

## RESOLUTION No. 1

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*on selecting the chairman of the ordinary general meeting*

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code, the ordinary general meeting of the Company hereby resolves to appoint Mrs Agnieszka Smorszczewska as the chairman of the ordinary general meeting.

### Voting result:

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,444,238	57.64%	126,444,238	126,444,238	0	0

## RESOLUTION No. 2

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*on approving the agenda of the ordinary general meeting*

The ordinary general meeting of the Company (the “**General Meeting**”) hereby adopts the following agenda:

### Agenda:

1. Opening of the General Meeting.
2. Election of the chairman of the General Meeting.
3. Statement that the General Meeting was duly convened and that it may adopt resolutions, and the adoption of the agenda.
4. Review and adoption of a resolution regarding approval of the Company's financial statements for the financial year 2011, and the Management Board's report on the Company's operations in the financial year 2011.
5. Review and adoption of a resolution regarding the approval of the consolidated financial statements of the capital group of the Company for the financial year 2011.

6. Adoption of a resolution regarding the coverage of loss for the financial year 2011.
7. Adoption of resolutions regarding the approval of the duties performed by the Management Board members in the financial year 2011.
8. Adoption of resolutions regarding the approval of the duties performed by the members of the Company's supervisory board in the financial year 2011.
9. Adoption of a resolution on increasing the Company's share capital by way of issuing ordinary bearer shares and on amending the Company's statute, with the proposed record date being 4 June 2012.
10. Adoption of a resolution regarding granting remuneration and phantom share options to the Chairman of the Supervisory Board.
11. Adoption of a resolution regarding granting remuneration to the Member of the Supervisory Board.
12. Closing of the General Meeting.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
121,811,455	55.53%	121,811,455	121,811,455	0	0

**RESOLUTION No. 3**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the review and approval of the Company's financial statements for the financial year 2011, and the management board's report on the Company's operations in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.1 of the Commercial Companies Code and Art. 53 section 1 of the Accounting Act dated 29 September 1994, the ordinary general meeting of the Company, having reviewed the Company's financial statements for the financial year 2011, hereby resolves to approve such financial statements which include the balance sheet, the profit and loss account, the cash flow statement and notes, and the management board's report on the Company's operations in the financial year 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,454,238	57.64%	126,454,238	126,454,238	0	0

**RESOLUTION No. 4**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the review and approval of the consolidated financial statements of the capital group of the Company for the financial year 2011*

Acting pursuant to Art. 63c section 4 of the Accounting Act dated 29 September 1994 and Art. 395 § 5 of the Commercial Companies Code, the ordinary general meeting of the Company, having reviewed the consolidated financial statements of the capital group of the Company for the financial year 2011, hereby resolves to approve such consolidated financial statements.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
122,275,968	55.74%	122,275,968	122,275,968	0	0

**RESOLUTION No. 5**

of the ordinary general meeting of Globe Trade Centre Spółka Akcyjna  
dated 16 April 2012

*regarding the coverage of loss for the financial year 2011*

Acting pursuant to Art. 395 § 2.2 of the Commercial Companies Code, the ordinary general meeting of the Company hereby resolves that loss shown in the Company's financial statements for the financial year ended on 31 December 2011 in the amount of PLN 1,042,723,000, shall be covered from profits generated in previous years.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,910,481	57.85%	126,910,481	126,910,481	0	0

### **RESOLUTION No. 6**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Erez Boniel  
as a member of the Company's management board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Erez Boniel, a member of the Company's management board, in the financial year 2011.

#### **Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
122,660,831	55.91%	122,660,831	122,660,831	0	0

### **RESOLUTION No. 7**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Hagai Harel  
as a member of the Company's management board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Hagai Harel, a member of the Company's management board, in the financial year 2011.

#### **Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,435,103	57.63%	126,435,103	126,435,103	0	0

### **RESOLUTION No. 8**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Piotr Kroenke  
as a member of the Company's management board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Piotr Kroenke, a member of the Company's management board, in the financial year 2011.

#### **Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,454,138	57.64%	126,454,138	126,454,138	0	0

### **RESOLUTION No. 9**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Mariusz Kozłowski  
as a member of the Company's management board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Mariusz Kozłowski, a member of the Company's management board, in the financial year 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,466,042	57.65%	126,466,042	126,466,042	0	0

**RESOLUTION No. 10**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Jacek Wachowicz  
as a member of the Company's management board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Jacek Wachowicz, a member of the Company's management board, in the period from 11 January 2011 to 31 December 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,454,138	57.64%	126,454,138	126,454,138	0	0

**RESOLUTION No. 11**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Yovav Carmi  
as a member of the Company's management board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Yovav Carmi, a member of the Company's management board, in the period from 14 March 2011 to 31 December 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
123,304,908	56.21%	123,304,908	123,304,908	0	0

## RESOLUTION No. 12

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Witold Zatoński  
as a member of the Company's management board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Witold Zatoński, a member of the Company's management board, in the financial year 2011.

