

Report 16/2010 concerning: Resolutions adopted by the Ordinary General Meeting on 22nd June 2010

The Management Board of SIMPLE S.A. under § 38 sec. 1 pt 7 of the Ordinance of the Minister of Finances of 19.02.2009 on periodic and current information announces the contents of the resolutions adopted by the Ordinary General Meeting of SIMPLE S.A., which was held on 22nd June 2010.

**Resolution No. 1**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on election of the Chairman of the Meeting*

Pursuant to §11 of the Articles of Association the General Meeting of SIMPLE S.A. elects as the Chairman of the Meeting held on 22nd June 2010 Mr. Zbigniew Strojnowski.

The Chairman declared that the resolution was adopted by secret voting, that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting.

**Resolution No. 2**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on accepting the agenda*

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

- 1) Opening of the sessions of the Ordinary General Meeting.
- 2) Election of the Chairman of the Ordinary General Meeting.
- 3) Stating the correctness of convening the Ordinary General Meeting and its capacity to adopt resolutions.
- 4) Accepting the agenda.
- 5) Election of the Returning Committee.
- 6) Considering the Supervisory Board's Report for the fiscal year 2009.
- 7) Considering the Report of the Management Board of the Company SIMPLE S.A. on the Company's activities as well as the Report of the Management Board on the activities of the Capital Group SIMPLE, the Financial Statement of the Company SIMPLE S.A. and the Consolidated Financial Statement of the Capital Group SIMPLE for the fiscal year 2009.

- 8) Approval of the Report of the Management Board on business activity of the Company for the fiscal year 2009.
- 9) Approval of the Financial Statement of the Company SIMPLE S.A. for the fiscal year 2009.
- 10) Adopting the resolution on profit division for the fiscal year 2009.
- 11) Approval of the Report of the Management Board on business activity of the Capital Group SIMPLE for the fiscal year 2009.
- 12) Approval of the Consolidated Financial Statement of the Capital Group SIMPLE for the fiscal year 2009.
- 13) Granting the vote of acceptance to the members of the Management Board of SIMPLE Joint Stock Company for discharge of their duties in 2009.
- 14) Granting the vote of acceptance to the members of the Supervisory Board of SIMPLE Joint Stock Company for discharge of their duties in 2009.
- 15) Free motions.
- 16) Closing of the sessions of the Ordinary General Meeting.

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,951,981 votes, against 0 votes, 0 abstained from voting, with no objection.

**Resolution No. 3**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on repealing vote secrecy when electing the Returning Committee*

Pursuant to the art.420 of the Commercial Companies Code the vote secrecy concerning election of the Returning Committee is repealed.

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,951,981 votes, against 0 votes, abstained from voting 0, with no objection.

**Resolution No. 4**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on appointing the Returning Committee*

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

1. Mr. Andrzej Bogucki

2. Mr. Jacek Kuroś

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,951,981 votes, against 0 votes, 0 abstained from voting, with no objection.

**Resolution No. 5**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on recognition and approval of the report of the Management Board on the business activity of the Company SIMPLE S.A for the fiscal year 2009.*

Under the art. 393 pt 1, art. 395 §2 pt 1 of the Commercial Companies Code the Ordinary General Meeting after considering the report of the Supervisory Board on the Company's business activity in 2009 decides as follows:

§1.

The Ordinary General Meeting accepts the report of the Management Board on business activity of the Company Simple S.A. for the fiscal year 2009.

§2

The resolution is effective as of being adopted.

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection.

