

Current report no. 19/2019

Date of issue: 2019-06-07

Abbreviated name of the Issuer: DEKPOL S.A.

Subject: Change in the agenda of the Ordinary General Meeting of Dekpol S.A. convened for 28<sup>th</sup> of June 2019 with regard to the shareholder's request and submission of a draft resolution

Legal basis: Article 56 Section 1 point 2 Act on the Offerings – current and periodic information

Content of report:

The Management Board of Dekpol S.A. ("Company") informs about receiving from the Company's shareholder Mr. Mariusz Tuchlin, a request made pursuant to art. 401 § 1 of the Code of Commercial Companies, regarding placing on the agenda of the Ordinary General Meeting of the Company convened for 28<sup>th</sup> of June 2019 (current report No. 16/2019 dated 31<sup>st</sup> of May 2019), a new point as follows:

“Adopting a resolution regarding an increase in the share capital by issuing C series ordinary bearer shares in a private subscription addressed to no more than selected 149 investors, excluding current shareholders from the right of subscription of Series C shares, dematerialization and applying for admission and introduction of the shares of series C and rights to series C shares to trading on the regulated market on the Warsaw Stock Exchange (WSE) and amendments to the Articles of Association of the Company”.

In regard to the above, the new agenda of the Ordinary General Meeting of the Company convened for 28<sup>th</sup> of June 2019 at 9:00 AM at the registered office of the Company is changed, which is now presented as follows:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation of the correctness of convening the Ordinary General Meeting and its ability to adopt resolutions.
4. Wybór Komisji Skrutacyjnej Zwyczajnego Walnego Zgromadzenia.
5. Election of the Returning Committee of the Ordinary General Meeting.
6. Presentation of the report of the Management Board of Dekpol S.A. on the operations of the Company and the Dekpol S.A. Capital Group for the financial year 2018 and the separate financial statement for the financial year 2018 together with the report of the statutory auditor on the audit of the annual financial statement of the Company.
7. Presentation of the consolidated financial statement of the Dekpol S.A. Capital Group for the financial year 2018 together with the report of the certified auditor from the audit of the annual consolidated financial statement.
8. Presentation of the Supervisory Board of Dekpol S.A. regarding the management report on activities of Dekpol S.A. and the Capital Group in the financial year 2018, separate financial statement of Dekpol S.A. and the consolidated financial statement of the Capital Group for the financial year 2018 in terms of their compliance with the books, documents and the facts as well as the Supervisory Board's report Dekpol S.A. including, among others:
  - a. report of the Supervisory Board on operations in 2018, including also assessment of the rationality of the policy pursued by the Company, referred to in recommendation I.R.2 of Best Practice for WSE Listed Companies 2016;
  - b. report of the Supervisory Board on the results of the assessment of the Management Board's proposal regarding distribution of profit for the financial year 2018;
  - c. assessment of the situation of Dekpol S.A.;
  - d. assessment of the Company's compliance with its disclosure obligations regarding the application of corporate governance principles set out in the Exchange Rules and regulations regarding current and periodic information provided by issuers of securities.
9. Consideration and adoption of a resolution regarding the approval of the Supervisory Board's report on the activities of the Supervisory Board of Dekpol S.A. for the financial year 2018.
10. Consideration and adoption of a resolution regarding the approval of the Management Board's report on the activities of the Company and the Dekpol S.A. Capital Group for the financial year 2018.
11. Consideration and adoption of a resolution regarding the approval of the Company's separate financial statement for the financial year 2018.
12. Consideration and adoption of a resolution regarding the approval of the consolidated financial statement of the Dekpol S.A. Capital Group for the financial year 2018.
13. Adoption of a resolution regarding the allocation of profit for the financial year 2018.

14. Adoption of resolutions on the acknowledgement of the fulfillment of duties by members of the Company's Management Board in the financial year 2018.
15. Adoption of resolutions on the acknowledgement of the fulfillment of duties by members of the Company's Supervisory Board in the financial year 2018.
16. Adopting a resolution regarding an increase in the share capital by issuing C series ordinary bearer shares in a private subscription addressed to no more than selected 149 investors, excluding current shareholders from the right of subscription of Series C shares, dematerialization and applying for admission and introduction of the shares of series C and rights to series C shares to trading on the regulated market on the Warsaw Stock Exchange (WSE) and amendments to the Articles of Association of the Company.
17. Free conclusions.
18. Adjourn the Ordinary Shareholder Meeting.

In the attachment, the Company presents the draft resolution submitted by the Company's shareholder regarding the new point in the agenda and the opinion of the Management Board regarding the excluding of shareholders of the Company's from the right of subscription concerning the planned increase of the Company's share capital through the issue of series C shares and the way of determination of the issue price of series C shares .

The draft resolution submitted by the shareholder of the Company contains a proposal to amend the Articles of Association in the scope of § 8 Section 1 and 2 of the Articles of Association of the Company.

The proposed draft of § 8 Section 1 and 2 of the Articles of Association of the Company:

„1. The share capital amounts not less than 8,362,550.00 (eight million three hundred sixty two thousand five hundred and fifty) PLN, but no more than 10,055,058.00 (ten million thirty five thousand fifty eight) PLN and is divided into:

- a) 6.410.000 ordinary bearer series A shares with a nominal value of PLN 1.00 (one zloty) each,
- b) 1.952.549 ordinary bearer series B shares with a nominal value of PLN 1.00 (one zloty) each,
- c) no more than 1.672.509 ordinary bearer series C shares with a nominal value of PLN 1.00 (one zloty) each.

2. All shares issued by the Company give an equal right to dividends.”

The previous wording of § 8 Section 1 and 2 of the Articles of Association of the Company:

„1. The share capital amounts 8.362.549,00 PLN (eight million three hundred sixty two thousand five hundred and forty nine PLN) and is divided into:

- a) 6.410.000 ordinary bearer series A shares with a nominal value of PLN 1.00 (one zloty) each,
- b) 1.952.549 ordinary bearer series B shares with a nominal value of PLN 1.00 (one zloty) each.

2. Series A and B shares give an equal right to dividends.”