

**Financial Supervision Authority**

**Current Report No. 9/2016 - Convening the Extraordinary General Meeting of Shareholders and its Draft Resolutions**

*According § 38 item 1-2 of the Regulation of the Minister of Finance regarding current and periodic information to be submitted by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state, dated 19 February 2009 (Journal of Laws of 2009 No. 33, item 259) and Art. 17 REGULATION (EU) No 596/2014 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC*

The Board of Directors of Asseco Central Europe, a. s., (hereinafter referred to as the "Board") registered office in Bratislava, Trenčianska 56/A, ZIP Code 821 09, ID Number 35 760 419, entered in the Commercial Register maintained by the District Court of Bratislava I., Section: Sa, File No.: 2024/B, (hereinafter referred to as the "Company") convenes on based of request of shareholder Asseco Poland SA, registered office: Ul. Olchowa 14, 35 – 322 Rzeszów, Poland, registered by Registry Court, Regional Court in Rzeszów, XII. Commercial department, National Registry Court under the number: 0000033391 pursuant to article 181 paragraph 1 of Act no. 513/1991 Coll. Commercial Code as amended its Extraordinary General Meeting of Shareholders, which will be held on 28 November 2016 at 12:00 pm, in Room 111-112 in the Company's registered office in Bratislava, Trenčianska 56/A, 821 09, with the following agenda:

Agenda:

1. The opening of Extraordinary General Meeting and the election of bodies of Extraordinary General Meeting (chairman, recorder, two verifiers of minutes and scrutineers).
2. Decision on discontinuing the trading of the shares at Warsaw Stock Exchange and on that company ceases to be a public joint stock company.
3. Decision on replacing shares of the company issued as book-entry bearer shares (in Slovak: zaknihované akcie na doručiteľ'a) by shares issued as paper registered shares (in Slovak: listinné akcie na meno) (re-materialization of shares) (in Slovak: zmena formy a podoby akcií).
4. Change of Articles of Association of the Company after end of trading of shares at Stock Exchange – changes related to change form of shares (re-materialization of shares) (in Slovak: zmena formy a podoby akcií) pursuant to point 3 of this Invitation.
5. Adjournment.

In addition, the Board announces that the procedures for convening and organizing the Extraordinary General Meeting of Shareholders shall apply the provisions of the Act No. 513/1991 Coll. Commercial Code as amended and provisions of the Statute.

Each shareholder is entitled to attend and to vote at the Extraordinary General Meeting.

Each shareholder of the Company has the right to require at the Extraordinary General Meeting information and explanations pursuant to article 180 paragraph 1 of the Act No. 513/1991 Coll. Commercial Code as amended. The Board of Directors shall provide information and explanation to the shareholder in accordance with article 180 paragraph 3 and 4 of the Act No. 513/1991 Coll. Commercial Code as amended, otherwise the shareholder is entitled bring an action for court decision on the obligation of the Company to provide information. This right shall lapse if the shareholder will not exercise it within one month from Extraordinary General Meeting where the shareholder required information from Board of Directors or Supervisory Board.

Pursuant to article 181 paragraph 1 of the Act No. 513/1991 Coll. Commercial Code as amended shareholders have right to require to include in the agenda of the Extraordinary General Meeting matters proposed by them. In case the request to include a certain issue in the agenda is received only after the publishing of the invitation to the Extraordinary General Meeting, the board of directors shall publish a supplement to the agenda of the Extraordinary General Meeting in the manner prescribed by the law and by the Articles of Association for the convocation of the Extraordinary General Meeting, at least ten days prior to the date of the Extraordinary General Meeting. If it is impossible to supplement the agenda as provided above, the issue may be included in the agenda of the Extraordinary General Meeting only subject to attendance of the Extraordinary General Meeting and approval of such issues by all the shareholders; the board of directors is obliged to publish the notice of supplement to the agenda of the Extraordinary General Meeting within 10 days before Extraordinary General Meeting, provided the shareholders deliver the supplement no later than 20 days before general meeting.

