

Subject: Notice of PBG S.A. Extraordinary General Meeting called for November 28th 2017, with draft resolutions and grounds

**NOTICE OF EXTRAORDINARY GENERAL MEETING
GIVEN BY MANAGEMENT BOARD OF PBG SPÓŁKA AKCYJNA OF WYSOGOTOWO**

Acting pursuant to Art. 398 and Art. 399.1 of the Commercial Companies Code and pursuant to Art. 20.1 and Art. 20.5 of the Company's Articles of Association, the Management Board of PBG Spółka Akcyjna of Wysogotowo hereby gives notice of an Extraordinary General Meeting to be held at the offices of PBG S.A. at ul. Skórzewska 35 (Building Z) in Wysogotowo, Poland, at 12 noon on November 28th 2017.

1. Agenda

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Recording of the legality of the Extraordinary General Meeting.
4. Presentation of the agenda.
5. Appointment of the Ballot Counting Committee.
6. Presentation of information on the Merger Plan by the Management Board.
7. Adoption of a resolution to merge PBG S.A. and PBG AVATIA sp. z o.o. of Wysogotowo.
8. Closing of the Extraordinary General Meeting.

2. Procedures governing attendance at the General Meeting and the exercise of voting rights

Shareholder's right to request that certain matters be included in the agenda of the General Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the next General Meeting, i.e. the Extraordinary General Meeting convened for November 28th 2017. The request should be submitted to the Management Board at least 21 days prior to the date of the General Meeting, i.e. by November 7th 2017, and should contain grounds for or a draft resolution of the proposed agenda item. The request may be submitted in electronic form to: wza@pbg-sa.pl, or in writing to: Zarząd PBG S.A., ul. Skórzewska 35, Wysogotowo, 62-081 Przeźmierowo, Poland.

Shareholders' right to propose draft resolutions regarding any matters included in the agenda of the General Meeting or any matters to be added to the agenda prior to the date of the General Meeting

Prior to the date of the General Meeting, a shareholder or shareholders representing at least one-twentieth of the share capital may propose draft resolutions on matters included in the agenda of the General Meeting or matters to be placed on the agenda, either in writing to: Zarząd PBG S.A., ul. Skórzewska 35, Wysogotowo, 62-081 Przeźmierowo, Poland, or in electronic form to: wza@pbg-sa.pl.

Shareholders' right to propose draft resolutions pertaining to items placed on the agenda in the course of the General Meeting

During the General Meeting, each shareholder may propose draft resolutions on the matters included in the agenda.

Voting by proxy, including information on the proxy voting forms, and the manner of notifying the Company of appointing a proxy by electronic means of communication

Shareholders who are natural persons may participate in the General Meeting and exercise their voting rights in person or through a proxy. Shareholders who are not natural persons may participate in the General Meeting and exercise their voting rights through a person or persons authorised to make declarations of will on their behalf or through a proxy. A proxy may exercise all the Shareholder's rights at the General Meeting, unless the power of proxy states otherwise. A proxy may grant further powers of proxy if the original power of proxy so permits. A proxy may represent more than one Shareholder and may vote the shares of each Shareholder in a different manner. Shareholders holding shares registered in an omnibus account may appoint separate proxies to exercise their rights attached to the shares registered in the omnibus account. Shareholders holding shares registered in more than one securities account may appoint separate proxies to exercise their rights attached to the shares registered in each of the securities accounts. Powers of proxy to participate in the General Meeting and exercise voting rights must be granted in writing or in electronic form. Granting of powers of proxy in an electronic form shall not require the use of a safe electronic signature verifiable with the use of a valid qualified certificate.

A form of the power of proxy and a proxy voting form will be available as of the date of this notice, at www.pbg-sa.pl in the 'Investor Relations /GM' section. Use of these forms is not obligatory.

