# RULES OF PROCEDURE
# FOR THE GENERAL MEETING
# PGE POLSKA GRUPA ENERGETYCZNA SPÓŁKA AKCYJNA

Adopted by Resolution

of the General Meeting No. __

dated __ _____ 2026

Warsaw, __ ____ 2026

## § 1.

## Objective scope:

1. The Rules of Procedure of the General Meeting set out the principles and procedures for convening and conducting General Meetings as a body of PGE Polska Grupa Energetyczna Spółka Akcyjna, and for the General Meeting to elect members of the Supervisory Board as provided for in the Articles of Association

2. The general rules and procedures for convening, preparing, cancelling, the scope of powers and the conduct of the General Meeting are set out in the provisions of the Commercial Companies Code and the Articles of Association, taking into account the Code of Best Practice.

## § 2.

## Definitions

The terms used in the Rules of Procedure shall have the following meanings:

1) **Shareholder** or **Shareholders** – a shareholder or shareholders of the Company;

2) **Code of Best Practice** – the principles set out in the document 'Code of Best Practice for WSE Listed Companies 2021', constituting an annex to Resolution No. 13/1834/2021 of the Stock Exchange Council dated 29 March 2021 (as amended), to the extent adopted by the Company for application, or a document replacing it;

3) **Commercial Companies Code** – the Act of 15 September 2000 – Commercial Companies Code;

4) **Chairperson** – the Chairperson of the General Meeting;

5) **Supervisory Board** – the Company's Supervisory Board;

6) **Rules of Procedure** – these Rules of Procedure;

7) **Company** – PGE Polska Grupa Energetyczna Spółka Akcyjna;

8) **Articles of Association** – the Company's Articles of Association;

9) **Meeting Participant** – a person entitled to attend the General Meeting within the meaning of the Commercial Companies Code;

10) **General Meeting** – the Company's General Meeting;

11) **Management Board** – the Company's Management Board.

## § 3.

## Convening of the General Meeting

1. A General Meeting may be an ordinary/annual or extraordinary meeting.

2. Without prejudice to the provisions of clauses 5 and 6 below, the General Meeting shall be convened by the Management Board:

a) on its own initiative;

b) upon a written request from the Supervisory Board;

c) upon a written request from a Shareholder or Shareholders representing at least one-twentieth of the share capital. Such a request may be submitted to the Management Board in writing or in electronic form to the following Company e-mail address: wza@gkpge.pl. The Company reserves the right to take appropriate measures to identify the Shareholder or Shareholders making the request. Verification may consist, in particular, of a follow-up question asked by telephone or via electronic means of communication to the Shareholder or Shareholders;

d) upon written request from the State Treasury, as long as it remains a Shareholder.

3. The Management Board shall convene a General Meeting within two weeks from the date of submission of the request referred to in clauses 2.b) - 2.d) above.

4. If, within two weeks from the date of submission of the request referred to in clauses 2.c) or 2.d), an Extraordinary General Meeting will not be convened, the registry court may authorise the Shareholder or Shareholders making such a request to convene an Extraordinary General Meeting. The court shall appoint the Chairperson of that General Meeting.

5. The Supervisory Board may convene an Annual General Meeting if the Management Board has not convened it within the time limit specified in the Commercial Companies Code or in the Articles of Association, and an Extraordinary General Meeting if it deems its convening appropriate.

6. A Shareholder or Shareholders representing at least half of the share capital or at least half of the total voting rights in the Company may convene an Extraordinary General Meeting. The Shareholder or Shareholders shall appoint the Chairperson of that General Meeting.

7. The Management Board is responsible for the proper preparation of the General Meeting, in particular with respect to the provision of suitable premises, the technical arrangements for voting, and ensuring the presence of a notary and experts.

8. The announcement on the convening of the General Meeting and other related activities shall be conducted according to the applicable rules of law, in particular the Commercial Companies Code and the provisions of the Articles of Association.

9. General Meetings shall be held at the Company's registered office, or in the town where the company operating the regulated market on which the Company's shares are traded has its registered office.

