

**ANNOUNCEMENT  
OF AN EXTRAORDINARY GENERAL MEETING**

The Management Board of WIKANA S.A., based in Lublin (the "Company"), entered into the register of companies at the National Court Register, maintained by the District Court in Lublin, 6th Commercial Division, under number KRS 0000144421, pursuant to art. 399 § 1, art. 402<sup>1</sup> and art. 402<sup>2</sup> of the Polish Commercial Companies Code and § 38 sec. 1 of the Ordinance of the Minister of Finance dated 19 February 2009 on current and periodic information disclosed by issuers of securities and the conditions for recognising as equivalent information required by the laws of a non-member state (Polish Journal of Laws 09.33.259), hereby **calls an Extraordinary General Meeting of WIKANA S.A., based in Lublin** (the "General Meeting"), which is to take place on **29 August 2014**, at **17:30**, at the Office of Notary Robert Fronca, ul. Spokojna 17/15 in Lublin, with the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Selection of the Chairperson of the Extraordinary General Meeting.
3. Confirmation of the validity of the Extraordinary General Meeting and its ability to adopt resolutions.
4. Approving the Extraordinary General Meeting agenda.
5. Appointing the Returning Committee.
6. Adoption of a resolution concerning a share capital increase through issue of new series H shares with full exclusion of existing shareholders' pre-emptive rights.
7. Adoption of a resolution concerning consent for seeking admission and introduction of series H to regulated-market trading and for dematerialisation of series H shares.
8. Adoption of a resolution on amendment of paragraph 10 of the Company's Articles of Association.
9. Adoption of a resolution on an authorisation for the Supervisory Board to establish a consolidated text of the Company's Articles of Association.
10. Closing the Extraordinary General Meeting.

1. Participation registration date and right to participate in the Extraordinary General Meeting

The Company's Management Board announces that, in accordance with art. 406<sup>1</sup> of the Polish Commercial Companies Code, the right to participate in the General Meeting is reserved to those persons that are shareholders in the Company 16 days before the General Meeting date, i.e. on 13 August 2014 (the "**registration date**"), provided that - pursuant to art. 406<sup>3</sup> § 2 of the Polish Commercial Companies Code - they submit a request to the entity maintaining their securities account regarding a registered certificate for the right to participate in the General Meeting, in a form provided for in legal regulations. The request to issue a registered certificate for the right to participate in the General Meeting should be submitted to the entity maintaining the securities account in the period from the date of this General Meeting announcement to the first business day after the registration date, i.e. by 14 August 2014.

A list of shareholders authorised to participate in the General Meeting will be drafted on the basis of a dematerialised share register provided by the entity maintaining the securities deposit (the Central Securities Depository of Poland - KDPW) and will be made available at the Company's Management Board's office in Lublin, ul. Cisowa 11 between 9:00 and 16:00 for three business days prior to the



General Meeting, i.e. from 26 August 2014 to 28 August 2014. Shareholders may view the shareholder list at the Management Board's office and request a copy, at their expense. During the period of three business days before the General Meeting, shareholders may request that the list of shareholders authorised to participate in the General Meeting be sent to them by email at no charge, stating their email address. This request should be in written form, signed by the shareholder or persons authorised to represent the shareholder and be sent to [info@wikana.pl](mailto:info@wikana.pl) in PDF format.

Attached to the request should be copies of documents confirming that the person submitting the request is a shareholder in the Company and confirming the identity of the shareholder or persons authorised to represent the shareholder, i.e.:

- if the shareholder is a natural person - a copy of his/her ID, passport or other government-issued document confirming the shareholder's identity;
- in the case of a shareholder other than a natural person (legal entity, organisational unit without legal personality) - a copy of an excerpt from the relevant register or other document confirming a natural person(s) authorisation to represent the shareholder, along with a copy of ID, passport or other government-issued document confirming the identity of the persons authorised to represent the shareholder;
- if a request is submitted through a power of attorney, then additionally - a copy of the power of attorney granted by the shareholder or person authorised to represent the shareholder (concerns shareholders other than natural persons), along with a copy of ID, passport or other government-issued document confirming the identity of the attorney or - if the attorney is not a natural person - then a copy of an excerpt from a relevant register or other document confirming the authorisation of the natural person(s) to represent the attorney, along with copies of IDs, passports or other government-issued documents confirming the identity of the natural person(s) authorised to represent the attorney.

## **2. Procedures for participating in the General Meeting and exercising voting rights**

### **2.1. Shareholder right to request inclusion of specific items on the general meeting agenda**

Pursuant to art. 401 §1 of the Polish Commercial Companies Code, a shareholder or shareholders representing at least one twentieth of share capital may request that specific matters be introduced to the agenda of the General Meeting to be held on 29 August 2014. This request should be submitted to the Company's Management Board no later than 21 days before the General Meeting date, i.e. by 8 August 2014. The request should contain a justification or a draft resolution concerning the proposed agenda item. The request may be submitted in writing at the Company's registered office or by email to the following address: [info@wikana.pl](mailto:info@wikana.pl).

