

**NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**OF REINO CAPITAL SPÓŁKA AKCYJNA,**  
**BASED IN WARSAW**

**I. NOTICE OF EXTRAORDINARY GENERAL MEETING, DATE, TIME AND LOCATION**

Pursuant to art. 398, art. 399 § 1, art. 402<sup>1</sup> and art. 402<sup>2</sup> of the Polish Commercial Companies Code, the Management Board of REINO Capital S.A. ("Company") **hereby calls an Extraordinary General Meeting to take place on:**

**27 February 2020 at 11:00 in Warsaw, ul. Ludwika Waryńskiego 3A (Polna Corner building).**

**II. DETAILED AGENDA**

The General Meeting agenda includes the following items:

1. Opening of the Extraordinary General Meeting.
2. Selection of Chairperson for the Extraordinary General Meeting.
3. Confirmation of the Extraordinary General Meeting validity and ability to adopt resolutions.
4. Adoption of the Extraordinary General Meeting agenda.
5. Adoption of a resolution on an increase of the Company's share capital through the issue of series H shares, with pre-emption rights to the new series H issue for the existing shareholders being excluded completely.
6. Adoption of a resolution regarding the admission and introduction of shares to trade on a regulated market and authorisation for the Company's Management Board to execute an agreement on registration of shares in a securities deposit.
7. Adoption of a resolution on the appointment of a Supervisory Board member.
8. Other motions.
9. Closing of the Extraordinary General Meeting.

**Total number of the Company's shares and number of votes attached to these shares as of the notice date:**

Number of shares: 42 478 050

Number of votes: 42 478 050

**The record date for the Extraordinary General Meeting is 16 days prior to the General Meeting date, i.e.: 11 February 2020.**

**III. AUTHORISATION TO PARTICIPATE IN THE GENERAL MEETING**

The right to participate in the Extraordinary General Meeting is extended only to those entities which are shareholders of the Company sixteen days prior to the Extraordinary General Meeting date, i.e. on **11 February 2020** (Extraordinary General Meeting record date, hereinafter: "**Record Date**").

Entities holding registered shares and temporary certificates as well as pledgors and usufructuaries who are entitled to voting rights have the right to participate in the Extraordinary General Meeting if they are entered in the share register on the Record Date.

In order to participate in the Extraordinary General Meeting, a shareholder holding the Company's dematerialised bearer shares should submit to the Company, no later than on the Record Date, the share documents (and not take them back until the end of the day) or a certificate confirming that shares are deposited with a notary, bank or investment firm.

In order to participate in the Extraordinary General Meeting, a shareholder holding the Company's dematerialised bearer shares should also request a registered certificate on the right to participate in the

Extraordinary General Meeting from the entity maintaining its securities account. This request may be submitted not earlier than after the Extraordinary General Meeting notice (i.e. not earlier than 28 February 2020) and not later than on the first working day after the Record Date (i.e. no later than 12 February 2019).

The Company will draft a list of entities authorised to participate in the Extraordinary General Meeting on the basis of a list prepared by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) as well as share documents and deposit certificates submitted to the Company.

#### **IV. DESCRIPTION OF PROCEDURES FOR PARTICIPATING AND VOTING**

##### **IV.1. General information**

If any of the following procedures require notices, submissions, requests or statements to be sent to the Company electronically, it should be noted that:

- 1) these statements should be sent to the following email address: [walne@reinocapital.pl](mailto:walne@reinocapital.pl)
- 2) these statements should be sent within the deadline specified in the procedure, and the statement is considered as submitted when it is entered in the electronic communication means in a way that a person acting on behalf of the Company can read it during business hours of the Management Board office, i.e. from 9:00 to 17:00 on working days.
- 3) The Company is not responsible for any outcomes related to a lack of ability to use electronic means of communication or for correspondence sent electronically not reaching the Company, if this takes place for reasons independent of the Company.

