

**Appendix 10 to Resolution No. 10**

*of the Extraordinary General Shareholders Meeting of ERGIS-EUROFILMS S.A. dated 28 October 2009 to adopt new Rules of Procedure for the General Shareholders Meeting*

\*\*\*

**RULES OF PROCEDURE FOR THE GENERAL SHAREHOLDERS MEETING OF ERGIS-EUROFILMS SPÓŁKA AKCYJNA**

**Article 1.**

**General Provisions**

1. These Rules of Procedure set out the procedures for organising and conducting Annual and Extraordinary General Meetings of Ergis-Eurofilms S.A.
2. The Company's General Meetings shall be held in accordance with the provisions of the Polish Commercial Companies Code, the Company's Articles of Association and these Rules of Procedure.
3. Unless otherwise provided for in the Polish Commercial Companies Code, a General Meeting shall be deemed valid irrespective of the number of shares represented at the meeting.
4. Any information provided to the Company by a shareholder by electronic means should be sent by the shareholder from an electronic mail account that allows the identification of the sender.
5. Any requests, motions, information etc. submitted to the Company by a shareholder by electronic means should be contained in a separate document signed by the persons authorised to represent the shareholder or by the shareholder themselves and attached as a file in PDF format (or other widely used format, e.g. TIFF, JPEG) to the message sent by electronic mail.
6. The purpose of the provisions contained in 1.4 and 1.5 above is only to allow the Company to properly verify the senders and the information sent by them by electronic means.
7. The e-mail address to be used by the Company's shareholders to contact the Company about matters related to the organisation of General Meetings is made available on the Company's website.

**Article 2.**

**Procedure for Convening General Meetings**

1. The Annual General Meetings shall be convened by the Management Board within six months from the end of each calendar year. If the Management Board fails to convene an Annual General Meeting within the said time limit, the meeting may be convened by the Supervisory Board.
2. The Management Board shall convene Extraordinary Shareholders Meetings on its

own initiative or at the request of a shareholder or a group of shareholders representing at least one tenth of the Company's share capital. If such a request is made, the Management Board shall convene the requested Extraordinary Shareholders Meeting within two weeks from the date such a motion is made, setting the date of the meeting for a day not later than within eight weeks from the date such a motion is made. A request for a General Meeting should specify the matters to be put on the agenda for the meeting. The Supervisory Board may convene an Extraordinary Shareholders Meeting if it finds it advisable and if the Management Board fails to convene a General Meeting in accordance with the provision of the foregoing sentence.

3. A request by the authorised persons for a General Meeting to be convened and certain matters to be included on the agenda for the meeting should be justified. A request by the Supervisory Board, a shareholder or a group of shareholders for an Extraordinary Shareholders Meeting to be convened shall be made to the Management Board accompanied by the draft resolutions proposed for adoption, including a written statement giving the reasons for the request and at such time so as to enable for the draft resolutions to be included on the agenda of the meeting in accordance with requirements of the Commercial Companies Code.
4. A General Meeting convened at the request of shareholders should be held on the date specified in the request or, if this is not possible for important reasons, on the earliest date on which the General Meeting may decide on the matters included on the agenda for the meeting.
5. A resolution may not be adopted on a matter not included on the agenda for a General Meeting unless all of the Company's share capital is represented at the General Meeting and if none of the persons present at the meeting objects to such a resolution being adopted.
6. General Meetings shall be convened by way of publishing a notification of the meeting on the Company's website, such a notification to be made in such a manner as required for publishing current reports in accordance with the law on public offerings and conditions for introducing financial instruments into an organised trading system and on public companies. The notification should be made at least twenty-six days prior to the date of the General Meeting.
7. The notification should contain at least the following:
  - 1) the date, time and venue of the General Meeting and a detailed agenda for the meeting,
  - 2) a detailed description of the procedures for attending the General Meeting and exercising the right to vote, including but limited to information on:
    - a) the shareholder's right to require that certain matters be put on the agenda for the General Meeting,
    - b) the shareholder's right to propose draft resolutions regarding matters already put on the agenda for the General Meeting or matters to be included on the agenda prior to the date of the meeting,
    - c) the shareholder's right to propose draft resolutions regarding matters

- put on the agenda during the General Meeting,
- d) the procedure for voting by proxy, including, in particular, information on the forms used in the case of voting by proxy, and information on the procedure for notifying the Company, by electronic means, on appointing a proxy,
  - e) the possibility of and procedure for attending the General Meeting by means of electronic communication,
  - f) the procedure for taking the floor during the General Meeting by means of electronic communication,
  - g) the procedure for voting by correspondence or by means of electronic communication,
- 3) the date of registration to attend the General Meeting as provided for in Article 406<sup>1</sup> of the Commercial Companies Code;
  - 4) information that the General Meeting may only be attended by persons being shareholders in the Company as of the date of registration to attend the General Meeting,
  - 5) information on where and how a person eligible to attend the General Meeting may obtain the full text of the documents to be presented to the General Meeting and the draft resolutions or, if no draft resolutions are to be adopted, comments by the Company's Management Board or Supervisory Board regarding matters already included on the agenda for the General Meeting or matters to be included on the agenda prior to the date of the meeting,
  - 6) the address of the website where information on the General Meeting will be made available.
- 8. The body authorised to convene a General Meeting should set such a venue and time for the meeting so as to enable the largest possible number of the Company's shareholders to attend.
  - 9. A General Meeting the agenda for which includes matters put thereon at the request of authorised persons or which has been convened at the request of such persons may only be cancelled with the consent of the persons who made the request. In other cases, a General Meeting may be cancelled if it cannot be held for extraordinary reasons or if it is obviously purposeless. Cancellation shall be made following the same procedure that applies to convening General Meetings, ensuring that the adverse effects of such cancellation for the Company and its shareholders are reduced to a minimum, but not later than three weeks before the originally scheduled date of the meeting. Changes to the date of a General Meeting shall be made following the same procedure that applies for cancelling General Meetings even if the proposed agenda is not to be changed.

### **Article 3.**

#### **General Meeting Attendees**

- 1. A General Meeting may only be attended by persons being shareholders in the Company sixteen days before the date of the General Meeting (the date of

registration to attend the General Meeting). The date of registration to attend the General Meeting shall be the same for holders of bearer shares and holders of registered shares as persons eligible to attend.

2. The list of shareholders eligible to attend the General Meeting shall be prepared and signed by the Management Board. The list should contain the full name (the first name and surname) or business name of each eligible attendee, their place of residence (the registered office address), the number, types and codes of their shares and the number of votes they are entitled to, such a list to be available for viewing at the office of the Management Board for three business days prior to the date of the General Meeting. A natural person may provide their mailing address instead of their place of residence. The list of eligible attendees being shareholders of bearer shares shall be prepared by the Company based on the shares deposited with the Company in the case of shares in documentary form or based on a list prepared by the entity operating a securities depository pursuant to the law on trading in financial instruments in the case of dematerialised shares.
3. A shareholder may view the list of shareholders at the office of the Management Board and require a copy of the list, with the costs of preparing such a copy to be borne by the shareholder. A shareholder may require that the list of shareholders be sent to them free of charge by electronic mail, in which case the shareholder must specify the e-mail address to which the list is to be sent. A shareholder may, one week prior to the date of a General Meeting, require copies of motions regarding matters included on the agenda for the meeting.
4. The members of the Company's Management Board and Supervisory Board may attend the Company's General Meeting. The Company's General Meetings should be attended by such members of the Company's Management Board and Supervisory Board that substantive answers can be provided to questions asked during the meeting.
5. The Management Board shall make efforts to ensure that a chartered auditor is present at Annual General Meetings.
6. The Management Board may invite such persons to attend a General Meeting, if their attendance is justified in the opinion of the Management Board.
7. Each shareholder included on the list of shareholders eligible to attend a General Meeting shall report their arrival at the shareholder registration desk. In preparing an attendance list for a General Meeting, the following shall be done in the order as set out below:
  - 1) checking the identity of the shareholder or their proxy (if the shareholder is represented by a proxy, this should be stated on the attendance list);
  - 2) stating the number of shares held by the attendee reporting their arrival;
  - 3) stating the number of votes to which the attendee reporting their arrival is entitled;
  - 4) obtaining the signature of the attendee or their proxy on the attendance list;
  - 5) giving the attendee or their proxy a ballot paper or ballot papers, voting instructions (where appropriate) and other materials for the meeting.

## **Article 4.**

### **Form of Attendance**

1. A shareholder that is a natural person may attend and vote at a General Meeting in person or by a proxy.
2. A shareholder that is not a natural person may attend and vote at a General Meeting through a person authorised to make statements of intent on behalf of the shareholder, or by a proxy. The right to represent a shareholder that is not a natural person should be confirmed by an extract from the relevant register or a document or documents duly stating the proxy's authorisation to represent the shareholder, such an extract or such a document or documents to be presented while preparing the attendance list. The names of the person(s) granting a proxy on behalf of a shareholder that is not a natural person should be named in an up-to-date extract from the relevant companies register.
3. A proxy to attend and vote at a General Meeting must be granted in writing or in electronic form; where such a proxy is granted in electronic form, it shall not require affixing a secure electronic signature verified with the use of a valid qualified certificate. A document in writing or in electronic form confirming a proxy's right to represent a shareholder at a General Meeting shall be deemed to be legal and as such shall not require any additional confirmation unless the Management Board (while entering the proxy's name in the attendance list) or the Chairperson of the General Meeting or any other authorised person has doubts as to the authenticity or validity of such a document.
4. If the proxy for a shareholder is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of a public company or a member of that company's governing body or an employee of that company or of a cooperative dependent on that company, the power of proxy shall be valid for one General Meeting only. Granting additional proxy authorisations is excluded. The proxy for a shareholder shall vote in accordance with the shareholder's instructions.
5. Each shareholder to be represented by a proxy shall notify the Company if they have granted a proxy in an electronic form, such notification to be made to the e-mail address given in the notification of the General Meeting and not later than one day before the date of the General Meeting. Notification of changing or revoking their proxy authorisation shall be made by the shareholder in the appropriate manner.
6. The forms required in the case of voting by proxy shall be made available on the Company's website or, if this is not possible for technical reasons, information shall be provided on the website on how and where such forms may be obtained.
7. A shareholder holding shares registered in more than one securities account may appoint a separate proxy for voting in respect of the shares in each such account.

## **Article 5.**

### **Opening the General Meeting**

1. The General Meeting shall be opened by the Chairperson of the Supervisory Board

or a person designated by the Chairperson. The person opening the General Meeting shall immediately order for a chairperson of the General Meeting to be elected from among the persons eligible to attend the General Meeting. If such persons are not present, the General Meeting shall be opened by the President of the Management Board or a person designated by the Management Board.

2. The chairperson of a General Meeting shall be elected by a secret ballot and on an absolute-majority voting basis.
3. Each candidate for General Meeting Chairperson shall make a statement of their consent to stand as a candidate, the statement to be recorded in the minutes of the General Meeting.
4. In the event of more than one candidate, the person opening the General Meeting shall prepare a list of candidates, with the first name and surname of each such candidate to be included on the list the candidate to be included has made the statement referred to in 3 above. In such a case, the Chairperson of the General Meeting shall be elected by voting on each candidate separately and in alphabetical order.
5. The candidate receiving the largest number of valid votes shall be elected as General Meeting Chairperson. If more than one candidate receives the same number of votes, the vote shall be repeated.
6. The General Meeting Chairperson shall chair the meeting and shall be authorised to make interpretations of these Rules of Procedure. The Chairperson shall ensure that the meeting is conducted efficiently and that the rights and interests of all the shareholders are respected, for example through allowing them to take the floor, accepting motions and draft resolutions, opening such motions and draft resolutions for discussion, ordering and conducting votes and acknowledging that all the items on the agenda have been dealt with. In particular, the Chairperson should prevent the General Meeting attendees from abusing their rights and ensure that the rights of the Company's minority shareholders are respected.
7. Immediately after electing a General Meeting Chairperson, an attendance list of the persons attending the General Meeting should be made, containing the number of shares represented by each such person and the number of votes each such person is entitled to, such a list to be signed by the Chairperson and, subsequently, made available for viewing during the General Meeting and, if necessary, updated.
8. After signing the attendance list, the Chairperson shall acknowledge the General Meeting to have been validly convened and the General Meeting may validly adopt resolutions. For that purpose, the General Meeting Chairperson may request a member of the Company's Management Board that is present at the meeting to give relevant explanations or provide information with regard to convening the General Meeting, including in particular the date of the General Meeting and the scope of information made available on the Company's website in connection with the General Meeting.
9. After acknowledging the General Meeting to have been validly convened, the Chairperson shall present the agenda and order an election of a Ballot Counting & Motions Committee.

It is recommended that the Ballot Counting & Motions Committee be composed of at least 3 persons.

10. The General Meeting Chairperson shall propose the composition of the Ballot Counting & Motions Committee. The Ballot Counting & Motions Committee shall be elected by the General Meeting.
11. The members of the Ballot Counting & Motions Committee shall be responsible for, in particular, ensuring that each vote is conducted properly, checking the list of candidates, determining and checking the results of votes and carrying out other auxiliary tasks in connection with the meeting.
12. The results of votes shall be announced by the General Meeting Chairperson.
13. The members of the Ballot Counting & Motions Committee shall edit the draft resolutions proposed during the General Meeting.
14. If a specialised entity is hired to provide services for the General Meeting, including casting and counting votes electronically, the members of the Ballot Counting & Motions Committee shall supervise the work of the persons or entity providing such services and shall ensure that the votes at the meeting are properly cast and the results of such votes are determined correctly and fairly.
15. If any voting or other irregularities are discovered, the Ballot Counting & Motions Committee shall immediately inform the Chairperson of such irregularities and propose concrete motions regarding further action.

## **Article 6.**

### **The Agenda**

1. An agenda that has been announced shall be deemed to have been accepted if none of the persons present moves for changing the agenda.
2. The General Meeting Chairperson may not remove or change the order of the items put on the agenda.
3. No new items may be included on the agenda unless all of the Company's share capital is represented and none of the persons present makes an objection. However, a motion for convening an Extraordinary General Shareholders Meeting and order-keeping motions may be adopted even if they are not included on the agenda.
4. Votes on order-keeping matters may only be taken if they relate to the manner of conducting the General Meeting. This shall not apply to voting on A resolution to abandon considering a matter put on the agenda may only be adopted for important reasons. A motion for adopting such a resolution should be supported with detailed reasons. If a motion is proposed by the Company's shareholders for a matter included on the agenda to be removed from the agenda or not to be considered, the consent of all the shareholders proposing the motion is required and a resolution must be adopted by the General Meeting with a % majority of votes.

