

ATTACHMENT NO 2 TO THE PLAN OF MERGER - DRAFT RESOLUTION OF THE EXTRAORDINARY SHAREHOLDERS MEETING OF THE ACQUIRED COMPANY ON MERGER OF THE COMPANIES

**RESOLUTION NO 1
OF THE EXTRAORDINARY SHAREHOLDERS MEETING OF LC CORP INVEST
XX SP. Z O.O. ON THE MERGER WITH LC CORP S.A. IN WROCLAW**

Art. 1

1. Acting pursuant to Article 506 of the Code of Commercial Partnerships and Companies ("KSH"), the Extraordinary Shareholders Meeting of LC Corp Invest XX Sp. z o.o. in Wrocław, entered into the Register of Businesses of the National Court Register maintained by the District Court for Wrocław-Fabryczna, 6th Commercial Division of the National Court Register (KRS) under KRS number 0000704679 (the "Acquired Company"), hereby resolves to combine, pursuant to Art. 492 par. 1 point 1 of the Code of Commercial Companies and Partnerships, the Acquired Company with LC Corp Spółka Akcyjna in Wrocław, entered into the register of businesses maintained by the District Court for the City of Wrocław, 6th Commercial Division of the National Court Register (KRS) under 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 Code of Commercial Companies and Partnerships and according to the rules set forth in the Merger Plan of 10 May 2019 announced on the Company's website www.lcc.pl; the Plan is hereby approved by the Extraordinary Shareholders Meeting.
3. With regard to the fact that the Acquiring Company owns 100% of the share capital of the Acquired Company, the merger will take place pursuant to Article 515 par. 1 of the Code of Commercial Companies and Partnerships without increasing the share capital of the Acquiring Company and without any amendments to the Memorandum and Articles of Association of the Acquiring Company.
4. Pursuant to Article 516 par. 5 and par. 6 of the Code of Commercial Companies and Partnerships, no ratio of exchange of shares of the Acquired Company into shares of the Acquiring Company shall be set.
5. Pursuant to Article 516 par. 5 and par. 6 of the Code of Commercial Companies and Partnerships, no rules governing the allotment of shares in the Acquiring Company shall be set.
6. Pursuant to Article 516 par. 5 and par. 6 of the Code of Commercial Companies and Partnerships, the date from which shares entitle to participation in the profit 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 Code of Commercial Companies and Partnerships, 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 authorities of the combined companies or other parties taking part in the merger.
9. The combination takes place on the grounds of a statement containing information about the accounting status of the Acquired Company as at 1 April 2019 and based on the determined value of the assets of the Acquired Company as at 1 April 2019.
10. Considering the fact that the combination will be carried out pursuant to Article 515 par. 1 of the Code of Commercial Companies and Partnerships, i.e. without increasing the share capital of the Acquiring Company, and that it will not give rise to new circumstances that must be disclosed in the Memorandum and Articles of Association of the Acquiring Company, the Extraordinary Shareholders Meeting of the Acquired Company hereby agrees

that the Memorandum and Articles of Association of the Acquiring Company shall not be amended in connection with the combination of the Companies.

Art. 2

The Extraordinary Shareholders Meeting of LC Invest XX Sp. z o.o. in Wrocław hereby authorises the Management Board of the Acquired Company to undertake all necessary factual and legal measures for the implementation of this resolution.

Art. 3

The resolution becomes effective upon passing.