

**(Current Report No 041/2009)**

**July, 21<sup>st</sup> 2009**

**Draft resolutions for the Extraordinary General Meeting**

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

The Management Board of LC Corp S.A. ("Issuer") makes available to the public the contents of the draft resolutions which it intends to submit to the Extraordinary General Meeting, convened for 2:00 p.m. on July 31st 2009, at the Company's registered seat at ul. Powstańców Śląskich 2-4 in Wrocław.

Ad. Item 2 on the agenda

**RESOLUTION NO. 1**

**§ 1**

Acting pursuant to Art. 409.1 of the Commercial Companies Code and § 4 and § 5 of the Regulations for the General Meeting of LC Corp S.A., the Extraordinary General Meeting elects ..... Chairman of the Extraordinary General Meeting.

**§ 2**

The resolution becomes effective on the day of its adoption.

Ad. Item 4 on the agenda

**RESOLUTION NO. 2**

**§ 1**

The Extraordinary General Meeting accepts the following agenda for its session, compliant with the announcement in Monitor Sądowy i Gospodarczy (Official Gazette) of July 7, 2009, No. 130, item 8904:

- 1) Opening of the meeting,
- 2) Election of the chairman,
- 3) Ascertainment of the validity of convening the Extraordinary General Meeting and its capacity for adopting resolutions,
- 4) Acceptance of the agenda,
- 5) Adoption of a resolution regarding changes in the Company's Articles of Association (Statutes),
- 6) Adoption of a resolution regarding changes in the Regulations for the Supervisory Board,
- 7) Adoption of a resolution regarding changes in the Regulations for the General Meeting

- 8) Adoption of a resolution regarding approval to the buyback of own shares by LC Corp S.A., pursuant to Art. 362.1.5 of the Commercial Companies Code, with the buyback shares to be retired.
- 9) Closing of the meeting.

## **§ 2**

The resolution becomes effective on the day of its adoption.

Ad. Item 5 on the agenda

### **RESOLUTION NO. 3**

#### **§ 1**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and § 30.1.5 of the Company's Statutes the Extraordinary General Meeting decides to amend the Company's Statutes in the following manner:

- 1) in § 20 of the Company's Statutes a new letter (z) will be added (all other provisions of this paragraph will remain unchanged) with the following wording:  
*"z) performing the tasks of the Audit Committee in compliance with the relevant provisions of law in force."*
- 2) existing § 26 of the Company's Statute will have the following wording:

#### *„§ 26*

- 1. The General Meeting shall be called by the Company's Management Board.*
- 2. In the motion for calling the Extraordinary General Meeting, one should indicate matters which should be placed on the agenda.*
- 3. The Supervisory Board shall be entitled to call the ordinary General Meeting if the Management Board fails to call it at an appropriate time, and the Extraordinary General Meeting if the Supervisory Board considers it advisable.*
- 4. The shareholders representing at least a half of the share capital or at least a half of votes in the Company may demand that an Extraordinary General Meeting be called. The shareholders elect the Chairman of that meeting.*
- 5. A shareholder or shareholders representing at least one twentieth of the share capital may demand that an Extraordinary General Meeting be called, and that certain matters be placed on the agenda of the next General Meeting.*
- 6. The shareholders representing at least one twentieth of the share capital may demand that certain matters be placed on the agenda of the next General Meeting. Any such demand should be submitted in writing to the Management Board no later than twenty one days prior to the proposed date of the General Meeting, and it should contain a justification or a draft of a resolution concerning the proposed item on the agenda."*

#### **§ 2**

Pursuant to Art. 430.5 of the Commercial Companies Code the Supervisory Board has been authorised to establish the consolidated text of the Company's Statutes.

### § 3

In compliance with Art. 430.1 of the Commercial Companies Code, the resolution becomes effective as of the date of registration of the amended Statute by the relevant Court of Registration.

Enclosure No. 1 to Resolution No. 3 of the Extraordinary General Meeting.

### **JUSTIFICATION FOR CHANGES IN THE COMPANY'S STATUTE**

The changes are introduced to the Company's Statutes to adjust its provisions to the amended provisions of law coming into force, in particular to the changes introduced by way of the Act dated December 5, 2008 on amending the Act on the Commercial Companies Code and the Act on Trading in Financial Instruments, which comes into force on August 3, 2009 and the Act dated May 22, 2009 on Statutory Auditors and their Self-Government, Entities Authorised to Audit Financial Statements and Public Supervision, which came into force on June 6, 2009, imposing the obligations related to appointment of an audit committee, which should be fulfilled by the Company by December 6, 2009.

Ad. Item 6 on the agenda

### **RESOLUTION NO. 4**

#### **§ 1**

Acting pursuant to Art. 391.3 of the Commercial Companies Code and § 30.1.15 of the Company's Statutes, the Extraordinary General Meeting decides to change the Regulations for the Supervisory Board in the following manner:

- 1) in § 3 of the Regulations for the Company's Supervisory Board a new letter (z) will be added (all other provisions of this paragraph will remain unchanged) with the following wording:

*„z) performing the tasks of the Audit Committee in compliance with the relevant provisions of law in force.“*

- 2) in § 14 of the Regulations for the Supervisory Board after item 4 new item 5 will be added with the following wording:

*"Should the Supervisory Board, on the basis of item 4 above, appoint members of the Audit Committee from among its members, in compliance with the provisions of the Act of May 22, 2009 on Statutory Auditors and their Self-Government, Entities Authorised to Audit Financial Statements and Public Supervision, and the appointed Audit Committee, for any reason, ceased to satisfy the statutory requirements, the tasks of the Audit Committee have to be taken over by the Supervisory Board, which, when the abovementioned reasons no longer exist, by way of its resolution, appoints again the Audit Committee from among its members. Such procedure may be adopted several times during each term of office of the Supervisory Board. If the Supervisory Board does not appoint the Audit Committee, and it consists of not more than 5 members the tasks of the Audit Committee shall be performed by the Supervisory Board.“*

#### **§ 2**

The Resolution becomes effective on the day of registration of the amendment in the Statutes, resulting from Resolution No. 3 of the Extraordinary General Meeting adopted today, by the relevant Court of Registration.

Enclosure No. 1 to Resolution No. 4 of the Extraordinary General Meeting.

## **JUSTIFICATION FOR CHANGES IN THE REGULATIONS FOR THE SUPERVISORY BOARD**

The changes are introduced to the Regulations for the Company's Supervisory Board as a consequence of amendments made in the Company's Statutes, and are aimed at adjusting the provisions of the Regulations for the Supervisory Board to the changed provisions of law coming into force, in particular to the Act dated May 22, 2009 on Statutory Auditors and their Self-Government, Entities Authorised to Audit Financial Statements and Public Supervision, which came into force on June 6, 2009, imposing the obligations related to appointment of an audit committee, which should be fulfilled by the Company by December 6, 2009.

As. Item 7 on the agenda

### **RESOLUTION NO. 5**

#### **§ 1**

Acting pursuant to § 1.3 of the Regulations for the Company's General Meeting, the Extraordinary General Meeting decides to make the following changes in the Regulations for the Company's General Meeting:

- 1) existing § 2 of the Regulations for the Company's General Meeting shall have the following wording:

#### *"§2*

- 1. Any request to call the General Meeting and place certain matters on the agenda, made by eligible entities, should be justified. Draft resolutions proposed to be adopted by the General Meeting and other significant materials should be presented to the shareholders, including justification and opinion of the Supervisory Board, prior to the General Meeting, at such time as is necessary to review and evaluate them.*
- 2. The General Meeting shall be held at the Company's registered seat, or in Warsaw, or in Katowice, at the time specified in the announcement published on the Company's website and in the current report, submitted in compliance with the provisions on Public Offering, Conditions Governing Introduction of Financial Instruments to Organised Trading, and Public Companies.*
- 3. The General Meeting shall be called by the Management Board. The General Meeting called at the request of shareholders or the Supervisory Board should be held at such time as indicated in the request, and if there are material obstacles to meeting such deadlines or it is not possible to meet such deadlines in the light of the provisions of law regulating the principles of calling the General Meeting – at the nearest time which makes it possible for the General Meeting to resolve the matters submitted to it.*
- 4. The General Meeting on whose agenda certain matters were placed at the request of eligible entities or which was called at the request of such entities may be recalled only upon consent of the requesting entities. In other cases the General Meeting may be recalled if there are extraordinary obstacles to holding such meeting or it is obviously groundless to hold it. The General Meeting is recalled in the same way as it is called, provided that the adverse consequences for the company and its shareholders related thereto should be minimized, and in any case no later than thirteen days prior to the initial date thereof. Any change of the date of the General Meeting shall be made in the same way as the General Meeting is recalled even if the proposed agenda does not change."*

- 2) existing § 3 of the Regulations for the Company's General Meeting shall have the following wording:

1. *Eligibility to participate in the General Meeting is granted to those who are the Company's shareholders 16 days before the date of the General Meeting (day of registration to participate in the General Meeting), who applied to the entity keeping a securities account to issue a named certificate of a right to participate in the General Meeting. The Company draws up a list of holders of bearer shares entitled to participate in the General Meeting on the basis of a specification prepared by the depository of securities, in compliance with the provisions on trading in financial instruments.*
  2. *The list of shareholders entitled to participate in the General Meeting, signed by the Management Board and containing the surnames, names or business names of the eligible shareholders, their place of residence (registered office), number and class of shares, and number of votes they are entitled to, is made available at the offices of the Company's Management Board for 3 business days prior to the General Meeting. A shareholder may request that the list of shareholders be sent to him, free of charge, via e-mail, specifying the address to which it should be sent.*
  3. *In order for a shareholder's representative to participate in the General Assembly, the right of such representative to act on behalf of such shareholder must be duly documented. A written document confirming the right to represent a shareholder at the General Meeting shall be deemed compliant with law and shall not require any additional confirmations, unless its authenticity or validity prima facie gives rise to any concerns on the part of the Company's Management Board or the Chairman of the General Meeting. Participation of the shareholder's representative in the General Meeting requires a written or electronic form. Granting the power to represent in an electronic form shall not require a safe digital signature verifiable by means of a valid qualified certificate. The power to represent granted in an electronic form should be sent to the Company's address, in the Polish or English language, early enough to enable the Company to verify it. The shareholder informs the Company about granting the power to represent in an electronic form either by means of a form placed on the Company's website, in its part concerning the General Meeting, or in the manner prescribed in the announcement about the General Meeting.*
  4. *Media representatives may participate in the General Meeting unless the subject of the meeting is such that their presence could expose the Company to damage. A motion for admitting media representatives is put to vote by the Chairman immediately after the list of attendees is signed in accordance with §8 of these Regulations."*
- 3) in § 5 of the Regulations for the Company's General Meeting item 3 shall have a new wording, as follows:
- "3. The Chairman shall be elected by secret ballot. The person with the greatest number of votes becomes the Chairman of the General Meeting."*
- 4) in § 12 of the Regulations for the Company's General Meeting item 3 shall have a new wording, as follows:
- "3. Removing from the agenda for the General Meeting or desisting from the General Meeting's review of a matter placed on the agenda upon a motion of a shareholder shall require adopting a resolution by the General Meeting, provided all shareholders who put forward such motion granted their consent. The resolution of the General Meeting concerning the above issue requires the majority of 75% of votes represented at the General Meeting."*

- 5) existing § 19 of the Regulations for the Company's General Meeting shall have the following wording:

*”§19*

- 1. The provisions of the Company's Statute, the resolutions of the Company's governing bodies and the provisions of the Commercial Companies Code and other applicable provisions of law shall apply to matters not regulated herein.*
- 2. The Company shall not be held responsible for the consequences of the impossibility, on part of a shareholder, of making use of electronic means of communication with the Company or the Company's failure to receive correspondence sent by a shareholder in an electronic form if the above occurred for reasons beyond the Company's control.”*

**§ 2**

The Resolution becomes effective on the day of its adoption.

Enclosure No. 1 to Resolution No. 5 of the Extraordinary General Meeting.

**JUSTIFICATION FOR CHANGES IN THE REGULATIONS FOR THE GENERAL MEETING**

The changes introduced to the Regulations for the General Meeting are connected with the necessity to adjust the Regulations to the Statutes and to changes introduced by the provisions of the Act of December 5, 2008 on amending the Act – Commercial Companies Code and the Act on Trading in Financial Instruments, which comes into force on August 3, 2009, the provisions of which fundamentally change the manner of convening General Meetings and shareholders' and their representatives' participation in the Company's General Meetings. Changes in the provisions of law result from the implementation of Directive 2007/36/EC of the European Parliament and of the Council of July 11, 2007 on the Exercise of Certain Rights of Shareholders in Listed Companies, whose basic objective is to facilitate the exercise of corporate rights to shareholders in public companies.

Ad. Item 8 on the agenda

**RESOLUTION NO. 6**

Acting pursuant to Art. 362.1.5 of the Commercial Companies Code and § 13.4 of the Company's Statutes the Extraordinary General Meeting has resolved as follows:

**§ 1.**

1. The Company's Management Board has been authorised to buyback Company's own shares for the purpose of retiring them under the conditions and in the manner established herein and to take any action indispensable to purchase the Company's shares.
2. The Company shall buyback its own shares under the following conditions:
  - a. the total number of Company's own shares purchased for the purpose of retiring them may not exceed 20,000,000 shares (say: twenty million shares),
  - b. the amount of funds allocated to the purchase of own shares for the purpose of retiring them may not be higher than PLN 30,000,000 (say: thirty million zloty),
  - c. the Management Board has been authorised to purchase own shares for the purpose of retiring them as of the day of adopting this resolution and for the period not longer than 3 (three) years as of the day of its adoption,
  - d. the price of purchased shares may not be higher than PLN 1.50 (say: one zloty fifty grosz) per 1 (one) share,
3. The funds allocated to the purchase of own shares shall be the Company's own resources exclusively.

