

## **Notice of convening the Extraordinary General Meeting**

Pursuant to Article 399 § 1, Article 400 § 1 and Article 402 § 1 - 402 § 2 of the Commercial Companies Code and § 19 (2) of the Company's Articles of Association, the Management Board of Elektrociepłownia „Będzin” S.A. with the registered office at ul. Bolesława Krzywoustego 7, 61-144 Poznań, for which the Poznań Nowe Miasto and Wilda District Court in Poznań, 8<sup>th</sup> Commercial Division of the National Court Register keeps register files under KRS no. 0000064511, NIP 6250007615, REGON 271740563, hereby convenes the Extraordinary General Meeting of Shareholders of the Company with the following agenda:

### **1. DATA, TIME AND PLACE OF THE GENERAL MEETING AND AGENDA**

The Extraordinary General Meeting of Elektrociepłownia „Będzin” S.A. is convened to be held on **28 October 2019** at 9<sup>30</sup> a.m. at the registered office of Elektrociepłownia „Będzin” S.A. at ul. Bolesława Krzywoustego 7, 61-144 Poznań.

The planned agenda for the Extraordinary General Meeting of the Company includes:

1. Opening of the General Meeting.
2. Election of a Chairman of the General Meeting.
3. Acknowledging that the General Meeting has been properly convened and has the capacity to adopt binding resolutions.
4. Refraining from establishing a ballot counting committee.
5. Adoption of the agenda for the General Meeting.
6. Adoption of a resolution on the determination of the number of members of the Supervisory Board in connection with the election of the Supervisory Board by a vote in separate groups.
7. Adoption of a resolution on the election of members of the Supervisory Board by a vote in separate groups and delegation of selected members to independently perform supervisory tasks on a permanent basis.
8. Adoption of a resolution on the election of members of the Supervisory Board pursuant to Article 385 § 6 of the Commercial Companies Code (supplementary election).
9. Adoption of a resolution on the requirements for candidates for members of the Company's managing body.
10. Adoption of a resolution on the procedure for the appointment of the Company's Management Board and Liquidator.

11. Adoption of a resolution on the rules of procedure regarding the disposal of non-current assets and conducting certain legal transactions and complying with the requirements of the Act of 16 December 2016 on the Rules for Managing State Property in companies for which Elektrociepłownia „Będzin” S.A. is a dominant undertaking.
12. Adoption of a resolution on the rules for determining remuneration of members of the Management Board.
13. Adoption of a resolution on the rules for determining remuneration of members of the Supervisory Board.
14. Closing of the General Meeting.

## **2. DESCRIPTION OF THE PROCEDURES FOR PARTICIPATING IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS AND EXERCISING VOTING RIGHTS.**

2.1. Right of a Shareholder to request placing certain issues on the agenda for the General Meeting.

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain issues be placed on the agenda for the General Meeting. Such request, including grounds or a draft resolution on the proposed item of the agenda, should be filed with the Management Board no later than twenty one days prior to the date set for the Extraordinary General Meeting of Shareholders, i.e. by **7 October 2019**. The request may be filed in writing to the following address: Management Board of Elektrociepłownia „Będzin” S.A., ul. Bolesława Krzywoustego, nr 7, 61-144 Poznań or via email to: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

The Shareholder(s) should accompany the aforementioned request with copies of registered depository certificates issued by entities keeping securities accounts for such Shareholder(s) to confirm their right to file a request for placing certain issues on the agenda for the General Meeting and the identity of the person(s) filing the request.

The Management Board of Elektrociepłownia „Będzin” S.A. will announce immediately, but no later than eighteen days prior to the date set for the Extraordinary General Meeting of Shareholders, i.e. by **10 October 2019**, amendments to the agenda introduced at the request of the Shareholders, in the manner appropriate for convening the General Meeting, i.e. by publishing them on the Company's website under the News tab and in the manner specified for providing current information pursuant to the regulations on public offering, conditions governing the introduction of financial instruments to organised trading and public companies.

