



CNT

**CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA**

**ANNOUNCEMENT OF THE BOARD OF THE COMPANY ON
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
CENTRUM NOWOCZESNYCH TECHNOLOGII S.A.***

* Polish language is the official version the Announcement of the Board of the Company on Extraordinary General Meeting of CNT S.A., this present version translated into English is provided for information purposes only.

Sosnowiec, 19 June 2017



Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

TABLE OF CONTENTS

I. Date, hour and place of Extraordinary General Meeting and detailed agenda.	3
II. Electronic communication of shareholders with the Company.	3
III. Shareholders' rights related to the completion of agenda of EGM and inclusion of draft resolutions.	4
IV. The way of exercising the right to vote by the Attorney.	5
V. The opportunity and the way of participation in Extraordinary General Meeting with the use of means of electronic communication.	7
VI. The way of voicing opinions during Extraordinary General Meeting via the use of means of electronic communication.	7
VII. The way of exercising the right to vote by correspondence or with the use of means of electronic communication.	7
VIII. The registration day of participation in Extraordinary General Meeting.	7
IX. Information about the right to participate in Extraordinary General Meeting.	7
X. List of shareholders	8
XI. Access to documentation.	9
XII. Additional information.	9



Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

I. Date, hour and place of Extraordinary General Meeting and detailed agenda.

The Board of Centrum Nowoczesnych Technologii Spółka Akcyjna with a seat in Sosnowiec (41-200), ul. Partyzantów 11, entered in the Register of Entrepreneurs in Sąd Rejonowy (Local Court) Katowice-Wschód in Katowice VIII Economic Department of National Court Register under the no. KRS 0000143061, share capital 36.360.000 PLN (paid in full), possessing NIP (Tax Identification No.) 644-001-18-38 and REGON (Polish Official Business Register No.) 271122279 (thereinafter “The Company” or “CNT S.A.”) presents below the announcement on the Extraordinary General Meeting of Shareholders of Centrum Nowoczesnych Technologii S.A.:

The Board of CNT S.A. acting pursuant to art. 399 § 1 and art. 402¹ and 402² of Code of Commercial Companies („CCC”) hereby calls the Extraordinary General Meeting of CNT S.A. (thereinafter „EGM” or „General Meeting”) on 16th day of July 2017 at 12:00, in a seat of the Company in Sosnowiec, at ul. Partyzantów 11 with the agenda listed below:

The agenda

1. Opening of the meeting and the election of the Chairman of the Extraordinary General Meeting.
2. Verification that the Extraordinary General Meeting was properly convened and its capability to adopt valid resolutions.
3. Adoption of the agenda.
4. Adoption of a resolution on amendment (revision) to the resolution No. 6 of the Ordinary General Meeting dated 13 June 2017
5. Closing of the meeting.

II. Electronic communication of shareholders with the Company.

1. To the extent permitted by the regulations of the Code of Commercial Companies, the shareholders may contact the Company via electronic means of communication, in particular the shareholders may submit applications, claims, ask questions and send announcements and documents.
2. The shareholders’ communication with the Company in an electronic form takes place with the use of e-mail address: wz@cntsa.pl.
3. Risk related to the use of the electronic form of communication with the Company is on the shareholder’s side.
4. The correspondence sent to the Company electronically should provide evident identification of the person’s status and authorisations assigned to them.
5. The Company accepts a scan of a separately prepared document saved in PDF or JPG format as a document made electronically.





Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

6. Together with the documents sent by shareholders electronically, which were prepared in the original form in the language other than Polish, the shareholder sends their translation into Polish done by a sworn translator.

