

**REGULATIONS**  
**OF THE GENERAL ASSEMBLY**  
**OF ORANGE POLSKA S.A.**

*- uniform text -*

*adopted through the resolution no. 34 of the Annual General Assembly dated 9 April 2015*

## I. General Provisions

### § 1

The General Assembly shall be convened and conducted in the procedure and on the terms stipulated by the Code of Commercial Partnerships, Companies, the Orange Polska S.A. Articles of Association and these Regulations.

### § 2

1. The General Assembly shall be convened by an announcement to be made on the Company's web page and by means of current report 26 days prior to the General Assembly.
2. The following persons may take part in the General Assembly:
  - 1) persons that are shareholders of the Company 16 days prior to the General Assembly (the record date) whose right to participate in the General Assembly was determined by the Company on a basis of the list of entitled persons created and submitted by an entity managing the depository of securities;
  - 2) Members of the Management Board and of the Supervisory Board.
3. The Management Board may invite guests and experts to take part in the General Assembly as observers.

### § 3

1. The shareholders may take part in the General Assembly and exercise the right to vote in person or by proxies (other representatives). A Shareholder that is not a natural person may participate in the General Assembly and exercise his/her voting rights through a person authorised to make statements of will on his/her behalf or by the proxy.
2. The power of attorney should be given in writing or in the electronic form.
3. Granting powers of attorney in the electronic form shall be notified to the Company via [pelnomocnictwo.wza@orange.com](mailto:pelnomocnictwo.wza@orange.com) not later than 3 days prior to the General Assembly. The notification shall include an attached scan of granted powers of attorney signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent the Shareholder.
4. The power of attorney, referred to in clause 3 shall be prepared through a form available at [www.orange.pl/investors](http://www.orange.pl/investors).
5. The notification shall include the scan of the identification document of the Shareholder (if the Shareholder is a natural person) or the scanned copy of the current registry of the Shareholder and the scan of the identification document of the Shareholder or his representatives that granted powers of attorney (if the Shareholder is not a natural person), as well as the scan of the identification document of the Proxy (if the Proxy is a natural person) or the scanned copy of the current registry (if the Proxy is not a natural person) . If the documents, referred to in this paragraph, are not in the Polish or English language, a sworn translation into Polish should be attached.

## II. Opening of Session and Election of Chairman

### § 4

The General Assembly shall be opened by the President of Supervisory Board or his deputy, and if they are not present by the President of Management Board or a person designated by the Management Board, and thereafter the Chairman shall be elected from among all those entitled to take part in the General Assembly.

### § 5

1. Every person entitled to take part in the General Assembly has the right to candidate for the Chairman of General Assembly or to put forward to the minutes one candidate for the position of the Chairman of General Assembly.
2. The candidate who has been put forward shall be entered onto a list after submitting a statement to the minutes that he consents to candidate. The list of all candidates shall be drawn up

by a person who has opened the General Assembly. The list is deemed closed upon being announced.

3. If only one candidate has been put forward this candidate shall become the Chairman of General Assembly if none of those entitled to voted raises an objection thereto.
4. The Chairman of General Assembly shall be elected by voting for each candidate in turn in an alphabetical order.
5. The person who has opened the General Assembly shall safeguard the proper conduct of voting, shall announce the name of the person elected for the Chairman of General Assembly and hand over direction over the session to that person.
6. The Chairman of General Assembly shall become the candidate who has received in the voting the largest simple majority of votes cast.
7. In the event that several candidates receive equal the largest simple majority of votes cast the person who has opened the General Assembly shall order a supplementary voting. The candidate who has received the largest simple majority of votes cast shall be deemed as elected.

### **III. Responsibilities of the Chairman**

#### **§ 6**

1. The Chairman of General Assembly shall direct the session in accordance with the agreed agenda, the law, the provisions of the Company's Articles of Association and of this Regulations.
2. The Chairman of the General Assembly ensures an efficient conduct of the meeting and observance of the rights and interests of all shareholders. The chairman should counteract, in particular, the abuse of rights by the participants of the meeting and should guarantee that the rights of minority shareholders are respected.
3. The responsibilities of the Chairman of General Assembly comprise in particular:
  - 1) to ensure smooth and proper conduct of the session and voting,
  - 2) to give the floor,
  - 3) to give appropriate instructions to maintain order during the session,
  - 4) to order voting, to safeguard its proper conduct and to sign documents with the results of voting,
  - 5) to ensure that all issues on the agenda have been addressed,
  - 6) to give a final decision in procedural matters and in matters relating to the course of properly convened General Assembly.

#### **§ 7**

1. Promptly after election the Chairman of General Assembly shall sign an attendance list containing the names of those participating in the General Assembly, the number of shares submitted by each of them and the number of votes they are entitled to.
2. The persons drawing the attendance list should:
  - 1) check identity of the shareholder or his attorney-in-fact (other representative) on the basis of an identity document or another credible document confirming the identity,
  - 2) check whether the shareholder is entitled to take part in the General Assembly,
  - 3) check whether the manner of shareholder's representation is correct; documents stating the right of representation (powers of attorney, extracts from appropriate registers, etc.) shall be enclosed to the minutes of General Assembly,
  - 4) obtain the signature of the shareholder or his attorney-in-fact (other representative) on the attendance list,
  - 5) issue to the shareholder or his attorney-in-fact (other representative) an appropriate magnetic card for voting or another document to be used for voting.
3. The attendance list shall be drawn up by person designated for that purpose by the Management Board.
4. Appeals relating to the entitlement to take part in the General Assembly shall be addressed to the Chairman of General Assembly.

