

Date of issue: 6 June 2017

Current report no 12/2017

Other documents to be presented at the Ordinary General Meeting of Shareholders

Legal basis: Art. 17.1 of the Market Abuse Regulation

Content of the report:

In addition to current reports no 9, 10 and 11/2017, the Management Board of ARCUS S.A. (‘the Company’) hereby discloses a voting form for shareholder’s proxy at the Ordinary General Meeting convened for 29 June 2017.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Michał Czeredys – President of the Management Board

Rafał Czeredys – Member of the Management Board

Form for exercising the voting rights by the Proxy

The form hereof is intended for exercising the voting right by the Proxy at the Ordinary General Meeting of the Shareholders of ARCUS S.A. with its registered office in Warsaw at 5/7 Kolejowa Street (hereinafter 'the Company'), convened to be held on 29 June 2017 at 11:00 a.m. at the Company's premises ('OGM'), with the agenda disclosed in the notice of this General Meeting published by the Company on 1 June 2017 in a current report no 9/2017 and on the Company's website www.arcus.pl

I. SHAREHOLDER'S DATA:

(full name/ business name of the Shareholder)

address: _____

PESEL/REGON/KRS (Personal Identification Number, Statistical Identification Number, National Court Register Number) : _____

II. PROXY'S DATA:

(full name or business name of a Proxy)

address: _____

PESEL/REGON/KRS (Personal Identification Number, Statistical Identification Number, National Court Register Number) : _____

III. NUMBER OF SHAREHOLDER'S SHARES ENTITLING THE PROXY TO EXERCISE THE VOTING RIGHT AT THE OGM:

_____ bearer ordinary shares of the Company (of nominal value of 0,10 PLN each).

I, the undersigned, acting as a Company's Shareholder entitled to exercise the voting rights in accordance with above indicated number of the Company's shares held, declare that I will exercise the voting rights attached to mentioned shares through the Proxy indicated above, and due that fact - in the form hereof - I give this Proxy the below listed instructions as to the voting on any Resolution placed on the Agenda of the OGM.

_____, _____ 2017

(place, date)

(Shareholder's signature)

* In case of conducting the voting at the OGM with the use of electronic vote-counting system, the form hereof shall not apply to voting by Proxy, but is only a confirmation of the fact that a Proxy has been given instructions by a Shareholder as to the voting on OGM.

IV. VOTING/INSTRUCTION FOR THE VOTING IN RESPECT OF THE FOLLOWING RESOLUTIONS:

Point 2 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on the appointment of a Chairperson of the Ordinary General Meeting

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to appoint Mr./Ms. _____ as a Chairperson of the Ordinary General Meeting.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 4 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on the adoption of the agenda

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to adopt the Agenda of the Ordinary General Meeting in the wording consistent with the Agenda announced in the notice of this General Meeting published by the Company on 1 June 2017 in the current report No 9/2017 and on the Company's website: www.arcus.pl website.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on the nonappointment of the vote counting committee

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves not to appoint the vote counting committee at this General Meeting.

Justification for resignation from the appointment of the vote counting committee:

In the notice convening the General Meeting, the Company recommended to support the General Meeting with the Electronic Vote Counting System. A provider has signed an appropriate agreement with the Company. The chairman of the GM will supervise the correctness of the service and reports on individual voting carried with the use of aforementioned system.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 5 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017

**on the approval of the Supervisory Board's report on the results of the assessment of the
Company's separate financial statement for the year ended 31 December 2016 and the
Management Board's report on Company's activities in 2016**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the results of the assessment of the Company's separate financial statement for the year ended 31 December 2016 and the Management Board's report on Company's activities in 2016.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 6 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017

on the approval of the Supervisory Board's report on the results of the assessment of the Capital Group's consolidated financial statement for the year ended 31 December 2016 and the Management Board's report on Capital Group's activities in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the results of the assessment of the Capital Group's consolidated financial statement for the year ended 31 December 2016 and the Management Board's report on Capital Group's activities in 2016.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 7 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017

**on the approval of the Supervisory Board's report
on the assessment of its activities in 2016**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the assessment of its activities in 2016.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 8 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on the approval of the Supervisory Board’s report regarding the assessment of the
Company’s and Capital Group’s situation in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves as follows:

Par. 1

The Supervisory Board’s report regarding the assessment of the Company’s situation in 2016 is approved.

Par. 2

The Supervisory Board’s report regarding the assessment of the Capital Group’s situation in 2016 is approved.

for	- against - objection	- abstentions	- in accordance with Proxy’s decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 9 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on the approval of the Management Board’s reports on the activities of the Company and
the Capital Group in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves as follows:

Par. 1

The Management Board's report on the Company's activities in the financial year ended on 31 December 2016 is approved.

