

**EMPOWERMENT FOR PARTICIPATION IN
ORDINARY SHAREHOLDERS MEETING
OF ARCTIC PAPER S.A.
CONVENED TO 3RD DECEMBER 2012**

I/We*, hereby undersigned,

Full name: _____

acting on behalf and for the interest of: _____,
with its registered seat in _____

declare that _____ (*shareholder's company*)

(hereinafter **Shareholder**) is entitled from _____ (*number*) ordinary bearer shares of Arctic Paper S.A. with its registered seat in Poznań (hereinafter **Company**) and hereby empower:

Mr/Mrs _____, holder of passport/ID/other official document

or

_____ (*company of the entity*), with its registered seat
in _____

to represent the Shareholder in Ordinary Shareholders Meeting of the Company, convened to 3rd December 2012 r., and which is going to be held in WORLD TRADE CENTER Poznań sp. z o.o. building, Bukowska 12, 60-810 Poznań, seminar room no 112, 2nd floor at 11:00 a.m. (hereinafter **Ordinary Shareholders Meeting**), particularly to participate and raise points in Ordinary Shareholders Meeting, to sign the attendance list and to vote on behalf of the Shareholder from _____ (*number*) shares / from all shares according to the instructions regarding the manner of voting / at the proxy's discretion .

[full name, function and date]

[full name, function and date]

* Delete as appropriate

Arctic Paper SA
J.H. Dąbrowskiego 334A 1 PL 60-406 Poznań

Management Board: Michał Jarczyński, Michał Bartkowiak, Jacek Łoś, Per Skoglund, Wolfgang Luebbert
Share capital 554,035,000 PLN (fully paid up)
District Court Poznań – Nowe Miasto i Wilda KRS 0000306944
NIP 599 305 16 07 REGON 080262255

INFORMATION FOR SHAREHOLDERS

1. Should any discrepancy be found between the data of the Shareholder as disclosed in the empowerment enclosed and the data from the list of Shareholders drawn on the basis of the list received from KDPW S.A. (National Depository of Securities) by the virtue of art. 406 (3) of Code of Commercial Companies, the proxy may not be admitted to participate in Ordinary Shareholders Meeting.
2. The instruction enclosed with the empowerment and related to manner of voting on particular resolutions in the Ordinary Shareholders Meeting is a confidential document between the Shareholder and the proxy and should not be disclosed to any third party, the Company in particular, both before and after the Ordinary Shareholders Meeting.
3. Voting of the proxy inconsistent with the instruction given by the Shareholder does not affect the validity of the voting.
4. The use of the hereby form depends solely on the Shareholder's decision. The Shareholder has the right to grant the empowerment in other form on condition that the content of the empowerment allows for:
 - (a) Identification of the voting Shareholder and its proxy;
 - (b) Voting as defined in art. 4 § 1 item 9 of the Code of Commercial Companies;
 - (c) Submitting an objection to a resolution by the Shareholders; and
 - (d) Enclosing of instructions regarding the manner of voting related to every resolution on which the proxy of the Shareholder is to vote.
5. All notices concerning the granting or cancellation of empowerment in electronic form must be submitted before midday on the day preceding the commencement of the Ordinary Shareholders Meeting.
6. The Company cannot be held liable for:
 - (i) Results of inability to use electronic means of contacting the Company,
 - (ii) Non-delivery of correspondence sent with use of electronic means by eligible participant to the Company,
 - (iii) Any other results of the Shareholder's use of electronic means of contacting the Company,if the above was not attributable to circumstances under the control of the Company.
7. Together with the empowerment in electronic form, the Shareholders should send the Company the following:

- (i) scanned excerpt of register where the Shareholder is incorporated, or scan of other document confirming the authority of the Shareholder's representatives to act on its behalf,
 - (ii) in case of real person proxies– scan of ID card, passport or other official document confirming identity of the proxy;
 - (iii) in case of other proxies – scanned excerpt of register where the proxy is incorporated, or scan of other document confirming the authority of the proxy's representatives to act on his behalf.
8. For the purpose of verification of the validity of the empowerment granted in electronic form as well as for the purpose of identification of the Shareholder and the proxy, after recording the notice regarding granting the empowerment in electronic form the Company verifies if the scans of documents mentioned in the above item 7 are enclosed and if the principles of representing the Shareholder have been observed.
9. The Company has the right to directly contact the Shareholder or the proxy in order to verify the fact of granting of the empowerment in electronic form by the particular Shareholder.
10. In case of doubt whether the copies of the documents set in item 7 above are genuine, the Company reserves itself the right to claim for the proxy to present at the signing of the attendance list, the original documents or certified copies accuracy of which to be confirmed by duly appointed entity of the documents mentioned in item 7(i) 7(i)- 7(iii).
11. All documents sent by the Shareholder to the Company with use of electronic means should be scanned to PDF format.



ARCTIC PAPER

**INSTRUCTION
REGARDING EXECUTION OF VOTING RIGHTS THROUGH PROXY
IN ORDINARY SHAREHOLDERS MEETING OF
"ARCTIC PAPER" S.A.
CONVENED TO 3RD DECEMBER 2012
BEING AN INTEGRAL APPENDIX TO EMPOWERMENT GRANTED**

Arctic Paper SA
J.H. Dąbrowskiego 334A 1 PL 60-406 Poznań

Management Board: Michał Jarczyński, Michał Bartkowiak, Jacek Łoś, Per Skoglund, Wolfgang Luebbert
Share capital 554,035,000 PLN (fully paid up)
District Court Poznań – Nowe Miasto i Wilda KRS 0000306944
NIP 599 305 16 07 REGON 080262255



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**RESOLUTION NO 1 /2012 r.
of the Extraordinary Shareholders Meeting
of Arctic Paper S.A.
dated __ __ 2012 r.
regarding: election of the Chairman of the Shareholders Meeting**

§ 1

The Ordinary Shareholders Meeting hereby resolves to elect Mr/Mrs _____ as the Chairman of the Shareholders Meeting.

§ 2

The resolution is effective once it has been resolved.

Instruction of the Shareholder for the Proxy:			
Voting: __ FOR Number of shares: _____	Voting: __ AGAINST __ FILING OBJECTION Number of shares: _____	Voting: __ ABSTAIN Number of shares: _____	Voting: __ AT PROXY'S DISCRETION Number of shares: _____
Content of the objection:			

Arctic Paper SA
J.H. Dąbrowskiego 334A 1 PL 60-406 Poznań

Management Board: Michał Jarczyński, Michał Bartkowiak, Jacek Łoś, Per Skoglund, Wolfgang Luebbert
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**RESOLUTION NO 2 /2012 r.
of the Extraordinary Shareholders Meeting
of Arctic Paper S.A.
dated __ __ 2012 r.
regarding: adoption of the Agenda of the Ordinary Shareholders Meeting**

§ 1

The Extraordinary Shareholders Meeting hereby resolves to adopt its agenda as follows below:

1. Opening the meeting and appointment of Chairman of the Shareholders Meeting.
2. Confirmation of correct convention of the Shareholders Meeting and its ability to adopt valid resolutions.
3. Adoption of the agenda.
4. Adoption of a resolution to refrain from appointing a Returning Committee of the Shareholders Meeting.
5. Adoption of resolutions regarding conditional increase of the share capital of the Company by way of issuance of series F shares, deprivation of the existing shareholders of the pre-emptive right, issuance of Subscription Warrants, granting approval for execution of the transaction as well as amendment of the Company's Articles of Association.
6. Adoption of a resolution regarding amendment of the Company's Articles of Association.
7. Closing of the Meeting.

§ 2

The resolution is effective once it has been resolved.



