

## **ANNOUNCEMENT ON CONVENING THE EXTRAORDINARY GENERAL MEETING OF ACTION SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN WARSAW**

### **I. CONVENING THE GENERAL MEETING**

**The Management Board of ACTION S.A. with its registered office in Warsaw**, acting under Article 398, Article 399§1, art. 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code and § 38 (1) (1) and (2) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic reports published by issuers of securities and the conditions for regarding as equivalent reports required by the laws of a non-Member State (Journal of Laws, No. 33, item 259, as amended),  
**hereby convenes the Extraordinary General Meeting of Shareholders of ACTION S.A.**, to be held on 25 September 2013 at 11.00 AM in the premises of ACTION S.A., ul. Dawidowska 10, in Zamienie, Lesznowola gmina, Piaseczno powiat, Mazowieckie voivodship.

### **II. DETAILED AGENDA AMENDMENTS PROPOSED TO THE ARTICLES OF ASSOCIATION OF ACTION S.A.**

#### **Agenda of the Extraordinary General Meeting of ACTION S.A.:**

1. Opening the General Meeting.
2. Appointing the Chairperson of the General Meeting.
3. Preparing the attendance list.
4. Determining whether or not the General Meeting has been duly convened and is capable of adopting resolutions.
5. Adopting the agenda.
6. Adopting resolutions concerning:
  - a) amending § 3 of the Company's Articles of Association,
  - b) establishing the consolidated text of the Company's Articles of Association.
7. Closing the General Meeting.

#### **Amendments proposed to the Articles of Association:**

Pursuant to §38 (1) (2) of the Regulation of the Minister of Finance of 19 February 2009 on current and interim reports published by issuers of securities and on the conditions of regarding as equivalent reports required by the laws of a non-Member State (Journal of Laws, No. 33 item 259, as amended), the Management Board proposes the following amendments to §3 (1) of the Articles of Association and presents the existing wording thereof.

The Management Board proposes to amend §3 (1) of the Articles of Association by adding items 108) and 109) in the wording presented below after item 107):

- "108) Activities of insurance agents and brokers (PKD 66.22.Z);  
109) Other activities auxiliary to insurance and pension funding (pkd 66.29.z)."

The existing wording of §3 (1) of the Articles of Association as proposed to be amended is as follows:

### "§ 3.

1. The Company's objects shall be:

- 1) Reproduction of recorded media (PKD 18.20.Z);
- 2) Manufacture of electronic components (PKD 26.11.Z);
- 3) Manufacture of loaded electronic boards (PKD 26.12.Z);
- 4) Manufacture of computers and peripheral equipment (PKD 26.20.Z);
- 5) Manufacture of communication equipment (PKD 26.30.Z);
- 6) Manufacture of consumer electronics (PKD 26.40.Z);
- 7) Manufacture of other electronic and electric wires and cables (PKD 27.32.Z);
- 8) Manufacture of electric lighting equipment (PKD 27.40.Z);
- 9) Manufacture of electric domestic appliances (PKD 27.51.Z);
- 10) Manufacture of other electrical equipment (PKD 27.90.Z);
- 11) Repair and maintenance of machinery (PKD 33.12.Z);
- 12) Repair and maintenance of electronic and optical equipment (PKD 33.13.Z);
- 13) Repair and maintenance of electric devices (PKD 33.14.Z);
- 14) Installation of industrial machinery and equipment (PKD 33.20.Z);
- 15) Production of electricity (PKD 35.11.Z);
- 16) Transmission of electricity (PKD 35.12.Z);
- 17) Trade of electricity (PKD 35.14.Z);
- 18) Construction of residential and non-residential buildings (PKD 41.20.Z);
- 19) Other construction installation (PKD 43.29.Z);
- 20) Other specialised construction activities n. e. c (PKD 43.99.Z);
- 21) Agents involved in the sale of machinery, industrial equipment, ships and aircraft (PKD 46.14.Z);
- 22) Agents involved in the sale of a variety of goods (PKD 46.19.Z);
- 23) Wholesale of beverages (PKD 46.34.B);
- 24) Wholesale of sugar and chocolate and sugar confectionery (PKD 46.36.Z);
- 25) Wholesale of coffee, tea, cocoa and spices (PKD 46.37.Z);
- 26) Non-specialised wholesale of food, beverages and tobacco (PKD 46.39.Z);
- 27) Wholesale of electrical household appliances (PKD 46.43.Z);
- 28) Wholesale of furniture, carpets and lighting equipment (PKD 46.47.Z);
- 29) Wholesale of computers, computer peripheral equipment and software (PKD 46.51.Z);
- 30) Wholesale of electronic and telecommunications equipment and parts (PKD 46.52.Z);
- 31) Wholesale of other office machinery and equipment (PKD 46.66.Z);
- 32) Non-specialised wholesale trade (PKD 46.90.Z);
- 33) Retail sale in non-specialised stores with food, beverages or tobacco predominating (47.11.Z);
- 34) Other retail sale in non-specialised stores (PKD 47.19.Z);
- 35) Retail sale of fruit and vegetables in specialised stores (PKD 47.21.Z);
- 36) Retail sale of meat and meat products in specialised stores (PKD 47.22.Z);
- 37) Retail sale of fish, crustaceans and molluscs in specialised stores (PKD 47.23.Z);
- 38) Retail sale of bread, cakes, flour confectionery and sugar confectionery in specialised stores (PKD 47.24.Z);
- 39) Retail sale of beverages in specialised stores (PKD 47.25.Z);
- 40) Retail sale of tobacco products in specialised stores (PKD 47.26.Z);
- 41) Other retail sale of food in specialised stores (PKD 47.41.Z);
- 42) Retail sale of telecommunications equipment in specialised stores (PKD 47.42.Z);
- 43) Retail sale of audio and video equipment in specialised stores (PKD 47.43.Z);
- 44) Retail sale of household electric appliances in specialised stores (PKD 47.54.Z);
- 45) Retail sale of furniture, lighting equipment and other household articles in specialised stores (PKD 47.59.Z);
- 46) Retail sale of music and video recordings in specialised stores (PKD 47.63.Z);

- 47) Retail sale of sports equipment in specialised stores (PKD 47.64.Z);
- 48) Retail sale of games and toys in specialised stores (PKD 47.65.Z);
- 49) Retail sale of clothing in specialised stores (PKD 47.71.Z);
- 50) Retail sale of footwear and leather goods in specialised stores (PKD 47.72.Z);
- 51) Dispensing chemist in specialised stores (PKD 47.73.Z);
- 52) Retail sale of cosmetics and toiletry articles in specialised stores (PKD 47.75.Z);
- 53) Other retail sale of new goods in specialised stores (PKD 47.78.Z);
- 54) Retail sale via mail order houses or via Internet (PKD 47.91.Z);
- 55) Freight transport by road (PKD 49.41.Z);
- 56) Other postal and courier activities (PKD 53.20.Z);
- 57) Other publishing activities (PKD 58.19.Z);
- 58) Publishing of computer games (PKD 58.21.Z);
- 59) Other software publishing (PKD 58.29.Z);
- 60) Wired telecommunications activities (PKD 61.10.Z);
- 61) Wireless telecommunications activities (PKD 61.20.Z);
- 62) Satellite telecommunications activities (PKD 61.30.Z);
- 63) Other telecommunications activities (PKD 61.90.Z);
- 64) Computer programming activities (PKD 62.01.Z);
- 65) Computer consultancy activities (PKD 62.02.Z);
- 66) Computer facilities management activities (PKD 62.03.Z);
- 67) Other information technology and computer service activities (PKD 62.09.Z);
- 68) Data processing, hosting and related activities (PKD 63.11.Z);
- 69) Web portals (PKD 63.12.Z);
- 70) News agency activities (PKD 63.91.Z);
- 71) Other information service activities not classified elsewhere (PKD 63.99.Z);
- 72) Other monetary intermediation (PKD 64.19.Z);
- 73) Financial leasing (PKD 64.91.Z);
- 74) Other credit granting (PKD 64.92.Z);
- 75) Other financial service activities, except insurance and pension funding not classified elsewhere (PKD 64.99.Z);
- 76) Renting and operating of own or leased real estate (PKD 68.20.Z);
- 77) Real estate agencies (PKD 68.31.Z);
- 78) Management of real estate on a fee or contract basis (PKD 68.32.Z);
- 79) Activities of head offices (PKD 70.10.Z);
- 80) Public relations and communication activities (PKD 70.21.Z);
- 81) Business and other management consultancy activities (PKD 70.22.Z);
- 82) Architectural activities (PKD 71.11.Z);
- 83) Engineering activities and related technical consultancy (PKD 71.12.Z);
- 84) Technical testing and analysis (PKD 71.20.B);
- 85) Other research and experimental development on natural sciences and engineering (PKD 72.19.Z);
- 86) Advertising agencies (PKD 73.11.Z);
- 87) Media representation in the sale of space for advertising in electronic media (Internet) (PKD 73.12.C);
- 88) Market research and public opinion polling (PKD 73.20.Z);
- 89) Other professional, scientific and technical activities not classified elsewhere (PKD 74.90.Z);
- 90) Renting and leasing of cars and light motor vehicles (PKD 77.11.Z);
- 91) Renting and leasing of office machinery and equipment, including computers (PKD 77.33.Z);
- 92) Leasing of intellectual property and similar products, except copyrighted works (PKD 77.40.Z);
- 93) Travel agency activities (PKD 79.11.A);
- 94) Travel agency activities (PKD 79.11.B);

- 95) Activities of call centres (PKD 82.20.Z);
- 96) Organisation of conventions and trade shows (PKD 82.30.Z);
- 97) Other business support service activities not classified elsewhere (PKD 82.99.Z);
- 98) Sports and recreation education (PKD 85.51.Z);
- 99) Teaching foreign languages (PKD 85.59.A);
- 100) Other education not classified elsewhere (PKD 85.59 B);
- 101) Educational support activities (PKD 85.60.Z);
- 102) Other amusement and recreation activities (PKD 93.29.Z);
- 103) Repair and maintenance of computers and peripheral equipment (PKD 95.11.Z);
- 104) Repair and maintenance of communication equipment (PKD 95.12.Z);
- 105) Repair and maintenance of consumer electronics (PKD 95.21.Z);
- 106) Repair and maintenance of household appliances and home and garden equipment (PKD 95.22.Z);
- 107) Other personal service activities not classified elsewhere (PKD 96.09.Z)."

### III. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING (REGISTRATION DATE)

Pursuant to art. 406<sup>1</sup> of the Commercial Companies Code, the right to participate in the General Meeting shall be vested only with persons being the Company's Shareholders 16 (sixteen) days prior to the date of the General Meeting, i.e. as at 9 April 2013.

The above date shall be the **date of registration for the General Meeting** (the "**Registration Date**").

The Management Board reports that the status of a Shareholder held on the Date of Registration is necessary to be eligible to participate in the General Meeting but it does not immediately result in being granted the right to participate in the General Meeting. Pursuant to Article 406<sup>3</sup> § 6 and 7 of the Commercial Companies Code, the list of persons eligible to participate in the General Meeting shall be determined on the basis of the list drawn up and submitted to the Company by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) in Warsaw. The list referred to herein above shall be drawn up by the National Depository for Securities based on certificates of eligibility to participate in the General Meeting.

Therefore and under Article 406<sup>3</sup> § 2 of the Commercial Companies Code, entities being the Company's Shareholders should, on the Date of Registration, submit a request for issuance of a **registered certificate of eligibility to participate in the General Meeting** in order to be eligible to participate in the General Meeting. The certificate referred to herein above shall be issued by an entity keeping the securities account on which the shares are recorded. Requests for issuance of the certificate of eligibility may be submitted no earlier than after publication of the announcement of the General Meeting, i.e. no earlier than 29 March 2013 and no later than on the first business day after the Registration Date, i.e. no later than 10 April 2013.

The list of shareholders eligible to participate in the General Meeting will be put on display in the Company's premises at ul. Dawidowska 10 in Zamienie, from 10.00 AM to 4.00 PM, three business days prior to the date of the General Meeting, i.e. from 22 to 24 April 2013. A shareholder may request a list of the shareholders referred to above to be sent free of charge via e-mail indicating the address to which it should be sent.

#### IV. DESCRIPTION OF THE PROCEDURES FOR PARTICIPATING IN THE GENERAL MEETING AND EXERCISING VOTING RIGHTS

##### 1. Introductory information

1) The Management Board reports that the dates of specific acts indicated in the procedures below result from the provisions of law and concern the events occurring from the moment of convening the General Meeting to its closing. Therefore, given the time-frames set for the procedures in question, if there are time limits for the performance of specific acts by a respective Shareholder which need to be communicated to the Company, such acts shall be performed on a date so as to enable a relevant notification, motion or request to reach the Company before the lapse of the time limit. Accordingly, in order to effectively exercise the Shareholders' rights presented in the procedures below, sending a motion (request, notice) before the lapse of the time limit set shall not suffice if the motion fails to reach the Company also before the lapse of the time limit.

2) In cases where the procedures described herein below provide for contacting the Company by means of electronic communication (including any and all notices, motions, submissions, requests and statements sent in an electronic form), such contact is made via e-mail to the Company's address: [wza@action.pl](mailto:wza@action.pl)

3) The Shareholders should exercise their rights by electronic means of communication using the method and on the dates specified in the procedures described herein below, taking into account the fact that persons acting on behalf of the Company and servicing the aforementioned e-mail address read the messages on business days from 10.00 AM to 4.00 PM.

4) The Company shall take relevant actions in order to identify and establish the existence of the rights of entities performing specific acts under the statutory rights conferred on the Shareholders and therefore:

a) where the rights described in the procedures below are reported **in writing**, the authors of the motions shall present a written motion to the Company (to the address: ul. Dawidowska 10, Zamienie, 05-500 Piaseczno) with required attachments (bearing authorized signatures) and also originals or certified copies (certified by the filing entity to be true copies of the original documents) of the documents which – under the applicable provisions of law – confirm their identity and their rights regarding the powers exercised. The author of the motion should also designate his/her address for communications, e-mail address and telephone number,

b) where the rights described in the procedures below are reported – pursuant to the applicable provisions of law – in an electronic form (by electronic means of communication), the authors of the motions shall send the following to the Company's address ([wza@action.pl](mailto:wza@action.pl)): PDF (**Portable Document Format**) file scans of signed motions and required attachments and documents, which - under the applicable provisions of law - confirm their identities and the right concerning the powers exercised. The author of the motion should also designate his/her address for communications, e-mail address and telephone number.

c) the Company's representative shall be authorised to contact the author of the motion in order to confirm his/her identity and rights and to notify him/her of any defects found in the motions in order to allow him/her to remedy such defects. A notification of defects shall be delivered within 3 business days of the date of receipt of a respective motion. In the event the defects are remedied, the Management Board shall allow the matter to take its course, unless such action is inadmissible due to the lapse of the time limits provided for in the applicable provisions of law.

5) Motions with attachments specified in these procedures as well as the documents and information referred to in section 4 (a) and (b) herein above shall be submitted to the Company in Polish (or as certified translations).

6) Documents (their certified copies or PDF scans) referred to in section 4 (a) and (b) shall include but not be limited to:

- a) identity card, passport or other document allowing to identify the author of the motion beyond any doubts (for natural persons),
  - b) an excerpt from the register applicable to the author of the motion being an organisational unit,
  - c) a document confirming that the author of the motion is entitled to execute powers set forth in the motion unless such entitlement may be established by the Company based on the list of persons eligible to participate in the General Meeting or the list forming the basis of its preparation, pursuant to the applicable provisions of law.
- 7) Where a power of attorney is granted to participate in the General Meeting and to exercise the voting rights in an electronic form, the procedures below specify additional requirements for verification of the validity of the power of attorney (see section IV.6 below).

## **2. Exercising voting rights**

A shareholder may participate in the General Meeting and exercise the voting right in person or through a proxy. The manner in which a shareholder may participate in the General Meeting and exercise his/her voting right through a proxy is specified in section IV.6 hereof.

Pursuant to Article 411<sup>3</sup> of the Commercial Companies Code, Shareholders may vote differently under each share held.

Where necessary, the Company organises voting and vote counting with the use of electronic voting systems (electronic cards).

## **3. The right to request placement of specific items on the General Meeting's agenda.**

Pursuant to Article 401 §1 and 2 of the Commercial Companies Code, a Shareholder or Shareholders representing at least one-twentieth of the share capital may request placement of specific items on the agenda of the next General Meeting. In order to be valid, such a request should be submitted to the Management Board no later than 21 (twenty one) days prior to the designated date of the General Meeting, i.e. on or before 4 April 2013. The request should contain a justification or a draft resolution concerning the proposed agenda item. The request may be submitted electronically. If the request satisfies the requirements provided for in the provisions of law and this announcement, the Management Board shall, immediately and no later than eighteen days before to the designated date of the General Meeting, announce changes made to the agenda at the request of shareholders. The announcement is made in the manner appropriate for convening the General Meeting.

## **4. The right to submit draft resolutions concerning the items placed on the agenda of the General Meeting prior to the date of the General Meeting or during the General Meeting**

Pursuant to Article 401 §4 of the Commercial Companies Code, a Shareholder or Shareholders representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company, in writing or electronically, draft resolutions concerning the items placed or to be placed on the agenda of the General Meeting.

Pursuant to the foregoing and subject to section 5 below, draft resolutions should be submitted no later than on the last business day prior to the date of the General Meeting. Where such a submission satisfies the requirements provided for in the provisions of law and this announcement, the Company shall immediately publish the draft resolutions on the Company's website.

## **5. The Shareholder's right to submit draft resolutions concerning the items placed on the agenda during the General Meeting.**

Pursuant to Article 401 §5 of the Commercial Companies Code, during the General Meeting each Shareholder may submit draft resolutions concerning the items placed on the agenda.

In order to ensure the efficient course of the General Meeting and take into account the rights and interests of all its participants (which particularly refers to a large number of draft resolutions concerning particular items on the agenda), the Shareholders should provide the Chairperson with their intention to submit a draft resolution and the content of such draft resolution no later than at the adoption of the agenda by the General Meeting.

**6. Manner of exercising voting rights through a proxy. Manner of notifying the Company of by electronic means of communication of a proxy appointment. Forms used during voting through a proxy.**

1) Pursuant to Article 412 through Article 412<sup>2</sup> of the Commercial Companies Code, a Shareholder may participate in the General Meeting and exercise the voting right in person or through a proxy. A proxy shall exercise all the rights of the Shareholder at the General Meeting unless the power of attorney provides otherwise. A proxy may grant a power of attorney to further persons if the power of attorney so provides. A proxy may represent more than one Shareholder and vote differently under the shares held by each Shareholder. A shareholder holding shares that are recorded on more than one securities account or on the collective account may appoint separate proxies to exercise the rights attached to the shares recorded on each account.

2) A Member of the Management Board or an employee of the Company may act as a proxy at the General Meeting.

If a member of the Company's Management Board or Supervisory Board, a liquidator, an employee, a member of the governing bodies or an employee of the Company's subsidiary is appointed as a proxy at the General Meeting:

- the power of attorney may authorise its holder to represent the shareholder at one General Meeting only,
- the proxy is obliged to disclose to the Shareholder any circumstances indicating existence or likely occurrence of a conflict of interests,
- granting a further power of attorney is excluded,
- the proxy votes in accordance with the instructions provided by the Shareholder.

3) The power of attorney should be granted in writing or in an electronic form. Where the power of attorney is granted by electronic means of communication, the rules set out in section IV.1 hereof shall apply.

A Shareholder granting the power of attorney should submit a notification of granting the power of attorney within the time limit allowing for the verification of the identity and rights of the notifying person.

In addition to the documents concerning the principal indicated in section IV.1. 4b and 6 hereof, a scan (in PDF format) of the signed power of attorney should be attached to the notification concerning the power of attorney in an electronic form.

4) The power of attorney should specify:

- a) the proxy's identity: full name, place of residence, type and number of the identity document;
- b) date of granting the power of attorney, particulars and signature of the principal;
- c) indication of the General Meeting in relation to which the power of attorney has been granted;
- d) the scope of the power of attorney, including, without limitation, all its restrictions and instructions (if given).

5) If there are any defects in the notification concerning the power of attorney, the documents attached thereto or the power of attorney, the Management Board shall notify the submitting shareholder thereof in accordance with section IV.1.4c hereof.

6) During the General Meeting the proxy should produce the original power of attorney granted to him/her in writing or a printout of the power of attorney drawn up in an electronic form as well as a document allowing to verify his/her identity.

7) The foregoing rules shall apply to revocation of the power of attorney or granting further powers of attorney.

8) The Management Board informs that the Company publishes the forms used in voting through a proxy on its website ([www.action.pl](http://www.action.pl)). Using these forms is not mandatory.

### **7. Participation in the General Meeting by electronic means of communication and the manner of making statements during the General Meeting with the application thereof**

The Management Board does not provide a possibility to participate in the General Meeting using electronic means of communication.

### **8. Exercising voting rights by correspondence or using electronic means of communication**

The Management Board does not provide a possibility to exercise voting rights at the General Meeting by correspondence or using electronic means of communication.

### **9. Documentation to be produced at the General Meeting and information about the website**

The Management Board informs that the full content of the documentation to be produced at the General Meeting (including draft resolutions with their justification, the opinion of the Supervisory Board and the draft consolidated version of the Articles of Association) will be available on the Company's website [www.action.pl](http://www.action.pl) and in the Company's premises at ul. Dawidowska 10, Zamienie, on business days from 10:00 AM to 4:00 PM.

Information on the General Meeting is published on the Company's website: [www.action.pl](http://www.action.pl)