

**ANNOUNCEMENT ON CONVENING AN EXTRAORDINARY GENERAL MEETING OF  
GIEŁDA PAPIERÓW WARTOŚCIOWYCH W WARSZAWIE S.A.  
(WARSAW STOCK EXCHANGE)**

The Management Board of Giełda Papierów Wartościowych w Warszawie S.A. with its registered office in Warsaw at ul. Książęca 4, 00-498 Warsaw, entered in the register of commercial entities kept by the District Court for the Capital City of Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register, under no. KRS 0000082312 ("Company"), with a share capital of PLN 41,972,000, fully paid up, acting pursuant to Art. 399.1, in relation to Art. 398, Art. 400.1 and Art. 402<sup>1</sup> of the Commercial Companies Code ("CCC") and § 8.1 and 8.3 of the Company's Articles of Association, as requested by shareholder of the Company – The State Treasury represented by Ministry of State Assets hereby convenes the Company's Extraordinary General Meeting.

**1. Date, time and place of the Extraordinary General Meeting and a detailed meeting agenda**

The Extraordinary General Meeting of the Company ("General Meeting") is hereby convened for 11 a.m. on 16 March 2021 at the Company's registered office in Warsaw at ul. Książęca 4. The meeting agenda is as follows:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Asserting that the Extraordinary General Meeting has been convened correctly and is capable of adopting resolutions.
4. Adoption of the Agenda.
5. Changes to the composition of the Exchange Supervisory Board.
6. Adoption of the resolution concerning the cost of convening and executing the Extraordinary General Meeting.
7. Closing of the Extraordinary General Meeting.

**2. Right of the shareholder to request that certain matters be included in the agenda of the General Meeting**

- 1) A shareholder or shareholders representing at least one twentieth of the share capital may request that certain matters be included in the agenda of the Company's General Meeting. Such request should be submitted to the Company's Management Board no later than twenty-one days before the date of the General Meeting. It should contain a justification or a draft resolution pertaining to the proposed item of the agenda. The request may be submitted in writing at the Company's registered office at ul. Książęca 4, 00-498 Warsaw, or in electronic form sent to the Company's – e-mail address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl).

- 2) The shareholder or shareholders referred to in point 1 should evidence the relevant number of shares held at the date of the request by attaching to their request a deposit certificate (certificates) or a statement issued by an entity keeping a securities account. In addition, the shareholder or shareholders referred to in point 1 who are natural persons should present documents confirming the identity of the shareholder containing data necessary for the identification including the series and number of the ID card/passport and PESEL, and if a request is sent electronically, then a scan of such documents including the details listed above. If a request is submitted by a shareholder or shareholders which is (are) a legal person or organisational unit referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder or shareholders should present an official copy of the current entity's relevant register (a scanned document in case of a request sent by e-mail). All documents submitted to the Company, including documents sent electronically, should be drawn up in Polish (documents drawn up in a language other than Polish should be translated into Polish by a sworn translator).

Shareholders making a request by means of electronic communication should send all documents in PDF format.

- 3) The Company may take appropriate action to identify the shareholder and the attorney-in-fact to verify the rights exercised by means of electronic communication.

### **3. Right of the shareholder to submit draft resolutions**

- 1) A shareholder or shareholders of the Company representing at least one twentieth of the share capital may, before the date of the General Meeting, submit to the Company in writing at the Company's registered office at ul. Książęca 4, 00-498 Warsaw, or by means of electronic communication to the Company's e-mail address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl), draft resolutions on matters included in the agenda of the General Meeting or matters to be included in the agenda.
- 2) According to the procedure set out in point 2.2 and 2.3 above, such shareholder or shareholders should evidence the relevant number of shares held at the date of the request and attach documents confirming the identity of the person or persons submitting the draft resolutions.
- 3) Any shareholder entitled to participate in the General Meeting may, during the General Meeting, submit draft resolutions on matters introduced to the agenda.

### **4. The method of exercise of the voting right by an attorney-in-fact**

- 1) A shareholder may participate in the General Meeting and exercise the voting right personally or by an attorney-in-fact. A power of attorney to participate in the General Meeting and exercise the voting right must be granted in writing or electronically. A shareholder who is not a natural person may participate in the General Meeting and exercise the voting right via the person entitled to submit declarations of will for and on behalf of such shareholder or via an attorney-in-fact.
- 2) Shareholders of the Company may notify the Company electronically at the e-mail address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl) of an electronically granted and revoked power of attorney to participate in the General Meeting and send the document granting or revoking such power

of attorney. Given that the sent document must be verified, the notices and powers of attorney must be sent until 11 a.m. on 11 March 2021.

