

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
to review and approve the Management Board's report on the Company's activity in 2015,
the Company's 2015 financial statements and the consolidated financial statements of the
MLP GROUP S.A. Group
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 1 of the Commercial Companies Code and Article 17.1.1) of the Articles of Association, the Ordinary Shareholder Meeting hereby:

1. Approves the Management Board's report on the Company's activity in 2015.
2. Approves the Company's financial statements for the financial years 2015 from 1 January 2015 to 31 December 2015 prepared in accordance with the International Financial Reporting Standards, including:
 - a) Standalone statement of profit or loss and other comprehensive income for the period from 1 January 2015 to 31 December 2015, showing net profit of PLN 6,802 thousand,
 - b) Standalone statement of financial position prepared as at 31 December 2015 showing total assets and total liabilities and equity of PLN 242,970 thousand,
 - c) Standalone statement of cash flows for the period from 1 January 2015 to 31 December 2015, showing a net cash flow decrease by PLN 9,959 thousand. The balance of cash at the end of the period was PLN 10,252 thousand,
 - d) Statement of changes in equity for the period from 1 January 2015 to 30 December 2015 showing a PLN 6,802 thousand increase in equity and equity of PLN 188,920 thousand as at 31 December 2015,
 - e) Notes to the financial statements.
3. Approves the consolidated financial statements of the MLP Group S.A. Group for the 2015 financial year from 1 January 2015 to 31 December 2015 prepared in accordance with the International Financial Reporting Standards, including:
 - a) Consolidated statement of profit or loss and other comprehensive income for the period from 1 January 2015 to 31 December 2015, showing net profit of PLN 74,628 thousand,
 - b) Consolidated statement of financial position prepared as at 31 December 2015 showing total assets and total liabilities and equity of PLN 1,126,169 thousand,
 - c) Consolidated statement of cash flows for the period from 1 January 2015 to 31 December 2015, showing a net cash flow increase by PLN 84,655 thousand. The balance of cash at the end of the period was PLN 136,456 thousand,
 - d) Statement of changes in consolidated equity for the period from 1 January 2015 to 30 December 2015 showing a PLN 89,486 thousand increase in consolidated equity,

and consolidated equity in the amount of PLN 647,368 thousand as at 31 December 2015,

e) Notes to the consolidated financial statements.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on the distribution of profit earned by the Company in the financial year 2015 and the
distribution of retained earnings
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 1 of the Commercial Companies Code and Article 17.1.2 of the Articles of Association, the Ordinary Shareholder Meeting hereby resolves that the net profit for the financial year 2015 in the amount of PLN 6,802,000 will be used in full to pay out a dividend to the Company's shareholders.

The Company's Shareholder Meeting hereby resolves the portion of retained earnings shown in the 2015 standalone financial statements in the amount of PLN 34,858,486.50 (thirty four million eight hundred forty eight thousand four hundred eighty six Polish zloty 50/100), which arose as a result of the recognition of actuarial gains and adjustments to profits for previous years, will be used to pay out a dividend.

The total dividend amount will be PLN 41,660,486.50, of which PLN 6,802,000 from the 2015 net profit and PLN 34,858,486.50 from retained earnings.

The dividend will be paid out at PLN 2.30 (in words: two zloty and thirty grosz) per share. At the same time, the dividend record date is set at 10 May 2016 and the dividend payment date at 25 May 2016.

The dividend will be paid on 18,113,255 shares.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to the President of the Management Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Michael Shapiro, President of the Company's Management Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to the Vice-President of the Management Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Radosław T. Krochta, Vice-President of the Company's Management Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to a Member of the Company's Management Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Tomasz Zabost, Member of the Company's Management Board.

Resolution No. [_____]
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to the Chairman of the Company's Supervisory Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the
Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary
Shareholder Meeting hereby grants a discharge on the performance of his duties in the
financial year ended 31 December 2015 to Mr. Shimshon Marfogel, Chairman of the
Company's Supervisory Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to the Vice-Chairman of the Company's Supervisory Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Eytan Levy, Vice-Chairman of the Company's Supervisory Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to a Member of the Company's Supervisory Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Yosef Zvi Meir, Member of the Company's Supervisory Board.

