

**ANNOUNCEMENT ON CONVENING AN ORDINARY GENERAL MEETING OF  
GIEŁDA PAPIERÓW WARTOŚCIOWYCH W WARSZAWIE S.A.  
(WARSAW STOCK EXCHANGE)**

The Management Board of Giełda Papierów Wartościowych w Warszawie S.A. with its registered office in Warsaw at ul. Książęca 4, 00-498 Warsaw, entered in the register of commercial entities kept by the District Court for the Capital City of Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register, under no. KRS 0000082312 ("Company"), with a share capital of PLN 41,972,000, fully paid up, acting pursuant to Art. 399.1, Art. 402<sup>1</sup> of the Commercial Companies Code ("CCC") and § 8.1 and 8.2 of the Company's Articles of Association, hereby convenes the Company's Ordinary General Meeting.

**1. Date, time and place of the Ordinary General Meeting and a detailed meeting agenda**

The Ordinary General Meeting of the Company ("General Meeting") is hereby convened for 11 a.m. on 21 June 2021 at the Company's registered office in Warsaw at ul. Książęca 4. The meeting agenda is as follows:

1. Opening of the General Meeting.
2. Election of the Chairperson of the General Meeting.
3. Asserting that the General Meeting has been convened correctly and is capable of adopting resolutions.
4. Adoption of the Agenda.
5. Review of the report of the Management Board on the activity of the Company and the Group in 2020.
6. Review of the financial statements of the Company for the year ended 31 December 2020 and the consolidated financial statements of the Group for the year ended 31 December 2020.
7. Review of the Management Board report on representation expenses and expenses for legal services, marketing services, public relations and social communication services, and management advisory services for 2020.
8. Review of the reports of the Exchange Supervisory Board on the assessment of:
  - a. the report of the Management Board on the activity of the Company and the Group in 2020, the financial statements of the Company for the year ended 31 December 2020 and the consolidated financial statements of the Group for the year ended 31 December 2020;
  - b. the motion of the Exchange Management Board concerning distribution of the Company's profit for 2020.
9. Review of the report of the Exchange Supervisory Board for 2020 including:

- a. the report on the activity of the Supervisory Board as an authority of the Company in 2020;
  - b. assessment of the situation of the Company in 2020 including: assessment of the financial standing of the Company, assessment of the internal control system and the risk management system of the Company, assessment of the Company's compliance with disclosure requirements concerning compliance with the corporate governance principles defined in the Exchange Rules and regulations concerning current and periodic reports published by issuers of securities, assessment of compliance with the Principles of Corporate Governance for Supervised Institutions issued by the Polish Financial Supervision Authority, assessment of the Company's sponsoring, charity and other similar activities, assessment of the functioning of the Company's remuneration policy;
  - c. assessment of the financial standing of the Group.
10. Approval of the report of the Management Board on the activity of the Company and the Group in 2020.
  11. Approval of the financial statements of the Company for 2020.
  12. Approval of the consolidated financial statements of the Group for 2020.
  13. Adoption of the resolution concerning distribution of the Company's profit for 2020.
  14. Review of the report of the Exchange Supervisory Board concerning remuneration of Members of the Management Board and the Supervisory Board of the Warsaw Stock Exchange.
  15. Issuing an opinion on the report of the Exchange Supervisory Board concerning remuneration of Members of the Management Board and the Supervisory Board of the Warsaw Stock Exchange.
  16. Vote of discharge of duties to Members of the Exchange Supervisory Board for 2020.
  17. Vote of discharge of duties to Members of the Exchange Management Board for 2020.
  18. Approval of the Best Practice for GPW Listed Companies 2021.
  19. Closing of the General Meeting.

## **2. Right of the shareholder to request that certain matters be included in the agenda of the General Meeting**

- 1) A shareholder or shareholders representing at least one twentieth of the share capital may request that certain matters be included in the agenda of the Company's General Meeting. Such request should be submitted to the Company's Management Board no later than twenty-one days before the date of the General Meeting. It should contain a justification or a draft resolution pertaining to the proposed item of the agenda. The request may be submitted in writing at the Company's registered office at ul. Książęca 4, 00-498 Warsaw, or in electronic form sent to the Company's – e-mail address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl).

