

## **NOTICE OF CONVENING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF INVESTMENT FRIENDS CAPITAL SE**

**Published on 18 April 2019**

The Management Board of **INVESTMENT FRIENDS CAPITAL SE**, Estonian registry code 14618005, seat Narva mnt 5, 10117 Tallinn, Estonia (hereinafter **Company**) convenes an extraordinary general meeting of shareholders, which is held on **13 May 2019, starting at 13:00 (Warsaw Time)** in Plock, ul. Padlewskiego 18C, 09-402, Poland.

The agenda of the extraordinary general meeting of shareholders is the following:

1. Amendment of section 7.1 of the Articles of Association of the Company.

The Supervisory Board of the Company has approved the agenda of the extraordinary general meeting presented by the Management Board, and makes the following proposals to the Extraordinary General Meeting of shareholders of the Company:

### **1. Amendment of section 7.1 of the Articles of Association of the Company**

- 1.1. In connection with changing the date of the commencement of the financial year of the Company, to amend section 7.1 of the Articles of Association of the Company and to approve it in the new wording as follows:

*"7.1. The Company's financial year is 01.07. – 30.06."*

- 1.2. To approve the new version of the Company's Articles of Association with the abovementioned amendment.

### **ORGANISATIONAL ISSUES**

After the items on the agenda of the extraordinary general meeting, including 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 as at seven days before holding the extraordinary general meeting, i.e. as at 06 May 2019 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 13 May 2019 at 12:30 (Warsaw Time). 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 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. INVESTMENT FRIENDS CAPITAL SE may register a shareholder that is a legal person from a foreign country to the extraordinary general meeting also in case all required information on the legal person and its representative are 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 [biuro@ifcapital.pl](mailto:biuro@ifcapital.pl)

or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 10 May 2019 to Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C, Plock 09-402, Poland, prepared on the respective forms published on the homepage of INVESTMENT FRIENDS CAPITAL SE at <http://www.ifcapital.pl>. You can find information about appointment of a representative or withdrawal of an authorisation on the same homepage.

The draft of the new version of the articles of association, the draft resolutions, and any other documents of the extraordinary general meeting are available for reviewing as of 18 April 2019 on the website of the Company at <http://www.ifcapital.pl> and on workdays between 09:00 to 17:00 at Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C, Plock 09-402, Poland. Questions regarding any item on the agenda of the extraordinary general meeting may be addressed to the Company by e-mail at [biuro@ifcapital.pl](mailto:biuro@ifcapital.pl), or by telephone +48-796-118-929. The questions, responses and the minutes of the extraordinary general meeting shall be published on the website of the Company at <http://www.ifcapital.pl>.

The shareholders, whose shares represent at least 1/20<sup>th</sup> 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 28 April 2019. The shareholders, whose shares represent at least 1/20<sup>th</sup> 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 10 May 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 §293<sup>1</sup> (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293<sup>1</sup> (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 INVESTMENT FRIENDS CAPITAL SE at <http://www.ifcapital.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.ifcapital.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 Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C, Plock 09-402, Poland.

Damian Patrowicz  
Member of the management board of INVESTMENT FRIENDS CAPITAL SE