4. The Management Board has been obliged to inform the public about the conditions for purchasing Company's own shares, for the purpose of retiring them, in compliance with Art. 56 of the Act on Public Offering, before such purchase starts.
5. Upon completion of the process of purchasing own shares by the Company, for the purpose of retiring them, resulting from the execution of the provisions of this resolution, the Management Board shall convene an Extraordinary General Meeting to adopt a resolution on retiring the Company's own shares and reducing its share capital.
6. Guided by the Company's interest, the Management Board may, having sought the Supervisory Board's opinion:
  - a. terminate the purchase of Company's own shares, for the purpose of retiring them, before the deadline referred to in item 2 (c) herein, or,
  - b. abandon purchasing Company's own shares for the purpose of retiring them.
7. In the case of taking a decision referred to in item 6, the Management Board has been obliged to provide the information about it, as stipulated in item 4.
8. The Management Board presented to the Extraordinary General Meeting a written opinion justifying the purchase of up to 20,000,000 Company's own shares (say: twenty million shares), for the purpose of their voluntary retirement. This opinion constitutes an Enclosure hereto.
9. The Extraordinary General Meeting acknowledged the contents of the abovementioned Management Board's opinion.

## § 2

The Resolution becomes effective on the day of its adoption.

Enclosure No. 1 to Resolution No. 6 of the Extraordinary General Meeting.

### **MANAGEMENT BOARD'S OPINION JUSTIFYING THE REASONS FOR REDUCTION IN THE COMPANY'S SHARE CAPITAL BY WAY OF PURCHASING 20 MILLION COMPANY'S SHARES FOR THE PURPOSE OF THEIR VOLUNTARY RETIREMENT**

The Management Board of LC Corp S.A. presents this justification for the reason for purchasing by the Company of up to 20,000,000 own shares, for the purpose of retiring them, within the period of 3 years as of the date of adopting a resolution, to be passed at the next Extraordinary General Meeting convened on July 31, 2009. The basis for voluntary retirement of shares is provided by Art. 362.1.5 and Art. 359.1 sentences 1 and 2 of the Commercial Companies Code in connection with § 13.4 of the Company's Statutes. In accordance with the draft resolution of the Extraordinary General Meeting, convened on July 31, 2009, the General Meeting is supposed to take a decision on granting consent to purchasing by the Company of up to 20,000,000 own shares (hereinafter referred to as the "Resolution") for the purpose of their voluntary retirement within the period of 3 years as of the date of adopting the Resolution. The Company's Management Board puts forward a motion to the General Meeting to authorise the Management Board to buyback up to 20,000,000 Company's own shares. The price per share, as of the date of adopting the Resolution by the General Meeting, will not exceed PLN 1.50. The amount allocated to the purchase of shares will not exceed PLN 30,000,000. The buyback of shares will be financed by the Company's own funds. In the Management Board's opinion the current situation on the financial market and the resulting drop in the Company's share price do not reflect the Company's real value. Therefore, in the Management Board's opinion, the buyback will influence favourably the Company's indexes and its perception on the financial market. Concurrently, this transaction will generate added value for the Company's

shareholders and will strengthen investors' confidence. In the Management Board's judgement the transaction will be beneficial for the Company's shareholders and it does not pose any risk to the Company's operation or fulfilment of its strategic objectives. The voluntary retirement of shares is in the best interests of the Company and is not in conflict with the existing shareholders' interests.

The Issuer informs that its Supervisory Board expressed a favourable opinion about the proposed changes in the provisions of the Statutes, Regulations for the General Meeting, Regulations for the Supervisory Board and the resolution on the buyback of shares.

Legal basis: Art. 56.1.2 (a) of the Act on Public Offering, Conditions Governing Introduction of Financial Instruments to Organised Trading, and Public Companies (Dz.U. No. 184, item 1539 of 2005, as amended) in connection with § 38.1.3 and § 100.5 of the regulation of the Minister of Finance of February 19, 2009 on Current and Periodic Information Submitted by Issuers of Securities and Conditions for Recognising as Equivalent the Information Required by the Laws of a Non-Member State (Dz. U. No. 33, item 259).