Shareholders may participate in the Extraordinary General Meeting in person or by proxy pursuant to § 184 par. 1 and § 190e of the Act No. 513/1991 Coll. Commercial Code as amended. Proxy must be in writing with officially certified signature of the shareholder, if the shareholder is a natural person or authenticated signature of the statutory authority or members of the statutory body, authorized to act on behalf of the shareholder, if the shareholder is a legal person. A downloadable template that contains a proxy is available on the website since the publication of this current report.

Documentation to the Extraordinary General Meeting will be available for viewing to all shareholders at the Company's registered office in Bratislava, Trenčianska 56/A, from the date of convening the Extraordinary General Meeting until the date of the Extraordinary General Meeting on business days from 9:00 am to 3:00 pm.

The Board informs that, pursuant to § 180 par. 2 of the Act No. 513/1991 Coll. Commercial Code as amended, the only persons eligible to participate in the Extraordinary General Meeting will be holders of the Company's shares at 3 days before the Meeting date, i.e. on 25 November 2016 (the date of registration of participation in the Extraordinary General Meeting).

The Board informs that in accordance with the Statute of the Company shareholder's right to participate in the Extraordinary General Meeting is verified based on an extract from the account holder securities held by the institution operating the securities account on a day which is specified in the current report, i.e. 25 November 2016. The shareholder is

entitled to participate in the Extraordinary General Meeting, if he proves that he holds shares at 25 November 2016.

Registration of shareholders will start at 11:30 am on the date and at the venue of the Extraordinary General Meeting. For registration, shareholders or his representative must submit documents in accordance with paragraphs 19.2. of the Statute.

Costs related to participation at the Extraordinary General Meeting are borne by the shareholders.

All information regarding participation in the Extraordinary General Meeting is available at: <https://ce.asseco.com/en/investors/corporate-issues/>.

*According § 39 Point 1. 3 of the Regulation of the Minister of Finance regarding current and periodic information to be submitted by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state, dated 19 February 2009 (Journal of Laws of 2009 No. 33, item 259)*

The Board of Directors of Asseco Central Europe, a. s. further submits draft resolutions to be discussed at the abovementioned Extraordinary General Meeting of Shareholders convened on 28 November 2016 according to the published agenda:

Referring to the item 1 of the Meeting Agenda:

**RESOLUTION No. [●]  
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE  
COMPANY ASSECO CENTRAL EUROPE, A. S.**

**Election of the General Meeting chairman, minutes  
clerk, minutes verifiers and persons authorized to count the votes**

*“The Extrardinary General Meeting of Shareholders of the company Asseco Central Europe, a. s. elects [●] as Chairman of the General Meeting, [●] as Minutes Clerk, [●] and [●] as Minutes Verifiers and [●] and [●] as persons to count the votes (scrutineers).”*

Referring to the item 2 of the Meeting Agenda:

**RESOLUTION No. [●]  
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE  
COMPANY ASSECO CENTRAL EUROPE, A. S.**

**„Resolution on discontinuing of trading of the shares at Warsaw Stock Exchange  
and on that company ceases to be a public joint stock company.“**

"The extraordinary general meeting of the company Asseco Central Europe, a. s., registered office: Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, Identification No.: 35 760 419 in accordance with article 154 paragraph 4 and article 187 paragraph 1 letter h) of the Act No. 513/1991 Coll. Commercial Code as amended and article 170 paragraph 3 of the Act No. 566/2001 Coll. on Securities as amended decides on discontinuing of trading of the shares of the company Asseco Central Europe, a. s., registered office: Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, Identification No.: 35 760 419, ISIN: SK1120009230, in the number of 21,360,000 pieces, the nominal value of one share € 0.033194, issued as bearer shares (*in Slovak: akcie na doručiteľ'a*) and listed on a regulated market: Stock Exchange in Warsaw: Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange), registered office: Książęca 4, 00-498 Warsaw, Poland, and also decides that the Company ceases to be a public joint stock company and that the company changes to private joint stock company under Slovak law."