### Voting result:

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,910,381	57.85%	126,910,381	126,910,381	0	0

## RESOLUTION No. 13

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Eli Alroy  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Eli Alroy, a member of the Company's supervisory board, in the financial year 2011.

### Voting result:

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
122,132,615	55.67%	122,132,615	122,132,615	0	0

### **RESOLUTION No. 14**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Mariusz Grendowicz  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Mariusz Grendowicz, a member of the Company's supervisory board, in the financial year 2011.

#### **Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,121,039	57.49%	126,121,039	126,121,039	0	0

### **RESOLUTION No. 15**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Alain Ickovics  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Alain Ickovics, a member of the Company's supervisory board, in the financial year 2011.

#### **Voting result:**

The number of	Percentage share	Total number of	The number of	The number of	The number of votes
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shares of which given valid votes	of shares, of which given valid votes	valid shares	votes in favour of the resolution	votes against the resolution	abstained
126,264,392	57.56%	126,264,392	126,264,392	0	0

### **RESOLUTION No. 16**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2011.

*regarding the approval of the duties performed by Yosef Grunfeld  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Yosef Grunfeld, a member of the Company's supervisory board, in the financial year 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,215,006	57.53%	126,215,006	126,215,006	0	0

### **RESOLUTION No. 17**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Alon Ytzhak Shlank  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Alon Ytzhak Shlank, a member of the Company's supervisory board, in the period from 1 January 2011 to 20 January 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
65,212,781	29.73%	65,212,781	65,212,781	0	0

## **RESOLUTION No. 18**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Henry Marcel Philippe Alster  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Henry Marcel Philippe Alster, a member of the Company's supervisory board, in the period from 1 January 2011 to 21 January 2011.

### **Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
102,232,211	46.51%	102,232,211	102,232,211	0	0

## **RESOLUTION No. 19**

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Walter van Damme  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Walter van Damme, a member of the Company's supervisory board, in the period from 1 January 2011 to 20 January 2011.

### **Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
125,799,879	57.35%	125,799,879	125,799,879	0	0

## RESOLUTION No. 20

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Jan Slootweg  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Jan Slootweg, a member of the Company's supervisory board, in the financial year 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
65,571,423	29.89%	65,571,423	65,571,423	0	0

## RESOLUTION No. 21

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by David Brush  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by David Brush, a member of the Company's supervisory board, in the financial year 2011.

**Voting result:**

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126,360,271	57.60%	126,360,271	126,360,271	0	0

## RESOLUTION No. 22

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the approval of the duties performed by Artur Kucharski  
as a member of the Company's supervisory board in the financial year 2011*

Acting pursuant to Art. 393.1 and Art. 395 § 2.3 of the Commercial Companies Code, the ordinary general meeting of the Company hereby approves the duties performed by Artur Kucharski, a member of the Company's supervisory board, in the financial year 2011.

### Voting result:

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
118,576,528	54.05%	118,576,528	118,576,528	0	0

## RESOLUTION No. 23

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*on increasing the Company's share capital by way of issuing ordinary bearer shares, and on amending the Company's statute*

Acting pursuant to Art. 430, 431, 432, 433 and 436 of the Commercial Companies Code, the ordinary general meeting of the Company hereby resolves as follows:

### § 1

1. The Company's share capital shall be increased by at least PLN 0.10 (ten groszy) and no more than PLN 10,000,000 (ten million zloty) up to an amount not exceeding PLN 31,937,299 (thirty one million nine hundred thirty seven thousand two hundred ninety nine zloty) by issuing at least one (1) and not more than 100,000,000 (one hundred million) ordinary bearer series I shares with a nominal value of PLN 0.10 (ten groszy) each ("**Series I Shares**").
2. The issue of Series I Shares shall be by way of a private placement within the meaning of Art. 431 § 2.2 of the Commercial Companies Code conducted in the form of a public offering within the meaning of the Act on

Public Offering, the Terms of Introducing Financial Instruments to an Organized Trading System, and on Public Companies dated 29 July 2005 (the “**Act on Public Offering**”).

