

ANNOUNCEMENT  
dated February 5, 2020  
CONCERNING THE EXTRAORDINARY GENERAL MEETING OF "ORBIS" S.A. SHAREHOLDERS

The Management Board of "Orbis" S.A. (the "Company") with its registered address in Warsaw, at 59, Złota Street, 00-120 Warszawa, registered in the District Court for the Capital City of Warsaw, XII Commercial Division, National Court Register (KRS) Register of Business Operators 0000022622, share capital: PLN 92,154,016 (paid up in full), tax identification number NIP 526-025-04-69, hereby announces that in connection with the receipt, on February 4, 2020, of a request from Accor S.A., the Company's Shareholder, which the Company disclosed in the current report no. 5/2020 of February 5, 2020, regarding convocation of the Extraordinary General Meeting by the Management Board of the Company to be held on March 5, 2020, the Management Board of "Orbis" S.A. hereby convenes the Extraordinary General Meeting of "Orbis" S.A. Shareholders to be held on March 5, 2020, at 11:00 a.m. in the city where the corporate headquarters of the Company are located, in the conference room of the Mercure Warszawa Centrum Hotel in Warsaw, at 48/54 Złota street in Warsaw, with the following agenda:

1. Opening of the General Meeting of the Shareholders and the election of its Chairperson.
2. Confirming that the General Meeting of the Shareholders has been properly convened and is capable of adopting valid resolutions.
3. Election of the ballot counting committee upon the request of the shareholders.
4. Adoption of the agenda for the meeting.
5. Adoption of resolutions regarding changes in the supervisory board.

As of the date of this Announcement, the total number of shares in the Company is equal to the number of votes carried by these shares and amounts to 46 077 008. Each share carries one vote at the General Meeting.

Only persons who are shareholders of "Orbis" S.A. as at the date of registration of their participation in the General Meeting referred to in Article 406<sup>1</sup> of the Commercial Companies and Partnerships' Code, i.e. persons who are shareholders of "Orbis" S.A. as at February 18, 2020, may participate in the General Meeting. In order to exercise the right of participation in the General Meeting, the shareholder should apply for a registered share certificate, referred to herein below.

A registered certificate confirming that person's right to participate in the General Meeting is issued by the operator of the securities account, upon request of a person, in whom the rights to paperless bearer shares in "Orbis" S.A. are vested, made not earlier than after the publication of the announcement concerning convening the General Meeting and not later than on the first weekday after the date of registration of that person's participation in the General Meeting. Upon request of a person, in whom the rights to paperless bearer shares are vested, the content of the certificate should specify the partial or total number of shares registered on that person's securities account.

"Orbis" S.A. determines the list of persons authorized to participate in the General Meeting on the basis of the list prepared by the entity in charge of securities' custody. This list is made available to "Orbis" S.A. by the National Depository for Securities (KDPW) one week before

the General Meeting at the latest.

The list of shareholders authorized to participate in the General Meeting, signed by the Management Board, containing their first and last names or business names, place of residence (corporate address), the quantity, type and numbers of shares and the number of votes carried by these shares shall be displayed in the Head Office of the Company at 59, Złota street in Warsaw, Poland (Lumen Office), for three weekdays immediately preceding the date of the General Meeting. Natural persons may state their mail delivery addresses instead of their place of residence. Shareholders may have access to the list of shareholders in the Head Office of the Company and request a copy of such list upon reimbursement of the costs of preparation of such a copy or request that the list of shareholders be sent to the requesting shareholder, free of charge, by e-mail, stating the address to which the list is to be sent.

Considering that the BY-LAWS OF THE GENERAL MEETING do not envisage the option of postal voting at the General Meeting, and, accordingly, the STATUTES do not permit participation in the General Meeting via means of electronic communication, hence:

- 1) participation in the General Meeting via means of electronic communication is not permitted,
- 2) it will not be possible to take the floor during the General Meeting via means of electronic communication,
- 3) "Orbis" S.A. shareholder(s) may not vote during the General Meeting via mail or via means of electronic communication.

Shareholder(s) of "Orbis" S.A. representing at least one twentieth of its share capital:

- may request that specific matters be placed on the agenda of the General Meeting of Shareholders. Such request should be notified to the Management Board no later than twenty one days prior to March 5, 2020, and should contain a statement of reasons or draft resolution relating to the proposed item on the agenda. The request may be made in an electronic form at the following e-mail address: [zawiadomienie.ksh@orbis.pl](mailto:zawiadomienie.ksh@orbis.pl) The Management Board shall publish the changes to the agenda of the General Meeting of Shareholders resulting from shareholders' request no later than eighteen days prior to March 5, 2020;

- may, prior to March 5, 2020, notify to the Company, either in writing or via means of electronic communication at the following e-mail address: [zawiadomienie.ksh@orbis.pl](mailto:zawiadomienie.ksh@orbis.pl), draft resolutions relating to matters placed on the agenda of the General Meeting or matters which are to be placed on its agenda, with statement of reasons pertaining to each such draft resolution, in order to facilitate informed decision-making. The Company shall promptly publish such draft notified by shareholders on its website: [www.orbis.pl](http://www.orbis.pl).

