

*Appendix No. 1*  
*ANNOUNCEMENT ON THE CONVOCATION OF THE ORDINARY GENERAL ASSEMBLY OF INPRO SA to*  
*resolution No. 14/2013*  
*of 14 May 2012*  
*of the Management Board of INPRO SA with its registered office in Gdańsk*  
*on the convocation of the Ordinary General Assembly of INPRO SA*

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF INPRO SA ON THE CONVOCATION  
OF THE ORDINARY GENERAL ASSEMBLY**

**1. DATE, TIME AND VENUE OF THE ORDINARY GENERAL ASSEMBLY**

Acting in compliance with § 11 par 3 of the Statutes of INPRO S.A. and § 12 item 8 of the By-Laws of the Management Board of INPRO SA (further the Company), on the basis of Article 395, Article 399 § 1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code (further CCC) and § 38 par 1 item 1 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information submitted by the issuers of securities and on the conditions for regarding information required by the law of a non-member state as equivalent (Dz.U. [*Journal of Laws*] No. 33, item 259 as amended) the Management Board of INPRO SA convenes the Ordinary General Assembly to be held in the Company's **registered office in Gdańsk, ul. Opata Jacka Rybińskiego 8, on 19 June 2013, 12:00 hrs.**

**2. AGENDA**

- 1) Opening the session and election of the Chairperson of the Ordinary General Assembly.
- 2) Making, signing by the Chairperson and laying out the list of attendance.
- 3) Ascertaining the correctness of the convocation of the Ordinary General Assembly and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Ordinary General Assembly.
- 5) Abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee.
- 6) Election of the Ballot Counting Committee.
- 7) Presentation of the following by the Company's Management Board:
  - a. the financial statements of INPRO SA for the year ended on 31 December 2012,
  - b. the report of the Management Board of the activity of INPRO SA in 2012,
  - c. the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012,
  - d. the report of the Management Board of the activity of the INPRO SA Capital Group in 2012,
  - e. remuneration report concerning INPRO S.A.
- 8) Presentation of the following by the Company's Supervisory Board:
  - a. assessment of the Company's situation in 2012 with the evaluation of the internal control and significant risk management system, prepared by the Supervisory Board of INPRO SA in conformity with the Code of Best Practice for WSE Listed Companies,
  - b. report of the activity of the Supervisory Board of INPRO SA, prepared in conformity with the Code of Best Practice for WSE Listed Companies.
- 9) Consideration of the financial statements of INPRO SA for the year ended on 31 December 2012 and of the report of the Management Board of the activity of INPRO SA in 2012.

- 10) Consideration of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012 and of the report of the Management Board of the activity of the INPRO SA Capital Group in 2012.
- 11) Consideration of resolutions by the Supervisory Board of the Company:
  - a. on the assessment of the financial statements of INPRO SA for the year ended on 31 December 2012, of the report of the Management Board of INPRO SA in 2012, of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012 and of the report of the Management Board of INPRO SA of the activity of the INPRO SA Capital Group in 2012,
  - b. on the assessment by the Supervisory Board of INPRO SA of the Company's situation in 2012,
  - c. on the adoption of the report of the activity of the Supervisory Board of INPRO SA in 2012,
  - d. on the assessment of the proposal by the Management Board concerning the division of profit,
  - e. on the recommendation of the draft resolution of the Ordinary General Assembly on the approval of the "Remuneration Report,"
  - f. in the planned amendment to the Company's Statutes and the draft wording of the consolidated text of the Company's Statutes.
- 12) Adoption by the Ordinary General Assembly of a resolution on the approval of the financial statements of INPRO SA for the year ended on 31 December 2012.
- 13) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of INPRO SA in 2012.
- 14) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated financial statements of the INPRO SA Capital Group for the year ended on 31 December 2012.
- 15) Adoption by the Ordinary General Assembly of a resolution on the approval of the report of the Management Board of the activity of the INPRO SA Capital Group in 2012.
- 16) Adoption by the Ordinary General Assembly of a resolution on the division of the Company's net profit for the period from 01 January 2012 to 31 December 2012, and on setting out the dividend date and the time limit for paying the dividend.
- 17) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the President of the Company's Management Board, Mr Piotr Janusz Stefaniak, in 2012.
- 18) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Zbigniew Feliks Lewiński, in 2012.
- 19) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Krzysztof Marian Maraszek, in 2012.
- 20) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Company's Supervisory Board, Mr Jerzy Glanc, in 2012.
- 21) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Company's Supervisory Board, Mr Krzysztof Gąsak, in 2012.
- 22) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Wojciech Stefaniak, in 2012.
- 23) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Szymon Lewiński, in 2012.
- 24) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board, Mr Robert Maraszek, in 2012.
- 25) Adoption by the Ordinary General Assembly of a resolution on the approval of the "Remuneration Report."
- 26) Adoption by the Ordinary General Assembly of a resolution on the amendment of the Company's Statutes.