III. Shareholders' rights related to the completion of agenda of EGM and inclusion of draft resolutions.

1. The shareholder's right to claim the inclusion of particular cases in the agenda of Extraordinary General Meeting.

The shareholder or shareholders of the Company representing at least one twentieth of the share capital of the Company may claim the specific cases in the agenda of Extraordinary General Meeting. Such a claim should be announced to the Board of the Company not later than twenty-one days before the date of Extraordinary General Meeting, (art. 401 § 1 of CCC). The claim should contain a justification or draft resolutions concerning the suggested point in the agenda. The claim should be submitted in writing in a seat of the Company at the address: ul. Partyzantów 11, 41-200 Sosnowiec or in an electronic form at the address of the electronic mail: wz@cntsa.pl.

The shareholder or shareholders should prove the possession of a relevant number of shares on the day of the claim submission by including certificate(s) for shares in the claim, and in case of the shareholders not being natural persons the authorisation to act on behalf of a given entity should be confirmed by the attachment of a valid copy of the relevant register. In case of the shareholders submitting the claim via electronic means of communication, the documents should be sent in PDF or JPG format.

2. The shareholder's right to include draft resolutions.

The shareholder or shareholders of the Company representing at least one twentieth of the share capital of the Company may include draft resolutions concerning the cases listed in the agenda of Extraordinary General Meeting or cases, which are to be included in the agenda (art. 401 § 4 of CCC) to the Company in writing in a seat of the Company at the address: ul. Partyzantów 11, 41-200 Sosnowiec or with the use of electronic means of communication on the electronic address of the Company: wz@cntsa.pl before the EGM.

The shareholder or shareholders should prove the possession of a relevant number of shares on the day of the claim submission by including certificate(s) for shares in the claim, and in case of the shareholders not being natural persons the authorisation to act on behalf of a given entity should be confirmed by the attachment of a valid copy of the relevant register. In case of the shareholders submitting the claim via electronic means of communication, the documents should be sent in PDF or JPG format. Each of the shareholders may include draft resolution related to the cases listed in the agenda during EGM (art. 401 § 5 of CCC).





Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

IV. The way of exercising the right to vote by the Attorney

1. General rules of exercising the right to vote by the Attorney.

The shareholder being a natural person may participate in EGM and exercise the right to vote personally or by the attorney. The shareholder not being a natural person may participate in EGM and exercise the right to vote by a person/people authorised to submit declarations of intent on their behalf or by the attorney. Power of attorney to participate in EGM and exercise the right to vote is given in writing or in an electronic form.

The forms permitting the exercise of the right to vote by the attorney are available since the announcement of Extraordinary General Meeting of CNT S.A. on the Company's website: www.cntsa.pl. The forms, mentioned above, have been attached to the power of attorney forms, which have been prepared separately for the shareholders being natural persons and separately for the shareholders being legal persons or organisational entities not being legal persons, but possessing legal ability.

2. The way of informing the Company with the use of means of electronic communication about appointing the attorney and giving power of attorney.

- a) The shareholders notify the Company about appointing the attorney and giving power of attorney with the use of the e-mail address: wz@cntsa.pl. In the notification the shareholders provides their phone number and e-mail address as well as a phone number and e-mail of the attorney, by means of which the Company will be able to communicate with the shareholder and the attorney. The notification about appointing the attorney and giving power of attorney also should contain the scope of power of attorney, namely indicate a number of shares, out of which the right to vote will be exercised and a date of Extraordinary General Meeting, on which these rights will be exercised. Additionally, the shareholder being a natural person should attach a declaration about giving consent to process personal data by the Company to identify the shareholder for the purpose of verification of validity of power of attorney given in an electronic form.
- b) Together with the notification about appointing the attorney and giving power of attorney in an electronic form, the shareholder sends a text of power of attorney, excluding the instruction to exercise the right to vote by the attorney, a scan of identity card (ID) or passport pages allowing to identify the shareholder and the attorney or a scan of other official document allowing to identify the shareholder giving power of attorney and the attorney. In case when power of attorney is given by a legal person or an organisational entity not being a legal person, but possessing legal ability, the shareholder sends a scan of the copy from the register, in which they are registered or a scan of other document confirming the authorisation of people acting on behalf of such an entity. If power of attorney was given to a legal person or an organisational entity not being a legal person, but possessing legal ability, the shareholder additionally sends a scan of copy from the register, in





Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

which the attorney is registered or a scan of other document certifying the fact of the existence of such an entity.

