

## **Resolutions adopted by the Ordinary General Meeting of Shareholders**

The Management Board of ATM S.A., with its registered office in Warsaw, presents below the resolutions adopted by the Ordinary General Meeting of ATM S.A. on May 12, 2010.

**RESOLUTION No. 1/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON INVESTIGATION AND APPROVAL OF MANAGEMENT BOARD'S BUSINESS  
REPORTS FOR THE COMPANY AND THE ATM S.A. GROUP, FINANCIAL  
STATEMENTS OF THE COMPANY, AND CONSOLIDATED FINANCIAL  
STATEMENTS OF THE ATM S.A. GROUP FOR 2009

Pursuant to Art. 395 (2) (1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. has investigated and herewith approves:

1. Management Board's Company and Group business report for 2009;
2. financial statements of the Company for 2009 showing a balance sheet total amounting to PLN 318,716 thousand and a net profit amounting to PLN 7,743 thousand;
3. consolidated financial statements of the ATM S.A. Group for the year 2009 showing the balance sheet total amounting to PLN 366,719 thousand and a net profit amounting to PLN 9,868 thousand.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 2/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON 2009 PROFIT DISTRIBUTION

Pursuant to Art. 395 (2) (2) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby resolves to allocate the entire 2009 net profit of the Company amounting to PLN 7,742,619.91 to the reserve capital of the Company.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 3/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON THE ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF  
THE MANAGEMENT BOARD IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Roman Szwed, President of the Management Board, in the period from January 1, 2009 to December 31, 2009.

*In the voting, votes from 12,982,543 shares were cast, corresponding to 36% of the share capital. The total number of valid votes was 12,982,543, out of which 12,982,543 were for the resolution, 0 against, and 0 abstaining. The shareholder not authorized to vote pursuant to Art. 413 of the Code of Commercial Companies, namely Roman Szwed holding 3,381,904 votes, did not participate in the voting.*

**RESOLUTION No. 4/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON THE ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF  
THE MANAGEMENT BOARD IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Tadeusz Czichon, Vice President of the Management Board, in the period from January 1, 2009 to December 31, 2009.

*In the voting, votes from 10,407,560 shares were cast, corresponding to 29% of the share capital. The total number of valid votes was 10,407,560, out of which 10,407,560 were for the resolution, 0 against, and 0 abstaining. The shareholder not authorized to vote pursuant to Art. 413 of the Code of Commercial Companies, namely Tadeusz Czichon holding 5,956,887 votes, did not participate in the voting.*

**RESOLUTION No. 5/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON THE ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF  
THE MANAGEMENT BOARD IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Maciej Krzyżanowski, Vice President of the Management Board, in the period from May 18, 2009 to December 31, 2009.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 6/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE  
SUPERVISORY BOARD  
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Jan Wojtyński, President of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 7/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE  
SUPERVISORY BOARD  
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Sławomir Kamiński, Member of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 8/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE  
SUPERVISORY BOARD  
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Jan Madey, Member of the Supervisory Board, in the period from January 1, 2009 to May 17, 2009.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 9/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE  
SUPERVISORY BOARD  
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Tomasz Tucholka, Member of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 10/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE  
SUPERVISORY BOARD  
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Zbigniew Mazur, Member of the Supervisory Board, in the period from January 1, 2009 to December 31, 2009.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 11/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON ACKNOWLEDGEMENT OF THE FULFILLMENT OF DUTIES BY MEMBERS OF THE  
SUPERVISORY BOARD  
IN 2009

Pursuant to Art. 395 (2) (3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. hereby acknowledges the fulfillment of duties by Mirosław Panek, Member of the Supervisory Board, in the period from May 18, 2009 to December 31, 2009.

