

# REGULATIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF ENERGOMONTAŻ-POŁUDNIE S.A.

#### I. GENERAL PROVISIONS

#### § 1. Subject

These Regulations lay down the rules and procedure for convening and holding a General Meeting of Shareholders.

#### §. Definitions

The terms used in these Regulations have the following meanings:

- 1. Regulations these Regulations, adopted by a resolution of the General Meeting of Shareholders of the Company,
- The Company ENERGOMONTAŻ-POŁUDNIE S.A. with its registered office in Katowice, entered in the National Court Register kept by the District Court for Katowice-Wschód in Katowice, Division VIII Commercial of the National Court Register under KRS 0000080906,
- 3. Statute the Statute of ENERGOMONTAŻ-POŁUDNIE S.A.
- 4. General Meeting the General Meeting of Shareholders of the Company,
- 5. Supervisory Board the Supervisory Board of the Company,
- 6. Management Board the Management Board of the Company,
- 7. Chairman the Chairman of the General Meeting of Shareholders of the Company,
- 8. Participant in the General Meeting a Shareholder or his proxy,
- Proxy a person eligible to participate in the General Meeting, bearing a power of attorney or other suitable document proving his eligibility to represent a Shareholder at that General Meeting,
- 10.Best practice the currently valid Best Practice of Companies Listed on the Stock Exchange.

#### **II. ACTIONS PRECEDING THE GENERAL MEETING.**

#### §3. Disclosure of draft resolutions

- Draft resolutions together with explanations, the complete text of documents due to be presented before the General Meeting and, if no resolutions are expected to be adopted, the comments of the Company's Management Board or Supervisory Board on items already placed or due to be placed on the agenda prior to the date of the General Meeting, shall be placed on the Company's website as of the date on which the General Meeting was convened.
- 2. One week before the General Meeting, a Shareholder may demand the issue of copies of motions regarding items placed on the agenda.
- 3. Also to be disclosed in the manner described in par. 1 above are draft resolutions concerning items that have been placed or are due to be placed on the agenda, submitted prior to the General Meeting by a Shareholder or Shareholders representing at least one twentieth of the share capital.



#### §4. Disclosure of the List of Shareholders

- 1. A List of Shareholders (eligible to participate in the General Meeting) names those Shareholders who have proved their eligibility to participate and secured their participation in the Meeting. It states their given name and surname or business name and their address or registered office, together with the type, numbers and quantity of the shares they hold and the number of votes to which they are entitled.
- 2. The List of Shareholders signed by the Management Board is displayed at the Management Board's premises three business days before the General Meeting, and may be inspected between 10 a.m. and 2 p.m. It is also available for inspection at the venue of the General Meeting during its session. A Shareholder may demand a copy of the List of Shareholders to be sent to him provided that he pays for postage and the cost of producing the copy, otherwise it may be sent him free of charge by electronic mail. He must state the address to which it should be sent.

#### § 5. Convening a General Meeting of Shareholders

- 1. The General Meeting of the Company is convened by means of an announcement placed on the Company's website and in the manner foreseen for the provision of current information in compliance with the regulations on public offerings and the conditions for introducing financial instruments to the organised trading system and on public companies.
- 2. The announcement should be placed at least twenty six days before the date of the General Meeting and should contain:
  - 1) The date, time, place and detailed agenda of the Meeting,
  - 2) A detailed description of the procedures for participating in and voting at the Meeting, especially information on:
    - a) A Shareholder's right to demand the inclusion of specific business in the agenda,
    - b) A Shareholder's right to submit draft resolutions concerning items that have been placed or are due to be placed on the agenda prior to the General Meeting,
    - c) A Shareholder's right to submit draft resolutions regarding items placed on the agenda during the General Meeting,
    - d) The manner of voting via a proxy, including information on the voting forms to be used by the proxy and the manner of notifying the company via electronic mail of the appointment of a proxy,
    - e) The possibility and manner of participation in a General Meeting via electronic channels,
    - f) The manner of speaking out at a General Meeting via electronic channels,
    - g) The manner of voting at a General Meeting via electronic channels,
  - 3) The date of registration of participation in a General Meeting discussed in Article 406<sup>1</sup> of the Commercial Companies Code,
  - 4) A note that only persons who have been Shareholders in the Company on the date of their registration of participation in the Meeting are eligible to participate in it,
  - 5) Information on where and how a person eligible to participate in the General Meeting may obtain the complete text of the documents due



to be presented before the General Meeting and draft resolutions or, if no resolutions are expected to be adopted, the comments of the Company's Management Board or Supervisory Board on the items already included or due to be included in the agenda prior to the date of the General Meeting,

