

**RULES OF PROCEDURE
of the General Meeting
of MCI Capital Spółka Akcyjna**

I. General provisions

§1.

The General Meeting of MCI Capital S.A. (hereinafter referred to as the “General Meeting” or the “Meeting”) shall be the official corporate body of shareholders of MCI Capital S.A. (hereinafter referred to as the “Company”).

§2.

1. The General Meeting shall act in compliance with:
 - a) the Code of Commercial Companies Act dated 15 September 2000 (hereinafter referred to as the “Code of Commercial Companies”);
 - b) the Company’s Articles of Association (hereinafter referred to as the “Articles of Association”);
 - c) these Rules of Procedure of the General Meeting of MCI Capital S.A. (hereinafter referred to as the “Rules”).
2. The Rules of Procedure of the General Meeting shall be publicly available in the Company’s headquarters (office) in Warsaw and on the Company’s websites.
3. The performance of rights granted to the Company’s shareholders and the manner in which they perform their rights may not hinder the proper work of the Company’s corporate bodies.

II. The principles of convoking General Meetings

§3.

The General Meeting shall be either annual or extraordinary.

§4.

1. The Annual General Meeting shall be convoked by the Company’s Management Board (hereinafter referred to as the “Management Board”) immediately after the publication of the Company’s annual report, in any case no later than within six months after the end of the business year.
2. The Company’s Supervisory Board (hereinafter referred to as the “Supervisory Board”) may convoke the Annual General Meeting if the Management Board fails to convoke it within the deadline set in sec. 1 above.

3. The Extraordinary General Meeting shall be convoked by the Management Board.
4. The Supervisory Board may convoke the Extraordinary General Meeting if it deems it necessary.
5. The Extraordinary General Meeting may be convoked by the Company's shareholders representing at least one half of the share capital or at least one half of the total number of votes in the Company. The Company's shareholders shall appoint the Chairperson of the Meeting. If shareholders convoke the Extraordinary General Meeting in accordance with the first sentence, the Company's Management Board shall be obligated to immediately perform the activities referred to in Article 402¹-402² of the Code of Commercial Companies relating to the General Meeting convocation notice.
6. The Supervisory Board and the Company's shareholder(s) representing at least one twentieth of the share capital may demand the Extraordinary General Meeting to be convoked and certain issues to be included on its agenda.

§5.

1. The demand to convoke the Extraordinary General Meeting made by the Supervisory Board or the Company's shareholder(s) should specify the issues to be discussed and the grounds for the demand.
2. If the demand to convoke the Extraordinary General Meeting fails to specify the issues to be discussed during the General Meeting or to provide a statement of grounds, the Management Board or the Chairperson of the Meeting shall request the demander to supplement the demand within seven days of the reception of the Management Board's or the Chairperson's letter.
3. If the issues to be discussed are not specified, the Management Board shall notify the demander in writing that it is impossible to convoke the General Meeting. In addition, if the demand is made by the Company's shareholder(s), the said notification shall be communicated to the Supervisory Board.
4. If the demander fails to supplement the demand with the required statement of grounds, the Management Board shall convoke the General Meeting and inform the notified Company's shareholders who the demander is and that the grounds for convoking the General Meeting were not specified.
5. The demand to convoke the Extraordinary General Meeting shall be submitted to the Company's Management Board in writing or by e-mail.
6. If the Extraordinary General Meeting is not convoked within two weeks from the day then the demand was submitted to the Management Board, the registry court may authorise the demanding shareholders of the Company to convoke the Extraordinary General Meeting. The court shall appoint the Chairperson of the Meeting.

§6.

