

## Resolutions adopted by the Ordinary General Meeting held on the 28<sup>th</sup> of May 2013

### 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 Jarosław Podwiński the Chairperson of the General Meeting.

#### § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### Resolution No. 2

The Ordinary General Shareholders Meeting adopted the following agenda of *the meeting conforming to the announcement published on company's website on 26. April 2013*:

- 1) Opening of the Meeting.
- 2) Appointment of the Chairman of the Meeting.
- 3) Determination of the validity of convening the Ordinary General Shareholders Meeting and its ability to adopt the resolutions.
- 4) Adoption of the agenda of the meeting.
- 5) Presentation of the brief assessment of Company's situation made by the Supervisory Board containing the assessment of the internal control system and system of management of the risk material for the Company, the report from the activity of the Supervisory Board for fiscal year 2012 containing the assessment of the report of the Management Board from Company's activity and the financial statements for fiscal year 2012 and the assessment of the motion of the Management Board regarding the distribution of the profit.
- 6) Adoption of the resolution regarding the approval of the brief assessment of Company's situation made by the Supervisory Board, the report from the activity of the Supervisory Board for fiscal year 2012, assessment of the report of the Management Board from Company's activity and the financial statements for fiscal year 2012 and the assessment of the motion of the Management Board regarding the distribution of the profit for fiscal year 2012.
- 7) Adoption of the resolution regarding the review and approval of the report of the Management Board from Company's activity for fiscal year 2012.
- 8) Adoption of the resolution regarding the review and approval of the financial statements of the Company for fiscal year 2012.
- 9) Adoption of the resolution regarding the review and approval of the report of the Management Board from the activity of Capital Group LC Corp S.A. for fiscal year 2012.
- 10) Adoption of the resolution regarding the review and approval of the consolidated financial statements of Capital Group LC Corp S.A. for fiscal year 2012.
- 11) Adoption of resolutions on the issue of discharging the Management Board members from the fulfilment of duties for fiscal year 2012.
- 12) Adoption of the resolutions on the issue of discharging the Supervisory Board members from the fulfilment of duties for fiscal year 2012.
- 13) Review of the Management Board's motion regarding the distribution of the profit for fiscal year 2012.
- 14) Adoption of resolution regarding changes in the composition of the Supervisory Board.
- 15) Closing the Meeting.

## **§ 2.**

The resolution shall come into force upon adopting it.

The resolution was adopted by open voting, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### **Resolution No. 3**

#### **§ 1**

Pursuant to Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (18) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to approve the Supervisory Board's Report on Performance in financial year 2012 including the assessment of the Management Board's report on the Company's performance and the financial statement for the financial year 2012, as well as the Management Board's proposal made with regard to profit distribution for fiscal year 2012.

#### **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted by open voting, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### **Resolution No. 4**

#### **§ 1.**

Pursuant to Art. 393 (1) and Art. 395 § 2 (1) of the Code of Commercial Companies and Partnerships and § 30 (1) (1) of the Company's Articles of Association, upon examination of the Management Board's report on the Company's performance for the year 2012, the Ordinary General Meeting of Shareholders resolves to approve the Management Board's report on the Company's performance for the year 2012.

#### **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted by open voting, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### **Resolution No. 5**

#### **§ 1**

Pursuant to Art. 393 (1) and Art. 395 § 2 (1) of the Code of Commercial Companies and Partnerships and § 30 (1) (1) of the Company's Articles of Association, upon examination of the Company's financial statement for the year 2012, the Ordinary General Meeting of Shareholders resolves to approve the Company's financial statement for the year 2012 including the following documents:

- 1) Balance Sheet as at 31 December 2012 presents assets and liabilities equal to 1,098,025 T PLN (in words: one billion ninety eight million and twenty five thousand PLN).

- 2) Profit and Loss Account for the financial year from 1 January 2012 to 31 December 2012 presents net income of 29,728 T PLN (in words: twenty nine million seven hundred and twenty eight thousand PLN).
- 3) Statement of Changes in Equity for the financial year from 1 January 2012 to 31 December 2012 presents increase in equity by 29,728 T PLN (in words: twenty nine million seven hundred and twenty eight thousand PLN).
- 4) Cash Flow Statement for the period from 1 January 2012 to 31 December 2012 presents increase of cash by the net amount of 32,498 T PLN (in words: thirty two million four hundred and ninety eight thousand PLN).
- 5) Additional information to the financial report - Accounting Policies and notes.

## § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by open voting, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 307.344.278 votes in favour, 863.036 abstaining votes and no votes against; no objection was raised to the resolution.

