

District Court in Częstochowa
8th Business Division
ul. Żwirki i Wigury 9/11
42-202 Częstochowa

Częstochowa, 2016

Case File no. (*Sygn. akt*) VIII GRp 5/16

Creditor of Group no.
Item in the list of debts: ...

[telephone and address]

represented by a proxy:

[telephone and address]

The judge-commissioner of the District Court in Częstochowa, 8th Business Division, in the restructuring proceedings – **accelerated composition proceedings of Hygienika Dystrybucja S.A. of Lubliniec** notifies about the meeting of creditors convened to vote on the composition scheduled for **19 December 2016 at 13:30 hours** – in the building of the District Court in Częstochowa at ul. Żwirki i Wigury 9/11, **room 106**.

The judge-commissioner notifies that the listed creditors have been divided according to the categories of interest – see the details **in the enclosed composition proposals**.

The judge-commissioner notifies that voting at the meeting of creditors will be carried out orally and in writing using **the enclosed ballots**.

The judge-commissioner notifies that in accordance with Art. 340 of PrRest – if he/she/it has not appointed a proxy to pursue the case in the Republic of Poland – a creditor who has no habitual residence, domicile or headquarters in the Republic of Poland or in another Member State of the European Union must **indicate a proxy for service in the Republic of Poland. In case such a proxy for service is not indicated, any court documents to be delivered to a creditor referred to in Sec. 1 will be left in the case file and deemed serviced.**

Moreover, the judge-commissioner advises about the contents of the provisions of Art. 107-110, Art. 113 and Art. 115-119 of the Law Restructuring Act of 15.05.2015 (Journal of Laws of 2015 Item 978, as amended, referred to as "PrRest").

The judge-commissioner informs that the court supervisor appointed in the case has disclosed documents relating to these proceedings **in an English language version** at:
.....

Guidance on the Restructuring Law regulations

Article 105. [Announcement]

4. In case of an adjournment of the meeting of creditors, the judge-commissioner shall present a new date and place of the meeting to the persons present. In such a case, there shall be no re-announcement. The vote previously cast by a creditor who did not attend the adjourned meeting of creditors shall remain in force and be taken into account when calculating the results of voting, if the same resolution or resolutions more favorable to creditors are put to the vote at the meeting.

Article 107. [Right to vote] 1. Unless the act provides otherwise, at the meeting of creditors the right to vote shall be held by creditors whose claims have been included in the approved list of debts and creditors who are

present at the meeting of creditors and submit the enforcement order stating their claim to the judge-commissioner.

2. Creditors vote by means of the sum of claims included in the approved list of debts or an enforcement order.

3. At the request of the creditor and having heard the debtor, the judge-commissioner may allow participation in the meeting of creditors of a creditor whose claim is dependent on a condition precedent or is disputable and has become probable. The sum according to which the vote of the creditor is calculated is determined by the judge-commissioner appropriately to the circumstances.

Article 108. [Proxy] 1. Creditors who have a joint or indivisible claim shall vote through a common proxy. One of the creditors may also become such a proxy.

2. If the creditors as referred to in Section 1 have failed to appoint a proxy, an administrator established in keeping with the provisions of the Civil Code concerning administration of a joint ownership shall vote on behalf of the creditors.

3. Failure by the creditors as referred to in Section 1 to appoint a proxy or failure to establish an administrator shall not prevent the other creditors from determining a date of or from holding the meeting of creditors.

Article 109. [Exclusion of the right to vote] 1. A debt that was acquired by an assignment or endorsement after the opening of restructuring proceedings shall not give a right to vote.

2. If a debt was transferred as a result of the creditor paying off a debt for which the creditor was liable personally or with specific property, a debt arising from a legal relationship created before the opening of the restructuring proceedings, or if the acquisition of a debt occurred after the announcement in the Register of information about the mode and place of the sale of debts, and the sale was made to a buyer who offered the highest price, the provision of Section 1 shall not apply.

3. The provision of Section 1 shall not apply in the procedure for the composition approval.

Article 110. [Voting at the meeting of creditors] 1. Voting at the meeting of creditors shall be carried out in writing, and the description of the course and outcome of the vote shall be recorded in the minutes. A creditor who appeared in person at the meeting of creditors may vote verbally to the minutes.

2. Voting shall be carried out by a court-appointed supervisor or an administrator under the supervision of the judge-commissioner. The list of votes submitted in writing and cast verbally at the meeting of creditors, to which the provision of Art. 86.2 applies, shall be attached to the minutes. If a vote was cast on someone else's behalf, the name of the voter shall be also indicated in the minutes. If the list of votes has been drawn up in an electronic form and the technical conditions allow it, it shall also be submitted in an electronic form.

3. A participant to the proceedings may vote at the meeting of creditors also by a proxy. One of the creditors may also become such a proxy.

4. A vote cast in writing shall include the name of the voter and whether the vote is for or against the resolution.

5. A creditor who abstained from voting shall be deemed as not participating in the vote.

6. If there are technical possibilities, voting at the meeting of creditors may be conducted using electronic means of communication, provided the judge-commissioner so decides. Voting using the electronic means of communication may include in particular a real-time transmission of the meeting of creditors at which creditors can speak while being in a place other than the place of the meeting of creditors. The creditors' participation in the meeting may be subject only to such requirements and constraints as are necessary to identify the creditors and to ensure security of the electronic communications.

