

## **(Current Report No 018/2011)**

**April, 27<sup>th</sup> 2011**

### Resolutions Drafts on the Ordinary General Meeting

Legal Basis: Art. 56.1.2 of the Act on Public Offering – current and periodic information

The Management Board of LC Corp SA, (the “Issuer”) acting pursuant to Art. 38.1.3 of the Directive of the Minister of Finance dated February 19th 2009 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent the information required by the laws of a non-member state (Journal of Laws of - Dz.U. 2009, No. 33, Item 259 as amended) hereby releases to public information the text of resolutions drafts which he intends to present to the Ordinary General Meeting convened at 10:00 on May 23<sup>rd</sup> 2011 at the Company's registered office in Wrocław, at ul. Powstanców Śląskich 2-4

#### **Resolution No. 1**

##### **§ 1**

Pursuant to Art. 409 § 1 of the Code of Commercial Companies and Partnerships, and § 4 i § 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 Ordinary General Shareholders Meeting adopted the following agenda of the meeting conforming to the announcement published on company's website on ... .....2011:

- 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 2010 containing the assessment of the report of the Management Board from Company's activity and the financial statements for fiscal year 2010 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 2010, assessment of the report of the Management Board from Company's activity and the financial statements for fiscal year 2010 and the assessment of the motion of the Management Board regarding the distribution of the.
- 7) Adoption of the resolution regarding the review and approval of the report of the Management Board from Company's activity for fiscal year 2010.
- 8) Adoption of the resolution regarding the review and approval of the financial statements of the Company for fiscal year 2010.
- 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 2010.
- 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 2010.
- 11) Adoption of resolutions on the issue of discharging the Management Board members from the fulfilment of duties for fiscal year 2010.
- 12) Adoption of the resolutions on the issue of discharging the Supervisory Board members from the fulfilment of duties for fiscal year 2010.
- 13) Review of the Management Board's motion regarding the distribution of the profit for fiscal year 2010.
- 14) Adoption of resolution regarding the changes to the composition of the Company's Supervisory Board.
- 15) Closing the Meeting.

## **§ 2**

The resolution shall come into force upon adopting it.

### **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 2010 including the assessment of the Management Board's report on the Company's performance and the financial statement for the financial year 2010, as well as the Management Board's proposal made with regard to profit distribution or covering loss.

#### **§ 2**

The resolution takes effect on the day of its adoption.

### **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 2010, the Ordinary General Meeting of Shareholders resolves to approve the Management Board's report on the Company's performance for the year 2010.

#### **§ 2**

The resolution takes effect on the day of its adoption.

## **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 2010, the Ordinary General Meeting of Shareholders resolves to approve the Company's financial statement for the year 2010 including the following documents:

- 1) Balance Sheet as at 31 December 2010 presents assets and liabilities equal to PLN 841.663 thousand (in words: eight hundred forty-one million six hundred and sixty-three thousand).
- 2) Profit and Loss Account for the financial year from 1 January 2010 to 31 December 2010 presents net income of PLN 28.604 thousand (in words: twenty-eight million six hundred and four thousand).
- 3) Statement of Changes in Equity for the financial year 2010 from 1 January 2010 to 31 December 2010 presents increase in equity by 28.604 thousand (in words: twenty-eight million six hundred and four thousand).
- 4) Cash Flow Statement for the period from 1 January 2010 to 31 December 2010 presents increase of cash by the net amount of PLN 27.294 (in words: twenty-seven million two hundred and ninety-four thousand).
- 5) Additional information to the financial report - Accounting Policies and notes.

### **§ 2**

The resolution takes effect on the day of its adoption.

## **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 2010, 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 2010.

### **§ 2**

The resolution takes effect on the day of its adoption.

