

**Announcement of the Management Board of  
CCC Joint Stock Company, based in Polkowice, on convening  
the Ordinary General Meeting of Shareholders  
on 24 June 2015, at 12.00 a.m.**

**1. The General Meeting's date, time, venue and the agenda.**

Pursuant to article 399 § 1 of the Code of Commercial Partnerships and Companies ("KSH"), the Management Board of CCC Spółka Akcyjna based in Polkowice, at ul. Strefowa 6, entered into the Register of Entrepreneurs kept by the District Court for Wrocław-Fabryczna in Wrocław, IX Commercial Division of the National Court Register under KRS number 0000211692 ("the Company"), hereby convenes an Ordinary General Meeting of Shareholders on **24<sup>th</sup> June 2015** ("the General Meeting") that will be held at **12.00 a.m.** at the registered office of the Company at 6 Strefowa Street.

**Agenda of the General Meeting:**

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Establishing whether the Ordinary General Meeting has been convened regularly and has a quorum enabling to pass binding resolutions.
4. Acceptance of the agenda.
5. Presentation by the Management Board's annual financial statements and report on the activities of the Company CCC and consolidated financial statements and the report of the Group's activities in the accounting year 2014.
6. Presentation by the Supervisory Board:
  - a) a written opinion on the Company situation including the opinion on the internal control system and material risk managing system,
  - b) statement of the Supervisory Board's activity.
7. Presentation of the Supervisory Board's report on evaluation of the results of: financial statement and statement on business activity of the CCC S.A., consolidated financial statement and business activity statement of the Capital Group CCC S.A. in the financial year 2014, application on profit's allocation for the year 2014.
8. Reviewing and passing the financial statement of the CCC S.A. and the statement on business activity of the CCC S.A. for the year 2014.
9. Reviewing and passing the financial statement of the Capital Group CCC S.A. and Statement on business activity of the Capital Group CCC S.A. for the year 2014.
10. Reviewing and passing the management's motion on the allocation of profits for the financial year 2014 and the payment of dividends.
11. Passing the resolutions on giving the discharge to members of the Management Board for fulfillment of duties in the financial year 2014.
12. Passing the resolutions on giving the discharge to members of the Supervisory Board for fulfillment of duties in the financial year 2014.
13. Adoption of a resolution determining the number of Members of the Supervisory Board next term.
14. Appointment of the Members of the Supervisory Board and adopting a resolutions on the appointment of Supervisory Board Members for another term.
15. Election of the Chairman of the Supervisory Board.
16. Adoption of a resolution on the amendment of the Statute on the addition of the object of business activity.

17. Adoption of the resolution on amendment of Resolution No. 6 of the Extraordinary General Meeting of Shareholders of 19 December 2012 on conditional increase of share capital of the Company and the issue of subscription warrants with complete exclusion of the pre-emptive right of shareholders to shares issued within the scope of conditional capital and subscription warrants as well as amendment to the Articles of Association.
18. Closing the General Meeting.

The proposed amendments to the Statute in relation to paragraphs 16 of the agenda of OGM:

The Management Board announces proposed amendments to the Statute:

- (A) Proposed wording of a new paragraph 43 § 5 section 1 of the Statute  
*"43) Other out-of-school forms of education, n.e.c. – PKD-85.59.B."*

## **2. The date of registration of participation in the General Meeting.**

The day of registration of the participation in the General Meeting is **8 of June 2015** ("Registration Day").

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

Persons having the right to participate in the Ordinary General Meeting are persons being shareholders of CCC S.A. on the Registration Day, i.e. the persons who:

- a) hold shares of CCC S.A. on their securities account sixteen days before the date of the General Meeting (i.e. **on the 8 of June 2015**), and
- b) within the period from the date of announcement of convening the General Meeting (i.e. **from the 25 May 2015**) to the first weekday after the Registration Day (i.e. **to 9 June 2015**) (including this day) submit a request to the entity maintaining their securities account for issuing a personal certificate confirming the right to participate in the General Meeting.

## **4. The list of shareholders.**

The Company shall prepare the list of shareholders entitled to participate in the General Meeting based on a list obtained from the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych).

The aforementioned list shall be prepared in accordance with the information provided by entities managing the securities accounts of shareholders, based on personal certificates confirming the right to participate in the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be provided for review at Company's registered office (ul. Strefowa 6, 59-101 Polkowice) from 8 a.m. to 4 p.m., for 3 weekdays before the day of the General Meeting, i.e. **23<sup>th</sup>, 22<sup>th</sup>, 19<sup>th</sup> June 2015**.

A shareholder of the Company may demand the list of shareholders to be sent to them free of charge by e-mail, specifying the address to which the list is to be sent. A shareholder may make the aforementioned demand by e-mail to the address [wza@ccc.eu](mailto:wza@ccc.eu).

## 5. Selected rights of shareholders concerning the General Meeting.

A shareholder or shareholders representing at least one twentieth (5%) of the Company's share capital has/have the right to:

- a) demand that specific matters are included in the agenda of the General Meeting; such demand should be submitted to the Management Board not later than twenty-one days before the date of the General Meeting, i.e. by **3 June 2015**; the demand should include grounds or a draft resolution concerning the proposed item of the agenda; the demand may be submitted by e-mail to the address [wza@ccc.eu](mailto:wza@ccc.eu).
- b) submit to the Company in writing or by email to the address [wza@ccc.eu](mailto:wza@ccc.eu) proposed resolutions concerning matters put on the agenda of the General Meeting or matters that are to be put on the agenda.

