

Rules of the General Meeting of the Warsaw Stock Exchange

*(adopted by Resolution No. 29 of the Ordinary General Meeting of the Warsaw Stock
Exchange dated 22 June 2020)*

§ 1

[Subjective Scope, Definitions]

1. These Rules lay down the terms and conditions of convening, preparing and conducting the General Meeting of the Warsaw Stock Exchange.
2. Whenever the following terms are used in these Rules:
 - a) **Exchange** – this shall be understood as the Warsaw Stock Exchange with its registered office in Warsaw,
 - b) **Commercial Companies Code** – this shall be understood as the Act of 15 September 2000 – Commercial Companies Code, as amended,
 - c) **Chair of the General Meeting** – this shall be understood as the person elected as chair of the given General Meeting,
 - d) **Exchange Supervisory Board** – this shall be understood as the Supervisory Board of the Warsaw Stock Exchange with its registered office in Warsaw,
 - e) **Rules** – this shall be understood as these present Rules,
 - f) **Exchange Articles of Association** – this shall be understood as the Articles of Association of the of the Warsaw Stock Exchange with its registered office in Warsaw,
 - g) **Participant of the General Meeting** – this shall be understood as a shareholder, a shareholder’s proxy or another person authorised to exercise the voting right from shares, eligible to participate in the General Meeting,
 - h) **General Meeting** – this shall be understood as an annual or extraordinary general meeting of the Warsaw Stock Exchange,
 - i) **Exchange Management Board** – this shall be understood as the Management Board of the Warsaw Stock Exchange.

§ 2

[Convening and preparing the General Meeting]

1. The General Meeting of the Exchange may be held as an ordinary or an extraordinary meeting on the terms laid down in Rules and in accordance with the Commercial Companies Code and the Exchange’s Articles of Association.
2. The General Meeting shall be convened and prepared in accordance with the Commercial Companies Code, the Exchange’s Articles of Association, and Rules.

§ 3

[List of Shareholders]

1. The list of shareholders eligible to participate in the General Meeting shall be prepared by the Exchange on the basis of a list prepared by the operator of the securities depository and presented to the Exchange and on the basis of balances presented in the Exchange’s share register as at the record date of the General Meeting.
2. The list referred to in sub-paragraph 1 shall include:

- a) the first and last names or the (company) names of the shareholders eligible to participate in the General Meeting;
 - b) their address of residence or registered address, where natural persons may provide a mailing address instead of the address of residence;
 - c) the quantity, type, and numbers of shares and the quantity of votes held.
3. The list of shareholders referred to in sub-paragraph 1 signed by the Exchange Management Board shall be made available in the offices of the Exchange in the three business days before the General Meeting.
 4. At the request of any shareholder, the list of shareholders referred to in sub-paragraph 1 may be sent free of charge by email to the address provided by the shareholder.
 5. An attendance list shall be prepared on the basis of the list of shareholders referred to in sub-paragraph 1.
 6. When preparing the attendance list, the following checks shall be performed:
 - a) whether the shareholder is eligible to participate in the General Meeting;
 - b) the identity of the shareholder or proxy on the basis of the identity card, passport or other reliable document;
 - c) the power of attorney of persons representing the shareholders and information about the granting of the power of attorney in electronic format.
 7. The attendance list shall be signed by the General Meeting Participants and the Chairman of the General Meeting, excluding shareholders participating using electronic means of communication.
 8. The attendance list shall be available for review during the General Meeting until it is adjourned.

§ 4

[General Meeting Participants]

1. Persons who are shareholders of the Exchange sixteen days before the date of the General Meeting (record date of the General Meeting) shall be eligible to participate in the General Meeting.
2. Beneficial owners of registered shares and temporary certificates as well as pledgees and users holding the voting right shall be eligible to participate in the General Meeting provided that they are entered in the share register as at the record date of the General Meeting.
3. To participate in the General Meeting, beneficial owners of non-certificated bearer shares may request the entity which manages their securities accounts to issue a personal certificate authorising them to participate in the General Meeting. Such request shall be made no earlier than after the General Meeting is announced and no later than the first business day after the record date of the General Meeting.
4. Shareholders may transfer shares in the period from the record date of the General Meeting to the date of adjourning the General Meeting.
5. Shareholders who are natural persons may participate in the General Meeting and exercise the voting right in person or through a proxy.
6. Shareholders who are not natural persons may participate in the General Meeting and exercise the voting right through a person authorised to make declarations on their behalf or through a proxy.
7. Powers of attorney shall be made in writing or granted in electronic format.

8. A proxy may represent more than one shareholder and vote differently for the shares of each shareholder.
9. The granting of a power of attorney in electronic format shall be communicated to the Exchange using means of electronic communication by email in the procedure described and at the address provided in the announcement of the General Meeting, making best efforts to enable efficient check of the validity of the power of attorney.
10. The Exchange may take appropriate measures to identify shareholders and their proxies in order to check their authorisation exercised by means of electronic communication. Such measures should be proportionate to their purpose.
11. Members of the Exchange Management Board and the Exchange Supervisory Board shall be present at the General Meeting in a formation necessary to provide substantive answers to questions asked at the General Meeting.
12. An authorised representative of the Polish Financial Supervision Authority and other persons invited by the Management Board may participate in the General Meeting.

§ 5

[Participation in the General Meeting by Means of Electronic Communication]

1. Participation in the General Meeting may take place by means of electronic communication if so decided by the person convening the General Meeting. Such participation shall include in particular:
 - a) bilateral communication in real time where shareholders may table in particular motions, requests, draft resolutions and speak during the General Meeting from a location other than the location of the General Meeting;
 - b) exercising the voting right at the General Meeting, either by the shareholder in person or by proxy.
2. Communication by means of electronic communication referred to in subpara. 1 shall rely on technologies and measures which ensure the identification of shareholders and the security of communication. The specification of the means of electronic communication shall at each time be specified in the notice of the General Meeting.
3. The specific terms and conditions of participation in the General Meeting by means of electronic communication are laid down in the Rules of Participation in the General Meeting of the Warsaw Stock Exchange by Means of Electronic Communication established by the Exchange Supervisory Board.
4. The risk of any use of means of electronic communication for the purposes of participation in the General Meeting, speaking and voting at the General Meeting, shall be borne exclusively by the shareholder; the Exchange shall have no liability in this regard.
5. The Exchange shall provide a public real-time broadcast of the General Meeting. Information about the planned broadcast of the General Meeting shall be published on the website of the Exchange.

§ 6

[Opening the General Meeting, Electing the Chairman of the General Meeting]

1. The General Meeting shall be opened by the Chairman of the Exchange Supervisory Board or a person designated by the Chairman of the Exchange Supervisory Board.
2. In their absence, the General Meeting shall be opened by the President of the Exchange Management Board or a person designated by the Exchange Management Board.
3. The Chairman of the Exchange Supervisory Board or another person who opens the General Meeting shall ensure immediate election of the Chairman of the General Meeting and shall refrain from any other substantive or formal decisions.
4. The General Meeting shall elect the Chairman of the General Meeting from amongst the General Meeting Participants.
5. Each of the General Meeting Participants may propose one candidate for the Chairman of the General Meeting. Persons proposed as candidates shall be entered into the list of candidates provided that they agree to stand for election.
6. The Chairman of the General Meeting shall be elected in a secret ballot by casting votes individually for each of those candidates who agree to stand for election in alphabetical order. If a resolution is passed to elect the Chairman of the General Meeting, the remaining proposed candidates shall not be put to a vote as such vote would be moot.
7. The Chairman of the General Meeting shall not resign from this function without important reasons and shall not unreasonably withhold the signing of the minutes of the General Meeting.

§ 7

[Powers of the Chairman of the General Meeting]

1. The Chairman of the General Meeting shall chair the General Meeting, make procedural and formal decisions, and interpret Rules.
2. The responsibilities of the Chairman of the General Meeting shall include: to ensure that the General Meeting proceeds efficiently in accordance with the agenda and the Rules, respecting the rights and interests of all shareholders, to give the floor, to accept motions and draft resolutions and to present them for discussion, to order and handle voting and to announce its results, to announce short breaks, to determine that the agenda has been exhausted.
3. The Chairman of the General Meeting shall, immediately after election, sign the attendance list containing the names of Participants of the General Meeting and the number of shares represented by each of them and the number of votes held by each of them, and provide information concerning the number of Participants attending the General Meeting by means of electronic communication.

§ 8

[Discussions at the General Meeting]

1. The Chairman of the General Meeting shall in particular prevent the abuse of power by General Meeting Participants and ensure that the rights of minority shareholders are respected.

2. After the presentation of each of the matters on the agenda, the Chairman of the General Meeting shall open discussion and give the floor to General Meeting Participants in the same order as they request to take the floor.
3. Interventions may only concern matters on the agenda to the extent of the currently discussed agenda item.
4. Discussion may be held after the presentation of each agenda item or jointly on several agenda items. Relevant decisions shall be made by the Chairman of the General Meeting.
5. When the discussion of a given matter is exhausted, the Chairman of the General Meeting shall announce a vote. As of that time, interventions may only be made to submit a formal motion concerning the voting procedure or order.

§ 9

[Providing Information to Shareholders at the General Meeting]

1. The Exchange Management Board shall provide information concerning the Exchange at the request of a shareholder if required to evaluate matters on the agenda of the General Meeting.
2. The Exchange Management Board shall refuse to provide information if it could damage the Exchange or its associate or subsidiary, in particular by disclosing technical, commercial or organisational secrets of the company.
3. A member of the Exchange Management Board may refuse to provide information if it could expose him or her to criminal, civil or administrative liability.
4. Information referred to in sub-paragraph 1 shall be deemed to be provided if it is available on the Exchange's website.
5. The Exchange Management Board may provide information in writing outside of the General Meeting or announce its refusal to provide information on the terms and within the deadlines laid down in the Commercial Companies Code for compelling reasons or where the provision of such information at the General Meeting is impossible or significantly impeded due to the need to collect and process data or due to a wide scope of requested information.

§ 10

[Formal Motions]

1. The Chairman of the General Meeting shall give the floor on formal matters with priority. Motions on formal matters may be submitted by any shareholder.
2. Formal motions shall include motions concerning the meeting and voting procedure, in particular:
 - a) change of the order of agenda items;
 - b) closing the list of speakers;
 - c) limiting, deferring or closing the discussion;
 - d) announcing a break in the meeting;
 - e) limiting the time of interventions;
 - f) voting without discussion.

3. The Chairman of the General Meeting shall clarify and announce the text of the proposed motion to the General Meeting Participants before putting the formal motion to a vote.
4. The General Meeting shall decide about a formal motion in a vote. In the first place, the Chairman of the General Meeting shall put to a vote the most extensive formal motion which may eliminate the need to put the other motions to a vote.
5. A formal motion rejected in a vote shall not be re-submitted in discussion of the given matter.

§ 11

[Voting Procedure, Vote Counting Committee]

1. Voting may proceed by means of electronic equipment which supports the casting and counting of votes and prevents (in the case of a secret ballot) the identification of how individual shareholders vote.
2. If voting at the General Meeting proceeds without electronic equipment, the Chairman of the General Meeting may order the election of a vote counting committee.
3. The vote counting committee shall be comprised of three persons elected by the General Meeting from amongst the General Meeting Participants.
4. The vote counting committee shall be responsible for ensuring that voting proceeds as required, checking the voting results, determining the voting results and presenting the voting results to the Chairman of the General Meeting.

§ 12

[Resolutions]

1. Resolutions of the General Meeting shall be passed in accordance with the generally applicable legislation, the Exchange's Articles of Association, good practice, respecting the interests of the Exchange and the rights of the shareholders.
2. Draft resolutions proposed by the Exchange Management Board for adoption by the General Meeting together with justifications and materials to be presented to the General Meeting shall be published on the Exchange's website in due time as necessary to read and review them.
3. According to Article 401(4) of the Commercial Companies Code, an eligible shareholder or shareholders may propose draft resolutions concerning matters on the agenda of the General Meeting or matters to be added to the agenda of the General Meeting in writing or by means of electronic communication to the Exchange Management Board.
4. Draft resolutions proposed in accordance with sub-paragraph 3 before the date of the General Meeting together with submitted justifications shall be published by the Exchange on the website immediately after receipt.
5. Shareholders may propose draft resolutions concerning matters on the agenda of the General Meeting and proposals to modify or supplement such drafts to the Chairman of the General Meeting during the General Meeting.
6. A shareholder or shareholders shall present a justification together with a draft resolution proposed in accordance with sub-paragraph 3 or 5. If no such justification is presented, the

- Exchange Management Board or the Chairman of the General Meeting, respectively, shall request the shareholder or shareholders to present a justification of the proposed resolution.
7. Draft resolutions and proposed modifications or additions referred to in sub-paragraph 5 shall be presented to the General Meeting by the Chairman of the General Meeting and put to a vote.
 8. If proposals with a different scope are presented on the same matter, the most extensive proposals shall be put to a vote first.
 9. Resolutions of the General Meeting shall be passed by an absolute majority of votes unless the Commercial Companies Code or the Exchange's Articles of Association provide otherwise.
 10. Resolutions of the General Meeting affecting rights of shareholders shall come into force after an appropriate period of time from the decision resulting in a specific corporate action to the record date of the rights of shareholders arising from such corporate action.

