

Current report no. 23/2020

April 17, 2020

Subject: Content of resolutions adopted by the Extraordinary General Meeting of Shareholders on April 17, 2020, and the results of voting

“Orbis” S.A. hereby informs that an Extraordinary General Meeting of “Orbis” S.A. Shareholders was held on April 17, 2020, without being formally convened, pursuant to Article 405 of the Code of Commercial Companies and Partnerships.

In connection with the foregoing, “Orbis” S.A. hereby publishes the content of Resolutions adopted by the Extraordinary General Meeting of “Orbis” S.A. Shareholders on April 17, 2020, and each resolution is accompanied by the number of shares from which valid votes were cast and a percentage ratio of these shares to the share capital, the total number of valid votes, including the number of votes cast in favour of the given resolution, against it as well as the number of abstentions:

(Item 2 of the agenda)

Resolution no. 1

of the Extraordinary General Meeting

of Orbis Spółka Akcyjna with its registered address in Warsaw

dated April 17, 2020,

concerning election of the Chairman of the Extraordinary General Meeting

Acting pursuant to Article 409 § 1 of the Code of Commercial Companies and Partnerships, the Extraordinary General Meeting of Orbis Spółka Akcyjna with its registered address in Warsaw hereby adopts the following resolution:

§ 1

The Extraordinary General Meeting of Orbis Spółka Akcyjna with its registered address in Warsaw hereby elects Ms. Katarzyna Aleksandrowicz as the Chairperson of the Extraordinary General Meeting.

§ 2

The Resolution shall become effective upon its adoption.

Ms. Katarzyna Aleksandrowicz stated that:

- the sole shareholder of the Company which exercised the powers of the General Meeting cast valid votes from 46 077 008 (forty-six million seventy-seven thousand and eight) shares representing 100% (hundred percent) of the share capital;

- the total number of valid votes cast equalled 46 077 008 (forty-six million seventy-seven thousand and eight) votes, of which 46 077 008 (forty-six million seventy-seven thousand and eight) votes were cast “in favour”, no votes were cast “against” and no one abstained from voting.

(Item 4 of the agenda)

Resolution no. 2

of the Extraordinary General Meeting

of Orbis Spółka Akcyjna with its registered address in Warsaw

dated April 17, 2020,

concerning adoption of the agenda of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of Orbis Spółka Akcyjna with its registered address in Warsaw decides to adopt the following agenda for the Extraordinary General Meeting held on this day:

1. Opening of the Extraordinary General Meeting.
2. Adopting the resolution concerning election of the Chairperson of the Extraordinary General Meeting.
3. Compiling and signing the list of attendance at the Extraordinary General Meeting and confirming that the Extraordinary General Meeting has been properly convened and is capable of adopting legally binding resolutions.
4. Adopting the resolution concerning acceptance of the agenda of the Extraordinary General Meeting.
5. Adopting the resolution concerning withdrawal of the Company's shares (ISIN PLORBIS00014) from trading at the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.).
6. Closing of the Extraordinary General Meeting.

§ 2

The Resolution shall become effective upon its adoption.

The Chairperson of the Extraordinary General Meeting stated that:

- the sole shareholder of the Company which exercised the powers of the General Meeting cast valid votes from 46 077 008 (forty-six million seventy-seven thousand and eight) shares representing 100% (hundred percent) of the share capital;
- the total number of valid votes cast equalled 46 077 008 (forty-six million seventy-seven thousand and eight) votes, of which 46 077 008 (forty-six million seventy-seven thousand and eight) votes were cast “in favour”, no votes were cast “against” and no one abstained from voting.

(Item 5 of the agenda)

Resolution no. 3

of the Extraordinary General Meeting

of Orbis Spółka Akcyjna with its registered address in Warsaw

dated April 17, 2020,

concerning withdrawal of the Company's shares (ISIN PLORBIS00014) from trading at the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.).

Pursuant to Article 91 subsections 4 and 5 of the Act of July 29, 2005, on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (official journal "Dz.U." of 2019, item 623, as amended) (the "Act on Offering") and Article 409 of the Act of September 15, 2000, - the Code of Commercial Companies and Partnerships (official journal "Dz.U." of 2019, item 505, as amended), upon the motion of the sole shareholder of "Orbis" S.A. (the "Company"), i.e. AccorInvest Group S.A., the following resolution is hereby adopted:

§ 1

The Extraordinary General Meeting of the Company decides to withdraw all the Company's shares from trading at the regulated market of the Warsaw Stock Exchange ("WSE"), i.e.

1. 37 500 000 (thirty-seven million five hundred thousand) common bearer shares of A series,
2. 8 523 625 (eight million five hundred twenty three thousand six hundred twenty five) common bearer shares of B series,
3. 53 383 (fifty-three thousand three hundred and eighty-three) common bearer shares of C series,

i.e. in aggregate 46 077 008 (forty-six million seventy-seven thousand and eight) common bearer shares with a nominal value of PLN 2.00 (two Polish zloty) each and a total nominal value of PLN 92 154 016.00 (ninety-two million one hundred fifty-four thousand sixteen Polish zloty) which have been allocated the code ISIN PLORBIS00014 by the Central Securities Depository of Poland (Krajowy Depozyt Papierów Wartościowych S.A.) ("KDPW") ("Shares").

§ 2

The Extraordinary General Meeting authorizes and obligates the Management Board of the Company to:

1. apply to the Polish Financial Supervision Authority (Komisja Nadzoru Finansowego) ("KNF"), pursuant to Article 91 subsection 1 of the Act on Public Offering for the consent for withdrawal of the Shares from public trading at the regulated market, and

2. take all actions and execute all deeds necessary for the withdrawal of the Shares from trading at the WSE regulated market, in particular take all the needed actions and execute all deeds before the KNF, KDPW or the WSE.

§ 3

The Resolution shall become effective upon its adoption. The Resolution shall generate an effect in the form of withdrawal of the Shares from trading on the regulated market at a date, which will be determined in the decision of the KNF.

The Chairperson of the Extraordinary General Meeting stated that:

- the sole shareholder of the Company which exercised the powers of the General Meeting cast valid votes from 46 077 008 (forty-six million seventy-seven thousand and eight) shares representing 100% (hundred percent) of the share capital;
- the total number of valid votes cast equalled 46 077 008 (forty-six million seventy-seven thousand and eight) votes, of which 46 077 008 (forty-six million seventy-seven thousand and eight) votes were cast “in favour”, no votes were cast “against” and no one abstained from voting.

Legal grounds: § 19.1.6 of the Regulation of the Minister of Finance of March 29, 2018, on current and periodic information to be published by issuers of securities as well as conditions for recognizing as equivalent information required by the laws of a non-member state.

“Orbis” S.A., ul. Złota 59, 00-120 Warsaw, registered in the District Court for the Capital City of Warsaw, XII Commercial Division, National Court Register [KRS], Register of Business Operators no. 0000022622, share capital of PLN 92,154,016 (paid-up in full), tax identification number NIP 526-025-04-69.