



CERTIFIED TRANSLATION FROM POLISH

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[in the left top corner of the first page and on the joining of the pages of the notarial deed the round stamp with the illegible handwritten signature, the national emblem of the Republic of Poland in the middle and the circumscription reading:] ALEKSANDRA ZAPART, NOTARY IN WARSAW, * 1 *

KANCELARIA NOTARIALNA

Aleksandra Zapart Notariusz

Anna Błaszczak Notariusz

Mariusz Białecki Notariusz s.c. Notary Office

00-667 Warsaw, ul. Koszykowa 69 office 2

tel./fax: (22) 628-64-67, (22) 628-81-11

Polish Tax Identification (NIP) no.: 7010027286

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NOTARY'S REGISTER A No. 2328/2018

NOTARIAL DEED

On the ninth of March, the year two thousand eighteen (09.03.2018), I, **Aleksandra Zapart**, notary running her Notary Office in Warsaw at ul. Koszykowa no. 69 office 2, drew up in this Office the minutes of the Extraordinary Shareholders' Meeting of the company under the business name of **P4 spółka z ograniczoną odpowiedzialnością, with its registered office in Warsaw** (address: 02-677 Warsaw, ul. Taśmowa 7, Polish Statistical (REGON) no. 015808609, Polish Tax Identification (NIP) no. 951-21-20-077), entered in the register of entrepreneurs of the National Court Register maintained by the District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under **KRS no. 0000217207** (hereinafter the "**Company**"), in accordance with the information produced hereat and compliant with the up-to-date excerpt from the register of entrepreneurs retrieved pursuant to Article 4a sec. 4aa of the National Court Register Act of 20 August 1997 (Journal of Laws of 2007 No. 168, item 1186, as amended) as at 8 March 2018 at 3:06:28 p.m. (Printout identifier: RP/217207/71/20180308150628), held on that day in said Notary Office.



MINUTES
OF THE EXTRAORDINARY SHAREHOLDERS' MEETING
OF THE COMPANY UNDER THE BUSINESS NAME OF
P4 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ,
WITH ITS REGISTERED OFFICE IN WARSAW

The Extraordinary Shareholders' Meeting of the Company was opened at 4:00 p.m. by Magdalena Ziółkowska – the attorney of the sole Shareholder of the Company, that is the company established under the laws of the Grand Duchy of Luxembourg under the business name of Play Communications S.A., pursuant to the produced power of attorney granted on 27 February 2018, which in accordance with her statement was neither revoked nor expired for another reason, who represented that the Extraordinary Shareholders' Meeting of the Company was being held on that day in the Notary Office in Warsaw at ul. Koszykowa no. 69 office 2, with the following agenda:

1. Opening of the Shareholders' Meeting.
2. Confirmation of the fact that the Shareholders' Meeting was duly convened and that it is capable of adopting resolutions.
3. Passing of a resolution amending Company's Articles of Association.
4. Passing of a resolution on the adoption of the consolidated text of Company's Articles of Association.
5. Closing of the Extraordinary Shareholders' Meeting.

Re. item 2 of the agenda:

Magdalena Ziółkowska represented that she acted neither as a Management Board Member nor employee of the Company and that as the attorney of the sole Company's Shareholder holding 97,713 (ninety seven thousand seven hundred and thirteen) shares in the Company's share capital with the same number of votes attached, she exercised all powers of the Shareholders' Meeting pursuant to Article 156 of the Polish Code of Commercial Companies.

Subsequently, Magdalena Ziółkowska took the chair at the Meeting and stated that the Extraordinary Shareholders' Meeting held on that day was capable of adopting resolutions on items placed on the agenda, even though it had not been formally convened, since all premises stipulated in Article 240 of the Polish Code of Commercial Companies were met.