## § 4.

## Draft resolutions, materials and Shareholders' rights

1. Draft resolutions proposed for adoption by the General Meeting, together with explanatory notes and other materials, including those required by the relevant legal provisions, shall be published on the Company's website in accordance with applicable law, in particular the Commercial Companies Code, enabling Shareholders to familiarise themselves with and evaluate them.

2. The shareholder or shareholders representing at least one-twentieth of the share capital may request that specific items are included on the agenda of the next General Meeting. This right also applies to the State Treasury, provided it remains a Shareholder. Such a request must be submitted to the Management Board no later than twenty-one days before the scheduled date of the General Meeting. If submitted after this deadline, it shall be treated as a motion to convene an Extraordinary General Meeting. The request must include a statement of reasons or a draft resolution concerning the proposed item on the agenda. It may be submitted in electronic form.

3. The Management Board is required to announce, without delay and no later than eighteen days before the scheduled date of the General Meeting, any changes to the agenda introduced at the request of a Shareholder or Shareholders. The announcement is published following the same procedure as applicable to convening the General Meetings of Shareholders.

4. A Shareholder or Shareholders representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company, in writing or by electronic means of communication, draft resolutions concerning matters included on the agenda of the General Meeting or matters to be included on the agenda. This right also applies to the State Treasury, provided it remains a Shareholder. The Company shall immediately publish the draft resolutions on its website.

5. A Shareholder has the right to request a copy of the motions on matters included in the agenda within one week prior to the General Meeting.

## § 5.

## Shareholder's Proxy

1. A Shareholder may attend the General Meeting and exercise his/her voting rights in person or through a proxy (hereinafter referred to as the 'Proxy').

2. A power of attorney to attend the General Meeting and exercise voting rights must be granted in writing or in electronic form.

3. Where a Shareholder grants a power of attorney to attend the proceedings and exercise voting rights at the General Meeting, for the purpose of identifying the Shareholder and the Proxy representing him/her, the document confirming the grant of the power of attorney should be accompanied by documents or copies thereof enabling the identification of those persons, to verify the validity of the power of attorney granted.

4. If the power of attorney to participate in the proceedings and exercise voting rights at the General Meeting granted by a Shareholder is conditional, the Company or the person(s) appointed by the Company to register Shareholders may require proof that the relevant condition has been met.

5. The specific provisions set out in the Commercial Companies Code shall also apply to proxies and powers of attorney to attend the General Meeting and exercise voting rights.

6. Granting a power of attorney in electronic form does not require it to be accompanied by a secure electronic signature verified by means of a valid qualified certificate. The fact that a power of attorney has been granted in electronic form must be notified to the Management Board via electronic means of communication. The notification may be sent by email to the Company's email address: wza@gkpge.pl. The notification must be accompanied by a scan of the power of attorney granted and a scan of the documents referred to in clause 3 above. The notification must also specify the email address through which the Company may

contact the Shareholder and the Proxy. The Management Board has the right to verify the notifications sent and to take steps to identify the Shareholder and the Proxy and to confirm the validity of the authorisation. Such verification may, in particular, consist of a follow-up question put to the Shareholder or the Proxy by telephone or via electronic means of communication. The above rules apply accordingly to the amendment or revocation of a power of attorney. Notifications that do not meet the above requirements have no legal effect on the Company. The Company shall not be liable for errors in the completion of the power of attorney form or for the actions of persons acting under a power of attorney. A Proxy attending the General Meeting is obliged, at the request of the Company or the person(s) designated to register Shareholders, to present the originals of the documents attached to the notice referred to above.

## § 6.

## List of Shareholders

1. The Company shall draw up the List of Shareholders, which constitutes a register of Shareholders entitled to attend the General Meeting, based on the register prepared and made available to the Company by the entity operating the securities depository within the time limit and in accordance with the rules laid down in the Commercial Companies Code.

2. The List of Shareholders entitled to participate in the General Meeting, containing the information required by the provisions of the Commercial Companies Code and drawn up in the manner specified under those provisions, shall be made available for inspection at the Company's organisational unit responsible for servicing the Company's governing bodies for three working days immediately preceding the General Meeting, during the office hours of that unit, as specified in the notice convening the General Meeting.

3. At the request of a Shareholder, the list of Shareholders shall be sent to them free of charge to their address for electronic service or by email to the address indicated by him/her.

