

NOTICE OF CONVENING EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF FON SE

Published on 25 February 2019

The Management Board of **FON SE**, Estonian registry code 14617916, seat Narva mnt 5, 10117 Tallinn, Estonia (hereinafter **Company**) convenes an extraordinary general meeting of shareholders, which is held on **28 March 2019, starting at 10:00 (CET)** in Płock, ul. Padlewskiego 18C, 09-402, Poland.

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

1. Reduction of the number of shares of the Company without nominal value and amendment of the articles of association of the Company.
2. Approval of the audit firm for the performance of the audit of the Company's financial statements for the year 2018, 2019 and for the evaluation of the Company's annual reports for the year 2018, 2019.

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. Reduction of the number of shares of the Company without nominal value and amendment of the articles of association of the Company

In order to deter Company's shares to be classified in the Alert List segment on the Warsaw Stock Exchange (*Gielda Papierów Wartościowych w Warszawie*), the Supervisory Board proposes to the extraordinary general meeting to vote in favour of the proposals to reduce the number of shares of the Company without nominal value and to amend the articles of association of the Company as follows:

- 1.1. To reduce the number of shares of the Company without nominal value from 70.000.000 shares to 8.750.000 shares without altering the share capital of the Company, by replacing proportionally 70.000.000 shares without nominal value with a book value of EUR 0,11 per share with 8.750.000 new shares without nominal value with a book value of EUR 0,88 per share.
- 1.2. In connection therewith to amend subsection 2.4 of the articles of association of the Company and to approve it in the new wording as follows:
„2.4. The minimum number of the shares of the Company without nominal value is 8.750.000 (eight million seven hundred and fifty thousand) shares and the maximum number of the shares of the Company without nominal value is 35.000.000 (thirty-five million) shares.”
- 1.3. To approve the new version of the Company's articles of association, with the above amendment.
- 1.4. The execution of these resolutions is vested in the Company's Management Board. The Management Board is authorised and obliged to file any documents and take any and all legal actions, including actions not mentioned in these resolutions, which directly or indirectly led to fulfilling provisions of these resolutions. In particular, the Management Board is authorised and obliged to carry out the reduction of the number of shares of the Company without nominal value as follows: eight (8) Company's shares without nominal value with a book value of EUR 0,11 per share will be replaced by one (1) share without nominal value with a book value of EUR 0,88 per share.
- 1.5. The Management Board is authorised to indicate the date ("**Reference Date**") on which, according to the number of shares held on each shareholder's securities account, the new number of shares with a book value of EUR 0,88 per share will be set out.
- 1.6. Possible shortages will be covered at the expense of the rights held by Patro Invest OÜ, a limited liability company duly incorporated and validly existing under the laws of Estonia, Estonian registry code 14381342, seat Narva mnt 5, 10117 Tallinn, Estonia. Patro Invest OÜ is a shareholder who renounced the securities rights for free on the account of the shareholders having shortages but only to the extent necessary to cover the shortage and to allow the shareholders to receive one (1) share with the new book value of EUR 0,88. Patro Invest OÜ will cover the shortage on condition that the extraordinary general meeting passes these resolutions on reduction of the number of shares of the Company without nominal value on given terms, amending the articles of association of the Company, its registration

by the Estonian Commercial Register and indication by the Management Board the Reference Date, and also with effect on the date when (1) Nasdaq CSD Branch in Estonia and (2) Central Securities Depository of Poland (*Krajowy Depozyt Papierów Wartościowych S.A.* or KDPW) carry out the procedures necessary to effectuate the reduction of the number of shares of the Company without nominal value. Therefore, as a result of the reduction of the number of shares of the Company, each Shareholder having shortages on the Reference Date (it means a shareholder holding from 1 to 7 shares with a book value of EUR 0,11), will become entitled to receive one (1) share with a book value of EUR 0,88 instead of shares resulting in shortage. At the same time, the rights of Patro Invest OÜ to receive shares with a new book value of EUR 0,88 instead of held shares with a book value of EUR 0,11 on the Reference Date will be reduced by the amount of shares necessary to cover the shortages. [*Shareholder who will have minority stakes will not be charged with the tax cost because of the low taxable amount (according to article 63 § 1 of the Tax Order of Poland)*]. If it occurs that covering of all shortages will not be possible in described way, then the process of the reduction of the number of shares of the Company without nominal value could not be completed.

