

## **Notice of convening the Annual General Meeting after changes**

Pursuant to Article 399 § 1 of the Commercial Companies Code and § 19 (2) of the Company's Articles of Association, the Management Board of Elektrociepłownia „Będzin” S.A. with the registered office at ul. Bolesława Krzywoustego 7, 61-144 Poznań, for which the Poznań Nowe Miasto and Wilda District Court in Poznań, 8<sup>th</sup> Commercial Department of the National Court Register keeps register files under KRS no. 0000064511, NIP 6250007615, REGON 271740563, hereby convenes the Annual General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. with the following agenda:

### **1. DATA, TIME AND PLACE OF THE GENERAL MEETING AND AGENDA**

The Annual General Meeting of Elektrociepłownia „Będzin” S.A. is convened to be held on **28 June 2019** at **9 a.m.** at the Polonia Palace Hotel, Aleje Jerozolimskie nr 45, 00-692 Warszawa.

The planned agenda for the Annual General Meeting includes:

1. Opening of the General Meeting.
2. Election of Chairman of the General Meeting.
3. Acknowledging that the General Meeting has been properly convened and has the capacity to adopt binding resolutions.
4. Refraining from establishing a ballot counting committee.
5. Adoption of the agenda for the General Meeting.
6. Presentation of the report of the Management Board on operations of the Company in 2018
7. Presentation of the financial statements of the Company for 2018.
8. Presentation of the report of the Management Board on operations of the Capital Group Elektrociepłownia „Będzin” S.A. for 2018.
9. Presentation of the Consolidated financial statements of the Capital Group Elektrociepłownia „Będzin” S.A. for 2018.
10. Presentation of the report of the Supervisory Board on its activities in the financial year 2018.
11. Presentation of the reports of the Company's Supervisory Board:
  - on results of evaluation of the financial statements of Elektrociepłownia „Będzin” S.A. and report of the Management Board on operations of Elektrociepłownia „Będzin” S.A. for 2018 as well as the motion of the Management Board concerning the distribution of net profit for the financial year 2018,

- on results of evaluation of the Consolidated financial statements of the Capital Group Elektrociepłownia „Będzin” S.A. and report of the Management Board on operations of the Capital Group Elektrociepłownia „Będzin” S.A. for 2018.
12. Adoption of a resolution on the approval of the Management Board's report on operations of the Company in 2018.
  13. Adoption of a resolution on the approval of the Individual financial statements of Elektrociepłownia „Będzin” S.A. for 2018.
  14. Adoption of a resolution on the approval of the Management Board's report on operations of the Capital Group Elektrociepłownia „Będzin” S.A. in 2018.
  15. Adoption of a resolution on the approval of the Consolidated financial statements of the Capital Group Elektrociepłownia „Będzin” S.A. for 2018.
  16. Adoption of resolution regarding the allocation of supplementary capital, in the part formed from the profit of the Company generated by the Company in the preceding financial years, to pay dividend and regarding the allocation of net profit for the financial year ending on 31 December 2018 and dividend payment.
  17. Adoption of resolutions on the acknowledgement of the fulfilment of duties by members of the corporate bodies of the Company in 2018.
  18. Adoption of a resolution on the determination of the number of members of the Supervisory Board.
  19. Adoption of a resolution on the appointment of a member of the Company's Supervisory Board.
  20. Closing of the General Meeting.

## **2. DESCRIPTION OF THE PROCEDURES FOR PARTICIPATING IN THE GENERAL MEETING AND EXERCISING VOTING RIGHTS.**

- 2.1. Right of a Shareholder to request placing certain issues on the agenda for the General Meeting.

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain issues be placed on the agenda for the General Meeting. Such request, including grounds or a draft resolution on the proposed item of the agenda, should be filed with the Management Board no later than twenty one days prior to the date set for the General Meeting. The request may be filed in writing to the following address: Management Board of Elektrociepłownia „Będzin” S.A. – ul. Bolesława Krzywoustego, nr 7, 61-144 Poznań or via email to: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

The Shareholder(s) should accompany the aforementioned request with copies of registered depository certificates issued by entities keeping securities accounts for such Shareholder(s) to confirm their right to file a request for placing certain issues on the agenda for the General Meeting and the identity of the person(s) filing the request.

