

Demerger Plan

between

UPC Polska sp. z o.o.
as the Demerged Company

and

Polski Światłowod Otwarty sp. z o.o.
as the Acquiring Company

adopted on 25 November 2022

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This Demerger Plan (the “**Demerger Plan**”) was made and agreed on 25 November 2022

Between:

- (1) **UPC POLSKA SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ**, a limited liability company duly organized and existing under the laws of Poland, with its registered office in Warsaw, al. “Solidarności” 171, 00-877 Warsaw, entered into the commercial register 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 No. KRS 0000273136, NIP (tax identification number) 5262461791, REGON (statistical identification number): 016308978, having share capital in the amount of PLN 709,959,500, duly represented for the purposes hereof,

(hereinafter referred to as “**UPC**”, the “**Demerged Company**”)

and

- (2) **POLSKI ŚWIATŁOWÓD OTWARTY SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ**, a limited liability company duly organized and existing under the laws of Poland, with its registered office in Warsaw, ul. Wynalazek 1, 02-677, Warsaw, entered into the commercial register 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 No. KRS 0000944496, NIP (tax identification number) 5272984556, REGON (statistical identification number): 520949180, having share capital in the amount of PLN 1,000,000, duly represented for the purposes hereof,

(hereinafter referred to as the “**Acquiring Company**”).

The Demerged Company and the Acquiring Company are hereinafter referred to collectively as the “**Parties**” or the “**Companies**”, and individually as a “**Party**” or the “**Company**”.

1. THE DEMERGER

1.1 Legal framework of the Demerger

The Demerger will be implemented in accordance with Article 529 § 1 item 4) of the Polish Act of 15 September 2000 - the Commercial Companies Code (*ustawa z dnia 15 września 2000 r. – Kodeks spółek handlowych*) (the “**CCC**”), i.e. as a demerger through separation (*podział przez wydzielenie*).

This Demerger Plan was adopted in the resolutions of the Management Board of the Demerged Company and the Management Board of the Acquiring Company and agreed by the Demerged Company and the Acquiring Company on 25 November 2022 pursuant to Article 529 § 1 item 4, Article 533 § 1, and Article 534 of the CCC, subject to Article 538¹ of the CCC.

1.2 The Demerger Plan

On the date hereof, this Demerger Plan is executed and approved of by the Companies in line with Article 533 § 1 of the CCC. This Demerger Plan includes all information and documents required under Article 534 § 1 and 2 of the CCC with respect to the Demerger.

1.3 Effects of the Demerger

- (a) Pursuant to Article 531 § 1 of the CCC, on the demerger effective date (*dzień wydzielenia*) as defined in Article 530 § 2 of the CCC (the “**Demerger Effective Date**”), the Acquiring Company will step into the rights and liabilities of the Demerged Company described in this Demerger Plan under the universal succession principle (*zasada sukcesji uniwersalnej*).
- (b) On the Demerger Effective Date, the Acquiring Company will also acquire other rights, liabilities, and obligations of the Demerged Company, as specified in the applicable legal provisions, in particular Article 531 § 2 and 2¹ of the CCC.
- (c) On the Demerger Effective Date:
 - (i) the share capital of the Demerged Company will be decreased, as further described in this Demerger Plan;
 - (ii) the share capital of the Acquiring Company will be increased, as further described in this Demerger Plan; and
 - (iii) P4 sp. z o.o., a limited liability company duly organized and existing under the laws of Poland, with its registered office in Warsaw, ul. Wynalazek 1, 02-677 Warsaw, entered into the commercial register 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 (“**P4**”), the sole shareholder of both Companies, will exchange some of its shares in the Demerged Company (as further described in this Demerger Plan) for newly issued shares in the Acquiring Company (as further described in this Demerger Plan) in accordance with the respective share exchange ratio described in this Demerger Plan.

1.4 Procedure

- (a) The Companies confirm that, pursuant to Article 538¹ § 1 of the CCC, P4, the sole shareholder of both Companies, has consented (by way of the statement attached to this Demerger Plan as **Appendix M**) to waive in relation to the Demerger:
 - (i) the obligation to make a statement mentioned in Article 534 § 2 item 4) of the CCC;
 - (ii) the obligation to provide and exchange information mentioned in Article 536 § 4 of the CCC; and
 - (iii) the obligation to have the Demerger Plan examined by an expert and obtain the expert’s opinion on the Demerger Plan (as specified in Articles 537 and 538 of the CCC).
- (b) This Demerger Plan shall be published on the websites of the Companies, in accordance with Article 535 § 3 of the CCC.
- (c) Both Companies shall make the formal notifications of the Demerger to P4, their sole shareholder, in accordance with Article 539 of the CCC.
- (d) This Demerger Plan, along with all the applicable documents mentioned in Article 540 § 1 of the CCC (subject to Article 538¹ § 1 of the CCC) relating to the Demerger shall be available for review by shareholders of the Companies

from the date of adoption of this Demerger Plan to the date of adoption of the respective resolutions on the Demerger.

- (e) Apart from the corporate actions required for the purposes of the Demerger under the CCC, no additional consents or permits in order to complete the Demerger are required.

1.5 Brief commercial justification of the Demerger

- (a) The Demerger is being implemented as a carve-out of the fiber optic business unit operated by UPC to the Acquiring Company, with an expectation that the Acquiring Company will continue to market the fiber optic network to major broadband providers.
- (b) The carve-out of UPC's existing access network into another vehicle is aimed at upgrading the HFC to the FTTH technology as well as rolling out greenfield FTTH in certain areas of Poland in order to provide the best quality access network and commercial success in the long term.
- (c) P4 will secure a proper level of co-financing enabling efficiency of the undertaking and corresponding to market demand for the network's upgrade and rollout. The Acquiring Company will become a nationwide operator offering wholesale services on the open access model.
- (d) The key business assumptions are that:
 - (i) the Acquiring Company will operate the access network in the HFC and the FTTH technology on the open access model and provide wholesale services over the access network in the HFC and FTTH technology to retail telecommunication operators on a non-discriminatory basis;
 - (ii) the Acquiring Company will outsource construction of the rollout and the upgrade of the access network to a third party.
- (e) Key winning factors for the Demerger would be:
 - (i) ability to separate the wholesale business from retail activities in order to gain neutrality and market reliability as an open access end-to-end active wholesale service provider to third parties based on fair market, competitive pricing;
 - (ii) smooth succession of key assets and liabilities (based on the universal succession principle), which would speed up the HFC and FTTH open access business rollout; and
 - (iii) external financing to speed up the rollout, commercialization, and monetization of the access network assets.

2. THE COMPANIES

2.1 The Demerged Company

(Article 534 § 1 item 1) of the CCC)

- (a) The Demerged Company is a Polish limited liability company (*spółka z ograniczoną odpowiedzialnością*).

- (b) The business name (*firma*) of the Demerged Company is “**UPC Polska spółka z ograniczoną odpowiedzialnością**” and the registered office (*siedziba*) of the Demerged Company is in Warsaw.

2.2 The Acquiring Company

(Article 534 § 1 item 1) of the CCC)

- (a) The Acquiring Company is a Polish limited liability company (*spółka z ograniczoną odpowiedzialnością*).
- (b) The business name (*firma*) of the Acquiring Company is “**Polski Światłowod Otwarty spółka z ograniczoną odpowiedzialnością**” and the registered office (*siedziba*) of the Acquiring Company is in Warsaw.

3. SHARES IN THE COMPANIES

3.1 Effect of the Demerger on the equity funds of the Companies

In relation to the Demerger:

- (a) the share capital (*kapitał zakładowy*) of the Demerged Company shall be decreased by PLN 486,263,500.00 (in words: four hundred eighty six million two hundred sixty three thousand five hundred zlotys);
- (b) the supplementary capital (*kapitał zapasowy*) of the Demerged Company shall be decreased by PLN 1,356,812,376.67 (in words: one billion three hundred fifty six million eight hundred twelve thousand three hundred seventy six zlotys and 67/100); and
- (c) the share capital (*kapitał zakładowy*) of the Acquiring Company shall be increased by PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys), by way of the issuance of 79,080,000 (in words: seventy nine million eighty thousand) shares in the Acquiring Company; while
- (d) the amount of PLN 1,300,000,000.00 (in words: one billion three hundred million zlotys) shall be allocated to the supplementary capital (*kapitał zapasowy*) of the Acquiring Company.

3.2 Share Exchange Ratio and surplus payments

(Article 534 § 1 item 2) of the CCC)

- (a) The share exchange ratio for the Demerger shall be 16.2627875627103000000 (the “**Share Exchange Ratio**”), i.e. on the Demerger Effective Date 4,862,635 (in words: four million eight hundred sixty two thousand six hundred thirty five) existing shares in the Demerged Company having the nominal value of PLN 100 (in words: one hundred zlotys) each and the total nominal value of PLN 486,263,500.00 (in words: four hundred eighty six million two hundred sixty three thousand five hundred zlotys) will be exchanged for 79,080,000 (in words: seventy nine million eighty thousand) newly issued shares in the Acquiring Company having the nominal value of PLN 50 (in words: fifty zlotys) each and the total nominal value of PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys) (the “**Demerger Shares**”), i.e. 16.2627875627103000000 of the Demerger Shares for each such existing share of the Demerged Company.

