

**Management of TALEX S.A. located in Poznan,**

recorded in the register of entrepreneurs in the Regional Court in Poznan – Nowe Miasto and Wilda in Poznan, VIII Administrative Department of the National Court Register under number KRS 0000048779, acting pursuant to article 399 par. 1 and article 402<sup>1</sup> par. 1 and par. 2 of the Code of Commercial Companies (“KSH”)

**c o n v e n e s**

**Ordinary General Meeting of Shareholders (Meeting),  
on 9 June 2020, at 10:00, in Poznan at Karpia 27d.**

Agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Confirmation of the proper convening of the Ordinary General Meeting of Shareholders.
4. Appointment of the Credentials Committee.
5. Adoption of the Ordinary General Meeting of Shareholders agenda.
6. Review of the Annual Report and Annual Financial Statement as well as of the Financial Supervisory Authority Annual report and the Opinion and Report of the Independent Auditor on financial statements for the financial year 2019.
7. Adoption of a resolution on the approval of the Annual Report and Annual Financial Statement for the financial year 2019.
8. Adoption of a resolution on profit distribution for 2019.
9. Adoption of resolutions on the acknowledgement of the fulfillment of duties by members of the body of the Company in 2019.
10. Adoption of resolutions on the approval of the remuneration policy for members of the Management and Supervisory Board of the Company.
11. Adoption of a resolution on the approval of the program of acquisition of own shares and creation of a reserve capital for the purpose of such program.
12. Other motions.
13. Closing the Ordinary General Meeting of Shareholders.

The Management Board of the Company, according to article 402<sup>2</sup> of the Code of Commercial Companies provides information on the participation in the General Shareholders Meeting:

- 1) A Shareholder or Shareholders representing at least 1/20 of the Company’s share capital are entitled to request certain items to be added to the agenda of the Meeting. Any such request should be reported to the Management Board of the Company not later than 21 days before the date of the Meeting, i.e. by 19 May 2020. The request should contain the grounds of the request or a draft resolution concerning the proposed agenda item. The request may be submitted in the electronic form and sent to the following e-mail address of the Company: [wza@talex.pl](mailto:wza@talex.pl).
- 2) A Shareholder or Shareholders representing at least 1/20 of the Company’s share capital may, before the date of the Meeting, propose in writing or using the electronic mail draft resolutions concerning items which have been or are to be placed on the agenda of the General Meeting of Shareholders.

The requests referred to in point 1) and draft resolutions described in point 2) should be sent by the Shareholders along with documents confirming their ownership of proper number of shares as at the day of submission of the request or draft resolution by attaching the certificate or certificates of deposit, and in case of the Shareholders that are legal persons and partnerships also confirmation of their right to act on behalf of the Shareholder by attaching the current extract from the register of entrepreneurs.

3) Each Shareholder entitled to participate in the Meeting may propose the drafts resolutions related to the issues entered in the agenda during the General Shareholders Meeting.

4) A Shareholder may participate in the Meeting and execute the right to vote personally or by the plenipotentiary. The template of the form to execute the right to vote by the plenipotentiary that includes data defined in the article 402<sup>3</sup> of the Code of Commercial Companies is presented on the web site of the Company at the address <https://www.talex.pl/en/investors/general-meeting/wza-2020/>. The power to vote through a plenipotentiary should be granted in writing or in the electronic form. Granting the power of attorney in the electronic form does not require a secure electronic signature verified with a valid qualified certificate.

To inform the Company about giving the power of attorney in the electronic form, the Shareholder is obliged to send an e-mail to the following e-mail address: [wza@talex.pl](mailto:wza@talex.pl). However, the notification should be sent not later than three days before the date of the Meeting, that is till the 5 June 2020. The Shareholders shall be allowed to participate in the Meeting after presenting the identity card and the plenipotentiaries after presenting the identity card and valid power of attorney in writing or, in case of power of attorney given in the electronic form not provided with a secure electronic signature verifiable by a valid qualified certificate, after positive verification of the validity of the power of attorney by the Management. Representatives of legal persons or partnerships should additionally present current excerpts from appropriate registers, listing persons authorized to represent those subjects.

The Company's Articles of Association do not allow the participation of the Shareholders in the Meeting by means of electronic communication (article 406<sup>5</sup> par. 1 of the Code of Commercial Companies).

The Company does not have the Rules of Procedure for General Shareholders Meeting and therefore it does not provide the possibility of voting by correspondence (article 411<sup>1</sup> par.1 of the Code of Commercial Companies).

5) The record date for participation in the General Shareholders Meeting is the day of 24 May 2020. Only persons who are the Company's Shareholders on the Record Date are entitled to participate in the General Shareholders Meeting. The record date for the participation in the Meeting is uniform for holders of bearer's shares and registered shares. Holders of rights under registered shares or provisional certificates as well as pledges and users holding voting rights are entitled to participate in the General Shareholders Meeting provided that they are entered in the share register on the Record Date of the Meeting.

6) At the request of the Shareholder eligible from dematerialized bearer shares of the Company, submitted no earlier than after the announcement of summoning the General Shareholders Meeting, that is from the 14<sup>th</sup> of May 2020, and no later than on the first working day after the record date of the General Meeting, that is till the 25<sup>th</sup> of May 2020, the entity keeping the securities account shall issue a registered certificate confirming the entitlement to participate in the General Shareholders Meeting.

7) A list of Shareholders entitled to participate in the General Shareholders Meeting is established by the Company and based on the list provided by the National Depository for Securities and prepared on the basis of registered certificates confirming the right to participate in the Meeting issued by the entity keeping the securities account. The list of the Shareholders will be available for review at the Company's registered office three working days prior to the General Shareholders Meeting that is on the 4<sup>th</sup> of June 2020.

8) Any correspondence related to the General Shareholders Meeting should be directed exclusively to the below addresses:

- postal address:  
Talex S.A.  
Biuro Zarządu  
ul. Karpia 27d  
61-619 Poznan
- e-mail address:  
[wza@talex.pl](mailto:wza@talex.pl).

Documents in the electronic form should be submitted in the form of a PDF file or in another format readable by MS Word, and in the case of documents with the attached image of a paper document to confirm its compliance with the original document - at the option of the sender- JPG or PDF.

9) All the information related to the General Shareholders Meeting, including the full text of the documentation which is to be presented at the Meeting, along with the draft resolutions, will be available on the website of the Company at the address:

<https://www.talex.pl/en/investors/general-meeting/wza-2020/>, and at the registered office of the Company at the address: Karpia 27d, 61-619 Poznan.

The Company's Articles of Association are available on the Company's website at the address: <https://www.talex.pl/en/investors/corporate-documents/>.

*Management Board*