

Template of the power of attorney
for the Ordinary General Meeting of Shareholders of Talex S.A.
called on 9 June 2020

place, date

Power of attorney

I, [name and surname], **holder of the** [name of identity document] **number** [ID number]/**acting on behalf of** [name of the legal person] **registered in the entrepreneur's register of** [name of proper register court] **under the number** [number in the register], **hereby grant Mr/Ms** [name and surname] **full authority to participate and execute the right of voting attached to the shares of Talex S.A. owned by [myself/ name of the legal person] at The Ordinary General Meeting called on 9 June 2020.**

**Form for voting through the proxy
during the Ordinary General Meeting of Shareholders of Talex S.A.
called on 9 June 2020**

Using this form by a shareholder and a proxy is not compulsory and is not a precondition to submit a vote through a proxy. Using this form depends on the decision of the shareholder and the proxy. This document does not replace the power of attorney document.

In the case of discrepancies between the content of the instruction and the manner of voting by the proxy, submitting a vote by the proxy shall prevail (also in case when the vote is submitted in a way contradictory to the instruction).

Data of the Proxy:

full name

name and number of the ID document

Data of the Shareholder:

full name / name and location

name and number of the ID document /defining the proper register court and number in the register

Total number of shares and votes the Shareholder is entitled to:

_____ shares

_____ votes

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 1 of the Code of Commercial Companies hereby approves the report of the Supervisory Board, the report of the Management Board and the financial statement for the financial year 2019 with the total balance sheet of PLN 83,342,276.95 (in words: eighty-three million three hundred forty-two thousand two hundred seventy-six 95/100), i.e. the amount expressed in thousands of Polish Zlotys PLN 83.342 (in words: eighty-three million three hundred forty two thousand zlotys) and net profit of PLN 2,403,941.18 (in words: two million four hundred and three thousand nine hundred forty-one 18/100).”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the The Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„ The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 2 of the Code of Commercial Companies, distributes the profit of the Company for 2019 in the amount of PLN 2,403,941.18 (in words: two million four hundred and three thousand nine hundred forty-one 18/100) in the following way:

- a) the total amount allocated to payment of dividend shall be calculated as the product of the number of shares participating in the dividend and the amount of PLN 0.60 (i.e., the amount allocated for dividend per share),
- b) meaning that the dividend per share amounts to PLN 0.60 (in words: sixty groszy), including:
 - PLN 0.60 per each share of series A,
 - PLN 0.60 per each share of series B,
 - PLN 0.60 per each share of series C,
 - PLN 0.60 per each share of series D,
 - PLN 0.60 per each share of series E,
- c) the amount allocated to a supplementary capital shall be calculated as the difference between the amount of net profit of the Company for 2019 and the amount of dividend paid from the profit for 2019.

The dividend will be paid in two instalments, as follows:

- PLN 0.40 (in words: forty groszy) for the first instalment per share participating in the dividend,
- PLN 0.20 (in words: twenty groszy) for the second instalment per share participating in the dividend.

It has been settled that 24 June 2020 is the dividend record date and the dividend payment date are the following days:

- 2 July 2020 – for the first instalment
- 3 November 2020 – for the second instalment.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 3 of the Code of Commercial Companies acknowledges the fulfillment of duties by Mr. Janusz Gocałek, the President of the Management Board of the Company in the year 2019.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 3 of the Code of Commercial Companies acknowledges the fulfillment of duties by Mr. Jacek Klauziński, Vice-President of the Management Board of the Company in the year 2019.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)
Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 3 of the Code of Commercial Companies acknowledges the fulfillment of duties by Mr. Andrzej Rózga, Vice-President of the Management Board of the Company in the year 2019.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 3 of the Code of Commercial Companies acknowledges the fulfillment of duties by Mr. Rafał Szalek, Member of the Management Board of the Company in the year 2019.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 3 of the Code of Commercial Companies acknowledges the fulfillment of duties by Mr. Radosław Wesołowski, Member of the Management Board of the Company in the year 2019.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 395 par. 2 section 3 of the Code of Commercial Companies acknowledges the fulfillment of duties by all Members of the Supervisory Board in the year 2019.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of Article 378 point 2 and Article 392 of the Code of Commercial Companies, in connection with Article 90d section 1 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organized trading system, and public companies, adopts the remuneration policy for members of the Management and Supervisory Board of the Company with the contents as specified in the attachment to this resolution.”

