

## **THE REGULATIONS OF THE GENERAL MEETING OF CENTRUM NOWOCZESNYCH TECHNOLOGII SPÓŁKA AKCYJNA\***

### **Chapter I**

#### **General Provisions**

##### **§ 1**

The General Meeting of Centrum Nowoczesnych Technologii S.A. based in Sosnowiec ul. Partyzantów 11, hereinafter called the General Meeting operates in accordance with the rules defined in the Commercial Companies Code, the Company Articles (Articles of Association) and the Regulations hereof, including other common legal regulations.

##### **§ 2**

The General Meeting of Centrum Nowoczesnych Technologii S.A. is the highest body of the Company.

##### **§ 3**

Save where exceptions provided in the Commercial Companies Code, the General Meeting, as long as convened correctly, is valid and entitled to make resolutions regardless of the number of the shares represented at the Assembly.

### **Chapter II**

#### **Range of Competence of the General Meeting**

##### **§ 4**

The competences of the General Meeting, besides other matters indicated in the Company Articles and binding legal regulations, include in particular:

- 1) consideration and approval of the Management Board's Annual Activity Reports as well as the Annual Financial Report for the previous financial year,
- 2) consideration and approval of the Supervisory Board's report on its activities in the previous financial year,
- 3) discharging Members of the Company's corporate bodies on the performance of their duties,
- 4) distribution of the profit or covering the loss,
- 5) determining the dividend day and its payment date,
- 6) decision on the use of the reserve funds and the capital reserves,
- 7) amendment to the Articles of Association,
- 8) a raise or reduction of the share capital,
- 9) the issue of bonds, including convertible bonds and bonds with priority right,
- 10) sale or lease of the Company or an organised part thereof, as well as creating limited property rights therein,
- 11) approval of the Supervisory Board regulations,
- 12) setting the rules and the height of the Supervisory Board member's remuneration,
- 13) setting the General Meeting Regulations,
- 14) any provisions concerning claims for redress of damage caused upon establishment of the Company or in the course of its management or supervision,
- 15) transformation, merger or division of the Company,
- 16) dissolution and liquidation of the Company,
- 17) the review of any motions or applications made by the Supervisory Board, the Board of Management, or the shareholders.

### Chapter III

#### **Mode and Rules of Convening the General Meeting**

##### § 5

1. The General Meeting is convened in an ordinary or extraordinary mode.
2. An Ordinary General Meeting shall be convened by the Board of Management within 6 months after each financial year.
3. An Ordinary General Meeting of Shareholders can be convened by the Supervisory Board if the Management Board has not convened an Ordinary General Meeting within a statutory deadline or an Extraordinary General Meeting can be convened if the Supervisory Board deems it appropriate.
4. Any Shareholder or Shareholders representing at least a half of the initial capital or at least a half of the total votes in the Company can convene the Extraordinary General Meeting. The shareholder or shareholders designate the Chairman of this Extraordinary General Meeting.
5. Any Shareholder or Shareholders representing at least one twentieth of the initial capital can request to convene the Extraordinary General Meeting as well as include particular matters in the agenda. Such a request and its justification shall be submitted to the Board of Directors in writing or in an electronic form to the email address of the Company given to the shareholders on the official website of the Company. The shareholder or shareholders shall prove possession of the proper number of shares on the day of placing the demand, enclosing to the request one or several depository certificates, and in case of shareholders who are not natural persons, the right to act on the entity's behalf shall be evidenced with an up-to-date excerpt from the proper register. In case of shareholders placing the request by means of electronic forms of communication, documents shall be sent in a PDF format.
6. The General Meeting is held at the Company's registered office. The General Meeting can also take place in the location which is the seat of a company running a stock exchange on which the shares of that company are traded or elsewhere within the territory of the Republic of Poland designated by the body convening the General Meeting.
7. The General Meeting shall be convened through the announcement on the Company's website and in a manner stipulated for announcing current information in accordance with the regulations of the public offering and terms and conditions of implementing financial instruments to the organized trade system, and of public companies.

