

Rules of Procedure for the General Shareholders Meeting of PKN ORLEN S.A., as amended by the Annual General Shareholders Meeting on July 15th 2009

**RULES OF PROCEDURE FOR THE GENERAL SHAREHOLDERS MEETING  
OF POLSKI KONCERN NAFTOWY ORLEN S.A.**

**Par. 1**

**[Introductory Provisions]**

1. The General Shareholders Meeting shall be convened and arranged in accordance with the procedure and the rules provided for in the Commercial Companies Code, as well as the Company's Articles of Association.
2. Debates of the General Shareholders Meeting shall be conducted in accordance with the provisions of the Commercial Companies Code, the Company's Articles of Association, as well as these Rules.
3. All activities required to support the proceedings of the General Shareholders Meeting shall be managed by the Management Board, which may however entrust them to a specialist entity. In particular, such specialist entity may be entrusted with handling the voting procedure, including computerised ballot counting.
4. A shareholder or shareholders representing at least one-twentieth of the share capital may request that particular matters be placed on the agenda of the forthcoming General Shareholders Meeting. Such request should be submitted to the Management Board no later than twenty-one days before to the date scheduled for the General Shareholders Meeting and should include grounds or draft resolution concerning the item proposed to be placed on the agenda. The request may be submitted by letter or via the Company's website referred to in Par. 2 a.1 below. The Management Board is obliged to announce any changes in the agenda of a General Shareholders Meeting introduced at a request from a shareholder or shareholders without undue delay, and in any event no later than eighteen days before the date scheduled for the General Shareholders Meeting. The announcement shall be made in the same manner as that in which a General Shareholders Meeting is announced.
5. Before the date scheduled for a General Shareholders Meeting, a shareholder or shareholders representing at least one-twentieth of the share capital may submit to the Company – by letter or via the Company's website referred in Par. 2a.1 – draft resolutions concerning matters included or to be included in the agenda of the General Shareholders Meeting. Any such draft resolutions shall forthwith be published on the Company's website.

6. A General Shareholders Meeting whose agenda includes certain items placed there at a request from authorised parties or which has been convened at a request from authorised parties may only be called off upon consent of the requesting parties. Otherwise, a General Shareholders Meeting may be called off if there are extraordinary impediments to its holding or its holding would be obviously groundless. A General Shareholders Meeting shall be called off or rescheduled in the same manner as that in which it was convened, ensuring that any negative consequences for the Company and its Shareholders are minimised. A General Shareholders Meeting should be called off or rescheduled immediately upon the occurrence of a circumstance justifying its cancellation or rescheduling, but in any case no later than seven days before the original date of the Meeting. If it proves impossible to call off or reschedule a General Shareholders Meeting within the time frame specified in the preceding sentence, such General Shareholders Meeting should be held, unless the existing circumstances are such that its holding would be impossible or unreasonably difficult. In the latter case, the General Shareholders Meeting may be called off or rescheduled at any time before its originally scheduled date. A General Shareholders Meeting shall be called off or rescheduled by posting a relevant notice (along with grounds) on the Company's website, provided that any other applicable provisions of the law are complied with. The authority to call off a General Shareholders Meeting shall rest exclusively with the body or person who has convened it.

## **Par. 2**

### **[Definitions]**

The terms used in these Rules shall be deemed to have the following meanings:

1. Depositary Bank - the bank which has issued Depositary Receipts under a depositary agreement executed with the Company
2. Depositary Receipts - the depositary receipts issued by the Depositary Bank in connection with shares in the Company
3. Chair – the Chair of the General Shareholders Meeting
4. Supervisory Board – the Supervisory Board of the Company
5. these Rules – these Rules of Procedure for the General Shareholders Meeting of PKN Orlen S.A., adopted by resolution of the General Shareholders Meeting
6. Articles of Association – the Articles of Association of Polski Koncern Naftowy ORLEN S.A.

7. General Shareholders Meeting – the General Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A.
8. participant of the General Shareholders Meeting – a shareholder entitled to participate in the General Shareholders Meeting, his or her representative or proxy, and any other person entitled to exercise the voting rights carried by the shares.
9. Management Board - the Management Board of Polski Koncern Naftowy ORLEN S.A.

## **Par. 2a**

### **[Corporate Website and Communication with the Company]**

1. Starting from the day on which a General Shareholders Meeting is convened, the Company shall make available on its corporate website at least the information specified in Art. 402<sup>3</sup> of the Commercial Companies Code.
2. The full texts of documents to be presented to the General Shareholders Meeting, as well as draft resolutions or – if no resolutions are to be put to a vote at the Meeting – the Management Board’s or the Supervisory Board’s comments regarding the matters which have been or are to be placed on the Meeting’s agenda before the date scheduled for the Meeting, shall be made available by the Company in the manner specified in the notice of convening the General Shareholders Meeting, with the proviso that the information specified in Art. 402<sup>3</sup> of the Commercial Companies Code shall be published on the Company’s website starting from the day on which the General Shareholders Meeting is convened. Draft resolutions of the General Shareholders Meeting proposed by the Management Board, as well as any other documents which the Management Board has prepared with a view to submitting them to the General Shareholders Meeting, should be made available to the Shareholders on the Company’s website as soon as they are prepared, before the date scheduled for the General Shareholders Meeting, along with the Management Board’s grounds and the Supervisory Board’s opinion.
3. The Company’s website shall be used by the shareholders to communicate with the Company, and in particular to submit proposals, requests or enquiries. Detailed information on how to communicate with the Company can be found on the Company’s website.
4. Via the Company’s website referred to in Par. 2a.1 above, the shareholders may in particular notify the Company of granting in electronic form or of revoking powers of proxy for participation in a General Shareholders Meeting.
5. Along with a notification of granting a power of proxy in electronic form, the shareholder shall send in the text of the power of proxy document, as well as a scanned copy of his/her identity card, passport or any other document based on which

the identity of the shareholder (as the grantor) and of the proxy can be established, including where the proxy is a natural person acting on behalf of a legal person or an organisational unit referred to in Art. 33<sup>1</sup> of the Civil Code. Where the power of proxy is granted by a legal person or an organisational unit referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder (as the grantor) shall additionally send in a scanned copy of the excerpt from the relevant register in which the grantor is entered. Where the proxy is a legal person or an organisational unit referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder (as the grantor) shall additionally send in a scanned copy of the excerpt from the relevant register in which the proxy is entered. Any documents sent in via electronic channels should be translated into Polish by a sworn translator. Apostille certificates can also be sent via such channels. Together with a notification of granting a power of proxy, the shareholder shall send in an e-mail address through which the Company will be able to communicate with the shareholder and the proxy. All documents listed in this Par. 2a.5 shall be sent to the Company in electronic form, however these provisions do not release a proxy from the obligation to present the documents based on which his/her/its identity can be established during the preparation of the list of attendance of eligible participants of the General Shareholders Meeting.

6. The rules stipulated in Par. 2a.5 with regard to identification of the grantor shall apply accordingly when notifying the Company of revoking powers of proxy.
7. A notification of granting or of revoking powers of proxy submitted without compliance with the requirements set out in Par. 2a. 4 - 6 shall have no legal effect vis-à-vis the Company.
8. The Company is authorised to take any steps necessary to establish the identity of a shareholder and his/her/its proxy, with a view to verifying the shareholder's rights exercised using means of electronic communication, however any such steps should be reasonably fit to their purpose.

### **Par. 3**

#### **[List of Shareholders]**

1. The list of shareholders entitled to participate in the General Shareholders Meeting shall be drawn up and signed by the Management Board, with the proviso that in the case of bearer shares such list shall be compiled by the Management Board on the basis of shares deposited with the Company pursuant to Art. 406<sup>3</sup>.1 of the Commercial Companies Code, as well as the register prepared and provided to the Company by the entity operating a depository for securities in accordance with Art. 406<sup>3</sup>.7 and Art. 406<sup>3</sup>.8 of the Commercial Companies Code.
2. The list of shareholders entitled to participate in the General Shareholders Meeting should include:
  - a. first names and surnames or company names of the shareholders entitled to participate in the General Shareholders Meeting,
  - b. address of residence or registered office, or – alternatively – address for correspondence if the shareholder is a natural person,
  - c. number, type and serial numbers of the shares, as well as number of votes carried by the shares.
3. When drawing up the list referred to in Par. 3.1 and Par. 3.2 above, the Management Board shall take into account any limitations on voting rights specified in Par. 7.11 of the Company's Articles of Association, as well as any limitations arising on other legal bases of which the Management Board is aware.
4. The list of shareholders entitled to participate in the General Shareholders Meeting shall be displayed at the Management Board's offices for three weekdays immediately preceding the date scheduled for the General Shareholders Meeting, from 8am to 3pm, and at the venue of the General Shareholders Meeting, during the Meeting. A shareholder may request to be sent, free of charge, the list of shareholders in electronic form, to the address provided by the shareholder.

### **Par. 4**

#### **[Opening of the General Shareholders Meeting]**

1. The General Shareholders Meeting shall be opened by the Chair or deputy Chair of the Supervisory Board, or – in their absence – by the President of the Management Board or a person designated by the Management Board.
2. The person opening the General Shareholders Meeting shall be authorised to make decisions of procedural nature required to commence the debates.

3. The person opening the General Shareholders Meeting shall notify its participants of the presence of the notary public assigned with the task of taking the minutes of the Meeting. The person opening the General Shareholders Meeting shall also notify its participants of the absence of any member of the Management or Supervisory Boards, informing them of the reasons for such absence, if they have been made known to the person opening the General Shareholders Meeting.
4. The person opening the General Shareholders Meeting shall procure prompt election of the Chair, who shall preside over the Meeting, and shall refrain from making any other substantive or formal decisions.

**Par. 5**

**[Election of the Chair]**

1. The Chair of the General Shareholders Meeting shall be elected from among its participants.
2. Each participant of the General Shareholders Meeting may propose one candidate for the position of Chair, to be recorded in the minutes. The persons proposed as candidates shall, subject to their consent, be entered in the list of candidates.
3. The election of the Chair of the General Shareholders Meeting shall be conducted by way of secret ballot and the candidatures shall be voted on separately, in alphabetical order. The Chair of the General Shareholders Meeting shall be the candidate who receives the highest number of “for” votes, with the proviso that a resolution on the appointment of the Chair of the General Shareholders Meeting should be adopted with an absolute majority of votes.
4. The person opening the General Shareholders Meeting shall ensure that the election is properly conducted, shall announce its winner and shall pass the chairing of the General Shareholders Meeting to the Chair.

**Par. 6**

**[Powers of the Chair]**

1. The Chair of the General Shareholders Meeting shall preside over the Meeting in accordance with the agreed agenda and the provisions of these Rules, ensuring that the Meeting proceeds in an efficient manner and that the rights and interests of all the shareholders are respected. The Chair should in particular prevent any abuse of rights by the participants of the General Shareholders Meeting and ensure that the interests of minority shareholders are respected.

2. As part of his/her duties, the Chair of the General Shareholders Meeting shall in particular:
  - a. ensure that the debates and votes are conducted in an efficient and proper manner,
  - b. make certain that the Meeting adheres to its business,
  - c. give the floor to participants of the Meeting,
  - d. order votes and ensure that they are properly conducted, sign all the documents containing the results of votes and announce the results,
  - e. order the sequence in which votes over a given item of the agenda are to be held,
  - f. issue instructions relating to the order and organisation of the Meeting,
  - g. make certain that all items of the agenda have been dealt with,
  - h. resolve doubts regarding the rules of procedure for the General Shareholders Meeting.
3. When the needs arises, the Chair may appoint from among the participants of the General Shareholders Meeting a person to act as Secretary to the Meeting and assist the Chair in performing his/her duties.
4. As soon as they are prepared by the notary public, the Chair shall sign the minutes of the General Shareholders Meeting.
5. The Chair may not resign from his/her function without a good reason.

