

**ANNOUNCEMENT  
OF THE MANAGEMENT BOARD  
OF GLOBE TRADE CENTRE SPÓŁKA AKCYJNA  
WITH ITS REGISTERED SEAT IN WARSAW  
ON CONVOCAION OF AN ANNUAL GENERAL MEETING**

The Management Board of Globe Trade Centre Spółka Akcyjna with its registered seat in Warsaw (the “**Company**”), pursuant to Article 395 and Article 399 §1 in conjunction with Articles 402<sup>1</sup> and 402<sup>2</sup> of the Commercial Companies Code (the “**CCC**”), convenes the Annual General Meeting of the Company (the “**General Meeting**”) for **24 May 2016** at 11:00 a.m. to be held in Warsaw at ul. 17 Stycznia 45A (the “**Nothus**” Building).

**Agenda:**

1. Opening of the General Meeting;
2. Election of the Chairman of the General Meeting;
3. Statement regarding the fact that the General Meeting was duly convened and that it may adopt resolutions, and adoption of the General Meeting’s agenda;
4. Adoption of a resolution on the review and approval of the Company’s financial statements for the financial year of 2015, and of the report of the Management Board on the Company’s operations in the financial year of 2015;
5. Adoption of a resolution on the review and approval of the Company’s Capital Group’s consolidated financial statements for the financial year of 2015 and of the report of the Management Board on the Company’s Capital Group’s operations in the financial year of 2015;
6. Review of the motion of the Company’s Management Board regarding the division of profits for the financial year of 2015 and adoption of a resolution regarding division of profits for the financial year of 2015;
7. Adoption of resolutions on the approval of the duties performed by the Company’s Management Board Members in the financial year of 2015;
8. Adoption of resolutions on the approval of the duties performed by the Company’s Supervisory Board Members in the financial year of 2015;
9. Adoption of a resolution on amending the Company’s statute;
10. Adoption of a resolution on the cross-border merger of the Company with GTC RH B.V. with its registered seat in Amsterdam, the Netherlands;
11. Adoption of a resolution on the cross-border merger of the Company with GTC Real Estate Investments Ukraine B.V. with its registered seat in Amsterdam, the Netherlands;
12. Adoption of a resolution on the appointment of an Independent Member of the Company’s Supervisory Board;
13. Adoption of a resolution on the granting of remuneration to the members of the Company’s Supervisory Board;
14. Closing of the Meeting.

## **Information for shareholders**

### ***1. Right to participate in the General Meeting***

The Management Board informs that according to Article 406<sup>1</sup> and Article 406<sup>2</sup> of the CCC, the following persons are entitled to participate in the General Meeting:

- (i) all the persons who were shareholders of the Company sixteen days prior to the date of the General Meeting, i.e. on **8 May 2016** (the date of registration of participation in the General Meeting, hereinafter referred to as the “**Registration Date**”) provided that they deliver to the entity which keeps their securities account a request for a name certificate confirming their individual right to participate in the General Meeting within the period from announcing the convocation of the General Meeting to the first business day following the Registration Date, i.e. **9 May 2016**;
- (ii) all the persons holding registered shares and temporary certificates as well as pledgees and usufructuaries, provided that they are registered in the share register on the Registration Date;
- (iii) all the persons holding bearer shares in the form of a document, provided that the documents of shares are delivered to the Company no later than on the Registration Date and are not collected prior to the end of that date. Instead of shares one may deliver a certificate issued to confirm that the shares have been deposited with a notary, a bank or an investment firm having its registered seat or branch within the territory of the European Union or a state which is party to the agreement on the establishment of the European Economic Area, as stated in the notice on convening the General Meeting. The certificate should include the numbers of the share documents and state that the share documents will not be handed over prior to the end of the Registration Date;
- (iv) all the persons who have individual certificates confirming their right to participate in the General Meeting issued by an entity keeping a securities account at the request of a person entitled to dematerialised bearer shares in the Company made no earlier than after the announcement of the General Meeting and no later than on the first business day after the Registration Date; and
- (v) representatives of all the shareholders referred to in section (i) above who have duly documented their authority to act on behalf of the shareholder.

