

The Management Board of SIMPLE S.A. seated in Warsaw, acting under Art. 399 § 1 of the Code of Commercial Companies and §6 sec. 2 of the Articles of Association convenes the Ordinary General Meeting of Shareholders as at June 19, 2013 at 12:00 a.m. to be held at the Company's registered office in Warsaw, address: ul. Bronisława Czecha 49/51.

## **I. GENERAL MEETING AGENDA**

- 1) Opening of the Ordinary General Meeting;
- 2) Election of the chairman of the Ordinary General Meeting.
- 3) Stating the correctness of convening the Meeting and its ability to adopt resolutions;
- 4) Acceptance of the agenda;
- 5) Adopting the resolutions on election of the Returning Committee;
- 6) Considering the report on business activity of Supervisory Board and results of the assessment of the business report of the Company for 2012, the financial statement of the Company for 2012 and the application of the Management Board of the Company on profit distribution for 2012;
- 7) Considering and adopting the resolution on approval of the report of the Management Board on business activity in 2012;
- 8) Considering and adopting the report of the Management Board on business activity of the Capital Group SIMPLE;
- 9) Considering and approving the financial statement of the Company for 2012;
- 10) Adopting the resolution on profit distribution for 2012;
- 11) Considering and approving the consolidated financial statement of the Capital Group SIMPLE;
- 12) Adopting the resolutions on granting the vote of acceptance to the members of the Management Board for discharge of their duties in 2012;
- 13) Adopting the resolutions on granting the vote of acceptance to the members of the Supervisory Board for discharge of their duties in 2012;
- 14) Free motions.
- 15) Closing the Ordinary General Meeting.

## **II. DESCRIPTION OF THE PROCEDURES FOR PARTICIPATION IN THE GENERAL MEETING AND FOR EXECUTING THE VOTING RIGHT**

**a.** The Shareholder or Shareholders holding at least 1/20 (one twentieth) of the share capital are entitled to request including the particular issues in the agenda of the nearest General Meeting. This request should be reported to the Management Board not later than 21 days in advance of the date of the General Meeting. Such request should include the justification or the project of resolution concerning the proposed item of agenda. Such request may be submitted via electronic correspondence to [wza@simple.com.pl](mailto:wza@simple.com.pl).

**b.** The Shareholder or Shareholders of the public company holding at least 1/20 (one twentieth) of the share capital are entitled to submit, in writing or via electronic correspondence to [wza@simple.com.pl](mailto:wza@simple.com.pl), the drafts of resolutions concerning the issues from agenda or issues to be included in the agenda, before the date of the General Meeting.

**c.** Each shareholder is entitled to submit the draft of resolution concerning the issues from the agenda during the General Meeting.

**d.** The Shareholder may participate in the General Meeting and exercise the voting right individually or by Proxy. The Proxy executes all rights of the Shareholder at the General Meeting, unless the power of attorney states otherwise. The Proxy is entitled to grant further power of attorney if it follows the content of the power of attorney. The Proxy is entitled to represent more than one shareholder and to vote in a differently from the shares of each shareholder. The Shareholder holding the shares recorded in more than one securities account is entitled to appoint separate proxies for executing the rights of shares of each account. The power of attorney to participate in the General Meeting of the Company and exercising the voting rights requires to be granted in written or electronically. The Shareholder informs the Company on granting such power of attorney, by sending e-mail to with the attached file in PDF containing the text of the power of attorney and the signature of the Shareholder.

**e.** The Articles of Association does not specify the possibility to participate in the meeting using the electronic correspondence means and thus at the General Meeting it is not possible to speak using the electronic correspondence.

**f. The Regulations of the General Meeting applied by the Company does not specify the possibility to vote using the correspondence or electronic correspondence, thus at the General Meeting it is not possible to vote by correspondence.**

**G.** The right to participate in the General Meeting of the public company is attributable only to persons who are the shareholders of the company in 16 (sixteen) days before the date of the General Meeting (as of the registration date of participation in the meeting.) i.e. as at 3 June 2013. The registration date of the participation in the General Meeting is the same for the preference shares and ordinary shares.

**h.** The right to participate in the General Meeting of the public company is attributable only to the persons, who are the Shareholders of the Company on the registration date of participation in the General Meeting subject the second sentence of this paragraph. The persons authorized by the registered shares and share certificates and the pledges and users, who are entitled to vote by shares, have a right to participate in the General Meeting of the public company, if they are listed in the share register on the registration date in the General Meeting.

**1.** The person entitled to participate in the General Meeting may obtain the full text of documents to be presented at the General Meeting and drafts of resolutions from the website of the Company: [www.simple.com.pl](http://www.simple.com.pl), in the folder Investors' Relations.

**j.** Information on the Ordinary General Meeting is available at the website of the Company: [www.simple.com.pl](http://www.simple.com.pl), in the folder Investors' Relations.