

## **Announcement by the Management Board of Emperia Holding S.A., based in Warsaw, of an Extraordinary General Meeting**

Acting pursuant to 398, art. 399 § 1 in connection with art. 402<sup>1</sup> § 1 of the Polish Commercial Companies Code, the Management Board of Emperia Holding S.A., having its registered office in Warsaw, ul. Puławska 2B, 02-566 Warsaw, ("**Company**") hereby calls an Extraordinary General Meeting for **13 June 2018, 10:00**, which will take place in Warsaw at the offices of CMS Cameron McKenna Nabarro Olswang Pośniak i Sawicki sp.k. ul. Emilii Plater 53, 00-132, Warsaw.

### **Meeting agenda:**

1. Opening of the Extraordinary General Meeting and selection of the Chairperson;
2. Confirmation of the validity of the Extraordinary General Meeting and its ability to adopt resolutions;
3. Approval of the agenda;
4. Adoption of a resolution on return of the Company's shares to document form (repeal of dematerialisation) and removal of the Company's shares from trading on the regulated market operated by Warsaw Stock Exchange;
5. Adoption of a resolution on costs related to the convening and holding of the Extraordinary General Meeting;
6. Closing of the meeting.

Under art. 406<sup>1</sup> § 1 of the Polish Commercial Companies Code, the right to participate in the Company's Extraordinary General Meeting is reserved for persons being shareholders in the Company 16 days before the General Meeting date (**Registration date**), i.e. before **28 May 2018**. Persons authorised to participate in the general meeting based on registered shares and temporary certificates, as well as pledgees and users of shares that are entitled to the rights under such shares, are authorised to participate in the Extraordinary General Meeting if they are entered into the share register on the Registration date. Bearer shares in the form of a document give the right to participate in the Extraordinary General Meeting if the share documents are submitted to the Company no later than on the Registration Date and will not be collected before that day's end.

In order to participate in the Extraordinary General Meeting, those persons entitled under dematerialised bearer shares should request a registered certificate from the entity maintaining their securities accounts concerning the right to participate in the general meeting - not earlier than on the Extraordinary General Meeting announcement date and not later than on the first working day after the Registration Date. The Company determines the list of shareholders authorised to participate in the Extraordinary General Meeting based on a list provided by the National Depository for Securities (KDPW), prepared on the basis of registered declarations on the right to participate in the Extraordinary General Meeting provided by the entities maintaining securities accounts.

A list of shareholders authorised to participate in the Extraordinary General Meeting will be available at the Company's registered office (Warsaw, ul. Puławska 2B) and at the Company's office in Lublin (Lublin, ul. Projektowa 1, room 202) for three working days prior to the Extraordinary General Meeting, i.e. from 8 June 2018 to 12 June 2018, between 8:00 and 14:00. A shareholder may request the list of shareholders, which is to be provided to him/her free of charge by email, indicating his/her email.

### **Shareholder right to request inclusion of specific items on the general meeting agenda**

Shareholder(s) representing at least one-twentieth of the share capital have the right to request that specific items be included on the agenda of the Company's Extraordinary General Meeting. This request should be submitted to the Company's Management Board no later than 21 days before the

Extraordinary General Meeting date. The request should contain a justification or a draft resolution concerning the proposed agenda item. The request should be submitted to the Company's registered office in written form or by email and be sent to the Company's email address: [wza@emperia.pl](mailto:wza@emperia.pl).

Shareholder(s) should indicate the possession of an appropriate number of shares as at the date on which the request is submitted by including a deposit certificate(s) or declaration on the right to participate in the Extraordinary General Meeting and in the case of:

- a) shareholders being natural persons - attach a copy of a document confirming their identity,
- b) shareholders being legal entities and partnerships - confirm the authority to act on behalf of such an entity by including a current excerpt from the National Court Register or other register,
- c) submission of a request by an attorney - attach the relevant power of attorney to the request, signed by the shareholder (or an uninterrupted string of powers of attorney), along with a copy of a document confirming the identity of the person signing the request and in the event of an attorney other than a natural person - a copy of the excerpt from a relevant register, confirming the authority of the person signing the request to act on behalf of the attorney.

