

Play Communications S.A.
Société anonyme
Registered office: 4/6 rue du Fort Bourbon
L-1249 Luxembourg
RCSL: B 183.803

Annual General Meeting

April 16th, 2019

Voting Final Results¹

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RESOLUTION 1 *Approval of the separate financial statements of the Company as at and for the year ended on December 31st, 2018*

	Quantity of shares	Number of voting rights
For	177,751,884	177,751,884
Against	0	0
Abstention	95,378	95,378

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	99.95%
		% of voting rights "Against":	0.00%
		% of voting rights "Abstain":	0.05%

The General Meeting, after having reviewed the annual report on the activity and the report of the independent auditor, approves the separate financial statements as at and for the financial year ended on December 31st, 2018, in their entirety, showing a net profit of PLN 778,413 thousand.

RESOLUTION 2 *Approval of the consolidated financial statements of the Company and its subsidiaries as at and for the year ended on December 31st, 2018*

	Quantity of shares	Number of voting rights
For	177,751,884	177,751,884
Against	0	0
Abstention	95,378	95,378

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	99.95%
		% of voting rights "Against":	0.00%
		% of voting rights "Abstain":	0.05%

¹ For a full description of the Agenda items please refer to the convening notice of the Annual General Meeting held on April 16th, 2019.

The General Meeting, after having reviewed the annual report on the activity and the report of the independent auditor, approves consolidated financial statements of the Company and its subsidiaries as at and for the year ended on December 31st, 2018, in their entirety, showing a net profit of PLN 774,604 thousand.

RESOLUTION 3 *Acknowledgement and approval of the payment of an interim dividend by the Company, in the total amount of PLN 652,030,701.08 for the financial year ended on December 31st, 2018 paid to the Shareholders of the Company on May 10th, 2018, which was drawn from the retained earnings of the Company*

	Quantity of shares	Number of voting rights
For	177,847,262	177,847,262
Against	0	0
Abstention	0	0

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	100.00%
		% of voting rights "Against":	0.00%
		% of voting rights "Abstain":	0.00%

The General Meeting acknowledges and approves the payment of an interim dividend of PLN 2.57 per share by the Company, in a total amount of PLN 652,030,701.08 for the financial year ended December 31st, 2018 paid to the shareholders of the Company on May 10th, 2018 which was drawn from the retained earnings of the Company.

RESOLUTION 4 *Allocation of results*

	Quantity of shares	Number of voting rights
For	177,847,262	177,847,262
Against	0	0
Abstention	0	0

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	100.00%
		% of voting rights "Against":	0.00%
		% of voting rights "Abstain":	0.00%

The General Meeting acknowledges the net profit of PLN 778,413 thousand of the Company on standalone basis.

It must be noted that available reserves are amounting to PLN 3,703,749 thousand (the Available Reserves).

Profit for the year (A)	PLN 778,413 thousand
Loss brought forward (B)	PLN (95,980) thousand
Other available reserves (C)	PLN 3,673,350 thousand
Available distributable reserves (D=A+B+C)	PLN 4,355,783 thousand
Results to be allocated and distributed (A)	PLN 778,413 thousand
Transfer to reserve for treasury shares (G)	PLN 0 thousand
Allocation to the legal reserve (H)	PLN (13) thousand
Distribution of a dividend (E)	PLN (652,031) thousand
Profit carried forward (F=A-E)	PLN 126,382 thousand
Available distributable reserve after distribution and allocation of result (D-G-H-E)	PLN 3,703,739 thousand
Directors' remuneration for the financial year 2018	PLN 3,209 thousand

RESOLUTION 5 *Approval of the discharge of the directors of the Company*

	Quantity of shares	Number of voting rights
For	177,626,884	177,626,884
Against	125,000	125,000
Abstention	95,378	95,378

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	99.88%
		% of voting rights "Against":	0.07%
		% of voting rights "Abstain":	0.05%

The General Meeting decides to grant discharge to the members of the board of directors of the Company for the financial year ended on December 31st, 2018.

RESOLUTION 6 *Acknowledgement of resignation and approval of discharge of Mr. Georgios Xirouchakis as member of the board of directors for the period January 1st 2018 – July 24th 2018*

	Quantity of shares	Number of voting rights
For	177,847,262	177,847,262
Against	0	0
Abstention	0	0

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	100.00%
		% of voting rights "Against":	0.00%
		% of voting rights "Abstain":	0.00%

The General Meeting acknowledges the resignation of Mr. Georgios Xirouchakis as member of the board of directors of the Company effective on July 25th, 2018 and decides to grant him with discharge for the period January 1st, 2018 – July 25th, 2018.

RESOLUTION 7 *Acknowledgment of the co-optation of Mr. Rouben Bourlas as non-executive director of the Company for a term of office of 3 years expiring at the annual general meeting ruling at the 2021 accounts*

	Quantity of shares	Number of voting rights
For	170,325,013	170,325,013
Against	7,522,249	7,522,249
Abstention	0	0

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	95.77%
		% of voting rights "Against":	4.23%
		% of voting rights "Abstain":	0.00%

The General Meeting acknowledges the co-optation which was resolved on July 24th, 2018 by the board of directors of Mr. Rouben Bourlas and further ratifies such co-optation of Mr. Rouben Bourlas as non-executive director of the Company. It is further resolved that he will exercise his mandate for a term at office of 3 years expiring at the annual general meeting approving the financial statements as at and for the year ending December 31st, 2021.

RESOLUTION 8 *Approval of the re-appointment of Ernst & Young S.A. as independent auditor of the Company to audit the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries for the financial years ending December 31st 2019, December 31st 2020, December 31st 2021 and December 31st 2022*

	Quantity of shares	Number of voting rights
For	177,847,262	177,847,262
Against	0	0
Abstention	0	0

Quorum to reach:	1	Shareholders:	
Quorum reached:	177,847,262	% of voting rights "For":	100.00%
		% of voting rights "Against":	0.00%
		% of voting rights "Abstain":	0.00%

The General Meeting decides to re-appoint Ernst & Young S.A., having its registered office at 5E, Avenue John F. Kennedy, L-1855 Luxembourg, Luxembourg, registered with the Luxembourg register of commerce and companies under number B 47.771, as independent company auditor to perform the independent audit related to the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries for the years ending December 31st, 2019, December 31st, 2020, December 31st, 2021 and December 31st, 2022.

Its mandate shall expire at the annual general meeting of shareholders approving the separate financial statements of the Company as at and for the financial year ending on December 31st, 2022;

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