

**Announcement of the Management Board of J.W. Construction Holding S.A. Joint Stock Company with its registered office in Żąbki on convening an Extraordinary General Meeting of Shareholders**

**1. Date, time and place of the General Meeting**

The Management Board of J.W. Construction Holding Spółka Akcyjna ("Company") with its registered office in Żąbki at 326 Radzymińska St., entered into the Register of Entrepreneurs of the National Court Register by the District Court for the capital city of Warsaw in Warsaw, XIV Commercial Division of the National Court Register under number 0000028142, NIP [tax identification number] 125-00-28-307, with a share capital of 17,771.888,60 PLN (seventeen million seven hundred and seventy-one thousand eight hundred and eighty-eight 60/100 PLN) fully paid, acting pursuant to Article 399 § 1 of the Commercial Companies Code in connection with Article 398 of the Commercial Companies Code, Article 402(1) and Article 402(2) of the Commercial Companies Code, convenes an Extraordinary General Meeting of J.W. Construction Holding Spółka Akcyjna ("General Meeting") on 15 March 2019 in Żąbki (05-091), 326 Radzymińska St., at 11:00 am.

**2. Detailed agenda:**

1. Commencement of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Confirmation of the legitimacy of the Extraordinary General Meeting and its ability to adopt resolutions.
4. 4. Adoption of a resolution on granting consent to the recording of the proceedings of the Extraordinary General Meeting for the purpose of publication on the Company's website
5. 5. Adoption of the agenda of the Extraordinary General Meeting.
6. 6. Adoption of a resolution on giving consent to the company's acquisition of own shares, defining the rules for the company's acquisition of own shares and establishing a reserve capital for the acquisition of own shares.
7. 7. Closing of the Extraordinary General Meeting.

**3. Date of registration to participate in the General Meeting**

The day of registration of participation in the General Meeting is **27 February 2019**.

**4. Shareholder's right to participate in the General Meeting**

Pursuant to Art. 406<sup>1</sup> of the Commercial Companies Code, the right to participate in the General Meeting is vested in persons who are shareholders of J.W. Construction Holding S.A. on the Registration Date, i.e. persons who:

- a) sixteen days prior to the date of the General Meeting (i.e. as at 27 February 2019), held the Company's shares in the securities account, and
- b) not earlier than after the announcement of convening the General Meeting (i.e. not earlier than 16 February 2019) and not later than by 28 February 2019

(the first weekday after the Registration Date) shall request the entity maintaining the securities account to issue a personal certificate of the right to participate in the General Meeting. In the content of the certificate, according to the shareholder's will, some or all shares registered in his securities account should be indicated.

## **5. List of shareholders**

The Company determines the list of shareholders entitled to participate in the General Meeting on the basis of the list submitted by the National Depository for Securities ("NDS"). NDS draws up the above-mentioned list on the basis of the lists submitted no later than 12 days before the date of the General Meeting by entities authorised in accordance with the regulations on trading in financial instruments. The lists submitted to NDS are based on certificates of the right to participate in the General Meeting.

Pursuant to art. 407 of the Commercial Companies Code, three days before the date of the General Meeting, i.e. from 12-14 March 2019, between 9.00 a.m. and 4.00 p.m., the list of shareholders entitled to participate in the Company's registered office will be displayed for viewing.

Shareholders may review the list of shareholders at the Management Board's premises and request a copy of the list subject to reimbursement of the costs of its preparation.

Within three business days prior to the General Meeting, a shareholder of the Company may request that the list of shareholders entitled to participate in the General Meeting be sent to him/her free of charge by e-mail, specifying the address to which the list should be sent. The request should be made in writing, signed by the shareholder or persons authorized to represent the shareholder and sent to [wza@jwc.pl](mailto:wza@jwc.pl) in the "PDF" format. The request should be accompanied by copies of documents confirming the fact that the person submitting the request is a shareholder of the Company and confirming the identity of the shareholder or persons representing the shareholder, and in the case of:

- a) Shareholders who are natural persons - a copy of a document confirming the identity of the shareholder should be enclosed (in the case of a request in electronic form),
- b) Shareholders who are legal persons and partnerships - confirm the right to act on behalf of this entity by attaching an up-to-date excerpt from the National Court Register or other competent register,
- c) Submitting by proxy - a power of attorney shall be attached to submit such a request signed by the shareholder and a copy of a document confirming the identity of the person signing the request, and in the case of a proxy other than a natural person - a copy of an extract from the relevant register confirming the authorization of the signatory to act on behalf of the proxy.

