



CNT

**CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA**

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

Sosnowiec, 29 December 2015



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Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

I. Date, time and place of the Extraordinary General Meeting of CNT S.A. and a detailed agenda

The Management Board of Centrum Nowoczesnych Technologii Spółka Akcyjna, with its registered office in Sosnowiec (41-200), ul. Partyzantów 11, entered into the Register of Entrepreneurs of the District Court Katowice-East in Katowice, VIII Commercial Division of the National Court Register under KRS 0000143061, share capital of 36.36 million PLN (paid in full), with a NIP 644-001-18-38 and REGON 271122279 (the "Company" or "CNT SA") presents below the notice of the Extraordinary General Meeting of Shareholders Centrum Nowoczesnych Technologii S.A. on 26 January 2016:

The Management Board of CNT S.A., acting pursuant to art. 399 § 1, art. 400 § 1 and Art. 402 (1) § 1 and § 2 and Art. 402 (2) of the Commercial Companies Code ("CCC") hereby convenes an Extraordinary General Meeting of CNT S.A. (the "EGM" or "Extraordinary General Meeting") to be held on 26 January 2016 at 11:30 am at the Company's headquarters in Sosnowiec, ul. Partyzantów 11 with the following agenda:

Agenda

1. Opening of the Meeting and election of the Chairman of the Extraordinary General Meeting.
2. Validation of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
3. Approval of the agenda.
4. Adoption of a resolution on amendments to the Articles of Association of the Company with regard to the Company's name, registered office of the Company and its line of business.
5. Adoption of resolutions on changes in the Supervisory Board.
6. Adoption of a resolution on the costs of convening and holding the Extraordinary General Meeting.
7. Closing of the meeting.

II. Intended changes in the Articles of Association of the Company

Pursuant to art. 402 paragraph 2 of the Commercial Companies Code, the Management Board of the Company, under the existing provisions of the Articles of Association of the Company and the proposed amendments, in compliance with the request made by the shareholder of the Company holding shares representing at least one twentieth of the share capital, presents a resolution to convene an Extraordinary General Meeting of Shareholders and to include specific issues on the agenda, submitted to the Management Board on 22 December 2015:





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

Current version of § 1 of the Articles of Association:

1. The Company operates under the name Centrum Nowoczesnych Technologii Spółka Akcyjna
2. The Company may use the abbreviated name: CNT S.A.

Proposed version of § 1 of the Articles of Association:

1. The Company operates under the name "... " Spółka Akcyjna.
2. The Company may use the abbreviated name: "... " S.A.

Current version of § 2 of the Articles of Association:

The registered office of the Company is in Sosnowiec.

Proposed version of § 2 of the Articles of Association:

The registered office of the Company is in [...].

Current version of § 8 of the Articles of Association:

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

- 1) Excavation of gemstones, building stone, limestone, gypsum, chalk and slate - PKD 08.11.Z,
- 2) Repair and maintenance of metal finish goods - PKD 33.11.Z,
- 3) Repair and maintenance of machinery - PKD 33.12.Z,
- 4) Wastewater engineering - 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 - PKD41.20.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
- 12) Construction of telecommunication and power lines - PKD 42.22.Z,
- 13) Construction of civil engineering facilities - the 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,
- 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,





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- 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 and bookkeeping; tax consultancy - PKD 69.20.Z,
- 32) Head office and holdings activity, excluding financial holdings - 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,
- 37) Market and public opinion research - PKD 73.20.Z,
- 38) Wired telecommunication - 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 telecommunication activities - PKD 61.90 Z
- 42) Software - 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 non-classified elsewhere 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





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

- 62) Wholesale of waste and scrap - PKD 46.77 Z
- 63) Other service activities non-classified elsewhere - PKD 96.09 Z.

