Draft resolution

concerning item 1 of the agenda

# Draft Resolution No. 1

concerning election of the Chairman of the General Meeting of Shareholders

Acting pursuant to Article 409 § 1 of the Code of Commercial Companies and Partnerships and § 5 of the By-Laws of the General Meeting of Shareholders, the General Meeting hereby elects ………………….…………........................….…………........................….…………..................... as the Chairman of the General Meeting of Shareholders.

Draft resolution

concerning item 3 of the agenda

# Draft Resolution No. 2

concerning election of the Ballot Counting Committee

Acting pursuant to the order of the Chairman of the General Meeting of Shareholders issued on the basis of § 9 of the By-Laws of the General Meeting of Shareholders upon request of the following shareholders:

1. ……………………………………………………………….

2. ……………………………………………………………….

………………………………………………………………….,

the General Meeting of Shareholders appoints the Ballot Counting Committee comprising the following members:

1) ……………………………………………………………….

2) ……………………………………………………………….

3) ………………………………………………………………. .

Draft resolution

concerning item 4 of the agenda

# Draft Resolution No. 3

concerning adoption of the agenda

The Annual General Meeting of Shareholders hereby adopts the following agenda:

1. Opening of the General Meeting of Shareholders and election of its Chairperson.
2. Confirming that the General Meeting of Shareholders has been properly convened and is capable of adopting valid resolutions.
3. Election of the ballot counting committee upon request of shareholders.
4. Adopting the agenda for the meeting.
5. Presentation of written reports of the Supervisory Board on the results of its evaluation of:
	1. financial statements of “Orbis” S.A. for the financial year 2018 and the Directors’ report as well as the motion of the Management Board concerning the distribution of profit for the year 2018,
	2. consolidated financial statements of the “Orbis” Group for the financial year 2018.
6. Presentation of the concise evaluation of the corporate standing of the Company prepared by the Supervisory Board.
7. Examination and approval of the Directors’ report on the operations of the Orbis Group and “Orbis” S.A. for the financial year 2018.
8. Examination and approval of the financial statements of “Orbis” S.A. for the financial year 2018.
9. Adopting a resolution concerning distribution of profit for the financial year 2018.
10. Adopting a resolution concerning examination and approval of the consolidated financial statements of the “Orbis” Group for the financial year 2018.
11. Adopting resolutions concerning granting a vote of approval to members of the Management Board in respect of performance of their duties in the financial year 2018.
12. Adopting resolutions concerning granting a vote of approval to members of the Supervisory Board in respect of performance of their duties in the financial year 2018.
13. Adopting a resolution concerning receipt of information on the results of elections of three Supervisory Board members for the Board’s 11th tenure by Company’s employees, which are binding for the General Meeting.
14. Adopting resolutions concerning appointment of members of the Supervisory Board for the Board’s 11th tenure.

Draft resolution

concerning item 7 of the agenda

# Draft Resolution No. 4

concerning approval of the Directors’ report on the operations of the “Orbis” Group and “Orbis” S.A. for the financial year 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 1 of the Company’s Statutes and Article 55 section 2a of the Act of September 29, 1994, on Accounting (official journal “Dz.U.” 2019.351 of 22 February 2019, as further amended), the following resolution is hereby adopted:

§ 1

Following its examination, the Directors’ report on the operations of the “Orbis” Group and “Orbis” S.A. for the financial year 2018 is hereby approved.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 8 of the agenda

# Draft Resolution No. 5

concerning approval of the financial statements of “Orbis” S.A.

for the financial year 2018

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 1 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Following their examination, the financial statements of the Company for the financial year 2018, including:

1. statement of financial position prepared as at December 31, 2018, showing total assets and total liabilities plus equity of PLN 2 847 782 thousand (two billion eight hundred forty seven million seven hundred eighty two thousand Polish zloty);
2. income statement for the period from January 1, 2018, until December 31, 2018, disclosing a net profit of PLN 141 901 thousand (one hundred forty one million nine hundred one thousand Polish zloty),
3. statement of comprehensive income for the period from January 1, 2018 until December 31, 2018, disclosing a comprehensive income of PLN 140 990 thousand (one hundred forty million nine hundred ninety thousand Polish zloty);
4. statement of cash flows for the period running from January 1, 2018 until December 31, 2018, disclosing an increase in cash and cash equivalents during the financial year by PLN 282 197 thousand (two hundred eighty two million one hundred ninety seven thousand Polish zloty) and the balance of cash and cash equivalents as at December 31, 2018, at PLN 359 170 thousand (three hundred fifty nine million one hundred seventy thousand Polish zloty);
5. statement of changes in shareholders’ equity for the period running from January 1, 2018, until December 31, 2018, showing an increase in shareholders’ equity by PLN 64 709 thousand (sixty four million seven hundred nine thousand Polish zloty);
6. notes and explanations,

are hereby approved.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 9 of the agenda

# Draft Resolution No. 6

concerning distribution of net profit for the financial year 2018

Acting pursuant to Article 395 § 2 point 2 and Article 347 § 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 2, § 35 section 1 point 5 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

The net profit generated during the financial year 2018, amounting to PLN 141 900 600.30 (one hundred forty one million nine hundred thousand six hundred Polish zloty thirty groszy) is retained in “Orbis” S.A. as retained earnings appropriated for statutory purposes.

§ 2

The Resolution shall come into force as of the day of its adoption.

Statement of reasons for the recommendation concerning use of the net profit for 2018

“Orbis” S.A. is entering a phase of structural changes, which will allow it to focus on the growth of the heavy asset part based on an adapted strategy. Taking above into consideration the Management Board recommends to keep the net profit in the company available for financing capital intensive development projects in a foreseeable future.

The Management Board of “Orbis” S.A. also informs that the above recommendation of the Management Board regarding the allocation of net profit for 2018 was positively evaluated on May 17, 2019 by the Supervisory Board of "Orbis" S.A.

Draft resolution

concerning item 10 of the agenda

Draft Resolution No. 7

concerning approval of the consolidated financial statements of the “Orbis” Group for the financial year 2018.

Acting pursuant to Article 395 § 5 of the Code of Commercial Companies and Partnerships and Article 63c section 4 of the Polish Accounting Act of September 29, 1994, (official journal “Dz.U.” 2019.351 of 22 February 2019, as further amended), the following resolution is hereby adopted:

§ 1

Following their examination, the consolidated financial statements of the “Orbis” Group for the financial year 2018, including:

1. consolidated statement of financial position prepared as at December 31, 2018, showing total assets and total liabilities plus equity of PLN 3 218 480 thousand (three billion two hundred eighteen million four hundred eighty thousand Polish zloty);
2. consolidated income statement for the period from January 1, 2018, until December 31, 2018, disclosing a net profit of PLN 363 358 thousand (three hundred sixty three million three hundred fifty eight thousand Polish zloty);
3. consolidated statement of comprehensive income for the period from January 1, 2018, until December 31, 2018, disclosing a total income of PLN 380 859 thousand (three hundred eighty million eight hundred fifty nine thousand Polish zloty);
4. consolidated statement of cash flows for the period running from January 1, 2018, until December 31, 2018, disclosing an increase in cash and cash equivalents during the financial year by PLN 322 990 thousand (three hundred twenty two million nine hundred ninety thousand Polish zloty) and the balance of cash and cash equivalents as at December 31, 2018, at PLN 537 834 thousand (five hundred thirty seven million eight hundred thirty four thousand Polish zloty);
5. consolidated statement of changes in shareholders’ equity for the period running from January 1, 2018, until December 31, 2018, disclosing an increase in shareholders’ equity by PLN 305 909 thousand (three hundred five million nine hundred nine thousand Polish zloty);
6. notes and explanations,

are hereby approved.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 11 of the agenda

# Draft Resolution No. 8

concerning granting a vote of approval to the President of the Management Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Gilles Stephane Clavie is hereby granted a vote of approval in respect of performance of his duties as President of the Management Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 11 of the agenda

# Draft Resolution No. 9

concerning granting a vote of approval to the Vice-President of the Management Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Ireneusz Andrzej Węgłowski is hereby granted a vote of approval in respect of performance of his duties as Vice-President of the Management Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 11 of the agenda

# Draft Resolution No. 10

concerning granting a vote of approval to a member of the Management Board in respect of performance of his duties in the financial year ended December 31, 2018

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Marcin Wit Szewczykowski is hereby granted a vote of approval in respect of performance of his duties as Member of the Management Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 11 of the agenda

# Draft Resolution No. 11

concerning granting a vote of approval to a member of the Management Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Dominik Andrzej Sołtysik is hereby granted a vote of approval in respect of performance of his duties as Member of the Management Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 12

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Jan Ozinga is hereby granted a vote of approval in respect of performance of her duties as Member of the Supervisory Board (acting as the Chairman of the Supervisory Board) in the financial year ended December 31, 2018, for the period from January 1, 2018, till April 6, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 13

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Franck Gervais is hereby granted a vote of approval in respect of performance of her duties as Member of the Supervisory Board (acting as the Chairman of the Supervisory Board from June 12, 2018) in the financial year ended December 31, 2018, for the period from April 4, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 14

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Jacek Kseń is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board (acting as the Vice-Chairman of the Supervisory Board) in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 15

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Artur Gabor is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 16

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Christian Karaoglanian is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 17

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Jean-Jacques Morin is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 18

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Laurent Francois Picheral is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 19

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Jean-Jacques Dessors hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till March 2, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 20

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Pierre Boisselier is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from April 7, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 21

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Andrzej Procajło is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 22

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Andrzej Przytuła is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 12 of the agenda

# Draft Resolution No. 23

concerning granting a vote of approval to a member of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2018.

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 29 section 1 point 3 of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

Mr. Jarosław Szymański is hereby granted a vote of approval in respect of performance of his duties as Member of the Supervisory Board in the financial year ended December 31, 2018, for the period from January 1, 2018, till December 31, 2018.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 13 of the agenda

# Draft Resolution No. 24

concerning receipt of information on the results of elections of three Supervisory Board members for the Board’s 11th tenure by Company’s employees, which are binding for the General Meeting.

Acting pursuant to § 16 section 3 second sentence of the Company’s Statutes, the following resolution is hereby adopted:

§ 1

The General Meeting of „Orbis” S.A. Shareholders hereby acknowledges the report of the Central Electoral Committee on the outcome of elections of employee representatives to „Orbis” S.A. Supervisory Board for the Board’s 11th tenure, as a result of which the following persons were elected as members of the Supervisory Board for the Board’s 11th tenure pursuant to § 16 section 2 and 3 of „Orbis” S.A. Statutes:

1. Andrzej Procajło

2. Jarosław Szymański

3. Krzysztof Kostro.

§ 2

The Resolution shall come into force as of the day of its adoption.

Draft resolution

concerning item 14 of the agenda

# Draft Resolution No. 25

concerning appointment by the General Meeting of Shareholders of a member of the Supervisory Board for the Board’s 11th tenure

§ 1

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies and Partnerships and § 16 section 2 of the Company’s Statutes, the General Meeting of Shareholders hereby appoints the following person as member of the Supervisory Board for the Board’s 11th tenure: ……………………………………

§ 2

The Resolution shall be binding from the moment of closing this General Meeting of Shareholders.

Draft resolution

concerning item 14 of the agenda

# Draft Resolution No. 26

concerning appointment by the General Meeting of Shareholders of a member of the Supervisory Board for the Board’s 11th tenure

§ 1

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies and Partnerships and § 16 section 2 of the Company’s Statutes, the General Meeting of Shareholders hereby appoints the following person as member of the Supervisory Board for the Board’s 11th tenure: ………………………………………

§ 2

The Resolution shall be binding from the moment of closing this General Meeting of Shareholders.

Draft resolution

concerning item 14 of the agenda

# Draft Resolution No. 27

concerning appointment by the General Meeting of Shareholders of a member of the Supervisory Board for the Board’s 11th tenure

§ 1

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies and Partnerships and § 16 section 2 of the Company’s Statutes, the General Meeting of Shareholders hereby appoints the following person as member of the Supervisory Board for the Board’s 11th tenure: ………………………………………

§ 2

The Resolution shall be binding from the moment of closing this General Meeting of Shareholders.

Draft resolution

concerning item 14 of the agenda

# Draft Resolution No. 28

concerning appointment by the General Meeting of Shareholders of a member of the Supervisory Board for the Board’s 11th tenure

§ 1

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies and Partnerships and § 16 section 2 of the Company’s Statutes, the General Meeting of Shareholders hereby appoints the following person as member of the Supervisory Board for the Board’s 11th tenure: ………………………………………

§ 2

The Resolution shall be binding from the moment of closing this General Meeting of Shareholders.

Draft resolution

concerning item 14 of the agenda

# Draft Resolution No. 29

concerning appointment by the General Meeting of Shareholders of a member of the Supervisory Board for the Board’s 11th tenure

§ 1

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies and Partnerships and § 16 section 2 of the Company’s Statutes, the General Meeting of Shareholders hereby appoints the following person as member of the Supervisory Board for the Board’s 11th tenure: ………………………………………

§ 2

The Resolution shall be binding from the moment of closing this General Meeting of Shareholders.

Draft resolution

concerning item 14 of the agenda

# Draft Resolution No. 30

concerning appointment by the General Meeting of Shareholders of a member of the Supervisory Board for the Board’s 11th tenure

§ 1

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies and Partnerships and § 16 section 2 of the Company’s Statutes, the General Meeting of Shareholders hereby appoints the following person as member of the Supervisory Board for the Board’s 11th tenure: ………………………………………

§ 2

The Resolution shall be binding from the moment of closing this General Meeting of Shareholders.

Draft resolution

concerning item 14 of the agenda

# Draft Resolution No. 31

concerning appointment by the General Meeting of Shareholders of a member of the Supervisory Board for the Board’s 11th tenure

§ 1

Acting pursuant to Article 385 § 1 of the Code of Commercial Companies and Partnerships and § 16 section 2 of the Company’s Statutes, the General Meeting of Shareholders hereby appoints the following person as member of the Supervisory Board for the Board’s 11th tenure: ………………………………………

§ 2

The Resolution shall be binding from the moment of closing this General Meeting of Shareholders.