**Resolution No. 6**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on recognition and approval of the financial statement of the Company for the fiscal year 2009*

Under the art. 393 pt 1, art. 395 §2 pt 1 of the Commercial Companies Code the Ordinary General Meeting after considering the financial statement of the Company SIMPLE S.A. for the fiscal year 2009 presented together with the opinion and report of a statutory auditor concerning the audit of that statement decides as follows:

§1

The Ordinary General Meeting accepts the financial statement of the Company Simple S.A. for the fiscal year 2009 consisting of:

- 1) report on the financial situation as for 31st December 2009 presenting the assets and liabilities in the amount of PLN 15,311,745.36. (say: fifteen million three hundred eleven thousand seven hundred forty five zlotys and 36/100),
- 2) report on the total incomes for the period from 01.01.2009 to 31.12.2009 presenting the net profit amounting to PLN 899,703.73. (say: eight hundred ninety nine thousand seven hundred three zlotys and 73/100),
- 3) cash-flow statement for the period from 01.01.2009 to 31.12.2009,
- 4) report on changes to the Company's equity, for the period from 01.01.2009 to 31.12.2009,
- 5) additional information to the financial statement of the Company for 2009.

§2

The resolution is effective as of being adopted.

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,951,981 votes, against 0 votes, 0 abstained from voting, with no objection.

**Resolution No. 7  
of the Ordinary General Meeting of SIMPLE S.A.  
of 22nd June 2010  
on using the profit for the fiscal year 2009.**

Under the art. 395 §2 pt 2) of the Commercial Companies Code and §6 sec.5 pt c) of the Articles of Association the Ordinary General Meeting, while taking into account the financial statement, decides as follows:

§1

1. The Company's profit for the fiscal year 2009 amounting to PLN 899,703.73 (say: eight hundred ninety nine thousand seven hundred three zlotys and 73/100) allocates to be divided among the shareholders in the amount of PLN 701,366.40 (say: seven hundred one thousand three hundred sixty six zlotys and 40/100) and the remaining part of the profit amounting to PLN 198,337.33 (say: one hundred ninety eight thousand three hundred thirty seven zlotys and 33/100) transfers to the Company's supplementary capital.
2. The dividend shall cover all the Company's shares in the number of 2,003,904 pcs., which makes PLN 0.35 (0 zlotys and 35/100) per a share.
3. The dividend date is 16th July 2010.
4. The payment dividend date is 30th July 2010.

§2

The resolution is effective as of being adopted.

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,951,981 votes, against 0 votes, 0 abstained from voting, with no objection.

**Resolution No. 8**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on recognition and approval of the report of the Management Board on the business activity of the Capital Group SIMPLE for the fiscal year 2009.*

Under the art. 393 pt 1, art. 395§ 2 pt 1 of the Commercial Companies Code the Ordinary General Meeting after considering the report of the Management Board on the business activity of the Capital Group SIMPLE for the fiscal year 2009 decides as follows:

§1.

The Ordinary General Meeting accepts the report of the Management Board on business activity of the Capital Group Simple for the fiscal year 2009.

§2.

The resolution is effective as of being adopted.

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection.

**Resolution No. 9**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on recognition and approval of the consolidated financial statement of the Capital Group SIMPLE for the fiscal year 2009.*

Under the art. 393 pt 1. art. 395§ 2 pt 1 of the Commercial Companies Code the Ordinary General Meeting after considering the financial statement of the Capital Group SIMPLE for the fiscal year 2009 presented together with the opinion and report of a statutory auditor concerning the audit of that statement decides as follows:

§1.

The Ordinary General Meeting accepts the consolidated financial statement of the Capital Group Simple for the fiscal year 2009 consisting of:

- 1) consolidated report on the financial situation as for 31st December 2009 presenting the assets and liabilities in the amount of PLN 15,641,487.45. (say: fifteen million six hundred forty one thousand four hundred eighty seven zlotys and 45/100),
- 2) consolidated report on the total incomes for the period from 01.01.2009 to 31.12.2009 presenting the net profit amounting to PLN 910,135.94. (say: nine hundred ten thousand one hundred thirty five zlotys and 94/100),
- 3) consolidated cash-flow statement for the period from 01.01.2009 to 31.12.2009,
- 4) consolidated report on the changes to the Company's equity, for the period from 01.01.2009 to 31.12.2009,
- 5) additional information to the financial statement of the Capital Group SIMPLE for 2009.