**RESOLUTION No. 12/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON CHANGES IN SUPPLEMENTARY CAPITAL

Pursuant to Art. 396(5) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. decides to transfer from Company's retained earnings to Company's supplementary capital the FX gain/loss of PLN 654,676.00 on 2007 leasing agreements and the amount of PLN 1,098,265.62 accounting for the valuation of options granted in accordance with the 2008 incentive scheme.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**RESOLUTION No. 13/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON AMENDMENTS TO THE COMPANY'S CHARTER

Pursuant to Art. 430(1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ATM S.A. resolves the following amendments to the Company's Charter:

**- previous wording of section 5(1):**

1. The business of the company covers:

- 1) Reproducing IT information media (PKD 22.33.Z),
- 2) Manufacturing office machines (PKD 30.01.Z),
- 3) Manufacturing computers and other information processing devices (PKD 30.02.Z),
- 4) Providing installation, repair and maintenance services for electric distribution and control systems (PKD 31.20.B),
- 5) Manufacturing electric equipment not classified elsewhere, with the exception of service provision (PKD 31.62.A),
- 6) Providing electric equipment installation, repair and maintenance services not classified elsewhere (PKD 31.62.B),
- 7) Carrying out general construction works related to constructing buildings (PKD 45.21.A),
- 8) carrying out general construction works related to line systems: long-haul pipelines, power supply lines, electric traction lines, and telecommunications lines (PKD 45.21.C),
- 9) carrying out general construction works related to distribution line systems: local pipelines, power supply lines, electric traction lines, and telecommunications lines (PKD 45.21.D),
- 10) Constructing electric systems in buildings (PKD 45.31.A),
- 11) Building electric signaling systems (PKD 45.31.B),
- 12) Building other electric systems (PKD 45.31.D),
- 13) Building other construction systems (PKD 45.34.Z),
- 14) Fixed-line telephony and telegraphy (PKD 64.20.A),
- 15) Mobile telephony (PKD 64.20.B),
- 16) Data transmission and ICT (PKD 64.20.C),
- 17) Radio communications (PKD 64.20.D),
- 18) Radio broadcasting (PKD 64.20.E),
- 19) Cable television (PKD 64.20.F),
- 20) Other telecommunications services (PKD 64.20.G),
- 21) Financial leasing (PKD 65.21.Z),
- 22) Other financial agency not classified elsewhere (PKD 65.23.Z),
- 23) Financial market management (PKD 67.11.Z),
- 24) Accessory financial activities not classified elsewhere (PKD 67.13.Z),
- 25) Adapting and selling real estate on company's own behalf (PKD 70.11.Z),
- 26) Buying and selling real estate on company's own behalf (PKD 70.12.Z),
- 27) Renting real estate on company's own behalf (PKD 70.20.Z),
- 28) Renting office machines and equipment (PKD 71.33.Z),
- 29) Renting other machines and equipment (PKD 71.34.Z),
- 30) Renting goods for personal and home use (PKD 71.40.Z),
- 31) Computer equipment consulting (PKD 72.10.Z),
- 32) Software-related business (PKD 72.20.Z),
- 33) Data processing (PKD 72.30.Z),
- 34) Database-related business (PKD 72.40.Z),

- 35) Maintenance and repair of office machines, accounting machines and computing machines (PKD 72.50.Z),
- 36) Other IT-related business (PKD 72.60.Z),
- 37) Technical science research and development (PKD 73.10.G),
- 38) Research and development related to other fields of natural and technical science (PKD 73.10.G),
- 39) Consulting on business operations and management (PKD 74.14.A),
- 40) Consulting on holding trade fairs and exhibitions (PKD 74.84.A),
- 41) Management and leadership in business operations (PKD 74.14.B),
- 42) Design activities in the field of construction, technology and town planning (PKD 74.20.A),
- 43) Technical surveys and reviews (PKD 74.30.Z),
- 44) Advertising (PKD 74.40.Z),
- 45) Non-school teaching not classified elsewhere (PKD 80.42.Z),
- 46) Activities of other member organizations not classified elsewhere (PKD 91.33.Z),
- 47) Other recreational activities not classified elsewhere (PKD 92.72.Z),
- 48) Other publishing activities (PKD 22.15.Z),
- 49) Other printing-related services (PKD 22.25.Z),
- 50) Manufacturing clean information media (PKD 24.65.Z),
- 51) Wholesale of office machines and equipment (PKD 51.64.Z),
- 52) Other specialized wholesale (PKD 51.70.A),
- 53) Other non-specialized wholesale (PKD 51.70.B),
- 54) Retail sale of furniture, office equipment, computers and telecommunications equipment (PKD 52.48.A),
- 55) Other operations supporting overland transportation (PKD 63.21.Z).

