

“Warsaw, October 28, 2011

SIMPLE S.A.

ul. Bronisława Czecha 49/51

04-555 Warszawa

Warrants

Announcement on convening the Extraordinary General Meeting of SIMPLE S.A. in Warsaw as of 25th November 2011

I. AGENDA

The Management Board of SIMPLE S.A. having its registered office in Warsaw 04-555, ul. Bronisława Czecha 49/51, 04-555 Warsaw, registered in the Entrepreneurs Register of the National Court Register conducted by the District Court for the capital city of Warsaw, 13th Business Department of the National Court Register, under KRS number 0000065743, acting under Art. 399 § 1 par. 402¹ in connection with Art. 398 of the Code of Commercial Companies,

convenes on 25th November 2011 the Extraordinary General Meeting of Shareholders of SIMPLE SA, which will be held at 12:00 a.m. in the registered office of the Company, ul. Bronisława Czecha 49/51, 04-555 Warsaw, with the following agenda:

- 1) Opening the Extraordinary General Meeting;
- 2) Election of the chairman of the Extraordinary General Meeting
- 3) Stating the correctness of convening the Meeting and its ability to adopt resolutions.
- 4) Accepting the agenda of the Ordinary General Meeting of Shareholders,
- 5) Adopting the resolution on election of the returning committee;
- 6) Adopting the resolution on the increase of the share capital by the issuance of J series shares, related dematerialization of new issue shares and trading them in the regulated market;
- 7) Adopting the resolution on issuance of the subscription warrants authorizing to acquire the bearer's shares of K series, conditional increase of the share capital by the issuance of new shares of K series, excluding the preemptive rights of the current shareholders and dematerialization of the bearers' shares of K series and trading them in the regulated market;
- 8) Adopting the resolution on dematerialization of A1 series shares and trading them in the regulated market;
- 9) Adopting the resolutions on changes in the Articles of Association;
- 10) Adopting the resolution on acceptance of the consolidated text of the Articles of Association including the entries on conditional increase of the share capital of the Company;
- 11) Adopting the resolution on authorization for the Supervisory Board regarding the acceptance of the consolidated text of the Articles of Association including, in particular: entries on increase of the share capital by the issue of bearer shares of J and K series;

- 12) Adopting the resolution on changes and acceptance of the consolidated text of the Regulations of the General Meeting of the Company.
- 13) Free motions.
- 14) Closing the Ordinary General Meeting.

In order to perform the obligation following Art. 432 § 3 of the Code of Commercial Companies, the Management Board of SIMPLE SA proposes to set the date of preemptive right for J series shares as 20th February 2012.

II. DESCRIPTION OF THE PROCEDURES FOR PARTICIPATION IN THE GENERAL MEETING AND FOR EXECUTING THE VOTING RIGHT

a. The Shareholder or Shareholders holding at least 1/20 (one twentieth) of the share capital are entitled to request to include the particular issues in the agenda of the nearest General Meeting. This request should be reported to the Management Board not later than 21 days in advance before the date of the General Meeting. Such request should include the justification or the project of resolution on the proposed item of agenda. Such request may be submitted electronically to wza@simple.com.pl.

b. Shareholder or Shareholders of the public company holding at least 1/20 (one twentieth) of the share capital are entitled to submit in written or electronically to wza@simple.com.pl the drafts of resolutions concerning the issues from agenda or issued to be included in the agenda, before the date of the General Meeting.

c. Each shareholder is entitled to submit the draft of resolution concerning the issues from the agenda during the General Meeting.

d. The Shareholder may participate in the General Meeting and exercise the voting right individually or by Proxy. The Proxy executes all rights of the Shareholder at the General Meeting, unless the power of attorney states otherwise. The Proxy is entitled to grant further power of attorney if it follows the content of the power of attorney. The Proxy is entitled to represent more than one shareholder and to vote in a differently from the shares of each shareholder. The Shareholder holding the shares recorded in more than one securities account is entitled to appoint separate proxies for executing the rights of shares of each account. The power of attorney to participate in the General Meeting of the Company and exercising the voting rights requires to be granted in written or electronically. The Shareholder informs the Company on granting such power of attorney, by sending e-mail to with the attached file in PDF containing the text of the power of attorney and the signature of the Shareholder.

e. The Articles of Association does not specify the possibility to participate in the meeting using the electronic correspondence means and thus at the General Meeting it is not possible to speak using the electronic correspondence.

f. The Regulations of the General Meeting applied by the Company does not specify the possibility to vote using the correspondence or electronic correspondence, thus at the General Meeting it is not possible to vote by correspondence.

