**OFFER OF PURCHASE OF SHARES IN OEX S.A.**

*(spółka akcyjna [Polish joint-stock company] with registered office in Warsaw, at ul. F. Klimczaka 1, 02-797 Warszawa,*

*registered in the Register of Companies of the National Court Register*

*maintained by the District Court for the capital city of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under number KRS 0000222514)*

This offer (‘**Offer**’) concerning the purchase of shares in OEX S.A. with registered office in Warsaw (‘**Company**’) was published on 19 November 2019 in relation with Resolution No. 21 of the Ordinary General Meeting of Shareholders of the Company dated 25 June 2019 on the grant of authorisation to the Company’s Management Board to purchase treasury shares in OEX S.A. for redemption of further sale, with Resolution No. 22 of the Ordinary General Meeting of Shareholders of the Company dated 25 June 2019 on the creation of reserve capital for the acquisition by the Company of its treasury shares and with Resolution No. 1 of the Company’s Management Board dated 19 November 2019 on the adoption of terms and conditions of acquisition of treasury shares under the authorisation granted by the General Meeting of Shareholders of OEX S.A. pursuant to Resolution No. 21 of the Ordinary General Meeting of Shareholders of OEX dated 25 June 2019 on the grant of authorisation to the Company’s Management Board to purchase treasury shares in OEX S.A. for redemption of further sale (hereinafter referred to as the ‘**Resolutions**’).

Explanation of terms in capital letters and not defined herein has been given in item 15.

# Shares covered by the Offer

The subject matter of the Offer is not more than 421,052 (say: four hundred and twenty-one thousand and fifty-two) dematerialised ordinary bearer shares in the Company, with the nominal value of PLN 0.20 each, registered by the National Depository for Securities under code ISIN PLTELL000023, traded on a regulated market maintained by the Warsaw Stock Exchange and constituting, as at the Offer publication date, 4.49% of the total number of votes at the General Meeting of Shareholders (‘**Shares**’).

# Number of treasury shares held by the Company as at the Offer publication date and the number of treasury shares the Company intends to acquire in result of the Offer

As at the Offer publication date, the Company does not have any treasury shares.

Under this Offer, the Company intends to acquire not more than 421,052 (say: four hundred and twenty-one thousand and fifty-two) Shares in the Company. Pursuant to the Resolutions, the authorisation to purchase treasury shares was granted to the Company's Management Board until 31 December 2019.

In accordance with the legal regulations in force, the Company does not exercise any rights from the treasury shares.

# Purchase Price

The Share purchase price offered is **PLN 19.00 (say: nineteen Polish zlotys)** per Share (‘**Purchase Price**’). The Purchase Price is within the range as per the authorisation granted to the Company's Management Board in the Resolutions.

# Entity serving as an intermediary in the Offer proceedings and settlement

The entity serving as an intermediary in the Offer proceedings and settlement is:

# Santander Bank Polska S.A. – Santander Biuro Maklerskie

**al. Jana Pawła II 17, 00-854 Warszawa tel. +48 61 856 44 44**

**fax +48 61 856 47 70**

**https://**[**www.santander.pl/inwestor,**](http://www.santander.pl/inwestor) [**bm.sekretariat@santander.pl**](mailto:bm.sekretariat@santander.pl)

(‘**Brokerage Firm**’)

1. **Offer Time Schedule**

Offer publication date: 19 November 2019

Sale Offer reception start date: 22 November 2019

Sale Offer reception end date: 29 November 2019

Expected Share acquisition settlement date: 04 December 2019

The Company reserves the right to withdraw from the Offer both before and after the commencement of the proceedings as well as to change all deadlines that have not expired. The withdrawal from the Offer proceedings may take place in particular in case described in item 9 herein below. In case the Offer is cancelled or its deadlines are changed, the information about this fact as appropriate shall be made public in an ongoing report, at the Company’s website (www.oex.pl) and at the website of the Brokerage Firm (https:/[/w](http://www.santander.pl/inwestor))w[w.santander.pl/inwestor).](http://www.santander.pl/inwestor))

# Entities authorised to sell shares under the Offer

Entities authorised to submit Share Sale Offers under the Offer are all Shareholders of the Company. The Shares offered under the Sale offers must be free from all Charges.

# Sale Offer Submission Procedure

Before the submission of a Sale Offer, the Shareholders should read the procedures and regulations of Trustee Banks and Investment Firms maintaining securities accounts at which the Shares are registered, with regard to the issue of certificates of deposit and the establishment and release of Share holds, in particular the deadlines applied by the given Trustee Bank or Investment Firm, as well as with the fees charged by the given Trustee Bank or Investment Firm for the performance of the above-mentioned activities.

The Shareholders may submit their Sale offers in Branches of Santander Bank Polska S.A. (‘**Outlets**’) listed in Annex No. 1 hereto during the Sale Offer reception period (i.e. from 22 to 29 November 2019), on working days from Monday to Friday during the office ours of the Outlets.

A Shareholder who intends to submit a Sale Offer should carry out the following activities:

1. make an instruction with the entity maintaining the securities account where the Shareholder’s Shares are deposited to hold the Shares and an irrevocable instruction to issue a settlement instruction for the benefit of the Company as per the Offer terms and conditions (Shareholder holding Shares deposited with the Brokerage Firm make an instruction to transfer the Shares onto the Company in an OTC transaction) and obtain a certificate of deposit (with the exception of clients of the Brokerage Firm) confirming the performance of the above-mentioned activities;
2. submit the following to the Outlet:
   1. am original certificate of deposit issued by an entity maintaining a securities account of the Shareholder attesting that a hold has been put on the Shares until the Offer settlement date inclusive (it is expected that the Offer will be settled on 4 December 2019) and an issue of an irrevocable instruction to issue a settlement instruction in favour of the Company or to transfer the Shares onto the Company in an OTC transaction (in case of Shareholders who are clients of the Brokerage Firm) as per the Offer terms and conditions,
   2. Sale Offer form completed in duplicate. Additionally, the Shareholder submitting a Sale offer should submit the following:
3. ID card or passport (a natural person);
4. extract from the competent register where the Shareholder is registered (Residents who are not natural persons);
5. extract from the register competent for the Shareholder’s seat or another official document containing basic data about the Shareholder, indicating the Shareholder’s legal form, manner of representation as well as given names and surnames of persons authorised to represent the Shareholder (Non-Residents who are not natural persons). Unless the provisions of law or international agreements the Republic of Poland is a party to stipulate otherwise, the said extract should contain an *Apostille* or should be authenticated by Polish diplomatic or consular services and then translated by a sworn translator into Polish.

The instruction to put a hold on the Shares and the Sale Offer may also be made in an electronic form or by phone to the Brokerage Firm by a client of the Brokerage Firm, provided that it is consistent with the regulations in place at the Brokerage Firm and that Brokerage Firm has an appropriate power to issue an instruction in writing on the basis of an electronic or phone instruction received from the client. The instruction to put a hold on the Shares and the Sale Offer in an electronic form or by phone may be made between the hours as defined in the regulations in place at the Brokerage Firm accepting the instructions, whereby on the last day of the Sale Offer reception, the Sale Offers made via an electronic form shall be accepted until 15.00 Warsaw time.

A Shareholder may make a Sale Offer for the number of Shares in the Company that is higher than the number of Shares being the subject matter of this Offer.

Each Sale Offer made by the Shareholder should specify the number of Shares not higher than indicated at the certificate of deposit attached to the Sale Offer. In case the number of Shares indicated in the Sale Offer is not fully covered by the certificate of deposit attached, such Sale Offer shall not be accepted in whole. During the Sale Offer reception period, the Shareholders may make any number of Sale Offers, attaching a certificate of deposit to each Sale Offer made.

The Sale Offer made must be unconditional and irrevocable and may not contain any reservations. The Sale Offer shall be binding on the person submitting it until the Offer settlement (it is expected that the settlement will take place on 4 December 2019) or until the day the Offer is cancelled by the Company. All consequences, including the invalidity of the Sale Offer, resulting from an improper preparation and submission of the Sale Offer shall be suffered by the Shareholder.

