

GLOBE TRADE CENTRE SPÓŁKA AKCYJNA

**INSTRUCTIONS
CONCERNING THE EXERCISE OF VOTING RIGHTS
BY PROXY**

The Extraordinary General Meeting of Globe Trade Centre S.A. with its registered seat in Warsaw, convened for 30 June 2015, at 11:00 a.m., in Warsaw, ul. Wołoska 5.

**ITEM 2 ON THE AGENDA – ELECTION OF THE CHAIRMAN OF THE
EXTRAORDINARY GENERAL MEETING
(DRAFT RESOLUTION - SCHEDULE NO. 1)**

☐ In favour	☐ Against ☐ Raising an objection	☐ Abstain	☐ as the attorney sees fit
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

☐ Other:

**ITEM 3 ON THE AGENDA - APPROVAL OF THE AGENDA
(DRAFT RESOLUTION - SCHEDULE NO. 2)**

☐ In favour	☐ Against ☐ Raising an objection	☐ Abstain	☐ as the attorney sees fit
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

☐ Other:

ITEM 4 ON THE AGENDA - RESOLUTION REGARDING THE INCREASE OF THE COMPANY'S SHARE CAPITAL BY WAY OF RIGHT ISSUE OF ORDINARY BEARER SHARES, ON CONDUCTING A PUBLIC OFFERING OF NEWLY-ISSUED SHARES, ON SETTING THE RECORD DATE FOR PRE-EMPTIVE RIGHTS RELATED TO NEWLY-ISSUED SHARES AS 10 SEPTEMBER 2015, ON THE DEMATERIALIZATION AND SEEKING THE ADMISSION AND INTRODUCTION TO TRADING ON THE REGULATED MARKET OPERATED BY THE WARSAW STOCK EXCHANGE OF PRE-EMPTIVE RIGHTS, RIGHTS TO SHARES AND NEWLY-ISSUED SHARES, AND ON AMENDING THE COMPANY'S STATUTE

(DRAFT RESOLUTION - SCHEDULE NO. 3)

☐ In favour	☐ Against ☐ Raising an objection	☐ Abstain	☐ as the attorney sees fit
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

☐ Other:

EXPLANATIONS

The shareholders are requested to give instructions by marking a relevant box with an "X". If the box „Other” is marked, the shareholders are requested to give detailed instructions concerning the exercise of the voting rights by the shareholder.

If the shareholder decides to vote differently with respect to certain of his shares, the shareholder is requested to note in the relevant box the number of shares with respect to which the attorney is to vote “in favour”, “against” or “abstain”. If no number of shares is given, it is considered that the attorney is authorised to vote in accordance with the stated procedure with respect to all the shares held by that shareholder.

Draft resolutions which are to be adopted as part of the various points on the agenda are attached as schedules to these instructions.

Please note that the draft resolutions attached to these instructions may differ from the draft resolutions voted at the Extraordinary General Meeting. In order to avoid any doubts as to the manner of voting by the attorney in such an event, please state in the box „other” how the attorney is supposed to act in such circumstances.

SCHEDULE NO. 1

Draft

RESOLUTION No. 1

of the Extraordinary General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 30 June 2015

on the election of the Chairman of the Meeting

§1

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders of the Company elects [●] 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.

SCHEDULE NO. 2

Draft

RESOLUTION No. 2

of the Extraordinary General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 30 June 2015

on the adoption of the agenda

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

1. Opening of the Extraordinary General Meeting;
2. Election of the Chairman of the Extraordinary General Meeting;
3. Statement regarding the fact that the Extraordinary General Meeting was duly convened and that it may adopt resolutions, and adoption of the Extraordinary General Meeting’s agenda;
4. Adoption of the resolution regarding the increase of the Company’s share capital by way of right issue of ordinary bearer shares, on conducting a public offering of newly-issued shares, on setting the record date for pre-emptive rights related to newly-issued shares as 10 September 2015, on the dematerialization and seeking the admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange of pre-emptive rights, rights to shares and newly-issued shares, and on amending the Company’s statute;
5. Closing of the Extraordinary General Meeting.