## **6. Shareholder's right to demand that certain items be included in the agenda of the General Meeting**

Pursuant to art. 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that certain items be placed on the agenda of the General Meeting. The request of a shareholder or shareholders should be submitted to the Management Board of the Company not later than twenty-one days before the scheduled date of the General Meeting, i.e. not later than on 22 February 2019. The request should include a justification or a draft resolution concerning the proposed item on the agenda. In addition, the shareholder or shareholders requesting the inclusion of certain item on the agenda must present a certificate issued by the relevant entity confirming their right to participate in the General Meeting in order to identify them as shareholders of the Company. The request may be submitted in writing and sent by mail or delivered personally to the Company's address in Ząbki (05-091), at 326 Radzywińska St., or by e-mail to [wza@jwc.pl](mailto:wza@jwc.pl).

The above request should be accompanied by copies of documents (in PDF format, if the documents are sent by e-mail) confirming the identity of the shareholder and its right to request the inclusion of specific items on the agenda of the General Meeting, in particular:

- a) certificate or depository certificate issued by the entity maintaining the securities account in which the Company's shares held by the shareholder confirm that he/she is actually a shareholder of the Company and the fact that he/she represents at least one-twentieth of the Company's share capital,
- b) if the shareholder is a natural person - a copy of a document confirming the identity of the shareholder should be enclosed,
- c) in the case of a shareholder other than a natural person - the right to act on behalf of this entity should be confirmed by attaching an up-to-date excerpt from the National Court Register or other register or another document confirming the authority of the natural person(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted sequence of powers of attorney),
- d) in case of a request made by a proxy - a power of attorney document should be attached to the request, signed by the shareholder and a copy of a document confirming the identity of the person signing the request, and in case of a proxy other than a natural person - a copy of an extract from the relevant register confirming the authorisation of the signatory to act on behalf of the proxy.

The Management Board shall announce changes in the agenda, introduced at the request of a shareholder or shareholders, promptly but not later than eighteen days before the scheduled date of the General Meeting. The new agenda shall be announced in the manner appropriate for convening the General Meeting.

## **7. Shareholder's right to submit drafts of resolutions concerning matters included in the agenda of the General Meeting**

A shareholder or shareholders representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit drafts of resolutions concerning matters included in the agenda in accordance with the rules indicated below to the Company in writing to the address of the Company's registered office or in electronic form.

The shareholder or shareholders proposing draft resolutions shall present a certificate issued by a relevant entity on the right to participate in the General Meeting in order to identify them as shareholders of the Company. The Company promptly announces draft resolutions on its website <http://www.jwc.pl/> in the "Investor Relations" tab.

The draft resolutions should be accompanied by copies of documents confirming the identity of the shareholder and his/her right to submit them indicated in points 6 a-d above.

#### **8. Shareholders' right to submit drafts of resolutions concerning matters included in the agenda during the General Meeting**

Each of the shareholders entitled to participate may, during the General Meeting, submit draft resolutions concerning the issues included in the agenda at the General Meeting.

#### **9. The manner of exercising the voting right by proxy**

Pursuant to Art. 412-412<sup>2</sup> of the Commercial Companies Code, shareholders may participate in the General Meeting in person or by proxy.

A shareholder may participate in the General Meeting and exercise the right to vote personally or by proxy. A template of the proxy form has been uploaded to the Company's website at <http://www.jwc.pl/> in the "Investor Relations" tab. A power of attorney to participate in the General Meeting and exercise voting rights shall be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate.

##### **a) power of attorney in writing**

If a shareholder has granted a power of attorney in writing, when drawing up the attendance list the proxy is obliged to:

- submit a copy of the power of attorney document together with copies of documents enabling the confirmation of the right to represent a shareholder (current excerpt from the National Court Register) with the simultaneous presentation of the original documents;
- present a document allowing for the identification of the proxy.

If any of the above-mentioned documents is drawn up in a language other than Polish, the proxy is obliged to attach a translation into Polish prepared by a sworn translator.

##### **b) power of attorney in electronic form**

Shareholders notify the Company of granting a power of attorney in electronic form by delivering a power of attorney document signed by persons entitled to represent the shareholder (the shareholder itself) together with other documents enabling confirmation of the shareholder's right to represent the shareholder (current excerpt from the National Court Register) to the following e-mail address: [wza@jwc.pl](mailto:wza@jwc.pl).

The power of attorney together with other documents should be sent in PDF format.

In the notification on granting the power of attorney, the shareholder shall provide its telephone number and e-mail address, as well as the telephone number and e-mail address of the proxy, through which the Company will be able to communicate with the shareholder and the proxy.

The rules described above shall apply accordingly to notifying the Company electronically of revoking the power of attorney.

The notification of granting or revoking the power of attorney in electronic form should be made no later than on the day of the General Meeting by 10:30 a.m.

The principles described above do not release the proxy from the obligation to present the documents used for verification when preparing the attendance list of persons entitled to participate in the General Meeting.

