



## **Announcement of convening an Ordinary General Meeting of Shareholders**

The Management Board of Elektrociepłownia „Będzin” S.A. based in Poznań, at ul. Bolesława Krzywoustego 7, 61-144 Poznań, for which register files are maintained by the District Court Katowice - Wschód in Katowice, 8 Business Division of the National Court Register, under entry number KRS 0000064511, NIP [taxpayer's ID no.] 6250007615, REGON [statistical no.] 271740563, on the basis of Article 399 § 1 CCC and § 19 of the Company's Statute, convenes an Ordinary General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. with the following agenda:

### **1. DATE, TIME AND PLACE OF THE GENERAL MEETING AND THE AGENDA.**

The Ordinary General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. is convened for **19 June 2017, 9.00** a.m. at the seat of Elektrociepłownia „Będzin” S.A., at ul. Bolesława Krzywoustego 7, 61-144 Poznań.

The Agenda of the Ordinary Meeting of Shareholders comprises:

1. Opening of the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Determining whether the General Meeting has been convened correctly and is capable of passing binding resolutions.
4. Departing from appointing a returning committee.
5. Adopting the agenda of the General Meeting.
6. Presenting the Management Report for the year 2016.
7. Presenting the financial statements of the Company for the year 2016.
8. Presenting the Management Report of the Corporate Group of Elektrociepłownia „Będzin” S.A. for the year 2016.
9. Presenting the Consolidated Financial Statements of the Corporate Group of Elektrociepłownia „Będzin” S.A. for the year 2016.
10. Presenting the Supervisory Board report for the financial year 2016.
11. Presenting the Supervisory Board reports regarding:



## **Announcement of convening an Ordinary General Meeting of Shareholders**

- audit of the financial statements of Elektrociepłownia „Będzin” S.A. and the Management Report for the year 2016 as well as the Management Board's proposal on appropriation of net profit for the financial year 2016.
- audit of the Consolidated financial statements of the Corporate Group of Elektrociepłownia „Będzin” S.A. and the Management Report of the Corporate Group of Elektrociepłownia „Będzin” S.A. for the year 2016.
- 12. Adopting a Resolution on approving the Management Report of Elektrociepłownia „Będzin” S.A. Company for the year 2016.
- 13. Adopting a Resolution on approving the Separate Financial Statements of Elektrociepłownia „Będzin” S.A. Company for
- 14. the year 2016.
- 15. Adopting a Resolution on approving the Management Report of the Corporate Group of Elektrociepłownia „Będzin” S.A. for the year 2016.
- 16. Adopting a Resolution on approving the Consolidated Financial Statements of the Corporate Group of Elektrociepłownia „Będzin” S.A. for the year 2016.
- 17. Adopting a Resolution on appropriation of the net profit for 2016
- 18. Adopting Resolutions on granting a vote of approval to the Members of the Company's Supervisory Bodies for performing their duties in the year 2016.
- 19. Adopting a Resolution on appointing the Supervisory Board of Elektrociepłownia „Będzin” S.A. of IX term.
- 20. Adopting a Resolution on amending the Company Statute
- 21. Adopting Resolutions on the principles of determining salaries of members of the Company supervisory body
- 22. Closing of the Ordinary General Meeting of Shareholders.

## **2. DESCRIPTION OF THE PROCEDURES CONCERNING THE PARTICIPATION IN AN ORDINARY GENERAL MEETING OF SHAREHOLDERS AND EXERCISING THE VOTING RIGHTS.**

- 2.1. A Shareholder's right to have certain matters placed on the agenda of the General Meeting.



## **Announcement of convening an Ordinary General Meeting of Shareholders**

A Shareholder or Shareholders representing at least one twentieth of the share capital may request that certain matters be placed on the agenda of the General Meeting. Such a request with justification or a draft resolution pertaining to the proposed item of the agenda must be submitted to the Management Board not later than twenty one days before the designated date of the Ordinary General Meeting of Shareholders, i.e. by **29th May 2017**. Such a request may be filed in writing to the following address: Zarząd Spółki Elektrociepłownia „Będzin” S.A. – ul. Bolesława Krzywoustego, nr 7, 61-144 Poznań or electronically to the following e-mail address: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

A Shareholder or Shareholders should append copies of their share certificates issued by entities running the securities' accounts of these Shareholders, which confirm their entitlement to request that certain matters be placed on the agenda of the General Meeting as well as the identity of the person or persons submitting the request.

