



CNT

**CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA**

**ANNOUNCEMENT OF THE BOARD OF MANAGEMENT ABOUT
EXTRAORDINARY GENERAL MEETING OF CENTRUM
NOWOCZESNYCH TECHNOLOGII S.A.**

Sosnowiec, 26 JANUARY 2017



Announcement of the Board of Management about convening the Extraordinary General Meeting of CNT S.A.

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Announcement of the Board of Management about convening the Extraordinary General Meeting of CNT S.A.

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

The Board of Management of Centrum Nowoczesnych Technologii Spółka Akcyjna with its seat in Sosnowiec (41-200), ul. Partyzantów 11, entered in the Register of Entrepreneurs maintained by the District Court Katowice-East in Katowice, Division VIII of the National Court Register, under KRS number 0000143061, registered capital of PLN 36.36 million (paid in full), under the numbers: NIP [Taxpayer. ID no.] 644-001-18-38 and REGON [Business. ID. No.] 271122279 (hereinafter the "Company" or "CNT S.A."), acting on the basis of Art. 399 § 1, Art. 402 (1) § 1 and § 2, Art. 402 (2), in conjunction with Art. 398 and Art. 400 § 1 of the Commercial Companies Code ("CCC") convenes an Extraordinary General Meeting of CNT S.A. (hereinafter the "EGM" or the "Meeting") to be held on 23 February 2017 at 11:30, at the headquarters of the Company 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 ability to adopt resolutions.
3. Adoption of the agenda.
4. Adoption of resolutions on changes in the composition of the Supervisory Board.
5. Adoption of a resolution on the incurred costs of convening and holding the Extraordinary General Meeting.
6. Closing of the meeting.

II. Electronic communications of the Shareholders with the Company.

1. Within the limits provided by the Commercial Companies Code, the shareholders can contact with the Company using electronic means of communication, in particular, the shareholders can submit motions, requests, ask questions and send notices and other documents.
2. Communication of the shareholders with the Company in an electronic form takes place using the e-mail address: wz@cntsa.pl.
3. Any risk involved in a shareholder's use of electronic means of communication shall be borne by the shareholder.
4. Correspondence sent to the Company electronically should allow unambiguous identification of the status of the person and of their powers.
5. The Company accepts a scan of a separately prepared document saved as PDF or JPG as a document drawn up electronically.
6. Along with the documents sent by a shareholder electronically, which originally were drawn up in a language other than Polish, the shareholder shall send their translation into Polish made by a sworn translator.





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III. A shareholder's right related to the amendments to the agenda of the EGM and the submission of draft resolutions.

1. A shareholder's right 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 can request that certain matters are included into the agenda of the Extraordinary General Meeting. Any such request should be submitted to the Board of Management not later than **twenty-one days** before the date of the Extraordinary General Meeting, i.e. not later than on 2 February 2017 (Art. 401 § 1 of the CCC). The request shall include a justification or a draft(s) of resolutions concerning the proposed agenda item. The request can be submitted in writing in the headquarters of the Company, ul. Partyzantów 11, 41-200 Sosnowiec or in an electronic form at the e-mail address of the Company: wz@cntsa.pl.

A shareholder or shareholders are required to have the appropriate number of shares at the date of the request attaching a deposit certificate to the request, and in the case of shareholders who are natural persons also confirm the right to act on behalf of that entity by enclosing an up-to-date copy of the register. In the case of shareholders submitting a request using electronic means of communication, the documents shall be sent in PDF or JPG format.

2. The 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 date, can submit to the Company draft resolutions concerning matters placed on the agenda of the Extraordinary General Meeting or matters which are to be added to the agenda (Art. 401 § 4 CCC) in writing at the headquarters of the Company at Partyzantów 11, 41-200 Sosnowiec or by means of electronic communication to the email address of the Company: wz@cntsa.pl.

A shareholder or shareholder are required to have the appropriate number of shares at the date of the request attaching a deposit certificate to the request, and in the case of shareholders who are natural persons also confirm the right to act on behalf of that entity by enclosing an up-to-date copy of the register. In the case of shareholders submitting a request using electronic means of communication, the documents shall be sent in PDF or JPG format.

