

Draft resolutions
for the Ordinary General Meeting of LC Corp S.A.

RESOLUTION NO. 1

§ 1

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code and § 4 and § 5 of the Regulations of the General Meeting of LC Corp S.A., the Ordinary General Meeting of Shareholders elects as its Chairman.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 2

§ 1

The Ordinary General Meeting of Shareholders adopts the following *agenda in accordance with the announcement made on the Company's website on 2018*:

- 1) Opening of the Meeting.
- 2) Election of the Chairperson.
- 3) Statement of the validity of the convocation of the Ordinary General Meeting and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Meeting.
- 5) Presentation of the Supervisory Board's brief assessment of the Company's standing, including the assessment of the internal control system and the significant risk management system, the Supervisory Board's report for the financial year 2017, the Management Board's report on the Company's activities and the financial statements for the financial year 2017, the Management Board's proposal concerning the distribution of profit for the year 2017 and the Company's compliance with the disclosure requirements concerning the application of corporate governance principles set forth in the Exchange Rules and regulations concerning current and periodic information provided by issuers of securities.
- 6) Adoption of a resolution concerning the approval of the Supervisory Board's brief assessment of the Company's standing, the Supervisory Board's report for the financial year 2017 and the Management Board's report on the Company's activities and the financial statements for the financial year 2017, as well as the assessment of the Management Board's proposal concerning the distribution of profit for the financial year 2017 and the assessment of the Company's compliance with its disclosure requirements concerning the application of corporate governance principles specified in the Exchange Rules and regulations concerning current and periodic information provided by issuers of securities.
- 7) Adoption of a resolution concerning consideration and approval of the Management Board's report on the operations of the Company and the Capital Group of LC Corp S.A. for the financial year 2017.
- 8) Adoption of a resolution concerning consideration and approval of the Company's financial statements for the financial year 2017.
- 9) Adoption of a resolution concerning consideration and approval of the consolidated financial statements of the Capital Group of LC Corp S.A. for the financial year 2017.
- 10) Adoption of resolutions concerning the acknowledgement of the fulfilment of duties by members of the Management Board in the financial year 2017.
- 11) Adoption of resolutions concerning the acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017.
- 12) Consideration of the proposal of the Management Board concerning the distribution of profit for the financial year 2017.
- 13) Adoption of a resolution concerning the distribution of profit for the financial year 2017, and in the event of adoption of a resolution concerning the payment of the dividend, adoption of a resolution concerning the determination of the dividend record date, the dividend payment date and the possible allocation of a part of the supplementary capital for the payment of the dividend.

- 14) Adoption of resolutions on election of members of the Supervisory Board for a new term of office.
- 15) Closure of the Meeting.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 3

§ 1

Acting pursuant to Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 18 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to approve the Supervisory Board's assessment of the Company's standing, the Supervisory Board's report on its activities for the financial year 2017 and the Supervisory Board's assessment of the Management Board's report on its activities and the financial statements for the financial year 2017, as well as the assessment of the Management Board's proposal concerning the distribution of profit for 2017 and the Company's compliance with the disclosure requirements concerning the application of corporate governance principles set forth in the Exchange Rules and regulations concerning current and periodical information provided by issuers of securities.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 4

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 and 395 § 5 of the Commercial Companies Code and § 30 item 1 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of the Company, having considered the Management Board's report on the activities of the Company and the Capital Group of LC Corp S.A. in the financial year 2017, decides to approve the Management Board's report on the activities of the Company and the Capital Group of LC Corp S.A. in the financial year 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 5

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 of the Commercial Companies Code and § 30 item 1 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of the Company, having considered the financial statements of the Company for the financial year 2017, decides to approve the financial statements of the Company for the financial year 2017, consisting of:

- 1) The report on the financial standing as of 31 December 2017, with the total assets and liabilities of PLN 1,470,516 thousand (say: one billion four hundred seventy million five hundred sixteen thousand Polish zlotys).
- 2) The statement of comprehensive income for the financial year from 1 January 2017 to 31 December 2017, presenting a net profit of PLN 100,909 thousand (say: one hundred million nine hundred nine thousand Polish zlotys) and a comprehensive income of PLN 100,909 thousand (say: one hundred million nine hundred nine thousand Polish zlotys).
- 3) The statement of changes in equity for the financial year from 1 January 2017 to 31 December 2017, presenting an increase in equity by PLN 69,580 thousand (say: sixty nine million five hundred and eighty thousand Polish zlotys).

