

**RESOLUTIONS DRAFTS**  
**at the Ordinary General Meeting of SIMPLE Spółka Akcyjna**  
**seated in Warsaw**  
**convened as of June 16, 2016**

I. drafts of resolution referred to the item 2) of agenda.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on election of the Chairman of the Meeting**

Under §11 of the Articles of Association, the General Meeting of SIMPLE S.A. elects Adam Gilarski as the Chairman of the Meeting held on June 16, 2016. Mrs/Mr. ...

II. drafts of resolution referred to the item 4) of agenda.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on accepting the agenda**

The Ordinary 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.
5. Adopting resolution on selection of the Returning Committee.
6. Considering and approving the reports of the Management Board for 2015,
7. Considering and approving the reports of the Management Board of the Capital Group for 2014,
8. To consider of the Supervisory Board's Report and results of the assessment of the Company's Management Report for 2015, financial statements of the Company for 2015 and the application of the Management Board for covering of the loss for 2015.

9. To consider and to approve the financial statement of the Company for 2015.,
10. Adopting the resolution on covering the loss for 2015
11. To consider and to approve the consolidated financial statements of the Capital Group SIMPLE,
12. To adopt the resolutions on granting the vote of acceptance to the members of the Management Board for discharge of their duties in 2015.
13. To adopt the resolutions on granting the vote of acceptance to the members of the Management Board for discharge of their duties in 2015.
14. Adopting resolution on issuance of L series shares.
15. Adopting resolution on issuance of L series shares.
16. Adopting resolution on issuance of M series shares.
17. Adopting the resolution on changes in the Articles of Association.
18. Adopting the resolution on authorizing the Supervisory Board to set the uniform text of the Articles of Association.
19. Free motions.
20. Closing the agenda of the Ordinary General Meeting of Shareholders.

III. drafts of resolution referred to the item 5) of agenda.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on abrogation of the secrecy of voting at electing the Returning Committee**

The Ordinary General Meeting of SIMPLE S.A., under Art. 420 §3 of the Code of Commercial Companies, abrogates the secrecy of voting on election of the members of the Returning Committee.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on appointing the returning committee**

The General Meeting of SIMPLE S.A. appoints the returning committee with the following composition:

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

**IV. drafts of resolution referred to the item 6) of agenda.**

**Resolution No. .... / ..... / 2016**  
**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**  
**on approval of the report of the Management Report for 2015**

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

**§ 1.**

The Management Report of SIMPLE S.A. for 2015 is approved.

**§ 2.**

The resolution is effective as of being adopted.

**V. drafts of resolution referred to the item 7) of agenda.**

**Resolution No. .... / ..... / 2016**  
**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**  
**on approval of the Management Report of the Capital Group SIMPLE for the year 2015.**

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

**§ 1.**

The Management Board Report of Capital Group for the year 2015 is approved.

**§ 2.**

The resolution is effective as of being adopted.

VI. drafts of resolution referred to the item 9) of agenda.

**Resolution No. .... / ..... / 2016**  
**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**  
**on approval of the financial statements of the Company for 2015**

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

**§ 1.**

After considering the financial statement for 2015 presented along with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2015 including:

1. Statement of financial position as of December 31, 2015, closing the assets and liabilities with the amount of PLN 31 182 653.14 (say: thirty one million one hundred eighty two thousand six hundred fifty three zlotys 14/100);
2. statement of comprehensive income for the period from January 1, 2015 to December 31, 2015 presenting the net loss amounting to PLN 2 956 102.56 (say: two million nine hundred fifty six thousand one hundred and two zlotys 56/100);
3. statement of cash-flows for the fiscal year from January 1 to December 31, 2015 presenting the decrease of cash by PLN 278 653.44 (say: two hundred seventy eight thousand six hundred fifty three zlotys 44/100);
4. Statement of changes in equity presenting the decrease of the equity by PLN 5 584 281.45 (say: five million five hundred eighty four thousand two hundred eighty one zlotys 45/100);
5. Notes to the financial statements.

**§ 2.**

The resolution is effective as of being adopted.

