

11 January 2021

**NOTICE CONVENING THE MEETING OF BONDHOLDERS OF  
SERIES A BONDS OF  
P4 SP. Z O.O., WITH ITS REGISTERED OFFICE IN WARSAW**

**1. CONVENING THE BONDHOLDERS MEETING**

The Management Board of **P4 sp. z o.o.**, with its registered office in Warsaw at the following address: ul. Wynalazek 1, 02-677 Warsaw, entered in the register of entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under number KRS 0000217207, NIP 9512120077, having the share capital of PLN 48,856,500.00, fully paid-up (the “**Issuer**”), acting pursuant to Article 50 sec. 1 subsection 3) and Article 51 sections 1-3 and Article 55 sections 3-5 of the Bonds Act of 15 January 2015 (the consolidated text in the Journal of Laws of 2020, item 1208, as amended) (the “**Bonds Act**”) and in accordance with the provisions of Clause 16 (*Bondholders Meeting*) of the terms and conditions of series A bonds (“**Terms and Conditions of the Bonds**”) issued by the Issuer on 13 December 2019, of the aggregate nominal value of PLN 750,000,000 (the “**Bonds**”) and the provisions of the rules and regulations of the bondholders meeting attached as schedule no. 2 to the Terms and Conditions of the Bonds (“**Rules and Regulations of the Bondholders Meeting**”), hereby convenes, at its own initiative, the meeting of bondholders of the Bonds (the “**Meeting**”), in accordance with this notice.

**2. STATEMENT OF REASONS**

Convening the Meeting is related to the need to consolidate certain provisions of the Terms and Conditions of the Bonds and adjust them to the provisions of the terms and conditions of series B bonds issued by the Issuer on 29 December 2020, of the aggregate nominal value of PLN 500,000,000, referred to in current report no. 13/2020 of 18 December 2020.

**3. DATE, PLACE AND PROCEDURE**

- (a) The Meeting will be held on 3 February 2021 at 2:00 p.m. in Warsaw, in the Issuer’s registered office at the following address: ul. Wynalazek 1, 02-677 Warsaw, Poland.
- (b) Pursuant to Article 55 sec. 3 of the Bonds Act, the Issuer informs that bondholders may participate in the Meeting with the use of means of electronic communication only. The condition for the Bondholders’ participation in the Meeting is due notification of their participation in the Meeting in accordance with this Notice and the Rules and Regulations of the Meeting. The detailed rules of participation in the Meeting with the use of means of electronic communication have been described in item 6 of this Notice.
- (c) The Meeting will be held in Polish.

**4. AGENDA**

The agenda of the Meeting will be as follows:

- (a) opening of the Meeting;
- (b) election of the Chairperson of the Meeting;

- (c) election of the Vote Counting Committee;
- (d) preparation and signing of the attendance list;
- (e) confirmation that the Meeting has been duly convened and is capable of passing resolutions;
- (f) adoption of the agenda of the Meeting;
- (g) passing of resolutions of the Meeting on amendment to the Terms and Conditions of the Bonds; and
- (h) closing of the Meeting.

## 5. THE MAIN OBJECT OF BUSINESS TRANSACTED AT THE MEETING

The main object of business transacted at the Meeting will be discussion on the scope of amendments to the Terms and Conditions of the Bonds as well as passing of resolutions of the Meeting on amendments to the Terms and Conditions of the Bonds aimed at consolidating and adjusting certain provisions of the Terms and Conditions of the Bonds to provisions of the terms and conditions of series B bonds issued by the Issuer on 29 December 2020, of the aggregate nominal value of PLN 500,000,000, referred to in current report no. 13/2020 of 18 December 2020.

