

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on election of the Chairman of the Meeting**

Under §11 of the Articles of Association the General Meeting of SIMPLE S.A. elects Mr/Mrs ... as the Chairman of the Meeting held on 28 June 2012.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting of SIMPLE S.A. of 28 June 2012  
on accepting the agenda**

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

- 1) Opening the Ordinary General Meeting,
- 2) Election of the chairman of the Ordinary General Meeting.
- 3) Stating the correctness of convening the Meeting and its ability to adopt resolutions.
- 4) Accepting the agenda of the General Meeting.
- 5) Adopting the resolution on election of the returning committee.
- 6) Considering and approval of the report on business activity of Supervisory Board and results of the assessment of the business report of the Company for 2011, the financial statement of the Company for 2011 and the application of the Management Board of the Company on profit distribution for 2011.
- 7) Considering and adopting the resolution on approval of the report of the Management Board on business activity in 2011.
- 8) Considering and adopting the report of the Management Board on business activity of the Capital Group SIMPLE.
- 9) Considering and approving the financial statement of the Company for 2011.
- 10) Adopting the resolution on profit distribution for 2011.
- 11) Considering and approving the consolidated financial statement of the Capital Group SIMPLE.
- 12) Adopting the resolutions on granting the vote of acceptance to the members of the Management Board for discharge of their duties in 2011.
- 13) Adopting the resolutions on granting the vote of acceptance to the members of the Supervisory Board for discharge of their duties in 2011.
- 14) Adopting the resolution on changes in the Articles of Association.
- 15) Adopting the resolution on authorizing the Supervisory Board to set the uniform text of the Articles of Association.

- 16) Free motions.
- 17) Closing the Ordinary General Meeting.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on appointing the Returning Committee**

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

1. ....
2. ....
3. ....

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on approval of the Management Report of 2011**

Under Art. 395 § 2 par. 1) of the Code of Commercial Companies and §6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The Management Board's report on business activity in 2011 is approved.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on approval of the financial statement of the Company for 2011**

Under Art. 395 § 2 par. 1) of the Code of Commercial Companies and §6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

## § 1.

After considering the financial statement for 2011 presented together with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2011 including :

1. The statement of financial position as at 31 December 2011, closing with the assets and liabilities in the amount of PLN 21,405,899.99 (say: twenty one million four hundred five thousand eight hundred ninety nine zlotys 99/100),
2. Profit and loss statement for the period from 1 January to 31 December 2011, closing the net profit with the amount of PLN 2,614,801.26 (say: two million six hundred fourteen thousand eight hundred and one zlotys 26/100),
3. cash flow statement for the period 1 January to 31 December 2011,
4. Statement of changes in the equity for the period from 1 January to 31 December 2011,
5. Additional notes to the financial statement for 2011.

## § 2.

The resolution is effective as of being adopted.

### **RESOLUTION No. .... / ..... / 2012**

#### **of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012 on disposal of the Company's profit for 2011**

Pursuant to Art. 395 § 2 par. 2) of the Code of Commercial Companies and under § 6 sec. 5 par. c of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

### § 1.

The profit of the Company for 2011 in the amount of PLN 2,614,801.26 (say: two million six hundred fourteen thousand eight hundred and one zlotys 26/100) is designated as follows:

- the amount of 1,000,000.00 (one million zlotys) is designated to the payment of dividend for Shareholders of the Company.

- The amount of PLN 1,614,801.26 (one million six hundred fourteen thousand eight hundred and one zloty 26/100) is designated to the supplementary capital of the Company.

### § 2.

The record date is 31 August 2012. The dividend payment date is 15 September 2012.

**§ 3.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on approval of the Management Report the Capital Group SIMPLE for the year 2011.**

Under Art. 395 § 2 par. 1. of the Code of Commercial Companies and §6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

Report on the business activity of Capital Group for the year 2011 is approved.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on approval of the consolidated financial statement of the Capital Group SIMPLE for the  
year 2011**

Under Art. 395 § 2 par. 1 of the Code of Commercial Companies and §6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

After considering the financial statement of the SIMPLE Capital Group for 2011 presented together with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2011 including:

1. Statement of financial position as at 31 December 2011, closing the assets and liabilities with the amount of PLN 21,389,722.30 (say: twenty one million three hundred eighty nine thousand twenty two zlotys 30/100),

2. Profit and loss statement for the period from 1 January to 31 December 2011, closing the net profit with the amount of PLN 2,617,677.37 (say: two million six hundred seventeen thousand six hundred seventy seven zlotys 37/100),
3. cash flow statement for the period 1 January to 31 December 2011,
4. Statement of changes in the equity of the Capital Group SIMPLE for the period from 1 January to 31 December 2011,
5. Additional notes to the financial statement of the SIMPLE Capital Group for 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the President of the Management Board for  
discharge of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the President of the Management Board Mr Bogusław Miture for discharge of his duties in 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the Deputy President of the Management Board for  
discharge of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the Deputy President of the Management Board Mr Przemyslaw Gnitecki for discharge of his duties in 2011.

§ 2.

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the Deputy President of the Management Board for  
discharge of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the Deputy President of the Management Board Mr Michal Siedlecki for discharge of his duties in 2011.

§ 2.

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the Chairman of the Supervisory Board for  
discharge of her duties in 2011**

Pursuant to Art. 395 § 2 par. 3 of the Commercial Companies Code and § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

The vote of acceptance is granted to the Chairman of the Supervisory Board Mrs Elżbieta Zybert for discharge of her duties in the period from 1 January 2011 to 17 June 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Józef Taran for discharge of his duties in 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Andrzej Bogucki for discharge of his duties in 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mrs Marta Adamczyk for discharge of her duties in the period from 1 January 2011 to 17 June 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Jacek Kuroś for discharge of his duties in the period from 1 January 2011 to 27 June 2011.

**§ 2.**

The resolution is effective as of being adopted.



**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3 of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Adam Leda for discharge of his duties in the period from 27 June 2011 to 31 December 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Arkadiusz Karasiński for discharge of his duties in the period from 27 June 2011 to 31 December 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Adam Wojacki for discharge of his duties in the period from 27 June 2011 to 31 December 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2011**

Pursuant to Art. 395 § 2 par. 3. of the Code of Commercial Companies and under § 6 sec. 5 par. a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Pawel Zdunek for discharge of his duties in 2011.

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .... / ..... / 2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on changes in the Articles of Association**

Pursuant to Art. 428 § 1 of the Code Commercial Companies and § 6 sec. 5 par. h) of the Articles of Association, the Ordinary General Meeting decides as follows:

**§ 1.**

The change in the Articles of Association is made by repealing the entire present sec. 3 in §3 of the Articles of Association in the meaning:

*“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.”*

**§ 2.**

The resolution is effective as of being adopted.

**RESOLUTION No. .../...../2012**

**of the Ordinary General Meeting SIMPLE S.A. of 28 June 2012  
on authorizing the Supervisory Board to set the consolidated text of the Articles of  
Association**

**§1.**

The Ordinary General Meeting under the name SIMPLE SA decides to authorize the Supervisory Board of the Company to set the consolidated text of the Articles of Association.

**§ 2.**

The resolution is effective as of being adopted.