



**CNT**

**CENTRUM NOWOCZESNYCH TECHNOLOGII  
SPÓŁKA AKCYJNA**

**ANNOUNCEMENT OF THE COMPANY'S MANAGEMENT BOARD ON  
CONVENING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF CENTRUM NOWOCZESNYCH TECHNOLOGII S.A.\***

**Sosnowiec, 13 maja 2020 roku**

\* The official (full) version of the document has been prepared in Polish, this English translation is a shortened version of the document prepared solely for informational purposes.

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## Announcement on convening the Ordinary General Meeting of CNT S.A.

### **I. Date, time and place of the Ordinary General Meeting and a detailed agenda.**

The Management Board of Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec (41-200), Partyzantów 11, entered into the Register of Entrepreneurs kept by the District Court Katowice-East in Katowice, 8th Commercial Division of the National Court Register under KRS number 0000143061, share capital of PLN 34,000,000 (paid up in full), with NIP number 6440011838 and REGON number 271122279 (hereinafter referred to as the "Company" or "CNT S.A.") acting pursuant to Article 399 § 1 in connection with Article 395, Article 402<sup>1</sup> § 1 and § 2 and Article 402<sup>2</sup> of the Commercial Companies Code (the "CCC") convenes the Ordinary General Meeting of Shareholders of Centrum Nowoczesnych Technologii S.A. (hereinafter referred to as the "OGM" or "Ordinary General Meeting") on **9 June 2020** at 12 a.m. at the Company's registered office in Sosnowiec, Partyzantów 11, with the following agenda:

#### **Agenda**

1. Opening of the meeting and election of the Chairperson of the Ordinary General Meeting.
2. Statement of the correctness of convening the Ordinary General Meeting and its ability to adopt resolutions.
3. Adoption of the agenda.
4. Consideration and adoption of a resolution on the approval of the financial statement of CNT S.A. and the report on the activities of CNT S.A. for the financial year 2019.
5. Consideration and adoption of a resolution on the approval of the consolidated financial statement of CNT Capital Group and the report on the activities of CNT Capital Group for the financial year 2019.
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 activity in 2019, including the work of the Audit Committee, together with a brief assessment of the Company's performance, including the internal control system and the significant risk management system, as well as an assessment of the Company's fulfilment of its information obligations concerning the application of corporate governance.
7. Adoption of a resolution on the distribution of profit for the financial year 2019.
8. Adoption of a resolution on authorising the Company's Management Board to repurchase shares issued by the Company (the so-called own shares).
9. Adoption of a resolution on granting the President of the Company's Management Board a vote of acceptance for the performance of his duties in the financial year 2019.
10. Adoption of resolutions on granting a vote of acceptance to Members of the Company's Supervisory Board for the performance of their duties in the financial year 2019.
11. Adoption of a resolution on the adoption of the CNT S.A. Management Board and Supervisory Board remuneration policy.
12. Closing of the meeting.



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**II. Shareholders' rights related to supplementing the agenda of the OGM and submitting draft resolutions.**

1. Shareholder's right to demand that particular items be included into the agenda of the Ordinary General Meeting.

A shareholder or shareholders of the Company representing at least one twentieth of the share capital of the Company can request that particular items be included into the agenda of the Ordinary General Meeting. Such a request should be submitted to the Company's Management Board no later than **twenty-one days** before the date of the Ordinary General Meeting, i.e. no later than by **19 May 2020** (Article 401 § 1 of CCC). The request should contain a justification or a draft resolution concerning the proposed item on the agenda. The request can be submitted in writing at the Company's registered office at Partyzantów 11, 41-200 Sosnowiec or in an electronic form to the Company's e-mail address: [wz@cntsa.pl](mailto:wz@cntsa.pl)

A shareholder or shareholders should prove that they hold a sufficient number of shares as of the date of submitting the request by attaching a deposit certificate(s) to the request, and in the case of shareholders who are not natural persons, should also confirm their right to act on behalf of the entity by attaching a current excerpt from the relevant register. In the case of shareholders submitting the request using electronic means of communication, the documents should be sent in PDF or JPG format

The Company can take appropriate actions aimed at identifying the shareholder and his proxy in order to verify their entitlements exercised using electronic means of communication.