#### **Par. 7**

#### **[Preparation of the Attendance List]**

1. Immediately upon appointment, the Chair of the General Shareholders Meeting shall sign the attendance list, specifying the names of shareholders participating in the General Shareholders Meeting, the number of shares held by the respective participants and the number of votes attached to the shares.
2. When drawing up the attendance list, the following steps shall be taken:
  - a. the rights of individual shareholders to participate in the General Shareholders Meeting shall be ascertained;
  - b. the identity of each shareholder or proxy shall be confirmed based on their identity cards, passports or other reliable documents,
  - c. the validity of powers of proxy or other authorisations to represent a shareholder at the General Shareholders Meeting shall be verified, with the proviso that if a notification of granting a power of proxy in electronic form was received before the General Shareholders Meeting, the verification referred to in the preceding sentence shall be performed immediately upon its receipt;
  - d. it shall be ensured that each shareholder or proxy signs the attendance list,

- e. each shareholder or proxy shall be issued with a magnetic card or other document by means of which votes can be cast.
3. At a request from shareholders holding at least one-tenth of the Company's share capital represented at the General Shareholders Meeting, the attendance list shall be checked by a commission appointed for this purpose, composed of at least three persons. The requesting shareholders shall have the right to appoint one member of the commission.
  4. Each participant of the General Shareholders Meeting may propose one candidate for member of the commission, to be recorded in the minutes. The persons proposed as candidates shall, subject to their consent, be entered in the list of candidates.
  5. The election shall be conducted by way of secret ballot and the candidatures shall be voted on separately, in alphabetical order. The candidates who receive the highest number of "for" votes shall be deemed the elected members of the commission, with the proviso that a resolution on their appointment should be adopted with an absolute majority of votes.
  6. The attendance list shall be available throughout the General Shareholders Meeting, until its closing. The persons preparing the attendance list shall be obliged – before each vote – to make alterations to the list reflecting any changes in the composition of participants present at the General Shareholders Meeting and the number of shares represented.
  7. The Chair of the General Shareholders Meeting shall have the decisive say in resolving any objections raised with regard to the attendance list.
  8. Once the attendance list is signed, the Chair shall declare that the General Shareholders Meeting has been duly convened and has the capacity to adopt resolutions, shall present the agenda of the Meeting and shall order election of the Ballot Counting Committee. At a request from the Chair of the General Shareholders Meeting, the Management Board shall issue a representation to the effect that the General Shareholders Meeting has been convened in compliance with the applicable statutory provisions. The Chair may declare that the General Shareholders Meeting has been duly convened based solely on the Management Board's representation referred to in the preceding sentence.

### **Par. 8**

#### **[Election of the Ballot Counting Committee and its Remit]**

1. The Ballot Counting Committee shall be composed of three members, elected by the General Shareholders Meeting.



- 1a. Candidates for members of the Ballot Counting Committee shall be nominated by the Chair of the General Shareholders Meeting. The election shall be conducted by way of secret ballot and the candidatures shall be voted on *en block*. A resolution on the appointment of members of the Ballot Counting Committee shall be adopted with an absolute majority of votes. At a request from any of the participants of the General Shareholders Meeting, the election of the Ballot Counting Committee shall be carried out in accordance with the procedure described below.
2. Each participant of the General Shareholders Meeting may propose one candidate for member of the Ballot Counting Committee, to be recorded in the minutes. The persons proposed as candidates shall, subject to their consent, be entered in the list of candidates.
3. The election shall be conducted by way of secret ballot and the candidatures shall be voted on separately, in alphabetical order. The candidates who receive the highest number of “for” votes shall be deemed the elected members of the Ballot Counting Committee, with the proviso that a resolution on their appointment should be adopted with an absolute majority of votes.
4. The Ballot Counting Committee shall be responsible for ensuring proper conduct of the votes, determining their results and communicating them to the Chair of the General Shareholders Meeting.
5. In the event of identifying any irregularities in the voting procedure, the Ballot Counting Committee shall be obliged to report them promptly to the Chair of the General Shareholders Meeting and propose further course of action.
6. Documents containing the results of each vote shall be signed by all members of the Ballot Counting Committee and by the Chair of the General Shareholders Meeting.
7. The provisions relating to the election of the Ballot Counting Committee shall come into force as from the date of the next General Shareholders Meeting following the Meeting at which these Rules are to be adopted.

### **Par. 9**

#### **[Participation by Members of the Management and Supervisory Boards, and Other Persons]**

1. Members of the Company’s Management and Supervisory Boards (even if they are not shareholders) may participate in and speak at the General Shareholders Meeting without an invitation. Furthermore, Annual General Shareholders Meetings may be attended by members of the Management and Supervisory Boards whose terms of office expired before the date of the Meeting but who served on the Company’s Management or Supervisory Boards during the financial year covered by the

Directors' Report and the financial statements to be reviewed and approved at the Meeting.

2. Additionally, the General Shareholders Meeting may be attended by other persons invited by the body which has convened the Meeting or allowed to attend the Meeting by the Chair, including in particular qualified auditors, legal and financial advisers, the Company's employees and representatives of the media.
3. The Management Board is obliged to procure that an independent expert in commercial law is present at each General Shareholders Meeting.
4. Within the scope of their respective responsibilities and to the extent necessary to decide on the matters debated by the General Shareholders Meeting, members of the Company's Management and Supervisory Boards as well as its auditor should provide participants of the General Shareholders Meeting with explanations and other information concerning the Company. Questions from participants of the General Shareholders Meeting should be answered with due regard to the fact that a public company has to fulfill its disclosure obligations in the manner prescribed by laws of general application and that various kinds of information may only be disclosed in the manner stipulated therein. In disclosing or refusing to disclose any information, the Management Board shall act in compliance with the provisions of Art. 428 of the Commercial Companies Code.
5. The General Shareholders Meeting may also be attended by an Observer appointed by the minister competent for the State Treasury.

#### **Par. 10**

#### **[Proceedings of the General Shareholders Meeting]**

1. The General Shareholders Meeting may adopt a resolution not to consider a matter included in the agenda only if there are important reasons for such a decision. A resolution of the General Shareholders Meeting to remove an item from the agenda or not to consider an item included in the agenda at a request from shareholders shall require a majority of 75% of the votes cast, subject to prior consent of all the shareholders present who submitted the request.

2. After introducing each successive item of the agenda, the Chair of the General Shareholders Meeting shall open a discussion by giving the floor to successive speakers in accordance with the “catch the Chair’s eye” principle. Subject to the consent of the General Shareholders Meeting, a discussion may concern more than one item of the agenda at the same time.
3. The Chair of the General Shareholders Meeting may allow members of the Company’s Management and Supervisory Boards, as well as any invited experts, to take the floor out of turn.
4. Speakers shall be allowed to speak only about matters which are relevant to the approved agenda of the Meeting and which are currently under consideration.
5. With regard to each successive item of the agenda, each shareholder shall have the right to make one five-minute speech and give one three-minute response. The Chair may limit the time allowed for delivering speeches and giving responses to three and two minutes, respectively.
6. After a resolution is adopted, each shareholder who voices an objection to the resolution shall have an opportunity to briefly justify his/her position.
7. Resolutions of the General Shareholders Meeting should be formulated in such a way that each entitled party who objects to how a given matter is decided in a resolution may challenge such resolution.

#### **Par. 11**

##### **[Proposals of Draft Resolutions and Amendments to Resolutions]**

1. During the General Shareholders Meeting, each shareholder has the right to propose draft resolutions concerning items included in the agenda of the Meeting.
2. Participants of the General Shareholders Meeting have the right to propose amendments and supplements to the draft resolutions included in the agenda of the Meeting, until the discussion over the item of the agenda comprising the draft resolution in question is closed.
3. Any such proposals, accompanied by brief grounds, shall be submitted to the Chair, separately for each draft resolution, and shall include the name of the person submitting the proposal.