3. Series I Shares shall participate in the dividend starting from 1 January 2012 on a par with the Company’s remaining shares.
4. Series I Shares may be paid for with cash contributions only.
5. 4 June 2012 is set as the record date for Series I Shares within the meaning of Art. 432 § 2 of the Commercial Companies Code.
6. Shareholders of the Company who hold shares in the Company as at the end of the record date shall have the pre-emptive right to subscribe for Series I Shares. Each share in the Company held as at the end of the record date shall give the relevant shareholder one Series I Shares pre-emptive right.
7. The following rules for the rounding down of the number of the Series I Shares allotted to a person who placed a subscription order in the exercise of their pre-emptive right are hereby determined: the number of the Series I Shares allotted to a person who placed a subscription order in the exercise of their pre-emptive right shall be determined by multiplying the number of such shareholder’s Series I Shares pre-emptive rights exercised in the form of all valid subscription orders submitted by such shareholder, by the number of Series I Shares which will be available for subscription based on one Series I Shares pre-emptive right, and subsequently rounding the resulting product down to the nearest integral number.
8. The time frame for exercising the Series I Shares pre-emptive right will be specified in the prospectus of the Company (the “**Prospectus**”) prepared in accordance with the applicable laws in connection with the public offering and the seeking of admission and introduction of the Series I Shares pre-emptive rights, the rights to Series I Shares, and of Series I Shares to trading on the regulated market of the Warsaw Stock Exchange (the “**WSE**”).

## § 2

1. The Company’s management board is hereby authorized to take any and all actions connected with increasing the share capital, and to determine the specific terms of subscription and allotment of Series I Shares, including to:
  - (a) determine the final number of Series I Shares offered pursuant to Art. 54 of the Act on Public Offerings, if the Company’s management board does not avail itself of this authorization, the number of the Series I Shares offered in the public offering shall be the maximum number of Series I Shares specified in § 1 section 1 of this resolution;
  - (b) determine the issue price of Series I Shares;
  - (c) determine the dates for the opening and closing of subscription for

Series I Shares;

- (d) determine the rules of subscription and allotment of Series I Shares and the rules of subscription and allotment of those Series I Shares that are not subscribed for in the exercise of the Series I Shares preemptive right, by way of additional subscriptions; and
  - (e) conclude agreements to secure the success of the issue of Series I Shares, whether or not in return for a fee, including firm-commitment or stand-by underwriting agreement(s).
- 2. The exercising by the management board of the authorization referred to in section 1 (a) and (b) above requires the consent of the Company's supervisory board.
  - 3. The Company's management board is hereby authorized to take any and all necessary actions in order to offer Series I Shares by way of a public offering within the meaning of the Act on Offering, including to submit an application for the approval of the Prospectus to the Polish Financial Supervisory Authority.
  - 4. The Company's management board is hereby authorized to take a decision to abandon the implementation of this resolution, to suspend its implementation, abandon the public offering or suspend such public offering, at any time. When making the decision on the suspension of the public offering, the Company's management board may refrain from specifying a new date for conducting the public offering, such date to be determined and publicly announced at a later date.

### § 3

- 1. In connection with § 1 and § 2 of this resolution, Article 6 section 2 of the Company's statute shall be amended to read as follows:
  - "2. *The share capital shall be between PLN 21,937,299.10 (twenty-one million, nine hundred and thirty-seven thousand, two hundred and ninety-nine zloty and ten groszy) and 31,937,299 (thirty-one million, nine hundred and thirty-seven thousand, two hundred and ninety-nine zloty) and shall be divided into:*
    - a) *139,286,210 (one hundred and thirty-nine million, two hundred and eighty-six thousand, two hundred and ten) series A shares of PLN 0.10 (ten groszy) nominal value each;*
    - b) *1,152,240 (one million, one hundred and fifty-two thousand, two hundred and forty) series B shares of PLN 0.10 (ten groszy) nominal value each;*
    - c) *235,440 (two hundred and thirty-five thousand, four hundred and forty) series B1 shares of PLN 0.10 (ten groszy) nominal value each;*

