

**Announcement  
of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna  
of the convention  
of the Extraordinary General Meeting**

The Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna (joint stock company) at Kasprzaka St. 10/16 (01-211 Warsaw), entered into the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw, 12th Commercial Department of the National Court Register, under the number KRS 11571, holding Taxpayer's ID No. (NIP): 526-10-08-546, having the fully paid-up share capital of PLN 51,136,764, (the "Company" or the "Bank"), pursuant to art. 399 § 1, in connection with art. 402 and art. 400 of the commercial companies code, acting on the request of the majority shareholder Rabobank International Holding B.V., convenes hereby **the Extraordinary General Meeting to be held on 3 September 2014, at 12.00**, at the registered office of the Company at Kasprzaka St.10/16 in Warsaw, room 525.

**Agenda**

1. Opening of the Meeting.
2. Election of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been convened in a proper manner and that it is capable of passing resolutions.
4. Adopting a resolution regarding the costs of convening and holding the Meeting.
5. Acceptance of the Agenda of the Meeting.
6. Adopting a resolution regarding the amendments to the statute of the Bank.
7. Passing resolution on the determination of consolidated texts of the Bank's Statute.
8. Adopting resolutions on changes in the composition of the Supervisory Board of the Bank.
9. Closing of the Meeting.

In compliance with the requirements of Art. 402<sup>2</sup> of the Commercial Companies Code, the Management Board of the Company below notifies the Shareholders of participation in the General Meeting.

## **1. Right to request certain issues to be included in the agenda**

A shareholder or shareholders representing at least 1/20 of the share capital is/are entitled to request certain issues to be included in the agenda for the Ordinary General Meeting of the Company. A request should be presented to the Management Board of the Company not later than 21 days prior to the scheduled date of the General Meeting, i.e. by 13 August 2014 at the latest and should include reasons or a draft resolution regarding the proposed item of the agenda. The request may be submitted to the registered office of the Company (Kasprzaka St. 10/16, 01-211 Warszawa, room 519) in writing or sent exclusively by e-mail at the following e-mail address: [walne.zgromadzenie@bgz.pl](mailto:walne.zgromadzenie@bgz.pl).

A shareholder or shareholders should prove that they hold a proper number of shares as at the day of making a request by enclosing a deposit certificate or notice of the right to participate in the General Meeting of the Company to the request; and in the case of shareholders being legal persons or organizational units without the legal personality, they should also confirm their entitlement to act on behalf of this entity by enclosing a current excerpt from the registry relevant for the person/unit.

In the case of shareholders presenting their requests by electronic means of communication, documents should be sent in PDF format.

Requests submitted by shareholders by means of electronic communication in other way than via the above-given e-mail address or failing to observe the above-specified requirements, do not result in any legal effects for the Company and as such, will not be taken into account.

## **2. Right to propose draft resolutions on the matters included in the agenda or the matters to be included in the agenda before the date of the meeting**

A shareholder or shareholders representing at least 1/20 of the share capital may propose in writing, prior to the General Meeting, draft resolutions on the matters included in the agenda or on the matters to be included in the agenda, at the registered office of the Company at Kasprzaka St. 10/16 (01-211 Warszawa), room 519, or by means of electronic communication (in a manner and to the e-mail address (as given under paragraph 1 above).

Draft resolutions forwarded by the shareholders by means of electronic communication in a way other than to the e-mail address (given under paragraph 1 above) or such draft resolutions forwarded failing to meet the requirements set out under paragraph 1) shall not result in legal effects for the Bank and as such, will not be taken into account.

### **3. Right to propose draft resolutions on the matters included in the agenda in the course of the meeting.**

Each of the shareholders empowered to attend the General Meeting may, during the General Meeting, propose draft resolutions on the matters included in the agenda.

### **4. Exercising the voting right by proxy**

A shareholder may participate in the General Meeting and exercise his/her voting right in person or by proxy. A proxy template can be found on the website: <http://www.bgz.pl> in section "Investor Relations/General Meeting/Extraordinary General Meeting – 3 September 2014".

The Company does not impose a requirement to grant proxy on the above mentioned form. The Company's Management Board informs, however, that if a shareholder grants a proxy right together with the voting instruction, the Company will not verify whether the proxies exercise the voting rights in line with the instructions received from the shareholders. The Management Board of the Company informs, therefore, that the voting instruction should be handed exclusively to the proxy.

The power to vote by a proxy should be granted in writing or electronically. The granting of the power to vote in an electronic way does not require an electronic signature verified using a valid qualified certificate.

If the proxy is granted electronically, a Shareholder is required to notify the Company of the granting of such a proxy in the electronic form, to the e-mail address: [walne.zgromadzenie@bgz.pl](mailto:walne.zgromadzenie@bgz.pl) by 2 September 2014, 12.00 Polish time, at the latest. In the case of sending a notification of such a proxy being granted in the electronic form, a shareholder or a person entitled to attend the General Meeting, shall send the following, to the e-mail address as specified above:

- 1) Personal certificate of entitlement to attend the General Meeting, and a scan of the ID or passport including the data enabling identification of the holder (natural person) or a scan of a copy of a register competent for the legal person or organizational unit without legal personality,
- 2) Text or scan of the proxy granted, including the data of the mandator or the persons acting on his behalf in accordance with the mandator's applicable representation rules.
- 3) Scan of the ID or passport (including data enabling identification of the holder) of the proxy being a natural person,

- 4) Scan of the register relevant for the legal person or organizational unit without legal personality,
- 5) E-mail address designated for communication with the shareholder or shareholder's proxy.

