

Template of the power of attorney
for the Ordinary General Meeting of Shareholders of Talex S.A.
called on 11 May 2018

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 The Ordinary General Meeting called on 11 May 2018.**

**Form for voting through the proxy
during the Ordinary General Meeting of Shareholders of Talex S.A.
called on 11 May 2018**

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 11 May 2018

„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 2017 with the total balance sheet of PLN 93,346,871.79 (in words: ninety-three million three hundred forty-six thousand eight hundred seventy-one 79/100), and net profit of PLN 5,731,462.20 (in words: five million seven hundred thirty-one thousand four hundred sixty-two 20/100).”;

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 11 May 2018

„ 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 2017 in the amount of PLN 5,731,462.20 (in words: five million seven hundred thirty-one thousand four hundred sixty-two 20/100) 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 1.20 (i.e., the amount allocated for dividend per share),
- b) meaning that the dividend per share amounts to PLN 1.20 (in words: one zloty and eighty groszy), including:
 - PLN 1.20 per each share of series A,
 - PLN 1.20 per each share of series B,
 - PLN 1.20 per each share of series C,
 - PLN 1.20 per each share of series D,
 - PLN 1.20 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 2017 and the amount of dividend paid from the profit for 2017.

The dividend will be paid in two equal instalments, meaning that each instalment per share participating in the dividend amounts to PLN 0.60 (in words: sixty groszy).

It has been settled that 25 June 2018 is the dividend record date and the dividend payment date are the following days:

- 3 July 2018 – for the first instalment
- 2 October 2018 – 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 11 May 2018**

„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 2017.”

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 11 May 2018

„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 2017.”

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 11 May 2018

„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 2017.”

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 11 May 2018

„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 2017.”

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 11 May 2018

„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 2017.”

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 11 May 2018

„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 2017.”

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 11 May 2018

„The Ordinary General Meeting of Shareholders of „TALEX” S.A. located in Poznan, acting on the basis of article 385 par. 1 of the Code of Commercial Companies appoints Mr./Ms. to the position of a Supervisory Board Member.”

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 11 May 2018

„§ 1.

“The Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznan, acting on the basis of § 19 section 2 point 4 of the Articles of Association and Article 392 § 1 of the Code of Commercial Companies, changes the amount of remuneration of members of the Supervisory Board defined by Resolution No. 13 of the Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznan dated 29 April 2010 and Resolution No. 19 of the Ordinary General Meeting of Shareholders of "TALEX" S.A. located in Poznan dated 25 April 2013, and determines this remuneration in the following way:

1. a Supervisory Board member shall be entitled to remuneration in the amount of PLN __.00 (in words: __ PLN) per each quarter,
2. the Chairman of the Supervisory Board shall be entitled to remuneration in the amount of PLN __.00 (in words: __ PLN) per each quarter.

§ 2.

The remuneration referred to in § 1. shall be paid in arrears by bank transfer, at the latest by the last day of a given calendar month ending a given quarter, to the bank account specified by each member of the Supervisory Board.

§ 3.

Pursuant to the above rules, the remuneration shall be paid to the Members of the Supervisory Board as of 1 June 2018.

§ 4.

The issues not regulated by this resolution shall be governed by the provisions of the Company's Articles of Association and the generally applicable provisions of law.”

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:
