

# LPP

## **Notice of the Management Board of LPP SA with its Registered Office in Gdańsk on Convening the Extraordinary General Meeting of the Company**

### **1. Date, time and place of the Extraordinary General Meeting and its detailed agenda :**

The Management Board of LPP Spółka Akcyjna with its registered office in Gdańsk ("Company"), acting under Article 395 § 1, Article 399 § 1 in connection with Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code ("CCC") and §§ 27, 28 and 29 of the Company's Articles of Association, hereby convenes the Extraordinary General Meeting of the Company to be held on 20 October 2017, at 10:00 a.m., in the Company's registered office in Gdańsk, at ul. Łąkowa 39/44, with the following agenda:

1. opening of the session and election of the Chairman of the Meeting,
2. establishing whether the General Meeting has been duly convened and has the capacity to adopt resolutions, the drawing up of the list of attendance,
3. election of the Ballot Counting Committee,
4. adoption of the agenda,
5. dismissal of current members of the Supervisory Board,
6. appointment of new members of the Supervisory Board,
7. determination of a remuneration for members of the Supervisory Board for performing their duties,
8. amendment to § 31(1) of the Company's Articles of Association,
9. closing of the Meeting's session.

At the same time, the Management Board states that the aforementioned items on the agenda of the Extraordinary General Meeting are justified by the following circumstances:

1. Item 1 to 4 on the agenda are procedural and required for the proper organization of the General Meeting.
2. Items 5 and 6 on the agenda stem from the requirement to determine the composition of the Company's Supervisory Board, thus permitting the appointment of an audit committee following the criteria provided for in the Act on Statutory Auditors, Audit Companies and Public Supervision, dated 11 May 2017 (Journal of Laws of 2017, item 1089).
3. Item 7 on the agenda stems from the requirement to determine the remuneration due to members of the Supervisory Board for performing their respective duties, which falls within the competencies of the General Meeting (Article 392 § 1 of the CCC and § 8(1) of the Rules and Regulations of the Supervisory Board).

4. Item 8 on the agenda stems from the intention to permit General Meetings to be held also in Pruszcz Gdański, where the Company's logistics centre with conference facilities is located. According to Article 403 of the CCC, the above requires a relevant provision to be implemented in the Company's Articles of Association.
5. Item 9 on the agenda is procedural.

## **2. Electronic communication between shareholders and the Company in connection with the Extraordinary General Meeting**

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

Electronic communication between shareholders and the Company takes place using the following e-mail address: [wza@lpp.com.pl](mailto:wza@lpp.com.pl). The risk associated with the use of electronic communication with the Company is borne by the shareholder.

Along with the documents sent by a shareholder electronically, drawn up in the original language other than Polish, the shareholder sends their Polish translation prepared by a sworn translator.

All documents sent electronically by the shareholder to the Company and from the Company to the shareholder should be scanned (converted) into the "PDF" format.

## **3. Shareholders' rights to supplement the agenda of the General Meeting and propose draft resolutions**

### **3.1. Shareholders' right to request specific items to be put on the agenda of the General Meeting**

The Company's shareholder(s) representing at least one twentieth of the share capital may request to put specific items on the agenda of the Extraordinary General Meeting of the Company. The said request, with reasons or a draft resolution concerning the proposed item of the agenda, should be submitted to the Management Board not later than 21 days before the date of the Meeting, i.e. by 29 September 2017. The request may be submitted in writing or in an electronic form – following the rules set forth in section 2 above. The request submitted both in writing and electronically must be attached with a copy of a deposit certificate and the documents referred to in section 4.2(b) below.

### **3.2. Shareholder's right to submit draft resolutions**

The Company's shareholder(s) representing at least one twentieth of the share capital may, before the date of the Extraordinary General Meeting, submit draft resolutions concerning items put on the agenda of the Extraordinary General Meeting or items which are to be added to the agenda. The above applies also to proposing candidates for the position of member of the Supervisory Board. A notice to that effect may be submitted in an electronic form following the rules set forth in section 2 above, or in writing. The said notice must be attached with documents referred to in section 4.2(b), and, if a draft resolution refers to a candidate for the position of member of the Supervisory Board, it must be attached also with such person's consent for being a candidate and performing the duties in question, his/her CV and statements on the fulfilment of the criteria of independence from the Company within the meaning of Article 129(3)

of the Act on Statutory Auditors, Audit Companies and Public Supervision, dated 11 May 2017 (Journal of Laws of 2017, item 1089).

During the Extraordinary General Meeting, each shareholder may submit draft resolutions on items put on the agenda. Such draft resolutions should be presented in Polish. In case of proposing a candidate for the position of member of the Supervisory Board, it is required to provide (or attach to the minutes) such person's consent for being a candidate and performing the said duties, his/her CV and statements on the fulfilment of the criteria of independence from the Company within the meaning of Article 129(3) of the Act on Statutory Auditors, Audit Companies and Public Supervision, dated 11 May 2017 (Journal of Laws of 2017, item 1089).