- 1.7. The shareholders of the Company are requested to check the amount of the shares held on the securities accounts and adjust their structure so that on the Reference Date, the amount of the shares will be single or a multiple of 8 shares. The Management Board shall indicate to the shareholders the Reference Date in the form of a current report. If the Management Board will not indicate any date then it is considered that the shares shall be adjusted by 15 May 2019. This procedure reduces the risk of failure of the merger process of the reduction of the number of shares of the Company without nominal value by inability to fulfil the provisions of these resolutions.
- 1.8. The Management Board of the Company is authorised and obliged to take all legal and organizational actions connected with changing the book value and amount of Company's shares in the Estonian Commercial Register, Nasdaq CSD Branch in Estonia and KDPW. These changes will be registered and kept on each shareholder's securities account. This will be done by the systems operated by Nasdaq CSD Branch in Estonia and KDPW, respectively.
- 1.9. The Management Board of the Company is authorised and obliged to submit to WSE an application to suspend continuous trading in order to carry out the process of the reduction of the number of shares of the Company without nominal value. Period of suspension shall be previously agreed with KDPW.
- 1.10. Sections 1.1 – 1.3 of these resolutions shall enter into force on the moment the entries pertaining to the date of amending the articles of association and the new amount of the number of shares of the Company without nominal value, filed under the adopted resolutions provided in sections 1.1 – 1.3 of these resolutions above, have been made in the Estonian Commercial Register. The other part of these resolutions enter into force at the moment of their adoption.

2. Approval of the audit firm for the performance of the audit of the Company's financial statements for the year 2018, 2019 and for the evaluation of the Company's annual reports for the year 2018, 2019.

- 2.1. To elect, company code, as the audit company which shall perform the Company's financial statements audit for the year 2018, 2019 and shall evaluate Company's annual reports for the year 2018, 2019.
- 2.2. Determine that the Company shall pay for the audit of Company's financial statements of year 2018 and for the evaluation of Company's annual report services EUR (.....), excluding VAT.
- 2.3. Determine that the Company shall pay for the audit of Company's financial statements of year 2019 and for the evaluation of Company's annual report services EUR (.....), excluding VAT.
- 2.4. Authorize the Company's Management Board member to conclude and sign the agreement for the audit services with and on his own discretion settle the other conditions of audit services agreement also conclude and sign other related documents and perform other actions in order to fulfill duly audit.

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 21 March 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 28 March 2019 at 09:30 (CET). 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. FON 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@fon-sa.pl or by submitting the mentioned document(s) on business days from 09:00 to 17:00 no later than by 27 March 2019 to Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C, Płock 09-402, Poland, prepared on the respective forms published on the homepage of FON SE at <http://www.fon-sa.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 27 February 2019 on the website of the Company at <http://www.fon-sa.pl> and on workdays between 09:00 to 17:00 at Narva mnt 5, 10117 Tallinn, Estonia or on Padlewskiego Street 18C, Płock 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@fon-sa.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.fon-sa.pl>.

The shareholders, whose shares represent at least 1/20th 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 13 March 2019. The shareholders, whose shares represent at least 1/20th 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 25 March 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 §293¹ (3) (obligation to submit simultaneously with the request on the modification of the agenda a draft of the resolution or substantiation) and §293¹ (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 FON SE at <http://www.fon-sa.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.fon-sa.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 in Płock, 09-402, Poland.

Damian Patrowicz
Member of the management board of FON SE