

GLOBE TRADE CENTRE SPÓŁKA AKCYJNA

**DRAFT RESOLUTIONS
OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
DATED 24 APRIL 2013**

RESOLUTION No. 1

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

on the election of the Chairman of the Meeting

§1

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company elects Mr./Mrs. [●] as the Chairman of the Meeting.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 2

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

on the adoption of the agenda

The Annual General Meeting of Shareholders of the Company adopts the following agenda:

1. Opening of the General Meeting;
2. Election of the Chairman of the General Meeting;
3. Statement regarding the fact that the General Meeting was duly convened and that it may adopt resolutions, and adoption of the General Meeting’s agenda;
4. Adoption of a resolution on the review and approval of the Company’s financial statements for the financial year of 2012, and of the report of the Management Board on the Company’s operations in the financial year of 2012;
5. Adoption of a resolution on the review and approval of the Company’s Capital Group’s consolidated financial statements for the financial year of 2012 and of the report of the Management Board on the Company’s Capital Group’s operations in the financial year of 2012;

6. Review of the motion of the Company's Management Board regarding the coverage of loss for the financial year of 2012 and adoption of a resolution regarding coverage of loss for the financial year of 2012;
7. Adoption of resolutions on the approval of the duties performed by the Company's Management Board Members in the financial year of 2012;
8. Adoption of resolutions on the approval of the duties performed by the Company's Supervisory Board Members in the financial year of 2012;
9. Adoption of a resolution regarding the consent to the sale by the Company of a part of its real property;
10. Adoption of a resolution on the appointment of an Independent Member of the Company's Supervisory Board;
11. Adoption of resolutions on the Company's Supervisory Board Members' remuneration;
12. Closing of the Meeting.

RESOLUTION No. 3

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

on the review and approval of the Company's financial statements for the financial year of 2012 and the report of the Management Board on the Company's operations in the financial year of 2012

§1

Pursuant to Article 393, section 1 and Article 395, § 2.1 of the Commercial Companies Code and Article 53, section 1 of the Accounting Act dated 29 September 1994, the Annual General Meeting of Shareholders of the Company, after examination and becoming familiar with the opinion of the Supervisory Board of the Company, hereby approves the financial statements of the Company for the financial year of 2012, including the balance sheet, the profit and loss account, the cash flow statement and the additional information, as well as the report of the Management Board on the Company's operations in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

RESOLUTION No. 4

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

on the review and approval of the Company's Capital Group's consolidated financial statements for the financial year of 2012 and of the report of the Management Board on the Company's Capital Group's operations in the financial year of 2012

§1

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63c, section 4 of the Accounting Act dated 29 September 1994, the Annual General Meeting of Shareholders of the Company, following a review, approves the consolidated financial statements of the Company's Group for the financial year of 2012 and the report of the Management Board on the Company's Capital Group's operations in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

RESOLUTION No. 5

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

on the coverage of loss for the financial year of 2012

§1

Pursuant to Article 395 § 2.2 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company resolves that the loss, as provided in the financial statements of the Company for the financial year ending 31 December 2012 which consists of PLN 476,945,000 shall be covered from profits generated in previous years.

§2

The Resolution comes into force as of the date of its adoption.

RESOLUTION No. 6

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

*on the approval of duties performed by Mr. Erez Boniel – member of the Company's
Management Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Management Board Member, Mr. Erez Boniel, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 7

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Piotr Kroenke – member of the Company’s
Management Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Member, Mr. Piotr Kroenke, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 8

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Mariusz Kozłowski – member of the Company’s
Management Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Member, Mr. Mariusz Kozłowski, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 9

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

on the approval of duties performed by Mr. Witold Zatoński – member of the Company's Management Board in the financial year of 2012

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Management Board Member, Mr. Witold Zatoński, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 10

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

on the approval of duties performed by Mr. Hagai Harel – member of the Company's Management Board in the financial year of 2012

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Management Board Member, Mr. Hagai Harel, in the financial year of 2012, from 1 January 2012 to 25 July 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 11

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

on the approval of duties performed by Mr. Yovav Carmi - member of the Company's Management Board in the financial year of 2012

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed

by the Company's Management Board Member, Mr. Yovav Carmi, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 12

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

*on the approval of duties performed by Mr. Jacek Wachowicz - member of the Company's
Management Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Management Board Member, Mr. Jacek Wachowicz, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 13

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

*on the approval of duties performed by Mr. Eli Alroy – member of the Company's Supervisory
Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Supervisory Board Member, Mr. Eli Alroy, in the financial year of 2012, from 1 January 2012 to 6 April 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 14

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Mariusz Grendowicz – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Mariusz Grendowicz, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 15

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Alain Ickovics – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Alain Ickovics, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 16

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Yosef Grunfeld – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Yosef Grunfeld, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 17

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Jan Slootweg – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Jan Slootweg, in the financial year of 2012, from 1 January 2012 to 6 December 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 18

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. David Brush – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Supervisory Board Member, Mr. David Brush, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 19

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

*on the approval of duties performed by Mr. Artur Kucharski – member of the Company's
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Supervisory Board Member, Mr. Artur Kucharski, in the financial year of 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 20

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

*on the approval of duties performed by Mr. Wojciech Napiórkowski – member of the
Company's Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Supervisory Board Member, Mr. Wojciech Napiórkowski, in the financial year of 2012 from 4 July 2012 to 31 December 2012.

