

## **(Current Report No 031/2008)**

**Wrocław, April 11th 2008**

Draft resolutions to be voted at the Ordinary General Meeting of LC Corp SA Shareholders

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

Pursuant to Art. 39.1.3 in connection with Art. 97.5 of the Regulation of the Minister of Finance dated October 19<sup>th</sup> 2005 *on current and periodical information disclosed by issuers of securities*, the Management Board of LC Corp S.A. (the Issuer) hereby releases the text of resolutions to be voted at the Ordinary General Shareholders Meeting of LC Corp SA, to be held on April 21<sup>st</sup> 2008, 10 a.m. at the Company's seat in Wrocław ul. Powstańców Śląskich 2-4.

### RESOLUTION NO 1

#### **Art. 1**

Acting pursuant to Art. 409.1 of the Polish Code of Commercial Partnerships and Companies and pursuant to Art. 4 and Art. 5 of the Regulations of the General Meeting of LC Corp SA, the Ordinary General Meeting elects ..... Chairman of the General Meeting.

#### **Art. 2**

The Resolution becomes effective as of the date of its adoption.

### RESOLUTION NO 2

#### **Art. 1**

The Ordinary General Meeting agrees on the following Agenda for the meeting, compliant with the announcement in Monitor Sądowy i Gospodarczy /Official Gazette of the Republic of Poland/ of March 27<sup>th</sup> 2008, No 61, p. 37, item 3833):

- 1) Opening of the meeting,
- 2) Election of the chairman,
- 3) Ascertainment of the validity of convening the Ordinary General Meeting and its capacity for adopting resolutions,
- 4) Acceptance of the agenda,
- 5) Supervisory Board's presentation of a brief assessment of the Company's situation and adopting a resolution regarding examination and approval of the Supervisory Board's report for the accounting year 2007, which contains the opinion on the Management report on the operations of the Company, and financial statements for the accounting year 2007,
- 6) Adopting a resolution regarding examination and approval of the Management report on the operations of the Company in the accounting year 2007,
- 7) Adopting a resolution regarding examination and approval of the Company's financial statements for the accounting year 2007,
- 8) Adopting a resolution regarding examination and approval of the Management report on the operations of the LC Corp Group in the accounting year 2007,

- 9) Adopting a resolution regarding examination and approval of the consolidated financial statements of the LC Corp Group for the accounting year 2007,
- 10) Adopting a resolution regarding acknowledgement to the members of the Management Board of fulfilment of their duties in the accounting year 2007,
- 11) Adopting a resolution regarding acknowledgement to the members of the Supervisory Board of fulfilment of their duties in the accounting year 2007,
- 12) Considering the motion regarding profit distribution or loss coverage,
- 13) Adopting a resolution regarding changes in the composition of the Company's Supervisory Board,
- 14) Adopting a resolution regarding a change of Art. 5.1 of the Company's Articles of Associations,
- 15) Closing of the meeting.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 3**

**Art. 1**

Acting pursuant to Art. 395.2.3 of Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.18 of the Company's Articles of Association, the Ordinary General Meeting hereby decides to approve the Supervisory Board's report on its activities in the accounting year 2007, and the assessment of the Management Board's report on the operations of the Company as well as its financial statements for the accounting year 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 4**

**Art. 1.**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.1 of the Company's Articles of Association, the Ordinary General Meeting, having reviewed the Management Board's report on the operations of the Company for the accounting year 2007, decides to approve the Management Board's report on the operations of the Company for the accounting year 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 5**

**Art. 1**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.1 of the Company's Articles of Association, the Ordinary General Meeting, having reviewed the financial statements of the Company for the accounting year 2007, decides to approve the financial statements for the accounting year 2007, which include:

- 1) Balance sheet for the period ended December 31 2007, with total assets and liabilities amounting to PLN 894,224,000 (eight hundred ninety four million two hundred twenty four thousand zloty).
- 2) Profit and loss account for the period from January 1 2007 to December 31 2007, disclosing a net profit of PLN 1,829,000 (one million eight hundred twenty nine thousand zloty).
- 3) Specification of changes in equity for the period from January 1 2007 to December 31 2007, disclosing an increase in the equity by PLN 502,020,000 (five hundred two million twenty thousand zloty)

- 4) Cash flow statement for the period from January 1 2007 to December 31 2007, disclosing a net cash inflow by PLN 155,054,000 (one hundred fifty five million fifty four thousand zloty).
- 5) Additional information – accounting principles and explanatory notes.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 6**

**Art. 1**

Acting pursuant to Art. 395.5 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.1 of the Company's Articles of Association, the Ordinary General Meeting, having reviewed the financial statements of the LC Corp S.A. Group for the accounting year 2007, decides to approve the Management Board's report on the operations of the LC Corp S.A. Group for the accounting year 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 7**

**Art. 1**

Acting pursuant to Art. 63c.4 of the Accounting Act, Art. 395.2.1 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.1 of the Company's Articles of Association, the Ordinary General Meeting, having reviewed the consolidated financial statements of the LC Corp S.A. Group for the accounting year 2007, decides to approve the consolidated financial statements of the LC Corp S.A. Group for the accounting year 2007, which include:

- 1) Consolidated balance sheet for the period ended December 31 2007 r., with total assets and liabilities amounting to PLN 1,536,979,000 (one billion five hundred thirty six million nine hundred seventy nine thousand zloty).
- 2) Consolidated profit and loss account for the period from January 1 2007 to December 31 2007, disclosing a net profit of PLN 106,502,000 (one hundred six million five hundred two thousand zloty).
- 3) Consolidated specification of changes in equity for the period from January 1 2007 to December 31 2007, disclosing an increase in the equity by PLN 606,693,000 (six hundred six million six hundred ninety three thousand zloty)
- 4) Consolidated cash flow statement for the period from January 1 2007 to December 31 2007, disclosing a net cash inflow by PLN 163,327,000 (one hundred sixty three million three hundred twenty seven thousand zloty).
- 5) Additional information to the consolidated financial statements – accounting principles and explanatory notes.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 8**

**Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Konrad Dubelski – President of the Management Board, for the period from January 1st 2007 to December 31st 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 9**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Waldemar Horbacki – Vice President of the Management Board, for the period from January 1st 2007 to December 31st 2007.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 10**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Dariusz Karwacki – Vice President of the Management Board, for the period from May 7th 2007 to December 31st 2007.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 11**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Ms. Małgorzata Danek – Vice President of the Management Board, for the period from January 1st 2007 to January 23rd 2007.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 12**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Rafał Gulka – First Vice President of the Management Board, for the period from January 1st 2007 to August 6th 2007.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 13**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the

Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Artur Koziej – Vice President of the Management Board, for the period from May 15th 2007 to September 28th 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 14**

**Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Leszek Czarnecki – Chairman of the Supervisory Board, for the period from January 1st 2007 to March 15th 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 15**

**Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Remigiusz Baliński – Vice Chairman of the Supervisory Board, for the period from January 1st 2007 to March 15th 2007, and Chairman of the Supervisory Board for the period from March 15th 2007 to December 31<sup>st</sup> 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 16**

**Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Dariusz Niedośpiał – Vice Chairman of the Supervisory Board, for the period from March 15th 2007 to December 31st 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 17**

**Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Ludwik Czarnecki – Member of the Supervisory Board, for the period from January 1st 2007 to December 31<sup>st</sup> 2007.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 18**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. Jarosław Dowbaj – Member of the Supervisory Board, for the period from January 1st 2007 to December 31<sup>st</sup> 2007.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 19**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.3 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.4 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. hereby approves the performance of duties in 2007 by Mr. William Pollard – Member of the Supervisory Board, for the period from January 1st 2007 to December 31<sup>st</sup> 2007.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 20**

### **Art. 1**

Acting pursuant to Art.393.1 and Art. 395.2.2 of the Polish Code of Commercial Partnerships and Companies, and pursuant to Art. 30.1.2 of the Company's Articles of Association, the Ordinary General Meeting of LC Corp S.A. having considered the financial statements, hereby decides to allocate the net profit for 2007 – totalling PLN 1,829,000 (one million eight hundred twenty nine thousand zloty), full amount of PLN 1,828,780.91 (one million eight hundred twenty nine thousand zloty 91/100) – to supplementary capital.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 21**

### **Art. 1**

Acting pursuant to Art. 385.1 of the Polish Code of Commercial Partnerships and Companies and pursuant to Art. 15 of the Regulations of the General Meeting of LC Corp SA, as well as pursuant to Art. 30.1.13 and Art. 18.4 of the Company's Articles of Association, the Ordinary General Meeting hereby appoints Mr. Leszek Czarnecki to the composition of the Supervisory Board of the Company.

### **Art. 2.**

The Resolution becomes effective as of the date of its adoption.

## **RESOLUTION NO 22**

### **Art. 1**

Acting pursuant to Art. 385.1 of the Polish Code of Commercial Partnerships and Companies and pursuant to Art. 15 of the Regulations of the General Meeting of LC Corp SA, as well as pursuant to Art. 30.1.13 and Art. 18.4 of the Company's Articles of Association, the Ordinary General Meeting hereby appoints Mr. Artur Wiza to the position of Member of the Supervisory Board of the Company.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 23**

**Art. 1**

Acting pursuant to Art. 385.1 of the Polish Code of Commercial Partnerships and Companies and pursuant to Art. 15 of the Regulations of the General Meeting of LC Corp SA, as well as pursuant to Art. 30.1.13 and Art. 18.4 of the Company's Articles of Association, the Ordinary General Meeting hereby appoints Mr. Andrzej Błażejewski to the position of Member of the Supervisory Board of the Company.

**Art. 2.**

The Resolution becomes effective as of the date of its adoption.

