

GLOBE TRADE CENTRE SPÓŁKA AKCYJNA

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

The Annual General Meeting of Globe Trade Centre S.A. with its registered seat in Warsaw, convened for 23 April 2015, at 11:00 a.m., in Warsaw, ul. Wołoska 5.

**ITEM 2 ON THE AGENDA – ELECTION OF THE CHAIRMAN OF THE
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 - REVIEW AND APPROVAL OF THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR OF 2014 AND OF THE RAPORT OF THE MANAGEMENT BOARD ON THE OPERATIONS OF THE COMPANY IN THE FINANCIAL YEAR OF 2014

(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:

ITEM 5 ON THE AGENDA – REVIEW AND APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY’S CAPITAL GROUP FOR THE FINANCIAL YEAR OF 2014 AND OF THE RAPORT OF THE MANAGEMENT BOARD ON THE OPERATIONS OF THE COMPANY’S CAPITAL GROUP IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 4)

☐ 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:

(DRAFT RESOLUTION - SCHEDULE NO. 5)

☐ 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 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY ALAIN ICKOVICS - CHAIRMAN OF THE COMPANY'S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 6)

☐ 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 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY THOMASOWI KURZMANN - CHAIRMAN OF THE COMPANY'S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 7)

☐ 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 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY EREZ BONIEL - MEMBER OF THE COMPANY'S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 8)

☐ 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 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY YOVAV CARMİ - MEMBER OF THE COMPANY'S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 9)

☐ 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 7 ON THE AGENDA – APPROVAL OF DUTIES PERFORMED BY
MARIUSZ KOZŁOWSKI - MEMBER OF THE COMPANY’S MANAGEMENT
BOARD IN THE FINANCIAL YEAR OF 2014**

(DRAFT RESOLUTION - SCHEDULE NO. 10)

☐ 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 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY PIOTR
KROENKE – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE
FINANCIAL YEAR OF 2014**

(DRAFT RESOLUTION - SCHEDULE NO. 11)

☐ 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 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY JACEK WACHOWICZ – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 12)

☐ 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 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY WITOLD ZATOŃSKI - MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 13)

☐ 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 8 ON THE AGENDA – APPROVAL OF DUTIES PERFORMED BY ALEXANDER HESSE – CHAIRMAN OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014
(DRAFT RESOLUTION - SCHEDULE NO. 14)**

☐ 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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY OLIVIER BRAHIN – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014
(DRAFT RESOLUTION - SCHEDULE NO. 15)**

☐ 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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY PHILIPPE COUTURIER – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 16)

☐ 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 8 ON THE AGENDA – APPROVAL OF DUTIES PERFORMED BY MICHAEL DAMNITZ – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 17)

☐ 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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY JAN DÜDDEN – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 18)

☐ 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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY KRZYSZTOF GERULA – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 19)

☐ 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 8 ON THE AGENDA – APPROVAL OF DUTIES PERFORMED BY
MARIUSZ GRENDOWICZ – MEMBER OF THE COMPANY’S SUPERVISORY
BOARD IN THE FINANCIAL YEAR OF 2014
(DRAFT RESOLUTION - SCHEDULE NO. 20)**

☐ 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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY
JAROSŁAW KARASIŃSKI – MEMBER OF THE COMPANY’S SUPERVISORY
BOARD IN THE FINANCIAL YEAR OF 2014
(DRAFT RESOLUTION - SCHEDULE NO. 21)**

☐ 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 8 ON THE AGENDA – APPROVAL OF DUTIES PERFORMED BY TOMASZ MAZURCZAK– MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 22)

☐ 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 8 ON THE AGENDA – APPROVAL OF DUTIES PERFORMED BY MARCIN MURAWSKI – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014

(DRAFT RESOLUTION - SCHEDULE NO. 23)

☐ 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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY KATHARINA SCHADE – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014
(DRAFT RESOLUTION - SCHEDULE NO. 24)**

☐ 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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY DARIUSZ STOLARCZYK – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2014
(DRAFT RESOLUTION - SCHEDULE NO. 25)**

☐ 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 9 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 22 JUNE 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. 26)

☐ 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 Annual 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 Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

on the election of the Chairman of the Meeting

§1

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Annual 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 Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

on the adoption of the agenda

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

1. Opening of the General Meeting;
2. Election of the Chairman of the General Meeting;
3. Statement regarding the fact that the General Meeting was duly convened and that it may adopt resolutions, and adoption of the General Meeting’s agenda;
4. Adoption of a resolution on the review and approval of the Company’s financial statements for the financial year of 2013, and of the report of the Management Board on the Company’s operations in the financial year of 2013;
5. Adoption of a resolution on the review and approval of the Company’s Capital Group’s consolidated financial statements for the financial year of 2013 and of the report of the Management Board on the Company’s Capital Group’s operations in the financial year of 2013;
6. Review of the motion of the Company’s Management Board regarding the coverage of loss for the financial year of 2013 and adoption of a resolution regarding coverage of loss for the financial year of 2013;
7. Adoption of resolutions on the approval of the duties performed by the Company’s Management Board Members in the financial year of 2013;
8. Adoption of resolutions on the approval of the duties performed by the Company’s Supervisory Board Members in the financial year of 2013;
9. Adoption of the 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 22 June 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;
10. Closing of the Meeting.