## Resolution No. 6

### § 1

Pursuant to Art. 395 § 5 of the Code of Commercial Companies and Partnerships and § 30 (1) (1) of the Company's Articles of Association, upon examination of the Management Board's report on the performance of LC Corp S.A. Capital Group for the year 2012, the Ordinary General Meeting of Shareholders resolves to approve the Management Board's report on the performance of LC Corp S.A. Capital Group for the year 2012.

## § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by open voting, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

## Resolution No. 7

### § 1

Pursuant to Art. 63c (4) of the Accounting Act and Art. 395 § 2 (1) of the Code of Commercial Companies and Partnerships and § 30 (1) (1) of the Company's Articles of Association, upon examination of the consolidated financial statement of LC Corp S.A. Capital Group for the year 2012, the Ordinary General Meeting of Shareholders resolves to approve the consolidated financial statement of LC Corp S.A. Capital Group for the year 2012 that comprises:

- 1) Consolidated Balance Sheet as at 31 December 2012 presents assets and liabilities equal to 1,670,397 T PLN (in words: one billion six hundred and seventy million three hundred and ninety seven thousand PLN),
- 2) Consolidated Profit and Loss Account for the financial year from 1 January 2012 to 31 December 2012 presents net income of 70,654 T PLN (in words: seventy million six hundred and fifty four thousand PLN),
- 3) Consolidated Statement of Changes in Equity for the financial year 2012 from 1 January 2012 to 31 December 2012 presents increase in equity by 45,654 T PLN (in words: forty five million six hundred and fifty four thousand PLN),

- 4) Consolidated Cash Flow Statement for the period from 1 January 2012 to 31 December 2012 presents increase of cash by the net amount of 7,188 T PLN (in words: seven million one hundred and eighty eight thousand PLN),
- 5) Additional information to the consolidated financial report - Accounting Policies and notes.

#### § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by open voting, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.151.205 votes in favour, 56.109 abstaining votes and no votes against; no objection was raised to the resolution.

### Resolution No. 8

#### § 1

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Dariusz Niedośpiał** – President of the Management Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

#### § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### Resolution No. 9

#### § 1

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Ms. **Joanna Jaskólska** – Vice President of the Management Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

#### § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### Resolution No. 10

#### § 1

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Tomasz Wróbel** – Member of the Management Board – confirming discharge of her duties for the period from 1 January 2012 to 31 December 2012.

## § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### Resolution No. 11

#### § 1

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Mirosław Kujawski** – Member of the Management Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

#### § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### Resolution No. 12

#### § 1

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Leszek Czarniecki** – Chairman of the Management Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

#### § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 293.782.750 valid votes cast, representing 65,64% of the Company's share capital. The resolution was passed with 293.765.751 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

### Resolution No. 13

#### § 1

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Andrzej Błazejewski** – Vice-Chairman of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

#### § 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

#### **Resolution No. 14**

##### **§ 1**

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Ludwik Czarniecki** – Member of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

##### **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

#### **Resolution No. 15**

##### **§ 1**

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Remigiusz Baliński** – Member of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

##### **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

#### **Resolution No. 16**

##### **§ 1**

Pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 30 (1) (4) of the Company's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant a vote of acceptance in fiscal year 2012 to Mr. **Zbigniew Dorenda** – Member of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2012 to 31 December 2012.

##### **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

## **Resolution No. 17**

### **§ 1**

Pursuant to the Art. 393 (1) and Art. 395 § 2 (2) of the Code of Commercial Companies and Partnerships and to § 30 (1) (2) of the Company's Articles of Association the Ordinary General Meeting of Shareholders, taking into account the Company's Financial Statement, resolves to dedicate the profit generated by the Company in 2012 amounting to 29,728 T PLN (in words: twenty nine million seven hundred and twenty eight thousand PLN), the amount in full zlotys: PLN 29,727,945.15 (in words: twenty nine million seven hundred and twenty seven thousand nine hundred and forty five 15/100 PLN ) entirely to the supplementary capital.

### **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted by open voting, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 308.190.315 votes in favour, 16.999 abstaining votes and no votes against; no objection was raised to the resolution.

## **Resolution No. 18**

### **§ 1**

Pursuant to article 385 § 1 of the Commercial Companies Code and § 15 of the Rules of the General Shareholders Meeting of LC Corp S.A. and pursuant to § 30 section 1 point 13 and § 18 section 4 of the Company's Charter, the Ordinary General Shareholders Meeting appoints to the composition of the Company's Supervisory Board Mr Damian Milibrand.

### **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted by secret ballot, with 308.207.314 valid votes cast, representing 68,87% of the Company's share capital. The resolution was passed with 277.830.367 votes in favour, 30.256.109 abstaining votes and 120.838 votes against; no objection was raised to the resolution.