- (b) There shall be no demerger surplus payments (*dopłaty*) within the meaning of Article 529 § 3 of the CCC in relation to the Demerger. The issue value of Demerger Shares allocated to P4 shall correspond to the market value of the Demerged Business (as defined below), which was confirmed by appropriate valuations prepared by an external entity as at 31 October 2022.
- (c) The abovementioned Share Exchange Ratio has been calculated based on the valuation indicated in **Appendix C** hereto.

3.3 Principles governing allocation of the Demerger Shares

(Article 534 § 1 items 3) and 8) of the CCC)

- (a) On the Demerger Date, all the Demerger Shares shall be allocated to P4, since P4 is the sole shareholder of both the Demerged Company and the Acquiring Company.
- (b) The Demerger Shares shall be allocated in accordance with the principles set out in Clause 3.2 above, in particular with the application of the Share Exchange Ratio.

3.4 The right to participate in the profits carried by the Demerger Shares

(Article 534 § 1 item 4) of the CCC)

The Demerger Shares shall carry the right to participate in the profits of the Acquiring Company from the Demerger Effective Date.

4. OTHER RIGHTS AND ISSUES

4.1 Rights granted to shareholders and other holders of special rights

(Article 534 § 1 item 5) of the CCC)

Apart from the Demerger Shares, no rights shall be granted in relation to the Demerger to any shareholders of the Demerged Company or holders of any special rights in the Demerged Company.

4.2 Members of corporate bodies and other persons involved in the Demerger

(Article 534 § 1 item 6) of the CCC)

No rights shall be granted in relation to the Demerger to any members of the corporate bodies of any of the Companies or any other persons involved in the Demerger.

4.3 Employment matters

- (a) Since the Demerged Business constitutes part of the workplace (*część zakładu pracy*) run by UPC (as the employer), pursuant to Article 23¹ of the Polish Act of 26 June 1975 – Labor Code (*ustawa z dnia 26 czerwca 1974 r. – Kodeks pracy*), all rights and obligations of the employer under the employment relationships with employees predominantly engaged in the operation of the Demerged Business shall be transferred to the Acquiring Company on the Demerger Effective Date.
- (b) There are no trade unions, collective bargaining agreements or works councils (or other employee representative bodies) in the Acquiring Company. Given that there are trade unions in the Demerged Company and the intention to proceed with the Demerger should be notified to such trade unions in

accordance with Article 26¹ of the Polish Act of 23 May 1991 on Trade Unions (*ustawa z dnia 23 maja 1991 r. o związkach zawodowych*), the Companies should observe all the applicable obligations under that act in connection with the Demerger. The Companies should also duly discharge any and all employment-related obligations relating to the Demerger; in particular, the Companies should notify the employees in accordance with Article 23¹ § 3 of the Polish Act of 26 June 1975 – Labor Code (*ustawa z dnia 26 czerwca 1974 r. – Kodeks pracy*).

5. THE DEMERGED BUSINESS

(Article 534 § 1 item 7) of the CCC)

5.1 The Demerged Business

- (a) As further specified in this Clause 5, the assets and liabilities of the Demerged Company that will be transferred to the Acquiring Company as part of the Demerger are all the assets and liabilities of the Demerged Company included in, used for the purposes of, relating to and/or necessary for business activity related to development, modernization, management and commercialization of the network infrastructure described in **Appendix D** as allocated to the Acquiring Company (the “**Demerged Network**”) that is mainly intended for the provision of wholesale services such as providing physical access to specific elements of the Demerged Network (in particular access to telecommunications cables in multi dwelling units or the provision of access to in-building telecommunication ducts or telecommunication duct systems) and provision of telecommunication access services with respect to the whole (or part of) the Demerged Network (the “**Access Network Business**”), in particular all assets and liabilities allocated within the enterprise of the Demerged Company to the organized part of this enterprise, labelled as the Access Network Unit (*Pion Sieci Dostępowej*), as established and defined in the resolution of the Management Board of the Demerged Company No. 2022/21 dated 25 May 2022, amended by the resolution of the Management Board of the Demerged Company No. 2022/26 dated 15 June 2022 (the “**Access Network Unit**”), including – for the avoidance of doubt – also any assets and liabilities allocated to it after its formal establishment (the “**Demerged Business**”).
- (b) The Demerged Business constitutes an organized part of the enterprise, i.e., it is an organizationally and financially separated set of tangible and intangible components, including liabilities, within UPC, intended to perform specific economic tasks, which at the same time could constitute an independent enterprise performing these tasks independently. The Demerged Business fulfills the conditions of separation of assets from the rest of the UPC enterprise:
- (i) it is organizationally separated in an existing enterprise (organizational separation),
 - (ii) it is financially separated from the existing company (financial separation),
 - (iii) it could constitute an independent enterprise independently performing specific economic tasks (functional separation).
- (c) The Demerged Business includes all assets and liabilities of the Access Network Unit, in particular the assets included in the Demerged Network.

- (d) For the avoidance of doubt:
- (i) any elements of the network infrastructure indicated as allocated to the Acquiring Company in **Appendix D** that, as of the Demerger Effective Date, are still under construction, in development, in the planning phase, and/or in commissioning and have not been handed over and/or accepted (as confirmed by a handover or acceptance protocol or other equivalent document) as at the Demerger Effective Date (the “**Network WIP**”) are not yet part of the Demerged Network and, consequently, shall not be included in the Demerged Business, shall remain with the Demerged Company and shall not be transferred to the Acquiring Company on the Demerger Effective Date;
 - (ii) any assets and liabilities of the Demerged Company relating to the Access Network Business and that would arise after the date of this Demerger Plan (or that arose before or on the date of this Demerger Plan, but are not known or properly identified by the Demerged Company as at the date of this Demerger Plan), but not later than on the Demerger Effective Date, and/or would otherwise be allocated to the Access Network Unit after the date of this Demerger Plan, but not later than on the Demerger Effective Date, shall be included in the Demerged Business (and, therefore, the Acquiring Company shall step into them on the Demerger Effective Date);
 - (iii) any assets and liabilities of the Demerged Company not relating to the Access Network Business and not allocated to the Access Network Unit shall not be included in the Demerged Business (and, therefore, the Acquiring Company shall not step into them on the Demerger Effective Date); and
 - (iv) any assets and liabilities obtained or incurred (as applicable) by the Demerged Company after the date of this Demerger Plan (and not later than on the Demerger Effective Date) in exchange for, in consideration of, and/or as a substitute of an asset or liability included in the Demerged Business, shall be included in the Demerged Business (and, therefore, the Acquiring Company shall step into them on the Demerger Effective Date).

5.2 The value of the Demerged Business

The fair market value of the Demerged Business as at 31 October 2022 was PLN 5,254,000,000.00 (in words: five billion two hundred fifty four million zlotys), as confirmed in a valuation prepared by an external, independent entity, referred to in **Appendix C**. The provided value corresponds to the issue value of the Demerger Shares.

5.3 Fixed assets

- (a) The Demerged Business shall include:
- (i) all transmission easements and other limited property rights (*ograniczone prawa rzeczowe*) to real properties (or parts thereof) connected to the Access Network Business, in particular any real properties (or parts thereof) where elements of the Demerged Network are located and/or which are necessary to access to such elements, and/or for the purposes of the planned development of such elements; and

- (ii) all transmission easements and other limited property rights (*ograniczone prawa rzeczowe*) to real properties (or parts thereof) established in favor of the Demerged Company under and/or in performance of the Demerged Contracts (as defined below).
- (b) A list of the movable fixed assets included in the Demerged Business is included in **Appendix E**.
- (c) A list of other fixed assets included in the Demerged Business is included in **Appendix F**.

5.4 Intangible assets

A list of the intangible assets included in the Demerged Business is included in **Appendix G**.

5.5 Inventories and stock

A list of inventories and stock included in the Demerged Business is included in **Appendix H**.