VII. drafts of resolution referred to the item 10) of agenda.

**Resolution No. .... / ..... / 2016**  
**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**  
**on covering the loss of the Company for 2015**

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

**§ 1.**

The loss of the Company for the fiscal year 2015 amounting to PLN 2 956 102.65 (say: two million nine hundred fifty six thousand one hundred and two zlotys 65/100) shall be covered by the Company's profits in the future periods.

**§ 2.**

The resolution is effective as of being adopted.

VIII. drafts of resolution referred to the item 11) of agenda.

**Resolution No. .... / ..... / 2016**  
**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on approval of the consolidated financial statement of the Capital Group SIMPLE for the year 2015.**

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

**§ 1.**

After considering the financial statement of the SIMPLE Capital Group for 2015 presented together with the opinion and report of the statutory auditor from studying this financial statement, the financial statement for 2015 including:

1. Statement of financial position as of December 31, 2015, closing the assets and liabilities with the amount of PLN 32 237 031.87 (say: thirty two million two hundred thirty seven thousand thirty one zlotys 87/100);

2. Consolidated statement of comprehensive income for the period from January 1, 2015 to December 31, 2015 presenting the net loss in the amount of PLN – 5 399 350.32 (say: five million three hundred ninety nine thousand three hundred fifty zlotys 32/100);
3. consolidated statement of cash flows for the period from January 1 to December 31, 2015 presenting the decrease of cash by the amount of PLN 1 590 732.01 (say: one million five hundred ninety thousand seven hundred thirty two zlotys 01/100);
4. Consolidated statement of changes in equity presenting the decrease of equity by PLN 8 920 391.25 (say: eight million nine hundred twenty thousand three hundred ninety one zlotys 25/100);
5. Explanatory notes to financial statements.

**§ 2.**

The resolution is effective as of being adopted.

**IX. drafts of resolution referred to the item 12) of agenda.**

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the President of the Management Board the vote of acceptance for discharge of his duties in 2015.**

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

**§ 1.**

The vote of acceptance is granted to the President of the Management Board Mr Przemyslaw Gnitecki for discharge of his duties in the period from January 1, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the Deputy President of the Management Board for discharge of his duties in 2015**

Pursuant to Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 par. a). of the Articles of Association the Ordinary 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 the period from January 1, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the Deputy President of the Management Board for discharge of his duties in 2015**

Pursuant to Art. 395 § 2 item 3) of the Code of Commercial Companies and 6 sec. 5 item a) of the Articles of Association the Ordinary 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 Rafal Wnorowski for discharge of his duties in the period from January 1, 2015 to May 28, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the Deputy President of the Management Board for discharge of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the Member of the Management Board Mr Jaroslaw Soltys for discharge of his duties in the period from June 27, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**X. drafts of resolution referred to the item 13) of agenda.**

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the Chairman of the Supervisory Board for discharge of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the Chairman of the Supervisory Board Mr Adam Wojacki for discharge of his duties in the period from January 1, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.



**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the Deputy Chairman of the Supervisory Board for discharge of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the Deputy Chairman of the Supervisory Board Mrs Anna Hejka for discharge of his duties in the period from January 1, 2015 to May 14, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the Deputy Chairman of the Supervisory Board for discharge of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the Deputy Chairman of the Supervisory Board Mr Boguslaw Mitura for discharge of his duties in the period from May 14, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Marceł Malicki for discharge of his duties in the period from January 1, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Zbigniew Strojnowski for discharge of his duties in the period from January 1, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Paweł Zdunek for discharge of his duties his duties in the period from January 1, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on granting the vote of acceptance to the member of the Supervisory Board for discharge  
of his duties in 2015**

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

**§ 1.**

The vote of acceptance is granted to the member of the Supervisory Board Mr Tomasz Zdunek for discharge of his duties his duties in the period from January 1, 2015 to December 31, 2015.

**§ 2.**

The resolution is effective as of being adopted.

