

Date of issue: 12 December 2019

Current report no 24/2019

Draft Resolutions to be presented at the Extraordinary General Meeting of Shareholders

Legal basis: Article 56.1.2 of the Act on Public Offering – Current and Periodic Information

Content of the report:

The Management Board of ARCUS S.A. (‘the Company’) hereby publishes enclosed the content of the Resolutions adopted by the Extraordinary General Meeting of Shareholders held on 12 December 2019. Furthermore, the Management Board reports that the Extraordinary General Meeting did not decide to waive the consideration of any of the planned agenda items; all the resolutions the drafts of which were voted on, were adopted. The Management Board of the Company indicates that two shareholders voting against adoption of Resolution No. 4 raised objections to Resolution No. 4 recorded in the minutes of the Meeting.

Legal basis: Par. 19.1 items 6, 7, 8 and 9 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a third country may be recognised as equivalent (Journal of Laws of 2018, item 757)

Attachments:

1. Content of the Resolutions adopted by the Extraordinary General Meeting of ARCUS S.A. Company’s Shareholders

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Michał Czeredys – President of the Management Board

Resolution No 1
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on the appointment of a Chairperson of the Extraordinary General Meeting

The Extraordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to appoint Mr. Slawomir Jakszuk as a Chairperson of the Extraordinary General Meeting.

The resolution was adopted in a secret ballot. In the vote 5,090,799 (five million ninety thousand seven hundred ninety nine) valid votes were cast out of 7,320,000 (seven million three hundred twenty thousand) shares representing 69.55% of the Company's share capital, with 5,090,799 (five million ninety thousand seven hundred ninety nine) votes "for" the adoption of the above resolution, no votes "against" the adoption of the resolution were cast, no "abstaining" votes were cast, and thus the resolution was adopted unanimously.

Resolution No 2
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on the adoption of the agenda

The Extraordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to adopt the Agenda of the Extraordinary General Meeting in the wording consistent with the Agenda announced in the notice of this General Meeting published by the Company on 13 November 2019 in a current report No 18/2019 and on the Company's website: www.arcus.pl website.

In the vote 5,090,799 (five million ninety thousand seven hundred ninety nine) valid votes were cast out of 7,320,000 (seven million three hundred twenty thousand) shares representing 69.55% of the Company's share capital, with 5,090,799 (five million ninety thousand seven hundred ninety nine) votes "for" the adoption of the above resolution, no votes "against" the adoption of the resolution were cast, no "abstaining" votes were cast, and thus the resolution was adopted unanimously.

Resolution No 3
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on the withdrawal from the appointment of the vote counting committee

The Extraordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves not to appoint the vote counting committee at this General Meeting.

In the vote 5,090,799 (five million ninety thousand seven hundred ninety nine) valid votes were cast out of 7,320,000 (seven million three hundred twenty thousand) shares representing 69.55% of the Company's share capital, with 5,090,799 (five million ninety thousand seven hundred ninety nine) votes "for" the adoption of the above resolution, no votes "against" the adoption of the resolution were cast, no "abstaining" votes were cast, and thus the resolution was adopted unanimously.

Resolution No 4
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on the rematerialization of all shares of ARCUS S.A. and their delisting from trading on the regulated market operated by the Warsaw Stock Exchange

Par. 1

Pursuant to Article 91.4 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies ("Act on Public Offering"), in connection with the request of a shareholder - MMR Invest S.A. submitted pursuant to Article 400.1 of the Act of 15 September 2000 - Commercial Companies Code in conjunction with Article 91.1 of the Act on Public Offering, the Extraordinary General Meeting of the Company resolves to rematerialize 7,320,000 ordinary bearer shares registered in the National Depository for Securities, assigned the following ISIN code: PLARCUS00040, admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange.

Par. 2

The Extraordinary General Meeting authorizes and obliges the Management Board of the Company to:

1) immediately submit, in accordance with Article 911. 1 of the Act on Public Offering, the request to rematerialize the shares indicated in Par. 1 of this Resolution (rematerialization of shares);

2) undertake all factual and legal actions necessary to rematerialize and delist the Company's shares from trading on the regulated market operated by the Warsaw Stock Exchange.

Par. 3

The resolution shall enter into force on the day of its adoption, however, the rematerialization of shares within the scope indicated in this resolution and their delisting from trading on the regulated market operated by the Warsaw Stock Exchange shall take place within the time limit indicated in the permission of the Polish Financial Supervision Authority to rematerialize the shares of ARCUS S.A.

In the vote the total of 5,090,799 (five million ninety thousand seven hundred ninety nine) valid votes were cast out of 7,320,000 (seven million three hundred twenty thousand) shares representing 69.55% of the Company's share capital, with 5,090,788 (five million ninety thousand seven hundred ninety nine) votes "for" the adoption of the above resolution, 11 votes "against" the adoption of the resolution were cast, no "abstaining" votes were cast, and thus the resolution was adopted by a majority of 99.9998% of votes represented at the Meeting..

Resolution No 5
of the Extraordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 12 December 2019
on covering the costs of convening and holding the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves that the costs of convening and holding this Extraordinary General Meeting of ARCUS S.A. shall be borne by ARCUS S.A.

In the vote 5,090,799 (five million ninety thousand seven hundred ninety nine) valid votes were cast out of 7,320,000 (seven million three hundred twenty thousand) shares representing 69.55% of the Company's share capital, with 5,090,799 (five million ninety thousand seven hundred ninety nine) votes "for" the adoption of the above resolution, no votes "against" the adoption of the resolution were cast, no "abstaining" votes were cast, and thus the resolution was adopted unanimously.