**MLP GROUP S.A.**.

ORDINARY GENERAL MEETING

CONVENED FOR APRIL 18, 2016

FORM OF POWER OF ATTORNEY

I/we, undersigned, (We, the undersigned)

Name and surname......................................................................................................................................

Company.....................................................................................................................................................

Position.......................................................................................................................................................

Address.......................................................................................................................................................

and

Name and surname......................................................................................................................................

Company.....................................................................................................................................................

Position.......................................................................................................................................................

Address.......................................................................................................................................................

declare that …………………………………………………………… (name and surname/business name of the shareholder) (the "**Shareholder**”) holds …………………………………….. (number) common bearer shares of MLP GROUP S.A. with its registered office in Pruszków (the "**Company"**) and I/we hereby authorise:

Mr/Ms …………………………………………………, possessing passport/identity card/another official document …………..……………,

or

…………………………………………………(entity name), with its registered office in …………..……………and address …………..……………,

to represent the Shareholder at the Ordinary General Meeting of the Company, convened for April 18, 2016 at 9.30 AM in Pruszków, S5 building, at ul. 3 Maja 8, (the **"Ordinary General Meeting”**), and in particular to participate and take vote at the Ordinary General Meeting, to sign the attendance list and to vote on behalf of the Shareholder in compliance with the instructions on the manner of voting contained below / at the proxy's discretion[[1]](#footnote-1).

|  |  |  |
| --- | --- | --- |
| (signature)  Place: ..........................................................  Date: .................................................................... |  | (signature)  Date: .........................................................  Date: ................................................................... |

**IMPORTANT INFORMATION:**

**Identification of the Shareholder**

For the purpose of the identification of the Shareholder granting this power of attorney, the following should be enclosed hereto:

1. in case of a shareholder being a natural person, a copy of the identity card, passport or another official document confirming the identity of the shareholder, or
2. in case of a shareholder other than a natural person - a copy of the excerpt from a relevant register or another document confirming the authorisation of the natural person (or natural persons) to represent the Shareholder at the Ordinary General Meeting (e.g. uninterrupted chain of powers of attorney).

In the event of doubts about authenticity of the copies of the above-mentioned documents, the Company's Management Board reserves its right to require that the proxy presents the following at the time of preparation of the attendance list:

1. in case of a shareholder being a natural persons, a copy, certified for conformity with the original by a notary public or another entity authorised to certify conformity with the original, of an identity card, passport or another official document confirming the identity of the shareholder, or
2. in case of a shareholder other than a natural person, the original or a copy certified for conformity with the original by a notary public or another entity authorised to certify conformity with the original, of the excerpt from a relevant register or another document confirming the authorisation of the natural person (or natural persons) to represent the proxy at the Ordinary General meeting (e.g. uninterrupted chain of powers of attorney).

**Identification of the proxy**

For the purpose of identifying the proxy, the Company's Management Board reserves its right to require that the proxy presents the following at the time of preparation of the attendance list:

1. in case of a proxy being a natural person, the identity card, passport or another official document confirming the identity of the shareholder, or
2. in case of a proxy other than a natural person, the original or a copy certified for conformity with the original by a notary public or another entity authorised to certify conformity with the original, of the excerpt from a relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the proxy at the Ordinary General meeting (e.g. uninterrupted chain of powers of attorney).

**PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCY BETWEEN THE DATA OF THE SHAREHOLDER INDICATED IN THE POWER OF ATTORNEY AND THE DATA PROVIDED ON THE LIST OF SHAREHOLDERS, PREPARED ON THE BASIS OF THE LIST RECEIVED FROM THE ENTITY MAINTAINING THE SECURITIES DEPOSITORY (KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A.) AND PROVIDED TO THE COMPANY IN COMPLIANCE WITH ARTICLE 4063 OF THE CODE OF COMMERCIAL COMPANIES AND PARTNERSHIPS, THE SHAREHOLDER MAY NOT BE ALLOWED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING.**

**PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT POWERS OF ATTORNEY ON THE ABOVE-MENTIONED FORM.**

**RESERVATIONS**

* 1. This form is not aimed to verify the manner of voting by the proxy on behalf of the shareholder.
  2. This form does not substitute the power of attorney granted to the proxy by the shareholder.
  3. The use of the form made available by the Company is not obligatory for the shareholder and is no condition of voting through the proxy present at the Ordinary General Meeting.
  4. Using the form is the shareholder's right and not an obligation. It depends on the shareholder’s decision how its proxy will exercise the right to vote.