2. Shareholder's right to submit draft resolutions.

A shareholder or shareholders of the Company representing at least one twentieth of the share capital of the Company can, before the date of the OGM, submit draft resolutions in writing concerning items included in the agenda of the Ordinary General Meeting or items which are to be included in the agenda (Article 401 § 4 of the CCC) to the Company at its registered office at Partyzantów 11, 41-200 Sosnowiec, or via electronic means of communication to the Company's e-mail address: [wz@cntsa.pl](mailto:wz@cntsa.pl). Shareholder(s) should prove their ownership of an appropriate number of shares as of the date of submitting the request by attaching to the request, e.g. a deposit certificate(s), whereas shareholders who are not natural persons should also confirm their authority to act on behalf of such an entity by attaching a current excerpt from the relevant register. In the case of shareholders submitting the request using electronic means of communication, all the documents should be sent in PDF or JPG format. During the Extraordinary General Meeting, each shareholder may submit draft resolutions concerning items included in the agenda (Article 401 § 5 of CCC).





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**III. The manner of exercising voting rights by a proxy.**

**1. General rules for exercising voting rights by a proxy.**

A shareholder who is a natural person can participate in the OGM and exercise voting rights in person or by a proxy. A shareholder who is not a natural person can participate in the OGM and exercise their voting rights through a person(s) authorised to make declarations of will on their behalf or by a proxy. Power of attorney to participate in the OGM and exercise the voting rights is granted in writing or in an electronic form.

The forms enabling exercising voting rights by a proxy are available from the date of convening the Ordinary General Meeting of CNT S.A. on the Company's website at: <http://www.cntsa.pl> The forms referred to above have been attached to the templates of powers of attorney, which have been prepared separately for shareholders being natural persons and separately for shareholders being legal persons or organisational units not being legal persons but having legal capacity.

**2. Method of notifying the Company by means of electronic communication about an appointment of a proxy and granting a power of attorney.**

- a) Shareholders shall notify the Company of the appointment of a proxy and granting of a power of attorney in an electronic form at the following e-mail address: [wz@cntsa.pl](mailto:wz@cntsa.pl) In the notification, the shareholder shall provide his or her telephone number and e-mail address, as well as the telephone number and e-mail address of the proxy, so that the Company can communicate with the shareholder and the proxy. The notification on appointing 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 from which the voting right will be exercised and the date of the General Meeting at which these rights will be exercised. In addition, the shareholder and the shareholder's proxy being a natural person should attach a declaration of consent to processing their personal data by the Company in order to identify the shareholder and the proxy for the purpose of verifying the validity of the power of attorney granted in an electronic form.
- b) Along with a notice on appointing a proxy and granting the power of attorney in an electronic form, the shareholder shall send the text of the power of attorney, excluding instructions on exercising voting rights by a proxy, a scan of the identity card or pages of the passport enabling identification of the shareholder and the proxy or a scan of any other official document enabling identification of the shareholder granting the power of attorney and an attorney. If the power of attorney is granted by a legal person or an organisational unit not being a legal person, but having legal capacity, the shareholder shall send a scan of an extract from the register in which it is registered or a scan of any other document confirming the power of attorney of persons acting on behalf of such an entity. If the power of attorney has been granted to a legal person or an organisational unit which is not a legal





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person, yet having legal capacity, the shareholder shall additionally send a scan of an excerpt from the register in which the proxy is registered or any other document confirming the existence of such an entity.