Referring to the item 3 of the Meeting Agenda:

**RESOLUTION No. [●]  
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE  
COMPANY ASSECO CENTRAL EUROPE, A. S.**

**„Resolution on change form and type of shares of the Company from book-entry bearer shares (*in Slovak: zaknihované akcie na doručiteľ'a*) to shares issued as paper registered shares (*in Slovak: listinné akcie na meno*) (re-materialization of shares) (*in Slovak: zmena podoby a formy akcií*).“**

"The extraordinary general meeting of the company Asseco Central Europe, a. s., registered office: Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, Identification No.: 35 760 419 pursuant to article 187 paragraph 1 letter f) and k) of the Act No. 513/1991 Coll. Commercial Code as amended and article 10 paragraph 2 and article 11 paragraph 2 of the Act No. 566/2001 Coll. on Securities as amended decides on change form and type of shares of the Company (*in Slovak: zmena formy a podoby akcií*) from book-entry shares (*in Slovak: zaknihované akcie*) (re-materialization of shares) issued by the company Asseco Central Europe, a. s., registered office: Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, Identification No.: 35 760 419, in the number of 21,360,000 pieces, the nominal value of one share € 0.033194, issued as bearer shares (*in Slovak: akcie na doručiteľ'a*) to paper shares (*in Slovak: listinné akcie*) of collective shares (*in Slovak: hromadné akcie*) on the name. This resolution shall be effective from the moment the Polish Financial Supervision Authority (KNF) grants permission for re-materialization of the Company's shares (*in Slovak: zmena formy a podoby*) according to article 91 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies dated July 29<sup>th</sup> 2005. The extraordinary general meeting authorizes the Board of Directors of the Company to

ensure all necessary steps for the execution of change type and form of shares (re-materialization of shares) *(in Slovak: zmena formy a podoby)* pursuant to article 17 of the Act No. 566/2001 Coll. on Securities as amended, the Act No. 513/1991 Coll. Commercial Code as amended and in accordance with other applicable legislation. The Board of Directors is entitled to ensure all necessary steps through a third party according to special agreement. The extraordinary general meeting authorizes the Board of Directors to determine for the shareholders the deadline for pickup of certified shares *(in Slovak: listinné akcie)* or collective shares *(in Slovak: hromadné akcie)* in duration 30 calendar days and to determine additional deadline in duration 30 calendar days from the date of dispatch of call and from the date of publication of call if it is necessary under the law with the warning that certified share *(in Slovak: listinná akcia)* or collective share *(in Slovak: hromadná akcia)* shall be declared as invalid. The Board of Directors will call the shareholders to take shares personally or under the power of attorney with officially certified signature of the shareholder, in the registered office of the Company. The shareholder shall confirm takeover of paper certified shares *(in Slovak: listinné akcie na meno)* or collective shares *(in Slovak: hromadné akcie)* by signing of acceptance protocol.”

Referring to the item 4 of the Meeting Agenda:

**RESOLUTION No. [●]  
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE  
COMPANY ASSECO CENTRAL EUROPE, A. S.**

**„Resolution on change of Articles of Association of the Company“**

The extraordinary general meeting of the company Asseco Central Europe, a. s., registered office: Trenčianska 56/A, 821 09 Bratislava, Slovak Republic, Identification No.: 35 760 419 pursuant to article 187 paragraph 1 letter a) of the Act No. 513/1991 Coll. Commercial Code as amended decides on changes of Articles of Association of the Company. The current wording of the Articles of Association of the Company is replaced by new wording with effect from the moment the Polish Financial Supervision Authority (KNF) grants permission for re-materialization of the Company's shares according to article 91 of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies dated July 29<sup>th</sup> 2005. Changes of Articles of association are following:

**Article 3 paragraph 3.3 originally read:**

*3.3 The registered capital (in Slovak: základné imanie) of the Company is divided into 21 360 000 (in words: twenty-one million three hundred sixty thousand) pieces of ordinary book-entry bearer shares, with a nominal value of € 0.033194 (in words: zero point thirty-three thousand one hundred ninety per million euro) each.*