### Chapter IV

#### **Rights and Obligations of the General Meeting Participants**

##### § 6

1. Only those persons are authorized to participate in the General Meeting, who are the shareholders of the Company for 16 days prior to the date of the General Meeting (a date of the registration of a participation on the General Meeting). The entity issues a personal certificate for the shareholder with a right to participate in the General Meeting of the Company – a scope of information included in the personal certificates is stipulated in the art. 406<sup>3</sup> § 2 of the Code of Commercial Companies.
2. No later than one week before the General Meeting is due, a list of the shareholders authorized to participate in the General Meeting is determined and handed over to the Company by the entity carrying out the securities account in accordance with the regulations concerning the Act on Trading the Financial Documents.
3. List of the shareholders entitled to take part in the General Meeting signed by the Management Board should be presented in the Headquarters for three working days before the date of the General Meeting the Shareholder can look through the list in the Company's headquarters and demand sending the excerpt of the list covering the cost of preparing it. The Shareholder can request sending him/her the list of shareholders free of charge by electronic mail to the email address indicated in their request.

4. A shareholder or shareholders of the Company representing at least one twentieth of the initial capital can request to include particular matters in the Agenda of the General Meeting. Such a request shall be submitted to the Board of the Management no later than within twenty-one days before the General Meeting is due. The request shall include a justification and/or a draft of the resolution or resolutions suggested Agenda. The request can be submitted in writing in the Company's Headquarters or in an electronic form to the email address given in the General Meeting announcement.
5. The Board of Management is obliged to announce amendments to the Agenda of the General Meeting inserted upon the shareholders' request defined in § 6 item 4 as soon as possible, and no later than eighteen days before the due date of the General Meeting.
6. Before the due date of the General Meeting a shareholder or shareholders of the Company representing at least one twentieth of the initial capital of the Company can submit drafts of any resolutions concerning matters included in the Agenda of the General Meeting or any other matters that shall be included in the Agenda in writing in the Company's Headquarters or by means of electronic communication to the email address of the Company given in the General Meeting announcement.
7. The shareholder or shareholder shall prove possessing the proper number of shares on the day of submitting the request mentioned in the item 4 and 6, enclosing the depositary certificate. If shareholders are legal persons, they shall prove the right to act on the entity's behalf by enclosing a relevant copy of an extract from an appropriate register. In case of shareholders submitting the request with use of electronic media, the documents shall be sent in a PDF format.
8. During the General Meeting, each of the shareholders of the Company can submit drafts of the resolutions concerning the Agenda. The motions on resolution drafts or their amendments shall be submitted along with their justification in writing to the Chairman of the General Meeting or in an oral form to be included in the minutes. Speaking up or submitting a motion, a participant of the General Meeting shall give their first name and surname, and in case they do not act on their own name, they shall also give all the necessary personal data of the shareholder he or she represents.
9. Members of the Supervisory Board and the Board of Management have the right to participate in the General Meeting.
10. Any other person invited by the Board of Management has the right to participate in the General Meeting.

#### § 7

1. Upon a shareholder's request the Board of Management is obliged to provide him/her with information concerning the Company during the General Assembly Meeting, on condition that such a request is justified for the evaluation of the issue included in the Agenda.
2. The Board of Management refuses to provide him/her with the information indicated in the item 1 if the provisions of the law provide so.

#### § 8

1. To the extent required by the regulations of the Commercial Companies Code, the shareholder can contact the Company with use of electronic communication, and in particular the shareholders can submit motions, requests, inquires as well as send notices and documents.
2. Communication of the shareholders with the Company in an electronic form shall be sent to the email address of the Company provided to the shareholders on the Company's website. Any risk connected with an abuse of the electronic communication media will rest with the shareholder.
3. Any documents sent by the shareholder to the Company, as well as by the Company to the shareholder by an electronic means of communication shall be scanned to the PDF format.