SCHEDULE NO. 3

Draft

RESOLUTION No. 3

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

on the review and approval of the Company’s financial statements for the financial year of 2014 and the report of the Management Board on the Company’s operations in the financial year of 2014

§1

Pursuant to Article 393, section 1 and Article 395, § 2.1 of the Commercial Companies Code and Article 53, section 1 of the Accounting Act dated 29 September 1994, the Annual General Meeting of Shareholders of the Company, after examination and becoming familiar with the opinion of the Supervisory Board of the Company, hereby approves the financial statements of the Company for the financial year of 2014, including the balance sheet, the profit and loss account, the cash flow statement and the additional information, as well as the report of the Management Board on the Company’s operations in the financial year of 2014.

§2

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

SCHEDULE NO. 4

Draft

RESOLUTION No. 4

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the review and approval of the Company’s Capital Group’s consolidated financial
statements for the financial year of 2014 and of the report of the Management Board on the
Company’s Capital Group’s operations in the financial year of 2014*

§1

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63c, section 4 of the Accounting Act dated 29 September 1994, the Annual General Meeting of Shareholders of the Company, following a review, approves the consolidated financial statements of the Company’s Group for the financial year of 2014 and the report of the Management Board on the Company’s Capital Group’s operations in the financial year of 2014.

§2

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

SCHEDULE NO. 5

Draft

RESOLUTION No. 5

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

on the coverage of loss for the financial year of 2014

§1

Pursuant to Article 395 § 2.2 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company resolves that the loss, as provided in the financial statements of the Company for the financial year ending 31 December 2014 which consists of PLN 856.391.000 shall be covered from profits generated in previous years.

§2

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

SCHEDULE NO. 6

Draft

RESOLUTION No. 6

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Alain Ickovics – Chairman of the Company’s
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Chairman, Mr. Alain Ickovics, from 1 January 2014 to 12 August 2014.

§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. 7

Draft

RESOLUTION No. 7

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Thomas Kurzmann – President of the Company’s
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the President of the Company’s Management Board, Mr. Thomas Kurzmann from 12 August 2014 to 31 December 2014.

§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. 8

Draft

RESOLUTION No. 8

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Erez Boniel – member of the Company’s
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Member, Mr. Erez Boniel, in the financial year of 2014.

§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. 9

Draft

RESOLUTION No. 9

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Yovav Carmi - member of the Company’s
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Member, Mr. Yovav Carmi, in the financial year of 2014.

§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. 10

Draft

RESOLUTION No. 10

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Mariusz Kozłowski – member of the Company’s
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Member, Mr. Mariusz Kozłowski, in the financial year of 2014.

§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. 11

Draft

RESOLUTION No. 11

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Piotr Kroenke – member of the Company’s
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Member, Mr. Piotr Kroenke, in the financial year of 2014.

§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. 12

Draft

RESOLUTION No. 12

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Jacek Wachowicz – member of the Company’s
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Management Board Member, Mr. Jacek Wachowicz, in the financial year of 2014.

§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. 13

Draft

RESOLUTION No. 13

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Witold Zatoński - member of the Company's
Management Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company's Management Board Member, Mr. Witold Zatoński, in the financial year of 2014.

§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. 14

Draft

RESOLUTION No. 14

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Alexander Hesse – Chairman of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Chairman of the Company’s Supervisory Board, Mr. Alexander Hesse, in the financial year of 2014.

§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. 15

Draft

RESOLUTION No. 15

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Olivier Brahin – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Olivier Brahin from 1 January 2014 to 16 May 2014.

§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. 16

Draft

RESOLUTION No. 16

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Philippe Couturier – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Philippe Couturier, in the financial year of 2014.

§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. 17

Draft

RESOLUTION No. 17

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Michael Damnitz – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, dr. Michael Damnitz, in the financial year of 2014.

§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. 18

Draft

RESOLUTION No. 18

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Jan Düdden – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Jan Düdden, from 16 May 2014 to 31 December 2014.

§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. 19

Draft

RESOLUTION No. 19

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Krzysztof Gerula – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Krzysztof Gerula, in the financial year of 2014.

§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. 20

Draft

RESOLUTION No. 20

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Mariusz Grendowicz – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Mariusz Grendowicz, in the financial year of 2014.

§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. 21

Draft

RESOLUTION No. 21

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Jarosław Karasiński – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Jarosław Karasiński, in the financial year of 2014.

§3

The Resolution was adopted by way of secret ballot.

§2

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

SCHEDULE NO. 22

Draft

RESOLUTION No. 22

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Tomasz Mazurczak – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Tomasz Mazurczak, in the financial year of 2014.

§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. 23

Draft

RESOLUTION No. 23

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Marcin Murawski – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Marcin Murawski, in the financial year of 2014.

§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. 24

Draft

RESOLUTION No. 24

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Ms. Katharina Schade – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Ms. Katharina Schade, in the financial year of 2014.

§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. 25

Draft

RESOLUTION No. 25

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 23 April 2015

*on the approval of duties performed by Mr. Dariusz Stolarczyk – member of the Company’s
Supervisory Board in the financial year of 2014*

§1

Pursuant to Article 393, section 1 and Article 395 § 2.3 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company approves the duties performed by the Company’s Supervisory Board Member, Mr. Dariusz Stolarczyk, in the financial year of 2014.

§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. 26

Draft

RESOLUTION No. 26

of the Annual General Meeting of
Globe Trade Centre Spółka Akcyjna, with its registered office in Warsaw
dated 23 April 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 22 June 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

Acting pursuant to Art. 430, 431, 432, 433 and 436 of the Commercial Companies Code dated 15 September 2000, the Annual General Meeting of Globe Trade Centre Spółka Akcyjna (the "**Company**") hereby resolves as follows:

§ 1

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. 22 June 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 PLN 4.20 (four zloty and twenty groszy) per one Series K Share;
 - (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

This resolution enters into force on the date of its adoption.