

EBI Raport

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Company: Abbey House Group S. A.

Resolutions adopted during the Extraordinary General Meeting of Shareholders on 5 February 2014

The Issuer's Management Board is hereby communicating to the public the resolutions adopted by the Extraordinary General Meeting of Shareholders on 5 February 2014 in Warsaw, which are attached to the present report.

The Extraordinary General Meeting of Shareholders did not withdraw from adopting any of the resolutions. No resolution covered in the minutes from the Meeting was objected against. Additionally, the Management Board of the Issuer announces that the Issuer's General Meeting has adopted Resolution No. 4 that features the following changes in the Articles of Association:

1. § 4 of the Articles of Association of the Company was amended and it shall now read as follows:

§ 4 paragraph 1 point 8 of the Articles of Association of the Company shall be followed by points 9) to 18) which shall read as follows:

- 9) *Motion picture, video and television programme production activities (PKD.59.1, PKD - Polish Classification of Activities);*
- 10) *Radio broadcasting (PKD 60.10.Z);*
- 11) *Public and licence television programmes broadcasting (PKD 60.20.Z);*
- 12) *Out-of-school forms of cultural education (PKD 85.52.Z);*
- 13) *Educational support activities (PKD 85.60);*
- 14) *Other out-of-school forms of education, not elsewhere classified (PKD 85.59.B);*
- 15) *Organisation of conventions and trade shows (PKD 82.30.Z);*
- 16) *Other business support service activities not elsewhere classified (PKD 82.99.Z);*
- 17) *Business and other management consultancy activities (PKD 70.22.Z);*
- 18) *Data processing, hosting and related activities (PKD 63.11.Z)."*

2. § 5 of the Articles of Association of the Company shall be amended and it shall now read as follows:

"§ 5

- 1. *The share capital of the Company amounts to PLN 2,180,739.5 (two million one hundred eighty thousand seven hundred thirty nine zlotys and fifty grosze) and includes:*
 - 1) *10,000,000 (ten million) ordinary Series A bearer shares with a nominal value of PLN 0.10 (ten grosze) each, with the numbers from 000,000,001 to 010,000,000,*
 - 2) *153, 697 (one hundred fifty three thousand six hundred ninety seven) ordinary Series*

B bearer shares with a nominal value of PLN 0.10 (ten grosze) each, with the numbers from 000,000,001 to 000,153,697;

3) 750,000 (seven hundred fifty thousand) ordinary Series C bearer shares with a nominal value of PLN 0.10 (ten grosze) each, with the numbers from 000,001 to 750,000;

4) 7,600,000 (seven million six hundred thousand) ordinary Series D bearer shares with a nominal value of PLN 0.10 (ten grosze) each, with the numbers from 000,001 to 7.600.000;

5) 3,303,698 (three million three hundred three thousand six hundred ninety eight) ordinary Series E bearer shares with a nominal value of PLN 0.10 (ten grosze) each, with the numbers from 000,000,001 to 3,303,698.

2. Series A, B, C and D shares have been fully covered in cash before the registration of the increase in the share capital of the Company.

3. § 19 of the Articles of Association of the Company was amended and it shall now read as follows:

"§ 19

1. The Supervisory Board is composed of at least 5 Members, including the Chairman and other Members of the Supervisory Board.

2. The right to appoint and dismiss one Member of the Supervisory Board is held by the founder and the shareholder - company under the corporate name ARGOVEST HOLDINGS LIMITED, seated in Nicosia.

3. The right to appoint and dismiss one Member of the Supervisory Board is held by the shareholder - SERIUS LIMITED, seated in Nicosia.

4. The right to appoint and dismiss four Members of the Supervisory Board, including the Chairman, is held by the shareholder - NEXT MEDIA GROUP LIMITED, seated in Road Town, Tortola, British Virgin Islands.

5. The Members of the Supervisory Board are appointed for the joint mandate of 5 years."

4. § 20 of the Articles of Association of the Company shall be amended and it shall now read as follows:

"§ 20

1. The meetings of the Supervisory Board shall be presided by the Chairman of the Supervisory Board.

2. Resolutions of the Supervisory Board are adopted by the absolute majority of votes and are binding if the Chairman voted in their favour.

3. Chairman of the Supervisory Board holds the deciding vote if the votes are evenly divided during the adoption of the Supervisory Board's resolutions.

4. Declarations submitted to the Supervisory Board between its meetings are to be submitted before the Chairman of the Supervisory Board.

The presented changes in the Articles of Association shall enter into force on the day of its acceptance and entry into the Register of Entrepreneurs of the National Court Register kept by the

District Court for the capital city of Warsaw, 12th Commercial Division.

Legal basis: § 4 paragraph 2 point 7), 8) and 9) of Exhibit 3 of the Alternative Trading System Rules "CURRENT AND PERIODICAL INFORMATION IN THE ALTERNATIVE TRADING SYSTEM ON THE NEWCONNECT MARKET".

Attachments:

- [Protokół NWZ Abbey House Group S.A. z 5 lutego 2014 roku.pdf](#) size: 13523.3 kB

Representatives of the company:

- Jakub Kokoszka - President of the Management Board
- Sandra Mazur - Vice-President of the Management Board