§2.

The resolution is effective as of being adopted.

The Chairman declared that the resolution was unanimously adopted in an open voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,951,981 votes, against 0 votes, 0 abstained from voting, with no objection.

A resolution **on granting the President of the Management Board** Mr. Paweł Zdunek the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 10**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on granting the President of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.*

Under the art. 393 pt 1) and the art. 395§2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Mr. Paweł Zdunek, the President of the Management Board the vote of acceptance for discharge of the duties in 2009 starting from 30.01.2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the Vice President of the Management Board** Mr. Przemysław Gnitecki the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 11**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on granting the Vice President of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.*

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Mr. Przemysław Gnitecki, the Vice President of the Management Board the vote of acceptance for discharge of the duties in 2009 starting from 15.07.2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the former President of the Management Board** Mr. Michał Siedlecki the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,115,981, which represents 55.69% of the shares in the share capital, number of valid votes 1,871,981, for 1,797,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 12**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on granting the former President of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009*

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Mr. Michał Siedlecki, the President of the Management Board from 01.01.2009 to 30.01.2009 and the Vice President of the Management Board from 30.01.2009 to 15.07.2009 the vote of acceptance for discharge of the duties in the fiscal year 2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the former Vice President of the Management Board of SIMPLE S.A.** Mr. Dariusz Kacperczyk the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 13  
of the Ordinary General Meeting of SIMPLE S.A.  
of 22nd June 2010**

***on granting the former Vice President of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.***

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Mr. Dariusz Kacperczyk - the Vice President of the Management Board from 01.01.2009 to 30.01.2009 the vote of acceptance for discharge of the duties in the fiscal year 2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the Member of the Management Board** Ms. Elzbieta Zybert the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 14  
of the Ordinary General Meeting of SIMPLE S.A.  
of 22nd June 2010**

***on granting the Member of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.***

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:



§1.

The Ordinary General Meeting grants Ms. Elżbieta Zybert - the Member of the Management Board the vote of acceptance for discharge of the duties in the fiscal year 2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the Member of the Management Board** Mr. Józef Taran the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 15**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on granting the Member of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.*

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Mr. Józef Taran - the Member of the Management Board the vote of acceptance for discharge of the duties in the fiscal year 2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the Member of the Management Board** Mr. Andrzej Bogucki the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 16**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on granting the Member of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.*

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Mr. Andrzej Bogucki - the Member of the Management Board the vote of acceptance for discharge of the duties in the fiscal year 2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the Member of the Management Board** Ms. Marta Joanna Adamczyk the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 17**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on granting the Member of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.*

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Ms. Marta Joanna Adamczyk - the Member of the Management Board the vote of acceptance for discharge of the duties in the fiscal year 2009.

§2.

The resolution is effective as of being adopted.

A resolution **on granting the Member of the Management Board** Mr. Jacek Kuroś the vote of acceptance for discharge of the duties in 2009 was put to the vote by the Chairman.

The Chairman declared that the General Meeting adopted the following resolution in a secret voting that is the number of shares, from which valid votes were cast 1,195,981, which represents 59.68% of the shares in the share capital, number of valid votes 1,951,981, for 1,877,981 votes, against 0 votes, 74,000 abstained from voting, with no objection:

**Resolution No. 18**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**of 22nd June 2010**  
*on granting the Member of the Management Board of SIMPLE S.A. the vote of acceptance for discharge of the duties in 2009.*

Under the art. 393 pt 1) and the art. 395 §2 pt 3) of the Commercial Companies Code the Ordinary General Meeting decides as follows:

§1.

The Ordinary General Meeting grants Mr. Jacek Kuroś - the Member of the Management Board the vote of acceptance for discharge of the duties in the fiscal year 2009.

§2.

The resolution is effective as of being adopted.