



**FORM TO EXERCISE VOTING RIGHTS BY PROXY**

This form allows to exercise the shareholder's voting rights at the Extraordinary General Meeting of LPP SA ("LPP SA", "Company"), held on 13 September 2019, by a proxy

.....  
*(first name and family name / company name, place and address of residence / registered office address, type and number of identity document / register and entry number, Resident Identification Number / Tax Identification Number)*

acting on behalf of the Shareholder

.....  
*(first name and family name / company name, place and address of residence / registered office address, type and number of identity document / register and entry number, Resident Identification Number / Tax Identification Number)*

As a shareholder entitled to exercise voting rights at the Extraordinary General Meeting of LPP SA convened on 13 September 2019, with this form, I hereby provide instruction on voting by proxy on the resolutions to be adopted according to the agenda presented in the notice on convening of the Extraordinary General Meeting of LPP SA.

.....  
*(Place, date and signature)*

**Information:**

The Company draws attention to the fact that the use of this form by proxy and the shareholder is not mandatory. The form does not replace the power of attorney granted by the shareholder.

The Company does not verify the voting carried out by proxy, i.e. it does not examine whether the proxy exercises the right to vote in accordance with the instructions received from the shareholder. Voting made in violation of this instruction does not affect the effectiveness of the act.

The form contains the draft resolutions intended to be adopted by the Extraordinary General Meeting held on 13 September 2019, together with instructions on how to vote provided to the proxy by the shareholder. In a situation where the shareholder authorizes a proxy to vote differently from the shares held by him/her, the proxy should indicate in the appropriate box the number of votes and the number

of shares for which he/she votes "for", "against" or abstains from voting. The form filled incorrectly or inconclusively will not be taken into account in the results of the vote on a given resolution.

In case of open voting, the form filled by the shareholder may constitute a voting card for the proxy. The proxy voting using the form should submit the form to the Chairman of the Extraordinary General Meeting after the vote has been cast for a given resolution. The Chairman of the Extraordinary General Meeting will inform the General Meeting of Shareholders on voting using the form and will take into account the ballot when counting votes cast for a given resolution. In case of a secret ballot, the form filled by the shareholder is treated merely as a written instruction on how to vote by proxy in the vote and should be retained by him/her.

For voting at the Extraordinary General Meeting using the system of electronic voting the form constitutes the instructions for the proxy on how to vote on a given matter.

# LPP

Re: Item 1 of the agenda:

**RESOLUTION No. 1  
OF THE EXTRAORDINARY GENERAL MEETING OF LPP SA  
of 13 September 2019  
on the election of the Chairman of the Meeting**

Based on Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting elects [...] as the Chairman of today's Meeting.

## INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> <b>IN FAVOUR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
<b>Number of shares:</b> .....	<b>I DISSENT</b>	<b>Number of shares:</b> .....
<b>Number of votes:</b> .....	<b>Number of shares:</b> .....	<b>Number of votes:</b> .....
	<b>Number of votes:</b> .....	

# LPP

Re: Item 3 of the agenda:

**RESOLUTION NO. 2  
OF THE EXTRAORDINARY GENERAL MEETING OF LPP SA  
of 13 September 2019  
on the adoption of the agenda**

The Extraordinary General Meeting of LPP SA adopts the following agenda of today's Meeting:

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. Adoption of the agenda.
4. Adoption of the resolution on the issuance of bonds.
5. Adoption of the resolution on the cross-border merger of LPP SA with Gothals Ltd with its registered office in Nicosia (Cyprus).
6. Amendment to § 3 of the By-Laws of LPP SA.
7. Closing of the Meeting's session.

## INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> <b>IN FAVOUR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
<b>Number of shares:</b> .....	<b>I DISSENT</b>	<b>Number of shares:</b> .....
<b>Number of votes:</b> .....	<b>Number of shares:</b> .....	<b>Number of votes:</b> .....
	<b>Number of votes:</b> .....	

# LPP

Re: Item 4 of the agenda:

**RESOLUTION NO 3  
OF THE EXTRAORDINARY GENERAL MEETING OF LPP SA  
of 13 September 2019  
on the issuance of bonds**

1. Under § 33 subparagraph 1 point 5 of the By-Laws of LPP SA, the Extraordinary General Meeting of LLP SA gives its consent for the issuance by the Company of bonds and for the establishment by the Company of a bond issuance programme on the following terms and conditions:
  - the Company shall issue bonds of the total nominal value of up to PLN 300,000,000 (three hundred million Polish zlotys);
  - bonds shall be issued under Article 33 section 2 of the Bonds Act of 15 January 2015 (consolidated text: Journal of Laws of 2018, item 483, as amended; further referred to as the “Bonds Act”) by way of proposed acquisitions by specified qualified investors [within the meaning of Article 2 letter e of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (Official Journal EU L 168, p. 12);
  - bonds shall not have the form of a document (in accordance with Article 8 paragraphs 1 and 2 of the Bonds Act);
  - bonds shall be issued in series of a value and in quantities specified by the Company’s Management Board;
  - the planned buyout of bonds shall take place five years from the date of issuance of a given series of bonds;
  - it shall not be required to specify the purpose of bonds.
2. Furthermore, the Extraordinary General Meeting gives its consent for the incurring by the Company of any and all obligations related to the issuance of bonds and for the establishment of collaterals.
3. Additionally, the Extraordinary General Meeting gives its consent for the undertaking by the Management Board of any and all activities related to the issuance of bonds, including the establishment of a bond issuance programme and determination of any and all issuance terms and conditions. Each issue of bonds shall require a consent of the Supervisory Board.”

**INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY**

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<input type="checkbox"/> <b>IN FAVOUR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
<b>Number of shares:</b> .....	<b>I DISSENT</b>	<b>Number of shares:</b> .....
<b>Number of votes:</b> .....	<b>Number of shares:</b> .....	<b>Number of votes:</b> .....
	<b>Number of votes:</b> .....	

# LPP

Re: Item 5 of the agenda:

**RESOLUTION NO. 4  
OF THE EXTRAORDINARY GENERAL MEETING OF LPP SA  
of 13 September 2019 on the cross-border merger with Gothals Ltd**

**§ 1**

**Approval of the Plan for the Cross-Border Merger**

1. The Extraordinary General Meeting of **LPP spółka akcyjna (joint-stock company)** with its registered office in Gdańsk, at ul. Łąkowa 39/44, 80-769 Gdańsk, entered into the Register of Entrepreneurs kept by the District Court for Gdańsk-North in Gdańsk, 7<sup>th</sup> Economic Division of the National Court Register, under number KRS 000000778, NIP (taxpayer's identification number) 583-10-14-898, REGON (statistical identification number) 190852164, of a share capital of PLN 3 704 846 (fully paid up) (hereinafter the "**Acquiring Company**"), hereby approves the joint plan for the cross-border merger prepared on the 9<sup>th</sup> of August 2019 by the Acquiring Company and **Gothals Limited**, a company organized and validly existing under the laws of Cyprus, with its registered office in Nicosia, at 5 Themistocles Dervis Street, Elenion Building 2<sup>nd</sup> Floor, CY-1066 Nicosia, Cyprus, entered into the Enterprise Register of the Ministry of Trade, Industry and Tourism, the Department of Registrar of Companies and Official Receiver, under number HE 209767 (hereinafter the "**Target Company**"), forming an appendix hereto.
2. The merger plan has been made available free of charge to the public one month before the date of this General Meeting adopting the resolution on the merger and has been continuously available so far and will be available until the day of ending this General Meeting pursuant to Article 516<sup>4</sup>, second clause, of the Commercial Companies Code.
3. The merger plan has not been examined by an expert due to the fact that the Acquiring Company holds all shares in the share capital of the Target Company, and, in accordance with Article 516<sup>15</sup> § 1 of the Commercial Companies Code, the duty to examine the same does not apply.

**§ 2**

**By-Laws of the Acquiring Company**

1. Due to the fact that the Acquiring Company is the sole shareholder of the Target Company, the cross-border merger shall be proceeded without increasing the share capital and, furthermore, there are no other circumstances requiring any amendments to the By-Laws of the Acquiring Company in connection with the merger.

2. With regard to the above, the Extraordinary General Meeting approves the current wording of the By-Laws.

**§ 3**

**Cross-Border Merger**

1. The Extraordinary General Meeting of the Acquiring Company resolves to carry into effect the cross-border merger of the Acquiring Company with the Target Company by transferring the assets of the Target Company to the Acquiring Company.
2. The merger shall be effected pursuant to Article 516<sup>1</sup> in connection with Article 516<sup>15</sup> §§ 1 and 2 in connection with Article 492 § 1 subparagraph 1 and Article 515 § 1 of the Commercial Companies Code and Section 201 Θ – 201 ΚΔ Chapter 113 of the Cypriot Companies Law, taking into consideration the provisions of the Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (Official Journal EU L of 2017, it. 169, p. 46), on the basis of the joint plan for the cross-border merger adopted on the 9<sup>th</sup> of August 2019.
3. As a result of the cross-border merger, on the merger date, the Acquiring Company shall assume, by way of universal succession, all rights and duties of the Target Company, whereas the Target Company shall be dissolved without being liquidated.
4. The cross-border merger shall be effected without increasing the share capital, considering the fact that the Acquiring Company holds all shares in the share capital of the Target Company.”

**INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY**

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<input type="checkbox"/> <b>IN FAVOUR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
<b>Number of shares:</b> .....	<b>I DISSENT</b>	<b>Number of shares:</b> .....
<b>Number of votes:</b> .....	<b>Number of shares:</b> .....	<b>Number of votes:</b> .....
	<b>Number of votes:</b> .....	



# LPP

Re: Item 6 of the agenda:

**RESOLUTION NO 5  
OF THE EXTRAORDINARY GENERAL MEETING OF LPP SA  
of 13 September 2019  
on the amendment to the Company's By-Laws**

Under § 33 subparagraph 1 point 6 of the By-Laws of LPP SA in connection with Article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of LPP SA amends the wording of § 3 of the By-Laws of LPP SA as follows: at the end of the provision, a full stop shall be replaced with a comma and the following item shall be added after the comma: "*79. Research and development works – PKD 72.*".

## INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> <b>IN FAVOUR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
<b>Number of shares:</b> .....	<b>I DISSENT</b>	<b>Number of shares:</b> .....
<b>Number of votes:</b> .....	<b>Number of shares:</b> .....	<b>Number of votes:</b> .....
	<b>Number of votes:</b> .....	