

Company: **IPOPEMA Securities S.A.**

Current Report No. **9/2014**

Date: **May 22nd 2014**

Subject: **Convening notice and draft resolutions of the Annual General Meeting**

## **I.**

Acting pursuant to Art. 399.1 and Art. 402<sup>1</sup>.1–2, in conjunction with Art. 395.1 and Art. 402<sup>2</sup> of the Commercial Companies Code and Art. 17.2 and Art. 17.4 of the Company's Articles of Association, the Management Board of IPOPEMA Securities S.A., with its registered office at ul. Próźna 9, Warsaw, Poland, entered in the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register, under entry No. KRS 0000230737 (the "**Company**"), hereby gives notice of the Annual General Meeting to be held **on June 17th 2014** at the Company's registered office at ul. Próźna 9 in Warsaw, **at 12 noon**. The agenda for the Annual General Meeting is as follows:

1. Opening of the Annual General Meeting.
2. Appointment of the Chairperson.
3. Preparation of a list of attendees.
4. Confirmation that the Annual General Meeting has been duly convened and has the capacity to adopt resolutions.
5. Appointment of a Ballot Counting Committee.
6. Adoption of the agenda.
7. Review of the Directors' Report on the operations of the Company and its Group, and of the Company's financial statements for the financial year 2013.
8. Review of the Group's consolidated financial statements for the financial year 2013.
9. Review of the Supervisory Board's written report for 2013 and the Management Board's proposal as to distribution of profit and appropriation of reserve funds.
10. Adoption of a resolution on review and approval of the Directors' Report on the operations of the Company and its Group in 2013.
11. Adoption of a resolution on review and approval of the Company's financial statements for the financial year 2013.
12. Adoption of a resolution on review and approval of the Group's consolidated financial statements for the financial year 2013.
13. Adoption of a resolution on distribution of profit and appropriation of reserve funds.
14. Grant of discharge in respect of performance of duties by members of the Management Board and the Supervisory Board.
15. Adoption of resolutions on appointment of the Supervisory Board members for another term of office.
16. Closing of the Annual General Meeting.

## **II.**

Acting pursuant to Art. 402<sup>2</sup> of the Commercial Companies Code, the Company hereby presents the rules applicable to participation in the Annual General Meeting:

### **Shareholder's right to request that certain matters be placed on the agenda of the General Meeting**

1. A shareholder or shareholders representing at least 1/20 of the Company's share capital may request that certain matters be placed on the agenda of the Annual General Meeting. Any such request should be submitted to the Company's Management Board no later than 21 days prior to the scheduled date of the Annual General Meeting and should contain grounds or a draft resolution concerning the proposed agenda item. Such request may be submitted in writing to the Company's registered address (ul. Próżna 9, 00-107 Warsaw, Poland), or in electronic form to the Company's email address: [ipopema@ipopema.pl](mailto:ipopema@ipopema.pl).
2. The shareholder(s) referred to in item 1 above should prove that as at the date of submitting such request they hold the required number of shares, by attaching to the request a deposit certificate or another certificate issued by the entity keeping their securities account. Additionally, if the shareholder(s) referred to in item 1 is/(are) (a) natural person(s), they should submit a copy of their identity document (passport or other document based on which the shareholder's identity can be established; if the request is sent via electronic channels, a scanned copy of these documents should be attached). If such request is submitted by a shareholder or shareholders which are legal persons or organisations referred to in Art. 33<sup>1</sup> of the Polish Civil Code, they should attach a copy of their entry in the relevant register (if the request is sent via electronic channels, a scanned copy of their entry should be attached). Any documents submitted to the Company, including foreign official documents sent via electronic channels, such as certified copies of register entries, should be translated into Polish by a sworn translator. Apostilles, confirming the authenticity of foreign official documents, may also be sent via electronic channels. In the event that such request is submitted by electronic means, all the relevant documents should be sent in the PDF format.
3. The Company may take relevant steps to establish the identity of a shareholder and the shareholder's proxy with a view to verifying their rights exercised by means of electronic communication.

### **Shareholder's right to propose draft resolutions**

1. A shareholder or shareholders representing at least 1/20 of the Company's share capital may, before the date of the Annual General Meeting, submit to the Company draft resolutions concerning matters which have been or are to be placed on the agenda of the Annual General Meeting. Such draft resolutions may be submitted in writing to the Company's registered address (ul. Próżna 9, 00-107 Warsaw, Poland), or in electronic form (to the Company's email address given in item 1 above).  
As described in items 2 and 3 above, such shareholder or shareholders should prove that as at the date of submitting their request they hold a relevant number of shares, and should attach the required documents identifying the requesting party or parties.
2. Each shareholder entitled to participate in the General Meeting may submit draft resolutions concerning matters included on the agenda during the Annual General Meeting.

### **Exercise of voting rights through a proxy**

1. A shareholder may participate in the General Meeting and exercise voting rights personally or by proxy. A power of proxy to participate in the General Meeting and exercise voting rights must be granted in writing or in electronic form. A power of proxy in electronic form does not require a secure electronic signature verifiable by means of a valid qualified certificate. A shareholder which is not a natural person may participate in the General Meeting and exercise voting rights through a person authorised to make declarations of will binding on that shareholder, or through a proxy.
2. Shareholders may notify the Company of granting or revoking a power of proxy to participate in the General Meeting in electronic form, as well as submit power of proxy documents or

documents revoking a power of proxy electronically, by sending an email to [ipopema@ipopema.pl](mailto:ipopema@ipopema.pl).

