

## **Announcement of Calling the Ordinary General Meeting of Alchemia S.A. for 17 May 2018**

Pursuant to art. 399 § 1 of the Commercial Companies Code of 15th September, 2000 (Journal of Law 2000, no. 94, item 1037, as amended, hereinafter: "Commercial Companies Code") as well as to art. 402<sup>1</sup> § 1 KSH and art. 24(1) of the Company's Statute, the Management Board of Alchemia S.A. with its registered office in Warsaw, at ul. Jagiellońska 76, 03-301 Warszawa, entered into the National Court Register maintained by the District Court for the Capital City of Warsaw, XIII Commercial Division of the National Court Register, under entry No. 0000003096 (hereinafter: "ALC"), hereby calls the Ordinary General Meeting ("OGM") for **17 May 2018 at 10 a.m.** at the Company's registered office in Warsaw at ul. Jagiellońska 76.

The planned agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Listing attendance and asserting that the Ordinary General Meeting has been duly called and is capable of adopting resolutions.
4. Appointment of the Returning Committee.
5. Adoption of the agenda of the Ordinary General Meeting.
6. Consideration and adoption of a resolution on approving the financial statements of Alchemia S.A. for the year 2017.
7. Consideration and adoption of a resolution on approving the consolidated financial statements of Alchemia Capital Group for the year 2017.
8. Consideration and adoption of a resolution on approving the Management Board's Report on the operations of the Alchemia Capital Group for the year 2017, in accordance with the disclosure requirements for The Management Board's Report on the operations of the Parent Company Alchemia S.A. for the aforementioned period.
9. Consideration and adoption of a resolution on approving the Report on the activities of the Supervisory Board of Alchemia S.A. for the year 2017.
10. Adoption of a resolution on net profit distribution for the year 2017.
11. Adoption of a resolution on amendment of Resolution No. 18/2015 of the Ordinary General Meeting of Alchemia S.A. held on 17 June 2015, on authorizing the Management Board of Alchemia S.A. to acquire own shares for purposes of redemption or resale.
12. Granting discharge to members of the Management Board in respect of performance of their duties in the year 2017.
13. Granting discharge to members of the Supervisory Board in respect of performance of their duties in the year 2017.
14. Adoption of resolutions on changes in the composition of the Supervisory Board.
15. Any other business.
16. Closing the meeting.

Pursuant to Art. 402<sup>2</sup> of the Commercial Companies Code, the Company provides information on the rules of participation in the Company's Ordinary General Meeting ("OGM") hereinbelow.

### **The right to attend the Ordinary General Meeting**

Pursuant to Art. 406<sup>1</sup> § 1 of the Commercial Companies Code, only persons who are shareholders of the company sixteen days before the date of OGM (the day of registration of participation in the OGM) that is **1 May 2018**, have the right to attend the Ordinary General Meeting. Pledges and holders entitled to vote have the right to attend the General Meeting if

they are entered in the share register on the day of registration of their participation in the General Meeting.

To ensure participation in the OGM, a shareholder authorised on the basis of dematerialised bearer shares should request, no earlier than after the announcement of calling the OGM and no later than on the first business day after the date of registering participation in OGM, that is no later than on **2 May 2018**, the entity keeping the securities account to issue a personal certificate of eligibility to attend the OGM of Alchemia S.A.

It is recommended that shareholders collect the aforementioned certificate of eligibility to participate and bring it with them to the OGM.

The certificates of eligibility to attend the OGM will form the basis for preparing lists submitted to the entity maintaining the securities account in accordance with the regulations on trading financial instruments.

### **List of shareholders**

The list of shareholders authorised to attend the OGM will be displayed at ALC's registered office in Warsaw at ul. Jagiellońska 76, between 9 a.m. and 4 p.m. for 3 business days prior to the OGM, that is **between 14-16 May 2018**.

An ALC shareholder may request that the list of shareholders authorised to attend the OGM be sent to him or her free of charge by electronic mail, stating his or her own e-mail address to which the list should be sent. The request should be submitted in writing to the company's address or by e-mail sent to: [wz@alchemiasa.pl](mailto:wz@alchemiasa.pl).

Persons authorised to attend the OGM are requested to register and collect their voting cards directly in front of the meeting room 45 minutes prior to the start of the meeting.

