

NOTICE OF CONVENING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF INVESTMENT FRIENDS CAPITAL SE

Published on 25 March 2019

The Management Board of **INVESTMENT FRIENDS CAPITAL SE**, Estonian registry code 14618005, seat Narva mnt 5, 10117 Tallinn, Estonia (hereinafter **Company**) convenes an extraordinary general meeting of shareholders, which is held on **19 April 2019, starting at 10:00 (CET)** in Plock, ul. Padlewskiego 18C, 09-402, Poland.

The agenda of the extraordinary general meeting of shareholders is the following:

1. Approval of the audit firm for the performance of the audit of the Company's financial statements for the year 2018, 2019 and for the evaluation of the Company's annual reports for the year 2018, 2019.
2. Adoption of a resolution regarding the change in the financial year and related changes in the Company Statute.

The Supervisory Board of the Company has approved the agenda of the extraordinary general meeting presented by the Management Board, and makes the following proposals to the extraordinary general meeting of shareholders of the Company:

- 1. Approval of the audit firm for the performance of the audit of the Company's financial statements for the year 2018, 2019 and for the evaluation of the Company's annual reports for the year 2018, 2019.**
 - 1.1. To elect, company code, as the audit company which shall perform the Company's financial statements audit for the year 2018, 2019 and shall evaluate Company's annual reports for the year 2018, 2019.
 - 1.2. Determine that the Company shall pay for the audit of Company's financial statements of year 2018 and for the evaluation of Company's annual report services EUR (.....), excluding VAT.
 - 1.3. Determine that the Company shall pay for the audit of Company's financial statements of year 2019 and for the evaluation of Company's annual report services EUR (.....), excluding VAT.
Authorize the Company's Management Board member to conclude and sign the agreement for the audit services with and on his own discretion settle the other conditions of audit services agreement also conclude and sign other related documents and perform other actions in order to fulfill duly audit.
- 2. Adoption of a resolution regarding the change in the financial year and related changes in the Company Statute.**

ORGANISATIONAL ISSUES

After the items on the agenda of the extraordinary general meeting, including additional issues, have been discussed, the shareholders can ask for information from the Management Board about the activity of the Company.

The list of shareholders entitled to participate in the extraordinary general meeting will be determined as at seven days before holding the extraordinary general meeting, i.e. as at 12 April 2019 at the end of the working day of the [Nasdaq CSD Estonian Settlement System].

The registration of the participants of the extraordinary general meeting starts on the day of the meeting, i.e. on 19 April 2019 at 9:30 (CET). For registration you are kindly requested to submit the following documents:

a shareholder that is a natural person – personal identification document; a representative of a shareholder that is a natural person – personal identification document and a written letter of authorisation; a legal representative of a shareholder that is a legal person – an extract of the

relevant (commercial) register in which the legal person is registered, and the personal identification document of the representative; a transactional representative of a shareholder that is a legal person is also required to submit a written authorisation issued by the legal representative of the legal person in addition to the above listed documents. We ask the documents of a legal person registered in a foreign country to be legalised or having an apostille attached to the documents beforehand, unless specified otherwise in an international agreement. INVESTMENT FRIENDS CAPITAL SE may register a shareholder that is a legal person from a foreign country to the extraordinary general meeting also in case all required information on the legal person and its representative are included in a notarised letter of authorisation issued in the foreign country and the respective letter of authorisation is accepted in Estonia.

We ask you to present a passport or an ID-card as a personal identification document.

A shareholder may inform of the appointment of a representative or withdrawal of an authorisation given to a representative before the extraordinary general meeting by e-mail on biuro@ifcapital.pl or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 18 April 2019 to Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C, Płock 09-402, Poland, prepared on the respective forms published on the homepage of INVESTMENT FRIENDS CAPITAL SE at <http://www.ifcapital.pl/> You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The draft resolutions, and any other documents of the extraordinary general meeting are available for reviewing as of 28 March 2019 on the website of the Company at <http://www.ifcapital.pl/> and on workdays between 09:00 to 17:00 at Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C, Płock 09-402, Poland. Questions regarding any item on the agenda of the extraordinary general meeting may be addressed to the Company by e-mail at biuro@ifcapital.pl or by telephone +48-796-118-929. The questions, responses and the minutes of the extraordinary general meeting shall be published on the website of the Company at <http://www.ifcapital.pl/>.

The shareholders, whose shares represent at least 1/20th of the share capital may request that additional issues be included in the agenda of the extraordinary general meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the extraordinary general meeting, at the latest by 4 April 2019. The shareholders, whose shares represent at least 1/20th of the share capital may submit to the Company a written draft of the resolution in respect to each item on the agenda of the extraordinary general meeting, at the latest 3 days prior to the date of the extraordinary general meeting by, I.e. 16 April 2019. More detailed information available on §287 of the Estonian Commercial Code (right of shareholder to information), §293 (2) (right to demand the inclusion of additional issues in the agenda) and §293¹ (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293¹ (4) (right to submit a draft of the resolution in respect to each item on the agenda) about the rules and term of exercising these rights have been published on the homepage of INVESTMENT FRIENDS CAPITAL SE at <http://www.ifcapital.pl/>. The submitted proposals regarding additional items on the agenda, the reasoning for including any items on agenda, and draft resolutions shall be published after their receipt on the website of the Company at <http://www.ifcapital.pl/>. The drafts and statements of reason thereof are available for reviewing also at the office of the Company on workdays between 09:00 to 17:00 at Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C in Płock, 09-402, Poland.

Damian Patrowicz
Chairman of INVESTMENT FRIENDS CAPITAL SE