At the EGM each shareholder can propose draft resolutions on issues included in the agenda (Art. 401 § 5 of the Commercial Companies Code).





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IV. Voting by Proxy.

1. General principles of exercising voting rights by proxy.

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

The forms allowing the exercise of voting rights by proxy are available on the Company's website at: <http://www.cntsa.pl> starting from the day of convening the Extraordinary General Meeting of CNT S.A. The aforementioned forms have been attached to the forms of proxy, which were 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 about the appointment of a proxy and power of attorney by means of electronic communication

- a) Shareholders shall notify the Company about the appointment of a proxy and power of attorney in an electronic form using the e-mail address: wz@cntsa.pl. In the notification, the shareholder shall give their phone number and e-mail address, and phone number and e-mail address of the proxy, through which the Company will be able to communicate with the shareholder and the proxy. Notification of the appointment of a proxy and granting the power of attorney should also include the scope of the power of attorney, i.e. 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 should attach a statement 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 an electronic form.
- b) Together with the notification of the appointment of a proxy and power of attorney in an electronic form, the shareholder sends the text of the power of attorney, excluding the instructions for exercising the right to vote by proxy, a scanned copy of the ID card or passport pages enabling the identification of the shareholder and the proxy or a scanned copy of any other official document to identify the shareholder granting the power of attorney and their proxy. If the proxy is granted by a legal person or an organizational unit without legal personality and legal capacity, the shareholder sends a scanned copy of the register in which it is registered or a scanned copy of any other document confirming authorization of persons acting on behalf of such an entity. If the power of attorney has





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been granted to a legal person or an organizational unit not being a legal person, yet having the legal capacity, the shareholder shall additionally send a scanned copy of the register in which the proxy is registered or any other document confirming the existence of such an entity.

- c) The principles described in the point b) above shall apply accordingly to the notification of the Company to revoke the power of attorney by e-mail.
- d) **Notice of granting and / or revoking the power of attorney in an electronic form shall be made no later than 15:00 on 22 February 2017.**
- e) **The rules described in the point b) above shall not release the proxy from the obligation to provide the identification documents referred to in point b) while preparing the attendance list of persons entitled to participate in the Extraordinary General Meeting.**

3. Verification of validity of the authorization and identification of the shareholder and the proxy.

- a) In order to verify the validity of the power of attorney granted in an electronic form and to identify the shareholder and the proxy, after receiving the notice of the appointment of a proxy and power of attorney in an electronic form in accordance with the provisions of paragraph 2 a) and 2 b), the Company checks whether the attached information has been indicated in point 2 a) and scans the documents mentioned in point 2 b), and in case of legal persons and organizational units that are not legal entities but have legal capacity, whether the 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 the shareholder in accordance with paragraph 2 a) or send a return message to verify the fact of granting the power of attorney in an electronic form by the shareholder.
- c) The Company can take other actions to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in an electronic form.
- d) Notice of granting or revoking the power of attorney in an electronic form without observing the requirements indicated in point 2 a), 2 b) and 2 d) is not legally-binding for the Company.

4. The power of attorney granted to the Board of Management member or an employee of the Company

Member of the Board of Management and employees of the Company can be proxies of the shareholders at the EGM.

If the proxy of the shareholder at the EGM is a member of the Management Board or the Supervisory Board, or an employee of the Company, the proxy can be authorized to represent the shareholder only at this particular EGM. The proxy is obliged to disclose to the shareholder circumstances indicating existence or possibility of a conflict of interest. Should that be the case, the proxy is excluded. The proxy referred to above shall vote in accordance with the instructions given by the shareholder.



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V. Possibility and the manner of participation in the Extraordinary General Meeting by means of electronic communication.

Under the provisions of the Statute the Company does not provide for the possibility of participation in the Extraordinary General Meeting by means of electronic communication.

VI. Manner of speaking out during the Extraordinary General Meeting by means of electronic communication.

Under the provisions of the Statute the Company does not provide for the possibility to speak out at the Extraordinary General Meeting by means of electronic communication.

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

Under the provisions of the Statute and the Rules of the General Assembly of CNT S.A. there is no possibility to exercise voting rights by correspondence or using means of electronic communication.

