



**Issued by:** ARCUS S.A.  
**Issued on:** 23 May 2013

**Subject:** Notice of the Ordinary General Meeting of ARCUS S.A. Shareholders

**Current report no 14/2013**

**Legal basis:** Article 56(1) point 2 of the Act on Public Offering – Current and Periodic Information

**Report content:**

The Management Board of ARCUS S.A. ('the Company') with its registered office in Warsaw, acting pursuant to Art. 399 Par. 1 of the Commercial Companies Code and in accordance with Par. 6 Title 3.2 and 3.3 of the Company's Articles of Association hereby convenes an Ordinary General Meeting of Shareholders ('OGM', 'Ordinary General Meeting') to be held on 20 June 2013 at 11.00 am in the Company's headquarters in Warsaw, at 2 Miła Street with the following agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Statement that the Ordinary General Meeting has been properly convened and is able to adopt resolutions.
4. Approval of the OGM Agenda.
5. Review and approval of the Supervisory Board's report on the results of the assessment of Company's separate financial statement for the year ended 31 December 2012 and the Management Board's report on Company's activities in 2012.

6. Review and approval of the Supervisory Board's report on the results of the assessment of Capital Group's consolidated financial statement for the year ended 31 December 2012 and the Management Board's report on Capital Group's activities in 2012.
7. Review and approval of the Supervisory Board's report on the assessment of its activities in 2012.
8. Review and approval of the Supervisory Board's report regarding the assessment of Company's and Capital Group's position in 2012.
9. Review and approval of the Supervisory Board's report on the assessment of the Management Board's proposal regarding the allocation of profit for the financial year ended 31 December 2012.
10. Review and approval of the Management Board's reports on Company's and Capital Group's activities in 2012.
11. Review and approval of Company's separate financial statement and Capital Group's consolidated financial statement for the financial year 2012.
12. Adoption of a Resolution concerning allocation of profit for the financial year 2012.
13. Adoption of a Resolution concerning the redemption of own shares.
14. Granting the Members of the Management and Supervisory Boards a vote of acceptance for the discharge of their duties in 2012.
15. Changes to the composition of the Supervisory Board.
16. Amendments to the Company's Articles of Association.
17. Closing of the Ordinary General Meeting.

**Legal basis:** Par. 38.1.1 and Par. 38.1.2 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information to be published by issuers of securities (as amended)

## **Attachment to the current report No 14/2013**

### **ARCUS S.A. Management Board's Notice of the Ordinary General Meeting of Shareholders**

ARCUS SPÓŁKA AKCYJNA (ARCUS JOINT-STOCK COMPANY) with its registered office in Warsaw, KRS (National Court Register) number: 0000271167, District Court for the Capital City of Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register, an entry in the register: 2 January 2007.

#### Date, time and venue of the Ordinary General Meeting of Shareholders and the detailed agenda

The Management Board of ARCUS S.A. ('the Company') with its registered office in Warsaw, acting pursuant to Art. 399 Par. 1 of the Commercial Companies Code and in accordance with Par. 6 Title 3.2 and 3.3 of the Company's Articles of Association hereby convenes an Ordinary General Meeting of Shareholders ('OGM', 'Ordinary General Meeting') to be held on 20 June 2013 at 11.00 am in the Company's headquarters in Warsaw, at 2 Miła Street.

#### **OGM AGENDA:**

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Statement that the Ordinary General Meeting has been properly convened and is able to adopt resolutions.
4. Approval of the OGM Agenda.
5. Review and approval of the Supervisory Board's report on the results of the assessment of Company's separate financial statement for the year ended 31 December 2012 and the Management Board's report on Company's activities in 2012.
6. Review and approval of the Supervisory Board's report on the results of the assessment of Capital Group's consolidated financial statement for the year

ended 31 December 2012 and the Management Board's report on Capital Group's activities in 2012.

7. Review and approval of the Supervisory Board's report on the assessment of its activities in 2012.
8. Review and approval of the Supervisory Board's report regarding the assessment of Company's and Capital Group's position in 2012.
9. Review and approval of the Supervisory Board's report on the assessment of the Management Board's proposal regarding the allocation of profit for the financial year ended 31 December 2012.
10. Review and approval of the Management Board's reports on Company's and Capital Group's activities in 2012.
11. Review and approval of Company's separate financial statement and Capital Group's consolidated financial statement for the financial year 2012.
12. Adoption of a Resolution concerning allocation of profit for the financial year 2012.
13. Adoption of a Resolution concerning the redemption of own shares.
14. Granting the Members of the Management and Supervisory Boards a vote of acceptance for the discharge of their duties in 2012.
15. Changes to the composition of the Supervisory Board.
16. Amendments to the Company's Articles of Association.
17. Closing of the Ordinary General Meeting.

#### **The right of a shareholder to request inclusion of individual matters on the agenda of the Ordinary General Meeting**

The shareholder or shareholders representing at least one twentieth of the share capital of the Company may request that certain matters be placed on the agenda of the Ordinary General Meeting. The request shall be submitted to the Management Board not later than 21 (twenty one) days prior to the date of the General Meeting, that is until **29 May 2013**.

The request shall include a justification or a draft resolution on the proposed item of the agenda. The request may be submitted in writing at the Company's address: 2 Miła Street or by email at: [inwestorzy@arcus.pl](mailto:inwestorzy@arcus.pl).

### **The right of a shareholder to submit draft resolutions**

The shareholder or shareholders of the Company representing at least one twentieth of the share capital may, before the date of the General Meeting submit to the Company, in writing or electronically, the draft resolutions on items placed on the agenda of the General Meeting, or matters which are to be placed on the agenda. Furthermore, during the Ordinary General Meeting of Shareholders each of the shareholders may submit drafts of resolutions concerning the matters placed on the agenda. The request shall be submitted in writing at the Company's address: 2 Miła Street or by email at: [inwestorzy@arcus.pl](mailto:inwestorzy@arcus.pl).

### **The manner of exercising voting rights by a Proxy**

The shareholder being a natural person may participate in the General Meeting and exercise the voting rights in person or by a proxy. A shareholder who is not a natural person may participate in the General Meeting and exercise the voting rights by a proxy or by persons authorized to represent the shareholder.

The power of attorney to attend the Ordinary General Meeting and exercise voting rights must be, under pain of nullity, granted in writing or electronically and enclosed to the minutes of the Ordinary General Meeting. The power of attorney granted electronically shall not require a safe electronic signature verified with the use of valid qualified certificate. The forms enabling exercising the voting rights by a proxy shall be available as of the day of the Notice hereof publication at the Company's headquarters and on the Company's website at [www.arcus.pl](http://www.arcus.pl) in Investor Relations/General Meeting section. The Company does not require to grant the power of attorney with the use of above mentioned form. The use of form shall not decide on the validity of the power of attorney.

The fact of granting the power of attorney in the electronic form shall be notified to the Company by means of electronic communication in the form of information sent to the following e-mail address: [inwestorzy@arcus.pl](mailto:inwestorzy@arcus.pl). The notification shall be sent to the Company within the time enabling the effective verification of the validity of the

power of attorney. The aforementioned notification shall include the personal data of a shareholder granting the power of attorney and the personal data of a proxy (with the indication of names, surnames, addresses, telephone numbers and email addresses of both persons). The notification shall also determine the scope of granted power of attorney, that is shall indicate the number and type of shares as well as the date of the Company's General Meeting with regard to which – the voting rights will be exercised.

The Company will undertake the relevant actions aimed at identification of the shareholder and his proxy in order to verify the validity of power of attorney granted electronically. Mentioned verification will particularly consist in the return question asked in the electronic or telephone form in order to confirm the fact of granting the power of attorney and its scope. The Company emphasises, that in this case, the lack of the answer to the question asked during verification will be recognized as lack of the possibility to verify the fact of granting the power of attorney as well as will constitute the basis for the refusal to attend the Ordinary General Meeting by a proxy.

The Company points out that the shareholders using the electronic means of communication bear sole risk associated with the use of such method of communication. It is recommended to submit the information on granting or revocation of power of attorney granted electronically until the end of the day preceding the day of the Ordinary General Meeting since the Company cannot guarantee that will be able to carry out the verification on the day of OGM.

The right to represent the shareholder who is not a natural person shall be due from an excerpt from the relevant register (true copy or certified true copy) presented during the preparation of the attendance list. The persons not indicated in the register shall present a written power of attorney signed by authorized persons. Any documents prepared in the foreign language shall be presented together with the translation into Polish language made by a certified translator. The person/persons granting the power of attorney on behalf of the shareholder shall be indicated in the valid excerpt from the relevant register.