**- shall be superseded by § 5(1) in the following wording:**

The business of the company covers:

- 1) Wired telecommunications activities (PKD 61.10.Z);
- 2) Wireless telecommunications activities except for satellite telecommunications (PKD 61.20.Z);
- 3) Satellite telecommunications activities (PKD 61.30.Z);
- 4) Other telecommunications activities (PKD 61.90.Z);
- 5) Software-related activities (PKD 62.01.Z);
- 6) IT consultancy-related activities (PKD 62.02.Z);
- 7) Activities related to the management of IT hardware (PKD 62.03.Z);
- 8) Other IT service activities (PKD 62.09.Z);
- 9) Data processing; website management (hosting) and related activities (PKD 63.11.Z);
- 10) Installation of industrial machines, hardware and equipment (PKD 33.20.Z);
- 11) Web portal activity (PKD 63.12.Z);
- 12) Reproduction of recorded media (PKD 18.20.Z);
- 13) Repair and maintenance of electric devices (PKD 33.14.Z);
- 14) Works related to the construction of telecommunications and power supply lines (PKD 42.22.Z);
- 15) Installation of electrical wiring and fittings (PKD 43.21.Z);
- 16) Other building installation (PKD 43.29.Z);

- 17) Implementation of construction projects related to the erection of buildings (PKD 41.10.Z);
- 18) Wholesale of PCs, peripherals and software (PKD 46.51.Z);
- 19) Wholesale of electronic and telecommunication hardware and of related parts (PKD 46.52.Z);
- 20) Retail sale of PCs, peripherals and software in specialized stores (PKD 47.41.Z);
- 21) Retail sale of telecommunication hardware in specialized stores (PKD 47.42.Z);
- 22) Engineering activities and related technical consultancy (PKD 71.12.Z);
- 23) Other professional, scientific and technical activities not classified elsewhere (PKD 74.90.Z);
- 24) Other non-school teaching not classified elsewhere (PKD 85.59.B);
- 25) Repair and maintenance of (tele)communication hardware (PKD 95.12.Z);
- 26) Accountancy and book-keeping activities except for tax consultancy (PKD 69.20.Z);
- 27) Broadcasting generally available and subscribed television channels (PKD 60.20.Z);
- 28) Rental and management of proprietary or leased real estate (PKD 68.20.Z);
- 29) Other business and management consultancy activities (PKD 70.22.Z);
- 30) Other technical research and analyses (PKD 71.20.B);
- 31) Scientific research and development in the field of other technical and life sciences (PKD 72.19.Z);
- 32) Intermediation in sale of time and space for advertising purposes in electronic media (Internet) (PKD 73.12.C);
- 33) Intermediation in sale of time and space for advertising purposes in other media (PKD 73.12.D);
- 34) Lease of intellectual property and similar products, except for copyright protected works (PKD 77.40.Z);
- 35) Production of (tele)communication hardware (PKD 26.30.Z);
- 36) Rental and lease of office machines and devices, including PCs (PKD 77.33.Z);
- 37) Rental and lease of other machines, devices and material goods not classified elsewhere (PKD 77.39.Z);
- 38) Security systems service activities (PKD 80.20.Z);
- 39) Activities supporting the education (PKD 85.60.Z);
- 40) Repair and maintenance of PCs and peripherals (PKD 95.11.Z);

**- § 6(4), in the following wording, is removed:**

4. In order to issue to a shareholder such shares that are not released for public trading, the Company shall deposit the shares at a brokerage house, a bank providing brokerage services, or a bank carrying securities accounts of the Company's choice; and shall instruct the brokerage house or bank to issue a registered certificate of deposit to the shareholder. Shares placed on deposit as specified above shall remain in the deposit until they are released into public trading. Once shares are released into public trading, the released shares are governed by the regulations of the "Public Trading of Securities Law".

**- § 6(5), in the following wording, is removed:**

5. The Company may issue bonds, including convertible bonds and preemptive bonds.



**- § 6a, in the following wording, is removed:**

1. Up to November 22, 2009 the Company's Management Board may increase the share capital by no more than PLN 18,394,128 (eighteen million three hundred ninety four thousand one hundred twenty eight zlotys) (the target capital). The Management Board may execute the authorization by making one or several subsequent increases of the share capital upon obtaining the consent from the Supervisory Board. Such consent should be granted in the form of a resolution, and should be based on a review of the Company's detailed investment needs. The Company's Management Board may issue shares both in exchange for monetary contribution and non-monetary contribution. The Company's Management Board may not issue preference shares nor grant shareholders personal rights specified in article 354 of the Commercial Companies Code. This authorization does not include the right to increase the share capital by using the Company's own funds.

