

**NOTICE  
OF THE MANAGEMENT BOARD OF CAPITAL PARK S.A.  
WITH ITS REGISTERED OFFICE IN WARSAW  
ON CONVENING AN ORDINARY GENERAL MEETING**

The Management Board of CAPITAL PARK S.A. with its registered office in Warsaw, hereinafter referred to as: "**The Company**"), acting pursuant to Article 399 § 1 and Article 395 § 1 of the Commercial Companies Code (hereinafter referred to as: "CCC"), hereby convenes the Ordinary General Meeting of Shareholders of the Company (hereinafter referred to as: "**The General Shareholders Meeting**") and pursuant to Art. 402<sup>1</sup> of the CCC presents the following information:

**I. DATE, TIME AND PLACE OF THE GENERAL MEETING AND THE DETAILED AGENDA**

The Management Board of the Company convenes the General Meeting for 18 May 2020, at 1:00 p.m. in Warsaw, at ul. Franciszka Klimczaka 1, the building of Royal Wilanów, entrance B, 4th floor, with the following agenda:

1. Opening of the Meeting.
2. Election of the Meeting Chairman
3. Confirmation that the Meeting has been properly convened and is capable of adopting resolutions.
4. Adoption of a resolution to appoint a Vote Counting Committee.
5. Adoption of a resolution on the adoption of the agenda.
6. Presentation and examination of the Management Board report on the activities of Capital Park S.A. and the Capital Park Capital Group as well as the separate and consolidated financial statements for the financial year 2019.
7. Presentation of the report of the Company's Supervisory Board on the evaluation of the report of the Management Board on the activities of Capital Park S.A. and the activities of the Capital Park S.A. capital group as well as the separate and consolidated financial statements for the financial year 2019, the report of the Supervisory Board on the evaluation of the proposal of the Management Board on the manner of distribution of the profit of Capital Park S.A. for the financial year 2019, the report on the activities of the Supervisory Board in 2019, the evaluation of the Supervisory Board on the situation of Capital Park S.A. in 2019 and the evaluation of the manner in which Capital Park S.A. fulfils its disclosure obligations in 2019.
8. Adoption of a resolution on the approval of the financial statements of Capital Park S.A. for the financial year 2019.
9. Adoption of a resolution on the approval of the consolidated financial statements of Capital Park S.A. for the financial year 2019.
10. Adoption of a resolution on the approval of the report of the Management Board on the activities of Capital Park S.A. and Capital Park Capital Group for the year which ended 31 December 2019.
11. Adoption of a resolution on the distribution of Capital Park S.A.'s profit for the financial year 2019 and amendments of Resolution No. 06/06/2018 of the General Meeting of 29 June 2018 and Resolution No. 06/06/2019 of the General Meeting of 20 June 2019.
12. Adoption of resolutions on acknowledging the fulfilment of duties by Members of the Management Board and the Supervisory Board of Capital Park S.A. in the financial year 2019.
13. Adoption of a resolution on amendments to the Company's Articles of Association.
14. Adoption of a resolution on the adoption of the consolidated text of the Company's Articles of Association.
15. Closing of the Meeting.

## **II. DATE OF REGISTRATION OF PARTICIPATION IN THE GENERAL MEETING AND INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING**

Pursuant to Art. 406<sup>1</sup> § 1 of the CCC, the date of registration of participation in the General Shareholders Meeting shall be sixteen days before the date of the General Shareholders Meeting, i.e. on May 2nd 2020. Only persons who are Shareholders of the Company on the day of registration of participation in the General Meeting have the right to participate in the General Meeting.

To participate in the General Meeting, the holder of dematerialized bearer shares should request, not earlier than after the announcement the General Meeting is to be convened and not later than on the first business day after the date of registration of participation in the General Meeting, i.e. not later than 4 May 2020, that the entity maintaining the securities account issue a personal certificate of the right to participate in the General Meeting. The certificate should include all information referred to in Article 406<sup>3</sup> § 3 of the CCC, which is as follows:

- 1) company (name), registered office, address and stamp of the issuer and the number of the certificate,
- 2) number of shares,
- 3) the type and code of shares,
- 4) the company (name), registered office and address of the public company that issued the shares,
- 5) nominal value of shares
- 6) name and surname or company (name) of the person entitled under the terms of the shares,
- 7) registered office (place of residence) and address of the person entitled under the terms of the shares,
- 8) the purpose of issuing the certificate,
- 9) date and place of issue of the certificate,
- 10) signature of the person authorised to issue the certificate.

