

Warsaw, October 11, 2019

## **Announcement of convening Extraordinary General Meeting of Shareholders of QuarticOn S.A.**

The Management Board of QuarticOn S.A. (hereinafter referred to as "QuarticOn" or "Company") with its registered office in Warszawa, Al. Jerozolimskie 123A, 02-017 Warszawa, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warszawa, XII Commercial Department of the National Court Register under the company registration number (KRS): 0000715276, tax identification number (NIP): 5213608082, share capital PLN 123,527.30. (fully paid up) pursuant to art. 399 § 1 and art. 400 § 1 in connection with art. 402<sup>1</sup> and art. 402<sup>2</sup> of the Commercial Companies Code (CCC) convenes the Extraordinary General Meeting of QuarticOn on **8<sup>th</sup> of November 2019 at 10:30**, which will take place at the company's headquarters in Warszawa, at the address: Al. Jerozolimskie 123A in conference room 5, on the 15th floor (Golden Floor Plaza) of the Atlas Tower building (hereinafter the "Extraordinary General Meeting").

### **Planned agenda:**

1. open the Extraordinary General Meeting of the Company;
2. elect the Chairperson of the Company's Extraordinary General Meeting;
3. determine whether the Company's Extraordinary General Meeting has been duly convened, and whether it is able to pass resolutions;
4. approve the agenda of the Company's Extraordinary General Meeting;
5. adopt a resolution on increasing the share capital of the Company by issuing the Series F ordinary bearer shares and depriving the existing shareholders of the Company of their subscription rights to new shares, and on amending the Company's Articles of Association;
6. adopt a resolution on the amendment of the Company's Articles of Association and the authorisation of the Company's Management Board to increase the share capital within the authorised share capital limit, with an option to deprive existing shareholders of their subscription rights;
7. adopt a resolution on the amendment of Resolution No 7 of the Company's General Meeting of 06 June 2018 on the introduction of an incentive programme at the Company, the issue of Series A subscription warrants, including the deprivation of shareholders of their subscription rights to all the Series A subscription warrants, a conditional increase in the Company's share capital, including the deprivation of shareholders of all their subscription rights, and on amending the Company's Articles of Association and authorising the Supervisory Board to adopt the consolidated text of the Company's Articles of Association;
8. pass a resolution on the authorisation of the Company's Supervisory Board to adopt the consolidated text of the Company's Articles of Association;
9. deal with any other business;
10. close the Meeting.

### **The right to participate in the Extraordinary General Meeting**

Pursuant to art. 406<sup>1</sup> § 1 of the Commercial Companies Code, the right to participate in the Extraordinary General Meeting of the Company is only granted to persons who are shareholders of



the Company on the date of registration of participation in the Extraordinary General Meeting, i.e. on October 23, 2019 (Registration Day). Holders of registered shares and temporary certificates, as well as pledgees and users who have the right to vote, have the right to participate in the Extraordinary General Meeting if they are entered in the book of shares on the Registration Day.

In order to ascertain participation in the Extraordinary General Meeting:

a) a shareholder entitled in respect of paperless bearer shares should - yet no sooner than upon the announcement of convening the Extraordinary General Meeting and no later than the first weekday after the Registration Date, i.e. no later than on 24 October 2019 - demand that the entity managing the accounts of the securities issue a registered individual certificate of the right to participate in the Extraordinary General Meeting of QuarticOn. Certificates of the right to participate in the Extraordinary General Meeting shall be the basis for the preparation of lists provided to the entity managing the securities deposit in compliance with the Act of Trading in Financial Instruments. Shareholders are recommended to collect the above-mentioned certificates confirming their right of participation and have these certificates with them during their participation in the Extraordinary General Meeting,

b) a shareholder entitled from shares in the form of a document has the right to participate in the Extraordinary General Meeting if the share documents are submitted to the Company no later than on the Registration Date and will not be withdrawn before the end of this day. Instead of a share, a certificate may be issued to prove that the shares have been deposited with a notary, a bank or an investment firm which have registered offices or branches in the European Union or a state that is a party to the European Economic Area agreement indicated in the announcement of the Extraordinary General Meeting. The certificate should include the numbers of the share documents and states that the share documents will not be handed over before the end of the day of registration of participation in the Extraordinary General Meeting.

### **The day of registration of participation in the Extraordinary General Meeting**

The date of registration of participation in the Extraordinary General Meeting is October 23, 2019.

