



Draft resolutions

**THE ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Midas Spółka Akcyjna

scheduled for

21 June 2013

Draft 1

**Resolution No. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

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 2012" and the "Report of the Management Board on the operations of the Midas Capital Group in 2012", the "Financial Statements of Midas S.A. for the year ended 31 December 2012", the "Consolidated Financial Statements of the Midas Capital Group for the year ended 31 December 2012", and the motion of the Management Board regarding the distribution of the Company's 2012 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 2012, the separate financial statements of the Company for the year 2012, the consolidated financial statements of the Midas Capital Group for the year 2012 and the motion of the Management Board regarding the distribution of the Company's 2012 net profit.
8. Reviewing the "Report on the activities of the Supervisory Board of Midas Spółka Akcyjna in 2012."
9. Adopting resolutions with regard to:
 - a) approving the "Report of the Management Board on the operations of Midas S.A. in 2012",
 - b) approving the "Financial Statements of Midas S.A. for the year ended 31 December 2012",
 - c) approving the "Report of the Management Board on the operations of the Midas Capital Group in 2012",
 - d) approving the "Consolidated Financial Statements of the Midas Capital Group for the year ended 31 December 2012",
 - e) distributing the Company's 2012 net profit,
 - f) discharging the Company's Management Board members from liability in the performance of their duties in 2012,

- g) discharging the Company's Supervisory Board members from liability in the performance of their duties in 2012,
 - h) approving a co-opted member of the Supervisory Board,
 - i) the cross-border merger of the Company with Conpidon Limited with its registered office in Nicosia, Cyprus,
 - j) changes to the composition of the Supervisory Board.
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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: approving the "Report of the Management Board on the operations of
Midas S.A. in 2012",**

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 2012", 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 2012" 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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

on: approving the "Financial Statements of Midas S.A. for the year ended 31 December 2012"

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 2012", composed of:

1. A statement of comprehensive income for the period from 1 January 2012 to 31 December 2012, showing a net loss of PLN 6,987,000 (six million, nine hundred and eighty-seven thousand zlotys),
2. A consolidated statement of financial position as on 31 December 2012, which, on the assets and liabilities side, shows PLN 1,238,270,000 (one billion, two hundred and thirty-eight million, two hundred and seventy thousand zlotys),
3. A statement of cash flow for the period from 1 January 2012 to 31 December 2012, showing a cash balance increase of PLN 130,792,000 (one hundred and thirty million, seven hundred and ninety-two thousand zlotys),
4. A statement of changes in equity for the period from 1 January 2012 to 31 December 2012, showing a cash balance increase of PLN 830,712,000 (eight hundred and thirty million, seven hundred and twelve 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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: approving the "Report of the Management Board on the operations of the
Midas Capital Group in 2012",**

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 2012", 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 2012" 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. .../2013 of the Ordinary General Meeting of Shareholders Midas Spółka Akcyjna (the "Company") of 21 June 2013

**on: approving the "Consolidated Financial Statements of the Midas Capital Group
for the year ended 31 December 2012"**

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 2012", composed of:

1. A consolidated statement of comprehensive income for the year ended 31 December 2012, showing a net loss allocated to the shareholders of the parent company of PLN 175,620,000 (one hundred and seventy-five million, six hundred and twenty thousand zlotys),
2. A consolidated statement of financial position as on 31 December 2012, which, on the assets and liabilities side, shows PLN 1,420,309,000 (one billion, four hundred and twenty million, three hundred and nine thousand zlotys),
3. A consolidated statement of cash flow as at 31 December 2012 showing a cash balance increase of PLN 128,266,000 (one hundred and twenty-eight million, two hundred and sixty-six thousand zlotys),
4. A statement of changes in consolidated equity for the year ended 31 December 2012, showing an increase in equity of PLN 628,131,000 (six hundred and twenty-eight million, one hundred and thirty-one 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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

on: distributing the Company's 2012 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 2012 in the amount of PLN 6,986,507.72 (six million, nine hundred and eighty-six thousand, five hundred and seven and 72/100 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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

on: discharging the President of the Company's Management Board from liability in the performance of his duties in the period from 1 January 2012 to 15 December 2012

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. Wojciech Pytel, from liability in the performance of his duties in the period from 1 January 2012 to 15 December 2012.

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Management Board from liability
in the performance of his duties in the period from 1 January 2012 to 31
December 2012**

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 Mr. Krzysztof Adaszewski, who, in the period from 1 January 2012 to 15 December 2012, served as a Member of the Company's Management Board and in the period from 16 December 2012 to 31 December 2012, served as the President of the Management Board, from liability in the performance of his duties in the period from 1 January 2012 to 31 December 2012.

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. .../2013

**of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Management Board from liability
in the performance of his duties in the period from 1 January 2012 to 31
December 2012**

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 Mr. Maciej Kotlicki, who, in the period from 1 January 2012 to 15 December 2012, served as a Member of the Company's Management Board and in the period from 16 December 2012 to 31 December 2012, served as the Vice-President of the Management Board, from liability in the performance of his duties in the period from 1 January 2012 to 31 December 2012.

