

STATUTES
OF CYFROWY POLSAT SPÓŁKA AKCYJNA

CHAPTER I
GENERAL PROVISIONS

Article 1

1. The Company's registered name shall be: Cyfrowy Polsat spółka akcyjna.
2. The Company shall be entitled to use an abbreviation of its registered name: Cyfrowy Polsat S.A. and a distinguishing logo.
3. Terms used in these Statutes shall have the following meaning:
 - 3.1. **Company** –Cyfrowy Polsat S.A.;
 - 3.2. **Group** – the Company and its direct or indirect subsidiaries whose financial results are fully consolidated by the Company;
 - 3.3. **Material Company** – Telewizja Polsat sp. z o.o. with its registered office in Warsaw, Polkomtel sp. z o.o. with its registered office in Warsaw, Netia S.A. with its registered office in Warsaw, and every company stipulated under Article 13 sec. 3 of these Statutes.
 - 3.4. **Statutes** – these Statutes;
 - 3.5. **Management Board** – management board of the Company;
 - 3.6. **Management Board Member** – members of the Management Board and the President of the Management Board;
 - 3.7. **Supervisory Board** – supervisory board of the Company;
 - 3.8. **Supervisory Board Member** – means the members of the Supervisory Board, as well as the Chairman, Vice-Chairman or Vice-Chairmen of the Supervisory Board;
 - 3.9. **General Shareholders Meeting** – general shareholders meeting of the Company;
 - 3.10. **Management Board Regulations** – regulations of the Management Board of the Company;
 - 3.11. **Supervisory Board Regulations** – regulations of the Supervisory Board of the Company;
 - 3.12. **Organisational Regulations** – regulations determining the organisational structure of the Company;
 - 3.13. **Audit Period** – every 12-month period ending on 31 March, 30 June, 30 September, and 31 December of every year;
 - 3.14. **EBIT** – operating profit before taxes and interest;
 - 3.15. [paragraph deleted];
 - 3.16. [paragraph deleted];
 - 3.17. **EBITDA** – with respect to the Audit Period, the Group's EBIT increased by the value of amortisation of the Group's intangible assets (except for the amortisation of program assets) and tangible fixed assets, impairment write-offs of tangible fixed assets and intangible assets (without taking into consideration the reversal of impairment write-offs performed in the given Audit Period) or the liquidation of the Group's tangible fixed assets and intangible assets;
 - 3.18. [paragraph deleted];

- 3.19. **Qualified Legal Transaction** - means any legal action that results or may result in a disposition or obligation of any kind to a single entity with a value exceeding at one time or on an annual basis PLN 3,000,000.00 net or the equivalent amount in other currencies. The Supervisory Board shall have the right to amend the above amount. An amendment of the above amount by the Supervisory Board shall not require an amendment of these Statutes. In the case of agreements for periodic benefits, i.e., inter alia, rental agreements and lease agreements, the calculation of the amount referred to above shall take into account the full period for which the agreement is to be concluded. The Supervisory Board may grant the Management Board temporary general consent to perform a specific Qualified Legal Action, while specifying its boundary conditions. In particularly justified cases, the Supervisory Board may exclude a specific legal action from the scope of a Qualified Legal Transaction;
- 3.20. [paragraph deleted];
- 3.21. **Code of Commercial Companies and Partnerships** – Code of Commercial Companies and Partnerships Act of 15 September 2000.

Article 2

The Company's registered office shall be Warsaw.

Article 3

The Company shall pursue operations within the territory of the Republic of Poland and abroad.

Article 4

The Company may establish and operate plants, divisions, branch offices and agencies as well as establish and join other companies, business entities, organisations, and associations upon the prior consent of the Supervisory Board.

Article 5

The Company shall be established in perpetuity.

CHAPTER II OBJECT OF THE COMPANY'S OPERATIONS

Article 6

1. The object of the Company's operations shall encompass:
 - 1) Satellite telecommunications activities (PKD 61.30.Z) as the object of core operations,
 - 2) Telecommunications (PKD 61) other than Satellite telecommunications activities (PKD 61.30.Z) stipulated under item 1) above,
 - 3) Computer programming, consultancy and related activities (PKD 62),
 - 4) Information service activities (PKD 63),
 - 5) Other financial service activities, except insurance and pension funding (PKD 64.9),
 - 6) Real estate activities (PKD 68),
 - 7) Accounting and bookkeeping activities (PKD 69.20.Z),
 - 8) Activities of head offices; management consultancy activities (PKD 70),

- 9) Advertising, market research and public opinion polling (PKD 73),
 - 10) Motion picture, video and television programme production, sound recording and music publishing activities (PKD 59),
 - 11) Repair and maintenance of computers and communication equipment (PKD 95.1),
 - 12) Activities of call centres (PKD 82.20.Z),
 - 13) Trading in electricity (PKD 35.14.Z).
2. Taking up operations in areas requiring a permit or a license shall only take place after the relevant permits or licenses are obtained.

CHAPTER III
SHARE CAPITAL. SHARES

Article 7

1. The Company's share capital shall amount to PLN 25,581,840.64 (twenty-five million five hundred eighty-one thousand eight hundred forty zlotys and sixty-four grosz) and shall be divided into 639,546,016 (six hundred thirty-nine million five hundred forty-six thousand sixteen) shares with a nominal value of 4 (four) grosz (PLN 0.04) each, of which:
 - 1.1. 2,500,000 (two million five hundred thousand) A series registered voting preference shares numbered from 1 to 2,500,000. Every A series share shall entitle its holder to 2 (two) votes at the General Shareholders Meeting;
 - 1.2. 2,500,000 (two million five hundred thousand) B series registered voting preference shares numbered from 1 to 2,500,000. Every B series share shall entitle its holder to 2 (two) votes at the General Shareholders Meeting;
 - 1.3. 7,500,000 (seven million five hundred thousand) C series registered voting preference shares numbered from 1 to 7,500,000. Every C series share shall entitle its holder to 2 (two) votes at the General Shareholders Meeting;
 - 1.4. 175,000,000 (one hundred seventy-five million) D series shares numbered from 1 to 175,000,000, of which:
 - a) 166,917,501 (one hundred sixty-six million nine hundred seventeen thousand five hundred one) registered voting preference shares numbered from 1 to 166,917,501, where every vote shall entitle its holder to 2 (two) votes at the General Shareholders Meeting;
 - b) 8,082,499 (eight million eighty-two thousand four hundred ninety-nine) ordinary bearer shares numbered from 166,917,502 to 175,000,000;
 - 1.5. 75,000,000 (seventy-five million) E series ordinary bearer shares numbered from 1 to 75,000,000;
 - 1.6. 5,825,000 (five million eight hundred twenty-five thousand) F series ordinary bearer shares numbered from 1 to 5,825,000;
 - 1.7. 80,027,836 (eighty million twenty-seven thousand eight hundred thirty-six) H series ordinary bearer shares numbered from 1 to 80,027,836;
 - 1.8. 47,260,690 (forty-seven million two hundred sixty thousand six hundred ninety) I series ordinary bearer shares numbered from 1 to 47,260,690;
 - 1.9. 243,932,490 (two hundred forty-three million nine hundred thirty-two thousand four hundred ninety) J series ordinary bearer shares numbered from 1 to 243,932,490;
2. The list of the shares in the Company under sec. 1 above does not include G series shares because the increase of the Company's share capital through the issue of G series shares was not effected.

Article 8

A, B, C, D, E, F, H, I and J series shares enumerated under Article 7 sec. 1 of these Statutes have been covered in full.

Article 9

1. Registered shares shall be converted into bearer shares upon the shareholder's request.
2. A conversion of bearer shares into registered shares shall not be permissible.

Article 10

1. Share capital shall be increased:
 - a) through the issue of new shares, or
 - b) through raising the nominal value of existing shares.
2. Shares in the Company shall be issued in series marked with consecutive letters of the alphabet.
3. Share capital shall be decreased by way of amending these Statutes through reducing the nominal value of shares, merging shares, or through redeeming the shares as well as in case of a spin-out.
4. The Company may issue bonds, including bonds convertible to shares or senior bonds, subject to the provisions of these Statutes.

Article 11

Shares shall be redeemed upon the written consent of the relevant shareholder by way of their purchase by the Company (voluntary redemption). The aforementioned redemption shall not be effected more frequently than once per accounting year.

CHAPTER IV GOVERNING BODIES OF THE COMPANY

Article 12

1. The governing bodies of the Company shall be:
 - I. the Management Board,
 - II. the Supervisory Board,
 - III. the General Shareholders Meeting.
2. The Management Board and the Supervisory Board of the Company shall consist in their majority of persons holding the Polish citizenship.
3. Prior to their appointment, the Company's Management Board Members and Supervisory Board Members shall be required to submit a written statement that they have familiarised themselves with the Company's Statutes, the Management Board Regulations, the Supervisory Board Regulations, the Company's Organisational Regulations, Work Regulations, and Employee Remuneration Rules, and that they undertake to strictly observe and apply them. In the aforementioned written statement, the Company's Management Board Members and Supervisory Board Members shall be obliged to provide an address for service, e-mail address, and a mobile phone number and undertake to update such e-mail address following every change of the aforementioned data.
- 4.1. The written statement referred to in paragraph 3 above shall be prepared by the members of the Company's Management Board and Supervisory Board in 1 copy, which they shall submit to: The President of the Company's Management Board with a copy to the Chairman of the Company's

Supervisory Board and the law firm "Modrzejewski i Wspólnicy" sp. j. with its registered office in Warsaw or its respective successors in title (the "Law Firm"). The Law Firm shall coordinate the implementation of the obligation to make the statement provided for in paragraph 3 above.

- 4.2. The President of the Company's Management Board shall draft the statement stipulated under sec. 3 above in three uniform counterparts and submit them to the Chairperson of the Company's Supervisory Board, TiVi Foundation with its registered office in Vaduz, Liechtenstein, and the Law Firm.
- 4.3. The Chairperson of the Company's Supervisory Board shall draft the statement stipulated under sec. 3 above in three uniform counterparts and submit them to the President of the Company's Management Board, TiVi Foundation with its registered office in Vaduz, Liechtenstein, and the Law Firm.
5. Prior to their appointment, every member of the management and the supervisory board (if established) of a Group entity shall be required to submit a written statement that they have familiarised themselves respectively with the company's statutes or articles of association, the management board regulations, the supervisory board regulations, the company's organisational regulations, work regulations, and employee remuneration rules, insofar as the company has such regulations in place, as well as with the Statutes of the Company, and that they undertake to strictly observe and apply them. In the aforementioned written statement, the members of such management board and the supervisory board shall be obliged to provide an address for service, e-mail address, and a mobile phone number and undertake to update such e-mail address following every change of the aforementioned data.
6. The written statement stipulated under sec. 5 above shall be drafted by the members of the management board and the supervisory board (if established) respectively in two or three uniform counterparts and submitted to the president of the company's management board, the chairperson of the supervisory board (if established), and the Law Firm. The Law Firm shall coordinate the performance of the obligation to submit the statement stipulated under sec. 5 above.

I. MANAGEMENT BOARD OF THE COMPANY

Article 13

- 1.1. The Management Board of the Company conducts the business of the Company and represents it in external relations.
- 1.2. The Management Board shall operate under legal regulations in force, these Statutes, the Management Board Regulations, the Supervisory Board Regulations, the Company's Organisational Regulations, Work Regulations, and Employee Remuneration Rules as well as under the resolutions of the General Shareholders Meeting.
- 1.3. [paragraph deleted];
- 1.4. The Management Board shall conduct the Company's business on the basis of adopted resolutions.
 2. The detailed terms and principles of operation of the Company's Management Board shall be regulated in the Management Board Regulations and the Company's Organisational Regulations. Both the aforementioned documents shall be drafted by the Company's Management Board and approved and amended by the Company's Supervisory Board.
 3. If a Group company's EBITDA in the preceding 12 months exceeds 5% of the Group's consolidated EBITDA, such company shall become a "Material Company".
- 4.1. The resolutions of the Management Board shall be adopted at Management Board's sessions. In extraordinary cases, the resolutions of the Management Board may be adopted without holding a session either in writing or using the means of direct telecommunications.