- c) The principles described in point b) above apply accordingly to notifying the Company about revoking the power of attorney by electronic means.
- d) The notification on granting and/or revoking the power of attorney in an electronic form can be made not later than by 3 p.m. on 8 June 2020.**
- e) The rules described in point b) above do not release the proxy from an obligation to present documents for his or her identification when drawing up an attendance list of persons entitled to participate in the OGM, 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 validity of the power of attorney granted in an electronic form and identify the shareholder and the proxy, after receiving a notification on appointing the proxy and granting the power of attorney in an electronic form in accordance with the provisions of points 2 a) and 2 b) above, the Company checks whether the information specified in point 2 a) and scans of the documents specified in point 2 b) have been attached, and in the case of legal persons and organisational units which are not legal persons but have legal capacity, the Company checks whether the power of attorney has been granted by persons authorised to represent a given entity.
- b) The Company has the right to call the number indicated by the shareholder in accordance with point 2 a) or send a return message to a given e-mail address in order to verify the fact that the shareholder has granted a power of attorney in an electronic form.
- c) The Company can additionally take other actions aimed at identifying the shareholder and a proxy in order to verify validity of the power of attorney granted in an electronic form.
- d) A notice of granting or revoking a power of attorney in an electronic form without observing the requirements specified in points 2 a), 2 b) and 2 d) shall not be binding on the Company.

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

A Member of the Board of Management or an employee of the Company can be proxies of shareholders at the OGM.

If a shareholder's proxy at the OGM is a member of the Company's Board of Management, a member of the Company's Supervisory Board, or an employee of the Company, the power of attorney can authorize them to represent the shareholder only at the OGM it concerns. The proxy is obliged to disclose to the shareholder any circumstances indicating existence or a possibility of a conflict of interest. In such a case, granting further power of attorney is excluded. The proxy referred to above shall vote in accordance with the instructions given by the shareholder.



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**5. Communication between the Shareholders and the Company**

1. Within the limits provided for by the provisions of the Commercial Companies Code, the shareholders can contact the Company by electronic means of communication, in particular the shareholders can submit motions, requests, inquiries and send notifications and documents.
2. Communication between the shareholders and the Company in an electronic form shall be carried out using the e-mail address: [wz@cntsa.pl](mailto:wz@cntsa.pl)
3. The risk related to the use of electronic forms of communication with the Company is borne by the shareholder.
4. Correspondence sent to the Company by electronic means should enable unambiguous identification of the status of the person and the rights vested in him/her.
5. The Company approves a scan of a separately prepared document recorded in PDF or JPG format as a document prepared in an electronic form.
6. Together with documents sent by the shareholders electronically, which in the original were prepared in a different language than Polish, the shareholder shall send their translation into Polish made by a sworn translator.

**IV. Possibility and manner of participation in the Ordinary General Meeting with the use of electronic means of communication.**

Company does not provide for a possibility of participating in the Ordinary General Meeting with the use of electronic means of communication.

**V. Manner of expressing opinions during the Ordinary General Meeting with the use of electronic means of communication.**

Company does not provide a possibility of expressing opinions during the Ordinary General Meeting with the use of electronic means of communication.

**VI. Manner of exercising voting rights by correspondence or with the use electronic means of communication.**

In accordance with the provisions of the Articles of Association and the Regulations of the General Meeting of CNT S.A., the Company does not provide for a possibility of exercising voting rights by mail or by means of electronic communication.





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**VII. Date of registration of participation in the Ordinary General Meeting.**

The date of registration of participation in the Ordinary General Meeting of CNT S.A. convened for 9 June 2020 is **24 May 2020** (the "Record Day").

**VIII. Information on the right to participate in the Ordinary General Meeting.**

The right to participate in the Ordinary General Meeting is vested only in persons who are shareholders of the Company on the Record Day and who, within the period referred to in Article 406<sup>3</sup> § 2 of the Commercial Companies Code, requested the entity maintaining the securities account to issue a personal certificate of the right to participate in the Ordinary General Meeting. The request of the holder of dematerialized bearer shares of the Company is due to be submitted not earlier than after the announcement on convening the Ordinary General Meeting of the Company, i.e. not earlier than on **13 May 2020** and not later than on the first business day after the Record Day, i.e. not later than on **25 May 2020**.

