

NOTICE OF THE ANNUAL GENERAL MEETING GIVEN BY THE MANAGEMENT BOARD OF MLP GROUP SPÓŁKA AKCYJNA

Acting pursuant to Art. 399.1 and Art. 402¹ of the Commercial Companies Code (the “**Commercial Companies Code**”) and Art. 11.1 and Art. 14 of the Company’s Articles of Association, the Management Board of MLP GROUP S.A., with its registered office in Pruszków, ul. 3 Maja 8, 05-800 Pruszków, Poland (the “**Company**”), entered in the business register maintained by the District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, under No. KRS 0000053299, with a share capital of PLN 4,528,313.75, paid in full, hereby convenes the Annual General Meeting of the Company.

1. Venue, hour and date of the General Meeting; detailed agenda

The Company’s Annual General Meeting (the “**AGM**” or the “**General Meeting**”) will be held in Building S5 at ul. 3 Maja 8 in Pruszków, Poland, and will commence at 9.00am on June 27th 2019.

The detailed agenda of the General Meeting is as follows:

- 1) Opening of the General Meeting.
- 2) Appointment of the Chairperson of the General Meeting.
- 3) Confirmation that the General Meeting has been duly convened and has the capacity to pass resolutions.
- 4) Adoption of the agenda.
- 5) Resolution to consider and approve the Directors’ Report on the Company’s operations in 2018, the Company’s financial statements for 2018 and the consolidated financial statements of the MLP Group.
- 6) Resolution to allocate profit for 2018 and approve interim dividend payment.
- 7) Resolutions to grant discharge to members of the Management Board in respect of their duties in the financial year 2018.
- 8) Resolutions to grant discharge to members of the Supervisory Board in respect of their duties in the financial year 2018.
- 9) Closing of the General Meeting.

2. PROCEDURES FOR PARTICIPATING IN THE GENERAL MEETING AND EXERCISING VOTING RIGHTS

a) Shareholder’s right to request that a certain item be placed on the agenda of the General Meeting

A shareholder or shareholders representing at least one twentieth of the Company’s share capital may request that certain matters be placed on the AGM agenda. Such request should be submitted:

- to the Company’s Management Board no later than twenty-one (21) days prior to the scheduled date of the AGM, i.e. by June 6th 2019, and should state the reasons for or contain a draft resolution concerning the proposed item;
- in writing at the Company’s registered office at: ul. 3 Maja 8, 05-800 Pruszków, Poland, or by electronic mail to the address: wza@mlpgroup.com. If the request is submitted in electronic form, all documents should be sent in the PDF format.

The shareholder(s) should attach copies of documents confirming their right to submit the request, i.e. a share deposit certificate or a personal certificate confirming the right to attend the AGM and proving their holding of shares as at the date of the request, and a copy/copies (scan(s)) of a document confirming identity of the shareholder submitting the request (i.e. their identity card or other personal identification document). If a shareholder is not a natural person, the shareholder should attach a valid copy (scan) of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it. If a request to place certain matters on the agenda is submitted by a proxy acting on behalf of a shareholder(s), then the proxy should present together with the request, in the manner specified above, documents confirming their power to act on behalf of the shareholder(s).

b) Shareholder's right to propose draft resolutions concerning items which have been or are to be placed on the agenda before the date of the General Meeting

A shareholder(s) representing at least one-twentieth of the Company's share capital may propose draft resolutions regarding matters which have been or are to be placed on the AGM agenda; the draft resolutions should be submitted to the Company before the AGM date, in writing to the following address: ul. 3 Maja 8, 05-800 Pruszków, Poland, or by electronic mail to: wza@mlpgroup.com.

The shareholder(s) submitting a draft resolution should attach copies (scans) of documents confirming their right to submit draft resolutions, i.e. a share deposit certificate or a personal certificate confirming their right to attend the AGM and proving their holding of shares as at the date of the request, and a copy/copies (scan(s)) of a document confirming identity of the shareholder submitting the request (i.e. identity card or other personal identification document). If a shareholder is not a natural person, the shareholder should attach a valid copy (scan) of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it. If a request to place certain matters on the agenda is submitted by a proxy acting on behalf of a shareholder(s), then the proxy should present together with the request, in the manner specified above, documents confirming their power to act on behalf of the shareholder(s).