5.6 Demerged Contracts and contractual rights

- (a) Unless expressly provided otherwise, all rights and obligations under all contracts concluded and/or performed within the scope of the operations of the Access Network Unit shall be included in the Demerged Business (the "**Demerged Contracts**"), in particular all contracts concluded by the Demerged Company:
 - (i) with communities, housing cooperatives, developers or similar entities, or individual owners ("**Real Estate Holders**") for access to real properties – however, the rights and obligations under such contracts shall be included in the Demerged Business only to the extent such rights and obligations relate to construction, expansion, modernization and maintenance of the Demerged Network and/or the Network WIP, access to real estate for the above purposes (including with respect to fees paid to the Real Estate Holders in connection with the use of the relevant real estate) and for the purpose of installation and dismantling of the elements of the Demerged Network and removal of their malfunctions, as well as reimbursement for the costs of electricity consumed by the Demerged Network devices and collected from the administrative circuits of the real estate or the right to install a separate power connection with a separate measurement system, and - for the avoidance of doubt - rights and obligations regarding sales and marketing activities aimed at potential recipients of retail communication services (in particular in the field of access to buildings and leaving or placing marketing materials there) and rights and obligations relating to the provision of telecommunication services to the Real Estate Holders shall not be included in the Demerged Business, shall remain with the Demerged Company and shall not be transferred to the Acquiring Company on the Demerger Effective Date;
 - (ii) (other than indicated in item (i) above) enabling chargeable use of part of real property (including municipal real estate) or parts of buildings, technical infrastructure, telecommunications infrastructure, power poles, fibers, and other elements for the location of the Demerged Company's network – to the extent such rights and obligations relate only to the Demerged Network and/or the Network WIP;

- (iii) otherwise relating to access to, and/or use of, any real properties for any purposes related to the Demerged Network, including in particular lease (*najem*), tenancy (*dzierżawa*), and free-of-charge access (*użyczenie*) contracts, as well as contracts for establishment of a transmission easement (*służebność przesyłu*);
 - (iv) for the sale and distribution of electricity – to the extent they relate to the sale or distribution of electricity to facilities (or energy consumption points) relating to the Demerged Network;
 - (v) relating to licenses, implementation, and maintenance (including development) of ICT systems related to the operation, commercialization, and/or maintenance of the Demerged Network;
 - (vi) for the supply of devices included in the Demerged Network, other than those purchase under the respective contracts for the construction of a telecommunications network;
 - (vii) with other telecommunications entrepreneurs for granting such entrepreneurs access to elements of the Demerged Network, in particular granting access to cable ducts or telecommunications duct systems in buildings; and/or
 - (viii) otherwise related to the Access Network Business and/or allocated to the Access Network Unit.
- (b) For the avoidance of doubt, all contracts listed in **Appendix I** shall be included in the Demerged Contracts.
- (c) The Demerged Business shall include all rights under the statutory warranty and/or guarantee, resulting from the contracts for the construction of the UPC telecommunications network (including devices built into this network) acquired on the basis of contracts for the construction of a telecommunications network, to the extent that they relate to the Demerged Network.
- (d) The rights and obligations under the Demerged Contracts shall be included in the Demerged Business subject to any amendments thereto (including by annexes) after the date of this Demerger Plan. However, if any of the Demerged Contracts expires, is withdrawn from, or is terminated before the Demerger Effective Date, no rights or obligations under such a Demerged Contract shall be included in the Demerged Business.
- (e) If any agreement:
- (i) is entered into after the date of this Demerger Plan (but not later than on the Demerger Effective Date) by the Demerged Company and such an agreement substitutes and/or replaces any of the Demerged Contracts (to the extent applicable), the rights and obligations under such an agreement shall (to the extent applicable) be included in the Demerged Business; and
 - (ii) was entered into by or on behalf of the Demerged Company before or after the date of this Demerger Plan that would fall within the scope of the Demerged Contracts, but was not properly identified by the Demerged Company by that date (in particular, due to regular delays in internal reporting) and not included in **Appendix I**, the rights and obligations under such an agreement (to the extent applicable) shall be included in the Demerged Business.

- (f) To the extent permitted under the applicable laws, after the Demerger Effective Date, the Companies shall cooperate in good faith and, in particular, share any information and documents (including in electronic form) and execute any actions in order to ensure that the transfer of all rights and obligations under the Demerged Business, including Demerged Contracts to the Acquiring Company is fully effective and duly recognized by all counterparties and public authorities and the Acquiring Company can fully exercise all the relevant rights (or, if not possible, is put in a such position as if it could fully exercise the relevant rights) and the Demerged Company is fully released from all the relevant obligations (or, if not possible, is put in a such position as if it was fully released from the relevant obligations).

5.7 Other liabilities

A list of liabilities other than those resulting from contractual relations (in particular tort liabilities and liabilities relating to use of real properties without a valid title) included in the Demerged Business is included in **Appendix J**.

5.8 Permits, decisions, and other public law titles

- (a) On the Demerger Effective Date all the rights and obligations under public law titles (in particular permits to occupy a road lane) held by the Demerged Company to the real properties where the Demerged Network or the WIP Network is located (or intended to be located) or to the infrastructure of other operators shall move to the Acquiring Company – for illustrative purposes, a list of such public law titles as at the date of this Demerger Plan is included in **Part 1 of Appendix K**.
- (b) On the Demerger Effective Date:
 - (i) all rights and obligations related to permits, reliefs and decisions relating to the maintenance, upgrade (modernization), location, operation, development and/or use of the Demerged Network and/or the Network WIP held by the Demerged Company in the capacity of an investor under the applicable laws (in particular environmental permits, zoning permits, construction permits, and/or rights and obligations under construction notifications) shall move to the Acquiring Company;
 - (ii) to the extent permitted under the applicable laws, the Acquiring Company shall assume all rights and obligations of the Demerged Company as a party to the ongoing proceedings initiated upon the notifications or applications for permits, relief or decisions referred to in item (i) above;
 - for illustrative purposes, a list of categories of such permits, decisions and proceedings mentioned in items (i) and (ii), as at the date of this Demerger Plan, is included in **Part 2 of Appendix K**; and
 - (iii) to the extent permitted under the applicable laws, the Acquiring Company shall assume all rights and obligations of the Demerged Company as a party to the ongoing proceedings relating to access to buildings or utility (electric power) poles, listed in **Part 3 of Appendix K**.
- (c) To the extent permitted under the applicable laws, after the Demerger Effective Date, the Companies shall cooperate in good faith and, in particular, share any information and documents and execute any actions in order to ensure that the

transfer of all rights and obligations indicated in letters (a) and (b) above is fully effective and duly recognized by all public authorities and the Acquiring Company can fully exercise all the relevant rights.

5.9 Handover of documents and information

On the Demerger Effective Date or, if not practicable, promptly afterwards, the Demerged Company shall deliver and make available to the Acquiring Company all documents and information relating to the Demerged Business allowing the Acquiring Company to make proper use of the Demerged Business in the course of its operations relating to the Demerged Network and/or the Network WIP (including in particular all information and documents required for tax purposes and/or required to duly comply with the Demerged Contracts and terms of permits, decisions, and public law titles listed in Point 5.8).

5.10 Excluded assets and liabilities

Assets and liabilities not mentioned in this Demerger Plan as included in the Demerged Business, in particular the assets and liabilities included in **Appendix L**, shall not be included in the Demerged Business or deemed to have been included in it, shall remain with the Demerged Company and shall not be transferred to the Acquiring Company on the Demerger Effective Date.

6. OTHER SCHEDULES TO THE DEMERGER PLAN

6.1 Drafts of resolutions on the Demerger

(Article 534 § 2 item 1) of the CCC)

The following draft resolutions of the shareholders meetings of the Companies regarding the Demerger are attached to this Demerger Plan:

- (a) Draft of the resolution on the Demerger to be adopted by the shareholders' meeting (*zgromadzenie wspólników*) of the Demerged Company is included in **Part 1 of Appendix A**;
- (b) Draft of the resolution on the Demerger to be adopted by the shareholders' meeting (*zgromadzenie wspólników*) of the Acquiring Company is included in **Part 2 of Appendix A**.

6.2 Changes to the Articles of Association of the Companies

(Article 534 § 1 item 2) of the CCC)

The following draft of the amendments of the Articles of Association of the Acquiring Company and draft of amendments of the Articles of Association of the Demerged Company are attached to this Demerger Plan:

- (a) Draft of the amendments of the Articles of Association of the Demerged Company in relation to the Demerger is included in **Part 1 of Appendix B**;
- (b) Draft of the amendments of the Articles of Association of the Acquiring Company in relation to the Demerger is included in **Part 2 of Appendix B**.

6.3 Value of the Demerged Company

(Article 534 § 2 item 3) of the CCC)

The statement on the fair market value of the Demerged Company as at 31 October 2022 is included in **Appendix C**.

6.4 Balance sheet situation of the Companies

(Article 534 § 2 item 4 of the CCC)

The statements on the balance sheet state of the Demerged Company and of the Acquiring Company were not prepared in connection with the consent of P4 referred to in Article 538¹ § 1 of the CCC.

Executed in Warsaw, on 25 November 2022.

Signed in five (5) identical counterparts.

SIGNATURES ON SEPARATE SIGNATURE PAGES

LIST OF APPENDICES:

Appendix A. Draft resolutions on the Demerger

Part 1 Draft of the resolution on the Demerger (Demerged Company)

Part 2 Draft of the resolution on the Demerger (Acquiring Company)

Appendix B. Drafts of the amendments of the Articles of Association

Part 1 Draft of the amendments of the Articles of Association (Demerged Company)

Part 2 Draft of the amendments of the Articles of Association (Acquiring Company)

Appendix C. Value of the Demerged Company and the Demerged Business

Appendix D. Demerged Network

Appendix E. Movable fixed assets

Appendix F. Other fixed assets

Appendix G. Intangible assets

Appendix H. Inventories and stock

Appendix I. Demerged Contracts

Appendix J. Other liabilities

Appendix K. Public law titles, permits, and decisions

Part 1 Public law titles

Part 2 Categories of permits, relief, and proceedings – Network WIP

Part 3 Pending proceedings relating to building access

Appendix L. Appendix M Excluded assets and liabilities

Appendix M. P4's statement mentioned in Article 538¹ of the CCC

Appendix A

Part 1

Draft resolution of the shareholders meeting of the Demerged Company concerning the Demerger

*****MINUTES OF THE SHAREHOLDERS' MEETING IN FORM OF A NOTARIAL DEED*****

Resolution No. [●]/2022 of the Extraordinary Shareholders Meeting of UPC Polska sp. z o.o. with its registered office in Warsaw

on demerger of UPC Polska sp. z o.o. with its registered office in Warsaw through the separation and transfer of a portion of its assets and liabilities to the company Polski Światłowód Otwarty sp. z o.o. with its registered office in Warsaw

The Extraordinary Shareholders Meeting of **UPC POLSKA spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, al. "Solidarności" 171, 00-877 Warsaw, entered into the commercial register 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. 0000273136, NIP: 5262461791, REGON: 016308978 (hereinafter referred to as "**UPC Polska**" or the "**Demerged Company**"),

with regard to the demerger of the Demerger Company through separation and transfer of a portion of its assets and liabilities to the company **Polski Światłowód Otwarty spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, Wynalazek 1, 02-677 Warsaw, entered into the commercial register of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS No. 0000944496, NIP: 5272984556, REGON: 520949180 (hereinafter referred to as the "**Acquiring Company**") (demerger through separation under Article 529 para 1 item 4) of the Act of 15 September 2000 – Commercial Companies Code (the "**CCC**"),

having acquainted itself with the information mentioned in Article 540 para. 4 of the CCC,

relating to the above demerger and in particular the essential parts of the relevant demerger plan of the Demerged Company agreed upon by the Demerged Company (as the demerged company) and the Acquiring Company (as the acquiring company) on 25 November 2022 and made publicly available on the same date in line with Article 535 para 3 of the CCC (the "**Demerger Plan**"),

hereby adopts the following Resolution:

§ 1 GENERAL DEMERGER RULES

- 1.1 Pursuant to Article 541 § 1 and 6 of the CCC, the Extraordinary Shareholders Meeting of UPC Polska consents to the Demerger Plan whose copy is attached to this Resolution as Schedule 1.
- 1.2 Pursuant to Article 541 § 1 and 6 of the CCC, the Extraordinary Shareholders Meeting of UPC Polska consents to effect the demerger of UPC Polska described in the Demerger Plan, in accordance with Article 529 §1 item 4) of the CCC (demerger by separation), by separation of a portion of assets and liabilities of UPC Polska and transfer of such separated part to the Acquiring Company, pursuant to the Demerger Plan (the "**Demerger**") and in particular to the share exchange ratio described in the Demerger Plan.
- 1.3 Through the Demerger, a part of UPC Polska's business, i.e. an organized part of enterprise (*zorganizowana część przedsiębiorstwa*, within the meaning of Article 4a item 4) of the Act of 15 February 1992 on corporate income tax) of the Demerged Company described in the Demerger Plan, including the assets and liabilities indicated therein comprising the access network unit (the "**Demerged Activity**") will be transferred to the Acquiring Company, while the remaining part of UPC Polska's business, i.e. an organized part of enterprise (*zorganizowana część przedsiębiorstwa*, within the meaning of Article 4a item 4) of the Act of 15 February 1992

on corporate income tax) of the Demerged Company, consisting of all assets and liabilities which are not included in the Demerged Activity, will remain in UPC Polska (the “**Other Activity**”) and not transfer to the Acquiring Company.

- 1.4 Pursuant to Article 531 § 1 and 2 of the CCC and Article 530 § 2 of the CCC, on the day the increase of the Acquiring Company’s share capital relating to the Demerger is registered (the “**Demerger Effective Date**”) the Demerged Activity will be transferred to the Acquiring Company, i.e. as at the Demerger Effective Date the Acquiring Company will step into the rights and obligations of the Demerged Company included in the Demerged Activity and the public-law rights and obligations (in particular permits, concessions, and reliefs) connected with the assets and liabilities included in the Demerged Activity shall transfer to the Acquiring Company. For the avoidance of doubt, as at the Demerger Effective Date, the Acquiring Company shall acquire title to the assets allocated to it in the Demerger Plan, step into the obligations allocated to it in the Demerger Plan, take over (with application of the continuity principle) the business processes included in the Demerged Activity), and will become a party to all the administrative decisions and other acts relating to the Demerged Activity.
- 1.5 As a result of the Demerger, the scope of UPC Polska’s business will be limited to the Other Activity (and the Acquiring Company’s business will be enlarged by the Demerged Activity).
- 1.6 Pursuant to Article 541 § 6 of the CCC, the Extraordinary Shareholders Meeting of the Demerged Company consents to the amendments to the Acquiring Company’s Articles of Association to be made in relation to the Demerger as provided for in the Demerger Plan and in paragraph 3 below and taking into account the increase of the Acquiring Company’s share capital described in paragraph 2 below.

§ 2 INCREASE IN THE ACQUIRING COMPANY’S SHARE CAPITAL AND THE SHARE EXCHANGE RATIO

- 2.1 In connection with the Demerger, the own funds of the Acquiring Company will be increased by a total amount of PLN 5,254,000,000.00 (in words: five billion two hundred fifty four million zlotys) constituting the value of the Demerged Activity, while in connection with the Demerger:
 - 1) the Acquiring Company’s share capital will be increased by PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys), by way of the issuance of 79,080,000 (in words: seventy nine million eighty thousand) shares in the Acquiring Company having the nominal value of PLN 50 (fifty zlotys) each and a total nominal value of PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys) (the “**Demerger Shares**”), which will be allocated to P4 sp. z o.o. (the sole shareholder of the Demerged Company, being also the sole shareholder of the Acquiring Company) based on the rules presented in this paragraph; and
 - 2) alongside the above increase of the Acquiring Company’s share capital, the surplus of the value of the Demerged Activity over the total nominal value of the Demerger Shares, e.g. the amount of PLN 1,300,000,000.00 (in words: one billion three hundred million zlotys), shall be allocated to the Acquiring Company’s supplementary funds.
- 2.2 The ratio based on which the Demerger Shares will be allocated, is as follows: 16.2627875627103000000 (the “**Share Exchange Ratio**”), i.e. on the Demerger Effective Date 4,862,635 (in words: four million eight hundred sixty two thousand six hundred thirty five) existing shares in the Demerged Company having the nominal value of PLN 100 (in words: one hundred zlotys) each and the total nominal value of PLN 486,263,500.00 (in words: four hundred eighty six million two hundred sixty three thousand five hundred zlotys) will be exchanged for 79,080,000 (in words: seventy nine million eighty thousand) Demerger Shares, i.e. 16.2627875627103000000 of the Demerger Shares for each such existing share of the Demerged Company.
- 2.3 In relation to the Demerger, there shall be no demerger surplus payments (*dopłaty*) mentioned in 529 § 3 of the CCC.

- 2.4 On the Demerger Effective Date, all the Demerger Shares shall be allocated to P4 sp. z o.o., the sole shareholder of the Demerged Company (being also the sole shareholder of the Acquiring Company), with application of the Share Exchange Ratio.
- 2.5 The Extraordinary Shareholders Meeting hereby accepts the above Share Exchange Ratio agreed on by the management boards of the Demerged Company and the Acquiring Company.
- 2.6 The Demerger Shares will participate in the Acquiring Company's profits from the Demerger Effective Date.
- 2.7 No special rights with respect to the Acquiring Company are granted P4 sp. z o.o. (sole shareholder of UPC Polska) or any other persons.
- 2.8 No special benefits in connection with the Demerger are granted to members of the governing bodies of the Demerged Company or the Acquiring Company, or to any other persons.

§ 3

CONSENT TO THE AMENDMENTS TO THE ACQUIRING COMPANY'S ARTICLES OF ASSOCIATION

- 3.1 In relation to the Demerger and the increase of the Acquiring Company's share capital mentioned in paragraph 2 above, the Extraordinary Shareholders Meeting of the Acquiring Company hereby consents to the amendment of the articles of association of the Acquiring Company in the following manner:

Paragraph 5 sec. 1 of the articles of association of the Acquiring Company is replaced by the following wording:

- 1 The share capital of the company amounts to PLN 3,955,000,000.00 (in words: three billion nine hundred fifty five million zlotys) and consists of 79,100,000 (in words: seventy nine million one hundred thousand) equal and indivisible shares with a nominal value of PLN 50 (fifty zlotys) each.*

To Paragraph 5 of the articles of association of the Acquiring Company the new sec. 1¹ is being added with the following wording:

- 1¹ Upon the incorporation of the Company, the share capital was fully covered in cash. All shares issued upon the incorporation of the Company, that is 100 (one hundred) shares with a nominal value of 50 (fifty) zlotys, with a total nominal value of 5,000 (five thousand) zlotys, were subscribed for by Vistra Shelf Companies Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.*

To Paragraph 5 of the articles of association of the Acquiring Company the new sec. 1² is being added with the following wording:

- 1² In relation to the demerger of UPC Polska Sp. z o.o. with its registered seat in Warsaw (KRS 0000273136) and transfer of portion of its assets and liabilities to the Company, the Company's share capital was increased through issuance of 79,080,000 (in words: seventy nine million eighty thousand) shares in the Company (having the nominal value of 50 (fifty zlotys) each and the total nominal value of PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys), all of which were allocated to the sole shareholder of the demerged company, i.e. P4 spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.*

§ 4

CHANGE OF OWN CAPITAL OF THE DEMERGED COMPANY AND THE CONSENT TO THE PROPOSED AMENDMENTS TO THE DEMERGED COMPANY'S ARTICLES OF ASSOCIATION

- 4.1 In connection with the Demerger, the Extraordinary Shareholders Meeting of the Demerged Company hereby resolves to decrease the share capital of the Demerged Company by PLN 486,263,500.00 (in words: four hundred eighty six million two hundred sixty three thousand five hundred zlotys) to the value of PLN 223,696,000.00 (two hundred twenty three million six hundred ninety six thousand zlotys), through redemption of 4,862,635 (in words: four million

eight hundred sixty two thousand six hundred thirty five) shares in the Demerged Company, having a nominal value of PLN 100 (one hundred zlotys) each and a total nominal value of PLN 486,263,500.00 (in words: four hundred eighty six million two hundred sixty three thousand five hundred zlotys), all held by P4 Sp. z o.o., the sole shareholder of the Demerged Company.