### **Information on the rights of shareholders related to their attendance in the General Meeting**

#### **1. A shareholder's right to request that certain matters be included in the agenda of the General Meeting**

Pursuant to Art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of ALC's share capital may request that certain matters be included in the agenda of the OGM. The request shall be submitted to the Management Board of ALC not later than twenty-one days before the set date of the meeting, that is **until 26 April 2018**. The request should contain a justification or a draft resolution concerning the proposed item of the agenda. The request may be submitted in writing (sent to ALC's address) or as an electronic document in PDF format sent to ALC's e-mail address: [wz@alchemiasa.pl](mailto:wz@alchemiasa.pl).

The aforementioned request shall be deemed as duly submitted as confirmed by the date of its receipt by the Company, and in the case of using the electronic form, the date of placing that request in the Company's e-mail system (receipt on the e-mail server of the Company).

A shareholder or shareholders requesting the inclusion of specific matters in the agenda must present, together with the request, documents confirming their identity and the right to demand the inclusion of specific issues in the agenda of the Ordinary General Meeting, in particular:

1) a deposit certificate or a certificate on the right to attend the Ordinary General Meeting of the Company, issued by the entity maintaining the securities account in accordance with the regulations on trading in financial instruments, confirming that its addressee is a shareholder

of the Company and holds an appropriate number of shares as at the date of submitting the request, and

2) in the case of a shareholder who is a natural person - a copy of the identity card, passport or other document confirming identity,

3) in the case of a shareholder other than a natural person - a copy of an up-to-date excerpt, that is not older than 30 days prior to the date of the Ordinary General Meeting, from the relevant register or any other document confirming the authorisation to represent the shareholder.

The obligation to attach the documents referred to hereinabove applies to the shareholders submitting the request both in writing and electronically. Documents should be attached in a form appropriate to the form of request (paper document or a copy thereof, or a scan and convert to PDF format). The Company may take necessary actions to identify the shareholder or shareholders and verify the validity of the submitted documents. The Management Board of the Company shall immediately, but not later than eighteen days prior to the date of the Ordinary General Meeting, announce changes in the agenda introduced at the request of a shareholder or shareholders. The announcement of the new agenda will be published in the form of a current report by means of the Electronic Information Transmission System and placed on the Company's website [www.alchemiasa.pl](http://www.alchemiasa.pl), under the Investors / General Meeting tab.

## **2. A shareholder's right to submit draft resolutions**

Pursuant to Art. 401 § 4 of the Commercial Companies Code, a shareholder or shareholders of a public company representing at least one twentieth of the share capital may, prior to the date of the OGM, submit to ALC in writing (sent to ALC's address) or as an electronic document in PDF format sent to ALC's e-mail address: [wz@alchemiasa.pl](mailto:wz@alchemiasa.pl) draft resolutions concerning matters included in the agenda of the OGM or matters which are to be included in the agenda.

A shareholder or shareholders submitting draft resolutions must present, together with the request, documents confirming their identity and the right to demand that certain matters be placed on the agenda of the Ordinary General Meeting, in particular:

1) a deposit certificate or a certificate on the right to participate in the Ordinary General Meeting of the Company, issued by an entity maintaining a securities account in accordance with the regulations on trading in financial instruments, confirming that its addressee is a shareholder of the Company and holds an appropriate number of shares as at the date of submitting the request, and

2) in the case of a shareholder being a natural person - a copy of an identity card, passport or any other document confirming identity,

3) in the case of a shareholder being a person other than a natural person - a copy of an up-to-date excerpt from the relevant register or any other document confirming the authorisation to represent the shareholder.

The obligation to attach the documents referred to hereinabove applies to the shareholders submitting the request both in writing and electronically. Documents should be attached in a form appropriate to the form of request (paper document or a copy thereof, or a scan and convert to PDF format). The Company may take necessary actions to identify the shareholder or shareholders and verify the validity of the submitted documents. The Management Board of the Company shall immediately announce the draft resolutions submitted by a shareholder or shareholders. The announcement of the draft resolutions will be published in the form of a current report by means of the Electronic Information Transmission System and placed on the Company's website [www.alchemiasa.pl](http://www.alchemiasa.pl).

## **The right to participate in the OGM by a proxy**

A shareholder may participate in the Ordinary General Meeting of the Company and exercise his or her voting rights in person or by proxy. The proxy shall exercise all the rights of the shareholder at the General Meeting of Shareholders, unless the power of attorney provides otherwise. The proxy may grant a further power of attorney if it results from the content of the power of attorney. A proxy may represent more than one shareholder and vote differently from the shares of each shareholder.