The list of shareholders entitled to participate in the General Meeting will be prepared by the Management Board and presented at the registered seat of the Company at ul. 17 Stycznia 45A, 02-146 Warszawa, between: 09.00 and 16.00 hours, for 3 business days prior to the General Meeting, i.e. on 19 May 2016, 20 May 2016 and 23 May 2016. Any shareholder of the Company may request to be provided free of charge with the list of shareholders by email by giving the address to which the list should be sent. The shareholders may make such request by email to the following address: [gtcwza@gtc.com.pl](mailto:gtcwza@gtc.com.pl)

### ***2. Selected rights of shareholders relating to the General Meeting***

One or several shareholders who represent at least one twentieth of the Company’s share capital are entitled to:

- (i) demand to put certain matters on the agenda of the General Meeting; such a request should be submitted to the Management Board no later than twenty one days prior to the date of the General Meeting; the request should include a justification or a draft resolution concerning the proposed item on the agenda; the request may be submitted by email, to [gtcwza@gtc.com.pl](mailto:gtcwza@gtc.com.pl);
- (ii) submit to the Company draft resolutions regarding matters put on the agenda of the General Meeting or matters which are to be put on the agenda before the date of the General Meeting in writing or by email to [gtcwza@gtc.com.pl](mailto:gtcwza@gtc.com.pl).

At the General Meeting each shareholder of the Company may present draft resolutions regarding matters put on the agenda.

### ***3. Participation in the General Meeting and exercising voting rights***

A shareholder who is a natural person may participate in the General Meeting and exercise voting rights either personally or through a proxy. A shareholder who is not a natural person may participate in the General Meeting and exercise voting rights through a person authorised to make representations of will on its behalf or through a proxy. A relevant power of attorney must be granted in writing or in an electronic form. A power of attorney granted in an electronic form does not require a secure signature verified through a valid qualified certificate. The Company should be notified of the granting a power of attorney in an electronic form by email to [gtcwza@gtc.com.pl](mailto:gtcwza@gtc.com.pl).

For purposes of identification of the shareholder who granted a power of attorney, the notification of granting a power of attorney in an electronic form should include (as an attachment):

- (i) in case of a shareholder being a natural person – a copy of an identity card, passport or any other official identification document confirming the identity of the shareholder; or
- (ii) in case of a shareholder not being a natural person – a copy of an extract from the relevant register or any other document confirming the authorisation of the natural person (natural persons) to represent the shareholder at the General Meeting (e.g. an uninterrupted chain of powers of attorney).

If there is any doubt as to the authenticity of the copy of the above-mentioned documents, the Management Board reserves the right to require the attorney to present the following documents while preparing the attendance list:

- (i) in case of a shareholder being a natural person – a true and correct copy of an identity card, passport or any other official identification document confirming the identity of the shareholder, certified by a notary or another entity authorised to certify documents as true and correct copies; or
- (ii) in case of a shareholder not being a natural person– an original or a true and correct copy of an extract from the relevant register or any other document confirming the authorisation of the natural person (natural persons) to represent the shareholder at the General Meeting (e.g. an uninterrupted chain of powers of attorney), certified by a notary or another entity authorised to certify documents as true and correct copies.

For purposes of identification of the attorney, the Management Board of the Company reserves the right to require the attorney to present the following documents while preparing the attendance list:

- (i) in case of a shareholder being a natural person – an identity card, passport or any other official identification document confirming the identity of the shareholder; or
- (ii) in case of a shareholder not being a natural person – an original or a true and correct copy of an extract from the relevant register or any other document confirming the authorisation of the natural person (natural persons) to represent the shareholder at the General Meeting (e.g. an uninterrupted chain of powers of attorney), certified by a notary or another entity authorised to certify documents as true and correct copies.

The forms referred to in Article 402<sup>3</sup> §1.5 of the CCC, permitting for the exercise of voting rights by a proxy are provided at the Company website [www.ir.gtc.com.pl](http://www.ir.gtc.com.pl). The Company does not require that the powers of attorney be granted using such form.