During the General Meeting each shareholder of the Company may submit resolution proposals concerning matters that have been introduced to the agenda. Furthermore, each shareholder has the right to submit proposals of changes and supplements to the resolutions covered by the agenda – until closing the discussion on that particular point of agenda concerning the draft of the resolution being the subject matter of the proposal. Such proposals, including brief justification, shareholder's name and surname or company name, should be submitted in writing – separately for each draft resolution – to the Chairperson of the General Meeting.

## 6. Exercising voting right by proxy.

A shareholder may participate in the General Meeting and exercise the voting right in person or by proxies.

A power of attorney granting the right to vote shall be made in writing or granted in electronic form. The power of attorney granted in electronic form need not be provided with a safe electronic signature verifiable by means of a valid qualified certificate.

The Company shall be notified of granting of the power of attorney by a shareholder in electronic form by e-mail sent to the address [wza@ccc.eu](mailto:wza@ccc.eu). The notification of granting of the power of attorney in electronic form shall be enclosed with a scanned document of the power of attorney granted with the use of a form provided by the Company (or drawn up by the Shareholder and containing at least the same data and information), and:

- a) if a shareholder is a natural person – also with a copy of a document confirming the identity of the shareholder; or
- b) if a shareholder is not a natural person – the authorisation to act on behalf of other entity should be confirmed by enclosing a copy of a valid excerpt from the relevant register or another document confirming the authorisation of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. continuous sequence of powers of attorney).

In case of granting the power of attorney to a further proxy, the continuous sequence of powers of attorney shall be submitted to the Company together with documents proving the authorisation to act on behalf of previous proxies.

The abovementioned rules shall not release the proxy from the obligation to introduce his/her identification documents during the preparation of the list of General Meeting participants.

Forms allowing exercising the voting right by a proxy are available on the Company's website [www.ccc.eu](http://www.ccc.eu). The Company shall not impose the obligation to grant the power of attorney on the aforementioned form.

At the same time, the Management Board of the Company informs that in case of granting the power of attorney by a shareholder along with voting instruction, the Company will not verify whether the proxies exercise the voting rights in accordance with the instructions received from the shareholders. In view of the above, the Management Board informs that the voting instruction should be delivered to the proxy only.

## **7. Postal voting.**

The shareholders may vote during the General Meeting using forms published on the Company's website [www.ccc.eu](http://www.ccc.eu) or in other location designated by the Company.

Votes cast by post in the way other than with the use of forms provided by the Company shall be considered invalid.

Votes cast by post should be sent to the address of the registered office of the Company, double-enveloped, with the second one labelled "WZA – 24.06.2015r."

When counting a quorum and establishing voting results, only those votes cast by post shall be taken into consideration which the Company received not later than at the moment when the voting at the General Meeting was ordered.

The postal voting is considered invalid in case of adopting the resolution in the form other than draft resolution included in a form sent by the shareholder.

Votes cast by postal voting are considered open from moment of announcing voting results.

Votes cast by postal voting may also concern matters subject to secret ballot. In this case postal voting shall be equivalent to shareholder's consenting to waive the secrecy of that vote.

Raising an objection by post is equal to requesting to record the objection in the minutes by a shareholder being present on the General Meeting and grants the right to appeal against the resolution of the General Meeting.

The shareholder who cast a vote by post shall lose the right to vote on the General Meeting. However, postal vote can be cancelled by the statement submitted to the Company not later than one hour before the General Meeting.

## **8. Participation and voting at the General Meeting by the use of electronic means of communication.**

The Statute of the Company does not provide for the possibility of participation and speaking at the General Meeting by the use of electronic means of communication.

## **9. Access to documents concerning the General Meeting.**

A person entitled to participate in the General Meeting may obtain the full text of the documentation that is to be presented to the General Meeting, including draft resolutions or, if passing of resolutions is not on schedule, comments of the Management Board or the Supervisory Board concerning matters included in the agenda of the General Meeting or matters that will be included in the agenda before the date of the General Meeting, on the Company's website [www.ccc.eu](http://www.ccc.eu) and in the registered office of the Company at 6 Strefowa Street, 59-101 Polkowice, between 8 a.m. and 4 p.m.

## **10. Ordinal information.**

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

The Company would like to ask entities representing groups of shareholders to grant the powers of attorney in electronic form and to send the scanned documents to the following e-mail address: [wza@ccc.eu](mailto:wza@ccc.eu).

Sending to the Company the scanned powers of proxy or notification to the Company, mentioned in item 6 of the Announcement, shall not cause any negative legal nor corporate consequences to persons entitled to participate in the General Meeting nor their proxies – in case of further changes of factual circumstances.

To improve the registration process we would also like to ask for the preparation of the alphabetic list of entities represented by a proxy, including the number of votes to which they are entitled.

## **11. Other information.**

Information concerning the General Meeting will be made available on the Company's website [www.ccc.eu](http://www.ccc.eu).

At the same time, the Management Board of the Company informs that to matters not covered by this announcement the provisions of the KSH, the Articles of Association and the Rules of Procedure of the General Meeting shall apply, and for this reason the shareholders of the Company are requested to get acquainted with the abovementioned regulations.

If you have any further queries or doubts connected with the participation in the General Meeting, please do not hesitate to contact the Company at the phone number +48 76 845 84 00 or the e-mail address [wza@ccc.eu](mailto:wza@ccc.eu).