Along with a notification of granting a power of proxy in electronic form, the shareholder must send in the text of the power of proxy document, as well as a scanned copy of the identity card, passport or any other document based on which it is possible to identify the shareholder as the principal and the appointed proxy, including a natural person acting on behalf of the proxy if the proxy is a legal person or an organisation referred to in Art. 33<sup>1</sup> of the Civil Code. Where a power of proxy is granted by a legal person or an organisation referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder as the principal should additionally send in a scanned copy of its entry in the relevant register. Where the proxy is a legal person or an organisation referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder as the principal should additionally send in a scanned copy the proxy's entry in the relevant register. Foreign official documents sent via electronic channels, such as certified copies of register entries, should be translated into Polish by a sworn translator. Apostilles, confirming the authenticity of foreign official documents, may be also sent via electronic channels. Together with a notification of granting a power of proxy, the shareholder must send in an email address through which the Company will be able to communicate with the shareholder and the proxy. All documents listed in this paragraph are sent to the Company in electronic form, but these provisions do not release the proxy from the obligation to present the documents based on which his/her/its identity can be established, as specified in this paragraph, during the preparation of a list of eligible participants of the General Meeting.

The above rules concerning identification of the principal will apply accordingly when notifying the Company of revoking a power of proxy.

Any notification of granting or revoking a power of proxy made without compliance with the requirements set out above will have no legal effect vis-à-vis the Company.

The Company may take relevant steps to establish the identity of a shareholder and the shareholder's proxy with a view to verifying their rights exercised by means of electronic communication.

Shareholders whose shares are registered in an omnibus account may appoint separate proxies to exercise their voting rights attached to shares registered in that account.

3. Where a power of proxy is granted in writing, the principal is obliged to leave the original of the power of proxy document with the Company. In addition, during the preparation of an attendance list, proxies should present their identity cards, passports or other reliable documents based on which their identity can be established. The right to represent a shareholder which is not a natural person should be evidenced by an up-to-date official copy of its entry in the relevant register (of which the original or a copy certified by a notary public, attorney-at-law or legal counsel should be submitted) and a series of powers of proxy.
4. Proxy voting forms, to be filled in with the data stipulated in Art. 402<sup>3</sup> of the Commercial Companies Code, are available at <http://www.ipopema.pl> from the Investor Relations/General Meeting section.

#### **Attending the General Meeting by means of electronic communication**

At present, IPOPEMA Securities S.A. provides no possibility of attending the General Meeting by means of electronic communication.

#### **Taking the floor during the General Meeting by means of electronic communication**

At present, IPOPEMA Securities S.A. provides no possibility of taking the floor during the General Meeting by means of electronic communication.

#### **Exercising voting rights by postal ballot or electronic ballot**

At present, IPOPEMA Securities S.A. provides no possibility of exercising voting rights by postal ballot or electronic ballot.

### **Record date for the right to attend the General Meeting**

The record date for the right to attend the General Meeting is June 1st 2014.

### **Right to attend the General Meeting**

The Annual General Meeting of the Company may only be attended by persons who:

- a) are the Company's shareholders, i.e. have Company shares registered in their securities accounts, 16 days prior to the date of the Annual General Meeting (June 1st 2014); and
- b) between May 22nd and June 2nd 2014 request the entity keeping their securities account in which the Company shares are registered to issue a certificate to their name confirming their right to attend the Annual General Meeting.

Shareholders are recommended to collect the certificates referred to above and bring them along to the Annual General Meeting.

The Company draws up a list of shareholders entitled to attend the Annual General Meeting on the basis of data provided to it by the National Depository for Securities (the NDS). The NDS compiles such data based on the certificates confirming the right to attend the Annual General Meeting issued to the shareholders' names by the entities keeping their securities accounts. The list of shareholders entitled to attend the Annual General Meeting will be displayed at the reception desk of the Company's registered office at ul. Próźna 9, Warsaw, Poland, between 9am and 6pm, three weekdays prior to the date of the Annual General Meeting.

A shareholder may request to be sent the list of shareholders entitled to attend the Annual General Meeting by email, free of charge (the shareholder should give the email address to which the list should be sent). The list will be sent in the form of a PDF file.

A shareholder who requests to be allowed to inspect or be sent the list of shareholders should prove his/her/its identity and status of a shareholder of IPOPEMA Securities S.A. in the manner specified in items 2–3 above. To this end, a certificate confirming the shareholder's right to attend the General Meeting or a deposit certificate issued by the entity keeping the shareholder's securities account may be presented.

When signing the attendance list, shareholders and proxies arriving at the General Meeting should present their identity cards, passports or other documents on the basis of which their identity can be established. The right to represent a shareholder which is not a natural person should be evidenced by an up-to-date official copy of its entry in the relevant register (of which the original or a copy certified by a notary public, attorney-at-law or legal counsel should be submitted) and a series of powers of proxy. The right to represent a shareholder who is a natural person should be evidenced by a power of proxy presented when signing the attendance list.

### **Access to documentation**

Persons entitled to attend the Annual General Meeting may download the documentation from the Investor Relations/General Meeting section of the Company's website at [www.ipopema.pl](http://www.ipopema.pl). Shareholders may also collect copies of the documentation to be distributed at the Annual General Meeting and draft resolutions from the reception desk of the Company's registered office at ul. Próźna 9, Warsaw, Poland, on business days between 9am and 6pm.

### **III.**

The Management Board of the Company publishes the draft resolutions of the Annual General Meeting, attached as an appendix hereto.

Legal basis:

Par. 38.1.1) and Par. 38.1.3) of the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz.U. of 2014, item 133, as amended).

**Appendices:**

- Draft resolutions of the General Meeting