5. The attendance list should be exposed all the time during the continuance of the session of General Assembly until the latter is closed. The persons drawing up the attendance list are obliged to take down on an ongoing basis all changes in the attendance at the General Assembly stating also the moment when such changes have occurred.

#### **IV. Statement that the General Assembly has been Properly Convened**

##### **§ 8**

After the Chairman of General Assembly has been elected and the attendance list has been signed the Chairman of General Assembly shall state that the Assembly has been properly convened and is capable to adopt resolutions, shall present the agenda and order the election of the Scrutiny Commission.

#### **V. Election of Scrutiny Commission**

##### **§ 9**

1. The Scrutiny Commission composed of 3 to 5 members shall be elected from among person entitled to take part in the General Assembly.
2. Every person entitled to take part in the General Assembly has the right to put forward to the minutes candidates for the Commission. Designated persons should consent to candidate. The election shall be made by voting for each candidate in turn in alphabetical order. The candidates who have received the largest simple majority of votes cast shall be deemed as elected, bearing in mind a set number of Scrutiny Commission members.
3. The Scrutiny Commission shall elect the Chairman from among themselves.
4. The Scrutiny Commission has to safeguard the proper conduct of voting, to check and determine the results of voting and to give the latter to the Chairman of General Assembly as well as to perform other activities relating to the voting.
5. If anything incorrect is found in the way voting is conducted the Scrutiny Commission has to inform promptly the Chairman of General Assembly thereof.
6. Documents with the results of each voting shall be signed by all Scrutiny Commission members and by the Chairman of General Assembly.
7. In case of less than 3 nominations, referred to in paragraph 2, or if at least 3 candidates do not obtain the required majority of votes, the Scrutiny Committee is not appointed.

#### **VI. Sessions**

##### **§ 10**

1. The Chairman of General Assembly does not have the right to remove the matters from the agenda or to change the sequence of the matters put on the agenda without consent of the General Assembly.
2. No resolution may be adopted in matters which have not been put on the agenda unless the whole share capital is represented at the General Assembly and none of those present has objected to the adoption of the resolution.
3. A motion to convene the Extraordinary General Assembly and motions of procedural nature may be adopted even though they have not been put on the agenda.
4. Each Shareholder may during the Extraordinary General Assembly table draft resolutions regarding the matters put on the agenda. The draft resolutions shall be presented in Polish

##### **§ 11**

1. After each subsequent matter on the agenda has been presented the Chairman of General Assembly shall open a discussion giving floor to speakers in the sequence in which they have submitted their willingness to speak. Upon the consent of the General Assembly several points from the agenda may be discussed jointly.
2. The Chairman of General Assembly may give floor to Management Board members and Supervisory Board members without paying attention to the sequence.

3. The Chairman of General Assembly may order that willingness to take part in discussion be submitted in writing giving name and surname of the person, and in the event of attorneys-in-fact (other representatives) of shareholders giving also the name and surname or business name of the principal.
4. If there are many persons declaring their willingness to take part in the discussion over a given point on the agenda the Chairman of General Assembly may decide that the number of speakers be limited.

#### **§ 12**

1. The participants may rise to speak only in the matters which have been put on the agenda and are considered at the moment.
2. When every point on the agenda is considered each shareholder has the right to one speech of 5 minutes and a reply of 5 minutes.
3. The Chairman of General Assembly has the right to reprimand a speaker who diverts from the subject matter of the discussion or exceeds the agreed time as stipulated by sec. 2. The Chairman of General Assembly may order that the speakers who do not comply with his reprimand leave the floor.
4. Each speech in the discussion over a particular draft resolution should be finished with an explicitly expressed standpoint whether the speaker is for or against this draft resolution.

#### **§ 13**

Each shareholder has the right to ask questions in every matter on the agenda.

#### **§ 14**

The shareholder has the right to object against a decision of the Chairman of General Assembly. The General Assembly shall decide in a resolution whether the decision of the Chairman be upheld or reversed.

#### **§ 15**

1. Shareholder who motions for the inclusion of an issue on the agenda of the General Assembly, including a motion to take an issue off the agenda, shall provide grounds enabling an informed decision on the resolution.
2. Every shareholder has the right to suggest amendments and supplements to draft resolutions, which are covered by the agenda of General Assembly, by the time of closing the discussion over the point on the agenda referring to the draft resolution with which the suggestion is concerned.
3. The suggestions referred to above under 2, along with short justification should be submitted to the hands of the Chairman of General Assembly in writing, separately for each draft resolution, giving the name and surname (business name) of the shareholder or his attorney-in-fact (other representative).

#### **§ 16**

The Chairman of General Assembly has the right to give the floor to invited guests and experts.

