

## **No. 20/2011 refers to: changes in the Articles of Association of SIMPLE**

The Management Board of SIMPLE S.A. informs that on 27th June 2011 during the Ordinary General Meeting of the Company the changes of the provisions §§ 2,5,6 and the titles of the Chapter III of the Articles of Association were made. The above changes were registered in the Entrepreneurs Register of the National Court Register kept by the District Court for the capital city of Warsaw, 13th National Court Register Department, under the Decision issued on 31st August 2011 for the case file No. WA. XIII Ns-Rej.KRS/23240/11/717, serviced to the Company on 13th September 2011.

### **THE FOLLOWING CHANGES OF THE ARTICLES OF ASSOCIATION WERE MADE:**

#### **1. The present § 2 of the Articles of Association with the meaning:**

##### **„§ 2.**

The subject of the Company's activity is:

1. Publishing activities (PKD 22.15. Z),
2. Printing activity (PKD 22. 22. Z),
3. Reproduction of the computer information carriers (PKD 22. 33. Z),
4. Editing activity in the field of software (PKD 72. 20. Z),
5. Hardware consultancy (PKD 72. 10. Z),
6. Data processing (PKD 72. 30. Z),
7. Database activities (PKD 72. 40. Z)
8. Maintenance and repair of office, accounting and computing machinery (PKD 72. 50. Z),
9. Other computer related activities (PKD 72.60. Z),
10. Wholesale of office machinery and equipment (PKD 51.64. Z),
11. Wholesale of other machinery for industry and trade (PKD 51.65. Z),
12. Retail sale of office equipment, computers and telecommunication devices (PKD 52.48. A),
13. Retail sale of non-store products (PKD 52.63. Z),
14. Counseling in the business activity management (PKD 74.14. Z),
- 15.organizacja. Arrangement and service of symposiums and domestic and foreign trainings (PKD 80.42. Z),
16. Marketing services (PKD 74.40. Z),
17. Service activities in the ordinary business activity and separate agreements (PKD 31.62. B),
18. Management of real estate (PKD 70.32.A),
19. Letting of own property (PKD 70.20. Z),
20. Renting of office equipment and equipment (PKD 71.33. Z),
21. Research and development activities in the field of technical sciences (PKD 73.10.G).”

#### **is given new wording, as follows:**

##### **„§2.**

The subject of the Company's activity is:

1. Support services to forestry 02.40.Z;
2. Newspapers printing 18.11.Z;
3. Other printing 18.12.Z;
4. Activities related to preparing to print 18.13.Z;
5. Bookbinding and similar services 18.14.Z;

6. Reproduction of the saved/recorded information carriers 18.20.Z;
7. Repair of machinery 33.12.Z;
8. Repair of electronic and optical equipment 33.13.Z;
9. Repair of electrical equipment 33.14.Z,
10. Installation of industrial machinery and equipment 33.20.Z;
11. Wholesale of computers and peripheral devices and software 46.15.Z;
12. Wholesale of electronic and telecommunication equipment and parts 46.52.Z;
13. Wholesale of office furniture 46.65.Z;
14. Wholesale of other machinery and equipment (PKD 46.66.Z);
15. Wholesale of other machinery and equipment 46.69.Z;
16. Retail sale of computers, peripheral devices and software in specialized stores 47.41.Z;
17. Retail sale of telecommunication equipment in the specialized stores 47.42.Z;
18. Retail sale of the pharmaceuticals in the specialized shops 47.43.Z;
19. Retail sale of electronic household equipment in the specialized stores 47.54.Z;
20. Retail sale of furniture, lighting equipment and other household equipment in the specialized stores 47.59.Z;
21. Other retail sale of new goods in specialized stores 47.78.Z,
22. Publishing of books 58.11.Z;
23. Publishing of directories and mailing lists 58.12.Z;
24. Publishing of newspapers 58.13.Z;
25. Publishing of journals and periodicals 54.14.Z;
26. Other publishing 58.19.Z;
27. Sound recording and music publishing activities 59.20.Z
28. Publishing of computer games 58.21.Z;
29. Publishing of other software 58.29.Z;
30. Software activities 62.01.Z;
31. Activity related to IT counseling 62.02.Z;
32. Computer facilities management activities 62.03.Z;
33. Other information technology service activities 62.09.Z;
34. Data processing, hosting internet websites and similar activity 63.11.Z;
35. Web portals 63.12.Z;
36. News agency activities 63.91.Z;
37. Other information service activities n.e.c. 63.99.Z;
38. Purchase and sale of the real estate on its own account 68.10.Z;
39. Rent and administration of own or leased property 68.20.Z;
40. Real estate agencies 68.31.Z;
41. Management of real estate on a free contract basis 68.32.Z;
42. Public relation and communication activities 70.21.Z;
43. Other counseling in the business activity management 70.22.Z;
44. Research and experimental development in the field of biotechnology 72.11.Z;
45. Other research and experimental development on natural sciences and engineering 72.19.Z ;
46. Activity of advertising agencies 73.11.Z;
47. Sale of TV/radio advertising space or time on a fee or contract basis 73.12.A;
48. Sale of advertising space on a fee or contract basis in print media 73.12.B;
49. Sale of advertising space on a fee or contract basis in Internet 73.12.C;
50. Sale of advertising space on a fee or contract basis in other media 73.12.D;
51. Market research and public opinion polling 73.20.Z;
52. Specialized design activities 74.10.Z;
53. Other professional, scientific and technical activities n.e.c. 74.90.Z;