**c) verification of the power of attorney granted electronically and identification of the shareholder and the proxy**

In order to verify the validity of the power of attorney granted electronically and in order to identify the Company's shareholder or his proxy, upon receipt of the notification of granting the power of attorney in electronic form, in accordance with the above provisions, the Company shall in particular verify the completeness of the documents concerning the powers of attorney granted, the completeness of the documents enabling the confirmation of the right to represent the shareholder, the conformity of the rights of persons granting the powers of attorney on behalf of a given entity with the state appearing in the relevant register.

The Company reserves the right to contact by phone, using the number indicated by the shareholder in accordance with the point above, or to send back an e-mail in order to verify the fact that a given shareholder of the Company has granted a power of attorney in electronic form. The Company has the right to contact the shareholder and the proxy.

The notification of granting or revoking a power of attorney in electronic form without complying with the requirements specified in the above point shall not be binding for the Company.

**d) power of attorney granted to a member of the Management Board or an employee of the Company**

A member of the Management Board and an employee of the Company may be proxies at the General Meeting. If a shareholder's proxy is a member of the Company's Management Board, a member of the Company's Supervisory Board, an employee of the Company or a member of the governing bodies or an employee of a subsidiary of the Company, the power of attorney may authorise representation only at one General Meeting. However, the proxy is always obliged to present the Company's shareholder with circumstances indicating the existence or possibility of a conflict of interest.

The further granting of a power of attorney in such a case is excluded. The proxy referred to in this point shall vote in accordance with the instructions given by the Company's shareholder.

**e) power of attorney for the Company's shareholder**

A shareholder of the Company may, as a proxy of another shareholder, vote on the adoption of resolutions concerning his liability towards the Company for any reason whatsoever, including granting a vote of approval, release from liability towards the Company and a dispute between him/her and the Company, provided that the requirements of the above point are met.

**10. Information on the possibility and manner of participation in the General Meeting with the use of electronic communication means and on the possibility of exercising voting rights by mail**

The Company's Articles of Association do not provide for the possibility of participation in the General Meeting using electronic means of communication or exercising voting rights by mail.

**11. Information on the manner of making statements during the General Meeting using electronic means of communication**

The Company's Articles of Association do not provide for the possibility of making statements during the General Meeting using electronic means of communication.

**12. Access to documentation presented to the General Meeting**

Complete documentation concerning matters included in the agenda to be presented at the General Meeting together with draft resolutions will be placed on the Company's website at <http://www.jwc.pl/> in the "Investor relations" tab.

Until the day preceding the date of the General Meeting, the shareholders of the Company may read the above-mentioned documentation at the registered office of J.W. Construction Holding S.A. in Ząbki (05-091), at 326 Radzymińska St., from 9:00 a.m. to 4:00 p.m.

All information concerning the General Meeting will be available on the Company's website at <http://www.jwc.pl/> in the "Investor relations" tab.

**13. The address of the website on which information concerning the General Meeting will be made available**

All information concerning the General Meeting is available on the Company's website at <http://www.jwc.pl/> in the "Investor relations" tab.

**14. Electronic communication between shareholders and the Company**

Subject to the limitations provided for in the Commercial Companies Code, the Company's shareholders may contact the Company by electronic means of communication. In particular, shareholders of the Company may submit motions, demands, ask questions and send notices and documents.

Shareholders' communication with the Company in electronic form takes place with the use of the following e-mail address: [wza@jwc.pl](mailto:wza@jwc.pl). The risk associated with the use of this form of communication by a shareholder lies with the shareholder.

If a shareholder sends by electronic means documents which were originally drawn up in a language other than Polish, the shareholder shall be obliged to attach a Polish translation prepared by a sworn translator.

All documents sent by the shareholder to the Company, as well as by the Company to the shareholder by electronic means should be prepared in PDF format. The Company clarifies that the maximum size of one message sent to the above mentioned e-mail address is 5 MB. If the message exceeds this size, it should be divided into several parts, each of which may not exceed 5 MB. In case of sending a message exceeding the size indicated here, it will not be delivered to the Company.

#### **15. Registration of attendance at the General Meeting**

Persons entitled to participate in the General Meeting are requested to register and collect their voting cards directly in front of the meeting room half an hour before the beginning of the General Meeting.

#### **16. Other information**

Information concerning the General Meeting will be made available on the Company's website at [www.jwc.pl](http://www.jwc.pl). The Company's Management Board informs that the provisions of the Commercial Companies Code and the Company's Articles of Association apply to matters not covered by this announcement and therefore asks the Company's shareholders to become acquainted with the above mentioned regulations.

At the same time, the Management Board of the Company submits drafts of resolutions of the Extraordinary General Meeting in the attachment.

Legal basis: § 19 (1) of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws 2018.757).