

The Management informs that the inclusion in the agenda of the Annual General Meeting of the Company of the above presented points is justified by the following conditions:

1. Points 1 to 4 of the agenda are of formal nature and they are necessary for the proper organisation of the Annual General Meeting.
2. Point 5 of the agenda results from the existing internal regulations of the Company, in particular from the Annual General Meeting and the Supervisory Board Regulations and Corporate Governance adopted by the Company.
3. Point 6 of the agenda results from the obligation contained, among others, in the provisions of art. 395 § 2 item 1 and § 5 of the CCC, the provisions of § 33 sec. 1 item 1 of the Company Articles of Association and § 2 sec. 2 item 1 of the Annual General Meeting of the Company Shareholders Regulations.
4. Point 7 results from the obligation contained, among others, in subsection III.1.1 of Best Practice for WSE Listed Companies (Annex to the Resolution No. 12/1170/2007 of the Stock Exchange Board from July 4, 2007).
5. Point 8 of the agenda results from the obligation contained, among others, in the provisions of art. 395 § 2 item 1 and § 5 of the CCC, art. 53 sec. 1 and art. 63c sec. 4 of the Act of 29 September 1994 on Accounting (consolidated text: Journal of Laws of 2009, No. 152, item 1223, as amended), the provisions of § 33 sec. 1 item 1 of the Company Articles of Association and § 2 sec. 2 item 1 of the General Meeting of Shareholders of the Company Shareholders Regulations
6. Point 9 of the agenda results from the generally applicable provisions of art. 395 § 5 of the CCC and art. 55 sec. 2 of the Act on Accounting.
7. Point 10 of the agenda results from the obligation contained, among others, in the provision of art. 395 § 2 item 3 of the CCC and § 33 sec. 1 item 4 of the Company Articles of Association.
8. Point 11 of the agenda results from the obligation contained, among others, in the provision of art. 395 § 2 item 3 of the CCC and § 33 sec. 1 item 4 of the Company Articles of Association.
9. Point 12 of the agenda results from the obligation contained, among others, in the art. 395 § 2 item 2 of the CCC and § 33 sec. 1 item 3 of the Company Articles of Association.
10. Point 13 of the agenda results from the need to repeal the Company's existing incentive programme due to the fact that in the Management Board's opinion it will not achieve the purpose for which it was implemented in the Company
11. Point 14 of the agenda is the result of the will of the Management Board and Supervisory Board to establish mechanisms motivating the key managers of the Company for actions ensuring the long-term growth of the goodwill value, the Company's financial performance and the need of the Company's management stabilisation.
12. Point 15 of the agenda is the result of a proposal to adopt a new incentive programme in the Company, whose scheme would be based on the issue by the Company of free of charge subscription warrants entitling to subscribe for newly issued Series L shares, which generates the need, as the programme is dedicated to the key managers of the Company, to deprive existing shareholders of pre-emptive rights to the warrants and then

to the issued Series L shares, moreover, the requirement to submit the Management Board's opinion that justifies the exclusion of pre-emptive rights results from generally applicable laws.

13. Point 16 of the agenda is the result of a proposal to adopt a new incentive programme for the key managers of the Company. The proposed programme is based on the conditional share capital increase to enable the entitled persons to take up in the first instance subscription warrants for series L shares, and then to take up those series L shares, to the exclusion of the pre-emptive rights of the current shareholders for both warrants and series L shares.
14. Point 17 of the agenda is to provide the Supervisory Board with powers to make amendments to the Articles of Association resulting from the implementation of the Company's share capital increase under the conditional share capital increase and series L shares issue on this basis, as well as the adoption of the consolidated text of the Articles of Association that takes into account the amendments to the Articles of Association relating to the conditional share capital increase. Delegation of powers in this area is enabled by the provision of art. 430 § 5 of the CCC and it is justified by lower costs and less time-consuming implementation of the amendments to the Articles of Association resulting from various actions in the implementation of the conditional share capital increase process.
15. Point 18 of the agenda is to enable the Management Board to carry out all required by the provisions and resolutions of the organisational acts actions within the conditional share capital increase process in order to introduce the issued thereunder series L shares to public trading.
16. Point 19 of the agenda results from the need to verify the remuneration of the LPP SA Supervisory Board members on account of functions performed by them.
17. Point 20 of the agenda is of formal nature.

