

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

Report number: **25/2017**

Date of issue: **2017-05-17**

Subject: **Convening Ordinary General Meeting of CNT S.A. on 13th June 2017 and proposed amendment of the Articles of Association.**

Contents of the report:

The Board of Centrum Nowoczesnych Technologii S.A. based in Sosnowiec (hereinafter: „Company”), acting under the Art. 399 § 1, Art. 395 § 1 and Art. 402(1) and Art. 402(2) of the Code of Commercial Companies, hereby convene Ordinary General Meeting of CNT S.A. (hereinafter: „Ordinary General Meeting” or „OGM”) on 13th June 2017, at 11:30 at the Headquarters of the Company in Sosnowiec, ul. Partyzantów 11, with the following Agenda:

1. Opening of the session and election of the Chairperson of the Ordinary General Meeting.
2. Confirming that the Ordinary General Meeting was duly convened and is capable of adopting valid resolutions.
3. Approval of the Agenda.
4. Consideration and adoption of a resolution on the examination and approval of the financial statement of CNT S.A. and a report on the activities of CNT S.A. in the financial year 2016.
5. Consideration and adoption of a resolution on an approval of the consolidated financial statement of the Capital Group CNT S.A. and a report on the activities of the Capital Group CNT S.A. in the financial year 2016.
6. Consideration and adoption of a resolution on an approval of the Supervisory Board of Centrum Nowoczesnych Technologii S.A. for its business activity in 2016.
7. Adoption of a resolution concerning distribution in the financial year 2016.
8. Adoption resolutions on granting a vote of acceptance to the members of the Board of the Company in the financial year 2016.
9. Adoption of resolutions on granting a vote of acceptance to the members of the Supervisory Board of the Company in the financial year 2016.
10. Adoption a resolution on amendments to the Articles of Association of the Company.
11. Adoption of a resolution on setting Rules of Procedure of the General Meeting.
12. Adoption of a resolution approving Regulations of the Supervisory Board of Centrum Nowoczesnych Technologii S.A.
13. Closing the session.

Full text of the announcement about convening the Ordinary General Meeting of the Company, the content of draft resolutions of OGM, the Supervisory Board’s Report of CNT S.A. on its activities together with a brief assessment of the situation of the Company including internal control system assessment and the risk management system important for the Company in 2016 and other reports of the Supervisory Board of CNT concerning issues included in the Agenda of the OGM constitute the Appendices to this



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

report.

The full text of the announcement about convening the Ordinary General Meeting of the Company, along with documentation that is due to be presented to the Ordinary General Meeting of CNT S.A. convened on 13th June 2017, were published on the Internet website of the Company: [www.cntsa.pl](http://www.cntsa.pl)

At the same time, the Company's Board of Management presents below current provisions of the Company's Articles of Association as well as the content of proposed amendments, adoption of which is foreseen under item 10 of the Agenda:

**Current wording of § 8 of the Company's Articles of Association:**

The Company's scope of activity, according to Polish Classification of Activities, is to conduct any construction, service, commercial and scientific – research activity, nationally and abroad, in particular:

- 1) Quarrying of ornamental and building stone, limestone, gypsum, chalk and slate – PKD 08.11.Z,
- 2) Repair and maintenance of fabricated metal products – PKD 33.11.Z,
- 3) Repair and maintenance of machinery – PKD 33.12.Z,
- 4) Sewage disposal and treatment – PKD 37.00.Z,
- 5) Collection of non-hazardous waste – PKD 38.11.Z,
- 6) Execution of construction projects related to construction of buildings – PKD 41.10.Z,
- 7) Construction of residential and non-residential buildings – PKD 41.20.Z,
- 8) Construction of roads and motorways – PKD 42.11.Z,
- 9) Construction of railways and underground railways – PKD 42.12.Z,
- 10) Construction of bridges and tunnels – PKD 42.13.Z,
- 11) Construction of transmission pipelines and networks – PKD 42.21.Z,
- 12) Construction of telecommunication and power lines – PKD 42.22.Z,
- 13) Construction of civil engineering facilities – PKD 42.91.Z,
- 14) Construction of other civil and water engineering facilities non-classified – PKD 42.99.Z,
- 15) Dismantling and demolition of buildings – PKD 43.11.Z,