**XI. drafts of resolution referred to the item 14) of agenda.**

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

***on increasing the share capital by close subscription via the issuance of L series shares, excluding the preemptive right of the present shareholders and related dematerialization of the new issue shares and the putting them into trading on the regulated market***

§ 1

The Extraordinary General Meeting of Shareholders of SIMPLE S.A. with the registered office in Warsaw, acting under Art. 430 § 1 par. 431 § 2 item 2, art. 432 § 1 and 2, Art. 436 of the Code of Commercial Companies decides:

**1. Increase the share capital of the Company by PLN .... (say: .... Zlotys)**

2. The increase of the share referred in sec. 1 shall be made by the closed subscription via the issuance of **(Say: .....)** ordinary bearer shares of L series with the nominal amount PLN 1.00 (one zloty) each.

3. The L-series shares will participate in dividend starting from January 1, 2016, i.e. for the fiscal year 2016.

**4. The issue price of each L-series share shall be equal to PLN ... (say: .....)**  
**[that results from the arithmetic average of the closing rates from 3 (three) months preceding the this date of the General Meeting - ...% (say: .... percent).**

5. L-series shares shall be offered as the close subscription, whereas all the present shareholders have the preemptive right.

7. The Management Board of the Company shall be entitled to determine the detailed conditions for the L-series shares offering, in particular the opening and closing times of L-series shares subscription and principles and terms and method of subscription as well as l-series shares allocation.

8. The date, by which the shareholders entitled to the preemptive right to the new shares (preemptive right date), shall be determined as [-] 2016.

9. L-series shares shall be taken up under the cash contribution.

10. The General Meeting of SIMPLE S.A. agrees on dematerialization of L-series shares, pursuant to the provisions of the Act on July 29, 2005 on financial instrument trading (Dz. U. 2010 No. 211, item 1384 as amended) and authorizes he Management Board of the Company to take all necessary steps aimed at dematerialization of L-series shares, including in particular to

conclude the agreement with the National Depository of Securities for registering of L-series shares in the securities deposit.

11. The Management Board of the Company shall be entitled to take all necessary steps to permit the L-series shares for trading organized by the Warsaw Stock Exchange.

§ 2

The resolution is effective as of being adopted.

1.5 Adopting the resolution on changes in the Articles of Association.

XI. drafts of resolution referred to the item 15) of agenda.

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

*on increasing the share capital by open subscription via the issuance of L series shares, excluding the preemptive right of the present shareholders and related dematerialization of the new issue shares and the putting them into trading on the regulated market*

§ 1

The Extraordinary General Meeting of Shareholders of SIMPLE S.A. with the registered office in Warsaw, acting under Art. 430 § 1 par. 431 § 2 item 3, art. 432 § 1 and 2, Art. 436 of the Code of Commercial Companies decides:

**1. Increase the share capital of the Company by not more than PLN .... (say: .... zlotys) and not less than .... (say: .... zlotys)**

2. The increase of the share referred in sec. 1 shall be made by the open subscription via the issuance of not less than .... (Say: .....) and not more than .....ordinary bearer shares of L series with the nominal amount PLN 1.00 (one zloty) each.

3. The L-series shares will participate in dividend starting from January 1, 2016, i.e. for the fiscal year 2016.

**4. The issue price of each L-series share shall be equal to PLN ... (say: .....) [that results from the arithmetic average of the closing rates from 3 (three) months preceding the this date of the General Meeting - ...% (say: .... percent).**

5. L-series shares shall be offered as the open subscription of shares, excluding the preemptive right of the present Company's shareholder under Art. 431 § 2 item 3 of the Code of Commercial Companies.

7. The Management Board of the Company shall be entitled to determine the detailed conditions for the L-series shares offering, in particular the opening and closing times of L-series shares subscription and principles and terms and method of subscription as well as L-series shares allocation.

8. L-series shares shall be taken up under the cash contribution.

9. The General Meeting of SIMPLE S.A. agrees on dematerialization of L-series shares, pursuant to the provisions of the Act on July 29, 2005 on financial instrument trading (Dz. U. 2010 No. 211, item 1384 as amended) and authorizes the Management Board of the Company to take all necessary steps aimed at dematerialization of L-series shares, including in particular to conclude the agreement with the National Depository of Securities for registering of L-series shares in the securities deposit.

10. The Management Board of the Company shall be entitled to take all necessary steps to permit the L-series shares for trading organized by the Warsaw Stock Exchange.