### **2.2. Shareholder rights with regard to submitting draft resolutions concerning matters on the General Meeting agenda or matters that are to be introduced before the General Meeting date**

Pursuant to art. 401 §4 of the Polish Commercial Companies Code, a shareholder or shareholders representing at least one twentieth of share capital may, prior to the General Meeting date, submit to the Company, in writing or in electronic form to the following address: [info@wikana.pl](mailto:info@wikana.pl), draft resolutions concerning items on the General Meeting agenda or those that are to be included in the agenda.

The requests and motions from shareholders referred to in point 2.1 and point 2.2 above should be accompanied by copies of documents confirming the identity of the shareholders or persons acting on their behalf, including:

- a deposit receipt or certificate, issued by the entity maintaining the securities account where the Company's shares that the shareholder owns are recorded, which must state that he/she/it is in fact a

shareholder in the Company and that he/she/it represents at least one-twentieth of the Company's share capital;

- if the shareholder is a natural person - a copy of his/her ID, passport or other government-issued document confirming the shareholder's identity;

- in the case of a shareholder other than a natural person (legal entity, organisational unit without legal personality) - a copy of an excerpt from the relevant register or other document confirming a natural person(s) authorisation to represent the shareholder, along with a copy of ID, passport or other government-issued document confirming the identity of the persons authorised to represent the shareholder;

- if a request is submitted through a power of attorney, then additionally - a copy of the power of attorney granted by the shareholder or person authorised to represent the shareholder (concerns shareholders other than natural persons), along with a copy of ID, passport or other government-issued document confirming the identity of the attorney or - if the attorney is not a natural person - then a copy of an excerpt from a relevant register or other document confirming the authorisation of the natural person(s) to represent the attorney, along with copies of IDs, passports or other government-issued documents confirming the identity of the natural person(s) authorised to represent the attorney.

### **2.3. Shareholder rights with regard to submitting draft resolutions concerning matters introduced to the agenda during the General Meeting**

Pursuant to art. 401 § 5 of the Polish Commercial Companies Code, each shareholder in the Company may submit draft resolutions during the General Meeting that concern items on the agenda.

### **2.4. Means of participating in the General Meeting and exercising voting rights, including by an attorney, information about the forms used during voting through an attorney and the means of notifying the Company about appointment of an attorney using electronic communications**

Shareholders that are natural persons may participate in the General Meeting and exercise their voting rights either in person or through an attorney. Shareholders other than natural persons may participate in the General Meeting and exercise their voting rights either through a person authorised to represent them or through an attorney.

Shareholders will be allowed to participate in the General Meeting after showing an ID, and attorneys - after showing an ID and the relevant power of attorney. Attorneys or representatives of shareholders other than natural persons should additionally show current excerpts from the relevant registers, listing the persons authorised to represent these entities.

Pursuant to art. 412<sup>1</sup> § 2 of the Polish Commercial Companies Code, a power of attorney should be granted in writing or in electronic form. A power of attorney in electronic form does not require a secure electronic signature, verified by a valid qualified certificate.

A power of attorney in electronic form should be granted using the power of attorney template available at the 'investor relations' section of the Company's website: [www.wikana.pl](http://www.wikana.pl). The fact that a power of attorney has been issued should be communicated to the Company no later than one business day before the General Meeting, i.e. by 28 August 2014, by sending a PDF of the power of attorney, signed by the shareholder or - in the case of shareholders other than natural persons - by persons authorised to represent the shareholder to the following email address: [info@wikana.pl](mailto:info@wikana.pl). In order to identify the shareholder granting the power of attorney, the notification on grant of the power of attorney in electronic form should contain the following (as PDF attachments):

- if the shareholder is a natural person - a copy of his/her ID, passport or other government-issued document confirming the shareholder's identity;

- in the case of a shareholder other than a natural person (legal entity, organisational unit without legal personality) - a copy of an excerpt from the relevant register or other document confirming a natural person(s) authorisation to represent the shareholder, along with a copy of ID, passport or other

government-issued document confirming the identity of the persons authorised to represent the shareholder;

In the case of doubts regarding validity of the copies of the above documents, the Company's Management Board reserves the right to request the following from an attorney when the attendance list is being prepared:

- if the shareholder is a natural person - a copy, confirmed as a true copy of the original by a notary or other entity authorised to confirm this, of an ID, passport or other government-issued document confirming the shareholder's identity;
- in the case of a shareholder other than a natural person (legal entity, organisation unit without legal personality) - an original or a copy, confirmed as a true copy of the original by a notary or other entity authorised to confirm this, of an excerpt from the relevant register or other document confirming authorisation of the natural person(s) authorised to represent the shareholder.

