



Draft resolutions

**ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Midas Spółka Akcyjna

scheduled for

30 June 2014

Draft 1

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the “Company”)
of 30 June 2014**

on: appointing the Chairman of the Ordinary General Meeting

Article 1

Acting pursuant to Article 409 par. 1 of the Commercial Companies Code and Article 29 par. 29.1 of the Company’s Statute, read together with Article 5 par. 3 of the Rules of the General Meeting of the Company, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna hereby resolves to appoint Ms./Mr. as the Chairperson/Chairman of the Ordinary General Meeting.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 2

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the “Company”)
of 30 June 2014**

on: appointing the Returning Committee

Article 1

Acting pursuant to Article 7 par. 5 of the Rules of the General Meeting of the Company, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna hereby resolves to appoint the following persons as members of the Returning Committee: [...]

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 3

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

on: adopting an agenda for the Ordinary General Meeting

Article 1

The Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna hereby resolves to adopt the following agenda for the Ordinary General Meeting of the Company:

1. Opening of the Ordinary General Meeting.
2. Electing the Chairman of the Ordinary General Meeting.
3. Confirming that the Ordinary General Meeting of Shareholders has been properly convened and is capable of adopting resolutions.
4. Appointing the Returning Committee.
5. Adopting the agenda.
6. Reviewing the "Report of the Management Board on the operations of Midas S.A. in 2013" and the "Report of the Management Board on the operations of the Midas Capital Group in 2013", the "Financial Statements of Midas S.A. for the year ended 31 December 2013", the "Consolidated Financial Statements of the Midas Capital Group for the year ended 31 December 2012", and the motion of the Management Board regarding distribution of the Company's 2013 net profit.
7. Reviewing the report of the Company's Supervisory Board on the review of the Reports of the Management Board on the operations of the Company and the Midas Capital Group for the year 2013, the separate financial statements of the Company for the year 2013, the consolidated financial statements of the Midas Capital Group for the year 2013 and the motion of the Management Board regarding distribution of the Company's 2013 net profit.
8. Reviewing the "Report on the activities of the Supervisory Board of Midas Spółka Akcyjna in 2013."
9. Adopting resolutions with regard to:
 - a) approving the "Report of the Management Board on the operations of Midas S.A. in 2013",
 - b) approving the "Financial Statements of Midas S.A. for the year ended 31 December 2013",
 - c) approving the "Report of the Management Board on the operations of the Midas Capital Group in 2013",
 - d) approving the "Consolidated Financial Statements of the Midas Capital Group for the year ended 31 December 2013",
 - e) distributing the Company's 2013 net profit,
 - f) discharging the Company's Management Board members from liability in the performance of their duties in 2013,

- g) discharging the Company's Supervisory Board members from liability in the performance of their duties in 2013,
- 10. Closing of the Ordinary General Meeting.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by public ballot.

Draft 4

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: approving the "Report of the Management Board on the operations of
Midas S.A. in 2013"**

Article 1

Acting pursuant to Article 27 par. 1 letter a) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 1 of the Commercial Companies Code, having reviewed the "Report of the Management Board on the operations of Midas S.A. in 2013", the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to approve the "Report of the Management Board on the operations of Midas S.A. in 2013" in the form presented by the Management Board of the Company.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by public ballot.

Draft 5

Resolution No. .../2014 of the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna (the "Company") of 30 June 2014

on: approving the "Financial Statements of Midas S.A. for the year ended 31 December 2013"

Article 1

Acting pursuant to Article 27 par. 1 letter a) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to approve the "Financial Statements of Midas S.A. for the year ended 31 December 2013", composed of:

1. A statement of comprehensive income for the period from 1 January 2013 to 31 December 2013, showing a net profit of PLN 85,135.40 (eighty-five thousand one hundred and thirty-five and 40/100 zlotys),
2. A statement of financial position as on 31 December 2013, which, on the assets and liabilities side, shows PLN 1,525,742,000 (one billion five hundred and twenty-five million seven hundred and forty-two thousand zlotys),
3. A statement of cash flow for the period from 1 January 2013 to 31 December 2013, showing a cash balance decrease of PLN 68,493,000 (one sixty-eight million four hundred and ninety-three thousand zlotys),
4. A statement of changes in equity for the period from 1 January 2013 to 31 December 2013, showing an increase in equity of PLN 89,000 (eighty-nine thousand zlotys),
5. Accounting principles (policies) and notes.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by public ballot.

Draft 6

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: approving the "Report of the Management Board on the operations of the
Midas Capital Group in 2013"**

Article 1

Acting pursuant to Article 395 par. 5 of the Commercial Companies Code, having reviewed the "Report of the Management Board on the operations of the Midas Capital Group in 2013", the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to approve the "Report of the Management Board on the operations of the Midas Capital Group in 2013" in the form presented by the Management Board.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by public ballot.