- d) *8,356,540 (eight million, three hundred and fifty-six thousand, five hundred and forty) series C shares of PLN 0.10 (ten groszy) nominal value each;*
  - e) *9,961,620 (nine million, nine hundred and sixty-one thousand, six hundred and twenty) series D Shares of PLN 0.10 (ten groszy) nominal value each;*
  - f) *39,689,150 (thirty nine million, six hundred and eighty-nine thousand, one hundred and fifty) series E shares of PLN 0.10 (ten groszy) nominal value each.;*
  - g) *3,571,790 (three million, five hundred and seventy-one thousand, seven hundred and ninety) series F shares of PLN 0.10 (ten groszy) nominal value each;*
  - h) *17,120,000 (seventeen million, one hundred and twenty thousand) series G shares of PLN 0.10 (ten groszy) nominal value each;*
  - i) *up to 100,000,000 (one hundred million) ordinary bearer series I shares."*
2. The Company's management board is hereby authorized to specify the final amount by which the Company's share capital is to be increased, provided that the amount specified by the Company's management board cannot be lower than the minimum amount or higher than the maximum amount of the increase as stated in § 1 section 1 of this resolution. The contents of Article 6.2 of the Company's statute will be determined by the Company's management board acting pursuant to Art. 432 § 4 of the Commercial Companies Code and Art. 310 in connection with Art. 431 § 7 of the Commercial Companies Code by making a representation in the form of a notarial deed regarding the amount of subscribed-for share capital after the allotment of Series I Shares.
3. The Company's supervisory board is hereby authorized to determine the amended and restated text of the Company's statute with due regard for the amendments introduced by this resolution.

#### **§ 4**

1. The ordinary general meeting hereby resolves that the Company will seek the admission and introduction to trading on the regulating market maintained by the WSE, of not more than 100,000,000 Series I Shares, 219,372,990 Series I Shares pre-emptive rights and not more than 100,000,000 rights to Series I Shares. The Company's management board is hereby required and authorized to take any and all necessary steps connected with the performance of the provisions of this section.
2. The ordinary general meeting hereby resolves upon the dematerialization of up to 100,000,000 Series I Shares, 219,372,990 Series I Shares pre-emptive rights and not more than 100,000,000 rights to Series I Shares and,

acting pursuant to Art. 5 section 8 of the Act on Trading in Financial Instruments dated 29 July 2005, it hereby requires and authorizes the Company's management board to conclude an agreement with the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) for the registration of up to 100,000,000 Series I Shares, 219,372,990 Series I Shares pre-emptive rights and up to 100,000,000 rights to Series I Shares, and to undertake any and all necessary steps connected with their dematerialization.

## § 5

This resolution enters into force on the date of its adoption.

### Voting result:

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
127,004,448	57.89%	127,004,448	102,116,178	10,000,000	24,878,270

## RESOLUTION No. 24

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding granting remuneration and phantom share options to the Chairman of the Supervisory Board*

## § 1

Pursuant to Art. 392.1 of the Commercial Companies Code, the General Meeting of Globe Trade Centre Spółka Akcyjna (the "**Company**") hereby grants the Chairman of the Supervisory Board, Alain Ickovics ("**AI**"), the right to remuneration as specified below:

1. Starting from 6 April 2012 AI shall receive remuneration for the performance of his supervisory activities within the Company (the "**Remuneration**") in the amount of EUR 30,000 per month (for April 2012 the Remuneration shall be due in full amount). The Remuneration is inclusive of all social benefits granted to AI.
2. The Company shall pay AI an annual Bonus (the "**Bonus**") equal to 0.5% of the Company's annual Profit for the Year as provided in the consolidated financial statements of the Company prepared in accordance with the IFRS. The Bonus shall be paid within seven days of the date of the approval of the Company's annual financial statement by the General Meeting and not later

than by 30 March of each year.

3. If AI ceases to be the Chairman of the Supervisory Board for any reason (including voluntary resignation) other than dismissal for improper performance of his duties, AI will receive a severance payment equivalent to six months' of the Remuneration.
4. Throughout the term of office of AI, the Company shall maintain, at its cost, a life insurance policy for AI with coverage of EUR 1 million payable to beneficiaries designated by AI.
5. The Company shall reimburse AI for all out-of-pocket expenses, including but not limited to, costs associated with flights, hotels, fax, telephone, internet, etc. incurred by AI in connection with performance of his duties of Chairman of the Supervisory Board.
6. AI shall be entitled to the following Phantom Payments (as defined in section 10 below) based on the right to 1,500,000 Phantom Shares vesting during the period between 28 February 2013 and 28 February 2015, in the following tranches:
  - 6.1. The first tranche of 500,000 Phantom Shares will vest on 28 February 2013;
  - 6.2. The remaining Phantom Shares shall vest in monthly tranches of 41,666 Phantom Shares each on the last day of each month during the period between 1 March 2013 and 31 January 2015, and in an additional tranche of 41,682 Phantom Shares on 28 February 2015.
7. If AI ceases to be the Chairman of the Supervisory Board for any reason other than voluntary resignation or dismissal for improper performance of his duties, all unvested Phantom Shares shall automatically vest and AI will be entitled to exercise all or any part of the Phantom Shares.
8. If AI ceases to be the Chairman of the Supervisory Board for any reason other than dismissal for improper performance of his duties all vested Phantom Shares and all Phantom Shares, which pursuant to clause 7 above shall become vested, shall be exercisable by AI within 12 months following cessation of his position as the Chairman of the Supervisory Board. If AI ceases to be the Chairman of the Supervisory Board due to dismissal for improper performance of his duties, all vested Phantom Shares shall be exercisable by AI within 30 days following cessation of his position as the Chairman of the Supervisory Board
9. In the event of split of the shares in the Company, the Phantom Shares and the exercise price specified as B below will be split as appropriate, and in the event of an increase in the share capital, the number of the Phantom Shares will be increased proportionally.
10. AI may exercise the rights attached to the Phantom Shares vested to him on multiple occasions in the period between 28 February 2013 and 29 February 2016, subject to Clause 8 above. Upon exercise of the rights, AI will be