**after change shall read as follows:**

*„3.3 The registered capital of the Company (in Slovak: základné imanie) is divided into 21,360,000 pieces (in words: twenty-one million three hundred sixty thousand) of ordinary registered paper shares (in Slovak: kmeňové listinné akcie na meno) with a nominal value of € 0.033194 (in words: zero point thirty-three thousand one hundred ninety per million euro) each.“*

**Article 4 paragraph originally read:**

*“4.1 A share is a security to which shareholder rights pursuant to Part II. of these Articles of Association are attached.*

*4.2 The Company has issued ordinary bearer shares in the form of a book-entry security (hereinafter referred to as the “share(s)”).*”

**after change shall read as follows:**

*„4.1 A share represents the rights of the shareholder to participate, pursuant to the law and the articles of association of the company, in the company’s management, to share its profits and its liquidation balance upon its winding up with liquidation. The rights above are attached to the share as security, unless the law provides otherwise.*

*4.2 General meeting may decide on issuing of shares of:*

- a) various form (registered, bearer) (in Slovak: na meno, na doručiteľa)*
- b) different nominal value (nominal value shall be expressed by positive number)*
- c) different kind (priority) differing in title and content of rights associated with them,*
- d) in the form of book entry securities (in Slovak: zaknihovaný cenný papier) or paper securities (in Slovak: listinný cenný papier).*

**Article 5 originally read:**

*“Article 5  
Collective Shares*

*5.1 The Company shall not issue collective shares.”*

**after change shall read as follows:**

**„ article 5  
Collective shares (in Slovak: Hromadné akcie)**

*5.1 The Company shall be entitled to replace registered shares by issuing collective shares (in Slovak: hromadné akcie) (hereinafter referred to as „collective shares“ or „collective*

share"). Board of Directors of the Company shall decide on issuing and dividing of the collective share on the basis of written request of the shareholder. Collective share (in Slovak: hromadná akcia) is a substitute for more shares of the same type having the same nominal value.

5.2 In the case that the Company shall adopt a decision to replace shares issued as registered securities by shares issued as book-entry securities and vice versa (in Slovak: zmena formy a podoby akcií), the Board of Directors shall be entitled to decide and issue collective shares (in Slovak: hromadné akcie) without needing of the written request of shareholder. The Company in this case shall call the shareholders to take over of collective share (in Slovak: hromadná akcia) in the manner stipulated by law and these articles of association and within the period specified by the resolution of general meeting on the change of form and type of shares. If the shareholder will not take over the collective share (in Slovak: hromadná akcia) on the first call within the period determined at resolution of general meeting, the Board of directors shall call the shareholder to takeover collective share in the manner prescribed by the Commercial Code or by the articles of association for the convocation of the general meeting and within the additional period which shall not be less than 30 days after despatch of the call of the Board of Directors to shareholder at the address specified in list of company's shareholders and from the date of publication of the call if it is necessary to publish this call according to Commercial Code or these articles of association. The call shall contain warning that the collective share (in Slovak: hromadná akcia) shall be declared (including all individual shares which are replaced by collective share) as invalid in accordance with article 17 paragraph 7 of the Act No. 566/2001 Coll. Securities Act in connection with provisions of Commercial Code. Board of directors shall publish and announce declaration of collective shares (in Slovak: hromadné akcie) as invalid to shareholders whose shares have been declared as invalid in the manner stipulated by the Commercial Code and by the articles of association for the convocation of the general meeting. New shares, which were issued instead of the shares declared null and void, shall be sold by the board of directors without undue delay. The proceeds from the sale of such shares, after deducting any expenses incurred by the company in connection with the declaration of nullity of the shares and their sale, shall be paid by the company without undue delay to the affected ex-shareholder, or, as appropriate, the company shall deposit the proceeds in custody pursuant to a special act.

