

## **ANNOUNCEMENT CONCERNING CONVENTION OF ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY DEKPOL S.A.**

### **I. Date, time and place of the General Meeting of Shareholders and the detailed agenda.**

Management Board of Dekpol S.A. headquartered in Pinczyn (83-251) at ul. Gajowa 31, (hereinafter referred to as the "*Company*") entered into the company register under KRS number 505979 by the District Court Gdańsk-North in Gdańsk, VII Commercial Division of the National Court Register, acting pursuant to Art. 399 § 1, art. 402<sup>1</sup> 1 and 2 in conjunction with the Article. 395 § 1 of the Commercial Companies Code (hereinafter referred to as the "*CCC*"), hereby convenes the Annual General Meeting of Shareholders of Dekpol S.A. on 29 June 2017 at 9:00 AM in the headquarter of the Company.

Total number of shares of the Company on the date of announcement amounts to 8,362,549, which corresponds to 8,362,549 votes at the General Meeting of Shareholders of Dekpol S.A.

Planned agenda on Ordinary General Meeting of Shareholders:

1. Opening of session of Ordinary General Meeting of Shareholders.
2. Election of the Chairman of Ordinary General Meeting of Shareholders.
3. Declaration regarding validation of convention of Ordinary General Meeting of Shareholders and its ability for adoption of resolutions.
4. Election of the Returning Committee of Ordinary General Meeting of Shareholders.
5. Adoption of agenda.
6. Presentation of Report of Management Board of Dekpol S.A. on business activities of the Company for the financial year 2016 along with opinion of independent senior auditor and report from audit.
7. Presentation of Report Management Board of Dekpol S.A. on business activities of Dekpol Capital Group and consolidated financial statement for the financial year 2016 along with opinion of independent senior auditor and report from audit.
8. Presentation of the following documents of Supervisory Board of Dekpol S.A.:
  - i. Report of Supervisory Board from activities in 2016, including also evaluation of rationality of conducted policy by the Company, referred to in recommendation I.R.2 of Best Practice for GPW Listed Companies 2016;
  - ii. Report of Supervisory Board from evaluation results concerning Separate Financial Statement, Report of Management Board on business activities of the Company, as well as Proposal of Management Board regarding division of the profit for the financial year 2016, from evaluation of Consolidated Financial Statement and Report of Management Board on business activities of the Capital Group for the financial year 2016, including also evaluation of position of Dekpol S.A.;
  - iii. evaluation of methods of fulfillment by the Company of informational duties concerning application of corporate governance principles, set in the GPW Rules and provisions concerning current and periodical information issued by Issuers of securities, in the sound as in the attachment to this protocol.
9. Consideration and adoption of resolution concerning acceptance of Report of Supervisory Board of Dekpol S.A. from activities of Supervisory Board of Dekpol S.A. for the financial year 2016.
10. Consideration and adoption of resolution concerning acceptance of Report of Management Board on business activities of the Company for the financial year 2016.
11. Consideration and adoption of resolution concerning acceptance of the Separate Financial Statement of the Company for the financial year 2016.

12. Consideration and adoption of resolution concerning acceptance of the Report of Management Board of Dekpol S.A. on business activities of Dekpol Capital Group for the financial year 2016.
13. Consideration and adoption of resolution concerning acceptance of the Consolidated Financial Statement of Dekpol Capital Group for the financial year 2016.
14. Adoption of resolution concerning allocation of the profit for financial year 2016 and set of dividend day and dividend payment day.
15. Adoption of resolution on granting discharge of duties performed by members of Management Board for financial year 2016.
16. Adoption of resolution on granting discharge of duties performed by members of Supervisory Board for financial year 2016.
17. Amendments in the content of Regulations of Supervisory Board of Dekpol S.A.
18. Open proposals.
19. Closing of Ordinary General Meeting of Shareholders.

## **II. The right of participation in Ordinary General Meeting of Shareholders.**

Pursuant to Art. 4061 § 1 of the Commercial Companies Code the right to participate in the General Meeting of Shareholders have only persons being shareholders of the Company as on sixteen days before the General Meeting of Shareholders (date of registration in the General Meeting of Shareholders), i.e. on **13 June 2017**.

Each shareholder of Dekpol S.A. holding dematerialized bearer shares, who wishes to attend the Annual General Meeting of Shareholders of the Company, should request from the entity maintaining the securities account to issue a personal certificate of entitlement to participate in the General Meeting of Shareholders. The request referred to above should be notified not earlier than after the announcement of the Annual General Meeting of Shareholders and not later than on the first working day after the day of registration for participation in the General Meeting of Shareholders, this is not later than on **14 June 2017**.

