

Template of the power of attorney
for the Ordinary General Meeting of Shareholders of Talex S.A.
called on 23 May 2019

place, date

Power of attorney

[I, name and surname, **holder of the** name of identity document **number** ID numer/**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 23 May 2019.**

**Form for voting through the proxy
during the Ordinary General Meeting of Shareholders of Talex S.A.
called on 23 May 2019**

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 23 May 2019

„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 2018 with the total balance sheet of PLN 93,557,825.90 (in words: ninety-three million five hundred fifty-seven thousand eight hundred twenty-five 90/100), i.e. the amount expressed in thousands PLN 93,558 (in words: ninety-three milion five hundred fifty-eight thousand) and net profit of PLN 6,574,714.01 (in words: six million five hundred seventy-four thousand seven hundred fourteen 01/100).”;

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 23 May 2019

„ 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 2018 in the amount of PLN 6,574,714.01 (in words: sex million five hundred seventy-four thousand seven hundred fourteen 01/100) 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 1.30 (i.e., the amount allocated for dividend per share),
- b) meaning that the dividend per share amounts to PLN 1.30 (in words: one zloty and eighty groszy), including:
 - PLN 1.30 per each share of series A,
 - PLN 1.30 per each share of series B,
 - PLN 1.30 per each share of series C,
 - PLN 1.30 per each share of series D,
 - PLN 1.30 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 2018 and the amount of dividend paid from the profit for 2018.

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

- PLN 0.50 (in words: fifty groszy) for the first instalment per share participating in the dividend,
- PLN 0.80 (in words: eighty groszy) for the second instalment per share participating in the dividend.

It has been settled that 25 June 2019 is the dividend record date and the dividend payment date are the following days:

- 2 July 2019 – for the first instalment
- 5 November 2019 – 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 23 May 2019

„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 2018.”

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 23 May 2019

„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 2018.”

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 23 May 2019

„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 2018.”

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 23 May 2019

„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 2018.”

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 23 May 2019

„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 2018.”

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 23 May 2019

„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 2018.”

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 23 May 2019

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 393 point 4 of the Code of Commercial Companies, gives its consent to the sale of the residential premises – title number 73, forming a separate real property, located in Warsaw at ul. Woronicza 76 entered in the land and mortgage register No. WA2M/00437322/6, maintained by the District Court of Warszawa-Mokotów in Warsaw, together with the associated share in the amount of 892/122377 in the joint estate which constitutes the land and a part of the building (Land and Mortgage Register No. WA2M/00437093/1) and the shares in the size of 1/600 of the plot of land (Land and Mortgage Register No. WA2M/00437106/6) and in the size of 1/400 of the plot of land (Land and Mortgage Register No. WA2M/00437107/3), i.e. in the plots located in Warsaw at ul. Woronicza. The Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznan the entrusts the Management Board of the Company with execution of the resolution and thereby confirms that the Management Board of the Company is authorized to undertake any actions related to the sale, including the determination of the provisions of the agreement and the price at the discretion of the Management Board of the Company.”

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:
