

RESOLUTIONS DRAFTS
at the Ordinary General Meeting of SIMPLE Spółka Akcyjna
seated in Warsaw
convened as of May 14, 2015

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

Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on election of the Chairman of the Meeting

Under §11 of the Articles of Association, the General Meeting of SIMPLE S.A. elects as the Chairman of the Meeting holding on May 14, 2015 Mrs/Mr. ...

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

Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on accepting the agenda

The Ordinary 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.
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 2014, 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.

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

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

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

The Ordinary General Meeting of SIMPLE S.A., under Art. 420 §3 of the Code of Commercial Companies, abrogates the secrecy of voting on election of the members of the Returning Committee.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on appointing the returning committee

The General Meeting of SIMPLE S.A. appoints the returning committee with the following composition:

1.
2.
3.

IV. drafts of resolution referred to the item 6) of agenda.

Resolution No./...../2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on approval of the report of the Management Report for 2014

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

§ 1.

The Management Report of SIMPLE S.A. for 2014 is approved.

§ 2.

The resolution is effective as of being adopted.

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

Resolution No./...../2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
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 item a) of the Articles of Association the Ordinary General Meeting of SIMPLE S.A. states as follows:

§ 1.

The Management Board Report of Capital Group for the year 2014 is approved.

§ 2.

The resolution is effective as of being adopted.

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

Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on approval of the financial statements of the Company for 2014

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

§ 1.

After considering the financial statement for 2014 presented together with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2014 including:

1. Statement of financial position as of December 31, 2014, closing the assets and liabilities with the amount of PLN 37 630 811.25 (say: thirty seven million six hundred thirty thousand eight hundred eleven zlotys 25/100);
2. statement of comprehensive income for the period from January 1, 2014 to December 31, 2014 presenting the net profit amounting to PLN 4 563 735.98 (say: four million five hundred sixty three thousand seven hundred thirty five zlotys 98/100) and total comprehensive income in the amount of PLN 4 563 735.98 (four million five hundred sixty three thousand seven hundred thirty five zlotys 98/100);
3. The statement of cash flows for the period from January 1 to December 31, 2014 presenting the decrease of cash by the amount of PLN 1 502 439.61 (say: one million five hundred two thousand four hundred thirty nine zlotys 61/100);
4. statement of changes in equity presenting the increase of equity by the amount of PLN 2 592 601.88 (say: two million five hundred ninety two thousand six hundred and one zloty 88/100);
5. Notes to financial statements.

§ 2.

The resolution is effective as of being adopted.

VII. drafts of resolution referred to the item 10) of agenda.

Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on distribution of the Company's profit for 2014

Pursuant to the 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 SIMPLE S.A. states as follows:

§ 1.

The profit of the Company for 2014 in the amount of PLN 4 563 735.98 (say: four million five hundred sixty three thousand seven hundred fifty three zlotys 98/100) is distributed as follows

- The amount of PLN 1 533 104.30 (say: one million five hundred thirty three thousand one hundred and four zlotys 30/100) shall be distributed as the dividend for the Company's Shareholders;
- The amount of PLN 3 030 631.68 (say: three million thirty thousand six hundred thirty one zlotys 68/100) shall be distributed as the supplementary capital of the Company.

§ 2.

The amount of dividend per one share of the Company is PLN 0.35.

The record date is May 28, 2015.

The dividend payment date is determined as follows:

- To July 31 at least 1/3 dividend shall be paid;
- To October 31, 2015 at least 2/3 dividend shall be paid;
- To December 31, 2015 the remained part of the dividend (app. 1/3 dividend) shall be paid. **§ 3.**

The resolution is effective as of being adopted.

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

Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on approval of the consolidated financial statement of the Capital Group SIMPLE for the year 2014.

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

§ 1.

After considering the financial statement of the SIMPLE Capital Group for 2014 presented together with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2014 including:

1. Consolidated statement of financial position as of December 31, 2014, which assets and liabilities present the amount of PLN 41 883 291.03 (say: forty one million eight hundred eighty three thousand two hundred ninety one zlotys 03/100);
2. Consolidated statement of comprehensive income for the period from January 1, 2014 to December 31, 2014 presenting the net profit amounting to PLN 6 624 082.70 (say: six million six hundred twenty four thousand eighty two zlotys 70/100) and total comprehensive income in the amount of PLN 6 624 082.70 (say: six million six hundred twenty four thousand eighty two zlotys 70/100);
3. Consolidated statement of cash-flows for the fiscal year from January 1 to December 31, 2014 presenting the decrease of cash by PLN 700 258.74 (say: seven hundred thousand two hundred fifty eight zlotys 74/100);
4. Consolidated statement of changes in equity presenting the increase of the equity by PLN 4 152 948.60 (say: four million one hundred fifty two thousand nine hundred forty eight zlotys 60/100);
5. Explanatory notes to financial statements.