#### **4. Manner of exercising the voting right by proxy**

##### **4.1. General rules for exercising the voting right by proxy**

A shareholder being a natural person may participate in the Extraordinary General Meeting and exercise his/her right to vote in person or by proxy. A shareholder who is not a natural person may participate in the Extraordinary General Meeting by person(s) authorized to represent it (with a power and authority to make declarations of will on its behalf) or by proxy.

A power of attorney to attend the Meeting and vote by proxy must be granted in writing or in an electronic form.

A proxy exercises all rights of the shareholder at the Extraordinary General Meeting unless the power of attorney provides otherwise. A proxy may grant a further power of attorneys if so provided for in the power of attorney. A proxy may represent more than one shareholder and vote differently for each shareholder. A shareholder holding shares registered on more than one securities account may appoint separate proxies to exercise the rights attached to shares held on each account.

At the same time, the Company informs that if a shareholder grants the power of attorney together with a voting instruction, the Company will not verify whether proxies exercise voting rights as instructed by shareholders. Consequently, the Company informs that the voting instruction should be given to the appointed proxy only.

From the date of convening this Extraordinary General Meeting, the forms for exercising voting rights by proxy are available on the Company's website at: [www.lppsa.com/relacje-inwestorskie/walne-zgromadzenia](http://www.lppsa.com/relacje-inwestorskie/walne-zgromadzenia).

##### **4.2. Manner of notifying the Company of the power of attorney granted by means of electronic communication**

- (a) Shareholders notify the Company of having granted the power of attorney in an electronic form using the following e-mail address: [wza@lpp.com.pl](mailto:wza@lpp.com.pl). In the notice, the shareholder provides his/her phone number and e-mail address as well as a telephone number and e-mail address of the proxy through whom the Company will be able to communicate with the shareholder and with the proxy. The notice on the granting of the power of attorney should also include information on the scope of the power of attorney i.e. indicate the number of shares based on which the voting right will be exercised and the date of the General Meeting at which these rights will be exercised.

- (b) Along with the notice on the power of attorney granted in an electronic form, the shareholder sends the wording (text) of the power of attorney, without the instructions for exercising the right to vote by proxy, a scan of an ID card or passport pages enabling the identification of the shareholder and the proxy, or a scan of another document enabling to identify the shareholder granting the power of attorney and the proxy. If the power of attorney is granted by a legal person (as defined in Article 33 of the Polish Civil Code) or an organizational unit without legal personality but with legal capacity (according to Article 33<sup>1</sup> § 1 of the Polish Civil Code), the shareholder sends the scanned copy of the register in which it is entered or a scan of another document confirming the authorization for persons acting on behalf of such an entity. If the power of attorney is granted to a legal person or an organizational unit without legal personality but with legal capacity, the shareholder sends additionally a scan of the register in which the proxy is registered or another document confirming the existence of such an entity and persons authorized to act on its behalf.
- (c) The rules set forth in section 4.2(b) above apply accordingly to notices sent to the Company by e-mail to revoke the power of attorney.
- (d) The notice on the granting or revocation of the power of attorney in an electronic form should be made no later than by 12:00 o'clock on the day preceding the commencement of the session of the Extraordinary General Meeting.
- (e) The fulfilment of duties set forth in section 4.2(b) above does not exempt the proxy from the duty to provide, while preparing the list of attendance comprising persons entitled to attend the General Meeting, the documents specified therein, required to identify the shareholder and the proxy.

#### 4.3. Verification of the validity of the power of attorney and identification of the shareholder and the proxy

In order to verify the validity of the power of attorney granted in an electronic form and to identify the shareholder and the proxy, upon receipt of the notice on the granting of the power of attorney in an electronic form in accordance with section 4.2 (a) and (b), the Company takes actions to verify whether the information specified under section 4.2(a) and scans of documents listed in section 4.2(b) have been provided, and, in case of legal persons and organizational units without legal personality but with legal capacity, whether the power of attorney has been granted by persons authorized to represent a given entity.

The Company is entitled to communicate by phone, at the number provided by the shareholder according to section 4.2(a), or by a return e-mail message, to verify whether a given shareholder has granted the power of attorney in an electronic form.

Additionally, the Company may 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, with such actions being proportionate to the objective to be achieved.

The notice on the granting or revocation of the power of attorney in an electronic form without fulfilling the requirements specified in section 4.2 (a), (b) and (d) is not binding for the Company.

4.4. Power of attorney granted to a member of the Management Board of the Company or its employee

A member of the Management Board and an employee of the Company may act as proxies of shareholders at the General Meeting.

If a shareholder's proxy at the Extraordinary General Meeting is a member of the Management Board, a member of the Supervisory Board, the Company's employee, a member of governing bodies or an employee of a subsidiary of LPP SA in Gdańsk, then the power of attorney may authorise to represent the shareholder at a given Extraordinary General Meeting only. The proxy is required to inform the shareholder of any circumstances indicating the existence, or possibility, of a conflict of interests. In such cases, no further power of attorney may be granted.

The proxy, referred to in the preceding section, votes as instructed by the shareholder.

5. Possibility and manner of participation in the Company's Extraordinary General Meeting by means of electronic communication

The Company does not provide for the possibility of participating in the Extraordinary General Meeting by means of electronic communication.

6. Manner of giving opinions during the Extraordinary General Meeting by means of electronic communication

The Company does not provide for the possibility of giving opinions during the Extraordinary General Meeting by means of electronic communication.

7. Manner of exercising the voting right by correspondence or by means of electronic communication

The Company does not provide for the possibility of exercising voting rights at the Extraordinary General Meeting by correspondence or by means of electronic communication.

8. Day of registration of participation in the Extraordinary General Meeting

The date of registration of participation in the Extraordinary General Meeting, referred to in Article 406<sup>1</sup> § 1 of the Commercial Companies Code, is 4 October 2017 ("Registration Date").

9. Information on the right to participate in the Extraordinary General Meeting of the Company

According to Article 406<sup>1</sup> § 1 of the Commercial Companies Code, the right to participate in the Extraordinary General Meeting of the Company is given to persons being shareholders of the Company at the Registration Date.

In order to ensure participation in the Extraordinary General Meeting, a shareholder eligible under dematerialised bearer shares should request - not earlier than upon announcement on the convening of the Extraordinary General Meeting, i.e. not earlier than 21 September 2017 and not later than on the first business day after the Registration Date, i.e. not later than 5 October 2017 – the entity keeping their securities account to issue a personal certificate of entitlement to participate in the Extraordinary General

Meeting of the Company. Certificates of entitlement to participate in the Extraordinary General Meeting will serve as the basis for preparing lists to be submitted to the entity keeping a securities depository in accordance with the regulations on the trading in financial instruments.

Shareholders entitled to participate in the Extraordinary General Meeting will only be those who:

- (a) are shareholders of the Company at the Registration Date (4 October 2017 r.), and who
- (b) requested – not earlier than 21 September 2017 and not later than 5 October 2017 – the entity keeping their securities accounts to issue a personal certificate of entitlement to participate in the Extraordinary General Meeting.

#### **10. List of shareholders**

The list of shareholders entitled to participate in the Extraordinary General Meeting of the Company, as required under Article 407 § 1 of the Commercial Companies Code, will be displayed in Gdańsk, at ul. Łąkowa 39/44, from 9:00 am to 3:00 pm, three business days before the date of the Meeting, i.e. on 17, 18 and 19 October 2017. The list of shareholders will be drawn up on the basis of a list drawn up and provided to the Company by the entity keeping the securities depository as provided for in Article 406<sup>3</sup> §§ 7 and 8 of the Commercial Companies Code.

The shareholder may request to receive the list of shareholders entitled to participate in the Extraordinary General Meeting by e-mail, free of charge, by providing his/her own e-mail address to which the list should be sent.

According to Article 407 § 2 of the Commercial Companies Code, a week before the Extraordinary General Meeting, i.e. on 11-18 October 2017, from 9:00 am to 3:00 pm, in Gdańsk, at ul. Łąkowa 39/44, on weekdays from Monday to Friday, it will be possible to obtain copies of motions on items put on the agenda.

#### **11. Access to documents**

The full text of documents to be submitted to the Extraordinary General Meeting together with draft resolutions (and in cases where no resolution is planned to be adopted on a given item - comments of the Management Board) will be posted on the Company's website – <http://www.lppsa.com/relacje-inwestorskie/walne-zgromadzenia>, from the date of convening the Extraordinary General Meeting of the Company, pursuant to Article 402<sup>3</sup> § 1 of the Commercial Companies Code. Comments of the Management Board or the Supervisory Board of the Company on items put on the agenda of the General Meeting or items to be added to the agenda before the date of the Meeting will be available at the Company's website immediately after being prepared.

Any information on the Extraordinary General Meeting will be available at the website <http://www.lppsa.com/relacje-inwestorskie/walne-zgromadzenia>.

#### **12. Proposed amendments to the Articles of Association**

12.1. As required under Article 402 § 2 of the Commercial Companies Code, the Company's Management Board announces the proposed amendments to the Company's Articles of Association:

(a) current wording of § 31(1) of the Company's Articles of Association:

"General Meetings shall be held in Gdańsk, Warsaw, Sopot, in a venue specified by the Management Board."

(b) following the proposed amendment, § 31(1) shall read as follows:

"General Meetings shall be held in Gdańsk, Warsaw, Sopot, Pruszcz Gdański, in a venue specified by the Management Board."