



Current report: 3/2017

Date: 31.05.2017

Subject: Ordinary General Meeting MANGATA HOLDING SA

Legal Basis: Art. 56 sec. 1 point 2 of the Act on Public Offering - current and periodic information

Contents of the report:

The Board of MANGATA HOLDING SA headquartered in Bielsko-Biała (the "Company"), based on art. 399 § 1 of the Code of Commercial Companies and § 38 sec. 1 point 1 of the Regulation of the Minister of Finance dated 19 February 2009. on current and periodic information submitted by issuers of securities and conditions for recognizing as equivalent information required by laws of non-member state (eg: Dz. U. of 2014 pos. 133), transmits the notice of convening on 30 June 2017 at 11.00 in Bielsko – Biała; Street Cechowa 6/8, the ordinary General Meeting of MANGATA HOLDING SA with the following agenda:

1. Opening of the General Meeting of Shareholders.
2. Adoption of a resolution on the election of the Chairman.
3. Validation of convening the General Meeting and its capacity to adopt resolutions.
4. Adoption of a resolution on the election of the Scrutiny Commission.
5. Adoption of a resolution on the adoption of the agenda.
6. Presentation and consideration of the financial statements of the Company for the financial year 2016 and the Management Report of the Company, and the Board's proposal to allocate profit for the year 2016.
7. Presentation and consideration of the consolidated financial statements of the Company for the financial year 2016 and the Management Report of the Company for the financial year 2016.
8. Presentation and consideration of the report of the Supervisory Board for the year 2016 and the results of the evaluation report on the operations of the Company's financial statements for the fiscal year 2016 as well as the Board's proposal to allocate profit for the year 2016.
9. Adoption of a resolution on approval of the Company's financial statements for the fiscal year 2016.
10. Adoption of a resolution on approval of the Management Report of the Company for the financial year 2016.
11. Adoption of a resolution on approval of the consolidated financial statements for the fiscal year 2016.
12. Adoption of a resolution on approval of the report on the activities of the Group for the financial year 2016.
13. Adoption of a resolution on the approval of the Supervisory Board report for the year 2016 and the results of the evaluation report on the operations of the Company's financial statements for the fiscal year 2016 as well as the Board's proposal to allocate profit for the year 2016.



14. Adoption of a resolution on distribution of profit for the financial year 2016.
15. Adoption of the resolutions on discharge of the members of the Board.
16. Adoption of the resolutions on the discharge to the members of the Supervisory Board.
17. Adoption of a resolution on amendments to the rules of Procedure of the General Meeting
18. Closing of the meeting.

### **DATE OF REGISTRATION FOR PARTICIPATION IN THE ORDINARY GENERAL MEETING AND INFORMATION ON THE RIGHT TO PARTICIPATE IN THE ORDINARY GENERAL MEETING**

The right to participate in the Ordinary General Meeting Only persons who are shareholders of the company sixteen days prior to the date of the Ordinary General Meeting (the "Registration Date") - eg. on 14 June 2017.

Bearer shares in the form of a document entitle to participate in the Ordinary General Meeting, if the documents are submitted to the Company no later than on the Record Date and not withdrawn before the end of the day. Instead of shares may be filed a certificate of deposit of shares with a notary, a bank or an investment company or a branch established in the European Union or a State party to the Agreement on the European Economic Area. The certificate indicates the numbers of share documents and states that documents will not be released before the end of the Registration Day.

At the request of the holder of dematerialized bearer shares filed no earlier than after the announcement of convening the Ordinary General Meeting and no later than the first business day after the Registration Day, the operator of the securities account shall issue a personal certificate of entitlement to participate in the Ordinary General Meeting. Personal certificate of entitlement to participate in the Ordinary General Meeting should include:

- 1) business name (name), registered office, address and stamp of the issuer and the certificate number;
- 2) the number of shares;
- 3) the type and code of shares;
- 4) company (name), registered office and address of the company that issued the shares;
- 5) nominal value of the shares;
- 6) name and surname or company (name) of the shareholder;
- 7) seat (place of residence) and address of the shareholder;
- 8) The purpose of the certificate;
- 9) the date and place of issue of the certificate;



10) the signature of the person authorized to issue the certificate.

At the request of the holder of dematerialized bearer shares, the certificate should indicate part or all shares registered on their securities account.

The list of entitled to attend the Ordinary General Meeting of the Company on the basis of the shares deposited with the Company in accordance with Art. 406§ 1 Code of Commercial Companies and a list prepared by the entity keeping the securities in accordance with the regulations on trading in financial instruments. The list of shareholders entitled to participate in the Ordinary General Meeting will be available at the Company's headquarters and Bielsko - Biala Street Cechowa 6/8, from 8.00 to 15.00, 3 days prior to the date of the Ordinary General Meeting, eg. From 27-29 June 2017. A shareholder may request to be sent by electronic mail the list of shareholders entitled to participate in the Ordinary General Meeting by email, stating the e-mail address to which the list should be sent. The request should be made in electronic form in a document in "PDF" format and sent to an email address of the Company: [biuro@mangata.com.pl](mailto:biuro@mangata.com.pl) The request should be accompanied by copies of documents confirming the identity of the shareholder or persons acting on its behalf and copies of the certificate of deposit or registered certificate of entitlement to participate in the Ordinary General Meeting to confirm the power to request the list of shareholders (this right in accordance with Art. 407 of the CCC is granted only to holders of the Company ).

The Company recommends that the shareholders receive issued by the entity running the securities account of certificates confirming the right to participate in the Ordinary General Meeting and checking if the shareholder has been included on the list of shareholders authorized to participate in the Ordinary General Meeting.

Persons entitled to attend the Ordinary General Meeting are requested to register and collect their voting cards directly in front of the meeting room 30 minutes before the meeting.

## **DESCRIPTION OF PROCEDURES RELATED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING AND VOTING RIGHTS (PURSUANT TO ART. 402<sup>2</sup> CCC)**

### **The right of shareholders to request inclusion of certain matters on the agenda of the Ordinary General Meeting of Shareholders**

A shareholder or shareholders representing at least one twentieth of the share capital may request the inclusion of specific issues on the agenda of the General Meeting. The request should be submitted to the Board no later than twenty-one days before the scheduled date of the General Meeting. The request should include a justification or a draft resolution concerning the proposed agenda item. The request should be submitted in writing at the registered office of the Company at the address: 57 - 410



Ścinawka Średnia, ul. 3 May 12 or in electronic form in "PDF" format to the email address of the Company: [biuro@mangata.com.pl](mailto:biuro@mangata.com.pl)

This request may be submitted by properly completed and signed form made available by the Company on its website: [www.mangata.com.pl](http://www.mangata.com.pl) found under the Investor Relations section: WZA.

The Board immediately but not later than eighteen days before the scheduled date of the General Meeting shall announce changes to the agenda introduced at the request of shareholders. The notice in the manner appropriate for convening the General Meeting.

A shareholder or shareholders demanding that specific issues on the agenda should provide, along with the request, documents proving their identity and eligibility to request inclusion of certain matters on the agenda of the General Assembly, in particular:

- 1) a certificate of deposit or a certificate of entitlement to participate in the General Meeting issued by the entity running the securities account in accordance with the regulations on trading in financial instruments, confirming that the recipient is a shareholder of the Company and has the appropriate number of shares on the date of the request,
- 2) if the shareholder is a natural person - a copy of the identity card, passport or other identity document,
- 3) if a shareholder other than a natural person - a copy of the current extract from the relevant register or other document confirming the authorization to represent the shareholder.
- 4) if the request is by proxy - a copy of the proxy document signed by the shareholder or by persons authorized to represent the shareholder and a copy of the identity card, passport or official identity document of proxy or in the case of a proxy other than a natural person - a copy of the relevant register confirming the authorization natural person (natural persons) to represent the proxy and a copy of the identity card or passport of the individual (persons) authorized to represent the proxy.

The obligation to attach the documents referred to above, applies to shareholders who demand both in written and electronic form. The documents should be attached in the form relevant for the request (document or its scan in "PDF" format). The Company may take appropriate action to identify the shareholder or shareholders and verify the validity of the documents submitted.

#### **A shareholder's right to submit draft resolutions on issues included in the agenda of the General Meeting or matters which are to be added to the agenda before the General Meeting**

A shareholder or shareholders representing at least one twentieth of the share capital may, prior to the General Meeting submit to the Company, in writing or by means of electronic communication, draft resolutions on issues included in the agenda of the General Meeting or matters which are to be added to the agenda. Draft resolutions should be submitted in writing at the registered office of the Company at the address: 57 - 410 Ścinawka Średnia, ul. 3 May 12 or in electronic form in "PDF" format to the email address of the Company: [biuro@mangata.com.pl](mailto:biuro@mangata.com.pl)



The Company will promptly notify the draft resolutions on the Company's website: [www.mangata.com.pl](http://www.mangata.com.pl)

A shareholder or shareholders demanding that specific issues on the agenda must submit, along with the request, documents proving their identity and eligibility to request inclusion of certain matters on the agenda of the General Assembly, in particular:

- 1) a certificate of deposit or a certificate of entitlement to participate in the General Meeting issued by the entity running the securities account in accordance with the regulations on trading in financial instruments, confirming that the recipient is a shareholder of the Company and has the appropriate number of shares on the date of the request,
- 2) in the case of a shareholder being a natural person - a copy of the identity card, passport or other identity document,
- 3) if a shareholder other than a natural person - a copy of the current extract from the relevant register or other document confirming the authorization to represent the shareholder.
- 4) if the request is by proxy - a copy of the proxy document signed by the shareholder or by persons authorized to represent the shareholder and a copy of the identity card, passport or official identity document of proxy or in the case of a proxy other than a natural person - a copy of the relevant register confirming the authorization natural person (natural persons) to represent the proxy and a copy of the identity card or passport of the individual (persons) authorized to represent the proxy.

The obligation to attach the documents referred to above, applies to shareholders who demand both in written and electronic form. The documents should be attached in the form relevant for the request (document or its scan in "PDF" format). The Company may take appropriate action to identify the shareholder or shareholders and verify the validity of the documents submitted.

#### **A shareholder's right to submit draft resolutions on issues included in the agenda of the General Meeting of Shareholders at the General Meeting of Shareholders**

Each shareholder may, during the General Meeting submit draft resolutions on issues included in the agenda.

##### **1) The manner of voting by proxy**

**A shareholder may participate in the General Meeting and exercise their right to vote in person or by proxy. A proxy may exercise all rights of the shareholder at the General Meeting, unless otherwise stated in the proxy.**

A proxy may:

- grant further power of attorney if the power of attorney (with the proviso that, in accordance with Art. 4122 § 3 of the Commercial Companies Code, if the attorney is a member of the management board, supervisory board member, employee of the Company or member of governing bodies or employee of a company or cooperative subsidiary, the further power of attorney is excluded);

- represent more than one shareholder and vote differently for each shareholder.

A shareholder whose shares are registered on the collective account may appoint separate proxies to exercise the rights of the shares registered in the account. A shareholder of the Company, holding shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each account.

Member of the Board and employees of the Company can be proxies of the shareholders at the General Meeting. If the proxy is a member of the Management Board, Supervisory Board member or employee of the Company, the proxy may authorize to representation only at one General Meeting. The proxy is obliged to reveal the circumstances indicating an actual or potential conflict of interests and is required to vote in accordance with the instructions given by the shareholder. The proxy is disabled.

The power of attorney must be granted in writing or in electronic form. Granting power of attorney in electronic form does not require a secure electronic signature verified by a qualified certificate. Power of attorney forms have been made available by the Company on its website: [www.mangata.com.pl](http://www.mangata.com.pl) tab: Investor Relations Section: WZA.

The power of attorney in an electronic form, including granted on forms available on the Company website, you should notify the Company by means of electronic communication by e-mail: [biuro@mangata.com.pl](mailto:biuro@mangata.com.pl) The notice of granting power of attorney in an electronic form or power of attorney in electronic form should be delivered no later than the date of the General Meeting of Shareholders for the purpose of verification activities by the Company.

Power of attorney granted in electronic form should ensure the identification of the shareholder and the proxy (indicating the name, last name / names, phone and e-mail addresses of those persons). It should also include an indication of its scope, including the number of shares from which the voting will take place, the date and the name of the General Assembly, at which these rights will be exercised and the number of registered certificate of entitlement to participate in the General Meeting, indicating by whom was issued . The power of attorney in a foreign language must be translated into Polish by a sworn translator. The proxy has been granted power of attorney in an electronic form is obliged to submit, in preparing the list of attendance at the General Meeting, document confirming granting power of attorney in an electronic form (printed power of attorney), allowing to identify the shareholder making such a statement and a document used to identify the proxy.

MANGATA HOLDING SA take appropriate action to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. Verification may include in particular questions electronically or by phone, to the shareholder and / or proxy in order to confirm the power of attorney and / or its scope. MANGATA HOLDING SA It stipulates that failure to reply

to the questions asked during the verification process will be treated as a failure to verify the power of attorney and will constitute the basis for the refusal to allow the proxy to participate in the General Meeting. Validity of a granted power of attorney in an electronic form can also be conducted by:

- to verify the completeness of documents authorization granted, especially in cases of multiple proxies, sent together with the form,
- to verify the correctness of the data entered into the form and / or compare them with the information contained in the list of persons entitled to participate in the General Meeting,
- to check the powers of granting the power of attorney on behalf of shareholders other than natural persons with the state disclosed in the appropriate register.