The Company will publish draft resolutions in a current report that will be available on its website at www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie. Given the requirement to publish draft resolutions on the website, they may not be submitted later than 24 hours before the opening of the Annual General Meeting.

c) Shareholder's right to submit draft resolutions on matters placed on the agenda during the General Meeting

During the AGM each shareholder may submit draft resolutions regarding matters placed on the agenda during the AGM.

d) Voting by proxy and notifying the Company by electronic means of the appointment of a proxy

A shareholder may attend the AGM and exercise voting rights in person or by proxy. A shareholder which is not a natural person may attend the AGM and exercise voting rights through a person authorised to make declarations of will binding on that shareholder, or through a proxy. Where the shareholder is a legal person or is represented by a proxy, the shareholder's representative may only attend the AGM if they duly document their power to act on behalf of that shareholder.

A proxy may exercise all shareholder rights at the AGM unless the power of proxy states otherwise. The proxy may grant further powers of proxy if this is permitted by the power of proxy (if further powers of proxy are granted, the full sequence of powers of proxy must be submitted together with documents certifying the power to act on behalf of prior proxies).

A power of proxy to attend and vote at the AGM must be granted in writing or in electronic form. A power of proxy granted in electronic form does not need to be signed with a secure electronic signature.

The email message including the power of proxy document (in the PDF format) signed by the shareholder should also include a photocopy or scan (in the PDF format) of the certificate issued by the entity keeping the shareholder's securities account and confirming the shareholder's right to attend the AGM.

A notification of granting powers of proxy in electronic form should contain contact details: the shareholder's name or first name and surname, telephone number and email address, as well as the proxy's name/first name and surname, telephone number and email address using which the Company will be able to contact the shareholder or their proxy.

Along with a notification of granting powers of proxy to attend the AGM in electronic form, the shareholder sends to the Company a scan of the powers of proxy and the following documents:

- a) if the shareholder is a natural person – a scan of the shareholder's identity card or other personal identification document;
- b) if a shareholder is not a natural person – a scan of the valid copy of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it;
- c) if the proxy is a natural person – a scan of the proxy's identity card or other personal identification document;
- d) if a proxy is not a natural person – a scan of the valid copy of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it;

The Company may take steps to establish the identity of the shareholder and the proxy in order to verify the validity of the power of proxy granted in electronic form. In particular, such verification may consist in contacting the shareholder or the proxy by electronic means or by phone in order to confirm the fact of granting of the power of proxy and its scope.

In order to identify the proxy, the Management Board reserves the right to request the proxy to present the following at the time of registering attendance:

- (a) if the proxy is a natural person – the proxy's identity card, passport or other personal identification document; or
- (b) if the proxy is not a natural person – the original or a copy of entry in the relevant register or other document confirming a natural person's power to represent the proxy at the AGM (e.g. a complete sequence of powers of proxy), certified as a true copy of the original by a notary public or other authorised entity, as well as the identity card, passport or other personal identification document issued to such natural person authorised to represent the proxy at the AGM.

If such documents are not presented, the proxy will not be admitted to attend the AGM.

The above rules governing granting powers of proxy to attend the AGM in electronic form, apply accordingly to the notification of revocation of powers of proxy in electronic form.

Given the need to verify the documents submitted, notifications of granting or revoking a power of proxy to attend the AGM should be sent to the Company by 11.00 am on June 14th 2019.

Any notification of the appointment or revocation of a proxy which is not compliant with the requirements set out above has no legal effect with respect to the Company.

A document confirming the power to represent a shareholder at the AGM is presumed to be compliant with the law and true to the facts unless its authenticity raises *prima facie* doubts of the Chairperson

of the AGM or the Company's Management Board, or its illegality or inaccuracy is evident on the basis of public documents known to the Company or is a well-known fact.

If a proxy is given voting instructions, the Company will not check whether the proxy exercises the voting rights in line with the principal's instructions.

A proxy may represent more than one shareholder and vote the shares of each shareholder differently. Shareholders holding shares registered in more than one securities accounts or in an omnibus account may appoint a different proxy to vote the shares in each of the accounts or, in the case of an omnibus account, in the omnibus account.

A shareholder may notify the Company of granting or revoking a power of proxy to attend the AGM in electronic form by electronic mail to: wza@mlpgroup.com. Risks related to a shareholder's use of electronic means of communication are borne by the shareholder. Any documents sent to the Company in electronic form should be prepared in the PDF format.

