

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 24 May 2016, at 11:00 a.m., in Warsaw, ul. 17 Stycznia 45A (the “Nothus” Building).

**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 2015 AND OF THE RAPORT OF THE MANAGEMENT BOARD ON THE OPERATIONS OF THE COMPANY IN THE FINANCIAL YEAR OF 2015

(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 2015 AND OF THE RAPORT OF THE MANAGEMENT BOARD ON THE OPERATIONS OF THE COMPANY’S CAPITAL GROUP IN THE FINANCIAL YEAR OF 2015

(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:

ITEM 6 ON THE AGENDA – DIVISION OF PROFITS FOR THE FINANCIAL YEAR OF 2015

(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 MR. THOMAS KURZMANN – CHAIRMAN OF THE COMPANY'S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. EREZ BONIEL – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2015

(DRAFT RESOLUTION - SCHEDULE NO. 7)

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

☐ Other:

ITEM 7 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY MR. YOVAV CARMI – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. MARIUSZ KOZŁOWSKI – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. PIOTR KROENKE – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. JACEK WACHOWICZ – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. WITOLD ZATOŃSKI – MEMBER OF THE COMPANY’S MANAGEMENT BOARD IN THE FINANCIAL YEAR OF 2015

(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 8 ON THE AGENDA - APPROVAL OF DUTIES PERFORMED BY MR. ALEXANDER HESSE – CHAIRMAN OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. PHILIPPE COUTURIER – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 DR. MICHAEL DAMNITZ – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 MR. JAN DÜDDEN – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. KRZYSZTOF GERULA – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015

(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 MR. MARIUSZ GRENDOWICZ – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 MR. KLAUS HELMRICH – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 MR. JAROSŁAW KARASIŃSKI – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 MR. TOMASZ MAZURCZAK– MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 MR. MARCIN MURAWSKI – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 MS. KATHARINA SCHADE – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 MR. DARIUSZ STOLARCZYK – MEMBER OF THE COMPANY’S SUPERVISORY BOARD IN THE FINANCIAL YEAR OF 2015
(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 9 ON THE AGENDA - RESOLUTION ON AMENDING THE COMPANY’S STATUTE
(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 10 ON THE AGENDA - RESOLUTION ON THE CROSS-BORDER MERGER
OF THE COMPANY WITH GTC RH B.V.
(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:

**ITEM 11 ON THE AGENDA - RESOLUTION ON THE CROSS-BORDER MERGER
OF THE COMPANY WITH GTC REAL ESTATE INVESTMENTS UKRAINE B.V.
(DRAFT RESOLUTION - SCHEDULE NO. 27)**

☐ 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 12 ON THE AGENDA - RESOLUTION ON THE APPOINTMENT OF AN INDEPENDENT MEMBER OF THE COMPANY'S SUPERVISORY BOARD
(DRAFT RESOLUTION - SCHEDULE NO. 28)**

☐ 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 13 ON THE AGENDA - RESOLUTION ON THE GRANTING OF REMUNERATION TO MEMBERS OF THE COMPANY'S SUPERVISORY BOARD
(DRAFT RESOLUTION - SCHEDULE NO. 29)**

☐ 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 24 May 2016

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 24 May 2016

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 2015, and of the report of the Management Board on the Company’s operations in the financial year of 2015;
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 2015 and of the report of the Management Board on the Company’s Capital Group’s operations in the financial year of 2015;
6. Review of the motion of the Company’s Management Board regarding the division of profits for the financial year of 2015 and adoption of a resolution regarding division of profits for the financial year of 2015;
7. Adoption of resolutions on the approval of the duties performed by the Company’s Management Board Members in the financial year of 2015;
8. Adoption of resolutions on the approval of the duties performed by the Company’s Supervisory Board Members in the financial year of 2015;
9. Adoption of a resolution on amending the Company’s statute;
10. Adoption of a resolution on the cross-border merger of the Company with GTC RH B.V. with its registered seat in Amsterdam, the Netherlands;
11. Adoption of a resolution on the cross-border merger of the Company with GTC Real Estate Investments Ukraine B.V. with its registered seat in Amsterdam, the Netherlands;
12. Adoption of a resolution on the appointment of an Independent Member of the Company’s Supervisory Board;
13. Adoption of a resolution on the granting of remuneration to the members of the Company’s Supervisory Board;
14. 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 24 May 2016

on the review and approval of the Company’s financial statements for the financial year of 2015 and the report of the Management Board on the Company’s operations in the financial year of 2015

§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 2015, 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 2015.

§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 24 May 2016

on the review and approval of the Company’s Capital Group’s consolidated financial statements for the financial year of 2015 and of the report of the Management Board on the Company’s Capital Group’s operations in the financial year of 2015

§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 2015 and the report of the Management Board on the Company’s Capital Group’s operations in the financial year of 2015.

§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 24 May 2016

on the division of profits for the financial year of 2015

§1

Pursuant to Article 395 § 2.2 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company resolves that the profit, as provided in the financial statements of the Company for the financial year ending 31 December 2015, amounting to PLN 305,257 thousand (three hundred and five million, two hundred and fifty-seven thousand zloty) shall be divided and allocated to the reserve capital.

