

**Play Communications S.A.**

*Société anonyme*

Registered office: 4/6 rue du Fort Bourbon L-1249 Luxembourg

R.C.S. Luxembourg: B 183 803

(the **Company**)

**CONVENING NOTICE**

The shareholders of the Company are invited to attend the **Ordinary General Meeting of the shareholders** of the Company to be held on October 8<sup>th</sup>, 2019 at 9:30 am (hereinafter referred to as the **General Meeting**), at 4/6 Rue du Fort Bourbon, L-1249 Luxembourg, Grand Duchy of Luxembourg for the purpose of considering and voting upon the following agenda:

**THE AGENDA AND PROPOSED RESOLUTIONS OF THE GENERAL MEETING**

- 1. Appointment of Mr Dominik Grzegorz Libicki as a Non-executive Director of the Company for a period ending with the annual general meeting of the shareholders of the Company resolving on the financial statements for the financial year ended 31 December 2021.**

*First draft resolution*

The Ordinary General Meeting of the shareholders of the Company hereby resolves to appoint Mr Dominik Grzegorz Libicki, born on 12 December 1963 with office address at 4/6 Rue du Fort Bourbon, L-1249 Luxembourg, Grand Duchy of Luxembourg as Non-executive Director of the Board of Directors of the Company with immediate effect and for a period ending with the annual general meeting of the shareholders of the Company resolving on the financial statements for the financial year ended 31 December 2021.

- 2. Authorization to the board of directors of the Company to proceed with any formalities that may be required under any applicable laws in relation to the appointment of Mr Dominik Grzegorz Libicki.**

*Second draft resolution*

The shareholders of the Company hereby further resolve to authorize the Board of Directors of the Company to proceed with any formalities that may be required under any applicable laws in relation with such appointment of Mr Dominik Grzegorz Libicki as a Non-executive Director of the Board of Directors of the Company.

3. **Approval, authorisation and, to the extent necessary, ratification of Performance Incentive Plan V3, a performance share incentive plan for management board members of P4 sp. z o.o., a wholly owned subsidiary of the Company, to address the retention of management board members of P4 sp. z o.o. (PIP V3) subject to and in accordance with the rules of the PIP V3 (PIP V3 Rules) substantially in a form attached to this Convening Notice.**

*Justification: the implementation of PIP V3 would allow the members of the management board of P4 sp. z o.o. to benefit from the performance remuneration incentive plan. As part of the PIP V3, and in accordance with the PIP V3 Rules, the Company contemplates to issue shares in bearer form for no consideration and paid up out of available reserves. The shares will be issued within 4,365,740 shares which is the current level of the Company's available authorised capital under Article 6 of the Articles.*

#### *Third Draft resolution*

The Ordinary General Meeting approves, authorise and, to the extent necessary, ratify the PIP V3 and the entering into and performance of the PIP V3 Rules (substantially in a form attached) by the Company.

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#### **QUORUM AND MAJORITY**

The General Meeting will validly deliberate on the resolutions related to all items on the agenda regardless of the proportion of the share capital represented and the resolutions relating to these agenda items will be adopted by simple majority of the votes validly cast.

Each share is entitled to one vote.

#### **ACTS AND FORMALITIES TO BE ACCOMPLISHED BEFORE THE GENERAL MEETING**

The right to participate in the General Meeting is determined on the basis of share ownership on the fourteenth day prior to the General Meeting, namely on September 24<sup>th</sup>, 2019 at midnight (Luxembourg time) (hereinafter, the **Record Date**). All shareholders holding shares on the Record Date have the right to attend, speak and vote at the General Meeting regardless of the number of shares held.

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** shareholders who wish to participate at the General Meeting in person, by proxy or by voting in writing are invited to announce their intention to participate at the General Meeting by returning to the registered office of the Company the duly completed, dated and signed attendance proxy and voting form (attached to the convening notice) to arrive no later than on September 24<sup>th</sup>, 2019 at midnight (Luxembourg time).
- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** shareholders who wish to participate at the General Meeting in person, by proxy or by voting in writing are invited to announce their intention to participate at the General Meeting by returning to the registered office of the Company two documents: (i) a duly completed, dated and signed attendance proxy and voting form (to be downloaded from the Company's

website ([www.playcommunications.com](http://www.playcommunications.com)) or to be obtained directly from the registered office of the Company upon request addressed to the registered office of the Company or by email to [OGM@playcommunications.com](mailto:OGM@playcommunications.com) to arrive no later than on September 24<sup>th</sup>, 2019 at midnight (Luxembourg time); as well as (ii) a certificate of proof of ownership obtained from their custodian (as indicated in the section below "*Form of Attendance of Shareholders*") stating status of ownership on the Record Date which shall arrive no later than on October 4<sup>th</sup>, 2019 at midnight (Luxembourg time).

The Company will record for each shareholder, who has returned the completed, dated and signed attendance proxy and voting form, his name or corporate denomination, address or registered office, number of shares held on the Record Date and description of all the documents attesting the ownership of shares on the Record Date.

