

Company: **IPOPEMA Securities S.A.**

Current Report No. **9/2013**

Date: **May 24th 2013**

Subject: **Convening notice of and draft resolutions for the Annual General Meeting**

## **I.**

Acting pursuant to Art. 399.1 and Art. 402.1.1–2, in conjunction with Art. 395.1 and Art. 402.2 of the Commercial Companies Code and Par. 17.2 and Par. 17.4 of the Company's Articles of Association, the Management Board of IPOPEMA Securities S.A., with registered office at ul. Próżna 9, Warsaw, Poland, entered in the Register of Entrepreneurs maintained by the District Court for the Capital City of Warsaw, XII Commercial Division of the National Court Register, under entry No. KRS 0000230737 (the "**Company**"), hereby gives notice that the Annual General Meeting of the Company will be held at the Radisson Hotel at ul. Grzybowska 24 in Warsaw, **at 11am on June 20th 2013**. The agenda for the meeting is as follows:

1. Opening of the General Meeting.
2. Appointment of the Chairperson.
3. Compiling a list of attendees.
4. Confirmation that the Annual General Meeting has been duly convened and has the capacity to adopt resolutions.
5. Appointment of the Ballot Counting Committee.
6. Adoption of the agenda for the meeting.
7. Review of the Directors' Report on the operations of the Company and its Group, and of the Company's financial statements for the financial year 2012.
8. Review of the Group's consolidated financial statements for the financial year 2012.
9. Review of the Supervisory Board's written report for 2012 and the Management Board's proposal of profit distribution and the amount allocated for distribution.
10. Adoption of a resolution to review and approve the Directors' Report on the operations of the Company and its Group in 2012.
11. Adoption of a resolution to review and approve the Company's financial statements for the financial year 2012.
12. Adoption of a resolution to review and approve the Group's consolidated financial statements for the financial year 2012.
13. Adoption of a resolution to allocate profit and determine the distributable amount.
14. Granting discharge in respect of performance of duties by the Management Board and Supervisory Board members.
15. Adoption of a resolution to assign the audit committee functions to the Supervisory Board.
16. Adoption of a resolution to determine the rules and amounts of remuneration of the Supervisory Board members.
17. Adoption of a resolution to amend the Rules of Procedure for the Supervisory Board.
18. Closing of the General Meeting.

## **II.**

Acting pursuant to Art. 402<sup>2</sup> of the Commercial Companies Code, the Company hereby presents information regarding participation in the Annual General Meeting:

### **Shareholder's right to request that a certain matter be placed on the agenda of the General Meeting**

1. A shareholder or shareholders representing at least 1/20 of the Company's share capital may request that certain matters be placed on the agenda of the Annual General Meeting. Any such request should be submitted to the Company's Management Board no later than 21 days prior to the scheduled date of the Annual General Meeting and should contain grounds or a draft resolution concerning the proposed agenda item. The request may be submitted in writing to the Company's registered address (ul. Próźna 9, 00-107 Warsaw, Poland), or in electronic form to the Company's e-mail address: [ipopema@ipopema.pl](mailto:ipopema@ipopema.pl).
2. The shareholder(s) referred to in item 1 above should prove that as at the date of submitting the request they hold the required number of shares, by attaching to the request a deposit certificate or another certificate issued by the entity keeping their securities account. Additionally, if the shareholder(s) referred to in item 1 above are natural persons, they should submit a copy of their identity document (passport or other document allowing to establish the shareholder's identity; if the request is sent via electronic channels, a scanned copy of these documents). If the request is submitted by a shareholder or shareholders who are legal persons or organisations referred to in Art. 33<sup>1</sup> of the Polish Civil Code, they should attach a copy of their entry in the relevant register (if the request is sent via electronic channels, a scanned copy of such entry). Any documents submitted to the Company, including official documents issued outside Poland (such as copies of register entries) and submitted via electronic channels, should be translated into Polish by a sworn translator. Apostille certificates confirming the authenticity of an official document issued outside Poland may also be submitted via electronic channels. In the event that the request is submitted by shareholders using means of electronic communication, all the documents should be sent in the PDF format.
3. The Company may take relevant steps necessary to establish the identity of a shareholder and a shareholder's proxy with a view to verifying the rights exercised using means of electronic communication.

