

## **STATEMENT OF THE MANAGEMENT BOARD ON APPLYING PRINCIPLES OF CORPORATE GOVERNANCE PRINCIPLES IN THE COMPANY SIMPLE S.A.**

The Management Board of SIMPLE SA under § 91 sec. 5 item 4 of the Regulation of the Minister of Finances dated 19th February 2009 on the current and periodic information provided by the issuers of securities and conditions of considering as equal the information required by the legal provisions of the non-member country, provides the statement referred to the application of principles of corporate governance.

### **1. INDICATION OF PRINCIPLES OF CORPORATE GOVERNANCE, TO WHICH THE ISSUER IS SUBJECT AND THE PLACE, WHERE THEY ARE AVAILABLE FOR PUBLIC.**

The Company SIMPLE S.A. applies the principles of corporate governance, contained in the document entitled "CODE OF BEST PRACTICES FOR WSE LISTED COMPANIES" adopted under the Resolution No. 12/1170/2007 of the Exchange Supervisory Board dated 4 July 2007, which full text is published on the website [www.corp-gov.gpw.pl](http://www.corp-gov.gpw.pl) excluding the principles presented in the par. 2 hereof. The full text of the principles of corporate governance is available for public on the Company's website.

### **2. INFORMATION ON TO WHAT EXTENT THE ISSUER WITHDREW FROM THESE PRINCIPLES AND EXPLANATION OF THE REASONS.**

The Management Board of SIMPLE SA, in connection with the entry into force of the Code of Best Practices for WSE Listed Companies on 1 January 2008 implemented basing on the Resolution of the Exchange Supervisory Board dated 4 July 2007, published information on the principles of corporate governance, which will not be applied by the Issuer in a permanent manner:

**1. item I.1 states that "a company should enable on-line broadcasts of General Meetings over the Internet, record General Meetings, and publish the recordings on the company website."**

The Company does not apply this principle. Justification is presented in par. 5.

**2. 2. item I.9 states that "WSE recommends to public companies and their shareholders that they ensure a balanced proportion of women and men in management and supervisory functions in companies, thus reinforcing the creativity and innovation of the companies' economic business."**

The Company does not apply this recommendation referring to the composition of the Management Board.

**3. item II.2 states that "A company should publish its website in English, at least to the extent described in section II item 1 This principle should be applied not later than on 1 January 2009."**

On its website the Company publishes current, quarterly and annual reports translated into English. Having regard to the present shareholding structure of SIMPLE S.A. and taking into consideration the current scope of its activity, the Company did not see justification to incur the additional costs related to this principle with the reference to the other information specified in section II. item 1 The Company will take some actions to implement this principle in future.

**5. item IV.10 states that „A company should enable its shareholders to participate in a General Meeting using electronic communication means through:**

**1) real-life broadcast of General Meetings,**

**2) real-time bilateral communication where shareholders may take the floor during a General Meeting from a location other than the General Meeting;**

**3) exercise their right to vote during a General Meeting either in person or through a plenipotentiary.”**

This principle is not observed by the Company. The costs related to providing the technical infrastructure enabling the on-line broadcast of the General Meeting are too high. All information related to convening and process of the General Meeting are published by the Company in a form of Current Reports using ESPI system and the information are published on the website in the folder “Investor’s Relations”.