Proposed version of § 8 of the Articles of Association:

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

- 1) Excavation of gemstones, building stone, limestone, gypsum, chalk and slate - PKD 08.11.Z,
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- 3) Repair and maintenance of machinery - PKD 33.12.Z,
- 4) Wastewater engineering - 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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- 14) Construction of other civil and water engineering facilities non-classified - PKD 42.99.Z,
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- 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,
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- 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 and bookkeeping; tax consultancy - PKD 69.20.Z,
- 32) Head office and holdings activity, excluding financial holdings - PKD 70.10.Z,
- 33) Other consultancy in the field of business and management - PKD 70.22.Z,





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

- 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.
- 37) Market and public opinion research - PKD 73.20.Z,
- 38) Wired telecommunication - 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 telecommunication activities - PKD 61.90 Z
- 42) Software - 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,
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- 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) Advertising (PKD 73.1)
- 65) Wholesale on a contract basis (PKD 46.1)
- 66) Rental and management of own or leased real estate (PKD 68.20 Z)
- 67) Renting and leasing of other machinery, equipment and tangible goods (PKD 77.3)
- 68) Hotels and similar accommodation (PKD 55.10 Z).

III. Electronic communication of Shareholders with the Company

1. Within the limits provided by the Commercial Companies Code, shareholders may contact the Company via electronic means of communication, and, in particular, shareholders may submit motions, requests, ask questions and send notices and documents.





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

2. Communication of shareholders with the Company in electronic form shall take place using the e-mail address: wz@cntsa.pl
3. The risk associated with the use of electronic communication with the Company lies with a shareholder.
4. Correspondence sent to the Company electronically should allow clear identification of the status of a person and its powers.
5. The Company accepts a document drawn electronically as a scan of a document drawn separately and embedded in PDF or JPG.
6. Along with documents uploaded electronically by a shareholders, that in the original were drawn in a language other than Polish, the shareholder shall send their translation into Polish by a sworn translator.

IV. Rights of shareholders related to supplement the agenda of the Extraordinary General Meeting and submission of draft resolutions.

1. Right of shareholders to request the inclusion of specific issues on the agenda of the Extraordinary General Meeting.

A shareholder or shareholders representing at least one twentieth of the share capital of the Company may request the inclusion of certain matters on the agenda of the Extraordinary General Meeting. Any such request should be submitted to the Management Board not later than twenty-one days before the date of the Extraordinary General Meeting, ie. before 5 January 2016. (Art. 401 § 1 of the CCC). The request should include a justification or a draft/s or resolutions/s of the proposed agenda. The request may be submitted in writing at the Company headquarters at ul. Partyzantów 11, 41-200 Sosnowiec or in electronic form on the Company's e-mail address: wz@cntsa.pl

A shareholder or shareholders should prove that they hold adequate number of shares at the date of a request attached to the request, for example: a certificate for shares, and in case of shareholders other than natural persons also confirm their entitlement to act on behalf of that entity by enclosing a current copy of the register. In the case of a demand using electronic means of communication, the documents should be sent in PDF or JPG.

2. Right of a shareholder to submit draft resolutions.

A shareholder or shareholders representing at least one twentieth of the share capital of the Company, prior to the EGM, may submit draft resolutions on issues included in the agenda of the Extraordinary General Meeting or matters which are to be added to the agenda (Art. 401 § 4 CCC) to the Company in writing at the Company's headquarters at ul. Partyzantów 11, 41-200 Sosnowiec or by means of electronic communication on the email address of the Company: wz@cntsa.pl





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

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Each shareholder may, during the EGM, may propose draft resolutions concerning the matters introduced to the agenda (Art. 401 § 5 of the Commercial Companies Code).

V. Exercise of voting rights by a proxy.

1. General principles of exercising voting rights by a proxy.

A shareholder who is a natural person may participate in the EGM and exercise their right to vote in person or by a proxy. Shareholders who are not natural persons may participate in the EGM and exercise voting rights through a person / persons authorized to make declarations of will on their behalf or by a proxy. A power of attorney to participate in the EGM and exercising voting rights shall be granted in writing or in electronic form.

Forms for exercising voting rights by a proxy are available from the date of convening the Extraordinary General Meeting on the Company's website at: www.cntsa.pl. Forms referred to above are attached to drafts of power of attorney and have been developed separately for shareholders who are natural persons and separately for shareholders who are legal persons or organizational units which are not legal entities but have legal capacity.

