

**Resolutions adopted by the Ordinary General Meeting on June
17, 2014**

**Resolution No. 1
of the Ordinary General Meeting of 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. Adam Gilarski as the Chairman of the Meeting held on 17 June 2014.

Mr. Adam Gilarski accepted the election, managed the attendance list, signed the list and stated that the general meeting was convened in appropriate manner by publication on the Company's websites and the report provided to the Warsaw Stock Exchange SA, having its registered office in Warsaw, 2 870 394 shares is present at the meeting and they constitute 65.53% of the share capital, these shares carry 32 870 394 votes that constitute 65.53% of the general number of votes and thus the General Meeting is able to adopt resolutions.

The Chairman read the agenda of the Ordinary General Meeting of SIMPLE SA and put the following resolution to vote:

**Resolution No. 2
of the Ordinary General Meeting of 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 General 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 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.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 870 394 votes, against 0 votes, abstained 0 votes, no objection.

To item 5 of the agenda:

The Chairman put the following resolution to vote:

Resolution No. 3
of the Ordinary General Meeting of 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 § 3 of the Code of Commercial Companies abrogates the secrecy of voting on election of the members of the Returning Committee.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 870 394 votes, against 0 votes, abstained 0 votes, no objection.

Then the Chairman ordered to report the candidates to the Returning Committee. The following persons were reported:

1. Mrs Inez Krawczyńska,
2. Mr Zbigniew Strojnowski.

There were no other candidates and the Chairman put the following resolution to vote;

Resolution No. 4
of the Ordinary General Meeting of 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. Mrs Inez Krawczyńska,
2. Mr Zbigniew Strojnowski.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 870 394 votes, against 0 votes, abstained 0 votes, no objection.

To item. 6 and 7 of the agenda:

The Chairman stated that the materials for the General Meeting include all necessary documents and due to the no discussion he came to the next item of the agenda.

The Chairman read the draft of resolution with the following content;

Resolution No. 5
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that

constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 870 394 votes, against 0 votes, abstained 0 votes, no objection.

To item 8 of the agenda:

The Chairman read the draft of resolution with the following content;

Resolution No. 6

**of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 870 394 votes, against 0 votes, abstained 0 votes, no objection.

To item 9 of the agenda:

The Chairman read the draft of resolution with the following content;

Resolution No. 7
of the Ordinary General Meeting of SIMPLE S.A.
of June 17, 2014
on approval and acceptance 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 87/100),
2. Profit and loss statement for the period from January 01, to December 31, 2013, closing the net profit with the amount of PLN 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 January 1 to 01 December 3, 2013;
5. Additional notes to the financial statement for 2013.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 870 394 votes, against 0 votes, abstained 0 votes, no objection.

To item 10 of the agenda:

Mrs. Inez Krawczyńska under Art. 401 § 5 of the Code of Commercial Companies reported the draft of a resolution. The Chairman read the draft of a resolution with the following content;

**Resolution No. 8
of the Ordinary General Meeting of 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 item c) of the Articles of Association, the Ordinary General Meeting of Shareholders of under the name 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 1 971 134.10 (say: one million nine hundred seventy one thousand one hundred thirty four zlotys 10/100) is designated to the dividend for Shareholders of the Company;

The amount of 1 792 081.42 (say: one million ninety two thousand eighty one zlotys 42/100) 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 six hundred 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 six hundred eighty four zlotys 95/100) will be covered from the supplementary capital of the Company.

Explanation:

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 Company 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.

1. The amount of dividend per one share of the Company is PLN 0.45.
2. The record date is July 02, 2014.
3. The dividend payment is made in two instalments, 1st instalment- the amount of 1 007 468.54 (say: one million seven thousand four hundred sixty eight zlotys 54/100) that constitutes PLN 0.23 per share, 2nd instalment- the amount of 963 665.56 (nine hundred sixty three thousand six hundred sixty five zlotys 56/100) that constitutes PLN 0.22 per share.

4. The date of dividend pay-out is as follows:

- 1st instalment as of September 30, 2014- the amount of PLN 1 007 468.54 (say: one million seven thousand four hundred sixty eight zlotys 54/100) that constitutes PLN 0.23 per share;
- 2nd instalment as of December 31, 2014- the amount of PLN 963 665.56 (nine hundred sixty three thousand six hundred sixty five zlotys 56/100) that constitutes PLN 0.22 per share.

Explanation:

Due to the fact the period between the date when the right to dividend is determined and the Dividend pay-out date is longer than 15 working days recommended by the Code of Best Practices for WSE Listed Companies.

The determination of the longer period between these dates is justified by the fact that the Company need to perform the investment projects and service of present contracts to be settled at the end of 2014.

§ 4.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 707 394 votes, against 0 votes, abstained 163 000 votes, no objection.

To item 11 of the agenda:

Resolution No. 9
of the Ordinary General Meeting of 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 Capital Group SIMPLE for 2013 presented together with the opinion and report of the statutory auditor from the audit of this financial statement, the financial statement of the Capital Group SIMPLE for 2013 including:

1. Consolidated 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. Consolidated statement of comprehensive income for the period from January 1 to December 31, 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. Consolidated statement of cash flows for the period from January 1 to December 31, 2013;
4. Consolidated 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.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 870 394 votes, against 0 votes, abstained 0 votes, no objection.

To item 12 of the agenda:

The Chairman read the draft of resolution with the following content;

Resolution No. 10
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 11
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2870 394

that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 12
of the Ordinary General Meeting of 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 Rafał Wnorowski for discharge of his duties in 2013.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

To item 13 of the agenda:

The Chairman read the draft of resolution with the following content;

Resolution No. 13
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 14
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 15
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 16

of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2 707 394 that constitutes 61.80% of the shares in the share capital, number of valid votes 2 707 394, for- 2 707 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 17

of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 18
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 19
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

Resolution No. 20
of the Ordinary General Meeting of 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 2 870

394 that constitutes 65.53% of the shares in the share capital, number of valid votes 2 870 394, for- 2 870 394 votes, against 0 votes, 0 votes were abstained, no objection.

To item 14 of the agenda:

The Chairman read the draft of resolution with the following content;

Resolution No. 21
of the Ordinary General Meeting of 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 Marcel Malicki to be a member of the Supervisory Board.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 2 870 394 that constitutes 65.53% of the shares in the share capital, a number of valid votes- 2 870 394, for- 2 801 594 votes, against 0 votes, abstained 68 800 votes, no objection.

To item. 15 and 16 of the agenda:

Upon completion of the agenda and no other motions, the Chairman finished the session and closed the Ordinary General Meeting.