

**FORM**  
**Voting by proxy**

**Proxy:**

acting on behalf of

**Shareholder:**

at the Extraordinary General Meeting of LC Corp S.A. with its registered office in  
Wrocław on:  
3 November 2011

The use of this form by the Proxy and Shareholder is not mandatory and is subject to the respective mutual agreement and obligations and the proceedings at the General Meeting. When completed by the Shareholder providing power of attorney to vote at the General Meeting, the form may be used as a voting card for the Proxy; in the case of a secret ballot, the completed form may be used solely as written instructions on the way of voting by the Proxy in such voting and shall be retained by the Proxy. Should the Proxy vote with the form, the form shall be submitted to the Chairperson of the General Meeting at the latest before closing the voting on a resolution that according to the Shareholder's instruction is to be voted on with the form. The Chairperson of the General Meeting shall inform the General Meeting on the votes cast with the form and on this basis the vote shall be included in the overall number of votes cast on the resolution.

The form used in voting shall be attached to the book of minutes.

When votes are counted at the General Meeting with electronic vote counting equipment, this form will not apply and may be solely used as instructions from the Shareholder to the Proxy.

**ATTENTION!**

*Draft resolutions are presented herebelow. Under each draft resolution there is space for instructions on the way to vote from the Shareholder to the Proxy and columns to tick off the fact that the vote was cast and any objection to voting against a resolution in a specific voting. A vote is cast and an objection made by ticking the appropriate box in the column \*. Additionally, if a Proxy casts different votes from different shares within one represented block of shares and one voting, they should insert the number of shares/votes in the relevant field which is dedicated to the specific vote in each voting. An incorrectly completed form or filed without fields ticked off by the Proxy that do not clearly show the Proxy's intention in each voting shall be disregarded in the relevant voting and results thereof. The Company informs that if the Shareholder and the Proxy use this form for voting, the compliance of the vote(s) cast and the relevant instructions will not be verified. The voting or failure to vote by the Proxy will be decisive, also when the behaviour of the Proxy is not compliant with the Shareholder's instructions.*

*In order to facilitate the use of the form by the Proxy, each resolution is placed on a separate sheet of paper. The shareholder and the Proxy may use only certain pages of the form, at their discretion.*

**Resolution No. 1**

**§ 1.**

Pursuant to Art. 409 § 1 of the Code of Commercial Companies and Partnerships, and § 4 i § 5 of LC Corp S.A General Meeting Bylaws, the Extraordinary General Meeting elects Mr./Ms. .... the Chairperson of the General Meeting.

**§ 2.**

The resolution takes effect on the day of its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<b>Cast vote:</b>  <input type="checkbox"/> * <b>FOR</b>  <i>Number of shares:</i> .....  <i>Number of votes:</i> .....	<b>Cast vote:</b>  <input type="checkbox"/> * <b>AGAINST</b>  <i>Number of shares:</i> .....  <i>Number of votes:</i> .....  <input type="checkbox"/> <b>OBJECTION</b>	<b>Cast vote:</b>  <input type="checkbox"/> * <b>ABSTAIN FROM VOTING</b>  <i>Number of shares:</i> .....  <i>Number of votes:</i> .....

Shareholder:.....  
*signature(s)*

Proxy Holder:.....  
*signature(s)*

**Resolution No. 2**

**§ 1.**

The Extraordinary General Shareholders Meeting adopted the following agenda of the meeting conforming to the announcement published on company's website on 3<sup>rd</sup> of October 2011:

- 1) Opening.
- 2) Electing a Chairman.
- 3) Stating that the Meeting has been duly convened and has the capacity to pass resolutions.
- 4) Approval of the Agenda.
- 5) Adoption of a resolution on the merger with LC Corp Invest Sp. z o.o. based in Wroclaw according to the procedure stipulated in article 492 §1 point 1 of the Commercial Companies Code .
- 6) Adoption of a resolution on the authorizing the Management Board to purchase own shares of LC Corp S.A. according to the procedure stipulated in article 362 § 1 of the Commercial Companies Code and creation of reserve capital in order to purchase own shares of the Company.
- 7) Closing the meeting.

**§ 2.**

The resolution comes into force upon its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<b>Cast vote:</b>  <input type="checkbox"/> * <b>FOR</b>  <i>Number of shares:</i> .....  <i>Number of votes:</i> .....	<b>Cast vote:</b>  <input type="checkbox"/> * <b>AGAINST</b>  <i>Number of shares:</i> .....  <i>Number of votes:</i> .....  <input type="checkbox"/> <b>OBJECTION</b>	<b>Cast vote:</b>  <input type="checkbox"/> * <b>ABSTAIN FROM VOTING</b>  <i>Number of shares:</i> .....  <i>Number of votes:</i> .....