g. The right to participate in the General Meeting of the public company is attributable only to persons who are the shareholders of the company in 16 (sixteen) days before the date of the General Meeting (as of the registration date of participation in the meeting.) i.e. as for 9th November 2011. The registration date of the participation in the General Meeting is the same for the preference shares and ordinary shares.

h. The right to participate in the General Meeting of the public company is attributable only to the persons, who are the Shareholders of the Company on the registration date of participation in the General Meeting subject the second sentence of this paragraph. The persons authorized by the registered shares and share certificates and the pledges and users, who are entitled to vote by shares, have a right to participate in the General Meeting of the public company, if they are listed in the share register on the registration date in the General Meeting.

i. The person entitled to participate in the General Meeting may obtain the full text of documents to be presented at the General Meeting and drafts of resolutions from the website of the Company: www.simple.com.pl, in the folder Investors' Relations.

j. Information on the Extraordinary General Meeting are available at the website of the Company: www.simple.com.pl, in the folder Investors' Relations.

III. DESCRIPTION OF THE PLANNED CHANGES IN THE ARTICLES OF ASSOCIATION:

1. The present § 3 of the Articles of Association with the meaning:

„§ 3.

1. The share capital amounts to 2,003,904.00 (two millions three thousand nine hundred four zlotys) zlotys.

2. The share capital is divided into:

- 189,000- (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;

- 756,000- (seven hundred fifty six thousand) bearer shares of A2 series with the nominal value 1 (one) zloty each,

- 225,000- (two hundred twenty five thousand) bearer shares of B series with the nominal value 1 (one) zloty each,

- 102,690- (one hundred two thousand six hundred ninety) bearer shares of C series with the nominal value 1 (one) zloty each,

- 360,000- (three hundred sixty thousand) bearer shares of D series with the nominal value 1 (one) zloty each,

- 180,000- (one hundred eighty thousand) bearer shares of E series with the nominal value 1 (one) zloty each,

- 73,350- (seventy three thousand three hundred fifty) registered shares of F series with the nominal value 1 (one) zloty each,

- 72,864- (seventy two thousand eight hundreds sixty four) bearer shares of G series with the nominal value 1 (one) zloty each,

- 27,000- (twenty seven thousand) bearer shares of H series with the nominal value 1 (one) zloty each,

- 18,000- (eighteen thousand) 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.

will be given with new wording, as follows:

1. The share capital amounts to 4,380,298 ^{„§3.} (four million three hundred eighty thousand two hundred ninety eight) zlotys.

2. The share capital is divided into:

- 189,000- (one hundred eighty nine thousand) registered shares of A1 series with the nominal value 1 (one) zloty each,

- 756,000- (seven hundred fifty six thousand) bearer shares of A2 series with the nominal value 1 (one) zloty each,

- 225,000- (two hundred twenty five thousand) bearer shares of B series with the nominal value 1 (one) zloty each,

- 102,690- (one hundred two thousand six hundred ninety) bearer shares of C series with the nominal value 1 (one) zloty each,

- 360,000- (three hundred sixty thousand) bearer's shares of D series with the nominal value 1 (one) zloty each,

- 180,000- (one hundred eighty thousand) bearer shares of E series with the nominal value 1 (one) zloty each,

- 73,350- (seventy three thousand three hundred fifty) registered shares of F series with the nominal value 1 (one) zloty each,
- 72,864- (seventy two thousand eight hundreds sixty four) bearer shares of G series with the nominal value 1 (one) zloty each,
- 27,000- (twenty seven thousand) bearer shares of H series with the nominal value 1 (one) zloty each,
- 15,245- (fifteen thousand two hundred forty five) bearer shares of I series with the nominal value 1 (one) zloty each,
- to 2,001,149- (two million one thousand one hundred forty nine) bearer shares of J series, with the nominal value 1 (one) zloty each
- to 378,000 - (three hundred seventy eight thousand) bearer shares of K series with the nominal value 1 (one) zloty each.

3. (overruled);

4. The share capital of the Company was conditionally increased (conditional increase of the capital) by the amount not higher than 378,000.00 (three hundred seventy eight thousand) zlotys by the issuance to 378,000 (three hundred seventy eight thousand) ordinary bearer shares of K series with the nominal value 1 PLN (one zloty) each.
5. The right to acquire the shares of K series under the conditional capital increase specified in sec. 4 is attributable to the holders of A series subscription warrants issued by the company under the resolution of the Extraordinary General Meeting of 25th November 2011 and may be executed pursuant to the provisions of the mentioned resolution of the Extraordinary General Meeting.”