The Chairwoman of the Meeting stated that the Extraordinary Shareholders' Meeting adopted the following resolutions with all (97,713) votes cast in favour thereof:



Re. item 3 of the agenda:

RESOLUTION No. 1
of the Extraordinary Shareholders' Meeting
of the company under the business name of P4 spółka z ograniczoną odpowiedzialnością,
with its registered office in Warsaw
amending Company's Articles of Association

Pursuant to Article 255 § 1 of the Polish Code of Commercial Companies and § 9 sec. 2.2 letters (b) and (i) of Company's Articles of Association, the Extraordinary Shareholders' Meeting of the Company hereby resolves to amend the Articles of Association as follows:

1. § 4 sec. 1 subsection (rr) of the Articles of Association shall be amended to the effect that the full stop at the end of subsection (rr) shall be replaced by a semicolon and subsection (ss) shall be added after subsection (rr) and shall read as follows:

“(ss) (64.19.Z) other monetary intermediation.”

2. the remaining provisions of the Articles of Association shall not be amended.

Re. item 4 of the agenda:

RESOLUTION No. 2
of the Extraordinary Shareholders' Meeting
of the company under the business name of P4 spółka z ograniczoną odpowiedzialnością,
with its registered office in Warsaw
on the adoption of the consolidated text of Company's Articles of Association

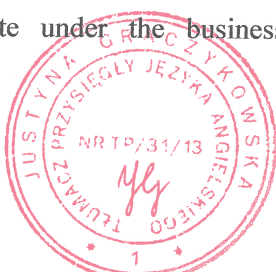
The Extraordinary Shareholders' Meeting of the Company adopts the consolidated text of the Articles of Association, taking into consideration the amendments resulting from Resolution no. 1 above, which Articles of Association shall read as follows:

“ARTICLES OF ASSOCIATION
OF P4 SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ,
WITH ITS REGISTERED OFFICE IN WARSAW
(consolidated text)

§ 1.

Company's business name

1. The Company shall operate under the business name of **P4 Spółka z ograniczoną odpowiedzialnością.**



2. The Company may use its abbreviated business name of P4 Sp. z o.o. and a distinguishing logo, also in the form of a trademark.

§ 2

Company's registered office and duration

1. The Company's registered office shall be in Warsaw.
2. The term of the Company shall be unlimited.

§ 3

Scope of Company's business

1. The Company shall operate in the territory of the Republic of Poland.
2. The Company may set up its own branches and participate in other companies and partnerships.

§ 4

Objects of Company's business

1. Objects of the Company's business shall be:
 - (a) (61.20.Z) wireless telecommunications activities, excluding satellite telecommunications;
 - (b) (70.10.Z) activities of head offices, including holdings, except for financial holdings;
 - (c) (59.13.Z) motion picture, video and television programme distribution activities;
 - (d) (59.14.Z) motion picture projection activities;
 - (e) (58.21.Z) publishing of computer games;
 - (f) (58.29.Z) other software publishing;
 - (g) (59.11.Z) motion picture, video and television programme production activities;
 - (h) (59.12.Z) motion picture, video and television programme post-production activities;
 - (i) (59.20.Z) sound recording and music publishing activities;
 - (j) (61.10.Z) wired telecommunications activities;
 - (k) (62.01.Z) computer programming activities;
 - (l) (62.02.Z) computer consultancy activities;
 - (m) (62.03.Z) computer facilities management activities;
 - (n) (62.09.Z) other information technology and computer service activities;
 - (o) (63.11.Z) data processing, hosting and related activities;
 - (p) (63.12.Z) web portals;
 - (q) (63.99.Z) other information service activities no elsewhere classified;
 - (r) (68.20.Z) renting and operating of own or leased real estate;
 - (s) (70.22.Z) business and other management consultancy activities;
 - (t) (82.11.Z) combined office administrative service activities;
 - (u) (95.11.Z) repair and maintenance of computers and peripheral equipment;
 - (v) (95.12.Z) repair and maintenance of (tele)communications equipment;



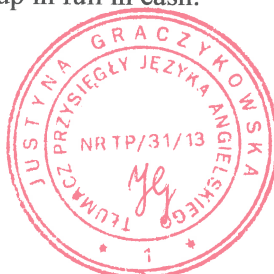
- (w) (33.13.Z) repair and maintenance of electronic and optical equipment;
- (x) (42.22.Z) construction of utility projects for electricity and telecommunications;
- (y) (46.51.Z) wholesale of computers, computer peripheral equipment and software;
- (z) (46.52.Z) wholesale of electronic and telecommunications equipment and parts;
- (aa) (47.41.Z) retail sale of computers, peripheral units and software in specialised stores;
- (bb) (47.42.Z) retail sale of telecommunications equipment in specialised stores;
- (cc) (47.43.Z) retail sale of audio and video equipment in specialised stores;
- (dd) (64.92.Z) other credit granting;
- (ee) (52.10.B) warehousing and storage;
- (ff) (69.20.Z) accounting, bookkeeping and auditing activities; tax consultancy;
- (gg) (61.30.Z) satellite telecommunications activities;
- (hh) (60.10.Z) radio broadcasting;
- (ii) (60.20.Z) public and subscription television programming and broadcasting activities;
- (jj) (77.21.Z) renting and leasing of recreational and sports equipment;
- (kk) (77.22.Z) renting of video tapes, CDs and DVDs;
- (ll) (77.29.Z) renting and leasing of other personal and household goods;
- (mm) (77.40.Z) leasing of intellectual property and similar products, except copyrighted works;
- (nn) (64.91.Z) financial leasing;
- (oo) (66.19.Z) other financial service activities, except insurance and pension funding;
- (pp) (66.21.Z) activities related to risk assessment and damage evaluation;
- (qq) (66.29.Z) activities auxiliary to insurance and pension funding activities;
- (rr) (66.22.Z) insurance agents and brokers activities;
- (ss) (64.19.Z) other monetary intermediation.

2. In case commencement of a specific type of business activity by the Company requires any licenses, concessions or permits etc., the Company shall perform such activities only after obtaining the required licenses, concessions or permits, etc.

§5

Company's share capital

1. Company's share capital amounts to PLN 48,856,500.00 (forty eight million eight hundred fifty six thousand and five hundred Polish zloty) and is divided into 97,713 (ninety seven thousand seven hundred and thirteen) shares of the nominal value of PLN 500 (five hundred Polish zloty) each.
2. Each Shareholder may hold more than one share.
3. Shares in the share capital were paid up in full in cash.



4. If Shares are pledged, the pledgee shall have a right to exercise the voting right attached to the pledged shares pursuant to Article 187 § 2 of the Polish Code of Commercial Companies, on terms and conditions stipulated in the pledge agreement.
5. After the Company is served with the acceleration notice pursuant to clause 28.18 (Acceleration) of the senior loans agreement for up to PLN 7,000,000,000 (seven billion Polish zloty) of 7 March 2017 executed by and among, among others, the Company and Play Holdings 2 S.á.r.l., with its registered office in Luxembourg at 2 rue du Fort Bourbon, L-1249 Luxembourg, the Grand Duchy of Luxembourg, entered in the Luxembourg Trade and Companies Register under number B 183.803 as original borrowers and original guarantors, the financial institutions specified therein as original lenders, the financial institution specified therein as the loan agent and the financial institution specified therein as the security agent, the Shareholder and all members of the Company's Management Board shall be immediately notified of the receipt of such acceleration notice.

§6

Increase in the share capital

1. The share capital may be increased under a resolution adopted by the Shareholders' Meeting by issuance of new shares or by increase in the nominal value of existing shares.
2. Contributions in respect of shares in the increased share capital may be made in cash or in kind.

§6¹

Share redemption

1. Company's shares may be redeemed.
2. Redemption of shares shall require a resolution of the Shareholders' Meeting.
3. Shares may be redeemed by way of reduction in the Company's share capital or out of net profit.
4. Redemption of shares out of net profit shall not require any reduction in the Company's share capital.
5. The Company may purchase its own shares in order to redeem the same.

§7

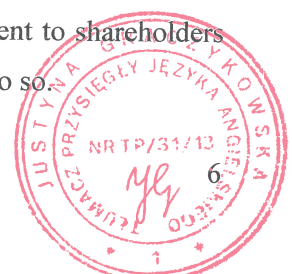
Share disposal

Shareholders may freely dispose of Shares and encumber the same, which shall be without prejudice to execution by Shareholders of agreements limiting the disposal of Shares.