**Information on General Meetings will be published on the Company's website [www.reinocapital.pl](http://www.reinocapital.pl).**

At the same time, the Company's Management Board notes that the provisions of the Polish Commercial Companies Code and the Company's Articles of Association apply in matters not addressed in this notice and therefore requests that the Company's shareholders review these regulations. They are available along with draft resolutions and all information pertaining to the Extraordinary General Meeting at the Company's website ([www.reinocapital.pl](http://www.reinocapital.pl)).

In the case of questions or doubts concerning participation in the Extraordinary General Meeting, please contact us at [walne@reinocapital.pl](mailto:walne@reinocapital.pl) or call Mrs. Monika Ponarad - Director, Management Board Office, at +48 22 22 273 97 50.

##### **IV.2. Right to request that specific matters be placed on the agenda**

In accordance with art. 401 § 1 of the Polish Commercial Companies Code, a shareholder or shareholders representing together at least one-twentieth of share capital may request that specific matters be included in the agenda for the next general meeting. This request should contain a justification or a draft resolution pertaining to the proposed agenda item. This request should be submitted to the Management Board at least twenty one days prior to the general meeting date. The request should be accompanied by documents that unequivocally show that at the request date the parties submitting the request are shareholders representing at least one-twentieth of the Company's share capital (e.g. statement or deposit certificate). The request should include the senders' correspondence address. The request, its form and way of submission should correspond to legal provisions, the General Meeting Regulations and requirements specified in this notice.

Requests in writing should be sent to the following address: ul. L. Waryńskiego 3A, 00-645 Warsaw. The Management Board notes that the above deadline for submitting requests is considered as observed if the request reaches the Management Board within this deadline. Therefore, merely mailing the request by registered letter within this deadline is not sufficient. The request can be sent by email to: [walne@reinocapital.pl](mailto:walne@reinocapital.pl).

If the request meets the aforementioned requirements, the Management Board announces changes to the agenda in line with the request. The changes are announced no later than eighteen days prior to the Extraordinary General Meeting date. This announcement is made in the same way as the Extraordinary General Meeting is convened. If the request does not meet the above requirements, the Company makes notification

within three business days from receipt of the request, indicating the defects that prevent the request from being fulfilled. A supplemented request can be submitted again, if the relevant deadline is observed.

#### **IV.3. Right to submit draft resolutions regarding items on the general meeting agenda**

A shareholder or shareholders representing at least one-twentieth of share capital may, prior to the Extraordinary General Meeting, submit to the Company, in writing or by email, draft resolutions concerning items on the Extraordinary General Meeting agenda or matters that are to be introduced to the agenda. This application should be submitted to the Company not later than on the date preceding the Extraordinary General Meeting date. The draft resolution application should be accompanied by documents that unequivocally show that on the date of the request the parties submitting it are shareholders representing at least one-twentieth of the Company's share capital (e.g. statement or deposit certificate). The application should include the senders' correspondence address. Applications in writing should be sent to the following address: ul. L. Waryńskiego 3A, 00-645 Warsaw. The Management Board notes that the above deadline for submitting the application is considered as observed if the application reaches the management board by this deadline. Therefore, merely mailing the application by registered letter within this deadline is not sufficient. The application can be sent by email to: walne@reinocapital.pl.

The application, its form and way of submission as well as the form of the draft resolutions should correspond to legal provisions, the General Meeting Regulations and requirements specified in this notice.

If the draft resolution application was made in accordance with the aforementioned requirements, the drafts are immediately published.

If the draft resolution application does not correspond to the above requirements, the Company, within 3 business days from receipt of the application (however not later than on the date preceding the Extraordinary General Meeting date), notifies the entity submitting the application, indicating the defects that prevent the draft resolutions from being published.

#### **IV.4. Shareholders' right to submit draft resolutions regarding items on the general meeting agenda during the Extraordinary General Meeting**

Every entity authorised to participate may, in the course of the Extraordinary General Meeting, submit draft resolutions regarding items on the agenda. The participant should notify the chairperson of his/her intention to submit such drafts by providing the drafts in writing no later than after the Extraordinary General Meeting adopts a resolution on approval of the agenda.

