

RESOLUTION NO. 1
of the Extraordinary General Meeting of
GLOBE TRADE CENTRE SPÓŁKA AKCYJNA, with its registered office in Warsaw
dated 9 January 2014

regarding the election of the chairperson of the extraordinary general meeting.

The extraordinary general meeting of Globe Trade Centre S.A., with its registered office in Warsaw (the “**Company**”), acting pursuant to Article 409§ 1 of the Act dated 15 September 2000, the Commercial Companies Code (the “**CCC**”) resolves as follows:

§ 1

The extraordinary general meeting hereby elects Mrs. Agnieszka Smorszczewska as the chairperson of the meeting.

§ 2

This resolution shall come into force at the moment of its adoption.

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
242.740.287	76,0%	242.740.287	237.125.795	0	5.614.492

RESOLUTION NO. 2
of the Extraordinary General Meeting of
GLOBE TRADE CENTRE SPÓŁKA AKCYJNA, with its registered office in Warsaw
dated 9 January 2014

regarding the adoption of the agenda of the extraordinary general meeting

The extraordinary general meeting of Globe Trade Centre S.A., with its registered office in Warsaw (the “**Company**”), hereby resolves to adopt the following agenda:

§ 1

1. Opening of the extraordinary general meeting of the shareholders.
2. Election of the chairperson of the extraordinary general meeting of the shareholders.
3. Execution of the attendance list, acknowledgement that the extraordinary general meeting of the shareholders has been convened appropriately and is capable of adopting binding resolutions.
4. Adoption of the agenda of the extraordinary general meeting.
5. Adoption of the resolution regarding the increase of the Company’s share capital through the issuance of ordinary series J bearer shares, the exclusion of all of the pre-emptive rights of the existing shareholders to all of the series J shares, the amendment of the Company’s statute, the application for the admission and introduction of the series J shares and/or rights to series J shares to trading on the regulated market operated by the Warsaw Stock Exchange and the dematerialisation of the series J shares and/or rights to series J shares.
6. Adoption of a resolution regarding the granting of remuneration to members of the Supervisory Board.

7. Closing of the extraordinary general meeting of the shareholders.

§ 2

This resolution shall come into force at the moment of its adoption.

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
242.740.287	76,0%	242.740.287	242.740.287	0	0

RESOLUTION NO. 3
of the Extraordinary General Meeting of
GLOBE TRADE CENTRE SPÓŁKA AKCYJNA, with its registered office in Warsaw
dated 9 January 2014

regarding the increase of the Company's share capital through the issuance of ordinary series J bearer shares, the exclusion of all of the pre-emptive rights of the existing shareholders to all of the series J shares, the amendment of the Company's statute, the application for the admission and introduction of series J shares and/or rights to series J shares to trading on the regulated market operated by the Warsaw Stock Exchange and the dematerialisation of the series J shares and/or rights to series J shares

The extraordinary general meeting of Globe Trade Centre S.A., with its registered office in Warsaw (the "**Company**"), acting pursuant to Articles 430, 431, 432 and 433 § 2, and Art. 310 § 2, in connection with Art. 431 § 7 of the Act dated 15 September 2000, the Commercial Companies Code (the "**CCC**"), resolves as follows:

§ 3

- 1** The Company's share capital shall be increased by no less than PLN 0.10 (ten Polish groszy) but no more than PLN 3,193,729.8 (three million, one hundred and ninety-three thousand, seven hundred and twenty-nine zlotys and eighty groszy) up to the amount of not lower than PLN 31,937,299.1 (thirty-one million, nine hundred and thirty-seven thousand, two hundred and ninety-nine zlotys and ten groszy) but not higher than PLN 35,131,028.8 (thirty-five million, one hundred and thirty-one thousand, twenty-eight zlotys and eighty groszy) through the issuance of no less than 1 (one) but no more than 31,937,298 (thirty-one million, nine hundred and thirty-seven thousand, two hundred and twenty-eight) ordinary series J bearer shares with a par value of PLN 0.10 (ten groszy) each (the "**Series J Shares**").
- 2** The Series J Shares shall be issued by way of a private issuance (in Polish: *subskrypcja prywatna*) within the meaning of Article 431 §2.1 of the CCC and shall be addressed only to certain investors on the terms set forth in this resolution each of whom shall only be entitled to acquire the Series J Shares with an aggregate value, calculated based on the issue price on the date such price is determined, of at least EUR 100,000, such value to be based on the average PLN to EUR exchange rate of the NBP as of the date of determination of the issue price (the "**Eligible Investors**").
- 3** The Eligible Investors selected to participate in the book-building process for the Series J Shares (the "**Book-Building**") shall submit declarations of interest in respect of subscribing for the Series J Shares at a price that is not lower than the issue price of the Series J Shares determined by the management board on the terms set forth in this resolution after the completion of the Book-Building process.
- 4** The issue of the Series J Shares may, at the sole discretion of the management board, be conducted by way of a public offering within the meaning of Art. 3.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies dated 29 July 2005, directed at the Eligible Investors.
- 5** The Series J Shares shall participate in dividend on the following terms:

- 5.1 if the Series J Shares are registered for the first time on the securities accounts of shareholders by the dividend record date (including such date) on which the list of shareholders eligible to receive dividends is determined, the Series J Shares will participate in dividend distributions starting from dividend distributions for the previous financial year on terms equal to the other shares in the Company, i.e. starting from 1 January of the financial year directly preceding the financial year within which the Series J Shares were registered for the first time on the securities accounts of shareholders; and
 - 5.2 if the Series J Shares are registered for the first time on the securities accounts of shareholders on a date following the dividend record date on which the list of shareholders eligible to receive dividends is determined, the Series J Shares will participate in dividend distributions starting from the dividend distribution for the financial year within which the Series J Shares were registered for the first time on the securities accounts of shareholders, i.e. starting from 1 January of such financial year, on terms equal to the other shares in the Company.
- 6 The Series J Shares may be paid for exclusively with cash.

§ 4

- 1 In the best interest of the Company, the pre-emptive rights of the Company's existing shareholders to all of the Series J Shares are excluded in their entirety.
- 2 A written opinion of the management board stating the arguments for excluding the pre-emptive rights of the existing shareholders to the Series J Shares and providing for the method of the establishment of the issue price for the Series J Shares is attached to this resolution.

§ 5

- 1 The management board is authorised to take any and all actions related to the increase in the share capital referred to in this resolution, to take any and all steps aimed at offering the Series J Shares by way of a private issuance within the meaning of Art. 431 § 2.1 of the CCC and to determine the detailed terms of subscription for the Series J Shares, including to:
 - 1.1 determine the issue price of the Series J Shares, taking into account the outcome of the Book-Building process and with a view of maximising the proceeds from the issue of the Series J Shares (the issue price of the Series J Shares shall not be lower than the closing price of the shares in the Company on the regulated market operated by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) on the session day preceding the date of the determination of the issue price for the Series J Shares, decreased by a discount (if any), such discount to be approved by the supervisory board of the Company);
 - 1.2 set the date on which subscription offers will be submitted and the date of signing by the Company of subscription agreements for the Series J Shares, provided that the conclusion by the Company of subscription agreements for the Series J Shares will occur not later than 6 (six) months from the date of this resolution;
 - 1.3 decide on the number, if any, of the Series J Shares to be offered to the participants of the Book-Building following the completion of the Book-Building process;
 - 1.4 decide on the terms of offering the Series J Shares, including the rules for the selection of investors to whom Series J Share subscription offers will be submitted and with whom subscription agreements for the Series J Shares will be concluded (the "**Terms of Subscription**"), provided, however, that the Terms of Subscription shall stipulate, among other things:
 - (i) that Eligible Investors who were the Company's shareholders as at 24 December 2013, i.e. the record date of this extraordinary general meeting (the "**Priority Date**") (the "**Priority Eligible Investors**"), shall be entitled to priority in the taking-up of the Series J Shares, on the terms set forth in the Terms of Subscription, on the basis of a ratio of 1 (one) Series J Share for every 10 (ten) shares in the Company held by a Priority Eligible Investor on the Priority Date (such priority, the "**Priority in Series J Shares Take-up**"). In the event that the number of Series

J Shares for a particular Priority Eligible Investor participating in the Priority in Series J Shares Take-up is not a whole number, it shall be rounded down to the nearest whole number, and

- (ii) that in order for a Priority Eligible Investor to be eligible to participate in the Priority in Series J Shares Take-up, the Eligible Investor must meet the following additional conditions (the “**Priority Eligibility Conditions**”): (a) submit in the Book-Building process a document certifying that such investor was the Company’s shareholder as of the Priority Date, (b) present, as part of the Book-Building process, a declaration of interest in subscribing for the Series J Shares at a price not lower than the final issue price determined by the Company’s management board, and (c) to enter into an agreement with the Company to acquire the Series J Shares offered to it at the issue price determined by the management board; and

