

Rules and Regulations of the General Meeting

General provisions

§ 1

These Rules and Regulations include detailed provisions on the principles and proceedings of summoning and conducting the General Meeting.

§ 2

1. General Meetings are held pursuant to applicable provisions of law, to the provisions of Company's Charter and of the provisions hereof.
2. The General Meeting whose agenda includes specific matters upon request of authorized persons or which is summoned upon such request, may be called of solely upon consent of requesting parties.
3. The General Meeting shall be called off or postponed under the same proceedings that govern the summoning thereof. The Company shall use its best endeavors so that such events neither prevent the Shareholders from exercising their right to participate in the General Meeting nor restrict the exercise of this right.

List of Shareholders

§ 3

1. The List of Shareholders is the register of persons authorized to participate in the General Meeting, including their full names or company name, residence (registered office address), type and number of shares and the number of assigned votes. Natural persons may specify their mailing addresses instead of their place of residence.
2. The list of Shareholders shall be made available for inspection in the Management Board Office for three business days directly prior to the General Meeting from 9.00 AM to 5.00 PM and during the General Meeting at its venue.
3. Shareholders may view the List of Shareholders in the Office of the Management Board and may request a copy of the List, upon refunding the costs of preparing such documents, or request the List of Shareholders to be e-mailed free of charge to the address they specified.

Proxies

§ 3¹

1. The Shareholder may participate in the General Meeting and exercise his/her voting rights in person or through proxies.
2. The power of attorney shall be issued in writing and enclosed to the minutes of the General Meeting or granted in electronic form.
3. The Company needs to be notified of electronic powers of attorney through e-mail sent to the address specified in the announcement of summoning the General Meeting. Best efforts need to be made in order to enable the effective validation of the power of attorney. Along with the notification of the power of attorney granted in electronic form, the Shareholder shall send the scanned power of attorney, and scanned documents allowing to identify the proxy and the Shareholder as the principal.
4. If the power of attorney is not granted by a natural person, the Shareholder, as the principal, shall send the scanned copy of principal's register entry.
5. If the proxy is not a natural person, the Shareholder, as the principal, shall send the scanned copy of proxy's register entry.
6. When notifying of the granted power of attorney, the Shareholder shall also provide the Company with the e-mail address and phone number of the Shareholder and of the proxy to enable the Company contacting the Shareholder and his/her proxy.

7. E-mailing the aforesaid documents does not release the proxy from the obligation to present his/her identification documents when the list of attendance is drawn up.
8. The Company shall undertake appropriate steps to identify the Shareholder and the proxy in order to validate the power of attorney granted in electronic form. The validation may consist, without limitation, in replying to the Shareholder and to the proxy through e-mail or by phone in order confirm the fact of granting the power of attorney.
9. The terms governing the identification of the Shareholder shall be respectively applied to the notification to the Company of revoking the granted power of attorney. Any notification of granting or revoking the power of attorney in breach of the requirements set forth in paragraphs 3-8 shall not produce legal effects for the Company.
10. The right to represent the Shareholder other than natural person should be implied by the copy of the entry to the relevant register (original or copy certified as original document by a notary) or by the series of powers of attorney, if any, presented when the list of attendance is drawn up.
11. Person(s) who grant the power of attorney on behalf of the Shareholder other than natural person shall be listed in the valid copy of the entry to Shareholder's relevant register.
12. Members of Company's Management Board and Company's employees may act as Shareholders' proxies on the General Meeting.
13. If the representative on the General Meeting is a Member of Company's Management Board, a Member of Company's Supervisory Board, a receiver, an employee or a member of organizational bodies, or a company employee or an employee of an affiliate company or cooperative, the power of attorney may authorize solely the representation on a single General Meeting. The proxy is required to inform the shareholder on any circumstances that imply an existing or potential conflict of interests. The power of attorney may not be assigned.

Proceedings of the General Meeting

§ 4

1. The President of the Board of Supervisor or a person indicated by the President shall open the General Meeting. If the President of the Board of Supervisors is not present at the General Meeting of Shareholders or does not indicate the person to open the meeting, the Shareholder who holds the highest percentage of shares in the Company's share capital, or the person indicated by this Shareholder, shall open the General Meeting.
2. The person who opens the General Meeting shall arrange for prompt election of the Chairperson, refraining from settling any other essential or formal issues.
3. The Chairperson shall be elected among the participants of the General Meeting.
4. If more than one Chairperson candidate is appointed, the General Meeting shall elect the Chairperson through secret ballot. The person with the highest number of votes cast shall be elected Chairperson.
5. The person who opens the General Meeting shall watch over the correct conduct of election, announce the elected Chairperson and delegate the chairing to him/her.

§ 5

1. The Chairperson states the formal validity of summoning the General Meeting.
2. The Chairperson leads the General Meeting according to the adopted agenda, applicable laws, the Company Charter, these Rules and Regulations, and the standards of corporate governance adopted by the Company.
3. Tasks of the Chairperson include, without limitation:
 - a. ensuring the correct and effective conduct of debates;
 - b. giving the floor,
 - c. issuing organizational regulations;
 - d. ordering the voting, watching over its correct conduct and announcing the results;
 - e. settling procedural doubts.
4. The Chairperson may proceed on organizational matters under the General Meeting.
5. Upon Chairperson's request, the General Meeting may appoint one or several Deputy Chairpersons among the participants of the General Meeting. Their role will be to perform the tasks entrusted by

the Chairperson. The General Meeting shall elect the Deputies under a resolution which is not required to be announced in the agenda.