5.3 Collective share (in Slovak: hromadná akcia) shall contain particulars in particular:

- a) business name, registered office and identification number of the company,
- b) the quantity, kind, type and form and numbers of shares which the collective share (in Slovak: hromadná akcia) replaces, as well as individual serial number of collective share (in Slovak: hromadná akcia),
- c) in case that replaced shares are registered shares business name, registered office and identification number of legal entity or name, surname, address and identification number of natural person who is shareholder owning the collective share (in Slovak: hromadná akcia); if shareholder owning collective share (in

*Slovak: hromadná akcia) is a foreign legal entity, identification number is indicated, if it was assigned; if shareholder owning collective share (in Slovak: hromadná akcia) is a foreign natural person date of birth, or identification number if a was assigned*

- d) the nominal value of individual shares, which are replaced by collective share (in Slovak: hromadná akcia) as well as the sum of the nominal values of these individual shares,*
- e) the amount of the registered capital and the number of all shares in the company at the date of issue of shares;*
- f) the date of issue of shares, which are replaced by collective share (in Slovak: hromadná akcia) and date and place of issue of collective share (in Slovak: hromadná akcia) and other formalities required by law.*

*5.4 The Company shall maintain a list of collective shares (in Slovak: hromadné akcie) in which records:*

- a) information on the owners of collective shares (in Slovak: hromadné akcie) in the scope of the list of shareholders maintained by the Central Depository,*
- b) numbers and count of issued collective shares (in Slovak: hromadné akcie),*
- c) the numbers, kind, type and form of shares which the collective share (in Slovak: hromadná akcia) replaces,*
- d) the date of returning the collective share (in Slovak: hromadná akcia) to the Company,*
- e) fact that has been issued a new collective share (in Slovak: hromadná akcia) under anew serial number.*

*5.5 Board of Directors of the Company shall decide on issuing of the collective share (in Slovak: hromadná akcia) . Board of Directors may decide on issuing of collective share (in Slovak: hromadná akcia) on its own initiative (in particular according to paragraph 5.2. of this articles of association) as well as on the basis of written request of the shareholder to replace his shares by collective share (in Slovak: hromadná akcia). Shareholder is obliged identify in the written request shares which he requires to replace by collective share (in Slovak: hromadná akcia). The Board of Directors is not entitled to refuse written request of shareholder on the issuing the collective share (in Slovak: hromadná akcia) in case that the collective share (in Slovak: hromadná akcia) will replace at least 2 (two) shares of the Company of the same type with the same nominal value. The Board of Directors shall decide on this request within 60 days from receiving request of the shareholder. In the same period the Board of Directors shall send to shareholder who requires replacement of his shares written notice when a where he may pick up the collective share (in Slovak: hromadná akcia). The shareholder is obliged to return to the Company individual shares which will be replaced by collective share (in Slovak: hromadná akcia) before takeover of the collective share. About takeover of individual shares the Board of Directors shall write acceptance protocol. Then the Company shall issue collective share (in Slovak: hromadná akcia) and shall write acceptance protocol. The company is obliged to adulterate origin individual shares which are replaced by collective share (in Slovak: hromadná akcia) and the company*

shall write about this written protocol. The origin individual shares replaced by collective share (in Slovak: hromadná akcia) the Company shall adulterate by (i) the inscription „REPLACED BY THE COLLECTIVE SHARE NO. \_\_\_\_ ON \_\_\_\_ - INVALID“ and shall store it until the dissolution of the Company or (ii) shredding of these individual shares, Board of Directors shall write written protocol about shredding of these individual shares, this protocol shall store until the dissolution of the Company.

5.6 The Company is obliged to give to the shareholder on the basis of written request:

a) all individual shares which are replaced by collective share (in Slovak: hromadná akcia)

,

b) individual shares in the number specified in the written request and new collective share (in Slovak: hromadná akcia) in nominal value corresponding to the difference between the nominal value of origin collective share (in Slovak: hromadná akcia) and aggregate nominal value of each issued individual shares,

c) two or more collective shares (in Slovak: hromadné akcie) as shareholder will state in the written request for dividing, the sum of nominal value of new collective shares (in Slovak: hromadné akcie) shall match with nominal value of origin collective share (in Slovak: hromadná akcia).