In order to identify the shareholder, the Company's Management Board reserves the right to request the following from an attorney when the attendance list is being prepared:

- if the attorney is a natural person - a copy of ID, passport or other government-issued document confirming the attorney's identity;
- in the case of an attorney other than a natural person (legal entity, organisation unit without legal personality) - an original or a copy, confirmed as a true copy of the original by a notary or other entity authorised to confirm this, of an excerpt from the relevant register or other document confirming the authorisation of the natural person(s) authorised to represent the attorney and ID, passport or other government-issued document confirming identity of the persons authorised to represent the attorney at the General Meeting.

Information about the issue of a power of attorney should also contain the scope of the power of attorney by indicating the number of shares from which voting rights will be exercised.

In order to verify the validity of a power of attorney in electronic form, the Company has the right to undertake activities aimed at identifying the shareholder and attorney, in particular the right to seek responses to questions by email and the right to contact by phone. In the event of a lack of response to questions asked during such verification, the Company reserves the right to treat this as non-performance of the power of attorney verification, which will constitute the basis for refusing to allow an attorney to participate in the General Meeting.

If a member of the Management Board, member of the Supervisory Board, an employee of the Company or a member of the authorities or employee of the Company's subsidiaries is an attorney at the General Meeting, the power of attorney may be valid only for one General Meeting. An attorney is required to inform the shareholder of any circumstances that may indicate any actual or potential conflicts of interest. An attorney is required to inform the shareholder of any circumstances that may indicate any actual or potential conflicts of interest. The attorney votes in accordance with instructions provided by the shareholder, and appointing further attorneys is prohibited.

All documents prepared in a foreign language must be presented along with a sworn translation into Polish.

The forms referred to in art. 402<sup>3</sup> § 1 point 5 of the Polish Commercial Companies Code concerning exercise of voting rights by an attorney are available in the 'investor relations' section of the Company's website: [www.wikana.pl](http://www.wikana.pl).

In the case of written powers of attorney, it is not necessary to use the templates prepared by the Company.



## 2.5 Participating in the General Meeting and making verbal statements at the General Meeting, including exercise of voting rights, using electronic communications; exercising voting rights by mail

The Company's Articles of Association do not provide for the possibility to participate in the General Meeting, make verbal statements during the meeting or exercise voting rights using electronic means of communication.

The Company's Articles of Association do not provide for making verbal statements during the General Meeting, including exercising voting rights, by mail.

## 3. Materials relating to the General Meeting

A person authorised to participate in the General Meeting may obtain draft resolutions, including their justifications, as well as the entire documentation and comments by the Company's Management Board and Supervisory Board relating to the matters on the General Meeting's agenda or matters that are to be introduced to the agenda before the General Meeting date - at the Company's website: [www.wikana.pl](http://www.wikana.pl), in the 'investor relations' section and at the Company's registered office: Lublin, ul. Cisowa 11 between 9:00 and 16:00.

## 4. Attendance registration for the General Meeting

The persons authorised to participate in the General Meeting are asked to register and collect voting cards directly in front of the General Meeting room half an hour before commencement of the General Meeting.

## 5. Other information

Other information pertaining to the General Meeting will be made available on the Company's website: [www.wikana.pl](http://www.wikana.pl).

The Company's Management Board announces that in matters not covered by this announcement the provisions of the Polish Commercial Companies Code and the Company's Articles of Association apply, and therefore is asking the Company's shareholders to familiarise themselves with these regulations.

## 6. Proposed amendments to the Company's Articles of Association

### Current wording:

*"§ 10 1. The Company's share capital amounts to PLN 33 533 119.20 and is divided into 167 665 596 series G shares with a nominal value of PLN 0.20 each.*

*2. The Company may issue debt securities, including convertible bonds and bonds with pre-emptive rights to shares in the Company."*

### Proposed wording:

*"§ 10 1. The Company's share capital amounts to between PLN 33 533 119.40 and PLN 44 533 119.20, and is divided into:*

*- 167 665 596 series G ordinary bearer shares, with a nominal value of PLN 0.20 each,*

*- from 1 to 55 000 000 series H bearer shares, with a nominal value of PLN 0.20 each.*

*2. The Company may issue debt securities, including convertible bonds and bonds with pre-emptive rights to shares in the Company."*



Management Board

Sławomir Horbaczewski - President of the Management Board

Robert Pydzik - Member of the Management Board

Agnieszka Maliszewska - Member of the Management Board