

**Appendix to the Resolution No. VI/16/10/2011 of the  
Management Board of SIMPLE S.A., having its registered office in Warsaw,  
of 16th October 2011**

*on adopting the consolidated text of the Articles of Association due to passing "the resolution of the Management Board on redemption of own shares of the Company, decrease of the share capital of the Company and changes in the Articles of Association under Art. 363§5 in connection with Art. 359 §7, Art. 455 §1 and §3 of the Code of Commercial Companies".*

As a result of adopting the Resolution No. VI/16/10/2011 by the Management Board at the meeting on 16.10.2011, minuted by Urszula Stankiewicz-Wysocka, a notary in Warsaw, referred to redemption of own shares of the Company, decrease of the share capital of the Company and changes in the Articles of Association under Art. 363§5 in connection with Art. 359 §7, Art. 455 §1 and §3 of the Code of Commercial Companies, basing on the provisions of the Act of 20th August 1997 on the National Court Register, the Management Board of the Company decides to adopt the consolidated text of the Articles of Association with the following contents:

**JOIN-STOCK COMPANY ARTICLES OF ASSOCIATION**

(consolidated text)

**I. General provisions**

**§1.**

1. Appeared persons hereinafter referred to as the Shareholders state that they establish the joint stock company hereinafter referred to the Company.
2. Business name of the Company is "SIMPLE" Spółka Akcyjna. The Company may use the brief name "SIMPLE" S.A. and the distinguishing graphic mark.
3. The Company's registered office is in the capital city Warsaw.
4. The Company conducts its activity in the territory of the Republic of Poland and abroad. The Company may act in all allowable forms and organizational and legal relationships, may establish the branch offices and representations in the country and

abroad as well as may run the production, commercial and service plants, moreover it may be a shareholder or partner in other companies as well as may participate in other ventures and business combinations.

5. The duration of the Company is unlimited.

## §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 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 activities 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 60.02.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;Other professional, scientific and technical activities (PKD 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. Other education n.e.c. 85.59.B;
63. Educational support activities 85.60.Z;
64. Repair and maintenance of computers and peripheral devices 95.11.Z;
65. Repair and maintenance of telecommunication equipment 95.12.Z;

## II. Share capital and shares

### §3.

1. The share capital amounts to 2,003,904.00 (two million three thousand nine hundred four zlotys) zlotys.
2. The share capital is divided into:

- 1  
89,000- (one hundred eighty nine thousand) registered shares of A1 series with the numbers from 1 to 27000, from 135001 to 162000, from 270001 to 297000, from 405001 to 432000, from 540001 to 567000, from 675001 to 702000, from 810001 to 837000 with the nominal value 1 (one) zloty each;
- 7  
56,000- (seven hundred fifty six thousand) bearer shares of A2 series with the nominal value 1 (one) zloty each,
- 2  
25,000- (two hundred twenty five thousand) bearer shares of B series with the nominal value 1 (one) zloty each,
- 1  
02,690- (one hundred two thousand six hundred ninety) bearer shares of C series with the nominal value 1 (one) zloty each,
- 3  
60,000- (three hundred sixty thousand) bearer shares of D series with the nominal value 1 (one) zloty each,
- 1  
80,000- (one hundred eighty thousand) bearer shares of E series with the nominal value 1 (one) zloty each,
- 7  
3,350- (seventy three thousand three hundred fifty) registered shares of F series with the nominal value 1 (one) zloty each,

-----7  
2,864- (seventy two thousand eight hundred sixty four) bearer shares of G series with the nominal value 1 (one) zloty each,

-----2  
7,000- (twenty seven thousand) bearer shares of H series with the nominal value 1 (one) zloty each,

-----1  
5,245- (fifteen thousand two hundred forty five) bearer shares of I series with the nominal value 1 (one) zloty each

3.----- A1 series shares are preference shares. Each preference share carries the right to 5 (five) votes at the General Meeting of Shareholders. Each other share carries the right to 1 (one) vote at the General Meeting of Shareholders.

§4.

1.-----Th  
e Company may issue registered and bearer shares.

2.-----T  
he registered shares may be converted into bearer shares at the Company's consent expressed in writing by the Management Board.

3.-----Th  
e newly issued shares may be preference and ordinary ones.

4.-----Th  
e shares are transferable.

5.-----Th  
e shares may be redeemed.

6. The share capital may be increased and decreased under the rules and mode specified in the Commercial Companies Code. The General Meeting may authorize the Management Board to determine the issue price of the new shares and conditions of the issue.

7. The share capital may be increased by issuing new shares or by increasing the nominal value of the current shares. The share capital may be increased by means of the Company's funds by transferring the amount determined by the General Meeting to it from the supplementary or reserve capital and by free of charge issue of shares for the current Shareholders or by increasing nominal value of the shares. The share capital may also be increased by issuing shares in lieu of the dividend the Shareholders are entitled to.

8.-----T  
he General Meeting may, under a resolution, deprive partly or entirely the current Shareholders of their preemptive right.

### III. Company's BODIES

#### §5.

The Company's bodies are:

1. General Meeting

2.-----Su  
pervisory Board,

3. Management Board.

#### §6.

a.-----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.

b.----- The  
Extraordinary General Meeting is convened by the Management Board if needed, or under the request of the Supervisory Board or Shareholders representing at least 1/20 (one twentieth) of the share capital. Convening the

Extraordinary General Meeting should be performed within 14 days after the request.

c. ----- The application for convening the Extraordinary General Meeting of Shareholders should contain the issues, which should be introduced in the agenda.

d. ----- 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.

e. ----- 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.

#### §7.

1. All the matters introduced to the General Meeting should be presented by the Company's Management Board to the Supervisory Board beforehand.
2. The Shareholder or Shareholders, who want to submit a motion concerning the matters of the Company to be included in the general Meeting, should submit it in writing to the Management Board, who in turn will present it including its opinion to the Supervisory Board.
3. The Supervisory Board may at its free discretion consider, if the specific motion of the Shareholder or Shareholders is to be included in the agenda of the General Meeting, however the motion submitted in due time by the Shareholders who hold in total not less than one tenth part of the share capital, must be included in the agenda of the next General Meeting.

#### §8.

1. ----- T  
he Shareholders can participate in the General Meeting individually or by proxies.

2. Powers of attorney authorizing to participate in the General Meeting and to vote should be issued in writing under pain of nullity and attached to the minutes.
3. The General Meeting is capable of adopting binding resolutions irrespective of the number of the shares represented during the Meeting and the amount of the capital, if the regulations of the Commercial Companies Code or this Articles of Association do not provide for otherwise.

#### **§9.**

1. Resolutions concerning the issue of shares, issue of convertible bonds and senior bonds, redemption of shares, decrease of the share capital, disposal of the Company or its organized part, changes to the Articles of Association, and dissolution of the Company are adopted by the majority of 3/4 of the votes cast.
2. Other resolutions are passed with an ordinary majority of votes, and in cases where the Commercial Companies Code requires higher majority of votes, with the majority required by the Commercial Companies Code.
3. Resolution regarding change to the subject of the Company's activity passed with the majority of 2/3 of the votes cast with the presence of the Shareholders representing at least a half of the share capital is effective and does not result in an obligation to purchase the shares of those Shareholders, who do not accept such a change.

#### **§10.**

The voting is open. The secret voting is ordered in case of elections and requests to remove Members of the Company's authorities or liquidators, on holding them liable as well as in the personal matters. Moreover, secret voting should be ordered upon the request of at least one of the Shareholders present or represented at the General Meeting.

#### **§11.**

The General Meeting is opened by the Chairman or Vice Chairman or by one of the Members of the Supervisory Board by ordering election of the Chairman of the Meeting.

## **§12.**

1. The Supervisory Board consists of five to eight Members elected by the General Meeting. The Members of the first Supervisory Board are appointed for 1 year. The members of the following ones are elected for common three-years term of office. The mandates of the Members of the Supervisory Board expire with expiration of the term of office of the Supervisory Board for which they were elected, on the day of holding of the General Meeting, approving financial statement for the last complete fiscal year of performing the function of a member of the Supervisory Board.
2. The Members of the Supervisory Board may be elected again.
3. The Supervisory Board elect from among themselves the Chairman, the Vice Chairman and the Secretary of the Board.
4. The Members of the Supervisory Board may only be natural persons.

## **§12 a**

1. An independent member of the Supervisory Board is a person who meets the following conditions: he/she must not be an Entity Related with z Simple, an Entity Related with the parent entity or subsidiary in relation to Simple and a Subsidiary in relation to Simple as defined in the regulations of the Act on public trading on securities.
2. All the members of the Supervisory Board, regardless of the mode of their appointment, if they meet the conditions specified in the sec. 1 of this paragraph are given the status of an independent member of the Supervisory Board.

## **§13.**

1. Meetings of the Supervisory Board are convened and presided by the Chairman of the Board, and in case of his absence – by the Vice Chairman.
2. Meetings of the Supervisory Board are held at least once a quarter.
3. Convening a meeting of the Supervisory Board at initiative of the Management Board may take place at its request submitted to the attention of the

Chairman or Vice Chairman of the Board. In that case meeting of the Board should be held at the latest within 14 days of the date of submission of the request.

4. In the periods between the meetings of the Supervisory Board. The Chairman of the Board represents it to the Management Board, and in case of his absence, it is done by the Vice Chairman or another Member authorized by the Board.