Shareholder:.....  
*signature(s)*

Proxy Holder:.....  
*signature(s)*

**Resolution No. 3  
OF THE EXTRAORDINARY GENERAL MEETING OF LC CORP S.A. ON THE MERGER WITH LC CORP INVEST SP. Z O.O. BASED IN  
WROCLAW.**

**§ 1**

1. Extraordinary General Meeting of LC Corp Spółka Akcyjna, a joint stock company based in Wrocław ("the Company") hereby resolves to merge, pursuant to Article 492 §1 point 1 of the Code of Commercial Partnerships and Companies ("KSH"), LC Corp Spółka Akcyjna based in Wrocław, entered in the register of entrepreneurs by the District Court for the capital city of Wrocław, 6th Commercial Division of the National Court Register under the KRS number 00000253077 ("the Acquiring Company") with LC Corp Invest Spółka z ograniczoną odpowiedzialnością, a limited liability company based in Wrocław, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for Wrocław-Fabryczna, 6th Commercial Section of the National Court Register under the KRS number 0000390422 ("the Acquired Company"), by transferring all the assets of the Acquired Company to LC Corp Spółka Akcyjna based in Wrocław.
2. The merger will take place pursuant to Article 516 of the KSH and according to the procedures set forth in the Plan of Merger of 31 August 2011 announced in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy) 9 September 2011 number 175/2011; the Plan is hereby approved by the General Meeting.
3. Given the fact that the Acquiring Company owns 100% of the shares in the share capital of the Acquired Company, the merger will take place pursuant to Article 515 § 1 of the KSH without increasing the share capital of the Acquiring Company and without any changes to the Articles of Association of the Acquiring Company.
4. Pursuant to Article 516 §5 and §6 of the KSH, no ratio of exchange of shares of the Acquired Company into shares of the Acquiring Company shall be set.
5. Pursuant to Article 516 § 5 and § 6 of the KSH, no rules governing the allotment of shares in the Acquiring Company shall be set.
6. Pursuant to Article 516 § 5 and § 6 of the KSH, the date from which shares entitle to participate in the profits of the Acquiring Company shall not be set.
7. There are no plans to confer rights, referred to in Article 499 §1.5 of the KSH, by the Acquiring Company upon shareholders or persons having special rights in the Acquired Company.
8. There are no plans to confer special benefits to members of the bodies of the merging companies or other people taking part in the merger.
9. The merger takes place on the basis of statements containing information about the accounting status of the merging companies as at 1 July 2011 and based on the determined values of the assets of the Acquired Company as at 1 July 2011.
10. Considering the fact that the merger will be carried out pursuant to Article 515 § 1 of the KSH, i.e. without increasing the share capital of the Acquiring Company and will not give rise to new circumstances requiring disclosure in the Articles of Association of the Acquiring Company, the Extraordinary General Meeting agrees that no changes shall be made to the Articles of Association of the Acquiring Company in connection with the merger of the companies.

**§ 2**

The Extraordinary General Meeting of LC Corp S.A. based in Wrocław hereby authorizes the Management Board of the Acquiring Company to take all necessary factual and legal actions aimed at implementation of this resolution.

**§ 3**

The resolution comes into force upon its adoption.

<b>Shareholder's instructions for the Proxy Holder:</b>		
<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>* FOR</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>* AGAINST</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p> <p><input type="checkbox"/> <b>OBJECTION</b></p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/> <b>* ABSTAIN FROM VOTING</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>

Shareholder:.....  
signature(s)

Proxy Holder:.....  
signature(s)

#### Resolution No. 4

#### OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF LC CORP S.A. ON THE ISSUE OF AUTHORIZING THE MANAGEMENT BOARD TO PURCHASE OWN SHARES OF LC CORP S.A. ACCORDING TO THE PROCEDURE STIPULATED IN ARTICLE 362 § 1 POINT 8 OF THE COMMERCIAL COMPANIES CODE AND CREATION OF RESERVE CAPITAL IN ORDER TO PURCHASE OWN SHARES OF THE COMPANY

Acting pursuant to article 362 § 1 point 8 of the Commercial Companies Code and article 362 § 2 point 3 of the Commercial Companies Code in connection with directive 2003/6/EC of the European Parliament and of the Council dated 28 January 2003 on insider trading and market manipulation (market abuse) including the Regulation of the Commission (EC No 2273/2003) dated 22 December 2003 implementing directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes of buyback and stabilization of financial instruments, the Extraordinary General Meeting of Shareholders resolves as follows:

##### § 1.

1. Authorize the Company's Management Board to purchase by the Company the fully paid for own shares of the Company on the terms and under the procedure defined in this resolution and to undertake all steps necessary for the purchase of Company shares.
2. The Company will purchase own shares on the following terms:
  - a) the total nominal value of the purchased shares including the shares held by the Company, which were acquired earlier, shall not exceed 20% of the value of Company's share capital, i.e. 89 511 662 (eighty nine million five hundred and eleven thousand six hundred and sixty-two PLN), shares of the value 1 (one) PLN each, representing total nominal value of 89 511 662 PLN (eighty nine million five hundred and eleven thousand six hundred and sixty-two zloty),
  - b) the minimum level of payment for one price is 0.10 PLN (say: 10 grosz) and the maximum level of payment may not exceed 1.50 PLN (say: one zloty and 50 grosz))
  - c) the total maximum level of payment for the acquired shares shall not be higher than the level of the reserve capital created for this purpose in accordance with this resolution of the General Meeting of Shareholders, i.e. the amount of 30 000 000.00 PLN (say: thirty million zloty),
  - d) pursuant to the decision of the Management Board of the Company, the shares can be acquired via third parties acting on Company's account and the brokerage houses, subsidiaries and persons acting on subsidiaries' account in the stock market trade at GPW (Warsaw Stock Exchange) and in OTC trade;
  - e) the Management Board is authorized to execute the acquisition of own shares from the date of adoption of this resolution through the period no longer than 5 (five) years from the date of its adoption, however no longer than until the exhaustion of the resources dedicated to their purchase,
  - f) the shares can be acquired under package transactions,
  - g) the shares can be acquired under the public call for Company's shares,
  - h) the acquisition of own shares will be financed from the reserve capital created for this purpose in accordance with this resolution of the General Meeting of Shareholders out of the amount, which pursuant to article 348 § 1 of the Commercial Companies Code can be dedicated for distribution,
  - i) the purpose of acquisition of own shares will be defined under the resolution of the Management Board, specifically the own shares acquired by the Company can be dedicated to further resale.
3. Upon consulting the Supervisory Board and acting in the interest of the Company, the Management Board may:
  - a) end the purchase of the shares before the expiry of 5 year period from the date of adoption of this resolution or before the exhaustion of all resources dedicated to their purchase,
  - b) resign from the purchase of the shares entirely or partially.

##### § 2.

1. The General Meeting of Shareholders obliges and authorizes the Company's Management Board to undertake all factual and legal steps necessary for the acquisition of own shares of the Company in accordance with the procedure defined in article 362 § 1 point 8 of the Commercial Companies Code, including the conclusion of the agreements with brokerage houses regarding the purchase of the shares under stock market and OTC transactions. The Company's Management Board is authorized to determine the other rules of purchase of the shares insofar as not defined in this resolution. The ultimate number of the shares, method of their purchase, price, date of acquiring the shares and the terms of potential resale will be defined by the Company's Management Board in accordance with the provisions of this resolution.
2. The Management Board is required to communicate the terms of purchase of own shares of the Company to the public, in accordance with article 56 of the Act on public offering, before starting their purchase.

##### § 3.

In relation to the provisions of this resolution, the Extraordinary General Meeting of Shareholders acting pursuant to article 348 § 1 in connection with article 396 § 4 and 5 of the Commercial Companies Code, resolves as follows:

1. create reserve capital at the level of 30 000 000.00 PLN (say: thirty million zloty) dedicated to the purchase of own shares in accordance with the authorization of the Extraordinary General Meeting of Shareholders granted in this Resolution.
2. The reserve capital will be created by transferring the amount of 30 000 000.00 PLN (say: thirty million zloty) from the supplementary capital (originating from the company's profit transferred to the supplementary capital) of the Company in accordance with the requirements of article 348 § 1 of the Commercial Companies Code.

##### § 4.

The resolution shall come into force upon its adoption.

***Shareholder's instructions for the Proxy Holder:***

<p><b>Cast vote:</b></p> <p><input type="checkbox"/>* <b>FOR</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/>* <b>AGAINST</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p> <p><input type="checkbox"/> <b>OBJECTION</b></p>	<p><b>Cast vote:</b></p> <p><input type="checkbox"/>* <b>ABSTAIN FROM VOTING</b></p> <p>Number of shares: .....</p> <p>Number of votes: .....</p>
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Shareholder:.....  
signature(s)

Proxy Holder:.....

