ANNOUNCEMENT
of the Management Board
of Zespół Elektrociepłowni Wrocławskich KOGENERACJA Spółka Akcyjna in Wrocław
KRS 0000001010, District Court in Wrocław-Fabryczna,
6th Commercial Division of the National Court Register,
entry to the register: 19 February 2001 (the Company)

about convening the Extraordinary General Meeting

1. Convening the Extraordinary General Meeting and its agenda

The Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. in Wrocław, at ul. Łowiecka 24 – acting pursuant to Article 399, section 1 and Article 400 section 1 and 4 of the Code of Commercial Companies as well as section 13, subsection 1, and section 18, subsection 1 and 3 of the Company Statutes – convenes the Extraordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A., which shall be held on 12 April 2018 at 11.00, in Wrocław in the Company seat, at ul. Łowicka 24, based on the following agenda:

1) Opening of the Extraordinary General Meeting.
2) Election of the Chairman of the Extraordinary General Meeting.
3) Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
4) Adoption of the agenda.
5) Adoption of a resolutions on: rules on remuneration of the members of the Supervisory Board of the Company.
6) Closing of the Extraordinary General Meeting.

2. Shareholders’ rights connected with the amendment of the agenda of the Extraordinary General Meeting and submission of draft resolutions

(a) The right of a shareholder to request for including individual issues in the agenda of the Extraordinary General Meeting

A shareholder or shareholders representing at least one twentieth (1/20) of the Company share capital may request to include specified issues in the agenda of the Extraordinary General Meeting. Such request should be submitted to the Company Management Board within twenty one days before the expected date of the General Meeting. The request should include a justification or a draft resolution referring to the proposed issue on the agenda. The request may be submitted in writing or via email. Furthermore, the shareholder or shareholders requesting to include specified issues in the agenda must submit a certificate issued by applicable authorities confirming their right to participate in the General Meeting in order to identify them as shareholders of KOGENERACJA S.A. In the event when shareholders are legal entities and partnerships, they should also confirm their authorisation to act on behalf of that entity by enclosing a current excerpt from the National Court Register. In the event when shareholders submit their request via email, it shall be recommended that the documents be sent in PDF format.
The Management Board shall immediately – however, not later than within eighteen days before the expected date of the General Meeting – announce amendments to the agenda introduced upon the request of a shareholder or shareholders. The announcement of the new agenda shall be conducted in a proper manner for convening General Meeting.

(b) The right of a shareholder to submit draft resolutions referring to the issues introduced to the agenda of the Extraordinary General Meeting or issues that shall be introduced to the agenda before the date of the General Meeting

A shareholder or shareholders representing at least one twentieth (1/20) of the Company share capital may submit draft resolutions before the expected date of the General Meeting to the Management Board of KOGENERACJA S.A. in writing or via email referring to the issues introduced to the agenda of the General Meeting or issues that shall be introduced to the agenda. A shareholder or shareholders submitting draft resolutions must, similarly as in section (a) above, confirm holding a proper number of shares as at the day of submitting the request. In the event when shareholders are legal entities and partnerships, they should also confirm their authorisation to act on behalf of that entity by enclosing a current excerpt from the National Court Register. KOGENERACJA S.A. shall immediately announce such draft resolutions on its website.

(c) The right of a shareholder to submit draft resolutions referring to the issues introduced to the agenda during the Extraordinary General Meeting

Each of the shareholders entitled to participate in the General Meeting may during the General Meeting submit draft resolutions referring to the issues introduced to the agenda.

3. The right to appoint representatives and means of executing their right to vote

A shareholder may participate in the General Meeting and execute the right to vote personally or via a representative. The representative shall have the rights of a shareholder in a General Meeting, unless the power of attorney states otherwise. The representative may grant further power of attorney if allowed in the power of attorney. The representative may represent more than one shareholder and vote differently on behalf of each shareholder. The shareholder of a public company holding shares recorded in an omnibus account may appoint separate proxies to exercise voting rights attached to the shares recorded in this account. A shareholder holding shares on more than one share account may appoint separate representatives to exercise the rights resulting from shares on each account.

A power of attorney to participate in the General Meeting and exercise the right to vote shall require written or electronic form. The power of attorney e-forms entitling to participate in the General Meeting and exercise the right to vote are available for downloading on the website of KOGENERACJA S.A. at www.kogeneracja.com.pl or may be sent by regular post free of charge by the Company at the request of a shareholder to an address indicated by the shareholder.