#### **§ 17**

1. In procedural matters the Chairman of General Assembly may give the floor to speakers without paying attention to the sequence. A motion in a procedural matter may be put forward by every person entitled to take part in General Assembly.
2. As motions in procedural matters shall be treated motions relating to the manner of discussing and voting, and in particular to:
  - 1) limitation, adjourning or closing the discussion,
  - 2) closing the list of candidates for Chairman of General Assembly,
  - 3) closing the list of speakers,
  - 4) limitation of speech duration,
  - 5) manner of directing the session,
  - 6) ordering a recess in the session,
  - 7) sequence in which the motions are to be adopted.

3. Discussion over the motions in procedural matters should be opened directly after the motions have been put forward.
4. The Chairman of General Assembly may finish the discussion and order voting on the motion in the procedural matter.

## **VII. Adoption of Resolutions**

### **§ 18**

Subject to situations set forth in the Code of Commercial Partnerships and Companies and in the Company's Articles of Association resolutions of the General Assembly shall be adopted by a simple majority of votes cast.

### **§ 19**

1. The shareholder may not vote, either in person or by a proxy holder (other representative) on resolutions relating to his liability to the Company, for whatever reasons, including granting him vote of acceptance, releasing him from an obligation towards the Company or dispute between him and the Company.
2. The shareholder who votes as a proxy holder of other person on resolutions, referred to in clause 1 shall vote in accordance with voting instructions issued by the shareholder.

### **§ 20**

1. Subject to sec. 2 voting shall be open.
2. Voting by secret ballot shall be ordered:
  - 1) during election of and on motions for revoking members of Company authorities or receivers,
  - 2) on motions for holding liable members of Company authorities or receivers,
  - 3) in personal matters,
  - 4) if at least one of the shareholders present or represented at the General Assembly demands so.

### **§ 21**

1. After closing discussion on each point on the agenda and before the voting is commenced the Chairman of General Assembly announces which motions have been put forward and determines the sequence in which they shall be voted on. Voting on motions is made in the sequence in which the motions have been put forward.
2. Voting may be made with the help of cards for voting or a computer system for casting and counting the votes which ensures that the quantity of votes cast conforms to the number of held shares as well as eliminates, if voting is by secret ballot, the possibility to identify how individual shareholders have voted.
3. Before voting is commenced the Chairman of General Assembly or a person designated by him shall provide detailed instructions relating to the manner in which voting will be conducted.

## **VIII. Election of Supervisory Board Members**

### **§ 22**

1. Candidates for Supervisory Board members shall be put forward to the minutes orally along with a justification.
2. The suggested candidate for a Supervisory Board member shall be entered onto a list after giving a statement to the minutes, in writing or orally, that he consents to candidate.
3. The list of suggested candidates for Supervisory Board members shall be drawn up by the Chairman of General Assembly in an alphabetical order. The list is deemed as closed upon having been announced.

### **§ 23**

1. Supervisory Board members are elected by voting for each candidate in turn in an alphabetical order.

2. The candidates who have received the largest simple majority of votes cast shall be deemed as elected for Supervisory Board members, bearing in mind the number of Supervisory Board members as stipulated by the Company's Articles of Association.

### **IX. Election of Supervisory Board Members by Voting in Separate Groups**

#### **§ 24**

1. Upon the motion of shareholders representing at least one fifth of the share capital the Supervisory Board should be elected on the forthcoming General Assembly by voting in separate groups, even if the Company's Articles of Association provide for another manner of appointing the Supervisory Board.
2. The motion for electing Supervisory Board members by voting in separate groups shall be submitted to the Management Board in writing within a time limit which enables placing on the agenda of the General Assembly the election of Supervisory Board members by voting in separate groups.
3. The election of Supervisory Board members by voting in separate groups shall be provided for in the agenda presented in the announcement that the General Assembly is to be convened.
4. Groups of shareholders shall be created for the purpose of electing Supervisory Board members. It is allowed to create so many groups how many places are available to be filled in the Supervisory Board. The part of Supervisory Board which is appointed by an entity (entities) provided for in a separate statutory act shall not be taken into account.
5. The minimum of shares required in order to create a group is determined by dividing the number of shares represented on the General Assembly by the number of places in the Supervisory Board which remain to be filled.
6. A group of shareholders has the right to elect so many Supervisory Board members how many times the number of shares represented by the group exceeds the minimum referred to in clause 5.
7. The surplus number of shares in a given group which exceeds the minimum, or the multiplicity of the minimum, referred to in clause 5 does not entitle the group to elect one more Supervisory Board member.
8. A simple majority of votes cast shall decide about the election of a Supervisory Board member within one group.
9. A shareholder may belong to only one voting group.
10. A resolution about electing Supervisory Board member(s) by a given group shall be recorded by a notary.

### **X. Final Provisions**

#### **§ 25**

1. After all points on the agenda have been addressed the Chairman of General Assembly shall announce that the Assembly is closed.
2. To the matters not regulated by these Regulations the provisions of the Code of Commercial Partnerships and Companies and the provisions of the Company's Articles of Association shall apply.