Annex to Resolution No. ...
of the Annual General Meeting of Shareholders
PBG Spółka Akcyjna with its registered office in Wysogotowo
held on\_21 April 2010

# REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS of PBG Spółka Akcyjna

#### I. General provisions

## § 1. [Subject matter]

These Regulations set out the specific principles and methods of convention and conduct of the Company's General Meeting of Shareholders.

#### § 2. [Definitions]

The terms and expressions used herein shall have the following meaning:

- 1) "Regulations" these regulations, adopted pursuant to the General Meeting resolution,
- 2) "Company" PBG S.A. joint-stock company with its registered office in Wysogotowo near Poznań,
- 3) "Articles of Association" the Company's Articles of Association of 1 December 2003, as amended,
- 4) "Management Board" the Company's Management Board,
- 5) "Supervisory Board" the Company's Supervisory Board,
- 6) "participant of the General Meeting" Company shareholders or their representatives,
- 7) "representative" a person authorised to participate in the General Meeting pursuant to a power of attorney or any other relevant document authorising them to represent the Shareholder at the General Meeting,
- 8) "Chairperson" Chairperson of the Company's General Meeting of Shareholders,
- 9) "Best Practices" "Best Practices in Companies Listed on the WSE" Annex to Resolution no. 12/1170/2007 of the Supervisory Board of the Warsaw Stock Exchange of 4 June 2007.

## § 3. [Legal basis]

General Meetings are convened and conducted based on the applicable law, these Regulations, and the provisions of "Best Practices".

II. Actions preceding the General Meeting

#### § 4. [Draft resolutions made available]

- 1. Draft resolutions with justification, full text of all documents to be presented at the General Meeting, and if no resolutions shall be adopted, comments of the Company's Management Board or Supervisory Board regarding any matters included in the agenda of the General Meeting or any matters to be added to the agenda before the set date of the General Meeting, shall be published at the Company's website as of the set date of the General Meeting.
- 2. A Shareholder shall have the right to demand a copy of motions on matters included in the agenda a week before the General Meeting.
- 3. Draft resolutions presented before the set date of the General Meeting by a Shareholder or Shareholders representing at least 1/20 of the Company's share capital and regarding any matters included in the agenda of the General Meeting or any matters to be added to the agenda, shall be also made available pursuant to section 1.

#### § 5. [List of shareholders]

- The list of shareholders includes the names of those shareholders who
  provided documents confirming their right to participate and confirmed their
  participation in the General Meeting. The list includes the names and
  surnames (or business names) of authorised entities, their address (registered
  office), type and number of shares and the number of votes.
- 2. The list of shareholders, signed by the Management Board, shall be made available at the Board's office during three business days preceding the set date of the General Meeting, between 10.00 a.m. and 3.00 p.m. and during the session of the General Meeting. Any shareholder may request for a copy of the list upon reimbursement of costs of its preparation, or that the list is sent by e-mail free of charge, specifying the e-mail address to which the list is to be sent.

#### § 6. [Date of the General Meeting]

- 1. If shareholders representing at least 1/20 of the Company's share capital request that an Extraordinary General Meeting of Shareholders be held, the Extraordinary General Meeting of Shareholders shall be held at a date specified in the request, and if this is not possible for justified reasons at the nearest possible date when the General Meeting is able to decide on matters included in the agenda.
- 2. A request to convene an Extraordinary General Meeting of Shareholders and to determine the agenda of the next General Meeting shall include the relevant justification or draft resolutions on matters covered by the agenda. In this case, provisions of §3 section1 hereof shall apply.
- 3. An Extraordinary General Meeting convened pursuant to section 1 hereof, or a General Meeting whose agenda includes matters added by Shareholders

representing at least 1/20 of the Company's share capital, may be cancelled only upon consent of the requesting Shareholders.

- 4. In all other instances, a General Meeting may be cancelled in the face of certain extraordinary obstacles (force majeure) or if it is obviously unjustified. The Meeting shall be cancelled based on the same procedure as the procedure of its convention, ensuring that any possible negative effects for the Company and its Shareholders are as limited as possible, and in any case not later than three weeks prior to the original set date of the Meeting.
- 5. Any change of the set date of a General Meeting is subject to the same procedure as the procedure of its cancellation, even if there are no changes in the agenda.
- III. Participation in the General Meeting of Shareholders

#### § 7. [Shareholders and their representatives]

- 1. Shareholders may participate in the General Meeting and exercise their voting rights in person or by a proxy or other representative.
- 2. Proxy authorisation to act for and on behalf of a Shareholder shall be granted in writing or in an electronic form, in which case a secure electronic signature verified based on a certificate is not required.
- 3. A proxy shall exercise the voting rights in accordance with the procedure specified in section 6 hereof.
- 4. Other representatives of Shareholders must submit relevant documentation confirming the right to act on their behalf (in particular, excerpts from the relevant registers).
- 5. If so decided by the Management Board pursuant to the Company's Articles of Association, a Shareholder may participate in the General Meeting using means of electronic communication, in particular:
  - a) real-time transmission of the General Meeting of Shareholders at the Company's website,
  - b) two-way real-time communication enabling the Shareholders who do not participate in the General Meeting in the venue where it is held to take the floor during the General Meeting,
  - c) exercise of the voting rights in person or by proxy before or during the General Meeting.
- 6. Procedures of participation in the General Meeting and exercise of the voting rights shall be defined by the Company's Management Board before the set date of the General Meeting. The announcement of the convention of the General Meeting shall include information from the Company's Management Board regarding:
  - a) methods of voting by proxy, and in particular the forms used when voting by proxy, as well as methods of notifying the Company of the appointment of a proxy using means of electronic communication,

- b) possibility and methods of participation in the General Meeting using means of electronic communication,
- c) procedures for making a statement during the General Meeting using means of electronic communication,
- d) procedures for exercising the voting rights by mail or using means of electronic communication.

## § 8. [Members of authorities and statutory auditor]

- A General Meeting shall be attended by members of the Supervisory Board and the Management Board. A General Meeting should be attended by members of the Supervisory Board and Management Board who can answer questions submitted at the General Meeting.
- 2. The statutory auditor should participate in the Annual General Meeting. The statutory auditor should participate in the Extraordinary General Meeting if the Company's finances are to be discussed at the Meeting.

#### § 9. [Experts and guests]

- 1. The General Meeting or any part thereof may be attended by experts and guests invited by the entity convening the Meeting.
- 2. Persons referred to in section 1 may take the floor upon the consent of the Chairperson.

## IV. Conduct of the General Meeting

## § 10. [Opening of the General Meeting]

The person opening the General Meeting of Shareholders should procure an immediate appointment of the Chairperson and should refrain from any other substantive or formal decisions.

#### § 11. [Electing the Chairperson]

- 1. The Chairperson shall be appointed from among the participants of the General Meeting.
- 2. Each participant of the Meeting may suggest one candidate only. Each candidate must give his/her consent in writing to stand as a candidate. The list of candidates is prepared by the person opening the General Meeting.
- 3. The Chairperson is elected by a confidential vote, by casting a vote for each candidate, in alphabetical order.
- 4. The person opening the General Meeting shall ensure the proper course of voting for the Chairperson, announce the results, and hand over the supervision of the Meeting to the Chairperson.

## § 12 [Tasks of the Chairperson]

- 1. The task of the Chairperson is to ensure that the conduct of the Meeting is efficient and that the rights and interests of all participants of the General Meeting are respected. In particular, the task of the Chairperson is to:
  - 1) draw up the list of attendance,
  - 2) determine whether the Meeting is able to adopt resolutions on matters included in its agenda;
  - 3) present the proposed agenda to the participants of the General Meeting,
  - 4) give the floor to participants,
  - 5) order the voting procedure,
  - 6) announce the results of voting and sign documents containing these results,
  - 7) give the relevant procedural orders during the session,
  - 8) decide on technical breaks,
  - 9) settle doubts regarding the applicable rules,
  - 10) ensure that all matters included in the agenda are discussed at the Meeting.
- 2. The Chairperson should prevent any abuse of rights by the participants of the General Meeting and ensure that the rights of minority shareholders are respected.
- 3. The Chairperson shall not resign from this position (unless for significant reasons) and shall not postpone the final signing of the minutes of the General Meeting of Shareholders (unless for significant reasons).
- 4. The Chairperson may use assistance of the support staff while performing their tasks.

