

Current report No. 14/2015

Drawn up on: 26 May 2015

Abbreviated name of the issuer: MIDAS SA

**Subject: Ordinary General Meeting of the Company**

The Management Board of Midas Spółka Akcyjna, with its registered office in Warsaw at al. Stanów Zjednoczonych 61a, entered in the Commercial Register kept by the District Court for the Capital City of Warsaw, Division XII Commercial of the National Court Register under number 0000025704 (the "Company", "Midas S.A."), acting pursuant to Article 399 par. 1 of the Commercial Companies Code (the "CCC"), hereby convenes an Ordinary General Meeting of the Company (the "OGM"), to be held on 24 June 2015 at 12.00 pm. The OGM will be held in Warsaw, at al. Stanów Zjednoczonych 61a (Blue Point building, conference room 110).

The proposed agenda is as follows:

1. Opening of the Ordinary General Meeting.
2. Electing the Chairman of the Ordinary General Meeting.
3. Confirming that the Ordinary General Meeting of Shareholders has been properly convened and is capable of adopting resolutions.
4. Appointing the Returning Committee.
5. Adopting the agenda.
6. Reviewing the "Report of the Management Board on the operations of Midas S.A. in 2014" and the "Report of the Management Board on the operations of the Midas Capital Group in 2014", the "Financial Statements of Midas S.A. for the year ended 31 December 2014", the "Consolidated Financial Statements of the Midas Capital Group for the year ended 31 December 2014", and the motion of the Management Board regarding distribution of the Company's 2014 net profit.
7. Reviewing the report of the Company's Supervisory Board on the review of the Reports of the Management Board on the operations of the Company and the Midas Capital Group for the year 2014, the separate financial statements of the Company for the year 2014, the consolidated financial statements of the Midas Capital Group for the year 2014 and the motion of the Management Board regarding distribution of the Company's 2014 net profit.
8. Reviewing the "Report on the activities of the Supervisory Board of Midas S.A. in 2014."
9. Approving a co-opted member of the Supervisory Board
10. Adopting resolutions with regard to:
  - a) approving the "Report of the Management Board on the operations of Midas S.A. in 2014",
  - b) approving the "Financial Statements of Midas S.A. for the year ended 31 December 2014",
  - c) approving the "Report of the Management Board on the operations of the Midas Capital Group in 2014",
  - d) approving the "Consolidated Financial Statements of the Midas Capital Group for the year ended 31 December 2014",
  - e) distributing the Company's 2014 net profit,
  - f) discharging the Company's Management Board members from liability in the performance of their duties in 2014,
  - g) discharging the Company's Supervisory Board members from liability in the performance of their duties in 2014,

## 11. Closing of the Ordinary General Meeting.

Information on the right to participate in the OGM:

Pursuant to Article 406<sup>1</sup> par. 1 of the CCC, the right to participate in the Company's General Meeting is vested solely in persons who are the Company's shareholders 16 days prior to the date of the OGM (which is the date of registering for the OGM), i.e. as on 8 June 2015 (the "Registration Day").

To ensure participation in the OGM, a shareholder holding dematerialised bearer shares should demand, no earlier than after the OGM is announced, but no later than on the first weekday following the Registration Day, i.e. no later than on 9 June 2015, that the entity maintaining the relevant securities account issue a personal certificate of entitlement to attend the OGM. Such certificates of entitlement to attend the OGM will serve as the basis for preparing lists sent to the entity maintaining the depository of securities in accordance with the provisions on trading in financial instruments.

A list of shareholders authorised to attend the OGM will be displayed in the Company's offices in Warsaw at al. Stanów Zjednoczonych 61a, from 9.00 am to 4.00 pm, on 19 and on 22 and 23 June 2015.

The Company's shareholders may request that the Management Board email them the list of shareholders authorised to attend the OGM, free of charge, upon providing their email address to which the list should be sent. The request should be sent in writing to the Company's postal address or by email to: [wz@midas-sa.pl](mailto:wz@midas-sa.pl).

All persons authorised to attend the OGM should register and collect their voting cards outside the conference room 30 minutes before the meeting.

The right to attend the OGM by proxy:

A power of attorney should be given in writing or electronically and will otherwise be invalid. A written power of attorney must be attached to the minutes of the OGM. As of the date of publication of this announcement, the Company makes available for download an electronic power of attorney form on its website (in the General Meeting tab). The Company should be informed about a power of attorney granted in electronic form by electronic means of communication, making every effort to make it possible to verify the validity of the power of attorney. Along with providing information on giving a power of attorney electronically, a shareholder must send, in PDF format: a scan of the power of attorney granted, plus a scan of the personal identity card, passport or other document making possible the identification of the shareholder as the principal and of the proxy. If a power of attorney is granted by a legal person or an organisational unit, the shareholder as the principal must also submit a

scan of the extract from the register in which the principal is registered. The Company is not liable for the consequences of inability to use electronic means of communication with the Company or the Company's failure to receive correspondence sent out electronically, if the above occurred for reasons not attributable to the Company.

