

**Resolution No. 1**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**dated June 28, 2012**  
*on election of the Chairman of the Meeting*

Under § 11 of the Articles of Association the General Meeting of SIMPLE SA elects Mr. Adam Gilarski as the Chairman of the Meeting held on June 28, 2012.

Mr. Adam Gilarski accepted the election, managed the attendance list, signed the list and stated that the general meeting was convened in appropriate manner by publication on the Company's websites and the report provided to the Warsaw Stock Exchange SA, having its registered office in Warsaw, 852 104 shares is present at the meeting and they constitute 42.58% of the share capital, carrying 852 104 votes, that constitutes 42.58% of the total number of votes and therefore the Meeting is able to adopt resolutions.

The Chairman read the agenda of the Ordinary General Meeting of SIMPLE SA and put the following resolution to vote:

**Resolution No. 2****of the Ordinary General Meeting of SIMPLE S.A.****dated June 28, 2012*****on accepting the agenda***

The Ordinary General Meeting 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 General 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 business report 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 business report of the Management Board in 2011.
- 8) Considering and adopting the business report 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.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against 0 votes, no objection.

*To item 5 of the agenda:*

The Chairman put the following resolution to vote:

**Resolution No. 3**  
**of the Ordinary General Meeting of SIMPLE S.A.**  
**dated June 28, 2012**

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

Under Art. 420 of the Code of Commercial Companies the secrecy of voting on election of the members of the Returning Committee is abrogated.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against 0 votes, no objection.

Then the Chairman ordered to report the candidates to the Returning Committee. The following persons were reported:

1. Ms Iwona Nowak,
2. Mr Zbigniew Strojnowski.

There were no other candidates and the Chairman put the following resolution to vote;

**Resolution No. 4**

**of the Ordinary General Meeting of SIMPLE S.A.  
dated June 28, 2012**

*on appointing the Returning Committee*

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

1. Ms Iwona Nowak,
2. Mr Zbigniew Strojnowski.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against 0 votes, no objection.

*To item 6 and 7 of the agenda:*

The Chairman stated that the materials for the General Meeting include all necessary documents and due to the no discussion he came to the next item of the agenda.

The Chairman read the draft of resolution with the following content;

**Resolution No. 5**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 2012**

*on approval and acceptance of the business report of the Management Board for  
2011*

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

§ 1.

The business report of the Management Board for 2011 is approved.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against 0 votes, no objection.

*To item 8 of the agenda:*

The Chairman read the draft of resolution with the following content;

**Resolution No. 6**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 2012**

***on approval and acceptance of the business report of the Management Board of  
the Capital Group 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.

Report on the business report of the Management Board of the Capital Group for the year 2011 is approved.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against votes, no objection.

*To item 9 of the agenda:*

The Chairman read the draft of resolution with the following content;

**Resolution No. 7****of the Ordinary General Meeting of SIMPLE S.A.****dated June 28, 2012*****on approval and acceptance 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 the audit of this financial statement, the financial statement for 2011 including:

1. The statement of financial position as at December 31, 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. The profit and loss statement for the period from January 1 to December 31 closed with the net profit in the amount of PLN 2 614 801,26: (say: two million six hundred forty thousand eight hundred and one zloty 20/100),
3. The statement of cash flows for the period from January 1 to December 31, 2011,
4. Statement of changes in the equity for the period from January 1 to December 31, 2011,



5. Additional notes to the financial statement for 201, is approved.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against 0 votes, no objection.

*To item 10 of the agenda:*

The Chairman read the draft of resolution with the following content;

**Resolution No. 8**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 2012**

***on distribution 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 PLN 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 August 31, 2012.

The dividend payment date is September 15, 2012.

§ 3.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against 0 votes, no objection.

*To item 11 of the agenda:*

The Chairman read the draft of resolution with the following content;

**Resolution No. 9**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 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 item a of the Articles of Association the General Meeting of SIMPLE S.A. states as follows:

§ 1.

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

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

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the open ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, a number of valid votes- 852 104, for- 852 104 votes, against 0 votes, no objection.