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

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- 16) Site preparation – PKD 43.12.Z,
  - 17) Excavation works and geological/engineering drilling – PKD 43.13.Z,
  - 18) Execution of water, canalization, heat, gas and air-conditioning installations – PKD 43.22.Z,
  - 19) Plastering – PKD 43.31.Z,
  - 20) Woodwork – PKD 43.32.Z,
  - 21) Floor and wall covering – PKD 43.33.Z,
  - 22) Painting and glazing – PKD 43.34.Z,
  - 23) Other building completion works - PKD 43.39.Z,
  - 24) Other specialized construction works non-classified elsewhere – PKD 43.99.Z,
  - 25) Maintenance and repair of motor vehicles, except motorcycles – PKD 45.20.Z,
  - 26) Wholesale of fuels and related products – PKD 46.71.Z,
  - 27) Wholesale of wood, construction materials and sanitary equipment – PKD 46.73.Z,
  - 28) Transport of goods by road – PKD 49.41.Z,
  - 29) Activities of holding companies – PKD 64.20.Z,
  - 30) Other financial activities non-classified elsewhere, except insurance and pension funding – PKD 64.99.Z,
  - 31) Accounting, bookkeeping and auditing activities; tax consultancy – PKD 69.20.Z,
  - 32) Activities of head office and holding companies, excluding financial holding companies – PKD 70.10.Z,
  - 33) Other consultancy in the field of business and management – PKD 70.22.Z,
  - 34) Engineering activities and related technical consultancy – PKD 71.12.Z,
  - 35) Other research and technical analysis – PKD 71.20.B,
  - 36) Scientific research and developmental works in the field of natural and technical science – PKD 72.19.Z.



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

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- 37) Market research and public opinion polling – PKD 73.20.Z,
  - 38) Wired telecommunications activities – PKD 61.10 Z,
  - 39) Wireless communication, with the exception of satellite telecommunication – PKD 61.20 Z,
  - 40) Satellite telecommunication – PKD 61.30 Z,
  - 41) Other telecommunications activities – PKD 61.90 Z,
  - 42) Computer programming activities – PKD 62.01 Z,
  - 43) Consultancy within IT sector – PKD 62.02 Z,
  - 44) Activities related to IT facilities management – PKD 62.03 Z,
  - 45) Other service activities in the field of information technology – PKD 62.09 Z,
  - 46) Data processing; management of websites ( hosting), and similar activities – PKD 63.11 Z,
  - 47) Other information service activities not elsewhere classified – PKD 63.99 Z,
  - 48) Manufacture of other chemical products non-classified elsewhere – PKD 20.59 Z,
  - 49) Production of electricity – PKD 35.11 Z,
  - 50) Transmission of electricity – PKD 35.12 Z,
  - 51) Distribution of electricity – PKD 35.13 Z,
  - 52) Manufacture of gas fuels – PKD 35.21 Z,
  - 53) Distribution of gas fuels through a network system – PKD 35.22 Z,
  - 54) Collection of waste other than non-hazardous – PKD 38.11 Z,
  - 55) Collection of hazardous waste – PKD 38.12 Z,
  - 56) Treatment and disposal of waste other than non-hazardous – PKD 38.21 Z,
  - 57) Treatment and disposal of hazardous waste – PKD 38.22 Z,
  - 58) Dismantling of wrecks – PKD 38.31 Z,



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

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- 59) Recovery of sorted materials – PKD 38.32 Z,
  - 60) Remediation activities and other services related to waste management – PKD 39.00 Z,
  - 61) Wholesale of chemical products – PKD 46.75 Z,
  - 62) Wholesale of waste and scrap – PKD 46.77 Z,
  - 63) Other service activities non-classified elsewhere – PKD 96.09 Z.