In case the Sale Offer is made via an intermediary, the Shareholder should read

the provisions of item 8 herein below concerning the activities carried out through an attorney-in-fact.

In order to standardise the documents necessary to submit the Sale offer, a set of forms will be available in each Outlet listed in Annex No. 1 to this Offer and shall be sent to the entities maintaining securities accounts - participants of the National Depository for Securities (KDPW).

The Company and the Brokerage Firm shall not be liable for the non-performance of the Sale Offers that the Brokerage Firm receives before or after the Sale Offer reception period as well as for Sale Offers that were submitted in an irregular way or which do not have the required documents attached, in particular the certificate of deposit.

# Intermediation of an Attorney-in-Fact

The Sale offer may be submitted by an attorney-in-fact. A person acting as an attorney-in-fact is obliged to produce before the Outlet employee receiving the Sale Offer the power of attorney in accordance with the requirements described herein below.

A power-of-attorney specimen shall be distributed by the Brokerage Firm among the Trustee Banks and Investment Firms together with a set of forms as mentioned in item 7 herein above. A power-of-attorney specimen shall also be published at the website of the Brokerage Firm (https:/[/w](http://www.santander.pl/inwestor))w[w.santander.pl/inwestor)](http://www.santander.pl/inwestor))

The power-of-attorney should be make in writing, the signature confirmed by an employee of the Brokerage Firm, an employee of the entity that issued the certificate of deposit or a notary public. The power-of-attorney may also have a notarial form. A power-of-attorney made abroad should have an *Apostille* attached or should be authenticated by a Polish diplomatic or consular service and translated by a sworn translator into Polish.

The power-of-attorney should authorise the attorney-in-fact to do the following:

* 1. make an instruction to put a hold on the Shares until the transaction execution under the offer, inclusive;
  2. make an irrevocable instruction to the entity maintaining the Shareholder’s investment to issue a settlement instruction allowing the transfer of the title to the Shares onto the Company in accordance with the terms and conditions defined in the Offer;
  3. collect a certificate of deposit issued for the Shares on hold in relation with the Offer, if

the Shareholder is not a client of the Brokerage Firm;

* 1. submit the certificate of deposit and submit a Share Sale offer in response to the Offer in one of the Outlets as listed in Annex No. 1.

A person acting as an Attorney-in-Fact may represent any given number of Shareholders. The power of attorney and an extract from a competent register or any other official document containing basic data about

the attorney in fact and the Shareholder shall remain with the Brokerage Firm.

The Trustee Banks making a Sale Offer on behalf of their clients may submit, instead of a power of attorney, a statement confirming the fact that they have an appropriate authorisation and received an instruction to submit a Share Sale Offer. A specimen of such a statement shall be provided to the Trustee Banks.

# Offer Cancellation

The Company reserves the right to cancel the Offer both before the start and after the start of reception of the Sale Offers. In particular, the Company may cancel the Offer in case of an announcement of a Share purchase offer, including a call to subscribe for a sale or exchange of shares in the Company, made by another entity.

In case the Offer is cancelled, the Company shall not be responsible for the reimbursement of costs incurred by Shareholders, their attorneys-in-fact or statutory proxies in relation with the submission of the Sale Offer or any other activities necessary to submit the Sale Offer or for the payment of any compensations.

In case the Offer is cancelled, the information about this fact as appropriate shall be made public in an ongoing report of the Company`, at the Company’s website (www.oex.pl) and at the website of the Brokerage Firm (https:/[/w](http://www.santander.pl/inwestor))w[w.santander.pl/inwestor).](http://www.santander.pl/inwestor))

# Acquisition of shares from Shareholders and Rules of Reduction

A Shareholder may make a Sale Offer for a number of shares that is higher than the number of Shares being the subject matter of this Offer and in particular a Shareholder may make a Sale Offer concerning all shares in the Company he holds. In case when the total number of Shares covered by all the Sale Offers submitted by Shareholders during the Sale Offer reception period is higher than the number of Shares indicated in the Offer, the Company shall make a proportional reduction of the number of Shares indicated in particular Sale Offers that will be subject to the transaction.

