

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF ERGIS-EUROFILMS  
SPÓŁKA AKCYJNA  
OF AN EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
BEING CONVENED**

The Management Board of ERGIS-EUROFILMS S.A. with registered office in Warsaw (the “Company”), acting pursuant to Article 399.1 and Article 398 of the Commercial Companies Code (the “Commercial Companies Code”), and Article 22.1 of the Company’s Articles of Association, hereby convenes an **Extraordinary General Shareholders Meeting of ERGIS-EUROFILMS S.A.** (the “General Shareholders Meeting”) to be held on **21 February 2011, at 4 p.m., in Warsaw, at ul. Tamka 16**, with the following **agenda**:

1. Opening of the General Shareholders Meeting.
2. Electing the Chairman of the Meeting.
3. Establishing whether the General Shareholders Meeting has been convened correctly and has the capacity to adopt resolutions.
4. Electing the Ballot Counting Committee and Motions Committee.
5. Adopting the agenda of the Meeting.
6. Recognising and adopting resolutions on amending Article 2, Article 3 and Article 10 of the “Rules of Procedure of the General Meeting of ERGIS-EUROFILMS S.A.” and on adopting a uniform text of the amended “Rules of Procedure of the General Meeting of ERGIS-EUROFILMS S.A.”
7. Adopting a resolution concerning the sale of an organised part of the Company’s enterprise, i.e. the Rigid Films Division.
8. Closing the Meeting.

### **Information for Shareholders**

#### ***Right to participate in the General Shareholders Meeting***

The Management Board of the Company hereby announces that **the right to participate in the General Shareholders Meeting is granted**, pursuant to Article 406<sup>1</sup> and Articles 406<sup>3</sup>.1 and 2 of the Commercial Companies Code, **solely to such Shareholders who held shares in the Company as of the date sixteen days prior to the date of the General Shareholders Meeting, i.e. on 5 February 2011** (date of registration for the General Shareholders Meeting, hereinafter the “**Registration Date**”), who:

- in the period from announcing the convening the General Shareholders Meeting, i.e. 25 January 2011, until the first business date after the Registration Date, i.e. to 7 February 2011, demand that a certificate bearing their name is issued to confirm that they have the right to

participate in the General Shareholders Meeting, the demand being submitted at the entity maintaining the securities account where the Company's shares are registered.

It is recommended to the Shareholders that they collect the certificate on the right to participate in the General Shareholders Meeting issued to their name by the entity maintaining the securities account and have it with them during the meeting on the date of the General Shareholders Meeting.

If a Shareholder disposes of shares after the Registration Date, it will not result in losing its right to participate in the General Shareholders Meeting.

**A list of Shareholders entitled to participate in the General Shareholders Meeting** shall be prepared by the Company, on the basis of a list provided by the entity maintaining the deposit of securities (National Depository for Securities S.A.) and of shares (certificates) submitted to the Company, and made available at the registered office of the Company at ul. Tamka 16, Warsaw 00-349, between 9:00 a.m. and 4:00 p.m., for 3 business days prior to the date of the General Shareholders Meeting, i.e. from 16 to 18 February 2011. Any Shareholder may demand to receive a list of shareholders free of charge, via e-mail, upon providing the address to which they require the list be sent. Shareholders may submit such requests via an e-mail sent to [wza@ergis-eurofilms.eu](mailto:wza@ergis-eurofilms.eu).

The list referred to above shall be prepared based on information provided by entities maintaining the Shareholders' security accounts, on the basis of specifically issued registered certificates confirming the right to participate in the General Shareholders Meeting.

#### ***Selected rights of Shareholders with regard to the General Shareholders Meeting***

Any Shareholder or Shareholders representing no less than one-twentieth of the Company's share capital are entitled to:

1) request introducing a given item to the agenda of the General Shareholders Meeting. Such request shall be submitted to the Management Board of the Company twenty-one days prior to the date of the General Shareholders Meeting at the latest, i.e. by 31 January 2011. The request should contain justification or a draft of the resolution regarding the proposed item of the agenda; the request may be submitted via email, at: [wza@ergis-eurofilms.eu](mailto:wza@ergis-eurofilms.eu);

2) provide the Company, before the scheduled date of the General Shareholders Meeting, in writing or via e-mail at: [wza@ergis-eurofilms.eu](mailto:wza@ergis-eurofilms.eu), with drafts of resolutions concerning items introduced to the agenda of the General Shareholders Meeting or items that are to be introduced to the agenda of the General Shareholders Meeting;

During the General Shareholders Meeting any Shareholder of the Company is entitled to submit draft resolutions concerning items on the agenda.

#### ***Method of participation in the General Shareholders Meeting and exercising the right to vote***

A Shareholder who is a natural person may participate in the General Shareholders Meeting and exercise the right to vote in person or by a proxy. A Shareholder that is not a natural person may attend and vote at a General Shareholders Meeting through a person authorised to make statements of intent on behalf of the Shareholder, or by a proxy. The right to represent a Shareholder that is not a natural person should be confirmed by an extract from the relevant register or a document or documents duly stating the proxy's authorisation to represent the Shareholder, such an extract or such a document or documents to be presented while preparing the attendance list. The names of the persons granting a proxy on behalf of a Shareholder that is not a natural person should be named in an up-to-date extract from the relevant companies register.