The above provisions apply to the notification of withdrawal of the proxy by way of electronic means of communication.

Notifications forwarded by the shareholders in a way other than to the e-mail address as given above or provided without meeting the requirements specified above do not result in legal effects towards the Company and as such, will not be taken into account.

Shareholders shall be allowed to attend the General Meeting upon presentation of an ID and the proxies – upon presentation of their IDs and valid proxy documents granted to them in writing or electronically (a proxy should present the proxy printout).

Representatives of legal persons or organizational units without legal personality should additionally present valid copies from proper registers specifying the persons empowered to represent those entities.

In case of documents drafted in a foreign language, such documents should be accompanied by their Polish sworn translation.

#### **5. Possibility and way of attending the General Meeting by means of electronic communication**

The By-laws of the General Meeting do not provide for participation in the General Meeting by electronic means of communication.

#### **6. Way of speaking during the General Meeting by means of electronic communication**

The By-laws of the General Meeting do not provide for speaking in the General Meeting by means of electronic communication.

#### **7. Way of exercising the voting right by correspondence or by means of electronic communication**

The By-laws of the General Meeting do not stipulate the possibility to exercise the voting right by correspondence or by means of electronic communication at the General Meeting.

#### **8. Registration Day**

18 August 2014 is a day of registering attendance at the General Meeting .

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

Persons who are shareholders of the Company on the day of registering their attendance at the General Meeting are entitled to participate in the General Meeting.

In the case of shareholders entitled to participate in the General Meeting by virtue of dematerialized bearer shares, the persons entitled to participate in the General Meeting are the ones who apply for a personal certificate of entitlement to attend the General Meeting to an entity running securities account not earlier than after announcing the convention of the Ordinary General Meeting and on 19 August 2014 at the latest, and an entity running the securities account issues the personal certificate of entitlement to attend the General Meeting.

In case of the shareholders entitled to participate in the General Meeting by virtue of the registered shares, pledgees and usufructuaries who are entitled to the voting right, the persons entitled to participate in the General Meeting are the ones who are recorded in the Share Book of the Company sixteen (16) days prior to the date of the General Meeting (on the day of registering participation in the General Meeting).

The Company determines the list of shareholders entitled to participate in the General Meeting based on the list received from the National Depository for Securities and the Share Book.

According to art. 407 of the Commercial Companies Code, the list of shareholders entitled to participate in the Extraordinary General Meeting will be freely available for inspection on 29 August, also 1 and 2 September 2014, between 8.00am. and 4.00pm. at the registered office of the Company, room 519. A shareholder may request that the list of shareholders entitled to attend the General Meeting should be sent free of charge via electronic mail to the address given by him.

## **10. Making documentation available**

Persons entitled to participate in the General Meeting have an access to the full documentation which is to be presented at the Extraordinary General Meeting and draft resolutions at the registered office of the Company at Kasprzaka St. 10/16 (01-211 Warsaw), room 519, or on the Company's website at <http://www.bgz.pl> in section "Investor Relations/General Meeting/Extraordinary General Meeting – 3 September 2014".

## 11. Website address

The Company will provide access to all information regarding the General Meeting on the Company's website at <http://www.bgz.pl> "Investor Relations/General Meeting/Extraordinary General Meeting – 3 September 2014"

In the case of any questions or doubts related to the participation in the General Meeting please contact the Company by e-mail at: [walne.zgromadzenie@bgz.pl](mailto:walne.zgromadzenie@bgz.pl)

## 12. Draft amendments to the Statute

In § 29 of the Bank's Statutes, following section 4 a new 5 shall be added which shall read as follows:

*"5. In the event that a request is submitted to the Management Board of the Bank, by a shareholder entered into share register, for a duplicate of a share certificate that has been destroyed or lost, the provisions of the decree on the redemption of lost documents dated 10 December 1946 (J.L. 1947, No. 5, item 20) shall not apply. The request must include the series, number of the share it refers to and statement regarding lost or destruction of the share certificate. The Management Board of the Bank shall make an announcement on the destruction or loss of the share certificate, calling on those who are in possession of the share certificate to submit it to the Bank together with their claims thereto, within the period specified by the Management Board of the Bank, which shall in no case be shorter than one week, or else the share certificate will be cancelled by the Management Board of the Bank and the duplicate will be issued to the person entered in the share register as being entitled to it. If a person who claims to have rights to the share certificate submits the share certificate within the deadline, the Management Board of the Bank shall inform the requester of this fact, close the proceedings concerning the issuance of a duplicate of the share certificate and return the share certificate to the person who submitted it. If the person who does not claim to have rights to the share certificate submits the share certificate, the Management Board of the Bank shall award it to the person entered in the share register as being entitled to it. The costs of making the announcements and issuing the duplicate shall be incurred by the requester. The same rules shall apply to multiple-share certificates."*