## § 7.

## Participation in the General Meeting

1. Only persons who are Shareholders sixteen days prior to the date of the General Meeting (the record date for participation in the General Meeting) are entitled to participate in the General Meeting.

2. Immediately prior to the commencement of the General Meeting, a verification shall be carried out of the Shareholders entitled to attend the General Meeting.

3. A Shareholder who intends to attend the General Meeting and exercise his/her voting rights in person should, for the purposes of identification:

   a) for a Shareholder who is a natural person – present an identity card, passport or other official document confirming the Shareholder's identity, or certified copies of one of such documents;

   b) for a Shareholder who is not a natural person – submit a current extract from the relevant register or another document confirming the existence of such a Shareholder and the right of its representative or representatives, who have appeared on behalf of such a Shareholder at the General Meeting, to represent it, and present an identity card, passport or other official document confirming the identity of the representative or representatives

authorised to represent the Shareholder, or submit certified copies of the relevant documents from among those indicated above.

4. For foreign entities in whose country of registered office no relevant registers are maintained, instead of the current extract from the register referred to in clause 3(b) above, a document must be submitted confirming the existence of the entity in question and the authority of its representative or representatives, who have appeared on behalf of that entity at the General Meeting, to represent it.

5. In case of doubt as to the authenticity of the certified copies of the documents referred to in this § 7, the person presenting such documents for the purpose of participating in the General Meeting may be required to produce the originals of the documents in question. If these are not produced, the Shareholder or Proxy may not be admitted to participate in the General Meeting.

6. All documents referred to in this § 7 (or in other sections of the Rules of Procedure) that are drawn up in a foreign language must be accompanied by a certified translation into Polish prepared by a sworn translator.

7. Once a Shareholder or his/her representative has been verified, the Shareholder or the Shareholder's representative shall confirm his/her presence by signing the attendance list and shall collect a ballot paper or an electronic voting device, which shall have been prepared in advance by the Company or by the entity entrusted by the Company to provide technical support for the General Meeting.

8. Any Shareholder or Proxy who leaves the General Meeting whilst it is in progress shall notify the Chairperson of this fact so that it may be recorded in the attendance list.

9. Experts representing individual Shareholders may attend the General Meeting, unless the Chairperson decides otherwise.

10. The Chairperson may agree to the presence of media representatives in the General Meeting Hall.

## § 8.

## Powers and duties of the members of the Management Board and the Supervisory Board

1. Members of the Company's governing bodies whose terms of office have expired prior to the date of the General Meeting shall be entitled to attend the General Meeting, to inspect copies of the Management Board's reports on the Company's activities and financial statements, the Supervisory Board's reports and the auditor's report, and to submit written comments thereon. A request to exercise these rights should be submitted to the Management Board in writing no later than one week before the General Meeting.

2. Members of the Management Board and the Supervisory Board have the right to attend the General Meeting, and where justified by the nature of the matters on the agenda, they should attend the General Meeting.

3. The Management Board or any other body convening the General Meeting may invite auditors, lawyers, experts and other persons to attend the General Meeting, in particular where matters on the agenda so require. Such persons shall have the right to speak at the request of the Chairperson, members of the Management Board or the Supervisory Board, in the same manner as members of the Management Board or the Supervisory Board (in particular, they

may speak outside the established order of speakers). On a motion by a Meeting Participant, the General Meeting may adopt a procedural resolution to remove any such person from the room.

4. The Management Board shall ensure the presence of the Company's auditor at the Annual General Meeting and, at the request of the Supervisory Board, also at the Extraordinary General Meeting.

5. Members of the Supervisory Board and the Management Board, as well as the Company's auditor, shall, within the limits of their powers and to the extent necessary for the resolution of matters discussed by the General Meeting, provide Meeting Participants with explanations and information concerning the Company.

6. The Management Board shall ensure that members of the Supervisory Board, the Company's auditor and other persons to be invited to the General Meeting are notified of the place, time and agenda of the General Meeting, and shall provide materials that may be presented to Shareholders prior to the General Meeting.

7. Responses to questions from Participants at the General Meeting should be provided taking into account the fact that the Company fulfils its information obligations in accordance with generally applicable regulations, and that certain information may not be provided in any manner other than that prescribed by those regulations. The provision or refusal to provide information by the Management Board shall be in accordance with the rules set out in Article 428 of the Commercial Companies Code.

8. At the Annual General Shareholders' Meeting, the Management Board shall present the Company's financial results and other material information contained in the financial statements subject to approval by the Annual General Shareholders' Meeting.

## § 9.

## Costs of convening the General Meeting

1. Subject to clause 2, the costs of convening, preparing, organising and holding a General Meeting shall be borne by the Company.

2. The general meeting convened pursuant to § 3.2.c) or § 3.2.d) shall adopt a resolution determining whether the costs of convening and holding the General Meeting are to be borne by the Company. The Shareholder or Shareholders at whose request the General Meeting was convened may apply to the registry court for exemption from the obligation to cover the costs imposed by a resolution of the General Meeting.

## § 10.

## Convening of the General Meeting

1. The cancellation and any change in the date of the General Meeting shall take place in the same manner as its convening, whilst ensuring the least possible adverse effects on the Company and the Shareholders.

2. In cases other than those specified in clause 1 above, a General Meeting may be cancelled if its holding is prevented by extraordinary circumstances or is manifestly pointless.

3. The cancellation and any change in the date of the General Meeting shall take place in the same manner as its convening, whilst ensuring the least possible adverse effects on the

Company and the Shareholders. In addition, information regarding the cancellation or change in the date of the General Meeting should be published on the Company's website, together with a statement of reasons and in compliance with other legal requirements.

4. The cancellation or rescheduling of the General Meeting should take place immediately upon the occurrence of the grounds justifying such cancellation or rescheduling, but no later than seven days before the date of the General Meeting. If the cancellation or rescheduling of the General Meeting cannot take place within the time limit specified in the preceding sentence, the General Meeting shall be held, unless circumstances indicate that this is impossible or unduly difficult, in which case the cancellation or rescheduling may take place at any time prior to the date of the General Meeting.

5. The power to cancel the General Meeting shall lie exclusively with the entities that convened the General Meeting.

## § 11.

## Transmission

The Company shall provide a publicly accessible live stream of the General Meeting. Information on the planned live stream of the meeting shall be posted on the Company's website.

## § 12.

## Opening of the General Meeting

1. The General Meeting shall be opened by the Chairperson of the Supervisory Board or, in his/her absence, by the Deputy Chairperson of the Supervisory Board. In the absence of these persons, the following persons are authorised to open the General Meeting, in the following order: the President of the Management Board, a person appointed by the Management Board, or a Shareholder who has registered shares entitling him/her to the highest number of votes at the General Meeting in question.

2. The person opening the General Meeting is empowered to make procedural decisions aimed at opening the General Meeting and electing the Chairperson.

## § 13.

## Election of the Chairperson

1. The person opening the General Meeting shall ensure that a Chairperson is elected without delay, whilst refraining from making any other substantive or procedural decisions. Subject to Article 400 § 3 of the Commercial Companies Code, the Chairperson shall be elected from among the Meeting Participants.

2. Nominations for the position of Chairperson shall be put forward, from among the Meeting Participants, by the person opening the General Meeting or by any of the Shareholders attending the General Meeting, provided that each such person may nominate only one candidate for the position of Chairperson.

3. The person opening the General Meeting shall ensure that a list of candidates for the position of Chairperson has been drawn up. Those who have been nominated as candidates for the position of Chairperson shall be entered on the list of candidates after the person opening the General Meeting has received a verbal declaration of consent to stand as a candidate.

4. The Chairperson shall be elected by secret ballot by voting on the nominated candidates in the order in which they were nominated. If a resolution to elect a particular candidate as Chairperson of the General Meeting is adopted, the remaining candidates shall not be put to the vote.

5. The Chairperson shall preside over the meeting, confirm that the General Meeting has been duly convened and that it is competent to adopt resolutions.

## § 14.

## Attendance list

1. Immediately after his/her election, the Chairperson shall ensure that an attendance list containing a list of the Meeting Participants (including at least their first name and surname or company name), specifying the number of shares held and the votes to which they are entitled, has been drawn up.

2. The attendance list shall be signed by the Chairperson, who thereby confirms that it has been drawn up correctly. The signed attendance list shall be made available for inspection throughout the duration of the General Meeting.

## § 15.

## Ballot Counting Committee

1. If voting at the General Meeting is not conducted by electronic means (cards or similar devices issued to Meeting Participants who exercise their voting rights, recording the number of votes to which they are entitled), the Chairperson shall order the election of a Ballot Counting Committee.

2. The Ballot Counting Committee shall consist of three members elected from among the Meeting Participants, unless the General Meeting appoints a larger number of members.

3. Each Shareholder may nominate one candidate to be a member of the Ballot Counting Committee.

4. The Ballot Counting Committee shall report to the Chairperson any irregularities observed during the voting.

## § 16.

## Proceedings of the General Meeting

1. The Chairperson shall preside over the proceedings of the General Meeting according to the adopted agenda, the provisions of law, the Articles of Association and the Rules of Procedure. In particular, the Chairperson shall give the floor to the Meeting Participants, conduct votes and announce the results of the votes.

2. The Chairperson may rule on procedural matters. However, he/she does not have the right, without the consent of the General Meeting, to remove or alter the order of items on the agenda.

3. The General Meeting may pass a resolution to change the order in which the various items on the agenda are considered.

4. During the General Meeting, any Shareholder may submit draft resolutions concerning matters included on the agenda, pursuant to the provisions of the Commercial Companies Code.

5. The Chairperson may seek the assistance of lawyers or other experts present at the General Meeting.

6. Meeting Participants may appeal against the Chairperson's decision to the General Meeting.

7. Once an item on the agenda has been called, the Chairperson or a person designated by him/her briefly outlines the matter in question, in particular presenting the Supervisory Board's opinion on the motion or draft resolution proposed for adoption by the General Meeting, whereupon the Chairperson shall open the discussion, giving the floor to speakers in the order in which they have requested to speak.

8. The Chairperson shall give the floor out of turn to members of the Management Board, the Supervisory Board or the Company's auditor.

9. The Chairperson may require speakers to submit their requests in writing, stating the speaker's first name and surname, and, where the speaker is a representative of a Shareholder, also the first name and surname or the name (business name) of the Shareholder.

10. During the discussion, each speaker should speak solely on the matter under discussion.

11. The Chairperson may set a time limit for each speaker during the discussion. The restriction referred to in the preceding sentence does not apply to members of the Management Board, the Supervisory Board or the Company's auditor.

12. The Chairperson may take the floor away from a speaker who, in his/her speech, deviates from the matter currently under consideration by the General Meeting, exceeds the time allocated for the speech, violates the law or good manners with his/her remarks, or prevents the proper conduct of the General Meeting.

13. The Chairperson determines when the discussion shall be closed.

14. Once the discussion has been closed, the Chairperson shall call for a vote, unless it is necessary to call a procedural break.

15. The Chairperson shall ensure that the vote is conducted correctly and in accordance with the relevant legal provisions, in particular with respect to the quorum or the required majority of votes.

16. The Chairperson may order Meeting Participants to vote in the order determined by him/her.

17. Once the vote has been completed, the Chairperson or a person designated by him/her shall announce the results of the vote to Meeting Participants.

18. A shareholder raising an objection may submit a brief statement of the grounds for the objection to be included in the minutes of the General Meeting.

19. The Chairperson closes the General Meeting once all items on the agenda have been dealt with.

## § 17.

## Formal motions

1. In matters of formal motions, the Chairperson may call on members to speak out of turn. Formal motions include, in particular, motions to:

   a) close the discussion,

   b) close the list of speakers,

   c) limit the speaking time allocated to speakers during the discussion,

   d) change the order in which individual items on the agenda are considered,

   e) order a break in the proceedings of the General Meeting,

   f) vote without discussion,

   g) appoint a committee of the General Meeting.

2. Formal motions are not open to discussion. Once a formal motion has been tabled, the proposer shall briefly explain the grounds for the motion, after which the Chairperson shall call for a vote, unless it is necessary to call a procedural break.

3. In justified cases, the Chairperson may, on his/her own initiative, order short procedural breaks in the proceedings of the General Meeting which do not constitute a suspension of the General Meeting within the meaning of the Commercial Companies Code. Procedural breaks must not be intended to hinder Shareholders in the exercise of their rights.

4. A short break in the proceedings of the General Meeting shall be understood as a break concerning procedural or technical matters related to the agenda of the General Meeting, justified in particular by the need to finalise the wording of a resolution, to seek legal advice or to reproduce materials for Shareholders.

5. The General Meeting may order a break in the proceedings by a two-thirds majority of votes, provided that the total duration of such breaks does not exceed thirty days.

6. A resolution of the General Meeting ordering a break in proceedings shall specify the date on which the proceedings shall resume, and such date shall be set so as to enable the majority of Shareholders, including minority Shareholders, to participate in the resumed proceedings.

## § 18.

## Resolutions of the General Meeting

1. The General Meeting may adopt resolutions only on matters included in the agenda, unless the entire share capital is represented at the General Meeting and none of those present has raised an objection to the adoption of the resolution.

2. A motion to convene an Extraordinary General Meeting and motions of a procedural nature may be adopted even if they were not included in the agenda.

3. Resolutions may be passed in the absence of a formally convened General Meeting if the entire share capital is represented and none of persons present has objected to holding the General Meeting or to the introduction of specific items on the agenda.

4. Subject to applicable law, the General Meeting may amend or repeal a resolution previously adopted by it.

## § 19.
## Voting

1. The draft resolution should be read out before voting begins. If the draft resolution has been posted on the Company's website, is displayed whilst the relevant item on the agenda is being considered, or has been printed and distributed to Shareholders during the meeting, or is available to every Shareholder present on devices made available during the meeting (e.g., a tablet), and no Shareholder requests its reading in full, the Chairperson may refrain from reading out the entire draft resolution, referring instead to the text of the draft posted on the Company's website, displayed during the consideration of the relevant agenda item, or printed, or accessible on a device made available to every Shareholder present.

2. Until the discussion on the agenda item is closed, a Shareholder has the right to submit a draft resolution on that agenda item or to propose amendments to the content of the draft resolution proposed for adoption by the General Meeting. The Shareholder must provide a justification for his/her proposal. Proposals may be submitted in writing to the Chairperson or orally for inclusion in the minutes of the meeting. The proposal must state the first name and surname or the name (company name) of the Shareholder, and in the case of a Shareholder represented by a representative, also the first name and surname of the representative.

3. If, during the General Meeting, a Shareholder will submit a draft resolution or amendments to a draft resolution proposed for adoption by the General Meeting, the Chairperson shall first order a vote on the draft resolution in the wording presented by the Shareholder or incorporating the proposed amendments.

4. Before voting on the draft resolution in the wording presented by a Shareholder or incorporating the proposed amendments, the Chairperson or a person designated by him/her shall read out the text of that draft resolution. The Chairperson may refrain from reading out the draft, provided there is no objection from the Shareholders, in particular where Shareholders have been given the opportunity to familiarise themselves with the draft resolution by displaying or printing it and distributing it to the Shareholders, or by making it available on devices provided during the General Meeting (e.g., a tablet).

5. If, at a given General Meeting, several Shareholders submit several new draft resolutions or amendments to a resolution proposed for adoption by the General Meeting under a specific item on the agenda, the individual motions shall be put to the vote in the order in which they were submitted, and subsequently, if necessary, a vote shall be held on the draft resolutions submitted by the Shareholders, according to the provisions of the Commercial Companies Code, prior to the date of the General Meeting and, finally, on the resolutions proposed by the Management Board. The adoption of a resolution on a given matter means that no vote is taken on subsequent motions.

6. A Shareholder who is a member of the Company's governing body may not vote on his/her own discharge, but may vote on the discharge of other persons.

7. A Shareholder may vote differently in respect of each share held.'

8. Voting at General Meetings shall, as a rule, be conducted by electronic means. Voting may be conducted by means other than electronic means if the General Meeting so decides.

9. If electronic voting is not possible, e.g., due to a failure of the electronic voting equipment, the Management Board shall ensure that ballot papers are prepared.

10. Subject to applicable law and the provisions of the Articles of Association, voting shall be by open ballot. A secret ballot shall be ordered in the case of elections and on motions to dismiss members of the Company's governing bodies or liquidators, to hold them liable, as well as in matters relating to personnel. The secret ballot shall also be ordered at the request of even one of the Shareholders present or represented at the General Meeting.

11. Documents containing the results of each vote shall be signed by all members of the Ballot Counting Committee (if appointed) and the Chairperson.

**§ 20.**

## Appointment and dismissal of Supervisory Board members

1. Subject to the provisions of the Articles of Association and the statutory provisions governing the right of an entity other than the General Meeting to directly appoint or dismiss a member of the Supervisory Board, the following provisions shall apply to the election of members of the Company's Supervisory Board by the General Meeting.

2. The Management Board is obliged to submit to the Chairperson all nominations for candidates to the Supervisory Board, together with the documents attached to such nominations, if they are in the possession of the Management Board prior to the date of the General Meeting.

3. The Chairperson shall present the candidates for membership of the Supervisory Board to Meeting Participants. Candidates may also present themselves. The person concerned must submit a statement confirming their consent to the election. Such a statement may be in writing, oral, or sent to the Company electronically no later than on the date of the General Meeting.

4. When proposing a candidate for the position of independent member of the Supervisory Board, the Shareholder nominating the candidate shall submit to the minutes of the General Meeting a written statement regarding the candidate's independence. Such a candidate should meet the independence criteria set out in the corporate governance rules adopted by the Warsaw Stock Exchange S.A.

5. When electing members of the Supervisory Board, the Chairperson of the General Meeting shall order a vote on the resolutions, separately in respect of each of the nominated candidates in the order in which the individual candidates were nominated by the Shareholders. No vote shall be held on candidates if, as a result of previous votes, all seats on the Supervisory Board have been filled and the number of members of the Supervisory Board has reached the maximum number specified in the Articles of Association.

6. Where the number of vacant seats on the Supervisory Board is equal to the number of candidates for membership of the Supervisory Board, a so-called block vote is permitted, i.e. a vote on the election of all nominated candidates.

7. The General Meeting shall adopt resolutions on the removal from office or suspension of a member of the Supervisory Board separately in respect of each person to be suspended or removed.

## § 21.

## Minutes

1. Resolutions of the General Meeting shall be recorded in minutes drawn up by a notary.

2. The content and rules governing the drawing up of the minutes of the General Meeting are governed by the relevant provisions of law.

3. The minutes shall confirm that the General Meeting was duly convened and had the capacity to adopt resolutions, and shall list the resolutions adopted, specifying for each resolution the number of shares from which valid votes were cast, the percentage share of those shares in the share capital, the total number of valid votes, the number of votes 'for', 'against' and 'abstentions', as well as any objections raised.

4. Notwithstanding any other disclosure obligations of the Company arising, in particular, from the regulations applicable to the Company as a public company, the Company shall, within one week of the conclusion of the General Meeting, disclose on its website the results of the votes to the extent specified in clause 3 above. The results of the votes shall be available until the expiry of the time limit for challenging a resolution of the General Meeting.

5. At the request of a Meeting Participant, his/her written statement shall be recorded in the minutes.

6. An attendance list bearing the signatures of the Meeting Participants shall be attached to the minutes.

7. The Management Board shall maintain a register of the minutes of General Meetings and shall ensure access to the documents contained therein in accordance with the rules laid down in the Commercial Companies Code. The Management Board shall attach evidence of the convening of the General Meeting to the register of minutes.

## § 22.

## Final provisions

1. In matters not covered by the Rules of Procedure, the relevant provisions of law and the provisions of the Articles of Association shall apply.

2. In case of any discrepancies between the provisions of the Rules of Procedure and mandatory provisions of law (in particular the Commercial Companies Code), the provisions of the Rules of Procedure that conflict with the applicable provisions of law shall not apply.

3. Any amendment to these Rules of Procedure requires a resolution of the General Meeting and shall enter into force on the date specified in the resolution and, if no such date is specified, upon the closure of the General Meeting at which the amendment has been adopted.