

**MLP GROUP S.A.**  
**ANNUAL GENERAL MEETING**  
**CONVENED FOR JUNE 27TH 2019**  
**FORM OF POWER OF PROXY**

I/We, the undersigned,

First name and surname

.....

Company.....

Position .....

Address

.....

and

First name and surname

.....

Company.....

Position .....

Address

.....

hereby represent that ..... (shareholder's first name and surname/company name) (the "**Shareholder**") holds ..... (number) ordinary bearer shares of MLP GROUP S.A. of Pruszków (the "**Company**")

**and I (we) hereby authorise:**

Mr/Ms ....., holding passport/identity card/other official identity document ....., or

.....(entity name), with its registered office in ....., address: .....,

to represent the Shareholder at the Annual General Meeting convened for 9am on June 27th 2019, to be held in building S5 at ul. 3 Maja 8, Pruszków, Poland (the "**AGM**"), and in particular to attend and speak at the AGM, to sign the attendance list and to vote on behalf of the Shareholder in accordance with the voting instructions set out below/at the proxy's discretion.<sup>1</sup>

\_\_\_\_\_  
(signature)

City/town:.....

Date:.....

\_\_\_\_\_  
(signature)

Place:.....

Date:.....

\_\_\_\_\_  
<sup>1</sup>Delete as appropriate

## **IMPORTANT NOTE:**

### **Shareholder identification**

The following should be attached to this power of proxy as proof of identity of the shareholder granting the power of proxy:

- 1) if the shareholder is a natural person – a copy of the shareholder's identity card, passport or other official identity document; and
- 2) if the shareholder is not a natural person – a copy of entry in the relevant register or other document confirming the power of a natural person (natural persons) to represent the shareholder at the Annual General Meeting (e.g. a complete sequence of powers of proxy).

Should any doubts arise as to the validity of copies of the documents specified above, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

- 1) if the shareholder is a natural person – a copy of the shareholder's identity card, passport or another official identity document, certified as a true copy of the original by a notary public or other authorised entity; or
- 2) if the shareholder is not a natural person – a copy of entry in the relevant register or other document confirming the power of a natural person (natural persons) to represent the proxy at the Annual General Meeting (e.g. a complete sequence of powers of proxy), certified as a true copy of the original by a notary public or another authorised entity.

### **Proxy identification**

In order to verify the proxy's identity, the Management Board reserves the right to request that the following documents be presented by the proxy at the time of registering attendance:

- 1) if the proxy is a natural person – the shareholder's identity card, passport or other official identity document; or
- 2)
- 3) if the proxy is not a natural person – a copy of entry in the relevant register or other document confirming the power of a natural person (natural persons) to represent the proxy at the Annual General Meeting (e.g. a complete sequence of powers of proxy), certified as a true copy of original by a notary public or other authorised entity.

**PLEASE NOTE THAT SHOULD ANY DISCREPANCIES BE IDENTIFIED BETWEEN THE SHAREHOLDER'S DATA PROVIDED IN THE POWER OF PROXY AND THOSE CONTAINED IN THE LIST OF SHAREHOLDERS PREPARED BASED ON THE LIST RECEIVED BY THE COMPANY FROM THE ENTITY OPERATING THE DEPOSITORY FOR SECURITIES (KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A.) PURSUANT TO ART. 406<sup>3</sup> OF THE COMMERCIAL COMPANIES CODE, THE SHAREHOLDER MAY BE REFUSED ADMISSION TO THE ANNUAL GENERAL MEETING.**

**PLEASE NOTE THAT IT IS NOT OBLIGATORY TO USE THE FORM SET OUT ABOVE IN ORDER TO APPOINT A PROXY.**

## **CAUTIONARY STATEMENTS**

1. This form is not intended to be used to verify how a proxy voted on behalf of a shareholder.
2. This form does not substitute a power of proxy granted by a shareholder to their proxy.
3. Shareholders are not required to use the form provided by the Company to vote through a proxy at the Annual General Meeting.
4. Using this form is a shareholder's right and not their obligation. How a proxy votes depends on the shareholders' decision.

## PROXY VOTING FORM

This form is to aid in voting by ..... (proxy's first name and surname/company name), authorised to represent .....

(shareholder's first name and surname/company name) (the **"Shareholder"**) at the AGM of MLP GROUP Spółka Akcyjna, convened for 9am on June 27th 2019, to be held in building S5 at ul. 3 Maja 8, Pruszków, Poland, pursuant to the power of proxy granted on..... (date).

ITEM [ ] OF THE AGENDA			
<input type="checkbox"/> For   Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection  Number of shares: _____	<input type="checkbox"/> Abstained   Number of shares: _____	<input type="checkbox"/> proxy's discretion   Number of shares: _____
<input type="checkbox"/> Other:			

[at the discretion of the entity granting the power of proxy, one or more boxes may be provided for the individual agenda items]

For the Shareholder:

\_\_\_\_\_  
 (signature)  
 City/town:.....  
 Date:.....

\_\_\_\_\_  
 (signature)  
 City/town:.....  
 Date:.....

### NOTES

Shareholders are requested to give their voting instructions by marking the appropriate box with an "X". Shareholders who have marked the "Other" box are requested to provide a detailed instruction on how their proxy is to vote.

Shareholders who wish to vote differently on their shares are asked to indicate the number of shares to be voted "for", "against" and "abstained" in the space provided. If no such indication is given, the proxy will be deemed authorised to vote in the specified manner on all of the shareholder's shares.

The draft resolutions on matters placed on the agenda are available from the Investor Relations section on the Company's website.

Please note that the draft resolutions published along with the notice of the Annual General Meeting may differ from the draft resolutions actually put to the vote at the Annual General Meeting. It is recommended that relevant instructions to be followed by the proxy in this case are given in the box marked "Other" in order to avoid any doubt as to how the proxy is to vote.