The Member of the Management Board of the Company and the Company's employee may act as proxies at the Ordinary General Meeting.

If a proxy at the General Meeting is a Member of the Management Board of the Company, a Member of the Supervisory Board, an employee or a member of the authority or an employee of a subsidiary of the Company, the power of attorney may authorize the proxy to represent the shareholder at one General Meeting only. The proxy is obliged to disclose to the shareholder circumstances indicating the existence or possibility of conflict of interest. The above mentioned proxy is not entitled to granting further powers of attorney. The aforementioned proxy shall vote in accordance with instructions given by the shareholder.

The Company emphasises that will not verify if the proxies exercise the voting rights in accordance with the instructions given by the shareholders.

**The possibility and manner of attending the Ordinary General Meeting by means of electronic communication**

The Company does not provide the possibility to participate in the General Meeting with the use of electronic communication tools.

**The manner of expressing opinions the Ordinary General Meeting by means of electronic communication**

The Company does not provide the possibility to express opinions at the General Meeting with the use of electronic communication tools.

**The possibility (manner) of exercising voting rights by correspondence or with the use of electronic communication tools**

The Company does not foresee the possibility to exercise the voting rights by correspondence or with the use of electronic communication tools.

At the same time, the Company recommends to service the OGM with the use of the Electronic Vote Counting System, where the provider of this service may act only under the relevant agreement signed with the Company.

### **The registration date for participation in the Ordinary General Meeting**

The registration date for participation in the Ordinary General Meeting of Shareholders is **4 June 2013** ('the Registration Date').

### **The right to participate in the General Meeting**

Only the persons being shareholders of the Company on the Registration Day are entitled to participate in the Annual General Meeting.

The pledges and usufructuaries, who have the voting rights, are entitled to participate in the Ordinary General Meeting if they are entered in the register of shareholders on the Registration Day.

At the request of a person entitled under dematerialized shares of the Company made no earlier than after the notice of the Ordinary General Meeting on 23 May 2013 and no later than on the first weekday following the Registration Day, that is on 5 June 2013, the entity that operates a securities account shall issue a registered certificate confirming the right to participate in the General Meeting.

The Company hereby points out that only the persons who:

a) were the Company's shareholders on the Registration Day, that is on **23 May 2013**

and

b) requested – no earlier than on **23 May 2013** and no later than on **5 June 2013** – the entity that operates a securities account to issue a registered certificate confirming the right to participate in the General Meeting

shall have the right to participate in the Ordinary General Meeting.



The list of shareholders entitled to participate in the General Meeting prepared in accordance with Art. 407.1 of the Commercial Companies Code shall be available at the Company's headquarters at 2 Miła Street, 00-180 Warsaw (Room No 112, between 9.00 a.m. and 4 p.m.) for three working days prior to the date of the General Meeting, as of **17 June 2013**. Also the materials associated with matters placed on the agenda shall be available at the Company's headquarters under the conditions and within the limits laid down by the Commercial Companies Code. A shareholder may review the list of shareholders at the Company's headquarters and request copies, upon the payment of the costs as well as may request sending the list of shareholders entitled to participate in the Ordinary General Meeting free-of-charge via email at the indicated email address. The shareholder of the Company may request to send him at indicated e-mail address, free of charge, a copy of a list of shareholders entitled to participate in the General Meeting.

A shareholder shall have the right to request copies of motions on matters placed on the agenda within one week prior the Ordinary General Meeting of Shareholders, that is as of **13 June 2013**.

The persons entitled to participate in the Ordinary General Meeting should register themselves and collect voting cards in front of the conference room one hour before the General Meeting.

In order to ensure the efficient conduct of the Ordinary General Meeting, the shareholders and persons representing the shareholders should have valid identity documents.

### **Access to documentation**

The full text of documentation that is to be presented at the General Meeting together with draft resolutions shall available at the Company's website as from the day of the notice hereof, in accordance with Art. 402<sup>3</sup>.1 of the Commercial Companies Code.

The Management Board's and Supervisory Board's comments on items placed on the agenda of the Ordinary General Meeting or on matters that are to be placed on

the agenda before the day of the Ordinary General Meeting shall be available on the Company's website immediately upon their preparation.

Information regarding the Ordinary General Meeting shall be available at:  
[www.arcus.pl](http://www.arcus.pl)