In case when after the proportional reduction, there will be fractional parts of Shares left, the Shares shall be allocated in order starting from the biggest Share Sale Offers to the smallest, until the final exhaustion.

The Company accepts only such Sale Offers that are made in accordance with the Offer terms and conditions. In particular, the Company shall not accept Sale Offers make on an incorrectly completed forms or Sale Offers which are not accompanied by required documents, including a certificate of deposit confirming a hold put on the Company’s Shares and an issue of an irrevocable instruction to make a settlement instruction.

A transfer of title to the Shares between the Shareholders who made correct Sale Offers and the Company shall be made in an OTC transaction and settled within the depositing and clearing system of the National Depository for Securities. The Brokerage Firm shall serve as an intermediary in the clearing.

# Payment of the Purchase Price

The Purchase Price for the Shares acquired from particular Shareholders in the number as determined in accordance with the rules laid down in item 10 herein above shall be paid by the Company in cash in Polish zlotys. The amount constituting a product of the final number of Shares acquired from particular Shareholders and the Purchase Price may be decreased by a commission due as well as any other fees (provided that such a commission or fees are collected by the Brokerage Firm, the Trustee Bank or the Investment Firm issuing a settlement instruction, as per the Table of Fees of the given entity).

# Legal Nature of the Offer

The Offer does not constitute a call to subscribe for the sale or exchange of shares as mentioned in Art. 73 et sub. of the Public Trading Act. In particular, the Offer shall not be subject to the provisions of Art. 77 and Art. 79 of the Trading Act and the provisions of the Regulation. The Offer does not constitute an offer within the understanding of Art. 66 of the Polish Civil Code.

The Company announced the purchase of its treasury shares in the form of this Offer, considering the Company’s public company status and in order to ensure equal treatment of the Shareholders. The Company's intention, considering it being a listed company, is to apply such a form of purchase of its treasury shares that would be optimal from the point of view of the Shareholders’ interests in order to allow equal opportunities for all the Shareholders to sell the Shares in the Company they hold. The Company uses the form of share purchase under this Offer at the terms and conditions that are exclusively similar to the terms and conditions of a call to subscribe for the sale of shares as mentioned in the Trading Act and in the Regulation.

This document does not need an approval and submission to the Polish Financial Supervision Authority (KNF) or any other authority.

This document does not constitute an offer of purchase and does not encourage to sell any securities in any state in which the submission of such offers or encouragement to sell securities is unlawful or requires any approvals, announcements or registrations.

This document is not investment, legal or tax advice. As regards any matters related to the Offer, the Shareholders should consult investments, legal or tax advisers.

The text of this Offer was made public by the Company on the day of its announcement in the form of an ongoing report. The text of the Offer is also available at the Company's website (www.oex.pl) and at the website of the Brokerage Firm (https:/[/w](http://www.santander.pl/inwestor))w[w.santander.pl/inwestor).](http://www.santander.pl/inwestor))

All additional information concerning the procedure of acceptance of Sale offers in response to this Offer may be obtained at the Outlets in person or via phone numbers (22) 586 85 64 or (61) 856 46 50.

# Taxation

It should be noted that a sale of Shares to the Company for redemption may bear tax consequences for Shareholders. For this reasons, the Shareholders are advised to consult tax, financial and legal advisers in each particular case or to obtain an official position of administrative authorities that are competent in such matters.

# Information about the processing of personal data by Santander Bank Polska S.A.

Pursuant to Art. 13 (1) and (2) and Art. 14 (1) and (2) the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/56/EC (hereinafter referred to as

‘**GDPR**’) effective since 25 May 2018, we wish to inform you about the manner and purpose of processing of your personal data (hereinafter referred to as the ‘**data**’), as well as about your data protection rights.