- 54. Rent and lease of passenger cars and vans 77.11.Z;
- 55. Rent and lease of other automobiles excluding motorcycles 77.12.Z;
- 56. Rent and lease of office machinery and equipment excluding computers 77.33.Z;
- 57. Rent and lease of other machinery and equipment and goods n.e.c., 77.39.Z;
- 58. Lease of intellectual property and similar products, except copyrighted works 77.40.Z;
- 59. Combined facilities support activity 81.10 Z;
- 60. Organization of conventions and trade shows 82.30.Z ;
- 61. Other business support service activities n.e.c. 82.99.Z;
- 62. Educational support activities 85.60.Z;
- 63. Repair and maintenance of computers and peripheral devices 95.11.Z;
- 64. Repair and maintenance of telecommunication equipment 95.12.Z;

**2. Title of the Chapter III of the Articles of Association with the meaning:**

“ III COMPANY’S AUTHORITIES”

**is given new wording, as follows:**

“III COMPANY’S BODIES”

**3. The present § 3 of the Articles of Association with the meaning:**

„§ 5.

The Company’s authorities are:

- 1. General Meeting of Shareholders,
- 2. Supervisory Board,
- 3. Management Board”

**is given new wording, as follows:**

„§ 5.

The Company’s bodies are:

- 1.General Meeting
- 2.Supervisory Board,
- 3.Management Board.”

**4. The present § 6 of the Articles of Association with the meaning:**

„§ 6.

- 1. The General Meeting of Shareholders is convened in an ordinary and extraordinary manner. The Ordinary General Meeting should take place within six months after every fiscal year ended. The Ordinary General Meeting is convened by the Management Board.
- 2. The Extraordinary General Meeting is convened by the Management Board if needed, or under the request of the Supervisory Board or Shareholder representing at least 1/20 (one twentieth) part of the share capital. Convening the Ordinary General Meeting should be performed within 14 days after the request.
- 3. The application for convening the Extraordinary General Meeting of Shareholders should contain the issues, which should be introduced in the agenda.
- 4. The General Meeting may be held and may adopt the resolutions without the formal convening, if the total capital is represented and nobody raises a veto regarding the

convening or agenda. In case of veto regarding the convening the General Meeting the resolution may be adopted by the usual majority of votes regarding the convening the Extraordinary General Meeting.

5. The resolutions of the General Meeting, except of other issues, specified by the Commercial Companies Code or Articles of Association, require:

- a) Considering and approving the report of the Management Board on the Company's business activity and the financial statement for the previous fiscal year and granting the vote of acceptance to the Company's bodies for the discharge of their duties,
- b) Considering and approving the financial statement of the Capital Group of the Company in the terms of the Accounting Act,
- c) the decision on the profit distribution and loss coverage,
- d) to dispose or lease the company or its organized part and to establish the limited property right,
- e) To purchase or dispose the real estate or share in real estate of the value exceeding the amount of the Company's assets presented in the last audited statement of financial position,
- f) To appoint and recall the member of the Supervisory Board,
- g) Provisions considering claims of damage caused during the Company establishment, management or supervision,
- h) Changes in the Articles of Association,
- i) To increase or decrease the share capital,
- j) To establish and dismantle the special funds,
- k) To issue the shares convertible bonds or senior bonds,
- m) To dissolve the Company,
- n) To elect the liquidators,
- o) Amortization/depreciation of shares and its conditions,
- p) To acquire the treasury shares in the case specified in the Art. 362 § 1 par. 2 of the Code of Commercial Companies.”

is given new wording, as follows:

„§6.

1. The General Meeting is convened in an ordinary and extraordinary manner. The Ordinary General Meeting should take place within six months after every fiscal year ended. The Ordinary General Meeting is convened by the Management Board.
2. The Extraordinary General Meeting is convened by the Management Board if needed, or under the request of the Supervisory Board or Shareholder representing at least one tenth of the share capital. Convening the Extraordinary General Meeting should be performed within 14 days after the request.
3. The application for convening the Extraordinary General Meeting of Shareholders should contain the issues, which should be introduced in the agenda.
4. The General Meeting may be held and may adopt the resolutions without the formal convening, if the total capital is represented and nobody raises a veto regarding the convening or agenda. In case of veto regarding the convening the General Meeting the resolution may be adopted by the usual majority of votes regarding the convening the Extraordinary General Meeting.
5. The resolutions of the General Meeting, except of other issues, specified by the Commercial Companies Code or Articles of Association, require:

- a) Considering and approving the report of the Management Board on the Company's business activity and the financial statement for the previous fiscal year and granting the vote of acceptance to the Company's bodies for the discharge of their duties,
- b) Considering and approving the financial statement of the Capital Group of the Company in the terms of the Accounting Act,
- c) The decision on the profit distribution and loss coverage,
- d) To dispose or lease the company or its organized part and to establish the limited property right,
- e) To purchase or dispose the real estate or share in real estate of the value exceeding the amount of the Company's assets presented in the last audited statement of financial position,
- f) To appoint and recall the member of the Supervisory Board,
- g) Provisions considering claims of damage caused during the Company establishment, management or supervision,
- h) Changes in the Articles of Association,
- i) To increase or decrease the share capital,
- j) To establish and dismantle the special funds,
- k) To issue the shares convertible bonds or senior bonds,
- l) To set the remuneration for the members of the Management or Supervisory Board,
- m) To dissolve the Company,
- n) To elect the liquidators,
- o) Amortization/depreciation of shares and its conditions,
- p) To acquire the treasury shares in the case specified in the Art. 362 § 1 par. 2 of the Code of Commercial Companies."

**AT THE SAME TIME THE ISSUER ATTACHES THE PRESENT CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION**