



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

I. CONVENING THE GENERAL MEETING

The Management Board of ACTION S.A. with its registered office in Warsaw, acting under Article 395, Article 399 § 1, Article 402¹ and Article 402² of the Commercial Companies Code and § 38 (1) (1) 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 (consolidated text, Journal of Laws of 2014 item 133), **hereby convenes the Extraordinary General Meeting of ACTION S.A.** to be held on **09 September 2017 at 11:00** on the premises of ACTION S.A., ul. Dawidowska 10 in Zamienie, gmina of Lesznowola, Piaseczno district, Mazowieckie Province.

II. DETAILED AGENDA

Agenda of the Extraordinary General Meeting of ACTION S.A. in restructuring

2. Appointing the Chairperson of the General Meeting.
3. Drawing up the attendance list.
4. Confirming whether the General Meeting has been duly convened and is capable of adopting resolutions.
5. Adopting the agenda.
6. Adoption of resolutions on:
 - a) Merger of ACTION S.A. in restructuring justifying merger of the Company with ACTINA Sp. z o.o., SFERIS Sp. z o.o., RETAILWORLD Sp. z o.o. and GRAM.PL Sp. z o.o
 - b) approval of the coopt member of the Supervisory Board of ACTION S.A
- c) Selection of a new Member of the Independent Supervisory Board - in case of refusal to approve the appointment of the Member of the Supervisory Board in the coopt mode
7. Closing of the General Meeting.

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

Pursuant to Article 406¹ of the Commercial Companies Code, only the persons being the Company's Shareholders at least 16 (sixteen) days prior to the date of the General Meeting, i.e. (on 21 August 2017), have the right to participate in the General Meeting.

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

The Management Board announces that being a Shareholder on the Date of Registration is required to be eligible to participate in the General Meeting but it does not immediately result in being vested the right to participate in the General Meeting. Pursuant to Article 406³ § 6 and 7 of the Commercial Companies Code, the list of persons eligible to participate in the General Meeting will 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 will be drawn up by the National Depository for Securities based on certificates confirming the right to participate in the General Meeting.

Therefore and pursuant to Article 406³ § 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 confirming the right to participate in the General Meeting** in order to be eligible to participate in the General Meeting. Such certificates are issued by the entity that maintains the securities account on which the shares are recorded. Requests for issuance of a certificate of eligibility may be submitted no earlier than after publication of the announcement of the General Meeting and no later than on the first business day after the Registration Date, i.e. no later than 22 August 2017.

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 to 16:00, three business days prior to the scheduled date of the General Meeting, i.e. from 1 to 5 September 2017. A shareholder may request that a list of the shareholders referred to above be sent to the same 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 OF VOTING RIGHTS

1. Preliminary 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, in consideration of the time-frames set for the procedures in question, if there are time limits for performance of specific activities by a Shareholder, which need to be announced to the Company, such activities shall be performed on a date allowing for the announcement, motion or request to reach the Company before the expiration 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 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 at the Company's address: 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 to 16:00.

4) The Company shall conduct the relevant operations aimed at the identification and establishment of the existence of the rights of entities performing activities under the statutory rights conferred on the Shareholders and therefore:

a) if the rights described in the below procedures are reported in writing, the authors of the motions are obliged to present **a written motion** to the Company (to the address: ul. Dawidowska 10, Zamienie, 05-500 Piaseczno) with required enclosures (bearing authorised signatures) and also originals or certified copies (certified by the filing entity to be true copies of the original documents) of the documents which – pursuant to the applicable provisions – 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) in the event where the rights specified in these procedures are reported, in accordance with the applicable provisions of law, **in an electronic form (using electronic means of communication)**, requesting parties are obliged to send the following to the Company to the address: wza@action.pl, in PDF (**Portable Document Format**), scans of signed requests and required attachments as well as documents that, in accordance with the applicable provisions of law, verify their identity and rights. The requesting party 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 the identification of the author of the motion beyond any doubt (for natural persons),

b) an excerpt from the register in which the author of the motion is registered (for organisational units),

c) a document confirming that the author of the motion is entitled to execute the 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 proxy 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 proxy (see section IV.6 below).

2. Exercising the voting right

A shareholder may participate in the General Meeting and exercise a voting right in person or through 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 411³ 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 that certain matters be placed on the General Meeting's agenda

Pursuant to art. 401§1 and 2 of the Commercial Companies Code, Shareholder(s) representing no less than one-twentieth of the share capital may request that certain matters be added to the agenda of the next General Meeting. In order to be valid, such a request must be submitted to the Management Board not later than 21 (twenty-one) days prior to the announced date of the General Meeting. The request must include a justification or a draft resolution related to the agenda item proposed. 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 promptly, but no later than eighteen days prior to the scheduled date of the General Meeting, announce changes made to the agenda at the request of shareholders. The announcement shall be made in a manner appropriate for convening the General Meeting.

4. The right to propose draft resolutions related to the matters included in the agenda of the General Meeting or matters which are to be added to the agenda prior to the date of the General Meeting

Pursuant to Article 401§4 of the Commercial Companies Code, Shareholder(s) representing no less than one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company, in writing or in the electronic version, draft resolutions related to the matters included in the agenda of the General Meeting or matters which are to be added to the agenda.

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. If such a submission meets the legal requirements and the requirements of this announcement, the Company shall immediately publish draft resolution at the Company's website.

5. The Shareholder's right to submit draft resolutions related to matters added to the agenda during the General Meeting

Pursuant to Article 401§5 of the Commercial Companies Code, every Shareholder may, during the General Meeting, propose draft resolutions on matters added to the agenda of the meeting.

In order to ensure an efficient course of the General Meeting and to take into account the rights and interest of all its participants (it particularly concerns a greater number of draft resolutions pertaining to respective items on the agenda), the Shareholders should inform the Chairperson about an intention to submit a draft resolution and provide him/her with the content of such draft resolution not later than at voting on a resolution by the General Meeting concerning the adoption of an agenda.

6. Method of exercising the voting right through proxy. The method of notifying the Company via electronic means of communication of having appointed a proxy. Forms used when voting through proxy

1) Pursuant to 412 – 412² of the Commercial Companies Code, a Shareholder may participate in the General Meeting and exercise the voting right in person or through proxy. A proxy shall exercise all the rights of the Shareholder at the General Meeting unless the proxy provides otherwise. A proxy may appoint further proxies if the proxy so provides. A proxy may represent multiple Shareholders and each Shareholder's share entitles him to vote differently. A shareholder holding shares that are recorded on more than one securities account or on a 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 proxy 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 the existence or likely occurrence of a conflict of interests
- appointing further proxies is excluded,
- the proxy votes in accordance with the instructions provided by the Shareholder.

3) The proxy should be granted in writing or electronically. Where the proxy is granted by electronic means of communication, the rules set out in section IV.1 hereof apply.

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

Apart from the documents regarding the principal, as specified in Section IV.1 4b) and 6) hereof, a scan (in PDF) of a signed proxy should be attached to the proxy notice.

4) The proxy should specify:

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

5) If there are any defects in the notification concerning the proxy, the documents attached thereto or the proxy, 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 proxy granted to him/her in writing or a printout of the proxy drawn up in an electronic form as well as a document evidencing his/her identity.

7) The foregoing rules apply to revocation of the proxy or appointing further proxies.

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

9) The Management Board reports that the proxy may have obligations arising from Chapter 4 (Significant interests of shares of public companies) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to. Organised Trading, and Public Companies (consolidated text Journal of Laws of 2013, item 1382 – hereinafter the "Act on Public Offering").

Pursuant to Article 87 (1) (4) of the Act on Public Offering:

Subject to the exceptions specified in the provisions of this chapter, the obligations specified herein also rest with a proxy who, when representing the shareholder at the general meeting, has been authorised to exercise voting rights from public company shares, provided that such a shareholder has not issued binding written instructions as to the manner of voting.

Pursuant to Article 90 (3) of the Act on Offering:

The provisions of this chapter, except for Article 69 and Article 70 as well as Article 89 to the extent relating to Article 69, shall not apply in the case of granting the proxy referred to in Article 87 (1) (4) relating only to a single general meeting. A notice submitted in relation to granting or receiving such a

proxy should include information about changes in the scope of voting rights after the proxy is no longer entitled to exercise the right to vote.

Pursuant to Article 89 (1) (1) and Section 3 of the Act on Public Offering:

A shareholder may not exercise a voting right attached to shares of a public company subject to a legal act or other legal event causing reaching or exceeding a given threshold of the general number of votes if such threshold was reached or exceeded in breach of the obligations specified in Article 69 or Article 72 respectively.

A voting right attached to shares of a public company exercised against the prohibition referred to in Sections 1-2b is not taken into account when counting the result of voting on a general meeting resolution, subject to the provisions of other statutes.

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 the option of participating 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 presented at the General Meeting and information on the website

The Management Board informs that the full text of the documentation to be presented at the General Meeting (including draft resolutions, their justification, and the opinion of the Supervisory Board, financial statements, Management Board's reports and reports of the Supervisory Board – concerning the Company and ACTION S.A. Capital Group) will be available from the Company's website www.action.pl and at the Company's premises at ul. Dawidowska 10, Zamienie, on business days between 10:00 and 16:00.

Information on the General Meeting is published at the Company's website: www.action.pl.