#### **§14.**

1. Resolutions of the Supervisory Board are valid, when all the Members of the Board were notified about the date of the meeting under the mode specified in the Regulations of the Supervisory Board.
2. The Supervisory Board may adopt a valid resolution in the presence of at least  $\frac{3}{4}$  of the elected composition of the Board. Resolutions of the Supervisory Board are adopted by absolute majority of votes of the Members of the Board being present at the meeting, and in case of equal number of votes the vote of its Chairman is decisive.
3. The Members of the Board may take part in adopting the resolutions of the Board by voting in writing through other Member of the Supervisory Board or by means of distance communication.

#### **§15.**

1. The competences of the Supervisory Board include:
  - 1) ----- Ad  
opting the Regulation of the Supervisory Board;
  - 2) Appointing and dismissing the President and other Members of the Management Board;
  - 3) Constant supervision of the Company's activities in all aspects of its activity;
  - 4) Assessment of the report of the Management Board on business activity and financial statement for the previous year regarding the compliance with the records and documents as well as the actual state and the applications of the Board concerning the profit division or loss

coverage and also submitting to the General Meeting of Shareholders the annual written statement on the results of that assessment;

- 5) Determination of the rules and amount of remuneration of the Members of the Management Board:
  - 6) Providing opinions for the motions and matters being subject to the resolutions of the General Meeting;
  - 7) Suspending, because of important reasons, in the activity the particular or all Members of the Management Board as well as appointing the Members of the Supervisory Board for temporary performance of duties of the Members of the Management Board, who cannot perform their duties;
  - 8) Appointing a statutory auditor to audit annual balance sheet of the Company;
  - 9) Approval of the annual financial plans of the Company.
2. In order to perform their duties the Supervisory Board may audit all the documents of the Company, require reports and explanations from the Management Board and employees as well as audit the assets of the Company.

### §16.

Meetings of the Supervisory Board are held on the dates and under the mode specified in the Regulations of the Supervisory Board adopted by itself.

### §17

The Company's Management Board consists of one to five persons, including:

- President of the Management Board,

----- Vic

e Presidents of the Management Board,

----- Oth

er Members of the Management Board.

## §18.

1. -----T  
The Management Board manages all the activities of the Company and represents the Company in external relations.
2. The first Management Board is appointed for two years, and then for three-years periods.
3. Two Members of the Management Board or a Member of the Management Board and the proxy are authorized jointly to submit declarations regarding the property rights and obligations of the Company as well as to put their signatures.
4. The rules of the work of the Management Board specifying in particular types of the matters that require a resolution of the Management Board will be defined in the Regulations adopted by the Management Board.

Adopting the Regulations and changes to the Regulations requires presence of all the Members of the Management Board and a majority of  $\frac{3}{4}$  of votes.

5. The resolutions of the Board are adopted by the absolute majority of votes. In case of equality of votes the Chairman's vote is decisive.
6. The Management Board is authorized to make all the decisions which are not reserved by the competences of other bodies of the Company. The Management Board is obliged to manage the property and matters of the Company by acting with due diligence required in business transactions, comply with the law, provisions of this Articles of Association and resolutions adopted by the General Meeting and the Supervisory Board to the extent of their competences.

## IV. Business of the Company

### §19.

The Company keeps accounting records according to the obligatory regulations. The fiscal year is equal to the calendar year.

### §20.

The Company creates supplementary capital.

**§21.**

The share capital is the essential fund of the Company.

**§22.**

The supplementary capital intended to cover balance sheet losses is created from the write offs from the net profit. The write off for the supplementary capital amounts to 8/100 parts of the annual net profit resulting from the balance sheet of the Company, as long as this capital reaches the amount equal to one third of the share capital.

**§23.**

The General Meeting may create reserve capital intended to cover special losses and expenditures.

**§24.**

The General Meeting may create special purpose funds.

**§25.**

The General Meeting at the request of the Management Board provided with an opinion given by the Supervisory Board decides about the use and change to the allocation of the supplementary and reserve capital.

## **V. Final provisions**

### **§26.**

The Company is dissolved under the resolution of the General Meeting and in other cases as provided for by the law after liquidation of the Company. The liquidation process is conducted under the business name the of Company with addition “under liquidation”.

### **§27.**

Announcements of the Company as provided for by the law will be published in “Monitor Sądowy i Gospodarczy”.

### **§28.**

In all the matters not provided for by the Articles of Association the appropriate provisions of the Commercial Companies Code and other law provisions shall apply.

The President of the Management Board announced that the Resolution was adopted in the open ballot, unanimously i.e. by 3 votes pro, 0 votes against, 0 votes abstained, no objection.

*To the item 5 of Agenda:*

Because of exhausting the Agenda, the President of the Management Board closed the meeting.

The notary confirmed the identity of the President of the Management Board, Mr. Bogusław Mitura, a son of Henryk and Stanisława, residing in Józefów (zip-code 05-410), at Szyszkowa Street No. 7, PESEL No. 54012602471, under the presented identity card issued by the Mayor of Józefów, valid to 21.12.2015.