### Chapter V

#### **Rules on granting a proxy to participate in the General Meeting and its verification**

### § 9

1. The shareholder can participate in the General Meeting and exercise his/her voting rights either in person or by proxies.
2. The authorization to participate in the General Meeting shall be granted in a written or electronic form.
3. Forms allowing exercising the voting by a proxy are available from the date of convening the General Meeting of Centrum Nowoczesnych Technologii S.A. on the official website of the Company.
4. Shareholders notify the Company about granting an authorisation by means of electronic mail to the official email address of the Company given in the General Meeting announcement. The notification must contain the shareholder's phone number and email address as well as the proxy's phone number and address, that can be used by the Company to contact both the shareholder and his/her proxy. Notification of having granted the power of attorney should also contain the scope of the power of attorney, i.e. indicate the number of shares that shall be used to exercise the right to vote as well as the date of the General Meeting at which these rights shall be executed. Additionally, a shareholder who is a natural person should attach an authorisation to process personal data by the Company in order to verify the validity of the power of attorney granted in an electronic version.
5. Together with the notification of granting the power of attorney in an electronic form, the shareholder shall send the text of the power of attorney, excluding instructions for exercising the right to vote by the proxy, a scanned copy of the ID card or a scanned copy of any other document enabling identification of the shareholder and their proxy. If the power of attorney is granted by a legal person or organisational entity that does not constitute a legal person but having a legal capacity, the shareholder shall send a scan of the excerpt from the register, in which it is registered or a scan of any other document proving authorization of the persons acting on behalf of such an entity. Should the power of attorney be granted to a legal person or an organisational entity not being a legal person but with legal capacity, the shareholder shall additionally send a scan of a copy of a competent registry entry in which the proxy is registered or any other document proving the existence of such an entity.
6. The principle described in item 5 above shall apply mutatis mutandis to notifying the Company by electronic means to revocation the power of attorney.
7. The notification on granting and/or revocation of a proxy in an electronic form shall be given no later than 11:00 a.m. on the last working day preceding the General Meeting.

### § 10

1. Centrum Nowoczesnych Technologii S.A. shall take appropriate action to identify the shareholder and the proxy aiming at verifying the validity of the power of attorney granted in an electronic form.
2. In order to verify the validity of the power of attorney granted in an electronic form and identify the shareholder and the proxy, having received a notification on granting the power of attorney in an electronic form in accordance with the Clause § 9 item 4 and item 5, the Company shall check the information required under Section 4 and scanned copies of the documents specified in the Section item 5, and in case of legal persons and organisational entities that are not legal persons but have legal capacity, whether the power of attorney has been granted by a person or persons authorised to represent the entity granting the power of attorney.
3. The Company is entitled to make a phone call on the number indicated by the shareholder in accordance with the Article § 9 item 4 or send an email message with a reply request in order to verify that the shareholder in question granting the power of attorney in an electronic form.
4. The Company can take additional measures to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in an electronic form, such measures shall be proportionate for the purpose.
5. Notification on granting or revocation of the power of attorney in an electronic form that does not follow the requirements specified in § 9 item 4, item 5 and item 6 is not binding for the Company.

