



**PEGAS NONWOVENS SA**

*Société Anonyme*

Registered office: 68-70, boulevard de la Pétrusse, L-2320 Luxembourg  
R.C.S. Luxembourg: B 112.044

**N O T I C E**

**to the holders of shares with ISIN Code LU 0275164910 and Common Code 027516491**

IS HEREBY GIVEN that the annual general meeting (**AGM**) of the shareholders of PEGAS NONWOVENS SA (**PEGAS**) is convened to be held at its registered office at 68-70, boulevard de la Pétrusse, L-2320 Luxembourg, Grand Duchy of Luxembourg, on Wednesday June 15, 2016 at 11.00 a.m. Central European Time (**CET**), to consider and vote on the following agenda:

**Agenda:**

1. Election of the Scrutiny Committee (*Bureau*) of the Meeting.
2. Presentation and discussion of the report of the auditors regarding the annual accounts and the consolidated accounts for the financial year ended 31 December 2015 and of the report of the Board of Directors of PEGAS on the annual accounts and the consolidated accounts for the financial year ended 31 December 2015.
3. Approval of the annual accounts and the consolidated accounts for the financial year ended 31 December 2015.
4. Allocation of the net results of the financial year ended 31 December 2015 and distribution of a dividend in the amount of EUR 11,536,750, i.e. EUR 1.25 per share.
5. Discharge of the liability of the members of the Board of Directors and the auditors of PEGAS for, and in connection with, the financial year ended 31 December 2015.
6. Ratification of the decision of the Board of Directors to co-opt František Řezáč, František Klačka and Marian Rašík as members of the Board of Directors of PEGAS.
7. Renewal of the appointment of Marek Modecki and Jan Sýkora as members of the Board of Directors of PEGAS.
8. Appointment of a Luxembourg independent auditor ("*réviseur d'entreprises agréé*") to review the annual accounts and the consolidated accounts for the financial year ending 31 December 2016.
9. Approval of a remuneration policy for non-executive directors for the financial year 2016.
10. Approval of a remuneration policy for executive directors for the financial year 2016.
11. Authorization to be granted to the Board of Directors for acquisition of own shares by PEGAS.
12. Miscellaneous.

### **Voting rights, quorum and majority:**

The share capital of PEGAS is composed of 9,229,400 shares with voting rights.

Each share is entitled to one vote. Therefore, there is a total of voting rights of 9,229,400.

In respect of items 1 to 12 of the above agenda, no specific quorum is required for the valid deliberation or acknowledgement of the AGM and the resolutions are taken by a simple majority of the votes cast by the shareholders present or represented at the AGM.

Correspondence voting forms that have not been received by PEGAS prior to the AGM within the time period as further determined herein or which indicate neither the direction of a vote nor an abstention are void and therefore not taken into account for the calculation of the votes cast.

### **Other information**

#### **I. Right to propose new items to the agenda and to file draft resolutions**

One or several shareholders representing, individually or collectively, at least 5% of the share capital of PEGAS may require that some additional items be put on the agenda of the AGM and propose draft resolutions with regards to items included or to be included in the agenda of the AGM.

These rights shall be exercised in writing and shall be submitted to PEGAS by mail at the following address: PEGAS NONWOVENS SA, 68-70 boulevard de la Pétrusse, L-2320 Luxembourg, Grand Duchy of Luxembourg, attn.: the Board of Directors, OR to the following e-mail address of PEGAS: [iro@pegas.cz](mailto:iro@pegas.cz), at least twenty-two days before the AGM, i.e. no later than on 24 May 2016, and the revised agenda will be published by PEGAS at least fifteen days before the AGM, i.e. no later than on 31 May 2016.

The shareholders who send a request to PEGAS to add an item on the agenda of the AGM must send together with their request a justification thereof or a draft of the resolution to be adopted at the AGM. They must indicate the mail or e-mail address where PEGAS may send the acknowledgment of receipt of their request within forty-eight hours upon receipt of such request.

#### **II. Right to have access to the documents and information related to the AGM**

The following documents and information related to the AGM and the items of its agenda are available to the shareholders (i) at the above mentioned address of PEGAS, (ii) at the following address of PEGAS NONWOVENS s.r.o.: PEGAS NONWOVENS s.r.o., Přímětická 86, 669 02 Znojmo, Czech Republic, and (iii) on the PEGAS' website, [www.pegas.lu](http://www.pegas.lu) or [www.pegas.cz](http://www.pegas.cz):

- this convening notice;
- the form of notification of participation at the AGM;
- the total number of shares and voting rights on the date of the convening notice;
- the proxy form and the correspondence voting forms;
- the draft resolutions of the AGM and their justification;

- the 2015 annual financial report of PEGAS including (i) the annual accounts for the financial year ended 31 December 2015, (ii) the consolidated annual accounts for the financial year ended 31 December 2015, (iii) the Board of Directors' report and auditor's report, (iv) the list of members of the Board of Directors and auditor(s), and (v) the list of sovereign debt, shares, bonds and other company securities making up the portfolio of PEGAS.

