

## **Announcement dated 18 November 2015 regarding convening the Extraordinary General Meeting of the Company ATM Spółka Akcyjna on 14 December 2015.**

Pursuant to Article 399.1, Article 402.<sup>1</sup>, Article 402.2 and Article 402<sup>2</sup> of the Commercial Companies Code and under the Articles of Association of the Company, the Management Board of ATM S.A. convenes the Extraordinary General Meeting of the Company to be held in Warsaw on 14 December 2015 at 12:00 hrs in the Company's registered office at ul. Grochowska 21a, with the following agenda:

1. Opening of the Extraordinary General Meeting
2. Election of a chair
3. Statement that the Extraordinary General Meeting has been properly called
4. Approval of the agenda
5. Adoption of resolutions on changes to the composition of the Company's Supervisory Board
6. Closure of the Extraordinary General Meeting

### **Date of registration for participation in the Extraordinary General Meeting**

The date of registration for participation in the Extraordinary General Meeting falls 16 days prior to the date of the Meeting, i.e. on 28 November 2015.

### **The right to participate the Extraordinary General Meeting**

The right to participate in the Extraordinary General Meeting is with persons who are Company shareholders 16 days prior to the Extraordinary General Meeting, i.e. 28 November 2015 – the date of registration for participation in the Extraordinary General Meeting.

Holders of rights from dematerialized ATM S.A. bearer shares shall – not earlier than the announcement of convening the Extraordinary General Meeting and not later than on the first business day after registering their participation in the Extraordinary General Meeting, i.e. on 30 November 2015 – request the entity that keeps their stock accounts to issue a nominative certificate confirming their right to participate in the Extraordinary General Meeting. The certificate must include, at the holder's discretion, either a complete or partial list of the shares registered on the holder's stock account.

The aforementioned certificate must contain the following information:

- a) the corporate name, registered address, office address, and company stamp of the issuer as well as the reference number of the certificate,
- b) the number of shares,
- c) the types and codes of the shares,
- d) the corporate name, registered address and office address of the public company that issued the shares,
- e) the face value of the shares,
- f) the full name or the company name of the holder,
- g) the registered address or the place of residence of the holder,
- h) the purpose for which the certificate has been issued,
- i) the date and locality of issuing of the certificate,

j) the signature of a person authorized to issue the certificate.

### **Shareholder's right to request that specific matters be included in the agenda of the Extraordinary General Meeting**

A shareholder or shareholders that represent at least one twentieth of the share capital may demand that specific matters be included in the agenda of the Extraordinary General Meeting. Such demand shall be submitted to the Management Board of the Company not later than twenty one days before the announced date of the Extraordinary General Meeting, i.e. by 23 November 2015. The demand shall contain either a statement of reasons or a draft resolution regarding the proposed agenda. The Management Board shall immediately, in any case not later than eighteen days before the announced date of the Extraordinary General Meeting, i.e. by 26 November 2015, announce the changes in the agenda introduced on the shareholders' demand. Such announcement shall be made pursuant to the same procedure as for convening a General Meeting. Demands shall be sent in writing to the Company's registered office or electronically to the email address sekretariat@atm.com.pl. Every demand shall be supported by documents that confirm the right to make that demand.

### **The shareholder's right to submit draft resolutions regarding matters on the agenda or matters to be included in the agenda before the date of the Extraordinary General Meeting**

A shareholder or shareholders of the Company that represent at least one twentieth of the Company's share Capital may, prior to the date of the Extraordinary General Meeting, submit to the Company, either in writing or electronically, draft resolutions regarding matters on the agenda of the Extraordinary General Meeting or matters to be included in the Agenda of the Extraordinary General Meeting. The Company shall immediately announce such draft on the Company's website. Draft resolutions and related statements of reasons shall be sent in writing to the Company's registered office or electronically to the email address sekretariat@atm.com.pl.