§8

Advance payment towards dividend

The Company's Management Board shall have a right to make the advance payment to shareholders towards the dividend for the financial year, if the Company has funds sufficient to do so.



Company's governing bodies**1. Company's governing bodies shall be:**

- (a) Shareholders' Meeting, and
- (b) Management Board.

2. The Shareholders' Meeting

2.1 Resolutions of the Shareholders' Meeting shall be adopted by the absolute majority of votes cast, unless otherwise required by law.

2.2 The following matters shall require a resolution of the Shareholders' Meeting:

- (a) making any additional contributions to the capital, increasing, reducing or otherwise changing the share capital of any company being a member of the Group or any merger or division of any such company;
- (b) amending the Articles of Association of any company being a member of the Group;
- (c) changing rights attached to shares or any other securities issued by any company being a member of the Group;
- (d) encumbering, in whole or in part, any assets or property of any company being a member of the Group, except for encumbrances established in order to obtain trade credits or to the benefit of other lenders of companies being members of the Group and related to the debt provided for in the Group's business plan or annual budget;
- (e) selling or otherwise disposing of the whole or of a part of the enterprise or assets owned by the Group as well as of any other material assets owned by the Group (including, without limitation, of any frequency licences held by any company being a member of the Group), if the total value of such assets or the enterprise exceeds EUR 2,500,000 (two million five hundred thousand Euro) (or its equivalent in other currencies), over any period of 12 consecutive months;
- (f) disposing of shares or granting options to take up shares or securities of any company being a member of the Group or establishing any encumbrance on such shares;
- (g) acquiring any company or enterprise from any entity in case when the total cost of the acquisition exceeds EUR 2,500,000 (two million five hundred thousand Euro) (or its equivalent in other currencies), over any period of 12 consecutive months;
- (h) executing or undertaking to execute a lease contract, whereunder any company being a member of the Group shall pay or shall be authorised to receive a total amount in excess of EUR 500,000 (five hundred thousand Euro) throughout a year, unless it has been provided for in the Group's business plan or annual budget;
- (i) changing or expanding the objects of business of any company being a member of the Group or entering any market other than Polish market by such company;



- (j) approving or amending the Group's business plan and annual budget;
- (k) executing, amending, terminating or performing any transaction, contract or agreement between any company being a member of the Group or a Management Board member and any direct or indirect shareholder of any company being a member of the Group or any Affiliate of such shareholder,
- (l) approving or – with respect to companies being members of the Group other than the Company – granting consent to the approval of the audited annual financial statements of any company being a member of the Group,
- (m) appointing or dismissing auditors of any company being a member of the Group,
- (n) incurring any debt in excess of EUR 500,000 (five hundred thousand Euro) per annum by any company being a member of the Group, unless such debt is incurred in accordance with the Group's business plan or annual budget,
- (o) incurring any expenses in excess of PLN 1,000,000 (one million Polish zloty) per annum by any company being a member of the Group, unless such expenses have been provided for in the Group's annual budget,
- (p) adopting a resolution on payment of dividend (dividend or advance payment towards dividend) or on any disbursement from profits, assets or reserves of any company being a member of the Group (in cash or in kind),
- (q) permitting any company being a member of the Group to enter into any composition or scheme of arrangement with creditors of any company being a member of the Group,
- (r) permitting to take any actions aimed at voluntary dissolution or liquidation of any company being a member of the Group or at any part of the enterprise of any company being a member of the Group being placed in administration,
- (s) granting approval to execution by any company being a member of the Group of any agreement with an employee, consultant or member of the Management Board and/or Supervisory Board of any company being a member of the Group, if such agreement provides for remuneration or other consideration due to such person, whose value is contingent upon the Group's value, to the extent that such types of remuneration or consideration exceed in total 1% of such value (in addition to agreements executed with such persons prior to 31 January 2007), and
- (t) appointing, suspending or dismissing or - with respect to companies being members of the Group other than the Company – approving any appointment, suspension or dismissal of members of the Management Board and/or Supervisory Board of any company being a member of the Group;
- (u) fixing the remuneration of members of the Management Board of any company being a member of the Group;