1. The Company's shareholder(s) representing at least one twentieth of the share capital may demand certain issues to be included on the agenda of the nearest General Meeting. The demand should be presented to the Company's Management Board no later than twenty-one days prior to the scheduled date of the General Meeting. The request should include a statement of grounds or a draft resolution related to the proposed agenda item. The demand may be made in electronic form.
2. The Management Board shall announce changes to the agenda introduced upon a demand of the Company's shareholders without undue delay, however, no later than eighteen days prior to the scheduled date of the General Meeting. The announcement shall be made in the manner proper for the convocation of the General Meeting.
3. The Company's shareholder(s) representing at least one twentieth of the share capital may submit to the Company, prior to the date of the General Meeting, in writing or by means of electronic communication, draft resolutions concerning the issues included or to be included on the agenda of the General Meeting. The Company shall publish such draft resolutions on its website indicated in §7 sec. 1 without undue delay.
4. During the General Meeting, each shareholder of the Company may propose draft resolutions concerning issues included on the agenda.
5. If the demand to include an issue on the General Meeting's agenda submitted by the Company's shareholder(s) does not provide a statement of grounds, the Management Board or the Chairperson of the Meeting shall request the demander to supplement the demand within seven days of the reception of the Management Board's or the Chairperson's letter.

§7.

1. The General Meeting shall be convoked by way of a notice published on the Company's website: www.mci.pl and in the manner of communicating current information in compliance with the provisions concerning public offering and the conditions governing the introduction of financial instruments to organised trading, and public companies.
2. The notice shall be made at least twenty-six days prior to the date of the General Meeting.
3. Formal requirements relating to the General Meeting convocation notice have been defined in Article 402² of the Code of Commercial Companies.

III. Place and date of the General Meeting

§8.

1. The General Meeting should be held in a venue and on a date which allow the greatest possible number of shareholders to attend.
2. General Meetings shall be held in Warsaw.

IV. Participation in the General Meeting

§9.

1. The right to attend a General Meeting shall only be granted to the persons being the Company's shareholders sixteen days prior to the date of the General Meeting (day of registration of participation in the General Meeting).
2. The day of registration of participation in the General Meeting shall be the same for all share types.
3. Individuals authorised under registered shares and temporary certificates, pledges, and users with the right to vote shall be entitled to attend the General Meeting provided that they are entered in the share register as at the day of registration of participation in the General Meeting.
4. Bearer shares in the form of a document shall grant the right to attend the General Meeting on condition that share documents have been submitted to the Company no later than on the day of registration of participation in the General Meeting and that they are not taken back before the end of that day. It is possible to submit, instead of shares, a certificate confirming the deposition of shares with a notary, a bank or an investment company having its registered office or branch office in the European Union or in a country being party to the European Economic Area agreement, as indicated in the General Meeting convocation notice. The certificate shall provide the number of share documents and state that share documents will not be released before the day of registration of participation in the General Meeting.
5. Dematerialised bearer shares shall grant the right to attend the General Meeting if they are included in the list made by Krajowy Depozyt Papierów Wartościowych S.A. and delivered to the Company in the mode and within the deadlines specified in the applicable provisions of the Code of Commercial Companies.
6. Upon a demand of a Company's shareholder authorised under dematerialised bearer shares presented no earlier than after the publication of the General Meeting convocation notice and no later than on the first weekday after the day of registration of participation in the General Meeting, the entity responsible for maintaining the securities account shall issue a registered certificate confirming the shareholder's right to participate in the General Meeting.
7. The list of individuals authorised to attend the General Meeting under bearer shares shall be made by the Management Board based on the shares submitted to the Company under sec. 3 and 4 above and the list made by Krajowy Depozyt Papierów Wartościowych S.A. in compliance with the law on trading in financial instruments.
8. The list should include:
 - a) full names or business names of those authorised to attend the General Meeting,
 - b) their places of residence or registered offices,
 - c) the number and type of shares, share numbers, and the number of votes

they hold.

9. The list referred to in sec. 7 and 8 above should be displayed in the Management Board's office for three weekdays prior to the date of the General Meeting.
10. The Company's shareholders may access the list of persons authorised to attend the General Meeting and request to receive a copy thereof. The Company's shareholders may receive a copy of the list of persons authorised to attend the General Meeting by e-mail free of charge as long as they provide the Company with an appropriate e-mail address.
11. The manner in which the General Meeting is conducted and resolutions are adopted must not hinder the Company's shareholders' participation in the General Meeting and the performance of their rights.

§10.

The right to attend the General Meeting includes (in particular) the shareholder's right to vote, to submit motions and to otherwise speak during the General Meeting as well as the right to object against the General Meeting's resolutions.

§11.

1. Members of the Management Board and the Supervisory Board shall attend the General Meeting with the right to speak.
2. Members of the Management Board and the Supervisory Board should attend the General Meeting in a composition which would allow them to provide substantial responses to questions asked during the Meeting.
3. Visitors, including but not limited to the certified auditor responsible for auditing the Company's financial statements and visitors invited by the Company's corporate body convoking the General Meeting or by the shareholders who convoked the General Meeting shall be allowed to attend the General Meeting.
4. Representatives of the media shall be allowed attend the General Meeting.

§12.

Neither the Articles of Association nor the Rules allow shareholders to participate in the General Meeting using the means of electronic communication or to cast votes at the General Meeting by correspondence.

§13.

1. The Company's shareholders may attend the General Meeting and exercise their right to vote personally or by proxies.
2. Powers-of-attorney shall be made in writing or in the electronic form and shall subsequently be attached to the General Meeting's minutes. Granting a power-of-attorney in the electronic form shall not require a secure electronic signature supported by a qualified certificate.

3. A Company's shareholder may be represented at the General Meeting by an unlimited number of proxies.
4. A proxy shall have all the rights of a shareholder at the General Meeting unless the scope of his/her power-of-attorney provides otherwise.
5. If the power-of-attorney permits him/her to do so, a proxy may appoint a sub-proxy.
6. A Company's shareholder may cast a different vote under each share he/she holds.
7. A proxy may represent more than one shareholder at the General Meeting and vote differently under each shareholder's shares.
8. A Company's shareholder having his/her shares held on more than one securities account may appoint different proxies to exercise rights under shares held on each of these accounts.
9. A power-of-attorney granted in the electronic form by a shareholder being a natural person should provide information which allows to identify the given shareholder of the Company, including: the shareholder's full name, residence address, and PESEL number as well as information from his/her ID card: document number, date of issue, and indication of the authority which issued the document. A power-of-attorney granted in the electronic form by a Company's shareholder not being a natural person should provide the information listed in the first sentence and information (as above) relating to the persons granting the power-of-attorney on behalf of the Company's shareholder.
10. The notification of a shareholder's granting a power-of-attorney in the electronic form should be sent to the Company by e-mail to the address indicated in the General Meeting convocation notice. Scanned identification document(s) of the Company's shareholder or the persons representing them (in the case of a shareholder not being a natural person shall be attached to the notification.
11. Templates of powers-of-attorney to be granted in the electronic form shall be published by the Company on its website together with the General Meeting convocation notice. Together with powers-of-attorney templates, the Company shall publish detailed principles of identifying the shareholder granting the power-of-attorney and his/her proxy as well as the list and form of documents which must be attached to the power-of-attorney.
12. Should it deem it necessary, the Company may undertake other steps in order to identify a shareholder and his/her proxy if the power-of-attorney is granted in the electronic form, however, always taking account of the fact that such steps should be proportional to the intended aim.

§14.

1. Members of the Management Board and Company employees may act as proxies during the General Meeting.
2. If a member of the Management Board, a member of the Supervisory Board, a receiver, an employee of the public Company, a member of a corporate body, an employee of a company or a cooperative being the Company's

subsidiary acts as a proxy during the General Meeting, the power-of-attorney may authorise him/her to act during only one General Meeting. The proxy shall disclose to the shareholder any circumstances which cause or may cause a conflict of interest. Any sub-powers-of-attorney are hereby excluded.

V. Management of the General Meeting
General Meeting sessions - general principles

§15.

1. The Chairperson of the Supervisory Board or, in his/her absence, the Vice-Chairperson of the Supervisory Board shall open the General Meeting and immediately elect the Chairperson of the Meeting from among the persons authorised to attend the General Meeting. Should the persons indicated in the first sentence be absent, the Meeting shall be opened by the President of the Management Board or a person delegated by the Company's Management Board.
2. The person opening the General Meeting may not perform any steps other than the election of the Chairperson of the Meeting.

§16.

1. Every shareholder of the Company or, in the case of the Company's shareholders not being natural persons, their representatives, shall have the right to stand for the Chairperson of the Meeting and to propose for the record no more than one candidate for the Chairperson's function.
2. A proposed candidate shall be entered in the list after he/she has consented to stand in the election. The list of candidates shall be made and announced by the person opening the General Meeting. The list shall be closed once announced.
3. The Chairperson of the Meeting shall be elected by the General Meeting in secret voting. Candidates shall be subjected to the vote in the alphabetical order.
4. The person opening the General Meeting shall oversee the course of the voting and announce its result.
5. The candidate who receives the greatest number of votes shall become the Chairperson of the Meeting.

§17.

1. By taking over the management of the session, the Chairperson of the Meeting shall order making and signing an attendance list containing the names of all attendees of the General Meeting with the number of shares they hold and the number of votes they may cast. The attendance list shall be signed by the Chairperson of the Meeting and displayed during the given General Meeting session.

2. The attendance list shall be drawn up by the persons named by the Company's Management Board based on the list of shareholders referred to in §9 sec. 7.
3. When drawing up the attendance list, one shall:
 - a) verify the identity of the Company's shareholder or the proxy;
 - b) verify the Company's shareholder's right to attend the General Meeting;
 - c) verify the validity of the power-of-attorney;
 - d) obtain the Company's shareholder's or the proxy's signature on the list;
 - e) issue to the Company's shareholder or the proxy a document(s) to be used to vote during the General Meeting.
4. Any objections regarding the right to attend the General Meeting shall be examined by the General Meeting.
5. Upon a request of the Company's shareholders who own one tenth of the share capital represented at the given General Meeting, the attendance list should be verified by a committee composed of at least three persons selected especially for this purpose. The requesting shareholders shall have the right to select one committee member. If there are less than three persons present at the General Meeting, the Chairperson of the Meeting shall not select the committee and the attendance list shall be verified by the Chairperson and the requesting shareholder acting together in the presence of a notary responsible for taking the minutes of the General Meeting.

§18.

1. The Chairperson of the Meeting shall conduct the General Meeting session, in particular:
 - a) ensure a proper course of the General Meeting session, in compliance with applicable law;
 - b) ensure full performance of the agenda which was announced and approved by the General Meeting;
 - c) prevent abuse of certain attendees' rights in order to ensure that the rights of all shareholders of the Company, especially the rights of minority shareholders, are respected;
 - d) oversee the business-like course of the session;
 - e) give appropriate instructions to maintain order during the Meeting;
 - f) give floor to particular attendees and visitors of the General Meeting;
 - g) order breaks during the session, in line with principles defined in sec. 4 below;
 - h) order voting and oversee its proper course as well as sign all documents which include voting results;
 - i) solve, on his/her own account or with the support of experts, any regulatory concerns relating to the course of the General Meeting;
 - j) sign the minutes of the General Meeting.
2. When conducting the session, the Chairperson of the Meeting shall comply with the principle that his/her decisions must not solve issues which may or should be subject to court rulings. However, this shall not concern actions of the Chairperson of the Meeting which he/she may or must perform under

applicable legal provisions or the Rules.

3. The Chairperson of the Meeting shall not have the right to delete or change the order of issues included on the agenda without the consent of the General Meeting.
4. Acting on his/her own account or upon a request of a General Meeting attendee, a member of the Management Board or a member of the Supervisory Board, the Chairperson of the Meeting shall have the right to order short breaks in the General Meeting, no longer than thirty minutes, if such breaks are justified by the need to additionally prepare or clarify an issue which is discussed during the Meeting, in order for the Meeting attendees to agree on an issue, in order for the Meeting attendees to have a meal, or due to hygienic reasons.
5. In any case other than those listed in sec. 4 above, a break in a General Meeting session may be ordered by way of a resolution of the General Meeting adopted by the majority of two thirds of votes, with all breaks ordered in this manner not lasting longer than thirty days.
6. A break in a General Meeting session may only take place in special cases, which shall always be specified in the resolution ordering the break, to be made based on the grounds presented by the Company's shareholder requesting the break.
7. The General Meeting's resolution ordering the break shall clearly specify the date when the session would resume, it being understood that the date may not preclude the majority of the Company's shareholders, including minority shareholders, from participating in the resumed session.
8. Decisions of authorised corporate bodies of the Company to call back a General Meeting, to change the date of the General Meeting, or to order a break in a General Meeting session should be taken in a way which does not hinder or limit the Company's shareholders' exercise of their right to attend a General Meeting.
9. If need be, the Chairperson of the Meeting may appoint a person to advise him/her in the management of the Meeting and to act as the secretary of the Meeting. The person shall be presented to the General Meeting's attendees by the Chairperson and shall be entered in the minutes of the Meeting.
10. The Chairperson of the Meeting shall have the right to give floor to experts invited to the General Meeting.

§19.

1. The Chairperson of the Meeting should not resign from his/her function without an important and reasonable cause.
2. The Chairperson of the Meeting should not delay signing the minutes of the General Meeting without a reasonable cause.

§20.

1. The General Meeting may establish three-person committees composed of the Meeting attendees, including a credentials and returning committee.

2. Each shareholder of the Company (or the person representing a shareholder not being a natural person) shall have the right to stand for a committee and to propose for the record no more than one candidate for a committee.
3. A proposed candidate shall be entered in the list after he/she has consented to stand in the election. The list of candidates shall be made and announced by the Chairperson of the Meeting. The list shall be closed once announced.
4. Members of a committee shall be elected by the General Meeting in an open voting. Candidates shall be subjected to the vote in the alphabetical order.
5. The task of the credentials and returning committee is to support the Chairperson of the Meeting during the verification of the validity and correctness of documents relating to the convocation of the General Meeting, depository receipts and powers-of-attorney submitted by attendees, in order for the Chairperson of the Meeting to state the correctness of the General Meeting's convocation and the validity of the session, as well as to count the result of voting on each resolution adopted by the General Meeting and the results of elections to the Company's corporate bodies.
6. Committees shall not be established if the General Meeting decides not to do so and if there are three or fewer shareholders of the Company present during the General Meeting. In such cases, all tasks of the credentials and returning committee shall be performed by the Chairperson of the Meeting.
7. Each committee shall elect a chairperson from among its members.
8. The committee's activities shall be recorded in minutes to be signed by the chairperson of the committee, to be handed to the Chairperson of the Meeting and attached to the minutes of the Meeting.

§21.

1. Having presented an issue included on the agenda, the Chairperson of the Meeting shall open a discussion and give floor to attendees of the General Meeting on the first come first served basis.
2. If need be, the Chairperson of the Meeting may order that attendees make their requests to speak during the discussion in writing, providing the full name of the requesting person.
3. Speeches during a discussion should not be longer than five minutes. In the case of a large number of requests, the Chairperson of the Meeting may limit the length of speeches.
4. If the General Meeting consents, it is possible to discuss several items on the agenda jointly.
5. Members of the Management Board and the Supervisory Board shall have the right to speak out of the turn of attendees requesting to take part in the discussion if this may clarify or help solve a matter or an issue under discussion.
6. The Chairperson of the Meeting shall have the right to reprimand a speaker who digresses from the topic of the discussion or who has exceeded the time allotted for his/her speech.
7. The Chairperson of the Meeting shall have the right to take back the floor of an attendee who fails to comply with his/her remarks.

8. The Chairperson of the Meeting shall have the right to take back the floor or refuse to give floor to an attendee who has already spoken on a given issue.

§22.