**RESOLUTION NO 24**

**Art. 1**

Pursuant to Art. 430.1 of the Polish Code of Commercial Partnerships and Companies, and Art. 30.1.5 of the Company's Articles of Associations, the Ordinary General Meeting of the Company – in connection with the necessity to adapt the Company's Articles of Associations to the new PKD 2007 classification – hereby introduces the following new wording of Art. 5.1 of the Company's Articles of Associations:

The proposed wording of Art. 5.1 of the Company's Articles of Associations:

"1. The scope of the Company's business is as follows:

- (PKD 02.40.Z) – Provision of services related to forestry;
- (PKD 70.21.Z) – Public relations and communication;
- (PKD 70.22.Z) – Other consultancy related to business operations and management;
- (PKD 74.90.Z) – Other professional, scientific and technical activities, not classified elsewhere;
- (PKD 85.60.Z) – Education support activities;
- (PKD 69.20.Z) – Accounting and book-keeping activities; tax consulting;
- (PKD 64.20.Z) – Activities of financial holding companies;
- (PKD 70.10.Z) – Activities of head offices and holding companies, excluding financial holding companies;
- (PKD 41.10.Z) – Completion of construction projects related to putting up buildings;
- (PKD 42.11.Z) – Works related to construction of roads and motorways;
- (PKD 42.12.Z) – Works related to construction of railroads and underground;
- (PKD 42.13.Z) – Works related to construction of bridges and tunnels;
- (PKD 42.21.Z) – Works related to construction of transmission pipelines and distribution networks;
- (PKD 42.22.Z) – Works related to construction of telecommunication and power lines;
- (PKD 42.91.Z) – Works related to construction of water engineering structures;
- (PKD 42.99.Z) – Works related to construction of other civil and water engineering structures, not classified elsewhere;
- (PKD 68.10.Z) – Buying and selling real estate on own account;
- (PKD 68.20.Z) – Rental and management of own or leased real estate;
- (PKD 68.31.Z) – Real estate brokerage;
- (PKD 68.32.Z) – Management of real estate on a fee or contract basis;
- (PKD 81.10.Z) – Auxiliary activities related to maintaining and cleaning buildings;
- (PKD 64.91.Z) – Financial leasing;
- (PKD 64.92.Z) – Other credit granting;

- (PKD 64.99.Z) – Other financial services, not classified elsewhere, excluding insurance and pension funds;
- (PKD 64.30.Z) – Activity of trusts, funds, and similar financial institutions;
- (PKD 66.12.Z) – Stock broking related to securities and commodities market;
- (PKD 66.19.Z) – Other activities supporting financial services, excluding insurance and pension funds;
- (PKD 66.21.Z) – Risk assessment and estimation of incurred losses;
- (PKD 66.22.Z) – Activities of insurance agents and brokers;
- (PKD 66.29.Z) – Other activities supporting insurance and pension funds;
- (PKD 77.35.Z) – Rental and lease of air transport equipment;
- (PKD 73.20.Z) – Market and public opinion research;
- (PKD 73.11.Z) – Advertising agencies;
- (PKD 73.12.A) – Intermediation in selling radio and television advertising time and space;
- (PKD 73.12.B) – Intermediation in selling advertising space in the print media;
- (PKD 73.12.C) – Intermediation in selling advertising time and space in the electronic media (the Internet);
- (PKD 73.12.D) – Intermediation in selling advertising time and space in other media;
- (PKD 62.01.Z) – Software related activities;
- (PKD 62.02.Z) – IT consultancy activities;
- (PKD 62.09.Z) – Provision of other services related to information and computer technology;
- (PKD 41.20.Z) – Construction works related to putting up residential and non-residential buildings;
- (PKD 71.11.Z) – Architectural activities;
- (PKD 71.12.Z) – Engineering activities and related technical consultancy;
- (PKD 78.10.Z) – Activities related to job search and recruitment;
- (PKD 78.20.Z) – Temporary work agencies;
- (PKD 78.30.Z) – Other activities related to provision of workforce;
- (PKD 59.20.Z) – Activities related to sound and music recording;
- (PKD 63.99.Z) – Other services related to information, nor classified elsewhere;
- (PKD 74.10.Z) – Specialised design activities;
- (PKD 77.40.Z) – Lease of intellectual property and similar products, excluding works protected by copyrights;
- (PKD 82.91.Z) – Operations of collection and credit agencies;
- (PKD 82.99.Z) – Other activities supporting business operations, not classified elsewhere;
- (PKD 69.10.Z) – Legal activities;
- (PKD 82.11.Z) – Provision of services related to office administration;
- (PKD 77.11.Z) – Rental and lease of passenger cars and vans;
- (PKD 77.32.Z) – Rental and lease of construction machinery and equipment;
- (PKD 77.33.Z) – Rental and lease of office machines and equipment, including computers;
- (PKD 77.39.Z) – Rental and lease of other machinery, equipment and tangible property, not classified elsewhere.”

## **Art. 2.**

Pursuant to Art. 430.5 of the Polish Code of Commercial Partnerships and Companies, the Supervisory Board is hereby authorized to establish the uniform text of the Company’s Articles of Association.

## **Art. 3.**

Pursuant to Art. 430.1 of Polish Code of Commercial Partnerships and Companies, the resolution comes into force as of the date the change of the Articles of Association is registered by the competent Court of Registration.