§ 6

1. Promptly upon election, the Chairperson of the Meeting shall sign the list of attendance which includes the list of participants of the General Meeting along with the number of shares represented by each of them, and the number of their votes.
2. When drawing up the attendance list, the following shall be done:
 - 1) verify whether the Shareholder is authorized to attend the General Meeting,
 - 2) verify the identity of the Shareholder or of his/her proxy (other representative) using his/her ID card or other credible identity document,
 - 3) validate the representation of the Shareholder; documents stating the right to represent (power of attorney, copies of entry to relevant registers) are enclosed to the minutes of the General Meeting,
 - 4) make the Shareholder or his/her proxy (other representative) sign the attendance list,
 - 5) provide the Shareholder or his/her proxy (other representative) with an appropriate voting card.
3. The list of attendance is drawn up by persons appointed by the Management Board, unless the Shareholders who own 1/10 (one tenth) of share capital represented on the General Meeting submit the request referred to in article 410(2) of the Commercial Companies Code.
4. Appeals regarding the right to attend the General Meeting shall be submitted to the Chairperson of the Meeting.

§ 7

1. Upon Chairperson's request, the General Meeting may appoint a Ballot Committee. The number of members of the Ballot Committee shall be specified by the Chairperson.
2. Members of the Ballot Committee are elected among the participants of the General Meeting. Each Shareholder may propose one candidate.
3. Members of the Committee are elected by the General Meeting. Each candidate is subject to subsequent ballots. The Ballot Committee includes persons with the highest number of votes cast.
4. Obligations of the Ballot Committee include:
 - a. watching over the correct conduct of voting;
 - b. determining the results of voting and informing the Chairperson thereof in order to announce them;
 - c. other activities related to the conduct of voting.
5. If any irregularities are stated in the conduct of voting, the Ballot Committee shall promptly notify the Chairperson thereof and submit proposals regarding further proceedings.

§ 8

1. Members of the Management Board and of the Supervisory Board may attend the General Meeting without receiving an invitation.
2. The Management Board shall notify the members of the Supervisory Board of the dates of General Meetings.
3. If invited by the Management Board, other persons may attend the debates or relevant parts thereof, including, without limitation, certified accountants and experts, if their participation is purposeful as the participants of the General Meeting need to be provided with opinions on contemplated matters.
4. Such persons may also be invited on an ad-hoc basis by the Management Board and by the Chairperson to attend only a specific part of General Meeting's debates.

§ 9

1. After the Chairperson of the Meeting is elected and the attendance list is signed, the Chairperson of the Meeting states the formal validity of summoning the General Meeting and its ability to pass resolutions, and presents the agenda.
2. The General Meeting may adopt the proposed agenda as is, modify the sequence of items in the agenda or remove some matters from the agenda, provided that the resolution on abandoning the proceedings over a matter included in the agenda may be passed only for substantial reasons. The related request shall be duly substantiated. In the event of matters included in the agenda at the

request of shareholders, to remove such an item from the agenda or abandon it, the General Meeting must pass a resolution upon prior consent of all requesting shareholders who are present, backed by 75% of votes of the General Meeting.

3. The General Meeting may also add to the agenda new items, and discuss such items, without however passing any resolutions concerning such items.
4. If the General Meeting resolves to remove an item from the agenda, motions submitted in connection with the removed item are abandoned.
5. The Chairperson may not independently remove items from the announced agenda, change the order of individual items, or proceed on matters of substance not included in the agenda.
6. Following the presentation of each item included in the agenda, the Chairperson opens the discussion, inviting speakers in the order of their enlisting.
7. The decision on closing the discussion is made by the Chairperson.
8. Speakers may express their opinions only on items included in the agenda, referring to the currently discussed item.
9. Speakers who fail to comply with Chairperson's guidelines or take the floor in breach of the Rules and Regulations may be deprived of their right to speak by the Chairperson.
10. The Chairperson may expel the persons who disturb the orderly conduct of debates. Upon request of the interested party, the General Meeting may decide otherwise in cases referred to above.
11. As regards formal matters, the Chairperson may invite speakers outside the established sequence.
12. Formal matters include, without limitation, motions with regard to:
 - a. closing the list of speakers,
 - b. restricting, delaying or closing the discussion,
 - c. limiting the time allocated to speakers,
 - d. announcing an organization break in the proceedings,
 - e. deciding the order of voting on resolutions,
 - f. ensuring compliance of the General Meeting's proceedings with applicable laws, with the Company's Charter, and with these Rules and Regulations.
13. The discussion on formal motions should be conducted directly after submitting them.
14. Upon request of any participant of the General Meeting, the draft resolution may be re-edited or amended if such actions do not result in passing a resolution whose content falls outside the scope of the subject matter of the agenda, unless such draft resolution was prepared by the Shareholders.
15. First, the Chairperson conducts the voting on the resolutions whose content was set forth in the announcement on summoning the General Meeting. Afterwards, the draft resolutions presented by the Management Board, the Supervisory Board, Shareholders representing at least 1/20 (one twentieth) of the share capital and other Shareholders are voted on subsequently.
16. Persons who raise objections as to the resolution are allowed to briefly substantiate their objection, and the Chairperson shall enable them to do so.
17. Members of the Management Board and of the Supervisory Board, and invited experts whose votes are not taken into account when drawing up the list and number of speakers, may be invited to speak outside the established sequence by the Chairperson.
18. Having closed the discussion of formal motions, the Chairperson opens the General Meeting's voting on these items, unless it is necessary to order an organization break in order to ask the opinion of experts.
19. Having exhausted the agenda, the Chairperson closes the General Meeting. Following the closing of the General Meeting, it no longer constitutes an organizational body of the Company, and the participants of the General Meeting may not pass valid resolutions.