### **Shareholder right to submit draft resolutions**

Shareholder(s) representing at least one-twentieth of share capital may, prior to the general meeting date, submit draft resolutions in writing to the Company's registered office or using electronic means of communications to the following email address: [wza@emperia.pl](mailto:wza@emperia.pl), such as concern matters included on the general meeting agenda or those that will be included. Shareholder(s) should indicate the possession of an appropriate number of shares as at the date on which the request is submitted by including a deposit certificate(s) or declaration on the right to participate in the Extraordinary General Meeting and in the case of:

- a) shareholders being natural persons - attach a copy of a document confirming their identity,
- b) shareholders being legal entities and partnerships - confirm the authority to act on behalf of such an entity by including a current excerpt from the National Court Register or other register,
- c) submission of a request by an attorney - attach the relevant power of attorney to the request, signed by the shareholder (or an uninterrupted string of powers of attorney), along with a copy of a document confirming the identity of the person signing the request and in the event of an attorney other than a natural person - a copy of the excerpt from a relevant register, confirming the authority of the person signing the request to act on behalf of the attorney.

In addition, each of the shareholders authorised to participate in the Extraordinary General Meeting may submit draft resolutions during the Extraordinary General Meeting that concern items included on the general meeting agenda.

### **Electronic communications between Shareholders and the Company**

Within the limits provided in the Polish Commercial Companies Code, Shareholders may communicate with the Company using electronic means of communication. The electronic communications between Shareholders and the Company takes place with the use of the following email address: [wza@emperia.pl](mailto:wza@emperia.pl). Any risk connected with using electronic communications is borne by the Shareholder.

### **Exercising voting rights through an attorney**

Shareholders may participate in the Extraordinary General Meeting and exercise their voting rights either in person or through an attorney(s). The attorney exercises all rights of the Shareholder at the

Company's Extraordinary General Meeting, unless the content of the power of attorney states otherwise. The attorney may grant further powers of attorney, if this is provided for in his/her power of attorney. The attorney may represent more than one shareholder and vote differently for each of them. Shareholders having their shares registered in more than one securities account may appoint different attorneys for exercising the rights under shares registered in each of the account. A shareholder holding shares in a joint account may appoint separate attorneys for exercising the rights under shares registered in such account.

The representatives of legal entities should provide current excerpts from the relevant registers, listing the persons authorised to represent such entities.

A power of attorney to participate in the Extraordinary General Meeting and exercise voting rights request to be in written or electronic form. A power of attorney in electronic form does not require a secure electronic signature, verified by a valid qualified certificate. From the date on which this announcement is published, the Company provides a template for the power of attorney in electronic form on its website. The fact that a power of attorney in electronic form has been granted should be communicated to the Company by email to the following address: [wza@emperia.pl](mailto:wza@emperia.pl). A scan of the power of attorney should accompany the notice on grant of power of attorney. The shareholder may also issue a power of attorney by sending its content, in compliance with the binding template, to the following email address: [wza@emperia.pl](mailto:wza@emperia.pl).

Forms concerning the exercise of voting rights by an attorney are available at the Company's website: [www.emperia.pl](http://www.emperia.pl), in the Investor Relations section (General Meeting).

A shareholder submitting a notification on issue of a power of attorney should also provide an email address through which the Company will be able to communicate with the shareholder and his/her power of attorney. The Company may undertake appropriate actions to verify the identity of the shareholder and attorney. The verification may particularly consist of a reply by phone or email to the shareholder and attorney in order to verify the fact that the power of attorney has been issued and its scope. In the event of a lack of response to questions asked during such verification, the Company reserves the right to treat this as non-performance of power of attorney verification and will constitute the basis for refusing to allow an attorney to participate in the Extraordinary General Meeting.

The principles concerning submitting powers of attorney and identifying the attorney and principal are also applicable to the notification on termination of powers of attorney.

