



**Announcement on Convening  
the Extraordinary General Shareholders' Meeting  
of IDMSA 29.08.2018r.**

Acting pursuant to Art. 398, art. 399 § 1 in conjunction with Art. 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies Code (the "CCC") The Management Board of IDM S.A. in arrangement bankruptcy (IDMSA, Company) of Krakow, 31-027 Krakow, Mikołajska 26/5, entered into the Register of Entrepreneurs of the National Court Register under KRS entry No. 0000004483 hereby convenes the Company's Extraordinary General Shareholders' Meeting for 29.08.2018r Mikołajska 26/5, 31-027 Kraków, time 10:00,

with the following agenda:

1. Opening the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Starting the validity of summoning the GM as well as its capability to vote resolutions.
4. Electing the Returning Officers Panel
5. Presenting and accepting the agenda.
6. adopted resolution on making amendments in Statue of Company giving the Management Board to increase the share capital in the framework of the target capital with the ability to disable pre-emptive rights and cancellation resolution no 6 the Extraoridinary General Meeting IDMS.A. from the day 22 december 2015r. on making amendments in Statue of Company giving the Board to increase the share capital in the framework of the target capital with the ability to disable pre-emptive rights
7. adopted resolution on conditional share capital increase by issuing shares of the series B and issuing of subscription warrants series A with deprivation pre-emptive rights existing shareholders
8. adopted resolution on making amendments in Statue of Company and cancellation resolution no 7 the Extraoridinary General Meeting IDMS.A. from the day 22 december 2015r. on conditional share capital increase by issuing shares of the series B and issuing of subscription warrants series A with deprivation pre-emptive rights

existing shareholders

9. closing the Extraordinary General Shareholders' Meeting.

### **Shareholder's Right to Require that Particular Issues be Placed on the Agenda of the General Shareholders' Meeting**

The shareholder(s) representing at least one-twentieth of the share capital may request that certain issues be placed on the agenda of the Company's General Shareholders Meeting. Such request shall be submitted to the Company's Management Board 21 days prior to the date of the General Shareholders' Meeting at the latest, i.e. by 7.08 2018. The request shall include justification or a draft resolution concerning the proposed item on the agenda. The request may be submitted in writing to the Company's registered office at Mikołajska 26/5, 31-027 Krakow, or it may be sent electronically to the Company's email address [biuro.k@idmsa.pl](mailto:biuro.k@idmsa.pl)

### **Shareholder's Right to Submit Draft Resolutions**

The shareholder(s) in the Company representing at least one-twentieth of the share capital may, prior to the General Shareholders' Meeting, submit to the Company draft resolutions concerning the issues placed on the agenda of the General Shareholders' Meeting or issues to be placed on the agenda, either in writing to the Company's registered office at at Mikołajska 26/5, 31-027 Krakow, or by means of electronic communication to the Company's email address [biuro.k@idmsa.pl](mailto:biuro.k@idmsa.pl).

During the General Shareholders' Meeting any shareholder entitled to participate therein may submit draft resolutions concerning the items placed on the agenda.

### **Voting by Proxy**

A shareholder may participate in the General Shareholders' Meeting and vote either personally or by proxy. A power of attorney to participate in the General Shareholders' Meeting and to vote must be granted either in writing or electronically. The power of attorney granted electronically shall not require a secure electronic signature verified with the use of a valid qualified certificate.

The power of attorney granted electronically shall be sent to the email address [biuro.k@idmsa.pl](mailto:biuro.k@idmsa.pl)

The power of attorney granted electronically by a shareholder being a natural person shall include data allowing for the identification of the shareholder, in particular: first and last name, address of residence, Personal Id. No. (*PESEL*), data of the shareholder's identity document: the document's No. and series, its issue date, specification of an issuing body and similar data allowing for the identification of the proxy being the natural person.

The power of attorney granted by the shareholder other than a natural person shall include a business name and an address of the entity granting the power of attorney, specification of the relevant register to which the entity is entered and its entry No. therein, as well as data of individuals authorised to represent it, referred to in the first sentence of this section.

The shareholder is obliged to notify the Company of granting the power of attorney in electronic form. The notification is supposed to be sent to the following email address: [biuro.k@idmsa.pl](mailto:biuro.k@idmsa.pl) or in a written form by sending the information to the Company's address

The notification shall include the aforementioned information and in addition, it shall specify the scope of the power of attorney, i.e. at least specify the number of shares under which the voting right will be exercised and the date of the Company's General Shareholders' Meeting.

The shareholder's notification shall be accompanied by a scan of the shareholder's identity document (*dowód osobisty*) or some other document confirming their identity, and if the shareholder is not a natural person – by an excerpt from the relevant Register of Entrepreneurs. In the case of granting the power of attorney to an entity other than a natural person, the shareholder shall attach the scan of the excerpt from the relevant register in which the proxy is entered, to the notification.

If documents sent electronically are in a foreign language, they must be translated by a sworn translator. In the notification, the shareholder shall also specify the email addresses and telephone

numbers of the shareholder and of the proxy to ensure communication flow between the Company, and the shareholder and proxy. Sending the documents referred to herein shall not release the proxy from the obligation to submit relevant documents at the preparation of an attendance list of the individuals entitled to participate in the General Shareholders' Meeting, which serve to identify the proxy and prove their authorisation.