### **Shareholders' rights related to participation in the Extraordinary General Meeting**

#### **1. The right of a shareholder to request placing specific issues on the agenda of the General Meeting**

A shareholder or shareholders who represent at least 1/20 of the share capital have the right to request placement of specific issues on the agenda of the Extraordinary General Meeting of the Company. The request should be submitted to the Management Board of the Company no later than 21 days before the date of the Extraordinary General Meeting. The request should include justification or a draft resolution regarding the proposed item on the agenda. The request may be submitted in writing at the registered office of the Company at: QuarticOn S.A., Al. Jerozolimskie 123A, 02-017 Warszawa or in electronic form (e-mail) by sending an electronic message to the e-mail address: [investors@quarticon.com](mailto:investors@quarticon.com)

The proper date of submission of the above request will be proved by the date of its submission to the Company, and in the case of using the electronic means of communication, the date of placing the above request in the e-mail system of the company (receipt by the e-mail server of the Company).

A shareholder or shareholders requesting that specific issues be put on the agenda must provide, along with the request documents confirming their identity and the right to request specific issues to be placed on the agenda of the Extraordinary General Meeting, in particular:

1) a deposit certificate or a certificate confirming the right to participate in the Extraordinary General Meeting of the Company, issued by an entity keeping a securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a shareholder of the Company and has the appropriate number of shares on the day of the request submission, and

2) in the case of a shareholder who is a natural person - a copy of an ID card, passport or other document confirming his / her identity,

3) in the case of a shareholder other than a natural person - a copy of the current, i.e. not older than 30 days to the date of the Extraordinary General Meeting, excerpt from the proper register or other document confirming the authorization to represent the shareholder.

The duty to attach the documents referred to hereinabove concerns both the shareholders submitting a demand in writing and by means of electronic communication. Documents should be attached in the form relevant to each request (paper document or its copy or scan and conversion to PDF format).

QuarticOn may take necessary actions to identify the shareholder or shareholders and verify the shareholder's or shareholders' right to submit the aforementioned request, in particular in the event of doubts concerning the content or veracity of the documents referred to above, before making a decision regarding the shareholder's request to place certain issues on the agenda of the Extraordinary General Meeting, the Company or person (s) appointed by the Company for Shareholders' registration may request to present the original documents or their copies certified by a notary or other entity authorized to certify the compliance with the original, and to enable the Company to prepare and keep their copies.

In case of: (i) failure to submit (or submitting outdated) documents referred to above; or (ii) the refusal to submit them or to make and keep the copies of the originals of these documents or their certified copies, QuarticOn may refuse to let the shareholder or shareholder's proxy place specific issues on the agenda of the Extraordinary General Meeting.

All documents referred to above, prepared in a foreign language, should be accompanied by an appropriate Polish translation prepared by a sworn translator.

The Management Board of the Company shall promptly, but no later than eighteen days prior to the scheduled date of the Extraordinary General Meeting, announce changes to the agenda introduced at the request of a shareholder or shareholders. The announcement of the new agenda will take place in a manner appropriate for convening the Extraordinary General Meeting.

## 2. The shareholder's right to submit draft resolutions

A shareholder or shareholders of the Company representing at least 1/20 of the share capital may, prior to the date of the Extraordinary General Meeting, notify the Company in writing at its registered office at: QuarticOn S.A., Al. Jerozolimskie 123A, 02-017 Warszawa or in electronic form (e-mail) by sending an electronic message to the email address: [investors@quarticon.com](mailto:investors@quarticon.com), draft resolutions regarding issues included in the agenda of the Extraordinary General Meeting or issues to be included in the agenda.

A shareholder or shareholders submitting draft resolutions must present, together with their request, documents confirming their identity and the right to request that specific issues be placed on the agenda of the Extraordinary General Meeting, in particular:

1) a deposit certificate or a certificate confirming the right to participate in the Extraordinary General Meeting of the Company, issued by an entity keeping a securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a shareholder of the Company and has the appropriate number of shares on the day of submitting the request, and

2) in the case of a shareholder who is a natural person - a copy of an ID card, passport or other document confirming his / her identity,

3) in the case of a shareholder other than a natural person - a copy of the current excerpt from the proper register or other document confirming the authorization to represent the shareholder.

The duty to attach the documents referred to hereinabove concerns both the shareholders submitting a demand in writing and by means of electronic communication. Documents should be attached in the form relevant to each request (paper document or its copy or scan and conversion to PDF format). The Company may take necessary actions to identify a shareholder or shareholders and verify the validity of the documents sent.

