



## **Announcement of the Management Board of Ronson Development SE on the convocation of the Ordinary General Meeting**

---

The Management Board of Ronson Development Spółka Europejska with its registered office in Warsaw (the "**Company**") is pleased to announce the convocation of the Ordinary General Meeting of the Company ("**GM**") to be held on 30 June 2020 at 15:00 (Warsaw time - UTC + 1), which will take place at the registered office of the Company (address: Al. Komisji Edukacji Narodowej 57, 02-797 Warsaw).

### **Agenda**

The agenda of the GM is as follows:

- 1) **Opening of the Ordinary General Meeting,**
- 2) **Election of the Chairman of the Ordinary General Meeting,**
- 3) **Drawing up an attendance list,**
- 4) **Determination of the correctness of the procedure used to convene the Ordinary General Meeting and its capacity to pass valid resolutions,**
- 5) **Adoption of the agenda of the Ordinary General Meeting,**
- 6) **Presentation of the Report of the Supervisory Board of Ronson Development SE for year 2019,**
- 7) **Presentation of information on the purchase of own shares,**
- 8) **Consideration and adoption of a resolution regarding the approval of the Management Board Report on the Activity of the Company and the Group for the financial year 2019,**
- 9) **Consideration and adoption of a resolution regarding approval of the Company Financial Statements for the year ended 31 December 2019,**
- 10) **Consideration and adoption of a resolution regarding the approval of the Consolidated Financial Statements for the year ended 31 December 2019,**
- 11) **Adoption of a resolution regarding distribution of net profit for year 2019,**
- 12) **Adoption of resolutions regarding the acknowledgment of the fulfillment of duties by the members of the Management Board of Ronson Development SE in 2019,**
- 13) **Adoption of resolutions regarding the acknowledgment of the fulfillment of duties by members of the Supervisory Board of Ronson Development SE in 2019,**
- 14) **Adoption of a resolution regarding the adoption of the Remuneration Policy for the members of the Management Board and Supervisory Board of Ronson Development SE,**
- 15) **Adoption of a resolution regarding granting the remuneration to members of the Supervisory Board of Ronson Development SE,**
- 16) **Adoption of a resolution regarding the approval of entering into indemnification agreements with members of the governing bodies of the Company,**
- 17) **Adoption of a resolution regarding the approval of a buy-back program,**
- 18) **Closing of the Ordinary General Meeting.**



### **Information for shareholders**

Pursuant to Art. 402<sup>2</sup> of the Commercial Companies Code, in connection with Art. 9 and Art. 53 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE), the Management Board of the Company hereby publishes the following information:

#### **1. The right to participate in the GM and the GM registration date**

- 1.1. The right to participate in the GM is exclusively enjoyed by the persons who are the shareholders of the Company on the GM registration date, which falls sixteen days prior to the date of the GM (i.e. on 14 June 2020), who will deliver to the entity which maintains their securities account, where the shares in the Company are kept, a request for the issuance of a registered certificate confirming the right to participate in the GM, in the period from this announcement on the convocation of the GM up to the first business day after the registration date, i.e. until 15 June 2020 (inclusive).
- 1.2. The list of shareholders authorized to participate in the GM will be drawn up on the basis of a list provided by the entity maintaining the depository for securities (i.e. *Krajowy Depozyt Papierów Wartościowych S.A.*).
- 1.3. The list of shareholders authorized to participate in the GM will be presented at the registered office of the Company, between 10:00 and 16:00 hours, during three business days prior to the date of the GM, i.e. on 25-29 June 2020.
- 1.4. The shareholders of the Company may demand the delivery of a list of shareholders, free of charge by electronic mail, provided that they notify the Company of the address to which such list should be sent. The request should be made in the manner described in item 7 below.
- 1.5. Persons authorized to participate in the GM (shareholders, representatives and proxies) are required to sign the attendance list before the commencement of the GM (on the GM date, between 14:30 and 15:00 hours). Before signing the attendance list, these persons are required to submit documents that will confirm their identity - an identity card or a passport. Prior to signing the attendance list, the representatives of legal persons and proxies are also required to submit documents that demonstrate their due authorization to act as representatives at the GM - an excerpt from the relevant register or other document confirming the authorization of a natural person (or persons) to represent a shareholder at the GM (e.g. uninterrupted chain of powers of attorney).

