

RESOLUTIONS DRAFTS
for the Ordinary General Meeting of SIMPLE Spółka Akcyjna
seated in Warsaw
convened as at June 7, 2013.

In connection with the application of the Company's shareholders submitted pursuant to Art. 401 § 1 of the Code of Commercial Companies on the changes in the agenda of the Extraordinary General Meeting of SIMPLE SA in Warsaw, convened as at October 18, 2012 in performing the obligation following Art. 401 § 2 of the Code of Commercial Companies the Management Board changed the agenda and the drafts of resolutions of the General Meeting of the Company.

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

RESOLUTION No. / / 2013

of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on election of the Chairman of the Meeting

Under §11 of the Articles of Association the General Meeting of SIMPLE S.A. elects Mr./Mrs. as the Chairman of the Meeting held on 19 June 2013.

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

RESOLUTION No. / / 2013

of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on accepting the agenda

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

- 1) Opening 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) Accepting the agenda of the General Meeting.
- 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 business report of the Management Board in 2012
- 8) Considering and adopting the business report 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) Adopting resolutions in changes in the Supervisory Board of the Company.
- 15) Free motions.
- 16) Closing the Ordinary General Meeting.

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

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on abrogation of the secrecy of voting at electing the Returning Committee**

The General Meeting of SIMPLE S.A. appoints the Returning Committee with the following content:

1.
2.
3.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on appointing the Returning Committee**

The General Meeting of the SIMPLE S.A. acting under 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 resolution referred to the item 7) of agenda

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on approval of the Management Report of 2012**

Under art. 395 § 2 par. 1) of the Code of Commercial Companies and §6 sec. 5 let. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The business report of the Management Board for 2012 is approved.

§ 2.

The resolution is effective as of being adopted.

VI. drafts of resolution referred to the item 8) of agenda

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on approval of the Management Report the Capital Group SIMPLE for the year 2012.**

Under art. 395 § 2 par. 1. of the Code of Commercial Companies and §6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

Report on the business report of the Management Board of the Capital Group for the year 2012 is approved.

§ 2.

The resolution is effective as of being adopted.

VI. draft of resolution referred to the item 9) of agenda

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on approval of the financial statement of the Company for 2012**

Under art. 395 § 2 par. 1) of the Code of Commercial Companies and §6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

After considering the financial statement for 2012 presented together with the opinion and report of the statutory auditor from the audit of this financial statement, the financial statement for 2012 including:

1. Statement of financial position as at December 31, 2012, closing the assets and liabilities with the amount of PLN 28 368 076.25 (say: twenty eight million three hundred sixty eight thousand seventy six zlotys 25/100);
2. Profit and loss statement for the period from 1 January to 31 December 2012, closing the net profit with the amount of PLN 3 107 060.02 (say: three million one hundred seven thousand sixty zlotys 02/100),
3. The statement of cash flows for the period from January 1 to December 31, 2012;
4. Statement of changes in the equity for the period from 1 January to 31 December 2012;
5. Additional notes to the financial statement for 2012.

§ 2.

The resolution is effective as of being adopted.

VI. draft of resolution referred to the item 10) of agenda

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on distribution of the Company's profit for 2012**

Pursuant to Art. 395 § 2 par. 2) of the Code of Commercial Companies and under § 6 sec. 5 par. c of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The profit of the Company for 2012 in the amount of PLN 3 107 060.02 (say: three million one hundred seven thousand sixty zlotys 02/100) is designated as follows:

- the amount of 2 000 000.00 (two million zlotys) is designated to the payment of dividend for Shareholders of the Company.

- The amount of 1 107 060.02 (one million one hundred seven thousand sixty zlotys 02/100) is designated to the supplementary capital of the Company.

§ 2.

The amount of dividend per one share of the Company is PLN 0.47.

The record date is July 2, 2013.

The dividend payment date is July 15, 2013.

§ 3.

The resolution is effective as of being adopted.

VIII. draft of resolution referred to the item 11) of agenda

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on approval of the consolidated financial statement of the Capital Group SIMPLE for the
year 2012**

Under art. 395 § 2 par. 1 of the Code of Commercial Companies and §6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

After considering the financial statement of the SIMPLE Capital Group for 2012 presented together with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2012 including:

1. Statement of financial position as at December 31,2011, closing the assets and liabilities with the amount of PLN 28 833 750.21 (say: twenty eight million eight hundred thirty three thousand fifty zlotys 21/100),
2. Profit and loss statement for the period from 1 January to 31 December 2012, closing the net profit with the amount of PLN 3 363 200.32 (say: three million three hundred sixty three thousand two hundred zlotys 32/100),
3. The statement of cash flows for the period from January 1 to December 31, 2012,
4. Statement of changes in the equity of the Capital Group SIMPLE for the period from January 1 to December 31, 2012,
5. Additional notes to the financial statement of the Capital Group SIMPLE for 2012.

§ 2.

The resolution is effective as of being adopted.

V. drafts of resolutions referred to the item 12) of agenda

RESOLUTION No. /..... /2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the President of the Management Board for
discharge of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the President of the Management Board Mr Bogusław Mitura for discharge of his duties in the period from January 1, 2012 to June 27, 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the President of the Management Board for
discharge of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the President of the Management Board Mr Przemysław Gnitecki for discharge of his duties in 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the Deputy President of the Management Board for
discharge of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the Deputy President of the Management Board Mr Michal Siedlecki for discharge of his duties in 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the Deputy President of the Management Board for
discharge of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the Deputy President of the Management Board Mr Rafal Wnorowski for discharge of his duties in the period from June 28, 2012 to December 31, 2012.

§ 2.

The resolution is effective as of being adopted.

X. drafts of resolutions referred to the item 13) of agenda

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the Chairman of the Supervisory Board for
discharge of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the Chairman of the Supervisory Board Mr Adam Wojacki for discharge of his duties in 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the member of the Supervisory Board Mr Józef Taran for discharge of his duties in 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the member of the Supervisory Board Mr Andrzej Bogucki for discharge of his duties in 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the member of the Supervisory Board Mr Zbigniew Strojnowski for discharge of his duties in the period from October 18, 2012 to December 31, 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the member of the Supervisory Board Mr Adam Leda for discharge of his duties in the period from January 1, 2012 to August 30, 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the member of the Supervisory Board Mr Arkadiusz Karasiński for discharge of his duties in 2012.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013

**of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2012**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association, the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the member of the Supervisory Board Mr Paweł Zdunek for discharge of his duties in the period from January 1, 2012 to October 18, 2012.

§ 2.

The resolution is effective as of being adopted.

XI. drafts of resolutions referred to the item 14) of agenda

RESOLUTION No. / / 2013
of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on recalling the Member of the Supervisory Board

§ 1.

The Ordinary General Meeting of SIMPLE S.A. recalls Mr from the composition of the Supervisory Board.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2013
of the Ordinary General Meeting SIMPLE S.A. of 19 June 2013
on election of the Member of the Supervisory Board

§ 1.

The Ordinary General Meeting of SIMPLE S.A. appoints Mr/Mrs to be a member of the Supervisory Board.

§ 2.

The resolution is effective as of being adopted.