- 27) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated text of the Company's Statutes.
- 28) Closing the session.

### 3. PROCEDURES CONCERNING THE PARTICIPATION IN THE GENERAL ASSEMBLY AND EXERCISING THE VOTING RIGHT – IN CONFORMITY WITH ARTICLE 402<sup>2</sup> PAR. 2 OF THE CCC

#### A) The Shareholders' right to participate in the General Assembly

In compliance with Article 406<sup>1</sup> of the CCC, the right to participate in the General Assembly shall be vested only in those persons who are the Company's Shareholders sixteen days before the date of the General Assembly, i.e. on **3 June 2013**, that date being the date of registration for the participation in the General Assembly (the "record day").

In accordance with Article 406<sup>3</sup> § 2 of the CCC, to ensure the participation in the General Assembly, a Shareholder authorised to participate under dematerialised bearer shares shall require a registered certificate on the right to participate in the General Assembly from the entity keeping the securities account. The certificate shall be required not earlier than the announcement on the convocation of the General Assembly has been issued and not later than on the first business day after the registration of the participation in the General Assembly, i.e. on **4 June 2013**.

The above certification shall contain all information referred to in Article 406<sup>3</sup> § 3 of the CCC. Upon request from a person authorised under dematerialised bearer shares, the part of or all the shares registered in his or her securities account should be specified in the certificate.

The list of those authorised under bearer shares to participate in the General Assembly shall be established by the Company on the basis of a list made by the entity keeping the securities account in conformity with the provisions on financial instrument trading (the National Depository for Securities, further the "NDS"). The list will be prepared in conformity with Article 406<sup>3</sup> § 7 of the CCC on the basis of the certificates on the right to participate in the General Assembly. The Management Board recommends to the Shareholders, however, that they should hold registered certificates on the right to participate in the General Assembly, such certificates to have been issued by the entity keeping the securities account.

Three business days before the date of the General Assembly, on the premises of the Management Board (the address: INPRO S.A., ul. Opata Jacka Rybińskiego 8, 80-320 Gdańsk) the list of Shareholders authorised to participate in the General Assembly will be made available for inspection, and contain all the data specified in Article 407 § 1 of the CCC. A Shareholder will be able to request the Shareholders' list to be sent to him or her by electronic mail free of charge by providing the address to which the list should be sent. The request shall be made in writing, signed by the Shareholder or persons authorised to represent him or her and sent to the e-mail address: [wza@inpro.com.pl](mailto:wza@inpro.com.pl) (the file format: PDF) with the copies of documents confirming that the person making the request is a Shareholder or confirming the Shareholder's identity or that of the persons representing the Shareholder in the way specified in item b) point I. 1, 2 and 3 below.

#### B) Description of the rights vested in the Shareholders

I) The Shareholder's right to request that certain matters be placed on the agenda of the General Assembly.

In compliance with Article 401 § 1 of the CCC, a Shareholder(s) representing at least one twentieth of the Company's share capital may request that certain matters be placed on the agenda of the General Assembly. Such a request shall be submitted to the Company's Management Board not later than twenty one days prior to the date of

the General Assembly, i.e. by **29 May 2013**. The request shall contain the statement of grounds or a draft resolution on the proposed item on the agenda as well as

1. a copy of a document confirming the Shareholder's identity:
  - in the case of natural persons: a copy of the identity card, passport or of another official document confirming the Shareholder's identity,
  - in the case of a Shareholder other than a natural person (a legal person or an organisational unit not having legal personality): a copy of an extract from the relevant register, issued not later than three months before the date of the Ordinary General Assembly, or of another document confirming the right of the natural person(s) to represent the Shareholder, and a copy of the identity card, passport or of another official document confirming the identity of persons authorised to represent the Shareholder,
2. moreover, if a request is made by an attorney in fact: a copy of the power of attorney given by the Shareholder, or by a person authorised to represent the Shareholder (in the case of the Shareholder who is not a natural person) and a copy of the identity card, passport or of another official document confirming the identity of the attorney in fact or, in the event that the attorney in fact is not a natural person, a copy of an extract from the relevant register or of another document, issued not later than three months before the date of the Ordinary General Assembly, confirming the right of the natural person(s) to represent the attorney in fact, and the copies of identity cards, passports or of another official document confirming the identity of the natural person(s) authorised to represent the attorney in fact.
3. a document(s) confirming the holding of the relevant number of shares in the Company thus authorising the holder to submit a request.