- 4.2. Management Board resolutions adopted at a Management Board session shall be passed by an absolute majority of votes. If the votes are distributed equally, the President of the Management Board shall have a casting vote. Management Board resolutions shall only be adopted if all Management Board Members have been duly notified of a Management Board session and if the session is attended by more than half of the Management Board Members.
- 4.3. Management Board resolutions may be adopted in writing or using the means of direct telecommunications if the draft of the resolution has been effectively served to all Management Board Members and the Chairperson of the Supervisory Board, if all Management Board Members take part in the vote, and if an absolute majority of Management Board members consent to the resolution. Immediately after a resolution is adopted, the President of the Management Board shall be obliged to deliver it to the Chairperson of the Supervisory Board in the adopted wording together with information on the result of the vote. The President of the Management Board shall be responsible for the due organisation of adopting a Management Board resolution in writing or using the means of direct telecommunications.
- 5. Management Board sessions may be attended by the Chairperson of the Supervisory Board and a Supervisory Board Member or Supervisory Board Members appointed by the Chairperson of the Supervisory Board in writing. The President of the Management Board shall be obliged to notify the Chairperson of the Supervisory Board in writing of the date and agenda of the Management Board sessions. The aforementioned notification shall be served at least 72 hours prior to the appointed time of the session. In extraordinary cases, said notification may be served within a shorter time-limit upon the written consent of the Chairperson of the Supervisory Board.
- 6. Management Board sessions may be attended by the Company's commercial proxy. The Company's Management Board shall notify the commercial proxy of the date of the session and the session agenda.
- 7. Persons representing the Company at the shareholders meetings/ general shareholders meetings of Polkomtel sp. z o.o., Telewizja Polsat sp. z o.o., and Netia S.A. and at the shareholders meetings/ general shareholders meetings of other direct subsidiaries of the Company shall be appointed by the Management Board by way of a resolution. Such persons shall be obliged to exercise their voting rights with respect to issues on the agenda in line with the instructions issued by the Company's Management Board by way of a resolution after first consulting them with the Chairperson of the Supervisory Board in writing.
- 8. The Management Board is required to cause the statutes and articles of association of Group companies to comply with the Company's Statutes to the fullest extent possible. In particular, the Management Board is obligated to ensure that the statutes and articles of association of the Company's direct or indirect subsidiaries provide that the performance of any Qualified Legal Transaction shall require the approval of the shareholders' meeting/general meeting or supervisory board of the subsidiary, while specifying for each subsidiary the materiality threshold of the Qualified Legal Transaction applicable to it, but not exceeding the amount specified for the Company.
- 9. Without the consent of the Company's Supervisory Board no Management Board Member may be a member of management boards or supervisory boards of any entity outside the Company's Group. The relevant consent for a member of the management board of the Company's direct or indirect subsidiary shall be granted by such entity's supervisory board by way of a resolution or, if no supervisory board has been established, by the shareholders meeting/ general shareholders meeting of such entity.
- 10. The Management Board shall be obliged to maintain a register of the Company's attorneys. An entry in the register shall be made upon granting the power of attorney. Responsibility for the due management of the register of the Company's attorneys shall be borne by the President of the Management Board. The Law Firm shall supervise the implementation of the register of attorneys within the Group.

11. The President of the Management Board shall be obliged to deliver a report on the implementation of the Management Board's resolutions to the Chairperson of the Supervisory Board at his/her request.

Article 14

1. The Management Board shall consist of one or more members, including the President of the Management Board.
2. The President of the Management Board shall be appointed and dismissed by TiVi Foundation with its registered office in Vaduz, Liechtenstein as a personal right vested in that shareholder. The remaining Management Board Members shall be appointed and dismissed by the Supervisory Board.
3. The number of Management Board Members in any given term of office shall be determined by the Supervisory Board.
4. The Management Board shall be appointed for a joint three-year term of office.

Article 15

1. If the Management Board consists of a single member, namely the President of the Management Board, the Company shall be represented by the President of the Management Board acting together with a commercial proxy.
2. If the Management Board consists of more than one person, the Company shall be represented by the President of the Management Board, a Management Board Member, and the commercial proxy acting jointly.

Article 16

1. The Company's Management Board shall be obliged to maintain the continuity of the commercial power of attorney; in particular, if the commercial power of attorney expires for any reason whatsoever, the Company's Management Board shall be obliged to appoint another commercial proxy immediately.
2. Granting a commercial power of attorney shall require the consent of all Management Board Members, subject to the stipulation that it shall only be permitted to grant a commercial power of attorney obliging the commercial proxy to perform transactions jointly with the President of the Management Board and a Management Board Member.
3. A commercial power of attorney shall only be granted by the Company's Management Board to candidates approved by the Supervisory Board.
4. A commercial power of attorney shall be revoked by any Management Board Member.