2. Notification of the Company by means of electronic communication appointment of a proxy and power of attorney.

- a) The shareholders shall notify the Company of the appointment of a proxy and issuing a power of attorney in electronic form using the e-mail address: wz@cntsa.pl. In the notification, the shareholder states his phone number and e-mail address, telephone number and e-mail of a proxy, through which the Company will be able to communicate with the shareholder and the proxy. Notification of the appointment of a proxy and issuing a power of attorney should also include the scope of power of attorney, ie. indicate the number of shares for which voting will take place and the date of the General Meeting, at which these rights will be exercised. In addition, a shareholder who is a natural person shall include a declaration of consent to the processing of personal data by the Company in order to identify the shareholder for the purpose of verifying the validity of the power of attorney granted in electronic form.
- b) Together with the notification of the appointment of a proxy and issuing a power of attorney in electronic form, the shareholder shall send a text of the power of attorney, excluding instructions for exercising the right to vote by a proxy, scanned identity card or a passport pages enabling



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identification of the shareholder and the proxy or a scan of another official document to identify the shareholder granting power of attorney and a proxy. If the power of attorney is granted by a legal person or an organizational unit without legal personality but with legal capacity, the shareholder sends the scanned copy of the register in which he is registered or a scan of another document confirming authorization of persons acting on behalf of such entity. If the power of attorney granted to a legal person or an organizational entity that is not legal person, but having the legal capacity, shareholder sends the scanned copy of the register in which the proxy is registered or another document confirming the existence of such an entity

- c) The principles described in b) above shall apply correspondingly to notify the Company electronically to revoke the power of attorney.
- d) Notice of granting and / or revoking the power of attorney in electronic form should be made no later than at 15:00 on 25 January 2016.**
- e) The rules described in b) above shall not exempt the proxy from the obligation to provide, while preparing the list of persons entitled to participate in the EGM, documents for their identification referred to in point b)**

3. Verification of validity of the power of attorney and identification of the shareholder and the proxy.

- a) In order to verify the validity of the power of attorney granted in electronic form and to identify a shareholder and a proxy, after receiving notice of appointment of a proxy and issuing the power of attorney in electronic form in accordance with the provisions of 2 a) and b), the Company verifies if it includes the information specified in point 2 a) and scanned documents mentioned in point 2 b) in case of legal persons and organizational units not being legal persons but having legal capacity, if power of attorney has been granted by the persons authorized to represent the entity.
- b) The Company has the right to call the number indicated by a shareholder in accordance with 2 a), or send a return message to verify the fact of granting by the shareholder's the power of attorney in an electronic form.
- c) the Company may take other action to identify a shareholder and a proxy in order to verify the validity of the power of attorney granted in electronic form, while these actions should be proportionate to the objective.
- d) Notice of granting or revoking the power of attorney in an electronic form without observing the requirements indicated in 2 a), b) and d) does not bind the Company.

4. Power of attorney granted to the Management Board member or employee of the Company

A Member of the Board or an employee of the Company may become proxies of the shareholders at the EGM.





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If the proxy of the shareholder at the EGM is a member of the Management Board, member of the Supervisory Board, an employee of the Company, the proxy may authorize to represent the shareholder at the EGM only. The proxy is obliged to reveal the circumstances indicating the existence or possibility of a conflict of interest. Further powers of attorney may not be granted. The proxy, as discussed above, votes in accordance with the instructions given by the shareholder.

VI. Ability and the manner of participation in the Extraordinary General Meeting by means of electronic communication.

The Company, in accordance with the provisions of the Articles of Association does not provide the possibility to participate in the Extraordinary General Meeting by means of electronic communication.

VII. Manner of expressing opinions during the Extraordinary General Meeting by means of electronic communication.

The Company, in accordance with the provisions of the Articles of Association does not provide the possibility of expressing opinions during the Extraordinary General Meeting by means of electronic communication.

VIII. The manner of voting by correspondence or by electronic means of communication.

The Company, in accordance with the Articles of Association and Regulations of the General Assembly of the CNT S.A. does not provide voting by correspondence or using means of electronic communication.

IX. Date of registering participation in the Extraordinary General Meeting.

The date of registration of participation in the Extraordinary General Meeting of the CNT SA, convened on 26 January 2016 is 10 January 2016 ("Registration Date").

X. Information on the right to participate in the Extraordinary General Meeting.

The right to participate in the Extraordinary General Meeting Only have only these persons who are shareholders of the Company on the Registration Date, which occurred within the period referred to in Art. 4063 § 2 of the Commercial Companies Code to the entity keeping the securities account requesting the certificate confirming the right to participate in the EGM.

