

**ANNOUNCEMENT OF CONVENING THE ORDINARY GENERAL MEETING  
OF VENTURE INC SPÓŁKA AKCYJNA**

The Management Board of the company under the name Venture Inc Spółka Akcyjna with its registered office in Wrocław, Haller 180/14 , 53-203 Wrocław, entered by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register into the Register of Entrepreneurs of the National Register Judicial under KRS number 0000299743, acting pursuant to art. 399 § 1 of the Code of Commercial Companies (hereinafter "CCC") and § 12 para. 2 of the Articles of Association, convenes in the mode of art. 402<sup>1</sup> of the Code of Commercial Companies, the Ordinary General Meeting to be held on June 28, 2019 in Wrocław, at the Notary's Office of Notaries Warczak-Mańdziak & Janicka, a partner company in Wrocław at Gwiaździsta Street No. 64, loc. 28/1, (Sky Tower building, 28th floor). The meeting will start at 10:00

The agenda of the Ordinary General Meeting is as follows:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation of the correctness of convening the Ordinary General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding the withdrawal from the election of the returning committee.
6. Presentation and consideration of the Supervisory Board report and the report on the assessment of the Management Board's report on the Company's activities and the Company's financial statements for the financial year 2018, as regards their compliance with the books and documents, as well as the factual position and the Management Board's proposal regarding the distribution of profit for the financial year 2018 .
7. Consideration and approval of the Management Board report on the activities of the Company for the financial year 2018.
8. Consideration and approval of the Company's financial statements for the financial year 2018.
9. Adoption of a resolution regarding the distribution of profit for the financial year 2018.
10. Adoption of resolutions regarding the granting of discharge to the members of the Management Board of the Company from the performance of his duties for the financial year 2018.
11. Adoption of resolutions regarding the the granting of discharge to the members of the Supervisory Board of the Company for the financial year 2018.
12. Adoption of a resolution regarding the appointment of a Member of the Supervisory Board.
13. Adoption of a resolution regarding the change of the statute
14. Closing the Meeting

**Description of procedures regarding participation in the Ordinary General Meeting  
and exercising voting rights**

**1. The right of a shareholder to request placing specific matters on the agenda of the general meeting**

According to art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the General Meeting. The request should be submitted to the Management Board in writing or in electronic form, no later than on 7/06/2019. and should contain a justification or a draft resolution regarding the proposed item on the agenda.

A Shareholder or Shareholders requesting that certain items be put on the agenda must attach a certificate or depositary certificate issued by the competent entity confirming the shareholder's or Shareholders' ownership required to submit the above-mentioned request for the number of shares in the Company's share capital as at the date of its submission .

Persons acting on behalf of a Shareholder or institutional shareholders or being legal entities or organizational units without legal personality should attach to the above request documents confirming their authorization to act on behalf of the Shareholder. These documents should be presented in originals or copies certified in accordance with applicable laws. If further authorization is granted, the continuity of the authorization must be demonstrated.

The obligation to attach the documents referred to above concerns both the submission of a request in writing and in an electronic form, whereas in the latter case the scans of the above-mentioned documents in PDF format should be attached to the request.

A request in writing together with a set of attachments should be submitted in person at the registered office of the Company at the address: al. Hallera 180/14, 53-203 Wrocław or sent to the address of the registered office of the Company, upon confirmation of receipt. If you intend to submit a request in electronic form, it should be sent to the email address [office@ventureinc.com](mailto:office@ventureinc.com)

The Company may take proportionate measures to identify the Shareholder or Shareholders and verify the validity of the documents sent. The Management Board of the Company shall immediately, but not later than eighteen days before the set date of the Ordinary General Meeting, ie by 10/06/ 2019 , announce changes to

the agenda introduced at the above request, while the announcement of the new order will take place in a manner appropriate for convening the General Meeting .

**2. The shareholder's right to submit draft resolutions regarding matters added to the agenda of the general meeting or matters that are to be included in the agenda before the date of the general meeting.**

According to art. 401 § 4 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may before 28/06/2019 . notify the Company in writing or using electronic communication means draft resolutions regarding matters added to the agenda of the General Meeting or matters to be included in the agenda.

A Shareholder or Shareholders submitting draft resolutions regarding matters included in the agenda of the general meeting or matters that are to be included in the agenda prior to the date of the general meeting must enclose to the above-mentioned notification a certificate or deposit certificate issued by the competent entity confirming the ownership by the Shareholder or Shareholders required to submit the above request for the number of shares in the share capital of the Company as at the date of its submission.

Persons acting on behalf of a Shareholder or institutional Shareholders or being legal entities or organizational units without legal personality should attach to the above notification documents confirming their authorization to act on behalf of the Shareholder. These documents should be presented in originals or copies certified in accordance with applicable laws. If further authorization is granted, the continuity of the authorization must be demonstrated.