A notification on issue and termination of a power of attorney without observance of the above requirements does not create any legal effects with respect to the Company. Selecting the means of appointing an attorney is left to the shareholder, and the Company does not bear responsibility for errors in completing the power of attorney template or the actions of persons using powers of attorney.

Issuing a power of attorney by email does not absolve the attorney from the requirement to provide ID documents during preparation of the list of persons authorised to participate in the Company's Extraordinary General Meeting. If a power of attorney is granted by a legal person (in the meaning of art. 33 of the Civil Code) or an organisational unit (in the meaning of art. 33<sup>1</sup> of the Civil Code), the attorney is obligated to provide an excerpt from the register in which the principal is registered. In the event that the attorney is a legal entity or an organisational unit in the meaning of art. 33<sup>1</sup> of the Polish Civil Code, the attorney should in addition provide an excerpt from the register in which the attorney is registered.

### **Participating in general meetings using electronic communications**

The Company does not intend to allow participation and verbal statements during the general meeting using electronic means of communication due to the fact that the Company's Articles of Association do not provide for participating and making verbal statements during general meetings in this form.

### **Exercising voting rights by mail or using electronic communications**

The Company does not intend to allow the exercise of voting rights by mail or using electronic means of communication due to the fact that the Company's Articles of Association do not provide for exercising voting rights during general meetings in this form.

### **Access to documentation**

The full content of documentation that is to be examined at the Extraordinary General Meeting is available on the Company's website from the general meeting announcement date: [www.emperia.pl](http://www.emperia.pl), in the IR section (General Meeting). Persons authorised to participate in the Extraordinary General Meeting may obtain access to the full content of the documentation that is to be examined at the Extraordinary General Meeting, together with draft resolutions, at the Company's registered office (Warsaw, ul. Puławska 2B) and at the Company's office in Lublin (Lublin, ul. Projektowa 1).

## **Draft resolutions to be examined by the Extraordinary General Meeting**

### **Resolution no. 1 of the Extraordinary General Meeting of Emperia Holding S.A., based in Warsaw, of 13 June 2018 regarding selection of the Chairperson**

#### **§1**

Hereby, the Extraordinary General Meeting of Emperia Holding S.A. elects as the Chairperson of the Extraordinary General Meeting [Mr/Ms name and surname]

#### **§2**

This resolution enters into force on the date it is adopted.

**Resolution no. 2**  
**of the Extraordinary General Meeting of**  
**Emperia Holding S.A., based in Warsaw,**  
**of 13 June 2018**  
**regarding approval of the agenda**

§1

The Extraordinary General Meeting of Emperia Holding S.A. ("Company") approves the following agenda for the Company's Extraordinary General Meeting:

1. Opening of the Extraordinary General Meeting and selection of the Chairperson;
2. Confirmation of the validity of the Extraordinary General Meeting and its ability to adopt resolutions;
3. Approval of the agenda;
4. Adoption of a resolution on return of the Company's shares to document form (repeal of de-materialisation) and removal of the Company's shares from trading on the regulated market operated by Warsaw Stock Exchange;
5. Adoption of a resolution on costs related to the convening and holding of the Extraordinary General Meeting;
6. Closing of the meeting.

§2

This resolution enters into force on the date it is adopted.

**Resolution no. 3**  
**of the Extraordinary General Meeting of**  
**Emperia Holding S.A., based in Warsaw,**  
**of 13 June 2018**  
**on return of the Company's shares to document form (repeal of de-materialisation)**  
**and removal of the Company's shares from trading on regulated market operated by**  
**Warsaw Stock Exchange**

§1

In connection with a request to convene an Extraordinary General Meeting of Emperia Holding S.A. ("**Company**") and introduce to its agenda this resolution, submitted pursuant to art. 400 § 1 of the Polish Commercial Companies Code in connection with art. 91 sec. 5 of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introduction of Financial Instruments to an Organised System of Trading and on Public Companies (consolidated text: Polish Journal of Laws of 2018, item 512, as amended) ("**Act on Public Offerings**"), on 17 May 2018, by all of the Company's shareholders, i.e. **MAXIMA GRUPĘ**,

**UAB, and Elpro Development S.A.**, the Company's Extraordinary General Meeting hereby decides to return all of the Company's shares to their document form (repeal de-materialisation), i.e.

