

**NOTICE OF THE MLP GROUP SPÓŁKA AKCYJNA MANAGEMENT BOARD**  
**ON CONVENING THE ORDINARY SHAREHOLDER MEETING**

The Management Board of MLP GROUP S.A. with its registered office in Warsaw at ul. 3 Maja 8, 05-800 Pruszków ("**Company**"), entered in the business register kept by the District Court for the Capital City of Warsaw, 14th Commercial Division of the National Court Register, under file no. KRS 0000053299, with the share capital of PLN 4,528,313.75, paid up in full, acting pursuant to Article 399 § 1 and Article 402<sup>1</sup> of the Commercial Company Code ("**CCC**") and Article 11.1 and Article 14 of the Company's Articles of Association, hereby convenes the Ordinary Shareholder Meeting.

**1. Date, time and place of the Shareholder Meeting and a detailed meeting agenda**

The Company's Ordinary Shareholder Meeting ("**OSM**") is hereby convened for 18 June 2018 at 12:00 noon in Pruszków, building S5, at ul. 3 Maja 8.

The detailed agenda of the Ordinary Shareholder Meeting is as follows:

- 1) Open the Shareholder Meeting,
- 2) Elect the Shareholder Meeting's Chairperson,
- 3) Assert that the Shareholder Meeting has been convened correctly and is capable of adopting resolutions,
- 4) Adopt the meeting agenda,
- 5) Adopt a resolution to review and approve the Management Board's report on the Company's activity in 2017, the Company's 2017 financial statements and the consolidated financial statements of the MLP GROUP S.A. Group
- 6) Adopt a resolution to distribute the profit earned by the Company in the financial year 2017,
- 7) Adopt a resolution on exonerating the members of the Company's Management Board on the performance of their duties in the financial year 2017,
- 8) Adopt a resolution on exonerating the members of the Company's Supervisory Board on the performance of their duties in the financial year 2017,
- 9) Adopt resolutions on the appointment of Supervisory Board members,
- 10) Adopt a resolution to amend Article 19.4 of the Company's Articles of Association,
- 11) Adopt a resolution to accept the consolidated text of the Company's Articles of Association,
- 12) Adjourn the meeting.

**2. DESCRIPTION OF PROCEDURES GOVERNING THE PARTICIPATION IN THE SHAREHOLDER MEETING AND THE EXERCISE OF VOTING RIGHTS**

**a) Shareholder's right to request that certain matters be included in the agenda of the shareholder meeting**

A shareholder or shareholders representing at least one-twentieth of the share capital may request that specific matters be placed in the agenda of the OSM. Such request:

- should be submitted to the Management Board no later than 21 days before the set date of the Shareholder Meeting, i.e. by 28 May 2018, and should contain a justification or a draft resolution pertaining to the proposed item on the agenda.

- should be submitted in writing to the Company's registered office at: 05-800 Pruszków, ul. 3 Maja 8 or electronically to the e-mail address: [wza@mlp.pl](mailto:wza@mlp.pl). In case of the submission of such a request electronically, all documents must be sent in PDF format.

A shareholder or shareholders should attach to the foregoing request copies (scans) of documents confirming their right to submit the request, i.e. a deposit certificate or a name-specific certificate of the right to participate in the shareholder meeting, specifying the shares held as at the date of submitting the request, and a copy (scan) of a document confirming the identity of the shareholder or shareholders submitting the request (i.e. personal identity card or other document confirming the identity of the shareholder or shareholders). In case of a shareholder or shareholders who are not natural persons, it is necessary to attach a copy (scan) of the current excerpt from the relevant register where the entity is registered or another document confirming the existence of the entity and the authorization of its representatives to represent it.

