

Current Report no. 23/2019 of 25.09.2019

Subject:

Notice of convening the Extraordinary General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. to be held on 28 October 2019 at the request of Shareholders

Legal basis:

Article 56 (1) (2) of the Act on Public Offering – current and periodic information

Content of the report:

The Management Board of Elektrociepłownia „Będzin” S.A. (hereinafter the “Company”) informs that on 11 September 2019 the Company received a request of 10 September 2019 submitted by the Shareholders – Familiar S.A. SICAV-SIF, a company incorporated under the laws of the Grand Duchy of Luxembourg, organised in the form of societe anonyme as an investment company with variable capital – specialist investment fund (societe d’investissement a capital variable-fonds d’investissement specialise) with the registered office in Luxembourg and Value Fundusz Inwestycyjny Zamknięty [*closed-end investment fund*] with the registered office in Warsaw (hereinafter the “Funds’ Request”) and a request of 6 September 2019 submitted by the Shareholder – Bank Gospodarstwa Krajowego (hereinafter the “BGK’s Request”). The requests were submitted pursuant to Article 400 of the Commercial Companies Code and concerned the convening of an extraordinary general meeting of the Company and the placing of the following items on the meeting agenda:

a) Funds’ Request

1. Opening of the General Meeting.
2. Electing the Chairman of the Meeting.
3. Confirming the correctness of convening the Meeting.
4. Adoption of a resolution on the repealing of the secrecy of vote on the election of a Ballot-Counting Committee.
5. Election of the Ballot-Counting Committee.
6. Adoption of the agenda for the Meeting.
7. Adoption of a resolution on the determination of the number of members of the Supervisory Board in connection with the election of the Supervisory Board by a vote in separate groups.
8. Adoption of a resolution on the election of members of the Supervisory Board by a vote in separate groups and delegation of selected members to independently perform supervisory tasks on a permanent basis.
9. Adoption of a resolution on the election of members of the Supervisory Board pursuant to Article 385 § 6 of the Commercial Companies Code (supplementary election).
10. Closing of the Meeting

b) BGK’s Request

1. Adoption of a resolution on the requirements for candidates for members of the Company’s managing body.
2. Adoption of a resolution on the procedure for the appointment of the Company's Management Board and Liquidator.
3. Adoption of a resolution on the rules of procedure regarding the disposal of non-current assets and conducting certain legal transactions and complying with the requirements of the Act of 16 December 2016 on the Rules for Managing State Property in companies for which Elektrociepłownia “Będzin’ S.A. is a dominant undertaking.

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4. Adoption of a resolution on the rules for determining remuneration of members of the Management Board of the Company.
 5. Adoption of a resolution on the rules for determining remuneration of members of the Supervisory Board of the Company.

The requests for convening the extraordinary general meeting were accompanied by draft resolutions regarding the aforementioned items, published by the Company as an attachment hereto.

During the Extraordinary General Meeting of the Company, the Company's Management Board shall provide an electronic vote counting system.

In consideration of the foregoing, pursuant to Article 399 § 1, Article 400 § 1 and Article 402 § 1 - Article 402 § 2 of the Commercial Companies Code and § 19 (2) of the Company's Articles of Association the Management Board of the Company convenes the Extraordinary Shareholders Meeting of the Company that will be held on 28 October 2019 at 9³⁰ a.m. at the registered office of Elektrociepłownia „Będzin” S.A. at ul. Bolesława Krzywoustego 7, 61-144 Poznań.

The notice of convening the Extraordinary General Meeting of Elektrociepłownia „Będzin” S.A. and draft resolutions constitute attachments hereto.

Legal basis:

Article 56 (1) (2) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (Journal of Laws of 2019 item 623, as amended) – current and periodic information,

- § 19 (1) (1) and (2) of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information published by issuers of securities and conditions for recognising information required by the laws of a non-member state as equivalent (Journal of Laws of 2018 item 757).

Signatures:

Krzysztof Kwiatkowski – President of the Management Board