

(Current Report No 073/2011)

November, 3th 2011

**Resolutions adopted by the Extraordinary General Meeting held on
3 November 2011**

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

Acting pursuant to Art. 56.1.2a) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (Dz. U. /Journal of Laws/ No. 184, item 1539 of 2005, as amended) in connection with Para. 38.1.7 of the Directive of the Minister of Finance of 19 February 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 (Dz. U. No. 33, item 259), the Management Board of LC Corp S.A. ("Issuer") hereby releases to the public the content of the resolutions adopted by the Extraordinary General Meeting of LC Corp S.A. on 3 November 2011.

RESOLUTION NO. 1

§ 1

Acting pursuant to Art. 409.1 of the Code of Commercial Partnerships and Companies and Para. 4 and Para. 5 of the Regulations for the General Meeting of LC Corp S.A., the Extraordinary General Meeting has elected Jarosław Podwiński Chairman of the General Meeting.

§ 2.

The resolution will come into effect as of its adoption.

The resolution was adopted by secret ballot, with 256,013,234 valid votes cast, representing 57.20% of the Company's share capital. The resolution was passed with 256,013,234 votes in favour, with no votes against or abstaining votes, and no objection was raised to the resolution.

RESOLUTION NO. 2

§ 1

The Extraordinary General Meeting has adopted the following agenda for its session, compliant with the announcement placed on the Company's website on 3 October 2011:

- 1) Opening of the Meeting.
- 2) Electing the Chairman.
- 3) Ascertaining the validity of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
- 4) Approving the agenda.

- 5) Adopting a resolution on merging LC Corp S.A., seated in Wrocław, and LC Corp Invest sp. z o.o., seated in Wrocław, pursuant to Art. 492.1.1 of the Code of Commercial Partnerships and Companies.
- 6) Adopting a resolution on authorizing the Management Board to purchase own shares of LC Corp S.A. pursuant to Art. 362.1.8 of the Code of Commercial Partnerships and Companies and to create a reserve fund to purchase the Company's own shares.
- 7) Closing of the Meeting.

§ 2.

The resolution will come into effect as of its adoption.

The resolution was adopted by open voting, with 256,013,234 valid votes cast, representing 57.20% of the Company's share capital. The resolution was passed with 256,013,234 votes in favour, with no votes against or abstaining votes, and no objection was raised to the resolution.

RESOLUTION NO. 3

§ 1

1. The Extraordinary General Meeting of LC Corp Spółka Akcyjna (a joint stock company), seated in Wrocław ("Company") hereby resolves to merge, pursuant to Art. 492.1.1 of the Code of Commercial Partnerships and Companies, LC Corp Spółka Akcyjna seated in Wrocław, entered into the Register of Entrepreneurs by the District Court for Wrocław-Fabryczna, VI Commercial Division of the National Court Register under number KRS 00000253077 (Acquiring Company), and LC Corp Invest Spółka z ograniczoną odpowiedzialnością (a limited liability company), seated in Wrocław, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław-Fabryczna, VI Commercial Division of the National Court Register under number KRS 0000390422 (Acquired Company), by transferring all assets of the Acquired Company to LC Corp Spółka Akcyjna, seated in Wrocław.
2. The merger will be effected pursuant to Art. 516 of the Code of Commercial Partnerships and Companies ("Code") and in accordance with the rules set out in the Merger Plan of 31 August 2011, published in *Monitor Sądowy i Gospodarczy* (Official Gazette) no. 175/2011 of 9 September 2011, and the General Meeting hereby approves the said Merger Plan.
3. Taking into account that the Acquiring Company owns 100% of shares in the share capital of the Acquired Company, the merger will be effected pursuant to Art. 515.1 of the Code without increasing the share capital of the Acquiring Company and without making any amendments to its Articles of Association.
4. In connection with Art. 516.5 and 516.6 of the Code, no ratio for exchanging the Acquired Company's shares for the Acquiring Company's shares will be set.
5. Pursuant to Art. 516.5 and 516.6 of the Code, no rules for allotting shares in the Acquiring Company will be set out.
6. Pursuant to Art. 516.5 and 516.6 of the Code, the date as of which the shares entitle to participate in the profits of the Acquiring Company will not be set.
7. There are no plans to confer the rights referred to in Art. 499.1.5 of the Code by the Acquiring Company upon the shareholders or persons having special rights in the Acquired Company.
8. There are no plans to confer any special benefits to the Members of the bodies of the merging companies or other persons taking part in the merger.
9. The merger will be effected on the basis of the statement containing the information about the accounting status of the merging companies as at 1 July 2011 and on the basis of the determined value of the Acquired Company's assets as at 1 July 2011.
10. Considering that the merger will be effected pursuant to Art. 515.1 of the Code, i.e. without increasing the share capital of the Acquiring Company, and will not give rise to new circumstances that require disclosure in the Articles of Association of the Acquiring Company, the Extraordinary General Meeting of the Acquiring Company agrees that no changes will be made to the Articles of Association of the Acquiring Company in connection with the merger of the companies.