4.2 In accordance with Article 532 § 2 of the CCC, neither Article 264 § 1, nor Article 265 § 2 items 2 and 3 of the CCC apply to the decrease of the Demerged Company's share capital in relation to the Demerger. Therefore, it will not be necessary either to make the announcement mentioned in the above statutory provisions with regard to the resolution on the decrease of the share capital of the Demerged Company in relation to the Demerger or to satisfy (or secure the satisfaction) of the Demerged Company's creditors in relation to such decrease.

4.3 Further to the above, the Extraordinary Shareholders Meeting hereby resolves to amend the articles of association of the Demerged Company in the following manner:

Paragraph 5 item 1 of the articles of association of the Demerged Company is replaced by the following:

The share capital of the Company amounts to PLN 223,696,000.00 (two hundred twenty three million six hundred ninety six thousand zlotys) and consists of 2,236,960 (two million two hundred thirty six thousand nine hundred sixty) shares with a nominal value of 100 (one hundred) zlotys each.

§ 5

ADOPTION OF THE CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF THE DEMERGED COMPANY

In relation to the amendments to the articles of association of the Demerged Company made in paragraph 4 above, the Extraordinary Shareholders Meeting of the Demerged Company hereby adopts, with effect from the registration of the above amendments, the following consolidated text of the articles of association of the Demerged Company:

“ARTICLES OF ASSOCIATION OF UPC POLSKA 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 **UPC POLSKA Spółka z ograniczoną odpowiedzialnością**.
2. The Company may use its abbreviated business name of UPC POLSKA 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 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) (42.21.Z) Works related to construction of transmission pipelines and distribution networks;
 - b) (42.22.Z) Works related to construction of telecommunications and electricity lines;
 - c) (61.10.Z) Wired telecommunications activities;
 - d) (61.20.Z) Wireless telecommunications activities, excluding satellite telecommunications activities;
 - e) (61.90.Z) Other telecommunications activities;
 - f) (60.20.Z) Public and licence television programmes broadcasting;
 - g) (26.30.Z) Manufacture of (tele)communication equipment;
 - h) (59.11.Z) Motion picture, video and television programme production activities;
 - i) (60.10.Z) Radio broadcasting;
 - j) (73.12.A) Intermediation in the sale of time and place on advertising aims in the radio and television;
 - k) (73.12.C) Intermediation in the sale of the place on advertising aims in electronic media (Internet);
 - l) (73.12.D) Intermediation in the sale of the place on advertising aims in other media;
 - m) (59.20.Z) Sound recording and music publishing activities;
 - n) (63.99.Z) Other information service activities not elsewhere classified;
 - o) (74.90.Z) Other professional, scientific and technical activities not elsewhere classified;
 - p) (77.40.Z) Other professional, scientific and technical activities not elsewhere classified;
 - q) (82.99.Z) Other business support service activities not elsewhere classified;
 - r) (70.22.Z) Business and other management consultancy activities;
 - s) (66.19.Z) Other activities auxiliary to financial services, except insurance and pension funding;
 - t) (64.20.Z) Activities of holding companies;
 - u) (64.99.Z) Other financial service activities, except insurance and pension funding not elsewhere classified;
 - v) (18.20.Z) Reproduction of recorded media;
 - w) (47.41.Z) Retail sale of computers, peripheral units and software in specialised stores;
 - x) (47.42.Z) Retail sale of telecommunications equipment in specialised stores;
 - y) (47.78.Z) Other retail sale of new goods in specialised stores;
 - z) (47.99.Z) Other retail sale not in stores, stalls or markets;
 - aa) (58.12.Z) Publishing of directories and registers (e.g. street, phone directory);
 - bb) (58.19.Z) Other publishing activities;
 - cc) (17.23.Z) Manufacture of paper stationery;
 - dd) (18.12.Z) Other printing;
 - ee) (69.20.Z) Accounting, bookkeeping and auditing activities; tax consultancy;
 - ff) (93.29.Z) Other amusement and recreation activities;
 - gg) (96.09.Z) Other personal service activities not elsewhere classified;
 - hh) (49.41.Z) Freight transport by road;
 - ii) (82.30.Z) Accounting, bookkeeping and auditing activities; tax consultancy;
 - jj) (73.20.Z) Market research and public opinion polling

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. The share capital of the Company amounts to PLN 223,696,000.00 (two hundred twenty three million six hundred ninety six thousand zlotys) and consists of 2,236,960 (two million two hundred thirty six thousand nine hundred sixty) shares with a nominal value of 100 (one hundred) zlotys each.
2. All shares in the share capital of the Company were acquired by the company UPC Holding B.V. with its registered office in Amsterdam, which is entitled to 7.099.595 (seven million ninety nine thousand five hundred and ninety five) shares with a nominal value of 100 (one hundred) zloty each and with a total nominal value of 709.959,500.00 (seven hundred and nine million nine hundred fifty nine thousand and five hundred) zloty.
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.

§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.

§7

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.

§8

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.

§9

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.

§10

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 Shareholders' Meetings may be held by means of remote communication, to the full extent permitted by Polish law.

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

- (a) making any contributions to the capital, increasing, reducing or otherwise altering 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 the Company;
- (c) changing rights attached to shares or any other securities issued by the Company;
- (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 of the Company;
- (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 5,000,000 (five million Euro) (or its equivalent in other currencies), over any period of 12 consecutive months;
- (h) entering into or agreeing to enter into a lease agreement, whereunder a company belonging to the Group shall pay or be entitled to receive an amount in excess of EUR 5,000,000 (five million Euro) throughout a year, except for lease agreements provided for in the Group's business plan or annual budget;
- (i) changing or expanding the material objects of business of the Company or entering by the Company any market other than Polish market;
- (j) approving or amending the Group's business plans and annual budget (for the avoidance of doubt the approval of expenses in accordance with letter (o) below as well as changes between budget lines do not constitute amendments to the budget, provided that the result of changes between budget lines does not exceed 10% in relation to initial budget);
- (k) entering into, amending, terminating and performing an agreement between the Company and its Management Board Members or between the Supervisory Board Members of any company belonging to the Group and this company;
- (l) approving of the audited annual financial statements of the Company;

- (m) appointing or dismissing auditors of the Company;
- (n) incurring any indebtedness in excess of EUR 10,000,000 (ten million Euro) per annum by any company belonging to the Group, except for indebtedness to be incurred pursuant to the business plan or annual budget of the Group;
- (o) incurring any expenses in excess of EUR 500,000 (five hundred thousand Euro) by any company belonging to the Group (except for expenses enclosed in the annual budget);
- (p) adopting a resolution on payment of dividend (dividend or advance payment towards dividend) or on any disbursement from profits, supplementary or reserved capitals of the Company (whether in cash or in specie);
- (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) appointing, suspending or dismissing of members of the Management Board of the Company;
- (t) determining the remuneration of members of the Management Board of the Company;
- (u) approving any disposal of any assets of any company being a member of the Group, whose total net book value, individually or in aggregate, exceeds EUR 1,000,000 (one million euro) during any period of 12 consecutive months;
- (v) approving execution and amendments of an agreement or arrangement whereby the total consideration due or payable by any company belonging to the Group exceeds EUR 5,000,000 (five million Euro) at the time of execution of such agreement or arrangement or amendment thereto;
- (w) granting approval execution or amendment of an employment agreement, consulting agreement, contract of mandate or contract for specific work with an employee or person providing services to a company being a member of the Group, whereby the company being a member of the Group undertakes to pay basic remuneration of PLN 450,000 (four hundred fifty thousand Polish zloty) net per annum or more. For the purposes hereof, the "basic remuneration" shall be any amount due in the form of payments or salaries resulting from agreement or contract payable from the Company to the employee, service provider, his/her spouse or a third party, acting in his/her name or on his/her behalf, without bonuses, commissions, employee pension fund contributions, non-cash performances and any other values received from or due from the company being a member of the Group;
- (x) granting approval to implementation or modification of any incentive plan for the directors and/or employees of the Company;
- (y) approving the initiation of court or arbitration proceedings or the conclusion of settlements under which the aggregate 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) taking any actions aimed at admission of securities of any company being a member of the Group to public trading on any stock exchange;
 - (aa) 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 President of the Management Board voted against the adoption of such resolution and requested that the subject matter of said resolution be reviewed by the Shareholders' Meeting,
 - (bb) any matters put under Shareholders' Meeting's consideration and resolution by the President of the Management Board;
 - (cc) approving the appointment and dismissal of members of the committees established as advisory bodies by the Management Board;
 - (dd) approving the determination and changes of the remuneration of the members of the committees referred to in point (cc) hereinabove.
- 2.3 For the avoidance of doubts, transactions within the Company's Group and/or between any member of the Group and any member of Iliad group are excluded from the obligation to obtain the consent of the Shareholders' Meeting, unless such requirement is expressly provided for in the articles of association of the Company.

