NOTICE
by the Management Board of ERBUD SA seated in Warsaw
convening the Annual General Meeting

The Management Board of the commercial law company operating under name of „ERBUD S.A." with its registered office in Warsaw entered in the Register of Entrepreneurs of the National Court Register as kept by the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register under the number 268667, acting pursuant to Article 399 section 1 and Article 395 section 1 of the Commercial Companies Code, as well as Article 13 section 2 of the Company's Statute and Article 1 section 2 of the General Meeting Regulations of ERBUD S.A., based in Warsaw, hereby

CONVENES THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ERBUD S.A. IN WARSAW ON 29 MAY 2015 AT 2:00 PM AT THE COMPANY'S HEADQUARTERS IN WARSAW AT 300A PUŁAWSKA ST.

Furthermore, according to Article 402^2 of the Commercial Companies Code („CCC"), the Management Board of Erbud SA in Warsaw informs as follows:

I. Date, time and place of the Annual General Meeting and the detailed agenda.

The Annual General Meeting of Erbud SA will be held in Warsaw **on 29 May 2015 at 12:00** at the Company's headquarters in Warsaw, in the building located at 300A Puławska St., room "Rysy" situated on the second floor of the said building.

A detailed agenda of the Annual General Meeting includes:

1. Opening of the Annual General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Declaring the correctness of the convening of the Annual General Meeting of Shareholders and its authorisation to adopt resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Review of the Management Board's reports on the operations of Erbud SA and Erbud Capital Group in the financial year 2014, and the Company's separate financial statements and Erbud Capital Group consolidated financial statements for the financial year 2014, including the auditor's opinion and report.
6. Presentation and review of the report of the Supervisory Board of Erbud SA on the operations of the Board in the financial year 2014 and a brief assessment of the Company's standing.
7. Presentation and review of the Supervisory Board's report on the assessment of the Management Board's report on the Company's operations in the financial year 2014, and the separated and consolidated financial statements for the financial year 2014, so as to their compliance with the books and documents and the facts as well as the proposal of the Management Board regarding the distribution of the Erbud's SA profit disclosed in the financial statements of the Company for the financial year 2014.
8. Adoption of a resolution concerning the approval of the Management Board's report on the operations of Erbud SA in the financial year 2014 and of the Company's financial statements for the financial year 2014.
9. Adoption of a resolution concerning the approval of the report of the Erbud SA Management Board on the Erbud Capital Group operations in the financial year 2014 and on the consolidated financial statements for the financial year 2014.

10. Adoption of a resolution on distribution of profits earned in 2014.
11. Adoption of resolutions on granting the members of the Management Board and the Supervisory Board of Erbud SA a vote of acceptance for the financial year 2014.
12. Adoption of a resolution on appointing members of the Supervisory Board for the next term of office of 3 years.
13. Adoption of a resolution on defining the rules of the implementation by the Company of the Management Stock Options Scheme for the years 2016-2018.
14. Adoption of a resolution on amending the Articles of Association of Erbud SA and authorizing the Management Board increase the Company's share capital within the authorised capital and to limit or exclude pre-emptive rights of shareholders with the consent of the Supervisory Board.
15. Adoption of a resolution on dematerialisation of Company's shares issued within the authorised capital and authorisation of the Company's Management Board to conclude an agreement to register these shares with securities deposit maintained by Krajowy Depozyt Papierów Wartościowych SA and on application for admission and introduction of these shares to trading on a regulated market.
16. Adoption of a resolution on the amendment of the Articles of Association and on the introduction of a provision authorizing the Management Board to the interim dividend payment to Shareholders due to the dividend expected for the financial year ending, with the consent of the Supervisory Board.
17. Adoption of a resolution on amending the Articles of Association and extending the Company's business.
18. Adoption of a resolution on approving the consolidated text of Articles of Association.
19. Closing of the Annual General Meeting of ERBUD SA.

II. The right to participate in an Annual General Meeting.

Pursuant to Article 406^1 section of the CCC *"The right to participate in a general meeting of a company's shareholders is vested only in persons who are the company's shareholders 16 days before the date of the general meeting (the day of registering participation in the general meeting)."*

The Management Board of Erbud SA announces that according to Article 406^1 section 1 of the CCC, the day of registering participation in the Annual General Meeting falls on **13 May 2015**.

The right to participate in the Annual General Meeting of Erbud SA have only those persons who shall be the Company's Shareholders **on 13 May 2015**.

A Shareholder of Erbud SA holding dematerialised bearer shares which shall intend to participate in the Annual General Meeting shall demand from the operator maintaining the securities account to issue a personalised certificate confirming the right to participate in the General Meeting. The request, as referred to the sentence above, should be addressed to the entity maintaining the securities account no earlier than the convening of the Annual General Meeting has been announced, and no later than on the first business day after the registration of participation in the General Meeting, i.e. no later than on **14 May 2015**.

Bearer shares in the form of a document shall entitle the bearer to participate in the Annual General Meeting if the share certificates are submitted to the company no later than on the day of registering participation in the General Meeting and not collect before the end of that day. In place of shares, a Shareholder may submit a statement issued as evidence of the deposit of shares with a notary, a bank or an investment firm having their registered office or branch on the territory of European Union or any state being a party to the Agreement on the European Economic Area. Such a statement must indicate the numbers of the share documents and state that the share documents

will not be handed over before the end of the day of registering participation in the General Meeting.

The list of Shareholders, signed by the Management Board, will be made available to the public at the headquarters of the Company's Board in 02-819 Warsaw, 300A Puławska St., for three business days prior to the date of the Annual General Meeting (i.e. from **26 May** till 28 **May 2015**) and in the place of and during the Annual General Meeting.

A Shareholder of ERBUD SA may also request the list of Shareholders to be sent free of charge to an e-mail address given for this purpose by the Shareholder.

III. Description of procedures for participation in the Annual General Meeting and exercise of voting rights.

1. The right of a Shareholder to request placing specific items into agenda of the General Meeting.

The Management Board of Erbud SA informs, that a Shareholder or Shareholders representing at least one-twentieth of the Company's share capital, may request that specific matters be placed on the agenda of the General Meeting. Such a request should be submitted to the Erbud's Management Board not later than twenty-one days prior to the date of the General Meeting, i.e. not later than by **8 May 2015**. The request of a Shareholder or Shareholders, as referred in the previous sentence, shall contain a justification or a draft resolution regarding the proposed agenda item. Such a request may be submitted in electronic form to the following e-mail address: wza@erbud.pl

The date of delivery to the address of the company: "Erbud" SA, 02-819 Warszawa ul. Puławska 300A, shall determine that the request is submitted on time.

In case the above mentioned request is providing in electronic form, the date of it delivery to the e-mail system of Erbud SA (delivery date to the incoming post server) shall determine that the request is submitted on time.

Immediately, but no later than eighteen days before the General Meeting, i.e. until **11 May 2015**, the Management Board of Erbud SA shall announce the change on the agenda introduced at the request of Shareholders. Announcement of any changes shall effect in way of information placed on the Company's website http://www.erbud.pl, in the manner prescribed for publication of information in accordance with the rules of public offering and terms of introduction of financial instruments to the organized trading system and of public corporations.

Use by a Shareholder of devices for electronic mail transmission is entirely at the risk of the Shareholder.

2. The right of a Shareholder to submit draft resolutions on items introduced into the agenda of the General Meeting or items to be introduced into the agenda prior to the General Meeting.

The Management Board of Erbud SA informs, that prior to the Annual General Meeting, a Shareholder or Shareholders representing at least one-twentieth of the Company's share capital may submit draft resolutions on items put on the agenda of the General Meeting or items to be placed on the agenda in writing to the Company's address or using means of electronic communication to the e-mail address wza@erbud.pl. Draft resolutions and Agenda shall be immediately published by the Company on its website http://www.erbud.pl

The date of delivery to the address of the company: Erbud SA, 02-819 Warszawa, ul. Puławska 300A, shall determine that the request is submitted on time.

In case the above mentioned request is providing in electronic form, the date of it delivery to the e-mail system of Erbud SA (delivery date to the incoming post server) shall determine that the request is submitted on time.

Use by a Shareholder of devices for electronic mail transmission is entirely at the risk of the Shareholder.

3. The right of a Shareholder to submit draft resolutions on items placed on the agenda during the General Meeting.

According to Article 401 section 5 of CCC, a Shareholder may during the Annual General Meeting submit draft resolutions on matters entered into the agenda.

The Management Board of Erbud SA informs that each Shareholder shall be entitled to propose amendments and supplements to the draft resolutions included in the agenda of the Annual General Meeting until the Chairman closes the debate on the item covering the draft resolution under the proposal.

Proposals including a short justification should be submitted in writing to the Chairman of the Annual General Meeting, separately for each draft resolution, stating the name and surname (company name) of a Shareholder. The Chairman may authorize to submit proposals orally.

The proposed amendments and supplements both the formal and linguistic may be presented verbally, with a brief explanation, unless due to the scope of proposed changes, the Chairman of the Annual General Meeting orders to submit the proposal in writing.

4. Manner of exercising voting rights by a proxy, in particular, through forms used to vote by proxy. Manner of notifying the Company via electronic communication about the granting of a proxy.

The Management Board of Erbud SA informs that a Shareholder may participate in the Annual General Meeting and exercise voting rights in person or by a proxy. The proxy may exercise all rights of the Shareholder at the General Meeting, unless the power of attorney indicates otherwise. The proxy may provide further attorney, if this results from the content of the proxy statement.

The proxy may represent more than one Shareholder and vote differently from the shares of each Shareholder.

Each Shareholder having Exbud shares on more than one securities account may appoint separate proxies to exercise of rights from the shares in each of those accounts.

The proxy statement for participation in the Company's Annual General Meeting and exercise of voting rights must be granted in writing or in electronic form. An attorney granted in electronic form does not have to be confirmed by a secure electronic signature verifiable using a qualified certificate.

According to Article 3 section 7 of the Rules of Shareholders' Annual General Meeting of Erbud SA based in Warsaw, the Shareholder should notify the Company of granting the proxy statement in electronic form via e-mail to the following email address: wza@erbud.pl.

Information about granting a power of attorney in electronic form and content of the attorney should be forwarded to Erbud SA no later than by the end of the day preceding the Annual General Meeting, i.e. by **28 May 2015** in order to enable the Company to verify the validity of the proxy statement given in electronic format.

Latest on **29 May 2015**, the proxy, to whom a power of attorney has been granted in electronic format, should submit to ERBUD an integral document confirming that he has been authorized in electronic format. Such document shall also contain data necessary to identify the principal (extract from the Register of Entrepreneurs where the Shareholder is registered as of the date of giving the power of attorney, including names of persons authorized to act on behalf of the Shareholder and signed by them, saved in the "PDF" format and sent to wza@erbud.pl).

The Shareholder exercising the right to vote by a proxy may use the form available on the Company's website under http://www.erbud.pl (using the form set out on the Company's website is not an obligation but the right of each Shareholder). The form is not the proxy statement and shall not substitute a attorney to attend the Annual General Meeting.

In the event that voting rights are exercised by a proxy using a form, the form shall be delivered to the Chairman of the Annual General Meeting before the end of voting on a given resolution. The Management Board announces that Erbud SA is not obliged and shall not verify the proxy's acting compliance with instructions given to him or her, as referred to in Article 412^2 section 4 of the CCC.

Any risk associated with the exercise of voting rights by proxy is borne by the Shareholder.

5. *The possibility and manner of attending the Annual General Meeting by use of electronic communication means. The manner of taking the floor during the Annual General Meeting by use of means of electronic communication. The manner of voting by use writing form or by electronic means. Risks of the participation.*

The Management Board announces that excepting the possibility of sending e-mail messages by use of electronic communication means to the address wza@erbud.pl**,** the Statute of Erbud SA **does not provide for** the participation at the Annual General Meeting by use of means of electronic communication.

The Rules of Procedure of the General Meeting of Erbud SA do not provide for that voting rights will be exercised in way of correspondence.

IV. How to obtain information about the Annual General Meeting.

Full documentation which shall be presented to the Annual General Meeting, draft resolutions of the Annual General Meeting and any information relating to the Annual General Meeting convened on **29 May 2015** shall be posted on the Erbud website under http://www.erbud.pl from the date of convening the General Meeting.

Copies of the Management Board's report on the activities of the Company and all other documents to be submitted to the Annual General Meeting, including a copy of the Supervisory Board report and the auditor's opinion shall be delivered to the Shareholders on request, at least fifteen days prior to the General Meeting.

Dariusz Grzeszczak
Board Member
of ERBUD S.A.
in Warsaw

Józef Zubelewicz
Board Member
of ERBUD S.A.
in Warsaw