## 6. PARTICIPATION IN THE MEETING

- (a) Bondholders of the Bonds (the “**Bondholders**”) who submit to the Issuer, no less than 7 days prior to the date of the Meeting, i.e. not later than on 27 January 2021, a certificate of deposit (confirming that a Bondholder holds the Bonds and that the Bonds are blocked until the business day following the date of the Meeting) with a term of validity ensuring that it will be valid throughout the duration and at each moment when the Meeting is being held. The certificate of deposit is submitted to the Issuer by way of its delivery to the address of the Issuer’s registered office or by way of its delivery in electronic form, in a PDF format, to the Issuer’s e-mail address: [obligacje@play.pl](mailto:obligacje@play.pl). Certificates of deposit submitted as aforesaid cannot be withdrawn prior to the closing of the Meeting.
- (b) The Issuer, based on the submitted certificates of deposit, will determine the list of persons entitled to participate in the Meeting and will review the entitlement of a particular Bondholder, who sent the completed Statement on Remote Participation in the Meeting to the Issuer. To properly review that entitlement, the Issuer may contact a Bondholder or his proxy, using the contact data provided in the Statement on Remote Participation in the Meeting.
- (c) For no less than 3 business days prior to the Meeting, the Issuer will make available, in its registered office, the list of Bondholders entitled to participate in the Meeting. A Bondholder has the right to review the list and request a copy of that list provided that the Bondholder covers the costs of producing the same or to request that the list be sent free of charge by electronic mail to the address specified thereby.
- (d) A Bondholder may participate in the Meeting and exercise the voting right in person or by proxy. The proxy must be granted and revoked in writing, otherwise it will be deemed null and void. It is allowed to sign the proxy with a qualified electronic signature.
- (e) A member of the Issuer’s governing authorities, an Issuer’s employee, a member of governing authorities of the entity controlling the Issuer or an employee of such entity

cannot act as a Bondholder's proxy. Exercise of the voting right by a proxy is governed, accordingly, by provisions on the exercise of the voting right by another representative.

- (f) Any eligible Bondholder or a proxy thereof may participate in the Meeting remotely only, with the use of means of electronic communication, which includes:
  - (i) two-way real-time communication among all persons participating in the Meeting, as part of which they may speak during the Meeting while being in a place other than the place where such Meeting is held;
  - (ii) exercise of the voting right by a Bondholder in person or by proxy before or during the Meeting.
- (g) Participation in the Meeting with the use of means of electronic communication is effected via the "Microsoft Teams" IT platform dedicated for this purpose. The Bondholders or their proxies intending to participate in the Meeting in the form of a video-conference must ensure that the technical requirements set forth in Schedule no. 7 to this Notice are met.
- (h) Bondholders or their proxies participating in the Meeting remotely with the use of means of electronic communication incur all risks related thereto, in particular resulting from the inability to receive the transmission, communicate in real time or exercise the voting right during the Meeting due to a failure or disruption of transmission in the connections used.
- (i) Any Bondholder wishing to participate in the Meeting remotely with the use of means of electronic communication may communicate with the Issuer solely at the following e-mail address of the Issuer: [obligacje@play.pl](mailto:obligacje@play.pl) and via the IT platform designated by the Issuer.
- (j) A Bondholder intending to participate in the Meeting with the use of means of electronic communication is obliged to send to the Issuer, not later than on 27 January 2021, to the e-mail address: [obligacje@play.pl](mailto:obligacje@play.pl):
  - (i) his completed and signed statement, scanned to the PDF format, on his intention to participate in the Meeting remotely, with the use of means of electronic communication, prepared in accordance with the template attached as Schedule no. 8 ("**Statement on Remote Participation in the Meeting**");
  - (ii) a certificate of deposit confirming that the Bondholder holds the Bonds and that the Bonds are blocked until the business day following the date of the Meeting (as stipulated in item 6(a) above);
  - (iii) the excerpt from the National Court Register, the Investment Fund Register or another relevant Register (issued not earlier than three months before submission) applicable to the Bondholder. If a Bondholder is a business entity or an organizational unit without legal personality, a scan of the excerpt from a relevant register or a scan of another document confirming the authorisation of persons acting on behalf of such entity. If any of the above documents has been drawn up in a language other than Polish, such documents must be translated into Polish by a sworn translator;
  - (iv) a scan of the identity document to the extent that will allow to identify persons representing a Bondholder, with the series and number of the identity card or passport and the PESEL number provided;
  - (v) if a proxy has been appointed by a Bondholder to participate in the Meeting, a scan of the proxy document and a scan of the proxy's identity document to the

extent allowing to identify the proxy, with the series and number of the identity card or passport and the PESEL number provided;

