

The Drafts of the Resolutions of the Ordinary General Meeting on June 17, 2014:

**RESOLUTIONS DRAFTS
for the Ordinary General Meeting of SIMPLE Spółka Akcyjna
seated in Warsaw
convened as of June 17, 2014.**

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

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

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 June 17, 2014. Mrs/Mr. ...

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

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

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 resolution 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 2013, the financial statements of the Company for 2013 and the application of the

Management Board of the Company on profit distribution for 2013 and covering losses for previous years 2010-2012.

7. Considering and adopting the resolution on approval of the business report of the Management Board in 2013.
8. Considering and adopting the business report of the Capital Group SIMPLE.
9. Considering and approving the financial statement of the Company for 2013.
10. Adopting the resolution on profit distribution for 2013 and covering losses for previous years 2010-2012.
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 2013.
13. Adopting the resolutions on granting the vote of acceptance to the members of the Supervisory Board for discharge of their duties in 2013.
14. Adopting the resolution on completion of the composition of the Supervisory Board.
15. Free motions.
16. Closing the Ordinary General Meeting.

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

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on abrogation of the secrecy of voting at electing the Returning Committee

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

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on appointing the Returning Committee

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

1.
2.

3.

IV. drafts of resolution referred to the item 7) of agenda

RESOLUTION No./...../2014
of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014
on approval of the Management Report of 2013

Under Art. 395 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 2013 is approved.

§ 2.

The resolution is effective as of being adopted.

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

RESOLUTION No./...../2014
of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014
on approval of the Management Report the Capital Group SIMPLE for the year 2013.

Under Art. 395 § 2 item 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 2013 is approved.

§ 2.

The resolution is effective as of being adopted.

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

RESOLUTION No. / / 2014
of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014
on approval of the financial statement of the Company for 2013

Under Art. 395 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 2013 presented together with the opinion and report of the statutory auditor from the audit of this financial statement, the financial statement for 2013 including:

1. Statement of financial position as at December 31, 2013, closing the assets and liabilities with the amount of PLN 32 717 920,87 (say: thirty two million seven hundred seventeen thousand nine hundred twenty zlotys 80/100),
2. Profit and loss statement for the period from January 1, to December 31, 2013, closing the net profit with the amount of PLN 3 763 215,52 (say: three million seven hundred sixty three thousand two hundred fifteen zlotys 52/100),
3. The statement of cash flows for the period from January 1 to December 31, 2013;
4. Statement of changes in the equity for the period from 1 January to 31 December 2013;
5. Additional notes to the financial statement for 2013.

§ 2.

The resolution is effective as of being adopted.

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

RESOLUTION No. / / 2014
of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on designation of the profit for 2013 and coverage of loss for previous years 2010-2012

Pursuant to Art. 395 § 2 item 2) 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.

The profit of the Company for 2013 in the amount of PLN 3 763 215.52 (say: three million seven hundred sixty three thousand two hundred and fifteen zlotys 52/100) is designated as follows:

- The amount of PLN 1 401 695.36 (say: one million four hundred and one thousand six hundred ninety five zlotys 36/100) is designated to the dividend for Shareholders of the Company.

- The amount of PLN 2 361 520.16 (say: two million three hundred sixty one thousand five hundred twenty zlotys 16/100) is designated to the supplementary capital of the Company.

§ 2.

The loss for previous years 2010-2012 in the amount of PLN 5 804 684.95 (say: five million eight hundred four thousand eighty four zlotys 95/100) will be covered in the following manner:

- The amount of 5 804 684.95 (five million eight hundred four thousand eighty four zlotys 95/100) will be covered from the supplementary capital of the Company.

Losses from previous years are a result of changes in the service care and post-implementation care recognition in the financial statements prepared pursuant to IFRS. Pursuant to IAS 8 sec. 42 the entity adjusted errors from previous periods retrospectively, in first financial statements approved to be published after discovering errors by transforming the comparative data for the previous period (periods), in which the error occurred and by transforming the opening balances of assets, liabilities and equity of the earliest presented period.

§ 3.