*To item 12 of the agenda:*

**Resolution No. 10**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 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 Mitura for discharge of his duties in 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted in the secret ballot i.e. the number of shares from which the votes were given is 535 411 that constitutes 26.76% of the shares in the share capital, a number of valid votes- 535 411, for- 535 411 votes, against votes, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 11**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 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 Przemysław Gnitecki for discharge of his duties in 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 12**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 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 Michał Siedlecki for discharge of his duties in 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 772 104 that constitutes 38.58% of the shares in the share capital, number of valid votes- 772 104, for- 772 104 votes, against 0 votes, 0 votes were abstained, no objection.

*To item 13 of the agenda:*

The Chairman read the draft of resolution with the following content;

**Resolution No. 13**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 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 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 Chairman of the Supervisory Board Ms. Elżbieta Zybert for discharge of her duties in the period from January 1, 2011 to June 27, 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.



The Chairman read the draft of resolution with the following content;

**Resolution No. 14**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 2012**

*on granting the vote of acceptance to the Member of the Supervisory Board  
for discharge 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 15**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 2012**

*on granting the vote of acceptance to the Member of the Supervisory Board  
for discharge 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.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is

852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 16**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 2012**

*on granting the vote of acceptance to the Member of the Supervisory Board  
for discharge 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 Ms. Marta Adamczyk for discharge of her duties in the period from January 1 2011 to June 27, 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 17**

**of the Ordinary General Meeting of SIMPLE S.A.**

**dated June 28, 2012**

*on granting the vote of acceptance to the Member of the Supervisory Board  
for discharge 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 January 1, 2011 to June 27, 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 18**

**Zwyczajnego Walnego Zgromadzenia SIMPLE S.A.**

**dated June 28, 2012**

***on granting the vote of acceptance to the Member of the Supervisory Board  
for discharge 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 June 27, 2011 to December 31, 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 19**  
**Zwyczajnego Walnego Zgromadzenia SIMPLE S.A.**  
**dated June 28, 2012**  
*on granting the vote of acceptance to the Member of the Supervisory Board*  
*for discharge 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 June 27, 2011 to December 31, 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 20**

**Zwyczajnego Walnego Zgromadzenia SIMPLE S.A.**

**dated June 28, 2012**

*on granting the vote of acceptance to the Member of the Supervisory Board  
for discharge 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 June 27, 2011 to December 31, 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

The Chairman read the draft of resolution with the following content;

**Resolution No. 21**



**Zwyczajnego Walnego Zgromadzenia SIMPLE S.A.**

**dated June 28, 2012**

***on granting the vote of acceptance to the Member of the Supervisory Board  
for discharge 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 Paweł Zdunek for discharge of his duties in 2011.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has not been adopted in the secret ballot i.e. the number of shares from which the votes were given is 1,185,415, that constitutes 59.16% of the shares in the share capital, number of valid votes- 1,561,415, for- 1,461,415 votes, against 53790 votes, 0 votes were abstained, no objection.

*To item 14 of the agenda:*

The Chairman read the draft of resolution with the following content;

**Resolution No. 22**

**Zwyczajnego Walnego Zgromadzenia SIMPLE S.A.**

**dated June 28, 2012**

***on changes in the Articles of Association***

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

§ 1.

The following changes shall be introduced to the Articles of Association

1) in § 3 sec. 2 of the Articles of Association:

-In the first dash the expression “*A1 series registered shares*” shall be replaced into “*A1 series bearer shares*”;

-In the seventh dash the expression “*F series registered shares*” shall be replaced into “*F series bearer shares*”;

2) the present sec. 3 in § 3 of the Articles of Association in the following 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.”* shall be abrogated.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

*To item 15 of the agenda:*

The Chairman read the draft of resolution with the following content;

**Resolution No. 23**

**Zwyczajnego Walnego Zgromadzenia SIMPLE S.A.**

**dated June 28, 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 establish the consolidated text of the Articles of Association.

§ 2.

The resolution is effective as of being adopted.

The Chairman announced that the resolution has been adopted unanimously in the secret ballot i.e. the number of shares from which the votes were given is 852 104 that constitutes 42.58% of the shares in the share capital, number of valid votes- 852 104, for- 852 104 votes, against 0 votes, 0 votes were abstained, no objection.

*To item 16 and 17 of the agenda:*

Upon completion of the agenda and no other motions, the Chairman finished the session and closed the Ordinary General Meeting.