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Instruction of the Shareholder for the Proxy:			
Voting: <input type="checkbox"/> FOR Number of shares: _____	Voting: <input type="checkbox"/> AGAINST <input type="checkbox"/> FILING OBJECTION Number of shares: _____	Voting: <input type="checkbox"/> ABSTAIN Number of shares: _____	Voting: <input type="checkbox"/> AT PROXY'S DISCRETION Number of shares: _____
Content of the objection:			

Arctic Paper SA
J.H. Dąbrowskiego 334A 1 PL 60-406 Poznań

Management Board: Michał Jarczyński, Michał Bartkowiak, Jacek Łoś, Per Skoglund, Wolfgang Luebbert
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NIP 599 305 16 07 REGON 080262255



**RESOLUTION NO 3 /2012 r.
of the Extraordinary Shareholders Meeting
of Arctic Paper S.A.
dated ___ __ 2012 r.**

regarding: refraining from appointing a Returning Committee of the Shareholders Meeting

§ 1

Decides to refrain from appointing the Returning Committee by appointing the Chairman of the Shareholders Meeting to perform the duties of the Committee connected with counting votes.

§ 2

The resolution is effective once it has been resolved.

Instruction of the Shareholder for the Proxy:			
Voting: ___ FOR Number of shares: _____	Voting: ___ AGAINST ___ FILING OBJECTION Number of shares: _____	Voting: ___ ABSTAIN Number of shares: _____	Voting: ___ AT PROXY'S DISCRETION Number of shares: _____
Content of the objection:			



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RESOLUTION NO 4/2012
of the Extraordinary Shareholders Meeting
of Arctic Paper S.A.
dated __ __ 2012 r.

regarding: conditional increase of the share capital of the Company by way of issuance of series F shares, deprivation of the existing shareholders of the pre-emptive right, issuance of Subscription Warrants, granting approval for execution of the transaction as well as amendment of the Company's articles of association.

Acting pursuant to art. 430 § 1 and § 5, art. 432, art. 393 item 5, art. 448, art. 449, art. 453 § 2 and 3 of the Commercial Companies Code the Extraordinary General Meeting of Arctic Paper S.A. with its registered office in Poznań (hereinafter: "Company") hereby adopted the following resolution:

§ 1

1. It is hereby approved that the Company will purchase the shares of Rottneros AB, a company organized under the laws of Sweden, with its registered office in Sunne, Sweden, registered in the register held by the Swedish Companies Registration Office (original name: Bolagsverket) under registration number 556013-5872 (hereinafter: „Rottneros”), by way of a conditional tender offer for the sale or exchange of the shares in Rottneros.
2. The tender offer referred to in section 1 above shall be performed under the following conditions: (i) subscribing for the sale or exchange by Rottneros's shareholders for more than 90% of shares in Rottneros, (ii) the registry court relevant for the Company will register amendment of the Company's articles of association made in this Resolution, (iii) series B Subscription Warrants shall be issued, (iv) Subscription Warrants shall be exchanged to the Series F Shares. The conditions will be reserved for the Company with the Company's right to waive them.
3. The tender offer referred to in section 1 shall be performed under the following terms and conditions: (i) the shareholders representing no more than 2,000 shares in Rottneros shall be proposed with an exchange of shares in Rottneros for the shares in the Company or a sale of shares in Rottneros, (ii) the shareholders representing more than 2,000 shares in Rottneros shall be proposed with an exchange of shares in Rottneros for the shares in the Company, (iii) the sale price offered in the tender offer to the shareholders representing no more than 2,000 shares in Rottneros shall be SEK 2.30 for one share in Rottneros, (ii) the shares exchange ratio shall be 0.1872 of a share in the Company for 1 share in Rottneros.
4. The Management Board is hereby authorized to: (i) amend the terms and conditions of the tender offer announced by the Company, (ii) determine additional conditions of the tender offer, (iii) submit on the Company's behalf a statement on the waiver any or all of the conditions precedent regarding the tender offer, (iv) undertake any and all legal and factual actions necessary or requisite to perform the tender offer as well as the transaction related to the acquisition of the shares in Rottneros by the Company.