2.2. Right of a Shareholder to submit draft resolutions on issues placed on the agenda for the General Meeting or issues that are to be placed on the agenda before the date of the General Meeting.

Before the date of the General Meeting, a Shareholder or Shareholders representing at least one-twentieth of the share capital may submit draft resolutions on issues placed on the agenda for the General Meeting or issues that are to be placed on the agenda. They may be submitted in writing to the following address: Management Board of Elektrociepłownia „Będzin” S.A., ul. Bolesława Krzywoustego, nr 7, 61-144 Poznań or via email to: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

The Company will immediately publish the draft resolutions on its website under the News tab.

The Shareholder(s) submitting the draft resolutions should accompany them with copies of registered depository certificates issued by entities keeping securities accounts for such Shareholder(s) to confirm their right to submit them and the identity of the person(s) submitting such drafts.

2.3 Right of a Shareholder to submit draft resolutions on issues placed on the agenda during the General Meeting.

During the General Meeting, each Shareholder may submit draft resolutions on issues placed on the agenda. Such draft resolutions should be submitted in Polish.

2.4. Information on the manner in which a proxy exercises a voting right, especially the forms used when a proxy votes, and the manner of notifying the Company by electronic means of communication of the appointment of a proxy.

A Shareholder being a natural person may participate in the General Meeting of Elektrociepłownia „Będzin” S.A. and exercise its voting rights in person or by proxy.

A Shareholder not being a natural person may participate in the General Meeting and exercise its voting rights by a person authorised to make declarations of will on its behalf or by proxy.

A power of attorney should be made in writing, or else it will be considered invalid, and it should be submitted to be entered to the minutes of the General Meeting, or it should be granted electronically. A form containing a model power of attorney in an electronic form is published on the Company's website at [www.ecbedzin.pl](http://www.ecbedzin.pl).

The granting of a power of attorney in an electronic form should be notified to the Company by electronic means of communication, by sending a filled-in form of the power of attorney as PDF file via email to the Company's email address: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

The information on granting a power of attorney should include the principal's signature, scope of the power of attorney and specification of the number of shares with regard to which the voting rights will be exercised and the date of the General Meeting during which the rights are to be exercised. The information should also contain contact details of the principal (including telephone number or email) corresponding to those provided to the brokerage house which issued the document confirming the right to participate in the General Meeting.

The Company reserves the right to identify the shareholder and its proxy and verify the power of attorney granted. Such verification may consist in particular in determining contact details of the principal with the help of the brokerage house which issued the document confirming the right to participate in the General Meeting and in asking a question via email or phone aimed at confirming the details concerning the identity of the Shareholder and the proxy, as well as the fact of granting the power of attorney and its scope. The failure to provide answers to the questions asked during the verification procedure will be considered as lack of possibility to verify the fact of granting the power of attorney and will form the basis for refusal to admit the proxy to participate in the General Assembly. The verification procedure via phone will be implemented immediately after receiving information about granting the power of attorney in an electronic form. The Company reserves the right to record the calls.

The right to represent a Shareholder not being a natural person should result from an excerpt from the relevant register presented at the drawing up of the attendance list, submitted in the original or a copy certified to be true by a notary public, or alternatively from a series of powers of attorney. A person or persons granting the power of attorney on behalf of a Shareholder not being a natural person should be disclosed in the up-to-date excerpt from the relevant register.

If a proxy at the General Meeting of Elektrociepłownia "Będzin" S.A. is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of the Company or a member of bodies or an employee of a subsidiary of Elektrociepłownia "Będzin" S.A., the power of attorney may authorise to representation at a single general meeting only. A proxy is obliged to disclose to the Shareholder any circumstances that cause or may cause a conflict of interests. Such proxy votes in accordance with the instructions provided by the Shareholder and the granting of further power of attorney by such proxy is excluded.

