

**GOTHALS LIMITED (the „Company”)**

**MINUTES OF THE MEETING**

**OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

held at the Company’s registered office

in Nicosia, date ..... 2015

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**Present:**

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The Secretary read the notice convening the Meeting and the members hereby acknowledge receiving due Notice for the Meeting.

[\_\_\_\_\_] was elected as Chairman of the Meeting, took the chair and declared the meeting open having satisfied himself that there was a quorum in accordance with the provisions of the Company’s Articles of Association.

**WHEREAS**, the undersigned being all the shareholders of the Company have determined that it is in the interests of the Company (i) to enter into the cross-border merger, on the terms and conditions set forth in the Terms of Cross-Border Merger of the Companies LPP spółka akcyjna with its seat in Gdańsk and Gothals Limited with its seat in Nicosia as such merger plan was approved by the Company’s Board of Directors on 25<sup>th</sup> May 2015, and (ii) to enter into transactions contemplated thereinto and any other requisite documents relating to the consummation of the merger;

**WHEREAS**, the Merger Plan as well as director’s merger report, outlining the legal and economic aspects of the merger from the member’s as well as the Company’s creditor’s viewpoint, had been made available to the members of the Company not less than one month before this meeting in accordance with the provisions of the article 2011Δ(2) of the Cyprus Companies Law, Cap 113 (as amended);

**WHEREAS**, all the members of the board of directors of the Company (as the Transferor Company) have drafted and approved the Terms of Cross-Border Merger of the Companies LPP spółka akcyjna with its seat in Gdańsk and Gothals Limited with its seat in Nicosia on 25<sup>th</sup> May 2015 (hereinafter called the “**Merger Plan**”);

**WHEREAS**, the Company has no employees;

The members considered and unanimously approved the following special resolution:

**1. Acceptance of the Cross-Border Merger**

That there is a significant benefit to the Company in approving and entering into the cross-border merger between the Company as the “**Transferor Company**” and LPP spółka akcyjna (*joint stock company*) with its registered office in Gdańsk, Poland, a company duly organized and validly existing under laws of Poland, address: Łąkowa Street 39/44, 80-769 Gdańsk, registered in the register of entrepreneurs held by the District Court Gdańsk-Północ in Gdańsk VII Commercial Division of the National Court Register under number KRS 0000000778, as the “**Acquiring Company**”). The undertaking of the obligations therein contained and the entry into Merger Plan and the implementation of the merger by the Company would be of a material benefit to the Company and in the best interests of the Company’s activities and continuation of its business, and be and is thus hereby authorized, approved and ratified.

**2. Resolutions of the Board of Directors**

That the entry by the Company into the aforementioned cross-border Merger Plan and execution of the proposed merger to which the Company is a part (as approved by a resolution of the board of directors of the Company dated 25<sup>th</sup> May 2015) be and it is hereby ratified, authorized and approved and that the board of directors of the Company be and is hereby authorized to take all necessary actions to carry into effect the merger.

**3. Waiver of the independent expert report**

that the requirement for an examination of the Merger Plan by an independent expert and the securing of an expert report required pursuant to c.f. article 516<sup>15</sup> Polish Commercial Companies Code and 201E(5) of the Cyprus Companies Law, Cap 113 (as amended), are hereby waived.

**Suspensive condition**

That all the foregoing decisions are subject to the approval of the Merger by the Acquiring Company.

**Secretarial duties**

That the Secretary of the Company be and is hereby instructed to sign and file the documents necessary in fulfilling the above resolutions.

Date [\_\_\_\_]