- 3) Together with a notice of the granting of a power of attorney sent electronically, the shareholder shall send the contents of the power of attorney as well as scans of documents containing data necessary for the identification (including the series and number of the ID card/passport and PESEL), confirming the identity of the shareholder as principal and the appointed attorney-in-fact being a natural person acting on behalf of the attorney-in-fact which is a legal person or organisational unit referred to in Art. 33<sub>1</sub> of the Civil Code. If the attorney-in-fact is a legal person or organisational unit referred to in Art. 33<sub>1</sub> of the Civil Code, the shareholder as principal should additionally send a scanned official copy of the attorney-in-fact's relevant register. All documents sent electronically should be drawn up in Polish (documents drawn up in a language other than Polish should be translated into Polish by a sworn translator).

A shareholder who sends a notice of the granting of a power of attorney shall also send to the Company the e-mail address and the telephone number at which the Company may contact the shareholder or the attorney-in-fact. All documents referred to in this paragraph are sent electronically. Nothing in this paragraph shall relieve the attorney-in-fact of the obligation to present its/his/her identification documents referred to in this paragraph during the preparation of the attendance record of shareholders entitled to participate in the General Meeting.

- 4) The above rules of identifying the principal apply accordingly to notifying the Company electronically of the revocation of a power of attorney.
- 5) A notice of granting and revoking of a power of attorney which does not comply with the requirements set out above shall have no legal effect for the Company.
- 6) The Company may take appropriate action to identify the shareholder and the attorney-in-fact to verify the rights exercised by means of electronic communication.
- 7) If a power of attorney is granted in writing, the original document shall be given by the attorney-in-fact to the Company. In addition, during the preparation of the attendance record, the attorney-in-fact of a shareholder (shareholders) shall present an ID card, passport or other reliable document confirming its/his/her identity. The right to represent a shareholder who is not a natural person should arise out of an official copy of the relevant register (original or a copy authenticated by a notary public or a legal counsel) and a string of powers of attorney.
- 8) The Company informs that forms of power of attorney to exercise voting rights containing data required under Art. 402<sub>3</sub> CCC are available on the website <https://www.gpw.pl/general-meeting>. These forms are not mandatory.

## **5. Possibility and method of participation in the General Meeting by means of electronic communication**

- 1) The Company allows the participation in the General Meeting by means of electronic communication. The specific terms and conditions of participation in the General Meeting of the Company by means of electronic communication are set out in the Rules of Participation in the

General Meeting of the Warsaw Stock Exchange by Means of Electronic Communication available on the Company's website at <https://www.gpw.pl/regulations>.

Such form of participation in the General Meeting will be available via a link to be posted on the Company's website at <https://www.gpw.pl/general-meeting> no later than 11 March 2021.

- 2) To participate in the General Meeting by means of electronic communication, shareholders should provide the Company, at the email address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl), from the day following the date of publication of this announcement to 10 March 2021 at 4 p.m., with the following:
  - a) a statement completed and signed by the shareholder, scanned in pdf format, to the effect that the shareholder intends to participate in the General Meeting by means of electronic communication ("Statement"), according to the template presented in the appendix to the Rules referred to in point 5.1) above;
  - b) a scan of the identity document to the extent necessary to identify the shareholder, including the series and number of the ID card/passport, PESEL. If the shareholder is a legal entity or an organisational unit without legal personality, it needs to send a scan of the entry in the relevant register or a scan of another document confirming the powers of its representatives. In the case of a power of attorney, the provisions of point 4 of this announcement apply accordingly.
- 3) Following a successful check of the rights of a shareholder and powers of attorney, if any, the Company will provide the shareholder or attorney-in-fact, no later than 11 March 2021 at 4 p.m., from the email address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl) at the email address provided by the shareholder in the Statement, with detailed instructions of how to log on the IT platform necessary to participate in the General Meeting by means of electronic communication, together with the login and temporary password necessary to log on the platform for the first time, which constitutes confirmation of eligibility to participate in the General Meeting by means of electronic communication.
- 4) On 15 March 2021 from 3 p.m. to 4 p.m., shareholders may test the functionality of their IT hardware, software and internet connectivity to be used in order to participate in the General Meeting by means of electronic communication, and learn the functionalities of the provided platform. Access to tests will be available via a link published on the website of the Company at <https://www.gpw.pl/general-meeting>.
- 5) In the case of any issue or question concerning the use or operation of the platform, shareholders may use a technology helpdesk available by phone on 15 March 2021 (from 3 p.m. to 4 p.m.) and on 16 March 2021, i.e., the date of the General Meeting, from 9 a.m. until such time that the General Meeting is adjourned, or report them at [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl). The phone number shall be provided by the Exchange to the shareholder or attorney-in-fact together with the instructions referred to in point 5.3).
- 6) To participate in the General Meeting by means of electronic communication, the following requirements must be met:
  - a) a connection with the public network Internet with a capacity of at least 1 Mbps (capacity throughout the period of using the platform);