3. Management Board

- 3.1 The Management Board shall be composed of at least 3 (three) members, including the Management Board President.
- 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 When appointing the Members of the Management Board, Shareholders shall endeavour to ensure that the Management Board is composed of persons competent in finance, strategy, regulatory and business development matters of the Company. Further, Shareholders shall endeavour to ensure that the President of the Management Board is competent in marketing and technology.
- 3.4 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.
- 3.5 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) and President of the Management Board is present at the meeting.
- 3.6 Management Board meetings may be held by means of remote communication, to the full extent permitted by Polish law. Detailed rules of holding the Management Board meeting in such way shall be regulated by the By-laws of the Management Board of the Company. Members of the

Management Board may participate in the adoption of the Management Board resolutions by casting their vote in writing through another Member of the Management Board.

- 3.7 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. The resolution is validly adopted provided that the quorum specified in sec 3.5 above is met (respectively) and that the number of members required for adoption of the given resolution cast their vote by electronic mail or any other similar means of communication. The note of voting specifying the content of the resolution, the manner and the date of the votes cast by each Management Board member shall be drawn up by the person appointed by the President of the Management Board.
- 3.8 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. In the event of an equality of votes, the President of the Management Board shall have the casting vote.
- 3.9 The President of the Management Board shall have veto rights in relation to all resolutions of the Management Board. The veto right shall be exercised by placing a veto in writing within 2 (two) Business Days from the date of adoption of the given resolution. As a result of exercising the veto right by the President of the Management Board, the resolution shall be treated as non-existent.
- 3.10 The President of the Management Board shall have the sole right to put any matter under Shareholders' Meeting's consideration and resolution.
- 3.11 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 a resolution of the Shareholders' Meeting. The By-laws of the Management Board may provide for establishment of committees as advisory bodies to support the activities of the Management Board.
- 3.12 Statements on behalf of the Company shall be issued:
 - a) by the President of the Management Board acting solely,
 - b) by other Management Board members - acting jointly with the President of the Management Board or other Management Board member.
- 3.13 The Management Board shall prepare (i) 5-year operational and financial business plan for the Group and each year (ii) the Group's annual budget, which shall be submitted to the Shareholders' Meeting for approval.
- 3.14 The Management Board is obliged to enable the Shareholder and its authorised representatives to review the Company's books and records and any other documents for its use to the full extent permitted by Polish law as well as to provide explanations to the Shareholder in this respect.

- 3.15 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.
- 3.16 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 appointed by resolution of the Shareholders' Meeting.

§11

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 P4 sp. z o.o. 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) **Subsidiary** - shall mean an entity 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 UPC POLSKA 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.
 - (h) **Iliad** – shall mean Iliad S.A., a company incorporated as a société anonyme under the laws of France, the registered office of which is at 16, rue de la Ville l'Evêque, 75008 Paris, France, registered with the Trade and Company's register (Registre du Commerce et des Sociétés) of Paris under number 342 376 332.
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."

§ 6
FINAL PROVISIONS

1. The resolution shall enter into force upon its adoption, subject to the Demerger and the amendments of the articles of association of the Acquiring Company becoming effective upon the relevant entries being made in in the Commercial Register of the National Court Register.

Schedules:

- 1) Demerger Plan

Appendix A

Part 2

Draft resolution of the shareholders meeting of the Acquiring Company concerning the Demerger

[*MINUTES OF THE SHAREHOLDERS' MEETING IN FORM OF A NOTARIAL DEED]**

Resolution No. [●]/2022

of the Extraordinary Shareholders Meeting of

Polski Światłowód Otwarty sp. z o.o. with its registered office in Warsaw

on demerger of UPC Polska sp. z o.o. with its registered office in Warsaw, through separation and transfer of a portion of its assets and liabilities to the company Polski Światłowód Otwarty sp. z o.o. with its registered office in Warsaw

The Extraordinary Shareholders Meeting of **Polski Światłowód Otwarty spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, Wynałazek 1, 02-677 Warsaw, entered into the commercial register of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS No. 0000944496, NIP: 5272984556, REGON: 520949180 (hereinafter referred to as the "**Acquiring Company**"),

with regard to the demerger of **UPC Polska spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw, al. "Solidarności" 171, 00-877 Warsaw, entered into the commercial register 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. 0000273136, NIP: 5262461791, REGON: 016308978 (hereinafter referred to as "**UPC Polska**" or the "**Demerged Company**") through separation and transfer of a portion of its assets and liabilities to the Acquiring Company (demerger through separation under Article 529 para 1 item 4) of the Act of 15 September 2000 – Commercial Companies Code (the "**CCC**"),

having acquainted itself with the information mentioned in Article 540 para 4 of the CCC,

relating to the above demerger and in particular the essential parts of the relevant demerger plan of the Demerged Company agreed upon by the Demerged Company (as the demerged company) and the Acquiring Company (as the acquiring company) on 25 November 2022 and made publicly available on the same date in line with Article 535 para 3 of the CCC (the "**Demerger Plan**"),

hereby adopts the following Resolution:

§ 1

GENERAL DEMERGER RULES

- 1.1. Pursuant to Article 541 §1 and 6 of the CCC, the Extraordinary Shareholders Meeting of the Acquiring Company consents to the Demerger Plan, whose copy is attached to this Resolution as Schedule 1 to it.
- 1.2. Pursuant to Article 541 §1 and 6 of the CCC, the Extraordinary Shareholders Meeting of the Acquiring Company consents to effect the demerger of UPC Polska described in the Demerger Plan, in accordance with Article 529 §1 item 4) of the CCC (demerger by separation), by separation of a portion of assets and liabilities of UPC Polska and transfer of such separated part to the Acquiring Company, pursuant to the Demerger Plan (the "**Demerger**") and in particular to the share exchange ratio described in the Demerger Plan.
- 1.3. Through the Demerger, a part of UPC Polska's business, i.e. an organized part of enterprise (*zorganizowana część przedsiębiorstwa*, within the meaning of Article 4a item 4) of the Act of 15 February 1992 on corporate income tax) of the Demerged Company described in the Demerger Plan, including the assets and liabilities indicated therein comprising the access network unit (the "**Demerged Activity**") will be transferred to the Acquiring Company, while the remaining part of UPC Polska's business, i.e. an organized part of enterprise (*zorganizowana część przedsiębiorstwa*, within the meaning of Article 4a item 4) of the Act of 15 February 1992 on corporate income tax) of the Demerged Company, consisting of all assets and liabilities which are

not included in the Demerged Activity, will remain in UPC Polska (the “**Other Activity**”) and not transfer to the Acquiring Company.

- 1.4. Pursuant to Article 531 § 1 and 2 of the CCC and Article 530 § 2 of the CCC, on the day the increase of the Acquiring Company’s share capital relating to the Demerger is registered (the “**Demerger Effective Date**”) the Demerged Activity will be transferred to the Acquiring Company, i.e. as at the Demerger Effective Date the Acquiring Company will step into the rights and obligations of the Demerged Company included in the Demerged Activity and the public-law rights and obligations (in particular permits, concessions, and reliefs) connected with the assets and liabilities included in the Demerged Activity shall transfer to the Acquiring Company. For the avoidance of doubt, as at the Demerger Effective Date, the Acquiring Company shall acquire title to the assets allocated to it in the Demerger Plan, step into the obligations allocated to it in the Demerger Plan, take over (with application of the continuity principle) the business processes included in the Demerged Activity), and will become a party to all the administrative decisions and other acts relating to the Demerged Activity.
- 1.5. As a result of the Demerger, the scope of UPC Polska’s business will be limited to the Other Activity (and the Acquiring Company’s business will be enlarged by the Demerged Activity).
- 1.6. Pursuant to Article 541 § 6 of the CCC, the Extraordinary Shareholders’ Meeting of the Acquiring Company consents to the amendments to the Acquiring Company’s articles of association to be made in relation to the Demerger as provided for in the Demerger Plan and in paragraph 3 below and taking into account the increase of the Acquiring Company’s share capital described in paragraph 2 below.

