

**Announcement convoking the Extraordinary General Meeting of Shareholders of TELL Spółka Akcyjna seated in Poznań for 12 December 2011.**

I.

Acting pursuant to art.399 §1 of the Code of Commercial Companies, following a request to convene an Extraordinary General Meeting of Shareholders made to the Management Board in accordance with the provision of art. 400 §1 of the Code of Commercial Companies, the Management Board of TELL S.A. hereby convenes the Extraordinary Meeting of Shareholders (hereinafter: the Meeting) to take place on 12 December 2011 at 12.00 hours in Poznań in the World Trade Center Poznań building at ul. Bukowska 12.

The Management Board has established the following agenda of the Meeting:

1. Opening of the General Meeting of Shareholders
2. Election of the Chairperson of the General Meeting of Shareholders
3. Acknowledgement by the Chairperson that the General Meeting of Shareholders has been correctly convoked and is able to adopt valid resolutions.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Adoption of resolutions concerning changes in the composition of the Supervisory Board.
7. Adoption of a resolution on amendments to the Articles of Association of the Company.
8. Adoption of a resolution as to the costs of convening and holding the Meeting.
9. Any other business and motions.
10. Closing of the Meeting.

The present provisions of the Articles of Association of the Company and the proposed amendments:

- the phrasing of §5 item 1 of the Articles of Association of the Company in force:

"1.The share capital of the Company shall be PLN 1,261,924.60 (one million two hundred and sixty-one thousand nine hundred and twenty-four Polish zlotys 60/100) and shall be divided into:

- a) 2,116,625 (two million one hundred and sixteen thousand six hundred and twenty-five) shares  
series A preferential registered shares,
- b) 4,192,998 (four million one hundred and ninety-two thousand nine hundred and ninety-eight) ordinary bearer shares."

proposed amendment:

"1.The share capital of the Company shall be PLN 1,261,924.60 (one million two hundred and sixty-one thousand nine hundred and twenty-four Polish zlotys 60/100) and shall be divided into:

- a) 1,976,000 (one million nine hundred and seventy-six thousand) series A registered preferential shares,
- b) 4,333,623 (four million three hundred and thirty-three thousand six hundred and twenty-three) ordinary bearer shares.”

The proposed amendment is intended to adjust the current phrasing of the Articles of Association to the current number of registered shares and bearer shares - after the two conversions of registered shares into bearer shares effected after the last Ordinary General Meeting of Shareholders (on 4 May 2011 and on 19 September 2011).

## II.

Description of procedures concerning the participation in the General Meeting of Shareholders and the exercise of the right to vote.

Pursuant to art.401 of the Code of Commercial Companies, a shareholder or shareholders representing at least one-twentieth of the share capital may request that certain items be included on the agenda of the next General Meeting of Shareholders. In a public company such a request should be submitted to the Management Board not later than twenty-one days before the established date of the General Meeting of Shareholders. The request should contain grounds or a draft resolution concerning the proposed item on the agenda. A request may be made in an electronic form.

A shareholder or shareholders in a public company representing at least one-twentieth of the share capital may also, before the date of the General Meeting of Shareholders, submit to the Company in writing or by means of electronic communication draft resolutions concerning the items on the agenda of the General Meeting of Shareholders or items to be introduced to the agenda.

The submission of a request in an electronic form or by means of electronic communication shall be understood as sending to the following e-mail address: [sekretariat.zarząd@tell.pl](mailto:sekretariat.zarząd@tell.pl), in a .pdf, .jpg, .png or .tif file, of a scanned document (request, draft) signed by a shareholder (shareholders) and documents confirming the right to act on behalf of a shareholder for persons signing the document (extract from appropriate registers, powers of attorney) and ID cards of the shareholder or persons acting on his behalf.

It must be noted that in the case of making a request or submitting a draft both in writing and by an electronic form, it is necessary to demonstrate the fact of representing an appropriate part of the share capital of the Company - in the event of shareholders having dematerialised bearer shares by means of a depository certificate. In the event the request or draft are submitted in writing, they must be accompanied by an original depository certificate, while in the event the request or draft are sent to the above-mentioned e-mail address, it is necessary to attach a scanned certificate in the appropriate above-mentioned format.

Additionally, during the General Meeting of Shareholders each shareholder may propose draft resolution concerning the items on the agenda.

Pursuant to art.412 and 412<sup>1</sup> of the Code of Commercial Companies, a shareholder may participate in the General Meeting of Shareholders and exercise his right to vote in person or by proxy. A proxy exercises all rights of the shareholder at the General Meeting of Shareholders, unless his power of attorney states otherwise. The proxy may, if provided so by

his power of attorney, grant further powers of attorney. The proxy may represent more than one shareholder and may cast the votes representing shares of each shareholder differently. A shareholder of a public company holding shares entered in more than one securities account may establish separate proxies to exercise his rights arising from shares entered in each such account.

The power of attorney to participate in the General Meeting of Shareholders of a public company and to exercise the right to vote must be made in writing or in an electronic form. The grant of a power of attorney in an electronic form does not require a safe electronic signature verified by means of a valid qualified certificate, however a public company is obliged to undertake appropriate actions, commensurate to the purposes, in order to identify the shareholder and the proxy for the verification of the validity of the power of attorney granted in an electronic form.