**A power of proxy to participate in the General Shareholders Meeting** and to exercise voting rights must be granted in writing or in electronic form.

The proxy awarded electronically does not require a secure electronic signature verifiable by a qualified certificate. **The Company must be notified about the fact of granting the power of proxy via an e-mail to: [wza@ergis-eurofilms.eu](mailto:wza@ergis-eurofilms.eu), one day prior to the date of the General Shareholders Meeting at the latest, i.e. by 20 February 2011.** Notification of changing or revoking their proxy authorisation shall be made by the Shareholder in the appropriate manner.

In order to identify a Shareholder granting a power of proxy, the following documents should be enclosed to the relevant electronic notification on granting the power of proxy:

- 1) a Shareholder, who is a natural person, should submit a copy of an ID card, passport or another official ID document of the Shareholder; additionally the Shareholder who is a natural person should attach a statement containing the Shareholder's consent to processing of the personal data by the Company for the purposes of Shareholder identification in order to verify the validity of the proxy granted in the electronic form;
- 2) if a Shareholder is not a natural person – a copy of extract from relevant register or other document confirming the right to authorise the proxy to represent the Shareholder at the General Shareholders Meeting.

If there are doubts as to the authenticity of the document copies referred to above, the Management Board of the Company reserves the right to request the proxy to present the following documents at the time of preparing the list of attendance:

- 1) If the Shareholder is a natural person – a copy (a true copy of the original confirmed by a notary public or other entity authorised to certify that a copy is a true copy) of the Shareholder's identity card, passport or other official identity document;
- 2) If the Shareholder is not a natural person - the original or a copy (a true copy of the original confirmed by a notary public or other entity authorised to certify that a copy is a true copy) of extract from relevant register or another document confirming the right to authorise the proxy to represent the Shareholder at the General Shareholders Meeting.

In order to identify the proxy, the Management Board reserves the right to request the proxy to present the following documents at the time of preparing the list of attendance:

- 1) If the proxy is a natural person - the identity card, passport or other official document confirming the proxy's identity;

2) If the proxy is not a natural person - the original or a copy (a true copy of the original confirmed by a notary public or other entity authorised to certify that a copy is a true copy) of extract from relevant register or other document confirming the right of the natural person(s) to represent the Shareholder at the General Shareholders Meeting.

**The forms** referred to in Article 402<sup>3</sup>.1.5 of the Commercial Companies Code which give the possibility to exercise one's right to vote by the agency of a proxy are made available on the Company's website: [www.ergis-eurofilms.pl](http://www.ergis-eurofilms.pl) in the For investors/ General Shareholders Meeting section. If the forms may not be made available on the Company's website for technical reasons, information shall be provided on the website on how and where such forms may be obtained.

The Company does not require the proxy to be granted or the voting right to be exercised by the proxy on the abovementioned form.

The Management Board of the Company also informs you that if the Shareholder grants a proxy together with a voting instruction, the Company shall not verify whether the proxies exercise the right to vote in compliance with the instructions they received from the Shareholders. Consequently, the Management Board of the Company informs you that the voting instruction should be given to the proxy only.

The Company's Articles of Association do not stipulate a possibility to participate in the General Shareholders Meeting, speak at the General Shareholders Meeting or exercise the right to vote with the use of electronic means of communication.

Rules of Procedure of the General Meeting do not stipulate a possibility to exercise the right to vote by correspondence.

### ***Materials concerning the General Shareholders Meeting***

Any person entitled to participate in the General Shareholders Meeting shall be entitled to access the full documentation to be presented to the General Shareholders Meeting, including draft resolutions or, if no resolutions are to be adopted, comments of the Management Board or the Supervisory Board of the Company regarding matters included in the agenda of the General Shareholders Meeting or matters which will be introduced to the agenda, prior to the General Shareholders Meeting on the Company website: [www.ergis-eurofilms.eu](http://www.ergis-eurofilms.eu), and at the registered office of the Company at ul. Tamka 16, Warsaw 00-349, between 9:00 a.m. and 4:00 p.m.

### ***Other information***

Any information concerning the General Shareholders Meeting shall be made available at the Company website: [www.ergis-eurofilms.pl](http://www.ergis-eurofilms.pl).

**The Management Board of the Company also informs you that in matters not regulated by this announcement, the provisions of the Commercial Companies Code, the Company's Articles of Association and of the Rules of Procedure of the General Meeting shall apply,**

**and therefore the Management Board requests the Shareholders to acquaint themselves with these regulations.**

Any information provided to the Company by a Shareholder by electronic means should be sent by the Shareholder from an electronic mail account that allows the identification of the sender.

Any requests, motions, information etc. submitted to the Company by a Shareholder by electronic means should be contained in a separate document signed by the persons authorised to represent the Shareholder or by the Shareholder themselves and attached as a file in PDF format (or other widely used format, e.g. TIFF, JPEG) to the message sent by electronic mail.

**Should any questions or doubts regarding participation in the General Shareholders Meeting arise, please contact the Company at (+48) 0604 159 103 or via e-mail at [wza@ergis-eurofilms.eu](mailto:wza@ergis-eurofilms.eu).**

**The Management Board:**

Tadeusz Nowicki – President of the Board

Jan Polaczek – Vice-President of the Management Board