**Proposed wording of § 8 sec. 2 of the Company's Articles of Association:**

The Company's scope of activity, according to Polish Classification of Activities, is to conduct any construction, service, commercial and scientific – research activity, nationally and abroad, in particular:

- 1) Quarrying of ornamental and building stone, limestone, gypsum, chalk and slate – PKD 08.11.Z,
- 2) Repair and maintenance of fabricated metal products – PKD 33.11.Z,
- 3) Repair and maintenance of machinery – PKD 33.12.Z,
- 4) Sewage disposal and treatment – PKD 37.00.Z,
- 5) Collection of non-hazardous waste – PKD 38.11.Z,
- 6) Execution of construction projects related to construction of buildings – PKD 41.10.Z,
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- 8) Construction of roads and motorways – PKD 42.11.Z,
- 9) Construction of railways and underground railways – PKD 42.12.Z,
- 10) Construction of bridges and tunnels – PKD 42.13.Z,
- 11) Construction of transmission pipelines and networks – PKD 42.21.Z,
- 12) Construction of telecommunication and power lines – PKD 42.22.Z,
- 13) Construction of civil engineering facilities – PKD 42.91.Z,
- 14) Construction of other civil and water engineering facilities non-classified – PKD 42.99.Z,
- 15) Dismantling and demolition of buildings – PKD 43.11.Z,



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- 16) Site preparation – PKD 43.12.Z,
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  - 25) Maintenance and repair of motor vehicles, except motorcycles – PKD 45.20.Z,
  - 26) Wholesale of fuels and related products – PKD 46.71.Z,
  - 27) Wholesale of wood, construction materials and sanitary equipment – PKD 46.73.Z,
  - 28) Transport of goods by road – PKD 49.41.Z,
  - 29) Activities of holding companies – PKD 64.20.Z,
  - 30) Other financial activities non-classified elsewhere, except insurance and pension funding – PKD 64.99.Z,
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- 37) Market research and public opinion polling – PKD 73.20.Z,
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  - 41) Other telecommunications activities – PKD 61.90 Z,
  - 42) Computer programming activities – PKD 62.01 Z,
  - 43) Consultancy within IT sector – PKD 62.02 Z,
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  - 46) Data processing; management of websites (hosting), and similar activities – PKD 63.11 Z,
  - 47) Other information service activities not elsewhere classified – PKD 63.99 Z,
  - 48) Manufacture of other chemical products non-classified elsewhere – PKD 20.59 Z,
  - 49) Production of electricity – PKD 35.11 Z,
  - 50) Transmission of electricity – PKD 35.12 Z,
  - 51) Distribution of electricity – PKD 35.13 Z,
  - 52) Manufacture of gas fuels – PKD 35.21 Z,
  - 53) Distribution of gas fuels through a network system – PKD 35.22 Z,
  - 54) Collection of waste other than non-hazardous – PKD 38.11 Z,
  - 55) Collection of hazardous waste – PKD 38.12 Z,
  - 56) Treatment and disposal of waste other than non-hazardous – PKD 38.21 Z,
  - 57) Treatment and disposal of hazardous waste – PKD 38.22 Z,
  - 58) Dismantling of wrecks – PKD 38.31 Z,





- 59) Recovery of sorted materials – PKD 38.32 Z,
- 60) Remediation activities and other services related to waste management – PKD 39.00 Z,
- 61) Wholesale of chemical products – PKD 46.75 Z,
- 62) Wholesale of waste and scrap – PKD 46.77 Z,
- 63) Other service activities non-classified elsewhere – PKD 96.09 Z,
- 64) Other forms of granting credits - 64.92.Z.

**Current wording of § 12 sec. 2 of the Company's Articles of Association:**

"General Meetings are held at the registered office of the Company or any other place within the country indicated by the entity convening the General Meeting."

**Proposed wording § 12 sec. 2 of the Company's Articles of Association:**

"The General Meeting is held at the Company's registered office. The General Assembly can also take place in the location which is the seat of a company running a stock exchange on which the shares of that company are traded or elsewhere within the territory of the Republic of Poland designated by the body convening the General Meeting."

**Legal basis:** § 38 section 1 item 1, 2 and 3 the Resolution of the Minister of Finances dated on 19th February 2009 about current and periodical information published by issuers of securities, and on conditions under which information required by legal regulation of a third country can be organised as equivalent (Law Gazette of 2014 No. 133 with further amendments).

