

## **Description of procedures for participation in the General Meeting of Shareholders**

### **I. General remarks on electronic communication**

1. Pursuant to and within the limits set out by the Code of Commercial Companies, shareholders may contact the Company using electronic means of communication whereby they may, in particular, put forward motions, requests, ask questions as well as send notifications and documents.
2. Communication of shareholders with the Company in electronic form may take place using the Company's e-mail address only: [wza@makrum.pl](mailto:wza@makrum.pl)
3. The risk associated with the use of electronic means of communication with the Company shall be borne by the shareholder.
4. All the documents and notices sent by shareholders to the Company by electronic means to the above e-mail address:
  - must be written in the Polish language and should they be written in another language, their translation to Polish done by a sworn translator must simultaneously be submitted,
  - must be scanned to the PDF format.

### **II. Right to request inclusion of specific matters on the agenda**

A shareholder or shareholders representing at least 1/20 of the share capital have the right to request inclusion of specific matters on the agenda of the General Meeting of Shareholders. The task should be reported to the Management Board no later than 21 prior to the date of the Meeting. The task should include justification or draft resolution regarding the proposed item on the agenda. The request may be submitted in writing at the seat of the Company at the following address: (85-719) Bydgoszcz, ul. Fordońska 40 or in electronic form to the Company's e-mail address: [wza@makrum.pl](mailto:wza@makrum.pl)

The shareholder or shareholders should prove possession of the required number of shares as of the date of request submission by enclosing documentation enabling identification of the shareholder and certificates of deposit with the request. Shareholders being legal persons or entities which are not legal persons but have legal capacity should also confirm the right to act on behalf of such entity by enclosing a valid transcript from the National Court Register. In the case of shareholders submitting the request using electronic means of communication, the documentation should be sent in the PDF format.

### **III. Right to submit draft resolutions in matters on the agenda**

A shareholder or shareholders of the Company representing at least 1/20 of the share capital may, prior to the date of the General Meeting, submit in writing at the seat of the Company at the following address (85-719) Bydgoszcz, ul. Fordońska 40 or using electronic means of communication (as described in item II above) draft resolutions pertaining to matters entered onto the agenda of the General Meeting of Shareholders or matters which are to be entered onto the agenda.

Similar to the provisions of item **II** above, the shareholder should prove possession of the required number of shares as of the date of request submission by enclosing documentation enabling identification of the shareholder and certificates of deposit with the request whereas shareholders being legal persons or entities which are not legal persons but have legal capacity should also confirm the right to act on behalf of such entity by enclosing a valid transcript from the National Court Register.

In the case of shareholders submitting draft resolutions using electronic means of communication, the documentation should be sent in the PDF format.

#### **IV. Right to submit draft resolutions in session of the General Meeting of Shareholders**

Each shareholder entitled to attend the General Meeting and attending thereof may, while the Meeting is in session, submit draft resolutions on matters entered onto the Agenda of the General Meeting of Shareholders.

#### **V. Exercise of the right to vote by proxy**

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

The power of attorney for the proxy to participate and exercise the right to vote should be granted in writing or in electronic form. Granting of power of attorney in electronic form shall not require a secure electronic signature verified by a valid qualified certificate.

A template of the form allowing for the right to vote to be exercised by a proxy is available at [www.makrum.pl](http://www.makrum.pl) under “Dla inwestorów/WZA” (*For investors/General Meeting of Shareholders*). Also available on the said website are two templates of powers of attorney for shareholders being natural persons as well as shareholders being legal persons or organizational units which are not legal persons but have legal capacity.

The shareholder shall be obligated to send a notice on granting of power of attorney to the Company in electronic form to the e-mail address ([wza@makrum.pl](mailto:wza@makrum.pl)) no later than one day prior to the date of the General Meeting. In such notification, the shareholder shall provide its telephone number and e-mail address, telephone number and e-mail address of the proxy using which MAKRUM S.A. will be able to communicate with the shareholder and proxy as well as the number of shares from which the voting rights shall be exercised and the date of the General Meeting in which such rights shall be exercised.

Together with the notice on granting of power of attorney in electronic form, the shareholder shall send, to the above-mentioned e-mail address, the text of the power of attorney, without the instructions for exercise of voting rights, and a scan of the personal identity card or passport allowing identification of the shareholder and proxy. In the event when power of attorney is being granted by a legal person or organizational unit which is not a legal person but has legal capacity, the shareholder shall send a scan of the transcript from the register (e.g. from the National Court Register) in which it is registered as confirmation of authority of persons acting on behalf of such entity. If, however, power of attorney has been granted to a legal person, then the shareholder shall additionally send a transcript from the relevant register of such proxy.

A proxy, who has been granted power of attorney in written form, shall be obligated to present original transcripts from relevant registers at the Meeting.