- c) The rules described in pt. b) above are applicable respectively to the notification of the Company electronically about revoking power of attorney.
 - d) **The notification about giving and/or revoking power of attorney in an electronic form should be submitted until 3:00 p.m. on 14th July 2017 at the latest.**
 - e) **The rules described in pt. b) above do not discharge the attorney from the obligations to submit, while making an attendance list of the authorised people to participate in EGM, the documents defined in pt. b) and used for his/her identification.**
3. Verification of validity of power of attorney and identification of the shareholder and the attorney.
- a) To verify the validity of power of attorney given in an electronic form and to identify the shareholder and the attorney, after receiving the notification about appointing the attorney and giving power of attorney in an electronic form in accordance with the provisions of pt. 2a) and b), the Company verifies whether information indicated in pt. 2a) was attached as well as the scans of the documents indicated in pt. 2b), and in case of legal persons and organisational entities not being legal persons, and possessing legal ability, or whether power of attorney was given by the people authorised to represent a given entity.
 - b) The Company is entitled to call the number indicated by the shareholder in accordance with pt. 2a) or send a return message to verify the fact of giving power of attorney in an electronic form by a given shareholder.
 - c) The Company may additionally take other action to identify the shareholder and the attorney to verify the validity of power of attorney given in an electronic form, whereby these actions should be proportional to the objective.
 - d) The notification about giving or revoking power of attorney in an electronic form without or meeting the requirements indicated in pt. 2a), b) and d) does not bind the Company.

4. Power of attorney given to a member of the Board or the employee of the Company

A member of the Board and the employee of the Company may be the attorneys of the shareholders on EGM.

If the shareholder's attorney on EGM is a member of the Board, the member of the Supervisory Board, the employee of the Company, power of attorney may authorise to represent the shareholder only on this EGM. The attorney is obliged to reveal to the shareholder the circumstances indicating the existence or possibility of the occurrence of a conflict of interest. Giving further power of attorney is excluded in such a case. The attorney, who is mentioned above, follows the instructions given by the shareholder.



Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

V. The opportunity and the way of participation in Extraordinary General Meeting with the use of means of electronic communication.

The Company, in accordance with the contents of the Articles of Association, does not intend to participate in Extraordinary General Meeting with the use of means of electronic communication.

VI. The way of voicing opinions during Extraordinary General Meeting via the use of means of electronic communication.

The Company, in accordance with the contents of the Articles of Association, does not intend to voice opinions during Extraordinary General Meeting with the use of means of electronic communication.

VII. The way of exercising the right to vote by correspondence or with the use of means of electronic communication.

The Company, in accordance with the contents of the Articles of Association and the Regulations of General Meeting of CNT S.A., does not intend to take the opportunity to exercise the right to vote by correspondence or with the use of means of electronic information.

VIII. The registration day of participation in Extraordinary General Meeting.

The registration day in Extraordinary General Meeting of CNT S.A. on 16th day of July is **30th June 2017** ("The Registration Day").

IX. Information about the right to participate in Extraordinary General Meeting.

The right to participate in Extraordinary General Meeting is granted for the people being the shareholders of the Company on the Registration Day, who applied and met the deadline, which is mentioned in art. 406³ § 2 of the Commercial Code of Companies to the entity running share account with the claim to issue a personal certificate of entitlement to attend Extraordinary General Meeting.

The claim of the authorised person from the dematerialised bearer's shares of the Company should be announced not earlier than after the announcement of the calling of Extraordinary General Meeting,



Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

namely not earlier than on **19th June 2017** and not later than on the first weekday after the Registration Day, namely not later than on **3th July 2017**.

