

**RULES OF PROCEDURE OF THE GENERAL SHAREHOLDERS MEETING  
PBG Spółka Akcyjna**

I. General Provisions

**Par. 1 [Subject Matter]**

These Rules of Procedure set forth the detailed principles and procedure for convening and holding of the Company's General Shareholders Meeting.

**Par. 2 [Definitions]**

The terms used herein shall have the following meanings:

- 1) "Rules " – shall mean these Rules of Procedure adopted by way of a resolution of the Company's General Shareholders Meeting,
- 2) "Company" – shall mean PBG S.A. with its registered office in Wysogotowo near Poznań,
- 3) "Articles of Association" – shall mean the Company's Articles of Association of December 1st 2003, as amended,
- 4) "Management Board" – shall mean the Company's Management Board,
- 5) "Supervisory Board" – shall mean the Company's Supervisory Board,
- 6) "Participant in the General Shareholders Meeting" – shall mean the Company's shareholder or their representative,
- 7) "Representative" – shall mean an individual authorized to participate in the General Shareholders Meeting under a power of attorney or another appropriate document authorizing them to represent the shareholder at the General Shareholders Meeting,
- 8) "Chairperson" – shall mean the Chairperson of the Company's General Shareholders Meeting,
- 9) "Best Practices" – shall mean "Best Practices of WSE Listed Companies" — Appendix to Resolution No. 12/1170/2007 of the Council of the Warsaw Stock Exchange of July 4th 2007.

**Par. 3 [Legal basis]**

The General Shareholders Meeting shall be convened and held in accordance with the applicable laws, these Rules and taking into consideration the Best Practices.

- II. Actions to Be Performed Prior to the Holding of the General Shareholders Meeting

**Par. 4 [Publishing of draft resolutions]**

1. Draft resolutions and the grounds thereof, complete documentation to be presented to the General Shareholders Meeting or, if no resolutions are to be adopted, comments of the Company's Management Board or Supervisory Board concerning the matters put on the agenda or to be put on the agenda prior to the date of the General Shareholders Meeting shall be published at the Company's website as of the date of convening the General Shareholders Meeting.
2. Shareholders may request copies of petitions concerning the matters put on the agenda a week prior to the date of the General Shareholders Meeting.
3. Draft resolutions submitted prior to the date of the General Shareholders Meeting by a shareholder or shareholders representing at least one-twentieth of the share capital, concerning the matters put on the agenda or to be put on the agenda of the General Shareholders Meeting, shall also be published in the manner provided for in Par. 4.1 hereof.

**Par. 5 [List of shareholders]**

1. Shareholders who prove their eligibility for and secure their participation in the General Shareholders Meeting shall be included in the list of shareholders. The list shall include names and surnames or company names of the eligible entities, their place of residence (registered office), type and number of shares held and the number of votes conferred by the shares.
2. The list of shareholders signed by the Company's Management Board shall be displayed at the Management Board's offices three business days prior to the date of the General Shareholders Meeting, from 10.00 am to 3.00 pm, and during the General Shareholders Meeting. Shareholders may request hard copies of the list, at their cost, or request that the list be sent to them by email, free of charge, to the email addresses specified by the Shareholders.

**Par. 6 [Holding of the General Shareholders Meeting]**

1. In the event shareholders representing at least one-twentieth of the share capital request that an Extraordinary General Shareholders Meeting be convened, the Extraordinary General Shareholders Meeting shall be held on the date specified in the request. Where significant obstacles exist to the holding of the General Shareholders Meeting on the date specified in the request, it shall be held on the closest possible date enabling the General Shareholders Meeting to resolve the matters on the Meeting's agenda.
2. A request for the convening of an Extraordinary General Shareholders Meeting and for the putting of specific matters on the agenda of the forthcoming General Shareholders Meeting shall include the grounds for resolutions or draft

resolutions on the items put on the agenda. In such a case, the provisions of Par. 3.1 hereof shall apply.

3. An Extraordinary General Shareholders Meeting which has been convened pursuant to Par. 6.1 hereof, or a General Shareholders Meeting whose agenda includes matters raised by shareholders representing at least one-twentieth of the share capital, may be cancelled exclusively upon consent of the requesting parties.
4. In all other cases the General Shareholders Meeting may be cancelled where there are extraordinary obstacles (*force majeure*) to its holding or its holding is obviously pointless. The General Shareholders Meeting shall be cancelled in the same manner in which it has been convened while mitigating to the largest possible extent any negative effects of its cancellation on the Company and its shareholders, in any event not later than three weeks prior to its scheduled date.
5. A scheduled date of the General Shareholders Meeting may be changed according to the same procedure under which the Meeting may be cancelled, also if the proposed agenda remains unchanged.

### III. Attending the General Shareholders Meeting

#### **Par. 7 [Shareholders and their Representatives]**

1. A shareholder may attend the General Shareholders Meeting and exercise their voting right on their own, through a proxy or another representative.
2. A power of attorney to act on behalf of a shareholder shall be granted in writing or in an electronic format which does not require the use of a certified electronic signature.
3. A proxy shall exercise the voting right under the procedure set forth in Par. 7.6 hereof.
4. Other representatives of shareholders shall properly document their authorization to act on behalf of the shareholders (including without limitation on the basis of copies of entries in relevant registers).
5. Provided that the Company's Management Board takes a relevant decision based on the provisions of the Company's Articles of Association, the shareholder may attend the General Shareholders Meeting with the use of electronic means of communication, including without limitation:
  - a) real time broadcast of the General Shareholders Meeting on the Company's website,
  - b) real time two-way communication, where shareholders may take the floor while not being physically present at the Meeting's venue,
  - c) the exercising of the voting right in person or voting by proxy prior to or in the course of the General Shareholders Meeting.
6. The procedures of attending the General Shareholders Meeting and exercising voting rights shall be determined by the Company's Management Board prior to the convening of the General Shareholders Meeting. The notice of

a General Shareholders Meeting shall include information provided by the Management Board on:

- a) the manner of voting by proxy, including without limitation the forms applied to vote by proxy and the manner of notification to the Company, with the use of electronic means of communication, on the appointment of a proxy,
- b) the possibility and manner of attending a General Shareholders Meeting with the use of electronic means of communication,
- c) the manner of taking the floor during the General Shareholders Meeting with the use of electronic means of communication,
- d) the manner of exercising voting rights by postal ballot or with the use of electronic means of communication.

#### **Par. 8 [Members of Company Bodies and Auditor]**

1. Members of the Company's Management Board and Supervisory Board may attend the General Shareholders Meeting. Members of the Company's Management Board and Supervisory Board should attend the General Shareholders Meeting in a composition enabling them to provide informed replies to any questions asked in the course of the Meeting.
2. The Company's auditor should participate in the Annual General Shareholders Meeting. The Company's auditor should also participate in an Extraordinary General Shareholders Meeting where the Company's financial matters are on the agenda.

#### **Par. 9 [Experts and Guests]**

1. Experts and guests invited by the Company body convening the General Shareholders Meeting may participate in the Meeting or its relevant part.
2. The individuals referred to in Par. 9.2 hereof may take the floor upon consent of the Chairperson.

#### **IV. Course of the General Shareholders Meeting**

##### **Par. 10 [Opening]**

The person opening the General Shareholders Meeting shall cause that the Chairperson of the Meeting is promptly elected, and shall refrain from taking any substantive or formal decisions.

##### **Par. 11 [Election of Chairperson]**

1. The Chairperson shall be elected from among the participants of the Meeting.
2. Each participant may propose one candidate for the Chairperson. Having represented they agree to run for the Chairperson, the candidate shall be put on

a list of candidates. The list of candidates shall be drafted by the person opening the Meeting.

3. The Chairperson shall be elected by secret ballot. The candidates shall be put to the ballot one by one, in the alphabetical order.
4. The person opening the Meeting shall ensure proper course of the ballot, announce the ballot result and hand over the chairing of the Meeting to the elected Chairperson.

#### **Par. 12 [Chairperson's Duties]**

1. The Chairperson shall ensure that the Meeting runs smoothly and that the rights and interests of all the participants in the Meeting are respected. Within the scope of their duties, the Chairperson shall, without limitation:
  - 1) prepare the roll,
  - 2) confirm the Meeting's capacity to adopt resolutions on the matters put on the agenda,
  - 3) present the proposed agenda to the participants in the Meeting,
  - 4) give the floor to particular participants,
  - 5) order ballots,
  - 6) announce ballot results and sign documents in which ballot results are recorded,
  - 7) issue appropriate organizational instructions at the venue of the Meeting,
  - 8) adjourn the Meeting for a technical break,
  - 9) resolve any doubts concerning the Rules,
  - 10) ensure that all the items on the agenda are dealt with.
2. The Chairperson shall prevent any abuse of rights by the Meeting participants and shall ensure that the rights of minority shareholders are respected.
3. The Chairperson may not resign from his/her function or delay the signing of the minutes from the Meeting without a material reason.
4. In the performance of his/her duties, the Chairperson may use the support of assistants.

#### **Par. 13 [Roll]**

1. Promptly upon the election of the Chairperson, the roll shall be prepared.
2. The roll shall constitute a list of participants in the Meeting and shall include:
  - 1) the name and surname or company name of the shareholder, and if a representative acts on behalf of the shareholder, also the name and surname of the representative,
  - 2) the number and type of shares represented by the participant in the Meeting,
  - 3) the number of votes to which the participant is entitled,
  - 4) a note saying that the participant attends the Meeting with the use of electronic means of communication.

The roll shall be signed by the participants in the Meeting present at the Meeting venue and the Chairperson. The Chairperson's signature shall confirm that the roll is drafted properly.

3. Prior to a General Shareholders Meeting, individuals assigned by the Management Board shall perform all technical actions necessary to allow shareholders to participate in the Meeting. These individuals shall, without limitation:
  - a) check whether names of relevant shareholders have been entered on the list of persons authorised to participate in the General Shareholders Meeting,
  - b) check whether persons representing shareholders hold appropriate documents and verify the formal correctness of the documents,
  - c) ensure that all the shareholders or their representatives present at the Meeting venue sign the roll,
  - d) attach to the roll original copies of documents authorizing to represent shareholders, unless a participant attends the Meeting with the use of means of direct communication or a relevant power of attorney has been granted in an electronic format,
  - e) distribute ballots to shareholders and their representatives.
3. The roll may be drafted in several counterparts and/or in several separate documents including lists of shareholders holding the same type of shares.
4. Upon signing the roll, shareholders and other persons with the voting right shall collect the ballots prepared by the Management Board.
5. The roll shall be displayed and made available to the participants throughout the Meeting.
6. Upon a request of shareholders holding one-tenth of the share capital represented at a particular Meeting, the roll shall be verified by a committee appointed for this purpose and composed of at least three persons. The requesting party shall have the right to choose one member of the committee.
7. If the roll needs to be supplemented with additional participants, the General Shareholders Meeting shall decide on their participation in the Meeting by way of a resolution.
8. In the event of any changes to the composition of the General Shareholders Meeting, the Chairperson may order that the number of votes held by the present participants be verified prior to the next ballot. Every supplement or correction to the roll shall be marked by the Chairperson with a note on the time at which such change is made. Upon closing of the Meeting, the Chairperson shall again sign the roll.

#### **Par. 14 [Agenda]**

1. Upon signing the roll and confirming that the General Shareholders Meeting has the capacity to adopt resolutions, the Chairperson shall present the proposed agenda to the Meeting participants.

2. The Chairperson shall not remove any items from the agenda or change their order without consent of the General Shareholders Meeting.
3. New items may be put on the agenda and discussed by the General Shareholders Meeting; however, no resolutions shall be adopted on such new items.
4. A resolution to discontinue the discussion on an item on the agenda may be adopted exclusively on solid grounds. A motion for such discontinuation must be justified in detail.
5. Deletion of an item from the agenda or discontinuation of discussion on an item put on the agenda upon a petition of shareholders shall require a resolution of the General Shareholders Meeting adopted by a 75% majority of votes, upon prior consent of all the shareholders attending the Meeting who have submitted such petition.
6. The Chairperson shall close the Meeting after all the items on the agenda have been dealt with. Upon such closing, the General Shareholders Meeting shall cease to function as the Company's body, and the participants in the Meeting shall cease to have the capacity to adopt resolutions.

#### **Par. 15 [Ballot Committee]**

1. The General Shareholders Meeting may elect a Ballot Committee. The Ballot Committee shall be composed of three members, elected from among the participants in the General Shareholders Meeting.
2. Each participant in the Meeting may submit one candidate. The candidate shall make a representation that they agree to run for the Ballot Committee.
3. Members of the Ballot Committee shall be elected by secret ballot, subject to Par. 15.4 and Par. 26.3 sentence 2 hereof. The candidates shall be put to the ballot one by one, in the alphabetical order. The persons who obtain the largest number of votes shall comprise the Ballot Committee.
4. Should only three candidates be submitted for the Ballot Committee, the ballot shall be taken jointly for all the candidates.
5. Within the scope of its duties, the Ballot Committee shall:
  - 1) ensure the proper course of ballots,
  - 2) tally the results of ballots, taking into consideration the votes cast by the persons attending the Meeting with the use of electronic means of communication, and submit the results to the Chairperson who shall announce them to the Meeting participants,
  - 3) promptly notify the Chairperson of any possible irregularities in the ballots and suggest further course of action,
  - 4) perform other actions related to the running of ballots.
6. Documents presenting the results of each ballot taken shall be signed by all the members of the Ballot Committee and the Chairperson.

### **Par. 16 [Commencement of Discussion]**

1. Participants in the General Shareholders Meeting may take the floor exclusively on the matters included in the agenda which are currently under discussion.
2. Upon presentation of a matter included in the agenda, the Chairperson shall open the discussion and give the floor to speakers in the order in which their requests to speak were received.
3. The Chairperson may give the floor to members of the Supervisory Board and Management Board and invited experts who may speak out of turn (their speeches/responses shall not be included in the minutes).
4. The speakers shall introduce themselves; representatives shall say the name and surname of their principal. The Chairperson may order written registration for the discussion. Persons registering for the discussion shall state their name and surname; representatives shall state the name and surname of their principal.
5. The floor may be taken exclusively on matters on the agenda which are currently under discussion.
6. Each voice in the discussion on a particular draft resolution shall be concluded with an explicit statement whether the person is for or against the particular draft resolution.

### **Par. 17 [Course of Discussion and Powers of Chairperson]**

1. Prior to the commencement of discussion on a particular matter, the Chairperson may set a time limit for each speaker. The time limit shall not apply to members of the Supervisory Board or Management Board and invited guests.
2. The Chairperson shall decide whether to lengthen the speaking time limit or give the floor again to a particular speaker.
3. The Chairperson shall monitor the proper course of discussion. The Chairperson may give fair warning to a speaker who departs from the subject matter of the discussion, exceeds their speaking time limit or speaks in a prohibited manner.
4. Should the speaker fail to observe the warning, the Chairperson may take the floor away from him/her.
5. The Chairperson may exclude from the General Shareholders Meeting any person who disrupts the peace and order of the Meeting by stating that the person prevents the conduct of the Meeting. A person excluded from the General Shareholders Meeting shall promptly leave the Meeting's venue.
6. After all the speakers have taken the floor, the Chairperson shall close the discussion on a particular matter.
7. The party concerned may appeal against a decision of the Chairperson on the speaking time limit, taking the floor away from them, excluding them from the General Shareholders Meeting or closing of a discussion. The General Shareholders Meeting may uphold or dismiss a decision of the Chairperson by way of a resolution.

**Par. 18 [Information Provided at General Shareholders Meeting]**

1. Each participant in the General Shareholders Meeting may address questions to the Management Board, Supervisory Board and the Company's auditor on matters on the agenda which are currently under discussion.
2. Within their respective capacities, members of the Management Board, Supervisory Board and the Company's auditor shall respond to the questions to the extent necessary to resolve the matters discussed by the General Shareholders Meeting.
3. The responses should be given with due regard to the fact that the Company must observe its disclosure obligations in the manner prescribed by laws governing trading in financial instruments and that various kinds of information may only be disclosed in the manner stipulated therein.

**Par. 19 [Procedural Motions]**

1. Each participant in the General Shareholders Meeting may submit a procedural motion. The Chairperson may allow participants to speak out of turn on procedural matters.
2. A procedural motion shall be deemed a motion concerning the course of the Meeting and the ballots taken, including, without limitation:
  - 1) the closing of the registration of speakers,
  - 2) the setting of the speaking time limit,
  - 3) restricting, postponement or closing of a discussion,
  - 4) adjourning the Meeting,
  - 5) the order of ballots,
  - 6) the closing of a list of candidates.
3. A discussion on a procedural matter shall be opened promptly after the submitting of a relevant motion. The General Shareholders Meeting shall resolve on a procedural motion having heard the person submitting the motion and possibly one opponent to the motion.
4. Having closed the discussion, the Chairperson shall put the relevant procedural motion to the ballot.

**Par. 20 [Representations]**

1. Upon request of a participant in the General Shareholders Meeting, their written representation shall be included in the minutes.
2. The representation referred to in Par. 20.1 shall be included in the minutes at the end of the Meeting.

**Par. 21 [Adjourning the Meeting]**

1. The General Shareholders Meeting may adjourn the Meeting by a two-thirds majority of votes. In total, the Meeting may not be adjourned for more than thirty days.

2. A relevant resolution shall specify the date, time and venue of resuming the General Shareholders Meeting.  
In the event the General Shareholders Meeting decides to adjourn, maintaining the same composition of the Meeting shall not be required for the Meeting's continuity. The following provisions shall apply, without limitation:
  - a) a different number of participants in the General Shareholders Meeting may attend a resumed Meeting, provided that they are included in the roll drafted on the date of resuming the Meeting,
  - b) where the Chairperson elected prior to adjourning the Meeting is present, the election shall not be repeated and the same Chairperson shall chair the resumed Meeting,
  - c) where shareholders are represented by different individuals, powers of attorney or other relevant documents authorizing such individuals to represent the shareholder at the General Shareholders Meeting shall be submitted,
  - d) the eligibility to participate in the Meeting shall be verified pursuant to the applicable laws, and any periods indicated therein shall run as of the scheduled date of the General Shareholders Meeting rather than as of the date of resuming the Meeting.
3. The resolution referred to in Par. 21.2 hereof shall not require a repeated convening of the Meeting or announcement of resuming the Meeting and its agenda.
4. The agenda of the General Shareholders Meeting shall not be extended in relation to its contents provided in the notice of the General Shareholders Meeting.
5. In the event of adjourning the Meeting, resolutions adopted prior to the adjourning shall be included in the minutes and a note shall be made that the Meeting has been adjourned.
6. Upon resuming of the Meeting, resolutions adopted after the resumption shall be recorded in separate minutes of the Meeting. If the Meeting is adjourned more than once, resolutions adopted in the course of the whole Meeting shall be recorded in several separate minutes of the Meeting.
7. Minutes certified by a notary public, drafted according to the above provisions, shall be appended with the roll of participants in the General Shareholders Meeting attending its particular parts.

#### **Par. 22 [Technical Breaks]**

In justified cases the Chairperson may adjourn the Meeting for a short break (technical break). The technical break shall not hinder the exercise of rights by shareholders.

#### **Par. 23 [Resolutions]**

1. Written draft resolutions shall be prepared by the Management Board. In the

cases provided for under the applicable laws, shareholders may prepare draft resolutions and submit them to the Management Board.

2. Each participant in the General Shareholders Meeting may propose changes to draft resolutions by the time of closing of the discussion on a particular matter.
3. If the proposed change materially affects the draft resolution, the Chairperson may require that the speaker submit a written draft of the changed resolution. In such an event, the Chairperson may adjourn the Meeting for a technical break.

#### **Par. 24 [Voting Order]**

1. After the discussions have been closed and a notary public, the Chairperson or an individual assigned by them has read out the draft resolutions, the Chairperson shall announce that the General Shareholders Meeting takes a ballot.
2. If any changes to the draft resolution have been proposed, the first petition to be put to the ballot shall be the one whose adoption or rejection affects the adoption of other petitions; then the whole draft resolution shall be put to the ballot. The order of ballots on petitions to review a draft resolution shall be determined by the Chairperson.
3. A draft resolution may be submitted to the Chairperson in writing.
4. If a large number of petitions is submitted in the course of the Meeting, the General Shareholders Meeting may appoint a petition committee upon a motion of the Chairperson.
5. The petition committee may be composed of three members, elected from among the participants in the Meeting, according to the procedure provided for the election of the Ballot Committee.
6. The petition committee shall perform the final editing of the draft resolutions to be put to the ballot.
7. Decisions of the petition committee shall be taken by open ballot by an ordinary majority of votes.
8. A draft resolution or petition for a change to a draft resolution may be withdrawn by the persons who have submitted them.
9. If a draft resolution is rejected in a ballot due to insufficient number of votes for its adoption, it shall not mean that the General Shareholders Meeting has adopted a negative resolution (contrary to the petition put to the ballot).
10. Having received the ballot results, the Chairperson shall announce the number of votes in favour of the resolution, the number of votes against the resolution and the number of abstentions, and state whether the resolution has been adopted.

#### **Par. 25 [Exclusion from Voting]**

A shareholder may not vote in person or by proxy on a resolution concerning:

- 1) their obligations towards the Company, including the approval of discharge of duties by the shareholder,
- 2) release the shareholder from obligations towards the Company,

3) a dispute between the shareholder and the Company.  
Representatives of legal entities should abstain from voting also in the event the subject matters of such resolutions refer to the shareholder represented by them.

#### **Par. 26 [Manner of Voting]**

1. The Chairperson may order that participants in the General Shareholders Meeting vote in the order determined by the Chairperson.
2. Voting at the General Shareholders Meeting shall be by open ballot.
3. A secret ballot shall be held in matters concerning the appointment or removal of members of the Company bodies or liquidators, the holding of members of the Company bodies or liquidators liable, and in personal matters.
4. Upon request of at least one participant in the General Shareholders Meeting, the Chairperson shall order that a secret ballot be held, save for the cases in which an open ballot is required under the applicable laws. The General Shareholders Meeting may adopt a resolution on waiver of the requirement of secret ballot in matters concerning the election of committees appointed by the Meeting.
5. The ballot may be taken with the use of computer-assisted vote counting.
6. Having received the ballot results, the Chairperson shall announce the number of votes in favour of the resolution, the number of votes against the resolution and the number abstentions, and state whether the resolution has been adopted.
7. The documents in which the ballot results are recorded shall be signed by all the members of the Ballot Committee and the Chairperson.

#### **Par. 27 [Majority of Votes]**

Resolutions of the General Shareholders Meeting shall be adopted by an absolute majority of vote, unless a qualified majority vote is required under the applicable laws or the Company's Articles of Association.

#### **Par. 28 [Objections]**

Participants in the General Shareholders Meeting who file an objection against a resolution shall be provided an opportunity to briefly justify their objection.

#### **Par. 29 [Candidates for Supervisory Board Members]**

1. The General Shareholders Meeting shall determine the number of members of the Supervisory Board, taking into consideration the relevant provisions of the Company's Articles of Association.
2. Each person eligible to participate in the General Shareholders Meeting may propose one or more candidates for members of the Supervisory Board, within seven (7) days prior to the Meeting whose agenda includes proposed changes to the composition of the Company's Supervisory Board. A written submission shall include:

- 1) the name and surname or company name of the shareholder, and if a representative acts on behalf of the shareholder, also the name and surname of the representative,
  - 2) the name and a short CV of the candidate,
  - 3) detailed grounds for the proposal.
3. The Management Board shall announce the names of proposed candidates at least five (5) days prior to the General Shareholders Meeting. The Management Board shall present to the Chairperson all the proposed candidates for members of the Supervisory Board and the documents accompanying the proposals.
  4. The proposed candidate shall be put on the list of candidates upon submission of a representation stating that they agree to run for the Supervisory Board. The list of candidates shall be drawn up by the Chairperson. The list of candidates may not be closed if the number of candidates is smaller than the number of the Supervisory Board members determined by the General Shareholders Meeting.
  5. A candidate for the Supervisory Board member may be a natural person having full capacity to perform acts in law, upon submission of a written representation that they agree to run for the Supervisory Board.

