

**RESOLUTIONS**

of Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held  
in Bydgoszcz on **29th June 2016**.

**Item 2 of the agenda:**

**Resolution No. 1**

**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held  
in Bydgoszcz on 29th June 2016**

on election of the Chairman of the General Meeting

§ 1. The Ordinary General Meeting of Shareholders of GRUPA KAPITAŁOWA IMMOBILE S.A. elects  
Mr./ Mrs. Marcin Marczuk to be the Chairman of the Meeting.

§ 2. The Resolution shall come into force on the day it is passed.

**Item 8a) of the agenda:**

**Resolution No. 2**

**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held  
in Bydgoszcz on 29th June 2016**

on approval of the Board's Report on the operations of the Company for 2015

§ 1 The Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. approves the  
Board's Report on the operations of the Company for 2015.

§ 2 The Resolution shall come into force on the day it is passed.

**Item 8b) of the agenda:**

**Resolution No. 3**

**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held  
in Bydgoszcz on 29th June 2016**

on approval of the Financial Report of the Company for 2015

§ 1 The Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. approves the  
Financial Report of the Company for the period from 1.01.2015 to 31.12.2015, which includes:

- a) Balance sheet as at 31.12.2015, which assets and liabilities amount to PLN 266.718.000;
- b) Profit and loss account for the period from 01.01.2015 to 31.12.2015, showing a net loss of  
PLN 4.394.000;
- c) Cash flow statement prepared for the period from 01.01.2015 to 31.12.2015. showing a  
decrease in cash and cash equivalents amounting to PLN 266.000;
- d) Statement of changes in equity for the period from 01.01.2015 to 31.12.2015, showing a  
decrease in equity by PNL 2.756.000;
- e) additional information including an introduction to the financial statements and additional  
information and explanations.

§ 2 The Resolution shall come into force on the day it is passed.

**Item 8c) of the agenda:**

**Resolution No. 4  
of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held  
in Bydgoszcz on 29th June 2016**

on approval of the Board's Report on the operations of the capital group of the Company for 2015

§ 1 The Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. approves the Board's Report on the operations of the capital group of Company for 2015.

§ 2 The Resolution shall come into force on the day it is passed.

**Item 8d) of the agenda:**

**Resolution No. 5  
of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held  
in Bydgoszcz on 29th June 2016**

on approval of the Consolidated Financial Report of the capital group of the Company for 2015

§ 1 The Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. approves the Consolidated Financial Report of the Company for the period from 1.01.2015 to 31.12.2015, which includes:

- a) Consolidated balance sheet as at 31.12.2015, which assets and liabilities amount to PLN 279.939.000;
- b) Consolidated profit and loss account for the period from 01.01.2015 to 31.12.2015, showing a net loss of PLN 2.295.000;
- c) Consolidated cash flow statement prepared for the period from 01.01.2015 to 31.12.2015, showing an increase in cash and cash equivalents amounting to PLN 8.765.000;
- d) Consolidated statement of changes in equity for the period from 01.01.2015 to 31.12.2015, showing an increase in equity by PLN 4.152.000;
- e) additional information including an introduction to the financial statements and additional information and explanations.

§ 2 The Resolution shall come into force on the day it is passed.

**Item 8e) of the agenda:**

**Resolution No. 6  
of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held  
in Bydgoszcz on 29th June 2016**

on covering the loss of the Company for 2015

§1 The General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. decides to cover the net loss for the fiscal year 2015 in amount of PLN 4 394 000, with Company's incomes of future periods

§2 The Resolution shall come into force on the day it is passed.

**Item 9 of the agenda:**

**Resolution No. 7**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the President of the Management Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mr. Rafał Jerzy - President of the Management Board for the period from 01.01.2015 till 31.12.2015.

§2 The Resolution shall come into force on the day it is passed.

**Resolution No. 8**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the Vice-President of the Management Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mr. Sławomir Winiecki – Vice-President of the Management Board for the period from 01.01.2015 till 31.12.2015.

§2 The Resolution shall come into force on the day it is passed.

**Resolution No. 9**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the Member of the Management Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mr. Piotr Fortuna – Member of the Management Board for the period from 23.03.2015 till 31.12.2015.

§2 The Resolution shall come into force on the day it is passed.