Furthermore, the Management Board informs that if a shareholder grants a power of attorney along with a voting instruction, the Company will not verify whether the attorneys exercise voting rights in accordance with the instructions received from the shareholders. In light of the above, the Management Board informs that a voting instruction should be delivered only to the attorney.

The Company has not adopted any By-laws of the General Meeting. The Articles of Association of the Company do not provide for the possibility of exercising voting rights at the General Meeting by mail or to exercise voting rights with the use of means of electronic communication.

The Company does not provide the option of participating in the General Meeting using the means of electronic communication, but does transmit the General Meeting and provides two-way communication in real time which may be used by the shareholders to present their opinions during the General Meeting while they are at a location other than the location where the meeting is held.

The General Meeting will be broadcast in real time through the Internet to the public network, they will be recorded and made public at <http://ir.gtc.com.pl/en/corporate-governance/general-shareholders-meeting>.

The information regarding the method of speaking during the General Meeting using the means of electronic communication is provided in the schedule to this announcement.

#### ***4. Electronic communication between the Shareholders and the Company***

Subject to the restrictions resulting from the Commercial Companies Code, the Company's shareholders may communicate with the Company using means of electronic communication. Specifically, the Company shareholders may present motions, requests, ask questions and send notices and documents.

The electronic communication between the shareholders and the Company is conducted via a dedicated email address: [gtcwza@gtc.com.pl](mailto:gtcwza@gtc.com.pl). The risk related with the Company shareholders using the electronic means of communication with the Company is borne by the shareholder.

For the purposes of verifying the shareholder or a proxy, the Company will take respective verification measures, in accordance with section 3 above in this announcement.

In case of electronic transfer to the Company by the shareholder of any documents which are originally drafted otherwise than in Polish, the shareholder is required to attach to such documents a translation thereof into Polish made by a certified translator.

All the documents delivered by the shareholder to the Company and by the Company to the shareholder using electronic means of communication should be scanned and sent in the PDF format.

The maximum admissible size of any single message sent to the dedicated email address: [gtcwza@gtc.com.pl](mailto:gtcwza@gtc.com.pl) is 5MB. If the message is greater than the admissible size, please divide it into several parts none of which will exceed 5 MB. If a message exceeding the admissible size is sent, it will not be delivered.

### ***5. Materials concerning the General Meeting***

Any person entitled to participate in the General Meeting may obtain the full text of the documentation to be presented at the General Meeting, including the draft resolutions or, if no resolutions will be voted, remarks of the Management or the Supervisory Boards regarding the matters on the agenda of the General Meeting or the matters which are to be put on the agenda before the date of the General Meeting, at the Company's website [www.ir.gtc.com.pl](http://www.ir.gtc.com.pl) and at the offices of the Company. Due to the fact, that the change of GTC SA's premises / office of the Management Board of GTC SA is planned, the documents will be available, from Monday to Friday from 10 am to 4 pm at current office / seat of GTC SA in Warsaw, at Wołoska Street no 5, 02-675 Warsaw, Poland, from 22 April until 16 May 2016, the day of changing the current office to new office / seat of GTC SA at 17 Stycznia Street no 45a, 02-149 Warsaw, Poland. From 16 May 2016 to 24 May 2016, the documents will be available, from Monday to Friday from 10 am to 4 pm at the new office / seat of GTC SA in Warsaw, at 17 Stycznia Street no 45a, 02-146 Warsaw, Poland.

### ***6. Attendance registration at the General Meeting***

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

### ***7. Other information***

All the information concerning the General Meeting will be made available on the Company's website [www.ir.gtc.com.pl](http://www.ir.gtc.com.pl).

Furthermore, the Management Board informs that any and all matters which are not regulated by this announcement shall be governed by the CCC and the Articles of Association of the Company; therefore, the shareholders of the Company are requested to acquaint themselves with the above mentioned regulations.