6) The address of the website where information on the General Meeting shall be placed.

#### §6. Holding a General Meeting

- If a Shareholder holding at least one twentieth of the share capital submit a motion to convene an Extraordinary General Meeting, the Extraordinary General Meeting should be convened within two weeks of the date of the motion. The agenda of this Meeting should include at least the business stated by the Shareholder in his motion.
- 2. A motion to convene an Extraordinary General Meeting or include specific items in the agenda of the next General Meeting should include an explanation of or draft resolutions on the matters on the agenda. In such a case, the provisions of Article 3 par.1 of the Regulations apply.
- 3. The motions discussed in par. 1 2 may be submitted in writing or via electronic mail.
- 4. An Extraordinary General Meeting convened under the procedure described in par. 1 of this Article or a General Meeting on whose agenda specific business was placed by Shareholders representing at least one twentieth of the share capital may be cancelled only with the consent of the authors of the motion to convene it. In other cases, a General Meeting can be cancelled if holding that meeting is subject to extraordinary obstructions (force majeure) or becomes clearly unnecessary. Such a cancellation is effected in the same way as convening a meeting, ensuring that the adverse effects for the Company and for the Shareholders are minimised, and in any event not later than 7 days before the originally planned time of the meeting. The scheduled time of a General Meeting is changed by the same procedure as convening it, even if the proposed agenda of the meeting has not changed.

# III. PARTICIPATION IN THE GENERAL MEETING

# §7. Participants

- 1. Shareholders may participate in the General Meeting and exercise their voting rights in person or via a proxy.
- 2. A power of attorney to represent a Shareholder should be issued in writing or by electronic mail that does not require a secure electronic signature verified by a certificate.
- 3. A proxy exercises his vote according to the procedure set forth in par. 6 of this Article.
- 4. Persons authorized to represent a Shareholder other than proxies should document their right to represent him (especially by producing extracts from the relevant registers).
- 5. The procedures for participating in and voting at a General Meeting are laid down by the Management Board before the Meeting is convened. The



announcement of the convening of a General Meeting contains information from the Management Board on:

- a) The manner of voting via a proxy, especially information on the voting forms to be used by the proxy and the manner of notifying the company via electronic mail of the appointment of a proxy,
- b) The possibility and manner of participation in a General Meeting via electronic channels,
- c) The manner of speaking out at a General Meeting via electronic channels,
- d) The manner of voting at a General Meeting via electronic channels,

# §8. The presence of members of the corporate bodies, auditor, experts and guests

- 1. Members of the Supervisory Board and Management Board are entitled to attend a Meeting. Members of the Management Board and Supervisory Board should attend a Meeting in a sufficient number to be able to respond to questions asked during the Meeting.
- 2. The auditor should attend an Ordinary and Extraordinary General Meeting whose subject is the Company's financial business.
- 3. The Management Board must notify the members of the Supervisory Board and auditor of the date of a General Meeting in writing.
- 4. Experts and guests invited by the body that convened a General Meeting may attend the Meeting or a relevant part thereof, especially if their attendance is desirable in order to present the participants with opinions on the business being considered.
- 5. The persons referred to in the above paragraph may speak with the Chairman's permission.

# IV. SESSIONS OF THE GENERAL MEETING.

# §9. Opening of the General Meeting

- 1. The General Meeting is opened by the person indicated in the Commercial Companies Code.
- 2. The person opening the General Meeting may take any decisions regarding order necessary to commence the session.
- 3. The person opening the General Meeting should ensure the prompt election of the Chairman and refrain from making any substantive or formal decisions.

# §10. The Chairman

- 1. The Chairman is elected out of the participants in the General Meeting.
- 2. Each participant in the General Meeting may nominate one candidate for Chairman. Persons nominated for the post of Chairman shall be entered on the list of candidates for this post if they consent to their candidacy.
- 3. The list of candidates is drawn up by the person who opened the General Meeting.
- 4. Voting for the Chairman of the General Meeting is conducted by secret ballot, with a vote cast for each nominated candidate in alphabetical order.



- 5. The person who gains the greatest number of votes becomes the Chairman. If only one candidate for Chairman is nominated, the Chairman may be elected by acclamation.
- 6. The person opening the General Meeting ensures that voting proceeds in an orderly manner, announces who has been elected Chairman, and entrusts him with chairmanship over the sessions.
- 7. The Chairman directs the General Meeting in compliance with the adopted agenda, rules of law, the Company Statute and the Regulations, ensuring respect for the rights and interests of all the participants in the General Meeting.
- 8. The Chairman's tasks include in particular:
  - a) Drawing up the attendance list,
  - b) Determining that the General Meeting is capable of adopting resolutions on the business in the agenda,
  - c) Presenting the agenda,
  - d) Ensuring an orderly and efficient course of the Meeting,
  - e) Permitting persons to speak,
  - f) Issuing instructions regarding order,
  - g) Ordaining a technical break,
  - h) Ordaining votes, supervising their proper course, announcing the results of the votes and signing documents containing these results,
  - i) Resolving doubts regarding procedures,
  - j) Responding to motions put forward by participants in the Meeting and, if necessary, ordaining a vote on these motions.
- 9. The Chairman should not resign from his post without valid reason, nor may he delay with signing the minutes of the Meeting without justification. The Chairman is informed of the above duties by the person who opened the Meeting.
- 10. The Chairman may submit for discussion matters regarding order, which include in particular:
  - a) Admitting non-shareholders to the hall of the Meeting,
  - b) Altering the order in which the items on the agenda are to be considered,
  - c) Electing the commissions provided for in the Regulations,
  - d) Additional means of recording the sessions.
- 11. Voting on matters concerning order may only apply to issues connected with the holding of sessions of the General Meeting. Resolutions which could affect the exercise of shareholders' rights are not put to the vote in this manner.
- 12. In matters regarding order, the Chairman may independently decide to discontinue further discussion.
- 13. The participants in the General Meeting may appeal to the Meeting against the Chairman's decisions on matters regarding order.

# §11. The attendance list

- 1. Promptly after the election of the Chairman, an attendance list is drawn up, containing:
  - a) The given name and surname or business name of each Shareholder, and if the Shareholder is represented by a proxy, also the proxy's given name and surname, with an indication that he is acting as a proxy.



b) The quantity and type of shares held by the Shareholder and the number of votes which they provide.

The attendance list is signed by the participants present at the venue of the General Meeting and by the Chairman, who in this way confirms that the list was drawn up correctly.

- 2. Prior to the Meeting, persons designated by the Management Board are obliged to perform all the technical operations required to enable the Shareholders to participate in the General Meeting. The above persons must perform the following actions in particular:
  - a) Verify whether a Shareholder is on the list of persons eligible to participate in the Meeting,
  - b) Verify whether persons representing Shareholders bear the required documents and verify the authenticity of the documents produced,
  - c) Obtain the signature of a Shareholder or his proxy on the attendance list at the venue of the General Meeting,
  - d) Enclose with the attendance list the originals of documents confirming eligibility to represent a Shareholder, unless the proxy was granted in electronic form.
  - e) Provide the Shareholder and his representatives with voting cards or panels enabling them to vote with the aid of electronic vote-counting eq1uipment,
- 3. The attendance list may be drawn up in several copies and/or in the form of separate lists of Shareholder who hold the same type of shares.
- 4. Having signed the attendance list, the Shareholders and other eligible voters collect the voting cards or electronic voting panels prepared by the Management Board.
- 5. During the General Meeting, the attendance list should be available for inspection by every participant.
- 6. At the motion of a Shareholder holding at least one tenth of the share capital represented at the General Meeting, the attendance list should be verified by a commission appointed for this purpose and composed of at least three persons. Those submitting a motion to appoint this commission may nominate one member thereof.
- 7. Should it be necessary to add participants to the attendance list verified by the above commission, their participation in the General Meeting shall be voted upon by the General Meeting on the commission's recommendation.
- 8. In the event of additions to the composition of the participants in the General Meeting, prior to voting the Chairman may ordain a check on the number of votes held by the hitherto participants. Every time an attendance list is added to or amended, the Chairman shall not the time when this action was performed. Upon closure of the General Meeting, the Chairman again signs the attendance list.

# §12. The Scrutiny Commission

- 1. The General Meeting may appoint a Scrutiny Commission. The Scrutiny Commission is composed of three members, unless the General Meeting decides otherwise.
- 2. The members of the Scrutiny Commission are elected by secret ballot out of the persons attending the General Meeting, whereby each Shareholder may



nominate one candidate. A nominated candidate should submit a declaration that he agrees to be a candidate.

- 3. The members of the Scrutiny Commission are chosen by the General Meeting, which votes on each candidate in alphabetical order. Candidates with the highest number of votes become members of the Commission.
- 4. If the number of candidates for membership of the Scrutiny Commission is equal to the number of members, they shall be jointly appointed by acclamation.
- 5. The duties of the Scrutiny Commission include:
  - a) Supervising the correctness of voting,
  - b) Supervising the work of the persons operating the vote-counting equipment,
  - c) Establishing the results of voting, taking into account votes cast with the use of electronic equipment, and conveying them to the Chairman for the purpose of announcement,
  - d) Performing other action connected with voting,
- 6. Should the Scrutiny Commission discover irregularities with a vote, it must immediately notify the Chairman and at the same time submit recommendations regarding further procedure.
- 7. The Scrutiny Commission may avail itself of the help of experts, especially the Company's consultants and advisors.
- 8. Documents confirming the results of each vote are signed by each member of the Scrutiny Commission and by the Chairman.
- 9. The General Meeting may also appoint other commissions.

# §13. Consideration of the agenda

- 1. Having signed the attendance list and established that the General Meeting is capable of adopting resolutions, the Chairman presents the participants with the agenda.
- 2. The General Meeting may also introduce new matters to the agenda and discuss them, but without adopting any resolutions.
- 3. A resolution on not considering an item on the agenda can only be adopted if there are significant reasons for this. A motion in such a case should be justified in detail. If the General Meeting resolves to erase an item on the agenda, any motions submitted on this item become void. Removing an item which had been placed on the agenda at the request of the shareholders, or not considering it, requires the adoption of a resolution of the General Meeting, after consent given in advance by all shareholders present who submitted that request, supported by a majority of 75 percent of the votes of the General Meeting.
- 4. The Chairman may not by himself erase items from the announced agenda, change the order of items on the agenda or submit for discussion any substantive business not included in the agenda.
- 5. Having presented every item on the agenda, the Chairman opens the discussion, giving the floor to persons in the order in which they applied to speak.
- 6. The Chairman decides on closing the discussion.
- 7. The Chairman may give the floor to members of the Management Board, Supervisory Board and invited guests, out of turn.



