

## NOTICE CONVENING THE ANNUAL GENERAL MEETING OF PATENTUS S.A.

The Management Board of PATENTUS S.A. headquartered in Pszczyna, Street Górnośląska 11, entered into the Register of Entrepreneurs kept by the District Court Katowice-Wschód, VIII Commercial Division of the National Court Register, under the number NCR 0000092392 (the "Company"),

acting pursuant to the Article 395, 399 § 1, 402 § 2, Article 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies Code, convenes the Annual General Meeting to be held **on 10<sup>th</sup> May 2019 at 9.00 AM, in Pszczyna, Street Łowiecka 5.**

### Agenda of the meeting:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Validation of convening the Annual General Meeting and its ability to pass resolutions.
4. Adoption of a resolution to waive the secrecy of the vote on the election of the Scrutiny Committee.
5. Election of the Scrutiny Committee.
6. Adoption of the agenda.
7. Presentation and consideration of :
  - individual financial statement of the Company for the year 2018,
  - report of the Management Board on operations of the Company in 2018,
  - consolidated financial statement of the Company for the year 2018,
  - report of the Management Board on operations of the Capital Group 2018,
  - report on the activities of the Supervisory Board for the year 2018 and results of the assessment of : individual and consolidated financial statements for the year 2017, report of the Management Board on operations of the Company in 2018, report of the Management Board on operations of the Capital Group in 2018; proposal of the Management Board regarding the appropriation of profit, assessment of the Company made by the Supervisory Board and assessment of Supervisory Board work.
8. Adoption of a resolution on the approval of the Annual Individual Financial Statement of PATENTUS S.A for the year 2018,
9. Adoption of a resolution on the approval of the Management Board on operations of PATENTUS S.A for the year 2018,
10. Adoption of a resolution on the appropriation of profit of PATENTUS S.A. for the year 2018,

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11. Adoption of a resolution on the approval of the Annual Consolidated Financial Statements of PATENTUS Capital Group for the year 2018,

12. Adoption of a resolution on the approval of the Management Board on operations of PATENTUS Capital Group for the year 2018,

13. Passing resolutions on :

- the acknowledgement of the fulfillment of duties by the Management Board members of PATENTUS S.A. in 2018,
- the acknowledgement of the fulfillment of duties by the Supervisory Board members of PATENTUS S.A. in 2018,

14. Closing of the Annual General Meeting.

Pursuant to the Article 402 <sup>2</sup> of the Commercial Companies Code, the company provides information on participation in the Extraordinary General Meeting of the Company:

### **1. Shareholder's right to request specific items on the agenda of the General Meeting.**

A shareholder or shareholders representing at least one twentieth of the share capital may request to place certain matters in the agenda of Company's Annual General Meeting. The request should be submitted to the Management Board no later than 21 days prior to the date of the Annual General Meeting, that is, till 19<sup>th</sup> of April 2019. The request should include a justification or a draft resolution on the proposed agenda. The request may be submitted in writing to Company's registered office at the address: Górnośląska 11, 43-200 Pszczyna or in electronic form, sent to the following e-mail address: [biuro@patentus.pl](mailto:biuro@patentus.pl).

The Management Board will announce changes to the agenda, introduced at the request of shareholders at Company's website ([www.patentus.pl](http://www.patentus.pl)) immediately, not later than eighteen days before the date of the General Meeting.

The shareholder / shareholders should provide the proof of ownership of appropriate number of shares at the date of submitting the request, enclosing the deposit certificate(s) and in the case of shareholders who are legal persons or partnerships, a current copy of the National Court Register, in order to confirm the right to act on behalf of the entity. Shareholders submitting the request using electronic means of communication shall send the required documents in PDF format.

**2. Shareholder's right to submit draft resolutions on issues included in the agenda of the General Meeting or matters to be placed on the agenda prior to the meeting.**

A shareholder or shareholders representing at least one twentieth of share capital may, prior to the date of the Annual General Meeting, submit in writing to Company's registered office at Street Górnośląska 11, 43-200 Pszczyna or by means of electronic communication (in the manner and to Company's email address specified in point 1) draft resolutions on issues included in the agenda of the Annual General Meeting, or matters to be placed on the agenda.

A request of a Shareholder or Shareholders should be submitted to the Management Board of the Company no later than 21 days before the set date of the Ordinary General Meeting, i.e. no later than **19<sup>th</sup> April 2019** inclusive.

As in point 1 (above), shareholder / shareholders should provide the proof of ownership of appropriate number of shares at the date of submitting request, enclosing the deposit certificate(s) and in the case of shareholders who are legal persons or partnerships, a current copy of the National Court Register, in order to confirm the right to act on behalf of the entity. Shareholders submitting the request using electronic means of communication shall send the required documents in PDF format.