- 2) The shareholder or shareholders referred to in point 1 should evidence the relevant number of shares held at the date of the request by attaching to their request a deposit certificate (certificates) or a statement issued by an entity keeping a securities account. In addition, the shareholder or shareholders referred to in point 1 who are natural persons should present documents confirming the identity of the shareholder containing data necessary for the identification including the series and number of the ID card/passport and PESEL, and if a request is sent electronically, then a scan of such documents including the details listed above. If a request is submitted by a shareholder or shareholders which is (are) a legal person or organisational unit referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder or shareholders should present an official copy of the current entity's relevant register (a scanned document in case of a request sent by e-mail). All documents submitted to the Company, including documents sent electronically, should be drawn up in Polish (documents drawn up in a language other than Polish should be translated into Polish by a sworn translator).

Shareholders making a request by means of electronic communication should send all documents in PDF format.

- 3) The Company may take appropriate action to identify the shareholder and the attorney-in-fact to verify the rights exercised by means of electronic communication.

### **3. Right of the shareholder to submit draft resolutions**

- 1) A shareholder or shareholders of the Company representing at least one twentieth of the share capital may, before the date of the General Meeting, submit to the Company in writing at the Company's registered office at ul. Książęca 4, 00-498 Warsaw, or by means of electronic communication to the Company's e-mail address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl), draft resolutions on matters included in the agenda of the General Meeting or matters to be included in the agenda.
- 2) According to the procedure set out in point 2.2 and 2.3 above, such shareholder or shareholders should evidence the relevant number of shares held at the date of the request and attach documents confirming the identity of the person or persons submitting the draft resolutions.
- 3) Any shareholder entitled to participate in the General Meeting may, during the General Meeting, submit draft resolutions on matters introduced to the agenda.

### **4. The method of exercise of the voting right by an attorney-in-fact**

- 1) A shareholder may participate in the General Meeting and exercise the voting right personally or by an attorney-in-fact. A power of attorney to participate in the General Meeting and exercise the voting right must be granted in writing or electronically. A shareholder who is not a natural person may participate in the General Meeting and exercise the voting right via the person entitled to submit declarations of will for and on behalf of such shareholder or via an attorney-in-fact.
- 2) Shareholders of the Company may notify the Company electronically at the e-mail address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl) of an electronically granted and revoked power of attorney to participate in the General Meeting and send the document granting or revoking such power

of attorney. Given that the sent document must be verified, the notices and powers of attorney must be sent until 11 a.m. on 16 June 2021.

- 3) Together with a notice of the granting of a power of attorney sent electronically, the shareholder shall send the contents of the power of attorney as well as scans of documents containing data necessary for the identification (including the series and number of the ID card/passport and PESEL), confirming the identity of the shareholder as principal and the appointed attorney-in-fact being a natural person acting on behalf of the attorney-in-fact which is a legal person or organisational unit referred to in Art. 33<sub>1</sub> of the Civil Code. If the attorney-in-fact is a legal person or organisational unit referred to in Art. 33<sub>1</sub> of the Civil Code, the shareholder as principal should additionally send a scanned official copy of the attorney-in-fact's relevant register. All documents sent electronically should be drawn up in Polish (documents drawn up in a language other than Polish should be translated into Polish by a sworn translator).

A shareholder who sends a notice of the granting of a power of attorney shall also send to the Company the e-mail address and the telephone number at which the Company may contact the shareholder or the attorney-in-fact. All documents referred to in this paragraph are sent electronically. Nothing in this paragraph shall relieve the attorney-in-fact of the obligation to present its/his/her identification documents referred to in this paragraph during the preparation of the attendance record of shareholders entitled to participate in the General Meeting.

- 4) The above rules of identifying the principal apply accordingly to notifying the Company electronically of the revocation of a power of attorney.
- 5) A notice of granting and revoking of a power of attorney which does not comply with the requirements set out above shall have no legal effect for the Company.
- 6) The Company may take appropriate action to identify the shareholder and the attorney-in-fact to verify the rights exercised by means of electronic communication.
- 7) If a power of attorney is granted in writing, the original document shall be given by the attorney-in-fact to the Company. In addition, during the preparation of the attendance record, the attorney-in-fact of a shareholder (shareholders) shall present an ID card, passport or other reliable document confirming its/his/her identity. The right to represent a shareholder who is not a natural person should arise out of an official copy of the relevant register (original or a copy authenticated by a notary public or a legal counsel) and a string of powers of attorney.
- 8) The Company informs that forms of power of attorney to exercise voting rights containing data required under Art. 402<sub>3</sub> CCC are available on the website <https://www.gpw.pl/general-meeting>. These forms are not mandatory.