During the General Meeting, each shareholder may put forward draft resolutions concerning matters placed on the agenda.

Shareholders or their proxies shall exercise their voting rights with the use of electronic devices provided to them after signing the list of attendance.

The form of voting by shareholders or their proxies is the same for all the participants of the of the General Meeting and consists in casting votes with the use of the electronic devices

provided to them, in accordance with the instruction delivered by an employee of the company that provides service during the General Meeting.

Upon request of shareholders, the Chairman of the General Meeting requests that the ballot counting committee be appointed. The ballot counting committee ensures proper conduct of the voting, supervises the computer-backed service of the voting, checks and determines the result of the voting and informs the Chairman of the General Meeting thereof, as well as performs other tasks related to the voting procedures.

A shareholder authorized to participate in the General Meeting who is a natural person, may participate in the General Meeting and exercise his/her voting rights either personally or through a proxy. A shareholder authorized to participate in the General Meeting who is a corporate body or an organizational unit without a legal personality may participate in the General Meeting and exercise voting rights either through a person authorized to make statements of intention on its behalf or through a proxy.

The power of attorney to participate in the General Meeting and to exercise voting rights (the proxy) must be given in writing or in an electronic form. In order to give a power of attorney in an electronic form via means of electronic communication, the appointing shareholder shall send a notice in an electronic form concerning appointment of a proxy to the following e-mail address: [zawiadomienie.ksh@orbis.pl](mailto:zawiadomienie.ksh@orbis.pl)

Proxy granted in an electronic format need not be validated by a secure electronic signature verified by a valid qualified certificate.

The proxy who has been given a power of attorney:

- in writing, must submit the said power of attorney prior to signing the list of attendance at the General Meeting and prior to receipt of the electronic device for voting,

- in an electronic form, must submit the printout of the said power of attorney signed by him prior to signing the list of attendance at the General Meeting and prior to receipt of the electronic device for voting in order to facilitate proper identification of the shareholder and the proxy for the purpose of verifying the validity of the power of attorney given in an electronic form, as referred to in Article 412<sup>1</sup> § 5 of the Commercial Companies and Partnerships' Code. The proxy should sign the above-mentioned printout of the power of attorney underneath a clause with the following wording, handwritten by the proxy: "I have been granted this power of attorney by the Principal named therein. This power of attorney has not been revoked".

Identification of the shareholder and the proxy involves comparison of their first and last name or business name and the place of residence (corporate address) of the Principal named in the power of attorney granted in an electronic form with the first and last name or business name and the place of residence (corporate address) of the Principal named in the list delivered to the Company by the National Depository for Securities (KDPW) pursuant to Article 406<sup>3</sup> § 8 of the Commercial Companies and Partnerships' Code and the personal particulars in the identity document presented by the proxy. Moreover, it is also checked whether "Orbis" S.A. was informed about granting the power of attorney in an electronic form via means of electronic

communication, in a manner envisaged by the Company, i.e. by sending it to the address: [zawiadomienie.ksh@orbis.pl](mailto:zawiadomienie.ksh@orbis.pl).

Representatives of legal persons should present up-to-date excerpts of court registers, naming persons authorized to represent these entities. A person not named in the excerpt as a person authorized to represent the given entity as a single representative should submit a power of attorney signed by the persons authorized to represent the given entity.

Documents relating to the exercise of voting rights by the proxy and information concerning the General Meeting, including the full text of documents to be presented to the General Meeting as well as draft resolutions, are available at <https://www.orbis.pl/en/general-meeting> corporate website. Persons authorized to participate in the General Meeting may download the relevant files from the website.

All correspondence using electronic means of communication should have the form of sending scans of separate documents, saved in PDF file format, to the e-mail address provided in the Announcement. The maximum admissible size of appendices attached to a single e-mail message is 20 MB.

Representatives of the media wishing to obtain accreditation for a passive participation in the General Meeting must submit their attendance request at the latest by 4:00 p.m. on March 4, 2020, at the following e-mail address: [zawiadomienie.ksh@orbis.pl](mailto:zawiadomienie.ksh@orbis.pl).

The attendance request e-mail should be titled "media" and contain basic information about the company/person interested in being accredited and a contact telephone number as well as e-mail address.

Registration of persons attending the General Meeting and issuance of electronic device for voting will begin at 10:30 on the date of the General Meeting.

It is recommended that persons authorized to attend the General Meeting have with them a personal certificate confirming their right to participate in the General Meeting.

We would like to inform those shareholders whose securities account as an ISSUE SPONSOR for "Orbis" S.A. shares coded PLORBIS00014 was kept by the brokerage house DOM MAKLERSKI BANKU HANDLOWEGO S.A. until April 2, 2012, that at present their securities accounts are kept by the brokerage house DOM MAKLERSKI mBANKU S.A., ul. Wspólna 47/49, 00-684 Warszawa.