# Who is responsible for data processing and who can be contacted?

Santander Bank Polska S.A. with registered office in Wrocław (hereinafter referred to as the ‘**Bank**’) shall be the controller of your data and can be contacted in writing at the following address: Santander Bank Polska S.A. ul. Robotnicza 11, 53-607 Wrocław, by phone: 1 9999, 781 119 999 (for incoming calls from Poland)

or: +48 61 81 1 9999 (for incoming calls from abroad), by email: [kontakt@santander.pl](mailto:kontakt@santander.pl) and in any other way

as suggested at the website [www.santander.pl.](http://www.santander.pl/)

The Bank has appointed a Data Protection Officer who can be contacted in writing at the following address: Santander Bank Polska S.A. ul. Robotnicza 11, ul. 53-607 Wrocław, followed by:

‘Data Protection Officer’ and by email: [iod@santander.pl.](mailto:iod@santander.pl)

# Why and on what basis do we process your data?

We process your data pursuant to the provisions of the GDPR and Polish data protection laws. The data are processed:

* in relation with the performance of obligations imposed by law on entities providing brokerage services – Santander Bank Polska S.A. – Santander Biuro Maklerskie (Art. 6 (1) (c)

of the GDPR), including:

* + those related to the discharge of obligations laid down in the Financial Instrument Trading Act of 29 July 2005

and the legal regulations indicated therein;

* + those related to the discharge of reporting obligations under Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Regulation (EU) No 648/2012 (‘**MIFIR**’);

in relation with legitimate interests pursued by the Bank (Art. 6 (1) (f) of the GDPR). We do so, for example, when we process data of persons acting on behalf of clients when we act for the purposes of preventing criminal offences, ensuring IT security of the Bank, pursuing claims or defending against claims.

The provision by a Shareholder of the data is a condition of the performance of the Share Sale Offer, results from the performance of obligations resulting from the above-mentioned laws and is necessary for the pursuit of purposes resulting from the legitimate interests of the Bank. Unless you provide necessary data to the Bank, the Brokerage Firm will not be able to service the Share Sale offer on your behalf.

# Who may we transfer the data to?

The data may be made available to other recipients for the purpose of discharge of the Bank’s legal obligation or for purposes resulting from legitimate interests of the Bank. The recipients of the data may be in particular:

* 1. OEX S.A. and its authorised employees;

b) public authorities, such as the Polish Financial Supervision Authority (KNF);

1. entities participating in processes necessary to effect the Share Sale Offer, including entities maintaining the Shareholders’ securities accounts;
2. entities authorised to obtain information subject to professional secrecy clause as indicated in the Financial Instrument Trade Act and in other acts of law;
3. entities processing data on instructions of the Bank and their authorised employees, whereby such entities process the data on the basis of an agreement with the Bank and exclusively in accordance with the Bank’s orders.

# How long with your data be processed (retained)?

Your data will be processed for a period of time as necessary for the purposes of processing indicated in item B herein, i.e.:

* in the scope as necessary for compliance with legal obligations to which Santander Bank Polska S.A. – Santander Biuro Maklerskie is subject in relation with its business – until the discharge of such obligations by the Bank;
* until the legitimate interests of the Bank providing a basis for the processing have been carried out or until you object as to such processing, unless there are legitimate interests providing go=rounds for further data processing.

# Rights of Shareholder who is a data subject

* the right of access to personal data, including a right to obtain a copy of them as per Art. 15 of the GDPR;
* the right to have the personal data rectified (corrected) - in case the data are incorrect or incomplete - as per Art 16 of the GDPR;
* the right to have the personal data erased (the right to be forgotten) as per

Art. 17 of the GDPR;

* the right to have the personal data processing restricted as per Art. 18

of the GDPR;

* the right to personal data portability as per Art. 20 of the GDPR;
* the right to object as per Art. 21 of the GDPR;
* the right to lodge a complaint to a supervisory authority, i.e. n the Republic of Poland, to the President of the Personal Data Protection Office, where you considers that the processing of your data infringes the provisions of the GDPR.