Resolution No. [_____]
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to a Member of the Company's Supervisory Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the
Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary
Shareholder Meeting hereby grants a discharge on the performance of his duties in the
financial year ended 31 December 2015 to Mr. Baruch Yehezkelov, Member of the
Company's Supervisory Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to a Member of the Company's Supervisory Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Guy Shapira, Member of the Company's Supervisory Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to a Member of the Company's Supervisory Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Maciej Matusiak, Member of the Company's Supervisory Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on granting a discharge to a Member of the Company's Supervisory Board
(draft)

Acting pursuant to Article 393 item 1 in conjunction with Article 395 § 2 item 3 of the Commercial Companies Code and Article 17.1.3 of the Articles of Association, the Ordinary Shareholder Meeting hereby grants a discharge on the performance of his duties in the financial year ended 31 December 2015 to Mr. Jacek Tucharz, Member of the Company's Supervisory Board.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on amending Articles 18.5, 18.6, 18.8 and 18.9 of the Company's Articles of Association and to delete
Article 18.7 of the Company's Articles of Association

Acting pursuant to Article 430 of the Commercial Companies Code and §17.1.2 of the Articles of Association, the Company's Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

Article 18.5 of the Company's Articles of Association is hereby amended and shall read as follows:

"18.5. Subject to the personal rights of shareholders as defined in Article 18.6 below, Supervisory Board members shall be appointed and dismissed by the Shareholder Meeting. The personal rights of shareholders shall be exercised by serving the Company with a written statement on appointing or dismissing a Supervisory Board member."

§ 2

Article 18.6 of the Company's Articles of Association is hereby amended and shall read as follows:

"18.6. The Company's shareholder Cajamarca Holland B.V., as long as the number of shares held by this shareholder represents at least 40%, shall be entitled to the personal right to appoint and dismiss 4 Supervisory Board members, including the Chairman of the Supervisory Board."

§ 3

Article 18.7 of the Company's Articles of Association is hereby deleted.

§ 4

Article 18.8 of the Company's Articles of Association is hereby amended and shall read as follows:

"18.8. The personal rights of the shareholder referred to in Article 18.6 of the Articles of Association shall expire if the number of shares held by Cajamarca Holland B.V. decreases below 40% of the share capital."

§ 5

Article 18.9 of the Company's Articles of Association is hereby amended and shall read as follows:

"18.9. If the Shareholder entitled to the personal right referred to in Article 18.6 of the Articles of Association fails to exercise its right to appoint a Supervisory Board member within 30 days from the date on which such right emerged in respect of this Shareholder, the right to appoint a Supervisory Board member for the vacancy in the Supervisory Board shall pass to the Shareholder Meeting. Such Supervisory Board member may be dismissed at any time by the Shareholder who failed to exercise its right referred to in Article 18.6 of the Articles of Association, provided that this Shareholder simultaneously appoints its own representative to the Supervisory Board."

§ 6

This resolution comes into force on the date the amendments to the Company's Articles of Association are registered by the court of registration.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on amending Articles 21.2.c, 25.1, 25.2 and 26.3 of the Company's Articles of Association and
inserting a new Article 26.3.1 of the Company's Articles of Association.

Acting pursuant to Article 430 of the Commercial Companies Code and §17.1.2 of the Articles of Association, the Company's Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

Article 21.2.c of the Company's Articles of Association is hereby amended and shall read as follows:

"c) giving consent to the Company's assuming a liability or making expenditures in a single or several related transactions not included in the Company's budget worth over PLN 5,000,000."

§ 2

Article 25.1 of the Company's Articles of Association is hereby amended and shall read as follows:

"25.1. The Management Board shall be composed of two to three members, appointed and dismissed by the Supervisory Board. The President of the Management Board shall be elected by the Supervisory Board".

