

**ANNOUNCEMENT OF THE MANAGEMENT BOARD
OF GLOBE TRADE CENTRE SPÓŁKA AKCYJNA
WITH ITS REGISTERED SEAT IN WARSAW
REGARDING THE CONVOCATION
OF THE EXTRAORDINARY GENERAL MEETING**

The management board of Globe Trade Centre Spółka Akcyjna, with its registered seat in Warsaw (respectively, the “**Management Board**” and the “**Company**”), pursuant to Article 399, §1 of the Commercial Companies Code (the “**CCC**”), convenes an extraordinary general meeting of the Company (the “**General Meeting**”), to be held on 13 October 2014, at 12.00 pm in Warsaw at ul. Wołoska 5 (the Taurus Building).

Agenda:

1. Opening of the General Meeting.
2. Election of the chairman of the General Meeting.
3. Statement that the General Meeting was duly convened and that it may adopt resolutions, and the adoption of the agenda.
4. Adoption of a resolution on amending the Company’s statute.
5. Adoption of a resolution: (i) on increasing the Company’s share capital by way of right issue of new ordinary series K bearer shares (“**Series K Shares**”), (ii) on conducting a public offering of Series K Shares, (iii) on setting the record date for pre-emptive rights related to Series K Shares as 16 December 2014, (iv) on the dematerialisation of Series K Shares and seeking the admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange of Series K Shares, pre-emptive rights to Series K Shares, rights to Series K Shares; and (v) on amending the Company’s statute.
6. Closing of the General Meeting.

Proposed amendments of the Statute

The Management Board hereby announces the proposed amendments to the Company’s statute referred to in item 4 of the General Meeting’s agenda:

Sections 3.3 and 3.4 to be added in Article 7 of the Company’s statute:

the proposed wording of Article 7 sections 3.3 and 3.4 of the Company’s statute:

“3.3 Pursuant to the rules set forth in this section 3.3, the Management Board can decide to use means of electronic communication during a Meeting of the Shareholders for:

- 1) *real-time broadcasting of the Meeting of the Shareholders; and*
- 2) *two-way, real time communication enabling the shareholders to take the floor during the Meeting of the Shareholders while being at a location other than the venue of the Meeting of the Shareholders.*

For the avoidance of doubt, the broadcasting of the Meeting of the Shareholders using means of electronic communication and the shareholders’ right to take the floor during the Meeting of the Shareholders (referred to as electronic online communication) pursuant to this section 3.3 does not grant: (i) the right to vote (such as voting “in favour of” or “against” or “abstaining” or lodging objections) to shareholders or their proxies through the use of means of electronic communication; or (ii) the right to participate in the Meeting of the Shareholders within the

meaning of Art. 406⁵ of the Commercial Companies Code.

3.4 If the Management Board elects to hold the Meeting of the Shareholders using means of electronic communication within the scope regulated above, the Management Board should determine and announce the rules for conducting such Meeting of the Shareholders on the Company's website not later than 26 days before the Meeting of the Shareholders."

Article 7 sections 8.3- 8.6 of the Company's statute to be amended by adding new sections in Article 7 of the Company's statute (sections 8.3 and 8.4) and by changing the numbering of the sections of Article 7 of the Company's statute as follows:

the existing wording of Article 7 sections 8.3 – 8.6 of the Company's statute:

"8.3. At the request of the Independent Member, the Supervisory Board shall be obliged to perform the supervisory functions referred to in such request as defined in the Commercial Companies Code, provided that the member who made the request must be designated for direct performance of such supervisory functions.

8.4. The non-competition clause and the restrictions relating to participation in any competitive entities which apply to the Company's Management Board members shall also apply to Supervisory Board members seconded to perform permanent individual supervisory functions as defined in Article 390 of the Commercial Companies Code.

8.5. The General Meeting may adopt rules of the Supervisory Board which define its organisation and manner of performance of actions by the Board.

8.6. Resolutions of the Shareholders Meeting with respect to the issue referred to in section 8.5 above as well as with regards to any amendments of the rules or revocation thereof, shall require an absolute majority of 2/3 (two thirds) of votes casts to be adopted."

the proposed wording of Article 7 sections 8.3 - 8.8 of the Company's statute:

"8.3. Supervisory Board members may take part in the adoption of Supervisory Board resolutions by casting their votes in writing through another Supervisory Board member. The casting of a vote in writing through another Supervisory Board member cannot apply to matters added to the agenda in the course of a Supervisory Board meeting.

8.4 Resolutions concerning the appointment of the chairperson of the Supervisory Board and/or a deputy of the chairperson of the Supervisory Board, the appointment of a Management Board member, and the dismissal and suspension from duty of the chairperson of the Supervisory Board, a deputy of the Chairperson of the Supervisory Board or a Management Board member, respectively, cannot be adopted in the manner specified in sections: (i) 7.9 and (ii) 8.3 above.

8.5. At the request of the Independent Member, the Supervisory Board shall be required to perform the supervisory functions referred to in such request and as defined in the Commercial Companies Code, provided that the member who made the request is designated to directly perform such supervisory functions.

8.6. The non-competition clause and the restrictions relating to participation in any competitive entities which apply to the Company's Management Board members shall also apply to Supervisory Board members seconded to perform permanent individual supervisory functions as defined in Article 390 of the Commercial Companies Code.

8.7. The Meeting of the Shareholders may adopt the rules of the Supervisory Board which define its organisation and the manner of the performance of actions by the Board.

8.8. Resolutions of the Meetings of the Shareholders with respect to the issue referred to in

section 8.7 above as well as with regard to any amendments to such rules or the revocation thereof shall require an absolute majority of 2/3 (two thirds) of the votes casts in order to be adopted.”

The Management Board hereby announces the proposed amendments to the Company’s statute referred to in item 5 of the General Meeting’s agenda:

Article 6 section 2 of the Company’s statute to be amended as follows:

The existing wording of Article 6 section 2 of the Company’s statute:

- “2. The share capital amounts to PLN 35,131,028.80 (thirty-five million, one hundred and thirty-one thousand, twenty-eight zlotys and eighty groszy) and is divided into:*
- a) 139,286,210 (one hundred and thirty-nine million, two hundred and eighty-six thousand, two hundred and ten) series A shares of PLN 0.10 (ten groszy) nominal value each;*
 - b) 1,152,240 (one million, one hundred and fifty-two thousand, two hundred and forty) series B shares of PLN 0.10 (ten groszy) nominal value each;*
 - c) 235,440 (two hundred and thirty-five thousand, four hundred and forty) series B1 shares of PLN 0.10 (ten groszy) nominal value each;*
 - d) 8,356,540 (eight million, three hundred and fifty-six thousand, five hundred and forty) series C shares of PLN 0.10 (ten groszy) nominal value each;*
 - e) 9,961,620 (nine million, nine hundred and sixty-one thousand, six hundred and twenty) series D Shares of PLN 0.10 (ten groszy) nominal value each;*
 - f) 39,689,150 (thirty nine million, six hundred and eighty-nine thousand, one hundred and fifty) series E shares of PLN 0.10 (ten groszy) nominal value each;*
 - g) 3,571,790 (three million, five hundred and seventy-one thousand, seven hundred and ninety) series F shares of PLN 0.10 (ten groszy) nominal value each;*
 - h) 17,120,000 (seventeen million, one hundred and twenty thousand) series G shares of PLN 0.10 (ten groszy) nominal value each;*
 - i) 100,000,000 (one hundred million) series I shares of PLN 0.10 (ten groszy) nominal value each; and*
 - j) 31,937,298 (thirty-one million, nine hundred and thirty-seven thousand, two hundred and ninety-eight) series J shares with a nominal value of PLN 0.10 (ten groszy) each.”*

The proposed new wording of Article 6 section 2 of the Company’s statute:

- “2. The share capital shall be between PLN 35,131,028.90 (thirty five million, one hundred and thirty-one thousand, and twenty eight zloty and ninety groszy) and PLN 49,131,028.90 (forty nine million, one hundred and thirty-one thousand, and twenty eight zloty and ninety groszy) and shall be divided into:*
- a) 139,286,210 (one hundred and thirty-nine million, two hundred and eighty-six thousand, two hundred and ten) series A shares with a nominal value of PLN 0.10 (ten groszy) each;*
 - b) 1,152,240 (one million, one hundred and fifty-two thousand, two hundred and forty) series B shares with a nominal value of PLN 0.10 (ten groszy) each;*

- c) 235,440 (two hundred and thirty-five thousand, four hundred and forty) series B1 shares with a nominal value of PLN 0.10 (ten groszy) each;
- d) 8,356,540 (eight million, three hundred and fifty-six thousand, five hundred and forty) series C shares with a nominal value of PLN 0.10 (ten groszy) each;
- e) 9,961,620 (nine million, nine hundred and sixty-one thousand, six hundred and twenty) series D Shares with a nominal value of PLN 0.10 (ten groszy) each;
- f) 39,689,150 (thirty-nine million, six hundred and eighty-nine thousand, one hundred and fifty) series E shares with a nominal value of PLN 0.10 (ten groszy) each;
- g) 3,571,790 (three million, five hundred and seventy-one thousand, seven hundred and ninety) series F shares with a nominal value of PLN 0.10 (ten groszy) each;
- h) 17,120,000 (seventeen million, one hundred and twenty thousand) series G shares with a nominal value of PLN 0.10 (ten groszy) each;
- i) 100,000,000 (one hundred million) series I shares with a nominal value of PLN 0.10 (ten groszy) each;
- j) 31,937,298 (thirty-one million, nine hundred and thirty-seven thousand, two hundred and ninety-eight) series J shares with a nominal value of PLN 0.10 (ten groszy) each; and
- k) not less than 1 (one) and no more than 140,000,000 (one hundred forty million) ordinary bearer series K shares of PLN 0.10 (ten groszy) nominal value each.”

Information for shareholders

1. Right to participate in the General Meeting

The Management Board hereby announces that, pursuant to Article 406¹ Articles 406², and Article 406³ of the CCC, the following persons are authorised to participate in the General Meeting:

- (i) All the persons who were shareholders of the Company sixteen days prior to the date of the General Meeting, i.e. **on 27 September 2014** (the date of registration of participation in the General Meeting, hereinafter referred to as the “**Registration Date**”), provided that they deliver to the entity which keeps their securities account a request for a certificate confirming their individual right to participate in the General Meeting in the period from the announcement date of the convocation of the General Meeting, and the first business day after the Registration Date, i.e. 29 September 2014.
- (ii) All the persons holding registered shares and temporary certificates, as well as pledgees and usufructuaries, authorized to exercise voting rights, provided that they are registered in the share register on the Registration Date.
- (iii) All the persons holding bearer shares in the form of a document, provided that the documents of shares are delivered to the Company no later than on the Registration Date and are not collected prior to the end of that date. Instead of shares one may deliver a certificate issued to confirm that the shares have been deposited with a notary, a bank or an investment firm having its registered seat or branch within the territory of the European Union or a state which is party to the agreement on the establishment of the European Economic Area. The certificate should include the numbers of the share documents and state that the share documents will not be released prior to the end of the Registration Date.
- (iv) Representatives of the persons/entities mentioned above who have duly documented their authority to act on their behalf.

The list of shareholders authorised to participate in the General Meeting will be made by the Management Board and presented at the registered seat of the Company at ul. Wołoska 5, 02-675 Warszawa, between 09.00 and 16.00, for the three (3) business days prior to the General Meeting, i.e. on 8, 9 and 10 October 2014. Any shareholder of the Company may demand to be sent the list of shareholders by email, free of charge, by providing the address to which the list should be sent. Shareholders may make such request by email to the following address: gtcwza@gtc.com.pl.

2. *Selected rights of shareholders relating to the General Meeting*

One or several shareholders who represent at least one-twentieth of the Company's share capital are authorised to:

- (i) demand the placement of specific issues on the agenda of the General Meeting; such a request should be delivered to the Management Board no later than twenty-one days prior to the scheduled date of the General Meeting, i.e. by 22 September 2014, the request should contain argumentation or a draft resolution concerning the proposed item on the agenda; the request may be delivered by email, to gtcwza@gtc.com.pl;
- (ii) present to the Company, prior to the scheduled date of the General Meeting, in writing or by email to gtcwza@gtc.com.pl, draft resolutions regarding the matters included on the agenda of the General Meeting or matters which are to be included in such agenda.

At the General Meeting each of the Company's shareholders may propose resolutions concerning matters included in the agenda.

3. *Participation in the General Meeting and exercising the right to vote*

A shareholder who is an individual may participate in the General Meeting and exercise voting rights either personally or through a proxy. Shareholders who are not individuals may participate in the General Meeting and exercise voting rights through a person authorised to make representations of will on their behalf including through a proxy. The power of attorney must be in writing or must be granted electronically. A power of attorney granted electronically does not require a secure signature verified through a valid qualified certificate. The Company should be notified of the grant of an electronic power of attorney by email, to gtcwza@gtc.com.pl.

For the purpose of identifying the shareholder who granted the power of attorney, the notice on the granting of such power of attorney electronically should contain (as a schedule):

- (i) if the shareholder is an individual, an original or a copy of an identity card, passport or any other official identification document confirming the identity of the shareholder; or
- (ii) if the shareholder is not an individual, a copy of an extract from a relevant register or any other document confirming the authorisation of the individual(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted chain of powers of attorney).

If there is any doubt as to the authenticity of the copy of the above-mentioned documents, the Management Board reserves the right to request the attorney to present the following for the purposes of making the attendance register:

- (i) if the shareholder is an individual, a true and correct copy of an identity card, passport or any other official identification document confirming the identity of the shareholder, certified by a notary or another entity authorised to certify documents as true and correct copies; or
- (ii) if the shareholder is not an individual, an original or a true and correct copy of an extract from a relevant register or any other document confirming the authorisation of the individual(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted chain of powers of attorney), certified by a notary or another entity authorised to certify documents as true and correct copies.

For the purpose of identifying the attorney, the Management Board of the Company reserves the right

to demand the attorney to present the following for the purposes of making the attendance register:

- (i) if the attorney is an individual, a copy of an identity card, passport or any other official identification document confirming the identity of the shareholder; or
- (ii) if the attorney is not an individual, an original or a true and correct copy of an extract from a relevant register or any other document confirming the authorisation of the individual(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted chain of powers of attorney), certified by a notary or another entity authorised to certify documents as true and correct copies.

The forms referred to in Article 402³ §1.5 of the CCC, permitting for the exercise of voting rights by a proxy are provided at the Company's website: www.gtc.com.pl. The Company does not require that the powers of attorney be granted using such form.

Furthermore, the Management Board confirms that if a shareholder grants a power of attorney with voting instructions, the Company will not verify whether the attorneys exercise their voting rights in accordance with the instructions received from the shareholder. Given the above, the Management Board informs that the voting instructions should be delivered to the attorney only.

The Company has not adopted any by-laws of the General Meeting. The statute of the Company does not provide for the possibility of exercising voting rights at the General Meeting by mail.

The Company does not provide the option of participating in the General Meeting using the means of electronic communication, but does transmit the General Meeting and provides two-way communication in real time which may be used by the shareholders to present their opinions during the General Meeting while they are at a location other than the location where the meeting is held.

The General Meeting will be broadcast in real time through the Internet to the public network, they will be recorded and made public at http://www.gtc.com.pl/ri/?s=walne_zgromadzenie&lang=en.

The information regarding the method of speaking during the General Meeting using the means of electronic communication is provided in the schedule to this announcement.

4. *Electronic communication between the Shareholders and the Company*

Subject to the restrictions resulting from the Commercial Companies Code, the Company's shareholders may communicate with the Company using means of electronic communication. Specifically, the Company shareholders may present motions, requests, ask questions and send notices and documents.

The electronic communication between the shareholders and the Company is conducted via a dedicated email address: gtcwza@gtc.com.pl. The risk related with the Company shareholders using the electronic means of communication with the Company is borne by the shareholder.

For the purposes of verifying the shareholder or a proxy, the Company will take respective verification measures, in accordance with section 3 above in this announcement ("***Participation in the General Meeting and exercising the right to vote***").

In case of electronic transfer to the Company by the shareholder of any documents which are originally drafted otherwise than in Polish, the shareholder is required to attach to such documents a translation thereof into Polish made by a certified translator.

All the documents delivered by the shareholder to the Company and by the Company to the shareholder using electronic means of communication should be scanned and sent in the PDF format.

The maximum admissible size of any single message sent to the dedicated email address: gtcwza@gtc.com.pl is 5MB. If the message is greater than the admissible size, please divide it into several parts none of which will exceed 5 MB. If a message exceeding the admissible size is sent,

it will not be delivered.

5. *Materials concerning the General Meeting*

Any person authorised to participate in the General Meeting may obtain a full text of the documentation to be presented at the General Meeting, including the draft resolutions or, if no resolutions will be voted, the comments of the Management Board or the Supervisory Board of the Company regarding the matters included on the agenda of the General Meeting or the matters which are to be introduced to the agenda prior to the General Meeting, at the Company's website, www.gtc.com.pl, and at the offices of the Company at ul. Wołoska 5, 02-675 Warszawa, between 09.00 and 16.00.

6. *Registration of presence at the General Meeting*

Persons authorised to participate in the General Meeting are requested to register and to collect voting cards directly in front of the meeting room, half an hour prior to the commencement of the General Meeting.

7. *Other information*

All information concerning the General Meeting will be made available on the Company's website www.gtc.com.pl.

Furthermore, the Management Board announces that any and all matters which are not regulated by this announcement, shall be governed by the CCC and the statute. Consequently, the Management Board kindly requests the Company's shareholders to review the above regulations.

Should you have any questions or doubts concerning participation in the General Meeting please contact the Company at tel. +48 22 60 60 700 or by email: gtcwza@gtc.com.pl.