- 4) The statement of cash flows for the period from 1 January 2017 to 31 December 2017, presenting a net cash increase by PLN 35,577 thousand (say: thirty five million five hundred seventy seven thousand Polish zlotys).
- 5) Notes to the financial statements – Accounting policies and explanatory notes.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 6

§ 1

Acting pursuant to Art. 63c item 4 of the Accounting Act and Art. 395 § 2 point 1 of the Commercial Companies Code and § 30 item 1 point 1 of the Company's Articles of Association, having considered the consolidated financial statements of the Capital Group of LC Corp for the financial year 2017, the Ordinary General Meeting of the Company hereby decides to approve the consolidated financial statements of the Capital Group of LC Corp for the financial year 2017, consisting of:

- 1) The consolidated report on the financial standing as of 31 December 2017, with the total assets and total liabilities of PLN 3,299,649 thousand (say: three billion two hundred and ninety-nine million six hundred and forty-nine thousand Polish zlotys),
- 2) The consolidated statement of comprehensive income for the financial year from 1 January 2017 to 31 December 2017, presenting a net profit of PLN 80,240 thousand (say: eighty million, two hundred and forty thousand zlotys) and a comprehensive income of PLN 83,553 thousand eighty-three million, five hundred and fifty-three thousand Polish zlotys),
- 3) The consolidated statement of changes in equity for the financial year from 1 January 2017 to 31 December 2017, presenting an increase in equity by PLN 52,224 thousand (say: fifty-two million two hundred twenty-four thousand Polish zlotys),
- 4) The consolidated statement of cash flows for the financial year from 1 January 2017 to 31 December 2017, presenting a net cash decrease by PLN 10,603 thousand (say: ten million six hundred three thousand Polish zlotys),
- 5) Notes to the consolidated financial statements – Accounting policies and explanatory notes.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 7

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Dariusz Niedośpiał** – the President of the Management Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 8

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Jakub Malski** – the First Vice President of the Management Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 9

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Radosław Stefurak** – the Member of the Management Board in the period from 1 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 10

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Tomasz Wróbel** – the Member of the Management Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 11

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Mirosław Kujawski** – the Member of the Management Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 12

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Ms. **Małgorzata Danek** – the Member of the Management Board in the period from 1 January 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 13

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to

Mr. **Leszek Czarnecki** – the Chairman of the Supervisory Board in the period from 1 January 2017 to 27 April 2017 and from 27 April 2017 to 20 September 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 14

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Andrzej Błazejewski** – Vice Chairman of the Supervisory Board in the period from 1 January 2017 to 27 April 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 15

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Remigiusz Baliński** – the Member of the Supervisory Board in the period from 1 January 2017 to 27 April 2017 and Vice Chairman of the Supervisory Board in the period from 27 April 2017 to 30 September 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 16

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Zbigniew Dorenda** – the Member of the Supervisory Board in the period from 1 January 2017 to 27 April 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 17

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Ms. **Joanna Gransort** – the Member of the Supervisory Board in the period from 1 January 2017 to 27 April 2017 and from 27 April 2017 to 19 October 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 18

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Grzegorz Korczyński** – the Member of the Supervisory Board in the period from 1 January 2017 to 27 April 2017 and from 27 April 2017 to 19 October 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 19

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Michał Hulbój** – the Member of the Supervisory Board in the period from 27 April 2017 to 19 October 2017 and the Chairman of the Supervisory Board in the period from 19 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 20

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Paweł Małyska** – the Member of the Supervisory Board in the period from 27 April 2017 to 19 October 2017 and from 19 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 21

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Michał Kowalczewski** – the Vice Chairman of the Supervisory Board in the period from 19 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 22

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to Mr. **Jacek Osowski** – the Member of the Supervisory Board in the period from 19 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 23

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to **Mr. Krzysztof Kaczmarczyk** – the Member of the Supervisory Board in the period from 19 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 24

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to **Mr. John Richard Bańka** – the Member of the Supervisory Board in the period from 19 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 25