Only the shareholders who jointly met the conditions below will be authorised to participate in Extraordinary General Meeting called on 16th July 2017:

- a) were the shareholders of the Company on the Registration Day, namely on 30th June 2017 and**
- b) applied – not earlier than after the announcement of the calling of Extraordinary General Meeting on 19th June 2017 and not later than on 3th July 2017 – to the entity running share accounts to issue a personal certificate of entitlement to participate in Extraordinary General Meeting.**

The people arriving at Extraordinary General Meeting should be equipped with a document certifying their identity.

The Board of the Company CNT S.A. recommends for the shareholders/the attorneys arriving at Extraordinary General Meeting to have a personal certificate of the entitlement to participate in Extraordinary General Meeting made in accordance with the contents of art. 406³ § 3 of the Code of Commercial Companies.

X. List of shareholders

In accordance with art. 407 § 1 of the Code of Commercial Companies, a list of shareholders entitled to participate in Extraordinary General Meeting will be displayed in a seat of the Company in Sosnowiec, at ul. Partyzantów 11, from 7:00 a.m. to 3:00 p.m., for three weekdays before Extraordinary General Meeting, namely on **12th, 13th and 14th July 2017**. A list of shareholders, which is mentioned above, will be made on the basis of a register made and provided for the Company by the entity running a depository of securities (KDPW S.A.) in accordance with art. 406³ § 6, § 7 and § 8 of the Code of Commercial Companies.

The shareholder of the Company may browse a list of shareholders in the office of the management and claim a copy of a list for the reimbursement of the costs of its preparation. The shareholder of the Company may claim to be sent a list of shareholders authorised to participate in Extraordinary General Meeting via e-mail for free, giving his/her own electronic e-mail address, on which a list should be sent.

In accordance with art. 407 § 2 of the Code of Commercial Companies, within a week before Extraordinary General Meeting, in a seat of the Company in Sosnowiec at ul. Partyzantów 11, from 7:00 a.m. to 3:00 p.m., the copies of the applications in cases included in the agenda of EGM will be available.





Announcement of the Board of the Company of Ordinary General Meeting of CNT S.A.

XI. Access to documentation.

Pursuant to the provisions of the Code of Commercial Companies, from the date of convening the EGM, the Company shall publish on its website, at <http://www.cntsa.pl>, a notice on convening the EGM, required documents and information to be presented at the Extraordinary General Meeting, and draft resolutions. At the same time, from the date of announcing the convening of the Extraordinary General Meeting, to the day preceding the day of the General Meeting, persons authorized to participate in the General Meeting can familiarize themselves with documentation related to the convening of the Extraordinary General Meeting of Shareholders at the registered office of the Company at Partyzantów 11, Sosnowiec from Monday to Friday from 7am to 3pm.

XII. Additional information.

The documents sent to wz@cntsa.pl should be sent in PDF or JPG format in Polish or with translation into Polish by a sworn translator.

The Board of the Company informs that in case of giving power of attorney by the shareholder with the instruction to vote, the Company will not verify whether the attorneys exercise the right to vote in accordance with the instructions, which they obtained from the shareholders. With reference to the above, the Board of the Company informs that the voting instruction should be given only to the attorney.

Within a week since the termination of Extraordinary General Meeting, the Board will reveal the voting results within the scope indicated in art. 421 § 4 and art. 421 § 2 of the Code of Commercial Companies on its website. The voting results will be available on the website of the Company: www.cntsa.pl since the deadline to challenge the resolution of EGM.

Simultaneously, the Board of the Company informs that in cases not included in this announcement, the regulations of the Code of Commercial Companies and the Articles of Association are applicable.

In case of questions or doubts related to the participation in Extraordinary General Meeting, please contact the Company and call the no. (32) 294 40 11 or 19, or e-mail: wz@cntsa.pl.

Jacek Taźbirek – President of the Board

signature:.....

