

(Current Report No 054/2015)

February, 03rd 2015

Resolutions Drafts on 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 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 Extraordinary General Meeting convened at 10:00 on July 31st 2015 at the Company's registered office in Wrocław, at ul. Powstańców Śląskich 2-4

RESOLUTION NO. 1

§ 1

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code and § 4 and § 5 of LC Corp S.A General Meeting Bylaws, the Extraordinary General Meeting elects Mr/Mrs the Chairperson of the General Meeting of Shareholders.

§ 2.

The resolution takes effect on the day of its adoption.

RESOLUTION NO. 2

§ 1

The Extraordinary General Meeting adopts the following agenda of the meeting conforming to the announcement published on the company's website on 3rd July 2015 :

- 1) Opening of the Meeting.
- 2) Appointing the Chairperson of the Meeting.
- 3) Determining the validity of convening the Extraordinary General Meeting and its ability to adopt resolutions.
- 4) Adopting the agenda of the Meeting.
- 5) Adopting the resolution regarding the revocation of § 1 and 2 of Resolution No. 4 of the Extraordinary General Meeting of LC Corp S.A. dated 3 October 2011.
- 6) Adopting the resolution regarding the authorisation of the Management Board to acquire own shares of LC Corp S.A. pursuant to Art. 362 § 1.8 of the Commercial Companies Code and creation of reserve capital in order to acquire own shares of the Company.
- 7) Closing of the Meeting.

§ 2.

The resolution takes effect on the day of its adoption.

RESOLUTION NO. 3

§ 1

The Extraordinary General Meeting resolves to revoke § 1 and 2 of Resolution No. 4 of the Extraordinary General Meeting of LC Corp S.A. dated 3 October 2011.

§ 2.

The resolution takes effect on the day of its adoption.

RESOLUTION NO. 4

Acting pursuant to Art. 362 § 1.8, Art. 362 § 2.3, Art. 393.6 and Art. 396 § 5 of the Commercial Companies Code, the Extraordinary General Meeting resolves as follows:

§ 1

1. The General Meeting of Shareholders authorises the Company's Management Board to acquire own shares of the Company on the terms and in the manner established herein, and to take any legal and factual steps necessary for the acquisition of own shares of the Company ("**Authorisation**").
2. The acquisition applies only to fully paid-up bearer shares of the Company (of all series), placed on the regulated market run by Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange) based in Warsaw, and marked with the code ISIN PLLCCRP00017 assigned by Krajowy Depozyt Papierów Wartościowych S.A. (Central Securities Depository of Poland) based in Warsaw ("**Shares**").
3. The Company will acquire own Shares on the following terms:
 - a) the total nominal value of the acquired Shares including other own shares held by the Company shall not exceed 20% of the value of the Company's share capital, i.e. PLN 89,511,662.00 (eighty-nine million five hundred eleven thousand six hundred and sixty-two zloty), thereby the amount of Shares acquired by the Company will not be higher than 89,511,662 (eighty-nine million five hundred eleven thousand six hundred and sixty-two), provided that the amount of Shares acquired pursuant to the Authorisation will be determined taking into account a further limitation in which the total price of Shares increased by the costs of their acquisition will not exceed the amount of reserve capital referred to in § 3.2;
 - b) the minimum level of payment for one Share under the Authorisation will be PLN 0.10 (in words: ten grosz);
 - c) the maximum level of payment for one Share under the Authorisation will be PLN 3.00 (in words: three zloty);
 - d) the total maximum level of payment for the acquired Shares, increased by the costs of acquisition thereof, will not be higher than PLN 268,534,866.00 (in words: two hundred sixty-eight million five hundred thirty-four thousand eight hundred and sixty-six zloty),
 - e) pursuant to the decision of the Management Board of the Company, the Shares can be acquired through third parties acting on behalf of the Company and the brokerage houses in the stock market trade at the Warsaw Stock Exchange and in OTC trade,
 - f) pursuant to the decision of the Management Board of the Company, the Shares or parts thereof can be acquired in a manner in which the Company invites the shareholders to tender for selling the shares under the Authorisation. In this situation, the acquisition of Shares will be made under the Authorisation proportionally, which means that if the total amount of shares of the Company covered by tenders for selling made within the deadline for receipt thereof is higher than the total amount of shares of the Company, which the Company intends to acquire under the Authorisation or under a given stage of exercising the Authorisation, the Company will make a proportionate reduction of the amount of shares covered by tenders for selling made by the shareholders of the Company,
 - g) the acquisition of Shares under the Authorisation can be made within a period not longer than 3 years from the date of adoption hereof, whereas it can be made within the above period once (in full) or in parts (in tranches), within the deadline or deadlines set by the Management Board of the Company in exercising the Authorisation,
 - h) Shares can be acquired under the public call for Company's shares,
 - i) the acquisition of own Shares will be financed from reserve capital created for this purpose pursuant to § 3 of this Resolution of the General Meeting of Shareholders out of the amount, which pursuant to Art. 348 § 1 of the Commercial Companies Code can be dedicated for distribution, and from reserve capital referred to in § 3.2,
 - j) the purpose of acquisition of own Shares will be defined under a resolution of the Management Board, in particular own Shares acquired by the Company can be dedicated to further resale.
4. Acting in the interest of the Company and upon consulting the Supervisory Board, the Management Board may:
 - a) end the purchase of Shares before the expiry of the 3-year period from the date of adoption hereof or before the exhaustion of all resources dedicated to their purchase,
 - b) resign from the purchase of Shares entirely or partially.