**The opinion of the Management Board
of LPP SA seated in Gdansk on the disposal of net profit achieved in the business year of
2010**

The Management Board of LPP SA seated in Gdansk ("the Company") hereby recommend to the Annual General Meeting of the Company to distribute the net profit generated by the Company in the business year of 2010 in the amount of PLN 148,871,872.99 in such a manner as to abandon the distribution of the net profit generated in the business year of 2010 in the amount of PLN 148,871,872.99 and allocate it as a whole for the supplementary capital

The opinion of the Management Board of LPP SA seated in Gdansk

of 29 April 2011, providing reasons for the exclusion, in their entirety, of pre-emptive rights to series L shares, subscription warrants for series L shares, the issue price of the shares and the free of charge nature of the subscription warrants

The Annual General Meeting of shareholders of LPP SA ("**the Company**") was convened on 27 June 2011 in order to, among other things, adopt the resolution on the issue of no more than 21,300 (twenty one thousand three hundred) subscription warrants ("**the Subscription Warrants**"), the conditional increase of the Company share capital by the amount not greater than PLN 42,600 (forty two thousand six hundred) through the issue of no more than 21,300 (twenty one thousand three hundred) series L ordinary bearer shares with the nominal value of PLN 2 (two) each ("**the series L Shares**"), the exclusion of the pre-emptive rights of the previous shareholders of the Company and amendments to the Company Articles of Association.

The objective of the conditional share capital increase through the issuance of Series L Shares and the issuance of the Subscription Warrants for Series L Shares is for the Company to develop effective tools and mechanism to motivate key managers of the Company to take actions ensuring the long-term increase in the goodwill value and the Company's financial results and the need to stabilise the management personnel of the Company.

The Management Board believes that the introduction of the tool consisting in providing the key managers of the Company with the possibility to acquire shares under the conditional share capital increase constitutes, in the current situation of the Company, the best source of motivation for making intensive efforts to achieve the established objectives in a way that does not jeopardize the financial liquidity of the Company. Targeting the issuance at the key managers of the Company is in fact related to and justifies the exclusion of the entirety of the pre-emptive rights to L Series Shares vested in the shareholders. The purpose of issuing the Subscription Warrants for the Series L Shares is, on the one hand, to postpone possible bonus given to persons entitled to acquire the Warrants and thus guarantee the stability of the key managers of the Company and, on the other hand, to facilitate the introduction of Series L Shares at the Warsaw Stock Exchange ("**WSE**"). The Subscription Warrants and Series L Shares shall be offered to Marek Piechocki, Dariusz Pachla, Jacek Kujawa, Piotr Dyka, Hubert Komorowski and Sławomir Łoboda. The acquired Subscription Warrants shall be deposited with the Company. The pre-emptive right to Series L Shares shall be lost when an agreement which bounds the persons listed above with the Company has been terminated by this person before the initial date for converting the acquired Warrants into series L Shares. The Management Board believes that the Incentive Programme will constitute an efficient tool for the implementation of the policy for the long-term increase in the Company value. This objective is undoubtedly also crucial for all groups of shareholders, since the expected result of such actions is the increase in the value of the previously issued Company shares.

The Subscription Warrants for Series L Shares shall be issued free of charge. The purpose of issuing the Subscription Warrants is to make it possible for the Series L Shares to be acquired by persons authorised under the incentive programme which by nature is to constitute some form of bonus and financial incentive to increase efforts for the Company development, and to facilitate the subsequent listing of Series L Shares on the Warsaw Stock Exchange. In view of the above, the free of charge issuance of the Subscription Shares seems to be fully justified.

The issue price of Series L Shares shall be PLN 2,000, constituting the value of an average daily closing price of LPP SA shares quoted on the WSE in the period from 1 September 2010 to 31 March 2011, rounded off to the nearest one hundred zlotys. The price so established is to constitute an incentive for the authorised persons to take actions and make efforts to increase the value of the Company, which translates into the subsequent value of the securities on the market, and thus the value of the financial bonus for the authorised persons.

The above circumstances cause that excluding the entirety of pre-emptive rights to Series L Shares vested in the previous shareholders and the pre-emptive rights to the subscription warrants for Series L Shares is economically justified and in the interest of the Company. The method of determining the issue price of Series L Shares and the free of charge issue of the Subscription Warrants are also justified.

Taking the above into consideration, the Management Board hereby recommends to the Annual General Meeting to adopt the resolution regarding: (i) the issue of series A subscription warrants for series L shares, (ii) conditional share capital increase, (iii) exclusion of pre-emptive rights of series A subscription warrants and exclusion of pre-emptive rights to series L shares, (iv) authorisation for the Company bodies, (v) amendments to the Articles of Association”.