5.7 The Board of Directors shall decide on request of shareholder under the previous paragraph of the Articles of Association within 60 days from receiving of this request. In the same period the Board of Directors shall send to shareholder who require dividing of collective share (in Slovak: hromadná akcia) the written notice when and where he may pick up the individual shares or individual shares and new collective share (in Slovak: hromadná akcia). The shareholder is obliged to return to the Company origin collective share (in Slovak: hromadná akcia) which replaced the origin individual shares before takeover of new individual shares or new individual shares and new collective share (in Slovak: hromadná akcia). About takeover of origin collective share (in Slovak: hromadná akcia) the Board of Directors shall write acceptance protocol. Then the Company shall issue new individual shares or new individual shares and new collective share (in Slovak: hromadná akcia) and shall write acceptance protocol. The company is obliged to adulterate origin collective share (in Slovak: hromadná akcia) which is replaced by new individual shares or by the new individual shares and new collective share (in Slovak: hromadná akcia) and the company shall write about this written protocol. The origin collective share (in Slovak: hromadná akcia) replaced by new individual shares or by new individual shares and new collective share the Company shall adulterate by (i) the inscription „RETURNED ON \_\_\_\_ - INVALID“ and shall store it until the dissolution of the Company or (ii) shredding of origin collective share (in Slovak: hromadná akcia), Board of Directors shall write written protocol about shredding of collective share (in Slovak: hromadná akcia), this protocol shall store until the dissolution of the Company.

5.8 The Board of directors may call shareholder to return collective share (in Slovak: hromadná akcia) in the manner prescribed by the law or by the articles of association for

*the convocation of the general meeting, in case if it is needed, for example because of the decision on the immobilisation of shares, change the form of the shares or due to renumbering and issuing of new collective shares (in Slovak: hromadné akcie), etc. If the shareholder will fail to return collective share (in Slovak: hromadná akcia) on first call within the period determined at resolution of general meeting, Board of directors shall call the shareholder to takeover collective share (in Slovak: hromadná akcia) in the manner prescribed by the Commercial Code or by the articles of association for the convocation of the general meeting and within the additional period which shall not be less than 30 days after despatch of the call of the Board of Directors to shareholder at the address specified in list of company's shareholders and from the date of publication of the call if it is necessary to publish this call according to Commercial Code or these articles of association. Board of directors shall publish and announce declaration of collective shares (in Slovak: hromadné akcie) as invalid to shareholders whose shares have been declared as invalid in the manner stipulated by the Commercial Code and by the articles of association for the convocation of the general meeting. New shares, which were issued instead of the shares declared invalid, shall be sold by the board of directors without undue delay. The proceeds from the sale of such shares, after deducting any expenses incurred by the company in connection with the declaration of nullity of the shares and their sale, shall be paid by the company without undue delay to the affected ex-shareholder, or, as appropriate, the company shall deposit the proceeds in custody pursuant to a special act.*

*5.9 To the owner of the origin collective share (in Slovak: hromadná akcia) the company shall issue individual shares which origin collective share (in Slovak: hromadná akcia) replaced or individual shares and new collective shares (in Slovak: hromadné akcie) or several new collective shares under above conditions in the same form as is the form of origin collective share (in Slovak: hromadná akcia). This does not apply if there is immobilization of shares or a change of the form of shares to the book-entry (in Slovak: zmena podoby akcií na zaknihivanú) in accordance with paragraph 5.8 of these Articles of association (in this case the issue is excluded).*

*5.10 Costs related to issuing of collective shares (in Slovak: hromadné akcie) or with exchange of collective shares (in Slovak: hromadné akcie) for individual shares which origin collective shares (in Slovak: hromadné akcie) replaced, or individual shares and new collective share, or several new collective shares (in Slovak: hromadné akcie) is obliged to pay the shareholder who required issuing of them. If the collective shares were issued on the initiative of the Board of Directors all costs related to issuing of collective shares (in Slovak: hromadné akcie) shall bear the company."*