- 8. A speaker must introduce himself with his given name and surname. In addition, a proxy must state whom he is representing. The Chairman may ordain motions for discussion to be submitted in writing, with the proposer's given name and surname. If the motion is from a proxy, the proxy must in addition give the given name and surname of the Shareholder he is representing.
- 9. One may speak only on a specific item on the agenda that is currently being discussed.
- 10. When considering each item on the agenda, the Chairman may, depending on the subject, lay down a time limit for any individual to speak or give a reply. Members of the Management Board, Supervisory Board and experts may be exempted from the above restriction. The Chairman decides on extending a participant's speaking time or allowing him to speak again.
- 11. The Chairman may admonish a speaker who strays from the subject currently under discussion, exceeds his speaking time or expresses himself in an improper manner.
- 12. A speaker who does not abide by the Chairman's remarks or who speaks in a manner not complaint with the Regulations may be deprived of the right to speak.
- 13. The Chairman may expel from the hall anyone who disturbs the peace and order of the Meeting. At the request of an interested party, the General Meeting may adopt a different decision on the above matters,
- 14. The participants in the General Meeting may appeal to the Meeting against the Chairman's decisions.
- 15. Each participant in the General Meeting is entitled to put questions to the Management Board, Supervisory Board and auditor on items contained in the agenda, within the scope of the business currently under discussion.
- 16. The members of the Management Board, Supervisory Board and auditor each acting within the limits of his competencies – are obliged to reply to questions put to them, to the extent necessary to resolve the issues being discussed by the General Meeting.
- 17. Replies should be given taking into account the fact that the Company fulfils its information duties in compliance with the rules governing trading in financial instruments, and information may not be provided in a manner different from that laid down in those rules.
- 18.Each participant in the General Meeting may submit a motion on a formal matter. In formal matters, the Chairman may grant the floor to persons out of turn.
- 19. Formal matters are taken to mean motions on the manner of debating and voting, and especially on:
  - a) Restricting, postponing or closing the discussion,
  - b) Shortening the time for speeches,
  - c) Ordaining a technical break of the session,
  - d) Changing the order in which motions are to be decided upon,
  - e) Closing the list of candidates.
- 20. A discussion on a formal matter should take place as soon as it has been put forward. Unless the Chairman decides otherwise, only two speakers may speak in a discussion: one "in favour of " and one "against" a motion.



- 21. Directly after the discussion, the Chairman puts the formal matter to the vote by the General Meeting.
- 22. At the request of a participant in the General Meeting, a written statement by him can be enclosed with the minutes. This statement is taken at the end of the session.
- 23. When the agenda has been exhausted, the Chairman closes the General Meeting. From that point, the General Meeting ceases to function as a corporate body of the Company, and the participants may no longer validly adopt resolutions.

#### §14. Resolutions

- 1. The Management Board prepares written draft resolutions on items included in the agenda of the General Meeting. Shareholders may prepare and submit to the Management Board drat resolutions in cases foreseen in the law.
- 2. Each participant in the General Meeting may submit proposals for a draft resolution on a specific matter or amendments to the draft resolution until the discussion on the matter in question has been closed.
- 3. If no speaker has formulated the clear wording of a proposed resolution, the Chairman is obliged to finally edit the submitted motions, unless the commission discussed in par. 5 is appointed. A resolution should be formulated in such a way that any eligible person who does not agree with the decision on the matter which is the subject of the resolution may appeal against it.
- 4. A draft resolution may be placed before the Chairman in writing.
- 5. If a considerable number of motions is submitted during the General Meeting, the Meeting may appoint a Motions Commission on the Chairman's recommendation.
- 6. Three persons out of the participants in the General Meeting may be elected members of the Motions Commission. The election to the Motions Commission will be held according to the rules foreseen for electing members of the Scrutiny Commission.
- 7. The Motions Commission must perform the final editing of draft resolutions that are due to be put to the vote.
- 8. Decisions by the Motions Commission are reached by a simple majority of votes in an open ballot.
- 9. A draft resolution or a motion to amend a draft resolution may be withdrawn by the persons who submitted it.
- 10. If a draft resolution is rejected because it failed to attract the required majority of votes, this shall not be taken to mean that the General Meeting has adopted a negative resolution with a content that is different from the motion that was voted upon.
- 11. Those who object to a resolution are assured of the possibility to explain their objection concisely.
- 12. If the General Meeting resolves to convene an Extraordinary General Meeting of Shareholders, the resolution will be effective provided that it contains all the data required for announcements of the convening of a General Meeting. The implementation of a resolution is the responsibility of the Management Board.

