

## The notice of convening the Ordinary General Meeting

The Management Board of "Suwary" Spółka Akcyjna ("the Company") acting pursuant to articles 255 and 399 § 1 of the Code of Commercial Companies ("CCC") convenes an Ordinary General Meeting of Shareholders of "Suwary" S.A. ("OGM") scheduled be held at 13:00 p.m., on March 8<sup>th</sup>, 2017 in Pabianice, ul. Piotra Skargi 45/47

The agenda:

1. Opening the debate of OGM.
2. Electing the Chairman of OGM.
3. Preparing the attendance record.
4. Ascertaining conformity with regulations of convening OGM and its capacity to adopt resolutions.
5. Adopting the agenda of OGM.
6. Adopting a resolution on electing the Returning Committee.
7. Reviewing and approving the Company financial statement for the period 01.10.2015 - 30.09.2016.
8. Reviewing and approving the Group financial statement for the period 01.10.2015 - 30.09.2016.
9. Reviewing and approving the report of the Management Board on the Company's activity for the period 01.10.2015 - 30.09.2016.
10. Reviewing and approving the report of the Management Board on the Groups' activity for the period for the period 01.10.2015 - 30.09.2016.
11. Presentation by Supervisory Board the report for the period for the period 01.10.2015 - 30.09.2016.
12. Adopting resolutions on the acknowledgment of the fulfilment of duties by the members of the Company Management Board for the period 01.10.2015 - 30.09.2016.
13. Adopting resolutions on the acknowledgment of the fulfilment of duties by the members of the Company Supervisory Board for the 01.10.2015 - 30.09.2016.
14. Adopting a resolution on the profit sharing from the financial year containing the 01.10.2015 - 30.09.2016.
15. Adopting resolutions on the salary changes of Supervisory Board Members.
16. Amendment to the Statutes.
17. Closing the debate of the Ordinary General Meeting.

### 1. Attendance registration date, the right to attend OGM

1.1 The Management Board of the Company informs that only the persons who are the Company's shareholders sixteen days prior the OGM date , i.e. on February 20<sup>th</sup>, 2017 (hereinafter referred to as "the registration date") and submit the request referred to in article 1.2 have the right to attend the meeting, pursuant to Article 406 (1) of the Code of Commercial Companies.

1.2 On request of a beneficiary of rights attached to dematerialized shares in the Company submitted at the earliest following the announcement of OGM, i.e. at the earliest on February 10<sup>th</sup> 2017 and at the latest on the first weekday following the registration date of attendance at the General Meeting, i.e. on February 21<sup>st</sup>, 2017 at the latest, the entity which manages the securities account shall issue a registered certificate of the right to attend OGM.

1.3 Pursuant to article 407 of CCC, a list of shareholders entitled to attend OGM will be displayed in the registered office of the Company, ul. Piotra Skargi 45/47, Pabianice, from 8.00 to 15.00, for 3 working days prior to the date of OGM, i.e. from March 3<sup>rd</sup> to March 7<sup>th</sup> 2016. The shareholders may review the list of shareholders in the Company's registered office and request a copy of the list of shareholders against the reimbursement of the costs of its drawing up. Within three weekdays before OGM date, the Company's shareholder can request that they should be sent free of charge a list of shareholders entitled to attend OGM by electronic mail, specifying the address to which the email should be sent. The request shall be prepared in writing and signed by the shareholder or the persons entitled to represent the shareholder, and delivered via email to the address [wza@suwary.com.pl](mailto:wza@suwary.com.pl) or sent by fax to the number + 48 42 214 53 31. To the request the copies of the documents should be attached confirming that the person submitting the request is the Company's shareholder and verifying the identity of the shareholder or the

persons acting on behalf of the shareholder (i) where the shareholder is a natural person – a copy of a document confirming the shareholder’s identity or (ii) where the shareholder is other than natural person – a duplicate of a certified copy of an entry in the relevant register or other document confirming the authorization of a natural person(s) to represent the shareholder, or a copy of an identity card, passport, or another official document confirming the identity of the persons authorized to represent a shareholder, or (iii) additionally, where a request is submitted by a proxy, a copy of a letter of attorney signed by the shareholder or the persons entitled to represent the shareholder, or a copy of the identity card, passport, or other official document confirming the proxy’s identity.