Article 17

The Supervisory Board shall be authorised to conclude, amend, and terminate any and all agreements with Management Board Members on behalf of the Company.

II. SUPERVISORY BOARD

Article 18

1. The Supervisory Board shall be obliged to exercise ongoing supervision of the Company's operations in all its fields.
 - 1.1. In order to exercise supervision to the extent and under the conditions stipulated by law and the Statutes, the Supervisory Board shall have the right to examine all the Company's documents, review the Company's assets, and request the Management Board and other statutorily obligated persons to prepare or submit any information, documents, reports or explanations concerning the Company, particularly its operations or assets.
 - 1.2. The Supervisory Board shall perform its obligations collectively but may also delegate its members to perform specific supervisory activities independently. The Supervisory Board shall be entitled to establish committees in circumstances provided for under applicable law. The Supervisory Board shall also be entitled to appoint other committees and determine the scope and terms of their operation.
 - 1.3. The Chairperson of the Supervisory Board shall be authorised to perform individually supervisory tasks with regard to the manner of performing the obligations stipulated under Article 13 sec. 1.3 by the Management Board as well as to the activity of the Management Board with respect to agreements, revenue, costs, and expenses.
2. The scope of duties of the Supervisory Board shall encompass issues reserved under the provisions of the Code of Commercial Companies and Partnerships and the provisions of these Statutes, including in particular:
 - a) reviewing the annual financial statements of the Company and the consolidated financial statements with respect to their consistency with both the books and documents and the facts; reviewing the annual Management Board Report on the Company's operations and the assessment of the Management Board's work, reviewing the Management Board's motions with respect to dividing profits or covering losses, and submitting a written report on the results of the aforementioned reviews to the Ordinary General Shareholders Meeting,
 - b) drafting a report on the activities of the Supervisory Board, the assessment of the Company's standing, the assessment of the manner of performing the information obligations by the Company, the assessment of the rationality of the policy pursued by the Company, including but not limited to the price policy, and the assessment of the internal control system and the system for managing significant risks for the Company, in each case in accordance with the terms of corporate governance adopted by the Company, and presenting them to the Ordinary General Shareholders Meeting,
 - c) delegating Supervisory Board members to perform temporarily the tasks of a Management Board Member who has been revoked, has resigned or is unable to perform his/her duties for other reasons, for a period not longer than three months,
 - d) determining the remuneration of Management Board Members,
 - e) appointing a statutory auditor to audit the financial statements of the Company,
 - f) granting consent to the payment of an advance towards the predicted dividend to the shareholders,
 - g) approving the terms, plans and prices of acquisition or sale of goods and services by the Company in the scope stipulated under the Management Board Regulations or a resolution of the Supervisory Board.
3. Furthermore, the scope of duties of the Supervisory Board shall encompass the following issues:

- a) reviewing and issuing opinions on issues that shall constitute the object of the resolutions of the General Shareholders Meeting,
 - b) approving quarterly, annual, and multi-year plans for the Company's operations drafted by the Management Board and monitoring their performance on an ongoing basis,
 - c) determining the amount of remuneration of Supervisory Board Members delegated to perform temporarily the tasks of a Management Board Member,
 - d) granting consent to the appointment and dismissal of supervisory board members of a Material Company, to the exclusion of supervisory board members of a Material Company who are appointed and dismissed on the basis of personal rights granted to a partner or a shareholder of such Material Company,
 - e) subject to the provisions of sec. 4 below, granting consent to the performance of any Qualified Legal Transaction by the Company,
 - f) approving the selection of bidders in the procurement proceedings held by the Company and approving bids submitted by the Company in procurement proceedings,
 - g) granting consent to any acquisition and sale of real property, perpetual usufruct right or interest in real property, as well as to establishing a limited right *in rem* on real property, perpetual usufruct right or interest in real property with a value up to the amount as stipulated in Article 1 sec. 3.19 of these Statutes,
 - h) granting consent to hiring for the positions of director, deputy director, expert or consultant, irrespective of the basis for such employment, including in particular on the basis of employment relationship and other legal relationships. Modification and termination of the aforementioned employment shall also require the consent of the Supervisory Board,
 - i) approving the Work Regulations and Employee Remuneration Rules,
 - j) granting consent to the application for, modification or waiver of any license or permit stipulated under Article 6 sec. 2 of these Statutes as well as to transferring or granting access to them to third parties,
 - k) granting consent to the conclusion of any agreement on consultancy services by the Management Board,
 - l) granting consent to the issue of bonds by the Company other than bonds convertible to shares or senior bonds,
 - m) granting consent to any acquisition, sale, assumption or encumbrance of shares and stock in companies as well as any participation titles in entities and organisations other than companies,
 - n) approving plans for merging or dividing the Company before they are passed and any plans for the reorganisation of the Company.
4. [paragraph deleted];
5. The detailed terms of activity and operation of the Supervisory Board, including but not limited to the terms of operation of its respective committees, shall be determined in the Supervisory Board Regulations approved by the General Shareholders Meeting. Any amendment to the Supervisory Board Regulations shall require a resolution of the General Shareholders Meeting.