- (i) 100.000 (one hundred thousands) ordinary bearer shares founder's shares series A;
- (ii) 2.200.000 (two million two hundred thousand) ordinary bearer shares series B;
- (iii) 2.093.700 (two million ninety-three thousand seven hundred) ordinary bearer shares series C;
- (iv) 408.400 (four hundred eight thousand, four hundred) ordinary bearer shares series D;
- (v) 240.200 (two hundred forty thousand, two hundred) ordinary bearer shares series E;
- (vi) 259.500 (two hundred fifty-nine thousand, five hundred) ordinary bearer shares series F;
- (vii) 1.333.300 (one million three hundred thirty three thousand, three hundred) ordinary bearer shares series G;
- (viii) 2.085.323 (two million eighty-five thousand, three hundred and twenty-three) ordinary bearer shares series H;
- (ix) 1.271.796 (one million two hundred seventy one thousand, seven hundred ninety-six) ordinary bearer shares series I;
- (x) 55.747 (fifty-five thousand, seven hundred and forty-seven) ordinary bearer shares series J;
- (xi) 290.468 (two hundred ninety thousand, four hundred sixty eight) ordinary bearer shares series K;
- (xii) 1.500.000 (one million five hundred thousand) ordinary bearer shares series L;
- (xiii) 140.388 (one hundred and forty thousand, three hundred and eighty-eight) ordinary bearer shares series L;
- (xiv) 82.144 (eighty-two thousand, one hundred and forty-four) ordinary bearer shares series M;
- (xv) 122.429 (one hundred twenty two thousand, four hundred twenty nine) ordinary bearer shares series N; and
- (xvi) 158.632 (one hundred and fifty-eight thousand and six hundred thirty-two) ordinary bearer shares series P,

registered by the National Depository for Securities ("**KDPW**") under code ISIN PLELDRD00017 ("**Shares**") and remove the Shares from trading on the regulated market operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., "**WSE**") on the condition that approval is obtained from the Polish Financial Supervision Authority ("**PFSA**") for the return of the Shares to their document form (repeal of de-materialisation) pursuant to art. 91 sec. 1 of the Act on Public Offerings.

## §2

The Company's Management Board is hereby authorised to perform this resolution, including in particular to:

- (i) apply to the PFSA with an application for grant of approval for the return of the Shares to their document form (repeal of de-materialisation);
- (ii) submit an application for the removal of the Shares from trading on the regulated market operated by the WSE;

- (iii) apply to the KDPW to carry out all actions necessary to return the Shares to their document form (repeal of de-materialisation);
- (iv) perform any other factual and legal actions that are necessary to remove the Shares from trading on the regulated market operated by the WSE.

§3

1. This resolution enters into force on the date it is adopted.
2. The resolution results in the Shares being returned to their document form (repeal of de-materialisation) within a deadline that will be established in the PFSA's approval to return the Shares to their document form (repeal of de-materialisation).
3. The Shares will be removed from trading on the regulated market operated by the WSE within a deadline specified by the WSE's Management Board.

**Resolution no. 4  
of the Extraordinary General Meeting of  
Emperia Holding S.A., based in Warsaw,  
of 13 June 2018  
on costs related to the convening and holding the Extraordinary General Meeting**

§1

Acting pursuant to art. 400 § 4 of the Polish Commercial Companies Code, the Extraordinary General Meeting of Emperia Holding S.A. ("**Company**") hereby decides that the costs of convening and holding this Extraordinary General meeting, convened at the request of the Company's shareholders, i.e. **MAXIMA GRUPÉ, UAB**, and **Elpro Development S.A.**, pursuant to art. 400 § 1 of the Polish Commercial Companies Code, will be covered by the Company.

§2

This resolution enters into force on the date it is adopted.