

## **INFORMATION ON THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FON SE**

### **1. Procedure for inquiries from the Management Board**

A shareholder has the right to receive information on the activities of the public limited company from the Management Board at the general meeting. The Management Board may refuse to give information if there is a basis to presume that this may cause significant damage to the interests of the public limited company. If the Management Board refuses to give information, the shareholder may demand that the general meeting decide on the legality of the shareholder's request or to file, within two weeks after the general meeting, a petition to a court by way of proceedings on petition in order to obligate the Management Board to give information (Estonian Commercial Code § 287).

During the general meeting, after the agenda items of the meeting have been exhausted, including any additional items, the shareholders may inquire about activities from the Management Board of FON SE. Shareholders may submit their questions either verbally or in writing, addressing the chairman of the general meeting.

### **2. Procedure for adding items to the agenda and presenting draft resolutions**

Shareholders whose shares represent at least one-twentieth of the share capital may demand the inclusion of additional issues on the agenda of the extraordinary general meeting, if such demand has been submitted at the latest 15 days before the holding of the general meeting (Estonian Commercial Code § 293 (2)). Concurrently with the demand to complement the agenda, a draft resolution on or substantiation of each additional issue shall be submitted to the public limited company (Estonian Commercial Code § 293<sup>1</sup> (3)). The aforementioned documents shall be submitted in writing to the public limited company at the latest by 5 March 2020, to the address FON SE, Tallinn, Harju maakond, Kesklinna linnaosa, Tornimäe tn 5, 10145, the Republic of Estonia or on Padlewskiego Street 18C, 09-402 Plock, Poland.

The shareholders whose shares represent at least one-twentieth of the share capital may submit to the public limited company a draft resolution on each issue of the agenda. That right may not be exercised later than three days before the holding of the general meeting, i.e., not later than on 17 March 2020 (Estonian Commercial Code § 293<sup>1</sup> (4)).

### **3. Information on the total number of the shares and voting rights related to the shares**

As at 28 February 2020, the share capital of FON SE is 7,700,000 euros. The total number of shares without nominal value is 52,500,000. Each share grants one vote.

### **4. Information on the appointment of a representative and withdrawal of authorities**

There are forms available on the website of FON SE at <http://www.fon-sa.pl> which a shareholder can use to appoint a representative to exercise the rights of the shareholder at the extraordinary general meeting and to revoke the authorisation document issued by the shareholder.

#### **4.1. Procedure for appointment of a representative**

By using the authorisation document form available on the website of FON SE, a representative can be appointed in the following ways:

1) The authorisation document form shall be filled in with the required data electronically, after which the authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder. The signed authorisation document shall be handed over to the representative. Upon registration for the extraordinary general meeting, the representative shall submit the filled in authorisation document signed by the shareholder or the representative(s) of the shareholder, and other necessary documents.

2) The authorisation document form shall be filled in with the required data electronically, after which the filled in authorisation document form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the authorisation document shall be delivered by the shareholder or representative(s) of the shareholder or by the authorised representative to FON SE, Tallinn, Harju maakond, Kesklinna linnaosa, Tornimäe tn 5, 10145, the Republic of Estonia or on Padlewskiego Street 18C, 09-402 Plock, Poland (on working days between 10:00 and 16:00, at the latest by 19 March 2020). In that case, the authorised representative is not required to present an authorisation document upon registration for the extraordinary general meeting.

3) The authorisation document form shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder and then the authorisation document shall be sent, at the latest by 19 March 2020 at 16:00, to FON SE by using the e-mail address: [biuro@fon-sa.pl](mailto:biuro@fon-sa.pl). In that case, the authorised representative is not required to present an authorisation document upon registration for the extraordinary general meeting.

In case the aforementioned authorisation document has been issued by the authorised representative, the authorisation document by which the legal representative of the shareholder authorises the authorised representative to issue the aforementioned authorisation document shall be issued in the same form as that published on the website of FON SE. The authorised representative may authorise the representative only in case the legal representative has granted the authorised representative the right to delegate the authorisation.

If the aforementioned authorisation document has not been fully filled in or has not been presented in the required manner, FON SE has the right to disregard the authorisation document.

#### **4.2. Procedure for withdrawal of the authorities of the representative**

By using the notice form for withdrawal of the authorities of the representative available on the website of FON SE, the authorities of the representative can be withdrawn in the following manners:

1) The form for withdrawal of authorities shall be filled in with the required data electronically, after which the filled-in notice form shall be printed out and signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be delivered by the shareholder or representative(s) of the shareholder to FON SE, Tallinn, Harju maakond, Kesklinna linnaosa, Tornimäe tn 5, 10145, the Republic of Estonia or on Padlewskiego Street 18C, 09-402 Plock, Poland (on working days between 10:00 and 16:00, at the latest by 19 March 2020).

2) The form for withdrawal of authorities shall be filled in with the required data electronically, digitally signed by the shareholder who is the principal or by the representative(s) of the shareholder, after which the notice shall be sent, by 19 March 2020 at 16:00, to FON SE by using the e-mail address: [biuro@fon-sa.pl](mailto:biuro@fon-sa.pl).

In case the aforementioned notice has been submitted by the authorised representative, the authorisation document by which a legal representative of the shareholder authorises the authorised representative to submit the aforementioned notice shall be issued in the same form as the authorisation document form published on the website of FON SE. The authorised representative may authorise the representative only if the legal representative has granted the authorised representative the right to delegate the authorisation.

If the aforementioned authorisation document has not been completely filled in or has not been submitted in the required manner, FON SE has the right to disregard the authorisation document.

Should you have any questions, please contact FON SE at Tel: +48-796-118-929 or e-mail address: [biuro@fon-sa.pl](mailto:biuro@fon-sa.pl).