

## PROXY VOTING FORM

### Shareholder

Name and surname /company name: .....

Serial number of identity card/passport or KRS/registration number:

.....

Issuing/registration authority:

.....

Personal ID number (PESEL)/tax ID number (NIP):

.....

Address of residence/registered address: .....

Telephone number: .....

E-mail address: .....

Number of PBG shares represented: ..... - as per certificate  
confirming the right to attend the General Meeting issued to Shareholder's name by:

.....

### hereby appoints as Proxy:

Name and surname: .....

Serial number of identity card/passport of Proxy:

.....

Issuing authority:

.....

Personal ID number (PESEL) of Proxy:

.....

Address of residence: .....

Telephone number: .....

E-mail address: .....

to represent Shareholder at the Annual General Meeting of PBG S.A. convened for June 28th 2012. By this power of proxy, the Proxy is given authority to attend (and to speak at) the Annual General Meeting and to vote on ..... (enter the number of shares) PBG shares in accordance with Shareholder's instructions as given below.

Is Proxy authorised to further delegate the power of proxy? YES .... NO ....

Place, date

.....

**Signature of Shareholder/person(s) representing Shareholder**

.....

.....

**Or**

**hereby appoints as Proxy:**

Company name of Proxy:.....

Entry No. in National Court Register (KRS) (Registration No.):

.....

Name of registration body:

.....

Tax ID (NIP): .....

Registered office address:

.....

Telephone number: .....

E-mail address: .....

to represent Shareholder at the Annual General Meeting of PBG S.A. convened for June 28th 2012. By this power of proxy, the Proxy is given authority to attend (and to speak at) the Annual General Meeting and to vote on ..... (enter the number of shares) PBG shares in accordance with Shareholder's instructions as given below.

Is Proxy authorised to further delegate the power of proxy? YES .... NO ....

Place, date

.....

**Signature of Shareholder/person(s) representing Shareholder**

.....

<b>Appointment of Chairperson of the General Shareholders Meeting</b> <b>(item 2 of the agenda)</b>			
<input type="checkbox"/> For       No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised       No. of shares: _____	<input type="checkbox"/> Abstained       No. of shares: _____	<input type="checkbox"/> At Proxy's discretion       No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			
<b>Appointment of members of the Ballot Counting Committee.</b> <b>(item 5 of the agenda)</b>			
<input type="checkbox"/> For       No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised       No. of shares: _____	<input type="checkbox"/> Abstained       No. of shares: _____	<input type="checkbox"/> At Proxy's discretion       No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			
<b>Adoption of a resolution concerning approval of the Directors' Report on the Company's operations in the financial year 2011 and the Company's financial statements for the financial year 2011</b> <b>(item 9 of the agenda)</b>			
<input type="checkbox"/> For       No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised       No. of shares: _____	<input type="checkbox"/> Abstained       No. of shares: _____	<input type="checkbox"/> At Proxy's discretion       No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			

**Adoption of a resolution concerning approval of the Directors' Report on the Group's operations in the financial year 2011 and the Group's consolidated financial statements for the financial year 2011.  
(item 10 of the agenda)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection raised	<input type="checkbox"/> Abstained	<input type="checkbox"/> At Proxy's discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____

☐ Other\* (applies if draft resolutions other than as proposed by the Management Board are put to vote:

**Adoption of a resolution concerning distribution of the Company's net profit for the financial year ended December 31st 2011  
(item 11 of the agenda)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection raised	<input type="checkbox"/> Abstained	<input type="checkbox"/> At Proxy's discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____

☐ Other\* (applies if draft resolutions other than as proposed by the Management Board are put to vote:

**Adoption of resolutions concerning approval of discharge of duties by members of the Management Board in 2011  
(item 12 of the agenda)**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection raised	<input type="checkbox"/> Abstained	<input type="checkbox"/> At Proxy's discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____

☐ Other\* (applies if draft resolutions other than as proposed by the Management Board are put to vote:

<b>Adoption of resolutions concerning approval of discharge of duties by members of the Supervisory Board in 2011 (item 13 of the agenda)</b>			
<input type="checkbox"/> For          No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised          No. of shares: _____	<input type="checkbox"/> Abstained          No. of shares: _____	<input type="checkbox"/> At Proxy's discretion          No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			
<b>Adoption of a resolution on the number of members of the Supervisory Board (item 14 of the agenda)</b>			
<input type="checkbox"/> For          No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised          No. of shares: _____	<input type="checkbox"/> Abstained          No. of shares: _____	<input type="checkbox"/> At Proxy's discretion          No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			
<b>Adoption of resolutions on appointment of members of the Supervisory Board (item 15 of the agenda)</b>			
<input type="checkbox"/> For          No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised          No. of shares: _____	<input type="checkbox"/> Abstained          No. of shares: _____	<input type="checkbox"/> At Proxy's discretion          No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			

<b>Adoption of a resolution to amend the Company's Articles of Association (item 16 of the agenda)</b>			
<input type="checkbox"/> For          No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised          No. of shares: _____	<input type="checkbox"/> Abstained          No. of shares: _____	<input type="checkbox"/> At Proxy's discretion          No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			
<b>Adoption of a resolution to authorise the Supervisory Board to approve the new consolidated text of the Company's Articles of Association (item 17 of the agenda)</b>			
<input type="checkbox"/> For          No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised          No. of shares: _____	<input type="checkbox"/> Abstained          No. of shares: _____	<input type="checkbox"/> At Proxy's discretion          No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			
<b>Adoption of the Rules of Procedure for the Supervisory Board. (item 18 of the agenda)</b>			
<input type="checkbox"/> For          No. of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised          No. of shares: _____	<input type="checkbox"/> Abstained          No. of shares: _____	<input type="checkbox"/> At Proxy's discretion          No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			

Adoption of the Rules of Procedure for the General Shareholders Meeting (item 19 of the agenda)			
<input type="checkbox"/> For	<input type="checkbox"/> Against  <input type="checkbox"/> Objection raised	<input type="checkbox"/> Abstained	<input type="checkbox"/> At Proxy's discretion
No. of shares: _____	No. of shares: _____	No. of shares: _____	No. of shares: _____
<input type="checkbox"/> Other* (applies if draft resolutions other than as proposed by the Management Board are put to vote:			

### IMPORTANT INFORMATION

#### Instructions on how to complete the proxy voting form

Shareholders are requested to give instructions by putting an "X" in the appropriate box. Shareholders who resolved to vote differently on their shares are asked to indicate the number of shares to be voted "for", "against" and "abstained" in the space provided. If no such indication is given, the proxy will be deemed authorised to vote in the specified manner on all of the Shareholder's shares covered by the power of proxy. In no event may the total number of Company shares covered by the instruction to vote differently on the shares held exceed the total number of shares actually held by the Shareholder.

Draft resolutions which are to be voted on are attached as an appendix hereto.

**Please be advised that the draft resolutions attached hereto may differ from the resolutions actually put to vote during the Annual General Meeting. If this is the case, in order to avoid any doubt as to how the proxy is to vote, it is recommended that a relevant procedure to be followed by the proxy should be specified in the space marked "Other".**

If a Management Board member, a Supervisory Board member, an employee of the Company or its subsidiary, or a member of the governing bodies of a subsidiary is appointed proxy, the voting instruction form should be completed. However, if no specific voting instructions are given, if the option "at Proxy's discretion" is chosen or if an instruction is given to vote shares differently on a particular item of the agenda, then the proxy is authorised to vote (i) in favour of draft resolutions proposed by the Management Board, (ii) in favour of draft resolutions proposed by Shareholders which neither significantly change nor prevent attaining the objectives set out in the draft resolutions proposed by the Management Board, (iii) against draft resolutions proposed by Shareholders which are either contrary to or prevent attaining the objectives set out in the draft resolutions proposed by the Management Board.

Shareholders who marked the "Other" box are requested to provide a detailed instruction on how the proxy is to vote should any other draft resolutions be proposed by Shareholders. The Management Board wishes to advise you that if the proxy is a Management Board member, a Supervisory Board member, an employee of the Company or its subsidiary, or a member of the governing bodies of a subsidiary, then a failure to fill in the space marked "Other" will



result in the proxy being given the authority to vote in the manner specified above on the draft resolutions proposed by Shareholders.