**b) Right of the shareholder to submit draft resolutions on matters included in the agenda of the shareholder meeting or matters to be included in the agenda before the date of the shareholder meeting**

A shareholder or shareholders of the Company representing at least one-twentieth of the share capital may submit to the Company – before the date of the GMS, in writing to the address: 05-800 Pruszków, ul. 3 Maja 8 or using the means of electronic communication to the e-mail address: [wza@mlp.pl](mailto:wza@mlp.pl), draft resolutions concerning the items included or to be included in the agenda of the Shareholder Meeting.

The shareholder or shareholders submitting the draft resolutions should attach to the foregoing request copies (scans) of documents confirming their authorization to submit such a resolution, i.e. a certificate of deposit or a name-specific certificate confirming the right to participate in the shareholder meeting, specifying the shares held as at the date of submitting the request, and a copy (scan) of a document confirming the identity of the shareholder or shareholders submitting the request (i.e. personal ID card or other document confirming the identity of the shareholder or shareholders). In case of a shareholder or shareholders who are not natural persons, it is necessary to attach a copy (scan) of the current excerpt from the relevant register where the entity is registered or another document confirming the existence of the entity and the authorization of its representatives to represent it.

The Company will publish the submitted draft resolutions in the current report and will post them on the Company's website at [www.mlp.pl/walne-zgromadzenie](http://www.mlp.pl/walne-zgromadzenie). In view of the requirement to publish draft resolutions on the website, such drafts may not be submitted later than 24 hours before the Ordinary Shareholder Meeting.

**c) Right of the shareholder to submit draft resolutions on matters introduced to the agenda during the shareholder meeting**

Any shareholder may, during the OSM, submit draft resolutions on matters introduced to the agenda.

**d) Exercise of the voting right through a proxy and notification of the Company of proxy appointment by means of electronic communication**

A shareholder may participate in the OSM and exercise their voting right in person or by proxy. In case of a shareholder who is not a natural person, a shareholder may participate in the OSM through the persons authorized to submit effective representations of will for and on behalf of such person or through a proxy. If a shareholder is a legal entity or is represented by a proxy or proxies, the shareholder's representative, in order to participate in the meeting, must provide proper evidence for the right to act on behalf of the shareholder.

At the OSM, such proxy shall exercise all rights of the shareholder unless the power of attorney stipulates otherwise. A proxy may grant further powers-of-attorney if the granted power-of-attorney

stipulates such right (if the power-of-attorney is granted to a further proxy, the uninterrupted chain of powers-of-attorney should be submitted along with documents authorizing the relevant proxies to act on behalf of the previous proxies).

A power-of-attorney to participate in the OSM and exercise the voting right must be granted in writing or electronically. Such a power-of-attorney granted electronically is not required to be signed with a secure electronic signature.

A fax or e-mail with a power-of-attorney signed by the shareholder in PDF format must be appended with a copy or scan of a certificate, in PDF format, issued by the entity that holds the shareholder's securities account(s), confirming the shareholder's right to participate in the shareholder meeting.

Such electronic notification about granting a power-of-attorney should contain the following contact data: the business name or the full name of the shareholder, his/her phone number and e-mail address and the business name or the full name of the proxy, his/her phone number and e-mail address to be used by the Company to contact the shareholder or his/her proxy.

Along with the notification about granting a power-of-attorney to participate in the OSM in electronic form, the shareholder shall send to the Company a scan of the granted power-of-attorney and the following documents:

- a) in case of a shareholder who is a natural person – scan of personal identification card or other document confirming the identity of the shareholder;
- b) in case of a shareholder who is not a natural person – scan of the current excerpt from the relevant register or other document confirming the existence of the given entity and the right of its representatives to represent it;
- c) in case of a proxy who is a natural person – scan of personal identification card or other document confirming the identity of the proxy;
- d) in case of a proxy who is not a natural person – scan of the current excerpt from the relevant register or other document confirming the existence of the given entity and the right of its representatives to represent it.

The Company may take proper action to identify the shareholder and his/her proxy to verify the validity of the power-of-attorney granted electronically. Such verification may include in particular a question sent by e-mail or a phone call made to the shareholder or the proxy to confirm the fact of granting and the scope of the power-of-attorney.

