

Resolution No. 1

§ 1

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

§ 2

The resolution takes effect on the day of its adoption.

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 2 August 2013*:

- 1) Opening of the Meeting.
- 2) Appointment of the Chairman of the Meeting.
- 3) Determination of the validity of convening the Extraordinary General Shareholders Meeting and its ability to adopt the resolutions.
- 4) Adoption of the agenda of the meeting.
- 5) Adoption of a resolution on increase in the share capital of the Company by way of public offering of K series shares, determination of the day of the subscription right to K series shares on the 22nd November 2013, dematerialization and application for admission of the subscription right to K series shares, the rights to K series shares and K series shares to trading on the regulated market run by the Warsaw Stock Exchange.
- 6) Adoption of the resolution on changes to the Articles of Association of the Company in connection with the increase in the share capital of the Company by way of public offering of shares.
- 7) Closing the Meeting.

§ 2

The resolution shall come into force upon adopting it.

Resolution No. 3

§ 1

On the basis of Article 431, 432 and 433 of the Act of 15 September 2000 – Polish Commercial Code (Journal of Laws No. 94, item 1037 later amended) (“**CCC**”), Article 14, 15 of the Polish act of 29 July 2005 on public offering and the conditions for introducing financial instruments into an organized trading system and on public companies(uniform text: Journal of Laws No. 185, item 1439) (“**Act on Public Offering**”), the General Meeting of LC Corp S.A. (“**Company**”) (“**General Meeting**”) hereby adopts as follows:

1. The General Meeting hereby increases the share capital of the Company by the amount not lower than PLN 1 (one zloty) and not higher than PLN 270 000 000,00 (two

hundred seventy million zloty) by way of public issue of not less than 1 (one) and not more than 270 000 000 (two hundred seventy million) ordinary bearer shares of new issue, K series with the nominal value of PLN 1.00 (one zloty) each (“**New Issue Shares**”).

2. New Issue Shares shall be issued by way of a closed subscription within the meaning of Article 431(2)(2) of CCC and offered by way of public offering within the meaning of Article 3(1) of the Act on Public Offering.
3. New Issue Shares shall participate in the dividend on the following terms:
 - a. In the event that New Issue Shares are recorded on the securities account no later than on the dividend date, New Issue Shares shall participate in the profit for the preceding financial year, i.e. from 1 January of the financial year immediately preceding the year in which they were recorded on the securities account, i.e. starting from profit-sharing for the financial year immediately preceding financial year in which they were recorded on the securities account.
 - b. In the event that New Issue Shares are recorded on the securities account after the dividend date, New Issue Shares shall participate in the profit starting from 1 January of the financial year in which they were recorded on the securities account, i.e. starting from profit-sharing for the financial year in which they were recorded on the securities account.
4. New Issue Shares shall be covered solely by cash contributions.

§ 2

1. The General Meeting hereby sets the date of the subscription right to New Issue Shares within the meaning of Article 432(2) of CCC as at 22 November 2013 (“**Subscription Right Day**”).
2. Shareholders of the Company holding the Company’s shares at the end of the Subscription Right Day shall be entitled to the subscription right to New Issue Shares, whereby each share of the Company held at the end of the Subscription Right Day shall entitle the Company’s shareholder to one subscription right (“**Subscription Right**”). The number of New Issue Shares, to which take-up entitles one Subscription Right shall be determined by dividing the number of New Issue Shares by the total number of Subscription Rights. The final number of New Issue Shares assigned to an individual who subscribed for New Issue Shares in the exercise of Subscription Right shall be determined by multiplying the number of Subscription Rights, in the exercise of which an individual subscribed for New Issue Shares by the number of New Issue Shares, to which take-up entitles one Subscription Right, and then by rounding down the received product to the nearest whole number. Moreover, shareholders entitled to Subscription Right shall be empowered to place an additional subscription order for New Issue Shares according to provisions of Article 436(2) of CCC.