In case of doubt, the Company may take further steps to verify the granted power of attorney.

The right to represent a shareholder being a natural person should result from the extract from the relevant register for the shareholder. The person / persons granting power of attorney on behalf of a shareholder who is not a natural person should appear in a current extract from that shareholder register.

The company provides a form for allowing the exercise of voting rights by proxy on its website: [www.mangata.com.pl](http://www.mangata.com.pl) tab: Investor Relations, under the GMS.

**1) The possibility and manner of participation in the General Meeting by means of electronic communication**

Statute MANGATA HOLDING SA and the General Meeting Regulations do not contain provisions enabling shareholders to participate in the General Meeting by means of electronic communication.

**2) Method of speaking during the General Meeting by means of electronic communication**

Statute MANGATA HOLDING SA and the General Meeting Regulations do not contain provisions enabling shareholders to speak during the General Meeting by means of electronic communication.

**3) The manner of voting by correspondence or by electronic means of communication**

Statute MANGATA HOLDING SA and the General Meeting Regulations do not contain provisions enabling shareholders to exercise voting rights by means of electronic communication.

Forms for exercising the right to vote by correspondence, the Company makes available on the website: [www.mangata.com.pl](http://www.mangata.com.pl) , in the tab: Investor Relations Section: AGM. Correctly and legibly completed, signed form must be sent by post to the address of the Company: 43-300 Bielsko-Biała Cechowa street 6/8, or sent in the format "PDF" on the e-mail address of the Company: [biuro@mangata.com.pl](mailto:biuro@mangata.com.pl)

Filling out the form allowing the exercise of the right to vote by mail must be clearly and enables:

- identification of the shareholder casting the vote.



- verification of vote within the meaning of art. 4 § 1 item 9 of the Code of Commercial Companies for a given resolution,
- verification of complex objections by the shareholders voting against the resolution.

A vote cast in a form other than the form or on a form meeting the requirements specified in Article. 402<sup>3</sup>§3 k.s.h - in accordance with Article. 411<sup>1</sup>§3 Code of Commercial Companies - It is invalid.

When calculating the quorum and voting results, the votes cast by correspondence received by the Company no later than at the time of the order of voting at the General Meeting. Votes cast by correspondence are public since the announcement of the results of the vote. Filing of opposition by correspondence is synonymous with filing a request to record an objection by a shareholder present at the General Meeting and entitled to appeal against the resolution of the General Meeting. A shareholder who has voted by mail, loses the right to vote at the General Meeting. A vote by correspondence but it can be canceled by a declaration submitted to the Company. A statement of appeal is successful, if it occurred to the Company no later than at the time of the order of voting at the General Meeting.

#### **ACCESS TO THE DOCUMENTATION FOR THE ORDINARY GENERAL MEETING**

The full text of the documents to be presented to the Ordinary General Meeting and draft resolutions concerning matters placed on the agenda of the Ordinary General Meeting or matters which are to be placed on the agenda for the Ordinary General Meeting shall be placed from the date of announcement of convening the Ordinary General Meeting on the Company website: [www.mangata.com.pl](http://www.mangata.com.pl) in the Investor Relations section: AGM. These documents are immediately updated in case of changes in accordance with the provisions of the Commercial Companies Code. A person entitled to attend the Ordinary General Meeting of Shareholders may obtain copies of the above. documentation at the registered office of the Company at 43-300 Bielsko-Biała Cechowa street 6/8, 8.00 - 15.00, Monday to Friday.

Any opinions, reasoning and comments of the Management Board or the Supervisory Board regarding issues on the agenda of the Ordinary General Meeting or matters which are to be introduced to the agenda before the date of the Ordinary General Meeting will be available at the above flounder Company's website immediately after their preparation.

#### **ELECTRONIC COMMUNICATIONS SHAREHOLDERS OF THE COMPANY**

Subject to the restrictions provided for in the Code of Commercial Companies as well as this notice, shareholders may contact the Company by means of electronic communication. In particular, shareholders may submit motions, requests, and send notices and documents. Communication with shareholders of the Company in electronic form is carried out using the specified e-mail address: [biuro@mangata.com.pl](mailto:biuro@mangata.com.pl) A shareholder using electronic means of communication alone incurs the risks associated with their use.

In case the shareholder shall send to the Company's electronic documents, which originally were drawn up in a language other than Polish, shall attach their translation into Polish prepared by a sworn





translator. All documents sent by the shareholder to the Company, as well as by the Company to the shareholder by electronic means should be a scan in the format "PDF".