

NOTICE OF CONVENING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RESBUD SE

Published on 5 March 2020

The Management Board of **RESBUD SE**, Estonian registry code 14617750, seat Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (hereinafter **Company**) convenes an Extraordinary General Meeting of Shareholders (hereinafter **EGM** or **Extraordinary General Meeting**), which is held on **30 March 2020, starting at 10:00 (EEST) (9:00 CEST)** at Järvevana tee 9-40, 11314, Tallinn, Estonia (IV floor, in e-resident store OÜ rooms).

The agenda of the Extraordinary General Meeting of shareholders is the following:

1. Approval of the audit firm for the performance of the audit of the Company's financial statements for the year 2019, 2020 and for the evaluation of the Company's annual reports for the year 2019, 2020.

The Agenda of EGM was determined by the Supervisory Board of Resbud SE.

Draft Resolutions.

1. Approval of the audit firm for the performance of the audit of the Company's financial statements for the year 2019, 2020 and for the evaluation of the Company's annual reports for the year 2019, 2020.

1.1. To elect, company code, as the audit company which shall perform the Company's financial statements audit for the year 2019, 2020 and shall evaluate Company's annual reports for the year 2019, 2020.

1.2. Determine that the Company shall pay for the audit of Company's financial statements of year 2019 and for the evaluation of Company's annual report services EUR (.....), excluding VAT.

1.3. Determine that the Company shall pay for the audit of Company's financial statements of year 2020 and for the evaluation of Company's annual report services EUR (.....), excluding VAT.

1.4. Authorize the Company's Management Board member to conclude and sign the agreement for the audit services with and on his own discretion settle the other conditions of audit services agreement also conclude and sign other related documents and perform other actions in order to fulfill duly audit.

ORGANISATIONAL ISSUES

After the items on the agenda of the Extraordinary General Meeting, including any 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 Extraordinary General Meeting will be determined seven days prior to holding the Extraordinary General meeting, i.e. as at 20 March 2020 at the end of the working day of the Nasdaq CSD Estonian Settlement System.

The registration of the participants of the Extraordinary General Meeting starts on the day of the meeting, i.e. on 30 March 2020 at 09:45 (EEST) (8:45 CEST). 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 kindly 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. RESBUD SE may register a shareholder that is a legal person from a foreign country to the Extraordinary General meeting only if all required information on the legal person and its representative is 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 Extraordinary General meeting by e-mail on resbud@resbud.pl or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 29 March 2020 to Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia, prepared on the respective forms published on the homepage of RESBUD SE at <http://www.resbud.pl>. You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The drafts of the resolutions and any other documents of the Extraordinary General Meeting are available for reviewing as of 5 March 2020 on the website of the Company at <http://www.resbud.pl> and on workdays between 09:00 to 17:00 at Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia. Questions regarding any item on the agenda of the Extraordinary General Meeting may be addressed to the Company by e-mail at resbud@resbud.pl, or by telephone +372 602 7780. The questions, responses and the minutes of the Extraordinary General meeting shall be published on the website of the Company at <http://www.resbud.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 Extraordinary General meeting, provided that the relevant request is submitted in writing at least 15 days prior to the date of the Extraordinary General Meeting, at the latest by 15 March 2020. 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 Extraordinary General Meeting, at the latest 3 days prior to the date of the Extraordinary General meeting by 27 March 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 RESBUD SE at <http://www.resbud.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.resbud.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, Järvevana tee 9-40, 11314, Estonia.

ADDITIONAL INFORMATION ON THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RESBUD SE WHICH WILL BE HELD ON 18 DECEMBER 2019 (the "Extraordinary General Meeting")

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 RESBUD 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 § 293¹ (3)). The aforementioned documents shall be submitted in writing to the public limited company at the latest by 15 March 2020, to the address RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia.

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 27 March 2020 (Estonian Commercial Code § 293¹ (4)).

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.resbud.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, Järvevana tee 9-40, 11314, Estonia.

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

As at 5 March 2020 (the day of convening the meeting) the share capital of RESBUD SE is 1,991,000 euros. The total number of shares without nominal value is 18,100,000. Each share grants one vote. Total number of votes is 18,100,000.

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

There are forms available on the website of RESBUD SE at <http://www.resbud.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.

5. Procedure for appointment of a representative

By using the authorisation document form available on the website of RESBUD 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 RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (on working days between 10:00 and 16:00, at the latest by 29 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 29 March 2020 at 16:00, to RESBUD SE by using the e-mail address: resbud@resbud.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 RESBUD 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, RESBUD SE has the right to disregard the authorisation document.

6. 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 RESBUD 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 RESBUD SE, Harju maakond, Tallinn, Kesklinna linnaosa, Järvevana tee 9-40, 11314, Estonia (on working days between 10:00 and 16:00, at the latest by 29 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 29 March 2020 at 16:00, to RESBUD SE by using the e-mail address: resbud@resbud.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 RESBUD 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, RESBUD SE has the right to disregard the authorisation document.

Should you have any questions, please contact RESBUD SE at Tel: +372 602 7780 or e-mail address: resbud@resbud.pl.

Bartosz Sebastian Stradomski – Member of the Management Board
Jarosław Podolski – Member of the Management Board