#### **2. Shareholders' right to request certain matters to be included in the agenda of the GM**

- 2.1. A shareholder or shareholders who represent at least 1/20 of the Company's share capital may request certain matters to be included in the agenda of the GM.
- 2.2. The request should be made in the manner described in item 7 below.
- 2.3. The request should be made to the Management Board not later than twenty-one (21) days prior to the scheduled date of the GM (i.e. 9 June 2020).
- 2.4. The request shall include the reasons for or a draft of a resolution related to the proposed item to the agenda.



- 2.5. Without undue delay, but not later than eighteen (18) days prior to the scheduled date of the GM (i.e. 12 June 2020), the Management Board shall announce changes to the agenda, introduced upon the request of shareholders, on the Company's website and in a current report.
  - 2.6. If the submitted request fails to satisfy the above-mentioned requirements, the Company, within three (3) business days of the receipt of such request, shall inform the petitioners accordingly and indicate the defects based on which the request is rejected. A duly supplemented request may be resubmitted, provided that the above-mentioned submission deadline in item 2.3 is met.
- 3. Shareholders' right to propose a draft resolution concerning matters included or to be included in the agenda prior to the GM**
- 3.1. A shareholder or shareholders representing at least 1/20 of the Company's share capital may propose to the Company draft resolutions on the matters included in the GM agenda or on the matters to be included in the meeting agenda.
  - 3.2. The proposal should be made in the manner described in item 7 below.
  - 3.3. If the proposal containing the draft resolutions fails to satisfy the above-mentioned requirements, the Company shall within three (3) business days of the receipt of such proposal inform the petitioners accordingly and indicate the defects based on which the proposal is rejected. A duly supplemented proposal may be resubmitted.
  - 3.4. The above draft resolutions must be proposed to the Company not later than 24 hours before the GM, due to the necessity of their announcement by the Company on the website, i.e. by 29 June 2020 by 15:00.
- 4. The Shareholders' right to propose a draft resolution concerning matters included in the agenda during the GM**
- 4.1. During the course of the GM, each shareholder may propose a draft resolution concerning the matters on the agenda. Each shareholder has the right to propose amendments and additions to the draft resolution to be placed on the agenda of GM - until the closing of discussion on the agenda item to which the draft resolution applies.
- 5. Exercise of voting rights by a proxy, notification of appointing a proxy sent to the Company by means of electronic communication, and use of forms during voting through a proxy**
- 5.1. A shareholder may participate in the GM and exercise his voting rights in person or through a proxy.
  - 5.2. A proxy may represent more than one shareholder and vote differently for each shareholder.
  - 5.3. A power of attorney shall include: (i) the date of granting the power of attorney, (ii) a description of the proxy and principal in a manner allowing for their proper and unquestionable verification, (iii) the principal's signature, and (iv) the number of shares with respect to which the proxy may exercise votes.



- 5.4. Pursuant to Art. 412<sup>1</sup> § 2 of the Commercial Companies Code, in connection with Art. 9 and Art. 53 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE), a power of attorney to participate in the general meeting of the shareholders of a public company and to exercise voting rights must be granted in writing or in an electronic form.
- 5.5. The granting of a power of attorney in an electronic form does not require a certified electronic signature.
- 5.6. A power of attorney should be drawn up in the Polish or English language.
- 5.7. A power of attorney may be sent to the Company in an electronic form (as a scan of the document in PDF format) to the following address: [wza@ronson.pl](mailto:wza@ronson.pl), by 29 June 2020 by 15:00.
- 5.8. Documents enabling identification of the shareholder shall be attached to the power of attorney (e.g. a deposit certificate or the registered certificate on the right to participate in the GM). If the power of attorney is granted by a person other than a shareholder being a natural person, it shall be also accompanied by documents enabling verification of its validity, in particular a copy of an extract from the relevant register or any other document confirming the authority of the natural person (or natural persons) to represent the shareholder at the GM (e.g. an uninterrupted chain of powers of attorney). For the purpose of the identification of the shareholder granting the power of attorney in electronic form, the above-mentioned documents should be sent together with the power of attorney in electronic form as attachments in PDF format. In case of doubt, the Company reserves the right to take actions to verify the identity of the shareholder or persons representing him, in particular to request presentation of relevant documents in this regard. The company stipulates that the failure to answer the questions asked during the verification or the lack of delivery of the required documents will be treated as a lack of verification and may constitute grounds for excluding, or not allowing a given person to participate in the GM.
- 5.9. Failure to provide such notification or submitting a notification in violation of the above-mentioned requirements will be taken into account when determining the existence of a legitimate authorization of the proxy to represent the principal at the GM, in particular it may become a basis for excluding, or not allowing a given person to participate in the GM.
- 5.10. Forms that may be used by shareholders to vote through a proxy have been made available on the Company's website ([www.ronson.pl](http://www.ronson.pl)) in the section Investor Relations/Company/General Meeting).
- 5.11. The Management Board of the Company informs that in the event of the granting of a power of attorney with voting instructions, the Company will not verify whether the proxy will exercise its voting rights in accordance with the instruction received from the shareholders.
- 5.12. In connection with the COVID-19 epidemic, the Company's Management Board announces that it has decided to enable shareholders to participate and vote at the GM through a proxy, who is a legal attorney or legal advisor, whose costs will be borne by the Company. In order to use this way of participation and obtain personal details of proxy, shareholders are asked to contact the Company by e-mail to the following e-mail address:



[wza@ronson.pl](mailto:wza@ronson.pl). By using this way of participation at the GM, the shareholder accepts that a proxy may represent more than one shareholder and vote differently for each shareholder.

## **6. Participation in and exercise of voting rights at the GM by means of electronic communication or by correspondence**

6.1. The Company does not allow the participation in the GM by means of electronic communication (including expressing one's opinions during the GM by such means) or the exercise of the voting rights by correspondence. The Company does not provide a real-time broadcast of the GM.

## **7. The manner of submitting requests and proposals to the Company in connection with the GM**

7.1. Requests or proposals may be delivered to the Company in writing (in person or by post) or electronically to the following email address: [wza@ronson.pl](mailto:wza@ronson.pl).

7.2. Persons submitting a request or proposal (shareholders, its representatives or proxies) should document their right to make a request or proposal, enclosing a deposit certificate or the registered certificate on the right to participate in the GM. Additionally, representatives or proxies of shareholders are required to submit documents confirming their due authorization by the shareholder, in particular a copy of an extract from the relevant register or any other document confirming the authority of the natural person (or natural persons) to represent the shareholder at the GM (e.g. an uninterrupted chain of powers of attorney). In case of doubt, the Company reserves the right to take actions to verify the identity of the shareholder or persons representing him, in particular to request presentation of relevant documents in this regard. The company stipulates that the failure to answer the questions asked during the verification or the lack of delivery of the required documents will be treated as a lack of verification and may constitute grounds for or not considering the request or proposal.

7.3. All correspondence and all documents should be prepared and submitted in Polish. In the case of documents in another language, they should be accompanied by sworn Polish translations.

7.4. Requests or notifications using electronic means of communication should be sent in PDF format. The risk associated with the use of electronic communication with the Company lies solely with the shareholder.

## **8. Other information**

8.1. Persons authorized to participate in the GM may access all documentation to be presented at the GM and draft resolutions at the registered office of the Company at the following address: Al. Komisji Edukacji Narodowej 57, 02-797 Warsaw, between 10:00 and 16:00 hours or at the Company's website: [www.ronson.pl](http://www.ronson.pl) under "Investor Relations/Company/General Meeting".

8.2. Should you have any questions or doubts related to participation in the GM, please contact the Company at the following email address: [wza@ronson.pl](mailto:wza@ronson.pl).

8.3. The GM shall be held in the Polish language. An English interpreter will be present during the meeting.



- 8.4. The Management Board informs that all matters not addressed in this announcement shall be governed by the provisions of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European Company (SE), the Code of the Commercial Companies and the Company's Statute, hence, the Company's shareholders are requested to familiarize themselves with the above-mentioned regulations.
- 8.5. In accordance with the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) ("**RODO**"), administrator of shareholders' personal data, proxies authorized to vote on their behalf, other persons authorized to exercise the right to vote at the GM, including data disclosed in its course, is Ronson Development Spółka Europejska seated in Warsaw, Al. Komisji Edukacji Narodowej 57, 02-797 Warsaw. In order to read the full text of the information clause regarding the processing of personal data, click [here](#).