Any documents sent electronically that are drafted in a language other than Polish should be translated into Polish by a sworn translator. A shareholder sending information on granting a power of attorney must at the same time send the Company the email address and telephone number of the shareholder and the proxy, which the Company can use to communicate with the shareholder and the proxy. Submitting the above documents electronically does not release the proxy from the obligation to present the identity documents specified herein at the drawing up of the attendance list of the persons authorised to attend the OGM.

The Company will take the appropriate steps to identify the shareholder and the proxy to verify the validity of the power of attorney given electronically. Any such check involves making a query, submitted online or by telephone, to the shareholder and the proxy to confirm whether a power of attorney was given.

Rules applicable to identifying shareholders shall apply to notices served on the Company on the revocation of a proxy. A notice on granting and cancelling a power of attorney in a manner that does not comply with the above requirements has no legal effect on the Company.

A proxy must vote in accordance with the instruction issued by the shareholder.

The choice of method of appointing a proxy is up to the shareholder, and the Company is not liable for any errors in completing the power of attorney form or the actions of the persons acting as proxies, which includes failing to vote in line with the instructions issued by the shareholder.

Information on the shareholders' rights:

A shareholder or shareholders representing at least 1/20 (one twentieth) of the Company's share capital may request that specific matters be placed on the agenda of the OGM. The request should be given to the Company's Management Board no later than twenty-one days prior to the scheduled date of the meeting, i.e. by 3 June 2015. The request should include a justification or draft resolution on the proposed agenda item. The request may be made in writing (and sent to the Company's address) or as a PDF file sent to the Company's email address: [wz@midas-sa.pl](mailto:wz@midas-sa.pl). The Management Board of the Company is obliged immediately, but not later than 18 days before the date scheduled for the general meeting, to announce any changes to the agenda.

Before the date of the OGM, a shareholder or shareholders representing at least 1/20 (one twentieth) of the share capital may submit to the Company in writing (sent to the Company's

address) or as a PDF file sent to the Company's email address at [wz@midas-sa.pl](mailto:wz@midas-sa.pl), draft resolutions on matters placed on the agenda of the general meeting or on matters which are to be placed on the agenda.

A shareholder or shareholders should demonstrate that they have the appropriate number of shares as on the date of submitting the request, by attaching thereto a personal certificate or entitlement to attend the OGM or a personal certificate of deposit issued by the competent entity, confirming that shareholder's or those shareholders' ownership of the portion of the Company's share capital required to submit the above request (hard copy or scan). Furthermore, in the case of institutional shareholders or shareholders who are legal entities or other organisational units, the above request must be accompanied by originals or copies of the relevant documents stating the manner of representation adopted by those entities. The obligation to attach the documents referred to above applies to both hard-copy and electronic versions of the request, and requires the form applicable for each of the versions (a hard-copy original or its copy versus a scan and PDF conversion). The written request, together with a complete set of attachments, should be filed against a filing confirmation in the Company's offices at ul. Lwowska 19, 04-028 Warsaw, or sent to the Company against mailing confirmation and receipt confirmation to the Company's address at ul. Lwowska 19, 04-028 Warsaw, or, for electronic versions, emailed to the Company's e-mail: [wz@midas-sa.pl](mailto:wz@midas-sa.pl).

During the general meeting, each shareholder may submit draft resolutions concerning matters placed on the agenda. The drafts should be provided in Polish.

Information about electronic communications during the OGM and voting by mail:

Due to the fact that the Statute and the Rules of the General Meeting of the Company do not contain any provisions enabling shareholders to participate, speak during the OGM or exercise their voting rights using electronic means of communication, the Management Board hereby states that it will not be possible to use this form of attendance and voting at the OGM. The Management Board also states that for similar reasons, votes cannot be cast by mail.

Access to documents:

The documents to be presented at the OGM, together with draft resolutions, will be posted on the Company's website as of the date of scheduling the OGM, pursuant to Article 402<sup>3</sup> par. 1 of the CCC.

Any notes of the Company's Management Board or Supervisory Board regarding matters placed on the agenda of the OGM or matters that are to be placed on the agenda prior to the date of the OGM will be available on the Company's website as soon as they are made.

Any information concerning the OGM and the related documents will be posted on the Company's website at <http://www.midas-sa.pl> in the General Meeting tab.

Any communications relating to the general meeting should be sent to: [wz@midas-sa.pl](mailto:wz@midas-sa.pl).