- b) a computer with sound playing and image reception functionalities and controlled by the operating system Windows 10 or macOS with an installed browser: Firefox, Chrome or Safari (all listed browsers can be downloaded free of charge from the public network Internet). It is not recommended to use Internet Explorer. Furthermore, the browser must be enabled to support JavaScript (standard browser settings).

An internet connection of lower capacity or an older browser version may interfere with or block communications with the venue of the General Meeting, cause major latency in reception or prevent the casting of votes.

It is recommended that users refrain from using other applications which significantly increase the workload for the computer and the telecommunication connection at the time of using the platform.

- 7) The proceedings of the General Meeting will be broadcast live online in the public network Internet and will be recorded and published on the website <https://www.gpw.pl/general-meeting>.
- 8) The Company announces that the General Meeting will be broadcast with interpretation into English as an interpreter will be available during the General Meeting (Polish – English – Polish).

## **6. Method of making statements during the General Meeting by means of electronic communication**

Information about the method of making statements during the General Meeting by means of electronic communication is presented in the Rules referred to in point 5.1) above.

## **7. Method of exercising the voting right by mail or by means of electronic communication**

The Company currently does not allow the possibility of exercising the voting right by mail.

Information about the method of exercising the voting right by means of electronic communication is presented in the Rules referred to in point 5.1) above.

## **8. Date of registration of participation in the General Meeting**

The date of registration of participation in the General Meeting is 28 February 2021.

## **9. Information on the right to participate in the General Meeting**

Only persons who are shareholders of the Company sixteen days before the date of the General Meeting (i.e., 28 February 2021) have the right to participate in the General Meeting of the Company, i.e.:

- 1) they have shares of the Company deposited in their securities account and not earlier than before announcement of the General Meeting and not later than on 1 March 2021 they request the entity keeping the securities account in which shares of the Company are

deposited to issue a name-specific certificate on the right to participate in the General Meeting of the Company; or

- 2) they are entered in the share register of the Company (shareholders who hold registered shares of the Company).

We recommend that shareholders collect an issued certificate on the right to participate and bring it to the General Meeting.

The Company draws up a list of shareholders entitled to participate in the General Meeting on the basis of the share register and a list submitted by the Central Securities Depository of Poland (KDPW) and drawn up on the basis of name-specific certificates on the right to participate in the General Meeting issued by entities keeping securities accounts. The list of shareholders entitled to participate in the General Meeting shall be displayed for viewing at the Company's registered office (Corporate Department, Room 3038) between 10 a.m. and 4 p.m. starting from 11 March 2021.

Any shareholder may request the list of shareholders be sent to it/him/her free of charge by electronic mail, specifying the address to which the list should be sent. The relevant request should be signed by the authorised representatives of the shareholder and delivered to the Company in the original counterpart or sent in PDF format to [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl).

A shareholder requesting to view or receive the list of shareholders shall confirm its/his/her identity and status as a shareholder of the Company. For this purpose, a shareholder may present to the Company a certificate on the right to participate in the General Meeting or a depository certificate in the original counterpart or sent in PDF format to the address specified above.

Shareholders and attorneys-in-fact who arrive at the General Meeting of the Company shall, on signing the attendance record, present an ID card, passport or other document confirming their identity. The right to represent a shareholder who is not a natural person should arise out of an official copy of the relevant register (original or a copy authenticated by a notary public or a legal counsel) and a string of powers of attorney. The right to represent a shareholder who is a natural person should arise out of a power of attorney presented when signing the attendance record.