- (k) Having successfully reviewed the Bondholder's entitlement and the proxy granted, if any, the Issuer will send to the Bondholder or his proxy, not later than by the end of the third business day prior to the scheduled date of the Meeting, i.e. 29 January 2021, to the e-mail address provided by the Bondholder in the Statement on Remote Participation in the Meeting, a detailed instruction on how to register to the IT platform allowing for remote participation in the Meeting with the use of means of electronic communication, together with the login and starting password, if any.
- (l) In the event of any inconsistency, the Issuer will request a Bondholder to remedy the same within the set time limit by e-mail communication and if it is not clarified within such time limit, the Issuer will refuse to allow the Bondholder, who is affected by such inconsistency, to participate in the Meeting, notifying the Bondholder thereof by a relevant notice sent to the e-mail address provided in the Statement on Remote Participation in the Meeting.
- (m) The voting right will be exercised both prior to the Meeting and during the Meeting, in both cases by way of e-mail communication to the Issuer's e-mail address: [obligacje@play.pl](mailto:obligacje@play.pl) in the following manner:
  - i. casting a vote by correspondence prior to the Meeting is conducted by sending of the completed and signed (with qualified electronic signature as well) voting paper attached as Schedule no. 10A to this Notice. If a Bondholder intends to cast a vote prior to the Meeting, the Bondholder is obliged to send the completed voting paper to the Issuer not later than on 27 January 2021; or
  - ii. casting a vote during the Meeting is conducted by completing and sending signed voting papers attached as Schedule no. 10B to this Notice separately for each of the resolutions following ordering of voting on individual resolutions provided for in the agenda of the Meeting.
- (n) At the same time, the Issuer informs that it is possible to grant the proxy to appear and vote at the Meeting on behalf of the Bondholders, attached as Schedule no. 9 to this Notice.
- (o) The Bonds held by entities being members of the Issuer's group within the meaning of Article 3 sec. 1 subsection 44 of the Accounting Act of 29 September 1994 (Journal of Laws from 2019, item 351, as amended) do not carry the right to participate in the Meeting.
- (p) In addition to the Bondholders, the following persons may participate in the Meeting: members of the Issuer's Management Board, Issuer's authorised employees, Issuer's financial or legal advisors, Bondholders' financial or legal advisors and the Technical Agent. Such persons have the right to take the floor on matters transacted at the Meeting.
- (q) The detailed rules on the proceedings and participation in the Meeting have been stipulated in the Terms and Conditions of the Bonds, the Rules and Regulations of the Bondholders Meeting and the Bonds Act.

## 7. MISCELLANEOUS

- (a) Any terms not defined in this Notice have the meanings ascribed to them in the Terms and Conditions of the Bonds.

- (b) Any issues not regulated in this Notice are governed by the relevant provisions of the Bonds Act and the Terms and Conditions of the Bonds.
- (c) The Issuer reserves the right to cancel the Meeting.

**8. SCHEDULES**

- (a) Schedule 1 - draft resolution on the election of the Chairperson of the Meeting
- (b) Schedule 2 – draft resolution on the election of the Vote Counting Committee
- (c) Schedule 3 - draft resolution on the adoption of the agenda of the Meeting
- (d) Schedule 4 - draft resolution on amendment to the terms and conditions of the Bonds regarding the nominal value of the Bonds
- (e) Schedule 5 - draft resolution on amendment to the remaining terms and conditions of the Bonds
- (f) Schedule 6 - draft resolution on payment of a one-off additional premium to Bondholders
- (g) Schedule 7 - Technical requirements for participation in the Bondholders Meeting with the use of means of electronic communication
- (h) Schedule 8 - Template of the statement on participation in the Bondholders Meeting with the use of means of electronic communication
- (i) Schedule 9 – Proxy template
- (j) Schedule 10A - Voting paper template for voting by correspondence
- (k) Schedule 10B - Voting paper templates for voting during the Bondholders Meeting
- (l) Schedule 11 - draft Terms and Conditions of the Bonds including the amendments resulting from draft Resolution No. 4 and Resolution No. 5 in the version compared to the currently applicable version of the Terms and Conditions of the Bonds