The resolution of the Company's Management Board passed in accordance to § 1 shall be equivalent to a resolution of the General Meeting of Shareholders on increasing the share capital, and shall only be valid if produced in the form of a notary deed.

In relation to the increase of the share capital executed under the authorization to raise the share capital up to the amount of the target capital granted to the Management Board in the Company's Charter, the Company's Management Board may, upon the consent of the Board of Supervisors, exclude or limit the existing shareholders' right of preemption to the Company's shares (the right to acquire). The consent of the Board of Supervisors shall be expressed as a resolution passed in the presence of at least three members of the Board of Supervisors and with no opposing votes.

**- previous wording of § 10(1):**

1. The Company's Management Board consists of 2 to 7 people appointed and dismissed by the Board of Supervisors. The Management Board includes the President of the Company Management Board and Members of the Board.

**- shall be superseded by § 10(1) in the following wording:**

1. The Company's Management Board consists of 2 to 7 people appointed and dismissed by the Board of Supervisors. The Management Board includes the President of the Company Management Board and Members of the Board. At least one of the members of the Management Board serves as Vice-President of the Management Board.

**- § 11a in the following wording is added after § 11 of the Charter:**

The meetings of the Management Board shall be chaired by the President of the Management Board and, in the case of his/her absence, by one of the Vice-Presidents. Resolutions of the Management Board shall be passed by absolute majority of votes. In the event of equal split of votes, the vote of the President of the Management Board shall prevail. In the event of conflict of interests, the member of the Management Board whom such conflict concerns shall abstain from voting.

**- previous wording of § 13(1):**

1. The Board of Supervisors shall consist of five members.

**- shall be superseded by § 13(1) in the following wording:**

1. The Board of Supervisors shall consist of at least five members.

**- previous wording of § 16:**

1. The entity that summons the General Meeting shall establish its agenda.

2. The Board of Supervisors and Shareholders who represent at least 10% (ten percent) of the share capital may request that individual matters be included in the agenda of the next General Meeting.

If such a request is submitted after the notification that a General Meeting has been summoned, then it shall be considered as a request to summon a subsequent General Meeting.

In the case 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.

**- shall be superseded by § 16 in the following wording:**

1. The entity that summons the General Meeting shall establish its agenda.

3. The General Meeting shall be summoned by the Management Board. In cases referred to in the Commercial Companies Code, the General Meeting may be summoned by the Supervisory Board or by the Shareholders.

4. The General Meeting takes place as per the Rules and Regulations of the General Meeting adopted under a resolution by the General Meeting of the Company.

**- § 19a, in the following wording, is added:**

The Shareholder may participate in the General Meeting and exercise his/her voting rights in person or through proxies. The power of attorney authorizing to participate in the General Meeting and to exercise the voting rights shall be granted in writing or in electronic form. The electronic power of attorney shall enable the identification of the shareholder and of the proxy. The power of attorney template form is available on Company's website at [www.atm.com.pl](http://www.atm.com.pl) and in Company's registered office. The risk related to the exercise of voting rights by the proxy and to the electronically granted power of attorney shall be borne by the Shareholder.

**- previous wording of § 24:**

1. The Company shall publish its announcements in the "Monitor Sądowy i Gospodarczy" (the Court and Economy Monitor) periodical dedicated to publishing information from commercial law companies.

2. In matters not provided for in this Charter, the relevant provisions of the Commercial Companies Code and other applicable legal regulations shall apply.

**- shall be superseded by § 24 in the following wording:**

In matters not provided for in this Charter, the relevant provisions of the Commercial Companies Code and other applicable legal regulations shall apply.

Pursuant to article 430(5) of the Commercial Companies Code, the Supervisory Board shall be authorized to adopt the consolidated text of Company's Charter, including the amendments introduced by this Resolution.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

*Pursuant to § 38.1.2(a) of the Regulation of the Minister of Finance, dated February 19, 2009, on current and periodic information to be provided by issuers of securities, and the conditions of recognizing equivalent information complying with regulations of a non-member country, the text of the new Articles of Association, and the list of new or amended provisions thereof will be announced immediately after the consolidated text of the Company's Articles Association is approved by the ATM S.A. Supervisory Board.*

**RESOLUTION No. 14/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON AMENDMENTS TO THE RULES AND REGULATIONS OF THE GENERAL MEETING  
OF THE COMPANY

Pursuant to the provisions of § 20(d) of the Company's Charter, the following amendments to the Rules and Regulations of the General Meeting are resolved:

1. the Rules and Regulations of the General Meeting resolved on October 26, 2004 are declared invalid.
2. the Rules and Regulations of the General Meeting, in the wording attached in the Appendix hereto, are resolved.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

## 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

#### § 3<sup>1</sup>

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 the Company.
4. These Rules and Regulations come into effect as of the date of adoption.