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. .../2013

**of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Management Board from liability
in the performance of his duties in the period from 16 December 2012 to 31
December 2012**

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 16 December 2012 to 31 December 2012.

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Supervisory Board from liability in
the performance of his duties in the period from 1 January 2012 to 31
December 2012**

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 2012 to 15 December 2012, served as the Chairman of the Supervisory Board, and from 16 December 2012 to 31 December 2012, served as the Deputy Chairman of the Supervisory Board), from liability in the performance of his duties in the period from 1 January 2012 to 31 December 2012.

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Supervisory Board from liability in
the performance of his duties in the period from 1 January 2012 to 31
December 2012**

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 (who, in the period from 1 January 2012 to 15 December 2012, served as Deputy Chairman of the Supervisory Board), from liability in the performance of his duties in the period from 1 January 2012 to 31 December 2012.

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Supervisory Board from liability in
the performance of his duties in the period from 1 January 2012 to 31
December 2012**

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 2012 to 31 December 2012, served as Secretary to the Supervisory Board), from liability in the performance of his duties in the period from 1 January 2012 to 31 December 2012

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Supervisory Board from liability in
the performance of his duties in the period from 1 January 2012 to 14
December 2012**

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 1 January 2012 to 14 December 2012.

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Supervisory Board from liability in
the performance of his duties in the period from 1 January 2012 to 31
December 2012**

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 2012 to 31 December 2012.

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. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Supervisory Board from liability in
the performance of his duties in the period from 1 January 2012 to 31
December 2012**

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 2012 to 31 December 2012.

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 19

**Resolution No. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: discharging a Member of the Company's Supervisory Board from liability in
the performance of his duties in the period from 16 December 2012 to 31
December 2012**

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 16 December 2012 to 31 December 2012, served as the Chairman of the Supervisory Board), from liability in the performance of his duties in the period from 16 January 2012 to 31 December 2012.

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 20

**Resolution No. .../2013
of the Ordinary General Meeting of Shareholders**

**Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

on: approving a co-opted member of the Supervisory Board of the Company,

Article 1

Acting pursuant to Article 3 par. 4 of the Rules of the Supervisory Board of the Company, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna hereby approves the co-optation of Mr. Wojciech Pytel to the Supervisory Board of the Company as of 16 December 2013, which was effected under Resolution No. 11/5/2012 of the Company's Supervisory Board of 14 December 2012 pursuant to Article 16 par. 16.3 of the Company's Statute, due to Mr. Andrzej Chajec's resignation from his position as a Member of the Supervisory Board on that same day.

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 21

**Resolution No. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

**on: the cross-border merger of Midas Spółka Akcyjna
with Conpidon Limited with its registered office in Nicosia, Cyprus**

Article 1

Acting pursuant to Article 506 of the Commercial Companies Code (the "CCC"), read together with Article 516¹ of the CCC, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna with its registered office in Warsaw (the "Acquiring Company") hereby resolves to effect a cross-border merger under Article 492 par. 1 point 1) of the CCC read together with Article 516¹⁵ of the CCC and Article 516¹ of the CCC, of the Acquiring Company with a company operating under the name Conpidon Limited with its registered office in Nicosia, Cyprus, entered in the Register of Companies of the Ministry of Commerce, Industry and Tourism, Department of the Registrar of Companies and Official Receiver, under number HE 288399 (the "Target Company"), by way of transferring to the Acquiring Company, the sole shareholder of the Target Company, all of the assets of the Target Company and dissolving the Target Company without liquidating it.

Article 2

The Ordinary General Meeting of Shareholders of the Acquiring Company resolves that the merger of the Acquiring Company with the Target Company will take place in the manner set forth in Article 515 par. 1 of the CCC, read together with Article 516¹ of the CCC, without an increase of the share capital of the Acquiring Company and without amendment of the statute of the Acquiring Company and in accordance with the principles set forth in the joint cross-border merger plan agreed between the management boards of the Acquiring Company and the Target Company on 29 April 2013 and announced on 7 May 2013 in Monitor Sądowy i Gospodarczy No. 87 (4204), item 6175 (the "Merger Plan").

Article 3

The Ordinary General Meeting of Shareholders of the Acquiring Company approves the Merger Plan.

Article 4

The Management Board of the Company is authorised to undertake any actions in relation to conducting the cross-border merger of the Acquiring Company with the Target Company.

Article 5

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

Article 6

The resolution was adopted in a vote by public ballot.

Draft 22

**Resolution No. .../2013
of the Ordinary General Meeting of Shareholders
Midas Spółka Akcyjna (the "Company")
of 21 June 2013**

on: changes to the composition of the Supervisory Board of the Company.

Article 1

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code, read together with Article 16 par. 16.2 of the Company's Statute, the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna hereby appoints Ms./Mr. (...) as a Member of the Supervisory Board.

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.