The request may be submitted in writing to the Company's registered office at ul. Jacka Rybińskiego 8, 80-320 Gdańsk or in the electronic version, in the form of PDF files, by electronic mail to the following address: [wza@inpro.com.pl](mailto:wza@inpro.com.pl).

The Management Board of the Company shall immediately and not later, however, than 18 days prior to the date of the General Assembly, announce the changes in the agenda, introduced upon request from the Shareholder(s). The new agenda shall be announced in the way appropriate for the convocation of the General Assembly.

II) The Shareholder's right to submit draft resolutions on the matters introduced into the agenda of the General Assembly or those matters which are to be introduced into the agenda before the date of the General Assembly.

In compliance with Article 401 § 4 of the CCC, the Company's Shareholder(s) representing at least one twentieth of the share capital may, before the date of the General Assembly, submit to the Company draft resolutions on the matters introduced into the agenda of the General Assembly or those matters which are to be introduced into the agenda. The drafts may be submitted in writing or by electronic mail, in conformity with the procedure specified above in item I). The documents specified in the above item I) points 1, 2 and 3, shall be attached to the drafts.

III) The Shareholder's right to submit draft resolutions on matters introduced into the agenda during the session of the General Assembly.

Each of the Shareholders authorised to participate in the General Assembly may, during its session, submit draft resolutions on the matters introduced into the agenda (Article 401 § 5 of the CCC).

IV) The way of exercising the voting right by an attorney in fact.

A Shareholder who is a natural person may participate in the General Assembly and exercise the voting right personally or through an attorney in fact. The power of attorney shall specify the number of shares under which the attorney in fact exercises the voting right. A Shareholder who is a legal person or an organisational unit not having

legal personality may participate in the General Assembly through a person authorised to make statements of will on behalf of such a Shareholder or through an attorney in fact.

The power of attorney shall be given in writing or in the electronic form. The power of attorney given in the electronic form does not require to be signed with the safe electronic signature verified by means of a valid qualified certificate.

For the identification of a Shareholder giving the power of attorney, the following shall be attached to the power of attorney:

- in the case of a Shareholder being a natural person – a copy of the identity card, passport or of another official document confirming the identity of the Shareholder,
- in the case of a Shareholder other than a natural person – a copy of an extract from the relevant register, issued not later than three months before the date of the General Assembly, or of another document confirming the right of the natural person(s) to represent the Shareholder at the General Assembly (e.g. an uninterrupted sequence of powers of attorney). The lack of a document confirming the authorisation of a natural person to represent the Issuer's Shareholder (e.g. the holding of an out-of-date extract from the National Court Register) may result in the Shareholder's representative not being admitted to participate in the General Assembly.

To identify a Shareholder giving the power of attorney in the electronic form, the above documents shall be sent in the electronic version as attachments in the "pdf" format) to the following address: [wza@inpro.com.pl](mailto:wza@inpro.com.pl).

In the event of doubts about the copy of the documents listed above being true or not, the Company's Management Board reserves the right to require the attorney in fact to produce the following at the point of the list of attendance being made:

- in the case of a Shareholder who is a natural person – a copy of the identity card, passport or of another official document confirming the Shareholder's identity, such a copy certified by a notary public or another entity authorised to certify the copies of documents as their true copies,
- in the case of a Shareholder other than a natural person – the original or a copy of an extract from the relevant register, issued not later than three months prior to the date of the General Assembly, or of another document confirming the right of the natural person(s) to represent the Shareholder at the General Assembly (e.g. an uninterrupted sequence of powers of attorney), such a copy certified by a notary public or another entity authorised to certify the copies of documents as their true copies. The lack of the appropriately certified document authorising the natural person to represent the Shareholder (e.g. the holding of an out-of-date extract from the National Court Register) may result in the Shareholder's representative not being admitted to participate in the General Assembly.