- (v) approving any disposal of any assets or assets of any company being a member of the Group, whose total net book value, individually or jointly, exceeds EUR 500,000 (five hundred thousand euro) during any period of 12 consecutive months;
- (w) approving execution, amendment, termination or performance of any contract or agreement whereby the total value of performance to the benefit of or by a company being a member of the Group exceeds EUR 3,000,000 (three million euro) as at the execution of such contract or agreement;
- (x) granting approval to execution or amendment of an employment contract, contract for the provision of advisory services, contract of mandate or contract for specific work with an employee or a person providing services to a company being a member of the Group, whereby a company being a member of the Group undertakes to pay remuneration of PLN 700,000 (seven hundred thousand Polish zloty) per annum or more. For the purposes hereof, the "remuneration" shall be any amount due in the form of payments, salaries, bonuses, commissions, employee pension fund contributions, non-cash performances and any values received from or due from companies being members of the Group to the employee, service provider, his/her spouse or a third party, acting in his/her name or on his/her behalf;
- (y) approving the initiation of court or arbitration proceedings, or execution of a settlement agreement whereby the total amounts payable or payable within one year by or to the benefit of any company being a member of the Group may exceed EUR 2,000,000 (two million euro);
- (z) if required by law, adopting or modifying the accounting principles and bookkeeping policy applied by any company being a member of the Group;
- (aa) taking any actions aimed at admission of securities of any company being a member of the Group to public trading on any stock exchange; and
- (bb) approving any action or decision resulting from a resolution of the Management Board, if the Member of the Management Board holding the position of the Management Board President voted against the adoption of that resolution and requested the Supervisory Board that the subject matter of said resolution be reviewed by the Shareholders' Meeting.

3. Management Board

- 3.1 The Management Board shall be composed of three to eight members.
- 3.2 Members of the Management Board, including the Management Board President, shall be appointed and dismissed by the Shareholders' Meeting for a joint term of office of five years.



- 3.3 The Management Board shall run the affairs of the Company and represent the same vis-à-vis third parties. The scope of the operations of the Management Board shall include running all Company's affairs other than those reserved under the Polish Code of Commercial Companies or these Articles of Association for the powers of the Shareholders' Meeting.
- 3.4 Management Board resolutions may be adopted at meetings, provided that all Management Board members have been duly notified of a Management Board meeting (a notification by e-mail is sufficient) or in writing without a meeting being held.
- 3.5 Management Board resolutions shall be adopted by the absolute majority of votes counted in relation to the total number of Management Board members acting in that capacity, unless provisions of law provide otherwise.
- 3.6 The Management Board may also adopt resolutions in writing without a meeting being held, provided all Management Board members have been duly notified about the contents of the draft resolution and that they cast their vote. The minutes specifying the way and the date of the votes cast by each Management Board member shall be drawn up by the person appointed by the Management Board President.
- 3.7 The detailed rules and procedures of operation of the Management Board shall be set out in the By-laws of the Management Board adopted by the Management Board and approved by a resolution of the Shareholders' Meeting.
- 3.8 Declarations on behalf of the Company shall be made by two Management Board members acting jointly.
- 3.9 The Management Board shall prepare annually (i) a 5-year operational and financial business plan for the Group; and (ii) the Group's annual budget, and shall submit said documents to the Shareholders' Meeting for approval.
- 3.10 Any justified costs borne by Management Board members in connection with their participation in Management Board meetings and in connection with performance of other duties of Management Board members shall be covered by the Company.
- 3.11 In employment contracts and other acts in the law with members of the Management Board, the Company shall be represented by the attorney-in-fact [Polish: 'pełnomocnik'] appointed by resolution of the Shareholders' Meeting.