§ 3

Article 25.2 of the Company's Articles of Association is hereby amended and shall read as follows:

"25.2. The Company may be represented by two Management Board members acting jointly".

§ 4

Article 26.3 of the Company's Articles of Association is hereby amended and shall read as follows:

"26.3 The Management Board should adopt a resolution in a unanimous vote before the following actions are taken:

- a) issuing a promissory note;*
- b) granting security for any debt of another entity, including a subsidiary;*
- c) establishing mortgage or making any other encumbrance on the Company's assets;*
- d) executing an agreement, which creates a duty or a risk for the Company to provide things, services or money worth over EUR 500,000 or its equivalent in another currency during one financial year (except for loan agreements executed with companies from the MLP Group S.A.*

capital group or annexes to such agreements), unless execution of such an agreement has been envisaged in the Company's annual financial plan (budget) adopted by the Management Board and approved by the Supervisory Board;

- e) convening a Shareholder Meeting or demanding a Supervisory Board meetings to be convened;*
- f) filing a lawsuit to invalidate or rescind resolutions adopted by the Shareholder Meeting;*
- g) filing a petition to declare bankruptcy of the Company;*
- h) taking any actions concerning a change of the rights to sign or acceptance patterns in banks;*
- i) hiring, dismissing and setting the compensation of directors of the Company's divisions (marketing, investment, financial and administration divisions);*
- j) nominating or appointing members for anybody in any entity controlled by the Company;*
- k) representing the Company at shareholder meetings of the Company's subsidiaries or granting powers-of-attorney to represent the Company at shareholder meetings of the Company's subsidiaries and issuing voting instructions (if any);*
- l) participating in other companies, excluding companies in the Company's capital group or selling shares in other companies, excluding the transactions concluded within the Company's capital group;*
- m) issuing shares, bonds, warrants, issuing promissory notes or changing the terms and conditions of issue of bonds issued by the Company;*
- n) incurring an obligation to purchase or sell real property, perpetual usufruct right or its fraction, except for concluding preliminary agreements to purchase the ownership title or perpetual usufruct right for a real property, which obligate the other party and contain no obligations for the Company to pay earnest money (zadatek) or advance payment (zaliczka);*
- o) executing, amending or terminating an agreement to grant a loan, bank guarantee or insurance bond or an agreement for a bank account, letter of credit or another financial product or financial service, where the parties to the agreement include or are to include the Company and a domestic bank, foreign bank, credit institution or financial institution within the meaning of the Banking Law Act of 29 August 1997;*
- p) releasing the Company's debtor from debt in the amount greater than PLN 100,000 or its equivalent in another currency;*
- q) accepting the annual financial plan (budget) or long-term financial plans".*

§ 5

A new Article 26.3.1. shall be added after Article 26.3. of the Company's Articles of Association, reading as follows:

"26.3.1. However, a resolution does not have to be adopted in the matters referred to in Article 26.3. if:

- a) in carrying out such an action the Company is represented by all the Management Board members acting jointly; or*
- b) the Company's Supervisory Board has given its consent for the action".*

§ 7

This resolution comes into force on the date the amendments to the Company's Articles of Association are registered by the court of registration.

Resolution No. []
adopted by the Ordinary Shareholder Meeting
of the company operating under the business name of MLP GROUP Spółka Akcyjna with its
registered office in Pruszków
on 18 April 2016
on amending Articles 21.2.c, 25.1, 25.2 and 26.3 of the Company's Articles of Association and
inserting a new Article 26.3.1 of the Company's Articles of Association and amending Article 26.8 of
the Company's Articles of Association.

Acting pursuant to Article 430 § 5 of the Commercial Companies Code, the Ordinary Shareholder Meeting authorizes the Company's Supervisory Board to define the consolidated version of the Company's Articles of Association including the amendments introduced during today's Ordinary Shareholder Meeting.