The list of persons entitled to participate in the General Assembly under the terms of the shares is determined by the Management Board of the Company on the basis of the list drawn up by the National Deposit of Securities S.A. pursuant to the regulations on trading in financial instruments.

## **III. PROCEDURES FOR PARTICIPATION IN THE GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS**

### *1. Information on the Shareholder's right to demand that certain matters be put on the agenda of the General Meeting*

A Shareholder or Shareholders who represent at least one twentieth of the Company's share capital may request that certain matters be put on the agenda of the General Meeting. The request of the Shareholder(s) should be submitted to the Management Board of the Company no later than twenty-one days before the scheduled date of the General Meeting, i.e. no later than through 27 April 2020.

The request should include a justification/explanation or a draft resolution on the proposed item of agenda. The request may be submitted in writing (i.e. delivered in person upon confirmation of receipt or sent to the Company upon confirmation of dispatch and acknowledgement of receipt) to the following address: Capital Park S.A., ul. Klimczaka 1,

02-797 Warszawa, or in electronic form (via e-mail) by sending a message to [wza@capitalpark.pl](mailto:wza@capitalpark.pl). In terms of meeting the deadline, the date of the receipt of the above request by the company will be considered the actual date, while in case of requests sent electronically, the date of the request available in the Company's electronic mail system (receipt on the Company's mail server). Sent a request as a pdf copy if submitting the letter via electronic mail.

The Shareholder(s) requesting the inclusion of certain matters on the agenda of the General Meeting must along the request present documents confirming their identity and the right to request the inclusion of certain matters on the agenda of the General Meeting, in particular:

- 1) a deposit certificate or a certificate of the right to participate in the General Meeting of the Company, issued by the entity maintaining the securities account pursuant to the regulations on trading in financial instruments, confirming that the addressee is a Shareholder of the Company and holds an appropriate number of shares as of the date of the request,
- 2) if the Shareholder is an individual - a copy of the identity card, passport or other document confirming their identity (with the possibility of blurring your image and personal data other than names and surname, the PESEL, number and series of the document, date of issue and expiry date of the document, designation of the authority issuing the document),
- 3) if the Shareholder is not an individual - a copy of an up-to-date excerpt from the relevant register or any other document confirming the authorisation of the individual(s) to represent the Shareholder
- 4) if the request is made by an attorney - provide a copy of the power of attorney signed by the Shareholder, or by persons authorized to represent the Shareholder, and a copy of the identity card, passport or official identity document of the attorney (with the possibility of blurring sensitive information pursuant to item 2 above) or if the attorney is not an individual - a copy of an extract from the relevant register confirming the authorisation of the individual(s) to represent the attorney and a copy of the identity card or passport of the individual(s) authorised to represent the attorney (with the possibility of blurring the image and sensitive information pursuant to item 2 above).

Shareholders submitting the request in both written and electronic form are obliged to attach the aforementioned documents to their letters. Depending on the form of the request letter attach appropriate copies of documents (in paper or a pdf copy). The Company may take appropriate actions to identify the Shareholder(s) and verify the validity of the documents sent.

The Management Board of the Company will immediately, but no later than eighteen days before the scheduled date of the General Meeting, i.e. no later than on 30 April 2020, announce changes to the agenda, introduced at the request of a Shareholder or Shareholders. The announcement of the new agenda will be placed on the Company's website [www.capitalpark.pl](http://www.capitalpark.pl) and published as a current report.

## *2. Information on the Shareholder's right to submit draft resolutions concerning matters introduced to the agenda of the General Meeting or matters to be introduced to the agenda before the date of the General Meeting*

A Shareholder or Shareholders of the Company representing at least one-twentieth of the share capital may, before the date of the General Meeting, notify the Company in writing (i.e. deliver in person upon confirmation of receipt or send to the Company upon confirmation the letter was sent and acknowledgement of receipt) to the address: Capital Park S.A., ul. Klimczaka 1, 02-797 Warsaw or via electronic mail by sending an electronic

message to: [wza@capitalpark.pl](mailto:wza@capitalpark.pl), including draft resolutions concerning the matters on the agenda of the General Meeting or matters to be included in the agenda. The above draft resolutions must be submitted to the Company no later than 24 hours before the date the General Meeting is to take place as the Company must post them prior to the meeting on its website. In terms of meeting the deadline, the date of the receipt of the above request by the company will be considered the actual date, while in case of requests sent electronically, the date and time of the request available in the Company's electronic mail system (receipt on the Company's mail server). Sent a request as a PDF copy if submitting the letter via electronic mail. Draft resolutions are immediately posted on the Company's website: [www.capitalpark.pl](http://www.capitalpark.pl).