Arctic Paper SA
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§ 2

1. The share capital of the Company is hereby conditionally increased from the amount of PLN 1,500,000 (in words: one million five hundred thousand zloty) by the amount not exceeding PLN 30,061,464 (in words: thirty million sixty one thousand four hundred sixty four zloty) by way of issuance of no more than 28,561,464 (in words: twenty eight million five hundred sixty one thousand four hundred sixty four) ordinary series F bearer's shares with a nominal value of PLN 1 (in words: one zloty) each share (hereinafter: "Series F Shares").
2. Conditional share capital increase is made in order to grant the right to subscribe for series F shares to the holders of subscription warrants to be issued pursuant to this Resolution (hereinafter: "Subscription Warrants").
3. The right to subscribe for Series F Shares can be effected until June 30, 2013, according to the conditions referred to in this Resolution.
4. Only the holders of series B Subscription Warrants shall be entitled to subscribe for Series F Shares.
5. All Series F Shares can be paid for only by way of a holder offsetting the Subscription Warrants of its liability against the Company on account of its lending shares to the Company for the purpose of the Company's obligation to deliver the shares in the Company to the shareholders of a Swedish company Rottneros AB, in connection with the tender offer announced by the Company for the sale or exchange of the shares in the Company, as referred to in §1 of this Resolution. The delivery of shares will be effected for a cash contribution arising from the offset of financial liability exchangeable with an in-kind liability – return of the shares in the Company.
6. The issue price of one Series F Share shall amount to the PLN equivalent of SEK 12,286,324.79, according to the foreign currencies sale rate published by the National Bank of Poland on the date of subscription of Series F shares.
7. Series F shares will be issued in a form of documents and will be bearer's securities. The Management Board of the Company is hereby authorized to conclude, with the entity selected by the Management Board authorized to keep the securities deposit, deposit agreements for Series F Shares until they are dematerialized and introduced into trade on the regulated market. Series F Shares will be issued in collective share certificates.
8. Series F Shares shall participate in the dividend and any other profit distribution carried out by the Company on the same terms as all other shares in the Company from the date of delivering them, namely, if the date of establishment of the right to a dividend, the right to an interim dividend, the pre-emptive right, the right to free-of-charge shares or any other right or performance by the Company associated with the possession of shares on the specific date, is established on the date earlier than the date of issuance of Series F Shares, the Series F Shares will be authorized to participate in this right on the same terms as all other shares in the Company.
9. After considering the Company's Management Board's written opinion justifying the deprivation of the Company's shareholders of the pre-emptive right for the Series F Shares and the issue



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price of Series F Shares, the shareholders of the Company are hereby fully deprived of the pre-emptive right to subscribe for Series F Shares. The Company's Management Board's opinion justifying the deprivation of the pre-emptive right and the issue price of Series F Shares was submitted to the Extraordinary General Meeting and constitutes an attachment hereto.

10. The Management Board of the Company is hereby authorized to conclude an agreement for registration of Series F Shares in the securities deposit maintained by the Polish National Depository for Securities [Krajowy Depozyt Papierów Wartościowych S.A.] (hereinafter: „KDPW”), take any other actions associated with dematerialization of Series F Shares and to take any actions necessary to admit Series F Shares to trading on the Warsaw Stock Exchange [Giełda Papierów Wartościowych w Warszawie S.A.] including the preparation of the prospectus regarding Series F Shares.
11. The Management Board of the Company is hereby authorized to: (i) take any actions associated with the allocation of Series F Shares to the holders of Subscription Warrants, authorized to subscribe for Series F Shares, (ii) take any actions associated with the allocation of Series F Shares to the holders of Subscription Warrants.

