

**AGENDA**

**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF**

**PEPEES S.A. TO BE HELD ON 28 JUNE 2019**

1. Opening the Annual General Meeting of Shareholders.
2. Appointing the Chairman of the Annual General Meeting of Shareholders.
3. Arriving at an agreement as to whether the Annual General Meeting of Shareholders has been
4. Electing the three-member Vote Counting Committee.
5. Adopting the resolution concerning the adoption of the agenda.
6. Examining and approving, by adopting resolutions:
  - the Company's financial statements for the financial year 2018;
  - the report on the activities of the Company's Supervisory Board for the financial year 2018;
  - the consolidated financial statements of PEPEES Group for the financial year 2018;
  - the report on the operations of PEPEES Group for the financial year 2018 (including the disclosures required for the Report of the Board of Directors on the activities in the aforementioned period);
  - the report of the Supervisory Board on the assessment of the Company's separate financial statements and of PEPEES Group's consolidated financial statements for 2018, and the report of the Board of Directors on the operations of PEPEES Group and of PEPEES S.A. for 2018;
  - the Supervisory Board's report on the performance of statutory obligations in the period from 1 January to 29 May 2019;
  - the Supervisory Board's report on its activities in the period from 24 January to 29 May 2019;
  - concerning the allocation of net profit for the financial year 2018.
7. Adopting resolutions concerning:
  - discharging Members of the Company's Board of Directors for due performance of their duties in the financial year 2018;
  - discharging Members of the Company's Supervisory Board for due performance of their duties in the financial year 2018.
8. Adopting the resolution on the amendment of Article 8 and the deletion of Article 8a of the Company's Articles of Association.

9. Adopting the resolution on the amendment to Article 11.2 of the Company's Articles of Association.
10. Adopting the resolution on the amendment to Article 15.2 of the Company's Articles of Association.
11. Adopting the resolution on the amendment to Article 26.2 of the Company's Articles of Association.
12. Debate concerning the increase in the share capital and the exclusion of pre-emptive rights.
13. Adopting the resolution to amend the Company's Articles of Association and to authorise the Company's Board of Directors to increase the Company's share capital as part of the target capital, and to authorise the Board of Directors to deprive shareholders of all or part of their pre-emptive rights with the consent of the Company's Supervisory Board.
14. Adopting the resolution on authorising the Supervisory Board to adopt the uniform text of the Company's Articles of Association.
15. Adopting the resolution on amending resolution No. 28 of 27 June 2003 amended by virtue of resolution No. 36 of 11 May 2018 regarding the determination of the rules of remunerating members of the Supervisory Board.
16. Adopting by the General Meeting of Shareholders the resolution concerning the determination of the number of members of the Supervisory Board in voting by separate groups.
17. Adopting by the General Meeting of Shareholders the resolution regarding the possible determination of the number of members of the Supervisory Board different than the number of members of the Supervisory Board in the present term of office.
18. Electing new members of the Supervisory Board of the Company named: Przedsiębiorstwo Przemysłu Spożywczego PEPEES S.A. with its registered office in Łomża in voting by separate groups.
19. Questions and any requests to the Company's Board of Directors.
20. Closing the General Meeting of Shareholders.