Par. 2

The Management Board's report on the Capital Group's activities in the financial year ended on 31 December 2016 is approved.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 10 of the Agenda:

**Resolution
of the Ordinary General Meeting of ARCUS S.A.**

with its registered office in Warsaw

of 29 June 2017

on the approval of the Company's separate financial statement and the Capital Group's consolidated financial statement for the financial year 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves as follows:

Par. 1

The separate financial statement of the Company for the financial year ended on 31 December 2016, including: balance sheet as at 31 December 2016 with total assets of PLN 111 169 180.30 (in words: one hundred eleven million one hundred and sixty nine thousand one hundred eighty zloty and thirty grosz), profit and loss account for the period of 1 January 2016 - 31 December 2016 with net sales revenues of PLN 97 791 571.98 (in words: ninety seven million seven hundred ninety one thousand five hundred seventy one zloty and ninety eight grosz) and net loss of PLN 3 341 289.52 (in words: three million three hundred forty one thousand two hundred eighty nine zloty fifty two grosz), is approved.

Par. 2

The consolidated financial statement of ARCUS S.A. Group for the financial year ended on 31 December 2015, including: balance sheet as at 31 December 2015 with total assets of PLN 102 113 924.93 (in words: one hundred and two million one hundred thirteen thousand nine hundred twenty four zloty ninety three grosz), profit and loss account for the period of 1 January 2016 - 31

December 2016 with net sales revenues of PLN 121 029 305.53 (in words: one hundred twenty one million twenty nine thousand three hundred five zloty fifty three grosz) and net loss of PLN 5 512 527.85 (in words: five million five hundred twelve thousand five hundred twenty seven zloty eighty five grosz), is approved.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 11 of the Agenda:

**Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017**

on the approval of the Supervisory Board's report on the assessment of the Management Board's proposal on covering the loss for the financial year 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the assessment of the Management Board's proposal on covering the loss for the financial year 2016.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 12 of the Agenda:

**Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017**

on covering the loss for the financial year 2016 ended on 31 December 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, in accordance with the proposal of the Management Board and the opinion of the Supervisory Board, hereby resolves to cover the loss of the Company for the financial year ended on 31 December 2016 in

the amount of PLN 3 341 289.52 (in words: three million three hundred forty one thousand two hundred eighty nine zloty fifty two grosz) with the reserve capital of the Company.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Point 13 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on granting the President of the Management the discharge in respect of the
performance of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Michał Czeredys the discharge in respect of the performance of duties of the President of the Management Board in the financial year ended on 31 December 2016.

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on granting the Member of the Management the discharge in respect of the performance
of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Rafał Czeredys the discharge in respect of the performance of duties of the Member of the Management Board in the financial year ended on 31 December 2016, for the period of 26 January 2016 – 31 December 2016.

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw

of 29 June 2017

on granting the Member of the Management the discharge in respect of the performance of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Michał Łotoszyński the discharge in respect of the performance of duties of the Member of the Management Board in the financial year ended on 31 December 2016, for the period of 1 January 2016 – 31 August 2016.

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 29 June 2017

on granting the Chairman of the Supervisory the discharge in respect of the performance of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Marek Czeredys the discharge in respect of the performance of duties of the Chairman of the Supervisory Board in the financial year ended on 31 December 2016.

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 29 June 2017

on granting the Member of the Supervisory the discharge in respect of the performance of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Michał Łotoszyński the discharge in respect of the performance of duties of the Member of the Supervisory Board in the financial year ended on 31 December 2016, for the period of 31 August 2016 – 31 December 2016.

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on granting the Member of the Supervisory the discharge in respect of the performance
of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Tomasz Konewka the discharge in respect of the performance of duties of the Member of the Supervisory Board in the financial year ended on 31 December 2016.

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on granting the Member of the Supervisory the discharge in respect of the performance
of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Krzysztof Franciszek Przybyl the discharge in respect of the performance of duties of the Member of the Supervisory Board in the financial year ended on 31 December 2016.

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on granting the Member of the Supervisory the discharge in respect of the performance
of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Bogusław Wasilewka the discharge in respect of the performance of duties of the Member of the Supervisory Board in the financial year ended on 31 December 2016.

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017

on granting the Member of the Supervisory the discharge in respect of the performance of duties in 2016

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant Mr. Leszek Lechowski the discharge in respect of the performance of duties of the Member of the Supervisory Board in the financial year ended on 31 December 2016.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017
on amendments to the Company's Articles of Association

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to amend Par. 6.I.6 of the Company's Articles of Association by replacing it with the following wording:

Par. 6.I.6. In the case of a Management Board composed of two members each member of the Management Board is entitled to independently make statements on behalf of the Company and to incur liabilities, while in the case of a Management Board composed of three to five members - two members of the Management Board acting jointly.

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 29 June 2017

**on authorizing the Supervisory Board to determine the consolidated text of the amended
Articles of Association**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to authorize the Supervisory Board to determine the consolidated text of the amended Articles of Association.

for	- against - objection	- abstentions	- in accordance with Proxy's decision
Number of shares:	Number of shares:	Number of shares:	Number of shares:
Other: (in case of submitting other draft resolutions than those proposed by the Management Board)			