

Date of issue: 11 June 2018

Current report no 8/2018

**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 5, 6 and 7/2018 of 30 May 2018, 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 27 June 2018.

**SIGNATURES OF PERSONS REPRESENTING THE COMPANY:**

**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 27 June 2018 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 30 May 2018 in a current report no 5/2018 and on the Company’s website [www.arcus.pl](http://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.

\_\_\_\_\_, \_\_\_\_\_ 2018

(place, date)

\_\_\_\_\_

( Shareholder’s signature)

\_\_\_\_\_

\* In case where voting management services are handled 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 27 June 2018  
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.

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

**Point 4 of the Agenda:**

**Resolution  
of the Ordinary General Meeting of ARCUS S.A.  
with its registered office in Warsaw  
of 27 June 2018  
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 30 May 2018 in the current report No 5/2018 and on the Company's website: [www.arcus.pl](http://www.arcus.pl) website.

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

**Resolution**  
**of the Ordinary General Meeting of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 29 June 2018**  
**on the withdrawal from the appointment of the vote counting committee**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to withdraw from the appointment of 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 service provider has signed an appropriate agreement with the Company. The chairman of the GM will supervise the correctness of the service and will revise 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 in the wording 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 27 June 2018**  
**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 2017 and the Management Board's report on Company's activities in 2017**

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 2017 and the Management Board's report on Company's activities in 2017.

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 in the wording 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 27 June 2018**

**on the approval of the Supervisory Board's report on the results of the assessment of the Group's consolidated financial statement for the year ended 31 December 2017 and the Management Board's report on Group's activities in 2017**

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 Group's consolidated financial statement for the year ended 31 December 2017 and the Management Board's report on Group's activities in 2017.

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 in the wording 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 27 June 2018**

**on the approval of the Supervisory Board's report**  
**on the assessment of its activities in 2017**

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 2017.

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 in the wording 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 27 June 2018**  
**on the approval of the Supervisory Board's report on the assessment of the Company's**  
**and Group's position in 2017**

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 on the assessment of the Company's position in 2017 is approved.

Par. 2

The Supervisory Board's report on the assessment of the Group's position in 2017 is approved.

<b>for</b>	<b>- against - objection</b>	<b>- abstentions</b>	<b>- in accordance with Proxy's decision</b>
<b>Number of shares:</b>	<b>Number of shares:</b>	<b>Number of shares:</b>	<b>Number of shares:</b>
Other: (in case of submitting other draft resolutions than in the wording 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 27 June 2018**  
**on the approval of the Management Board's reports on the activities of the Company and**  
**the Group in 2017**

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 31 December 2017 is approved.

## Par. 2

The Management Board's report on the Group's activities in the financial year ended 31 December 2017 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 in the wording 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 27 June 2018**

**on the approval of the Company's separate financial statement and the Group's consolidated financial statement for the financial year ended 31 December 2017**

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 31 December 2017, consisting of: balance sheet as of 31 December 2017 with total assets of PLN 122 391 255.43 (in words: one hundred and twenty two million three hundred and ninety one thousand two hundred and fifty five zlotys and forty three grosz), profit and loss account for the period of 1 January 2017 - 31 December 2017 with net sales revenues of PLN 113 937 806.42 (in words: one hundred and thirteen million nine hundred and thirty seven thousand eight hundred and six zloty and forty two grosz) and net profit of PLN 4 073 762.48 (in words: four million seventy three thousand seven hundred and sixty two zloty and forty eight grosz), is approved.