1. As regards formal and procedural matters which relate to the course of the session, the Chairperson of the Meeting shall give floor out of turn.
2. Formal and procedural motions shall mean motions which relate to the manner of debating and voting unless their resolution may impact the exercise of the General Meeting attendees' rights. Formal and procedural motions shall include, without limitation, motions which concern:
 - a) limiting, postponing or closing a discussion,
 - b) closing the list of speakers,
 - c) limiting the time to speak,
 - d) the manner of conducting the Meeting,
 - e) ordering breaks during the Meeting,
 - f) the order in which motions are allowed.
3. The Chairperson of the Meeting shall order voting on formal and procedural motions during the General Meeting session. Formal and procedural motions should be discussed immediately after they have been presented. Unless the General Meeting decides otherwise, only two speakers may take the floor when formal and procedural motions are discussed: one for the motion and one against the motion.
4. The Chairperson of the Meeting shall submit each formal or procedural motion to vote immediately after the discussion. Motions shall be adopted by a simple majority of votes.
5. The Chairperson of the Meeting may order voting on any other issues and motions if the issue in question was included on the agenda. This shall not refer to voting on a motion to convoke an Extraordinary General Meeting which is submitted during the Meeting.
6. Motions submitted by attendees of the General Meeting which concern matters not included on the agenda shall be entered in the minutes of the General Meeting if they relate to issues which may be discussed during a subsequent General Meeting session. Other motions and statements made by the attendees shall be entered in the minutes only if specifically demanded by an attendee or if they concern the course of the Meeting, the Company, or the Company's corporate bodies and if their recording does not violate a legally protected interest of another person or applicable legal provisions.

§23.

1. The General Meeting may adopt a resolution to desist from examining an issue included on the agenda only if this is justified by important and material reasons, in particular if no attendee of the General Meeting doubts that adopting such a resolution would be immaterial.
2. A motion to adopt a resolution referred to in sec. 1 above shall require a detailed statement of grounds.

3. Removing an issue included on the agenda or desisting from its examination upon shareholders' request shall require a resolution of the General Meeting, after a prior consent of all shareholders present at the Meeting who submitted the motion, supported by 75% of the General Meeting's votes.

§24.

1. Each shareholder of the Company shall have the right to ask questions regarding each item on the agenda.
2. Members of the Supervisory Board and the Management Board, and the certified auditor shall respond to the shareholders' questions, clarify and provide information concerning the Company within their competence and in the scope necessary for the General Meeting to solve the issue in question.
3. All clarifications and responses given by members of the Management Board to General Meeting attendees' questions should take account of the fact that the Company, being a public company, performs its information obligations in compliance with the law on public trading in securities and that providing certain information must not violate the said legal provisions. In all other respects, responses and clarifications given by members of the Management Board shall be governed by Article 428 and 429 of the Code of Commercial Companies.
4. The provisions of these Rules shall not preclude the application of the written response mode defined in the applicable provisions of the Code of Commercial Companies.
5. A response shall be deemed given if appropriate information is available at the Company's website in the area dedicated for the shareholders to ask questions and receive responses.
6. The Management Board should provide the General Meeting with the Company's financial results and other important information included in the financial statements to be approved by the General Meeting.

§25.

1. Resolutions of the General Meeting should be formulated by the Chairperson of the Meeting in a clear manner and be easy to understand by each attendee.
2. Any doubts concerning the wording of resolutions should be clarified and clarified prior to the voting on the given resolution, also with the assistance of legal support provided by the Management Board.
3. Attendees who object to an adopted resolution shall be given the possibility to have their objection entered in the minutes of the meeting with a brief statement of grounds.
4. Each shareholder of the Company shall have the right to propose amendments and supplements to draft resolutions included on the agenda of the General Meeting until the closing of the discussion concerning the item on the agenda including the draft resolution which the proposition concerns. The same right shall also be granted to the corporate body which convoked

the General Meeting and formulated draft resolutions (the right to self-amendment).

5. Upon an order of the Chairperson of the Meeting, the proposals referred to in sec. 4 shall be made in writing and be handed to the Chairperson of the Meeting together with a brief statement of grounds.
6. Draft resolutions of the General Meeting should include a statement of grounds if it helps the Company's shareholders to adopt the resolution with adequate understanding. In the case of important issues or issues which may raise the shareholders' concerns, the Company shall provide a statement of grounds unless the Company's shareholders are otherwise provided with information which allows to adopt the resolution with adequate understanding.

§26.

1. When the General Meeting appoints members of the Supervisory Board, the credentials and returning committee (or the Chairperson of the Meeting) shall draw up a list of candidates based on the Meeting attendees' propositions.
2. The Chairperson of the Meeting shall close the list of candidates for members of the Supervisory Board once he/she states that no further candidates will be proposed. The number of candidates on a closed list should not be smaller than the number of vacancies in the Supervisory Board.
3. Ballots for the secret voting shall be prepared by the credentials and returning committee (or the Chairperson of the Meeting) using the technical assistance provided by the Management Board.
4. Prior to the secret voting, the Chairperson of the Meeting shall present the contents of the secret ballot and explain to the attendees the detailed principles of the secret voting.
5. Unless other provisions of the Rules state otherwise, the aforesaid principles concerning the preparation of ballots and voting shall be applied respectively before the General Meeting commences to adopt resolutions in the secret voting mode and to appoint members of the Supervisory Board by way of block voting.

VI. Election of members of the Supervisory Board by way of block voting

§27.

1. Election of members of the Supervisory Board by way of block voting shall be conducted during a General Meeting session only if this has been included on the agenda provided to shareholders within the mode defined in §7 herein.
2. Prior to commencing the election of members of the Supervisory Board by way of block voting, the General Meeting shall adopt a resolution specifying the number of members of the Supervisory Board to be elected by way of block voting.

§28.

1. The Chairperson of the Meeting shall inform the attendees of the General Meeting of:
 - a) the number of vacancies in the Supervisory Board to be filled by way of block voting;
 - b) the number of shares represented at the General Meeting;
 - c) the number of shares (votes) necessary at the minimum to create a separate block and for the block to elect at least one member of Supervisory Board;
 - d) entering in the minutes of the General Meeting the fact that a separate block of the Company's shareholders was created and the number of shares the block represents;
 - e) the need for each block of the Company's shareholders to prepare an attendance list (modelled on the General Meeting's attendance list), to appoint a chairperson of the block and to draw up minutes from the election of the member(s) of the Supervisory Board;
 - f) entering in the minutes of the General Meeting the result of the election of the member(s) of the Supervisory Board by the block of the Company's shareholders.

§29.

1. The Chairperson of the Meeting shall enter in the minutes of the meeting the fact of creating the block(s) of the Company's shareholders, providing the number of shares each block represents and the number of mandates in the Supervisory Board to be filled by each block.
2. Each block of the Company's shareholders shall meet in a different room. If this is impossible due to lack of space, particular blocks shall meet in the same room in a way which allows for ensuring the confidentiality of each block's meeting.
3. The chairperson of each block of the Company's shareholders shall organise the block meeting, in particular, he/she shall accept propositions of candidates for Supervisory Board members, organise the voting and the discussion, if any. After the voting has been completed, the chairperson of the block shall draw up and sign the minutes of the block's meeting, which shall include at least the list of block members, the total number of shares represented by the block, the list of candidates, and the result of the block voting.
4. The block's resolution on the election of a member of the Supervisory Board (voting result) shall be entered in the minutes of the General Meeting, otherwise the election being null and void.
5. The block voting on the election of a Supervisory Board member shall be secret. Each share shall carry one vote.
6. If the number of candidates proposed by a block is greater than the number of vacancies in the Supervisory Board to be filled by the given block, the member(s) of the Supervisory Board elected by the block shall be the

- candidate(s) who received the greatest number of votes.
7. Each shareholder of the Company may participate in only one block.

§30.

1. Supervisory Board mandates which were not filled by shareholder blocks shall be filled by way of voting with the participation of all the Company's shareholders whose votes were not cast during the election of Supervisory Board members by way of block voting.
2. If the General Meeting fails to create at least one block capable of conducting the election, the election of the Supervisory Board member shall not be conducted by way of block voting. This fact shall be stated by the Chairperson of the Meeting in the minutes of the General Meeting.

**VII. Adoption of resolutions by the General Meeting
Minutes of the General Meeting**

§31.