The shareholders may also receive a copy of the above mentioned documents by sending a request by mail or e-mail to the above mentioned address of PEGAS.

III. Right to participate at the AGM in person or represented by way of a power of attorney or by vote by correspondence

The rights of a holder to participate in the AGM and to vote in respect of his shares shall be determined with respect to the shares held by that holder on Wednesday 1 June 2016 at 11.59 p.m. CET (the **Record Date**).

*1. Shareholders holding their shares through Euroclear Bank S.A./N.V. as operator of the Euroclear system (hereinafter **Euroclear**) or Clearstream Banking, société anonyme (hereinafter **Clearstream**), directly as a participant of such systems*

All shareholders holding their shares through the clearing and settlement systems maintained by Euroclear and/or Clearstream who wish to take part in the AGM must:

- arrange well in advance of the Record Date with Euroclear and/or Clearstream, as applicable, to issue a certificate or an extract from their securities account, evidencing that such shares are registered on their securities accounts as of the Record Date together with the name of the account holder and the number of shares held; the relevant certificate or extract duly completed and signed by Euroclear and/or Clearstream, as applicable, needs to be sent directly to the above mentioned address of PEGAS by registered mail OR to the above mentioned e-mail address of PEGAS (followed by the delivery of its original at the latest by the date of the AGM), so that it will be received by PEGAS no later than on Monday 13 June 2016, at 5.00 p.m. CET; AND
- notify PEGAS of their intention to participate and vote at the AGM by sending a duly completed and signed form of notification of participation at the AGM to the above mentioned address of PEGAS by registered mail OR to the above mentioned e-mail address of PEGAS (followed by the delivery of its original at the latest by the date of the AGM), so that it will be received by PEGAS no later than on the Record Date, at 11.59 p.m. CET; shareholders may download the form of notification of participation at the AGM from the above mentioned PEGAS' website, or request this form, free of charge, at the above mentioned mail or e-mail address of PEGAS.

Only shareholders whose relevant certificates or extracts have been received by PEGAS by Monday 13 June 2016, at 5.00 p.m. CET (either by registered mail or by e-mail followed by the delivery of its original at the latest by the date of the AGM), will be eligible to participate and vote in the AGM.

Such shareholders may participate and vote at the AGM in person, by proxy or by correspondence:

- Shareholders who wish to take part in the AGM in person or by proxy or vote by correspondence need to download the form indicating their attendance in person or by proxy

or the correspondence voting form from the above mentioned PEGAS' website, or request those forms, free of charge, at the above mentioned mail or e-mail address of PEGAS.

- The form indicating their attendance in person or by proxy, duly completed and signed, needs to be sent directly to the above mentioned addresses of PEGAS (either by registered mail or by e-mail, followed by the delivery of its original at the date of the AGM) so that it will be received by PEGAS no later than on Monday 13 June 2016, at 5.00 p.m. CET.
- The form for voting by correspondence, duly completed and signed, needs to be sent directly to the above mentioned address of PEGAS (only by registered mail) so that it will be received by PEGAS no later than on Tuesday 14 June 2016, at 11.59 p.m. CET.

## *2. Shareholders holding their shares through Centrální depozitář cenných papírů, a.s. (hereinafter CDCP)*

All shareholders holding their shares through the clearing and settlement system maintained by CDCP who wish to take part in the AGM must:

- arrange well in advance of the Record Date with the relevant financial intermediary holding the shares for their account, which is a member of CDCP, to register their name and number of votes to be exercised during the AGM with CDCP no later than on the Record Date, at 11.59 p.m. CET so that they will appear on the list of shareholders registered for the AGM prepared by CDCP as of the Record Date, at 11.59 p.m. CET; the financial intermediaries must send the registration requests in writing to the operational department of CDCP at [cdcprovoz@pse.cz](mailto:cdcprovoz@pse.cz); AND
- notify PEGAS of their intention to participate and vote at the AGM by sending a duly completed and signed form of notification of participation at the AGM to the above mentioned address of PEGAS by registered mail OR to the above mentioned e-mail address of PEGAS (followed by the delivery of its original at the latest by the date of the AGM), so that it will be received by PEGAS no later than on the Record Date, at 11.59 p.m. CET; shareholders may download the form of notification of participation at the AGM from the above mentioned PEGAS' website, or request this form, free of charge, at the above mentioned mail or e-mail address of PEGAS.

Only shareholders who have been registered with CDCP no later than on the Record Date, at 11.59 p.m. CET, and whose name and number of votes to be exercised during the AGM appear on the list of shareholders registered for the AGM prepared by CDCP as of the Record Date, at 11.59 p.m. CET, will be eligible to participate and vote in the AGM.