### **Shareholder's right to propose draft resolutions**

1. A shareholder or shareholders representing at least 1/20 of the Company's share capital may, before the date of the Annual General Meeting, submit to the Company draft resolutions concerning matters which have been or are to be placed on the agenda of the Annual General Meeting. Such draft resolutions may be submitted in writing to the Company's registered address (ul. Próźna 9, 00-107 Warsaw, Poland), or in electronic form (to the Company's e-mail address given in item 1 above).  
As described in items 2 and 3 above, the shareholder or shareholders should prove that as at the date of submitting the request they hold a relevant number of shares, and should attach the required documents identifying the requesting party or parties.
2. Each shareholder entitled to participate in the General Meeting may submit draft resolutions concerning matters included in the agenda during the Annual General Meeting.

### **Exercise of voting rights through a proxy**

1. A shareholder may participate in a General Meeting and exercise voting rights personally or by proxy. A power of proxy to participate in a General Meeting and exercise voting rights must be granted in writing or in electronic form. A power of proxy in electronic form does not require a secure electronic signature verified with a valid qualified certificate. A shareholder who is not a natural person may participate

in a General Meeting and exercise voting rights through a person authorised to make declarations of will binding on that shareholder, or through a proxy.

2. Shareholders may notify the Company of granting or revoking a power of proxy to participate in a General Meeting in electronic form, as well as submit power of proxy documents or documents revoking a power of proxy, electronically, by sending an e-mail to [ipopema@ipopema.pl](mailto:ipopema@ipopema.pl).

Along with a notification of granting a power of proxy in electronic form, the shareholder sends in the text of the power of proxy document, as well as scanned copy of an identity card, passport or any other document based on which it is possible to identify the shareholder as the principal and the appointed proxy, including a natural person acting on behalf of a proxy who is a legal person or an organisation referred to in Art. 33<sup>1</sup> of the Civil Code. Where the power of proxy is granted by a legal person or an organisation referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder as the principal additionally sends in a scanned copy of its entry in the relevant register. Where the proxy is a legal person or an organisation referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder as the principal additionally sends in a scanned copy the proxy's entry in the relevant register. Any documents submitted via electronic channels, including official documents issued outside Poland (such as copies of register entries), should be translated into Polish by a sworn translator. Copies of apostille certificates confirming the authenticity of an official document issued outside Poland may also be submitted via electronic channels. Together with a notification of granting a power of proxy, the shareholder sends in an e-mail address through which the Company will be able to communicate with the shareholder and the proxy. All the documents listed in this paragraph are sent to the Company in electronic form, however these provisions do not release the proxy from the obligation to present the documents based on which his/her/its identity can be established, as specified in this paragraph, during the drawing up of the list of eligible participants of the General Meeting.

The rules presented above concerning identification of the principal apply accordingly when notifying the Company of revoking powers of proxy.

Any notification of granting or revoking powers of proxy made without compliance with the requirements set out above has no legal effect vis-à-vis the Company.

The Company may take relevant steps necessary to establish the identity of shareholder and a shareholder's proxy with a view to verifying the rights exercised using means of electronic communication.

Shareholders whose shares are registered in a collective account may appoint separate proxies to exercise their voting rights attached to shares registered in that account.