Article 19

1. The Supervisory Board shall consist of five to nine members, including the Chairman. The powers of the Chairman of the Supervisory Board are determined by the provisions of these Statutes and the Regulations of the Supervisory Board of the Company. The General Meeting may appoint from

among the members of the Supervisory Board a Vice-Chairman or, if necessary, Vice-Chairmen of the Supervisory Board.

2. The Chairperson of the Supervisory Board shall be appointed and dismissed by TiVi Foundation with its registered office in Vaduz, Liechtenstein as a personal right vested in that shareholder. The remaining members of the Supervisory Board shall be appointed and dismissed by the General Shareholders Meeting.
3. The Supervisory Board shall be appointed for a joint five-year term of office. The number of Supervisory Board Members in any given term of office shall be determined by the General Shareholders Meeting.

Article 20

1. Supervisory Board sessions shall be held at least quarterly.
2. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board. In the absence of the Chairman, a meeting of the Supervisory Board shall be convened by the Vice-Chairman of the Supervisory Board, and in the absence of the Vice-Chairman, a meeting shall be convened by a Member of the Supervisory Board indicated by the Chairman.
3. Supervisory Board sessions shall be convened *ex officio* upon the motion of the Management Board or at least two Supervisory Board Members.
4. Meetings of the Supervisory Board shall be chaired by the Chairman of the Board, and in his absence by the Vice Chairman of the Board, or in the absence of the Vice Chairman of the Board, by a Member of the Supervisory Board indicated by the Chairman.
5. Apart from Supervisory Board Members, Supervisory Board sessions may be attended by Management Board Members, the commercial proxy, and invited guests. The person chairing a Supervisory Board session shall be entitled to order persons other than Supervisory Board Members to leave the room where the session is held.

Article 21

1. Supervisory Board resolutions shall be passed by two-thirds of cast votes.
2. All Supervisory Board Members must be invited to a Supervisory Board session and more than 50% of Supervisory Board Members must attend the session for the Supervisory Board resolutions to be binding.
3. Supervisory Board Members shall be entitled to participate in adopting Supervisory Board Resolutions by casting their vote in writing through the agency of another Supervisory Board Member. Casting a vote in writing shall not apply to issues added to the agenda at the session of the Supervisory Board.
4. The resolutions of the Company's Supervisory Board may be adopted without holding a session either in writing or using the means of direct telecommunications. Resolutions adopted in writing or using the means of direct telecommunications as well as electronically as stipulated under Article 21 sec. 5 shall be passed if the draft resolution has been effectively served to all Supervisory Board Members, if all Supervisory Board Members take part in the vote, and if at least two-thirds of Supervisory Board Members vote for the resolution.
5. Resolutions may also be adopted electronically. An electronic vote shall be ordered by the Chairperson of the Supervisory Board. In the absence of the Chairperson, an electronic vote shall be ordered by the Deputy Chairperson of the Supervisory Board (if appointed) or, if no Deputy Chairperson has been appointed, by a Supervisory Board Member nominated by the Chairperson.