**In Article 7 are added new paragraphs which after change shall read as follows:**

*"7.2 The transfer of registered paper shares (in Slovak: listinné akcie na meno) will be carried out by endorsement and delivery of the shares. The endorsement shall specify the business name (designation), registered office and identification number, if any, of the legal*

*entity or the name, residence and birth certificate number of the individual, to whom the share is being transferred, shall include the signature of the transferor and indicate the date of transfer of the registered share. If the shareholder is a non-resident individual, the date of birth shall be indicated instead of the birth certificate number, if not assigned. The provisions of a special act No. 191/1950 Coll. regulating bills of exchange shall apply to the endorsement, mutatis mutandis.*

*7.3 The transfer of collective shares (in Slovak: hromadné akcie) will be carried out by endorsement and delivery of the shares. Particulars of endorsement shall be governed by the paragraph 7.2. of this article of Articles of Association.*

*7.4 The transfer of book-entry shares (in Slovak: zaknihované akcie) will be carried out by registration of the transfer by the Central Depository or member of the Central Depository based on registration order of transfer of book-entry shares.*

*7.5 If registered shares (in Slovak: akcie na meno) are outstanding, the company shall keep a register of shareholders in accordance with Act No. 513/1991 Coll. Commercial Code as amended and special legislation. The rights attached to the registered share (in Slovak: akcie na meno) may be exercised vis-a-vis the company by the party recorded in the register of shareholders. The register of shareholders shall not be open to the general public and any shareholder may request the company to issue an abstract from the register of shareholders with the data concerning such a shareholder, at its own expense. The transfer of the registered share (in Slovak: akcie na meno) shall be effective vis-a-vis the company upon registration of the transferee in the register of shareholders. The company shall provide for the registration of the transferee promptly after the submittal of a proof of transfer.”*

**Article 17 originally read:**

*“17.1 The General Meeting shall be convened by the Board of Directors by publishing a notice of the General Meeting at least 30 (thirty) days before the date of the General Meeting in nationally circulated periodicals publishing news from the stock exchange.*

*17.2 In respect of difference in laws regulating operation of joint-stock company within two different systems of law, that means difference between Slovak laws, by which is regulated operation of the Company and Polish law regulating rules of trading with shares of the Company at Warsaw Stock Exchange, and for the purpose of explanation of these laws, the Board of Directors can call before each General Meeting an informational meeting of shareholders (further just „informational meeting“), which can happen in Bratislava and/or in Warsaw.*

*17.3 Informational meeting takes place not earlier than 5 and not later than 1 business day before the date of the General Meeting.*

*17.4 At Informational meeting the Board of Directors shall give to shareholders factual information about all articles of the General Meeting's program and will submit documents, which will be discussed at the General Meeting. Program of discussion at the General Meeting and its particular articles will be explained to shareholders in connection with interpretation of the rights of shareholders, especially with in term of their divergence in particular systems of law in such way, as is stated in article 17.2 above.*

*17.5 At Informational meeting can be explained formal requirements connected with operation of called General Meeting, especially relative to presence at the General Meeting, requirements to presentation of shareholders and principles of establishment of representative and requirements of delegation.*

*17.6 Notice about call of informational meeting can be published together with notice about happening of the General Meeting or at any time after exposure of this notice, and in the manner required by enactments for the stock market, where are admitted shares of the Company (information system of the stock market).*

*17.7 To attendance at informational meeting are eligible those shareholders, which are in the terms of the article 9.2 and 18. 1 of these articles of incorporation eligible to attendance at general meeting, which is proceeded by informational meeting.*

*17.8 If will any of shareholders at least 5 days before the day of happening of general meeting deliver to Board of Directors of the Company letter of application to call of informational meeting, the Board of Directors is obligated to call this assembly and in one at the places mentioned in article 17.2 in accordance with the requirement of shareholder. Shareholder which require call of the informational meeting is obligated to support his request by relevant document, which proves, that he is at the day of submission of the request previous shareholder of the Company (by an extract of the shareholder's account led by the member of the Central Securities Depository in the Slovak Republic (Central depository of stocks and bonds) or by the member of foreign central depository, which has proprietor's account led in Central Securities Depository in the Slovak Republic.*