§ 1

Acting pursuant to Art. 393 point 1 and Art. 395 § 2 point 3 of the Commercial Companies Code and § 30 item 1 point 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company decides to grant the acknowledgement of the fulfilment of duties in the financial year 2017 to **Mr. Grzegorz Grabowicz** – the Member of the Supervisory Board in the period from 19 October 2017 to 31 December 2017.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 26

§ 1

1. Acting pursuant to Art. 396 § 5 and Art. 348 § 1 of the Commercial Companies Code, the Ordinary General Meeting of the Company decides to allocate the supplementary capital created from profits from previous years in the amount of PLN 6,504,679.42 (in words: six million five hundred four thousand six hundred seventy nine zlotys forty two groszes) for the payment of the dividend.
2. The principles and date of the dividend payment are set forth in § 2 of this resolution.

§ 2

Acting pursuant to Art. 395 § 2 point 2 and Art. 348 of the Commercial Companies Code and § 30 item 1 point 2 and point 3 of the Articles of Association of the Company, as well as in view of Principle IV.Z.16 of the Code of Best Practice for WSE Listed Companies (Resolution No. 26/1413/2015 of the Supervisory Board of the Warsaw Stock Exchange of 13 October 2015), the Ordinary General Meeting of the Company hereby resolves as follows:

- 1) The Ordinary General Meeting of the Company decides to allocate the Company's profit for the financial year ended 31 December 2017 in the amount of PLN 100,909,315.22 (say: one hundred million nine hundred nine thousand three hundred fifteen zlotys twenty two groszes) for the distribution among shareholders through the dividend payment.
- 2) The Ordinary General Meeting of Shareholders decides to pay out the dividend in the following manner:
 - a) the total amount of the dividend is PLN 107,413,994.64 (say: one hundred and seven million four hundred and thirteen thousand nine hundred and ninety-four zlotys and sixty-four groszes) and it includes the total profit for the financial year 2017 allocated for the dividend payment in accordance with § 2 item 1 of this resolution above, increased by PLN

6,504,679.42 (say: six million five hundred four thousand six hundred seventy nine zlotys forty two groszes) transferred from the supplementary capital and allocated for the dividend payment in accordance with § 1 of this resolution.

- b) 447,558,311 shares participate in the dividend distribution; each share is entitled to the dividend of PLN 0.24 (say: twenty-four groszes),
- c) the dividend record day shall be 23 July 2018.
- d) the dividend payment day shall be 31 July 2018.

§ 2

This Resolution shall come into force on the day of its adoption

RESOLUTION NO. 27

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code, § 15 of the Company's General Shareholders Meeting Regulations and § 30 item 1 point 13 and § 18 item 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company elects Ms./Mr. to the Supervisory Board of the Company for a new three-year term of office, common to the entire Supervisory Board, at the same time entrusting her/him the function of the Chairman of the Supervisory Board.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 28

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code, § 15 of the Company's General Shareholders Meeting Regulations and § 30 item 1 point 13 and § 18 item 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company elects Ms./Mr. to the Supervisory Board of the Company for a new three-year term of office, common to the entire Supervisory Board, at the same time entrusting him/her the function of the Vice Chairman of the Supervisory Board.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 29

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code, § 15 of the Company's General Shareholders Meeting Regulations and § 30 item 1 point 13 and § 18 item 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company elects Ms./Mr. to the Supervisory Board of the Company for a new three-year term of office, common to the entire Supervisory Board.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 30

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code, § 15 of the Company's General Shareholders Meeting Regulations and § 30 item 1 point 13 and § 18 item 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company elects Ms./Mr. to the Supervisory Board of the Company for a new three-year term of office, common to the entire Supervisory Board.

§ 2

This Resolution shall come into force on the day of its adoption.

RESOLUTION NO. 31
(for a potential duplication)

§ 1

Acting pursuant to Art. 385 § 1 of the Commercial Companies Code, § 15 of the Company's General Shareholders Meeting Regulations and § 30 item 1 point 13 and § 18 item 4 of the Articles of Association of the Company, the Ordinary General Meeting of the Company elects Ms./Mr. to the Supervisory Board of the Company for a new three-year term of office, common to the entire Supervisory Board

§ 2

This Resolution shall come into force on the day of its adoption.