# §15. Voting



- 1. Voting on a draft resolution takes place after it has been read out by a notary, the Chairman, or a person designated by the Chairman.
- 2. Resolutions by the General Meeting are reached by a relative majority of votes, unless the Commercial Companies Code or Company Statute require a qualified majority of votes.
- 3. Resolutions are adopted in an open ballot, except in the cases foreseen in the Commercial Companies Code, Company Statute or these Regulations.
- 4. Voting is in the following order:
  - a) Voting on motions concerning draft resolutions, whereby voting is first held on motions on whose adoption or rejection other motions depend,
  - b) Voting on the whole of a draft resolution in the proposed wording, with changes resulting from adopted motions,
- 5. The Chairman establishes the order of voting on motions regarding draft resolutions.
- 6. The statutory exclusion from voting on a resolution in cases where the basis for such exclusion exists applies also to persons who are acting as proxies at the General Meeting, unless the appropriate requirements regarding the contents of a power of attorney foreseen in the Commercial Companies Code have been satisfied.
- 7. The proxies of legal persons should also refrain from voting if the circumstance described above also affects the Shareholder they represent.
- 8. A Shareholder belonging to a corporate body of the Company may take part in a vote on discharging other members of that same body from liability in the performance of their duties.
- 9. If the law or the Statute require that Shareholders vote in separate groups according to the type of shares held, the Chairman shall ordain such separate voting. Only those participants of the General Meeting holding voting rights under shares of a particular type may take part in each particular vote.
- 10. The Chairman may require that participants in the General Meeting vote in an order set by him.
- 11. By means of a resolution, the General Meeting may lift the secrecy from voting on the election of a commission appointed by it.
- 12. Voting at a General Meeting may be conducted by means of electronic technology.
- 13. Having obtained the result of a vote, the Chairman announces the number of votes in favour of a resolution, the number of votes against, and the number of abstentions, and then declares whether or not the resolution has been adopted.
- 14. Documents containing the results of each vote are signed by all the members of the Scrutiny Commission and by the Chairman.

# §16. Appointing and dismissing the Supervisory Board

- 1. The General Meeting establishes the number of members of the Supervisory Board, taking into account the provisions of the Statute.
- 2. Each Shareholder may nominate one or more candidates for membership of the Supervisory Board.
- 3. The Management Board must submit to the Chairman all nominations for membership of the Supervisory Board, together with the documents attached to the nominations.



- 4. The Chairman or a person indicated by him presents the candidates to the General Meeting, with justifications for their candidacies. The Chairman draws up a list of the candidates. The list of candidates cannot be closed if there are fewer candidates than the number of Supervisory Board members established by the General Meeting.
- 5. A candidate for membership of the Supervisory Board may be a natural person who satisfies the requirements of Article 18 of the Commercial Companies Code, after he has consented to be a candidate.
- 6. Voting for members of the Supervisory Board is conducted by secret ballot, with a vote cast successively for each nominated candidate in alphabetical order. If the number of candidates to the Supervisory Board equals the number of members established by the General Meeting, voting on all the candidates may be conducted simultaneously, unless but one participant in the General Meeting objects to this.
- 7. At the motion of Shareholders representing a statutorily-defined portion of the share capital, the election of members of the Supervisory Board should conducted by means of voting in separate groups.
- 8. A written motion to elect members of the Supervisory Board by means of voting in separate groups should be submitted to the Management Board early enough for the election by means of such a vote to be placed on the agenda of the General Meeting contained in the announcement to convene the Meeting.
- 9. Participants in the General Meeting representing that portion of shares resulting from the division of the total number of shares represented at the Meeting by the number of members of the Supervisory Board may form a separate group in order to elect one member of the Supervisory Board. However, they do not take part in the vote for the remaining members.
- 10. Mandates for members of the Supervisory Board not filled by an appropriate group of Shareholders formed in compliance with par. 12 shall be filled by means of a vote in which all the Shareholders who did not take part in the vote for members in separate groups may take part.
- 11. Prior to the vote for members of the Supervisory Board in separate groups, the Chairman notifies the General Meeting of the number of shares represented at the Meeting and the minimum number of shares required to form a group capable of electing a member of the Supervisory Board.
- 12. The body that convened the General Meeting shall allow each such group to assemble and conduct a vote. A Chairman of the meeting of each group must be chosen.
- 13. If, at a General Meeting in which Supervisory Board members are to be elected by means of voting in separate groups, at least one group capable of electing a Supervisory Board member is not formed, the election shall not proceed.
- 14. Candidates who have gained the highest number of votes in succession are regarded as duly elected.
- 15. If the candidates receive an equal number of votes, the Chairman shall ordain an additional vote.