Should you have any questions or doubts concerning participation in the General Meeting please contact the Company at tel. no 48 22 60 60 700 to 16 May 2016 and at tel. no 48 22 16 60 700 from 16 May 2016 or by email [gtcwza@gtc.com.pl](mailto:gtcwza@gtc.com.pl).

**Schedule to the announcement  
regarding convening the General Meeting  
of Globe Trade Centre S.A. for 24 May 2016 (the “Announcement”)**

1. Pursuant to the Best Practice IV.Z.2 of the Code of Best Practice for WSE Listed Companies, the Company provides its shareholders with real-life broadcast of general meetings and, pursuant to sections 1) and 2) of recommendation IV.R.2, the Company provides its shareholders with:
  - 1.1 real-life broadcast of general meetings;
  - 1.2 real-time bilateral communication where shareholders may take the floor during a general meeting from a location other than the general meeting.

**For the avoidance of doubt, the shareholders’ right to speak during the general meeting (on-line electronic communication) does not include voting (“in favour”, “against”, “abstained”) or expressing objections using the means of electronic communication.**

The Company has not implemented section 3) of recommendation IV.R.2 in that it does not provide its shareholders with the possibility to exercise (whether in person or via a proxy) of voting rights during the general meeting with the use of means of electronic communication.

2. The option of on-line electronic communication during the General Meeting will be provided to the shareholders who satisfy the following requirements.

Formal requirements:

From the date following the date of publication of the Announcement until 4:00 pm on 19 May 2016, the shareholder (personally or by proxy) should notify the Company of its intention to use the on-line electronic communication during the General Meeting and deliver the following documents by post as well as the following information to the email address: gtcwza@gtc.com.pl.

- 2.1 information regarding the shareholder’s intention to use the on-line electronic means of communication in the course of the General Meeting, including the email address to which the login and the access password should be sent (the “Notice”);
- 2.2 a scanned copy of the identification document, relevant pages of a passport or any other document permitting identification of the shareholder. If the shareholder is a legal person or an organisational unit other than a legal person, it should send a scanned copy of a relevant register or any other document confirming the authority of the persons acting on behalf of another entity. If a power of attorney is granted, section 3 of the Announcement shall apply accordingly.

Technical requirements:

A computer with the option of playing sound, speakers or headphones;

Operating system – recommended MS Windows with no specific version or any other system equipped with the option of video screening in the Windows Media Video format;

Installed internet browsers with active JavaScript – recommended MS Internet Explorer or Mozilla Firefox;

An internet connection of at least 512 Kbit/s;

A monitor with the option of screening images with at least resolution of 1024x768 pixels.

3. The Company, based on the list received from the NDS of the shareholders who are authorised to participate in the General Meeting as well as the status of shareholders entered in the Company's share register, will verify the authority of the relevant shareholder who delivered the Notification. For the purposes of correct verification the Company may contact the shareholder or the proxy using the contact data provided in the Notification.
4. If the inconsistencies, if any, are not eliminated by (email) correspondence within the time designated by the Company, the Company will refuse the shareholder that such inconsistencies apply to, to provide it with a login and access password to the on-line communication during the General Meeting of which such shareholder will be notified by notice delivered to the email address given in the Notification.
5. Following a positive verification of the documents sent by the shareholder (personally or by proxy) in accordance with section 2 above, the Company will deliver, by email to the email address given in the Notification, the login and access password to the on-line communication during the General Meeting.
6. The shareholders login through the website with the transmission available at the address <http://ir.gtc.com.pl/en/corporate-governance/general-shareholders-meeting>. It is possible to login until the completion of the General Meeting.
7. The login and the access password authorise the shareholder to on-line electronic communication at a single general meeting only. The Company provides further that the shareholder or the proxy bear the exclusive risk related with incorrect or unauthorised use of the login and password.
8. During the on-line broadcast there may be some delays typical for video streaming through the Internet.
9. The Company informs that it will be possible to receive the broadcast of the General Meeting translated into English and a translator (Polish – English – Polish) will be present at the General Meeting.
10. Any and all matters not regulated by this document will be governed by the generally applicable laws and the general terms as provided in the Announcement.