## Par. 2

The consolidated financial statement of ARCUS S.A. Group for the financial year ended 31 December 2017, consisting of: balance sheet as of 31 December 2017 with total assets of PLN 114 378 148.71 (in words: one hundred and fourteen million, three hundred and seventy eight thousand one hundred and forty eight zlotys and seventy one grosz), profit and loss account for the period of 1 January 2017 - 31 December 2017 with net sales revenues of PLN 141 675 743.79 (in words: one hundred forty one million six hundred seventy five thousand seven hundred forty three zloty seventy nine grosz) and net profit of PLN 403 263.98 (in words: four hundred three thousand two hundred and sixty three zloty ninety eight 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 in the wording 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 27 June 2018**

**on the approval of the Supervisory Board's report on the assessment of the Management Board's proposal on distribution of profit for the financial year 2017**

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 distribution of profit for the financial year 2017.

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 in the wording 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 27 June 2018**

**on distribution of profit for the financial year 2017 ended 31 December 2017**

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 allocate the profit of the Company for the financial year ended 31 December 2017 in the amount of PLN 4 073 762.49 (in words: four million seventy three thousand seven hundred and sixty two zloty and forty nine grosz) to 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 in the wording 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 27 June 2018  
on granting approval of the performance of duties  
by the President of the Management Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the President of the Management Board by Mr. Michał Czeredys in the financial year ended 31 December 2017.

**Resolution  
of the Ordinary General Meeting of ARCUS S.A.  
with its registered office in Warsaw  
of 27 June 2018  
on granting approval of the performance of duties  
by the Member of the Management Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Management Board by Mr. Rafał Czeredys in the financial year ended 31 December 2017.

**Resolution  
of the Ordinary General Meeting of ARCUS S.A.  
with its registered office in Warsaw  
of 27 June 2018  
on granting approval of the performance of duties  
by the Chairman of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Chairman of the Supervisory Board by Mr. Marek Czeredys in the financial year ended 31 December 2017.

**Resolution**  
**of the Ordinary General Meeting of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 27 June 2018**  
**on granting approval of the performance of duties**  
**by the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board and then Vice-Chairman of the Supervisory Board by Mr. Tomasz Konewka in the financial year ended 31 December 2017.

**Resolution**  
**of the Ordinary General Meeting of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 27 June 2018**  
**on granting approval of the performance of duties**  
**by the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Michał Łotoszyński in the financial year ended 31 December 2017.

**Resolution**  
**of the Ordinary General Meeting of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 27 June 2018**  
**on granting approval of the performance of duties**  
**by the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Franciszek Przybył in the financial year ended 31 December 2017.

**Resolution**  
**of the Ordinary General Meeting of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 27 June 2018**  
**on granting approval of the performance of duties**  
**by the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Bogusław Wasilewko in the financial year ended 31 December 2017.

**Resolution**  
**of the Ordinary General Meeting of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 27 June 2018**  
**on granting approval of the performance of duties**  
**by the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Leszek Lechowski in the financial year ended 31 December 2017.

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

**Point 15 of the Agenda:**

**Resolution**  
**of the Ordinary General Meeting of ARCUS S.A.**  
**with its registered office in Warsaw**  
**of 27 June 2018**

**on granting the consent to conclusion by the Company of an agreement with Anna and Marek Czeredys (Spouses) determining the remuneration for securing the liabilities of the Company against Sopockie Towarzystwo Ubezpieczeń ERGO Hestia S.A. with registered office in Sopot and Kyocera Document Solutions Europe B.V. consisting in**

**establishing mortgages on real estate owned jointly by Anna and Marek Czeredys  
(Spouses)**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, acting based on Art. 15.1 of the Commercial Companies Code, hereby resolves to grant the consent to conclusion by the Company of an agreement with Anna and Marek Czeredys (Spouses) determining the remuneration for securing the liabilities of the Company against Sopockie Towarzystwo Ubezpieczeń ERGO Hestia S.A. with registered office in Sopot and Kyocera Document Solutions Europe B.V. consisting in establishing mortgages on real estate owned jointly by Anna and Marek Czeredys (Spouses), in the amount of 2 (two)% (per cent) per annum calculated from the value of secured liabilities, beginning from 1 July 2018 until the date of expiration of the Company's liabilities against indicated entities.

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