# §17. Adjourning the General Meeting

1. The General Meeting may adjourn a session by a two-thirds majority of votes. Total adjournments may not exceed thirty days.



- 2. A resolution to adjourn the Meeting should state the date, time and place where the Meeting shall resume.
- 3. If the General Meeting ordains an adjournment or adjournments of the session, it is not necessary for the same participants to attend the Meeting in order to preserve its continuity. In particular:
  - a) After the adjournment, a different number of participants may take part in the Meeting provided their names are on the attendance list drawn up on the day when the Meeting resumes its session,
  - b) If the person who was elected Chairman prior to the adjournment is present at the resumed Meeting, no repeated election of Chairman is conducted and that person continues to be the Chairman.
  - c) If Shareholders are represented by different proxies, the proxies must submit their powers of attorney or other suitable document empowering them to represent Shareholders at the General Meeting.
  - d) The right to participate in a General Meeting is determined according to the rules of law, and the deadlines specified therein apply to the original announced date of the start of the General Meeting, not to the date of any resumption.
- 4. The agenda of the General Meeting cannot be expanded to include more items than those announced by the convening body.
- 5. A resolution to adjourn a General Meeting does not require an additional announcement of the venue of the resumed Meeting in the manner foreseen for the convening of the Meeting, if the Meeting takes place in the same locality.
- 6. If the General Meeting ordains an adjournment, any resolutions adopted prior to the adjournment will be recorded in the minutes, with a note that the Meeting was adjourned.
- 7. When the General Meeting resumes its session, the resolutions adopted after the resumption shall be recorded in separate minutes. In the case of several resumptions of a session, separate minutes will be kept for each resumption.
- 8. To each notarial minutes drawn up according to the above paragraphs, an attendance list of participants of each resumption of the General Meeting shall be added.
- In justified cases, the Chairman may ordain a short break in the session (technical break). A technical break may not encumber Shareholders in exercising their rights.

# §18. Minutes

- 1. Apart from minutes drawn up in the form of a notarial deed, the Chairman may ordain an additional record of the whole of or part of the session drawn up by a secretary specifically appointed for this purpose. The secretary need not be a participant of the General Meeting.
- 2. The record may include matters that are not the subject of the minutes drawn up by the notary. In particular, it may include the manner of resolving questions or order and formal matters, and the course of the discussion on the subject of submitted draft resolutions.
- 3. When issuing a Shareholder with a copy of the notarial minutes of the Meeting, the Company may demand payment of the cost of the copy.
- 4. Upon a motion of the Management Board, a additional sound or video recording of the whole of or part of the session may be made.



- 5. The media containing the recording will be kept by the Management Board, which may decide to destroy them, whereas copies will not be released.
- 6. A recording may be made with the approval of the General Meeting. However, a speaker may demand that his speech or image not be released or reproduced.
- 7. The rules governing the minutes of general meetings do not apply to the recordings discussed in this Article.
- 8. Powers of attorney to vote or documents confirming that a Shareholder is represented by a proxy should be added to the register of minutes. An extract from the notarial deed containing the minutes and evidence of convening the General Meeting is added to the register of minutes.

# **V. FINAL PROVISIONS**

#### §19. Legal clause

Appropriate provisions of the law and of the Statute shall apply to any matters not covered by these Regulations.

#### §20. Consolidated text of the Regulations and entry into force of changes

- 1. The Regulations take effect after their adoption by the Company's General Meeting.
- 2. A change to the Regulations requires a resolution by the General Meeting. If the General Meeting makes changes to the Regulations, the Management Board must produce a consolidated text of the Regulations within 14 days.
- 3. Changes to the Regulations take effect as of the next General Meeting after the one at which they were adopted.