

## **Rules of the General Meeting of Mennica Polska S.A. (The Mint of Poland)**

### Article 1

1. The activities of General Meeting of Shareholders of Mennica Polska S.A. (“General Meeting”) are based on the Code of Commercial Companies, the Articles of Association of the Company, as well as on the provisions set out herein.
2. General Meeting shall be held in Warsaw.
3. The Management Board of the Company shall participate in the General Meeting.
4. Members of the Supervisory Board shall have the right to take part in the General Meeting.
5. The Management Board is authorized to admit the experts selected by themselves to participate in the General Meeting.
6. The representatives of media can be present at the General Meeting unless the Management Board of the Company decides otherwise.

### Article 2

1. The General Meeting shall be opened by the Chairman or Deputy Chairman of the Supervisory Board, in case of their absence a Member of the Supervisory Board or the President of the Management Board of the Company.
2. The person opening the General Meeting shall order the election of the Chairman of the General Meeting and shall chair the Meeting till the aforementioned person is elected.
3. The Chairman of the General Meeting shall be elected from among the persons holding the right to participate in the General Meeting; however, every Shareholder has the right to propose one candidate.
4. The names of the proposed persons shall be registered on the list of candidates for the Chairman of the General Meeting, providing they consent to stand as candidates. The list of candidates shall be drawn up by the person opening the General Meeting.
5. The Chairman of the General Meeting shall be elected in successive voting for each proposed candidate. The person who obtained the highest number of votes shall be the Chairman. Should at least two candidates receive equal number of votes, by-voting shall be ordered.
6. The voting for the Chairman shall be by secret ballot.

### Article 3

1. The Returning Committee shall be appointed on the motion of the Shareholder authorized to participate in the General Meeting
2. The Returning Committee shall comprise three Members.
3. The Members of the Returning Committee shall be elected from among the persons holding the right to participate in the General Meeting, however, every shareholder has the right to propose three candidates.
4. The Members of the Returning Committee shall be elected in successive voting for each proposed candidate. The Returning Committee shall include persons who obtained the highest number of votes. In case of equal number of votes the candidates who had been proposed earlier shall enter the Returning Committee.
5. The Returning Committee shall elect the Chairman from among its Members.

6. The tasks of the Returning Committee shall include monitoring the correct course of voting, supervising IT services upon voting with magnetic cards, determining voting results and their submission to the Chairman of the General Meeting, and performing other activities in relation to voting. In case of stating any irregularities in the course of voting, the Committee shall immediately advise the Chairman of the General Meeting and, at the same time, submit proposals concerning further proceedings.
7. Documents with results of each voting shall be signed by all members of the Committee and by the Chairman of the General Meeting.
8. In case of the absence of the Returning Committee the Chairman of the General Meeting shall perform its duties.

#### Article 4

1. The Chairman of the General Meeting shall chair the meeting in accordance with the approved agenda, rules of law as well as the provisions set out herein.
2. The Chairman shall in particular be responsible for :
  - 1) supervising smooth and correct progress of the Meeting,
  - 2) giving the floor and forbidding the speaker to continue,
  - 3) giving appropriate instructions to keep order in the Meeting room,
  - 4) ordering of voting, supervising its proper progress,
  - 5) announcing voting results
  - 6) settling all doubt-arising points of the Rules.

#### Article 5

1. Immediately after the election, the Chairman of the General Meeting shall sign the list of participants of the General Meeting, including the number of shares held by each of them and the number of votes they are entitled to. The attendance list shall be available during the session of the General Meeting.
2. Reservations concerning lack of entry on the list referred to in paragraph 1, or entering false data, shall be submitted by the interested parties to the Chairman of the General Meeting.

#### Article 6

Having signed the attendance list, the Chairman of the General Meeting shall affirm the legality of convening the General Meeting and its ability to pass binding resolutions and shall present the agenda.

#### Article 7

Whenever possible, IT equipment shall be employed for voting at the General Meetings.

