

Date of issue: 13 November 2019

Current report no 18/2019

Notice convening the Extraordinary 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 Extraordinary 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.

The Management Board of ARCUS S.A. (**‘the Company’**) with its registered office in Warsaw, acting pursuant to Art. 399.1 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 Extraordinary General Meeting of Shareholders (**‘EGM’, ‘Extraordinary General Meeting’**) to be held on 12 December 2019 at 11.00 am in Warsaw, at the Training and Conference Centre – JUPITER, at 22 Towarowa Street (entrance A, 2nd floor).

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Acknowledgement that the Extraordinary General Meeting has been duly convened and is able to adopt resolutions.
4. Approval of the Agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on the rematerialization of all shares of ARCUS S.A. and their delisting from trading on the regulated market operated by the Warsaw Stock Exchange.
6. Adoption of a resolution determining whether the costs of convening and holding the Extraordinary General Meeting are to be borne by ARCUS S.A.
7. Closing of the Extraordinary General Meeting.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Michał Czeredys – President of the Management Board

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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 Extraordinary 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. 399.1 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 Extraordinary General Meeting of Shareholders (**‘EGM’, ‘Extraordinary General Meeting’**) to be held on **12 December 2019 at 11.00 am** in Warsaw, at the Training and Conference Centre – JUPITER, at 22 Towarowa Street (entrance A, 2nd floor).

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Acknowledgement that the Extraordinary General Meeting has been duly convened and is able to adopt resolutions.
4. Approval of the Agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on the rematerialization of all shares of ARCUS S.A. and their delisting from trading on the regulated market operated by the Warsaw Stock Exchange.
6. Adoption of a resolution determining whether the costs of convening and holding the Extraordinary General Meeting are to be borne by ARCUS S.A.
7. Closing of the Extraordinary General Meeting.

The right of a shareholder to request inclusion of individual matters on the agenda of the Extraordinary 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 Extraordinary General Meeting. The request shall be submitted to the Management Board not later than 21 (twenty one) days before the date of the General Meeting, that is until **21 November 2019**.

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.

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 Extraordinary General Meeting, or on matters which are to be placed on the agenda. Furthermore, during the Extraordinary 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.

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 Extraordinary General Meeting and exercise voting rights must be, under pain of nullity, granted in writing or electronically and enclosed to the minutes of the Extraordinary 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** 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**. 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 Extraordinary 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 Extraordinary General Meeting since the Company cannot guarantee that will be able to carry out the verification on the day of EGM.

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 Extraordinary 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. Granting a further power of attorney is excluded in this case. The aforementioned proxy shall vote in accordance with the instructions given by the shareholder.

The Company reserves that 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 Extraordinary General Meeting by means of electronic communication

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

The manner of expressing opinions during the Extraordinary General Meeting by means of electronic communication

The Company does not provide for the possibility of expressing opinions during the General Meeting by 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 EGM with the use of the Electronic Vote Counting System with the reservation that the service provider may act only on the basis of an appropriate agreement signed with the Company.

The registration date for participation in the Extraordinary General Meeting

The registration date for participation in the Extraordinary General Meeting of Shareholders is **26 November 2019** ('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 Extraordinary 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 not earlier than after the notice of the Extraordinary General Meeting and not later than on the first weekday following the Registration Day, that is not later than on **27 November 2019**, 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 **26 November 2019**

and

b) requested – not earlier than on **13 November 2019** and not later than on **27 November 2019** – 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 Extraordinary 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 before the date of the General Meeting, starting from **9 December 2019**. 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 Extraordinary 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 Extraordinary General Meeting of Shareholders, that is starting from **5 December 2019**.

The persons entitled to participate in the Extraordinary 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 Extraordinary 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 be available at the Company's website as from the day of the notice hereof, in accordance with Art. 402³.1 of the Commercial Companies Code.

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

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

Information regarding the Extraordinary General Meeting shall be available at: www.arcus.pl

Information on the protection of personal data in connection with the convening of the general meeting

Data controller

In accordance with the General Data Protection Regulation of 27 April 2016 (GDPR), ARCUS S.A. is the controller of your personal.

Our contact details: 01-217 Warsaw, 5/7 Kolejowa St., telephone no. +48 22 536 08 00, e-mail: arcus@arcus.pl

The controller is responsible for the security of personal data provided by the Company's shareholders, proxies entitled to vote, other persons authorised to exercise voting rights at the General Meeting and personal data disclosed during the General Meeting.

Contact on data protection

Please contact our Data Protection Officer: rodo@arcus.pl

Purposes of data processing

We will process your personal data for the purpose of:

- holding the General Meeting and fulfilling the legal obligations imposed on the Company by, among others, the provisions of the Commercial Companies Code, including, in particular, keeping shareholders' lists and attendance lists at the General Meeting, enabling voting by proxy and enabling Shareholders to exercise their rights towards the Company (legal basis - Article 6.1.(c) of the GDPR) – “legal obligation”,
- enabling contact with the participants of the General Meeting and verification of their identity (legal basis - Article 6.1.(f) of the GDPR) – “legitimate interest”,
- determining, claiming or defending claims associated with the General Meeting (legal basis - art. Article 6.1.(f) of the GDPR) – “legitimate interest”. Providing data to the extent indicated in the Commercial Companies Code and data enabling verification of the identity of participants of the General Meeting is necessary for participation in the General Meeting. Providing an e-mail address is voluntary, but it is required to enable contact with the Company by e-mail.

Data scope.

We will process the following data: name, last name, place of residence or delivery address, PESEL number, number and series of ID cards, telephone number, Tax ID number (in case of natural persons acting within the conducted business activity), data included in proxies, data concerning shares and rights attached to them (such as: number, type and numbers of shares and number of votes), personal data disclosed during the General Meeting, as well as - in case of contacting the Company by e-mail - e-mail address.

Data processing time

We will process your data for the period necessary to perform the aforementioned purposes. Depending on the legal basis, this will be accordingly:

- the period necessary to conduct the General Meeting,
- the period of time during which we are required by law to store data,
- the period of time after which the claims connected with the General Meeting become time-barred.

Recipients of data

Subject to all data security guarantees, we may provide your data - apart from persons authorized by the Controller - to other entities, including: entities processing the data on our behalf, e.g. to our technical service providers as well as to other shareholders.

Your rights

You can apply to the Company for: access to personal data (information about processed personal data and a copy of data); correction of data if they are incorrect; deletion or limitation of personal data processing. Notwithstanding the rights mentioned above, you may object at any time to the processing of your data if the legal basis for the processing of data is a legitimate interest. You also have the right to lodge a complaint with the President of the Office for the Protection of Personal Data if you believe that the processing of your personal data violates the law.

Source of data

We may obtain your personal data from entities operating the securities depository, as well as from shareholders, proxies and representatives.