

## **Notice of General Annual Meeting**

Management Board of the company trading under the business name Arteria Spółka Akcyjna, with its registered office at: Warszawa, ul. Jana Rosoła 10, 02-797 Warszawa (“**Arteria**” or “**Company**”), entered in the register of entrepreneurs maintained by the District Court for the Capital City of Warszawa, XIII Commercial Division of the National Court register under number KRS 0000226167, with tax number NIP: 527-24-58-773, having a share capital of PLN 854,764.00 fully paid, acting pursuant to art. 395 § 1 and § 2, art. 399 § 1 of the Code of Commercial Companies (“**Ksh**”) as well as § 33 Para. 1 and 2 of Arteria’s Articles of Association, hereby convenes an Annual General Meeting of the Company and, pursuant to art. 402<sup>2</sup> of **Ksh** hereby publishes the following information:

### **1. DATE, TIME AND VENUE OF THE ANNUAL GENERAL MEETING AS WELL AS THE AGENDA**

Notice is hereby given that the Annual General Meeting of Arteria SA (“**ZWZ**” or “**Annual General Meeting**”) will be held at the Company’s offices in Warszawa at ul. Jana Rosoła 10, on 28 June 2010 at 12.00. The detailed agenda of the Annual General Meeting is as follows:

1. Opening of the general Meeting.
2. Adoption of a resolution to appoint Chairperson of the General Meeting.
3. Establishing the validity of the General Meeting and its authority to adopt resolutions.
4. Adoption of the agenda.
5. Appointment of a returning committee.
6. Review of the Company’s financial statements for the reporting year ended 31 December 2009.
7. Review of the management report on operations in 2009.
8. Review of the Supervisory Board’s reports on the examination and assessment of: the management report on operations in 2009, the Company’s financial statements for the reporting year 2009 and the report on Management Board’s proposal on profit distribution for the reporting year 2009.
9. Review of the Supervisory Board’s reports: on its activities in 2009 and on the assessment of the Company in 2009.
10. Approval of the Company’s financial statements for the reporting year ended 31 December 2009.
11. Approval of the management report on operations in 2009.
12. Review of the consolidated financial statements for the reporting year ended 31 2009.
13. Review of the report on the operations of the capital group for 2009.
14. Review of the Supervisory Board’s reports on the examination and assessment of: consolidated financial statements for the reporting year ended 31 December 2009 and the management report on the operations of the capital group in 2009.
15. Approval of the consolidated financial statements for the reporting year ended 31 December 2009.
16. Approval of the report on the operations of the capital group for 2009.
17. Distribution of profit.
18. Acknowledgment of fulfilment of duties by Management Board Members.
19. Acknowledgment of fulfilment of duties by Supervisory Board Members.
20. Changes to the composition of Supervisory Board.
21. Closing the Annual General Meeting of the Company.

## **2. INFORMATION ON THE RIGHT TO ATTEND THE ZWA**

As provided under art. 406<sup>1</sup> § 1 of Ksh, only those persons who are shareholders of Arteria as at sixteen days prior to the ZWZ date (“**Registration Date**”), i.e. as at 12 June 2010, are allowed to attend the ZWZ.

A shareholder will be entitled to attend the ZWZ on condition that she/he submits a request to the entity maintaining the securities account in which her/his shares are registered for written certification of the right to attend the ZWZ in accordance with the rules set out below.

According to art. 406<sup>3</sup> § 2 of Ksh, upon a request of a beneficiary of rights attached to uncertificated bearer shares, submitted not earlier than the publication of this notice to convene the ZWZ and not later than on the first working day after the Registration Date, i.e., not later than 14 June 2010, the entity maintaining the securities account shall issue personal certification of the right to attend the ZWZ.

Arteria SA will compile a list of beneficiaries of rights attached to bearer shares entitled to attend the ZWZ using a list drawn up by the National Depository for Securities, in accordance with regulations on trade in financial instruments.

National Depository for Securities S.A. compiles the list referred to above based on statements provided, not later than twelve days before the ZWZ date, by authorised entities, as prescribed in with regulations on trade in financial instruments. Statements delivered to National Depository for Securities S.A are produced on the basis of certifications of the right to attend the ZWZ.

As provided under art. 407 § 1 of Ksh, for the three weekdays preceding the ZWZ, i.e. on 23-25 June 2010, between 9.00 a.m. and 4.00 p.m., at the Company’s registered office, the list of shareholders entitled to attend the ZWZ will be available for inspection.

A shareholder may request that the list of shareholders entitled to attend should be sent to her/him via email, by providing the appropriate email address. Such a request should be sent to: [wza@arteriasa.com](mailto:wza@arteriasa.com) Moreover, a shareholder has the right to request that certified copies of applications submitted in relation to agenda items should be provided to her/him within a week before the ZWZ date.

Persons entitled to attend the ZWZ will be provided with ballot papers on the date ZWZ is held, just outside the conference room, 40 minutes before the start of the meeting.

