

Date of issue: 13 November 2019

Current report no 19/2019

Draft Resolutions to be presented at 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 Management Board of ARCUS S.A. (‘the Company’) with its registered office in Warsaw hereby discloses the Draft Resolutions to be discussed at the Extraordinary General Meeting of the Company’s Shareholders convened for 12 December 2019.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Michał Czeredys – President of the Management Board

Point 2 of the Agenda:

**Resolution
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on the appointment of a Chairperson of the Extraordinary General Meeting**

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

Point 4 of the Agenda:

**Resolution
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on the adoption of the agenda**

The Extraordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to adopt the Agenda of the Extraordinary General Meeting in the wording consistent with the Agenda announced in the notice of this General Meeting published by the Company on 13 November 2019 in a current report No 18/2019 and on the Company's website: www.arcus.pl website.

**Resolution
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on the withdrawal from the appointment of the vote counting committee**

The Extraordinary 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 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.

Point 5 of the Agenda:

Resolution
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019

**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**

Par. 1

Pursuant to Article 91.4 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (“Act on Public Offering”), in connection with the request of a shareholder - MMR Invest S.A. submitted pursuant to Article 400.1 of the Act of 15 September 2000 - Commercial Companies Code in conjunction with Article 91.1 of the Act on Public Offering, the Extraordinary General Meeting of the Company resolves to rematerialize 7,320,000 ordinary bearer shares registered in the National Depository for Securities, assigned the following ISIN code: PLARCUS00040, admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange.

Par. 2

The Extraordinary General Meeting authorizes and obliges the Management Board of the Company to:

- 1) immediately submit, in accordance with Article 911. 1 of the Act on Public Offering, the request to rematerialize the shares indicated in Par. 1 of this Resolution (rematerialization of shares);
- 2) undertake all factual and legal actions necessary to rematerialize and delist the Company's shares from trading on the regulated market operated by the Warsaw Stock Exchange.

Par. 3

The resolution shall enter into force on the day of its adoption, however, the rematerialization of shares within the scope indicated in this resolution and their delisting from trading on the regulated market operated by the Warsaw Stock Exchange shall take place within the time limit indicated in the permission of the Polish Financial Supervision Authority to rematerialize the shares of ARCUS S.A.

Justification:

The resolution is adopted in connection with a request submitted by a shareholder of MMR Invest S.A. under Article 400.1 of the Act of 15 September 2000 - Commercial Companies Code in conjunction with Article 91.5 of the Act on Public Offering (request to include such resolution in the agenda of the Extraordinary General Meeting of Shareholders).

Point 6 of the Agenda:**Resolution****of the Extraordinary General Meeting of ARCUS S.A.****with its registered office in Warsaw****of 12 December 2019****on covering the costs of convening and holding the Extraordinary General Meeting of Shareholders**

The Extraordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves that the costs of convening and holding this Extraordinary General Meeting of ARCUS S.A. shall be borne by ARCUS S.A.

Justification:

The resolution is adopted in connection with a request submitted by a shareholder of MMR Invest S.A. under Article 400.1 of the Act of 15 September 2000 - Commercial Companies Code in conjunction with Article 91.5 of the Act on Public Offering (request to include such resolution in the agenda of the Extraordinary General Meeting of Shareholders).