QuarticOn may take necessary actions to identify the shareholder or shareholders and verify the shareholder's or shareholders' right to submit the aforementioned request, in particular in the event of doubts concerning the content or veracity of the documents referred to above, before making a decision regarding the shareholder's request to place certain issues on the agenda of the Extraordinary General Meeting, the Company or person (s) appointed by the Company for Shareholders' registration may request to present the original documents or their copies certified by a notary or other entity authorized to certify the compliance with the original, and to enable the Company to prepare and keep their copies.

In case of: (i) failure to submit (or submitting outdated) documents referred to above; or (ii) the refusal to submit them or to make and keep the copies of the originals of these documents or their certified copies, QuarticOn may refuse to let the shareholder or shareholder's proxy place specific issues on the agenda of the Extraordinary General Meeting.

All the documents referred to above, prepared in a foreign language, should be accompanied by an appropriate Polish translation prepared by a sworn translator.

The Management Board of the Company will promptly announce draft resolutions submitted by a shareholder or shareholders before the Extraordinary General Meeting takes place. The announcement of the resolutions adopted before the Extraordinary General Meeting will take place in a manner appropriate for convening the Extraordinary General Meeting.

3. Each shareholder authorized to participate in the Extraordinary General Meeting may submit draft resolutions concerning issues included in the agenda during the General Meeting..

### **Participation in the Extraordinary General Meeting by proxy**

A shareholder may participate in the Extraordinary General Meeting and exercise the right to vote in person or through a proxy.

The power of proxy to participate in the Extraordinary General Meeting and to exercise the right to vote must be granted in writing or in electronic form.

The form for the power of proxy and a form for exercising the right to vote by a proxy is placed on the QuarticOn website: <https://quarticon.com/pl/o-nas/dla-inwestorow/>.

The Company does not impose an obligation to grant a power of proxy on the above-mentioned form. At the same time, the Management Board of the Company informs that if a shareholder grants the power of proxy along with the voting instructions, the Company will not verify whether the proxies exercise their rights to vote in accordance with the instructions they have received from the shareholders. Therefore, the Management Board of the Company informs that the voting instructions should be provided only to the proxy.

If the shareholder grants a power of proxy to participate in the meeting and to exercise the right to vote at the Extraordinary General Meeting, in order to identify the shareholder and proxy representing him, the following document should be attached and presented or submitted to the person or persons designated to register shareholders to the document confirming the power of proxy:

a. in the case of a shareholder who is a natural person - the original or a copy of the ID card, pages of the passport allowing identification or another valid official document confirming the shareholder's identity;



b. in the case of a shareholder who is not a natural person - an original or a copy of the current excerpt from the proper register or other document confirming the existence of such shareholders issued not earlier than 30 days before the day of submission and confirming the right of their representative or representatives who granted power of proxy on behalf of such shareholders to represent them at the Extraordinary General Meeting, together with originals or copies of ID card, pages of the passport allowing identification or another valid official document confirming the identity of the representative or representatives granting power of proxy to represent shareholders at the Extraordinary General Meeting;

c. in the case of a proxy who is a natural person - an original or a copy of the ID card, pages of the passport allowing identification or another valid official document confirming the identity of the proxy;

d. in the case of a proxy who is not a natural person - an original or a copy of the current excerpt from the proper register or other document confirming the existence of such a proxy which is not issued earlier than 30 days before the day of submission and the right of his or her representative or representatives who are present on behalf of such a proxy at the Extraordinary General Meeting to represent him, together with the originals or copies of the ID card, pages of the passport allowing identification or other valid official document confirming the identity of the representative or representatives authorized to represent the proxy.

In the case of foreign entities in whose countries of registration proper registers are not kept, instead of an original or a copy of the current excerpt from the register referred to above, you must submit originals or copies of documents confirming the existence of a given entity not earlier than 30 days before the date of their submission and valid documents confirming the right of their representative or representatives who appeared on behalf of such entity at the Extraordinary General Meeting to represent them.

QuarticOn may take necessary actions to identify the shareholder or shareholders and verify the shareholder's or shareholders' right to submit the aforementioned request, in particular in the event of doubts concerning the content or veracity of the documents referred to above, before making a decision regarding the shareholder's request to place certain issues on the agenda of the Extraordinary General Meeting, the Company or person (s) appointed by the Company for Shareholders' registration may request to present the original documents or their copies certified by a notary or other entity authorized to certify the compliance with the original, and to enable the Company to prepare and keep their copies.

In case of: (i) failure to submit (or submitting outdated) documents referred to above; or (ii) the refusal to submit them or to make and keep the copies of the originals of these documents or their certified copies, the shareholder or shareholder's proxy may be prevented from participating in the Extraordinary General Meeting.

All the documents referred to above, prepared in a foreign language, should be accompanied by an appropriate Polish translation prepared by a sworn translator.

Granting the power of proxy in electronic form should be reported to the Management Board using electronic means of communication. The above notification may be sent by e-mail to the Company's email address: [investors@quarticon.com](mailto:investors@quarticon.com) no later than at 5.00 p.m. on the day preceding the day of the Extraordinary General Meeting (failure to notify the Company of the power of proxy in electronic form does not prevent the proxy from attending the Extraordinary General Meeting based on the power of proxy granted in writing). Together with the notification, please send a scan of the power of proxy and scan of the documents referred to above. The notification should also indicate the e-mail address through which the Company will be able to contact the shareholder and the proxy. The Management Board has the right to verify the notifications sent and to take actions to identify the shareholder and proxy and to confirm the correctness of the authorization. Such verification may involve in particular a return question by phone or by e-mail to the shareholder or proxy. The above



rules are also applicable for the change or cancellation of the power of proxy granted. Notifications mentioned above which do not meet the above requirements do not have any legal effects on the Company. The company is not responsible for any errors in the full power of proxy and actions of persons using power of proxy.

The rules of exercising the right to vote by proxy mentioned above apply to the power of proxy granted in electronic form.

### **The possibility and method of participating in the Extraordinary General Meeting by means of electronic communication**

QuarticOn excludes the possibility of participating in the Extraordinary General Meeting by means of electronic communication.

### **The way of speaking during the Extraordinary General Meeting by means of electronic communication**

QuarticOn excludes the possibility of speaking during the Extraordinary General Meeting by means of electronic communication.

### **The way of exercising the right to vote by correspondence or use of electronic means of communication**

QuarticOn excludes the possibility of exercising the right to vote by correspondence or by means of electronic communication.

### **List of shareholders entitled to participate in the Extraordinary General Meeting**

The list of shareholders entitled to participate in the Extraordinary General Meeting will be displayed in the headquarters of the QuarticOn Board at the address: QuarticOn S.A., Al. Jerozolimskie 123A, 02-017 Warszawa, between 9.00 am and 4.00 pm, for three working days (excluding Saturdays and public holidays) before the Extraordinary General Meeting, i.e. on 5, 6 and 7 October 2019.

Each Shareholder may demand to be sent the list of shareholders free of charge by e-mail, by giving the address to which the list should be sent. A shareholder may also view the list of shareholders at the office of the Management Board and request a copy of the list for a return of costs of its preparation.

A shareholder has the right to request copies of motions on issues included on the agenda within one week prior to the Extraordinary General Meeting.

The shareholder of QuarticOn is obliged to prove his / her identity and status as a shareholder of QuarticOn when requesting access to the list of shareholders at the registered office of the Company or sending this list by e-mail or requesting a copy of motions on issues included in the agenda. For this purpose, it is possible to present a certificate of the right to participate in the Extraordinary General Meeting or a deposit certificate.

### **Access to documentation and indication of the website**

The full text of the documentation to be presented at the Extraordinary General Meeting together with draft resolutions will be made available at the registered office of the Company at: QuarticOn S.A., Al. Jerozolimskie 123A, 02-017 Warszawa and on the Company's website: <https://quarticon.com/pl/onas/dla-inwestorow/> from the date of convening the Extraordinary General Meeting.

Possible comments of the Management Board or Supervisory Board of QuarticOn regarding issues included in the agenda of the Extraordinary General Meeting or issues that are to be included in the agenda before the date of their holding, will be available on the Company's website, immediately after their preparation.

QuarticOn informs that the paper version of the documentation for Shareholders will not be provided during the Extraordinary General Meeting.

Information and documents regarding the Extraordinary General Meeting are available on the website <https://quarticon.com/pl/o-nas/dla-inwestorow/>.

### **Information clause for QuarticOn shareholders regarding the processing of personal data**

According to art. 14 par. 1-2 of the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and the repeal of Directive 95/46 / EC (general data protection regulation) (hereinafter "GDPR") QuarticOn informs that in connection with convening the Extraordinary General Meeting, the Company will process personal data of the Company's shareholders, proxies authorized to vote, other persons entitled to exercise rights to vote at the EGM and personal data disclosed during the Extraordinary General Meeting, together referred to as "Shareholders".