## § 13 [List of attendance]

- 1. The list of attendance is drawn up immediately after the Chairperson has been elected.
- 2. The list of attendance is a list of all participants of the General Meeting and includes:
  - 1) name and surname (or company name) of a shareholder, and if a representative acts on behalf of a shareholder, also the representative's name and surname,
  - 2) number and type of shares held by participants of the General Meeting,
  - 3) number of votes held by participants of the General Meeting,
  - 4) a statement that a participant of the General Meeting takes part therein using means of electronic communication.

The list of attendance shall be signed by all participants of the General Meeting at the venue of the Meeting, as well as by the Chairperson whose signature shall confirm the accuracy of the list of attendance.

- 3. Persons appointed by the Management Board shall be responsible for any technical activities taken before the General Meeting related to the admission of Shareholders to participate in the Meeting. In particular, the said persons shall perform the following activities:
  - a) check whether a Shareholder is entered in the list of persons entitled to

- participate in the General Meeting,
- b) verify the presentation and formal accuracy of all documents submitted by persons representing Shareholders,
- c) have the list of attendance signed by each Shareholder (or their proxies) present at the venue of the General Meeting,
- d) attach to the list of attendance the original copies of any documents authorising any person to represent the Shareholders, unless a Participant of the General Meeting participates therein using means of direct communication, or the authorisation was granted in electronic form.
- e) hand out voting cards to all Shareholders and their proxies.
- 3. The list of attendance may be drawn up in a number of equivalent copies and/or as separate documents containing lists of Shareholders holding shares of the same type.
- 4. After the list of attendance has been signed, Shareholders and other persons entitled to vote shall collect their voting cards prepared by the Management Board.
- 5. The list of attendance is made available to the participants during the entire session of the General Meeting for review.
- 6. Upon the request of shareholders holding one tenth of the share capital represented at the General Meeting, the list of attendance should be checked by a dedicated commission with at least three members. The requesting shareholders shall have the right to select one member of the commission.
- 3.7. Should any additional participants be added to the list of attendance, a decision on their participation shall be made by the General Meeting in the form of a resolution.
  - 8. In the case of any changes in participation in the General Meeting, the Chairperson may order to check the number of votes held by the attendees before moving on to the next vote. Upon each addition to and amendment of the list of attendance, the Chairperson shall record the time of this addition or amendment. After the Meeting is closed, the Chairperson shall sign the list of attendance again.

## § 14 [The agenda]

- 1. After the list of attendance is signed and the General Meeting is found to be capable of adopting resolutions, the Chairperson presents the proposed agenda to the participants of the General Meeting.
- 2. The Chairperson shall not be entitled to remove or change the order of matters in the agenda without the consent of the General Meeting.
- 3. New matters in the agenda may be added or discussed, but no resolutions shall be adopted with regard to those matters.
- 4. A resolution not to consider a matter included in the agenda may be adopted only if based on justified and significant reasons. Such a request should be based on a detailed justification.

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- 5. In order to remove or not to consider a matter included in the agenda upon the request of shareholders, a resolution of the General Meeting with the majority of 75% of votes is required, based on the prior approval of all shareholders attending the Meeting who filed such a request.
- 6. After all matters included in the agenda have been discussed, the Chairperson shall close the General Meeting. At this moment, the General Meeting shall no longer be of the Company's authorities, and its participants cannot adopt valid resolutions.

#### § 15. [Voting Committee]

- The General Meeting may elect the Voting Committee. The Voting Committee is composed of three persons elected from among the participants of the General Meeting.
- 2. Each participant of the Meeting may suggest one candidate only. Each candidate should file a statement with their consent to stand as a candidate.
- 3. Members of the Voting Committee are selected by a confidential vote, subject to section 4 and § 26 section 3 sentence 2 hereof, by casting a vote for each candidate, in alphabetical order. The Committee is composed of persons who received the highest number of votes.
- 4. If only three candidates for members of the Voting Committee are suggested, these three candidates shall be elected simultaneously by acclamation.
- 5. The task of the Committee is to:
  - 1) ensure the proper conduct of the voting procedures,
  - 2) determine the results of voting, including votes cast by persons participating in the General Meeting using means of electronic communication, and submit these results to the Chairperson, who shall announce them,
  - 3) immediately inform the Chairperson of any irregularities in the voting procedure, and suggest what actions should be taken,
  - 4) perform other activities related to the voting procedure.
- 6. Documents confirming the results of each vote are signed by all members of the Voting Committee and the Chairperson.

## § 16. [Opening the discussion]

- Each participant of the General Meeting shall have the right to take the floor with regard to matters included in the agenda, only with respect to the matter currently under discussion.
- 2. After presenting each matter included in the agenda, the Chairperson shall open a discussion, giving the floor to the participants in the specified order (as they apply to take the floor).
- 3. The Chairperson may give the floor to members of the Management Board and the Supervisory Board, as well as the invited experts, out of turn. They shall not be taken into account when determining the list and number of speakers.

- 4. Speakers should give their name and surname, and representatives of shareholders should also identify their principals. The Chairperson may order that speakers apply for discussion in writing. Such applications shall include the name and surname of the applicant, and in the case of representatives – name of their principal.
- 5. Speakers may only discuss matters included in the agenda and refer to the item currently under discussion.
- 6. When taking part in the discussion, each speaker should conclude whether the speaker is for or against the draft resolution under discussion.

#### § 17 [Discussion procedure and rights of the Chairperson]

- Before starting discussion on a given matter, the Chairperson may determine a
  fixed period of time for each speaker. The said restriction cannot be applied to
  members of the Management Board and Supervisory Board, as well as the invited
  quests.
- 2. The Chairperson shall decide on whether to extend the time for presentation or give extra time to the speaker.
- The Chairperson shall ensure the proper conduct of the discussion. The Chairperson may reprimand the speaker who does not focus on the subject matter of the discussion, exceeds the speaking time, or expresses opinions in an unacceptable way.
- 4. Should the speaker fail to comply with these instructions, the Chairperson may forbid the speaker to continue.
- 5. The Chairperson shall have the right to make a decision to exclude a person from participating in the Meeting, if this person disrupts the conduct and order of the Meeting, making the proper conduct of the Meeting impossible. A person excluded from the General Meeting must leave the conference room immediately.
- 6. After all presentations, the Chairperson closes the discussion on a given matter.
- 7. The interested party shall have the right to appeal against the Chairperson's decision with regard to the speaking time, taking the floor away from the speaker, exclusion from the General Meeting, and closing of the discussion. The General Meeting may uphold or waive the decision of the Chairperson by way of a resolution.

#### § 18 [Information at the General Meeting]

- Each participant of the General Meeting shall have the right to ask questions to the Management Board, Supervisory Board and the Company's statutory auditor with regard to matters included in the agenda, with respect to the matter currently under discussion.
- 2. Members of the Supervisory Board, the Management Board, and the statutory auditor shall, within their powers, answer these questions, to the extent necessary to decide on the matters under discussion at the General Meeting.

 All answers should take into account the fact that the Company should provide information in compliance with the provisions of the Law on Public Trading of Securities, and certain information cannot be provided otherwise than pursuant to these provisions.

#### § 19 [Procedural requests]

- 1. Each participant of the General Meeting may submit requests on procedural matters. In the case of procedural requests, the Chairperson may give the floor to the requesting participant out of turn.
- 2. Procedural requests shall include requests regarding the conduct of the Meeting and voting procedures, and in particular:
  - 1) closing the list of speakers,
  - 2) setting the time for each speaker,
  - 3) restricting, deferring, or closing the discussion,
  - 4) ordering a break in the session,
  - 5) deciding on the order of voting on motions,
  - 6) closing the list of candidates.
- 3. The discussion on procedural matters is opened immediately after they are reported. The General Meeting decides on a procedural request after hearing the applicant and one opponent to this request (if any).
- 4. Immediately after the discussion, the Chairperson orders the vote on the procedural request.

## § 20 [Statements]

- 1. At the request of participants of the General Meeting, their written statements may be included in the minutes.
- 2. Statements referred to in section 1 shall be adopted at the end of the Meeting.

## § 21 [Breaks in the session]

- 1. The General Meeting may order breaks in the session by the majority of two thirds. The total duration of all breaks cannot exceed thirty days.
- 2. A relevant resolution should specify the date and time as well as the place where the session of the General Meeting is to be resumed.
  - If any break in the session is ordered by the General Meeting, it is not necessary to keep the same list of participants of the General Meeting to ensure its continuity, and in particular:
  - a) after the General Meeting is resumed, it may be attended by a different number of participants than before the break, provided that all participants are specified in the list of attendance drawn up on the day when the session is resumed,
  - b) if the Chairperson elected before the break is present, no re-election is required the same person shall act as the Chairperson,
  - c) as regards representatives of Shareholders if different persons represent a

Shareholder, the relevant power of attorney or any other document authorising them to represent the Shareholder at the General Meeting must be presented, d) the right to participate in the General Meeting shall be determined in accordance with the applicable legal regulations, and the dates defined therein shall apply to the announced original date of the General Meeting, not the date when the Meeting is resumed.

- 3. The resolution referred in section 2 does not require any additional convention of the General Meeting or any announcement of its continuation or the adopted agenda of the Meeting.
- 4. It is not possible to extend the agenda of the General Meeting vs. the announcement regarding the convention of this Meeting.
- 5. If any break in the session is ordered by the General Meeting, resolutions adopted before the break shall be recorded in the minutes and a note that a break in the Meeting was ordered should be made therein.
- 6. After the Meeting is resumed, resolutions adopted during this part of the session shall be adopted in a separate document, and if there are several breaks in several separate documents.
- 7. Minutes of the General Meeting certified by a Notary Public in accordance with the above provisions shall be accompanied by the list of attendance specifying participants of the respective part of the General Meeting.

### § 22 [Technical break]

In justified cases the Chairperson may order a short break during the session (technical break). The technical break cannot prevent shareholders from exercising their rights.

#### § 23 [Resolutions]

- 1. Written draft resolutions covered by the agenda of the General Meeting shall be prepared by the Management Board. In cases provided for in the law, Shareholders may draw up draft resolutions and sent them to the Management Board.
- 2. Each participant of the General Meeting shall have the right to propose changes to draft resolutions before the discussion on a given matter is closed.
- Should the change significantly affect a draft resolution, the Chairperson may require the speaker to file a written draft of the amended resolution. If this is the case, the Chairperson may order a technical break.

#### § 24 [Voting procedure]

1. After the discussion is closed and draft resolutions are read by a Notary Public, the Chairperson, or a person appointed by the Chairperson, announces that the voting procedure shall be started.

- 2. If a request to amend a draft resolution was filed, the request whose adoption or rejection is decisive for other motions is put to vote first, and then the entire draft resolution is voted on. The voting procedure regarding requests referring to draft resolutions is determined by the Chairperson.
- 3. Draft resolution may be submitted in writing to the Chairperson.
- 4. If a large number of motions are put forward during the General Meeting, the General Meeting may set up a Motions Committee upon the request of the Chairperson.
- 5. The Motions Committee may consist of three members elected from among the participants of the General Meeting. Elections shall be held in accordance with the principles adopted for the Voting Committee.
- 6. The Motions Committee shall be responsible for the final editing of all draft resolutions to be put to vote.
- 7. Decisions of the Motions Committee shall be adopted in an open vote by a simple majority.
- 8. A draft resolution or a motion to amend a draft resolution may be withdrawn by the persons who submitted them.
- 9. If a draft resolution is rejected by a vote, it shall not mean that the General Meeting has adopted a negative resolution contradictory to the motion that was put to vote.
- 10. After obtaining the results of the vote, the Chairperson shall specify the number of votes for and against the resolution as well as the number of participants who abstained from voting, and then announces whether the resolution is adopted.

### § 25. [Exclusion from voting]

Shareholders cannot, neither in person nor by proxy, vote on resolutions concerning:

- 1) their responsibility towards the Company for any reason, including the discharge of their duties,
- 2) waiving any of their obligations towards the Company,
- 3) a dispute between the Shareholder and the Company.

Representatives of legal persons shall abstain from voting also when the above circumstances apply to their principal.

#### § 26 [Voting]

- 1. The Chairperson may require participants of the General Meeting to vote in a specified order.
- 2. Voting at the General Meeting is open.
- 3. A confidential vote is ordered during the election and with regard to requests for the dismissal of members of the Company authorities or liquidators, their liability, as well as with respect to personal matters.
- 4. Upon the request of even one participant of the General Meeting, the Chairperson shall order a confidential vote, except for instances when an open vote is required by law. The General Meeting may adopt a resolution to waive

the confidentiality of voting on matters concerning the election of a committee appointed by the General Meeting.

- 5. Voting procedures may use computer vote-counting systems.
- 6. After obtaining the results of the vote, the Chairperson shall specify the number of votes for and against the resolution as well as the number of participants who abstained from voting, and then announces whether the resolution is adopted.
- 7. Documents confirming the results of each vote are signed by all members of the Voting Committee and the Chairperson.

8.Dopuszcza się oddawanie głosu na Walnym Zgromadzeniu drogą\* korespondencyjną z zastrzeżeniem, iż zachowane zostaną poniższe wymagania.

9.Oddanie głosu w drodze korespondencyjnej, pod rygorem nieważności głosu, wymaga użycia formularza publikowanego przez Zarząd Spółki na stronie internetowej zgodnie z regulacją odpowiednich przepisów prawa. Głos korespondencyjny uważa się za skutecznie oddany, jeżeli zostanie doręczony Spółce nie później niż w chwili zarządzenia głosowania na Walnym Zgromadzeniu.

10.Zarząd Spółki, celem identyfikacji Akcjonariusza głosującego drogą korespondencyjną, podejmie odpowiednie działania zgodnie z zasadami określonymi w sposób przewidziany w §7 ust. 6 niniejszego Regulaminu z tym, że oddanie głosu drogą korespondencyjną wymaga złożenia przez osobę oddającą głos podpisu zgodnego z notarialnie poświadczonym wzorem podpisu przedłożonym Spółce. Zarząd Spółki przechowuje otrzymane karty wzorów podpisów.

## § 27. [Majority of votes]

Resolutions of the General Meeting shall be adopted by absolute majority of votes, unless the law or the Articles of Association require a qualified majority to pass a given resolution.

## § 28. [Objections]

Participants of the General Meeting raising objections to a resolution shall be allowed to present a concise reasoning for the objection.

## § 29. [Candidates for the Supervisory Board members]

- 1. The General Meeting shall determine the number of the Supervisory Board members, subject to provisions of the Articles of Association.
- Each participant of the General Meeting shall have the right to propose one or more candidates for Supervisory Board members within 7 (seven) days prior to the General Meeting whose agenda includes changes in the composition of the Supervisory Board. A written proposal should include:
  - 1) name and surname or business name of the shareholder who submits the proposal, and if a representative acts on behalf of a shareholder, also representative's name and surname,
  - 2) name and surname as well as a short résumé of the candidate,

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- 3) detailed justification for the candidacy.
- 3. The Company's Management Board shall announce the names of candidates 5 (five) days prior to the General Meeting. The Management Board shall present all candidates for Supervisory Board members to the Chairperson, along with any documents concerning the candidates.
- 4. Each candidate must give his/her consent in writing to stand as a candidate. The list of candidates is prepared by the Chairperson. The list of candidates cannot be closed if the number of candidates is lower than the number of Supervisory Board members determined by the General Meeting.
- 5. A natural person with full legal capacity may stand as a candidate for a Supervisory Board member, provided that he/she gives the consent thereto in writing.

