Shareholder's motion concerning the request to include certain matters in the agenda of the Extraordinary General Meeting of Sygnity S.A. convened for 30 July 2019

Legal basis: Article 56 paragraph 1 point 2 of the Act on offering - current and periodic information

The Management Board of Sygnity S.A. informs that on 8 July 2019 in the evening the Company received a letter from Cron sp. z o.o. with its registered office in Warsaw (the “Shareholder”), being a shareholder of Sygnity S.A. with its registered office in Warsaw (“Sygnity”, the “Company”) holding at least one fifth of the share capital of Sygnity (the “Request”), concerning the request to include certain matters in the agenda of the Extraordinary General Meeting convened for 30 July 2019 at 12:00 a.m. (the “EGM”).

As part of the Request, the Shareholder requested the following:

I. placing the following matter as item 7 on the agenda of the EGM:
   “7. Election of Members of the Supervisory Board by way of voting in separate groups (i.e. pursuant to Article 385 § 3 - 9 of the Polish Commercial Companies Code)”.

II. modification of the order of the previous agenda of the EGM, which, after taking into account the proposed item, should look as follows:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairman of the General Meeting.
3. Confirmation of the validity of the convening of the General Meeting and its ability to adopt binding resolutions.
4. Adoption of the agenda of the General Meeting.
5. Adoption of a resolution on the determination of the number of Members of the Supervisory Board.
6. Adoption of resolutions on changes in the composition of the Supervisory Board of the Company.
7. Election of Members of the Supervisory Board by way of voting in separate groups (i.e. pursuant to Article 385 § 3 - 9 of the Polish Commercial Companies Code).
8. Adoption of a resolution on incurring by the Company the costs of convening and holding the Extraordinary General Meeting.

At the same time, the Company informs that the Shareholder has included in the submitted letter the following justification of the Request, which the Company forwards below:

“The basis for this motion is Article 401 §1 of the Polish Commercial Companies Code which stipulates that a shareholder or shareholders representing at least one twentieth of the share capital may demand that certain matters be placed on the agenda of the next general meeting. Pursuant to the aforementioned provision and the Company's current report no. 22/2019 of 3 July 2019, the next general meeting of the Company is the Extraordinary General Meeting of Sygnity S.A. convened by the Company's Management Board for 30 July 2019 at 12:00 a.m. in the Company's registered office.

The right to elect the Supervisory Board by voting in separate groups results from Article 385 § 3 of the Polish Commercial Companies Code pursuant to which, at the request of shareholders representing at least one fifth of the share capital,
the election of the Supervisory Board should be made by the nearest General Meeting by voting in separate groups, even if the Articles of Association provide for a different method of appointing the Supervisory Board. The applicant is a shareholder of Sygnity S.A. holding shares representing jointly more than one fifth of the votes in the share capital. Thus, the applicant is entitled both to request an extension of the agenda of the Extraordinary General Meeting of the Company and to submit a request concerning the election of the Supervisory Board by way of voting in separate groups.

The proposed agenda item concerning the election of the Supervisory Board by way of voting in separate groups is aimed at strengthening the effectiveness of supervision over the current activity of the Company, taking into account the interest of all shareholders. The draft resolution concerning the election of the remaining members of the Supervisory Board is a consequence of the expiry of the mandates of the existing members of the Supervisory Board of the Company in the event of the election of at least one member of the Supervisory Board by way of voting in separate groups (Article 385 § 8 of the Polish Commercial Companies Code).

In view of the above, this request is fully justified.

Attached to this current report, the Management Board submits draft resolutions submitted by the Shareholder as part of the Request. After analyzing the Request, the Management Board of Sygnity will take the actions provided for in the generally applicable provisions of law with regard to the change of the originally announced agenda of the EGM.

Detailed legal basis: § 19 paragraph 1 point 4 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 recognizing as equivalent information required by legal regulations of a non-member state (Journal of Laws of 2018, item 757).