1. Unless otherwise provided for in the Code of Commercial Companies, the General Meeting shall be valid regardless of the number of represented shares.
2. Unless otherwise provided for in the Articles of Association, each Company share shall carry one vote at the General Meeting.
3. Unless otherwise provided for in the Code of Commercial Companies or in the Articles of Association, resolutions of the General Meeting shall be adopted by the absolute majority of votes cast.
4. Resolutions of the General Meeting should ensure that the necessary period of time elapses between decisions which cause particular corporate events and the dates when the Company's shareholders' rights resulting from the said corporate events are established.
5. A General Meeting's resolution on the issue of the Company's shares with acquisition rights should specify the issue price or the mechanism according to which it is established, or obligate the responsible corporate body to establish it prior to the acquisition day, within a period of time allowing for making an investment decision.
6. A General Meeting's resolution on the division of the nominal value of Company's shares should not establish the new nominal value of the Company's shares to be lower than PLN 0.50, which could result in a very low unit market value of such shares, which could consequently constitute a threat to the validity and reliability of the Company's appraisal at the Warsaw Stock Exchange.
7. The period between the dividend day and dividend payment dates should not be longer than 15 business days. Establishing of a longer period between those dates shall require a statement of grounds.
8. A General Meeting's resolution on contingent dividend payment may only

include such conditions which can be fulfilled prior to the dividend day.

§32.

Resolutions of the General Meeting shall be adopted in the matters specified in the Code of Commercial Companies or in other statutes, and in the Articles of Association.

§33.

1. Voting on resolutions shall be open.
2. Secret voting shall be ordered in the case of elections and motions regarding the dismissal of members of the Company's corporate bodies or its receivers, or motions on holding them liable, as well as in personal matters. Furthermore, secret voting shall be ordered if at least one shareholder present or represented at the General Meeting so requests.
3. The General Meeting may adopt a resolution waiving the secrecy of voting in matters which concern the election of a committee established by the General Meeting.
4. A Company's shareholder may not, neither in person nor by proxy, vote on resolutions which concern:
 - a) his/her liability towards the Company on any grounds, including a vote of acceptance,
 - b) releasing him/her from an obligation towards the Company,
 - c) a dispute between him/her and the Company.
5. A Company's shareholder may vote as a proxy on the adoption of the resolutions concerning himself/herself referred to in sec. 4 above.

§34.

1. After the discussion regarding each item on the agenda is closed and before the voting begins, the Chairperson of the Meeting shall present submitted motions and establish the order in which they shall be subjected to voting. Motions shall be subjected to voting on the first come first serve basis.
2. Any person who objects to a resolution shall have the possibility to present brief grounds to his/her objection.

§35.

The Chairperson of the Meeting shall close the General Meeting once he/she states that all items on the agenda have been covered.

§36.

1. Resolutions of the General Meeting shall be null and void unless entered in the minutes drawn up by a notary. The minutes shall be drawn up in compliance with the applicable provisions of the Code of Commercial

Companies.

2. Within one week of the closing the General Meeting, the Company shall publish at its website the results of voting on particular resolutions adopted (or rejected) by the General Meeting.
3. Proofs confirming the convocation of the General Meeting together with powers-of-attorney granted by Shareholders shall be attached by the Management Board to the register of minutes.
4. The Management Board shall attach a copy of the General Meeting's minutes to the register of minutes. Shareholders may access the register of minutes and request to receive copies of resolutions certified by the Management Board.

VIII. Final provisions

§37.

1. Should there be any discrepancies between the provisions of these Rules and those of the Articles of Association or applicable legal provisions, relevant provisions of the Articles of Association or applicable legal provisions shall prevail.
2. To all matters not settled herein, relevant provisions of the Articles of Association or applicable legal provisions shall apply.

§38.

1. These Rules have been adopted by the Ordinary General Meeting on 28 June 2016.
2. These Rules apply to all General Meetings of the Company without the need to be read out and adopted by each General Meeting.
3. Unless otherwise provided for in a General Meeting's resolution, any amendments and supplements to these Rules shall apply beginning from the Meeting taking place after the Meeting during which they were adopted.