

POLISH FINANCIAL SUPERVISION AUTHORITY

Current Report No. 10/2020

Date prepared: 2020-05-13

Short name of the issuer: ELEKTROTIM S.A.

Subject Notification on convening the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. for 30.06.2020

Legal grounds Article 56, section 1, subsection 2 of the Public Offering Act – current and periodical information

Content of the Report:

The Board of ELEKTROTIM S.A. with its seat in Wrocław, ul. Stargardzka 8 (hereinafter referred to as: the Company), registered in the Register of Entrepreneurs under the National Court Register number 0000035081 by the District Court for Wrocław-Fabryczna, 6th Commercial Department of the National Court Register, acting pursuant to Article 23, section 2 and Article 24 of the Articles of Association of ELEKTROTIM S.A., Article 399, section 1, Article 402¹, sections 1 and 2 of the Code of Commercial Companies, convenes the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. on 30 June 2020, time: 10:00 a.m. in the seat of the Board of the Company, in Wrocław, Stargardzka 8.

The suggested Agenda:

1. Opening of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A.
2. Appointing of the Chairperson of the Ordinary General Meeting of Shareholders
3. Appointing the Returning Committee.
4. Stating the correctness of convening the Ordinary General Meeting of Shareholders and its capability to pass resolutions.
5. Accepting the Agenda.
6. Examining the Report of the Board regarding the operations of ELEKTROTIM S.A. and the Group of Companies in 2019.
7. Examination of the Financial Reports of the Company for 2019.
8. Examination of the Consolidated Financial Reports of ELEKTROTIM Group of Companies for 2019.
9. Presentation of the Report of the Supervisory Board on operations in 2019.
10. Passing Resolution on endorsing the Report of the Board on operations of ELEKTROTIM S.A. and the Group of Companies for 2019.
11. Passing Resolution on endorsing Financial Reports of the Company for 2019.
12. Passing Resolution on endorsing the consolidated Financial Reports of the Group of Companies for 2019.
13. Passing Resolution on covering the loss for 2019.
14. Passing Resolution on acknowledging the fulfilment of duties by the President of the Board of the Company - Andrzej Diakun - for 2019.
15. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Board of the Company - Sławomir Cieśla - for the period from 01.01.2019 to 11.06.2019.

16. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Board of the Company - Zbigniew Pawlik - for the period from 01.01.2019 to 11.06.2019.
17. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Board of the Company - Krzysztof Wójcikowski - for the period from 01.01.2019 to 11.06.2019.
18. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Board of the Company - Dariusz Połetek - for the period from 12.06.2019 to 31.12.2019.
19. Passing Resolution on acknowledging the fulfilment of duties by the Chairperson of the Supervisory Board - Krzysztof Folta - for the period from 01.01.2019 to 30.09.2019.
20. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board of the Company - Jan Walulik - for the period from 01.01.2019 to 08.10.2019.
21. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board of the Company - Wojciech Heydel - for the period from 01.01.2019 to 11.06.2019.
22. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board of the Company - Mirosław Nowakowski - for 2019.
23. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board of the Company - Paweł Czupryna - for period from 01.01.2019 to 30.09.2019.
24. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board of the Company - Wojciech Gąsior - for the period from 12.06.2019 to 31.12.2019.
25. Passing Resolution on acknowledging the fulfilment of duties by the Chairman of the Supervisory Board of the Company - Jan Walulik - for the period from 09.10.2019 to 31.12.2019.
26. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board - Krzysztof Kaczmarczyk - for the period from 09.10.2019 to 31.12.2019.
27. Passing Resolution on acknowledging the fulfilment of duties by the Member of the Supervisory Board - Rafał Gulka - for the period from 09.10.2019 to 31.12.2019.
28. Passing Resolution amending the Resolution of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. no. 21/WZA/2017 of 16.05.2017 on the remuneration of the Chairperson and Members of the Supervisory Board of ELEKTROTIM S.A.
29. Passing Resolution on endorsing the "Remuneration Policy for Members of the Board and the Supervisory Board in ELEKTROTIM S.A.".
30. Passing Resolution on confirming the expiration of term of office of Jan Walulik, the Chairman of the Supervisory Board.
31. Passing Resolution on setting the length of the term of office for the new Chairperson of the Supervisory Board of ELEKTROTIM S.A.
32. Passing Resolution on appointing the Chairperson of the Supervisory Board of ELEKTROTIM S.A.
33. Passing Resolution on amending Article 21 of the Articles of Association of ELEKTROTIM S.A.
34. Passing Resolution on changing Article 22, sections 2 of the Articles of Association of ELEKTROTIM S.A. by adding three new points 23), 24), and 25).
35. Passing Resolution on amending Article 25 of the Articles of Association of ELEKTROTIM S.A.
36. Passing Resolution on agreeing on the consolidated text of the Articles of Association of ELEKTROTIM S.A.
37. Closing of the Ordinary General Meeting of Shareholders.