#### § 30. [Election of the Supervisory Board]

The Supervisory Board members are elected by a confidential vote, by casting a vote for each candidate, in alphabetical order.

#### § 31. [Voting in separate groups]

- 1. Upon the request of shareholders representing at least one fifth of share capital, the Supervisory Board shall be elected by the next General Meeting by way of voting in separate groups.
- 2. A written application should be filed with the Management Board early enough to include the election of the Supervisory Board by way of voting in separate groups in the agenda contained in the announcement of the General Meeting.
- 3. Persons representing the portion of shares resulting from the division of the total number of represented shares by the total number of the Supervisory Board members, may form a separate group in order to elect a member of the Supervisory Board, but they cannot participate in the election of other members.
- 4. Before the election of the Supervisory Board members by way of voting in separate groups, the Chairperson shall inform the General Meeting about the number of shares represented at the General Meeting and the minimum number of shareholders necessary to form a group capable of electing a member of the Supervisory Board.
- 5. The body convening the General Meeting shall allow each group to meet and conduct the election. Each group should elect its chairperson.
- 6. Vacancies in the Supervisory Board that have not been filled by the entitled group of shareholders, formed in accordance with section 3, shall be filled by voting open for all shareholders who did not vote to elect the Supervisory Board members by voting in groups.

- 7. If during the General Meeting referred to in section 3 at least one group capable of electing a member of the Supervisory Board is not formed, the election cannot be held.
- 8. When at least one member of the Supervisory Board is selected pursuant to section 1-7, mandates of all current members of the Supervisory Board shall expire.

## § 32 [Closing of the session]

After all matters included in the agenda have been discussed, the Chairperson announces the closing of the General Meeting.

## § 33 [Minutes certified by a Notary Public]

- Resolutions of the General Meeting are included in minutes drawn up by a Notary Public
- 2. The minutes shall state that the General Meeting was convened in a proper manner and is capable of adopting resolutions, and shall list all resolutions adopted at the Meeting, specifying the number of shares representing valid votes, % of these shares in the Company's share capital, total number of valid votes, the number of votes cast for and against, the number of abstainers, as well as any objections raised. wraz z ich treścią, liczbę głosów oddanych za każdą uchwałą i zgłoszone sprzeciwy.

The list of attendance of the General Meeting should be attached to the minutes.

## § 34 [Record of minutes]

- 1. The evidence of the convention of the General Meeting shall be attached to the record of minutes.
- 2. Excerpts from the minutes along with the evidence of the convention of the General Meeting and powers of attorney granted by shareholders, shall be attached to the record of minutes by the Management Board.
- 3. Shareholders may review the record of minutes and ask for copies of resolutions certified by the Management Board. The Company may claim the reimbursement of the cost of these copies.

### § 35 [Additional minutes]

The Chairperson may order that in addition to the minutes prepared by a Notary Public, additional minutes of the General Meeting be prepared, in order to record the session in more detail. The extent and form of the additional minutes shall be determined by the Chairperson.

#### § 36 [Managing the General Meeting]

The body convening the General Meeting shall provide the legal, notarial, organisational and technical management of the General Meeting.

# V. Miscellaneous provisions

## § 37 [Matters not provided for in these Regulations]

Any matters not provided for in these Regulations shall be governed by the applicable legal provisions and provisions of the Articles of Association.

# § 38 [Amendments to these Regulations]

- These Regulations shall only be amended by resolution of the General Meeting.
   Any amendments to these Regulations shall come into effect as of the date of the next General Meeting.
- 2. If these Regulations are amended by the General Meeting, the Management Board shall draw up the consolidated text of Regulations within 14 days.