**RESOLUTION No. 15/2010**  
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF ATM SPÓŁKA AKCYJNA  
ON AMENDMENTS TO THE CHARTER OF THE SUPERVISORY BOARD

Pursuant to Art. 391(3), and with reference to § 20(d) of the Company's Charter, the following amendments to the Charter of the Supervisory Board are adopted:

1. the Charter of the Supervisory Board resolved on June 30, 2005 is declared invalid.
2. the Charter of the Supervisory Board, in the wording attached in the Appendix hereto, is resolved.

*In the voting, votes from 16,364,447 shares were cast, corresponding to 45% of the share capital. The total number of valid votes was 16,364,447, out of which 16,364,447 were for the resolution, 0 against, and 0 abstaining.*

**Appendix to the Resolution No. 15/2010 of May 12, 2010**

**Supervisory Board Rules**

**General provisions**

**§ 1**

1. These Rules define the organization and activities of the ATM S.A. Supervisory Board (hereinafter: the "Supervisory Board").
2. The Supervisory Board supervises all areas of the Company's operations.
3. The Supervisory Board acts in compliance with the Company's Articles of Association, resolutions of the General Meeting of Shareholders, applicable laws, and these Rules.
4. The Supervisory Board's activities are based on the corporate governance code adopted by the Company and set forth in the "Good Practices in Public Companies" document passed under § 27 of the Warsaw Stock Exchange Rules.
5. Without detriment to competencies of other Company bodies, the Supervisory Board may give its opinions on all matters related to the Company's operations, and, in particular, submit motions and suggestions to the Management Board, which in such case shall inform the Supervisory Board Chairman, within 14 (fourteen) days of such submittal, how such motions and suggestions have been addressed.

**Chairman and Deputy Chairman of the Supervisory Board**

**§ 2**

1. The Supervisory Board is composed of at least 5 (five) Members, including the Chairman and Deputy Chairman.
2. If the General Meeting of Shareholders appoints the Supervisory Board for a new term, or the current Chairman of the Supervisory Board is dismissed or resigns, the Supervisory Board shall convene within 2 weeks of such event, and elect out of its Members the new Chairman and Deputy Chairman.
3. In the situation contemplated in item 2 above, until the new Supervisory Board Chairman is elected, the Supervisory Board meetings shall be chaired by the chairman of the last General Meeting, or in the absence thereof, by the oldest Member of the Supervisory Board.
4. The candidates for chairmanship are proposed by Members of the Supervisory Board during its meeting. If only one candidate is proposed, the candidate shall be elected if he/she gets votes of at least 50% of the remaining Members participating in the meeting. If multiple candidates are proposed, the candidate with the largest number of votes shall be elected. If multiple candidates get the same, largest number of votes, the ballot shall be repeated for those candidates only.
5. After electing the Chairman, the Deputy Chairman shall be elected using the same procedure.
6. The Supervisory Board Chairman manages the activities of the Supervisory Board, and represents it towards the Management Board and other parties. Acting in this capacity, the Chairman must comply with resolutions passed on a specific issue by a simple majority of the Supervisory Board Members.
7. The Supervisory Board may dismiss the Chairman and the Deputy Chairman before expiration of the term. A motion of dismissal may be submitted by any Supervisory Board Member to the Chairman, not later than by 3 days before the Supervisory Board meeting. Passing the motion of dismissal requires an absolute majority of votes. In the event of an equal number of votes for and against, the motion of dismissal is defeated.
8. *[Subsection intentionally left out, as it is relevant to the Polish language only.]*



## **Term of the Supervisory Board**

### **§ 3**

1. Members of the Supervisory Board are appointed for a joint 5-year term of office.
2. The term of the Supervisory Board Members shall expire on the date of the General Meeting of Shareholders approving the financial statements of the Company for the fiscal year in which the fourth anniversary of the Supervisory Board appointment date falls.
3. The term of a Supervisory Board Member assuming the position in place of another Member whose term has been terminated, expires at the end of term of the entire Supervisory Board.
4. Each Member of the Supervisory Board may resign from the office during the term, even without cause. However, such resignation should respect the “Good Practices in Public Companies.” The resignation should be submitted to the Management Board or the Supervisory Board Chairman.
5. A Supervisory Board Member who has resigned may be re-elected.