6. Secretarial services with respect to Supervisory Board sessions, such as taking minutes and conducting votes in writing, electronic votes or votes with the use of means of direct communication, shall be provided by a person nominated by the Supervisory Board Chairperson who is not a Supervisory Board Member.

Article 22

Supervisory Board Members shall exercise their rights and perform their obligations personally.

III. GENERAL SHAREHOLDERS MEETING

Article 23

1. The General Shareholders Meeting shall adopt resolutions with respect to issues reserved to the General Shareholders Meeting under the provisions of the Code of Commercial Companies and Partnerships and the provisions of these Statutes.
2. Subject to the provisions of sec. 3 of this Article, resolutions of the General Shareholders Meeting shall be required in particular with respect to:
 - a) reviewing and approving the Management Board Report and the report of the Supervisory Board as well as the financial statements of the Company for the preceding accounting year and the consolidated financial statements,
 - b) decisions on dividing the profit or on the manner of covering the losses,
 - c) acknowledgement of the fulfilment of duties by the Supervisory Board Members and Management Board Members,
 - d) establishing the remuneration of Supervisory Board Members, subject to the provision of Article 18 sec. 3 c) of these Statutes,
 - e) amending these Statutes,
 - f) modifying the scope of the Company's operations,
 - g) increasing or decreasing share capital,
 - h) merging, dividing, or transforming the Company,
 - i) winding up and liquidating the Company,
 - j) issuing convertible bonds or senior bonds as well as issuing subscription warrants,
 - k) selling or leasing the enterprise, its organised part or property components constituting a significant part of the enterprise as well as establishing limited rights *in rem* in the aforementioned scope,
 - l) consenting to any acquisition and disposal of real estate, perpetual usufruct or a share in real estate, as well as consenting to the establishment of a limited right in rem on real estate, perpetual usufruct or a share in real estate with a value in excess of the amount determined in accordance with Article 1, sec. 3.19 of Statutes,
 - m) any and all issues connected with claims for remedying a loss caused upon the formation of the Company or in the course of its management or supervision.

Article 24

1. The General Shareholders Meeting shall convene as an ordinary or an extraordinary meeting.

2. An Ordinary General Shareholders Meeting shall take place within six months from the end of every accounting year of the Company.
3. An Extraordinary General Shareholders Meeting shall be convened as required under applicable law or the provisions of these Statutes or when the governing bodies or persons authorised to convene General Shareholders Meeting find it recommendable.

Article 25

The General Shareholders Meetings shall be held at the registered office of the Company.

Article 26

1. A General Shareholders Meeting shall be valid if it is attended by shareholders representing in total more than 50% of all votes in the Company.
2. Shareholders may attend a General Shareholders Meeting either personally or by proxy.
3. Sessions of the General Shareholders Meeting may be attended by Supervisory Board Members and Management Board Members.

Article 27

1. The resolutions of the General Shareholders Meeting shall be adopted by an absolute majority of votes cast, unless the provisions of the Code of Commercial Companies and Partnerships or the provisions of these Statutes provide for a greater majority.
2. Subject to the requirements provided for under the provisions of Article 417 §4 of the Code of Commercial Companies and Partnerships, a modification of the scope of operations may take place without a repurchase of shares.

Article 28

A General Shareholders Meeting shall be opened by the Chairperson or, in his/her absence, the Deputy Chairperson of the Supervisory Board (if appointed). In their absence, the General Shareholders Meeting shall be opened by the President of the Management Board or a person nominated by the President. Next, the General Shareholders Meeting shall appoint the Chairperson of the Meeting from among persons authorised to participate in the General Shareholders Meeting.

CHAPTER V ACCOUNTING POLICY OF THE COMPANY

Article 29

The accounting year shall correspond to the calendar year.

Article 30

1. The Ordinary General Shareholders Meeting shall be authorised to determine the record date.
2. Furthermore, the Ordinary General Shareholders Meeting shall determine the dividend payment date.
3. Subject to the provisions of Article 18 sec. 2 f) of these Statutes, the Company's Management Board shall be authorised to pay the shareholders an advance towards the expected dividend at the end of the accounting year, provided the Company has sufficient funds for such payments.

CHAPTER VI
FINAL PROVISIONS

Article 31

All issues not regulated in these Statutes shall be subject to the provisions of the Code of Commercial Companies and Partnerships.

Warsaw, June 20, 2024