## **5. Possibility and method of participation in the General Meeting by means of electronic communication**

- 1) The Company allows the participation in the General Meeting by means of electronic communication. The specific terms and conditions of participation in the General Meeting of the Company by means of electronic communication are set out in the Rules of Participation in the

General Meeting of the Warsaw Stock Exchange by Means of Electronic Communication available on the Company's website at <https://www.gpw.pl/regulations>.

Such form of participation in the General Meeting will be available via a link to be posted on the Company's website at <https://www.gpw.pl/general-meeting> no later than 16 June 2021.

- 2) To participate in the General Meeting by means of electronic communication, shareholders should provide the Company, at the email address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl), from the day following the date of publication of this announcement to 15 June 2021 at 4 p.m., with the following:
  - a) a statement completed and signed by the shareholder, scanned in pdf format, to the effect that the shareholder intends to participate in the General Meeting by means of electronic communication ("Statement"), according to the template presented in the appendix to the Rules referred to in point 5.1) above;
  - b) a scan of the identity document to the extent necessary to identify the shareholder, including the series and number of the ID card/passport, PESEL. If the shareholder is a legal entity or an organisational unit without legal personality, it needs to send a scan of the entry in the relevant register or a scan of another document confirming the powers of its representatives. In the case of a power of attorney, the provisions of point 4 of this announcement apply accordingly.
- 3) Following a successful check of the rights of a shareholder and powers of attorney, if any, the Company will provide the shareholder or attorney-in-fact, no later than 16 June 2021 at 4 p.m., from the email address [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl) at the email address provided by the shareholder in the Statement, with detailed instructions of how to log on the IT platform necessary to participate in the General Meeting by means of electronic communication, together with the login and temporary password necessary to log on the platform for the first time, which constitutes confirmation of eligibility to participate in the General Meeting by means of electronic communication.
- 4) On 17 June 2021 from 4 p.m. to 5 p.m., shareholders may test the functionality of their IT hardware, software and internet connectivity to be used in order to participate in the General Meeting by means of electronic communication, and learn the functionalities of the provided platform. Access to tests will be available via a link published on the website of the Company at <https://www.gpw.pl/general-meeting>.
- 5) In the case of any issue or question concerning the use or operation of the platform, shareholders may use a technology helpdesk available by phone on 17 June 2021 (from 4 p.m. to 5 p.m.) and on 21 June 2021, i.e., the date of the General Meeting, from 10 a.m. until such time that the General Meeting is adjourned, or report them at [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl). The phone number shall be provided by the Exchange to the shareholder or attorney-in-fact together with the instructions referred to in point 5.3).
- 6) To participate in the General Meeting by means of electronic communication, the following requirements must be met:
  - a) a connection with the public network Internet with a capacity of at least 4 Mbps (capacity throughout the period of using the platform);

b) a computer with sound playing and image reception functionalities and controlled by the operating system Windows 10 or macOS with an installed browser: Firefox, Chrome, Safari or Edge updated to the latest version (all listed browsers can be downloaded free of charge from the public network Internet). It is not recommended to use Internet Explorer.

An internet connection of lower capacity or an older browser version may interfere with or block communications with the venue of the General Meeting, cause major latency in reception or prevent the casting of votes.

It is recommended that users refrain from using other applications which significantly increase the workload for the computer and the telecommunication connection at the time of using the platform. It is recommended to use the platform in "full screen" mode.

- 7) The proceedings of the General Meeting will be broadcast live online in the public network Internet and will be recorded and published on the website <https://www.gpw.pl/general-meeting>.
- 8) The Company announces that the General Meeting will be broadcast with interpretation into English as an interpreter will be available during the General Meeting (Polish – English – Polish).

#### **6. Method of making statements during the General Meeting by means of electronic communication**

Information about the method of making statements during the General Meeting by means of electronic communication is presented in the Rules referred to in point 5.1) above.

