

Draft resolution  
concerning item 1 of the agenda

Draft Resolution No. 1  
concerning election of the Chairman

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 Extraordinary General Meeting of Shareholders hereby adopts the following agenda:  
1. Opening of the General Meeting and election of its Chairperson.  
2. Confirming that the General Meeting 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 General Meeting.
5. Adopting a resolution concerning the acquisition by the Company of treasury shares for the purpose of their redemption and the establishment of a relevant capital reserve.

Draft resolution  
concerning item 5 of the agenda

Draft Resolution No. 4  
*concerning the acquisition by the Company of treasury shares for the purpose of their  
redemption and the establishment of a relevant capital reserve*

**§1.**

Acting pursuant to Article 362 § 1(5) and Article 396 § 4 and 5 of the act dated 15 September 2000 – the Commercial Companies Code (the “**CCC**”), the Extraordinary General Meeting of Orbis S.A. with its registered office in Warsaw (the “**Company**”) hereby consents to, and authorises the Management Board of the Company to, the repurchase of the ordinary bearer shares in the Company, paid up in full (the “**Shares**”) for the purpose of their redemption, subject to the terms and conditions specified herein (the “**Programme**”).

**§2.**

The Shares under the Programme shall be repurchased on the following terms and conditions:

1. The Company may repurchase no more than 13 076 923 (in words: thirteen million seventy six thousand nine hundred twenty three) Shares representing jointly no more than 28.38% of the Company’s share capital.
2. The repurchase price of the Shares cannot be lower than PLN 65.00 (in words: sixty-five) per Share and no higher than PLN 150.00 (in words: one hundred fifty) per Share. In case, during the period referred to in § 2.3 below, a tender offer for the shares in the Company’s share capital is announced by any entity, the Management Board, without the prior consent of the Supervisory Board of the Company referred to in § 2.5 below, is authorised to increase the repurchase price (one or several times) above the maximum price indicated in the preceding sentence in order to match it with the price offered in the tender offer.
3. The authorisation granted to the Management Board for the repurchase of the Shares shall cover the period until 12 November 2021.
4. The Shares shall be repurchased by way of:
  - a. the presentation by the Company to all of the shareholders of an offer to submit sale orders (one or more) to repurchase the Shares, whereas in the event that the number of tendered Shares in response to the offer submitted by the Company exceeds the aforementioned limit, the Company shall be required to apply a proportionate reduction of the shares tendered for sale by the shareholders of the Company; or
  - b. conducting a tender offer pursuant to the terms provided in the Polish Act on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies dated 29 July 2005 and the regulation of the Minister of Finance of 14 September 2017 on the forms of tender offers to subscribe for the sale or exchange of shares in a public company, the detailed procedures of the announcement thereof, and the conditions for acquiring shares pursuant to such tender offers, relating to the Company’s shares.

5. The detailed terms and conditions of the repurchase of the Shares (including the repurchase price of the Shares, the number of the repurchased shares in a given tranche and the method in which the repurchase of the Shares will be conducted pursuant to § 2.4 above) will be determined by the Management Board. The determination of the repurchase price of the Shares, the number of the repurchased shares in a given tranche and the method in which the repurchase of the Shares shall require consent of the Supervisory Board.
6. The Shares acquired in accordance with this resolution will be redeemed by reducing the share capital of the Company pursuant to Article 359 and Article 360 §2 of the CCC and § 29.1.6) of the Company's Articles of Association. If the Company acquires at least one Share, the Management Board shall be required to include in the agenda of the next General Meeting of the Company, an item concerning the adoption of a resolution (resolutions) regarding the redemption of the Shares and the reduction of the share capital of the Company resulting from the cancellation of the Shares acquired pursuant to the authorisation provided in this resolution.

### **§3.**

In order to fund the repurchase of the Shares, pursuant to Article 396 § 4 and 5 in conjunction with Article 348 § 1 of the CCC, the Extraordinary General Meeting resolves to establish a capital reserve to be used for the payment of the price for the Shares repurchased by the Company and to pay the repurchase-related costs. For the purpose of establishing the capital reserve referred to in the preceding sentence, the amount of PLN 850,000,000 (in words: eight hundred fifty million zlotys) shall be transferred from the supplementary capital of the Company (from the funds originating from the distributable profits, which can be distributed as dividend) to the capital reserve established for the purpose of the implementation of the Programme. Simultaneously, the supplementary capital shall be reduced by the amount of the established capital reserve.

### **§4.**

With the consent of the Supervisory Board, the Management Board may terminate the Programme before the expiry of the period referred to in § 2.3, or before all of the funds set aside for the repurchase of the Shares under the Programme run out, or forego the repurchase of the Shares, in full or in part.

### **§5.**

The Management Board shall be authorised to take any legal and other actions aimed at repurchasing the Shares pursuant to the provisions of this resolution, including, specifically, determining the detailed rules for the repurchase of the Shares to the extent not defined herein.

### **§6.**

This resolution comes into force upon its adoption.