A notification by means of electronic communications on the grant of powers of attorney in an electronic form must be made by sending to the following e-mail address: sekretariat.zarad@tell.pl, in a .pdf, .jpg, .png or .tif file, of a scan of a power of attorney for the proxy signed by the shareholder or by persons authorised to act on his behalf, as well as scans of appropriate documents confirming the right of persons signing the power of attorney to act on behalf of the shareholder (extracts from appropriate registers, powers of attorney). Additionally, when sending a scan of the power of attorney, it is necessary to indicate also the number of a certificate of the right to participate in the General Meeting of Shareholders issued for a specifically named person.

Both the proxies presenting at the Meeting the power of attorney granted in writing and in an electronic form must have identify documents allowing their identification as persons authorised to act on behalf of a shareholder.

The above rules shall be applied as appropriate for the revocation of the power of attorney.

In the light of art. 412<sup>2</sup> of the Code of Commercial Companies, in a public company also members of the Management Board and the company's employees may be proxies of a shareholder. If a proxy for the General Meeting of Shareholders in a public company is a member of the Management Board, the Supervisory Board, a liquidator, an employee of a public company or a member of governing bodies or employee of the company's subsidiary company or cooperative, the power of representation may authorise to represent at only one General Meeting of Shareholders. Such proxy is obliged to disclose to the shareholder any circumstances indicating the existence or the possibility of existence of a conflict of interests and shall vote in accordance with the instructions given by the shareholder. The grant of further power of attorney is not permitted.

Pursuant to art. 413 of the Code of Commercial Companies a shareholder may not, in person, by proxy or as a proxy of another person, cast votes to adopt resolutions concerning his liability towards the company on any account, including the grant of approval of the activities performed in the fulfilment of duties, release from obligations towards the company or a dispute between him and the company. However, a shareholder in a public company may cast votes as a proxy to adopt resolutions concerning himself, as mentioned above, however, the limitations and obligations mentioned in the preceding paragraphs, concerning among other

things the conflict of interests, observance of the shareholder's instructions and the lack of possibility to grant further powers of attorney, shall apply as appropriate.

Pursuant to the provision of art. 402<sup>3</sup> of the Code of Commercial Companies, at the website of the Company [www.tell.pl](http://www.tell.pl), in section *Company Info/General Meetings of Shareholders*, there is a form allowing the exercise of the right to vote by proxy or by correspondence.

Additionally, it must be noted that the By-Laws of the General Meeting of Shareholders of the Company in force does not provide for the possibility of casting votes at the General Meeting of Shareholders by correspondence.

Furthermore, it must be indicated that using the form when voting by proxy is not an obligation but a right of the shareholder. The form does not replace the power of attorney document either - irrespective of its use, if any, to determine the rights of a given person to act on behalf of a shareholder, it is necessary to grant the power of attorney in writing or in an electronic form as per the rules set forth herein above.

The Articles of Association of the Company do not provide for the possibility of participating at the General Meeting of Shareholder by means of electronic communication, including the possibility of speaking during the General Meeting of Shareholders or of exercising the right to vote by way of such means.

### III.

The day of Meeting participation registration mentioned in art. 406<sup>1</sup> of the Code of Commercial Companies is 26 November 2011.

### IV.

Only persons who are shareholders of the Company on the Meeting participation registration had shall have the right to participate at the Meeting.

However, pursuant to art.406<sup>4</sup> of the Code of Commercial Companies, the shareholders may transfer the shares in the period between the Meeting participation date and the Meeting closing date.

Persons authorised on the basis of registered shares have the right to participate in the General Meeting of Shareholders of a public company, if they are entered into the share register on the day of registration of participation in the General Meeting of Shareholders.

Persons authorised on the basis of dematerialised public company bearer shares, to be entered into the list of persons authorised to participate in the Meeting, must request the entity maintaining their securities account for the issue of a certificate attesting their right to participate in the General Meeting of Shareholders issued for a specifically named person not earlier than after the announcement convoking the General Meeting of Shareholders and not later than the first working day after the day of registration of participation in the General Meeting of Shareholders.

The presentation of the certificate issued for a specifically named person at the Meeting is not obligatory, however it is recommended for the shareholders to request such certificates attesting their right to participate in the General Meeting of Shareholders issued for a specifically named person from the entities maintaining their securities accounts as well as to have such certificates at the Meeting – this will facilitate the explanation of any doubts concerning the list of persons authorised to participate in the Meeting.

V.

All documentation which must be presented to the Meeting, including draft resolutions, is available at the website of the Company [www.tell.pl](http://www.tell.pl), in the section *Company Info/General Meetings of Shareholders*.

VI.

The Company's website where all information concerning the Meeting will be placed is [www.tell.pl](http://www.tell.pl), in the Section *Company Info/General Meetings of Shareholders*. The texts of current reports related to the Meeting are available at [www.tell.pl](http://www.tell.pl), in Section *Investor Relations/Market Filings/Current Reports* (for 2011).

Considering the possibility of performing certain acts in an electronic form as stipulated by the law and as set forth herein above, the Management Board of the Company hereby declares that the Company will ensure the correct operation of all equipment and software used for this type of communication, however all other risks related to the selection of this form shall be borne by the shareholder.