11. The General Meeting of Shareholders of SIMPLE S.A., hereby, under Art. 432 § 4 of the Code of Commercial Companies and in connection with Art. § 7 of the Code of Commercial Companies authorized the Management Board of the Company to determine the final amount, by which the share capital will be increased, whereas such determined amount cannot be lower than the minimum amount nor higher than maximum amount of this increase determined by the General Meeting;

## § 2

The resolution is effective as of being adopted.

**XII. drafts of resolution referred to the item 16) of agenda.**

### **Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

***on increasing the share capital by private subscription via the issuance of M series shares, excluding the preemptive right of the present shareholders and related dematerialization of the new issue shares and the putting them into trading on the regulated market***

## § 1

The Extraordinary General Meeting of Shareholders of SIMPLE S.A. with the registered office in Warsaw, acting under Art. 430 § 1 par. 431 § 2 item 1, art. 432 § 1 and 2, Art. 436 of the Code of Commercial Companies decides:

**1. Increase the share capital of the Company by PLN .... (say: ..... zlotys).**

2. The increase of the share referred in sec. 1 shall be made by the private subscription via the issuance of .... (Say: .....) ordinary bearer shares of M series with the nominal amount PLN 1.00 (one zloty) each.

3. The M-series shares will participate in dividend starting from January 1, 2016, i.e. for the fiscal year 2016.

**4. The issue price of each M-series share shall be equal to PLN ... (say: .....) [that results from the arithmetic average of the closing rates from 3 (three) months preceding the this date of the General Meeting - ...% (say: .... percent).**

5. M-series shares shall be offered as the open subscription of shares, excluding the preemptive right of the present Company's shareholder under Art. 431 § 2 item 1 of the Code of Commercial Companies.

6. The issuance of M-series shares shall be addressed to employees of SIMPLE S.A.

7. The Management Board of the Company shall be entitled to determine the detailed conditions for the M-series shares offering, in particular the opening and closing times of M-series shares subscription and principles and terms and method of subscription as well as M-series shares allocation.

8. M-series shares shall be taken up under the cash contribution.

9. The General Meeting of SIMPLE S.A. agrees on dematerialization of M-series shares, pursuant to the provisions of the Act on July 29, 2005 on financial instrument trading (Dz. U. 2010 No. 211, item 1384 as amended) and authorizes the Management Board of the Company to take all necessary steps aimed at dematerialization of L-series shares, including in particular to conclude the agreement with the National Depository of Securities for registering of M-series shares in the securities deposit.

10. The Management Board of the Company shall be entitled to take all necessary steps to permit the M-series shares for trading organized by the Warsaw Stock Exchange.

§ 2

The resolution is effective as of being adopted.

**XIII. drafts of resolution referred to the item 17) of agenda.**

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on changes in the Articles of Association**

Pursuant to the Art. 430 § 1 of the Code of Commercial Companies and § 6 sec. 5 item h) of the Articles of Association the Extraordinary General Meeting of SIMPLE S.A. states as follows:

**§ 1.**

The §3 sec. 1 of the Articles of Association is changed so that it shall have the new, following meaning:

„ 1. The share capital amounts to .... - ..... zlotys).

**§ 2.**

The §3 sec. 1 of the Articles of Association is changed so that it shall have the additional, new dash with following meaning

- .....) ordinary bearer shares of L series with the nominal amount PLN 1.00 (one zloty) each.

- .....) ordinary bearer shares of L series with the nominal amount PLN 1.00 (one zloty) each.

**§ 3.**

This resolution shall come into force as of the changes in the Articles of Association are registered in the Entrepreneurs Register of the National Court Register kept by the District Court for the capital city of Warsaw 13th Commercial Division of the National Court Register.

1.6. Adopting the resolution on authorizing the Supervisory Board to set the uniform text of the Articles of Association.

**XI. drafts of resolution referred to the item 18) of agenda.**

**Resolution No. .... / ..... / 2016**

**of the Ordinary General Meeting SIMPLE S.A. of June 16, 2016**

**on authorizing the Supervisory Board to set the consolidated text of the Articles of Association.**



§ 1.

The Ordinary General Meeting of SIMPLE S.A. decides to authorize the Supervisory Board of the Company to establish the consolidated text of the Articles of Association. ,

§ 2.

The resolution is effective as of being adopted.