**P4 sp. z o.o.**

Signature: \_\_\_\_\_MARCIN SZUL\_\_\_\_\_

Full name:

Signature: \_\_PIOTR KURIATA\_

Full name:

## SCHEDULE 1

### DRAFT RESOLUTION ON THE ELECTION OF THE CHAIRPERSON OF THE BONDHOLDERS MEETING

#### Resolution no. 1

adopted on 3 February 2021

by the Meeting of Bondholders of series A bonds

issued by P4 sp. z o.o., with its registered office in Warsaw

on the election of the Chairperson of the Bondholders Meeting

The Meeting of bondholders of series A bonds issued on 13 December 2019, of the aggregate nominal value as at the issue date of PLN 750,000,000 (the “**Bonds**”) (the “**Meeting**”), by P4 sp. z o.o., with its registered office in Warsaw (the “**Issuer**”), hereby resolves as follows:

#### § 1

Acting pursuant to Article 59 sec. 2 of the Bonds Act of 15 January 2015 (the “**Bonds Act**”) and item 3b) of the rules and regulations of the Meeting attached as schedule no. 2 to the terms and conditions of the Bonds, in conjunction with clause 16.3 of the terms and conditions of the Bonds, the Meeting resolves to elect [...] to act as the Chairperson of the Meeting.

#### § 2

The resolution shall enter into force on the date it is adopted.

## SCHEDULE 2

### DRAFT RESOLUTION ON THE ELECTION OF THE VOTE COUNTING COMMITTEE

#### Resolution no. 2

adopted on 3 February 2021

by the Meeting of Bondholders of series A bonds

issued by P4 sp. z o.o., with its registered office in Warsaw

on the election of the Vote Counting Committee

The Meeting of bondholders of series A bonds issued on 13 December 2019, of the aggregate nominal value as at the issue date of PLN 750,000,000 (the “**Bonds**”) (the “**Meeting**”), by P4 sp. z o.o., with its registered office in Warsaw (the “**Issuer**”), hereby resolves as follows:

#### § 1

The Meeting undertakes to elect the following persons to the Vote Counting Committee [...]

#### § 2

The resolution shall enter into force on the date it is adopted.



## SCHEDULE 3

### DRAFT RESOLUTION ON THE ADOPTION OF THE AGENDA OF THE MEETING

#### Resolution no. 3

adopted on 3 February 2021

by the Meeting of Bondholders of series A bonds

issued by P4 sp. z o.o., with its registered office in Warsaw

on the adoption of the agenda of the Bondholders Meeting

The Meeting of bondholders of series A bonds issued on 13 December 2019, of the aggregate nominal value as at the issue date of PLN 750,000,000 (the “**Bonds**”) (the “**Meeting**”), by P4 sp. z o.o., with its registered office in Warsaw (the “**Issuer**”), hereby resolves as follows:

#### § 1

The Meeting shall be held with the following agenda:

1. Opening of the Meeting;
2. Election of the Chairperson of the Meeting;
3. Election of the Vote Counting Committee;
4. Preparation and signing of the attendance list;
5. Confirmation that the Meeting has been duly convened and is capable of passing resolutions;
6. Adoption of the agenda of the Meeting;
7. Passing of resolutions on amendment to the terms and conditions of the Bonds and payment of a one-off additional premium to Bondholders; and
8. Closing of the Meeting.

#### § 2

The resolution shall enter into force on the date it is adopted.

