

**REGULATIONS OF GENERAL STOCKHOLDERS' MEETING OF  
COMPERIA.PL S.A.  
WITH ITS SEAT IN WARSAW**

**§1**

1. Regulations of General Stockholders' Meeting specifies rules and mode of summoning and holding sessions of General Stockholders' Meeting of Comperia.pl S.A.
2. General Stockholders' Meeting is the top authority of the Company and operates pursuant to the provisions of Commercial Companies Code, statute and these regulations.
3. Regulations of General Stockholders' Meeting are available at the Company's seat and on website of the Company.

**§2**

1. General Stockholders' Meeting summons Company's Management Board and Supervisory Board or stockholders representing at least 1/20 of capital.
2. Stockholder or stockholders representing at least 1/20 of share capital may demand summoning Extraordinary General Stockholders' Meeting as well as placing certain matters in agenda of the coming Meeting. Such demand should be submit for Management Board in writing or in an electronic way.
3. General Stockholders' Meeting is summoned by announcement made on the Company's website and in a way specified for submission of current information pursuant to the provisions on public offers and conditions of entering financial instruments into organized trading system and on public companies. The announcement should be made at least 26 days since the deadline of General Stockholders' Meeting. The wording of the announcement about General Stockholders' Meeting should be compliant with requirements of commercial company's code with reference to such announcements for public companies.
4. In case of summoning General Stockholders' Meeting by Supervisory Board or entitled stockholders, these entities submit into the hands of Management Board in writing or in an electronic form wording of the announcement on

summoning General Stockholders' Meeting, drafts of resolutions if it is anticipated to adopt resolutions and provided that there is such need, other materials which are to be presented to General Stockholders' Meeting. Management Board announces about summoning such General Stockholders' Meeting in the mode provided in section 3.

5. The agenda is established by entity summoning General Stockholders' Meeting or demoing its summoning.

**§3**

- 1. General Stockholders' Meeting is held as Ordinary General Stockholders' Meeting or Extraordinary General Stockholders' Meeting. Ordinary General Stockholders' Meeting is summoned once per year within 6 months since the completion of financial year.
- 2. General Stockholders' Meeting is held at the Company's seat.
- 3. General Stockholders' Meeting is valid and may take up resolutions when there is represented at least 50% of share capital.

**§4**

- 1. Stockholders may participate in General Stockholders' Meeting personally or by proxies.
- 2. A power of attorney should be drawn up in writing or in an electronic way. Granting a power of attorney in an electronic way does not require providing a safe electronic signature verified with the aid of a qualified certificate.
- 3. It is assumed that the power of attorney in a written or electronic form confirming the right to represent a stockholder at General Stockholders' Meeting is compliant with law and does not require confirmations unless its authenticity or validity raise doubts of Chairman of General Stockholders' Meeting.
- 4. A stockholder should notify the Company about granting the power of attorney in an electronic way by means of electronic mail onto address of electronic mail  
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- 5. A proxy who was granted a power of attorney in an electronic form should

submit for the Company at the latest on the day of General Stockholders' Meeting an integral document confirming granting a power of attorney in an electronic form and document allowing to identify stockholder submitting the statement.

## **§5**

1. The entitled ones from name stocks and temporary certificates as well as pledgees and users who are entitled to voting right, are entitled to participate at the General Stockholders' Meeting if they are entered into Company's stock register on the day of registration of participation at General Stockholders' Meeting.
2. Bearer's stocks having the form of a document entitled to participated in General Stockholders' Meeting if the documents of stocks are submitted at the Company at the latest on the day of registration of participation in General Stockholders' Meeting and are not received before end of that day. Instead of stocks there may be submitted certificates issued to the proof of submission of stocks at the Notary Public, bank or investment company having a seat or branch on the territory of the European Union or country being the party of the agreement on European Commercial Area, indicated in the announcement on summoning General Stockholders' Meeting. In the certificate one should mention numbers of documents of stocks and state that the stocks shall be given before completion of General Stockholders' Meeting.
3. The entitled ones from dematerialized stocks in order to participate at the General Stockholders' Meeting report not earlier than announcement on summoning General Stockholders' Meeting and not later than on the first working day after the day of registration of participation at General Stockholders' Meeting, the request to issue, by an entity keeping securities account, name certificate on the participation right at General Stockholders' Meeting. The participation right at General Stockholders' Meeting is held by the entitled ones from dematerialized stocks who were placed in the list of stockholders drawn up by Domestic Deposit of Securities (Krajowy Depozyt Papierów Wartościowych S.A.) pursuant to lists of issued certificates on the participation right at General Stockholders' Meeting submitted by entities keeping securities accounts.

4. The list of entitled from bearer's stocks to participate at General Stockholders' Meeting of a public company is established on the basis of stocks submitted to the company pursuant to section 1 and list drawn up by Krajowy Depozyt Papierów Wartościowych S.A.
5. List of stockholders entitled to participate at General Stockholders' Meeting, signed by Management Board, covering surnames and forenames or company (names) of the entitles ones, their place of living (seat), number, type and stocks numbers as well as number of the votes they are entitled to, should be placed at the premise of Company's Management Board three working days before holding General Stockholders' Meeting. A physical person may provide an address for deliveries instead of place of living. A stockholder may browse list of stockholders in offices/premise of Company's Management Board and request copy of list on the basis of reimbursement of costs of drawing it.

## **§6**

1. In General Stockholders' Meeting there should participate members of Management Board and Supervisory Board in the composition allowing for granting a content-related answers to the questions asked during the General Stockholders' Meeting.
2. At General Stockholders' Meeting Management Board provides participation of Notary Public and when needed participation of chartered auditor, legal servicing, other individuals whose participation in General Stockholders' Meeting is deemed as indicated by it.

## **§7**

1. General Stockholders' Meeting is opened by Chairman of Supervisory Board or other person indicated by him. In case of absence of these individuals General Stockholders' Meeting is opened by President of Management Board or a person indicated by Management Board.
2. A person opening General Stockholders' Meeting is obliged to cause immediate appointment of Chairman of General Stockholders' Meeting. A person opening General Stockholders' Meeting monitors the proper course voting and announces who was appointed as Chairman of General Stockholders' Meeting

while submitting for this person further managing the sessions. Chairman may be only a person-participant of General Stockholders' Meeting for whom there was passed the biggest number of votes.

3. Chairman orders drawing up an attendance sheet covering list of participants of General Stockholders' Meeting while providing number of stocks, which is presented by each of them and the votes they are entitled to, and signs the attendance sheet as well as provides submission of list during sessions. Each entitled one to participate at General Stockholders' Meeting is entitled to browse the attendance sheet and demand its completeness or correct by the Chairman. In case of participation of a proxy at General Stockholders' Meeting for whom there was granted a power of attorney in an electronic way takes up proper actions used to identify the stockholder and proxy in order to verify the validity of the power of attorney.
4. Chairman states regularity of summoning the General Stockholders' Meeting and its ability to adopt resolutions in matters covered by the agenda and provides implementation of agenda of sessions of General Stockholders' Meeting.

## **§8**

1. Chairman of General Stockholders' Meeting ensures an adroit course of sessions and respecting rights and interests of all stockholders. It also ensures that the contents of adopted resolutions were formulated in a clear and transparent way.
2. Chairman should counteract especially the abuse of entitlements by participants of General Stockholders' Meeting and ensure respecting the rights of the minority stockholders.
3. Chairman should not, without crucial reasons, submit a resignation from his function, he cannot without justified reasons delay signing the minutes of General Stockholders' Meeting.
4. The Chairman may, in justified cases, manage short breaks in sessions, not constituting deferral of sessions. Such breaks may not aim at making difficult by the stockholders the execution of their rights.
5. The Chairman ensures for the individuals reporting objection towards the

resolution, a possibility of concise justification of objection.

6. The Chairman may not independently erase matters from agenda, change order of certain its points and enter into sessions the content-related cases not covered by agenda.
7. The Chairman cares that the utterances of the participants of General Stockholders' Meeting did not divert from the subject being the subject of inspection and when the speaking participants infringe the subject of the session or behave in a way infringing the good customs in such case the Chairman may take back vote of the speakers.

### **§9**

1. General Stockholders' Meeting may appoint from the group of participants of session the scrutiny commission.
2. The scrutiny commission calculates the results of voting over each resolution adopted by General Stockholders' Meeting and results of the elections to the Company's authorities.

### **§10**

1. If the participants have questions to Members of Management Board or Members of Supervisory Board or turn for explanation of concepts being the subject of settlement, members of Management Board, Supervisory Board or chartered auditor or experts answer the questions while taking into account the fact that the information duties are executed by the public company in a way resulting from provisions of Act on Public Offer and Terms and Conditions of Entering the Financial Instruments into organized trade and public companies and providing a row of information may not be performed in a way other than the one resulting from these provisions.
2. Each stock holder may, during the General Stockholders' Meeting, report drafts of resolutions related to matters entered into agenda until the moment of managing by the Chairman voting in a certain point of agenda.
3. The Chairman gives under voting a resolution in the wording prepared by the entity summoning General Stockholders' Meeting or demanding its summoning

or stockholders in the order to reporting it.

4. After checking the results of voting over the resolution, the Chairman states whether the resolution was adopted. If a participant of General Stockholders' Meeting, who voted against adoption of the resolution, reported objection, the Chairman manages recording this fact while allowing the participants to make the justification of the objection.
5. Secret voting is managed during elections and over motions to dismiss the members of authorities or liquidators of the Company or taking under liability as well as in personal cases. Additionally, secret voting is managed at the request of at least one of the present entitled ones to vote.

### **§11**

1. Members of Supervisory Board are appointed and dismissed by General Stockholders' Meeting.
2. The candidates for Members of Supervisory Board may be physical individuals, being stockholders as well as individuals from outside the group of stockholders providing a warranty of proper execution of duties of Member of Supervisory Board, having a proper education, professional experience and individuals who are able to devote a necessary time to properly execute their functions in Supervisory Board.
3. The candidatures for Members of Supervisory Board are presented by participants of General Stockholders' Meeting.
4. The individuals being candidates for Members of Supervisory Board should be present at General Stockholders' Meeting or submit a statement expressing consent for candidating for Member of Supervisory Board.
5. After closing the list of candidates, the Chairman orders conducting a secret voting over each candidate separately in the order of reporting.
6. Members of Supervisory Board become candidates who obtained the biggest number of votes.

### **§12**

1. After exhaustion of agenda the Chairman closes the General Stockholders'

Meeting. On this moment it ceases to function as Company's authority and the present participants of General Stockholders' Meeting may not in a valid way adopt resolutions.

2. The minutes on course of General Stockholders' Meeting are drawn up by Notary Public in a form of notarial deed.

### **§13**

1. Costs related to holding General Stockholders' Meeting are incurred by the Company.
2. The organization of General Stockholders' Meeting belongs to the duties of Management Board. Management Board ensures administrative, technical and legal servicing of General Stockholders' Meeting.
3. Representatives of media are entitled to presence at the General Stockholders' Meeting unless Company's Management Board provides otherwise.

### **§14**

Regulations of General Stockholders' Meeting comes into force on the moment of enacting it.