Draft 7

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the “Company”)
of 30 June 2014**

**on: approving the “Consolidated Financial Statements of the Midas Capital Group
for the year ended 31 December 2013”**

Article 1

Acting pursuant to Article 395 par. 5 of the Commercial Companies Code and pursuant to Article 63c par. 4 of the Accounting Act of 29 September 1994 (Journal of Laws of 1994, No. 121, item 591, as amended), the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to approve the “Consolidated Financial Statements of the Midas Capital Group for the year ended 31 December 2013”, composed of:

1. A consolidated statement of comprehensive income for the period from 1 January 2013 to 31 December 2013, showing a net loss allocated to the shareholders of the parent company of PLN 206,550,000 (two hundred six million five hundred and fifty thousand zlotys),
2. A consolidated statement of financial position as on 31 December 2013, which, on the assets and liabilities side, shows PLN 1,482,769,000 (one billion four hundred and eighty-two million seven hundred and sixty-nine thousand zlotys),
3. A consolidated statement of cash flow for the period from 1 January 2013 to 31 December 2013, showing a cash balance decrease of PLN 65,643,000 (sixty-five million six hundred and forty-three thousand zlotys),
4. A statement of changes in equity for the period from 1 January 2013 to 31 December 2013, showing a decrease in equity of PLN 206,546,000 (two hundred and six million, five hundred and forty-six thousand zlotys),
5. Accounting principles (policies) and notes.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by public ballot.

Draft 8

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the “Company”)
of 30 June 2014**

on: distributing the Company’s 2013 net profit

Article 1

Acting pursuant to Article 27 par. 1 letter b) of the Company’s Statute, read together with Article 395 par. 2 point 2 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to allocate the entire net profit of Midas Spółka Akcyjna for the financial year 2013 in the amount of PLN 85,135.40 (eighty-five thousand one hundred thirty-five and 40/100 zlotys) towards covering retained loss.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by public ballot.

Draft 9

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging the President of the Company's Management Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge the President of the Company's Management Board, Mr. Krzysztof Adaszewski, from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 10

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging the Vice-President of the Company's Management Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge the Vice-President of the Company's Management Board, Mr. Maciej Kotlicki, from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 11

Resolution No. .../2014

**of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging the Vice-President of the Company's Management Board
from liability in the performance of his duties
during the period from 1 January 2013 to 17 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge the Vice-President of the Company's Management Board, Mr. Dariusz Łukasiewicz, from liability in the performance of his duties in the period from 1 January 2013 to 17 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 12

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the “Company”)
of 30 June 2014**

**on: discharging a Member of the Company’s Supervisory Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company’s Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge a Member of the Company’s Supervisory Board, Mr. Wojciech Pytel (who, from 1 January 2013 to 31 December 2013, served as the Chairman of the Supervisory Board), from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 13

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging a Member of the Company's Supervisory Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge a Member of the Company's Supervisory Board, Mr. Zygmunt Solorz-Żak (who, from 1 January 2013 to 31 December 2013, served as the Deputy Chairman of the Supervisory Board), from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 14

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the “Company”)
of 30 June 2014**

**on: discharging a Member of the Company’s Supervisory Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company’s Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge a Member of the Company’s Supervisory Board, Mr. Andrzej Abramczuk (who, in the period from 1 January 2013 to 31 December 2013, served as Secretary to the Supervisory Board), from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 15

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging a Member of the Company's Supervisory Board
from liability in the performance of his duties
during the period from 21 June 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge a Member of the Company's Supervisory Board, Mr. Andrzej Chajec, from liability in the performance of his duties in the period from 21 June 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 16

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging a Member of the Company's Supervisory Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge a Member of the Company's Supervisory Board, Mr. Krzysztof Majkowski, from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 17

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging a Member of the Company's Supervisory Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge a Member of the Company's Supervisory Board, Mr. Mirosław Mikołajczyk, from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.

Draft 18

**Resolution No. .../2014
of the Ordinary General Meeting of Shareholders
of Midas Spółka Akcyjna (the "Company")
of 30 June 2014**

**on: discharging a Member of the Company's Supervisory Board
from liability in the performance of his duties
during the period from 1 January 2013 to 31 December 2013**

Article 1

Acting pursuant to Article 27 par. 1 letter c) of the Company's Statute, read together with Article 393 point 1 and Article 395 par. 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna resolves to discharge a Member of the Company's Supervisory Board, Mr. Jerzy Żurek, from liability in the performance of his duties in the period from 1 January 2013 to 31 December 2013.

Article 2

This resolution enters into force on the day it is adopted.

Article 3

The resolution was adopted in a vote by secret ballot.