§ 3

1. The General Meeting hereby entitles the Management Board of the Company to:
 - a. set the final amount by which the share capital of the Company shall be increased, whereby this amount cannot be lower than the minimum amount of the share

capital and not higher than the sum of the maximum amounts of the increase determined in § 1 section 1 of this Resolution, and

- b. conclude agreements in order to secure the success of New Issue Shares issue, including one or more firm commitment underwriting agreement or standby commitment underwriting agreement within the meaning of the Act on Public Offering.
2. The General Meeting hereby entitles and obliges the Management Board of the Company to take all necessary factual and legal steps connected with the increase in the share capital of the Company, issue and public offering of New Issue Shares and with application for their admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange, in particular to:
 - a. Offer New Issue Shares in the way described in §1(2) of this Resolution,
 - b. Set detailed terms of subscription and allotment of New Issue Shares, including setting the date of opening and closure of the subscription for New Issue Shares, setting rules for subscription and allotment of New Issue Shares and rules for subscription and allotment of New Issue Shares which are not taken up either in the exercise of Subscription Right or within the additional subscription described in Article 436(2) of CCC,
 - c. File a motion to the Polish Financial Supervision Authority to approve the Prospectus drawn up in connection with the public offering and applying for admission of New Issue Shares to trading on the regulated market, and
 - d. Set the issue price of New Issue Shares.
 3. Moreover, the General Meeting hereby entitles the Management Board of the Company, after receiving the consent of the Supervisory Board of the Company, to:
 - a. Take a decision to withdraw from or suspend the implementation of this Resolution,
 - b. Take a decision to withdraw from conducting the public offering of New Issue Shares,
 - c. Take a decision to suspend conducting of public offering of New Issue Shares, whereas in case of taking decision on suspension of conducting of public offering of New Issue Shares, the Management Board of the Company is entitled as well to refrain from setting new date to conduct public offering of New Issue Shares, which can be set and published by the Management at a later date.

§ 4

1. The General Meeting hereby decides on dematerialization within the meaning of the Act on Public Offering as follows:
 - a. Not less than 447 558 311 (four hundred forty-seven million five hundred fifty-eight thousand three hundred eleven) Subscription Rights, but not more than 449 558 311 (four hundred forty-nine million five hundred fifty-eight thousand three hundred eleven) Subscription Rights,
 - b. Not more than 270 000 000 (two hundred seventy million)Rights to New Issue Shares,

- c. Nor more than 270 000 000 (two hundred seventy million)New Issue Shares.
2. The General Meeting hereby entitles the Management Board of the Company to conclude with the National Depository for Securities (“NDS”) an agreement on registration of Subscription Rights, Rights to New Issue Shares and New Issue Shares indicated in point 1 above at the depository for securities run by NDS and to take all necessary factual and legal steps connected with their dematerialization.

§ 5

1. The General Meeting hereby decides on application of the Company for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange as follows:
 - a. Not less than 447 558 311 (four hundred forty-seven million five hundred fifty-eight thousand three hundred eleven) Subscription Rights, but not more than 449 558 311 (four hundred forty-nine million five hundred fifty-eight thousand three hundred eleven) Subscription Rights,
 - b. Not more than 270 000 000 (two hundred seventy million) Rights to New Issue Shares,
 - c. Nor more than 270 000 000 (two hundred seventy million) New Issue Shares.
2. The General Meeting hereby entitles and obliges the Management Board of the Company to take all necessary factual and legal steps connected with application for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange of Subscription Rights, Rights to New Issue Shares and New Issue Shares indicated in point 1 above.

§ 6

The resolution comes into force on the day of its adoption.

Resolution No. 4

§ 1

On the basis of Article 430 and 431 of the Act of 15 September 2000 – Polish Commercial Code (Journal of Laws No. 94, item 1037 later amended) (“**CCC**”), the General Meeting of Company (“**General Meeting**”) hereby adopts as follows:

1. In connection with the adoption by the General Meeting the resolution No 3 on increase in the share capital of the Company by way of public offering of K series shares, determination of the day of the subscription right to K series shares, dematerialization and application for admission of the subscription right to K series shares, the rights to K series shares and K series shares to trading on the regulated market run by the Warsaw Stock Exchange (“**Resolution on K Series Shares Issue**”), Article 7 (1) of the Articles of Association of the Company is amended to be read as follows:

“The Company’ shares capital amounts to not less than 447 558 312,00 zł (four hundred forty-seven million five hundred fifty-eight thousand three hundred twelve zloty) and not more than