**3. Shareholder's right to submit draft resolution on issues included in the agenda during the General Meeting.**

Each shareholder entitled to attend the General Meeting may during the Annual General Meeting, submit draft resolutions on issues included in the agenda.

**4. Manner of exercising voting rights by a proxy, in particular, about the forms used to exercise voting rights by proxy, and on the process of notifying the Company, by means of electronic communication, about the appointment of the proxy.**

A shareholder may participate in the Annual General Meeting and exercise his/her voting rights in person or by proxy. The Company informs, that a form allowing to exercise the voting rights by a proxy has been placed on the website at [www.patentus.pl](http://www.patentus.pl) (For investors/About us/Annual General Meeting). Proxy's power to vote must be given in writing or in electronic form. Granting power of attorney in electronic form does not require a secure electronic signature verified by a valid qualified certificate.

Shareholder is required to send the information on granting the power of attorney to the Company in electronic form to the given in point 1 e-mail address, no later than one day prior to the date of the Annual General Meeting. In the case where the power of attorney is granted by a legal person or a partnership – Shareholder as the principal, additionally sends a scanned copy of the register in which the principal is registered.

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Shareholders will be allowed to attend the Annual General Meeting upon presentation of the identity card, and plenipotentiaries upon presentation of the identity card and a valid power of attorney granted in writing or in electronic form (in the latter case, the plenipotentiary should present a printed power of attorney in PDF format).

Representatives of legal entities or partnership should also provide current copies of relevant registers, listing persons authorized to represent these entities.

### **5. The possibility and manner of participation in the General Meeting by means of electronic communication, a way of speaking during the General Meeting by means of electronic communication, a way of voting by correspondence or by electronic means.**

Company's Articles of Association do not provide for:

- participation in the General Meeting by means of electronic communication,
- speaking at the General Meeting by means of electronic communication,
- voting by correspondence or by electronic means.

By-laws of the General Meeting do not provide for voting at the General Meeting by correspondence.

### **6. Record date for participation in the General meeting , referred to in Article 406 <sup>1</sup> of the Commercial Companies Code.**

The record date for participation in the General Meeting is set for **24<sup>th</sup> April 2019** (sixteen days prior to the date of the General Meeting).

The right to participate in the General Meeting of the Company have persons who are shareholders of the Company on the record date for participation in the General Meeting.

### **7. Other information.**

In addition, the Management Board informs, that persons entitled to participation with voting rights in the General Meeting are:

- a) holders of registered shares and interim certificates, pledgees and usufructuaries who are entitled to voting rights, if they are registered in the share register on the record date for participation in the General Meeting;

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- b) holders of bearer shares in the form of documents, if the documents are submitted to the Company no later than the record date for participation in the General Meeting and will not be collected before the end of that day. Instead of shares, one can submit a certificate confirming the deposit of shares with a notary, bank or investment company. The certificate should indicate the number of share documents and contain a statement, that the documents will not be released before the end of the record date for participation in the General meeting.
- c) Shareholders holding uncertificated bearer shares which are admitted to trading on the Warsaw Stock Exchange, and who are shareholders at the record date for participation in the General Meeting, as listed by the Central Securities Depository of Poland;
- d) Plenipotentiaries or statutory representatives of shareholders listed above in points from a to c.

Those mentioned above are required to confirm on the General Meeting their right to represent the shareholder, in particular by submitting a copy of shareholder's NCR, power of attorney (given in writing or electronically).

The Company recommends to submit the request to issue a certificate confirming the right to participate in the Annual General Meeting to the entity keeping the securities account on which Company's shares are credited, within the period between the announcement date for convening the Annual General Meeting of Shareholders and **24<sup>th</sup> April 2019**.

It is recommended to collect the above-mentioned certificate confirming their right to participate and bring it on the day of the Annual General Meeting.

The Company determines the list of shareholders entitled to attend the Annual General Meeting on the basis of the list submitted by the Central Securities Depository of Poland (KWDP), prepared on the basis of certificates confirming the right to participate in the General Meeting, issued by entities keeping the securities account. The list of shareholders entitled to participate in the General Meeting shall be made available at the premises of the Company for three days prior to the General Meeting. The shareholder may request (by sending an email to: [biuro@patentus.pl](mailto:biuro@patentus.pl)) to send the list of shareholders free of charge via e-mail, giving the address to which it should be sent.

Persons entitled to attend to the Annual General Meeting of Shareholders can obtain full documentation and draft resolutions to be presented at the Annual General Meeting in Company's registered office at Street Górnośląska 11, 43-200 Pszczyzna or Company's website at : [www.patentus.pl](http://www.patentus.pl) (For investors/About us/Annual General Meeting).

The Company will provide all information regarding the Extraordinary General Meeting on Company's website at: [www.patentus.eu](http://www.patentus.eu) (For investors/About us/Annual General Meeting)

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Pszczyna, 12<sup>th</sup> April 2019