## **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 2010, the Ordinary General Meeting of Shareholders resolves to approve the consolidated financial statement of LC Corp S.A. Capital Group for the year 2010 that comprises:

- 1) Consolidated Balance Sheet as at 31 December 2010 presents assets and liabilities equal to PLN 1.278.942 thousand (in words: one billion two hundred and seventy-eight million nine hundred and forty-two thousand),
- 2) Consolidated Profit and Loss Account for the financial year from 1 January 2010 to 31 December 2010 presents net income of PLN 50,548 thousand (in words: fifty million five hundred and forty-eight thousand),

- 3) Consolidated Statement of Changes in Equity for the financial year 2010 from 1 January 2010 to 31 December 2010 presents increase in equity by 50,548 thousand (in words: fifty million five hundred and forty-eight thousand),
- 4) Consolidated Cash Flow Statement for the period from 1 January 2010 to 31 December 2010 presents increase of cash by the net amount of PLN 79,758 (in words: seventy-nine million seven hundred and fifty-eight thousand),
- 5) Additional information to the consolidated financial report - Accounting Policies and notes.

## § 2

The resolution takes effect on the day of its adoption.

### 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 to Mr. **Dariusz Niedośpiał** – President of the Management Board – confirming discharge of his duties for the period from 1 January 2010 to 31 December 2010.

#### § 2

The resolution takes effect on the day of its adoption.

### 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 to Mr. **Waldemar Czarnecki** – Member of the Management Board – confirming discharge of his duties for the period from 1 January 2010 to 31 August 2010.

#### § 2

The resolution takes effect on the day of its adoption.

### 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 to Ms. **Joanna Jaskólska** – Member of the Management Board – confirming discharge of her duties for the period from 1 January 2010 to 29 November 2010 and Vice President of the Management Board – confirming discharge of her duties for the period from 29 November 2010 to 31 December 2010.

#### § 2

The resolution takes effect on the day of its adoption.

### 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 to Mr. **Tomasz Wróbel** –

Member of the Management Board – confirming discharge of his duties for the period from 1 December 2010 to 31 December 2010.

## § 2

The resolution takes effect on the day of its adoption.

### 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 to Mr. **Mirosław Kujawski** – Member of the Management Board – confirming discharge of his duties for the period from 1 December 2010 to 31 December 2010.

#### § 2

The resolution takes effect on the day of its adoption.

### 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 to Mr. **Leszek Czarnecki** – Chairman of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2010 to 31 December 2010.

#### § 2

The resolution takes effect on the day of its adoption.

### 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 to Mr. **Andrzej Błażejowski** – Vice Chairman of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2010 to 31 December 2010.

#### § 2

The resolution takes effect on the day of its adoption.

### 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 to Mr. **Ludwik Czarnecki** – Member of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2010 to 31 December 2010.

#### § 2

The resolution takes effect on the day of its adoption.

## **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 to Mr. **Remigiusz Baliński** – Member of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2010 to 31 December 2010.

### **§ 2**

The resolution takes effect on the day of its adoption.

## **Resolution No. 17**

### **§ 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 to Mr. **Artur Wiza** – Member of the Supervisory Board – confirming discharge of his duties for the period from 1 January 2010 to 31 December 2010.

### **§ 2**

The resolution takes effect on the day of its adoption.

## **Resolution No. 18**

### **§ 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 2010 amounting to PLN 28 604 thousand (in words: twenty eight million six hundred and four thousand PLN), the amount in full zlotys: PLN 28.603.923,53 (in words: twenty eight million six hundred and three thousand nine hundred and twenty three 53/100 PLN ) entirely to the supplementary capital.

### **§ 2**

The resolution takes effect on the day of its adoption.

## **Resolution No 19**

### **§ 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 Extraordinary General Shareholders Meeting appoints ..... to the composition of the Company's Supervisory Board.

### **§ 2**

The resolution shall come into force upon adopting it.

The Issuer informs that resolutions No 1 - 19 has received a positive opinion of Members of the Supervisory Board of LC Corp S.A.

Legal basis: Art. 56.1.2.a of Act of July 29<sup>th</sup> 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (Dz. U. of 2005, No 184 item 1539, as amended) in connection with Art. 38.1.3 Of the Directive of the Minister of Finance dated February 19<sup>th</sup> 2009 on current and periodic information published by issuers of securities and conditions for recognizing as equivalent the information required by the laws of a non-member state (Journal of Laws of - Dz.U. 2009, No. 33, Item 259 as amended).