A shareholder shall be obliged to submit information to the Company on granting a power of attorney in electronic form to kogeneracja@kogeneracja.com.pl within at least one working day before the General Meeting in connection with the need to conduct verifying actions. Pursuant to Article 402\(^3\) § 1, section 5) of the Code of Commercial Companies, on the website of KOGENERACJA S.A. at www.kogeneracja.com.pl the form shall be placed allowing for exercising the right to vote by a representative.
A member of the Management Board of KOGENERACJA S.A. and an employee of KOGENERACJA S.A. may be representatives of shareholders at the General Meeting. Should a member of the Management Board, member of the Supervisory Board, an employee of KOGENERACJA S.A. or a member of the Company bodies or an employee of a subsidiary of KOGENERACJA S.A. be a representative at the General Meeting, the power of attorney may entitle to representation only at one General Meeting. A representative shall be obliged to disclose circumstances to a shareholder indicating the existence or possibility of a conflict of interests. In such event, granting further power of attorney shall be excluded.

4. **E-methods of informing the Management Board of KOGENERACJA S.A. about appointing a representative**

A shareholder shall inform the Company Management Board about granting a power of attorney in electronic form via email. On the website of KOGENERACJA S.A. at [www.kogeneracja.com.pl](http://www.kogeneracja.com.pl), a draft form is available for downloading regarding the notification about granting a power of attorney in electronic form which after completing should be sent as an attachment by the shareholder to the following email address: kogeneracja@kogeneracja.com.pl. Granting a power of attorney in electronic form shall not require a qualified electronic signature.

5. **Validity verification e-method of a granted power of attorney**

Validity verification of the granted power of attorney in electronic form shall be conducted by a Company employee via telephone conversation with the shareholder and the representative. A report of such telephone conversation shall be attached to the power of attorney.

6. **Possibility and method of participation in the Extraordinary General Meeting using electronic means of communication**

The Statutes of KOGENERACJA S.A. do not allow for participating in the General Meeting via electronic means of communication.

7. **Method of speaking during the Extraordinary General Meeting using electronic means of communication**

The Statutes of KOGENERACJA S.A. do not allow for speaking during the General Meeting via electronic means of communication.

8. **Method of exercising the right to vote via correspondence or electronic means of communication**

The Rules and Regulations of the General Meeting of Shareholders of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. do not allow for exercising the right to vote via correspondence or using electronic means of communication.

9. **The day of registering the participation in the General Meeting**

The day of registering the participation in the General Meeting shall fall within 16 days before the date of the General Meeting, i.e. on 27 March 2018 (the Registration Day).
10. **Information on the right to participate in the Extraordinary General Meeting**

Only the persons being shareholders of KOGENERACJA S.A. on the Registration Day i.e. on 27 March 2018 shall have the right to participate in the General Meeting.

The shareholders entitled based on dematerialised bearer shares, in order to exercise the right to participate, should submit not sooner than after the announcement about the convening of the General Meeting, i.e. on 17 March 2018, and not later than on the first working day after the Registration Day, i.e. not later than on 28 April 2018, to the entity holding the share account a request for issuing a certificate authorising to participate in the General Meeting. The shareholders shall be advised to collect the above mentioned certificates authorising to participate and to take them to the General Meeting.

A list of shareholders entitled to participate in the General Meeting of KOGENERACJA S.A. is established on the basis of a list submitted to the Company by the National Depository for the Securities prepared on the basis of lists issued by entities holding share accounts pursuant to the regulations on trading in financial instruments. A list of shareholders entitled to participate in the General Meeting, prepared according to Article 407 § 1 of the Code of Commercial Companies, shall be presented in the seat of KOGENERACJA S.A. in Wrocław at Łowiecka 24 (building A, ground floor, room 110A), for three working days (09-11 April 2018) before the date of the General Meeting.

A shareholder of KOGENERACJA S.A. may request to be sent free of charge a list of shareholders entitled to participate in the General Meeting by email stating the address to which the list should be sent.

Shareholders shall be allowed to participate in the General Meeting after showing their identity cards and the representatives after showing their identity cards and a valid power of attorney granted in writing or in electronic form (in such event the representative should present the printed power of attorney in PDF format). Representatives of legal entities or partnerships should additionally present current excerpts from applicable registers indicating the persons entitled to represent those entities.

11. **Place of keeping documentation to be presented to the Extraordinary General Meeting**

Pursuant to Article 402 § 1 of the Code of Commercial Companies documents shall be available on the website of KOGENERACJA S.A. at [www.kogeneracja.com.pl](http://www.kogeneracja.com.pl) (since the day of convening the General Meeting) and in the seat of KOGENERACJA S.A. in Wrocław at ul. Łowiecka 24, building A, ground floor, room 110A (between 8 am and 2 pm each working day).

All information referring to the Extraordinary General Meeting shall be available on the website of KOGENERACJA S.A. at [www.kogeneracja.com.pl](http://www.kogeneracja.com.pl).