717 558 311,00 zł (seven hundred seventeen million five hundred fifty-eight thousand three hundred eleven zloty) and is divided into:

- 500.000 (five hundred thousand) series A ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 113.700.000 (one hundred thirteen million, seven hundred thousand) series B ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 1.452.546,00 (one million, four hundred fifty two thousand, five hundred forty six) series C ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 1.472.018,00 (one million, four hundred seventy two thousand, eighteen) series D ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 32.000.000,00 (thirty two million) series E ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 102.000.000,00 (one hundred two million) series F ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 80.000.000,00 (eighty million) series G ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 58.433.747,00 (fifty eight million, four hundred thirty three thousand, seven hundred forty seven) series F ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 1.000.000,00 (one million) series I ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- 57.000.000,00 (fifty seven million) series J ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each;
- not less than 1 (one) and not more than 270.000.000 (two hundred seventy million) series K ordinary bearer shares with a nominal value of PLN 1.00 (one zloty) each”.

2. The final amount by which the share capital of the Company shall be increased, whereby this amount cannot be lower than the minimum amount of the share capital increase determined in Resolution on K Series Shares Issue, and not higher than the sum of the maximum amounts of the increase determined in Resolution on K Series Shares Issue, the amount of the subscribed share capital and the wording of Article 7 (1) of the Articles of Association of the Company shall be determined by the Management Board of the Company on the basis of Article 432 (4), 310 (2) and (4) in connection with Article 431 (7) CCC by way of a statement in a form of notarial deed on the amount of the subscribed shares capital after the allotment of K series shares.

§ 2

On the basis of Article 430 (5) CCC the General Meeting of LC Corp S.A. hereby authorizes Supervisory Board to determine the uniform text of Articles of Association of the Company taking into account alterations made in course of this Extraordinary General Meeting.

§ 3

The resolution comes into force on the day of its adoption. The changes to the Articles of Association of the Company within the scope described in Article 1 (1) of this Resolution come into force on the day of their registration in the register of entrepreneurs of the National Court Register.

Justification

of the Management Board of LC Corp S.A. to a draft of resolution of Extraordinary General Meeting of LC Corp S.A. on public issue of K series shares with the subscription right

With respect to the planned public offering of K series shares by way of a closed subscription addressed to shareholders of the Company, Management Board of the Company presents a justification of the execution of the public issue concerned.

The growth strategy of the group adopted by the Company is to expect purchase of RB Finance Expert S.A. ("RB Finance Expert"), which consists of the enterprise of LC Corp Sky Tower sp. z o.o. ("LC Corp Sky Tower") and repayment of debts connected with investment in Sky Tower building, which constitutes a component of the abovementioned enterprise. Due to the growth strategy accepted by the Company, the Company intends to obtain funds in the amount of 270 000 000 zloty. The funds in the amount of 34 000 000 are designated to purchase RB Finance Expert and the funds in the amount of 236 000 000 are designated to repay debts connected with construction of Sky Tower building.

The public issue of K series shares is to be made with application of subscription right. Having considered the above, actual shareholders of the Company, who are to exercise rights due to them and retain involvement in the Company shall take part, after the public issue, to a greater extent in future profits, which might be generated upon purchase of enterprise of LC Corp Sky Tower.

Sky Tower building, that purchase is to be financed from funds obtained by the way of public issue (it will be a component of asset of RB Finance Expert) is at present one of the most attractive and one of the most recognizable and prestigious real estate on the territory of Poland.

The whole complex consisting of housing, office, service and leisure parts is situated in a central part of Wroclaw deemed to be a new business center of the city which attracts many tenants and potential purchaser of real estates located in the building.

Business potential of the complex is still, to a great degree, unused. An amount of the investment, with the development of the complex, may bring the Company measurable benefits, in particular in connection with appearance of the new users of the building and growth in prices of lease of premises. In Management Board's opinion value of Sky Tower has, at present, great potential and with time its value shall increase.

Sky Tower is to be an important element of the basic economy activity of the Company, which controls the group of the developer special purpose vehicles realizing many housing and commercial investments. Taking control over RB Finance Expert is to enable diversification of revenues of capital group. Management Board judges that purchase of RB Finance Expert results in improvement of financial results of LC Corp S.A. Capital Group.