The request of the holder of dematerialized shares bearer shall be made no earlier than after the announcement of convening the Extraordinary General Meeting of the Company, ie. no earlier than





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

on **29 December 2015** and no later than the first business day after the Registration Day, ie. no later than on **11 January 2016**.

The persons authorized to attend the Extraordinary General Meeting convened for 26 January 2016 will be only those shareholders who have met both of the following conditions:

- a) are shareholders of the Company on the Registration Date on 10 January 2016 and**
- b) they approached - no earlier than after the announcement of convening the Extraordinary General Meeting on 29 December 2015 and no later than on 11 January 2016 - the entity keeping their securities account to issue a personal certificate of entitlement to participate in the Extraordinary General Meeting of Shareholders .**

The persons attending the Extraordinary General Meeting shall have a document confirming their identity.

The Management Board of the CNT S.A. recommends that the shareholders / proxies attending the Extraordinary General Meeting hold personal certificate of entitlement to attend the Extraordinary General Meeting drawn in accordance with Art. 4063 § 3 of the Commercial Companies Code.

XI. A list of shareholders

In accordance with Art. 407 § 1 of the Commercial Companies Code, the list of shareholders entitled to participate in the Extraordinary General Meeting will be available at the Company's headquarters in Sosnowiec, ul. Partyzantów 11, from 7:00 to 15:00, three days prior to the date of the Extraordinary General Meeting, ie. 21, 22 and 25 January 2016. The list of shareholders referred to above shall be drawn on the basis of a list drawn and made available to the Company by the depository of securities (National Depository for Securities) in accordance with Art. 4063 § 6, § 7 and § 8 of the Commercial Companies Code.

A shareholder may browse the list of shareholders at the company headquarters and request a copy of the list for reimbursement of the costs of its preparation. A shareholder may request that the list of shareholders entitled to participate in the Extraordinary General Meeting by electronic mail, providing their own e-mail address to which the list should be sent.

XII. Access to the documentation.

Full text of the documents to be presented to the Extraordinary General Meeting along with draft resolutions will be published from the date of the meeting on the Company's website at: www.cntsa.pl in accordance with Art. 4023 § 1 of the Commercial Companies Code.

From the date of convening the Extraordinary General Meeting, ie. 29 December 2015 until the day before holding the EGM persons entitled to attend the Extraordinary General Meeting may view the





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

following documents at the Company's headquarters in Sosnowiec ul. Partyzantów 11, between 7:00 - 15:00 each working day the :

- 1) The announcement of convening on 26 January 2016 the Extraordinary General Meeting of CNT S.A.
- 2) Draft resolutions for the debate at the Extraordinary General Meeting of CNT S.A. convened on 26 January 2016.

In addition, the Company informs that the documents referred to in paragraphs 1-2 above are available on CNT S.A. website at: www.cntsa.pl

XIII. Additional information.

All information regarding the Extraordinary General Meeting is available on the Company's website at: www.cntsa.pl

Documents sent to the e-mail address: wz@cntsa.pl should be sent as PDF or JPG in Polish or with a sworn translation into Polish.

The Management Board informs that if a shareholder grants a power of attorney together with a voting instruction, the Company will not verify whether the proxies exercise voting rights in accordance with instructions received from the shareholders. Accordingly, the Management Board informs that the voting instruction should be given only to the proxy.

In the period provided by the Commercial Companies Code, the Company will disclose on its website the results of voting to the extent specified in Art. 421 § 4 and Art. 421 § 2 of the Commercial Companies Code (the resolutions adopted by the Extraordinary General Meeting, together with the results of the voting on each resolution will be forwarded in the manner specified for the current information and posted on the company's website). The voting results will be available on the Company's website at: www.cntsa.pl until the deadline to appeal against resolutions of the EGM.

The Management Board informs that in matters not covered by this notice, the provisions of the Commercial Companies Code and Articles of Association will apply.

For any questions or concerns related to the participation in the Extraordinary General Meeting, please contact the Company on 0048 32 294 40 11, 0048 32 294 40 19, or by e-mail: wz@cntsa.pl





Ogłoszenie Zarządu Spółki o zwołaniu Nadzwyczajnego Walnego Zgromadzenia CNT S.A.

Jacek Taźbirek – Chairman of the Board

Signature

Piotr Jakub Kwiatek – Vice-Chairman of the Management Board

Signature

Sosnowiec, 29 December 2015

