costs of maintenance and operation of devices, areas, telephone calls and vehicles rendered available to the members of the Management Board are covered by INPRO SA.

The above agreement has been concluded for indefinite time. Premature termination of the agreement may take effect by agreement of the parties or by three month notice. Apart from the above cases, the agreement terminates upon the expiry of the mandates of the members of the Management Board.

No pension or early retirement programme for the members of the Management Board is provided for in the Company. Severance pay in relation to the termination of the employment relationship or any payments relating to the premature termination of the agreement with a member of the Management Board are not provided for. A remuneration commission does not operate at the Company either.

No significant changes in the remuneration policy concerning the Management Board took place in 2014 compared to the previous financial year.

On 24 February 2015, annexe No. 2 to the company management agreement of 29/12/2008 was signed, on the basis of which the net monthly remuneration was increased from PLN 150,000 to PLN 210,000 (a change of the remuneration became effective on 01/03/2015). The decision on the increase of the remuneration of the Management Board was taken on the basis of resolution No. 3/2015 of the Supervisory Board of INPRO S.A. of 23 February 2015. In the next financial year, no other significant changes in the remuneration policy concerning the Management Board are envisaged in relation to the policy in force in the financial year 2014.

In 2014, the value of the remuneration, prizes and benefits paid, due or potentially due separately to each of the persons managing and supervising the Company is as follows.

A table showing remuneration paid to the members of governing bodies of INPRO SA in 2014.

		<i>In the Company</i>	<i>Remuneration in relation to the employment relationship with INPRO SA</i>	<i>Dividends paid in 2014</i>	<i>In other entities in the Group</i>
1	MANAGEMENT BOARD – remuneration on the basis of the civil law agreement with Inpro Management s.c.				
	<i>Piotr Stefaniak</i>	651 811		846 000	
	<i>Krzysztof Maraszek</i>	651 811		946 000	
	<i>Zbigniew Lewiński</i>	651 811		1 001 000	
	RAZEM	1 955 433		2 793 000	
2.	SUPERVISORY BOARD IN THE GROUP				
	<i>Piotr Stefaniak</i>				39 600.00
	<i>Krzysztof Maraszek</i>				39 600.00
	<i>Zbigniew Lewiński</i>				39 600.00
	TOTAL				118 800.00
3	SUPERVISORY BOARD INPRO SA				
	<i>Jerzy Glanc</i>	17 000.00			
	<i>Krzysztof Gąsak</i>	14 000.00			
	<i>Robert Maraszek</i>	12 000.00	166 499.50		
	<i>Wojciech Stefaniak</i>	7 600.00			
	<i>Szymon Lewiński</i>	7 600.00	27 642.72		
	TOTAL	58 200.00	194 142.22		
	RAZEM	2 013 633	194 142.22	2 793 000	118 800.00

Remuneration principles pertaining to the members of the SUPERVISORY BOARD

In compliance with § 10 par. 15 of the Company's Statutes, the members of the Supervisory Board receive remuneration in the amount determined by the General Assembly. The following remuneration rates were in force in 2014:

On the basis of Resolution No. 23/2011 of 16 June 2011 of the Ordinary General Assembly of INPRO SA on the determination of the remuneration of the members of the Supervisory Board of INPRO SA, the following remuneration of the members of the Supervisory Board was determined:

- the remuneration of the Chairperson of the Supervisory Board in the amount of PLN 3,500.00 gross for each session of the Supervisory Board
- the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 3,000.00 gross for each session of the Supervisory Board
- the remuneration of the Secretary of the Supervisory Board in the amount of PLN 2,500.00 gross for each session of the Supervisory Board,
- the remuneration of the various Members of the Supervisory Board, who do not fulfil the function of Chairperson, Vice-Chairperson or Secretary of the Supervisory Board, in the amount of PLN 2,300.00 gross for each session of the Supervisory Board.

The above remuneration was changes on the basis of Resolution No. 23/2014 of 11 June 2014 of the Ordinary General Assembly of INPRO SA on the determination of the remuneration of the members of the Supervisory Board of INPRO SA:

- the remuneration of the Chairperson of the Supervisory Board in the amount of PLN 5,000.00 gross for each session of the Supervisory Board
- the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN 4,000.00 gross for each session of the Supervisory Board
- the remuneration of the Secretary of the Supervisory Board in the amount of PLN 3,500.00 gross for each session of the Supervisory Board,

- the remuneration of the various Members of the Supervisory Board, who do not fulfil the function of Chairperson, Vice-Chairperson or Secretary of the Supervisory Board, in the amount of PLN 3,000.00 gross for each session of the Supervisory Board.

The value of remuneration paid to the members of the Supervisory Board in 2014 is presented in the above table showing remuneration paid to the members of the governing bodies of INPRO SA in 2014.

No pension or early retirement programme for the members of the Supervisory Board is provided for in the Company. Severance pay in relation to the termination of the employment relationship or any payments relating to the premature termination of the agreement with a member of the Supervisory Board are not provided for. A remuneration commission does not operate at the Company either.

No significant changes in the remuneration policy concerning the members of the Supervisory Board other than those described above took place in 2014 compared to the previous financial year.

In the next financial year, no significant changes in the remuneration policy concerning the members of the Supervisory Board are envisaged in relation to the policy in force in the financial year 2014.

The Company made every effort to make this Remuneration Declaration as clear and understandable as possible.