entitled to phantom payments (the “Phantom Payments”) calculated in accordance with the following formula:

$$P = Z * (A-B)$$

where:

P - the Phantom Payment in PLN;

Z - the number of Phantom Shares the rights attached to which are exercised by AI;

A - the average closing price of the shares in the Company at the Warsaw Stock Exchange in the period of 30 days before serving on the Company a notice on the exercise of the rights; and

B - PLN 10.00 less (i) the per-share value of all dividends paid by the Company to its shareholders between the date of the phantom option agreement and the date of serving the notice on exercise of the rights; and (ii) – in the event of new issue of shares with pre-emptive rights between the date of the phantom option agreement and the date of serving the notice on exercise of the rights - less the difference between: (A) the Pre-Issuance Share Price (as defined below) and (B) the Weighted Average Share Price upon the Issuance (as defined below) according to the following formula:

$$WASP = \frac{(PISP \times ES) + (IP \times NS)}{(ES + NS)}$$

where:

**Pre-Issuance Share Price (the “PISP”)** = the average closing price for the shares in the Company on the Warsaw Stock Exchange during the 30-day period prior to the date of the announcement of the plan to issue new shares with pre-emptive rights;

**ES** = the existing number of shares in the Company immediately prior to issue of new shares with pre-emptive rights;

**IP** = the issue price of the new shares with pre-emptive rights.

**NS** = the number of new shares issued with pre-emptive rights.

**Weighted Average Share Price upon the Issuance (WASP)** = the result of the Weighted Average Share Price formula as per the formula above.

11. As an alternative to the Phantom Payments, the Company may deliver to AI a number of shares in the Company equal to the amount of Phantom Payment divided by the average closing price of shares in the Company at the Warsaw Stock Exchange in the period of 30 days before serving on the Company the notice of exercise of the rights, less PLN 0.1. The issue price of such shares shall be PLN 0.1 per share.

## § 2

The General Meeting hereby authorizes the Management Board of the Company to execute with AI one or more agreements specifying in detail the above terms and conditions. Any provisions of this Resolution and the rights granted to AI hereunder may be granted, at AI's discretion, not to AI personally, but to a company controlled by him, and such rights may be exercised by that company.

## § 3

This resolution shall enter into force on the date of its adoption, effective as of 6 April 2012.

### Voting result:

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126 ,404 ,852	57.62%	126 ,404 ,852	65 ,773 ,245	56 ,443 ,337	4 ,188 ,270

## RESOLUTION No. 25

of the ordinary general meeting of  
Globe Trade Centre Spółka Akcyjna

dated 16 April 2012

*regarding the granting of remuneration to a member of the Supervisory Board*

On the basis of Art. 392 § 1 of the Commercial Companies Code, the ordinary general meeting of the Company awards to Mr Krzysztof Gerula – a member of the Company's Supervisory Board appointed pursuant to Articles 7.1.1, 7.1.2 and 7.1.3 of the Company's statute by ING Powszechne Towarzystwo Emerytalne S.A. with its registered seat in Warsaw (00-342), at ul. Topiel 12, acting on behalf of ING Otwarty Fundusz Emerytalny, monthly remuneration in the amount of PLN 8,000 for the performance of his duties as of the appointment date of 13 March 2012.

### Voting result:

The number of shares of which given valid votes	Percentage share of shares, of which given valid votes	Total number of valid shares	The number of votes in favour of the resolution	The number of votes against the resolution	The number of votes abstained
126 ,454 ,238	57.64%	126 ,454 ,238	106 ,615 ,771	9 ,303 ,036	10 ,535 ,431