The Shareholder(s) proposing draft resolutions concerning matters included in the agenda of the General Meeting or matters which are to be included in the agenda must present, together with the request for the proposal(s), documents confirming their identity and authorization to submit draft resolutions concerning matters included in the agenda of the General Meeting or matters which are to be included in the agenda, in particular:

- 1) a deposit certificate or a certificate of the right to participate in the General Meeting of the Company, issued by the entity maintaining the securities account pursuant to the regulations on trading in financial instruments, confirming that the addressee is a Shareholder of the Company and holds an appropriate number of shares as of the date of the request,
- 2) if the Shareholder is an individual - a copy of the identity card, passport or other document confirming identity (with the possibility of blurring your image and personal data other than names and surname, the PESEL, number and series of the identity card, date of issue and expiry date of the document, designation of the authority issuing the document),
- 3) if the Shareholder is not an individual - a copy of an up-to-date excerpt from the relevant register or any other document confirming the authorisation of the individual(s) to represent the Shareholder
- 4) if draft resolutions are made by an attorney - provide a copy of the power of attorney signed by the Shareholder, or by persons authorized to represent the Shareholder, and a copy of the identity card, passport or other official identity document of the attorney (with the possibility of blurring sensitive information pursuant to item 2 above) or if the attorney is not an individual - a copy of an extract from the relevant register confirming the authorisation of the individual(s) to represent the attorney and a copy of the identity card or passport of the individual(s) authorised to represent the attorney (with the possibility of blurring the image and sensitive personal information pursuant to item 2 above).

Shareholders proposing draft resolutions in both written and electronic form are obliged to attach the aforementioned documents to their letters. Depending on the form of the proposal letter attach appropriate copies of documents (in paper or a pdf copy). The Company may take appropriate actions to identify the Shareholder(s) and verify the validity of the documents sent.

### *3. Information on the Shareholder's right to submit draft resolutions concerning matters included in the agenda of the General Meeting*

During the General Meeting, each of the Shareholders may propose draft resolutions concerning the matters included in the agenda.

### *4. Information on the manner of voting by the attorney, including in particular the forms (sheets) used during the act of voting by the attorney, and the manner of notifying the Company via electronic means of communication about appointing the attorney.*

Shareholders may participate in the General Meeting and exercise their voting rights in person or by an attorney. A Shareholder at the General Meeting must present a document confirming his/her identity. A Shareholder who is not an individual may participate in the General Meeting and vote via a person authorized to make declarations of will on his behalf or by an attorney. To confirm the right to represent the Shareholder who is not a individual, one shall present an excerpt from the relevant register for the Shareholder (submitted as original or a copy certified to be true to the original by a notary public, legal counsel or attorney), or if need be, chain of powers of attorney and an excerpt from the relevant register, presented at the time of preparing the attendance list. The person granting a power of attorney on behalf of the Shareholder who is not a individual should be named in a current excerpt from the register relevant for a given Shareholder or appointing this person as a representative of a Shareholder, who is not a individual, should be the effect of a resolution of the competent authority of that Shareholder authorizing them to act. The resolution must be presented in the original version or a copy certified as a true copy by a notary public, legal counsel or attorney.

The attorney shall exercise all rights of the Shareholder at the General Meeting, unless otherwise specified in the power of attorney. The attorney may grant a further power of attorney if the power of attorney entitles them to take such actions. A attorney may represent more than one Shareholder and vote differently for shares of each Shareholder. A Company Shareholder holding shares on a collective account may appoint separate proxies to exercise the rights attached to shares on that account. A Company shareholder holding shares on more than one securities account may appoint separate proxies to exercise the rights attached to the shares on each account.