## **3. PROCEDURES FOR PARTICIPATING IN THE MEETING AND EXERCISING THE RIGHT TO VOTE**

### **a) The shareholder’s right to request that a given item of business should be placed on the agenda of the General Meeting**

Arteria shareholder(s) representing at least one twentieth of the share capital may request that certain matters should be placed on the ZWZ agenda. Such a request should be communicated to Arteria’s Management Board not later than twenty-one days before the ZWZ, that is, by 7 June 2010. The request should include a statement of reasons for placing the matter on the agenda and a draft resolution relating to the proposed item of business. The request needs to be delivered to Management Board in writing at the Company’s registered address or via email, as provided in Item 6 of this notice.

Arteria shareholder(s) shall enclose with their request copies of documents confirming their right to submit such requests as well as the identity of the person(s) submitting a given request.

Not later than eighteen days before the ZWZ, that is by 10 June 2010, Arteria's Management Board shall announce changes to the agenda that have been made upon the request of shareholder(s) by publishing them on the Company's website: <http://www.arteriasa.com>, in the section: **Investors > WZA > 2010**.

**b) Right of the shareholder to propose resolutions on matters introduced on the agenda of the general meeting or matters that will be placed on the agenda before the date of the meeting**

Arteria shareholder(s) representing at least one twentieth of the share capital may, prior to the date of the ZWZ, deliver in writing to the Company's registered address or via email, according to the provisions of Item 6 hereof, draft resolutions concerning matters already included on the ZWZ agenda or those that have yet to be included. The Company shall forthwith publish the draft resolutions on its website at: <http://www.arteriasa.com>, in the section: **Investors > WZA > 2010**.

Arteria shareholder(s) proposing draft resolutions shall enclose with their resolutions copies of documents confirming their right to propose resolutions as well as the identity of the person(s) proposing a given resolution.

**c) The shareholder's right to propose draft resolutions concerning matters placed on the agenda during the course of the general meeting**

Each shareholder may, during the ZWZ, propose draft resolutions concerning matters placed on the agenda.

**d) Information on the manner of exercising of the right to vote by the proxy, including in particular, on forms to be used by proxies in voting as well as information on notifying the Company through electronic communications about the appointment of a proxy**

An Arteria shareholder may attend the ZWZ and exercise her/his right to vote in person (where a shareholder is a legal person – through persons authorised to make declarations of will for and on behalf of this legal person) or through a proxy. A shareholder's proxy is authorised to exercise all of the shareholder's rights during the ZWZ unless the power of attorney provides otherwise. A proxy may grant further powers of attorney as long as the original power of attorney makes such a provision. One proxy may represent more than one shareholder and may vote differently in respect of individual shareholders. Where a shareholder holds shares registered in more than one securities account, she/he may appoint different proxies to exercise rights attaching to the shares registered on the respective accounts.

If power of attorney granted to attend the meeting and exercise the right to vote is conditional, an adequate statement shall be provided evidencing that the condition has been fulfilled.

A power of attorney document to attend the ZWZ and to exercise the right to vote shall be executed in writing or in electronic form.

Granting power of attorney in electronic form does not require affixing a secure electronic signature verified by means of a qualified certificate. If a shareholder has granted power of attorney in electronic form, she/he shall notify Arteria thereof by sending an email to: **wza@arteriasa.com**. Notification of granting power of attorney in electronic form shall also state the business name or first and last name of the principal, the telephone number and e-mail address, as well as the business name or first and last name of the proxy, the telephone number and e-mail address. The notification shall have attached to it a scan of the power of attorney document and scans of the documents mentioned in items a), b), c) and d) below.

The contents of a power of attorney should include the following information as a minimum: the business name or first and last name of the principal, the business name or first and last name of the proxy, proxy's ID card number and series or passport number where the proxy is an individual, express authorization for the proxy to represent the principal at the ZWZ as well as scope of powers granted, the number of shares

from which the right to vote will be exercised, the date of the ZWZ during which the right to vote is to be exercised, the date on which the power of attorney document was executed and the shareholder's signature.

Specimen powers of attorney to attend the ZWZ which shareholders are invited to use, are available on the Company's website at: <http://www.arteriasa.com>, in the section: **Investors > WZA > 2010**. The Company has not made it obligatory to use these specimen forms when granting power of attorney.

In order to verify the identity of a shareholder granting power of attorney and that of her/his proxy, the document confirming the grant of power of attorney shall have attached to it:

1. where the shareholder is an individual – a photocopy of the identity card, of passport pages that allow for identification or other official documents establishing the identity of the shareholder,
2. where the shareholder is not an individual – a copy of a valid transcript from an appropriate register or other document confirming the existence of this shareholder, and the right of its representative(s) to represent for the shareholder, together with photocopies of ID cards or passport pages allowing for identification or other official other document confirming the identity of the representative(s) authorised to represent the shareholder,
3. where the proxy is an individual – photocopy of ID card or of passport pages allowing for identification or other official other document confirming the identity of the proxy,
4. where the proxy is not an individual – a copy of a valid transcript from an appropriate register or other document confirming the existence of this proxy, and the right of its representative(s) to act for her/him, together with photocopies of ID cards or passport pages allowing for identification or other official other document confirming the identity of the representative(s) authorised to represent the proxy.