# Source of data

In case the subscriptions are made via an attorney-in-fact or a representative, those persons are the source of data.

# Categories of data processed

We process your data in the scope as indicated in the Share Sale offer form – Annex No. 2 .

# Definitions and acronyms used in the Offer

Besides the terms defined in the text of this Offer, the following terms when capitalised shall have the following respective meaning:

**Shareholder** a natural person, a legal person or an organisational unit without

legal personality who is a holder of the Company’s shares.

**Trustee Bank** a trustee bank within the understanding of the Financial Instrument Trade Act.

**GPW** Warsaw Stock Exchange [*Giełda Papierów Wartościowych w Warszawie S.A.*]

**Investment Firm** and investment firm within the meaning of the Financial Instrument Trade Act.

**KDPW** National Depository for Securities [*Krajowy Depozyt Papierów Wartościowych S.A.*]

**Non-Resident** persons, entities, organisational units as defined in Art. 2 (1) (2) of the Foreign Currency Law Act.

**Charges** ordinary, registered or financial pledge, tax lien, impoundment in an enforcement proceedings, option, pre-emptive right or any right of first refusal or any other right, encumbrance or restriction in favour of third persons that has a form or a liability or a real burden.

**Sale Offer** an offer of sale of a Share made by a Shareholder in response to the Offer.

**Outlet** a branch of Santander Bank Polska S.A. as indicated in Annex 1.

**Resident** persons, entities, organisational units as defined in Art. 2 (1) (1) of the Foreign Currency Law Act.

**Regulation** Regulation of the Minister of Development and Finance of 14 September 2017 on templates of calls to subscribe for the sale of exchange of shares in public companies, detailed call announcement manners and share acquisition terms and conditions under such calls (Journal of Laws Dz.U.2017.1748).

# Financial Instrument Trade Act

the Financial Instrument Trade Act of 29 July 2005

(consolidated text: *Journal of Laws* Dz.U 2018.2286).

**Trading Act** Act of 29 July 2005 on public trading and on conditions of introduction of financial instruments into organised trading systems and on public companies (consolidated text in *Journal of Laws* Dz.U.2019.623, as amended)

## OEX S.A. SANTANDER BANK POLSKA S.A.

***- SANTANDER BIURO MAKLERSKIE***

Tomasz Słowiński – Member of the Management Board Anna Kucharska – Attorney in fact

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Artur Wojtaszek – Member of the Management Board Małgorzata Jachymek – Attorney in fact

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**Branches of Santander Bank Polska S.A.**