If a Shareholder's attorney at the General Meeting is a Member of the Management Board, a Member of the Supervisory Board, an employee of the Company or a member of the bodies or an employee of the Company's subsidiary, the power of attorney granted to them may authorize them to represent the Shareholder only at one General Meeting. The attorney shall disclose to the Shareholder if there appears to be or there is a possibility of a conflict of interest. In that case, the power of attorney shall not be extended.

A power of attorney to participate in the General Meeting and to the right to vote must be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate.

The power of attorney drawn up in a foreign language should be translated into Polish by a sworn translator. A power of attorney not translated into Polish by a sworn translator shall have no legal effect. However, if the power of attorney has been drawn up simultaneously in a foreign language and in Polish, a sworn translation is not required, and the Polish version shall be binding on the Company.

The Company should be notified of granting the power of attorney in electronic form by e-mail to: [wza@capitalpark.pl](mailto:wza@capitalpark.pl) and send the power of attorney attachment in PDF copy.

For the purposes of identifying the Shareholder who granted the power of attorney, the notification of

granting an electronic power of attorney should be accompanied by the following (attached to the email):

- (i) if the Shareholder is an individual, a copy of an identity card, passport or any other official

identification document confirming the identity of the Shareholder (with the possibility of blurring your image and personal data other than names and surname,

the PESEL, number and series of the document, date of issue and expiry date of the document, designation of the authority issuing the document); 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 copies of the above-mentioned documents, the

Company's management board reserves the right to require 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) (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 purposes of identifying the attorney, the

Company's management board reserves the right to require 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 attorney; 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 Attorney 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 form of a power of attorney is available on the Company's website at [www.capitalpark.pl](http://www.capitalpark.pl) The company does not impose an obligation to grant the power of attorney using the above form.

At the same time, the Management Board informs that if a Shareholder grants a power of attorney together with a voting instruction, the Company will not verify whether the attorneys exercise their voting rights in line with the instructions they received from the Shareholders. Therefore, the Company informs that the voting instructions should only be provided to the attorney.

##### *5. Information concerning the possibility and manner of participation in the Ordinary General Meeting via electronic communication means*

The Company's Articles of Association do not provide for the possibility of participation in the General Meeting via electronic communication.

*6. Information on how the participants may express their opinions verbally (orally) during the Ordinary General Meeting via electronic communication means*

The Articles of Association of the Company do not provide for the possibility of verbal (oral) expression during the General Assembly via electronic communication.

*7. Information on how to vote by mail or electronic means of communication.*

The Company's Articles of Association do not provide for the possibility of voting in the General Meeting via electronic communication.

The By-laws of the General Meeting have not been adopted in the Company. It is not possible to vote by mail.

#### **IV. MEANS TO OBTAIN INFORMATION CONCERNING THE GENERAL MEETING**

The complete documentation to be presented to the General Meeting, along with the draft resolutions and information concerning the General Meeting will be posted on the Company's website at [www.capitalpark.pl](http://www.capitalpark.pl) from the date of convening the General Meeting.

A shareholder entitled to participate in the General Meeting may obtain the paper form of the complete text of the documentation to be presented to the General Meeting as well as drafts of resolutions or comments of the Management Board or the Supervisory Board in the main office of the Management Board at the Company's registered office in Warsaw at ul. Klimczaka no. 1, from 10.00 am to 4.00 pm, on business days.

#### **V. ELECTRONIC COMMUNICATION BETWEEN THE SHAREHOLDER AND THE COMPANY**

Subject to the restrictions provided for in the CCC and this notice, the Company's Shareholders may contact the Company via electronic communication. In particular, the Company's Shareholders may submit motions, requests, as well as send notices and documents. The Shareholders may contact the Company via the following email address: [wza@capitalpark.pl](mailto:wza@capitalpark.pl).

A shareholder using electronic means of communication bears the sole risk related to their use. If the documents sent to the Company via email have originally been drawn up in a language other than Polish, it is the obligation of the Shareholder to attach a sworn translation of the documents into Polish to the original email letter. All documents sent by the Shareholder to the Company, as well as by the Company to the Shareholder electronically, should be scanned into a PDF copy.

#### **VI. THE LIST OF SHAREHOLDERS ENTITLED TO PARTICIPATE IN THE GENERAL MEETING.**

The list of Shareholders entitled to participate in the General Shareholders Meeting will be shared pursuant to Art. 407 of the CCC in the Main Office of the Management Board at the Company's registered office in Warsaw at ul. Klimczaka no. 1, from 10.00 am to 4.00 pm for three business days before the date of the General Meeting.