The amount of dividend per one share of the Company is PLN 0.32.

The record date is July 2, 2014.

The dividend payment date is October 15, 2014.

§ 4.

The resolution is effective as of being adopted.

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

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on approval of the consolidated financial statement of the Capital Group SIMPLE for the year 2013

Under Art. 395 § 2 item 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 2013 presented together with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2013 including:

1. Statement of financial position as at December 31,2013, closing the assets and liabilities with the amount of PLN 33 637 543.20 (say: thirty three million six hundred thirty seven thousand five hundred forty three zlotys 20/100),
2. Profit and loss statement for the period from 1 January to 31 December 2013, closing the net profit with the amount of PLN 4 500 969.27 (say: four million five hundred thousand nine hundred sixty nine zlotys 27/100),
3. The statement of cash flows for the period from January 1 to December 31, 2013;
4. Statement of changes in the equity of the Capital Group SIMPLE for the period from January 1 to December 31, 2013,
5. Additional notes to the financial statement of the Capital Group SIMPLE for 2013.

§ 2.

The resolution is effective as of being adopted.

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

RESOLUTION No. /..... /2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on granting the vote of acceptance to the President of the Management Board for discharge of his duties in 2013

Pursuant to Art. 395 § 2 item 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 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on granting the vote of acceptance to the Deputy President of the Management Board for discharge of his duties in 2013

Pursuant to Art. 395 § 2 item 3) 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.

The vote of acceptance is granted to the Deputy President of the Management Board Mr Michał Siedlecki for discharge of his duties in 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on granting the vote of acceptance to the Deputy President of the Management Board for discharge of his duties in 2013

Pursuant to Art. 395 § 2 item 3) 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.

The vote of acceptance is granted to the Deputy President of the Management Board Mr Rafal Wnorowski for discharge of his duties in 2013.

§ 2.

The resolution is effective as of being adopted.

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

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on granting the vote of acceptance to the Chairman of the Supervisory Board for discharge of his duties in 2013

Pursuant to Art. 395 § 2 item 3) 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.

The vote of acceptance is granted to the Chairman of the Supervisory Board Mr Adam Wojacki for discharge of his duties in 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on granting the vote of acceptance to the member of the Supervisory Board for discharge of his duties in 2013

Pursuant to Art. 395 § 2 item 3) 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.

The vote of acceptance is granted to the member of the Supervisory Board Mr Andrzej Bogucki for discharge of his duties in 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on granting the vote of acceptance to the member of the Supervisory Board for discharge of his duties in 2013

Pursuant to Art. 395 § 2 item 3) 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.

The vote of acceptance is granted to the member of the Supervisory Board Mrs Anna Hejka for discharge of her duties in the period from June 19, 2013 to December 31, 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on granting the vote of acceptance to the member of the Supervisory Board for discharge of his duties in 2013

Pursuant to Art. 395 § 2 item 3) 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.

The vote of acceptance is granted to the member of the Supervisory Board Mr Zbigniew Strojnowski for discharge of his duties in 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

**on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2013**

Pursuant to Art. 395 § 2 item 3) 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.

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 7, 2013 to December 31, 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

**on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2013**

Pursuant to Art. 395 § 2 item 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 Tomasz Zdunek for discharge of his duties in the period from January 7, 2013 to December 31, 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

**on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2013**

Pursuant to Art. 395 § 2 item 3) 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.

The vote of acceptance is granted to the member of the Supervisory Board Mr Arkadiusz Karasiński for discharge of his duties in the period from January 1, 2013 to January 7, 2013.

§ 2.

The resolution is effective as of being adopted.

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

**on granting the vote of acceptance to the member of the Supervisory Board for discharge
of his duties in 2013**

Pursuant to Art. 395 § 2 item 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 the period from January 1, 2013 to June 19, 2011.

§ 2.

The resolution is effective as of being adopted.

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

RESOLUTION No. / / 2014

of the Ordinary General Meeting SIMPLE S.A. of June 17, 2014

on completion of the composition of the Supervisory Board of the Company

§ 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.