As an enclosure to the Report, the Board of the Company, pursuant to Article 19, section 1, subsection 1 and 2 of the Ordinance of the Minister of Finance of 29 March 2018 on current and periodical information provided by securities issuers and conditions for recognizing as equivalent the information required by law of a non-Member State (Dz.U. 2014, item 133, as amended), publishes:

1. notification on the General Meeting of Shareholders developed in accordance with Article 402(2) of the Code of Commercial Companies,
2. draft Resolutions,
3. form of the Power of Attorney and the form of exercising the voting right by the Attorney,
4. the suggested consolidated text of the Articles of Association of ELEKTROTIM S.A. including the change of Articles 21, 22, and 25 of the Articles of Association of the Company,
5. draft of the "Remuneration Policy for Members of the Board and the Supervisory Board in ELEKTROTIM S.A.".

In accordance with Article 402, section 2 of the Code of Commercial Companies, the Company publishes the current resolutions the Articles of Association and the suggested changes.

The current reading of Article 21 of the Articles of Association of the Company:

1. The Supervisory Board resolves resolutions during a meeting or in a written form using means of direct communication over distance.
2. The Supervisory Board adopts resolutions by absolute majority of votes. In case of equal division of votes, the Chairperson of the Supervisory Board shall cast the deciding vote.
3. The Supervisory Board adopts resolutions during the meeting in the presence of at least half of the composition of the Supervisory Board and invitation of all of its Members, subject to section 4 of this paragraph.
4. Members of the Supervisory Board can participate in adopting resolutions of the Board casting their votes, in a written form, through the agency of another member of the Supervisory Board. Casting a vote in writing cannot pertain to issues included in the agenda during the meeting of the Supervisory Board.
5. A Resolution passed in writing or by means of direct communication over distance shall be valid when all Members of the Supervisory Board are notified about the content of the draft resolution.
6. The Chairperson of the Supervisory Board may order voting in writing or by using means of direct communication over distance.
7. Resolving a resolution in writing or by using means of direct communication over distance does not apply to appointing the Deputy Chairperson of the Supervisory Board and the Secretary, appointing members of the Management Board and dismissing or suspending such persons.

The suggested reading of Article 21 of the Articles of Association of the Company:

1. The Supervisory Board resolves resolutions: during a meeting; in a written form' or using means of direct communication over distance.
2. It is possible to participate in a meeting of the Supervisory Board and resolving resolutions using means of direct communication over distance.
3. The Supervisory Board adopts resolutions by absolute majority of votes. In case of equal division of votes, the Chairperson of the Supervisory Board shall cast the deciding vote.
4. The Supervisory Board adopts resolutions during the meeting in the presence of at least half of the composition of the Supervisory Board and invitation of all of its Members, subject to section 5 of this paragraph.
5. Members of the Supervisory Board can participate in adopting resolutions of the Board casting their votes, in a written form, through the agency of another member of the Supervisory Board. Casting a vote in writing cannot pertain to issues included in the agenda during the meeting of the Supervisory Board.
6. A Resolution passed in writing or by means of direct communication over distance shall be valid when all Members of the Supervisory Board are notified about the content of the draft resolution and at least half Members of the Board took part in resolving the resolution.
7. The Chairperson of the Supervisory Board may order voting in writing or by using means of direct communication over distance.
8. Selecting a Vice Chairperson of the Supervisory Board, appointing Members of the Board, and removing and suspending in activities of those persons may only take place during the meeting of the Supervisory Board.