**The persons entitled to participate in the Ordinary General Meeting of the Company convened for 9 June 2020 shall only be those shareholders who have fulfilled both of the following conditions:**

- a) they are shareholders of the Company as of the Record Date, i.e. 24 May 2020, and**
- b) have applied, not earlier than after the announcement on convening the Ordinary General Meeting on 13 May 2020 and not later than on 25 May 2020, to the entity maintaining their securities accounts for issuing a personal certificate on the right to participate in the Ordinary General Meeting.**

**Persons arriving at the Ordinary General Meeting are obliged to have a document confirming their identity.**

**The Board of Management of CNT S.A. recommends that the shareholders/authorized representatives coming to the Ordinary General Meeting should have a document of a registered certificate of the right to participate in the Ordinary General Meeting drawn up in accordance with Article 406<sup>3</sup> § 3 of the Commercial Companies Code.**

**IX. List of shareholders.**

Pursuant to Art. 407 § 1 of the Commercial Companies Code, a list of shareholders entitled to participate in the Ordinary General Meeting shall be displayed at the Company's registered office in Sosnowiec,





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Partyzantów 11, from 7 a.m. to 3 p.m., three business days before holding the Ordinary General Meeting, i.e. on **4, 5, and 8 June 2020**.

The list of the shareholders referred to above shall be drawn up on the basis of the list prepared and made available to the Company by the entity maintaining the depository of securities (KDPW S.A.). A shareholder of the Company can browse the list of shareholders in the offices of the Board of Management and demand a copy of the list against reimbursement of the costs of its preparation. A shareholder of the Company can request that the list of shareholders entitled to participate in the Ordinary General Meeting be sent to him or her free of charge by e-mail, at his or her own e-mail address.

### **X. Access to documentation.**

Pursuant to the provisions of the Commercial Companies Code, from the date of convening the OGM, the Company publishes an announcement on convening the OGM, any required documents and information to be presented at the Ordinary General Meeting, as well as draft resolutions on its website, at <http://www.cntsa.pl>. At the same time, from the date of the announcement on convening the OGM, i.e. from 13 May 2020 to the day preceding the date of holding the General Meeting, the persons entitled to participate in the General Meeting can familiarise themselves with the documentation related to convening the OGM at the registered office of the Company at Partyzantów 11, Sosnowiec, from Monday to Friday from 7 a.m. to 3 p.m.

### **XI. Additional information.**

Documents sent to: [wz@cntsa.pl](mailto:wz@cntsa.pl) should be sent in PDF or JPG format in Polish or with a sworn translation into Polish.

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

Within one week from the end of the Ordinary General Meeting, the Company shall disclose the results of voting within the scope indicated in art. 421 § 4 and art. 421 § 2 of the Commercial Companies Code on its website. The results of voting shall be available on the Company's website: <http://www.cntsa.pl> until the deadline for appealing against the resolutions of the OGM expires.



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At the same time, the Board of Management hereby informs that in matters not covered by this announcement, the provisions of the Commercial Companies Code and the Company's Articles of Association shall apply. Should you have any further questions or doubts regarding the participation in the Ordinary General Meeting, please contact the Company on (32) 294 40 11 or on (32) 294 40 19, or e-mail at: [wz@cntsa.pl](mailto:wz@cntsa.pl)

On the basis of the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation), Official Journal of the European Union L 119/1, the Company hereby informs that in connection with the convening of the Ordinary General Meeting, the Company can process the personal data of the Company's shareholders, proxies entitled to vote or other persons entitled to exercise voting rights at the Ordinary General Meeting, including personal data disclosed during and in connection with the Ordinary General Meeting.

The administrator of personal data is Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec (41-200), Partyzantów 11

The full information about your personal data processing in connection with the implementation of the abovementioned purpose, you can find on the website: <https://ir.cntsa.pl/>, in the dedicated information clause "GDPR Clause": <https://ir.cntsa.pl/klauzula-rodo>

You can contact the Data Protection Officer appointed by the Company via the following email address: [iod@cntsa.pl](mailto:iod@cntsa.pl)

Jacek Taźbirek – President of the Board

Signature:

Sosnowiec, 13 May 2020