§ 3

1. Subject to registration of the conditional increase of the share capital of the Company effected by way of this Resolution, the General Meeting decided to issue no more than 28,561,464 (in words: twenty eight million five hundred sixty one thousand four hundred sixty four) registered series B Subscription Warrants, each authorizing to subscribe for 1 (in words: one) series F share (hereinafter: „Subscription Warrants”).
2. Subscription Warrants shall be offered to Trebruk AB (Swedish company) (hereinafter: “Warrant Rightholder”) in the number equal to the number of Shares in the Company borrowed by Trebruk AB to the Company for the purpose of the Company's performance of the obligation to transfer the shares to the shareholders in Rottneros AB as a result of and in settlement of the tender offer announced by the Company for the sale or exchange of the shares in Rottneros AB.
3. After considering the Company's Management Board's written opinion justifying the deprivation of the shareholders in the Company of the pre-emptive right to subscribe for the Subscription Warrants and free of charge issuance of the Subscription Warrants, it is decided that the shareholders of the Company are hereby fully deprived of the pre-emptive right to subscribe for Subscription Warrants. The Company's Management Board's opinion justifying the deprivation of the pre-emptive right and free of charge issuance of the Subscription Warrants was submitted to the Extraordinary General Meeting and constitutes attachment hereto.
4. Subscription Warrants shall be issued free of charge.
5. Subscription Warrants shall be issued in the form of documents and shall be bearer securities.
6. Subscription Warrants may be issued in a form of collective certificates.

Arctic Paper SA
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7. Subscription Warrants shall be issued in one series, in the amount not exceeding 28,561,464 (in words: twenty eight million five hundred sixty one thousand four hundred sixty four) Subscription Warrants, each authorizing to take up 1 (in words: one) series F share from the date of adoption of this Resolution until June 30, 2013.
8. Each Subscription Warrant shall entitle its holder to subscribe for one series F share at the issue price being the PLN equivalent of SEK 12,286,324.79, according to the foreign currencies sale rate published by the National Bank of Poland on the date of subscription of Series F shares.
9. The exercise of Subscription Warrants, coverage of Series F Shares and delivery of Series F Shares in implementation of the obligation arising from the exercising of the Subscription Warrants will occur simultaneously with the transfer of the Shares in the Company to the shareholders in Rottneros in implementation of the obligation arising from the agreement for lending the shares in the Company.
10. The Management Board is hereby authorized to deliver the Subscription Warrants to the Warrant Rightholder after registration of the conditional increase of the share capital of the Company referred to in this Resolution.

§ 4

In connection with the conditional increase of the share capital of the Company, section 5.7 of Article 5 of the articles of association of the Company is hereby amended and shall read as follows:

“5.7 The conditional share capital of the Company will not exceed PLN 30,061,464 (in words: thirty million sixty one thousand four hundred sixty four zloty and will be divided into:

- 1) 1,500,000 (in words: one million five hundred thousand) ordinary series D bearer's shares with a nominal value of PLN 1 (one zloty) each share,
- 2) no more than 28,561,464 (in words: twenty eight million five hundred sixty one thousand four hundred sixty four) ordinary series F bearer's shares with a nominal value of PLN 1 (one zloty) each share.

5.8 The purpose of the conditional share capital increase is:

- 1) granting a right to subscribe for series D shares to the holders of series A Subscription Warrants issued by the Company pursuant to Resolution no. 4 of the Extraordinary General Meeting of the Company of July 30, 2009 and the resolution of the Extraordinary General Meeting of the Company of June 8, 2010, amended by way of resolution no. 30 of the Ordinary General Meeting of the Company of June 28, 2012,
- 2) granting a right to subscribe for series F shares to the holders of series B Subscription Warrants issued by the Company pursuant to Resolution no. 4 of the Extraordinary General Meeting of the Company of December __ __, 2012.

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5.9 The holders of series B Subscription Warrants issued by the Company pursuant to Resolution no.4 of the Extraordinary General Meeting of the Company of December __ __, 2012 will be authorized to subscribe for series F shares.

5.10 The right to subscribe for series D shares can be exercised until December 31, 2013.

5.11 The holders of series B Subscription Warrants, referred to in section 5.8 item 2) of the articles of association of the Company will be entitled to exercise the right to subscribe for the series F shares until June 30, 2013.”

§ 5

The Supervisory Board is authorized to agree on the uniform text of the amended articles of association of the Company, considering the amendments introduced by way of this Resolution.