## **Obligations of the Supervisory Board Members**

### **§ 4**

1. The Supervisory Board Members may exercise their rights and perform their duties only in person.
2. A candidate for a Supervisory Board Member, before being elected, must submit in writing to the Management Board information about any personal, factual, and organizational links with shareholders, and in particular with the majority shareholder, or declare that there are no such links. If such circumstances change during the term, the Members must immediately notify the Management Board in writing.
3. The information contemplated in item 2 above shall be disclosed by the Company at its website.
4. Information about the education and professional experience of Supervisory Board Members is disclosed by the Company on its website.
5. The Supervisory Board Members must keep confidential all information (oral, written, or digital) obtained in relation to their duties in the Supervisory Board, and may not disclose it to any third party. Such obligation of confidentiality applies irrespectively of whether or not such information was marked as “confidential.” Such obligation of confidentiality does not apply to information which has been publicly disclosed, which is widely known, or whose disclosure by the Supervisory Board Member has been authorized by the Management Board.
6. Immediately after being elected, the Supervisory Board Members must provide to the Management Board their contact data, such as correspondence address, phone number, fax number, or e-mail address, to which any notices of Supervisory Board meetings and other correspondence or information from the Company should be sent.
7. In the event of a change of such contact data, the Member must immediately notify the Supervisory Board Chairman, or, if it is impossible, the Management Board.
8. If due to absence, technical failure, or other reasons a Supervisory Board Member is unable or is to be unable to:
  - 1) receive correspondence at the correspondence address for more than 7 days, or
  - 2) receive information by phone, fax or e-mail for more than 24 hours,such Member must immediately provide new contact data to the Supervisory Board Chairman, or, if it is impossible, to the Management Board.
9. If the Supervisory Board Member fails to comply with the obligations set forth in items 7 and 8 above, any notices sent to the address or number provided under item 6 above shall be deemed duly delivered.
10. The Supervisory Board Members are obliged to participate in Supervisory Board meetings. In case of absence, the Member shall explain the reason in writing.

## **Convening, proceedings and the mode of adopting resolutions**

### **§ 5**

1. The Supervisory Board shall hold its meetings at least once every quarter.
2. The Supervisory Board meetings are convened by the Chairman, without prejudice to the right of the Management Board or Supervisory Board Members to call the meetings as stipulated by the Code of Commercial Companies and in the Company’s Articles of Association.
3. The first meeting of the Supervisory Board in a new term shall be convened by the Management Board.
4. The person convening the Supervisory Board meeting shall immediately notify the Management Board.
5. The Supervisory Board meetings shall be chaired by the Supervisory Board Chairman. In absence of the Chairman, the meeting shall be chaired by the Deputy Chairman, and in absence thereof – by another Supervisory Board Member appointed by the Chairman, and if no such person has been appointed – by the oldest Supervisory Board Member.
6. Notices to Supervisory Board Members, including notifications of meetings, shall be sent by registered mail to the address specified to the Management Board by the Supervisory Board Member. With consent of the Supervisory Board Member, the notices may be sent by e-mail or by fax to the address/number specified to the Management Board by the Supervisory Board Member. A notice sent by e-mail shall be deemed duly delivered if the sender receives an electronic confirmation of the message having been displayed to the recipient, or if the recipient sends an e-mail message confirming the delivery. A notice sent by fax shall be deemed duly delivered if the Supervisory Board Member sends back by fax a signed confirmation of receipt.
7. The notices shall be sent by the Supervisory Board Chairman or another person authorized by the Chairman. In particular, the Chairman may authorize the Management Board or the Management Board Office to perform those tasks.
8. The notice of meeting is not required if the meeting is announced by the Chairman directly to the Members during the previous meeting.