The Management Board of Elektrociepłownia „Będzin” S.A. will announce immediately, but at least eighteen days prior to the date set for the General Meeting, amendments

to the agenda introduced at the request of the Shareholders, in the manner appropriate for convening the General Meeting, i.e. by publishing them on the Company's website under the News tab and in the manner specified for providing current information pursuant to the regulations on public offering, conditions governing the introduction of financial instruments to organised trading and public companies.

2.2. Right of a Shareholder to submit draft resolutions on issues placed on the agenda for the General Meeting or issues that are to be placed on the agenda before the date of the General Meeting.

Before the date of the General Meeting, a shareholder or shareholders representing at least one-twentieth of the share capital may submit draft resolutions on issues placed on the agenda for the General Meeting or issues that are to be placed on the agenda. They may be submitted in writing to the following address: Management Board of Elektrociepłownia „Będzin” S.A. – ul. Bolesława Krzywoustego, nr 7, 61-144 Poznań or via email to: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

The Company will immediately publish the draft resolutions on its website under the News tab.

The Shareholder(s) submitting the draft resolutions should accompany them with copies of registered depository certificates issued by entities keeping securities accounts for such Shareholder(s) to confirm their right to submit them and the identity of the person(s) submitting such drafts.

2.3. Right of a Shareholder to submit draft resolutions on issues placed on the agenda during the General Meeting.

During the General Meeting, each Shareholder may submit draft resolutions on issues placed on the agenda. Such draft resolutions should be submitted in Polish.

2.4. Information on the manner in which a proxy exercises a voting right, especially the forms used when a proxy votes, and the manner of notifying the Company by electronic means of communication of the appointment of a proxy.

A Shareholder being a natural person may participate in the General Meeting of Elektrociepłownia „Będzin” S.A. and exercise its voting rights in person or by proxy.

A Shareholder not being a natural person may participate in the General Meeting and exercise its voting rights by a person authorised to make declarations of will on its behalf or by proxy.

A power of attorney should be made in writing, or else it will be considered invalid, and it should be submitted to be entered to the minutes of the General Meeting, or it should be granted electronically. A form containing a model power of attorney in an electronic form is published on the Company's website at [www.ecbedzin.pl](http://www.ecbedzin.pl).

The granting of a power of attorney in an electronic form should be notified to the Company by electronic means of communication, i.e. by sending a filled-in form of the power of attorney as PDF file via email to the Company's email address: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

The information on granting a power of attorney should include the principal's signature, scope of the power of attorney and specification of the number of shares with regard to which the voting rights will be exercised and the date of the General Meeting during which the rights are to be exercised. The information should also contain contact details of the principal (including telephone number or email) corresponding to those provided

to the brokerage house which issued the document confirming the right to participate in the General Meeting.

The Company reserves the right to identify the shareholder and its proxy and verify the power of attorney granted. Such verification may consist in particular in determining contact details of the principal with the help of the brokerage house which issued the document confirming the right to participate in the General Meeting and in asking questions via email or phone aimed at confirming the details concerning the identity of the Shareholder and the proxy, as well as the fact of granting the power of attorney and its scope. The failure to provide answers to the questions asked during the verification procedure will be considered as lack of possibility to verify the fact of granting the power of attorney and will form the basis for refusal to admit the proxy to participate in the General Meeting. The verification procedure via phone will be implemented immediately after receiving information about granting a power of attorney in an electronic form. The Company reserves the right to record the calls.

The right to represent a Shareholder not being a natural person should result from an excerpt from the relevant register presented at the drawing up of the attendance list, submitted in the original or a copy certified to be true by a notary public, or alternatively from a series of powers of attorney. A person or persons granting the power of attorney on behalf of a Shareholder not being a natural person should be disclosed in the up-to-date excerpt from the relevant register.

If a proxy at the General Meeting of Elektrociepłownia "Będzin" S.A. is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of the Company or a member of bodies or an employee of a subsidiary of Elektrociepłownia "Będzin" S.A., the power of attorney may authorise to representation at a single general meeting only. A proxy is obliged to disclose to the Shareholder any circumstances that cause or may cause a conflict of interests. Such proxy votes in accordance with the instructions provided by the Shareholder and the granting of further power of attorney by such proxy is excluded.

