

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:
  - a) financial statements of "Orbis" S.A. for the financial year 2017 and the Directors' report as well as the motion of the Management Board concerning the distribution of profit for the year 2017,
  - b) consolidated financial statements of the "Orbis" Group for the financial year 2017.

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 2017.
8. Examination and approval of the financial statements of "Orbis" S.A. for the financial year 2017.
9. Adopting a resolution concerning distribution of profit for the financial year 2017 and determining the value of dividend.
10. Adopting a resolution concerning examination and approval of the consolidated financial statements of the "Orbis" Group for the financial year 2017.
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 2017.
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 2017.

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 2017.

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." 2016.1047 of 19 July 2016, 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 2017 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 2017

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 2017, including:

1. statement of financial position prepared as at December 31, 2017, showing total assets and total liabilities plus equity of PLN 2 735 869 thousand (two billion seven hundred thirty five million eight hundred sixty nine thousand Polish zloty);
2. income statement for the period from January 1, 2017, until December 31, 2017, disclosing a net profit of PLN 126 603 thousand (one hundred twenty six million six hundred three thousand Polish zloty),
3. statement of comprehensive income for the period from January 1, 2017 until December 31, 2017, disclosing a comprehensive income of PLN 126 158 thousand (one hundred twenty six million one hundred fifty eight thousand Polish zloty);
4. statement of cash flows for the period running from January 1, 2017 until December 31, 2017, disclosing a decrease in cash and cash equivalents during the financial year by PLN 40 985 thousand (forty million nine hundred eighty five thousand Polish zloty) and the balance of cash and cash equivalents as at December 31, 2017, at PLN 76 973 thousand (seventy six million nine hundred seventy three thousand Polish zloty);
5. statement of changes in shareholders' equity for the period running from January 1, 2017, until December 31, 2017, showing an increase in shareholders' equity by PLN 52 435 thousand (fifty two million four hundred thirty five 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 2017 and determining the value of dividend

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 2017, amounting to PLN 126 603 223.58 (one hundred twenty six million six hundred three thousand two hundred twenty three Polish zloty fifty eight grosze) shall be allocated as follows:

1. for payment of dividend - the sum of PLN 73 723 212.80
2. as earnings retained for statutory purposes - the sum of PLN 52 880 010.78

## § 2

1. The value of the dividend shall be fixed at PLN 1.60 per share.
2. The dividend date was fixed for July 17, 2018.
3. The date of dividend payment was scheduled for August 3, 2018.

### § 3

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

#### Statement of Reasons for the Resolution Concerning Distribution of the Net Profit for the financial year 2017 and Determining the Value of Dividend

In the opinion of the Management Board the proposed value of dividend reflects the policy aimed at maintaining the balance between investments and distribution of profits, thereby the strategy of the Company value growth is being consistently pursued.

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 2017.

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." 2016.1047 of 19 July 2016, 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 2017, including:

1. consolidated statement of financial position prepared as at December 31, 2017, showing total assets and total liabilities plus equity of PLN 2 919 302 thousand (two billion nine hundred nineteen million three hundred two Polish zloty);
  2. consolidated income statement for the period from January 1, 2017, until December 31, 2017, disclosing a net profit of PLN 232 441 thousand (two hundred thirty two million four hundred forty one thousand Polish zloty);
  3. consolidated statement of comprehensive income for the period from January 1, 2017, until December 31, 2017, disclosing a total income of PLN 203 924 thousand (two hundred three million nine hundred twenty four thousand Polish zloty);
  4. consolidated statement of cash flows for the period running from January 1, 2017, until December 31, 2017, disclosing a decrease in cash and cash equivalents during the financial year by PLN 325 950 thousand (three hundred twenty five million nine hundred fifty thousand Polish zloty) and the balance of cash and cash equivalents as at December 31, 2017, at PLN 214 844 thousand (two hundred fourteen million eight hundred forty four thousand Polish zloty);
  5. consolidated statement of changes in shareholders' equity for the period running from January 1, 2017, until December 31, 2017, disclosing an increase in shareholders' equity by PLN 130 201 thousand (one hundred thirty million two hundred one 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

##### § 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, 2017.

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 Węglowski 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, 2017, for the period from January 1, 2017, till December 31, 2017.

##### § 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, 2017

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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 the Chairman of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2017.

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 Chairman of the Supervisory Board in the financial year ended December 31, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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 the Vice-Chairman of the Supervisory Board in respect of performance of his duties in the financial year ended December 31, 2017.

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 Vice-Chairman of the Supervisory Board in the financial year ended December 31, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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. Bruno Coudry 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, 2017, for the period from January 1, 2017, till March 31, 2017.

§ 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, 2017.

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, 2017, for the period from April 1, 2017, till December 31, 2017.

§ 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 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, 2017.

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. Janusz 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, 2017, for the period from January 1, 2017, till December 31, 2017.

§ 2

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