SCHEDULE NO. 3

Draft

RESOLUTION No. 3

of the Extraordinary General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 30 June 2015

regarding the increase of the Company’s share capital by way of right issue of ordinary bearer shares, on conducting a public offering of newly-issued shares, on setting the record date for pre-emptive rights related to newly-issued shares as 10 September 2015, on the dematerialization and seeking the admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange of pre-emptive rights, rights to shares and newly-issued shares, and on amending the Company’s statute

§1

Acting pursuant to Art. 430, 431, 432, 433 and 436 of the Commercial Companies Code dated 15 September 2000, the Extraordinary General Meeting of the Company hereby resolves as follows:

1. The Company’s share capital shall be increased by at least PLN 0.10 (ten groszy) and no more than PLN 14,000,000 (fourteen million) up to an amount not exceeding PLN 49,131,028.90 (forty nine million, one hundred and thirty-one thousand, and twenty eight zloty and ninety groszy) by issuing at least one (1) and not more than 140,000,000 (one hundred forty million) ordinary bearer series K shares with a nominal value of PLN 0.10 (ten groszy) each (“**Series K Shares**”).
2. The issue of Series K Shares shall be by way of a closed subscription within the meaning of Art. 431 § 2.2 of the Commercial Companies Code conducted in the form of a public offering within the meaning of the Act on Public Offering, the Terms of Introducing Financial Instruments to an Organized Trading System, and on Public Companies dated 29 July 2005 (the “**Act on Public Offering**”), provided that, notwithstanding the above, the Series K Shares which are not subscribed for by way of primary and additional subscriptions may be offered by the Company’s management board to entities selected thereby.
3. Series K Shares shall participate in the dividend starting from 1 January 2015 on a par with the Company’s remaining shares.
4. Series K Shares may be paid for with cash contributions only.
5. 10 September 2015 is set as the record date for Series K Shares within the meaning of Art. 432 § 2 of the Commercial Companies Code (the “**Record Date**”).
6. Shareholders of the Company who hold shares in the Company as at the end of the Record Date shall have the pre-emptive right to subscribe for Series K Shares (the “**Pre-Emptive Right**”). One (1) share in the Company held as at the end of the

Record Date shall give the relevant shareholder one (1) Series K Shares Pre-Emptive Right.

7. The number of Series K Shares which a shareholder will be entitled to subscribe for in exchange for one (1) Pre-Emptive Right is determined by dividing the number of Series K Shares specified by the Company's Management Board pursuant to § 2 section 1 (a) of this Resolution by the aggregate number of Pre-Emptive Rights.
8. The following rules for determining the final number of Series K Shares allotted to a person who placed a subscription order in the exercise of their Pre-Emptive Right, and for the rounding down thereof, are hereby adopted:
 - (a) the number of Series K Shares allotted to a person who placed a subscription order in the exercise of their Pre-Emptive Right shall be determined by multiplying the number of such shareholder's Pre-Emptive Rights exercised in the form of all valid subscription orders submitted by such shareholder by the number of Series K Shares which will be available for subscription based on one Pre-Emptive Right, and
 - (b) the product of multiplication referred to in item (a) above will be subsequently rounded down to the nearest integral number.
9. The time frame for exercising the Pre-Emptive Right will be specified in the prospectus of the Company (the "**Prospectus**") prepared in accordance with the applicable laws in connection with the public offering of Series K Shares and the seeking of admission and introduction of the Pre-Emptive Rights, the rights to Series K Shares (the "**Rights to Shares**"), and Series K Shares to trading on the regulated market of the Warsaw Stock Exchange (the "**WSE**").

§ 2

1. The Company's Management Board is hereby authorized to take any and all actions connected with increasing the share capital, and to determine the specific terms of subscription and allotment of Series K Shares, including to:
 - (a) determine the final number of Series K Shares offered pursuant to Art. 54 of the Act on Public Offerings, if the Company's management board does not avail itself of this authorization, the number of the Series K Shares offered in the public offering shall be the maximum number of Series K Shares specified in § 1 section 1 of this resolution;
 - (b) determine the issue price of Series K Shares, provided, however, that such price shall not be lower than the Theoretical Ex-Rights Price (the "**TERP**") decreased by a discount of 15%, where the TERP shall be calculated as follows:

$$TERP = \frac{N \times P + N_0 \times S}{N_0 + N}$$

where:

- | | |
|-----|--|
| N | shall mean the final number of Series K Shares determined in accordance with point (a) above, |
| P | shall mean the issue price of Series K Shares determined by the management board of the Company, |