§ 10

1. Written draft resolutions included in the agenda specified in the announcement of the General Meeting shall be prepared by the Management Board, unless an item of the agenda was proposed by Shareholders representing at least 1/20 (one twentieth) of the share capital. In such case, the draft resolution is prepared by the Shareholders. However, should they fail to submit the draft resolution, it shall be prepared by the Management Board.
2. If, during the discussion, the speakers did not expressly formulate the wording of the proposed resolution, the final edition of submitted motions shall be ensured by the Chairperson. Draft resolutions may be delivered in writing to the Chairperson.

3. Draft resolutions or requests to amend their content may be withdrawn by persons who submitted them.
4. The General Meeting may amend or invalidate resolutions it has previously adopted.
5. Rejecting a draft resolution, as a result of failure to receive the required majority of votes, shall not mean that the General Meeting adopted a negative resolution, i.e. a resolution with contrary provisions to the motion subject to voting.

§ 11

1. Resolutions are voted on after their draft content is read by the notary, by the Chairperson or by the person he/she appointed. If printed resolutions are available on the venue or the resolution is displayed and viewable to the attendants of the General Meeting, their content is not required to be read.
2. The order of voting shall be as follows:
 - a. voting on motions regarding the draft resolution; motions whose adoption or rejection decides on other motions shall be voted on first;
 - b. voting on the entire draft resolution in the proposed wording, amended as per adopted motions.
3. The order of voting on motions regarding the draft resolution shall be specified by the Chairperson.
4. If the adoption of the resolution requires a specific quorum or a qualified majority of votes, the number of votes or part of share capital represented by the persons attending the meeting shall be verified by counting the number of votes cast in the voting on the draft resolution.
5. Voting on the General Meeting takes place by raising hands and received voting cards or with the electronic system for the counting of votes. If the electronic system for the counting of votes is not used, secret ballots take place by transferring the mandate that specifies the number of available votes and the results of voting to the Chairperson or to the Ballot Committee.
6. If the General Meeting appointed the Ballot Committee, documents including the results of each ballot shall be signed by all members of the Ballot Committee and by the Chairperson.

§ 12

1. Candidates for members of the Supervisory Board shall be presented at the General Meeting by participants of the General Meeting requesting to appoint members of the Supervisory Board. Should these persons be absent, the candidates shall be presented by the Chairperson of the General Meeting. The candidate is put on the candidates list after he/she declares to meet the necessary criteria, as adopted by the Company, allowing him/her to be deemed an independent member and after he/she makes other declarations, if any, required by the applicable provisions of law.
2. Voting on the election of members of the Supervisory Board shall be preceded by adopting the resolution that specifies the number of elected members of the Supervisory Board. This number may neither be greater than the number of proposed candidates nor lower than 5.
3. Each member of the Supervisory Board is elected individually, through secret ballot. Candidates with the highest number of votes shall be elected members of the Supervisory Board.
4. If Shareholders representing at least 1/5 (one fifth) of the share capital submit a motion to elect the Supervisory Board in separate groups, the Chairperson shall order the election of the Supervisory Board in separate groups, as per the proceedings set forth in the Commercial Companies Code.

§ 13

The excerpt of the minutes of the General Meeting, along with the pieces of evidence of summoning the General Meeting and with the powers of attorney granted by the Shareholders shall be enclosed to the minutes book by the Management Board.

Final provisions

§ 14

Any issues not regulated hereunder shall be respectively governed by applicable provisions of law and by the provisions of the Charter.

§ 15

1. If the Rules and Regulations are amended by the General Meeting, the Management Board shall draw up the consolidated text thereof.
2. Any and all amendments to the Rules and Regulations shall be introduced by way of resolution of the General Meeting and shall otherwise be deemed null and void. Amendments to the Rules and Regulations are applicable not earlier than following the next General Meeting taking place after the General Meeting where the resolution to amend the Rules and Regulations was adopted.
3. Rules and Regulations of the General Meeting are applicable to all General Meetings of Shareholders.
4. These Rules and Regulations come into effect as of the date of adoption.