The Company undertakes appropriate actions aimed at identifying the shareholder and proxy in order to verify the validity of the power of attorney granted electronically. To this effect, the Company may in particular raise a question to the shareholder and/or proxy pertaining to the granted power of attorney in order to confirm the fact of granting it, and its scope. The Company stipulates that in such a case a failure to answer the question asked in the course of verification shall be treated as inability to verify whether the power of attorney has been granted and shall serve as a basis to refuse to allow the proxy to participate in the General Shareholders' Meeting.

Rules concerning the notification sent by a shareholder to the Company referred to above shall apply respectively to a notification sent to the Company on the cancellation; [powers of attorney] granted not in compliance with the requirements specified above shall not have any legal effect for the Company.

The names of the individual(s) granting a power of attorney on behalf of the shareholder other than a natural person should be present in a valid excerpt from the relevant register.

A member of the Company's Management Board and the Company's employee may act as proxies for shareholders at the General Shareholders' Meeting.

If a shareholder's proxy at the General Shareholders' Meeting is a Management Board member, Supervisory Board member, liquidator, employee or a member of a body or an employee of a company or co-operative which is the Company's subsidiary, the power of attorney shall be valid for one General Shareholders' Meeting only. The proxy must disclose to the shareholder any circumstances indicative of a conflict of interest, either existing or potential. The proxy shall vote in accordance with the shareholder's instructions. Granting additional powers of attorney shall be excluded.

The proxy may represent more than one shareholder and vote in a different manner from shares of each shareholder.

A shareholder holding shares registered in more than one securities account may appoint separate proxies for exercising voting rights in respect of the shares in each such account.

Representatives of legal persons shall present valid excerpts from relevant registers listing individuals authorised to represent such entities. The individuals not listed in the aforementioned excerpt shall hold an appropriate power of attorney signed by the individuals authorised to represent the given entity.

The right to represent the shareholder other than a natural person should result from the excerpt from the relevant register (submitted in original or in copy certified to be a true copy by a notary), presented at the preparation of an attendance list, potentially a series of powers of attorney and the excerpt from the relevant register (submitted in original or in copy certified to be a true copy by a notary).

A form with a power of attorney specimen is **available as of the date of publication of this announcement** on the Company's website [www.idmsa.pl](http://www.idmsa.pl).

#### **Possibility of and Procedure for Participating in the General Shareholders' Meeting by Means of Electronic Communication**

Currently, the Company does not allow for the possibility to participate in the General Shareholders' Meeting by means of electronic communication

#### **Procedure for Taking the Floor During the General Shareholders' Meeting by Means of Electronic Communication**

Currently, the Company does not allow for the possibility to take the floor during the General Shareholders' Meeting by means of electronic communication.

#### **Procedure for Voting by Correspondence or by Means of Electronic Communication**

Currently, the Company does not allow for the possibility to vote by correspondence or by means of electronic communication.

#### **Date for Registering the Participation in the General Shareholders' Meeting**

13.08.2018r. is the date for registering the participation in the Extraordinary General Shareholders' Meeting.

#### **Right to Participate in the General Shareholders' Meeting**

The Management Board hereby announces that pursuant to Art. 406<sup>1</sup> and Art. 406<sup>2</sup> and 406<sup>3</sup> of the Commercial Companies Code, the following individuals are entitled to participate in the General Shareholders' Meeting:

- a). persons who are shareholders in the Company sixteen days prior to the date of the General Shareholders' Meeting i.e. 13.08.2018 (the day of registration of one's participation in the General Shareholders' Meeting, hereinafter referred to as the "**Registration Date**") provided that they submit to an entity keeping their securities account a request to issue a personal certificate confirming the right to participate in the General Shareholders' Meeting in the period from the date of the announcement on convening the General Shareholders' Meeting to the first weekday following the Registration Date, i.e. 14.08.2018r.
- b). persons entitled under registered shares and temporary certificates, as well as the pledgees and usufructuaries provided that they are entered in the share register on the Registration Date;
- c) persons holding personal certificates confirming the right to participate in the General Shareholders' Meeting issued by an entity keeping their securities account at the request of a person entitled under dematerialised bearer shares in the Company, submitted not earlier than subsequent to the announcement on convening the General Shareholders' Meeting and not later than on the first business day following the Registration Date, and

d) representatives of the shareholders referred to in Section a) above who have duly documented their authorisation to act on behalf of the shareholder.

The list of the shareholders entitled to participate in the Extraordinary General Shareholders' Meeting shall be made available in the Company's registered office in Krakow at Mikołajska 26/5 7, from 9 a.m. to 4 p.m., three weekdays before the General Shareholders' Meeting, i.e. from 24/28-08-2018.

The Company's shareholder may require that the list of shareholders entitled to participate in the Extraordinary General Shareholders' Meeting be sent to them electronically, free of charge, providing their own email address to which the list is to be sent. The individuals entitled to participate in the General Shareholders' Meeting are requested to register and take a ballot directly in front of a meeting room one hour prior to the beginning of the General Shareholders' Meeting

#### **Access to Documentation**

Pursuant to Art. 402<sup>3</sup>§1 of the CCC, the documentation to be presented at the Extraordinary General Shareholders' Meeting along with the draft resolutions will be posted on the Company's website from the date of convening the Extraordinary General Shareholders' Meeting. Information on the Extraordinary General Shareholders' Meeting is available on the Company's website at [www.idmsa.pl](http://www.idmsa.pl),