**Please note that only the shareholders owning shares of the Company on the Record Date (either directly or through a securities settlement system, which ownership has been validly established) and having announced their intention to attend the General Meeting as described here above will be entitled to participate in the General Meeting.**

#### **RIGHT OF SHAREHOLDERS TO PUT ITEMS ON THE AGENDA OF THE GENERAL MEETING AND TO TABLE DRAFT RESOLUTIONS**

In accordance with Article 4 of the Luxembourg Law of May 24<sup>th</sup> 2011 on the exercise of certain rights of shareholders in listed companies, one or several shareholders holding collectively at least 5% of the share capital of the Company have a right to put items on the agenda of the General Meeting and to table draft resolutions for items included or to be included on the agenda of the General Meeting under the following conditions:

- the written request must be sent to the registered office of the Company by mail or by email to [OGM@playcommunications.com](mailto:OGM@playcommunications.com) and accompanied by a justification or a draft resolution to be adopted at the General Meeting;
- the request must indicate an address or e-mail address to which the Company may send the acknowledgment of receipt of the request; and
- the request must be received by the Company at the latest on the twenty-second day before the date of the General Meeting, namely on September 16<sup>th</sup>, 2019.

The Company will acknowledge the receipt of such requests within 48 hours of reception.

In this respect, the Company will publish an updated agenda of the General Meeting at the latest on September 23<sup>d</sup>, 2019.

#### **FORM OF ATTENDANCE OF SHAREHOLDERS**

##### **The shareholders who wish to attend the General Meeting in person:**

To facilitate the shareholder's admission to the General Meeting, each shareholder must proceed with the following formalities:

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** each registered shareholder automatically receives (attached to the convening notice) the attendance proxy and voting form, which the shareholder must complete, stating that he/she/it wishes to attend the General Meeting in person, date, sign and then return it to the registered office of the Company so that it is received by the Company at the latest on September 24<sup>th</sup>, 2019 at midnight (Luxembourg time).
- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** shareholders who wish to participate at the General Meeting in person, by proxy or by voting in writing are invited to announce their intention to participate at the General Meeting by returning to the registered office of the Company two documents: (i) a duly completed, dated and signed attendance proxy and voting form (to be downloaded from the Company's website ([www.playcommunications.com](http://www.playcommunications.com)) or to be obtained directly from the registered office of the Company upon request addressed to the registered office of the Company or by email to [OGM@playcommunications.com](mailto:OGM@playcommunications.com) to arrive no later than on September 24<sup>th</sup>, 2019 at midnight (Luxembourg time); as well as (ii) a certificate of proof of ownership obtained from their custodian (as indicated in the section below "Form of Attendance of Shareholders") stating status of ownership on the Record Date which shall arrive no later than on October 4<sup>th</sup>, 2019 at midnight (Luxembourg time).

**The shareholders who are unable to attend the General Meeting in person:**

A shareholder unable to attend the General Meeting in person may give voting instructions to the Chairman of the General Meeting or to any other person of his choice or may submit their votes in writing as follows:

- **In case of holders whose ownership is directly recorded in the Company's shareholders' register:** the shareholder must send a completed, signed and dated attendance proxy and voting form (attached to the convening notice) to the registered office of the Company, indicating that he/she/it is appointing a proxy or submitting his/her/its vote in writing, as the case may be, so that it is received by the Company on September 24<sup>th</sup>, 2019 at midnight (Luxembourg time) at the latest.
- **In case of holders whose ownership is indirectly recorded through a securities settlement system:** each shareholder must contact the custodian of his/her/its shares, indicating that he/she/it wishes to give voting instructions for the General Meeting and request a certificate of proof of ownership proving his shareholder status at the Record Date. The certificate of proof of ownership must arrive no later than October 4<sup>th</sup>, 2019 at the registered office of the Company.

In addition, a completed, signed and dated attendance proxy and voting form must be sent to the registered office of the Company, so that it is received by the Company September 24<sup>th</sup>, 2019 at midnight (Luxembourg time) at the latest. The attendance proxy and voting form will indicate whether the shareholder is appointing a proxy or submitting his vote in writing. The attendance proxy and voting form may be downloaded from the Company's website ([www.playcommunications.com](http://www.playcommunications.com)) or obtained directly from the registered office of the Company

upon request addressed to the registered office of the Company or by email sent to [OGM@playcommunications.com](mailto:OGM@playcommunications.com).

## **MISCELLANEOUS**

### **It should be noted that:**

Any shareholder having returned to the Company the completed, signed and dated attendance proxy and voting form has the possibility of selling all or some of his/her/its shares before the General Meeting.

However, if the sale takes place before September 24<sup>th</sup>, 2019 at midnight, Luxembourg time, which has been set as the Record Date by virtue of applicable law, the Company shall invalidate or modify accordingly (as applicable) the attendance proxy and voting form. Accordingly, the authorised custodian notifies the sale to the Company and transmits to it the necessary information. No sale and no operation carried out after September 24<sup>th</sup>, 2019 at midnight, Luxembourg time, whatever the means used, will be notified by the authorised custodian or taken into consideration by the Company, notwithstanding any agreement to the contrary.

A copy of the documentation related to the General Meeting is available at the registered office of the Company and on the Company's website ([www.playcommunications.com](http://www.playcommunications.com)). Shareholders may obtain free of charge a copy of these documents at the Company's registered office or by e-mail by sending a request to [OGM@playcommunications.com](mailto:OGM@playcommunications.com).

For more information, please:

- visit our website [www.playcommunications.com](http://www.playcommunications.com) ;
- contact the Company Secretary on the following numbers:  
+352 286848-124, +352 286848-128, +352 621833899, from 10 a.m. to 6 p.m. (Luxembourg time) from Monday to Friday;
- send us an email to the following address: [OGM@playcommunications.com](mailto:OGM@playcommunications.com),

September 3<sup>rd</sup>, 2019

The board of directors of the Company