### **3. PARTICIPATING IN AND SPEAKING AT THE GENERAL MEETING BY ELECTRONIC MEANS OF COMMUNICATION.**

The Articles of Association of Elektrociepłownia „Będzin” S.A. do not provide for the possibility of participating in and speaking at the General Meeting by electronic means of communication.

### **4. EXERCISING VOTING RIGHTS BY MAIL.**

The Bylaws of the General Meeting of Elektrociepłownia „Będzin” S.A. do not allow to vote by mail.

### **5. DATE OF REGISTRATION OF PARTICIPATION IN THE GENERAL MEETING.**

The date of registration of participation in the General Meeting is **12 June 2019** (Article 406<sup>1</sup> § 1 of the Commercial Companies Code /CCC/). The right to participate in the General Meeting is vested only in persons who are the Company's shareholders on the date of registration of participation in the General Meeting.

### **6. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING.**

6.1. At the request of a beneficiary of the rights attached to dematerialised bearer shares in Elektrociepłownia „Będzin” S.A. submitted no earlier than after the notice of convening the General Meeting, i.e. no earlier than on **1 June 2019** (Article 402<sup>1</sup> § 2 of the CCC) and no later than on the first weekday after the registration of participation, i.e. no later than on **13 June 2019** (Article 406<sup>3</sup> § 2 of the CCC), an entity keeping the securities account shall issue a registered certificate on the right to participate in the General Meeting of Elektrociepłownia „Będzin” S.A.

6.2. Persons entitled to participate in the General Meeting on **28 June 2019** will include the persons who:

- have been shareholders on the date of registration of participation in the General Meeting, i.e. on **12 June 2019**,

and those who:

- have applied no earlier than on **1 June 2019** and no later than on **13 June 2019** to an entity keeping their respective securities accounts for the issuance of a registered certificate on the right to participate in the General Meeting.

6.3. A list of shareholders entitled to participate in the General Meeting is determined by the Company on the basis of a list drawn up by the entity being an operator of the securities depository in accordance with the provisions on trading in financial instruments. A list of shareholders entitled to participate in the General Meeting is determined by the Company on the basis of a list drawn up by the entity being an operator of the securities depository in accordance with the provisions on trading in financial instruments. The lists submitted to the entity being an operator of the securities depository are drawn up on the basis of the issued certificates on the right to participate in a general meeting of a public company.

A list of shareholders entitled to participate in the General Meeting will be made available at the registered office of the Company in Poznań at ul. Bolesława Krzywoustego 7 **from 25 to 27 June 2019**, from 7.30 a.m. to 3:30 p.m. (Article 407 § 1 of the CCC).

6.4. A shareholder may request that a list of shareholders entitled to participate in the General Meeting be sent to it by email free of charge, giving its email address to which the list should be sent. The request may be sent via email to the following email address of the Company: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

## **7. ACCESS TO DOCUMENTATION RELATED TO THE GENERAL MEETING.**

7.1. The full text of the documentation which is to be presented to the General Meeting of Elektrociepłownia „Będzin” S.A. and draft resolutions will be made available on the website of the Company at [www.ecbedzin.pl](http://www.ecbedzin.pl), from the date of convening the General Meeting. Comments or opinions of the Management Board or the Supervisory Board of Elektrociepłownia „Będzin” S.A. on issues placed on the agenda for the General Meeting or issues which are to be placed on the agenda before the date of the General Meeting will be made available on the website of the Company at [www.ecbedzin.pl](http://www.ecbedzin.pl) immediately after they are drawn up.

7.2. A shareholder has the right to request copies of motions concerning issues placed on the agenda within one week prior to the holding of the General Meeting.

## **8. ADDRESS OF THE WEBSITE WHERE INFORMATION REGARDING THE GENERAL MEETING IS MADE AVAILABLE**

All information regarding the General Meeting of Elektrociepłownia „Będzin” S.A. is available on the website at [www.ecbedzin.pl](http://www.ecbedzin.pl).