Granting a power of proxy in electronic form should be notified to the Company by electronic means of communication, in a message sent to wza@pbg-sa.pl, sufficiently in advance to enable the Company to verify the identity and entitlement of both the Shareholder and the proxy. As every effort must be made to ensure effective verification of the document's validity, the power of proxy should be sent in the PDF format. A notification of granting a power of proxy should include precise identification of the proxy and the principal (first name, surname, ID card/passport number, Personal Identification Number (PESEL) and place of residence – in the case of natural persons; or name, registered address, number in the National Court Register (KRS) or other commercial register, registry court or other registration authority, and Taxpayer's Identification Number (NIP) – in the case of legal persons or other

organisational units). Furthermore, the phone numbers and email addresses at which the Company will be able to contact both the Shareholder and the proxy should be provided. A notification of granting a power of proxy should also specify the number of shares on which the right to vote is to be exercised, as well as the date and name of the General Meeting during which the rights are to be exercised. Moreover, it should specify whether the power of proxy is valid only on the day when the General Meeting is opened or until its actual closing.

Along with the notification of granting a power of proxy in electronic form, the Shareholder must send in a PDF file containing scanned copies of ID cards, passports or other official documents enabling identification of the Shareholder as the principal and of the appointed proxy. If a power of proxy is granted by a legal person or an organisational unit, the Shareholder as the principal must send in a scanned copy of the entry in the relevant register where the principal is entered or other document confirming the authorisation of a natural person (natural persons) granting the power of proxy to represent the Shareholder.

Documents sent in electronic form which are not drawn up in Polish must be translated into Polish by a sworn translator.

The Company may take appropriate steps aimed at identifying the Shareholder and the proxy. In particular, such verification may consist in exchanging emails or phone calls with the Shareholder or the proxy in order to confirm the granting of the power of proxy and its scope. The Company reserves the right to treat a lack of reply to any questions asked for verification purposes as inability to verify the granting of the power of proxy. This will constitute a sufficient basis to refuse the proxy admission to the Extraordinary General Meeting.

The rules pertaining to notification that a power of proxy has been granted will also apply in the case of notifying the Company that a power of proxy has been revoked.

Any notification of granting or revoking a power of proxy which is not compliant with the foregoing requirements will not be binding upon the Company.

The manner of appointment of a proxy is left to the Shareholder's discretion, and the Company will not be responsible for any errors made in completing the forms or for actions taken by holders of powers of proxy.

Sending in the above documents in electronic form will not release the proxy from the obligation to produce his or her identification documents when the attendance list of persons authorised to participate in the General Meeting is being prepared.

Attending the General Meeting using electronic means of communication. Speaking at the General Meeting using electronic means of communication. Exercise of voting rights using electronic means of communication.

The Management Board of PBG S.A., acting pursuant to Art. 27.3 of the Company's Articles of Association, resolved not to allow participation in and taking the floor or exercising voting rights at the Extraordinary General Meeting to be held on November 28th 2017 by electronic

means of communication. The Management Board's decision is justified by the fact that there is no established practice to organise and conduct general meetings of public companies with the use of electronic means of communication and by a reasonable concern about the proper conduct of the Meeting. The Management Board believes that Shareholders may duly exercise their voting rights if the rule allowing communication by electronic means during the Extraordinary General Meeting is departed from.

Exercising voting rights by postal ballot

Voting rights may not be exercised by postal ballot as the Rules of Procedure for the General Meeting do not provide for such a possibility.

3. Record date

The record date for participation in the Extraordinary General Meeting is November 12th 2017 (the **Record Date**).

4. Right to attend the Extraordinary General Meeting

Only natural and legal persons holding Company shares as at the Record Date (November 12th 2017) will have the right to attend the Extraordinary General Meeting.

In order to ensure attendance at the Extraordinary General Meeting, entitled holders of bearer shares in book-entry form should request the entity maintaining their securities accounts – not earlier than after the notice of the Extraordinary General Meeting is issued and not later than on the first business day after the Record Date, i.e. not later than on November 13th 2017 – to issue personal certificates confirming their right to participate in the General Meeting. Certificates confirming the right to participate in the General Meeting will serve as the basis for preparation of records submitted to the entity operating the depository for securities in accordance with the laws and regulations governing trade in financial instruments.

The list of Shareholders entitled to attend the Extraordinary General Meeting will be on display at the Company's registered office in Wysogotowo, at ul. Skórzewska 35 (62-081 Przeźmierowo, Poland), for three business days prior to the date of the Extraordinary General Meeting, from 10:00 am to 2:00 pm, at the Main Secretary Office in Building Z. A shareholder may request that the list of shareholders be delivered to him/her free of charge via electronic mail, providing an email address to which the list should be delivered. Such requests should be sent to wza@pbg-sa.pl.

5. Access to documents; website where information concerning the General Meeting will be published

The full texts of documents to be presented to the Extraordinary General Meeting, as well as draft resolutions to be adopted, will be available at the Company's website as from the day of convening the Extraordinary General Meeting, pursuant to Art. 402³.1 of the Commercial Companies Code.

Information concerning the Extraordinary General Meeting is available in the Investor Relations/AGM section of the Company's website at: www.pbg-sa.pl.

6. Confirmation of Shareholders' and proxies' identity on the day of the Extraordinary General Meeting

In order to prepare the attendance list, the Management Board may request the attendees of the Extraordinary General Meeting to produce an ID card, a passport or another document confirming their identity. Moreover, persons representing a Shareholder which is not a natural person must furnish an original copy (or a copy certified by a notary public) of the valid entry in the relevant register or another document evidencing their authorisation to represent the Shareholder.

If a Shareholder participates in the Extraordinary General Meeting through a proxy, the proxy must furnish the power of proxy (unless granted in electronic form) and present his or her ID card, passport or another official document confirming the proxy's identity and containing data consistent with the data given in the power of proxy. If the proxy represents a Shareholder who is not a natural person, he or she must also furnish an original copy (or a copy certified as true by a notary public) of the valid entry in the relevant register or another document confirming the authorisation of the persons granting the power of proxy to represent the Shareholder.

Documents in a foreign language should be translated into Polish by a sworn translator.

DRAFT RESOLUTIONS

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Resolution No. []
of the Extraordinary General Meeting of
PBG S.A. of Wysogotowo
dated November 28th 2017
to appoint the Chairperson of the Extraordinary General Meeting

Pursuant to Art. 409.1 of the Commercial Companies Code and Art. 25.2 of the Company's Articles of Association, the Annual General Meeting of PBG S.A. of Wysogotowo hereby appoints _____ as the Chairperson of the Extraordinary General Meeting.

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Resolution No. []
of the Extraordinary General Meeting of
PBG S.A. of Wysogotowo
dated November 28th 2017
to appoint the Ballot Counting Committee

Pursuant to Par. 15 of the Rules of Procedure for the General Meeting, the Extraordinary General Meeting of PBG S.A. of Wysogotowo hereby appoints the following persons as members of the Ballot Counting Committee:

- 1) _____,
- 2) _____,
- 3) _____.

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Resolution No. []
of the Extraordinary General Meeting of
PBG S.A. of Wysogotowo
dated November 28th 2017
on the merger of PBG S.A.
and PBG AVATIA sp. z o.o. of Wysogotowo

SECTION 1

Acting pursuant to Art. 492.1.1 and Art. 516 in conjunction with Art. 506 of the Commercial Companies Code of September 15th 2000, the Extraordinary General Meeting of PBG Spółka Akcyjna of Wysogotowo (the "**Acquirer**") approves the merger of the Acquirer with PBG AVATIA spółka z ograniczoną odpowiedzialnością of Wysogotowo (address: ul. Skórzewska

35, Wysogotowo, 62-081 Przeźmierowo, Poland), entered in the Business Register maintained by the District Court for Poznań - Nowe Miasto and Wilda of Poznań, 8th Commercial Division of the National Court Register, under KRS No. 0000300472, Tax Identification Number (NIP): 7773038072, Industry Identification Number (REGON): 300775832, with the share capital of PLN 50,000.00 (the "**Acquiree**"), to be carried out in the manner specified in Art. 492.1.1) of the Commercial Companies Code, i.e. through the transfer of all assets of the Acquiree to the Acquirer, and resolves to merge with the Acquiree on the terms set out in the Merger Plan.

