

Warsaw, April 14, 2015

SIMPLE S.A.

ul. Bronisława Czecha 49/51

04-555 Warszawa

Notice on convening the Ordinary General Meeting of

SIMPLE S.A. in Warsaw

I. AGENDA

The Management Board of SIMPLE S.A. seated in Warsaw (04-555) ul. Bronisława Czecha 49/51, 04-555 Warsaw, registered in the Entrepreneurs Register of the National Court Register conducted by the District Court for the capital Warsaw, 12th Commercial Division of the National Court Register, under KRS number 0000065743, acting under Art. 399 § 1 par. 402¹ in connection with Art. 398 of the Code of Commercial Companies,

Convenes as of May 14, 2015 the Ordinary General Meeting of Shareholders of SIMPLE S.A, to be held at 12:00 a.m. in the registered office of the Company, ul. Bronisława Czecha 49/51, 04-555 Warsaw, with 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.
5. Adopting resolution on selection of the Returning Committee.
6. Considering and approving the reports of the Management Board for 2014,
7. Considering and approving the reports of the Management Board of the Capital Group for 2014,
8. To consider of the Supervisory Board's Report and results of the assessment of the Company's Management Report for 2014¹, financial statements of the Company for 2014 and the application of the Management Board for distribution of the profit for 2014.
9. To consider and to approve the financial statement of the Company for 2014.,
10. To pass resolution on the profit distribution for 2014,
11. To consider and to approve the consolidated financial statements of the Capital Group SIMPLE,

12. To adopt the resolutions on granting the vote of acceptance to the members of the Management Board for discharge of their duties in 2014.
13. To adopt the resolutions on granting the vote of acceptance to the members of the Management Board for discharge of their duties in 2014.
14. To pass the resolution on establishing the number of members of the Supervisory Board of the new term of office.
15. To pass the resolution on electing members of the Supervisory Board of the new term of office.
16. To pass the resolution on establishing the remuneration for the members of the Supervisory Board of the new term of office.
17. Adopting the resolution on changes in the Articles of Association.
18. Adopting the resolution on authorizing the Supervisory Board to set the uniform text of the Articles of Association.
19. Free motions.
20. Closing the agenda of the Ordinary General Meeting of Shareholders.

II. DESCRIPTION OF PROCEDURES FOR PARTICIPATION IN THE GENERAL MEETING AND EXECUTION OF THE VOTING RIGHT.

a. Shareholder or shareholders holding at least 1/20 of the share capital are entitled to request to include the matters to the agenda of the nearest General Meeting. This request should be reported to the Management Board not later than within 21 days before the General Meeting. Such request should include the justification or the project of resolution on the proposed item of agenda. This request can be submitted to: wza@simple.com.pl.

b. Shareholder or shareholders holding at least 1/20 of the share capital are entitled to submit in written or electronically to wza@simple.com.pl, the projects of resolutions concerning the matters from agenda or issued which to be included to the agenda, before the General Meeting.

c. Each shareholder is entitled to submit the project of resolution concerning the matters from agenda during the General Meeting.

d. The Shareholders can participate in the general meeting and exercise the right to vote individually or by proxies. The proxy executes all rights of the Shareholder at the Ordinary 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 for participation in the General Meeting and execution of the voting rights requires to be in writing or in an electronic form. The Company is informed by the Shareholder about such power of attorney sending PDF document containing the power of attorney and signature of the Shareholder via e-mail: wza@simple.com.pl.

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 sixteen days before the date of the Ordinary General Meeting (as of the registration date of participation in the meeting.) i.e. as of April 27, 2015.. 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.

i. 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, in the folder Investors' Relations.

j. Information on the Ordinary General Meeting is available at the website of the Company: www.simple.com.pl, in the folder Investors' Relations.

III. EXPLANATION CONNECTED WITH THE DRAFT OF RESOLUTION OF THE GENETAL METING OF SIMPLE SPÓŁKA AKCYJNA ON CHANGES IN THE ARTICLES OF ASSOCIATION

The Management Board of SIMPLE, Art. 402 § 2 of the Code of Commercial Companies hereby presents and explains the drafted change of the Articles of Association.

Deleting §12a of the Articles of Association with the following meaning:

„1. In order to meet the criteria of being the independent member of the Supervisory Board: this person cannot be Simple related Entity, Entity related to the Parent Entity of Simple or subsidiary of Simple and the subsidiary of Simple in the meaning of the Act on trading the securities.

2. All the members of the Supervisory Board, irrespective of the manner of appointing, if they meet the conditions as specified in sec. 1 hereof will obtain the status of the independent members of the Supervisory Board.”

Due to the fact that the provisions of the Act on trading securities have not been effective already, they were repelled by Art. 224 of the Act of July 29, 2005 on trading

financial instruments, the need to delete §12a from the Articles of Association is justified.”