

**The Management Board of RAFAKO S.A. of Racibórz (the “Company”)**,  
acting pursuant to Art. 395.1, Art. 399.1 and Art. 402<sup>1</sup>, 402<sup>2</sup>  
of the Commercial Companies Code (Dz. U. of 2000, No. 94, item 1037, as amended)  
and Art. 23.2 of the Company's Articles of Association,  
convenes the Annual General Meeting of RAFAKO S.A. of Racibórz,  
to be held at 12.00 noon at the Company's registered office  
at ul. Łąkowa 33 in Racibórz, Poland.

## **ANNUAL GENERAL MEETING OF RAFAKO S.A. OF RACIBÓRZ**

### **AGENDA:**

1. Opening of the General Meeting.
2. Election of the Chairperson of the General Meeting.
3. Recording of the legality of the General Meeting and its capacity to adopt resolutions.
4. Presentation of the Directors' Report on the Company's operations in 2013 and the Company's financial statements for 2013.
5. Presentation of the Directors' Report on the RAFAKO Group's operations in 2013 and the RAFAKO Group's consolidated financial statements for 2013.
6. Presentation of the Report on the Supervisory Board's activities in 2013.
7. Adoption of resolutions concerning:
  - a) examination and approval of the Directors' Report on the Company's operations in the financial year January 1st–December 31st 2013 and the Company's annual financial statements for the financial year January 1st–December 31st 2013,
  - b) examination and approval of the Directors' Report on the RAFAKO Group's operations in the financial year January 1st–December 31st 2013 and the Group's annual consolidated financial statements for the financial year January 1st–December 31st 2013,
  - c) approval of the Report on the Supervisory Board's activities in 2013,
  - d) approval of discharge to members of the Management Board in respect of their performance of duties in 2013,
  - e) approval of discharge to members of the Supervisory Board in respect of their performance of duties in 2013,
  - f) coverage of loss for 2013.
8. Determination of the number of members of the Company's Supervisory Board.
9. Changes in the composition of the Company's Supervisory Board.
10. Adoption of a resolution to amend Resolution No. 3 of the Extraordinary General Meeting of dated February 12th 2014 to grant consent for the establishment of registered pledge over a set of movables and rights comprising the entire business of RAFAKO S.A.
11. Adoption of a resolution to approve the establishment of registered pledge over a set of movables and rights comprising the entire business of RAFAKO S.A.
12. Closing of the Meeting.

Acting pursuant to Art. 402<sup>2</sup> of the Polish Commercial Companies Code, the Company presents information on participation in the Annual General Meeting:

1. A shareholder or shareholders representing at least one-twentieth of the share capital may request that particular matters be included on the agenda of the Company's Annual General Meeting. Such requests should be submitted to the Company's Management Board not later than 21 days prior to the scheduled date of the Annual General Meeting, should contain grounds for or a draft resolution of the proposed agenda item, and may be submitted in writing to the Company's registered office at ul. Łąkowa 33, (Room 12), 47-400 Racibórz, Poland, or in electronic form to the Company's e-mail address: [wza@rafako.com.pl](mailto:wza@rafako.com.pl).

2. Shareholders should prove that as at the date of the request they hold the required number of shares by attaching a deposit certificate(s) to the request. If the shareholder is a legal person, the request should also contain a valid excerpt from the entry in the relevant register confirming their representative's authority to act on the shareholder's behalf. If the request is submitted by shareholders using means of electronic communication, all documents should be sent in PDF format.
3. Prior to the date of the Annual General Meeting, shareholders representing at least one-twentieth of the share capital may propose draft resolutions on matters included in the agenda of the Annual General Meeting, or matters to be placed on the agenda, either in writing to the Company's registered office, or using means of electronic communication, to the address provided in item 1 above.
4. As in the case of item 1 above, shareholders should prove that as at the date of the request they hold the required number of shares by attaching a deposit certificate(s) to the request. If the shareholder is a legal person, the request should also contain a valid excerpt from the entry in the relevant register confirming their representative's authority to act on the shareholder's behalf. If the request is submitted by shareholders using means of electronic communication, all documents should be sent in PDF format.
5. During the Annual General Meeting, each shareholder entitled to participate in the Meeting may propose draft resolutions on the matters included in the agenda. Each draft resolution should be accompanied by grounds for the resolution.
6. A shareholder may participate in the Annual General Meeting and exercise their voting rights in person or through a proxy. Powers of proxy to participate in the Company's General Meeting and exercise voting rights should be granted in writing or in an electronic form. Granting of powers of proxy in an electronic form shall not require the use of a safe electronic signature verifiable with the use of a valid qualified certificate.
7. Shareholders shall notify the Company of the granting of powers of proxy in an electronic form, by giving notice to the e-mail address provided in item 1 above, not later than 4 (four) days prior to the date of the Annual General Meeting. Powers of proxy granted in an electronic form should include information enabling the shareholder to be identified. Notice of the granting of powers of proxy in an electronic form by a shareholder who is a natural person should be accompanied by a scan of the shareholders' personal identity document. Notice of the granting of powers of proxy in an electronic form by a shareholder who is not a natural person should be accompanied by scans of valid excerpts from relevant registers, listing the persons authorised to represent such shareholder. The Company also takes other appropriate steps to identify the shareholder and the shareholder's proxy, in order to verify the validity of the powers of proxy granted in an electronic form, with the proviso that such steps should be commensurate with their goals.
8. A shareholder or a shareholder's proxy shall be admitted to the Annual General Meeting upon presentation of a personal identity document, and a proxy who has been granted powers of proxy in writing – upon additional presentation of the written document of valid powers of proxy. Each proxy of a legal entity, irrespective of the form of their powers of proxy, should also present valid excerpts from relevant registers listing the persons authorised to represent such entity.
9. Acting pursuant to Art. 30a.2 of the Company's Articles of Association, the Company's Management Board hereby advises that it shall not be allowed for a shareholder to participate in and exercise their voting rights at the Annual General Meeting via electronic means of communication. The Management Board further advises that the Rules of Procedure for the Company's General Meeting do not provide for the exercise of voting rights by postal ballot.
10. The record date of the Annual General Meeting is June 9th 2014.
11. Only those persons who are shareholders at the record date, that is 16 days before the date of the General Meeting, shall be entitled to attend the Meeting.
12. Shareholders may be requested to present personal certificates confirming their right to participate in the General Meeting.
13. The Company shall draw up the list of shareholders entitled to attend the Annual General Meeting on the basis of the data provided to it by the National Depository for Securities

(the NDS). The NDS compiles such data based on certificates confirming the right to attend the General Meeting issued in the shareholders' names by the entities keeping their securities accounts. The list of shareholders entitled to attend the Annual General Meeting will be displayed at the Company's registered office three business days preceding the date of the Annual General Meeting. A shareholder may request that the list of shareholders be delivered to them free of charge by electronic mail, by providing an email address to which the list should be delivered.

14. Persons entitled to attend the Annual General Meeting may collect a copy of the documentation to be distributed at the Annual General Meeting, as well as draft resolutions, at the Company's registered office, or may download them from the Investor Relations section (GM/Next GM view) on the Company's website at [www.rafako.com.pl](http://www.rafako.com.pl).