§10

Definitions

1. Company's financial year shall be the calendar year.



2. The following terms and phrases used in these Articles of Association shall have the meaning provided below:
- (a) **Business Day** - shall mean a day (except for Saturday or Sunday), on which banks in Warsaw are open for business.
 - (b) **Group or Company's Group** - shall mean the Company and its subsidiaries.
 - (c) **Control** - shall mean: (i) ownership of or capability of controlling the majority of shareholdings with the right to vote on appointment of the Management Board members; (ii) capacity to appoint or dismiss the Management Board members exercising the majority of rights to vote upon adoption of resolutions of the Management Board, (iii) right to exercise or capability of managing the exercising of the majority of the rights to vote at Shareholders' Meetings, or (iv) direct or indirect capacity to manage and set the policy or affect the manner of managing and setting the policy of an entity or its governing body (by exercising shareholder's rights, on the basis of an agreement or otherwise). Terms "Controlled" and "Controlling" shall be construed accordingly.
 - (d) **Affiliate** - shall mean an entity which exercises Control over any entity or is under Control of any entity or which remains, together with any entity, under a joint Control of the same entity.
 - (e) **Company** - shall mean P4 Spółka z ograniczoną odpowiedzialnością, with its registered office in Warsaw.
 - (f) **Share** - shall mean a share in the Company.
 - (g) **Shareholder, Shareholders** - shall mean Company's shareholder or shareholders.
3. Any references to the value of a transaction herein shall be construed as references to its net value, i.e. the value less the amount of VAT if due in relation to that transaction."

Re. item 5 of the agenda:

There being no more items on the agenda, the Chairwoman of the Meeting closed the Extraordinary Shareholders' Meeting attaching the attendance list to the minutes.

The identity of the Chairwoman of the Meeting, **Magdalena Ziółkowska**, daughter of Bernard and Ewa, residing in 01-823 Warsaw at ul. Jana Kasprowicza no. 103A app. 2, Polish Personal Identification (PESEL) no. 79050804049, was established by the notary pursuant to the produced identity card no. AVS 639076 valid through 29 October 2022.

Copies of this deed may be issued to the Company and Shareholders in any number.

Costs of this deed shall be borne by the Company.



Fees collected:

- notary's fee pursuant to §9 sec. 1 of the Regulation of the Minister of Justice of 28 June 2004 on maximum rates of notarial fees (Journal of Laws of 2004 No. 148, item 1564, as amended)

PLN 750.00,

- tax on goods and services at the rate of 23% on the notarial fee pursuant to Article 41 and Article 146a of the Goods and Services Tax Act of 11 March 2004 (Journal of Laws of 2004, No. 54, item 535, as amended)

PLN 172.50

This deed has been read out, accepted and signed.

Signatures of the Chairwoman of the Meeting and the Notary on the original

NOTARY'S REGISTER A No. 2329/2017

Kancelaria Notarialna

Aleksandra Zapart Notariusz

Anna Błaszczak Notariusz

Mariusz Bialecki Notariusz

spółka cywilna

ul. Koszykowa 69 office 2

Warsaw

This official copy has been issued to the Company.

PLN 78.00 was collected for performance of a notarial act

pursuant to §12 of the Regulation of the Minister of Justice of 28 June 2004

on maximum rates of notarial fees [Journal of Laws No. 148, item 1564]

together with 23%VAT of PLN 17.94

Warsaw, 9 March 2018

[below the round stamp with the national emblem of the Republic of Poland in the middle and the circumscription reading:] ALEKSANDRA ZAPART, NOTARY IN WARSAW, * 1 *

[on the right the rectangular stamp with illegible handwritten signature reading:] ALEKSANDRA ZAPART, Notary

[blue notary stamp on the last sheet at the back]

[below the round stamp with the national emblem of the Republic of Poland in the middle and the circumscription reading:] ALEKSANDRA ZAPART, NOTARY IN WARSAW, * 1 *



Reference No. 6/2018

I, the undersigned Justyna Anna Graczykowska, a duly sworn translator of English, entered in the list maintained by the Minister of Justice under no. TP/31/13, hereby certify that the foregoing English text is a true and faithful translation of the original Polish document submitted to me.

Warsaw, 29 March 2018