The Management Board of Elektrociepłownia „Będzin” S.A. shall announce changes to the agenda made at the request of the Shareholders immediately, however, not later than eighteen days before the designated date of the Ordinary General Meeting of Shareholders, i.e. by 1 June 2017, in a manner due for the General Meeting to be convened, i.e. by placing them on the Company's website in the Events tab and in a manner specified for submitting current information as per the provisions on public offer and the conditions of introducing financial instruments into an organized trading system and on public companies.

2.2. A Shareholder's right to submit draft resolutions regarding the matters placed on the agenda of the General Meeting or matters that are to be placed on the agenda before the date of the General Meeting.

A Shareholder or Shareholders representing at least one twentieth of the share capital may, before the date of the General Meeting, submit draft resolutions regarding matters placed on the agenda of the General Meeting or matters that are to be placed on the agenda. Such draft resolutions may be made in writing to the following address: Zarząd Spółki Elektrociepłownia „Będzin” S.A. – ul. Bolesława Krzywoustego, nr 7, 61-144 Poznań or electronically to the following e-mail address: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

The Company shall immediately announce the draft resolutions in the Events tab on its website.

A Shareholder or Shareholders must append copies of their share certificates issued by entities running the securities' accounts of these Shareholders, which confirm their



## **Announcement of convening an Ordinary General Meeting of Shareholders**

entitlement to submit draft resolutions as well as the identity of the person or persons submitting draft resolutions.

2.3. A Shareholder's right to submit draft resolutions on the matters placed on the agenda during the General Meeting.

Every Shareholder may, during the General Meeting, submit draft resolutions pertaining to matters placed on the agenda. The draft resolutions should be submitted in Polish.

Information on the manner of exercising the right to vote by proxy, in particular on the forms used in proxy voting and the manner of notifying the Company of appointing a proxy using electronic communication means.

A Shareholder who is a natural person may participate in a General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. and exercise their right to vote personally or by proxy.

A Shareholder who is not a natural person may participate in a General Meeting and exercise their right to vote through a person empowered to make declarations of will on their behalf or by proxy.

The proxy should, under the pain of invalidity, be drawn up in writing and added to the minutes of the General Meeting or given in electronic form. A master proxy form is published on the Company's website at the following address: [www.ecbedzin.pl](http://www.ecbedzin.pl).

The company should be notified of the fact that proxy has been granted through electronic means, by sending a proxy form filled out and saved as a PDF file per electronic mail to the e-mail address of the Company: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

Information on proxy should feature the principal's signature, the scope of proxy and the number of shares on the basis of which the voting right shall be exercised as well as the date of the General Meeting on which these rights will be exercised. The information should also contain contact details of the principal (including the phone number or e-mail address) in conformity with the details specified in the broker's office that issued the document certifying the right to participate in the General Meeting.

The Company reserves the right to identify the shareholder and their proxy and to verify the proxy granted. The verification may consist, in particular, in determining, with an aid of the broker's office which issued the document certifying the right to participate in the General Meeting, the contact details of the principal and a question asked in electronic form



## **Announcement of convening an Ordinary General Meeting of Shareholders**

or on the phone aimed at confirming the identity of the shareholder and the proxy and confirming the fact of the proxy being granted and its scope. Failure to reply to the questions asked during verification shall be treated as the lack of possibility of verifying the proxy and shall form the basis for refusing the proxy's participation in the General Meeting. Verification on the phone shall be made immediately after obtaining information on the proxy in electronic form. The Company reserves the right to record phone calls.

The right to represent a shareholder who is not a natural person should result from a copy of the relevant register presented when drawing up the attendance list, presented as an original document or a certified copy made by a notary, or as another proxy. The person or persons granting a proxy on behalf of a shareholder who is not a natural person should be reflected in a current copy of the relevant register.

If a member of the Management Board, the Supervisory Board, a receiver, an officer of the Company or a member of the authorities or an officer of a subsidiary of Elektrociepłownia „Będzin” S.A. serves as a proxy, they are empowered to representation in one general meeting only. The proxy shall disclose any circumstances indicative of an actual or potential conflict of interests to the shareholder. Such a proxy votes as instructed by the shareholder and is excluded from granting further proxies.