## **Par. 12**

### **[Procedural Matters]**

1. The Chair may allow participants to speak out of turn on matters relating to the order and organisation of the General Shareholders Meeting (procedural matters). A motion concerning a procedural matter may be submitted by any participant of the General Shareholders Meeting.
- 1a. Motions concerning procedural matters may be put to a vote if they relate to the conduct of the General Shareholders Meeting. That voting procedure cannot be applied to resolutions which may affect the exercise of any of the shareholders' rights.
2. Motions concerning procedural matters shall be understood as motions concerning the manner in which the Meeting proceeds and the manner of conducting the votes, and in particular motions:
  - a. to limit or adjourn discussions,
  - b. to close discussions,
  - c. to limit the time allowed for delivering speeches,
  - d. regarding the manner in which the Meeting is conducted,
  - e. to order breaks in the Meeting,
  - f. to change the order in which items covered by the agenda are to be discussed,
  - g. to change the order in which proposals relating to a given item of the agenda are to be put to a vote.
3. Motions concerning procedural matters shall be put to a vote by the Chair of the General Shareholders Meeting.

## **Par. 13**

### **[Voting]**

1. Subject to the provisions of Par. 13.2 below, voting at the General Shareholders Meeting shall be by way of open ballot.
2. Secret ballot voting shall be ordered in the case of:
  - a. elections and voting on removal from office of members of the Company's governing bodies or its liquidators,
  - b. proposals to hold members of the Company's governing bodies or its liquidators to account,
  - c. voting on personnel matters,
  - d. if at least one participant of the General Shareholders Meeting requests voting by secret ballot.

2. After closing the discussion on each item on the agenda and prior to voting, the Chair shall announce what proposals have been submitted with respect to the contents of the resolutions and shall determine the order in which they will be put to a vote. Proposals shall be voted on according to the order of their submission.
3. The voting procedure shall be supported by a computerised system of vote casting and counting, ensuring that the number of votes cast corresponds to the number of votes held by the shareholders and eliminating – in the case of secret ballot – the risk of discovering how individual shareholders voted.

#### **Par. 14**

#### **[Election of Supervisory Board Members]**

1. Shareholders intending to propose candidates for members of the Supervisory Board should provide the Company with statements of reasons supporting the candidatures, along with the candidates' professional biographies, early enough for the other shareholders to acquaint themselves with such information before the General Shareholders Meeting and to adopt an informed resolution. The information provided by the shareholders proposing the candidatures shall be promptly made available to the other shareholders in the manner prescribed in the notice of convening the General Shareholders Meeting for documents and draft resolutions to be presented to the General Shareholders Meeting, with the proviso that such information shall also be published on the Company's website in accordance with Art. 402<sup>3</sup>.1.3 and Art. 402<sup>3</sup>.1.4 of the Commercial Companies Code. A shareholder proposing candidates for members of the Supervisory Board in accordance with the procedure described in this Par. 14.1 shall also submit to the Company a representation by each of the candidates to the effect that he/she agrees to serve as member of the Supervisory Board and agrees to the processing and publication by the Company of his/her personal data to the extent required by his/her standing as candidate for member of the Supervisory Board or serving on the Supervisory Board. Forms of candidate representations can be obtained from the Management Board Office or downloaded from the Company's website.
2. Before the election of the Supervisory Board members begins, the General Shareholders Meeting – upon a motion from the Chair of the General Shareholders Meeting or another authorised party (unless a relevant item is included in the agenda) – shall determine the number of members of the Supervisory Board to be elected for a given term of office. The General Shareholders Meeting shall elect all members of the Supervisory Board, except for members appointed by the State Treasury.
3. The provisions of this paragraph shall apply subject to any personal rights of shareholders to appoint members of the Supervisory Board.