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

The date of registration of participation in the Extraordinary General Meeting of the CNT S.A. held on 23 February 2017 is a day of **7 February 2017** (the "Registration Date").

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

Solely the persons who are shareholders of the Company as of the Registration Date, and who within the period referred to in Art. 406 (3) § 2 of the Commercial Companies Code applied to the unit carrying out the securities account with a request to issue a personal certificate of entitlement to participate in the Extraordinary General Meeting have the right to participate in the Extraordinary General Meeting.

The request of the holder of dematerialized bearer shares shall be made not earlier than after the convening of the Extraordinary General Meeting, i.e. not earlier than on **26 January 2017**, and no later than the first business day after the Registration Day, i.e. not later than on **8 February 2017**.





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Only those shareholders who have met both of the following conditions shall be entitled to participate in the Extraordinary General Meeting of the Company held on 23 February 2017:

- a) are shareholders of the Company on the Registration Day, i.e., on 7 February 2017, and**
- b) applied to the unit carrying out their securities account to issue a personal certificate of entitlement to participate in the Extraordinary General Meeting, not earlier than after the announcement of convening the Extraordinary General Meeting on 26 January 2017 and not later than on 8 February 2017.**

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

The Board of Management of CNT S.A. hereby recommends that the shareholders / proxies attending the Extraordinary General Meeting should hold a document of a personal certificate of entitlement to participate in the Extraordinary General Meeting drawn up in compliance with Art. 406 (3) § 3 of the Commercial Companies Code.

X. List of shareholders.

Under the Art. 407 § 1 of the Commercial Companies Code, the list of shareholders entitled to participate in the Extraordinary General Meeting shall 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. on **20, 21 and 22 February 2017**. The list of shareholders referred to above shall be made on the basis of a list drawn up and made available to the Company by the unit providing securities depository (KDPW S.A.) under the provisions of Art. 406 (3) § 6, § 7 and § 8 of the Code of Commercial Companies.

A shareholder of the Company can a the list of shareholders at the Board's seat and request a copy of the list for the reimbursement of the costs of its preparation. A shareholder can request to have the list of shareholders entitled to participate in the Extraordinary General Meeting sent by email, giving their own e-mail address to which the list shall be sent.

Under the Art. 407 § 2 of the Code of Commercial Companies, within the week before the General Meeting, at the Company's headquarters in Sosnowiec, ul. Partyzantow 11 from 7:00 to 15:00 copies of motions on matters included in the agenda of the EGM shall be available.

XI. Access to documentation.

Under the provisions of the Commercial Companies Code, from the date of the convening the EGM, the Company shall publish the announcement of convening the EGM, any required documents and





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information, documentation to be presented at the Extraordinary General Meeting and draft resolutions on its website at: <http://www.cntsa.pl>.

At the same time from the date of convening the EGM, i.e. from 26 January 2017 until the day before the General Meeting the persons entitled to participate in the General Meeting can consult the documentation associated with the convening of the Extraordinary General Meeting at the Company's headquarters at:

ul. Partyzantów 11 Sosnowiec, hours 7:00-15: 00, every working day.

XII. Additional information.

Documents sent to the following address: wz@cntsa.pl shall be sent in PDF or JPG format, in Polish or as a sworn translation into Polish.

The Board of Management informs that in case of granting a proxy by the shareholder along with a voting instruction, the Company shall not verify whether the proxies exercise voting rights in accordance with instructions received from the shareholders. Accordingly, the Board of Management informs that the voting instruction should be given to the proxy only.

Within one week of the end of the Extraordinary General Meeting, the Company discloses on its website the results of voting to the extent specified in Art. 421 § 4 and Art. 421 § 2 of the Commercial Companies Code. Voting results shall be available on the Company's website: <http://www.cntsa.pl> until the deadline to appeal against the resolutions of the EGM.

The Board of Management informs that in matters not covered by this announcement, the provisions of the Commercial Companies Code and the Articles of Association of the Company shall be applied.

If you have any questions or concerns related to the participation in the Extraordinary General Meeting, please contact the Company on (32) 294 40 11, or 19, or e-mail: wz@cntsa.pl

Jacek Taźbirek – President of the Board

Signature:.....

Sosnowiec, 26.01.2017.