All documents sent to the Company should be in Polish. If any document sent to the Company is prepared in a language other than Polish, a sworn translation into Polish should be attached to the document.

The Company has made available relevant forms of documents for the purpose of voting by proxy, including the form of the power of proxy, on the Company's website at www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie. Use of the forms is not obligatory.

e) Possibility and procedure for attending the Annual General Meeting by electronic means

During the AGM convened by this notice, voting rights may not be exercised by postal ballot or using electronic means of communication.

3. RECORD DATE

Only persons who are Company shareholders sixteen days prior to the scheduled date of the AGM, i.e. on June 11th 2019 (the "**Record Date**") have the right to attend the AGM.

4. RIGHT TO ATTEND THE ANNUAL GENERAL MEETING

Pursuant to Art. 406¹.1 of the Commercial Companies Code, only persons registered as shareholders on the Record Date have the right to attend the AGM.

Holders of rights attached to book-entry (bearer) shares have the right to attend the AGM if they request the entity keeping the securities account in which their shares are registered to issue a personal certificate confirming their right to attend the AGM, in accordance with the rules described below.

Pursuant to Art. 406³.2 of the Commercial Companies Code, at the request of a holder of rights attached to book-entry bearer shares in the Company, submitted not earlier than after the date of this notice and not later than on the first business day after the Record Date, i.e. not later than on June 12th 2019, the entity keeping the securities account will issue a personal certificate confirming the shareholder's right to attend the AGM.

The Company will draw up a list of persons entitled to participate in the AGM based on the list prepared by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.). The Central Securities Depository of Poland prepares the list referred to above based on information submitted by entities keeping securities accounts no later than twelve days prior to the date of the AGM, and prepared by those entities based on the issued personal certificates confirming the right to attend the AGM.

The Company recommends that shareholders present at the AGM have on them their personal certificates confirming their right to attend the AGM.

The list of shareholders will be available for inspection at the Company's registered office at ul. 3-go Maja 8, Pruszków, Poland, between 9.00am and 5.00pm on 3 (three) business days immediately preceding the date of the AGM, i.e. on June 24th, 25th and 26th 2019.

A shareholder may request to be delivered the list of shareholders free of charge via electronic mail, providing the email address to which the list should be sent. The shareholder will submit the request referred to in the preceding sentence to the Company, along with a scanned copy of the share deposit certificate or the certificate issued by the entity/entities keeping the shareholder's securities account(s), confirming the fact of being a shareholder of the Company, as well as a scan of the identity card (copy of entry in the relevant register) or other personal identification document. If a shareholder is not a natural person, the shareholder should attach a valid copy (scan) of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it. The request should be sent to: wza@mlpgroup.com

5. ACCESS TO THE DOCUMENTATION OF THE ANNUAL GENERAL MEETING

A person entitled to attend the AGM may obtain the full text of the documentation which is to be submitted to the AGM, including draft resolutions or – if no resolutions are to be voted on – comments of the Company's Management Board and Supervisory Board on matters placed or to be placed on the agenda, prior to the scheduled date of the AGM, either on the Company's website at www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie, or at the Company's registered office at ul. 3-go Maja 8, 05-800 Pruszków, Poland, between 9.00am and 4.00 pm on business days until the date of the AGM.

Shareholders requesting access to documents in paper form should attach a copy (scan) of a document confirming their right to attend the AGM, i.e. a personal certificate confirming their right to attend the AGM and their holding of Company shares as at the date of the request, and a copy (scan) of a document confirming their identity (i.e. identity card or other personal identification document). If a shareholder is not a natural person, the shareholder should attach a valid copy (scan) of entry in the relevant register or other document confirming existence of the entity and the power of its representatives to represent it. The request should be sent to: wza@mlpgroup.com

6. WEBSITE WHERE INFORMATION ON THE ANNUAL GENERAL MEETING WILL BE AVAILABLE

All information concerning the AGM will be available on the Company's website at www.mlpgroup.com/relacje-inwestorskie/walne-zgromadzenie from the date of convening the Annual General Meeting.

8. OTHER INFORMATION

The AGM will be conducted in the Polish language.

Management Board of MLP GROUP Spółka Akcyjna