

Date of issue: 1 June 2017

Current report no 9/2017

**Notice convening the Ordinary General Meeting of Shareholders**

Legal basis: Article 56.1.2 of the Act on Public Offering – Current and Periodic Information

**Content of the report:**

The notice of ARCUS S.A. Management Board convening the Ordinary General Meeting of Shareholders of ARCUS S.A. with its registered office in Warsaw, National Court Register (KRS) Number: 0000271167; District Court for the Capital City of Warsaw, 12th Commercial Department of the National Court Register; Entry in the National Court Register – 2 January 2007.

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

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 point 4/a of the Company’s Articles of Association hereby convenes an Ordinary General Meeting of Shareholders (**‘OGM’, ‘Ordinary General Meeting’**) to be held on 29 June 2017 at 11.00 am at the Company’s registered office in Warsaw, at 5/7 Kolejowa Street with the following agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Acknowledgement that the Ordinary General Meeting has been duly 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 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.
6. Review and 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.
7. Review and approval of the Supervisory Board’s report on the assessment of its activities in 2016.
8. Review and approval of the Supervisory Board’s report regarding the assessment of the Company’s and Capital Group’s situation in 2016.
9. Review and approval of the Management Board’s reports on the activities of the Company and the Capital Group in 2016.
10. Review and approval of the Company’s separate financial statement and the Capital Group’s consolidated financial statement for the financial year 2016.
11. Review and 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.
12. Adoption of a Resolution on covering the loss for the financial year 2016.

13. Granting the Members of the Management and Supervisory Boards the discharge for the performance of duties in 2016.
14. Adoption of resolutions on amendments to the Articles of Association of the Company and authorizing the Supervisory Board to determine the consolidated text of the amended Articles of Association.
15. Other business.
16. 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)**

**SIGNATURES OF PERSONS REPRESENTING THE COMPANY:**

**Michał Czeredys** – President of the Management Board

**Rafał Czeredys** – Member of the Management Board

## The notice of ARCUS S.A. Management Board convening the Ordinary General Meeting of Shareholders

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2. Election of the Chairperson of the Ordinary General Meeting.
3. Acknowledgement that the Ordinary General Meeting has been duly 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 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.
6. Review and 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.
7. Review and approval of the Supervisory Board’s report on the assessment of its activities in 2016.
8. Review and approval of the Supervisory Board’s report regarding the assessment of the Company’s and Capital Group’s situation in 2016.
9. Review and approval of the Management Board’s reports on the activities of the Company and the Capital Group in 2016.
10. Review and approval of the Company’s separate financial statement and the Capital Group’s consolidated financial statement for the financial year 2016.
11. Review and 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.
12. Adoption of a Resolution on covering the loss for the financial year 2016.
13. Granting the Members of the Management and Supervisory Boards the discharge for the performance of duties in 2016.
14. Adoption of resolutions on amendments to the Articles of Association of the Company and authorizing the Supervisory Board to determine the consolidated text of the amended Articles of Association.
15. Other business.
16. 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 **8 June 2017**.

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: 5/7 Kolejowa 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 Ordinary 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 the resolutions concerning the matters placed on the agenda. The request shall be submitted in writing at the Company's address: 5/7 Kolejowa 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, which means that it 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 steps 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 reserves, that in this case, the failure to answer the questions asked during the verification process will be treated as a 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 the 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 ensue 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 the instructions given by the shareholder.

The Company reserves that it will not verify whether the proxies exercise their voting rights in accordance with the instructions they have received from the shareholders.

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

The Company does not provide for the possibility of participating in the Ordinary General Meeting of Shareholders using means of electronic communication.

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

The Company does not provide for the possibility of expressing opinions during the General Meeting using means of electronic communication.

### The possibility (manner) of exercising voting rights by correspondence or by means of electronic communication

The Company does not provide for the possibility of exercising the voting rights by correspondence or by means of electronic communication.

At the same time, the Company recommends to operate the OGM with the use of the Electronic Vote Counting System. The service provider can only operate under the relevant contract 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 **13 June 2017** (‘the Registration Date’).

### The right to participate in the General Meeting

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

The pledgees 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 **1 June 2017** and no later than on the first weekday following the Registration Day, that is on **14 June 2017**, 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 **13 June 2017**

and

b) requested – no earlier than on **1 June 2017** and no later than on **14 June 2017** – 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 5/7 Kolejowa Street, 01-217 Warsaw (The Management Board’s Bureau, between 9.00 a.m. and 4 p.m.) for three working days prior to the date of the General Meeting, as of **26 June 2017**. 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 **22 June 2017**.

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 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**