§ 2.

The resolution is effective as of being adopted.

IX. drafts of resolution referred to the item 12) of agenda.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the President of the Management Board the vote of acceptance for discharge of his duties in 2014.

Pursuant to the Art. 395 § 2 par. 3. of the Commercial Companies Code and § 6 sec. 5 par. a) of the Articles of Association the Ordinary 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 2014.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the Deputy President of the Management Board for discharge of his duties in 2014

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

§ 1.

The vote of acceptance for discharge the duties in 2014 is granted to Member of the Management Board Mr. Michał Siedlecki.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the Deputy President of the Management Board for discharge of his duties in 2014

Pursuant to the Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 item a) of the Articles of Association the Ordinary 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 2014.

§ 2.

The resolution is effective as of being adopted.

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

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the Chairman of the Supervisory Board for discharge of his duties in 2014

Pursuant to the Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 item a) of the Articles of Association the Ordinary 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 2014.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the member of the Supervisory Board for discharge of his duties in 2014

Pursuant to the Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 item a) of the Articles of Association the Ordinary 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 the period from January 1, 2014 to January 7, 2014.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the Deputy Chairman of the Supervisory Board for discharge of his duties in 2014

Pursuant to the Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 item a) of the Articles of Association the Ordinary 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 2014.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the member the Supervisory Board for discharge of his duties in 2014

Pursuant to the Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 item a) of the Articles of Association the Ordinary 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 2014.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the member of the Supervisory Board for discharge of his duties in 2014

Pursuant to the Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 item a) of the Articles of Association the Ordinary 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 2014.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the member of the Supervisory Board for discharge of his duties in 2014

Pursuant to the Art. 395 § 2 item 3 of the Commercial Companies Code and § 6 sec. 5 item a) of the Articles of Association the Ordinary 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 2014.

§ 2.

The resolution is effective as of being adopted.

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on granting the vote of acceptance to the member of the Supervisory Board for discharge of his duties in 2014

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

§ 1.

The vote of acceptance is granted to the member of the Supervisory Board Mr Marcei Malicki for discharge of his duties from June 17, 2014 to December 31, 2014.

§ 2.

The resolution is effective as of being adopted.

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

Resolution No. / / 2015

of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015

on establishing the number of members of the Supervisory Board of the new term of office

Pursuant to the Art. 385 § 1 of the Code of Commercial Companies and § 6 sec. 5 item f) of the Articles of Association the Ordinary General Meeting of SIMPLE S.A. states as follows:

§ 1.

The composition of the Supervisory Board of SIMPLE for the next ... term of office is agreed as ... persons.

§ 2.

The resolution is effective as of being adopted.

XI. drafts of resolution referred to the item 15) of agenda.

Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on election of member of the Supervisory Board for the new term of office

Pursuant to the Art. 385 § 1 of the Code of Commercial Companies and § 6 sec. 5 item f) of the Articles of Association the Ordinary General Meeting of SIMPLE S.A. states as follows:

§ 1.

Mr/Mrs..... shall be appointed as the member of the Supervisory Board for the joint term of office lasting 3 years.

§ 2.

The resolution is effective as of being adopted.

XII. drafts of resolution referred to the item 16) of agenda.

Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on setting the remuneration for the Members of the Supervisory Board

Pursuant to the Art. 392 § 1 of the Code of Commercial Companies and § 6 sec. 5 item c) of the Articles of Association the Ordinary General Meeting of SIMPLE S.A. states as follows:

§ 1.

The remuneration for the members of the Supervisory Board of SIMPLE S.A. for term of office is agreed as follows:

§ 2.

The resolution is effective as of being adopted.

XII. drafts of resolution referred to the item 17) of agenda.

**Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on changes in the Articles of Association**

Pursuant to the Art. 430 § 1 of the Code of Commercial Companies and § 6 sec. 5 item h) of the Articles of Association the Ordinary General Meeting of SIMPLE S.A. states as follows:

§ 1.

The article 12a of the Articles of Association of SIMPLE S.A. shall be changed by deleting § 12a from the Articles of Association.

§ 2.

This resolution shall come into force as of the changes in the Articles of Association are registered in the Entrepreneurs Register of the National Court Register kept by the District Court for the capital city of Warsaw 13th Commercial Division of the National Court Register.

XIII. drafts of resolution referred to the item 18) of agenda.

**Resolution No. / / 2015
of the Ordinary General Meeting SIMPLE S.A. of May 14, 2015
on authorizing the Supervisory Board to set the consolidated text of the Articles of
Association.**

§ 1.

The Ordinary General Meeting of SIMPLE S.A. decides to authorize the Supervisory Board of the Company to establish the consolidated text of the Articles of Association.