#### Article 8

1. Should the need arise the Chairman of the General Meeting may appoint an assistant acting as a Secretary of the General Meeting.
2. The Secretary of the General Meeting shall take the minutes of the Meeting for the Company's use.
3. The Management Board should ensure the presence of the notary public in order to draw up minutes in accordance with the provisions of absolutely binding rules of law.

#### Article 9

1. The Chairman of the General Meeting shall have no right to remove items from the agenda or change their sequence without the approval of the General Meeting.
2. In the matters not covered by the agenda, except for the order issues, including ordering breaks during the Meeting, no resolution can be passed unless the whole share capital is represented at the General Meeting and none of the participants has made any objection to passing the resolution.

#### Article 10

1. Having presented all points included in the agenda, the Chairman shall open the discussion giving the floor to speakers in the order they applied. If the General Meeting agrees a few points in the agenda can be discussed simultaneously. Members of the Management and Supervisory Board as well as the experts they have invited can be given the floor by the Chairman without waiting for their turn.
2. The Chairman of the General Meeting may order that the applications to enter the discussion should be made in writing and should include the first and last name (company name).

#### Article 11

1. The floor shall be given only to discuss the issues included in the agenda and currently under consideration.
2. With regard to every point in the agenda being discussed every shareholder has the right to deliver 5-minute speech and 3-minute reply after being given the floor by the Chairman of the General Meeting.
3. The Chairman of the General Meeting has right to reprimand the speaker who either digresses from the subject matter or exceeds the time fixed for the speech. The speakers who do not obey to the remarks of the Chairman may be taken the floor away.

#### Article 12

1. Having closed the discussion over each point of the agenda and prior to starting the voting the Chairman shall announce the proposals and draft resolutions submitted by the authorized persons.
2. In the first place draft resolutions presented by the entity convening the General Meeting are being put to vote, and in case of the motion being made to put a given matter to discussion during Meeting by the authorized shareholders, then the proposal submitted by these persons has precedence.
3. An entity or authorized person submitting the draft resolution may introduce self-amendments into it until the vote on it is ordered. Then, the draft resolution shall be considered to include the text with introduced self-amendments.
4. Other amendments to the main proposal (draft resolution) as well as any other motions and draft resolutions proposed by the authorized persons shall be voted subsequently in the order of submission unless the further voting on a given point of the agenda becomes pointless.

#### Article 13

1. In case of formal issues the Chairman can give the floor to a speaker without waiting for their turn.
2. Proposals regarding formal issues are considered those concerning in particular:
  - 1) limitations, adjournment or closure of the discussion,
  - 2) closing the number of speakers,
  - 3) ordering break during the Meeting,
  - 4) setting limits on duration of speeches,
  - 5) the order of voting on proposals
3. The discussion over the proposals regarding formal issues shall be opened directly after they have been submitted. Unless the General Meeting decides otherwise, only two speakers may take the floor in discussion on proposals concerning formal issues – one opting “for”, and the other one – “against” the submitted proposal.
4. Directly after the discussion the Chairman of the General Meeting shall order voting on the submitted proposal concerning formal issue.

#### Article 14

1. Prior to the beginning of the election to the Supervisory Board, the Chairman shall order proposing the candidates.
2. Every shareholder has the right to propose any number of candidates for the members of the Supervisory Board. The candidates are proposed orally to the minutes along with short justification. A candidate is enlisted after having consented to stand as candidate. The consent can be given either orally or in writing before ordering the voting.

The Chairman of the General Meeting shall draw up the list of the proposed candidates to the Supervisory Board in the alphabetical order. The list shall be considered closed upon its announcement.
3. In the election to the Supervisory Board each candidate shall be voted separately in the alphabetical order. The appointed members of the Supervisory Board are considered those candidates who received the greatest number of "for" votes. Should at least two candidates receive the same number of votes, the Chairman orders by-voting till the last vacancy in the Supervisory Board is taken.
4. The provisions of the paragraphs 1-3 do not apply to the election of the members of the Supervisory Board by the employees of the Company enterprise.

#### Article 15

Having covered the agenda, the Chairman of the General Meeting shall announce closure of the Meeting.