

NOTICE

Acting under Art. 434 §2 in connection with Art. 436 of the Code of Commercial Companies, the Management Board of the company SIMPLE S.A, having its registered office in Warsaw (hereinafter: the Company) announces the public offering for the acquisition of 2,001,149 (two million one thousand one hundred forty nine) ordinary bearer shares of new issue of J series with the nominal value PLN 1.00 (one zloty) each (hereinafter: J series Shares, Offered Shares).

- 1) J series Shares are issued under the resolution No. 5 of the General Meeting of the Company on increasing the share capital, under closed subscription, by issuing shares of J series with the pre-emptive right for the current shareholders, related to dematerialization of the shares of the new issue and introducing the rights to shares of new issue and into trade in the regulated market, the resolution was adopted on 25 November 2011.
- 2) The share capital of the Company will be increased by the amount not higher than PLN 2,001,149.00 (two million one thousand one hundred forty nine zlotys) and not lower than PLN 1.00 (one) zloty.
- 3) The pre-emptive rights is attributable to 2,001,149 J series Shares with the nominal value PLN 2,001,149.00 (two million one thousand one hundred forty nine zlotys). The issue shall be effective if at least one J series Share is acquired.
- 4) The issue price of one J series Share is PLN 2.00 (two zlotys).
- 5) The persons authorized to make the basic subscription for J series Shares in execution of the pre-emptive rights of these shares are the persons, who are shareholders of the Company as at 20 February 2012 ("Record Date"), who did not disposed the pre-emptive right till the subscription for J series Shares is made, and persons, who acquired the pre-emptive right and did not disposed it till the subscription for J series Shares is made. The shareholders holding one share of the Company existing on the Record Date, at the end of the Record Date is entitled to one pre-emptive right of J series Shares. One pre-emptive right shall entitle to take up one J series Share.

The entities authorized to execute the pre-emptive right via submitting the Basic Subscription make the subscription for Offered Shares in the investment companies keeping the securities accounts, where the individual pre-emptive rights are subscribed. The persons authorized to make the Additional Subscription shall make the subscription for the Offered Shares in the investment companies keeping for them the securities account, where they have the booked shares of the Issuer at the end of the date when the pre-emptive right was established or in the investment companies performing the orders of the clients of the custodian banks keeping the accounts, where they have the Shares of the Issuer subscribed at the end of the day of establishing the pre-emptive right. The subscription for Offered Shares should be drawn up in Polish, in three copies, one for the Issuer, one for the investment company accepting the subscription and one for the Investor. The specimen of the subscription form will be published in the Issuer's website.

www.simple.com.pl. The subscription for the Offered Shares is irrevocable, unconditional, and cannot include any reservations.

The total number of Offered Shares following the effectively submitted and paid Basic Subscription, but not more than it follows the held individual pre-emptive rights will be allocated to the persons making subscriptions for the Offered Shares in the execution of the pre-emptive right.

If there are any Offered Shares, which are not acquired, as a result of the execution of the pre-emptive rights on the base of the submitted Basic Subscriptions, the Issuer will allocate these Shares to the Investors submitting the Additional Subscriptions. If the total number of the Offered Shares for which the Additional Subscriptions were made exceeds the number of the Offered Shares, which are not acquired, the Issuer will make the proportional reduction of the Additional Subscriptions. The fractional numbers of the Offered Shares will not be allocated and also the Offered Shares will not be allocated to several Investors jointly. The Offered Shares which were not allocated as a result of rounding will be allocated to the Investors in the order, starting from these, which Additional Subscriptions included the largest number of the Offered Shares, by one Offered Share till the all Offered Shares remaining after non-allocation of fractional numbers of the Offered Shares are allocated. If the foregoing criteria cannot be applied, in particular if Additional Subscriptions are for the same number of shares, shares shall be allocated at random.

If not all Shares are acquired under the execution of the pre-emptive rights (Basic Subscription) and under submission of the Additional Subscriptions, the Management Board of the Issuer will be entitled to offer the Shares, which are not acquired, to the selected Investors. The Investor, to which the Management Board offered the non-subscribed Shares in the execution of the pre-emptive right and in the Additional Subscriptions, will be entitled to submit the subscription in the deadline specified in the invitation, but not later than the end of the Public Subscription. In such case the allocation will be made at the Management Board's discretion basing on the submitted subscriptions.

