

Warsaw, 18 May 2020

From: Familiar S.A. S.A., SICAV-SIF
20 rue Eugène Ruppert
L-2453 Luxembourg

To: Talex S.A.
ul. Karpia 27D
61-619 Poznań

Requests of the Shareholders pursuant to Art. 401 § 1 of the Code of Commercial Companies

Acting in the name and on behalf of Familiar S.A. SICAV-SIF, representing over one-twentieth of the Company's capital of Talex S.A. with its seat in Poznan at ul. Karpia 27D, 61-619 Poznan, registered in District Court for Poznań – Nowe Miasto i Wilda in Poznan, 8th Commercial Division of the National Court Register under KRS number 0000048779, NIP (Tax Identification Number): 7820021045, REGON (the National Official Register of the Economy Units): 004772751 (hereinafter referred to as the "**Company**" or the "**Issuer**"), pursuant to Art. 401 § 1 of the Code of Commercial Companies, I hereby submit the request concerning placing in the agenda of the Ordinary General Meeting of Shareholders called on 9 June 2020 the following items:

- 1) adoption of a resolution concerning the adoption of the programme for the acquisition of own shares and the creation of a reserve capital for such a programme

Justification

Using the power of the Company's Shareholders given by Article 401 § 1 of the Code of Commercial Companies, hereby acting in the name and on behalf of Familiar S.A. SICAV-SIF, I request that the agenda of the Ordinary General Meeting of Shareholders of the Company called on 9 June 2020 be extended to include an item concerning the adoption of a resolution on the adoption of programme for the acquisition of own shares and the creation of a reserve capital for such programme.

As a result of the above, I submit in the attachment a draft resolution on the adoption of a programme for the acquisition of own shares and the creation of a reserve capital for such a programme.

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.

On behalf of Familiar S.A. SICAV SIF:

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