§ 13

[Breaks in the General Meeting]

1. The Chairman of the General Meeting may single-handedly order breaks in the meeting in aggregate so that the General Meeting may be adjourned on the date it was opened. In the event of any technical issue on the part of the Exchange which prevents shareholders from participating in the General Meeting according to § 5(1) of the Rules, the Chair of the General Meeting shall adjourn the General Meeting until such time that electronic communication is restored.
2. According to Article 408(2) of the Commercial Companies Code, the General Meeting may decide to order a break in the General Meeting by a majority of two-thirds of votes. The General Meeting shall not be adjourned for more than 30 days in aggregate.
3. The General Meeting may break according to sub-paragraph 2 only in special circumstances, described at each time in the justification of the resolution adjourning the General Meeting prepared on the basis of reasons identified by the shareholder who requests for the General Meeting to be adjourned. If no such justification is presented, the Chairman of the General Meeting shall request the shareholder or shareholders to present a justification of the resolution adjourning the General Meeting.
4. Resolutions referred to in sub-paragraph 3 shall define the date of resumption of the adjourned General Meeting and such date shall not limit or prevent the participation in the resumed General Meeting by the majority of the shareholders, including minority shareholders.

§ 14

[Proposing Candidates for the Exchange Supervisory Board]

1. Shareholders shall propose candidates for members of the Exchange Supervisory Board in accordance with the Exchange's Articles of Association.
2. Motions referred to in sub-paragraph 1 shall, subject to sub-paragraph 4, be tabled to the Exchange Management Board; if a motion is tabled at a General Meeting held to elect members of the Exchange Supervisory Board, that motion shall be null and void unless it is tabled to the Chairman of the General Meeting no later than before voting on the election of members of the Exchange Supervisory Board is opened.

3. When proposing a candidate for a member of the Exchange Supervisory Board, the following documents shall be presented:
 - a) the candidate's CV;
 - b) the written consent of the candidate to stand for election for a member of the Exchange Supervisory Board;
 - c) the written declaration of the candidate confirming that he or she meets the criteria laid down in the Act of 29 July 2005 on Trading in Financial Instruments and its implementing regulations;
 - d) the written declaration of the candidate confirming that he or she meets or fails to meet the independence criteria within the meaning of the Exchange's Articles of Association;
 - e) other documents required under the generally applicable legislation or other regulations.
4. Candidates for members of the Exchange Supervisory Board elected by the General Meeting in accordance with § 13(3) and (4) of the Exchange's Articles of Association shall be proposed no later than seven days before the scheduled date of the General Meeting. In addition to the documents referred to in sub-paragraph 3 above, the submission shall specify the number of shares and the number of votes represented by the shareholder or shareholders proposing the candidate. If voting is opened for candidates proposed by shareholders who are exchange members, candidates proposed by those shareholders who are exchange members and represent the biggest number of votes shall be put to a vote at the General Meeting first.

§ 15

[Election of Exchange Supervisory Board Members]

1. Voting concerning the dismissal and election of members of the Exchange Supervisory Board shall be held individually for each candidate in a secret ballot; voting concerning election to the Exchange Supervisory Board shall proceed in alphabetical order subject to § 14(4) of the Rules.
2. Those candidates who successively receive the biggest number of votes become members of the Exchange Supervisory Board provided that they receive the absolute majority of votes.
3. If a motion is tabled to elect the Exchange Supervisory Board by voting in groups, the Commercial Companies Code and the Exchange's Articles of Association shall apply accordingly.

§ 16

[Voting]

1. Voting shall take place in an open ballot, subject to sub-paragraph 2.
2. A secret ballot shall be ordered:
 - a) in elections;
 - b) on motions to dismiss members of the bodies of the Exchange;
 - c) on motions to dismiss liquidators of the Exchange;
 - d) on motions to bring to justice the persons referred to in points (b) and (c);
 - e) on personal matters;
 - f) at the request of at least one of the General Meeting Participants.

3. The Chairman of the General Meeting shall allow a shareholder who has voted against a resolution to submit and briefly justify an objection.
4. A resolution to withdraw a matter from the agenda may only be adopted if there are important and material reasons. The relevant motion should contain the detailed reasons.
5. Resolutions to withdraw a matter from the agenda or to refrain from reviewing a matter put on the agenda at the request of shareholders shall be passed by an absolute majority of votes with the consent of all present shareholders who made such request.
6. Shareholders shall not vote in person or through a proxy or as a proxy of another person in adopting resolutions concerning:
 - a) their liability to the Exchange in whatever respect;
 - b) a dispute between them and the Exchange.

§ 17

[Adjourning the General Meeting]

After matters on the agenda and formal matters, if any, have been exhausted, the Chairman of the General Meeting shall adjourn the General Meeting.

§ 18

[Minutes of the General Meeting]

1. Resolutions of the General Meeting and draft resolutions put to a vote but not passed shall be put in the minutes taken by a notary public.
2. The minutes shall be prepared in accordance with the applicable provisions of the Commercial Companies Code. The attendance list shall be attached to the minutes.
3. The minutes shall be signed by the notary public and by the Chairman of the General Meeting.

§ 19

[Miscellaneous]

The Commercial Companies Code and the Exchange's Articles of Association shall apply accordingly in matters not regulated by the Rules.