SECTION 2

In view of the merger approval, acting on the basis of Art. 506.4 of the Commercial Companies Code the Extraordinary General Meeting of the Acquirer approves the Merger Plan, agreed and signed by the Management Boards of the Acquirer and the Acquiree on October 27th 2017, according to which:

- 1) The Acquirer and the Acquiree will merge in accordance with the procedure set out in Art. 492.1.1, Art. 515.1 and Art. 516 of the Commercial Companies Code, through the transfer of all assets of PBG AVATIA sp. z o.o. of Wysogotowo to PBG S.A., its sole shareholder;
- 2) The merger will be effected without a share capital increase at the Acquirer;
- 3) The value of assets of the Acquiree was determined, using the net asset value method, as at September 30th 2017;
- 4) No special rights will be granted to members of the merging companies' governing bodies or to any other persons participating in the merger;
- 5) The Acquirer's Articles of Association will not be amended.

SECTION 3

The Extraordinary General Meeting of PBG S.A. hereby authorizes the Management Board of the Company to take any steps required in the merger procedure, in particular to notify the merger to the Business Register of the National Court Register.

SECTION 4

This Resolution has been passed by open ballot and shall come into force as of its date.

Grounds

In the opinion of the Management Board, the merger of PBG AVATIA spółka z ograniczoną odpowiedzialnością of Wysogotowo ("**PBG AVATIA**") with PBG spółka akcyjna of

Wysogotowo (“**PBG**”) is economically justified as it will optimise operating expenses and simplify the structure of the PBG Group. Historically, PBG AVATIA provided IT services to the PBG Group companies. Today, it does not carry out any operating activities which would be significant to the PBG Group. The planned merger will reduce administrative expenses as well as reporting and accounting obligations and will support more effective organisation of work and management. The merger will be also conducive to a more effective use of the companies’ potential. In addition, the merger of PBG AVATIA with PBG is permitted under the Terms and Conditions of PBG Bonds, defined on the basis the Issue, Agency and Co-financing Agreement, and it also represents a Permitted Disposal, i.e. one not requiring the Bondholders’ consent or the Bondholders’ Common Position.

GROUND FOR DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING

As prescribed by the Code of Best Practice for WSE Listed Companies, grounds should be provided for all draft resolutions of the General Meeting except for resolutions concerning procedural matters and standard resolutions adopted by Annual General Meetings.

Accordingly, no grounds are required for the resolution to appoint the Chairperson of the General Meeting nor for the resolution to appoint the Ballot Counting Committee. As set out in Art. 395.2 of the Commercial Companies Code, the standard general meeting resolutions include the resolution concerning adoption of the financial statements and directors’ report for the previous financial year, the resolution concerning allocation of profit, and the resolutions concerning the discharge of duties by members of the company’s governing bodies. Furthermore, under Art. 395.5 of the Commercial Companies Code, the business attended by a general meeting may also be the consideration and approval of consolidated financial statements. Hence, in the Management Board’s opinion, a resolution concerning the matter, which is adopted every year to ensure compliance with the Accounting Act, requires no detailed grounds either.

Grounds for the other resolutions are provided below the respective draft resolutions.

APPENDICES

- 1) Appendix 1 – Merger Plan and schedules
- 2) Appendix 2 – Form of power of proxy
- 3) Appendix 3 – Proxy voting form