## **Article 7.**

### **Conducting the General Meeting**

1. After presenting a matter included on the agenda, the General Meeting Chairperson shall open a discussion of the matter, allowing the attendees to take the floor on a first-requested first-given basis. The General Meeting may give its consent for a discussion to cover more than one item put on the agenda.
2. The General Meeting Chairperson may allow members of the Company's Management Board and Supervisory Board and the experts invited to participate in the meeting to take the floor ignoring the first-requested first-given principle.
3. The floor may be taken to speak only on a matter or matters included on the accepted agenda and being considered.
4. In considering any item of the agenda, each shareholder may make a statement and/or give a reply. The General Meeting Chairperson shall allow the attendees to make a statement on a matter on a first-requested first-given basis and to give a reply after all the speakers on the matter as included on the list of speakers have made their statements. The General Meeting Chairperson may allow members of the Company's Management Board and Supervisory Board to take the floor ignoring the first-requested first-given principle. The Chairperson may impose limitations on the duration of a speech by each attendee of the General Meeting if the number of speakers wishing to speak is so large that – without such limitations and taking into account the agenda for the meeting – it may be impossible to conduct the General Meeting efficiently.  
Such limitations, however, may not limit the shareholders' rights.
5. Each shareholder may propose changes to the draft resolutions put on the agenda for the General Meeting until the discussion on the item of the agenda that covers the draft resolutions concerned is closed.
6. Proposals for changes to draft resolutions, accompanied by a short description of the reasons for such changes, should be submitted to the General Meeting Chairperson in writing and separately for each draft resolution, specifying the first name and surname (or the business name) of the shareholder.
7. In respect of formal matters, the Chairperson shall allow attendees to take the floor ignoring the first-requested first-given principle. A motion regarding a formal matter may be proposed by any shareholder. A motion regarding a formal matter shall mean a motion regarding the manner of holding discussions and taking votes. Motions regarding formal matters shall be considered by the Chairperson.
8. If, in the Chairperson's opinion, a motion regarding a formal matter may not be considered within the limits of the Commercial Companies Code, the Company's Articles of Association or these Rules of Procedure, the Chairperson shall put the motion to a vote by the General Meeting.
9. If none of the attendees wishes to speak on a given item of the agenda, the Chairperson shall close the discussion and acknowledges that that item of the agenda has been dealt with.
10. After acknowledging that an item of the agenda has been dealt with, as referred to in 9 above, the attendees of the General Meeting may not take the floor to

speak on matters regarding those items of the agenda which have already been dealt with.

11. The General Meeting may decide to adjourn the meeting by a two-thirds majority vote. The meeting may not be adjourned for a total of more than thirty days.
12. Short breaks in the meeting, other than the adjournment, may be ordered by the General Meeting Chairperson in justified cases and may not be intended to make it difficult for the Company's shareholders to exercise their rights.
13. After all the items on the agenda have been dealt with, the Chairperson shall close the General Meeting.

## **Article 8.**

### **Voting**

1. Voting shall be open subject to clauses 2 and 3 below.
2. A secret ballot vote shall be held in elections and to vote on motions to dismiss members of the Company's governing bodies or liquidators, motions to hold such persons responsible and motions regarding personnel matters.
3. A secret ballot vote shall be held even it is requested by only one of the shareholders present or represented at the General Meeting.
4. Unless otherwise provided for in the Company's Articles of Association or the Commercial Companies Code, resolutions of the General Meeting shall be adopted on an absolute-majority voting basis.
5. Absolute majority voting means that the number of votes in favour of a motion is more than a half of all the votes cast. The votes cast shall mean all of the "for", "against" and "abstain" cast in a vote. Invalid votes shall not be taken into account.
6. If a shareholder wishes to make an objection to a resolution and if such an objection is to be recorded in the minutes of the General Meeting, the Chairperson shall enable the shareholder to give a concise explanation of their objection. In making the objection, the shareholder should state that they voted against the resolution and require that their objection be recorded in the minutes of the General Meeting.
7. If a vote is held using an electronic system for casting and counting votes, the proxy for a shareholder wishing to vote using a voting form shall, before the vote begins, inform the General Meeting Chairperson of their intention to vote in this way.
8. An attendee of the General Meeting leaving the meeting room during the meeting should unregister their ballot paper and re-register it after returning to the meeting room. The fact of leaving and returning to the meeting room should also be recorded on the attendance list.
9. Each shareholder may vote differently under each of the shares held.