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **City/Town** | **Address** | **Opening hours** |
| 1. | Białystok | ul. Adama Mickiewicza 50 | 10.00-17.00 |
| 2. | Bielsko-Biała | ul. Partyzantów 22 | 9.00-17.00 |
| 3. | Bolesławiec | ul. Bankowa 12 | 9.30-17.00 |
| 4. | Bydgoszcz | ul. Modrzewiowa 15A | 10.00-17.00 |
| 5. | Bytom | ul. Dworcowa 4 | 9.30-17.00 |
| 6. | Częstochowa | ul. Jasnogórska 33/35 | 9.30-17.00 |
| 7. | Gdańsk | ul. 3 Maja 3 | 9.30-17.00 |
| 8. | Gdynia | ul. 10 Lutego 11 | 10.00-17.00 |
| 9. | Głogów | ul. Obrońców Pokoju 12 | 10.00-17.00 |
| 10. | Gniezno | ul. Sienkiewicza 17 | 9.00-17.00 |
| 11. | Gorzów Wielkopolski | ul. Gen. Wł. Sikorskiego 24 | 9.30-17.00 |
| 12. | Inowrocław | ul. Grodzka 5/7 | 9.30-16.30 |
| 13. | Jelenia Góra | pl. Niepodległości 4 | 9.30-17.00 |
| 14. | Kalisz | ul. Parczewskiego 9a | 10.00-17.00 |
| 15. | Katowice | ul. Katowicka 61 | 9.00-17.00 |
| 16. | Katowice | ul. Wita Stwosza 2 | 10.00-17.00 |
| 17. | Katowice | ul. Warszawska 33 | 10.00-17.00 |
| 18. | Kępno | ul. Kościuszki 6 | 10.00-17.00 |
| 19. | Kielce | ul. Sienkiewicza 78 | 9.30-17.00 |
| 20. | Konin | ul. Energetyka 6a | 9.30-17.00 |
| 21. | Kraków | ul. Karmelicka 9 | 10.00-18.00 |
| 22. | Kraków | ul. Stradomska 8 | 10.00-17.00 |
| 23. | Kraków | ul. Sarego 2 | 10.00-17.00 |
| 24. | Kraków | ul. Starowiślna 88 | 10.00-17.00 |
| 25. | Legnica | ul. Gwarna 4a | 9.00-17.00 |
| 26. | Leszno | ul. Słowiańska 33 | 9.30-17.00 |
| 27. | Lubin | ul. Odrodzenia 5 | 10.00-17.00 |
| 28. | Lublin | ul. Krakowskie Przedmieście 37 | 9.30-17.00 |
| 29. | Łódź | al. Piłsudskiego 3 | 10.00-17.00 |
| 30. | Łódź | ul. Sienkiewicza 82/84 | 10.00-17.00 |
| 31. | Łódź | ul. Rzgowska 30 | 10.00-17.00 |
| 32. | Nowy Tomyśl | ul. Poznańska 13 | 9.30-17.00 |
| 33. | Olsztyn | Al. Wojska Polskiego 62 | 10.00-17.00 |

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **City/Town** | **Address** | **Opening hours** |
| 34. | Opole | ul. Ozimska 6 | 9.00-17.00 |
| 35. | Ostrów Wielkopolski | Plac Bankowy 1 | 10.00-17.00 |
| 36. | Piła | ul. Sikorskiego 81 | 10.00-17.00 |
| 37. | Płock | ul. Kolegialna 22 | 10.00-17.00 |
| 38. | Poznań | Plac Wolności 15 | 9.00-16.30 |
| 39. | Poznań | Plac Andersa 5 | 9.30-17.00 |
| 40. | Rzeszów | ul. Bernardyńska 2 | 9.30-17.00 |
| 41. | Sopot | ul. Chopina 6 | 10.00-17.00 |
| 42. | Szczecin | Al. Niepodległości 26 | 10.00-17.00 |
| 43. | Tarnów | ul. I. Mościckiego 25 | 9.00-17.00 |
| 44. | Tarnów | ul. Bitwy o Wał Pomorski 6 | 9.30-17.00 |
| 45. | Toruń | ul. Krasińskiego 2 | 9.30-17.00 |
| 46. | Wałbrzych | ul. Chrobrego 7 | 10.00-17.00 |
| 47. | Warsaw | ul. Kasprowicza 119a | 9.30-17.00 |
| 48. | Warsaw | al. Jana Pawła II 17 | 10.00-17.30 |
| 49. | Warsaw | ul. Marszałkowska 142 | 10.30-18.00 |
| 50. | Warsaw | ul. Mysia 5 | 9.30-17.00 |
| 51. | Wrocław | Rynek 9/11 | 9.00-18.00 |
| 52. | Wrocław | Plac Kościuszki 7/8 | 9.00-18.00 |
| 53. | Zgorzelec | ul. Wolności 11 | 9.30-17.00 |
| 54. | Zielona Góra | ul. Bankowa 5 | 9.30-17.00 |
| 55. | Employees of the Private Banking Department of Santander Bank Polska S.A. (portfolio client support) | | |
| 56. | Select Advisers all over Poland (portfolio client support) | | |

Shareholders whose Shares are deposited at an account with a trustee bank or entities authorised to manage a third party’s portfolio of securities may also submit their Sale Offer in the following location: Santander Bank Polska S.A. – Santander Biuro Maklerskie, Sale Support Department, Al. Jana Pawła II 17 (Floor X), 00-854 Warszawa, between 9:00 – 17:00.