#### **Par. 30 [Election of Supervisory Board]**

Members of the Supervisory Board shall be elected in secret ballot. The candidates shall be put to the ballot one by one, in the alphabetical order.

#### **Par. 31 [Block Voting]**

1. Upon a request of shareholders representing at least one-fifth of the share capital, the Supervisory Board shall be elected by the General Shareholders Meeting in block voting.
2. A relevant written request shall be submitted to the Management Board by a date enabling the Management Board to put the matter on the agenda announced in the notice of the General Shareholders Meeting.
3. The persons who represent at the General Shareholders Meeting the part of shares equivalent to the product of the total number of shares and the number of members on the Supervisory Board may constitute a separate group for the purpose of appointing a member of the Supervisory Board; however, they shall not participate in the appointment of the remaining Supervisory Board members.
4. Prior to the appointment of the Supervisory Board members by way of block voting, the Chairperson shall notify the General Shareholders Meeting of the number of shares represented at the General Shareholders Meeting and the minimum number of shares required to form a voting group with the capacity to appoint a member of the Supervisory Board.

5. Each group established in the above manner shall be enabled by the body convening the General Shareholders Meeting to gather and hold the ballot. Each group shall appoint its chair.
6. Mandates in the Supervisory Board which are not filled by a group of shareholders established pursuant to Par. 31.3 hereof shall be filled by way of a ballot held by all the shareholders who did not vote for Supervisory Board members block voting.
7. If the General Shareholders Meeting referred to in Par. 31.3 fails to form at least one group with the capacity to elect a member of the Supervisory Board, the election shall not be held.
8. Upon election of at least one member of the Supervisory Board, pursuant to Par. 31.1-31.7, the mandates of the existing members of the Supervisory Board shall be subject to early expiry.

#### **Par. 32 [Closing]**

After all the items on the agenda have been dealt with, the Chairperson shall close the General Shareholders Meeting.

#### **Par. 33 [Minutes Certified by Notary Public]**

1. Resolutions adopted by the General Shareholders Meeting shall be included in minutes certified by a notary public.
2. The minutes shall state that the General Shareholders Meeting has been properly convened and is capable to adopt resolutions, list the resolutions adopted, and indicate for each resolution: the number of shares from which valid votes have been cast, the percentage value of such shares in the share capital, the total number of valid votes, the number of votes in favour of and against the resolution and the number of abstentions, as well as any objections filed. The minutes shall be appended with the roll of the General Shareholders Meeting.

#### **Par. 34 [Book of Minutes]**

1. Any evidence of convening the General Shareholders Meeting shall be enclosed with the book of minutes.
2. A copy of the minutes accompanied by any evidence of convening the General Shareholders Meeting and the powers of attorney granted by shareholders shall be enclosed by the Management Board with the book of minutes.
3. Shareholders may review the book of minutes and request for the provision of copies of resolutions certified by the Management Board. The Company may request a refund of the costs of preparation of a copy.

#### **Par. 35 [Additional Minutes]**

The Chairperson may order the preparation of additional minutes of the General Shareholders Meeting (apart from the minutes prepared by a notary public) for the purpose of providing a more complete record of the course of the Meeting. The

scope and form of the additional minutes shall be decided upon at the discretion of the Chairperson.

**Par. 36 [Support for General Shareholders Meeting]**

The body convening the General Shareholders Meeting shall provide legal, notarial, organizational and technical support for the Meeting.

V. Final Provisions

**Par. 37 [Matters not Regulated in Rules]**

Any matters not provided for herein shall be governed by the applicable laws and the Company's Articles of Association.

**Par. 38 [Amendments]**

1. Any amendments hereto shall be made by way of a resolution of the General Shareholders Meeting. The amendments adopted under a resolution shall become effective as of the date of the following General Shareholders Meeting.
2. In the event any amendments hereto are adopted by the General Shareholders Meeting, the Management Board shall draw up a uniform text of these Rules within 14 days.