§ 2

INCREASE IN THE ACQUIRING COMPANY’S SHARE CAPITAL AND THE SHARE EXCHANGE RATIO

- 2.1. In connection with the Demerger, the own funds of the Acquiring Company shall be increased by a total amount of PLN 5,254,000,000.00 (in words: five billion two hundred fifty four million zlotys), while in connection with the Demerger the Extraordinary Shareholders’ Meeting of the Acquiring Company resolves to:
 - 1) increase the Acquiring Company’s share capital from the amount of PLN 1,000,000 (one million zlotys) by PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys), by way of the issuance of 79,080,000 (in words: seventy nine million eighty thousand) shares in the Acquiring Company having the nominal value of PLN 50 (fifty zlotys) each and a total nominal value of PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys) (the “**Demerger Shares**”), which will be allocated to P4 sp. z o.o. (the sole shareholder of the Demerged Company, being also the sole shareholder of the Acquiring Company) based on the rules presented in this paragraph; and
 - 2) alongside the above increase of the Acquiring Company’s share capital, the surplus of the value of the Demerged Activity over the total nominal value of the Demerger Shares, e.g. the amount of PLN 1,300,000,000.00 (in words: one billion three hundred million zlotys), shall be allocated to the Acquiring Company’s supplementary funds.
- 2.2. The ratio based on which the Demerger Shares will be allocated, is as follows: 16.2627875627103000000 (the “**Share Exchange Ratio**”), i.e. on the Demerger Effective Date 4,862,635 (in words: four million eight hundred sixty two thousand six hundred thirty five) existing shares in the Demerged Company having the nominal value of PLN 100 (in words: one hundred zlotys) each and the total nominal value of PLN 486,263,500.00 (in words: four hundred eighty six million two hundred sixty three thousand five hundred zlotys) will be exchanged for 79,080,000 (in words: seventy nine million eighty thousand) Demerger Shares, i.e. 16.2627875627103000000 of the Demerger Shares for each such existing share of the Demerged Company.
- 2.3. On the Demerger Effective Date, all the Demerger Shares shall be allocated to P4 sp. z o.o., the sole shareholder of the Demerged Company (being also the sole shareholder of the Acquiring Company), with application of the Share Exchange Ratio.

- 2.4. The Extraordinary Shareholders Meeting hereby accepts the above Share Exchange Ratio agreed on by the management boards of the Demerged Company and the Acquiring Company.
- 2.5. The Demerger Shares will participate in the Acquiring Company's profits from the Demerger Effective Date.
- 2.6. No special rights with respect to the Acquiring Company are granted P4 sp. z o.o. (sole shareholder of UPC Polska) or any other persons.
- 2.7. No special benefits in connection with the Demerger are granted to members of the governing bodies of the Demerged Company or the Acquiring Company, or to any other persons.

§ 3

CONSENT TO THE AMENDMENTS TO THE ACQUIRING COMPANY'S ARTICLES OF ASSOCIATION

- 3.1. In relation to the Demerger and the increase of the Acquiring Company's share capital mentioned in paragraph 2 above, the Extraordinary Shareholders Meeting of the Acquiring Company hereby amends the articles of association of the Acquiring Company in the following manner:

Paragraph 1 of the articles of association of the Acquiring Company is replaced by the

Paragraph 5 sec. 1 of the articles of association of the Acquiring Company is replaced by the following:

1. *The share capital of the company amounts to PLN 3,955,000,000.00 (in words: three billion nine hundred fifty five million zlotys) and consists of 79,100,000 (in words: seventy nine million one hundred thousand) equal and indivisible shares with a nominal value of PLN 50 (fifty zlotys) each.*

To Paragraph 5 of the articles of association of the Acquiring Company the new sec. 1¹ is being added with the following wording:

- 1¹ *Upon the incorporation of the Company, the share capital was fully covered in cash. All shares issued upon the incorporation of the Company, that is 100 (one hundred) shares with a nominal value of 50 (fifty) zlotys, with a total nominal value of 5,000 (five thousand) zlotys, were subscribed for by Vistra Shelf Companies Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.*

To Paragraph 5 of the articles of association of the Acquiring Company the new sec. 1² is being added with the following wording:

- 1² *In relation to the demerger of UPC Polska Sp. z o.o. with its registered seat in Warsaw (KRS 0000273136) and transfer of portion of its assets and liabilities to the Company, the Company's share capital was increased through issuance of 79,080,000 (in words: seventy nine million eighty thousand) shares in the Company (having the nominal value of 50 (fifty zlotys) each and the total nominal value of PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys), all of which were allocated to the sole shareholder of the demerged company, i.e. P4 spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.*

§ 4

ADOPTION OF THE CONSOLIDATED TEXT OF THE ARTICLES OF ASSOCIATION OF THE ACQUIRING COMPANY

- 4.1. In relation to the amendments to the articles of association of the Acquiring Company made in paragraph 3 above, the Extraordinary Shareholders Meeting of the Acquiring Company hereby adopts, with effect from the registration of the above amendments, the following consolidated text of the articles of association of the Acquiring Company:

**“ARTICLES OF ASSOCIATION OF
POLSKI ŚWIATŁOWÓD OTWARTY 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 **Polski Światłowód Otwarty spółka z ograniczoną odpowiedzialnością**.
2. The Company may use its abbreviated business name of **Polski Światłowód Otwarty 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 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.

§4

Objects of Company's business

1. Objects of the Company's business shall be:
 - (a) (61.10.Z) Wired telecommunications activities;
 - (b) (61.20.Z) Wireless telecommunications activities, excluding satellite telecommunications activities;
 - (c) (61.90.Z) Other telecommunications activities;
 - (d) (61.30.Z) Satellite telecommunications activities;
 - (e) (42.22.Z) Works related to construction of telecommunications and electricity lines;
 - (f) (43.29.Z) Other construction installation;
 - (g) (42.21.Z) Works related to construction of transmission pipelines and distribution networks;
 - (h) (63.02.Z) Computer consultancy activities;
 - (i) (62.09.Z) Other information technology and computer service activities;
 - (j) (33.13.Z) Repair and maintenance of electronic and optical equipment;
 - (k) (62.01.Z) Computer programming activities;
 - (l) (62.02.Z) Computer consultancy activities;
 - (m) (63.99.Z) Other information service activities not elsewhere classified;
 - (n) (93.29.Z) Other amusement and recreation activities;
 - (o) (96.09.Z) Other personal service activities not elsewhere classified;
 - (p) (73.20.Z) Market research and public opinion polling;
 - (q) (63.11.Z) Data processing, hosting and related activities;

- (r) (63.12.Z) Web portals;
 - (s) (95.12.Z) Repair and maintenance of (tele)communication equipment;
 - (t) (82.30.Z) Accounting, bookkeeping and auditing activities; tax consultancy;
 - (u) (49.41.Z) Freight transport by road;
 - (v) (18.12.Z) Other printing;
 - (w) (17.23.Z) Manufacture of paper stationery;
 - (x) (58.19.Z) Other publishing activities;
 - (y) (58.12.Z) Publishing of directories and registers (e.g. street, phone directory);
 - (z) (18.20.Z) Reproduction of recorded media;
 - (aa) (64.99.Z) Other financial service activities, except insurance and pension funding not elsewhere classified;
 - (bb) (64.20.Z) Activities of holding companies;
 - (cc) (66.19.Z) Other activities auxiliary to financial services, except insurance and pension funding;
 - (dd) (70.22.Z) Business and other management consultancy activities;
 - (ee) (82.99.Z) Other business support service activities not elsewhere classified;
 - (ff) (77.40.Z) Leasing of intellectual property and similar products, except copyrighted works;
 - (gg) (74.90.Z) Other professional, scientific and technical activities not elsewhere classified;
 - (hh) (59.20.Z) Sound recording and music publishing activities.
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. The share capital of the company amounts to PLN 3,955,000,000.00 (in words: three billion nine hundred fifty five million zlotys) and consists of 79,100,000 (in words: seventy nine million one hundred thousand) equal and indivisible shares with a nominal value of PLN 50 (fifty zlotys) each.
- ¹ Upon the incorporation of the Company, the share capital was fully covered in cash. All shares issued upon the incorporation of the Company, that is 100 (one hundred) shares with a nominal value of 50 (fifty) zlotys, with a total nominal value of 5,000 (five thousand) zlotys, were subscribed for by Vistra Shelf Companies Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.
- ¹² In relation to the demerger of UPC Polska Sp. z o.o. with its registered seat in Warsaw (KRS 0000273136) and transfer of portion of its assets and liabilities to the Company, the Company's share capital was increased through issuance of 79,080,000 (in words: seventy nine million eighty thousand) shares in the Company (having the nominal value of 50 (fifty zlotys) each and the total nominal value of PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys), all of which were allocated to the sole shareholder of the demerged company, i.e. P4 spółka z ograniczoną odpowiedzialnością with its registered office in *Warsaw*.
2. Each Shareholder may hold more than one share.
3. Each share gives the right to one vote at the Shareholders' Meeting.

4. Shares in the share capital were paid up in full in cash.
5. 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.

§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. Increase of the share capital in this manner by December 31, 2030 to the amount of 1,000,000,000.00 (one billion zloty) shall not constitute an amendment to the Company's Articles of Association.
2. Contributions in respect of shares in the increased share capital may be made in cash or in kind.

§7

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.

§8

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.

§9

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.

§10

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.