In order to identify the proxy, the Company's Management Board hereby reserves the right to demand the proxy to present the following while drawing up the attendance record:

- (a) in case of a proxy who is a natural person – the original personal identification card, passport or other official identification document of the proxy, or
- (b) in case of a shareholder other than a natural person – the original or a copy (conformity with the original confirmed by a notary or another body authorized to issue such a confirmation) of the excerpt from the relevant register confirming authorization of the natural person(s) to represent the proxy at the OSM (e.g. an uninterrupted chain of powers-of-attorney) and the personal identity card, passport or other official identification document of the natural person(s) authorized to represent the proxy at the OSM.

In the event of failure to present such documents, the proxy may be denied participation in the OSM.

The foregoing rules of granting power-of-attorney to participate in the OSM in the electronic form apply accordingly to the notification sent to the Company about revoking the aforementioned power-of-attorney electronically.

In connection with the fact that it is necessary to verify the sent documents, the notifications about granting or revoking the power-of-attorney to participate in the OSM should be sent to the Company no later than by 10 June 2018, 11:00 a.m.

The notification about granting or revoking the power-of-attorney without keeping the requirements stipulated above does not have any legal effects with respect to the Company.

It is presumed that a document confirming the right to represent a shareholder at the OSM complies with law and the facts, unless its authenticity is doubtful prima facie to the Chairperson or the Company's Management Board or the incompliance of the document with law or the facts is obvious in light of public documents known to the Company or is notorious.

If a proxy has received voting instructions, the Company will not verify whether or not the proxy exercises the voting right in accordance with the instructions received from the principal.

A proxy may represent more than one shareholder and vote differently from the shares of different shareholders. If a shareholder holds shares deposited in more than one securities account or collective account, such shareholder may appoint separate proxies to exercise the rights attached to the shares deposited in each such account or – in case of a collective account – in that account.

A shareholder may notify the Company of granting or revoking the power-of-attorney to participate in the OSM using electronic means of communication to the following e-mail address: [wza@mlp.pl](mailto:wza@mlp.pl). The shareholder bears the risk associated with utilization of electronic communication by the shareholder. Any documents sent to the Company by e-mail should be saved in PDF format.

Any documents sent to the Company should be in Polish. If any document sent to the Company has been prepared in a language other than Polish, a certified translation into Polish of such document should be attached.

The Company hereby informs that it provides the models of forms enabling the exercise of voting rights by proxy, including the power-of-attorney form, which are posted on the website: [www.mlp.pl/walne-zgromadzenie](http://www.mlp.pl/walne-zgromadzenie). The use of such forms is not mandatory.

#### **e) Possibility and method of participation in the OSM by means of electronic communication**

The possibility of exercising the voting right by mail or by means of electronic communication is not permitted at the OSM convened by this notice.

### **3. DATE OF REGISTRATION OF PARTICIPATION IN THE OSM**

Only the persons who are the Company's shareholders sixteen days before the date of the OSM, i.e. 1 June 2018 ("**Registration Date**") have the right to participate in the Shareholder Meeting.

### **4. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE OSM**

Pursuant to z Article 406<sup>1</sup>§ 1 of the CCC the persons who are the Company's shareholders as at the Registration Date may participate in the Company's Shareholder Meeting.

Shareholders authorized under dematerialized shares (bearer shares) have the right to participate in the OSM provided that they request the entity keeping the securities account in which their shares are deposited to issue a name-specific certificate on the right to participate in the OSM in accordance with the rules set forth below.

Pursuant to Article 406<sup>3</sup> § 2 of the CCC, at the request of the shareholder authorized under the Company's dematerialized bearer shares submitted no earlier than following the publication of this announcement on convening the OSM and no later than on the first business day after the Registration Date, i.e. no later than on 4 June 2018, the entity keeping the securities account issues a name-specific

certificate on the right to participate in the shareholder meeting.