If as a result of the allocation of the Offered Shares, all or the part of the Shares is not allocated, for which the Investor made the subscription, or as a result of the reduction of the Additional Subscriptions, or the submission of the Basic Subscription for the number of Shares higher than it follows the held individual pre-emptive rights or the Investor submits the invalid subscription and also if there is any other reasons causing the necessity of return of the part or entire paid amount, the amount paid by the Investor will be returned pursuant to § 138 sec. 5 of the Detailed Rules of the National Depository for Securities. The above mentioned provision states that within two days of receiving from participants the document "list of additional subscriptions" the National Depository shall return to participants the excess amount. The return of the funds to the Investors will be made in a manner specified by the Investor in the subscription form within 14 days of the allocation of the Offered Shares. The return of the above amounts will be made without interest and compensations.

If after admission to listing the Rights to Shares it appears that the issue of the Offered Shares failed e.g. the register court issued a decision refusing the registration of the new

issue shares, the return of payments will be made for the Investors in the accounts, in which the Rights to Shares are subscribed as at the date of settlements of the transactions made on the last day of listing the Rights to Shares. The amount of the returned payments will be the product of the number of Rights to Shares in the securities account of the Investor and the issue price of the Offered Shares. The Issuer notices that, in such case, it means that the Investors, who will purchase the Rights to Shares on the WSE, may incur the loss when the price paid on the secondary market for the Rights to Shares will be higher than the issue price.

- 6) The subscriptions for the Offered Shares should be paid in the amount resulting from the product of the Offered Shares under subscription and the issue price. The payment for the Offered Shares, for which the Investor submits the Basic or Additional Subscription, should be made at the latest as of the subscription. The payments for the Offered Shares may be made only in Polish zloty.

The payment for the Offered Shares, which the Investor subscribes for on the base of the invitation of the Management Board should be made on the last day of subscription for the Offered Shares not covered by the Basic and Additional Subscriptions.

The payment of the full amount is deemed as the amount equal to the product of the number of the Offered Shares under subscription and the price of the Offered Shares.

The shares are paid only in cash. The due payments should be made in a manner accepted by the investment company accepting the subscription.

It is noted that the subscription will be paid correctly, if the payment of the full amount is account of the office accepting the subscription is credited in the deadlines above. It means that the Investor (in particular if the payment is made by the bank transfer or postal order, and also the payments using the bank credits) needs to make the payment in advance, including the time needed for the transfer of money, credit performance or other related activities. It is recommended for the Investor to get information on the duration of such activities in the serving financial institution and to take the proper activities including the time of performance.

The Investor paying for the Offered Shares by the bank should take into account the possible commission taken by the bank from the cash payments or transfers.

It is also noted that if the payment is not full, any shares will not be allocated.

The pre-emptive rights, which were not executed, expire after the expiry of the deadline for the basic and additional subscription.

- 7) The J series Shares subscribers will not be bond with this subscription, if the proper application for the entry on the increase of the share capital of the Company to the Entrepreneurs Register of the National Court Register is not submitted to the competent register court till 25 May 2012. If the issue of the shares fails or the deadline for reporting the new issue to the register court lapses or the decision on refusing the entry on the increase of the share capital to the register becomes valid, the return of the amounts paid for the J series Shares will be made by the bank transfer indicated in the subscription

form. The Company will immediately publish information on any of the mentioned events.

- 8) The J series Shares pre-emptive right will be executed on the same pre-emptive date. The subscription is open on 10 May 2012. The subscription is closed on 16 May 2012. It is the last day, when the subscriptions are accepted. The dates of subscription may be a subject of change under the resolution of the Management Board. The Company will immediately publish information on changes of the subscription dates, providing the proper information via ESPI system. The Management Board is entitled to adopt the resolution on withdrawal from the subscription. The Company will immediately publish information on withdrawal from the subscription, providing the proper information via ESPI system.
- 9) The allocation of the Offered Shares will be made by the Management Board of the Issuer within seven working days after subscription ends.