## Chapter VI

### **The Course of the General Meeting**

§ 11

1. A meeting of the General Meeting of Shareholders is opened by the Chairman of the Supervisory Board or a person indicated by him/her. In the absence of the Chairman or Deputy Chairman of the Supervisory Board, the President of the Management Board or the person indicated by the Management Board shall have the powers to open the meeting, and in the absence of the aforementioned persons, a shareholder that represents the highest percentage of the shares in the initial capital of the Company that is present at the General Meeting, or his/her proxy.
2. The person opening the General Meeting, subject to the item 1 of the Regulations hereof, orders and conducts the election of the Chairman of the General Meeting („Chairman”) among the shareholders entitled to participate in the General Meeting or their proxies.
3. The candidate for the Chairman of the General Meeting records a declaration in the minutes that he/she agrees to run for the position.
4. The Chairman of the General Meeting shall be elected in a secret vote. The person opening the General Meeting ensures that the voting proceeds properly and announces its results.
5. If more than one candidacy is put forward, the person opening the General Meeting draws up a list of candidates which includes the names and surnames of candidates following the submission of the declaration described in the item 3.
6. The election of the Chairman of the General Meeting in case of situation described in the item 4 shall be voted separately on each nomination in an alphabetical order.
7. The candidate who obtains the highest number of valid votes shall be elected the Chairman of the General Meeting. If more candidates obtain the same number of votes, voting shall be repeated by voting of the candidates who obtained the highest number of votes.
8. The moment the Chairman of the General Meeting is elected, he/she starts to run the meeting, makes decisions concerning procedural and order matters in accordance with the legal rules, the Company’s Articles of Association and provisions of this Regulation.
9. The Chairman of the General Meeting should ensure in particular and observe: of rights and interests of all the shareholders. The Chairman should in particular counteract attempts to abuse rights by the participants of the General Meeting and ensure observance of the rights of minority shareholders. The Chairman should not, without significant reasons, resign from his/her function; he/she cannot also delay signing, without justified reasons, the minutes from the General Meeting:
  - 1) effective course of the General Meeting as well as ability to pass resolutions,
  - 2) presents the agenda of General Meeting indicated in the announcement of convening the General Meeting,
  - 3) ensure proper and efficient conduct of the meeting according to the Agenda and the procedure,
  - 4) running the meeting with observance of rights and interests of all the shareholders.
  - 5) giving or taking the floor to the participant at the General Meeting,
  - 6) receiving motions,
  - 7) receiving drafts of bills and referring matters for discussion,
  - 8) decision on passing or not passing the resolutions by the General Meeting,
  - 9) ordering and conducting votes as well as, ensuring their proper conduct and announcing their results,
  - 10) recessing the meeting for short technical breaks which do not constitute the adjourn of the meeting, but which cannot aim at making difficult the participants of the General Meeting their execution of their rights, subject to the provisions of the item 15,
  - 11) deciding on the doubts concerning the Regulations,
  - 12) concluding the completion of the Agenda and closing the General Meeting.
10. The Chairman shall in particular prevent the General Meeting participants from the abuse of their rights and ensure the respect for the minority shareholders’ rights.
11. The Chairman of the General Meeting grants the right to speak in order of its reporting.
12. The Chairman of the General Meeting can give the floor outside the order of submissions to the member of the Supervisory Board or the Board of Management.



13. Any questions concerning the General Meeting, along with the answers, the Company shall publicise on its website, directly after the General Meeting has been finished.
14. With no serious reason, the Chairman shall not resign from his/her function, neither can he/she delay signing the minutes of the General Meeting with no sound reason.
15. Should a break in the meeting cause its postponing until at least the next day, it is inevitable that the General Meeting should take a proper resolution by at least a two-thirds majority of the votes providing, however, that so-called breaks cannot last longer than 30 days in total.
16. The Chairman signs the minutes of the General Meeting following the preparation of the minutes by a notary.

#### § 12

1. Immediately after the election of the Chairman, a list of attendance with the list of participants of the General Meeting, the number of shares and corresponding voices should be prepared and presented during the General Meeting, and it is updated on an ongoing basis.
2. The shareholders representing at least 1/10 (one tenth) of share capital the attendance list shall be verified by chosen for this purpose committee composed of at least three persons. Applicants shall have the right to elect one member of the Committee.

### Chapter VII

#### Passing resolutions

#### § 13

1. Resolutions of the General Meeting shall be passed by absolute majority of the votes cast, unless binding legal regulations or the provisions of the Company's Status provide otherwise.
2. Draft resolutions proposed at the General Meeting shall be justified except for draft resolutions relating to organisational and formal matters as well as typical resolutions adopted at an Ordinary General Meeting.
3. The Board of Management of the Company shall present a justification of a draft resolution or request the subject submitting the motion on including a given issue on the Agenda of the General Meeting to provide such a justification.
4. Draft resolutions proposed to pass along with a justification are announced on the official website of the Company in accordance with the binding legal regulations.