## 2. Procedures for attendance at OGM and placing matters on the agenda

### 2.1 The right to place specific matters on the agenda of OGM.

Pursuant to article 401 § 1 of CCC, a shareholder or shareholders representing at least one twentieth of the Company’s share capital are entitled to submit a request for placing specific matters on the agenda of the next OGM. The request shall be submitted to the Company’s Management Board not later than twenty one days prior to the date of OGM, i.e. by February 15<sup>th</sup> 2017; the request shall specify the grounds for it or a draft resolution of the proposed item on the agenda. The request can be submitted in writing in the Company’s registered office or via email to the address [wza@suwary.com.pl](mailto:wza@suwary.com.pl) or sent by fax to the number + 48 42 214 53 31;

### 2.2) The right to submit draft resolutions on the matters put on the agenda of OGM

Pursuant to article 401 § 4 of CCC, a shareholder or shareholders representing at least one twentieth of the Company’s share capital are entitled to submit before the date of OGM in writing or via email to the address [wza@suwary.com.pl](mailto:wza@suwary.com.pl) or by fax to the number + 48 42 214 53 31 draft resolutions on the matters put on the agenda of OGM or the matters which are to be put on the agenda prior to the OGM date.

The shareholder’s /shareholders’ requests referred to in the above items 2.1 and 2.2 shall be accompanied by the copies of documents confirming the identity of a shareholder or persons acting on his/her behalf, including (i) a certificate issued by the entity managing the securities account on which the Company’s shares are held by the shareholder confirming that s/he actually is the Company’s shareholder and the fact s/he represents at least one twentieth of the Company’s share capital, (ii) where a shareholder is a natural person – a copy of the identity card, passport, or another official document confirming the shareholder’s identity, (iii) where a shareholder is other than a natural person – duplicate of a copy of entry into the relevant register or another document confirming that the natural person(s) is/are authorized to represent the shareholder at the General Meeting, as well as a copy of the identity card, passport, or another official document confirming the shareholder’s identity, or (iv) where a request is submitted by a proxy – additionally a copy of the letter of attorney signed by the shareholder or persons entitled to represent the shareholder, or a copy of the ID card, passport, or another official document confirming the proxy’s identity.

### 2.3 The right to submit draft resolutions at OGM.

At OGM each shareholder of the Company may submit draft resolutions on the matters placed on the agenda. Draft resolutions shall be submitted in writing.

### 2.4 Procedure for attendance at OGM and exercising voting rights. Power of attorney.

A shareholder who is a natural person may attend OGM and exercise their right to vote in person or through proxy. A shareholder other than a natural person may attend the General Meeting and exercise his/her voting right through a person authorised to represent the shareholder or through proxy. Shareholders shall be allowed to attend OGM against producing their identity card, and their proxies against producing their identity card and a valid letter of attorney. Proxies or representatives of shareholders other than natural persons shall, in addition, produce valid copies of entries in the relevant registers specifying the persons entitled to represent these entities.

Pursuant to article 412 (1) § 2 of CCC, a power of attorney to attend OGM and exercise the right to vote requires a letter of attorney granted in writing or e-proxy. The e-proxy does not need to be affixed with a safe digital signature verified with a valid qualified certificate. The Company shall be notified of granting e-proxy not later than 2 (two) weekdays prior to OGM date via email to the address [wza@suwary.com.pl](mailto:wza@suwary.com.pl) or by fax to the number + 48 42 214 53 31 by sending to the address specified a letter of attorney signed by a shareholder or, where a shareholder is other than a natural person, by persons entitled to represent the shareholder. In order to verify the identity of the shareholder granting the power of attorney, the notification of granting e-proxy shall include the

following attachments: (i) where the shareholder is a natural person - a copy of the identity card, passport or another document confirming the shareholder's identity or (ii) where the shareholder is other than natural person – a duplicate of a certified copy of an entry in the relevant register or other document confirming the authorization of a natural person(s) to represent the shareholder, or a copy of an identity card, passport, or another official document confirming the identity of these persons.