The above mentioned certificate should contain all the information referred to in Article. 406<sup>3</sup> § 3 of the Commercial Companies Code. At the request of the holder of dematerialized bearer shares, in the content of the certificate should be enclosed a part or all of the shares registered in his securities account.

The list of bearer shares holders entitled to participation in the General Meeting of Shareholders of the Company is being set on the basis of a list drawn up by the entity keeping the securities account in accordance with the regulations on trading in financial instruments (the National Depository for Securities). This list will be drawn up pursuant to Article. 406<sup>3</sup> § 7 of the CCC, on the basis of issued certificates on the right of participation in the General Meeting of Shareholders.

The List of Shareholders signed by the Management Board will be available for inspection at the premises of the Management Board of the Company under the following address: ul. Gajowa 31, 83-251 Pinczyn for three working days preceding the date of the Annual General Meeting of Shareholders (that is, on 26, 27 and 28 June 2017) and at the place and time of the Annual General Meeting of Shareholders.

Shareholders may request a copy of the list for the reimbursement of the costs of preparing, or sending them the List of Shareholders free of charge, giving the address to which it should be sent.

### **III. Description of the procedures concerning execution of voting rights.**

#### **1. The right of Shareholder to demand inclusion of specific issues on the agenda of General Meeting of Shareholders.**

According to the art. 401 § 1 of the CCC Shareholder or Shareholders representing at least one twentieth of the share capital may request the inclusion of specific issues on the agenda of the Annual General Meeting of Shareholders. Such a request should be submitted to the Management Board of Dekpol S.A. not later than twenty-one days before the date of the General Meeting of Shareholders convened. Request of Shareholder or Shareholders referred to above should include a justification or a draft resolution concerning this issue in the proposed agenda.

The request can be submitted in written form at the registered office of the Company at ul. Gajowa 31, 83-251 Pinczyn or in electronic form on the e-mail address: [wza@dekpole.pl](mailto:wza@dekpole.pl). The appropriate time of the request referred to above is evidenced by the date of receipt of the request to the address of the Company, and in the case of a request in electronic form, the date of placing the request in the electronic mail system of the Company (the date of income on the Company's mail server).

Management Board of Dekpol S.A. immediately, but not later than eighteen days before the convened General Meeting of Shareholders, announces changes in the agenda introduced at the request of Shareholders. The announcement of the new agenda will be announced in the manner appropriate for the convocation of General Meeting of Shareholders.

The Shareholder takes over the risk associated with the use of electronic devices allowing to access e-mail.

#### **2. The right of Shareholder to submit draft resolutions concerning issues placed on the agenda of the General Meeting of Shareholders or issues which are to be introduced to the agenda before the date of General Meeting of Shareholders.**

Pursuant to Art. 401 § 4 of the Commercial Companies Code, the Shareholder or Shareholders representing at least one twentieth of the share capital may, before the date of the Ordinary General Meeting of Shareholders, submit to the Company draft resolutions concerning matters introduced to the agenda of the Ordinary General Meeting of Shareholders or issues which are to be introduced to the agenda.

The Company promptly publishes the draft resolutions on the website: [www.dekpole.pl](http://www.dekpole.pl).

Proposals together with a brief justification should be submitted in written form, separately for each draft resolution, giving the name and surname (name) of the shareholder, to the Chairman of the Ordinary General Meeting of Shareholders.

The request can be submitted in written form at the registered office of the Company at ul. Gajowa 31, 83-251 Pinczyn or in electronic form on the e-mail address: [wza@dekpole.pl](mailto:wza@dekpole.pl)

The appropriate time of the request referred to above is evidenced by the date of receipt of the request to the address of the Company, and in the case of a request in electronic form, the date of placing the request in the electronic mail system of the Company (the date of income on the Company's mail server).

The Shareholder takes over the risk associated with the use of electronic devices allowing to access e-mail.

### **3. The right of shareholder to submit draft resolutions concerning issues introduced to the agenda during the General Meeting of Shareholders.**

According to the art. 401 § 5 of the Commercial Companies Code, each Shareholder may, during the Annual General Meeting of Shareholders, to propose draft resolutions on issues included in the agenda.

### **4. The manner of exercising the right to vote via a proxy, in particular by using the forms used in voting via a proxy. The method of notifying the Company via electronic means of communication of having appointed a proxy.**

A Shareholder may participate in the Ordinary General Meeting and exercise his right to vote personally or via a proxy. A proxy shall exercise all of the rights of the Shareholder at the General Meeting, unless the power of proxy provides otherwise. The proxy may also grant a further power of proxy, if the power of proxy stipulates so.