### **The right to submit draft resolutions regarding matters introduced to the agenda in the course of the Extraordinary General Meeting**

Every shareholder may submit draft resolutions regarding matters included in the agenda during the Extraordinary General Meeting. Furthermore, every shareholder has the right to propose amendments and supplements to draft resolutions on the agenda of the Extraordinary General Meeting before a discussion over such resolution is closed. Such proposals complete with brief statements of reasons shall be submitted in writing to the Chair of the Extraordinary General Meeting separately for each draft resolution and shall contain the first and last name or the corporate name of the shareholder.

### **Exercising the voting right through an attorney**

In accordance with Article 412 and Article 412<sup>1</sup> of the Commercial Companies Code, shareholders may participate in the Extraordinary General Meeting of ATM S.A. and exercise their voting rights either in person or through their attorneys.

A shareholder who is a natural person may participate in the Extraordinary General Meeting and exercise his or her voting rights either personally or through attorneys.

A shareholder who is not a natural person may participate in the Extraordinary General Meeting and exercise its voting rights either through a person authorized to make declarations of will on its behalf or through attorneys. Representatives of corporate persons shall produce valid extracts from relevant court registers listing individuals authorized to represent those persons. Individuals that are not listed in such extract shall produce a relevant power of attorney signed by an individual authorized to represent such corporate person.

Such power of attorney shall be null and void unless granted in writing or in an electronic format. The form of the power of attorney that is shown at the end of this announcement is available from the date of publication of this announcement on the Company's website [www.atm.com.pl](http://www.atm.com.pl) in the tab "Investor – General Meetings of Shareholders" and also at in registered office of the Company in Warsaw at ul. Grochowska 21a between 9:00 AM and 4:00 PM.

A power of attorney to participate in the Extraordinary General Meeting of the Company Shareholders and exercise the related voting rights may be granted in an electronic format. A power of attorney granted in an electronic format does not require a secure electronic signature verifiable with a valid qualified certificate. A power of attorney granted in an electronic format should permit identification of the shareholders and attorney.

A power of attorney granted in an electronic format should be sent by email to: [sekretariat@atm.com.pl](mailto:sekretariat@atm.com.pl) by the time of opening of the Extraordinary General Meeting at the latest. The fact of granting a power of attorney in an electronic format shall be reported to the Company by email to [sekretariat@atm.com.pl](mailto:sekretariat@atm.com.pl). A notification of the fact of granting a power of attorney shall contain a precise designation of the attorney and principal, including their first and last names, series and number of their ID cards as well as their addresses, telephone numbers and e-mail addresses. A notification of the fact of granting a power of attorney shall also indicate the number of shares under which the voting rights will be exercised as well as the date and name of the Extraordinary General Meeting at which these voting rights will be exercised.

An electronic power of attorney shall be drawn up in a separate document signed by the shareholder or their authorized representative and sent as a PDF attachment to the email address specified above. An electronic power of attorney must be accompanied by documents that confirm the right of the shareholder to participate in the Extraordinary General Meeting. The attorney shall produce the power of attorney when the list of attendance is drawn up.

If the representative on the Extraordinary General Meeting of the Company is a Member of Company's Management Board, a Member of Company's Supervisory Board or a Company employee, the power of attorney authorizes solely the representation on the Extraordinary General Meeting on 14 December 2015. The attorney is required to reveal to the shareholder any circumstances that imply an existing or potential conflict of interests. The power of attorney may not be assigned. The attorney shall vote as per the instructions of the shareholder.

## **Documentation**

The complete documentation to be presented to the Extraordinary General Meeting as well as the draft resolutions, complete with their substantiation by the Company's Management Board and Supervisory Board, regarding matters introduced to the agenda or matters to be introduced to the agenda prior to the date of the Extraordinary General Meeting, is available on the Company's website from the date of the announcement of convening the Extraordinary General Meeting. In the event of any amendments, these documents shall be promptly updated in compliance with the Commercial Companies Code. Persons authorized to participate in the Extraordinary General Meeting may obtain

copies of the aforementioned documentation in the Company's registered office in Warsaw at ul. Grochowska 21a.

### **A list of persons authorized to participate in the Extraordinary General Meeting**

A list of persons authorized to participate in the Extraordinary General Meeting shall be made available to shareholders for three business days prior to the Extraordinary General Meeting in the Company's registered office in Warsaw at ul. Grochowska 21a between 9 AM and 4 PM. Any shareholder may request that the shareholder list be e-mailed free of charge to a specified address. It is recommended that the shareholders obtain the issued certificate of the right to participate in the Extraordinary General Meeting and verify whether specific shareholders are listed among those authorized to participate in the Extraordinary General Meeting

### **Participation in the Extraordinary General Meeting through electronic means of communication or by mail**

The Company does not permit participation in the Extraordinary General Meeting through electronic means of communication or voting by mail ballot. Furthermore, the Company does not permit speaking through electronic means of communication during the Extraordinary General Meeting.

The risk related to the use of electronic communications, including in particular sending a request to include specific matters in the agenda of the Extraordinary General Meeting, submitting draft resolutions regarding matters included in the agenda or matters to be included in the agenda prior to the date of the Extraordinary General Meeting, or notifying the Company of the appointed attorney to the e-mail address specified in this announcement, shall be borne by the shareholder.

### **Broadcasting the Extraordinary General Meeting**

In accordance with the Code of Best Practices of WSE Listed Companies, the proceedings of the Extraordinary General Meeting of the Company convened on 14 December 2015 will be broadcasted in the Internet. The Extraordinary General Meeting will be recorded and made public on the Company's website [www.atm.com.pl](http://www.atm.com.pl).

Details regarding broadcasting of the Extraordinary General Meeting to be held on 14 December 2015 will be posted on the Company's website with a reasonable advance notice.

Signatures:

Tadeusz Czichon – President of the Management Board,

Anna Bugajska – Proxy

**TEMPLATE POWER OF ATTORNEY**

*(corporate person and business unit referred to in Article 33 of the Civil Code):*

I, ..... *(specify the full name and address)*, holder of .....  
*(specify the identity document)* No. .... *(specify the series and number of the document)* /  
acting on behalf of ..... *(specify the company name, registered address, office  
address, registration number, National Court Register entry<sup>1</sup> and VAT ID)*, hereby grant Ms./Mr.  
..... *(specify the full name)*, holder of ..... *(specify the  
identity document)* number ..... *(specify the series and number of the document)*,  
residing at ..... *(specify the address)*, the power of attorney authorizing him/her  
to participate in the Extraordinary General Meeting of ATM S.A. to be held on 14 December 2015,  
and to exercise the voting right under the ATM S.A. shares owned by me / by ..... *(specify  
the owner)*.

..... *(signature/ signatures)*

....., on this ..... day of ..... 2015 *(specify the locality and date)*

..... *(specify the Attorney's contact details)*

<sup>1</sup> The extract from the entry in the National Court Register shall be attached to the power of attorney

**TEMPLATE POWER OF ATTORNEY**

***(natural persons):***

I, ..... *(specify the full name and address)*, holder of .....  
*(specify the identity document)* No. .... *(specify the series and number of the document)*,  
hereby grant to Ms./Mr. .... *(specify the full name)*, holder of  
..... *(specify the identity document)* number ..... *(specify the*  
*series and number of the document)*, residing at ..... *(specify the address)*, the power  
of attorney authorizing him/her to participate in the Extraordinary General Meeting of ATM S.A. to  
be held on 14 December 2015, and to exercise the voting right under the ATM S.A. shares owned by  
me / by ..... *(specify the owner)*.

..... *(signature/ signatures)*

..... on this ..... day of ..... 2015 *(specify the locality and date)*

..... *(specify the Attorney's contact details)*