#### § 6

1. The agenda of a Supervisory Board meeting may be suggested to the Chairman by other Members and by the Management Board, via email, by at least 7 days before the date of the meeting.
2. The Supervisory Board adopts resolutions by absolute majority of votes of Members attending the meeting. In the event of equal split of votes, the Chairman's vote prevails.
3. In cases envisaged in the "Good Practices in Public Companies," a resolution should be passed only if it is supported by at least one independent Member of the Supervisory Board.
4. The voting at the Supervisory Board meetings is open. On a justified request of at least one Supervisory Board Member or in cases required by the applicable law, the voting is secret.
5. The Supervisory Board meetings shall be accessible and open to the Management Board Members, except for matters directly related to the Management Board or its Members.
6. The Supervisory Board may invite to the meeting other persons who can provide the Board with required information.
7. The minutes of Supervisory Board meetings are taken by a minutes secretary appointed by the Management Board, and accepted by the Supervisory Board. The Supervisory Board may proceed without the minutes secretary. In such event, the minutes are kept by the person chairing the meeting. The minutes should be taken on an ongoing basis during the proceedings, and signed by the minutes secretary and all the attending Members immediately after closing the meeting. In justified cases, a Supervisory Board Member may sign the minutes at a later time.

#### § 7

1. Pursuant to the Company's Articles of Association, the Supervisory Board may adopt resolutions in writing or through direct remote communication means.
2. In the event of adopting a resolution in writing, the resolution contents must be delivered to the Supervisory Board Members by e-mail or fax, in compliance with § 5.6 above. If no objections to the contents are raised, the resolution is dispatched to be signed by all Supervisory Board Members. The Members vote for or against the resolution by placing their signatures under it. Using the digital signature for such purpose is also allowed.
3. In the event of adopting a resolution through direct remote communication means, the Supervisory Board Members communicate with the person chairing the meeting through telephone, the Internet, or other remote communication channels enabling identification of the persons participating in the meeting. The chairing person or another authorized person reads out or delivers electronically the contents of the resolution to all Board Members participating in the meeting, who subsequently vote for or against the resolution. In such event, the resolution is signed, on behalf of the Member participating in the meeting remotely, by the chairing person, with annotation indicating such remote participation of the Member.
4. To ensure efficient and effective proceedings, the Management Board shall dispatch in advance to the Supervisory Board Members all materials necessary to fulfill the meeting agenda.

#### § 8

1. The minutes of Supervisory Board meeting should contain:
  - a) the date and place of the meeting;
  - b) a list of Supervisory Board Members participating in the meeting, with indication who has attended the meeting through direct remote communication means;
  - c) a list of any other attendants of the Supervisory Board meeting, possibly with indication which part of the meeting the person attended;
  - d) the agenda;
  - e) the proceedings of the meeting, and the contents of any dissenting opinions or objections to the resolutions and decisions;
  - f) the contents of adopted resolutions, complete with the voting results;
  - g) signatures of the minutes secretary and all Members participating in the meeting, subject to § 7.3 above.
2. Every Supervisory Board Member may request his/her motions or declarations to be entered into the minutes (or attached thereto if submitted in writing).
3. The minutes of a Supervisory Board meeting shall be immediately delivered by the chairing person to the Minutes File kept by the Management Board of the Company.

#### § 9

1. The Supervisory Board may designate one or more Members to independently perform specific supervisory activities. The detailed rules and scope of such supervisory activities shall be determined in a case-to-case basis by a Supervisory Board resolution adopted with consultation of the Management Board. Such resolution shall set forth the amount and method of payment of the remuneration for the performed activities.
2. The remuneration of the Chairman and other Members of the Supervisory Board shall be determined by the General Meeting.
3. The delegated Member shall submit in writing his/her activity report to the Supervisory Board.

#### § 10

1. The Supervisory Board may establish workgroups of its members for considering specific issues. The Supervisory Board may order expert opinions within its scope of competencies, to be provided at the Company's expense. The contractors for such works shall be selected, and contracts with them shall be entered into by the Management Board, on request of the Supervisory Board or its Chairman.
2. The Supervisory Board may establish its internal committees whose main function is to advise, give opinions or assessments, and formulate recommendations on specific issues within the competencies of the Supervisory Board.
3. Such committees shall be established through a resolution of the Supervisory Board. Such resolution shall in particular indicate:

- 1) the committee name;
  - 2) the minimum number of members;
  - 3) the list of committee members, and the committee Head;
  - 4) the scope of matters or tasks, possibly through referring to specific provisions hereof.
4. The committee shall be dissolved through a resolution of the Supervisory Board.
  5. Each committee shall adopt its own rules which set forth the detailed principles, in compliance with items 11 and 13 below. The rules are subject to approval by a Supervisory Board resolution.
  6. A committee may consist only of current members of the Supervisory Board. An expiration of the Supervisory Board Member's term shall result also in termination of the committee membership.
  7. A committee member may be dismissed at any time by a resolution of the Supervisory Board.
  8. The committees are not Company governing bodies, and have no competencies to adopt binding resolutions.
  9. The committees perform their duties during meetings or otherwise, in particular through direct remote communication means. The meetings shall be convened as needed by the committee Head. Members of the Supervisory Board who are not members of a specific committee may also participate in its works.
  10. The committees shall submit their yearly activity reports to the Supervisory Board. The reports may be revealed to the shareholders by the Company.
  11. If the Audit Committee is established, its duties shall include at least:
    - 1) supporting the Supervisory Board in the area of monitoring the reliability of financial information provided by the Company;
    - 2) analyzing the internal control and risk management principles of the Company;
    - 3) issuing opinions for the Supervisory Board on selection, appointment, re-appointment and dismissal of the Company's chartered auditor;
    - 4) analyzing all matters related to the external audit, including in particular monitoring the independence and objectivity of the external auditor, among others through establishing principles of cooperation with auditing firms on other grounds than audit of the Company's financial reports;
    - 5) analyzing the effectiveness of the external audit recommendations;
    - 6) reviewing transactions with affiliated companies.
  12. In justified cases, the Audit Committee may use expert assistance to properly assess the financial report.
  13. If the Supervisory Board consists of not more than 5 (five) members, the Audit Committee's tasks contemplated in subs. 11 above and in the Company Statute may be entrusted to the entire Supervisory Board. In such event, the provisions of the Company's Articles of Association and internal rules regulating the tasks and activities of the Audit Committee apply to the Supervisory Board appropriately.
  14. If the Remuneration Committee is established, its duties shall include at least:
    - 1) submitting to the Supervisory Board for approval the suggested principles of the Management Board members' remuneration;
    - 2) assisting the Supervisory Board in supervising the Company's compliance with the remuneration regulations in force;
    - 3) analyzing and submitting to the Supervisory Board proposed incentive programs based on securities issued by the Company;
    - 4) analyzing and issuing general guidelines for the higher management's remuneration level and structure.

### **Activities of the Supervisory Board before a General Meeting**

#### **§ 11**

1. The Supervisory Board may issue opinions on the matters covered by the General Meeting agenda. Such opinion shall be delivered to the Management Board by 14 days before the General Meeting date. The Management Board shall reveal such opinion without delay to the shareholders by publishing it at the Company's website.
2. The Supervisory Board shall express its opinion on resolutions proposed to be adopted by the General Meeting. Such opinion shall be delivered to the Management Board by 3 days before the General Meeting date. The Management Board shall reveal such opinion without delay to the shareholders by publishing it at the Company's website.
3. The Supervisory Board shall present to the General Meeting every year a brief assessment of the Company's situation. For that purpose, the Management Board shall deliver to the Supervisory Board Chairman the annual statements 28 days before the date of the Ordinary General Meeting which is to approve the annual balance sheet. The Supervisory Board shall present such brief assessment within 13 days of receipt of such statements from the Management Board. The Management Board shall attach such assessment to the Company's annual statements, and shall publish it without delay, together with the statements, within the time limit set forth for the annual statements' publication, but not later than by 15 days before the General Meeting date.
4. The members of the Supervisory Board should be present at the General Meeting of Shareholders.

### **Miscellaneous**

#### **§ 12**

1. The Management Board shall provide the Supervisory Board with technical and organizational support.
2. These Rules shall be made available to the public by publishing them at the Company's website.
3. In addition to the specific provisions hereof, the Supervisory Board shall comply with all relevant principles of the "Good Practices in Public Companies." If the Supervisory Board decides not to pursue any of those principles, it shall inform the Management Board without delay.
4. These Rules shall become effective on the date of their approval by the General Meeting of Shareholders.

The Ordinary General Meeting of the Shareholders has not withdrawn from consideration of any planned agenda item. No objections to the minutes have been raised. There were no adjournments of the General Meeting proceedings.