- 2 It is resolved that the Company will file for the admission and introduction to trading of the Series J Shares on the regulated market operated by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) and, if the conditions for such admission and introduction are fulfilled, of rights to the Series J Shares. The management board is authorised to take any and all necessary actions related to the performance of the provisions of this section.
- 3 All of the Series J Shares will be dematerialized within the meaning of the Act on Trading in Financial Instruments dated 29 July 2005. The management board is required and authorised to execute with the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) an agreement for the registration of the Series J Shares in the securities depository and, if the conditions for such registration are fulfilled, of rights to the Series J Shares, as well as to take any and all other necessary actions connected with the dematerialization thereof.
- 4 The management board is authorised to, at any time, decide to abandon the performance of this resolution, suspend the performance of this resolution, abandon the private issuance within the meaning of Article 431 §2.1 of the CCC, or suspend such private issuance. If the management board resolves to adopt a decision to suspend the private issuance within the meaning of Article 431 §2.1 of the CCC, it may refrain from stating a new date for such private issuance as such date may be determined at a later date, subject to the deadline referred to in § 3 section 1.2 of this resolution.

§ 6

- 1 In reference to § 1 – 3 of this resolution, Article 6 section 2 of the Company’s statute shall be amended to read as follows:

“2. The share capital amounts to no less than PLN 31,937,299.1 (thirty-one million, nine hundred and thirty-seven thousand, two hundred and ninety-nine zlotys and ten groszy) and no more than PLN 35,131,028.8 (thirty-five million, one hundred and thirty-one thousand, twenty-eight zlotys and eighty groszy) and is 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 with a nominal value of PLN 0.10 (ten groszy) each;
- b) 1,152,240 (one million, one hundred and fifty-two thousand, two hundred and forty) series B shares with a nominal value of PLN 0.10 (ten groszy) each;
- c) 235,440 (two hundred and thirty-five thousand, four hundred and forty) series B1 shares with a nominal value of PLN 0.10 (ten groszy) each;
- d) 8,356,540 (eight million, three hundred and fifty-six thousand, five hundred and forty) series C shares with a nominal value of PLN 0.10 (ten groszy) each;
- e) 9,961,620 (nine million, nine hundred and sixty-one thousand, six hundred and twenty) series D Shares with a nominal value of PLN 0.10 (ten groszy) each;
- f) 39,689,150 (thirty-nine million, six hundred and eighty-nine thousand, one hundred and fifty) series E shares with a nominal value of PLN 0.10 (ten groszy) each;
- g) 3,571,790 (three million, five hundred and seventy-one thousand, seven hundred and ninety) series F shares with a nominal value of PLN 0.10 (ten groszy) each;

- h) 17,120,000 (seventeen million, one hundred and twenty thousand) series G shares with a nominal value of PLN 0.10 (ten groszy) each;
 - i) 100,000,000 (one hundred million) series I shares with a nominal value of PLN 0.10 (ten groszy) each; and
 - j) no less than 1 (one), but no more than 31,937,298 (thirty-one million, nine hundred and thirty-seven thousand, two hundred and ninety-eight) series J shares with a nominal value of PLN 0.10 (ten groszy) each.”
- 2 The amendment of the Company’s statute referred to in section 1 above shall be effective as of its registration in the Register of Business Entities of the National Court Register.
 - 3 The management board will determine the final amount of the share capital that was subscribed for and will establish the wording of § 9 section 1 of the Company’s statute pursuant to Article 310, in conjunction with Article 431 § 7, of the CCC.
 - 4 The supervisory board of the Company shall be authorised to establish the amended and restated text of the Company’s statute.

§ 7

This resolution shall come into force on the date of its adoption, and, with respect to the amendments to the Company’s statute, on the registration date of such amendments by the registry court.

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
242.740.287	76,0%	242.740.287	198.476.390	44.263.897	0

RESOLUTION NO. 4 of the Extraordinary General Meeting of GLOBE TRADE CENTRE SPÓŁKA AKCYJNA, with its registered office in Warsaw dated 9 January 2014

regarding the granting of remuneration to members of the supervisory board

§ 1

On the basis of Art. 392 § 1 of the Commercial Companies Code, the extraordinary general meeting of the Company awards to Tomasz Mazurczak, a member of the Company’s supervisory board, monthly remuneration in the amount of PLN 8,000 for the performance of his duties as of the appointment date of 19 September 2013.

§ 2

This resolution shall come into force at the moment of its adoption.

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
242.740.287	76,0%	242.740.287	227.306.018	5.474.492	9.959.777