A shareholder of the Company may demand that the list of Shareholders entitled to participate in the General Meeting be sent to him/her by e-mail free of charge, providing the e-mail address to which the list should be sent.

The request should be made in writing, signed by the Shareholder or by persons authorized to represent the Shareholder and sent to the e-mail address: [wza@capitalpark.pl](mailto:wza@capitalpark.pl) as a PDF copy. The request should also include copies of documents confirming the identity of the Shareholder or persons acting on behalf of the Shareholder (in particular, a copy of: identity card or passport (with the possibility of blurring the image and personal data other than first and last names, PESEL, number and series of the document, date of issue and expiry date of the document, designation of the authority issuing the document), an extract from the relevant register or power of attorney).

Pursuant to Art. 407.2 of the CCC, a Company Shareholder has the right to request a copy of motions concerning matters included on the agenda within a week before the General Shareholders Meeting, i.e. from May 11th 2020.

## **VII. THE ADDRESS OF THE WEBSITE WHERE INFORMATION ON THE GENERAL MEETING WILL BE SHARED**

All information concerning the General Meeting and the form of voting by an attorney are available on the Company's website [www.capitalpark.pl](http://www.capitalpark.pl).

## **VIII. INFORMATION ON THE TOTAL NUMBER OF SHARES IN THE COMPANY AND THE NUMBER OF VOTES FOR THESE SHARES ON THE DATE OF ANNOUNCEMENT OF THE GENERAL MEETING**

The share capital of the Company amounts to PLN 108,333,998.00 and is divided into 108,333,998 ordinary bearer shares, which represent 108,333,998 votes at the General Meeting of the Company. As at the date of announcement of the Company's General Meeting, the total number of the Company's shares of all issues is 108,333,998 shares with a par value of PLN 1 (in words: one) each, giving the total of 108,333,998 votes at the Company's General Meeting.

## **IX. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **The current wording of § 12(2) of the Articles of Association**

"Resolution of the General Meeting on the amendment of the Articles of Association stripping some rights granted personally to Jan Motz (PESEL number: 62011502579) (the "**First Entitled Shareholder**") or Townsend Holding B.V. based in Amsterdam, the Netherlands (the "**Second Entitled Shareholder**") (the "First Entitled Shareholder and the Second Entitled Shareholder will hereinafter be referred to as the "**Entitled Shareholders**"), shall require the consent of each Entitled Shareholder concerned".

### **The suggested new wording of § 12(2) of Articles of Association**

§ 12(2) shall be replaced by the following:

"Resolution of the General Meeting on the amendment of the Articles of Association stripping some rights granted personally to Jan Motz (PESEL number: 62011502579) (the "**First Entitled Shareholder**") or MIRELF VI B.V. based in Amsterdam, the Netherlands (the "**Second Entitled Shareholder**") (the "First Entitled Shareholder and the Second Entitled Shareholder will hereinafter be referred to as the "**Entitled Shareholders**"), shall require the consent of each Entitled Shareholder concerned".



### **The current wording of § 19(12) of the Articles of Association**

“The Second Entitled Shareholder has the personal right to dismiss three members of the Supervisory Board appointed by CP Holdings S.à r.l. located in Luxembourg, exercising personal entitlement held by CP Holdings S.à r.l. during the period, when CP Holdings S.à r.l. remained a shareholder of the Company.”

### **The suggested new wording of § 19(12) of Articles of Association**

§ 19(12) shall be replaced by the following:

*“Three members of the Supervisory Board, including the Chairman of the Supervisory Board, appointed by Townsend Holding B.V., with its registered office in Amsterdam exercising personal entitlement during the period when Townsend Holding B.V. was a shareholder of the Company, and whose mandates were still valid at the moment MIRELF VI B.V. with its registered office in Amsterdam became the Second Entitled Shareholder described in § 19(6), shall be treated as appointed by MIRELF VI B.V. exercising personal entitlement described in § 19(6). The Second Entitled Shareholder shall have the right to exercise personal entitlement to dismiss each of the three members of the Supervisory Board, including the Chairman of the Supervisory Board referred to in sentence 1.”*