§3

The Resolution was adopted by way of secret ballot.

§2

The Resolution comes into force as of the date of its adoption.

RESOLUTION No. 21

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Shouky Oren – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Shouky Oren, in the financial year of 2012 from 6 April 2012 to 31 December 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 22

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Guy Elias – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Guy Elias, in the financial year of 2012 during period from 6 December 2012 to 31 December 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 23

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

*on the approval of duties performed by Mr. Krzysztof Gerula – member of the Company’s
Supervisory Board in the financial year of 2012*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Krzysztof Gerula, in the financial year of 2012 from 13 March 2012 to 31 December 2012.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 24

of the Shareholders’ Meeting
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

regarding the consent to the sale by the Company of a part of its real property

§1

The Company is a joint owner of a 3120/20220 share in real property. The property constitutes a non-residential property, which is a swimming pool representing 548.70 m² of the GLA, including an under-pool area of 395.70 m² attached thereto, situated on the ground floor and on level -1 in the residential building at ul. Wielicka 42 in Warsaw (the “**Pool**”). The Regional Court for Warsaw – Mokotów in Warsaw, VII Division of Land and Mortgage Register maintains for that property land and mortgage register No. KW WA2M/00432815/4. The property was acquired by the Company as a result of the liquidation of its wholly owned subsidiary. The Annual General Meeting of Shareholders of the Company resolves, acting pursuant to Article 393 section 4 of the Commercial Companies Code, to consent to the sale by the Company, to the owners/joint owners of flats in the said building, the Housing Association - Wspólnota Mieszkaniowa Apartamentów przy Królikarni with its registered office in Warsaw, or other entities, the abovementioned property owned by the Company for the gross price not exceeding PLN 1.22 for each share of 60/20220 in the joint ownership of the Pool.

§2

The Resolution comes into force as of the date of its adoption.

RESOLUTION No. 25

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

on the appointment of an Independent Member of the Company’s Supervisory Board

§1

Pursuant to Article 385 §1 of the Commercial Companies Code and section 7.2.1 of Article 7 of the Company’s Articles of Association, the Annual General Meeting of Shareholders of the Company hereby appoints Mr./ Mrs. [●] to the Company’s Supervisory Board as an Independent Member (as defined under section 7.2.1 of Article 7 of the Company’s Articles of Association) for a period of three (3) years.

§2

The Resolution comes into force as of the date of its adoption.

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 26

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

on the Supervisory Board Member’s remuneration

§1

Pursuant to Article 392 § 1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company hereby awards to Mr. Wojciech Napiórkowski - member of the Company’s Supervisory Board, elected pursuant to section 7.1.1 7.1.2 and 7.1.3 of the Company’s Articles of Association, by ING Powszechne Towarzystwo Emerytalne S.A. with its seat in Warsaw (00 – 342), at ul. Topiel 12, acting on behalf of ING Otwarty Fundusz Emerytalny, a monthly remuneration for the performance of his duties, from the appointment date, i.e. 4 July 2012, in the amount of PLN 8,000.

§2

The Resolution comes into force as of the date of its adoption.

RESOLUTION No. 27

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 April 2013

on the Supervisory Board Member’s remuneration

§1

Pursuant to Article 392 § 1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company hereby awards to the Independent Member of the Supervisory Board of the Company elected by the Shareholders Meeting pursuant to section 7.2.1 of the Company's Articles of Association, a monthly remuneration for the performance of his duties, from the appointment date, i.e. 24 April 2013, in the amount of PLN 8,000.

§2

The Resolution comes into force as of the date of its adoption.

RESOLUTION No. 28

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 24 April 2013

on the Supervisory Board Member's remuneration

§1

Pursuant to Article 392 § 1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company hereby awards to Mr. Marcin Murawski - member of the Company's Supervisory Board, elected pursuant to section 7.1.1 7.1.2 and 7.1.3 of the Company's Articles of Association, by AVIVA Powszechne Towarzystwo Emerytalne AVIVA BZ WBK S.A. with its seat in Warsaw (02-672) at ul. Domaniewskiej 44, acting on behalf of AVIVA Otwarty Fundusz Emerytalny, a monthly remuneration for the performance of his duties, from the appointment date, i.e. 15 March 2013, in the amount of PLN 8,000.

§2

The Resolution comes into force as of the date of its adoption.