

GLOBE TRADE CENTRE SPÓŁKA AKCYJNA

**DRAFT RESOLUTIONS
OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
DATED 13 May 2014**

RESOLUTION No. 1

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

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 Mr./Mrs. [●] 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.

RESOLUTION No. 2

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

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. Closing of the Meeting.

RESOLUTION No. 3

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "Company")
dated 13 May 2014

on the review and approval of the Company's financial statements for the financial year of 2013 and the report of the Management Board on the Company's operations in the financial year of 2013

§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 2013, 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 2013.

§2

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

RESOLUTION No. 4

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "Company")
dated 13 May 2014

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

§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 2013 and the report of the Management Board on the Company's Capital Group's operations in the financial year of 2013.

§2

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

RESOLUTION No. 5

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

on the coverage of loss for the financial year of 2013

§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 2013 which consists of PLN 543.788.000 shall be covered from profits generated in previous years.

§2

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

RESOLUTION No. 6

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Alain Ickovics – Chairman of the Company’s
Management Board in the financial year of 2013*

§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 June 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 7

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

on the approval of duties performed by Mr. Erez Boniel – member of the Company's Management Board in the financial year of 2013

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 8

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 13 May 2014

on the approval of duties performed by Mr. Piotr Kroenke – member of the Company's Management Board in the financial year of 2013

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 9

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 13 May 2014

on the approval of duties performed by Mr. Mariusz Kozłowski – member of the Company's Management Board in the financial year of 2013

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 10

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 13 May 2014

*on the approval of duties performed by Mr. Witold Zatoński – member of the Company's
Management Board in the financial year of 2013*

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 11

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 13 May 2014

*on the approval of duties performed by Mr. Yovav Carmi - member of the Company's
Management Board in the financial year of 2013*

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 12

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Jacek Wachowicz - member of the Company’s
Management Board in the financial year of 2013*

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 13

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Mariusz Grendowicz – member of the Company’s
Supervisory Board in the financial year of 2013*

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 14

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Alain Ickovics – member of the Company’s
Supervisory Board in the financial year of 2013*

§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. Alain Ickovics, from 1 January 2013 to 31 May 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 15

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Yosef Grunfeld – member of the Company’s
Supervisory Board in the financial year of 2013*

§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. Yosef Grunfeld, from 1 January 2013 to 21 November 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 16

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

on the approval of duties performed by Mr. Dariusz Stolarczyk – member of the Company’s Supervisory Board in the financial year of 2013

§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, from 22 April 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 17

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

on the approval of duties performed by Mr. David Brush – member of the Company’s Supervisory Board in the financial year of 2013

§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. David Brush, from 1 January 2013 to 5 June 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 18

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

on the approval of duties performed by Mr. Artur Kucharski – member of the Company’s Supervisory Board in the financial year of 2013

§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. Artur Kucharski, from 1 January 2013 to 24 April 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 19

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 13 May 2014

*on the approval of duties performed by Mr. Wojciech Napiórkowski – member of the
Company's Supervisory Board in the financial year of 2013*

§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. Wojciech Napiórkowski, from 1 January 2013 to 22 April 2013.

§3

The Resolution was adopted by way of secret ballot.

§2

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

RESOLUTION No. 20

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the "**Company**")
dated 13 May 2014

*on the approval of duties performed by Mr. Shouky Oren – member of the Company's
Supervisory Board in the financial year of 2013*

§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. Shouky Oren, from 1 January 2013 to 21 November 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 21

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Guy Elias – member of the Company’s
Supervisory Board in the financial year of 2013*

§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. Guy Elias, from 1 January 2013 to 21 November 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 22

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Krzysztof Gerula – member of the Company’s
Supervisory Board in the financial year of 2013*

§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 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 23

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Marcin Murawski – member of the Company’s
Supervisory Board in the financial year of 2013*

§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, from 15 March 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 24

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Tomasz Mazurczak – member of the Company’s
Supervisory Board in the financial year of 2013*

§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, from 19 September 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 25

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Jarosław Karasiński – member of the Company’s
Supervisory Board in the financial year of 2013*

§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, from 12 April 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 26

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Ariel Hasson – member of the Company’s
Supervisory Board in the financial year of 2013*

§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. Ariel Hasson, from 5 June 2013 to 21 November 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 27

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mrs. Einat Oz-Gabber – member of the Company’s
Supervisory Board in the financial year of 2013*

§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, Mrs. Einat Oz-Gabber, from 30 May 2013 to 21 November 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 28

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Olivier Brahin – member of the Company’s
Supervisory Board in the financial year of 2013*

§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 26 November 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 29

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Alexander Hesse – member of the Company’s
Supervisory Board in the financial year of 2013*

§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. Alexander Hesse, from 26 November 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 30

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Philippe Couturier – member of the Company’s
Supervisory Board in the financial year of 2013*

§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, from 26 November 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 31

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mrs. Katharina Schade – member of the Company’s
Supervisory Board in the financial year of 2013*

§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, Mrs. Katharina Schade, from 26 November 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.

RESOLUTION No. 32

of the Annual General Meeting of Shareholders
of Globe Trade Centre Spółka Akcyjna (the “**Company**”)
dated 13 May 2014

*on the approval of duties performed by Mr. Michael Damnitz – member of the Company’s
Supervisory Board in the financial year of 2013*

§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. Dr. Michael Damnitz, from 26 November 2013 to 31 December 2013.

§2

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

§3

The Resolution was adopted by way of secret ballot.