Voting cards will be available to persons entitled to participate in the General Meeting in front of the meeting room from 10 a.m. on 16 March 2021.

Attorneys of legal persons shall come to the General Meeting at least one hour before its beginning.

## **10. The right to nominate candidates for Exchange Supervisory Board members**

In connection with General Meeting agenda item 5 concerning changes on the Exchange Supervisory Board, the Exchange Management Board announces that the procedure of appointing and dismissing members of the Exchange Supervisory Board is laid down in the Company's Articles of Association and the Rules of the General Meeting whose currently applicable text is available on the Company's website at <https://www.gpw.pl/regulations>.

In view of the required assessment by the General Meeting of the fulfilment by candidates for members of the Exchange Supervisory Board of the criteria defined in the Act on Trading in Financial

Instruments and its implementing regulations, candidates should be proposed in writing in due time before the General Meeting at the Company's offices at ul. Książęca 4, 00-498 Warsaw or by means of electronic communication at the Company's email address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl) in a message with the following subject: "Proposed candidate for a member of the Exchange Supervisory Board".

Each proposal should specify the number of votes represented by the shareholder(s) proposing the candidate. Furthermore, the Company should receive a certificate of the right to participate in the General Meeting or a depository certificate in the original counterpart or in a PDF file sent to the address mentioned above.

Proposals of candidates for members of the Exchange Supervisory Board should be sent with the following enclosures:

- 1) the candidate's CV;
- 2) the candidate's written declaration of consent to stand for election as a member of the Exchange Supervisory Board;
- 3) a declaration of fulfilment of requirements for members of the Exchange Supervisory Board under i.a. the Act of 29 July 2005 on Trading in Financial Instruments and its implementing regulations;
- 4) a declaration of (non-)fulfilment of the independence criteria within the meaning of the Exchange's Articles of Association;
- 5) other documents required under generally applicable laws and other regulations;
- 6) the candidate's contact details (phone number, email address);
- 7) the candidate's declaration of having read the information notice concerning the processing of the personal data of candidates for members of the Supervisory Board of the Warsaw Stock Exchange.

Declaration templates are available on the Company's website at <https://www.gpw.pl/general-meeting>.

The Company will make available information concerning candidates proposed for members of the Exchange Supervisory Board and the candidates' CVs immediately upon receipt on its website at <https://www.gpw.pl/general-meeting>.

The Company will make available all other documents, including without limitation the declaration of fulfilment of requirements for members of the Exchange Supervisory Board under i.a. the Act of 29 July 2005 on Trading in Financial Instruments and its implementing regulations, at the request of shareholders. Such requests should be signed by the shareholder's duly authorised representatives and provided to the Company in the original counterpart or as a PDF file at [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl). When requesting documents, shareholders are required to assert their identity and status as Company shareholder by providing the Company with a certificate of the right to participate in the General Meeting or a depository certificate in the original counterpart or in a PDF file sent to the address mentioned above.

The Company may take appropriate action to identify the shareholder to verify the rights to nominate a candidate to the Exchange Supervisory Board.

#### **11. Access to documentation**

The full text of the documentation to be presented to the General Meeting, including the draft resolutions and information about the General Meeting, will be available on the Company's website <https://www.gpw.pl/general-meeting> from the date of convening the General Meeting.

Any shareholder entitled to participate in the General Meeting may receive the full text of the documentation to be presented to the General Meeting in a hard copy at the Company's registered office at ul. Książęca 4, Corporate Department, room 3038, from 11 a.m. to 3 p.m. on business days, but no later than 12 March 2021, following prior announcement of such need by email at the e-mail address: [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl).

#### **12. Address of the website containing information on the General Meeting and electronic communication between shareholders and the Company**

1) All information on the General Meeting will be made available by the Company on the website <https://www.gpw.pl/general-meeting> from the date of convening the General Meeting.

2) The Company makes the following reservation: all communication concerning the General Meeting sent by shareholders electronically shall be considered by the Company only if sent to the address indicated in this announcement, i.e., [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl); all of the documents sent to the Company shall be sent in PDF format.

3) The shareholder shall bear the risks associated with its/his/her use of electronic communication.

**Management Board of Giełda Papierów Wartościowych w Warszawie S.A.**