**Item 10 of the agenda:**

**Resolution No. 10**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the President of the Supervisory Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mr. Piotr Kamiński - President of the Supervisory Board for the period from 01.01.2015 till 31.12.2015.

§2 The Resolution shall come into force on the day it is passed.

**Resolution No. 11**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the Chancellor of the Supervisory Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mrs. Beata Jerzy - Chancellor of the Supervisory Board for the period from 01.01.2015 till 31.12.2015.  
§2 The Resolution shall come into force on the day it is passed.

**Resolution No. 12**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the Member of the Supervisory Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mr. Jerzy Nadarzewski - Member of the Supervisory Board for the period from 01.01.2015 till 31.12.2015.  
§2 The Resolution shall come into force on the day it is passed.

**Resolution No. 13**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the Member of the Supervisory Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mr. Mirosław Babiacyk - Member of the Supervisory Board for the period from 01.01.2015 till 31.12.2015.  
§2 The Resolution shall come into force on the day it is passed.

**Resolution No. 14**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
concerning: granting discharge to the Member of the Supervisory Board

§ 1 The Ordinary General Meeting of Grupa Kapitałowa IMMOBILE S.A. decides to grant approval to Mr. Jacek Nowakowski - Member of the Supervisory Board for the period from 01.01.2015 till 31.12.2015.  
§2 The Resolution shall come into force on the day it is passed.

**Item 12 of the agenda:**

**Resolution No. 15**  
**of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held**  
**in Bydgoszcz on 29th June 2016**  
on merging the Company (the acquiring company) with the company Hotel 1 GKI Sp. z o.o. (the  
acquired company)

§ 1. The Ordinary General Meeting of the Company consents to the Merger Plan agreed by the Management of the Company and the Company Hotel 1 GKI Sp. z o.o. ( "Acquired Company") on 29 February 2016 (the "Merger Plan"), which constitutes Appendix 1 and decides on the merger of the Company (as the acquiring company) with the Target Company (as the acquired company) by transferring to the Company, as the sole shareholder, the entire assets of the Acquired Company.

## **§ 2**

1. The merger will take place in the manner specified in Article. 515 § 1 of the Code of Commercial Companies, without increasing the share capital of the Company and under the conditions specified in the Merger Plan, which, in accordance with Article. 500 § 21 of the Code of Commercial Companies, is free of charge and continuously available on the website of the merging companies at: [www.immobile.com.pl](http://www.immobile.com.pl) and [www.hotel1.immobile.com.pl](http://www.hotel1.immobile.com.pl).

2. The shareholders of the Company were twice informed of the intention to merge the companies in the Company's current reports with no. 8/2016 dated 29.02.2016 and no. 19/2016 of 06.05.2016.

## **§ 3**

1. Due to the fact that the Company is the sole shareholder of the Acquired Company, merger will be carried out under the simplified procedure referred in Article. 516 § 6 of the Commercial Companies Code.

2. The merger will take place without changing the Articles of Association.

**§ 4** The General Meeting authorizes the Board to make all the necessary operations relating to the procedures of Company's merger with the Target Company.

## **§ 5**

1. No particular rights will not be granted by the Company to shareholders, and particularly entitled persons in the Target Company, because the Company is the sole shareholder of the Target Company, at the same time there is a lack of special entitled persons.

2. No special benefits will not be granted for members of the merging companies and other persons participating in the merger

**§ 6** The resolution comes into force upon its adoption with effect from the day of registering the merger in entrepreneurs register, appropriate for the Acquiring Company.

### **Item 13 of the agenda:**

#### **Resolution No. 16**

#### **of the Ordinary General Meeting of Shareholders of Grupa Kapitałowa IMMOBILE S.A. held in Bydgoszcz on 29th June 2016**

**on the payment of dividends and the determination of the date of entitlement to dividends and the  
date of its payment**

**§ 1** The General Meeting decides to make a dividend payment from the supplementary capital of the Company arising from undistributed profits from previous years in the total amount of PLN 3.643.146,60 (PLN 0,05 per share).

## **§ 2**

1. The date of acquiring the right to dividend is 22.08.2016.

2. The deadline for the payment of dividends by the Company shall be the date of 12.09.2016.

**§ 3** The resolution comes into force upon its adoption.