## ATTACHMENT NO 2 TO THE PLAN OF MERGER

## **RESOLUTION NO 1**

OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF LC CORP INVEST SP. Z O.O. SEATED IN WROCŁAW ON THE MERGER WITH LC CORP S.A. SEATED IN WROCŁAW.

## § 1

- 1. Acting pursuant to Article 506 of the Code of Commercial Partnerships and Companies ("KSH"), the Extraordinary Shareholders Meeting of LC Corp Invest Sp. z o.o. seated in Wrocław, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for Wrocław-Fabryczna, 6th Commercial Division of the National Court Register under the KRS number 0000390422 ("the Acquired Company"), hereby resolves to merge, pursuant to Article 492 § 1.1 of the KSH, the Acquired Company with LC Corp S.A., a company seated 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"), by transferring all the assets of the Acquired Company to the Acquiring Company.
- 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) [\*]; the Plan is hereby approved by the Extraordinary Shareholders 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 Shareholders Meeting of

the Acquiring Company 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 Shareholders Meeting of LC Invest Sp. z o.o. based in Wrocław hereby authorizes the Management Board of the Acquired Company to take all necessary factual and legal actions aimed at implementation of this resolution.

§ 3

The resolution comes into force upon its adoption.