



CNT

**CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA**

**ANNOUNCEMENT OF THE BOARD OF THE COMPANY ON
ORDINARY 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 Ordinary General Meeting of CNT S.A.,
this present version translated into English is provided for information purposes only.**

Sosnowiec, 18 May 2016



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

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I. Date, hour and place of Ordinary 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 Ordinary 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 Ordinary General Meeting of CNT S.A. (thereinafter „RGM” or „General Meeting”) on 15th day of June 2016 at 11:30, 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 Ordinary General Meeting.
2. Verification that the Ordinary General Meeting was properly convened and its capability to adopt valid resolutions.
3. Adoption of the agenda.
4. Reviewing and adopting the resolution in case of approval of financial statement of CNT S.A. and a report on the operations of CNT S.A. for the trading year 2015.
5. Reviewing and adopting the resolution in case of approval of a consolidated financial report of a Corporate Group CNT S.A. and a report from the operations of a Corporate Group CNT S.A. for the trading year 2015.
6. Reviewing and adopting a resolution in case of approval of the report of the Supervisory Board of Centrum Nowoczesnych Technologii S.A. from their operations in the year 2015.
7. Passing a resolution in case of applying profits for the trading year 2015.
8. Passing resolutions in case of acknowledgment of the fulfilment of duties for the Members of the Board in the trading year 2015.
9. Passing resolutions in case of acknowledgment of the fulfilment of duties for the Members of the Supervisory Board in the trading year 2015.
10. Passing a resolution in case of the changes of the Articles of Association.
11. Closing of the meeting.





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II. The intended changes of the Articles of Association.

The Company presents below the current and valid provisions of the Articles of Association as well as the contents of the designer changes:

the current wording of § 21 section 3 of the Articles of Association:

In case of the collective Board, the cooperation of two members of the Board or one member of the Board together with the attorney is required to submit declarations and sign them on behalf of the Company. In case of one-person Board, one member of the Board individually is authorised to submit declarations and sign them on behalf of the Company.

the suggested wording of § 21 section 3 of the Articles of Association:

In case of the collective Board, the cooperation of two members of the Board or two attorneys jointly is required to submit declarations and sign them on behalf of the Company. In case of one-person Board, one member of the Board individually or two attorneys jointly are authorised to submit declarations and sign them on behalf of the Company.

III. 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 places 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.
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.





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IV. Shareholders' rights related to the completion of agenda of OGM and inclusion of draft resolutions.

1. The shareholder's right to claim the inclusion of particular cases in the agenda of Ordinary 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 Ordinary General Meeting. Such a claim should be announced to the Board of the Company not later than twenty-one days before the date of Ordinary General Meeting, namely not later than **until 25th May 2016** (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 Ordinary 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 OGM.

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 OGM (art. 401 § 5 of CCC).





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V. 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 OGM and exercise the right to vote personally or by the attorney. The shareholder not being a natural person may participate in RGM 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 OGM 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 Ordinary 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 shareholder 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 Ordinary 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





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copy from the register, in 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 June 2016 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 OGM, 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 OGM.

If the shareholder's attorney on OGM 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 OGM. 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





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attorney is excluded in such a case. The attorney, who is mentioned above, follows the instructions given by the shareholder.

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

VII. The way of voicing opinions during Ordinary 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 Ordinary General Meeting with the use of means of electronic communication.

VIII. 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.

IX. The registration day of participation in Ordinary General Meeting.

The registration day in Ordinary General Meeting of CNT S.A. on 15th day of June is **30th May 2016** ("The Registration Day").

X. Information about the right to participate in Ordinary General Meeting.

The right to participate in Ordinary 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 Ordinary General Meeting.





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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 Ordinary General Meeting, namely not earlier than on **18th May 2016** and not later than on the first weekday after the Registration Day, namely not later than on **31st May 2016**.

Only the shareholders who jointly met the conditions below will be authorised to participate in Ordinary General Meeting called on 15th June 2016:

- a) were the shareholders of the Company on the Registration Day, namely on 30th May 2016 and
- b) applied – not earlier than after the announcement of the calling of Ordinary General Meeting on 18th May 2016 and not later than on 30th May 2016 – to the entity running share accounts to issue a personal certificate of entitlement to participate in Ordinary General Meeting.

The people arriving at Ordinary 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 Ordinary General Meeting to have a personal certificate of the entitlement to participate in Ordinary General Meeting made in accordance with the contents of art. 406³ § 3 of the Code of Commercial Companies.

XI. List of shareholders

In accordance with art. 407 § 1 of the Code of Commercial Companies, a list of shareholders entitled to participate in Ordinary 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 Ordinary General Meeting, namely on **10th, 13th and 14th June 2016**. 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 Ordinary General Meeting via e-mail for free, giving his/her own electronic e-mail address, on which a list should be sent.





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In accordance with art. 407 § 2 of the Code of Commercial Companies, within a week before Ordinary 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 OGM will be available.

XII. Access to documentation.

The entire text of documentation, which is to be presented for Ordinary General Meeting including draft resolution (and in case when in a given case adopting a resolution is not intended – the Management notes) will be displayed on the website of the Company – www.cntsa.pl, since the day of the calling of Ordinary General Meeting, in accordance with art. 402³ § 1 of the Code of Commercial Companies.

Since the day of convening Ordinary General Meeting, namely since **18th May 2016** until the day preceding the day of RGM the authorised people to participate in Ordinary General Meeting may be provided in a seat of the Company in Sosnowiec at ul. Partyzantów 11, from 7:00 a.m. to 3:00 p.m. of each working day with the following documents:

- 1) The announcement of conveying Ordinary General Meeting of CNT S.A. on **15th June 2016**;
- 2) Draft resolutions will be subject of the agenda of Ordinary General Meeting of CNT S.A. convened on **15th June 2016**;
- 3) The financial statement of CNT S.A. and the statement of the operations of CNT S.A. for the trading year 2015;
- 4) a consolidated financial report of a Corporate Group CNT S.A. and a consolidated report from the operations of a Corporate Group CNT S.A. for the trading year 2015;
- 5) The resolutions of the Supervisory Board related to the cases included in the agenda of RGM together with the Reports of the Supervisory Board, including in particular the Report of the Supervisory Board from its operations for 2015.

Moreover, the Company informs that the documents indicated in pts. 1-4 above are available on the website of CNT S.A.: www.cntsa.pl .

XIII. Additional information.

Any information on Ordinary General Meeting is available on the website of the Company: www.cntsa.pl .

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.





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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 Ordinary 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 RGM.

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 Ordinary 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:.....

Sosnowiec, 18.05.2016