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:

RESOLUTION No. _
Adopted by the Ordinary General Meeting of Shareholders
of „TALEX” S.A. located in Poznan
dated 9 June 2020
concerning the adoption of the Programme for the acquisition of own shares
and the creation of a reserve capital for such a programme

§1

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of Article 393(6) in connection with Article 362 § 1(8) in connection with Article 362 § 2(2) and Article 396 § 4 and 5 of the Act of 15 September 2000 - the Code of Commercial Companies ("CCC"), hereby gives its consent and authorises the Company's Management Board to purchase fully covered ordinary bearer shares of the Company ("Shares") on the terms set forth in this resolution ("Programme").

§2

1. The acquisition of the Shares under the Programme shall be made on the following terms and conditions:
 - a) the Company may acquire Shares with an aggregate nominal value of no more than 10% of the Company's share capital, i.e. no more than 300,000 (in words: three hundred thousand) Shares jointly representing no more than 10% of the Company's share capital.
 - b) the purchase price of the Shares may not be lower than PLN 1 (one zloty) per Share and may not be higher than PLN 20.00 (twenty zloty) per Share;
 - c) the authorisation of the Company's Management Board to acquire the Shares shall be valid until 31 December 2022;
2. The Shares shall be purchased under the procedure of:
 - a) submission by the Company to all Shareholders of a voluntary offer (one or more) to purchase the Shares, however, the total number of Shares purchased under all voluntary offers submitted by the Company under the Programme may not exceed the limit referred to in section 1 of this Resolution. If the number of Shares for which the Company's Shareholders, in response to the Company's offer, make offers to sell the Shares, exceeds the limit referred to in Sec. 1 of this Resolution, the Company shall be obliged to carry out a proportional reduction of the shares in the offer made, which resulted in exceeding the limit of shares referred to in Sec. 1 of this Resolution;
 - b) transactions concluded on the regulated market;
 - c) concluding block trades;
 - d) concluding transactions outside of organized trading.
3. The way of the acquisition of the Shares, the number of the Shares to be acquired, and other conditions concerning the acquisition of the Shares, including in particular the scope of voluntary offers described in section 2 point a) of this Resolution, shall remain at the discretion of the Management Board, provided that the conditions set forth in section 1 of this Resolution are met.
4. As part of the acquisition of the Shares under the terms of the Scheme, the Management Board shall be authorised to conclude an agreement with the brokerage house, the subject of which shall be the acquisition of the Company Shares through a brokerage house.

- 5. The Management Board shall be authorised to specify the rules of the Programme in the scope not regulated by this Resolution, within the limits specified in Par. 1 of this Resolution, subject to Par. 4 of this Resolution.
- 6. The Shares acquired by the Company under the Programme may be used for:
 - (a) redemption;
 - (b) further resale;

§3

In order to finance the acquisition of the Shares under the Programme, pursuant to Art. 396 Par. 4 and 396 Par. 5 in conjunction with Art. 362 Par. 2(3) and Art. 348 Par. 1 of Commercial Companies Code, the Annual General Meeting of Shareholders resolves to create a reserve capital for the purposes of the Programme and reserved for covering of the purchase price for the Shares acquired by the Company under the Programme and covering the costs of their acquisition. For the purposes of increasing the reserve capital referred to in the preceding sentence, an amount of PLN 6,000,000 (in words: six million zloty) shall be transferred from the Company's supplementary capital (from the funds of that capital coming from the surplus achieved upon the issue of Shares above their nominal value after covering the costs of the share issue) to the reserve capital established for the purposes of the Programme. Thus, the Company's supplementary capital is reduced accordingly by the amount of the created reserve capital.

§4

The Management Board is hereby authorised to take all factual and legal actions aimed at implementing the Programme and acquisition of the Shares in accordance with the provisions of this Resolution, including in particular defining detailed rules for the acquisition of the Shares within the scope not defined in this Resolution.

§5

The Resolution shall come into force upon its adoption."

Instructions to the proxy:

Submitting a vote:

- vote for – number of shares:** _____
- vote against – number of shares:** _____
- abstain from voting – number of shares:** _____

Raising objection YES / NO (delete as applicable)

Content of the objection:
