

NOTICE OF CONVENING ORDINARY GENERAL MEETING OF SHAREHOLDERS OF FON SE

Published on 13 November 2019

The Management Board of **FON SE**, Estonian registry code 14617916, seat Tallinn, Harju maakond, Kesklinna linnaosa, Tornimäe tn 5, 10145, the Republic of Estonia (hereinafter **Company**) convenes an ordinary general meeting of shareholders, which is held on **5 December 2019, starting at 12:00 (Warsaw Time)** in Plock, ul. Padlewskiego 18C, 09-402, Poland.

The agenda of the ordinary general meeting of shareholders is the following:

- 1. Approval of the Company's Financial Statement for 2018, i.e. for the period since 01/01/2018 to 31/12/2018.**
- 2. Covering of the net loss for the period since 01/01/2018 to 31/12/2018.**
- 3. Approval of the Company's Supervisory Board Report for 2018.**

The Supervisory Board of the Company has approved the agenda of the ordinary general meeting presented by the Management Board, and makes the following proposals to the ordinary General Meeting of shareholders of the Company:

1. Approval of the Company's Financial Statement for 2018, i.e. for the period since **01/01/2018 to 31/12/2018.**

IT WAS DECIDED:

Approve the Financial Statement of FON SE for the period since 01/01/2018 until 31/12/2018 which consists of:

- Separate financial statement prepared as at 31/12/2018, with total assets and liabilities amounted to EUR 9 338 thousand (nine million three hundred thirty-eight thousand euros);
- Separate profit and loss account for the financial year since 01/01/2018 to 31/12/2018 showing the net loss of EUR 2 086 thousand (two million eighty-six thousand euros);
- Separate statement of changes in equity for the financial year since 01/01/2018 to 31/12/2018 showing a decrease in equity of EURO 6 237 thousand (six million two hundred thirty-seven thousand euros);
- Separate statement of cash flows for the financial year since 01/01/2018 to 31/12/2018 showing a decrease in cash by EURO 47 thousand (forty seven thousand euros);
- Corporate governance report;
- Report of the Management Board;
- Auditor's report.

2. Covering of the net loss for the period since 01/01/2018 to 31/12/2018.

IT WAS DECIDED:

Establish that the company's net loss for the period since 01/01/2018 to 31/12/2018 in the amount of EURO 2 086 thousand (two million eighty-six thousand euros) will be covered from future years' profit.

3. Approval of the Company's Supervisory Board Report for 2018

IT WAS DECIDED:

Approve the Company's Supervisory Board Report on its operations in 2018 and the Company's Supervisory Board's written report approving the financial statements for 2018 prepared by the Company's Management Board.

ORGANISATIONAL ISSUES

After the items on the agenda of the ordinary general meeting, including additional issues, have been discussed, the shareholders can ask for information from the Management Board about the activity of the Company.

The list of shareholders entitled to participate in the ordinary general meeting will be determined as at seven days before holding the ordinary general meeting, i.e. as at 28 November 2019 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The registration of the participants of the ordinary general meeting starts on the day of the meeting, i.e. on 5 December 2019 at 11:30 (Warsaw Time). For registration you are kindly requested to submit the following documents:

a shareholder that is a natural person – personal identification document; a representative of a shareholder that is a natural person – personal identification document and a written letter of authorisation; a legal representative of a shareholder that is a legal person – an extract of the relevant (commercial) register in which the legal person is registered, and the personal identification document of the representative; a transactional representative of a shareholder that is a legal person is also required to submit a written authorisation issued by the legal representative of the legal person in addition to the above listed documents. We ask the documents of a legal person registered in a foreign country to be legalised or having an apostille attached to the documents beforehand, unless specified otherwise in an international agreement. FON SE may register a shareholder that is a legal person from a foreign country to the ordinary general meeting also in case all required information on the legal person and its representative are included in a notarised letter of authorisation issued in the foreign country and the respective letter of authorisation is accepted in Estonia.

We ask you to present a passport or an ID-card as a personal identification document.

A shareholder may inform of the appointment of a representative or withdrawal of an authorisation given to a representative before the ordinary general meeting by e-mail on biuro@fon-sa.pl or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 4 December 2019 to Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia or on Padlewskiego Street 18C, Plock 09-402, Poland, prepared on the respective forms published on the homepage of FON SE at <http://www.fon-sa.pl>. You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The draft of the new version of the articles of association, the draft resolutions, and any other documents of the ordinary general meeting are available for reviewing as of 15 November 2019 on the website of the Company at <http://www.fon-sa.pl> and on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia or on Padlewskiego

Street 18C, Plock 09-402, Poland. Questions regarding any item on the agenda of the ordinary general meeting may be addressed to the Company by e-mail at biuro@fon-sa.pl, or by telephone +48-796-118-929. The questions, responses and the minutes of the ordinary general meeting shall be published on the website of the Company at <http://www.fon-sa.pl>.

The shareholders, whose shares represent at least 1/20th of the share capital may request that additional issues be included in the agenda of the ordinary general meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the ordinary general meeting, at the latest by 20 November . The shareholders, whose shares represent at least 1/20th of the share capital may submit to the Company a written draft of the resolution in respect to each item on the agenda of the ordinary general meeting, at the latest 3 days prior to the date of the ordinary general meeting by 2 December 2019. More detailed information available on §287 of the Estonian Commercial Code (right of shareholder to information), §293 (2) (right to demand the inclusion of additional issues in the agenda) and §293¹ (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293¹ (4) (right to submit a draft of the resolution in respect to each item on the agenda) about the rules and term of exercising these rights have been published on the homepage of FON SE at <http://www.fon-sa.pl>. The submitted proposals regarding additional items on the agenda, the reasoning for including any items on agenda, and draft resolutions shall be published after their receipt on the website of the Company at <http://www.fon-sa.pl>. The drafts and statements of reason thereof are available for reviewing also at the office of the Company on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Tornimäe tn 5, 10145, Estonia or on Padlewskiego Street 18C, Plock 09-402, Poland.

Damian Patrowicz
Member of the Management Board of FON SE