4. Subject to the proviso contained in Par. 14.1 above, candidates for Chair and other members of the Supervisory Board may be proposed by any participant of the General Shareholders Meeting. Candidates for Chair and members of the Supervisory Board shall be recorded in the minutes, along with brief statements of reasons supporting such candidatures. Additionally, such proposals shall be accompanied by a written representation by each candidate for member of the Supervisory Board to the effect that he/she agrees to stand as candidate for member of the Supervisory Board, along with information that he/she meets the requirements stipulated in Art. 18 of the Commercial Companies Code and a representation that he/she agrees to the processing and publication by the Company of his/her personal data to the extent required by his/her standing as candidate for member of the Supervisory Board or serving on the Supervisory Board. Candidatures for members of the Supervisory Board meeting the conditions stipulated in Par. 8.5 of the Company's Articles of Association shall be submitted together with a written representation by each candidate to the effect that he/she agrees to stand as candidate for member of the Supervisory Board, along with information that he/she meets the criteria stipulated in Par. 8.5 of the Company's Articles of Association and in Art. 18 of the Commercial Companies Code, and a representation to the effect that he/she agrees to the processing and publication by the Company of his/her personal data to the extent required by his/her standing as candidate for member of the Supervisory Board or serving on the Supervisory Board. Forms of candidate representations can be obtained from the Management Board Office or downloaded from the Company's website.
5. The lists of proposed candidates for members of the Supervisory Board (in alphabetical order) shall be compiled by the Chair of the General Shareholders Meeting.
6. The election of the Supervisory Board shall be conducted by way of secret ballot and the candidatures shall be voted on separately, in alphabetical order.
7. The Chair of the Supervisory Board shall be the candidate who receives the highest number of "for" votes from among candidates for that position. Members of the Supervisory Board shall be the successive candidates (whose number is equal to the number of Supervisory Board members determined in accordance with Par. 12.1. above) who receive the highest number of "for" votes. Resolutions on the appointment of the Chair and the remaining members of the Supervisory Board shall be adopted with an absolute majority of votes.
8. If candidates qualified to become members of the Supervisory Board receive an equal number of votes or fail to receive a required absolute majority of votes, the Chair of the General Shareholders Meeting shall order a supplementary tie-break vote. In such a case, the candidate who receives the highest number of "for" votes shall be deemed

the elected member of the Supervisory Board, subject to the absolute majority requirement.

9. After the election process is concluded, the Chair of the General Shareholders Meeting shall inform the shareholders of the number of Supervisory Board members meeting the criteria stipulated in Par. 8.5 of the Company's Articles of Association.

#### **Par. 14a**

#### **[Election of the Supervisory Board Through Block Voting]**

1. At the motion of Shareholders representing at least one-fifth of the share capital, elections to the Supervisory Board should be conducted at the next General Shareholders Meeting by voting in separate groups ("block voting").
2. The motion referred to in Par. 14a.1 shall be submitted to the Management Board in writing, at such time as to allow the election of the Supervisory Board through block voting to be included in the agenda of the General Shareholders Meeting.
3. Before proceeding to the election of the Supervisory Board through block voting, the General Shareholders Meeting shall determine the number of Supervisory Board members.
4. Before block voting is ordered, the Chair of the General Shareholders Meeting shall inform the General Shareholders Meeting of the number of persons present, the total number of shares, the number of shares held by the Shareholders present, and the number of shares required to create a group entitled to elect a Supervisory Board member. Subsequently, the Chair shall adjourn the Meeting in order for the groups to be established.
5. Persons representing the number of shares equal to the quotient of the total number of the represented shares and the number of Supervisory Board members may create a separate group with the purpose of electing one member of the Supervisory Board. However, these persons shall not participate in the election of other members of the Supervisory Board.
6. The establishment of a group shall involve the determination of the composition and the designation of the chair of the group. The chair of the group shall not be elected if the group is composed of only one Shareholder. Following the adjournment, the chairs of the established groups shall submit to the Chair of the Meeting a written information notice, authenticated by the signatures of the Shareholders or their representatives, containing:
  - a) designation of the chair of the group,
  - b) applications to the group, specifying the number of shares represented by each of the Shareholders.

A Shareholder may change its decision as to group membership only as a result of actions taken to remove the irregularities referred to in Par. 14a.7.

7. The Chair of the General Shareholders Meeting shall examine the correctness of the establishment of the groups and, should any irregularities, involving in particular: one Shareholder being a member of more than one group, missing signatures or a group being composed of Shareholders representing insufficient number of shares, be found, shall order an additional adjournment of the Meeting in order for the irregularities to be removed. Such irregularities may be removed by amending or supplementing the existing statement or submitting another statement on the establishment of a group or groups.
8. Upon completion of the aforementioned procedures, the Chair of the General Shareholders Meeting shall announce a list of groups and members of each group and the voting order. The voting order shall be determined by a draw. The groups which are composed of Shareholders representing an insufficient percentage of the share capital shall be ignored in the announcement. The provision of the preceding sentence shall apply accordingly to the Shareholders registered with two or more groups.

The Shareholders shall have the right to appeal to the General Shareholders Meeting against the Chair's decision concerning the above matters.

9. A group voting at a given time, immediately following the opening of its meeting, by virtue of a decision of the Chair of the General Shareholders Meeting and the chair of the group and with no objections from any of the members of both groups, may be merged with another group which has not yet voted in order for both groups to vote jointly. If following such merger the groups are entitled to elect a number of Supervisory Board members greater than the number resulting from the aggregate of their individual entitlements, the Chair of the General Shareholders Meeting shall inform the General Shareholders Meeting of the merger of the groups and adjust its previous statement accordingly.
10. If a Shareholder is registered with more than one group and this irregularity is not removed despite the announcement of an additional adjournment or is overlooked, the Shareholder may vote only in the group which votes first. Shares held by the Shareholder shall be ignored during the determination of the number of shares represented by the members of the other groups with which the Shareholders was registered.
11. The proceedings and voting in the individual groups shall be ordered by the Chair of the General Shareholders Meeting and presided over by the chairs of the groups. The proceedings and voting shall be held at the General Shareholders Meeting venue. All General Shareholders Meeting participants may be present at the venue; however, the chair of a group may motion to call a recess of up to 15 minutes to allow the group members to conduct confidential consultations. Immediately upon the opening of the proceedings by a given group or following such a recess, the group may abandon voting, but only on the condition of no objections from any of the participants.



12. The regulations and provisions pertaining to the function of Chair of the General Shareholders Meeting and the proceedings and voting at the General Shareholders Meeting (first of all the rules governing the elections to the Supervisory Board) shall apply accordingly to the duties performed by the chairs of the individual groups, the proceedings of the individual groups and block voting, with a proviso that each share held by the Shareholders shall confer the right to only one vote, without any preferences or restrictions provided for in the Articles of Association.

In the course of proceedings a group may, with the majority of votes, remove the chair or accept the chair's resignation and elect a new chair. The chairs of merged groups shall perform their duties collectively, unless one of them resigns.

13 If block voting does not lead to filling all the posts in the Supervisory Board, the appointment of the remaining Supervisory Board members shall be carried out in accordance with the provisions of the Articles of Association.

14. Elections shall not be held unless at least one group entitled to elect a Supervisory Board member is established during the General Shareholders Meeting.

15. Upon election of at least one member of the Supervisory Board in accordance with the provisions of this Par. **14a**, the terms of office of all the incumbent members of the Supervisory Board shall expire prior to their original expiry dates, with the exception of the persons appointed by the entity specified in a separate statute. Any other posts in the Supervisory Board shall be filled in accordance with the provisions of the Articles of Association and these Rules.

#### **Par. 15**

#### **[Closing of the General Shareholders Meeting]**

When all items on the agenda have been completed, the Chair of the General Shareholders Meeting shall close the General Shareholders Meeting.

#### **Par. 16**

#### **[Minutes]**

1. The proceedings of the General Shareholders Meeting shall be recorded in minutes by a notary public. The minutes should state that the General Shareholders Meeting has been convened properly and is capable of adopting resolutions, specify the motions made and resolutions adopted, and provide the following information for each resolution: the number of shares on which valid votes were cast, the percentage of the share capital represented by the shares on which valid votes were cast, the total number of valid votes, the number of votes in favour, against and abstaining votes, as well as any objections raised. The attendance list, signed by the participants of the General Shareholders Meeting, should be attached to the minutes.

2. At the request of a participant of the General Shareholders Meeting, the participant's written statement may be accepted and attached to the minutes.
3. Within a week as of the conclusion of the General Shareholders Meeting, the Company shall publish on its website the results of voting to the extent required by Art. 421.2 of the Polish Commercial Companies Code. The results shall be available at least until the expiry of the time limit for filing appeals against the General Shareholders Meeting's resolutions.

### **Par. 17**

#### **[Amendments to the Rules]**

Any amendments to the Rules of Procedure for the General Shareholders Meeting shall come into force upon adoption of a relevant resolution by the General Shareholders Meeting, with effect from the next General Shareholders Meeting.