

**CNT****CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA**

Report number: **10/2019**

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Subject: **A motion of the Company's Shareholder to include certain items in the agenda of the Ordinary General Meeting of Shareholders together with the new agenda of the Ordinary General Meeting of Shareholders convened for 6 June 2019.**

Contents of the report:

Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec (hereinafter referred to as the "Company", the "Issuer", "CNT S.A.") informs that on 16 May 2019 the Company received, pursuant to Article 401 § 1 of the Commercial Companies Code, a motion from the Company's shareholder, i.e. FIP 11 Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych with its registered office in Warsaw, holding shares of the Company representing at least 1/20 of the Company's share capital, so as to include certain items in the agenda of the Ordinary General Meeting of Shareholders convened for 6 June 2019 (hereinafter referred to as the "AGM"), with the following content:

" The Applicant: FIP 11 Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych, with its registered office in Warsaw (00-232), Ciasna 6, NIP: 1070026092, entered into the register of investment funds kept by the District Court in Warsaw, VII Civil Registration Department, under number RFI 856, REGON: 146685890, hereinafter referred to as the "FIP 11", represented by Fundusze Inwestycji Polskich Towarzystwo Funduszy Inwestycyjnych Spółka Akcyjna with its registered office in Warsaw, Ciasna 6, 00-232 Warsaw, entered into the register of entrepreneurs kept by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under KRS No. 252364, NIP 1070005368, which holds at least 1/20 of the share capital of Centrum Nowoczesnych Technologii S.A. (the "Company"), under the Art. 401 § 1 of the Commercial Companies Code, requests that the agenda of the Ordinary General Meeting of Shareholders convened for 6 June 2019 should include an item concerning the adoption of a resolution on authorizing the Management Board to acquire its own shares for redemption.

Under the provisions of Art. 401 § 1 sentence 4 of the Commercial Companies Code, the Shareholder presents a draft resolution within the scope of the proposed point:

Resolution No. [...] of the Ordinary General Meeting of the Company

Centrum Nowoczesnych Technologii S.A.

dated [...] 2019

on the authorization of the Management Board to purchase the Company's own shares for their redemption



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§1

The Ordinary General Meeting of Centrum Nowoczesnych Technologii Spółka Akcyjna with its registered office in Sosnowiec, acting pursuant to Article 362 § 1 point 8 of the Commercial Companies Code, hereby resolves to:

1) Grant consent and authorize the Management Board of the Company to repurchase its own shares for redemption, representing not more than [...] % of the Company's share capital, i.e. [...] shares of [...] series with a nominal value of PLN [...] each (the "Own Shares"), provided that the Company shall acquire its Own Shares under the following conditions:

a) The Management Board's authorization to repurchase the Company's Own Shares is effective as of [...] and shall last no longer than until [...] (the "Repurchase Period"),

b) Remuneration for Own Shares shall be paid from the supplementary capital created from profit or any other amount which, under Art. 348 § 1 of the Commercial Companies Code, may be allocated for distribution, provided that the total amount which the Company shall allocate for the acquisition of its Own Shares shall not exceed PLN [...],

c) The Own Shares will be repurchased outside the regulated market by one or more invitations to tender for the sale of Own Shares addressed to all shareholders of the Company (the "Redemption Offer"),

d) The Company's Own Shares may be acquired directly by the Company or by the investment firm,

e) The purpose of share repurchasing is to redeem them and subsequently reduce the Company's share capital, as specified in Art. 359 of the Polish Companies Act.

2) The share repurchase price in a given Buy-Back Offer will be the same for all the Shareholders. The Management Board is authorised to purchase up to PLN [...] for 1 Own Share.

3) The invitation to submit offers for the sale of the Company's shares in each Repurchase Offer will be addressed to the Shareholders in a generally accessible manner, in particular via the website.

4) In order to redeem Own Shares, immediately after the expiry of the Share Repurchase Period, the Company's Management Board shall convene the Company's General Meeting with the agenda including at least adoption of resolution(s) on redemption of Own Shares and reduction of the Company's share capital as a result of redemption of Own Shares and an amendment to the Company's Articles of Association.

§2

1) The Management Board shall repurchase Shares with equal access of the Shareholders to the exercise of the right to sell the Shares. In particular, each shareholder, in response to an invitation to tender for the sale of shares, shall be able to submit an offer to sell all the Company's shares that he/she is entitled to. If



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the number of shares offered by the Shareholders is higher than the number of shares determined by the Company's Management Board in a given Repurchase Offer, the share repurchase shall be based on the principle of proportional reduction of the submitted offers and shall be rounded down to the nearest integer.

2) The Management Board of the Company is hereby authorised to take all factual and legal actions necessary to repurchase the Company's Shares for their redemption under this resolution.

3) The Management Board may resign or terminate the share repurchase before the expiry of the authorization period, prior to reaching the maximum number of Own Shares or before the amount referred to in § 1 Sec. 1 (b) above is reached.

§3

This Resolution shall come into force upon its adoption.

With regards to the above motion of the entitled shareholder of the Company, the Issuer presents below the planned agenda of the Ordinary General Meeting of Shareholders amended by adding a new item 10, taking into account the motion of the aforesaid shareholder

The OGM agenda changed as follows:

1. Opening of the debates and election of the Chairman of the Ordinary General Meeting.
2. Confirmation that the Ordinary General Meeting has been properly convened and is capable of adopting resolutions.
3. Approval of the agenda.
4. Consideration and adoption of the resolution on the approval of the financial statements of CNT S.A. and the report on the activities of CNT S.A. for the financial year 2018.
5. Consideration and adoption of the resolution on the approval of the consolidated financial statements of the CNT Capital Group and the report on the activities of the CNT Capital Group for the financial year 2018.
6. Consideration and adoption of a resolution on the approval of the report of the Supervisory Board of Centrum Nowoczesnych Technologii S.A. on its activities for the financial year 2018.
7. Adoption of a resolution on the distribution of profit for the financial year 2018.
8. Adoption of resolutions on granting a discharge to Members of the Management Board of the Company for the performance of their duties in the financial year 2018.
9. Adoption of resolutions on granting a discharge to members of the Company's Supervisory Board in respect of the performance of their duties in the financial year 2018.
10. Adoption of a resolution on authorizing the Management Board to repurchase the Company's shares for redemption.
11. Closing of the meeting.



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The draft resolution concerning the new item 10 of the agenda will be presented during the Ordinary General Meeting of Shareholders in the wording presented above by the entitled shareholder.

Legal basis: Art. 56 sec. 1 item 2 of the Act on Public Offering - periodic and ongoing information.