§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 24 May 2016

*on the approval of duties performed by Mr. Thomas Kurzmann – Chairman of the Company’s
Management Board in the financial year of 2015*

§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 Management Board, Mr. Thomas Kurzmann, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Erez Boniel – member of the Company’s
Management Board in the financial year of 2015*

§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 a member of the Company’s Management Board, Mr. Erez Boniel, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Yovav Carmi – member of the Company’s
Management Board in the financial year of 2015*

§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 a member of the Company’s Management Board, Mr. Yovav Carmi, from 1 January 2015 to 28 August 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Mariusz Kozłowski – member of the Company’s
Management Board in the financial year of 2015*

§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 a member of the Company’s Management Board, Mr. Mariusz Kozłowski, from 1 January 2015 to 23 April 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Piotr Kroenke – member of the Company’s
Management Board in the financial year of 2015*

§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 a member of the Company’s Management Board, Mr. Piotr Kroenke, from 1 January 2015 to 23 April 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Jacek Wachowicz – member of the Company’s
Management Board in the financial year of 2015*

§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 a member of the Company’s Management Board, Mr. Jacek Wachowicz, from 1 January 2015 to 28 August 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Witold Zatoński – member of the Company’s
Management Board in the financial year of 2015*

§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 a member of the Company’s Management Board, Mr. Witold Zatoński, from 1 January 2015 to 21 July 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Alexander Hesse – Chairman of the Company’s
Supervisory Board in the financial year of 2015*

§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 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Philippe Couturier – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Philippe Couturier, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by dr. Michael Damnitz – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, dr. Michael Damnitz, from 1 January 2015 to 13 July 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Jan Düdden – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Jan Düdden, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Krzysztof Gerula – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Krzysztof Gerula, from 1 January 2015 to 10 June 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Mariusz Grendowicz – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Mariusz Grendowicz, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Klaus Helmrich – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Klaus Helmrich, from 13 July 2015 to 31 December 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Jarosław Karasiński – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Jarosław Karasiński, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Tomasz Mazurczak – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Tomasz Mazurczak, from 1 January 2015 to 10 June 2015.

§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. 22

Draft

RESOLUTION No. 22

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 May 2016

*on the approval of duties performed by Mr. Marcin Murawski – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Marcin Murawski, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by Ms. Katharina Schade – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Ms. Katharina Schade, in the financial year of 2015.

§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 24 May 2016

*on the approval of duties performed by Mr. Dariusz Stolarczyk – member of the Company’s
Supervisory Board in the financial year of 2015*

§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 a member of the Company’s Supervisory Board, Mr. Dariusz Stolarczyk, from 1 January 2015 to 10 June 2015.

§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 24 May 2016

on amending the Company’s statute

§1

Pursuant to Article 430 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company hereby resolves that Article 6a of the Company’s statute shall be deleted.

§2

In connection with § 1 of this resolution, the Company’s Supervisory Board is hereby authorised to determine the amended and restated text of the Company’s Statute with due regard for the amendments introduced by this resolution.

§3

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

SCHEDULE NO. 26

Draft

RESOLUTION No. 26

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 May 2016

on the cross-border merger of the Company with GTC RH B.V. with its registered seat in Amsterdam, the Netherlands.

§1

Acting pursuant to Article 506 in connection with Article 516¹ of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company (hereinafter the “**Acquiring Company**” or “**Company**”) hereby resolves to execute a cross-border merger, pursuant to the provisions of article 492 § 1 point 1 in connection with article 516¹ et seq., in particular article 516¹⁵ § 1 of the Commercial Companies Code with a Dutch company, **GTC RH B.V.** with its registered seat in Amsterdam, the Netherlands, postal address Diakenhuisweg 11, 2033AP Haarlem, the Netherlands, registered with the Trade Register of the Chamber of Commerce in the Netherlands under number 34191622, with share capital of EUR 18,000.00 (hereinafter the “**Acquired Company**” or “**GTC RH**”), by transferring all assets and liabilities of the Acquired Company to the Acquiring Company, i.e. the sole shareholder of the Acquired Company, and dissolving the Acquired Company without carrying out any liquidation procedure (hereinafter “**the Merger**”).

§2

The Annual General Meeting of Shareholders of the Acquiring Company resolves that:

1. Due to the fact that the Acquiring Company is the sole shareholder of the Acquired Company, the Merger shall be executed pursuant to article 515 § 1 in connection with article 516¹ of the Commercial Companies Code without increasing the share capital of the Acquiring Company and without amending the Acquiring Company’s statute, and shall be carried out in accordance with the simplified procedure as provided for in article 516¹⁵ § 1 of the Commercial Companies Code, in particular without examination of the Merger Plan by a respective court expert.
2. The Merger shall be conducted according to the rules provided in the Common Merger Plan of a Cross-Border Merger by Acquisition of the Companies “Globe Trade Centre” Spółka Akcyjna and GTC RH B.V., approved by the merging companies on 30 March 2016 and freely made publicly available on the Company’s website (<http://ir.gtc.com.pl/>) from 30 March 2016 until, without interruptions, the day of the closing of the Annual General Meeting of Shareholders, at which this Resolution is to be adopted (hereinafter the “**Merger Plan**”).