Giving the power of attorney may take place with the use of the form at the Company's web site at [www.inpro.com.pl](http://www.inpro.com.pl), the Information for Investors/ General Assembly tab (in conformity with Article 402<sup>3</sup> § 1 item 5 of the CCC). The use of the form by the Shareholder is not compulsory, however, the document confirming the power of attorney must contain at least those personal identification elements, which are contained in the form. Sample instructions on how an attorney in fact should exercise the voting right have also been published at the above web site; taking advantage of those instructions is voluntary too.

In view of the need to verify the documents, the Company shall be advised of the granting of the power of attorney in the electronic version, at least one day before the date of the Ordinary General Assembly, via electronic mail to [wza@inpro.com.pl](mailto:wza@inpro.com.pl), by way of sending the power of attorney in the "pdf" format signed by the Shareholder or, in the case of Shareholders other than natural persons, by persons authorised to represent the Shareholder.

In view of the need to verify the submitted documents, notices of the granting or cancellation of the power of attorney to participate in the General Assembly shall be submitted to the Company not later than 18 June 2013, 15:00 hrs.

On the basis of the above form, the Shareholders who are natural or legal persons may appoint any natural person or entity other than a natural person their attorney in fact. To appoint an attorney in fact, the relevant blanks identifying both the attorney in fact and Shareholder on the first pages of the power of attorney shall be filled in and the remaining blanks crossed out. A Shareholder is authorised to appoint more than one attorney in fact or authorise one attorney in fact to vote under only a part of the Company's shares held and registered by the Shareholder at the General Assembly. In both cases, the Shareholder is obliged to specify in the voting instructions the number of the Company's shares under which the given attorney in fact is authorised to vote. If several attorneys in fact are appointed, a relevant form shall be completed for each of the attorneys separately.

To identify the attorney in fact, the Company's Management Board reserves the right to require him or her to produce the following at the point of the list of attendance being made:

- in the case of an attorney in fact being a natural person – a copy of the identity card, passport or of another official document confirming the identity of the attorney in fact,
- in the case of an attorney in fact other than a natural person – the original or a copy of an extract from the relevant register, issued not later than three months before the date of the General Assembly, or of another document confirming the right of the natural person(s) to represent the Shareholder at the General Assembly (e.g. an uninterrupted sequence of powers of attorney), and a copy of the identity card, passport or of another official identity document of a natural person(s) authorised to represent the Shareholder at the Ordinary General Assembly, such copies certified by a notary public or another entity authorised to certify the copies of documents as the true copies of the originals. The lack of a document confirming the authorisation of a natural person to represent the Shareholder (e.g. the holding of an out-of-date extract from the National Court Register) may result in the Shareholder's attorney in fact not being admitted to participate in the General Assembly.

V) The opportunity to participate in the General Assembly by electronic communication means.

Neither the Company's Statutes, the By-Laws of the General Assembly nor the Management Board provide for the opportunity to participate in the General Assembly by electronic communication means.

VI) The way of expressing oneself by electronic communication means during the General Assembly.

Neither the Company's Statutes, the By-Laws of the General Assembly nor the Management Board provide for the opportunity to express oneself during the General Assembly by electronic communication means.

VII) The way of exercising the voting right by postal ballot or electronic communication means.

Neither the Company's Statutes, the By-Laws of the General Assembly nor the Management Board provide for the opportunity to exercise the voting right by postal ballot or electronic communication means during the General Assembly.

#### **4. MATERIALS CONCERNING THE GENERAL ASSEMBLY**

The complete text of the documentation to be submitted to the General Assembly and the draft resolutions are available at the Company's web site: [www.inpro.com.pl](http://www.inpro.com.pl), the Information for Investor/General Assembly tab. The documentation is also available in the paper version, upon request from an authorised person, in the registered office of the Company at ul. Opata Jacka Rybińskiego 8, 80-320 Gdańsk, from **11:00 to 15:00 hrs** on business days, Monday to Friday, after a previous notice of such a need by e-mail to [wza@inpro.com.pl](mailto:wza@inpro.com.pl).

The Management Board also informs that the matters not covered by this announcement shall be governed by the provisions of the Commercial Companies Code, of the Company's Statutes, of the By-Laws of the General Assembly and of the regulations on security trading, in particular at public companies, INPRO SA with its registered office in Gdańsk being a public company.