

GETIN Holding S.A.

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KRS 0000004335

District Court for Wrocław-Fabryczna in Wrocław,
the 6th Commercial Division of the National Court Register
Getin Noble Bank S.A. 07 1560 1108 0000 9060 0038 6802
NIP: 895-16-94-236

Share capital: PLN 759.069.368 (fully paid up)

www.getin.pl



(Current Report No. 42/2021)

21.12.2021

Resolutions adopted by the Extraordinary General Meeting on December 21st, 2021 and a draft of resolution which was voted on and not adopted

Getin Holding S.A. (the "Issuer") encloses:

- resolutions adopted by the Extraordinary General Meeting on December 21st, 2021 and
- a draft of resolution which was voted on and not adopted.

The resolutions adopted and the draft of resolution constitute Appendix No. 1 and Appendix No. 2 hereto.

Legal basis: Art. 56 (1)(2)(a) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (J. L. of 2021, item 1983) in connection with §19 (1)(6)(8) of the Regulation of the Minister of Finance dated 29 March 2018 on current and periodic information published by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state (J. L. of 2018, item 757).

Appendix No. 1.

**RESOLUTIONS ADOPTED BY EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF GETIN HOLDING S.A.
21 DECEMBER 2021
Resolution No. 1
of the Extraordinary General Meeting of Shareholders of Getin Holding S.A.
dated 21 December 2021**

§ 1.

Pursuant to Art. 409 §1 of the Code of Commercial Companies and Partnerships and §4 and §5 of the Bylaws of General Meeting of Shareholders of Getin Holding S.A., the Extraordinary General Meeting hereby elects Dominik Poźniak for its Chairman.

§ 2.

The resolution takes effect on the date of its adoption.

In the secret ballot there were 112,641,502 shares, representing 59.36% of the share capital, out of which

of which 112,641,502 valid votes were cast, including

- 112 641 502 votes "for",

- 0 votes "against",

- 0 votes "abstaining

The resolution was adopted.

**Resolution No. 2
of the Extraordinary General Meeting of Shareholders of Getin Holding S.A.
dated 21 December 2021**

§ 1.

The Extraordinary General Meeting adopts the following Agenda:

1. Opening.
2. Adopting a resolution on electing a Chairperson of the General Meeting.
3. Stating that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting a resolution on approval of the Agenda.
5. Adopting a resolution regarding the Company's share capital reduction and related amendments to the Company Articles of Association.
6. Adoption of a resolution on approval of a uniform text of the Company Articles of Association.
7. Adoption of a resolution on adopting for use "Best Practices for the WSE listed companies 2021".
8. Closing the meeting.

§ 2.

The resolution takes effect on the date of its adoption.

In open voting took part 112 641 502 shares, representing 59.36% of the share capital of which 112,641,502 valid votes were cast, including

- 112 641 502 votes "for",

- 0 votes "against",

- 0 votes "abstaining

The resolution was adopted.

Resolution No. 3
of the Extraordinary General Meeting of Shareholders of Getin Holding S.A.
dated 21 December 2021

Pursuant to Art. 430 §1, Art. 455 §1, and Art. 456 of the Code of Commercial Companies and Partnerships the Extraordinary General Meeting of Shareholders of Getin Holding S.A. ("Company") resolves as follows:

§ 1.

1. The Company's share capital shall be reduced by PLN 740,092,633.80 (seven hundred forty million ninety-two thousand six hundred and thirty-three zloty 80/100), i.e. from the amount of 759,069,368.00 (seven hundred fifty-nine million sixty-nine thousand three hundred and sixty-eight zloty 00/100) to the amount of PLN 18,976,734.20 (eighteen million nine hundred seventy-six thousand seven hundred and thirty-four zloty 20/100).
2. The Company's share capital reduction shall be effected through reduction of the share face value by PLN 3.90 (three zloty 90/100), i.e. from PLN 4.00 (four zloty 0/100) to PLN 0.10 (ten grosz).
3. The share capital reduction shall be effected:
 - 1) in order to pay shareholders PLN 189,767,342.00 (one hundred eighty-nine million seven hundred sixty-seven thousand three hundred and forty-two zloty) due to the share capital reduction, and
 - 2) in order to transfer the amount resulting from the Company's share capital reduction of PLN 550,325,291.80 (five hundred fifty million three hundred twenty-five thousand two hundred and ninety-one zloty 80/100) to the Company's statutory capital reserve, so that the funds transferred from the share capital reduction could be earmarked for covering possible future loss of the Company, and furthermore to ensure conditions for future distributions to shareholders from the statutory capital reserve in its part created from the Company's profit.
4. The share capital reduction shall be registered in the Register of Entrepreneurs after the satisfaction of the conditions specified in Art. 456 §1 and 2 of the Code of Commercial Companies and Partnerships.

§2

1. Part of the amount resulting from the Company's share capital reduction in the amount of 550,325,291.80 (five hundred fifty million three hundred twenty-five thousand two hundred and ninety-one zloty 80/100) shall be transferred to the Company's statutory capital reserve.
2. The transfer of the amount specified in §2(1) hereinabove to the Company's statutory capital reserve shall be effected on the first day after the end of the six-month period after the announcement of the registration in the Register of Entrepreneurs of the National Court Register of the Company's share capital reduction effected hereunder.
3. A reserve is made for the purposes of the temporary transfer of part of the amount from the share capital reduction, before transferring it to the Company's statutory capital reserve, as set forth in §2(1) and (2) hereinabove ("Reserve from Reduction"). Part of the amount resulting from the Company's share capital reduction in the amount of 550,325,291.80 (five hundred fifty million three hundred twenty-five thousand two hundred and ninety-one zloty 80/100) shall be transferred to the Reserve from Reduction on the first day after the registration of the Company's share capital reduction effected hereunder in the Register of Entrepreneurs of the National Court Register becomes final and binding. The Reserve from Reduction shall be released on the day following the transfer of the funds to the Company's statutory capital reserve, according to §2(2) hereinabove.

§3

1. The amount of PLN 189,767,342.00 (one hundred eighty-nine million seven hundred sixty-seven thousand three hundred and forty-two zloty 00/100) from the share capital reduction shall be distributed to shareholders, i.e. PLN 1.00 (one zloty 00/100) for each share.
2. The date for which the list of shareholders eligible to be paid the distribution from the share capital reduction shall be established ("**D-Day**") shall fall on the seventh Business Day after the last day of the six-month period counted from the date when the registration of the Company's share

capital reduction as effected hereunder in the Register of Entrepreneurs of the National Court Register becomes final and binding.

3. The amounts resulting from the share capital reduction shall be paid to shareholders ("**W-Day**") on the fourteenth Business Day after the D-Day, unless the date falls before or on the last day of the six-month period counted from the date when the registration of the reduction of the Company's share capital as effected hereunder in the Register of Entrepreneurs of the National Court Register is announced ("**Minimum Period**"), in such an event the W-Day shall fall on the next Business Day after the end of the Minimum Period.

4. The Company's Extraordinary General Meeting resolves to authorise and oblige the Company's Management Board to take any actual and legal activities, including any activities unspecified in this Resolution, necessary to effect the Company's share capital reduction, in particular in the Central Securities Depository of Poland and the Warsaw Stock Exchange S.A.

5. The Company's Management Board is obliged to publish the information about the D-Day and W-Day under the procedure specified in binding regulations and on the Company's website.

6. Whenever any reference is made in this §3 to "**Business Day**" it means any day except Saturdays, Sundays and other statutory bank holidays in the Republic of Poland.

§4

§21 of the Company's Articles of Association shall be replaced with the following wording:

„§ 21

The Company's share capital amounts to PLN 18,976,734.20 (eighteen million nine hundred seventy-six thousand seven hundred and thirty-four zloty 20/100) and is divided into 189,767,342 (one hundred eighty-nine million seven hundred sixty-seven thousand three hundred and forty-two) ordinary A-series bearer shares with the face value of PLN 0.10 (ten grosz) each."

§5

The resolution takes effect on the date of its adoption, provided however that the amendment made to the Articles of Association hereby needs to be entered into the Register of Entrepreneurs of the National Court Register.

In open voting took part 112 641 502 shares, representing 59.36% of the share capital

112 641 502 valid votes were cast, including

- 111,866,776 votes "for",

- 1000 votes "against",

- 773 726 votes "abstaining".

The resolution was adopted.

Resolution No. 4 of the Extraordinary General Meeting of Getin Holding S.A. dated 21 December 2021

§ 1.

Having regard to the amendments to the Articles of Association of **Getin Holding S.A.** ("Company") adopted by virtue of Resolution No. **3** of the Company Extraordinary General Meeting dated **21 December 2021** the Company Extraordinary General Meeting resolves to adopt the uniform text of the Company's Articles of Association in the following wording:

"ARTICLES OF ASSOCIATION of Getin Holding Spółka Akcyjna

Articles of Association of Getin Holding Spółka Akcyjna, drawn up on 14.02.1996, including amendments adopted by the Company's General Meeting on 20.11.2000, 27.12.2001,

15.10.2002, 16.04.2003, 16.04.2003, 15.05.2003, 24.07.2003, 16.02.2004, 30.04.2004, 02.03.2005, 29.07.2005, 07.04.2006, 30.06.2006, 07.09.2006, 26.09.2006, 28.03.2008, 31.03.2009, 31.07.2009, 19.05.2010, 29.12.2010, 28.03.2011, 17.04.2013, 27.03.2015, 27.06.2017, 30.10.2018, and 21.12.2021.

I. General Provisions

§ 1

The Present state that hereby they establish, as the Founders, a Public Limited Company [Spółka Akcyjna].

§ 2

1. *The Company operates under the business name of Getin Holding Spółka Akcyjna.*
2. *The Company may use the abbreviated business name of Getin Holding S.A.*

§ 3

The Company has its registered office in Wrocław.

§ 4

The existence of the Company is indefinite.

§ 5

The Company operates in the territory of the Republic of Poland and abroad.

II. The Company's objects.

§ 6

1. *The Company's objects include:*

- 1) *Financial holdings (PKD 64.20.Z),*
- 2) *Other financial services, not classified elsewhere, excluding insurance and pension funds (PKD 64.99.Z),*
- 3) *Other forms of lending (PKD 64.92.Z),*
- 4) *Other services auxiliary to financial services, excluding insurance and pension funds (PKD 66.19.Z),*
- 5) *IT related consulting (PKD 62.02.Z),*
- 6) *IT devices management related activity (PKD 62.03.Z),*
- 7) *Other it and computer related services (PKD 62.09.Z),*
- 8) *Other publishing activities (PKD 58.19.Z),*
- 9) *Activities related to media representation (PKD 73.12.),*
- 10) *Public relations and communications (PKD 70.21.Z),*
- 11) *Other business and management related consultancy services (PKD 70.22.Z),*
- 12) *Other out-of-school education, not classified elsewhere (PKD 85.59.B),*
- 13) *Other retail sale outside network of stores, stalls and markets (PKD 47.99.Z),*
- 14) *Trade fairs, exhibitions or congresses organization related activity (PKD 82.30.Z).*

2. *Should a particular activity require a permit or a licence, then the Company shall restrain from conducting such an activity until it has obtained the permit or licence.*
3. *Change of the Company's object is possible without buy-out of shares, if the resolution is adopted by two thirds of votes cast while persons representing at least half of the Company's share capital are present.*
- 4.

§ 7

1. *The Company may conduct its activities on its own behalf and account, on behalf and account of*

third parties, under freelance agreement, as part of an agency, on a commission or other contractual basis.

2. *The Company may establish branches, representative offices and other organizational units in Poland and abroad as well as purchase shares in commercial companies and partnerships, and establish and participate in commercial companies and partnerships, cooperatives, associations and other joint ventures admitted by law.*

III. Company's Governing Bodies

§ 8

The Company's governing bodies are:

1. *General Meeting of Shareholders,*
2. *Supervisory Board,*
3. *Management Board.*

§ 9

1. *The Ordinary General Meeting of Shareholders is convened by the Management Board not later than six months after the end of a financial year.*
2. *The Supervisory Board may convene the Ordinary General Meeting of Shareholders, if the Management Board fails to convene it in the time specified in section 1 or in time required by the applicable regulations.*
3. *A Shareholder or Shareholders who represent at least 1/20 of the share capital may request convocation of the Extraordinary General Meeting of Shareholders and placement of particular issues in the agenda of such a Meeting.*
4. *The Extraordinary General Meeting of Shareholders may also be convened by the Supervisory Board or Shareholders pursuant to applicable regulations.*

§ 10

1. *The competence of the General Meeting of Shareholders, apart from the issues envisaged under applicable regulations and these Articles of Association, include adoption of resolutions on the following issues:*
 - 1) *review and approval of the Management Board reports and financial statements for the previous financial year and discharging members of the Company's governing bodies from the fulfilment of their duties;*
 - 2) *sale or lease of the enterprise or its organised part and establishing limited rights thereon;*
 - 3) *issue of convertible bonds or bonds with priority rights.*
2. *Detailed rules of organisation and activities of the General Meeting of Shareholders are defined in the General Meeting of Shareholders Bylaws approved by the General Meeting of Shareholders.*

§ 11

The General Meeting of Shareholders is convened pursuant to applicable law regulations.

§ 12

1. *Unless applicable regulations or provisions of these Articles of Associations stipulate otherwise, resolutions of the General Meeting of Shareholders shall be adopted by the absolute majority of votes cast; however resolutions regarding redemption of shares are adopted by the majority of 3/4 of votes cast, irrespective of whether the redemption takes place through the share capital decrease or from the net profit.*

2. Resolutions regarding abandoning an item on the agenda may be adopted only in reasonably justified circumstances. Such a motion requires detailed justification. Withdrawing an item placed in the agenda or abandoning discussion thereon by shareholders requires a resolution of the General Meeting of Shareholders adopted by 75% of the General Meeting of Shareholders votes following the approval of all the petitioners present.

§ 13

The General Meeting of Shareholders is opened by Chairman or Vice-Chairman of Supervisory Board, or with both the Chairmen being absent, another Member of Supervisory Board. In case of absence of all Members of the Supervisory Board, General Meeting of Shareholders is opened by the President of Management Board or another person designated by the Management Board.

§ 14

1. The Supervisory Board consists of five to seven persons.
2. The Supervisory Board composition shall include Chairman, Vice-Chairman and the other Members.

§ 15

1. The term of office of the Supervisory Board is 2 years long. Members of Supervisory Board are appointed for a joint term of office.
2. The Supervisory Board or its members elected by the General Meeting of Shareholders may be dismissed by virtue of a resolution of General Meeting of Shareholders before the end of the Supervisory Board's term. Mandate of a Member of Supervisory Board appointed before the end of the Supervisory Board's term expires at the same time as the mandates of the other Members of Supervisory Board.
3. Mandate of a Member of Supervisory Board expires, at the latest, on the day on which the General Meeting of Shareholders approves the financial statements for the last financial year of the member's term of office.
4. Mandate of a Member of Supervisory Board expires also as a consequence of his/her death, resignation or dismissal from the Supervisory Board.
5. The Supervisory Board elects Chairman and Vice-Chairman of Supervisory Board from among its members.
6. The Chairman of Supervisory Board, or with the Chairman being absent, the Vice Chairman, is in charge of the Supervisory Board performance.
7. Members of Supervisory Board may be re-elected for the next terms of the office.
8. Members of Supervisory Board participate in activities of the Supervisory Board in person. The Supervisory Board resolutions may also be adopted without holding a meeting of the Board, under the written procedure or with the support of means of long distance communication.

§ 16

1. Meetings of the Supervisory Board are convened by the Chairman at least once every quarter. Meetings of the Supervisory Board are chaired by the Chairman, or with the Chairman being absent, by the Vice-Chairman . The Chairman of Supervisory Board shall also convene meetings of the Board at the written request of the Company's Management Board, President of Management Board or a Member of Supervisory Board.
2. Resolutions of the Supervisory Board are duly adopted at the meeting if all its members have been invited. Furthermore, resolutions of the Supervisory Board are duly adopted at a meeting if the majority of its members are present, including the presence of the Chairman or Vice-Chairman of Board.
- 2a. Resolutions of the Supervisory Board shall be adopted by a majority of votes cast, unless applicable provisions of the Code of Commercial Partnerships and Companies require compliance

with stricter voting rules. In case of a deadlock, the vote of the Chairman of Supervisory Board shall decide.

3. *Detailed rules of activities of the Supervisory Board are defined in the Supervisory Board Bylaws approved by the General Meeting of Shareholders.*

§ 17

The Supervisory Board permanently supervises the Company's operations. In addition to other issues envisaged under applicable regulations, the Supervisory Board is responsible for:

- a) appointment and dismissal of the Company's Management Board Members;*
- b) temporary suspension of the Company's Management Board or its individual Members in performance of their duties;*
- c) specifying the remuneration and rules of remuneration of Members of Management Board;*
- d) approval of the Management Board Bylaws;*
- e) granting the Management Board Members consent to be involved in activities competitive to the Company activities;*
- f) selection of an entity authorised to audit financial statements and to conduct financial revision in the Company;*
- f') evaluation of the Management Board's report on the Company's performance and financial statements for the last financial year, which are referred to in Art. 395§2(1) of the Code of Commercial Partnerships and Companies, within the scope of its conformity with books and documents, as well as with the actual state; evaluation of the Management Board's motions concerning the division of profit or coverage of loss and presentation in writing of the annual report from the aforementioned evaluation to the General Meeting of Shareholders;*
- g) approval of the annual budget, business plan and strategy of the Company;*
- h) granting consent for a merger with another entity;*
- i) giving an opinion on the motion to wind up the Company prior to its submission to the General Meeting of Shareholders;*
- j) approval of the Company's debt limits and making decisions on increasing such limits;*
- k) granting consent to take on financial liabilities by the Company the value of which exceeds the limits approved by the Supervisory Board;*
- l) granting consent for sale and purchase of real estate, perpetual usufruct or share in the real estate by the Company;*
- m) giving an opinion on suggested amendments to the Company's Articles of Associations and other draft resolutions prior to their submission to the General Meeting of Shareholders;*
- n) giving an opinion on a candidate for the Company's commercial proxy;*
- o) granting the Company consent to conclude agreements, another transaction or several joint agreements or other transactions exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their total value exceeds PLN 1,000,000;*
- p) granting consent to purchase, sell, lease and dispose of any components of Company's property or other assets under transaction exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their value exceeds PLN 500,000;*
- q) granting consent to granting a guarantee, to sign on behalf of the Company any promissory notes securing liabilities of any third parties and to take any measures aiming at securing*

- liabilities of any third parties, if their value exceeds PLN 1,000,000;*
- r) granting consent to subscribe for or acquire shares in other companies or to invest in other companies or to join any business enterprise, if the value of a single investment exceeds PLN 500,000;*
 - s) approval of the Company's assets encumbrance limits (pledges, mortgages or other encumbrances) and making decisions regarding increase of such limits;*
 - t) establishment by the Company any encumbrances on the Company's assets when the value of such encumbrances exceeds the limits approved by the Supervisory Board;*
 - u) carrying out the duties of the Audit Committee, if the Audit Committee was not appointed or there were obstacles which make its operation impossible.*

§ 17¹

If necessary, the Supervisory Board by virtue of a resolution appoints members of permanent or temporary teams or committees to pursue defined tasks, from among the Supervisory Board Members. The teams and committees act as collective advisory bodies to the Supervisory Board. The aim and procedures of the teams and committees' work are defined in the team's or committee's regulations approved by the Supervisory Board.

§ 18

- 1. The Company's Management Board is composed of one to five members.*
- 2. Members of Management Board are appointed and dismissed by the Supervisory Board.*
- 3. Term of office of the Management Board is 3 years long. Members of Management Board are appointed for a joint term of office.*
- 4. The mandate of the Company's Management Board Member expires at the latest upon holding the General Meeting of Shareholders approving the financial statements for the last full financial year of the term of the office.*
- 5. Individual Members of Management Board may be dismissed at any time. Mandate of a Member of Management Board appointed before the end of the term expires along with the end of the term of the entire Management Board.*
- 6. Mandate of a Member of Management Board expires also as a result of his/her death, resignation or dismissal from the Management Board.*
- 7. Detailed rules of activities of the Management Board are defined in the Company's Management Board Bylaws approved by the Supervisory Board.*

§ 19

- 1. The Management Board is in charge of the Company's operations and represents the Company outside.*
- 2. The Management Board is responsible for any issues that are not stipulated as the competence of the General Meeting of Shareholders or of the Supervisory Board.*
- 3. Resolutions of the Management Board shall be adopted by an absolute majority of votes cast, and each Member of Management Board has only one vote. In case of a deadlock, the vote of the President of Management Board shall decide.*

§ 20

If the Management Board is composed of more than one person, two members of Management Board acting jointly or one member of Management Board acting jointly with a commercial proxy are authorised to make statements on behalf of the Company.

IV. Financial management of the Company

§ 21

The Company's share capital amounts to PLN 18,976,734.20 (eighteen million nine hundred seventy-six thousand seven hundred and thirty-four zloty 20/100) and is divided into 189,767,342 (one hundred eighty-nine million seven hundred sixty-seven thousand three hundred and forty-two) A-series ordinary bearer shares with the face value of PLN 0.10 (ten grosz) each.

§ 22

- 1. The share capital may be increased through issuing new bearer shares or registered shares or through increasing the face value of the existing shares.*
- 2. The share capital may be increased through transferring the Company's own funds from the statutory capital reserve or other Company's reserve funds.*

§ 23

- 1. Bearer shares may not be converted into registered shares.*
- 2. Shares may be redeemed on terms defined by applicable regulations. Redemption of shares requires a resolution of the General Meeting of Shareholders.*

§ 24

The Company is authorised to issue bonds, including convertible bonds.

§ 25

In addition to the statutory capital reserve created according to applicable regulations, the Company may create other reserve capitals. Reserve capitals are created and liquidated pursuant to the resolution of the General Meeting of Shareholders.

V. Final Provisions

§ 26

- 1. In the case of the liquidation of the Company, the General Meeting of Shareholders appoints the liquidators of the Company and determines the Company's liquidation procedure.*
- 2. The Company's assets shall be distributed proportionally to the contributions made to the Company's share capital.*

§ 27

- 1. Competences of Members of Management Board expire on the date identified in the resolution of the General Meeting of Shareholders on the appointment of liquidators.*

The General Meeting of Shareholders and the Supervisory Board competences expire upon completion of the liquidation.”.

§ 2.

This resolution takes effect on the date of its adoption and becomes legally binding from the date of the registration in the Register of Entrepreneurs of the National Court Register of the amendments

to the Company's Articles of Association adopted by virtue of Resolution No. 3 of the Company's Extraordinary General Meeting dated 21 December 2021.

In open voting took part 112 641 502 shares, representing 59.36% of the share capital
112 641 502 valid votes were cast, including
- 112 641 502 votes "for",
- 0 votes "against",
- 0 votes "abstaining"
The resolution was adopted.

**Resolution No. 5
of the Extraordinary General Meeting of Shareholders of Getin Holding S.A.
dated 21 December 2021**

Acting pursuant to §10 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

§1.

The General Meeting of Shareholders of Getin Holding S.A. declares that the General Meeting acting within its competences will be guided by The Best Practices of WSE-listed companies 2021 in the wording adopted by virtue of the resolution of the Supervisory Board of the Warsaw Stock Exchange S.A. No. 13/1834/2021 dated 29 March 2021, attached hereto, taking into account generally applicable law regulations and the Articles of Association of Getin Holding S.A.

§2.

The resolution takes effect on the date of its adoption.

In open voting took part 112 641 502 shares, representing 59.36% of the share capital
112 641 502 valid votes were cast, including
- 112 641 502 votes "for",
- 0 votes "against",
- 0 votes "abstaining"
The resolution was adopted.

Appendix No. 2.

Resolution No. 3 of the Extraordinary General Meeting of Shareholders of Getin Holding S.A. dated 21 December 2021

Pursuant to Art. 430 §1, Art. 455 §1, and Art. 456 of the Code of Commercial Companies and Partnerships the Extraordinary General Meeting of Shareholders of Getin Holding S.A. ("Company") resolves as follows:

§ 1.

1. The share capital of the Company shall be reduced by PLN 189,767,342.00 (one hundred eighty nine million seven hundred sixty seven thousand three hundred forty two zlotys 00/100), i.e. from PLN 759,069,368.00 (seven hundred fifty nine million sixty nine thousand three hundred sixty eight zlotys 00/100) to PLN 569,302,026.00 (five hundred sixty nine million three hundred two thousand twenty six zlotys 00/100). The Company's share capital is reduced by decreasing the nominal value of shares by PLN 1.00 (one Polish zloty 00/100), i.e. from PLN 4.00 (four Polish zloty 00/100) to PLN 3.00 (three Polish zloty 00/100).
2. The share capital shall be reduced in order to disburse to the shareholders the amount of PLN 189,767,342.00 (one hundred and eighty-nine million seven hundred and sixty-seven thousand three hundred and forty-two zlotys 00/100) for the reduction of the share capital.
3. The share capital reduction shall be registered in the Register of Entrepreneurs after the satisfaction of the conditions specified in Art. 456 §1 and 2 of the Code of Commercial Companies and Partnerships.

§2

1. The amount of PLN 189,767,342.00 (one hundred eighty-nine million seven hundred sixty-seven thousand three hundred and forty-two zloty 00/100) from the share capital reduction shall be distributed to shareholders, i.e. PLN 1.00 (one zloty 00/100) for each share.
2. The date for which the list of shareholders eligible to be paid the distribution from the share capital reduction shall be established ("**D-Day**") shall fall on the seventh Business Day after the last day of the six-month period counted from the date when the registration of the Company's share capital reduction as effected hereunder in the Register of Entrepreneurs of the National Court Register becomes final and binding.
3. The amounts resulting from the share capital reduction shall be paid to shareholders ("**W-Day**") on the fourteenth Business Day after the D-Day, unless the date falls before or on the last day of the six-month period counted from the date when the registration of the reduction of the Company's share capital as effected hereunder in the Register of Entrepreneurs of the National Court Register is announced ("**Minimum Period**"), in such an event the W-Day shall fall on the next Business Day after the end of the Minimum Period.
4. The Company's Extraordinary General Meeting resolves to authorise and oblige the Company's Management Board to take any actual and legal activities, including any activities unspecified in this Resolution, necessary to effect the Company's share capital reduction, in particular in the Central Securities Depository of Poland and the Warsaw Stock Exchange S.A.
5. The Company's Management Board is obliged to publish the information about the D-Day and W-Day under the procedure specified in binding regulations and on the Company's website.
6. Whenever any reference is made in this §3 to "**Business Day**" it means any day except Saturdays, Sundays and other statutory bank holidays in the Republic of Poland.

§3

§21 of the Company's Articles of Association shall be replaced with the following wording:

„§ 21

The Company's share capital amounts to PLN 569,302,026.00 (five hundred sixty nine million three hundred two thousand and twenty-six zlotys 00/100) and is divided into 189,767,342 (one hundred

eighty-nine million seven hundred sixty-seven thousand three hundred and forty-two) ordinary A-series bearer shares with the face value of PLN 0.10 (ten grosz) each."

§4

The resolution takes effect on the date of its adoption, provided however that the amendment made to the Articles of Association hereby needs to be entered into the Register of Entrepreneurs of the National Court Register.

In the open ballot there were 112,641,502 shares, representing 59.36% of the share capital, out of which

112 641 502 valid votes were cast, including

- 2,608,126 votes "for",
- 105 716 972 votes "against",
- 4 316 404 votes "abstaining".

The resolution was not adopted.