The rules described above shall apply mutatis mutandis to a notification by electronic means of communication on revocation of power of attorney thus granted. The notification on granting

or revocation of power of attorney in electronic form should be submitted no later than one day prior to the date of the General Meeting.

MAKRUM has the right to verify validity of a power of attorney granted in electronic form. For the purposes of such verification as well as identification of the shareholder and proxy, after receipt of the notification about granting of power of attorney in electronic form, the Company checks whether all the required information and documents (scans) listed above have been enclosed and, in the event of power of attorney granted by a legal person or organizational unit which is not a legal person but has legal capacity, whether power of attorney has been granted by a person authorized to represent the given entity. The Company has the right to contact the shareholder at the stated number and address in order to verify the fact of granting power of attorney in electronic form and to undertake additional measures in order to verify the shareholder and proxy as well as validity of the power of attorney.

Without meeting the above requirements, the notification on granting or revocation of power of attorney in electronic form shall not be binding for the Company.

Selection of the proxy appointment method, in writing or in electronic form, lies within the discretion of the shareholder. The Company can be held liable neither for errors in completion of the form or power of attorney template nor for the actions of persons using powers of attorney. Submittal of documentation by electronic means of communication shall not exempt the proxy from the obligation to present relevant documentation at preparation of the attendance list of persons authorized to participate in the General Meeting of Shareholders, including a printout of the power of attorney.

#### **VI. Notice on alternative forms of participation in the General Meeting of Shareholders and exercise of voting rights**

The Company does not provide for a possibility of participation of shareholders in the General Meeting of Shareholders using electronic means of communication.

The Company does not provide for a possibility for shareholders to speak during the General Meeting using electronic means of communication.

The Company does not provide for a possibility for shareholders to exercise voting rights during the General Meeting by mail or using electronic means of communication.

#### **VII. Registration date for Participation in the General Meeting of Shareholders**

The registration date for participation in the General Meeting of Shareholders shall be 11 May 2013.

#### **VIII. Notice on the right to participate in the General Meeting of Shareholders**

The right to participate in the General Meeting of Shareholders shall be held by persons who:

a) as of 11 May 2013 (Registration Date) i.e. sixteen days prior to the date of the General Meeting, are Company shareholders (i.e. their securities accounts hold shares of the Company) and, at the same time,

b) submit to the entity keeping their securities account, holding shares of the Company, a request for issuance of a personal certificate of entitlement to attend the General Meeting. Such request must be submitted no sooner than after announcement of convention of the General Meeting and no later than on the first business day after the date of registration of participation in the General Meeting of Shareholders i.e. no later than on 13 May 2013.

Shareholders are recommended to collect the above-mentioned issued certificate of entitlement to attend and to bring it with them on the date of the General Meeting.

The list of shareholders entitled to participate in the General Meeting of Shareholders is determined by the Company based on the list obtained from Krajowy Depozyt Papierów Wartościowych S.A. (*National Depository for Securities*). The basis for preparation of this list is constituted by personal certificates of entitlement to attend the General Meeting of Shareholders issued by entities keeping securities accounts.

Presented for review, three business days prior to the date of the General Meeting i.e. 23 May 2013 at the seat of the Company (Bydgoszcz, ul. Fordońska 40) shall be the list of shareholders entitled to participate in the Meeting. A shareholder may review this list, request a copy of the list at their expense or request that the list be sent to them free of charge by e-mail providing their own address to which it should be sent.

Shareholders shall be allowed to participate in the General Meeting upon presentation of a proof of identity, whereas proxies – upon presentation of a proof of identity and the valid power of attorney granted in written or electronic form (in the latter case, the proxy shall present a printout of the power of attorney in the PDF format). Representatives of legal persons and organizational units which are not legal persons but have legal capacity should additionally present valid transcripts from relevant registers, listing the persons authorized to represent such entities.

#### **IX. Access to documentation and information on the General Meeting**

Persons entitled to participate in the General Meeting may obtain the full text of the documentation which is to be presented at the Meeting as well as draft resolutions for review at the Company's seat or at the Company's website at: [www.makrum.pl](http://www.makrum.pl) under "Dla inwestorów/WZA" (*For investors/General Meeting of Shareholders*).

The Company will provide all the information regarding the General Meeting of Shareholder at its website at: [www.makrum.pl](http://www.makrum.pl) under "Dla inwestorów/Raporty bieżące" (*For investors/Current reports*) and "Dla inwestorów/WZA" (*For investors/General Meeting of Shareholders*).

#### **X. Notice on the total number of shares of MAKRUM S.A. and the total number of votes**

Type of shares: all the shares are bearer shares

Total number of shares: 72.862.932

Total number of votes: 72.862.932

Persons entitled to participate in the General Meeting of Shareholders will be able to confirm their attendance and receive voting cards on the date of the Meeting in the Conference Room after 12.30 o'clock.