2. The present §4 sec. 3 of the Articles of Association with the meaning:

” 3. Newly issued shares may be preference or ordinary shares”

will be given with new wording, as follows:

„3. Newly issued shares may be preference or ordinary shares”

IV. ADDITIONAL INFORMATION

Moreover, the Management Board of the Company informs that on 6th October 2011 the Management Board adopted the Resolution No. VI/15/10/2011 on redemption of the shares of the Company, reduction of the share capital and changes in the Articles of Association, under Art. 363§5 in connection with Art. 359 §7, Art. 455 §1 and §3 of the Act of the Code of

Commercial Companies, under which the redemption of 2,755 (two thousand seven hundred fifty five) own shares of the Company with the nominal value PLN 1.00 (one) each, acquired by the Company in order to offer them to the employees of the Company or the persons, who were employed in the Company or the related company for the period at least three years to be purchased, was carried out, pursuant to the provisions of the Resolution No. 20 of the Ordinary General Meeting of SIMPLE S.A. of 30th June 2009 and Resolution No. VI/02/05/10 of the Ordinary General Meeting of SIMPLE S.A. of 27th May 2010 on acceptance of the regulations for acquisition of the own shares of the Company SIMPLE S.A. in order to offer them to the employees of the Company or persons, who were employed in the Company or the related company for the period at least three years to be purchased, approved by the Resolution No. VI/25/201 of the Supervisory Board of SIMPLE S.A. of 7th June 2010. The redemption of the shares was carried out under §4 sec. 5 of the Articles of Association and the provision of Art. 363§5 of the Code of Commercial Companies because of failure to offer them in the deadlines specified in Art. 363 §3 and §4 to the persons mentioned in the Resolution No. 20 of the Ordinary General Meeting SIMPLE S.A. of 30th June 2009 and Art. 262 § 1 par. 2 of the Code of Commercial Companies (employees or persons, who were employed in the Company or related Company for the period at least 3 years).

Due to the fact of the redemption of the Company's shares, this redemption was carried out without the remuneration attributable to the shareholder (Company) due to the shares' redemption, based on the disposition of the provision of Art. 359 § 2 sentence 2 of the Code for Commercial Companies. The redemption was carried out in order to meet the requirements of the provision of Art. 363 §5 of the Code of Commercial Companies.

At the same, under the Resolutions of the mentioned Resolution of the Management Board of the Company:

- a. The decrease of the share capital of the Company from the current amount 2,003,904.00 (two millions three thousand nine hundred and four) zlotys to the amount: 2,001,149.00 (two millions one thousand one hundred forty nine) zlotys i.e. by the amount: 2,755.00 (two thousand seven hundred fifty five) zlotys by the redemption of 2,755 (two thousand seven hundred fifty five) own shares of the Company, mentioned in paragraph 2 hereof, was made. Pursuant to the disposition of Art. 457 §1 point 3 of the Code of Commercial Companies, the decrease of the share capital was made without summoning the creditors to bring any claims against the Company.
- b. Based on the disposition of the provisions of Art. 363 § 5 in connection with Art. 359 §1, §2, §4, §7 and Art. 455 §1 and §3 of the Code of Commercial Companies, the provisions of §3 of the Company were made in such manner that:
 - i. §3 sec. 1 was given with new wording, as follows:
“§3.1 The share capital amounts to 2,001,149.00 (two millions one thousand one hundred forty nine) zlotys.”
 - ii. §3 sec. 2 was given with new wording, as follows:
“ 3.2 The share capital is divided into:

- 189,000- (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;
- 756,000- (seven hundred fifty six thousand) bearer shares of A2 series with the nominal value 1 (one) zloty each,
- 225,000- (two hundred twenty five thousand) bearer shares of B series with the nominal value 1 (one) zloty each,
- 102,690- (one hundred two thousand six hundred ninety) bearer shares of C series with the nominal value 1 (one) zloty each,
- 360,000- (three hundred sixty thousand) bearer's shares of D series with the nominal value 1 (one) zloty each,
- 180,000- (one hundred eighty thousand) bearer shares of E series with the nominal value 1 (one) zloty each,
- 73,350- (seventy three thousand three hundred fifty) registered shares of F series with the nominal value 1 (one) zloty each,
- 72,864- (seventy two thousand eight hundreds sixty four) bearer shares of G series with the nominal value 1 (one) zloty each,
- 27,000- (twenty seven thousand) bearer shares of H series with the nominal value 1 (one) zloty each,
- 15,245- (fifteen thousand two hundred forty five) bearer shares of I series with the nominal value 1 (one) zloty each,

The application for disclosing the above changes in the Entrepreneurs Register of the National Court Register kept by the District Court for the capital city of Warsaw, 13th Business Department, was submitted by the Company on 10th October 2011, registered under the file No.: WA XIII KRS 37103/11/826 and to the present date has not been recognized by the Court yet.