Such shareholders may participate and vote in the AGM in person, by proxy or by correspondence according to the following process:

- Shareholders who wish to take part in the AGM in person or by proxy must request a form indicating their attendance in person or by proxy from the financial intermediary holding the shares for their account, or alternatively download the form from the above mentioned PEGAS' website, and send the duly completed and signed form either directly or through the financial intermediary holding the shares for their account to the above mentioned address of PEGAS by registered mail OR to the above mentioned e-mail address of PEGAS (followed by the delivery of its original at the latest by the date of the AGM), so that it will be received by PEGAS no later than on Monday 13 June 2016, at 5.00 p.m. CET.

- Shareholders who wish to vote by correspondence must request a correspondence voting form from the financial intermediary holding the shares for their account, or alternatively download the form from the above mentioned PEGAS' website, and send the duly completed and signed form either directly or through the financial intermediary holding the shares for their account to the above mentioned address of PEGAS (only by registered mail) so that it will be received by PEGAS no later than on Tuesday 14 June 2016, at 11.59 p.m. CET.

The registration of a shareholder with the CDCP shall not subject such shareholder's right to sell or transfer in whatsoever manner its shares as from the Record Date to the date of the AGM to any limitations other than those to which a shareholder may be subject at any other time.

*3. Shareholders holding their shares through the Polish National Depository for Securities (Krajowy Depozyt Papierów Wartościowych Spółka Akcyjna) (the NDS)*

All shareholders holding their shares through the clearing and settlement system of the NDS who wish to take part in the AGM must:

- arrange well in advance of the Record Date with the relevant financial intermediary operating their securities accounts or the holders of the omnibus account (*rachunek zbiorczy*) on which the shares are registered to issue (i) a certificate of a right to participate in the shareholders meeting (*zaświadczenie o prawie uczestnictwa w walnym zgromadzeniu*) or (ii) the relevant extract from the securities account (*wyciąg z rachunku papierów wartościowych*) or the omnibus account evidencing that such shares are registered on the relevant securities account or the omnibus account as of the Record Date together with the name of the account holder or the person entitled to the shares held on the omnibus account and the number of votes to be exercised during the AGM; the relevant certificate or extract duly completed and signed by authorized representatives of the financial intermediary operating the securities accounts or the holder of the omnibus account needs to be sent directly to the above mentioned address of PEGAS by registered mail OR to the above mentioned e-mail address of PEGAS (followed by the delivery of its original at the latest by the date of the AGM), so that it will be received by PEGAS no later than on Monday 13 June 2016, at 5.00 p.m. CET; AND
- notify PEGAS of their intention to participate and vote at the AGM by sending a duly completed and signed form of notification of participation at the AGM to the above mentioned address of PEGAS by registered mail OR to the above mentioned e-mail address of PEGAS (followed by the delivery of its original at the latest by the date of the AGM), so that it will be received by PEGAS no later than on the Record Date (i.e., on Wednesday 1 June 2016) at 11.59 p.m. CET; shareholders may download the form of notification of participation at the AGM from the above mentioned PEGAS' website, or request this form, free of charge, at the above mentioned mail or e-mail address of PEGAS.

Only shareholders whose relevant certificates of a right to participate in the shareholders meeting or extracts from securities accounts or the omnibus accounts have been received by PEGAS by Monday 13 June 2016, at 5.00 p.m. CET (either by registered mail or by e-mail followed by the delivery of its original at the latest by the date of the AGM), will be eligible to participate and vote in the AGM.

Such shareholders may participate and vote at the AGM in person, by proxy or by correspondence:

- Shareholders who wish to take part in the AGM in person or by proxy or vote by correspondence need to download the form indicating their attendance in person or by proxy or the correspondence voting form from the above mentioned PEGAS' website, or request those forms, free of charge, at the above mentioned mail or e-mail address of PEGAS.
- The form indicating their attendance in person or by proxy, duly completed and signed, needs to be sent directly to the above mentioned addresses of PEGAS (either by registered mail or by e-mail, followed by the delivery of its original at the date of the AGM) so that it will be received by PEGAS no later than on Monday 13 June 2016, at 5.00 p.m. CET.
- The form for voting by correspondence, duly completed and signed, needs to be sent directly to the above mentioned address of PEGAS (only by registered mail) so that it will be received by PEGAS no later than on Tuesday 14 June 2016, at 11.59 p.m. CET.

The certificate of a right to participate in the shareholders meeting or the relevant extract evidencing that the shares are registered on the shareholder's securities account or the omnibus account as of the Record Date shall not be treated as a depository certificate (*świadcstwo depozytowe*) in the meaning of the Polish act of 29 July 2005 on trading in financial instruments (J.L. of 2014, No. 94, as amended) and therefore the right of such shareholder to sell or transfer in whatsoever manner his shares as from the Record Date to the date of the AGM is not subject to any limitation other than those to which a shareholder may be subject at any other time.

#### **Miscellaneous:**

PEGAS will not bear any costs incurred by the shareholders for the purpose of the AGM registration and participation in the AGM.

Board of Directors of PEGAS NONWOVENS SA

In Luxembourg on 9 May 2016