### **3. PARTICIPATING IN AND SPEAKING AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS BY ELECTRONIC MEANS OF COMMUNICATION.**

The Articles of Association of Elektrociepłownia „Będzin” S.A. do not provide for the possibility of participating in and speaking at the General Meeting by electronic means of communication.

#### **4. EXERCISING VOTING RIGHTS BY MAIL.**

The Bylaws of the General Meeting of Elektrociepłownia „Będzin” S.A. do not allow to vote by mail.

#### **5. DATE OF REGISTRATION OF PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.**

The date of registration of participation in the Extraordinary General Meeting of Shareholders is **12 October 2019** (Article 406<sup>1</sup> § 1 of the Commercial Companies Code). The right to participate in the Extraordinary General Meeting of Shareholders is vested only in persons who are the Company's shareholders on the date of registration of participation in the Extraordinary General Meeting of Shareholders.

#### **6. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS.**

6.1 At the request of a beneficiary of the rights attached to dematerialised bearer shares in Elektrociepłownia „Będzin” S.A. submitted no earlier than after the notice of convening the Extraordinary General Meeting, i.e. no earlier than on **25 September 2019** (Article 402<sup>1</sup> § 2 of the CCC) and no later than on the first weekday after the registration of participation, i.e. no later than on **14 October 2019** (Article 406<sup>3</sup> § 2 of the CCC), an entity keeping the securities account shall issue a registered certificate on the right to participate in the Extraordinary General Meeting of Elektrociepłownia „Będzin” S.A.

6.2 Persons entitled to participate in the Extraordinary General Meeting of Shareholders on **28 October 2019** will include the persons who:

- have been shareholders on the date of registration of participation in the Extraordinary General Meeting of Shareholders, i.e. **12 October 2019**, and those who:

- have applied no earlier than on **25 September 2019** and no later than on **12 October 2019** to an entity keeping their respective securities accounts for the issuance of a registered certificate on the right to participate in the Extraordinary General Meeting of Shareholders.

6.3 A list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders is determined on the basis of a list drawn up by the entity being an operator of the securities depository in accordance with the provisions on trading in financial instruments. The entity being an operator of the securities depository draws up the aforementioned list on the basis of the lists submitted at least twelve days prior to the date of the general meeting by entities authorised in accordance with the provisions on trading in financial instruments. The lists submitted to the entity being an operator of the securities depository are drawn up on the basis of the issued certificates on the right to participate in a general meeting of a public company.

A list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders will be made available for inspection at the registered office of the Company in Poznań at ul. Bolesława Krzywoustego 7 **from 23 to 25 October 2019** (Article 407 § 1 of the Commercial Companies Code.)

6.4 A shareholder may request that a list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders be sent to it by email free of charge, giving its email address to which the list should be sent. The request may be sent via email to the following email address of the Company: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

## **7. ACCESS TO DOCUMENTATION RELATED TO THE GENERAL MEETING.**

7.1 The full text of the documentation which is to be presented to the Extraordinary General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. and draft resolutions will be made available on the website of the Company at [www.ecbedzin.pl](http://www.ecbedzin.pl), from the date of convening the Extraordinary General Meeting of Shareholders. Comments or opinions of the Management Board or the Supervisory Board of Elektrociepłownia „Będzin” S.A. on issues placed on the agenda for the Extraordinary General Meeting of Shareholders or issues which are to be placed on the agenda before the date of the Extraordinary General Meeting of Shareholders will be made available on the website of the Company at [www.ecbedzin.pl](http://www.ecbedzin.pl) immediately after they are drawn up.

7.2 A shareholder has the right to request copies of motions concerning issues placed on the agenda within one week prior to the holding of the Extraordinary General Meeting of Shareholders.

**8. ADDRESS OF THE WEBSITE WHERE INFORMATION REGARDING THE GENERAL MEETING IS MADE AVAILABLE**

All information regarding the Extraordinary General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. is available on the website at [www.ecbedzin.pl](http://www.ecbedzin.pl).