In order to verify the validity of e-proxy, the Company has a right to take actions to verify the identity of a shareholder and a proxy, and in particular a right to send a feedback question by email, or a right to a telephone contact. Failure to answer the questions posed during the verification process shall be understood as inability to verify the power of attorney granted and shall be the grounds for refusal of admission to attend OGM by a proxy. In order to verify a proxy's identity, the Company's Management Board, while preparing the attendance record, reserves a right to request the presentation of the following documents by a proxy:

(i) where a proxy is a natural person – an original identity card, passport, or other official document confirming the proxy's identity, or (ii) where a proxy is other than natural person – an original copy of an entry into the relevant register or another document confirming the authorization of a natural person/ natural persons to represent the proxy at the OGM, or a duplicate thereof certified by a notary or another entity authorized to certify conformity with original documents, and an identity card, passport, or another official document confirming the identity of a natural person/natural persons authorized to represent a proxy at the OGM. Information on granting a proxy shall specify the scope of the proxy by indicating the number of shares from which the right of vote will be exercised. If a proxy at the General Meeting is a Management Board member, a Supervisory Board member, a receiver, an employee of the Company, the power of attorney is granted for representation at one OGM only. The proxy is under an obligation to disclose to the shareholders any circumstances indicating an existing or potential conflict of interests. Such a proxy votes following the instructions received from the shareholder, and granting a further power of attorney is excluded.

Any documents prepared in a foreign language shall be submitted along with their Polish version translated by a sworn translator.

The forms referred to in article 4023 § 1 point 5 of CCC, allowing exercising a voting right through a proxy, are published on the Company's website [www.suwary.com.pl](http://www.suwary.com.pl) in the section "Investor Relations/ the Company/the General Meeting". The Company does not impose an obligation to grant the power of attorney by filling the abovementioned forms. The Company Management Board informs that where a shareholder grants the power of attorney along with voting instructions, the Company will not verify whether the proxies follow the instructions while exercising the voting right. Thus, the Management Board informs that the voting instructions shall only be given to the shareholder.

## **2.5 An option to attend OGM and vote with the use of electronic communication**

The Company's Articles of Associations do not provide for an option to attend OGM, to speak during the debate, or exercise voting rights with the use of electronic communication. The Company's Articles of Association or the Regulations of the General Meeting do not provide for an option to vote by correspondence.

## **3. Materials related to OGM**

A person entitled to attend OGM can get a full text of the documents that are to be submitted to OGM, including draft resolutions or, if adapting resolutions is not scheduled for the meeting, the comments of the Management Board or the Supervisory Board related to the matters put on the agenda of OGM or to the matters which are to be put on the agenda prior to the date of OGM, on the Company's website [www.suwary.com.pl](http://www.suwary.com.pl) in the bookmark "Investor Relations/Company/General Meeting" and on weekdays in the Company's registered office, ul. Piotra Skargi 45/47, Pabianice, from 8.00 to 15.00.

## **4. OGM attendance record**

The persons entitled to attend OGM are requested to register for the meeting and take the ballot card in front of the debate room half an hour before the commencement of the General Meeting debate.

## **5. Other information**

Information related to OGM is published on the Company's website [www.suwary.com.pl](http://www.suwary.com.pl) in the bookmark "Investor Relations/Company/General Meeting".

Also, the Management Board informs that for the matters which are not included in this notice, the regulations of CCC, the Company's Articles of Associations and the Regulations of the General Meeting of the Company apply. Thus, the shareholders are requested to acquaint themselves with these regulations. Should you have any questions or doubts concerning participation in OGM, please do not hesitate to contact the Company's Management Board office. Tel. No Tel 42 225 22 05 , fax. +48 42 214 53 31, e-mail [wza@suwary.com.pl](mailto:wza@suwary.com.pl).

Changes in the Article of association:

Existing text of §16 point 4:

4. In lieu of a member outgoing before the mandate expiration, or a deceased member, the Supervisory Board may co-opt a member of the Supervisory Board. Only the Supervisory Board members elected or approved by the General Meeting shall take part in the voting on the resolution on co-opting a member of the Supervisory Board. There shall not be more than two co-opted members of the Supervisory Board. The coopted members of the Supervisory Board are presented for approval at the next General Meeting of Shareholders.

Proposed text of §16 point 4:

4. In lieu of a member outgoing before the mandate expiration, or a deceased member, the Supervisory Board may co-opt a member of the Supervisory Board. Voting can take place as soon as the Supervisory Board is less than 5 people. Only the Supervisory Board members elected or approved by the General Meeting shall take part in the voting on the resolution on co-opting a member of the Supervisory Board. There shall not be more than two co-opted members of the Supervisory Board. The coopted members of the Supervisory Board are presented for approval at the next General Meeting of Shareholders.