NOTIFICATION
OF THE MANAGEMENT BOARD OF THE COMPANY ERBUD S.A. IN WARSAW
CONCERNING CONVEYANCE
OF AN ORDINARY GENERAL MEETING

The Management Board of the commercial company operating under the business name ERBUD S.A. in Warsaw, registered with the Entrepreneurs' Register of the National Court Register, maintained by the Local Court for the Capital City of Warsaw in Warsaw, XIII Division of the National Court Register under the number KRS: 268667, acting on the basis of Article 399 § 1 and Article 395 *of the Polish Code of Commercial Companies and Partnerships*, § 13 section 2 of the Company's Statutes and § 2 section 2 of the Rules of the General Meeting of Erbud Spółka Akcyjna with its registered office in Warsaw, hereby:

CONVENES AN ORDINARY GENERAL MEETING OF THE COMPANY ERBUD S.A. IN WARSAW ON 30 JUNE 2020, 12.00 P.M. IN THE COMPANY'S SEAT AT UL. FRANCISZKA KLIMCZAKA NO. 1, 02-797 WARSAW

At the same time, pursuant to Article 402^2 *of the Polish Code of Commercial Companies and Partnerships* the Management Board of the Company informs as follows:

I. Date, Time and Place of the Ordinary General Meeting and Detailed Agenda.

The Ordinary General Meeting of the Company ERBUD S.A. with its registered office in Warsaw will take place on **30 June 2020 at 12.00 p.m.** at the Company's seat – in Warsaw, in the building located at ul. Franciszka Klimczaka No. 1, 02-797 Warsaw, Office Building Royal Wilanów, entrance D, 3rd floor of the above building.

Detailed agenda of the Ordinary General Meeting covers:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Affirmation of the correct conveyance of the Ordinary General Meeting and the presence of quorum.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Review of the Management Board's report on the Company's operations and the operations of the Erbud Capital Group in the financial year 2019 and the separate financial statements of the Company for 2019 and the consolidated financial statements of the Erbud Capital Group for 2019, including the Audit Report of the independent auditor.
6. Presentation and review of the report of the Supervisory Board of Erbud S.A. on the Supervisory Board's activities in the financial year 2019, including a brief assessment of the Company's standing, assessment of the Management Board's report on the Company's operations and the operations of the Erbud Capital Group in the financial year 2019 and the separate and consolidated financial statements for 2019 as to their compliance with the books and documents, as well as with the facts, and the Management Board's proposal to allocate the

profit generated in 2019.

7. Adoption of a resolution on approval of the report of the Management Board on the operations of Erbud S.A. in the financial year 2019 and the financial statements of the Company for the financial year 2019.
8. Adoption of a resolution on approval of the report of the Management Board of Erbud S.A. on the operations of the Erbud Capital Group in the financial year 2019 and the consolidated financial statements for the financial year 2019.
9. Adoption of a resolution on the distribution of the Company's profit for 2019.
10. Adoption of resolutions on granting a vote of approval to members of the Management Board and Supervisory Board of Erbud S.A. for the performance of their duties in the financial year 2019.
11. Adoption of a resolution on authorising the Management Board of the Company to purchase own shares for the purpose of their redemption and creating a reserve capital allocated for the purchase of own shares for the purpose of their redemption.
12. Adoption of resolutions on changing the Company's Statutes and adopting the uniform text of the Company's Statutes.
13. Adoption of a resolution on adopting the policy of remuneration of the members of the Management Board and members of the Supervisory Board of the Company.
14. Closing of the Ordinary General Meeting.

II. Proposed Amendments to the Company's Statutes

It is planned to replace the following current wording of § 11 section 3 items 2, 3 and 14 of the Company's Statutes:

2) Approval of annual material and financial plans;
3) Approval of Company's investment plans;
14) Granting consent to submit tenders and conclude construction contracts with a net value exceeding the equivalent to the amount of € 15,000,000.00 (say: fifteen million euros), while for joint bids deciding is the net bid sum and not the share of the Company in the offer;

with the following wording:

2) Approval of annual material and financial plans of the Company and its capital group;
3) Approval of investment plans of the Company and its capital group;
14) Granting consent to submit tenders and conclude construction contracts with a net value exceeding the equivalent to the amount of € 30,000,000.00 (say: thirty million euros), while for joint bids deciding is the net bid sum and not the share of the Company in the offer;

III. Right to Participate in the Ordinary General Meeting.

Pursuant to Article 406^1 § 1 *of the Polish Code of Commercial Companies and Partnerships* "*The right to participate in a general meeting of a public company is vested only in persons being shareholders of the company sixteen days before the date of the general meeting (day of registration of participation in the general meeting).*"

The Management Board of ERBUD S.A. informs that pursuant to Article 406^1 § 1 *of the Polish Code of Commercial Companies and Partnerships*, the day of registration of participation in the Ordinary General Meeting is **14 June 2020.**

Only persons being Shareholders of the Company on **14 June 2020** are entitled to participate in the Ordinary General Meeting of the Company.

Each Shareholder of the Company holding dematerialised bearer shares that intends to participate in the Ordinary General Meeting of Company should request the entity keeping its securities account to issue a personal certificate confirming the right to participate in the General Meeting. The request as referred to in the previous sentence should be addressed to the entity keeping the securities account not earlier than after announcement of the conveyance of the Ordinary General Meeting and not later than on the first weekday after the day of registration of participation in the General Meeting, i.e. not later than on **15 June 2020.**

Bearer shares in the form of a document provide with the right to participate in the Ordinary General Meeting, if the share deeds are filed with the Company on the day of registration of participation in the General Meeting at the latest and are not collected before the end of such day. Instead of shares a certificate confirming filing of shares with a notary, a bank or an investment company having their registered offices or branches on the area of the European Union or any other state being a party to the agreement on the European Economic Area can be filed. The certificate has to state the numbers of share deeds and confirm that the share deeds will not be handed over before the end of the day of registration of participation in the General Meeting.

The Shareholders' List signed by the Management Board will be presented for review in the seat of the Management Board of the Company at the address: ul. Franciszka Klimczaka 1, 02-797 Warsaw (Office Building Royal Wilanów) during three weekdays preceding the date of the Ordinary General Meeting (i.e. from **25 June 2020**, **26 June 2020** and **29 June 2020**) as well as in the place of and during the Ordinary General Meeting.

A Shareholder of the Company may also request that the Shareholders' List is sent free of charge to the email address indicated by the Shareholder for that purpose.

IV. Description of Procedures Concerning Participation in the Ordinary General Meeting of the company and Exercising of Voting Rights.

1. *Shareholder's right to demand placing particular matters on the agenda of the General Meeting.*

The Management Board of the company informs that a Shareholder or Shareholders representing at least one twentieth of the share capital may request that particular matters are placed on the agenda of the Ordinary General Meeting. Such a request should be notified to the Management Board of the Company twenty one days before the date of the convened General Meeting at the latest, i.e. by **9 June 2020**. The Shareholder's or Shareholders' request as referred to in the previous sentence should include a reasoning or a draft of the

resolution concerning the proposed agenda item. This request may be submitted in an electronic form at the following email address: wza@erbud.pl

The proper date of the request submission as referred to above is confirmed by the date of the request delivery at the Company's address: ERBUD S.A., ul. Franciszka Klimczaka 1, 02-797 Warsaw (Office Building Royal Wilanów).

In the case the request is submitted in an electronic form, the proper date of the request submission is confirmed by the date of placing the request in the email system of the Company (date of receipt on the incoming email server of the Company).

The Management Board of the company will immediately – however not later than eighteen days before the date of the convened General Meeting, i.e. by **12 June 2020** – announce amendments to the agenda introduced at the request of Shareholders. Possible amendments will be announced on the Company's website at: http://www.erbud.pl/ and in a manner determined for provision of current information pursuant to the provisions of the act on public offers and conditions to introduce financial instruments to the organised trading system and on public companies.

All and any risk connected with the Shareholder's use of devices to send emails is vested in the Shareholder.

2. *Shareholder's right to submit resolution drafts concerning matters introduced into the agenda of the General Meeting or matters to be introduced into the agenda before the date of the General Meeting.*

The Management Board informs that a Shareholder or Shareholders of the Company representing at least one twentieth of the share capital may – before the date of the Ordinary General Meeting – submit to the Company in writing to the Company's address or with the use of electronic communication means at the address: wza@erbud.pl drafts of resolutions concerning matters introduced into the agenda of the Ordinary General Meeting or matters to be introduced into the agenda. The Company immediately announces resolution drafts on its website maintained at: http://www.erbud.pl/

The proper date of the request submission as referred to above is confirmed by the date of the request delivery at the Company's address: ERBUD S.A., ul. Franciszka Klimczaka 1, 02-797 Warsaw (Office Building Royal Wilanów).

In the case the request is submitted in an electronic form, the proper date of the request submission is confirmed by the date of placing the request in the email system of the Company (date of receipt on the incoming email server of the Company).

All and any risk connected with the Shareholder's use of devices to send emails is vested in the Shareholder.

3. *Shareholder's right to submit resolution drafts concerning matters introduced into the agenda during the General Meeting.*

Pursuant to Article 401 § 5 *of the Polish Code of Commercial Companies and Partnerships* each Shareholder may submit resolution drafts concerning matters introduced into the agenda during the Ordinary General Meeting.

The Management Board of the Company informs that each Shareholder may propose amendments and supplements to resolution drafts covered by the agenda of the Ordinary General Meeting until the Chairman of the Meeting closes the discussion concerning the agenda item covering the resolution draft the proposal refers to.

Proposals along with a short reasoning should be submitted in writing to the Chairman of the Ordinary General Meeting, separately to each resolution draft, and state the first and surname (business name) of the Shareholder. The Chairman of the Ordinary General Meeting may allow that the proposal is presented orally.

Amendment and supplement proposals of a formal and linguistic nature may be submitted orally with a short reasoning, unless – due to the scope of the proposed amendments – the Chairman of the Ordinary General Meeting orders proposal presentation in writing.

4. *Manner of exercising voting rights through a proxy, including in particular with the use of forms applied during the voting by the proxy. Manner of Company notification of proxy appointment with the use of electronic communication means.*

The Management Board informs that each Shareholder of the Company may participate in the Ordinary General Meeting and exercise its voting rights personally or through a proxy.

The right to represent a Shareholder that is not an individual should result from a respective register, possibly a series of powers of attorney or other adequate corporate documents confirming the power to represent the Shareholder as presented while executing the attendance list.

The Proxy exercises all entitlements of the Shareholder during a General Meeting, unless the power of attorney provides otherwise. The Proxy may also grant a further power of attorney, as far as it results from the content of its power of attorney.

A proxy may represent more than one Shareholder and vote differently in respect of shares of each Shareholder.

Each Shareholder of the Company holding shares credited on more than one securities account may appoint separate proxies to execute rights resulting from shares credited to each of the accounts.

The power of attorney to participate in the General Meeting of the Company and to exercise the voting right requires the written or electronic form. The power of attorney is to be attached an excerpt from the respective register, up-to-date as of the date of granting of the power of attorney or other corporate documents confirming the power of the Shareholder to grant the power of attorney. Granting of a power of attorney in an electronic

form does not require provision of the power of attorney with a safe electronic signature verified with the use of a valid qualified certificate.

If the documents confirming the entitlement to represent the Shareholder are not executed in the Polish language, it is necessary to present a certified translation of such documents. It is allowed to present copies of the above documents, if they are confirmed for their compliance with the original by a notary, advocate or qualified legal advisor.

Pursuant to § 4 section 6 of the Rules of the General Meeting of Erbud Spółka Akcyjna with its registered office in Warsaw a Shareholder may notify the Company of the fact of granting a power of attorney in an electronic form via email to the following address: wza@erbud.pl The Company ERBUD S.A. provides on its web site for download a template of the form of notification on granting of the power of attorney in an electronic form, which after being filled in by the Shareholder in accordance with the instruction included in the form should be sent back as an attachment to the email address indicated in the form. The Shareholder should attach an excerpt from the respective register, up-to-date as of the date of granting of the power of attorney or other corporate documents confirming the power of the Shareholder to grant the power of attorney. If the documents confirming the entitlement to represent the Shareholder are not executed in the Polish language, it is necessary to present a certified translation of such documents. It is allowed to present copies of the above documents, if they are confirmed for their compliance with the original by a notary, advocate or qualified legal advisor.

The Company is entitled to undertake actions in order to verify the validity of granted powers of attorney.

A Shareholder exercising its voting right through a proxy may use the form published on the Company's website maintained at: http://www.erbud.pl/ (the use of the form published on the Company's website provides not for an obligation, but for an entitlement of each Shareholder). The form is not a power of attorney and it does not replace the power of attorney to participate in the Ordinary General Meeting.

In the case the Proxy exercises the voting right with the use of a form, the form has to be delivered to the Chairman of the Ordinary General Meeting before the end of voting in respect of a given resolution. The Management Board informs that the Company is not obliged to and will not verify, whether the Proxy acts in compliance with the instruction given to the Proxy as referred to in Article 412^2 § 4 *of the Polish Code of Commercial Companies and Partnerships*.

All and any risk connected with exercising of voting rights through a Proxy is vested in the Shareholder.

5. *Possibility and manner of Ordinary General Meeting participation with the use of electronic communication means. Utterance manner during the Ordinary General Meeting with the use of electronic communication means. Manner of exercising of voting rights by mail or with the use of electronic communication means. Participation risk.*

The Management Board informs that except for the possibility to send emails with the use of electronic communication means to wza@erbud.pl, the Statutes of the Company **does not allow** participation in the Ordinary General Meeting with the use of electronic communication means.

The Rules of the General Meeting of Erbud Spółka Akcyjna with its registered office in Warsaw do not provide for the possibility to vote by mail.

V. Possibility to Obtain Information Concerning the Ordinary General Meeting.

Full documentation to be presented to the Ordinary General Meeting, drafts of resolutions of the Ordinary General Meeting as well as all and any information concerning the Ordinary General Meeting convened on **30 June 2020** will be placed on the website of the Company ERBUD at: http://www.erbud.pl/walne_zgromadzenie_akcjonariuszy.php beginning with the day of General Meeting conveyance.

Management Board of ERBUD SA

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Dariusz Grzeszczak	Agnieszka Głowacka	Jacek Leczkowski