§ 2

The Extraordinary General Meeting of LC Corp S.A., seated in Wrocław, hereby authorizes the Management Board of the Acquiring Company to take all necessary factual and legal actions aimed at the implementation of this resolution.

§ 3

The resolution will come into effect as of its adoption.

The resolution was adopted by open voting, with 256,013,234 valid votes cast, representing 57.20% of the Company's share capital. The resolution was passed with 256,013,234 votes in favour, with no votes against or abstaining votes, and no objection was raised to the resolution.

RESOLUTION NO. 4

Acting pursuant to Art. 362.1.8 of the Code of Commercial Partnerships and Companies and Art. 362.2.3 of the Code of Commercial Partnerships and Companies in connection with Directive 2003/6/EC of the European Parliament and of the Council of 28 January 2003 *on insider dealing and market manipulation (market abuse)*, including the Regulation of the Commission (EC No. 2273/2003) of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments, the Extraordinary General Meeting resolves as follows:

§ 1.

1. To authorize the Management Board to purchase the Company's own fully paid-up shares, under the conditions and according to the procedure described herein and to take all necessary actions to purchase the Company's shares.
2. The Company will purchase its own shares under the following conditions:
 - a) the total nominal value of the purchased shares, including the shares held by the Company, which were acquired earlier, may not exceed 20% of the value of the Company's share capital, i.e. 89,511,662 (eighty nine million, five hundred and eleven thousand, six hundred and sixty two) shares, which have the value of PLN 1.00 (one) each and the total nominal value of PLN 89,511,662 (eighty nine million, five hundred and eleven thousand, six hundred and sixty two zloty),
 - b) the minimum payment for one share will be PLN 0.10 (say: ten grosz) and the maximum payment may not exceed PLN 1.50 (say: one zloty fifty grosz),
 - c) the total maximum payment for the purchased shares may not be higher than the amount of the reserve fund created for this purpose pursuant to this resolution of the General Meeting, i.e. the amount of PLN 30,000,000.00 (say: thirty million zloty),
 - d) depending on the Management Board's decision the shares may be purchased through third parties acting on the Company's behalf and brokerage houses, subsidiaries and persons acting on behalf of such subsidiaries in trading on WSE and in OTC trading;
 - e) the Management Board will be authorized to execute the acquisition of own shares as of the day of passing this resolution, for the period not longer than 5 (five) years counting from such day, however not longer than by the time the funds designed for their purchase have been exhausted,
 - f) purchasing shares in block transactions is not excluded,
 - g) purchasing shares through share buy-back public call is not excluded,
 - h) the purchase of own shares will be financed from the reserve fund created for this purpose pursuant to this resolution of the General Meeting out of the amount which, under Art. 348.1 of the Code of Commercial Partnerships and Companies, may be distributed,
 - i) the purpose of the acquisition of own shares will be defined in the resolution of the Management Board, in particular the own shares purchased by the Company may be intended for resale.

3. Having consulted the Supervisory Board and acting in the Company's interest, the Management Board may:
 - a) terminate the acquisition of shares before the five-year period following the date of passing this resolution elapses, or before all the funds designed for their purchase are exhausted,
 - b) give up the acquisition of shares in whole or in part.

§ 2.

1. The General Meeting obliges and authorizes the Company's Management Board to take all factual and legal actions necessary to purchase the Company's own shares pursuant to Art. 362.1.8 of the Code of Commercial Partnerships and Companies, including the conclusion of agreements with brokerage houses on share acquisition through stock exchange and OTC transactions. The Management Board has been authorized to set out the other rules for the acquisition of shares insofar as not defined herein. The ultimate number of shares, the method, price and time limit of their purchase as well as the conditions of potential resale will be defined by the Management Board, in accordance with the provisions of this resolution.
2. The Management Board has been obliged to communicate to the public the conditions for acquiring the Company's own shares, pursuant to Art. 56 of the Act on Public Offering, before the execution of their acquisition starts.

§ 3.

In connection with the provisions of this resolution, acting pursuant to Art. 348.1 in connection with Art. 396.4 and 396.5 of the Code of Commercial Partnerships and Companies, the Extraordinary General Meeting resolves as follows:

1. the reserve fund of PLN 30,000,000.00 (say: thirty million zloty) should be created, intended for the acquisition of own shares, on the basis of the authorization granted by the Extraordinary General Meeting in this resolution.
2. the reserve fund will be created by transferring the amount of PLN 30,000,000.00 (say: thirty million zloty) from the Company's supplementary fund (originating from the company's profit transferred to the supplementary fund), in line with the requirements of Art. 348.1 of the Code of Commercial Partnerships and Companies.

§ 4.

The resolution will come into effect as of its adoption.

The resolution was adopted by open voting, with 256,013,234 valid votes cast, representing 57.20% of the Company's share capital. The resolution was passed with 254,733,974 votes in favour, with 1,279,260 votes against and no abstaining votes; no objection was raised to the resolution.