2.1.a Shareholders' Meetings may be held by means of remote communication, to the full extent permitted by Polish law.

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

- (a) making any contributions to the capital, increasing, reducing or otherwise altering the share capital of the Company or any merger or division of the Company;
- (b) amending the Articles of Association of the Company;

- (c) changing rights attached to shares or any other securities issued by the Company;
- (d) encumbering, in whole or in part, any assets or property of the Company, except for encumbrances established in order to obtain trade credits or to the benefit of other lenders of the Company and related to the debt provided for in the Company's business plan or annual budget;
- (e) selling or otherwise disposing of the whole or of a part of the enterprise of the Company;
- (f) disposing of shares or granting options to take up shares or securities of the Company 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 5,000,000 Euro (five million Euro) (or its equivalent in other currencies), over any period of 12 consecutive months;
- (h) entering into or agreeing to enter into a lease agreement, whereunder the Company shall pay or be entitled to receive an amount in excess of EUR 5,000,000 Euro (five million Euro) throughout a year, except for lease agreements provided for in the Company's business plan or annual budget;
- (i) changing or expanding the material objects of business of the Company or entering by the Company any market other than Polish market;
- (j) approving or amending the Company's business plans and annual budget (for the avoidance of doubt the approval of expenses in accordance with letter (o) below as well as changes between budget lines do not constitute amendments to the budget, provided that the result of changes between budget lines does not exceed 10% in relation to initial budget);
- (k) entering into, amending, terminating and performing an agreement between the Company and its Management Board Members;
- (l) approving of the audited annual financial statements of the Company;
- (m) appointing or dismissing auditors of the Company;
- (n) incurring any indebtedness in excess of EUR 10,000,000 EUR (ten million Euro) per annum by the Company, except for indebtedness to be incurred pursuant to the business plan or annual budget of the Company;
- (o) incurring any expenses in excess of EUR 500,000 (five hundred thousand Euro) by the Company (except for expenses enclosed in the annual budget);
- (p) adopting a resolution on payment of dividend (dividend or advance payment towards dividend) or on any disbursement from profits, supplementary or reserved capitals of the Company (whether in cash or in specie);
- (q) permitting the Company to enter into any composition or scheme of arrangement with creditors,
- (r) permitting to take any actions aimed at voluntary dissolution or liquidation of the Company or at any part of the enterprise of the Company being placed in administration;
- (s) appointing, suspending or dismissing of members of the Management Board of the Company;
- (t) determining the remuneration of members of the Management Board of the Company;
- (u) approving any disposal of any assets of the Company, whose total net book value, individually or in aggregate, exceeds EUR 1,000,000 (one million euro) during any period of 12 consecutive months;

- (v) approving execution and amendments of an agreement or arrangement whereby the total consideration due or payable by the Company exceeds EUR 5,000,000 (five million Euro) at the time of conclusion of such agreement or arrangement or amendment thereto;
- (w) granting approval execution or amendment of an employment agreement, consulting agreement, contract of mandate or contract for specific work with an employee or person providing services to the Company, whereby the Company undertakes to pay basic remuneration of PLN 450,000 (four hundred fifty thousand zloty) net per annum or more. For the purposes hereof, the “basic remuneration” shall be any amount due in the form of payments or salaries resulting from agreement or contract payable from the Company to the employee, service provider, his/her spouse or a third party, acting in his/her name or on his/her behalf, without bonuses, commissions, employee pension fund contributions, non-cash performances and any other values received from or due from the Company;
- (x) granting approval to implementation or modification of any incentive plan for the directors or employees of the Company;
- (y) approving the initiation of court or arbitration proceedings or the conclusion of settlements under which the aggregate amounts payable or payable within one year by or to the benefit of the Company may exceed EUR 2,000,000 (two million Euro),
- (z) taking any actions aimed at admission of securities of the Company to public trading on any stock exchange;
- (aa) approving any action or decision resulting from a resolution of the Management Board, if any Member of the Management Board voted against the adoption of such resolution and requested that the subject matter of said resolution be reviewed by the Shareholders’ Meeting,
- (bb) approving the appointment and dismissal of members of the committees established as advisory bodies by the Management Board;
- (cc) approving the determination and changes of the remuneration of the members of the committees referred to in point (bb) hereinabove.

3. Management Board

- 3.1. The Management Board shall be composed of one (1) to three (3) 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).
- 3.6. Management Board meetings may be held by means of remote communication, to the full extent permitted by Polish law. Detailed rules of holding the Management Board meeting in such way shall be regulated by the By-laws of the Management Board of the Company. Members of the Management Board may participate in the adoption of the Management Board resolutions by casting their vote in writing through another Member of the Management Board.
- 3.7. 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. The note of voting specifying the content of the resolution, the manner and the date of the votes cast by each Management Board member shall be drawn up by the person appointed

by all Members of the Management Board or the President of the Management Board (in the event of the latter's appointment).

- 3.8. 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.
- 3.9. 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 a resolution of the Shareholders' Meeting. The By-laws of the Management Board may provide for establishment of committees as advisory bodies to support the activities of the Management Board and Shareholders.
- 3.10. In the case of a single-member Management Board, a member of the Management Board represents the Company independently. In the case of a multi-member Management Board, the joint action of two members of the Management Board is required.
- 3.11. The Management Board shall prepare (i) 5-year operational and financial business plan for the Company and each year (ii) the Company's annual budget, which shall be submitted to the Shareholders' Meeting for approval.
- 3.12. 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.
- 3.13. 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 appointed by resolution of the Shareholders' Meeting.

§11

1. Company's financial year shall be the calendar year.
2. 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.

§ 5 FINAL PROVISIONS

- 5.1. The resolution shall enter into force upon its adoption, subject to the Demerger and the amendments of the articles of association of the Acquiring Company becoming effective upon the relevant entries being made in in the Commercial Register of the National Court Register.

Schedules:

- 1) Demerger Plan;

Appendix B

Part 1

Draft amendment to the articles of association of the Demerged Company

Paragraph 5 item 1 of the articles of association of the Demerged Company is replaced by the following:

The share capital of the Company amounts to PLN 223,696,000.00 (two hundred twenty three million six hundred ninety six thousand zlotys) and consists of 2,236,960 (two million two hundred thirty six thousand nine hundred sixty) shares with a nominal value of 100 (one hundred) zlotys each.

Appendix B

Part 2

Draft amendment to the articles of association of the Acquiring Company

Paragraph 5 sec. 1 of the articles of association of the Acquiring Company is replaced by the following:

1. *The share capital of the company amounts to PLN 3,955,000,000.00 (in words: three billion nine hundred fifty five million zlotys) and consists of 79,100,000 (in words: seventy nine million one hundred thousand) equal and indivisible shares with a nominal value of PLN 50 (fifty zlotys) each.*

To Paragraph 5 of the articles of association of the Acquiring Company the new sec. 1¹ is being added with the following wording:

- 1¹ *Upon the incorporation of the Company, the share capital was fully covered in cash. All shares issued upon the incorporation of the Company, that is 100 (one hundred) shares with a nominal value of 50 (fifty) zlotys, with a total nominal value of 5,000 (five thousand) zlotys, were subscribed for by Vistra Shelf Companies Spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.*

To Paragraph 5 of the articles of association of the Acquiring Company the new sec. 1² is being added with the following wording:

- 1² *In relation to the demerger of UPC Polska Sp. z o.o. with its registered seat in Warsaw (KRS 0000273136) and transfer of portion of its assets and liabilities to the Company, the Company's share capital was increased through issuance of 79,080,000 (in words: seventy nine million eighty thousand) shares in the Company (having the nominal value of 50 (fifty zlotys) each and the total nominal value of PLN 3,954,000,000.00 (in words: three billion nine hundred fifty four million zlotys), all of which were allocated to the sole shareholder of the demerged company, i.e. P4 spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw.*

Appendix C

Value of the Demerged Company and the Demerged Business

The Demerged Company and the Acquiring Company jointly represent that:

1. the value of the Demerged Business as at 31 October 2022, calculated using the discounted cash flows method, was PLN 5,254,000,000.00 and this value was determined in the valuation report drawn up by KPMG Advisory Spółka z ograniczoną odpowiedzialnością sp. k., dated 25 November 2022, delivered to the Demerged Company and the Acquiring Company;
2. the value of the organized part of the Demerged Company's enterprise encompassing its entire business except the Demerged Business as at 31 October 2022, calculated using the discounted cash flows method, was PLN 2,417,000,000.00 and this value was determined in the valuation report drawn up by KPMG Advisory Spółka z ograniczoną odpowiedzialnością sp. k., dated 25 November 2022, delivered to the Demerged Company and the Acquiring Company;
3. the value of the Demerged Company's business as at 31 October 2022, calculated as sum of the value of the Demerged Business, calculated using the discounted cash flows method, and the value of the organized part of the Demerged Company's enterprise encompassing its entire business except the Demerged Business calculated using the discounted cash flows method, was PLN 7,671,000,000.00 and this value was determined in the valuation report drawn up by KPMG Advisory Spółka z ograniczoną odpowiedzialnością sp. k., dated 25 November 2022, delivered to the Demerged Company and the Acquiring Company.