The obligation to attach the documents referred to above applies both to the application submitted in writing and in electronic form, whereas in the latter case the scans of the above-mentioned documents in PDF format should be attached to the notification.

A submission in writing together with a set of attachments should be submitted in person at the registered office of the Company at the address: al. Hallera 180/14, 53-203 Wrocław or sent to the address of the registered office of the Company, upon confirmation of receipt.If you intend to submit an application in electronic form, it should be sent to the email address [office@ventureinc.com](mailto:office@ventureinc.com) .

The Company may take proportionate measures to identify the Shareholder or Shareholders and verify the validity of the documents sent. The company will immediately announce the received draft resolutions on its website.

**3. The shareholder's right to submit draft resolutions regarding matters included in the agenda during the general meeting**

According to art. 401 § 5 of the CCC, each shareholder may submit draft resolutions regarding matters included in the agenda during the General Meeting.

#### **4. The manner of exercising the voting right by the proxy, the forms used during the voting by the proxy and the manner of notifying the company by means of electronic communication on the appointment of a proxy**

A shareholder who is a natural person may participate in the Ordinary General Meeting and exercise the right to vote in person or through a proxy. A shareholder who is not a natural person may participate in the Ordinary General Meeting and exercise the voting right through a person authorized to make declarations of will on its behalf or through a proxy.

The right to represent a shareholder who is not a natural person should arise from the excerpt from the relevant register (submitted in original or a copy certified for compliance with the original by a notary public, and in the case of an excerpt from the National Court Register - also in the form of information corresponding to the current transcript) collected pursuant to Article 4 paragraph 4aa of the Act on the National Court Register), possibly a sequence of proxies. A person or persons granting a power of attorney on behalf of a shareholder who is not a natural person should be shown in a valid copy of the register relevant to a given shareholder, in accordance with the principles described earlier.

The power of attorney to participate in the General Meeting and to exercise the voting right must be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified by means of a valid qualified certificate.

The power of attorney in electronic form should be notified to the Company by e-mail, sending a scan of the power of attorney in PDF or JPG format to the address ([office@ventureinc.com](mailto:office@ventureinc.com)), making every effort to verify the validity of the power of attorney.

Information on granting the power of attorney by electronic means should include:

- precise identification of the attorney and principal (with the indication of the data univocally identifying the principal and proxy, and telephone numbers and e-mail addresses of both these persons),
- the scope of the power of attorney, i.e. indicate the number of shares from which the voting right will be exercised and the date and name of the general meeting of the Company on which these rights will be exercised.

After arriving at the General Meeting, Shareholders and proxies should carry a valid ID card which will be presented before signing the attendance list; the proxy should also show a power of attorney granted in writing or a copy of the power of attorney granted in electronic form. The power of attorney form is available

on the Company's website (<http://ventureinc.pl/>) in the tab "Investor Relations", "General Meeting". Other forms of the power of attorney are possible provided that all legally required elements are included in them.

The Company on its website at <http://ventureinc.pl/> in the tab "Investor Relations", "General Meeting" makes available for downloading a model Form to exercise the voting right by the Proxy or give the Proxy by the Shareholder a written instruction on how to vote, about referred to in Article 402<sup>3</sup> § 1 point 5 and § 3 points 1-4 of the Commercial Companies Code. The form mentioned above, after completing by the shareholder granting the power of attorney, in the event of an open vote at the General Meeting, may constitute a voting card for the Proxy if the shareholder has obliged to use such a proxy form. In the case of a secret ballot, the completed form should be treated only as a written instruction on how to vote by the Proxy in such a vote and should be kept by it. If the Proxy votes using the form, he must deliver it to the Chairman of the General Meeting at the latest before the end of the vote on the resolution which, according to the shareholder's disposal, is to be voted on using it. The Chairman of the General Meeting shall inform the General Meeting about the vote cast using the form and on this basis such a vote is taken into account when counting the total number of votes cast in the vote on a given resolution. The form used in the voting is attached to the book of minutes.

In the case when the counting of votes at the General Meeting will take place by means of electronic devices for counting votes, the form referred to above will not apply and may only be used as an instruction in relations between the Shareholder and the Proxy.

**5. Opportunity to participate in the general meeting by means of electronic communication, make statements during the general meeting by means of electronic communication and exercise the right to vote by correspondence or by means of electronic communication**

The Company's Articles of Association do not provide for the possibility of participating in the General Meeting by means of electronic communication, in particular it does not provide for the possibility of speaking during the General Meeting using electronic communication means, as well as the possibility of exercising voting rights using electronic means of communication. The Regulations of the General Meeting of the Company do not provide for the possibility of exercising the right to vote by correspondence.

**6. The day of registration of participation in the general meeting and the right to participate in the general meeting**

The date of registration for participation in the General Meeting is 12/06/2019 r. ("Registration Day"). Only persons who are shareholders of the Company at the end of this day have the right to participate in the General Meeting.

In order to participate in the General Meeting, shareholders should turn around between the date of the announcement of the General Meeting ( 2/06/2019 ) and the first business day after the Registration Date ( 13/06/2019 ) to the entities keeping their securities accounts for the issue of a certificate on the right to participate in the General Meeting The company's assembly.

#### **7. The ability to view and request the list of shareholders entitled to participate in the general meeting**

The list of shareholders entitled to participate in the Ordinary General Meeting will be available at the registered office of the Company at: al. Hallera 180/14, 53-203 Wrocław, from 9:00 to 16:00, on weekdays from 24/06/2019 to 27/06/2019 .

A shareholder may request that the list of shareholders entitled to participate in the General Meeting of the Company be sent to him free of charge via e-mail, providing his own e-mail address to which the list should be sent. Such a request should be sent to the Company's e-mail address (office @ ventureinc.com ). The Company may request documentation that the shareholder making such a request is actually the same on the day of submitting the above request, if it is not on the list of shareholders entitled to participate in the General Meeting.

#### **8. Indication of where and how the person entitled to participate in the general meeting may obtain the full text of the documentation to be presented to the General Meeting and draft resolutions regarding matters added to the agenda of the general meeting or matters to be included in the agenda before the date of the general meeting the assembly, as well as an indication of the address of the website on which information regarding the Ordinary General Meeting is made available**

Information and all documents regarding the Ordinary General Meeting (including the Company's financial report for 2017, the Management Board's report on the Company's operations in 2017 and draft resolutions) are published on the Company's website:<http://ventureinc.pl/> in the tab " investor relations "," General Meeting ". In addition, each shareholder has the right to appear personally at the registered office of the Company from 9:00 am to 4:00 pm and obtain on request the full text of documentation to be presented to the General Meeting and draft resolutions, comments of the Management Board or the Supervisory Board regarding matters put on the agenda of the general meeting or matters that are to be put on the agenda before the date of the General Meeting.

#### **9. Proposed amendments to the Statutes of the Company**

It is proposed to introduce the following amendments to the Articles of Association of the Company:

- 1) Change of § 12 para. 4 point 9)

The previous wording of § 12 para. 4 point 9):

"9) adoption and amendment of the Regulations of the General Meeting and approval of the regulations Supervisory Board; "

The proposed wording of § 12 para. 4 point 9):

"9) adopting and amending the regulations of the General Meeting"

2) Change of § 13 para. 6

The previous wording of § 13 para. 6:

"6. Meetings of the Supervisory Board are convened by the Chairman, and in his absence by the Vice-Chairman, while the meetings of the Supervisory Board are held not less frequently than four times in the financial year. The first meeting of the Supervisory Board of the new term is convened by the Management Board within 14 days from the date of appointing the Supervisory Board by the General Meeting. "

The proposed wording of § 13 para. 6:

"6. Meetings of the Supervisory Board are convened by the Chairman, and in his absence - by the Vice-Chairman, while the meetings of the Supervisory Board are held not less frequently than three times in a financial year. The first meeting of the Supervisory Board of the new term is convened by the Management Board within 14 days from the date of appointing the Supervisory Board by the General Meeting. "

3) Change of § 13 para. 10

The previous wording of § 13 para. 10:

"10. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication. Resolutions adopted at such a meeting shall be valid provided that the attendance list and minutes of a given meeting are signed by each member of the Supervisory Board who participated in it. In such a case, it is assumed that the place of holding the meeting and drawing up the minutes is the place of residence of the Chairman of the Supervisory Board, or in his absence the Vice-Chairman, if the meeting was held under his leadership. "

The proposed wording of § 13 para. 10:

"10. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication. Detailed rules for adopting resolutions are specified in the Regulations of the Supervisory Board. "

4) Change of § 13 para. 13

The previous wording of § 13 para. 13:

"13. The principles of operation of the Supervisory Board of the Company will be determined by the Regulations of the Supervisory Board.

These regulations will be adopted by the Supervisory Board and approved by Walne

Meeting. "

The proposed wording of § 13 para. 13

"13. The principles of operation of the Company's Supervisory Board are defined in the Supervisory Board Regulations adopted by the Supervisory Board. "

5) Change of § 14 item 2

The previous wording of § 14 para. 2:

"2. The Management Board of the Company is composed of 3 members, including the President and Vice President or Vice Presidents, if the Management Board is multi-person. The joint term of office of the Management Board members lasts 3 (three) years. Each member of the Board may be elected for the next term. "

The proposed wording of § 14 para. 2:

"2. The Management Board consists of one to three members. The joint term of office of the Management Board members lasts 3 (three) years. Each member of the Board may be elected for the next term. "

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## **JUSTIFICATION OF DRAFT PROJECTS THE ORDINARY GENERAL MEETING COMPANIES VENTURE INC SPÓŁKA AKCYJNA CONVENEED AS OF 28 JUNE 2019**

Pursuant to the Code of Best Practice for WSE Listed Companies 2016, the Venture Inc. SA Management Board ("Company") presents justification for draft resolutions proposed for adoption by the Ordinary General Meeting of the Company convened for June 28, 2019.

### **Rationale for the draft resolution No. 1 (item 2 of the agenda)**

The resolution concerns an ordinal matter. According to art. 409 § 1 of the Code of Commercial Companies ("KSH") and § 3 para. 3 of the Regulations of the General Meeting in force at the Company immediately after the opening of the General Meeting, the chairman is selected from among those entitled to participate in the General Meeting.

### **Rationale for the draft resolution No. 2 (item 4 of the agenda)**

The resolution concerns an ordinal matter. The General Meeting meets in accordance with the adopted agenda.

### **Justification for the draft resolution No. 3 (item 5 of the agenda)**

The resolution concerns an ordinal matter. Pursuant to § 4 para. 4 of the Regulations of the General Meeting in force at the Company, the General Meeting may decide to waive the election of the returning committee. In this case, the counting of votes is entrusted to the person indicated by the Chairman of the General Meeting. In the opinion of the Management Board, withdrawal from the appointment of the Returning Committee will speed up the process of counting votes, while remaining unaffected by its integrity and regularity.

### **Justification for the draft resolution No. 4 (item 7 of the agenda)**



According to art. 395 § 2 item 1 of the Commercial Companies Code, the subject matter of the Ordinary General Meeting is consideration and approval of the Management Board's report on the Company's operations. The subject of Resolution No. 4 is the approval of the Management Board report on the Company's operations in the financial year 2018.

**Justification for the draft resolution No. 5 (item 8 of the agenda)**

According to art. 395 § 2 item 1 of the Commercial Companies Code, the subject of the Ordinary General Meeting is consideration and approval of the financial statements for the previous financial year. The subject of Resolution No. 5 is the approval of the Company's financial statements for the financial year 2018.

**Justification for the draft resolution No. 6 (item 9 of the agenda)**

Pursuant to art. 395 § 2 point 2 of the Commercial Companies Code, the Ordinary General Meeting adopts a resolution on the distribution of profit or loss coverage. The Management Board decided to send the General Meeting an application for division of the Company's net profit for the year ended December 31, 2018. The subject of Resolution No. 6 is the allocation of net profit for the financial year from January 1, 2018 to December 31, 2018 in total to the Company's supplementary capital.

**Justification for the draft resolution No. 7 - 15 (items 10 and 11 of the agenda)**

According to art. 395 § 2 item 3 of the Commercial Companies Code, the subject matter of the Ordinary General Meeting should be granting members of the company's bodies discharge in respect of the performance of their duties. The subject of resolutions No. 7 - 15 is granting discharge to the members of the Management Board and members of the Supervisory Board.

**Justification for the draft resolution No. 16-17 (point 12 of the agenda)**

Bearing in mind the resignation of one of the Supervisory Board members, pursuant to § 13 section 3, the General Meeting of the Company will appoint two new members of the Supervisory Board.

**Rationale for the draft resolution 18 (item 13 of the agenda)**

In order to improve the organization of the work of the Supervisory Board, the Company decided to change the provisions governing the functioning of the Supervisory Board. In accordance with the proposed changes, the minimum number of meetings of the Supervisory Board will be changed - the meetings of the Supervisory Board will be held at least once in each financial year, in accordance with the provisions of the Commercial Companies Code. Additionally, according to the proposed wording of § 13 para. 10 of the Company's Articles of Association, detailed rules of adopting resolutions by the Supervisory Boards will be defined in the Regulations of the Supervisory Board, to which, pursuant to art. 391 § 3 and the amended § 13 para. 13, the Supervisory Board of the Company will be authorized. Under the proposed provisions of the Company's Articles of Association, the number of members of the Management Board will also change. The management board will consist of one to three board members.

**Resolution No. 1**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting of**  
**Venture Inc Spółka Akcyjna**  
**with its registered office in Wrocław**  
**regarding the election of the Chairman of the Meeting**

The Ordinary General Meeting resolves as follows:

§ 1.

The Ordinary General Meeting elects Mr. [ • ] as the Chairman of the Meeting.

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 1**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the adoption of the agenda**

The Ordinary General Meeting of the company under the name Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting adopts the following agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation of the correctness of convening the Ordinary General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding the withdrawal from the election of the returning committee.
6. Presentation and consideration of the Supervisory Board report and the report on the assessment of the Management Board's report on the Company's activities and the Company's financial statements for the financial year 2018, as regards their compliance with the books and documents, as well as the factual position and the Management Board's proposal regarding the distribution of profit for the financial year 2018 .
7. Consideration and approval of the Management Board report on the activities of the Company for the financial year 2018.
8. Consideration and approval of the Company's financial statements for the financial year 2018.
9. Adoption of a resolution regarding the distribution of profit for the financial year 2018.

10. Adoption of resolutions regarding the granting of discharge to the members of the Management Board of the Company from the performance of his duties for the financial year 2018.
11. Adoption of resolutions regarding the the granting of discharge to the members of the Supervisory Board of the Company for the financial year 2018.
12. Adoption of a resolution regarding the appointment of a Member of the Supervisory Board.
13. Adoption of a resolution regarding the change of the statute
14. Closing the Meeting

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 3**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the withdrawal from the election of the returning committee**

The Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting decides to withdraw from the election of the returning committee.

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 4**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the approval of the Management Board's report on the Company's**  
**operations in the financial year**  
**2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies and § 12 para. 4 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

Annual General Meeting, after considering the report on the activities of the Company in the financial year 2018, and after considering the report of the Supervisory Board resolves to approve the report of activities of the Company during the financial year 2018.

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 5**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the approval of the Company's financial statements for the financial year**  
**2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies and § 12 para. 4 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting, after considering the Company's financial statements for the financial year 2018 and after considering the report of the Supervisory Board, approves the Company's financial statements for the financial year 2018, which includes:

- 1) Profit and loss account for the period from January 1, 2018 to December 31, 2018, showing a net profit of PLN 27 717.14 (in words: twenty-seven thousand seven hundred and twenty-seven zlotys, 14/100);
- 2) Report on other comprehensive income for the period from January 1, 2018 to December 31, 2018 showing total net income in the amount of PLN 27 717.14 (in words: twenty-seven thousand seven hundred and twenty-seven zlotys 14/100);
- 3) Statement of financial position as at December 31, 2018 showing total assets and liabilities PLN 52 246 357.15 ( fifty two million two hundred forty six thousand three hundred fifty seven zlotys 15/100 );
- 4) Statement of changes in equity for the period from January 1, 2018 to December 31, 2018 showing an increase in equity of January 2018 to December 31, 2018 showing total net income of PLN 27 717.14 (in words: : twenty-seven thousand seven hundred and twenty-seven zlotys, 14/100);
- 5) Cash flow statement for the period from 1 January 2018. 31 December 2018. Showing a decrease in cash of EUR 2 700 402.29 zlotys (2,700,402 zloty 29/100);
- 6) Additional information and explanations.

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 6**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding distribution of the Company's net profit for the financial year 2018**

Acting on the basis of art. 395 § 2 point 2 and the Code of Commercial Companies and § 12 para. 4 point 1 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Annual General Meeting, after considering the report of the Supervisory Board, decides to allocate the net profit for the financial year from 1 January 2018 r. To 31 December 2018 r. In the amount of 27 727.14 zł (twenty-seven thousand seven hundred twenty-seven zloty 14/100) in total on the Company's supplementary capital.

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 7**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**in the matter of granting the President of the Management Board discharge in respect of**  
**performance by duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Maciej Jarzębowski discharge in respect of his duties as the President of the Management Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 8**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding granting a vote of approval to the Vice President of the Management Board**  
**of the Company duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting grants Mr. Jakub Sitarz discharge in respect of his duties as the Vice-President of the Management Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 9**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**in the matter of granting the Member of the Management Board discharge in respect**  
**of performance by duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Rafał Sobczak discharge in respect of performing his duties as a Member of the Management Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 10**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Mariusz Ciepły discharge in respect of his duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 11**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants discharge to Ms Anna Sitarz as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 12**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting gives Ms. Urszula Jarzębowska discharge in respect of her duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 13**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Marcin Mańdziak discharge in respect of performing his duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 14**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting gives Mr. Tomasz Chodorowski discharge in respect of the performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 15**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**

**Venture Inc Spółka Akcyjna with its registered office in Wrocław  
on granting a vote of approval to a member of the Supervisory Board in respect of the  
performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Dariusz Ciborski discharge in respect of his duties as a Member of the Supervisory Board of the Company in financial year 2018 for the period of performing his function .

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 16  
from June 28, 2019 .  
Of the Ordinary General Meeting  
Venture Inc Spółka Akcyjna with its registered office in Wrocław  
regarding the appointment of a Member of the Supervisory Board**

Acting on the basis of art. 385 §1 Ko deksu of commercial companies and §13 para. 3 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting appoints Mr/MS \_\_\_\_ PESEL \_\_\_\_\_ as a Member of the Supervisory Board of the Company

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 17  
from June 28, 2019 .  
Of the Ordinary General Meeting  
Venture Inc Spółka Akcyjna with its registered office in Wrocław  
regarding the appointment of a Member of the Supervisory Board**

Acting on the basis of art. 385 §1 Ko deksu of commercial companies and §13 para. 3 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting appoints Mr/MS \_\_\_\_ PESEL \_\_\_\_\_ as a Member of the Supervisory Board of the Company

§ 2.

The resolution comes into force upon its adoption.

**Resolution No. 18  
from June 28, 2019 .  
Of the Ordinary General Meeting  
Venture Inc Spółka Akcyjna with its registered office in Wrocław  
resolution on changing the articles of association Venture Inc. S.A.**



Acting on the basis of art. 385 §1 of the Code of Commercial Companies and § 13 para. 3 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

Acting on the basis of art. 430 §1 of the Code of Commercial Companies, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław decides to introduce the following amendments to the Articles of Association:

§ 1.

1) §12 para. 14 point 9) is replaced by the following:

"9) adopting and amending the regulations of the General Meeting"

2) §13 par. 6 receives a new wording as follows:

"Meetings of the Supervisory Board are convened by the Chairman, and in his absence - by the Vice-Chairman, while the meetings of the Supervisory Board are held at least three times in the financial year. The first meeting of the Supervisory Board of the new term is convened by the Management Board within 14 days from the date of appointing the Supervisory Board by the General Meeting.

3) §13 par. 10 receives a new wording as follows:

"10. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication. Detailed rules for adopting resolutions are specified in the Regulations of the Supervisory Board. "

4) §13 par. 13 is replaced by the following:

"13. The principles of operation of the Company's Supervisory Board are defined in the Supervisory Board Regulations adopted by the Supervisory Board. "

5) §14 para. 2 receives the new following wording

"2. The Management Board consists of one to three members. The joint term of office of the Management Board members lasts 3 (three) years. Each member of the Board may be elected for the next term. "

§ 2.

The resolution comes into force upon its adoption.

**FORM FOR THE EXERCISE OF VOTING RIGHTS THROUGH THE ATTORNEY AT  
THE ORDINARY GENERAL MEETING OF THE COMPANY UNDER VENTURE INC  
SA WITH ITS REGISTERED OFFICE IN WROCLAW CONVENED AS AT JUNE 28,  
2019 .**

**SHAREHOLDER DATA:**

Name and surname / Name \_\_\_\_\_

Type, series and ID card / registry number \_\_\_\_\_

PESEL / NIP \_\_\_\_\_

Address of residence / headquarters \_\_\_\_\_

I represent (y) that \_\_\_\_\_  
(name and surname / company of the shareholder)

(" **Shareholder** "), as entitled to participate in the Ordinary General Meeting of Venture Inc SA (" **Company** ") and to exercise voting rights \_\_\_\_\_ (number) of ordinary bearer shares of the Company, I hereby grant (s) power of attorney:

**INFORMATION OF THE PROXY:**

(for a proxy being a natural person)

Mr / Ms \_\_\_\_\_

a person's ID / passport number and ID number \_\_\_\_\_

inhabited (a) \_\_\_\_\_

holding a PESEL number (s) \_\_\_\_\_

or

(for an attorney who is not a natural person)

(name of the entity)

With headquarters in \_\_\_\_\_ at \_\_\_\_\_

NIP \_\_\_\_\_ , REGON \_\_\_\_\_

to represent the Shareholder at the Ordinary General Meeting of the Company convened for June 28 , 201 9 at 10:00 in the Notary's Office Notariusze Warczak-Mańdziak & Janicka, a partner company in Wrocław at Gwiaździsta Street No. 64, loc. 28/1 (Sky Tower building, 28th floor), in particular to participate, submit applications, sign the attendance list and vote

on behalf of the Shareholder with \_\_\_\_ ordinary bearer shares of the Company, in accordance with the instructions on how to vote placed below / at the discretion of the plenipotentiary \*.

\* - delete as appropriate.

**INSTRUCTIONS CONCERNING THE EXERCISE OF VOTING RIGHTS**

**Resolution No. 1  
from June 28, 2019 .  
Of the Ordinary General Meeting of  
Venture Inc Spółka Akcyjna  
with its registered office in Wrocław  
regarding the election of the Chairman of the Meeting**

The Ordinary General Meeting resolves as follows:

§ 1.

The Ordinary General Meeting elects Mr. [ ● ] as the Chairman of the Meeting.

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the case of voting against the above Resolution, the Shareholder may express below objection with a request to enter into the protocol. Contents of the opposition \*:

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Further / other instructions:

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*Shareholder's signature*

**Resolution No. 1**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the adoption of the agenda**

The Ordinary General Meeting of the company under the name Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting adopts the following agenda:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation of the correctness of convening the Ordinary General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding the withdrawal from the election of the returning committee.
6. Presentation and consideration of the Supervisory Board report and the report on the assessment of the Management Board's report on the Company's activities and the Company's financial statements for the financial year 2018, as regards their compliance with the books and documents, as well as the factual position and the Management Board's proposal regarding the distribution of profit for the financial year 2018 .
7. Consideration and approval of the Management Board report on the activities of the Company for the financial year 2018.
8. Consideration and approval of the Company's financial statements for the financial year 2018.
9. Adoption of a resolution regarding the distribution of profit for the financial year 2018.
10. Adoption of resolutions regarding the granting of discharge to the members of the Management Board of the Company from the performance of his duties for the financial year 2018.

11. Adoption of resolutions regarding the the granting of discharge to the members of the Supervisory Board of the Company for the financial year 2018.
12. Adoption of a resolution regarding the appointment of a Member of the Supervisory Board.
13. Adoption of a resolution regarding the change of the statute
14. Closing the Meeting

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 3**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the withdrawal from the election of the returning committee**

The Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting decides to withdraw from the election of the returning committee.

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 4**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the approval of the Management Board's report on the Company's**  
**operations in the financial year**  
**2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies and § 12 para. 4 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

Annual General Meeting, after considering the report on the activities of the Company in the financial year 2018, and after considering the report of the Supervisory Board resolves to approve the report of activities of the Company during the financial year 2018.

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 5**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the approval of the Company's financial statements for the financial year**  
**2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 1 of the Code of Commercial Companies and § 12 para. 4 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting, after considering the Company's financial statements for the financial year 2018 and after considering the report of the Supervisory Board , approves the Company's financial statements for the financial year 201 8 , which includes:

- 1) Profit and loss account for the period from January 1, 2018 to December 31, 2018, showing a net profit of PLN 27 717.14 (in words: twenty-seven thousand seven hundred and twenty-seven zlotys, 14/100);
- 2) Report on other comprehensive income for the period from January 1, 2018 to December 31, 2018 showing total net income in the amount of PLN 27 717.14 (in words: twenty-seven thousand seven hundred and twenty-seven zlotys 14/100 );
- 3) Statement of financial position as at December 31, 2018 showing total assets and liabilities PLN 52 246 357.15 ( fifty two million two hundred forty six thousand three hundred fifty seven zlotys 15/100 );
- 4) Statement of changes in equity for the period from January 1, 2018 to December 31, 2018 showing an increase in equity of January 2018 to December 31, 2018 showing total net income of PLN 27 717.14 (in words: : twenty-seven thousand seven hundred and twenty-seven zlotys, 14/100);
- 5) Cash flow statement for the period from 1 January 2018. 31 December 2018. Showing a decrease in cash of EUR 2 700 402.29 zlotys (2,700,402 zloty 29/100);
- 6) Additional information and explanations.

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 6  
from June 28, 2019 .  
Of the Ordinary General Meeting  
Venture Inc Spółka Akcyjna with its registered office in Wrocław  
regarding distribution of the Company's net profit for the financial year 2018**

Acting on the basis of art. 395 § 2 point 2 and the Code of Commercial Companies and § 12 para. 4 point 1 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Annual General Meeting, after considering the report of the Supervisory Board, decides to allocate the net profit for the financial year from 1 January 2018 r. To 31 December 2018 r. In the amount of 27 727.14 zł (twenty-seven thousand seven hundred twenty-seven zloty 14/100) in total on the Company's supplementary capital.

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 7**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**in the matter of granting the President of the Management Board discharge in**  
**respect of performance by duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Maciej Jarzębowski discharge in respect of his duties as the President of the Management Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 8**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding granting a vote of approval to the Vice President of the Management Board**  
**of the Company duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting grants Mr. Jakub Sitarz discharge in respect of his duties as the Vice-President of the Management Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 9**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**in the matter of granting the Member of the Management Board discharge in respect**  
**of performance by duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Rafał Sobczak discharge in respect of performing his duties as a Member of the Management Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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Shareholder's signature

**Resolution No. 10**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Mariusz Ciepły discharge in respect of his duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 11**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants discharge to Ms Anna Sitarz as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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Shareholder's signature

**Resolution No. 12**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting gives Ms. Urszula Jarzębowska discharge in respect of her duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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Shareholder's signature

**Resolution No. 13**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Marcin Mańdziak discharge in respect of performing his duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:



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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 14  
from June 28, 2019 .  
Of the Ordinary General Meeting  
Venture Inc Spółka Akcyjna with its registered office in Wrocław  
on granting a vote of approval to a member of the Supervisory Board in respect of the  
performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting gives Mr. Tomasz Chodorowski discharge in respect of the performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018 .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 15**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**on granting a vote of approval to a member of the Supervisory Board in respect of the**  
**performance of his duties in the financial year 2018**

Acting on the basis of art. 393 point 1 and art. 395 § 2 point 3 of the Code of Commercial Companies and § 12 para. 4 point 2 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders grants Mr. Dariusz Ciborski discharge in respect of his duties as a Member of the Supervisory Board of the Company in financial year 2018 for the period of performing his function .

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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*Shareholder's signature*

**Resolution No. 16**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the appointment of a Member of the Supervisory Board**

Acting on the basis of art. 385 §1 Ko deksu of commercial companies and §13 para. 3 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting appoints Mr/MS \_\_\_\_\_ PESEL \_\_\_\_\_ as a Member of the Supervisory Board of the Company

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 17**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**regarding the appointment of a Member of the Supervisory Board**

Acting on the basis of art. 385 §1 Ko deksu of commercial companies and §13 para. 3 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

§ 1.

The Ordinary General Meeting appoints Mr/MS \_\_\_\_\_ PESEL \_\_\_\_\_ as a Member of the Supervisory Board of the Company

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>
<b>NUMBER OF VOTES</b>			

In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

**Resolution No. 18**  
**from June 28, 2019 .**  
**Of the Ordinary General Meeting**  
**Venture Inc Spółka Akcyjna with its registered office in Wrocław**  
**resolution on changing the articles of association Venture Inc. S.A.**

Acting on the basis of art. 385 §1 of the Code of Commercial Companies and § 13 para. 3 of the Statutes of the Company, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław resolves as follows:

Acting on the basis of art. 430 §1 of the Code of Commercial Companies, the Ordinary General Meeting of Venture Inc Spółka Akcyjna with its registered office in Wrocław decides to introduce the following amendments to the Articles of Association:

§ 1.

1) §12 para. 14 point 9) is replaced by the following:

"9) adopting and amending the regulations of the General Meeting"

2) §13 par. 6 receives a new wording as follows:

"Meetings of the Supervisory Board are convened by the Chairman, and in his absence - by the Vice-Chairman, while the meetings of the Supervisory Board are held at least three times in the financial year. The first meeting of the Supervisory Board of the new term is convened by the Management Board within 14 days from the date of appointing the Supervisory Board by the General Meeting.

3) §13 par. 10 receives a new wording as follows:

"10. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication. Detailed rules for adopting resolutions are specified in the Regulations of the Supervisory Board. "

4) §13 par. 13 is replaced by the following:

"13. The principles of operation of the Company's Supervisory Board are defined in the Supervisory Board Regulations adopted by the Supervisory Board. "

5) §14 para. 2 receives the new following wording

"2. The Management Board consists of one to three members. The joint term of office of the Management Board members lasts 3 (three) years. Each member of the Board may be elected for the next term. "

§ 2.

The resolution comes into force upon its adoption.

**VOTE:**

	<b>I VOTE FOR</b>	<b>I VOTE AGAINST*</b>	<b>I STILL FROM VOICE</b>

<b>NUMBER OF VOTES</b>			
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In the event of voting against the above Resolution, the Shareholder may object to a request for entry in the minutes below. Contents of the opposition \*:

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Further / other instructions:

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\_\_\_\_\_  
*Shareholder's signature*

## EXPLANATIONS

A shareholder issues an instruction by entering the number of votes in the appropriate box or by placing the "X" sign, if it is the Shareholder's will to vote in a certain manner from all shares held by the Shareholder. If you wish to provide other or further instructions, the Shareholder should fill in the box "Further / other instructions" specifying in it the manner of exercising the right to vote by the proxy. If the Shareholder decides to vote differently from the shares held, he / she is asked to indicate in the appropriate box the number of shares from which the proxy is to vote "for", "against" or is supposed to "abstain". In the absence of any indication of how to vote, it is considered that the proxy is not authorized to participate in the vote.

Under no circumstances shall the total number of shares of the Company subject to instructions regarding the different voting from the shares held exceed the number of all Company shares held and registered by the Shareholder at the General Meeting.

Please note that the contents of the draft resolutions attached to this form may differ from the contents of the resolutions subject to voting at the Ordinary General Meeting. In order to avoid any doubts as to the method of proxy voting in such a case, we recommend specifying in the "Further / other instructions" column how the legal representative acts in the above situation.

The Management Board of the Company points out that in the event of discrepancies between the data of the Shareholder indicated in the proxy and the data on the list of Shareholders, both the Shareholder and his proxy may be prevented from participating in the General Meeting of the Company.

The Company does not impose an obligation to grant a power of attorney on the above form. The power of attorney may be granted on other forms, at the discretion of the Shareholder, subject to the conclusion of all elements required by law. The company reserves that the Shareholder using electronic means of communication bears the exclusive risk associated with the use of this form.

According to art. 87 par. 1 point 4) in conjunction from 90 sec. 3 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (hereinafter the "Public Offering Act") on a proxy who has not been provided with binding instructions on how to vote is burdened with disclosure obligations set out in Art. 69 of the Act on Public Offering, in particular consisting in the obligation to notify the Polish Financial Supervision Authority and the Company of reaching or exceeding by a given proxy a threshold of 5%, 10%, 15%, 20%, 25%, 33%, 33 1/3%, 50% , 75% or 90% of the total number of votes in the Company.