The current reading of Article 22, section 2 of the Articles of Association of the Company shall be changed by adding three new points 23), 24), and 25):

1. (...)
2. Extraordinary duties of the Supervisory Board include:
 - 1) - 22) (...)
- 23) specifying - in a form of regulations, detailed rules of taking part in a meeting of the Board using means of direct communication over distance;
- 24) specifying - in a form of regulations, detailed rules of taking part in a meeting of the Supervisory Board using means of direct communication over distance;
- 25) specifying - in a form of regulations, detailed rules of taking part in the General Meeting of Shareholders using means of direct communication over distance.

The current reading of Article 25 of the Articles of Association of the Company:

1. Shareholders can participate in the General Meeting and exercise its voting right in person or through the attorney.
2. Resolutions of the General Meeting are passed by absolute majority of votes, unless this Articles of Association or the Code of Commercial Companies provide more strict conditions for resolving the resolutions.
3. The Company does not allow to take part in the General Meeting by means of electronic communication.

The suggested reading of Article 25 of the Articles of Association of the Company:

1. Shareholders can participate in the General Meeting and exercise its voting right in person or through the attorney.
2. Resolutions of the General Meeting are passed by absolute majority of votes, unless this Articles of Association or the Code of Commercial Companies provide more strict conditions for resolving the resolutions.
3. One may also take part in the General Meeting using means of electronic communication. Such participation includes in particular:
 - 1) real-time bilateral communication of all persons taking part the General Meeting of Shareholders; as part of the communication those persons may express their opinions during the General Meeting being present in a place different than the venue of the General Meeting and
 - 2) exercising the right to vote during a General Meeting either in person or through an attorney.
4. The Company ensures real-time broadcast of the General Meeting.
5. In case of exercising the right to vote using means of electronic communication, the Company immediately sends to the Shareholder an electronic confirmation of receiving a vote.
6. Upon a Shareholder's motion, submitted within three months from the day of the General Meeting of Shareholders, the Company sends to the Shareholder or its Attorney a confirmation that the vote was correctly registered and counted, unless such confirmation had been sent to the Shareholder or its Attorney earlier.

The Board of ELEKTROTIM S.A. represents, that the Supervisory Board, acting in accordance with the Sub Principal No. II.Z.11. "Good Practices of WSE Listed Companies 2016", examined and issued a positive opinion on the issues which are to be the subject of resolutions of the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. that will take place on 30.06.2020, except for drafts of Resolutions on acknowledging the fulfilment of duties by the Members of the Supervisory Board of ELEKTROTIM S.A.

The Company shall post all information concerning the Ordinary General Meeting of Shareholders at the Company's website: www.elektrotim.pl, tab Investor Relations, General Shareholders Meeting.

As of the day of convening the General Meeting of Shareholders of ELEKTROTIM S.A. the Company has issued 9,983,009 shares, which entitle to 9,983,009 votes.

Due to the current reading of Article 25, section 3 of the Articles of Association of ELEKTROTIM S.A. of the following content: "The Company does not allow to take part in the General Meeting by means of electronic communication" the Ordinary General Meeting of Shareholders of ELEKTROTIM S.A. shall take place in the seat of the Company. The Board of the Company wishes to ensure that having in mind the current state of corona-virus epidemic - the Ordinary General Meeting of Shareholders of the Company shall be held keeping all necessary safety measures and with due diligence with regard to safety of the Shareholders and Employees of the Company.