§ 6

The resolution shall become effective upon adoption hereof, provided the legal effect comprising amendment of the Company’s articles of association referred to in paragraph 4 of the Resolution will be binding after registration of amendments in the commercial register of the National Court Register.

Instruction of the Shareholder for the Proxy:			
Voting: __ FOR Number of shares: _____	Voting: __ AGAINST __ FILING OBJECTION Number of shares: _____	Voting: __ ABSTAIN Number of shares: _____	Voting: __ AT PROXY’S DISCRETION Number of shares: _____
Content of the objection:			



ARCTIC PAPER

RESOLUTION NO 5/2012
of the Extraordinary Shareholders Meeting
of Arctic Paper S.A.
dated ___ 2012 r.
regarding: amendment of the Company's Articles of Association

Acting pursuant to art. 430 § 1 and § 5 of the Commercial Companies Code, the Extraordinary General Meeting of Arctic Paper S.A. with its registered office in Poznań (hereinafter the "Company") hereby adopts the following resolution:

§ 1

- 1) Article 16 of the articles of association of the Company will be amended and will read as follows:
- "1. The General Meetings will be held at the registered office of the Company or in Warsaw.*
- 2. General Meetings can be ordinary or extraordinary.*
- 3. The Ordinary General Meeting must be held within six months after the lapse of each financial year."*
- 2) Article 17 of the articles of association of the Company will be amended and will read as follows:
- "1. The General Meeting will be opened by the Supervisory Board Chairman or the person appointed thereby, and thereafter the Chairman of the General Meeting will be appointed.*
- 2. Voting will be open unless any of the shareholders requests secret voting or such voting is required by the provisions of the Commercial Companies Code. If the act stipulates voting by name, the request for secret voting will be ineffective.*
- 3. Unless the Commercial Companies Code or the statute of the Company stipulate otherwise, the resolutions of the General Meeting shall be adopted by way of an absolute majority of votes*
- 4. Commencing on January 1, 2014, the shareholders can participate in the General Meeting with the use of means of electronic communication.*
- 5. Prior to January 1, 2014, the Management Board may adopt a resolution on making it possible for the shareholders to participate in the General Meeting with the use of means of electronic communication.*
- 6. The Management Board of the Company shall be authorized to specify the detailed rules for this manner of participation of the shareholders at the General Meeting, including the requirements and limitations necessary to identify the shareholders and ensure safety of electronic communication."*

§ 3

Arctic Paper SA
J.H. Dąbrowskiego 334A 1 PL 60-406 Poznań

Management Board: Michał Jarczyński, Michał Bartkowiak, Jacek Łoś, Per Skoglund, Wolfgang Luebbert
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The Supervisory Board is hereby obligated to agree on the uniform text of the amended articles of association of the Company, considering the amendments introduced by way of this Resolution.

§ 4

This Resolution will become operational upon adoption, provided that the legal effect comprising amendment of the articles of association of the Company will occur upon registration of amendments in the National Court Register.

Instruction of the Shareholder for the Proxy:			
Voting: __ FOR Number of shares: _____	Voting: __ AGAINST __ FILING OBJECTION Number of shares: _____	Voting: __ ABSTAIN Number of shares: _____	Voting: __ AT PROXY'S DISCRETION Number of shares: _____
Content of the objection:			



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EXPLANATION

1. The Shareholder gives the instruction by marking clearly the voting manner of his intention.
2. In section „Instruction of the Shareholder for the Proxy” the Shareholder may include additional notes for the Proxy.
3. There is a place below each of the voting manners for putting the number of shares that allows the Shareholder for split voting from his shares. The lack of notice in that place means the Shareholder intends for the Proxy to vote in the requested manner from all shares of the Shareholder.
4. As the drafts of the resolutions presented in the instruction may vary from the final resolutions’ proposals subjected to voting in the Ordinary Shareholders Meeting, to avoid doubts as for the manner of voting of the Proxy, it is advised to determine in the „Instruction of the Shareholder for the Proxy” section, if possible, the manner of proxy’s proceeding in such situation.