## **Article 9.**

### **Electing the Supervisory Board**

1. The number of Supervisory Board members shall be determined in the Company's Articles of Association and by the General Meeting.
2. Supervisory Board members shall be elected from among an unlimited number of candidates, on an absolute-majority voting basis and in a secret vote. A separate vote shall be held to vote on each candidate.
3. Members of the Supervisory Board shall be the candidates receiving the largest number of the votes "for." If more candidates with the right to become members of the Supervisory Board receive an equal number of votes, the General Meeting Chairperson shall order an additional vote.
4. A shareholder putting up candidates for members of the Supervisory Board should provide the reasons for same in such a manner as to ensure that an informed choice is made. Each member of the Supervisory Board should be properly educated, have proper professional experience and life experience, high moral standards and be able to spend the necessary amount of time to properly perform their duties as a member of the Supervisory Board.
5. Before voting on a candidate for a member of the Supervisory Board, the Chairperson shall verify whether the candidate has given their consent to stand as a candidate, which make take form of a written statement or an oral statement if the candidate is attending the General Meeting. If the candidate gives such consent, they shall be deemed to accept their appointment as a member of the Supervisory if they are appointed.
6. At the request of a shareholder or a group of shareholders representing at least one-fifth of the Company's share capital, an election of the Supervisory Board should be held at the next General Meeting by voting in separate groups, even if the Company's Articles of Association provide for a different method of electing the Supervisory Board.
7. The request referred to in 6 above should be submitted to the Management Board at such time as to ensure that the notification of the General Meeting contains information on the planned election of the Supervisory Board by voting in separate groups. If such a request is submitted after such time, it may be considered not earlier than at the General Meeting.
8. The persons representing, at the General Meeting, that part of the shares which corresponds to the total number of the shares represented and divided by the number of Supervisory Board members may form a separate group for the purpose of electing one member of the Supervisory Board and may not vote in electing the other members.
9. Vacancies on the Supervisory Board not filled by a group of shareholders formed in accordance with clause 8 above shall be filled by voting, with votes to be cast by all those shareholders who failed to cast their votes in electing members of the Supervisory Board by voting in separate groups.
10. No election shall be held if at least one group eligible to elect a member of the Supervisory Board is not formed at the General Meeting referred to in 6 above.

11. The election of at least one member of the Supervisory Board in accordance with clauses 6-8 above shall result in early expiration of the terms of all the existing members of the Supervisory Board, except for those appointed as members of the Supervisory Board by an entity specified in a statute other than the Commercial Companies Code, as referred to in Article 385(4) of the Commercial Companies Code.

## **Article 10.**

### **Minutes of General Meetings**

1. Resolutions adopted by and the course of the General Meeting shall be recorded in the minutes of the General Meeting by a notary.
2. The minutes shall record that the General Meeting has been validly convened and that it may validly adopt resolutions and shall contain a record of the resolutions adopted, with the following information for each such resolution: the number of shares for which valid votes were cast, the percentage share of these shares in the Company's share capital, the number of valid votes, the number of "for", "no" and "abstain" votes, and any objections made. The minutes shall be accompanied by the attendance list, which list shall contain the signatures of the attendees of the General Meeting. The evidence confirming that the General Meeting was convened shall be attached to the minute book by the Management Board.
3. The minutes of the General Meeting shall be signed by the Chairperson and the notary.
4. A copy of the minutes, including the evidence that the General Meeting was convened and the proxy authorisations granted by the Company's shareholders, shall be attached to the minute book by the Management Board.
5. The minutes of General Meetings shall be kept at the Company's registered office.
6. The Company's shareholders may view the minute book and require copies of resolutions, such copies to be authenticated by the Management Board.
7. Within one week from the end of a General Meeting, the Company shall disclose, on its website, the results of the votes held to the extent set out in clause 2. Such results should be available until the expiry of the time limit for appealing against resolutions of the General Meeting.

## **Article 11**

### **Amending these Rules of Procedure**

1. These Rules of Procedure may only be amended by way of resolution of the General Meeting.
2. Any amendment to these Rules of Procedure should become effective not earlier than as from the next General Meeting. In exceptionally justified cases, an amendment to these Rules of Procedure may become effective at an earlier date if the General Meeting so decides.

\*\*\*