7. Where, due to a large number of creditors, holding of a meeting of creditors is difficult, the judge-commissioner may decide to hold a vote in a different mode than specified in Sections 1-6, including resignation from convening a meeting of creditors. The decision shall be announced.

8. The decision as referred to in Section 7 shall be subject to appeal.

Article 113. [Meeting of creditors to vote on the composition] 1. At the meeting of creditors a composition may be decided, if at least one-fifth of creditors entitled to vote on the composition is present at the meeting.

2. Only creditors referred to in Article 107 Sections 1 and 3 and creditors who are covered by the composition shall be entitled to vote on the composition.

3. Absence of a proof of service of the notice of the meeting of creditors to creditors whose number is not greater than a half of the creditors entitled to vote, while the amount of their claims does not exceed one third of the total debt giving the right to vote on the composition, shall not prevent the creditors from holding a meeting of creditors and voting on the composition.

4. If after the vote it turns out that the votes of the creditors referred to in Section 3 could affect the outcome of the vote, the judge-commissioner announces a break in the meeting of creditors in order to service the notice properly, unless the judge-commissioner determines on the basis of documentary evidence that the creditors knew about the meeting.

Article 115. [Opinion of the composition feasibility] A court-appointed supervisor or an administrator submits an opinion on the composition feasibility at the meeting of creditors.

Article 116. [Exclusion of the right to vote] 1. In matters concerning composition, a creditor who is the spouse of the debtor, his/her direct kin or relative, his/her kin or relative in a collateral line up to the second degree, an adopter or adoptee of the debtor, if the debtor is a company - a person authorized to represent the company and if the debtor is a partnership - a partner who is liable for the partnership's obligations with all his/her assets shall not have the right to vote.

2. In matters relating to composition, if the debtor is a company, a creditor who is an affiliate of the debtor and the persons entitled to represent it, as well as a creditor who is a company and any persons authorized to represent it, if the company is the parent company or subsidiary of the debtor, shall not have the right to vote.

3. Also a creditor that is a corporation whose parent company is also the parent company of the debtor and any persons authorized to represent it shall not have the right to vote in matters relating to composition.

4. In matters relating to composition, if the debtor is a corporation, a natural person who represents more than 25% of the share capital of the corporation shall not have the right to vote.

Article 117. [Submission of several composition proposals] 1. If several composition proposals are submitted, the judge-commissioner shall determine the order of voting on the composition proposals. All the composition proposals shall be subject to voting. Composition proposals that have received the most support of the creditors, counted with respect to the sum of liabilities, taking Art. 119 into consideration, shall be deemed as accepted.

2. At the meeting of creditors, the debtor, the administrator or the court-appointed supervisor may suggest changes in the composition proposals. In case the debtor, the administrator or the court-appointed supervisor suggests changes in the composition proposals, a vote of a creditor cast in writing for the original composition proposals shall be deemed as a vote for the changed composition proposals, if they are more favorable to the creditor. Other votes shall be treated as votes against the composition.

Article 118. [Securing execution of the restructuring plan by third parties] 1. If the restructuring plan specifies a security for its execution by third parties, extending of a loan or a bank loan to the debtor or consent of third parties to amend the content of rights or legal relationships, including collaterals in the form of a mortgage, lien, pledge, fiscal lien or maritime mortgage, the vote on the composition may only be carried out when any documents showing that these commitments will be executed after the adoption of the composition are presented at the meeting of creditors.

2. If the restructuring plan specifies that, for the time of the composition, the administration of the company is to be entrusted to persons designated in the composition, the provision of Section 1 shall apply accordingly.

3. If the composition specifies the restructuring of the debtor's debts by converting them into shares, the vote on the composition may be carried out only when the approval of the President of the Office of Competition and Consumer Protection or the European Commission is submitted at the meeting creditors or it is demonstrated that such approval is not required.

4. If the composition proposals provide for awarding any state aid for restructuring to the debtor, the vote on the composition may only be carried out when the approval of the competent authority for awarding the state aid is submitted at the meeting of creditors or it is demonstrated that such approval is not required.

Article 119. [Resolution of the meeting of creditors on accepting the composition] 1. A resolution of the meeting of creditors to accept the composition shall be adopted if it is voted for by the majority of the voting creditors who have given a valid vote and who have at least two-thirds of the sum of the debts owed to the voting creditors.

2. If the vote on the composition is carried out in groups of creditors covering different categories of interest, the composition shall be accepted if - for each group - the majority of voting creditors from the group who have at least two-thirds of the total debts owed to the voting creditors from the group votes for the composition.

3. The composition shall be accepted even if the required majority in some groups of creditors is not obtained, provided creditors who have a total of two-thirds of the total debts owed to voting creditors voted in favor of the composition, and the creditors of the group or groups that have voted against the composition will be satisfied on conditions not less favorable than in case of bankruptcy proceedings.

In case of any discrepancies between the Polish and English language versions, the Polish language version shall prevail.

At the order
of the judge-commissioner
Wioletta Jarosz - Senior Court Secretary

The notice does not require any personal signature in accordance with § 19 Sec. 4 of the Regulation of the Minister of Justice of 12 December 2003 on the organization and scope of activities of court secretariats and other departments of court administration as a duly approved in the judicial IT system.