*17.9 To Informational meeting do not pertain any rights, competences, or functions of the General Meeting or other bodies of the Company. Informational meeting is not the body of the Company.*

*17.10 Attendance at the Informational meeting concurrently do not establish the right to attend the General Meeting; for this attendance has to be fulfilled condition mentioned in article 9.2 and 18.1 of these Articles of Association.*

**after change shall read as follows:**

*“17.1 If the company has issued registered shares (in Slovak: akcie na meno) the Board of Directors shall convene annual general meeting by written invitation. The Board of Directors shall send the written invitation to all the shareholders owning registered shares (in Slovak: akcie na meno) to the addresses of their registered offices or residences appearing in the register of shareholders not less than 30 days prior to the date of the general meeting. To shareholder owning the registered shares (in Slovak: akcie na meno) written invitation may be delivered also at another address than is registered in register of shareholders, the shareholder shall confirm of receipt of the invitation. If any bearer shares (in Slovak: akcie na doručiteľ'a) are outstanding, a notice of the general meeting shall be published by the term above in periodic press with nation-wide coverage. Invitation to general meeting, respectively notice of general meeting shall include all particulars pursuant to legislation and information about that materials which will be discussed at the general meeting will be available for shareholders in the registered office of the company by the term for the convocation of the general meeting. If the agenda of the general meeting includes any amendment to the articles of association, the invitation to or the notice of the general meeting must specify at least the nature of the proposed amendments. The draft amendments to the articles of association and, if the general meeting is supposed to appoint members of the company bodies, also the names of the candidates to be appointed as members of the individual bodies of the company, must be available to the shareholders in the registered office of the company by the term for the convocation of the general meeting. The shareholders must be advised of their rights in the invitation to or the notice of the general meeting. A shareholder attends the general meeting at its own expense.”*

**Article 18 paragraph 18.1 originally read:**

*“18.1 The right of the shareholder to attend the General Meeting shall be verified on the basis of extract from securities account maintained by a member of Central Depository of Slovak Republic (Central Securities Depository) or by member of foreign central depository which has account maintained in Central Securities Depository of Slovak Republic. Extract from securities account shall be issued to the relevant day according to paragraph 9.2. of articles of association.”*

**after change shall read as follows:**

*“18.1 If the company issued book-entry bearer shares (in Slovak: zaknihované akcie na doručiteľ'a) the shareholder's right to attend the general meeting shall be verified on the basis of extract from securities account maintained by a member of Central Depository of Slovak Republic (Central Securities Depository) or by member of foreign central depository which has account maintained in Central Securities Depository of Slovak Republic. Extract*

*from securities account shall be issued to the relevant day according to paragraph 9.2. of articles of association. ”*

**Article 19 paragraph 19.2 point I. originally read:**

*“I. Original or officially authenticated copy from the extract securities account maintained by a member of Central Depository of Slovak Republic (Central Securities Depository) or by member of foreign central depository which has account maintained in Central Securities Depository of Slovak Republic. Extract from securities account shall be issued to the relevant day according to paragraph 9.2. of articles of association.”*

**after change shall read as follows:**

*“I. If the company issued book-entry bearer shares (in Slovak: zaknihované akcie na doručiteľa), original or an officially authenticated copy of extract from securities account maintained by a member of Central Depository of Slovak Republic (Central Securities Depository) or by member of foreign central depository which has account maintained in Central Securities Depository of Slovak Republic. Extract from securities account shall be issued to the relevant day according to paragraph 9.2. of articles of association.”*

**Article 24 paragraph 24.4 originally read:**

*“24.4 The General Meeting decide about all questions by two-thirds vote majority of present shareholders, except cases, when the generally binding legal acts require higher number of votes of shareholders (more).”*

**after change shall read as follows:**

*“24.4 The General meeting decides on all matters and issues by two-third vote majority of all shareholders of the company, except the cases in which Slovak law or articles of association require higher number of votes of shareholders (more).”*