

Current report no. 31/2019

October 16, 2019

Subject: Extraordinary General Meeting of Shareholders

The Management Board of Orbis S.A. ("**Issuer**") hereby informs that on 16 October 2019 it decided to convene an Extraordinary General Meeting in order to establish a program for the acquisition by the Issuer of treasury shares for the purpose of their redemption and the establishment of a capital reserve for this purpose. In the opinion of the Management Board, after the sale of the entire hotel service business ("light asset business") for the total net amount of PLN 1,218,360,000 (one billion, two hundred and eighteen million, three hundred and sixty thousand Polish zlotys), with PLN 579,624,000 (five hundred and seventy-nine million, six hundred and twenty-four thousand Polish zlotys) attributable to the Issuer, which is due to take place on 31 October 2019 (see current report no. 26/2019 dated 17 September 2019), the Issuer will have a financial surplus.

The Management Board's proposal is an alternative to the proposal of the Issuer's majority shareholder (i.e. Accor S.A.), expressed on 26 September 2019, in which the shareholder requested the Issuer to place on the agenda of the Extraordinary General Meeting which will take place on 18 October 2019 a draft resolution enabling the Management Board to pay an advance against the expected dividend, for the Issuer to distribute funds to its shareholders (please see current report of the Issuer No. 29/2019 of 26 September 2019). Taking into consideration the prudent financial management of the Issuer and its group and the investment that can be achieved in the short and medium term related to the real estate part, the Management Board of the Issuer proposes that the shareholders grant to the Management Board authorisation to conduct a buyback of treasury shares for the purpose of their redemption in the maximum amount of 13 076 923 (in words: thirteen million seventy six thousand nine hundred twenty three) shares, constituting in total no more than 28,38% of the Issuer's share capital. The term of proposed authorization is two years from adoption of the program, therefore the Management Board of the Issuer proposes shareholders to set a wide price range for the buy back program, i.e. from PLN 65 to 150 per share. For this purpose, the Management Board of the Issuer requests that the amount of PLN 850,000,000 (in words: eight hundred and fifty million zlotys) shall be transferred from the supplementary capital of the Issuer (from the funds originating from the distributable profits, which can be distributed as dividend) to the reserve capital. In the opinion of the Management Board of the Issuer, the proposed level of the buyback program should not negatively affect the Issuer's focus on the development of the real estate part through various investment processes: organic growth, acquisition and modernisation of existing buildings and construction of new facilities.

Pursuant to the draft resolution of the Extraordinary General Meeting, the Management Board of the Issuer, upon the consent of the Supervisory Board of the Issuer, will be authorised to determine the detailed terms and conditions for the acquisition of shares, including the purchase price, the number of shares purchased within a given tranche, and the method of acquisition of the shares. In the opinion of the Management Board of the Issuer, the acquisition by the Company of treasury shares is an efficient and attractive method of

distributing profit to shareholders. In the future, the Management Board of the Issuer does not exclude distribution of profit to shareholders in other ways, including through payment of an interim dividend and payment of an annual dividend; however, currently the Management Board of the Issuer is not conducting any actions in this direction.

The Management Board of "Orbis" S.A. attaches to this report the Announcement on the Extraordinary General Meeting of the Shareholders of "Orbis" S.A. convened on 12 November 2019.

Legal basis: § 19 sec. 1 (1) of Regulation of the Minister of Finance of 2 March 2018 on current and periodic information provided by issuers of securities and on conditions under which information required by the legal regulations of a third country may be recognised as equivalent.

"Orbis" S.A., Bracka 16, 00-028 Warsaw, entered in the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw in Warsaw, XII Commercial Division of the National Court Register, the amount of share capital: PLN 92,154,016 (paid up in full), NIP 526-025-04-69