A proxy may represent more than one Shareholder and vote differently under the shares held by each Shareholder.

Each of the Shareholders holding shares registered on more than one securities account may appoint different proxies to exercise voting rights under the shares registered on each of these accounts.

The power of proxy shall be null and void unless made in writing and attached to the minutes of the General Meeting or granted in an electronic form.

A notification of having granted a power of proxy in an electronic form shall be sent to the Company by e-mail, to [wza@dekp.pl](mailto:wza@dekp.pl). Together with the notification of having granted a power of proxy in an electronic form, the Shareholder shall send a scan of the power of proxy, a scan of the documents enabling the identification of the Shareholder as the principal, and a scan of the documents enabling the identification of the proxy. If the power of proxy is not granted by a natural person, the shareholder, as the principal, shall additionally send a scan of the extract from the register in which the principal is registered.

The shareholder sending the notification of having granted a power of proxy shall at the same provide the Company with the e-mail address and telephone number of himself and the proxy the Company may use to communicate with the Shareholder and the proxy. Sending the above documents electronically shall not release the proxy from the obligation to present the documents enabling his identification at the moment of producing the attendance list of the persons authorized to participate in the General Meeting.

The Company will take the relevant actions in order to identify the Shareholder and the proxy so as to verify the validity of the power of proxy granted in an electronic form. In particular, such verification may consist in an inquiry made in an electronic form or by telephone to the Shareholder and the proxy in order to confirm the existence and the scope of the power of Proxy.

The principles concerning the identification of the Shareholder shall apply accordingly to notifying the Company of revoking a power of proxy. A notification of granting or revoking a power of proxy made without observing the above requirements shall not produce any legal effects towards the Company.

A Shareholder exercising the right to vote via a proxy may use the form available on the Company's website at [www.dekpol.pl](http://www.dekpol.pl). The form is not a power of proxy and does not replace the power of proxy to participate in the Ordinary General Meeting.

Management Board informs that the Company is not obliged to and will not verify the compliance of the proxy's actions with the instructions referred to in Article 412<sup>2</sup> § 4 of the CCC. Any and all risk related to exercising the right to vote via a proxy rests with the Shareholder.

**5. The possibility and the manner of participating in the Ordinary General Meeting via electronic means of communication.**

The Company's Articles of Association do not provide for a possibility of participating in the General Meeting via electronic means of communication.

**6. The manner for expressing opinions at the Ordinary General Meeting via electronic means of communication.**

The Company's Articles of Association do not provide for a possibility of expressing opinions during the General Meeting via electronic means of communication.

**7. The manner of exercising the right to vote by correspondence or using electronic means of communication.**

Shareholders may cast their votes at the General Meeting by correspondence, using the forms published on the Company's website or made available in another place specified by the Company.

A vote cast by correspondence in a manner other than using the form provided by the Company shall be invalid. In calculating the quorum and the results of particular votes, votes cast by correspondence shall be counted, provided that they are received by the Company not later than at the moment of ordering the given vote at the General Meeting. The vote cast by a Shareholder by correspondence shall be invalid if a voted resolution is adopted in a form other than the draft resolution contained in the form sent by the Shareholder.

Votes cast by correspondence shall be open from the moment of announcing the results of the vote. Voting by correspondence may also concern affairs for which secret ballot is ordered. In such case, the casting of a vote by correspondence is tantamount to the Shareholder's consent to making his vote open.

A Shareholder that cast his vote by correspondence shall not have the right to cast a vote during the General Meeting. However, a vote cast by correspondence may be cancelled by means of a representation made to the Company not later than at the moment of ordering the given vote during the General Meeting.

A vote may be held using electronic carriers of information. However, this shall not mean a possibility of participating in the General Meeting via electronic means of communication, as specified in Article 406<sup>5</sup> of the CCC.

**IV. Possibility of obtaining information concerning the Ordinary General Meeting of Shareholders.**

The full documentation to be presented to the Ordinary General Meeting of Shareholders, drafts of resolutions of the Ordinary General Meeting of Shareholders, and any and all information concerning the Ordinary General Meeting of Shareholders convened to be held on 29 June 2017 will be published on the Company's website at [www.dekpol.pl](http://www.dekpol.pl), commencing from the day of convening the General Meeting of Shareholders.

Copies of Report of Management Board from business activities of the Company and all other documents, which shall be presented on Ordinary General Meeting of Shareholders along with copies of Report of Supervisory Board and independent senior auditor's opinion, will be handed to Shareholders on their request, for reimbursement of preparation costs, at latest at fifteen days before General Meeting of Shareholders.