#### § 14

1. Passing resolutions at the General Meeting must be preceded with voting.
2. Voting at the General Meeting takes place via open ballot.
3. Secret voting shall be obligatory if the respective provisions of the Code of Commercial Companies or the Regulations hereof stipulate so.
4. Voting can take place using a computerised voting and vote-counting system, with the rules of which participants of the General Meeting are acquainted prior to starting the voting by a representative of the operator of the computer system.
5. Voting system shall ensure counting the 'for' and 'against' votes as well as the number of abstentions cast by the participants of the General Meeting.
6. In secret ballot voting the system shall ensure eliminating identification of the vote cast by particular shareholders.
7. If voting is conducted using a computer system of voting and calculating vote cards, readers or any other devices for voting are handed only to the authorised entities when signing the attendance list.
8. If computerised voting and counting votes system are not possible to be used, the voting shall be carried out under the supervision of the Returning Committee.
9. Persons objecting to the resolution shall be ensured an opportunity to briefly justify their objection.
10. On the request of the participant in the General Meeting his/her written declaration is included in the Minutes.

§ 15

1. The resolutions of the General Meeting must be recorded by a notary otherwise they shall be deemed null and void.
2. The minutes of the General Meeting shall be made by a notary in a form of a notarial deed.
3. The minutes is signed by a notary and the Chairman of the General Meeting. A printout of a current report on the General Meeting announcement is attached to the minutes.
4. The minutes should state that the General Meeting has been properly convened and has the capacity to adopt resolutions as well as lists adopted resolutions, and with each indicates a number of shares rendering valid votes, percentage of such shares in the initial capital, a total number of valid votes, a number of 'for' and 'against' and 'abstain' as well as any objections raised.
5. A copy of the minutes along with an evidence of convening the General Meeting, and the letters of proxy granted by shareholders, the Board of Management shall attach to the Book of Minutes.
6. The Company shall disclose on its website voting results to the extent provided within the scope of the item 3, within one week after closing the General Meeting. The results of the voting shall be available on the official website of the Company until the final date of challenging resolutions of the General Meeting.

§ 16

1. Any resolution of the General Meeting which is inconsistent with the Company's Articles of Associations or good practices or aimed at inflicting harm on a shareholder can be appealed against by way of an action against the Company for repealing a resolution.
2. Action of the repeal or declaration of invalidity of a General Meeting's resolution can be brought by:
  - a) The Board of Management, the Supervisory Board and individual members of these bodies,
  - b) A shareholder who voted 'against' a resolution and after passing it, requested that his objection be recorded in the minutes,
  - c) A shareholder who has not been admitted to participate in the General Meeting for no legitimate reasons,
  - d) Shareholders absent from the General Meeting, but only in case when the General Meeting was not convened in accordance with the By-laws or adoption of a resolution upon case not pointed in the General Meeting agenda.
3. Legal actions to repeal General Meeting's resolutions shall be brought within one month from receiving a notification on the resolution, but no later than three months after the resolution is passed.
4. Persons or bodies listed in the item 2 shall be entitled to file a legal action against the Company in order to cancel the resolution adapted by the General Meeting that does not comply with an applicable legal act.
5. Repealing or declaring invalidity of a resolution adopted by the General Meeting shall be brought up within three days after the General Meeting's resolution publication but no later than a year after the resolution has been adopted.

Chapter VIII

**Final provisions**

§ 17

1. The Regulations hereof shall enter into force on the date of adoption by the General Meeting.
2. Any amendment to the Regulations hereof requires passing in an open ballot by a simple majority of votes.
3. To all matters not settled herein, the provisions of the Commercial Companies Code and the Articles of Association of the Company shall be applied.