The Company determines a list of persons and entities authorized to participate in the OSM on the basis of the list provided by Krajowy Depozyt Papierów Wartościowych S.A.

Krajowy Depozyt Papierów Wartościowych S.A. prepares the aforementioned list on the basis of information provided no later than twelve days before the date of the OSM by the entities keeping the securities accounts on the basis of the issued name-specific certificates on the right to participate in the OSM.

The Company recommends that shareholders take with them to the OSM a name-specific certificate confirming their right to participate in the OSM.

The list of shareholders will be displayed in the Company's head office in Pruszków at ul. 3 Maja 8 for 3 (three) business days directly before the OSM, i.e. on 13, 14 and 15 June 2018, from 9:00 a.m. to 5:00 p.m.

Shareholders may request the list of shareholders be sent to them free of charge by e-mail, specifying the address to which the list should be sent. The request referred to in the preceding sentence shall be made to the Company by a shareholder, with an attached scan of a certificate of deposit or a deposit issued by the entity or entities that hold the shareholder's securities account(s), confirming that the person is a shareholder of the Company and a scan of the personal identity card (excerpt from the register) or another document which makes it possible to identify the shareholder. In case of a shareholder who is not a natural person, it is necessary to attach a copy (scan) of a current excerpt from the register in which that entity is registered or other document confirming the existence of the given entity and the right of its representatives to represent it. Such request should be sent to the following e-mail address: [wza@mlp.pl](mailto:wza@mlp.pl)

## **5. ACCESS TO DOCUMENTATION RELATED TO THE OSM**

A person entitled to participate in the OSM may obtain a full text of documentation to be presented to the OSM, including draft resolutions or, if no resolutions are to be adopted, the comments of the Company's Management Board or Supervisory Board to the matters introduced to the agenda of the OSM or the matters to be included in the agenda before the date of the OSM on the Company's website at [www.mlp.pl/walne-zgromadzenie](http://www.mlp.pl/walne-zgromadzenie) and in the Company premises at ul. 3 Maja 8, 05-800 Pruszków, on weekdays, from 9:00 a.m. to 4:00 p.m., until the OSM date.

When requesting access to documentation in hard copy form, a shareholder should attach a copy (scan) of a document confirming his/her right to participate in the OSM, i.e. a name-specific certificate of the right to participate in the OSM, showing that the shareholder holds shares as at the date of submitting the request, and a copy (scan) of a document confirming the identity of the shareholder (i.e. personal identity card or other document confirming the identity of the shareholder). In case of a shareholder who is not a natural person, it is necessary to attach a copy (scan) of a current excerpt from the register in which that entity is registered or other document confirming the existence of the given entity and the right of its representatives to represent it. Such request should be sent to the following e-mail address: [wza@mlp.pl](mailto:wza@mlp.pl)

## **6. ADDRESS OF THE WEBSITE CONTAINING INFORMATION ON THE OSM**

Any and all information about the OSM will be posted on the Company's website at [www.mlp.pl/walne-zgromadzenie](http://www.mlp.pl/walne-zgromadzenie) from the date of convening the OSM.

## **7. PLANNED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION**

The existing wording of Article 19.4 of the Company's Articles of Association:

"19.4. The detailed tasks and mode of operation of the Audit Committee shall be specified in the Rules and Regulations of the Audit Committee, constituting an attachment to the Rules and Regulations of the Supervisory Board."

The proposed wording of Article 19.4 of the Company's Articles of Association:

"19.4. The detailed tasks and mode of operation of the Audit Committee shall be specified in the Rules and Regulations of the Audit Committee. The Rules and Regulations of the Audit Committee shall be determined by the Supervisory Board."

## **8. OTHER INFORMATION**

The OMS will be conducted in the Polish language.

**Management Board of MLP GROUP Spółka Akcyjna**