# ANNEX NO. 2

**OFFER OF SALE OF SHARES IN OEX S.A.**

**TO OEX S.A.** (‘**COMPANY**’)

This document (‘**Share Sale Offer**’), only when completed correctly, constitutes a response to the Offer of Purchase of Shares in OEX S.A. (‘**Share Purchase Offer**’) identified below, as announced on 19 November 2019 by the Company via the intermediation of Santander Bank Polska S.A. – Santander Biuro Maklerskie.

1. **Brokerage House receiving the Share Sale Offer**

Santander Bank Polska S.A. – Santander Biuro Maklerskie (code: KDPW 0915).

1. **Data of the person submitting the Share Sale Offer**

Name and surname / Business name: ………………………………………………………………………

Address of residence / Seat: …………………………………………………………….. Phone: …………………………………….………..

Street, House No., Flat No.: …………………………………. Postal code: ….… Town: ………………….

Country: …..…..

Address for correspondence (if different from above)

Street, House No., Flat No.: …………………………………. Postal code: ……. Town: ………………….

Country: ……….

PESEL, ID card number/REGON:

…………………………………………………………………………………….

*(in case of non-residents, type and number of IF card or number of a competent foreign register)*

*LEI (Legal Entity Identifier) for persons other than natural persons ………………………………………………*

Legal form: Foreign currency status:

* natural person - resident
* legal person - non-resident
* organizational unit without a legal personality

Persons authorised to make declarations on behalf of the legal person (name and surname): 1. 2.

Number of ID card of persons acting on behalf of the legal person:

1. 2.

1. **Data of entity maintaining a securities account:**

Number of the securities account: …………………………..…………………………………… Maintained by (full name of the entity): ……………………………………….………………………

1. **Shares offered for sale**

Shares offered for sale: dematerialised ordinary bearer shares in OEX S.A., ISIN: **PLTELL000023**

Number of Shares offered by the Shareholder for sale put on hold at the entity maintaining the Shareholder’s securities account: ………………………………………….

Say: ……………………………………………………………………..….…..

Price of one Share: PLN 19.00 (say: nineteen Polish zlotys)

Value of Shares offered for sale: (product of the number of Shares offered for sale and the price of one Share):

……….………………… (say: ……………………………………………………………………..).

1. **Statement of the person submitting the Share Sale Offer:**

I, the undersigned, acting on my own behalf / acting as an attorney-in-fact of a person / on behalf of a company I represent as indicated in item 2 herein above, do hereby state, declare and represent that:

1. I have read the text of the Share Purchase Offer and I accept its terms and conditions.
2. The Shares subject to this Share Sale Offer in the number as indicated in item 4 have been put on hold at the securities account until the Share Purchase Offer settlement date, inclusive, and an instruction to transfer the Shares in an OTC transaction at the Company’s account has been made.
3. The certificate of deposit issued by the entity maintaining the securities account attesting the hold on the Shares has been attached hereto.
4. The Shares are free from any Charges (within the meaning as defined in the Share Purchase Offer) and from any rights of

third parties, including pledge, registered pledge and financial pledge.

1. This Share Sale Offer is valid until the day indicated in the Share Sale Offer and may not be revoked or modified in any way until that day. The Share Sale Offer may be accepted by the Company also in part, which is understood to mean that the Company may purchase a smaller number of Shares than indicated in item 4 herein as per the terms and conditions defined in the Share Purchase offer, however at the same price per Share.
2. I hereby grant my consent for the provision by Santander Bank Polska S.A. – Santander Biuro Maklerskie of information subject to the professional secrecy clause to OEX S.A. and I hereby authorise OEX S.A. to obtain the information subject to the professional secrecy clause.
3. I do hereby state, declare and represent that I have received information about the personal data protection from Santander Bank Polska S.A. I hereby confirm that the data in this Share Sale offer are correct.

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Signature of the person submitting the Share Sale Offer Date of reception of the Share Sale Offer and signature and stamp

of the employee receiving the Share Sale Offer.