

RESOLUTIONS DRAFTS
for the Extraordinary General Meeting of SIMPLE Spółka Akcyjna
seated in Warsaw
convened as at January 7, 2013

I. drafts of resolutions referred to the item 2) of agenda

RESOLUTION No.
of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013
on election of the Chairman of the Meeting

Under Art. 409 § 1 of the Articles of Association the Extraordinary General Meeting of SIMPLE S.A. elects *Mr/Mrs* _____ as the Chairman of the Meeting held on January 7, 2012.

II. drafts of resolutions referred to the item 4) of agenda

RESOLUTION No.
of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013
on accepting the agenda

The Extraordinary General Meeting of SIMPLE S.A. accepts the following agenda:

1. Opening the Extraordinary General Meeting.
2. Election of the chairman of the Extraordinary General Meeting
3. Stating the correctness of convening the Meeting and its ability to adopt resolutions.
4. Accepting the agenda of the General Meeting.
5. Adopting the resolutions on election of the returning committee.
6. Election of members to the Supervisory Board with the possible voting by groups.
7. Adopting the resolution on costs of convening and taking place of the Extraordinary General Meeting.
8. Free motions.
9. Closing the Extraordinary General Meeting.

III. drafts of resolutions referred to the item 5) of agenda

RESOLUTION No.
of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013
on abrogation of the secrecy of voting at electing the Returning Committee

The Extraordinary General Meeting based on Art. 420 of the Code of Commercial Companies abrogates the secrecy of voting on election of the members of the Returning Committee.

IV. drafts of resolutions referred to the item 6) of agenda

RESOLUTION No.
of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013
on election of the member of the Supervisory Board by the voting in the separate groups

§ 1.

The Extraordinary General Meeting of the Company under the name SIMPLE S.A., acting under Art. 385 § 3 and § 5 of the Commercial Companies Code appoints Mr/Mrs___ to the Supervisory Board of the Company.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No.
of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013
on election of the member of the Supervisory Board by the voting in the separate groups

§ 1.

The Extraordinary General Meeting of the Company under the name SIMPLE S.A., acting under Art. 385 § 3 and § 5 of the Commercial Companies Code appoints Mr/Mrs___ to the Supervisory Board of the Company.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No.

**of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013**

on election of the member of the Supervisory Board by the voting in the separate groups

§ 1.

The Extraordinary General Meeting of the Company under the name SIMPLE S.A., acting under Art. 385 § 3 and § 5 of the Commercial Companies Code appoints Mr/Mrs___ to the Supervisory Board of the Company.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No.

**of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013**

on election of the member of the Supervisory Board by the voting in the separate groups

§ 1.

The Extraordinary General Meeting of the Company under the name SIMPLE S.A., acting under Art. 385 § 3 and § 5 of the Commercial Companies Code appoints Mr/Mrs___ to the Supervisory Board of the Company.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No.

**of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013**

on election of the member of the Supervisory Board by the voting in the separate groups

§ 1.

The Extraordinary General Meeting of the Company under the name SIMPLE S.A., acting under Art. 385 § 3 and § 5 of the Commercial Companies Code appoints Mr/Mrs___ to the Supervisory Board of the Company.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No.

**of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013**

on election of the member of the Supervisory Board not elected by the voting in the separate groups

§ 1.

The Extraordinary General Meeting of the Company under the name SIMPLE S.A., acting under Art. 385 §6 in connection with Art. 385 § 3 and § 5 of the Commercial Companies Code appoints Mr/Mrs___ to the Supervisory Board of the Company.

§ 2.

The resolution is effective as of being adopted.

Additional explanations of the Management Board of the Company:

In connection with the application of the shareholder representing at least 1/5 of the share capital received by the Company the item concerning the election of the member of the Supervisory Board by the voting in the separate groups was added to the agenda. In case of creating the group, when at least one member of the supervisory board is elected by the group of shareholders, the mandates of all present members of the supervisory board expire earlier and therefore there is a necessity to fill the mandates in the Supervisory Board, which were not filled by voting in the groups, by the shareholders, who did not

participates in the voting by the groups, pursuant to the above drafts of resolutions. Owing to no possibility to state the factual voting on the election of the Supervisory Board by voting in the groups, that is depended on among others the number of represented shares and number of separate groups established and number of members of the Supervisory Board appointed by the separate groups, the above drafts shall be treated as the examples of the resolutions to be adopted within the election of the Supervisory Board by the separate groups. The final number and contents of the resolution of the Extraordinary General Meeting, adopted both by the separate groups of shareholders and the shareholders, who will not participate in the voting by separate groups, is dependent on the circumstances above and may vary from the number and contents of the drafts of resolutions presented herein. In case when at least one group able to elect the member of the Supervisory Board is not created or the separate group does not elect at least one member of the Supervisory Board the mandates of the other members do not expire. Due to the fact that Mr Paweł Zdunek submitted the resignation from the position of the member of the Supervisory Board, it is necessary to complete the composition of the Supervisory Board by appointing a new member. As specified above, the voting on the election of the member of the Supervisory Board of the Company in order to complete its composition will be carried out, if the Supervisory Board will not be elected by voting in the groups.

RESOLUTION No.

**of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013
*election of the member of the Supervisory Board of the Company***

§ 1.

The Extraordinary General Meeting of SIMPLE S.A. in connection with ... decides to appoint *Mr/Mrs* to the Supervisory Board.

§ 2.

The resolution is effective as of being adopted.

Additional explanations of the Management Board of the Company:

As it was stated in the additional explanations of the Management Board of the Company to the drafts of resolutions referred to the item 6 of agenda, owing to the resignation of Mr Paweł Zdunek from the membership in the Supervisory Board it is necessary to complete the composition of the Supervisory Board. Due to the fact that the Company received the application of the shareholder for election of the Supervisory Board by voting in the groups, the voting for this case will be carried out at first under the item 6 of agenda and pursuant to the application of the shareholder. The voting on the above reso-

lution, i.e. the election of the member to the Supervisory Board will be carried out then, when for the item 5 of the agenda at least one separate group of shareholders able to appoint at least one member of the Supervisory Board will not be created or despite of creation of such group, it will not elect at least one member of the Supervisory Board effectively.

V. drafts of resolutions referred to the item 7) of agenda

RESOLUTION No.
of the Extraordinary General Meeting of SIMPLE S.A.
of January 7, 2013
on costs of convening and taking place of the Extraordinary General Meeting.

§ 1.

The Extraordinary General Meeting of Shareholders of SIMPLE S.A. states as follows:

§ 2.

The resolution is effective as of being adopted.