

## **Current Report No. 39/2014**

Date prepared: 2014-04-02

Subject: **Convening of IMMOBILE S.A. Capital Group AGM on 28/04/2014, draft resolutions**

Legal basis: Article 56 Section 1 Item 2 of the Public Offering Act - current and periodic information

### Contents of the report:

Management Board of IMMOBILE S.A. Capital Group with its seat in Bydgoszcz at ul. Fordońska 40, entered into the Register of Entrepreneurs kept by the District Court in Bydgoszcz under KRS number 0000033561 (the Company), acting pursuant to Article 399 § 1 of the Commercial Companies Code (CCC) convenes the Annual General Meeting of Shareholders (AGM), which shall be held on April 28, 2014 at 11:00 AM, in Bydgoszcz at ul. Fordońska 40 (3rd floor) and have the following agenda:

1. Opening of the AGM.
2. Election of the Chairman of the AGM.
3. Verification whether the AGM has been convened correctly and is able to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Returning Committee.
6. Review of the Management Board's report on the Company's operations as well as the Company's financial statement for the fiscal year of 2013.
7. Review of the Management Board's report on the Capital Group's operations as well as the Capital Group's financial statement for the fiscal year of 2013.
8. Review of the report on the Supervisory Board's operations in 2013.
9. Adoption of resolutions on the following issues:
  - a) approval of the Management Board's report on the Company's operations in 2013;
  - b) approval of the Company's financial statement for the fiscal year of 2013;
  - c) approval of the Management Board's report on the Capital Group's operations in 2013;
  - d) approval of the consolidated financial statement of the Company's Capital Group for the year 2013;
  - e) approval of the Supervisory Board's report for the year 2013;
  - f) coverage of the loss for 2013;
10. Adoption of resolutions on discharge to Members of the Company's Management Board from fulfillment of duties in 2013.
11. Adoption of resolutions on discharge to Members of the Company's Supervisory Board from fulfillment of duties in 2013.
12. Changes in the composition of the Supervisory Board and adoption of resolutions on the next term in office for members of the Company's Supervisory Board.
13. Adoption of the resolution on remuneration for a member of the Supervisory Board.
14. Amendment of the Company's Articles of Association – Article 36 Sections 1 and 3.
15. Amendment of the Rules of the Company's General Meeting of Shareholders.
16. Expression of consent to disposal of an organized part of the enterprise – Pomerania Shipyard in Szczecin together with consent to disposal of the perpetual usufruct right to land property and ownership rights to buildings and structures.

17. Adoption of the resolution on acceptance of the consolidated text of the Company's Articles of Association.
18. Adoption of the resolution on acceptance of the consolidated text of the Rules of the General Meeting of Shareholders.
19. Any other business.
20. Closing of the AGM.

Full text of the notice on convening of the General Meeting has been included in Appendix 1.  
Draft resolutions resulting from the agenda of the AGM along with their justifications have been included in Appendix 2.

Consolidated text of the Articles of Association with the proposed amendments has been included in Appendix 2.

Proposed amendments to the Articles of Association:

1) Existing wording of Article 36 Section 1

"36.1. The Company shall publish its notices on its own website at [www.makrum.pl](http://www.makrum.pl) as well as in publishing media required by relevant provisions of the law, including in the form of current and periodic information in accordance with the rules governing operation of public companies. "

Proposed wording of Article 36 Section 1:

"36.1. The Company shall publish its notices on its own website at [www.immobile.com.pl](http://www.immobile.com.pl) as well as in publishing media required by relevant provisions of the law, including in the form of current and periodic information in accordance with the rules governing operation of public companies."

2) Existing wording of Article 36 Section 3:

"36.3 In matters not regulated by the Articles of Association, provisions of the Commercial Companies Code and Rules of the General Meeting of Shareholders, Supervisory Board and Management Board of MAKRUM S.A. shall apply."

Proposed wording of Article 36 Section 3:

"36.3 In matters not regulated by the Articles of Association, provisions of the Commercial Companies Code and Rules of the General Meeting of Shareholders, Supervisory Board and Management Board of IMMOBILE S.A. Capital Group shall apply."

Legal basis: § 38 Section 1 of the Ordinance of the Minister of Finance dated February 19, 2009 on current and periodic information published by issuers of securities.

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Note: Polish version of this report is legally binding. English version is for reference only.