#### **7. Method of exercising the voting right by mail or by means of electronic communication**

The Company currently does not allow the possibility of exercising the voting right by mail.

Information about the method of exercising the voting right by means of electronic communication is presented in the Rules referred to in point 5.1) above.

#### **8. Shareholder's right to ask questions concerning issues put on the agenda of the general meeting.**

During the General Meeting, the shareholder has the right to ask questions about the issues put on the agenda of the General Meeting. Pursuant to Article 428 § 1 of the Commercial Companies Code, the Management Board is obliged to provide a shareholder, upon request, with information concerning the Warsaw Stock Exchange, if this is justified for the purpose of evaluating the matter included in the agenda.

#### **9. Date of registration of participation in the General Meeting**

The date of registration of participation in the General Meeting is 5 June 2021.

## **10. Information on the right to participate in the General Meeting**

Only persons who are shareholders of the Company sixteen days before the date of the General Meeting (i.e., 5 June 2021) have the right to participate in the General Meeting of the Company, i.e.: they have shares of the Company deposited in their securities account and not earlier than before announcement of the General Meeting and not later than on 7 June 2021 they request the entity keeping the securities account in which shares of the Company are deposited to issue a name-specific certificate on the right to participate in the General Meeting of the Company.

We recommend that shareholders collect an issued certificate on the right to participate and bring it to the General Meeting.

The Company draws up a list of shareholders entitled to participate in the General Meeting on the basis of list submitted by the Central Securities Depository of Poland (KDPW) and drawn up on the basis of name-specific certificates on the right to participate in the General Meeting issued by entities keeping securities accounts. The list of shareholders entitled to participate in the General Meeting shall be displayed for viewing at the Company's registered office (Corporate Department, Room 3038) between 10 a.m. and 4 p.m. starting from 16 June 2021.

Any shareholder may request the list of shareholders be sent to it/him/her free of charge by electronic mail, specifying the address to which the list should be sent. The relevant request should be signed by the authorised representatives of the shareholder and delivered to the Company in the original counterpart or sent in PDF format to [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl).

A shareholder requesting to view or receive the list of shareholders shall confirm its/his/her identity and status as a shareholder of the Company. For this purpose, a shareholder may present to the Company a certificate on the right to participate in the General Meeting or a depository certificate in the original counterpart or sent in PDF format to the address specified above.

Shareholders and attorneys-in-fact who arrive at the General Meeting of the Company shall, on signing the attendance record, present an ID card, passport or other document confirming their identity. The right to represent a shareholder who is not a natural person should arise out of an official copy of the relevant register (original or a copy authenticated by a notary public or a legal counsel) and a string of powers of attorney. The right to represent a shareholder who is a natural person should arise out of a power of attorney presented when signing the attendance record.

Voting cards will be available to persons entitled to participate in the General Meeting in front of the meeting room from 10 a.m. on 21 June 2021.

Attorneys of legal persons shall come to the General Meeting at least one hour before its beginning.

## **11. Access to documentation**

The full text of the documentation to be presented to the General Meeting, including the draft resolutions and information about the General Meeting, will be available on the Company's website <https://www.gpw.pl/general-meeting> from the date of convening the General Meeting.

Any shareholder entitled to participate in the General Meeting may receive the full text of the documentation to be presented to the General Meeting in a hard copy at the Company's registered office at ul. Książęca 4, Corporate Department, room 3038, from 11 a.m. to 3 p.m. on business days, but no later than 16 June 2021, following prior announcement of such need by email at the e-mail address: [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl).

## **12. Address of the website containing information on the General Meeting and electronic communication between shareholders and the Company**

- 1) All information on the General Meeting will be made available by the Company on the website <https://www.gpw.pl/general-meeting> from the date of convening the General Meeting.
- 2) The Company makes the following reservation: all communication concerning the General Meeting sent by shareholders electronically shall be considered by the Company only if sent to the address indicated in this announcement, i.e., [walne.zgromadzenie@gpw.pl](mailto:walne.zgromadzenie@gpw.pl); all of the documents sent to the Company shall be sent in PDF format.
- 3) The shareholder shall bear the risks associated with its/his/her use of electronic communication.

**Management Board of Giełda Papierów Wartościowych w Warszawie S.A.**