#### **IV.5. Exercising voting rights through proxy and notifying the Company using electronic means of communication that a proxy has been appointed as well as using forms during proxy voting**

In accordance with art. 412-412<sup>2</sup> of the Polish Commercial Companies Code, a shareholder may participate in an Extraordinary General Meeting and exercise his/her voting rights either in person or through a proxy. The proxy exercises all of the shareholder's rights at the Extraordinary General Meeting, unless the power of attorney states otherwise. The proxy may grant further powers of attorney, if this is permitted in his/her power of attorney. The proxy may represent more than one shareholder and vote differently on behalf of each shareholder. A shareholder holding shares registered in more than one securities account may appoint separate proxies to exercise his/her rights attached to shares registered in each of the accounts.

A situation whereby a proxy at the Extraordinary General Meeting is a management board member, supervisory board member or employee of the Company or board member or employee of a subsidiary of the Company is an exceptional case. The following rules apply in such a case:

1. the power of attorney may authorise representation at only one Extraordinary General Meeting,
2. the proxy is required to disclose to the shareholder any circumstances indicating an actual or potential conflict of interest,
3. further powers of attorney may not be granted,
4. the proxy votes in accordance with instructions issued by the shareholder.

A power of attorney to participate in the Company's Extraordinary General Meeting and exercise voting rights must be in writing or in electronic form.

If the power of attorney is in electronic form, the principal should notify the Company. This notification should be submitted to the Company within a deadline that makes it possible to identify the principal and the proxy, however not later than on the date preceding the Extraordinary General Meeting date. This notification may be in writing or in electronic form. A written notification should be sent to the following address: ul. Ludwika Waryńskiego 3A; 00-645 Warsaw. The Management Board notes that this deadline to submit the above notification to the Company is considered as observed if the notification reaches the Management Board within this deadline. Therefore, merely mailing the notification by registered letter within this deadline is not sufficient. Notifications in electronic form should be sent to the Company by email to the following address: walne@reinocapital.pl.

The notification should contain:

1. first and last name or corporate name of the principal as well as first and last names of persons authorised to grant powers of attorney on its behalf,
2. type and number of identity document, including the principal's PESEL number (in the case of natural persons) or KRS entry number (in the case of entities entered into the register of companies).
3. first and last name of the proxy,
4. residence (registered office) address of the principal and the proxy,
5. telephone number or email address for on-going communication with the principal,
6. date on which the power of attorney was granted,
7. indication of the Extraordinary General Meeting in connection with which the power of attorney is granted,
8. scope of the power of attorney, including in particular any restrictions, and indication whether the proxy may appoint further proxies,
9. indication whether the power of attorney may be cancelled.

If the notification was made in accordance with the above requirements, the Company immediately confirms receipt of the notification with the principal.

If the notification does not correspond to the aforementioned requirements, the Company immediately informs the sender of this fact and indicates the notification's defects.

A lack of notification or a notification failing to meet the aforementioned requirements is taken into account in assessing the proxy's capacity to represent the principal at the Extraordinary General Meeting. In particular, it may serve as the basis for refusing to admit or for expulsion of a person from participating in the Extraordinary General Meeting.

Each participant, including proxies, is required to sign an attendance list immediately after arriving at the Extraordinary General Meeting. Before signing the attendance list, the participant is required to provide a document that unequivocally confirms his/her identity. Prior to signing the attendance list, representatives (proxies) are also required to provide a document that unequivocally confirms their lawful authorisation to represent their principal at the Extraordinary General Meeting. Moreover, a proxy with a power of attorney in electronic form, prior to signing the attendance list, is required to present his/her power of attorney in the form of a print-out or send it to the Company's email address: walne@reinocapital.pl. The Company has published forms that can be used by shareholders for proxy voting on its website ([www.reinocapital.pl](http://www.reinocapital.pl)). Shareholders are not obligated to use these forms. The above rules also apply to further powers of attorney and to cancellations of powers of attorney.

**IV.6. It is not possible to participate in an Extraordinary General Meeting using electronic means of communication.**

**IV.7. It is not possible to exercise voting rights by mail or using electronic means of communication.**