In the case of a foreign-based entity that has its registered office in a country that does not maintain appropriate registers, instead of a copy of a valid transcript from an appropriate register, as mentioned in Items b) and d) above, it is necessary to provide a copy of a document confirming the existence of that entity and the right of its representative(s) to represent the entity.

Delivery of the afore-mentioned documents to Arteria shall not relieve the proxy of her/his obligation to produce her/his identification papers for the purpose of drawing up an attendance list of shareholders entitled to attend the ZWZ. Where doubts arise regarding the genuineness of the copies of the documents mentioned above, the Company's Management Board may, at its discretion, before the meeting, demand to inspect the originals of said documents or copies thereof certified as true copies by a notary public or other agency authorised to certify documents as true copies. In the event of failure to produce these documents, the proxy may be barred from attending the meeting.

If any of the documents mentioned above has been drawn up in a foreign language, such a document shall have attached to it a translation into Polish produced by a sworn translator.

It is presumed that a given written power of attorney document, confirming the proxy's authorisation to represent the shareholder at the ZWZ, is legitimate and does not require further verification unless ZWZ Chairman has doubts regarding its validity or genuineness.

Forms referred to in art. 402<sup>3</sup> § 1 Item 5 of ksh, enabling proxies to exercise the right to vote are available on the Company's website: <http://www.arteriasa.com>, in the section: **Investors > WZA > 2010**.

All scanned documents to be sent to Arteria shall be in PDF format.

Notifications that fail to meet the afore-mentioned requirements will have no legal consequences in relation to the Company. Neither is the Company liable for errors in completed power of attorney forms or for activities of persons acting under the power of attorney.

If any of the documents mentioned above has been drawn up in a foreign language, such a document shall have attached to it a translation into Polish produced by a sworn translator

The afore-mentioned procedures also apply to notifications of power of attorney revocation sent to Arteria in electronic form. All and any electronic notifications of granting or revoking power of attorney should be emailed to Arteria not later than 2.00 p.m. on the working day immediately preceding the ZWZ date.

Furthermore, the Company's Management Board wishes to inform that where a shareholder grants power of attorney and provides voting instructions, the Company will not be checking whether or not the proxy is exercising the right to vote in accordance with the instructions. Therefore, instructions as to voting should be delivered to proxies only.

Proxies for the ZWZ may also be appointed from among board members, supervisory board members, liquidators, Arteria employees, officers or employees of Arteria subsidiaries. Power of attorney granted to these persons may only authorise them to act as proxies only during this ZWZ. A proxy is obliged to inform the shareholder of any circumstances indicating an actual or possible conflict of interests. No further power of attorney may be granted. Proxies referred to in this paragraph shall vote as instructed by the shareholder.

Subject to restrictions set out in the preceding paragraph, an Arteria shareholder may vote in the capacity of a proxy when adopting resolutions concerning this shareholder's liability towards Arteria arising under any circumstances, including the acknowledgment of fulfilment of duties, release from an obligation towards Arteria and a dispute between the shareholder and Arteria.

**e) Arrangements and procedure for attending the ZWZ through electronic communications**

Arteria has not made any provision for attending the ZWZ through electronic communications.

**f) Information on arrangements for speaking at the ZWZ through electronic communications**

Arteria has not made any provision for taking the floor at the ZWZ using electronic communications.

**g) Information on arrangements for exercising the right to vote by correspondence or through electronic communications**

Arteria has not made any provision for exercising the right to vote by correspondence or through electronic communications.

**4. ACCESS TO RECORDS RELATING TO ZWZ**

The complete texts of documents that are to be presented to the ZWZ, draft resolutions and other documents referred to in art. 402<sup>2</sup> Item 5 of Ksh will be made available on the Company's website: <http://www.arteriasa.com>, in the section: **Investors > WZA > 2010**, from the date of the meeting onwards.

**5. INTERNET WEB SITE ON WHICH INFORMATION RELATED TO THE ZWZ WILL BE MADE AVAILABLE**

Information relating to the ZWZ will be published on the Company's website: <http://www.arteriasa.com>, in the section: **Investors > WZA > 2010**.

## **6. SHAREHOLDERS CONTACT WITH ARTERIA THROUGH ELECTRONIC COMMUNICATIONS**

In respect of all matters relating to the ZWZ, and in particular:

- a) granting power of attorney in electronic form,
- b) electronic notifications of granting of power of attorney,
- c) requests to place specific items of business on the agenda of the ZWZ, shareholders may contact Arteria's Management Board by email: **wza@arteriasa.com**.

All risks associated with the use of the electronic mode of communication shall be borne by the shareholder.

All original documents drawn up in a foreign language shall have attached to them certified translations into Polish.

All documents sent to Arteria via email shall be in PDF format.