§ 2.

1. The General Meeting of Shareholders obliges and authorises the Management Board of the Company to undertake all factual and legal steps necessary for the acquisition of own Shares of the Company pursuant to Art. 362 § 1.8 of the Commercial Companies Code, including the conclusion of the agreements with brokerage houses regarding the acquisition of the shares under stock market and OTC transactions. The Management Board of the Company is authorised to determine the other rules of acquisition of Shares insofar as not defined herein.

The ultimate amount of Shares, method of their acquisition, price, date of their acquisition, and the terms of potential resale will be defined by the Management Board of the Company.

2. The Management Board is required to communicate the terms of acquisition of own Shares of the Company pursuant to Art. 56 of the Act on public offering, before starting their acquisition.

§ 3.

1. In connection to revoking § 1 and 2 of Resolution No. 4 of the Extraordinary General Meeting dated 3 October 2011, the reserve capital in the amount of PLN 30,000,000.00 (in words: thirty-three million zloty), created pursuant to § 3 hereof, will be used for financing the acquisition of own shares acquired pursuant to this Resolution of the Extraordinary General Meeting and for financing the costs of acquisition thereof.
2. In relation to the provisions of this Resolution, the Extraordinary General Meeting, acting pursuant to Art. 348 § 1 in connection with Art. 396 § 4 and 5 of the Commercial Companies Code, resolves to create reserve capital in the amount of PLN 100,000,000.00 (in words: one hundred million zloty) dedicated to the acquisition of own Shares, pursuant to the authorisation of the Extraordinary General Meeting granted herein and to finance the costs of this acquisition.
3. The reserve capital, referred to above in Section 2, in the amount of PLN 100,000,000.00 (in words: one hundred million zloty) will be created by transferring the amount of PLN 70,000,000.00 (in words: seventy million zloty) from the supplementary capital (originating from the company's profit transferred to the supplementary capital) of the Company in accordance with the requirements of Art. 348 § 1 of the Commercial Companies Code and through transferring the amount of PLN 30,000,000.00 (in words: thirty million zloty) from reserve capital created pursuant to Resolution No. 4 of the Extraordinary General Meeting dated 3 October 2011, pursuant to the requirements of Art. 348 § 1 of the Commercial Companies Code, in relation to revocation of § 1 and 2 of this resolution.

§ 4.

The resolution takes effect on the day of its adoption.

Legal basis: Art. 56.1.2.a of Act of July 29th 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 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).