3. Where the power of proxy is granted in writing, the principal is obliged to leave the original of the power of proxy document with the Company. In addition, during the drawing up of the attendance list, proxies should present their identity cards, passports or other reliable documents on the basis of which their identity can be established. The right to represent a shareholder who is not a natural person should be evidenced by an up-to-date official copy of the entry in the relevant register (of which the original or a copy certified as true by a notary public, attorney-at-law or legal counsel should be submitted) and a sequence of powers of proxy.
4. Proxy forms containing the information stipulated in Art. 402<sup>3</sup> of the Commercial Companies Code are available at <http://www.ipopema.pl> in the Investor Relations/General Meeting section.

### **Attending the General Meeting using means of electronic communication**

At present, IPOPEMA Securities S.A. provides no possibility to attend the General Meeting using means of electronic communication.

### **Taking the floor during the General Meeting using means of electronic communication**

At present, IPOPEMA Securities S.A. provides no possibility to take the floor during the General Meeting using means of electronic communication.

### **Exercising voting rights by postal ballot or electronic ballot**

At present, IPOPEMA Securities S.A. provides no possibility to exercise voting rights by postal ballot or electronic ballot.

### **Record date for the right to attend the General Meeting**

The record date for the right to attend the General Meeting is June 4th 2013. **Right to**

#### **attend a General Meeting**

The Annual General Meeting of the Company may only be attended by persons who:

- a) are the Company's shareholders, i.e. have Company shares registered in their securities accounts, sixteen days prior to the date of the Annual General Meeting (that is on June 4th 2013); and
- b) between May 24th and June 5th 2013 request the entity keeping their securities account in which the Company shares are registered to issue a certificate to their name confirming their right to attend the Annual General Meeting.

Shareholders are recommended to collect the certificate referred to above and bring it along to the Annual General Meeting.

The Company draws up the list of shareholders entitled to attend the Annual General Meeting on the basis of the data provided to it by the National Depository of Securities S.A. (the NDS). The NDS compiles such data based on the certificates confirming the right to attend the Annual General Meeting issued to the shareholders' names by the entities keeping their securities accounts. The list of shareholders entitled to attend the Annual General Meeting will be displayed at the reception desk at the Company's registered office at ul. Próźna 9, Warsaw, Poland, between 9am and 6pm on the three business days immediately preceding the date of the Annual General Meeting.

A shareholder may request to be sent the list of shareholders entitled to attend the Annual General Meeting by e-mail, free of charge (the shareholder should give the e-mail address to which the list should be sent). The list will be sent in the form of a PDF file.

A shareholder who requests the list of shareholders to be made available for inspection or sent to them should prove his/her/its identity and status of a shareholder of IPOPEMA Securities S.A. in the manner specified in items 2–3 above. To this end, a certificate confirming the shareholder's right to attend the General Meeting or a deposit certificate issued by the entity keeping the shareholder's securities account may be presented.

When signing the attendance list, shareholders and proxies arriving at the General Meeting should present their identity cards, passports or other documents on the basis of which their identity may be established. The right to represent a shareholder who is not a natural person should be evidenced by an up-to-date official copy of the entry in the relevant register (of which the original or a copy certified as true by a notary public, attorney-at-law or legal counsel should be submitted) and a sequence of powers of proxy. The right to represent shareholder who is a natural person should be evidenced by a power of proxy presented when signing the attendance list.

### **Access to documentation**

Persons entitled to attend the Annual General Meeting may download the documentation from the Company's website at [www.ipopema.pl](http://www.ipopema.pl), from the Investor Relations/General Meeting section. Shareholders may also collect a copy of the documentation to be

distributed at the Annual General Meeting and draft resolutions from the reception desk at the Company's registered office at ul. Próżna 9, Warsaw, Poland, between 9am and 6pm on business days.

### **III.**

The Management Board of the Company presents draft resolutions of the General Meeting to be held on June 20th 2013, which are attached as an appendix hereto.

#### Legal basis:

Par. 38.1.1 and Par. 38.1.3 of the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state (Dz.U. No. 33, item 259, dated February 28th 2009, as amended).

#### **Appendices:**

- Draft resolutions of the General Meeting