- N₀* shall mean the number of shares outstanding in the Company's share capital as of the date of this resolution, i.e. 351,310,288 (three hundred fifty-one million three hundred ten thousand two hundred eighty-eight), and
- S* shall mean the average closing price of the shares in the Company on the regulated market of the WSE in the ten sessions preceding the date of the determination of the issue price;
- (c) determine the dates for the opening and closing of subscription for Series K Shares;
 - (d) determine the number of Series K Shares which can be subscribed for in the exercise of one (1) Pre-Emptive Right;
 - (e) offer the Series K Shares not subscribed for following the primary subscriptions and additional subscriptions to any entities selected thereby;
 - (f) determine the rules of subscription and allotment of Series K Shares and the rules of subscription and allotment of those Series K Shares that are not subscribed for in the exercise of the Pre-Emptive Right, by way of additional subscriptions referred to in Art. 436 § 2 of the Commercial Companies Code; and
 - (g) conclude agreements to secure the success of the issue of Series K Shares, whether or not in return for a fee, including firm-commitment or stand-by underwriting agreement(s).
- 2. The exercising by the Management Board of the authorization referred to in section 1 (a) and (b) above requires the consent of the Company's Supervisory Board.
 - 3. The Company's Management Board is hereby authorized to take any and all necessary actions in order to offer Series K Shares by way of a public offering within the meaning of the Act on Offering, including to submit an application for the approval of the Prospectus to the Polish Financial Supervisory Authority (*Komisja Nadzoru Finansowego*).
 - 4. The Company's management board is hereby authorized to take a decision to abandon the implementation of this resolution, to suspend its implementation, abandon the public offering or suspend such public offering, at any time. When making the decision on the suspension of the public offering, the Company's management board may refrain from specifying a new date for conducting the public offering, such date to be determined and publicly announced at a later date.

§ 3

- 1. In connection with § 1 and § 2 of this resolution, Article 6 section 2 of the Company's statute shall be amended to read as follows:
 - "2. *The share capital shall be between PLN 35,131,028.90 (thirty five million, one hundred and thirty-one thousand, and twenty eight zloty and ninety groszy) and PLN 49,131,028.90 (forty nine million, one hundred and thirty-one thousand, and twenty eight zloty and ninety groszy) and shall be 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 of PLN 0.10*

(ten groszy) nominal value each;

- (b) 1,152,240 (one million, one hundred and fifty-two thousand, two hundred and forty) series B shares of PLN 0.10 (ten groszy) nominal value each;*
- (c) 235,440 (two hundred and thirty-five thousand, four hundred and forty) series B1 shares of PLN 0.10 (ten groszy) nominal value each;*
- (d) 8,356,540 (eight million, three hundred and fifty-six thousand, five hundred and forty) series C shares of PLN 0.10 (ten groszy) nominal value each;*
- (e) 9,961,620 (nine million, nine hundred and sixty-one thousand, six hundred and twenty) series D Shares of PLN 0.10 (ten groszy) nominal value each;*
- (f) 39,689,150 (thirty nine million, six hundred and eighty-nine thousand, one hundred and fifty) series E shares of PLN 0.10 (ten groszy) nominal value each.;*
- (g) 3,571,790 (three million, five hundred and seventy-one thousand, seven hundred and ninety) series F shares of PLN 0.10 (ten groszy) nominal value each;*
- (h) 17,120,000 (seventeen million, one hundred and twenty thousand) series G shares of PLN 0.10 (ten groszy) nominal value each;*
- (i) 100,000,000 (one hundred million) ordinary bearer series I shares of PLN 0.10 (ten groszy) nominal value each;*
- (j) 31,937,298 (thirty one milion nine hounderd thirty seven thousand two hyndered ninety eight) ordinary bearer series J shares of PLN 0.10 (ten groszy) nominal value each; and*
- (k) not less than 1 (one) and no more than 140,000,000 (one hundred forty million) ordinary bearer series K shares of PLN 0.10 (ten groszy) nominal value each."*

2. The Company's Management Board is hereby authorized to specify the final amount by which the Company's share capital is to be increased, provided that the amount specified by the Company's Management Board cannot be lower than the minimum amount or higher than the maximum amount of the increase as stated in § 1 section 1 of this resolution. The contents of Article 6.2 of the Company's Statute will be determined by the Company's Management Board acting pursuant to Art. 432 § 4 of the Commercial Companies Code and Art. 310 § 2 in connection with Art. 431 § 7 of the Commercial Companies Code by making a representation in the form of a notarial deed regarding the amount of subscribed-for share capital after the allotment of Series K Shares.
3. The Company's Supervisory Board is hereby authorized to determine the amended and restated text of the Company's Statute with due regard for the amendments introduced by this resolution.

§ 4

1. The Extraordinary General Meeting hereby resolves that the Company will seek the admission and introduction to trading on the regulating market maintained by the WSE, of not more than 140,000,000 Series K Shares, 351,310,288 Pre-Emptive Rights and not more than 140,000,000 Rights to Shares. The Company's management

board is hereby required and authorized to take any and all necessary steps connected with the performance of the provisions of this section.

2. The Extraordinary General Meeting hereby resolves upon the dematerialization of up to 140,000,000 Series K Shares, 351,310,288 Pre-Emptive Rights and not more than 140,000,000 Rights to Shares and, hereby requires and authorizes the Company's management board to conclude an agreement with the National Depository for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) for the registration of up to 140,000,000 Series K Shares, 351,310,288 Pre-Emptive Rights and up to 140,000,000 Rights to Shares, and to undertake any and all necessary steps connected with their dematerialization.

§5

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