

**Justifications of draft resolutions for the Ordinary General Meeting
of Midas Spółka Akcyjna
scheduled for 21 June 2013**

To the Shareholders of Midas S.A.,

You are kindly invited to participate in the Ordinary General Meeting of Shareholders of Midas Spółka Akcyjna (the "Company"), which will be held on **21 June 2013** at **12.00 pm** in Warsaw, at al. Stanów Zjednoczonych 61A (Blue Point building, conference room 110).

Pursuant to the provisions of the Commercial Companies Code, the Statute of the Company and the Rules of the General Meeting of the Company, during the General Meeting the Company's Shareholders will review the annual reports on the operations of the Company and the Capital Group, and the 2012 financial statements. Furthermore, the Shareholders will determine the manner of distributing the profit for the financial year 2012 and will deliberate on the issue of discharging the Company's Management and Supervisory Board members from liability in the performance of their duties.

The proposed agenda for the Ordinary General Meeting of the Company also includes a resolution on the cross-border merger of the Company with its subsidiary Conpidon Limited, with its registered office in Nicosia, Cyprus. The decision to conduct a cross-border merger of the Company and Conpidon reflects the belief of the Management Board of the Company that this course of action is the fastest and most effective way to simplify the structure of the Midas Capital Group (the "Midas Group"). The long-term goal for the cross-border merger is for the Company to directly hold 100 per cent of the shares in the share capital of Aero2 Sp. z o.o., which is in line with the updated strategy of the Midas Group set forth in Current Report No. 60/2011 of 19 September 2011.

Furthermore, there are plans to present to the General Meeting for approval the member of the Supervisory Board co-opted last December and to make changes to the composition of the Supervisory Board by adding a seventh member to the Supervisory Board. The requirement for the General Meeting to approve a co-opted Supervisory Board member stems from the provisions of Article 3 par. 4 of the Rules of the Supervisory Board of the Company.

For more details on the registration procedure for the Ordinary General Meeting of the Company and the agenda for that meeting, go to the General Meetings tab on the Company's website at www.midasnfi.pl.

/The Management Board of Midas S.A./

Warsaw, 17 May 2013