### **3. PARTICIPATION AND MAKING STATEMENTS DURING AN ORDINARY GENERAL MEETING OF SHAREHOLDERS USING ELECTRONIC COMMUNICATION MEANS.**

The Statute of Elektrociepłownia „Będzin” S.A. does not provide for a possibility to participate and make statements during the General Meeting using electronic communication means.

### **4. EXERCISING THE VOTING RIGHT PER TRADITIONAL MAIL.**

The Regulations of the General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. do not permit voting per traditional mail.

### **5. DAY OF REGISTERING PARTICIPATION IN AN ORDINARY GENERAL MEETING OF SHAREHOLDERS.**



## **Announcement of convening an Ordinary General Meeting of Shareholders**

The day of registering participation in an Ordinary General Meeting of Shareholders is **3 June 2017** (art. 4061 § 1 CCC). The right to participate in the Ordinary General Meeting of Shareholders is only reserved for persons who are shareholders of the Company on the day of registering their participation in the Ordinary General Meeting of Shareholders.

### **6. INFORMATION ON THE RIGHT TO PARTICIPATE IN AN ORDINARY GENERAL MEETING OF SHAREHOLDERS.**

6.1. At the request of the person entitled on the basis of dematerialised shares of Elektrociepłownia „Będzin” S.A., submitted not earlier than once the notice of the Ordinary General Meeting of Shareholders has been announced, i.e. not earlier than **24 May 2017** (art. 4021 § 2 CCC) and not later than the first business day after the registration of participation, i.e. not later than **5 June 2017** (art. 4063 § 2 CCC), the entity in charge of the securities' account issues a personal certificate of the right to participate in an Ordinary General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A.

6.2. The following are entitled to participate in the Ordinary General Meeting of Shareholders on 19 June 2017:

- persons who were shareholders on the day of registering their participation in the Ordinary General Meeting of Shareholders, i.e. 3 June 2017, and:

- who requested the entity in charge of their securities' accounts, not earlier than **24 May 2017** and not later than **5 June 2017**, to issue a certificate entitling them to participate in the Ordinary General Meeting of Shareholders.

6.3. The list of shareholders entitled to participate in the Ordinary General Meeting of Shareholders is determined by the Company on the basis of a list drawn up by the entity in charge of a deposit of securities as per the provisions on financial instruments trading. The entity in charge of the securities' deposit draws up the list referred to above on the basis of lists handed over not later than twelve days before the date of the general meeting by entitled entities under the provisions of financial instruments trading. The basis for drawing up the lists handed over to the entity in charge of the securities' deposit are the certificates of the right to participate in a general meeting of shareholders of a public company.



## **Announcement of convening an Ordinary General Meeting of Shareholders**

The list of shareholders entitled to participate in a General Meeting of Shareholders shall be made available at the Company's seat in Poznań, ul. Bolesława Krzywoustego 7 from **13 to 16 June 2017**. (art. 407 § 1 CCC.)

6.4. A Shareholder may request that a list of shareholders entitled to participate in an Ordinary General Meeting of Shareholders be sent to them gratuitously per e-mail, by specifying their own e-mail address to which the list is to be sent. The request may be sent in electronic form to the Company's e-mail address: [inwestor@ecb.com.pl](mailto:inwestor@ecb.com.pl).

### **7. ACCESS TO DOCUMENTATION RELATED TO THE GENERAL MEETING OF SHAREHOLDERS.**

7.1. Full text of the documentation to be presented to the General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. along with draft resolutions shall be made available on the Company's website [www.ecbedzin.pl](http://www.ecbedzin.pl) as of the day of convening the Ordinary General Meeting of Shareholders. Comments or opinions of the Management Board or the Supervisory Board of Elektrociepłownia „Będzin” S.A. regarding matters placed on the agenda of the Ordinary General Meeting of Shareholders or matters that are to be placed on the agenda before the Ordinary General Meeting of Shareholders shall be made available on the Company's website [www.ecbedzin.pl](http://www.ecbedzin.pl) immediately after they have been drawn up.

7.2. A shareholder may request copies of motions in matters not covered by the agenda one week before the General Meeting of Shareholders.

### **8. ADDRESS OF THE WEBSITE WHERE INFORMATION ON THE GENERAL MEETING WILL BE POSTED.**

Information on the General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. is available at [www.ecbedzin.pl](http://www.ecbedzin.pl).