Therefore, the Company declares that:

The administrator of your personal data is QuarticOn S.A., Al. Jerozolimskie 123A, 02-017 Warszawa, whose register files are kept in the District Court for the Capital City of Warszawa, XII Commercial Department of the National Court Register under the company registration number (KRS) 0000715276, tax identification number (NIP): 5213608082, share capital PLN 123,527.30. (fully paid up).

In the matter of protecting your personal data, you can contact the Company at the email address: [rodo@quarticon.com](mailto:rodo@quarticon.com) or in writing to the address of QuarticOn: Al. Jerozolimskie 123A, 02-017 Warszawa.

QuarticOn will acquire personal data of persons entitled to participate in the Extraordinary General Meeting, respectively from the National Depository for Securities or by submitting share documents in the Company, or by other ways connected with expressing the intention to participate or participation in the Extraordinary General Meeting and exercising the right to vote, according to 4063 § 1, 2, 3 and 5 of the Commercial Companies Code.

QuarticOn processes (i) personal data which identify the Shareholder, such as first name, surname, address or delivery address and PESEL number, (ii) data included in the powers of proxy, (iii) data on shares and rights resulting from them, such as: number, type and numbers of shares and number of votes available, and (iv) - in cases when Shareholders contact the Company electronically - an e-mail address.

### **Objectives and grounds for processing.**

Pursuant to art. 6 par. 1 (c, f) of GDPR QuarticOn will process the data of persons entitled to participate in the Extraordinary General Meeting in order to:

1. Enable participation in the Extraordinary General Meeting of Shareholders of QuarticOn;
2. Implement correctly tasks related to the service of natural persons holding shares of QuarticOn - the legal basis for processing is the necessity of processing data to fulfil the legal obligations to which QuarticOn is subject, in particular:
3. Those ones pursuant to the Act of 15 September 2000, and the Commercial Companies Code, such as signing a list of shareholders entitled to participate in the Extraordinary General Meeting by the Management Board of QuarticOn and presenting it to the Management Board for three working days prior to the Extraordinary General Meeting, to provide other shareholders with it, making its copies and sending them to other shareholders (Articles 407, 1.11 and 2 of CCC)
4. Exercise the right to shareholder's profit (347of CCC);

5. Meet the information obligation specified in the Act of 29 July 2005 on public offering and conditions governing the introduction of financial instruments to organized trading, and public companies; and

6. Meet the information obligation specified in the Regulation of the Minister of Finance of March 29, 2018 regarding current and periodic information published by issuers of securities and conditions for recognition of information as required by a state not being a member state.

### Data sharing

In connection with the processing of data of persons entitled to participate in the Extraordinary General Meeting for the purposes referred to above, other shareholders may be recipients of personal data in connection with their right to view the list of shareholders, when the list of shareholders is displayed at the Management Board's office and in the connection with the right to receive a copy of this list; the Polish Financial Supervision Authority, which is provided with a list of shareholders entitled to participate in the meeting together with the number of shares and rights to vote attached to each of them can be the other recipient of this data on the basis of Art. 70 point 2 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies. In addition, personal data of persons entitled to participate in the Extraordinary General Meeting may also be published in the current report, made available to the public, to the Polish Financial Supervision Authority and transferred to the Stock Exchange in Warszawa SA, when pursuant to Art. 70 point 3 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, such persons would hold at least 5% of the total number of votes at the General Meeting. Recipients of data are also entities that process data on behalf of QuarticOn involved in the organization of the Extraordinary General Meeting.

Personal data of persons entitled to participate in the General Meeting will be processed for the duration of the obligation to store it for the purposes set out above, and after that time for the period and to the extent required by applicable law, including in particular tax law, accounting regulations and the period during which it is possible to pursue claims related in particular to the implementation of the shareholder's right to profit.

### Rights of data subjects

According to GDPR, persons entitled to participate in the Extraordinary General Meeting are entitled to

1. The right to access your data and receive a copy of it;
2. The right to rectify (correct) your data;
3. The right to remove, limit or object to data processing;
4. The right to data portability;
5. The right to lodge a complaint to the supervisory body. The basis for data request Providing personal data of persons entitled to participate in the Extraordinary General Meeting is necessary to achieve the objectives set out above. Without providing the data of persons entitled to participate in the Extraordinary General Meeting, these objectives cannot be achieved.