§3

The Annual General Meeting of Shareholders of the Acquiring Company gives its consent for the Merger Plan.

§4

The Acquiring Company's Management Board is hereby authorised to take any and all necessary actions connected with the execution of the Merger procedure.

§5

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

SCHEDULE NO. 27

Draft

RESOLUTION No. 27

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 May 2016

*on the cross-border merger of the Company with GTC Real Estate Investments Ukraine B.V.
with its registered seat in Amsterdam, the Netherlands.*

§1

Acting pursuant to Article 506 in connection with Article 516¹ of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company (hereinafter the “**Acquiring Company**” or “**Company**”) hereby resolves to execute a cross-border merger, pursuant to the provisions of article 492 § 1 point 1 in connection with article 516¹ et seq., in particular article 516¹⁵ § 1 of the Commercial Companies Code with a Dutch company, **GTC Real Estate Investments Ukraine B.V** with its registered seat in Amsterdam, the Netherlands, postal address Diakenhuisweg 11, 2033AP Haarlem, the Netherlands, registered with the Trade Register of the Chamber of Commerce in the Netherlands under number 34246994, with share capital of EUR 20.000,00 (hereinafter the “**Acquired Company**” or “**GTC REIU**”), by transferring all assets and liabilities of the Acquired Company to the Acquiring Company, i.e. the sole shareholder of the Acquired Company, and dissolving the Acquired Company without carrying out any liquidation procedure (hereinafter “**the Merger**”).

§2

The Annual General Meeting of Shareholders of the Acquiring Company resolves that:

1. Due to the fact that the Acquiring Company is the sole shareholder of the Acquired Company, the Merger shall be executed pursuant to article 515 § 1 in connection with article 516¹ of the Commercial Companies Code without increasing the share capital of the Acquiring Company and without amending the Acquiring Company’s statute, and shall be carried out in accordance with the simplified procedure as provided for in article 516¹⁵ § 1 of the Commercial Companies Code, in particular without examination of the Merger Plan by a respective court expert.
2. The Merger shall be conducted according to the rules provided in the Common Merger Plan of a Cross-Border Merger by Acquisition of the Companies “Globe Trade Centre” Spółka Akcyjna and GTC Real Estate Investments Ukraine B.V, approved by the merging companies on 30 March 2016 and freely made publicly available on Company’s website (<http://ir.gtc.com.pl/>) from 30 March 2016 until, without interruptions, the day of the closing of the Annual General Meeting of Shareholders, at which this Resolution is to be adopted (hereinafter the “**Merger Plan**”).

§3

The Annual General Meeting of Shareholders of the Acquiring Company gives its consent for the Merger Plan.

§4

The Acquiring Company's Management Board is hereby authorised to take any and all necessary actions connected with the execution of the Merger procedure.

§5

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

SCHEDULE NO. 28
Draft

RESOLUTION No. 28

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 May 2016

on the appointment of an Independent Member of the Company’s Supervisory Board

§1

Pursuant to Article 385 §1 of the Commercial Companies Code and section 7.2.1 of Article 7 of the Company’s Articles of Association, the Annual General Meeting of Shareholders of the Company hereby appoints [●] to the Company’s Supervisory Board as an Independent Member (as defined under section 7.2.1 of Article 7 of the Company’s Articles of Association) for a period of three (3) years.

§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. 29
Draft

RESOLUTION No. 29

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 24 May 2016

on the granting of remuneration to members of the Company’s Supervisory Board

§1

Pursuant to Article 392 §1 of the Commercial Companies Code, the Annual General Meeting of Shareholders of the Company hereby resolves that the members of the Company’s Supervisory Board appointed by LSREF III GTC Investments B.V. as the Entitled Shareholder do not receive any remuneration for the performance of their duties, irrespective of the provisions of this Resolution.

§2

Pursuant to Article 392 §1 of the Commercial Companies Code, and subject to § 1 of this Resolution, the Annual General Meeting of Shareholders of the Company hereby grants:

- a) the members of the Supervisory Board, monthly remuneration of PLN 8,000 gross for the performance of their duties, such remuneration accruing from the date of the appointment;
- b) the members of each of the Committees of the Supervisory Board, as from 24 May 2016, additional monthly remuneration of PLN 1,000 gross for the performance of their duties on each Committee; and
- c) the Chairman of each of the Committees of the Supervisory Board, as from 24 May 2016, additional monthly remuneration of PLN 500 gross for the performance of his duties in addition to the remuneration for being a member of such Committee.

The additional monthly remuneration referred to in points b) and c) above shall not affect the amount of any remuneration received by members of the Audit Committee of the Supervisory Board for performing the function of members of the Supervisory Board under separate resolutions, if any.

§3

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