The power of attorney should be null and void unless made in writing and attached to the minutes of ALC's OGM or in an electronic form. From the date of publication of this announcement, ALC provides on its website a downloadable form containing an electronic proxy form. ALC should be notified about electronically appointing a proxy using electronic means of communication whilst giving proper consideration to allow effective verification of the validity of appointing the proxy. Along with the notice on appointing a proxy in an electronic form, the shareholder should send in PDF format: a scan of an identity card, passport or any other document allowing identifying the shareholder as principal and the appointed proxy. A shareholder who is not a natural person may participate in the OGM and exercise voting rights through a person authorised to make declarations of will on its behalf or through an attorney. Representatives of legal entities should present up-to-date copies, i.e. not older than 30 days prior to the date of the OGM, from relevant registers listing the persons authorised to represent such entities, possibly presented together with a power of attorney or a sequence of powers of attorney. Persons granting powers of attorney on behalf of a shareholder who is not a natural person should be disclosed in the up-to-date excerpt from the register appropriate for the given shareholder.

Documents sent electronically in a foreign language should be translated into Polish by a sworn translator.

A shareholder sending a notice on granting the power of attorney shall simultaneously provide ALC with the shareholder's and proxy's e-mail address and phone number, through which ALC shall be able to communicate with the shareholder and his or her proxy. Sending the aforementioned documents electronically does not exempt the proxy from the obligation to present documents confirming his or her identity when making the attendance list of persons authorised to participate in the OGM.

ALC takes appropriate actions to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted electronically. The verification has the form of an identity verification question asked via e-mail or phone to the shareholder and the proxy to confirm the fact of granting the power of proxy. The rules on the identification of the shareholders shall apply mutatis mutandis to the notification to ALC concerning the revoking of a power of attorney granted. Notification concerning granting or revoking a power of attorney presented without observing the requirements specified hereinabove shall have no legal effect to ALC.

A power of attorney granted in an electronic form should be sent to the following email address: [wz@alchemiasa.pl](mailto:wz@alchemiasa.pl) by the time of the beginning of the Meeting at the latest.

The proxy shall vote in accordance with the instructions given by the shareholder. The choice of the manner of appointing the proxy is the responsibility of the shareholder and ALC shall not be liable for any errors in filling in the proxy form or the actions of persons using the power of attorney.

A Member of ALC Management Board or an ALC employee may be proxies of shareholders at the OGM. If the proxy appointed for the OGM is a member of the Management Board of the Company, a member of the Supervisory Board of the Company, a liquidator, an employee, a member of the authorities or an employee of the Company's subsidiary, the power of proxy

may authorise to represent a shareholder only at one general meeting. The proxy must disclose to the shareholders all circumstances indicating the existence of or a potential conflict of interest. Appointing a further proxy by a proxy referred to in this paragraph is excluded.

The rules concerning the submission of a power of attorney and the identification of the proxy and principal shall apply accordingly to the notification of the Company of the revocation of the power of attorney.

### **Information on electronic communication during the OGM**

Due to technical conditions, as well as due to the fact that the Company's Statute and the Regulations of the ALC General Meeting do not contain provisions enabling shareholders to participate in and speak during the OGM using electronic means of communication consisting of: real-time transmission of the OGM and real-time bilateral communication during which shareholders may speak during the OGM from a location other than the venue of the OGM. The Management Board informs that it will not be possible to use this form of participation and voting at the OGM. At the same time, the Management Board informs that for similar reasons it is not allowed to vote by mail.

### **Access to documentation**

Pursuant to art. 402<sup>3</sup> §1 of the Commercial Companies Code, the full text of the documentation to be presented to the OGM together with draft resolutions will be made available on the ALC website: [www.alchemiasa.pl](http://www.alchemiasa.pl) under the Investors / General Meeting tab from the date of calling the OGM.

Remarks of the Management Board and the Supervisory Board of ALC concerning matters placed on the agenda of the OGM and matters to be included in the agenda prior to the date of the OGM will be available on ALC's website immediately after their preparation.

Correspondence relating to the General Meeting should be sent to the email address: [wz@alchemiasa.pl](mailto:wz@alchemiasa.pl).