**FORM ALLOWING TO EXERCISE THE RIGHT TO VOTE THROUGH A PROXY**

This form constitutes auxiliary material for the exercise of the right to vote by …………………………………………………………… (name and surname/ business name of the proxy) authorised to represent …………………………………………………… (name and surname of the shareholder) (the "**Shareholder**”) at the Ordinary General Meeting of MLP GROUP Spółka Akcyjna, convened for April 18, 2016 at 9.30 AM, in Pruszków S5 building, at ul. 3 Maja 8, on the basis of the power of attorney granted on ……………………… (date).

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| **POINT 2 OF THE AGENDA - ELECTION OF THE CHAIRMAN OF THE GENERAL MEETING** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 4 OF THE AGENDA – ADOPTION OF THE AGENDA** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 5 OF THE AGENDA – ADOPTION OF A RESOLUTION ON EXAMINATION AND APPROVAL OF THE MANAGEMENT BOARD’S REPORT ON THE COMPANY’S ACTIVITIES IN THE YEAR 2015, THE COMPANY’S FINANCIAL STATEMENT FOR THE YEAR 2015, AND MLP GROUPS.A.’S CONSOLIDATED FINANCIAL STATEMENT** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 6 OF THE AGENDA – ADOPTION OF A RESOLUTION ON DESIGNATION OF THE PROFIT OBTAINED BY THE COMPANY IN THE FINANCIAL YEAR 2015** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 7 OF THE AGENDA – ADOPTION OF RESOLUTIONS ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES BY MEMBERS OF THE MANAGEMENT BOARD IN THE FINANCIAL YEAR 2015** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 8 OF THE AGENDA – ADOPTION OF RESOLUTIONS ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES BY MEMBERS OF THE SUPERVISORY BOARD IN THE FINANCIAL YEAR 2015** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 9 OF THE AGENDA – ADOPTION OF A RESOLUTION ON CHANGING OF ART. 18.5., 18.6., 18.8. AND 18.9 OF THE COMPANY’S STATUTE AND DELETION OF ART. 18.7. OF THE COMPANY’S STATUTE** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 10 OF THE AGENDA – ADOPTION OF A RESOLUTION ON CHANGING OF ART. 21.2.C), 25.1., 25.2., 26.3. OF THE COMPANY’S STATUTE AND ADDITION OF NEW ART. 26.3.1. OF THE COMPANY’S STATUTE** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

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| **POINT 11 OF THE AGENDA – ADOPTION OF A RESOLUTION ON AUTHORIZING THE COMPANY’S SUPERVISORY BOARD TO ADOPT A UNIFIED WORDING OF THE COMPANY’S STATUTE** | | | |
| For  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | Against    Objection  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | I abstain  Number of shares:  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | at the proxy's  discretion  Number of shares::  \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |
| Other: | | | |

On behalf of the Shareholder:

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| --- | --- | --- |
| (signature)  Town/City: ..........................................................  Date: .................................................................... |  | (signature)  Town/City: .........................................................  Date: ................................................................... |

**CLARIFICATIONS**

Shareholders are requested to give instructions by putting an "X" in the relevant field. In the event of ticking the "other" field, shareholders are requested to define in detail their instructions on the exercising of the right to vote through the proxy in this field.

In the event that the shareholder makes a decision to vote in a different manner from the shares which the shareholder holds, the shareholder should indicate in the relevant field the number of shares from which the proxy should vote "for", "against" or "abstain" from voting. In the event that the shareholder does not indicate the number of shares, it is deemed that the proxy is authorised to vote in the indicated manner from all shares held by the shareholder.

Drafts of the resolutions, the adoption of which is planned in particular points of the agenda were made available on the Company’s website in the “Investor Relations” section”.

Please note that drafts of resolutions made available together with the resolution on convening the Ordinary General Meeting may differ from drafts of resolutions submitted to vote at the Ordinary General Meeting. For the avoidance of doubt about the manner of voting by the proxy in such case, we recommend defining in the "other" field how the proxy should proceed in such situation.

1. delete as appropriate [↑](#footnote-ref-1)