## SCHEDULE 4

### DRAFT RESOLUTION ON AMENDMENT TO THE TERMS AND CONDITIONS OF SERIES A BONDS

#### Resolution no. 4

adopted on 3 February 2021

by the Meeting of Bondholders of series A bonds

issued by P4 sp. z o.o., with its registered office in Warsaw

on amendment to the nominal value of Series A Bonds

The Meeting of bondholders of series A bonds issued on 13 December 2019, of the aggregate nominal value of PLN 750,000,000 (the “**Bonds**”) (the “**Meeting**”), by P4 sp. z o.o., with its registered office in Warsaw (the “**Issuer**”), hereby resolves as follows:

#### § 1

The Meeting shall amend the terms and conditions of the Bonds to the effect that:

1. Clause 2.6 of the terms and conditions of the Bonds shall be **amended** to read as follows:  
“2.6 The nominal value of one Bond is PLN 1,000 (in words: one thousand Polish zloty).”
2. Rows 4, 8 and 9 in Schedule 1 - Supplement to the terms and conditions of the Bonds shall be **amended** to read as follows:

Row 4:

“4. The maximum number of bonds offered for acquisition under these Terms and Conditions/Number of Bonds issued: 750,000”

Row 8:

“8. Nominal value of one Bond: PLN 1,000.00”

Row 9:

“9. Issue price of one Bond: PLN 1,000.00”

#### § 2

This resolution shall enter into force on the date it is adopted, provided that amendment to the terms and conditions of the Bonds shall enter into force on condition that resolution no. 5 of the Meeting of 3 February 2021 on amendment to the Terms and Conditions of the Bonds enters into force. Any amendments to the terms and conditions of the Bonds described in § 1 of this resolution shall come into effect after they enter into force and are approved by the Issuer.

#### § 3

Any capitalised terms used in this resolution and not otherwise defined herein shall have the meanings ascribed to them in the terms and conditions of the Bonds.

## SCHEDULE 5

### DRAFT RESOLUTION REGARDING THE AMENDMENT OF TERMS AND CONDITIONS OF ISSUANCE OF SERIES A BONDS

#### Resolution No. 5

dated February 3, 2021

of the Bondholders Meeting of series A bonds

issued by P4 sp. z o.o. with its registered office in Warsaw

regarding the amendment of Series A Bonds Terms and Conditions

The Bondholders Meeting of series A bonds issued on December 13, 2019 of joint nominal value, as of the issue date, PLN 750,000,000 (the “**Bonds**”) (the “**Meeting**”) by P4 sp. z o.o. with its registered office in Warsaw (the “**Issuer**”), hereby resolves as follows:

#### § 1

The Meeting amends the Terms and Conditions to read as follows:

1. In the Recitals of the Terms and Conditions the Issuer’s address shall be amended as follows: ul. Wynałazek 1, 02-677 Warsaw.
2. In Section 1.1. “Definitions”:
  - a. the definitions of “Shareholder” and “Permitted Transformation” shall be deleted;
  - b. the definition of “Permitted Dividend Payment” shall be amended to read as follows:

*“Permitted Dividend Payment” means the Issuer’s payment of dividend, interim dividend, price for the treasury shares acquired by the Issuer or return of additional payments made by the Issuer, provided that:*

- (a) *the Leverage Ratio at the end of the last Financial Half Year for which the Financial Statements were provided in accordance with Section **Biłd! Nie można odnaleźć źródła odwołania.**, preceding the Financial Half Year in which the resolution of the Issuer’s relevant governing body regarding the payment of dividend, interim dividend, acquisition of treasury shares or return of additional payments is adopted, calculated pro-forma, i.e., taking into account such payment, is not higher than 3.75:1; or*
    - (b) *such payment is made by the Issuer in connection with the Permitted Acquisition or any Disposal other than the Prohibited Disposal.*
  - c. the definition of the „Group” shall be amended to read as follows:

*“Group” means the Issuer and the entities consolidated with the Issuer under the full method in accordance with the IFRS.*
  - d. Subsection “(a) taking into account only interest parts of payments under leasing agreements;” shall be deleted from the definition of “Financial Burdens” and numbering of previous subsections (b) and (c) are changed to (a) and (b) respectively;

- e. the definition of the „Benchmark Regulation” shall be added to read as follows:
- “Benchmark Regulation”** means Regulation (EU) 2016/1011 of the European Parliament and of the Council of June 8, 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No. 596/2014.
- f. the definition of “Adjusted EBITDA” shall be amended to read as follows:
- “Adjusted EBITDA”** means, for any Audit Period, EBITDA adjusted as follows:
- (a) increased by the costs and reduced by the income arising from one-time events;
    1. increased by the costs and reduced by the income arising from the valuation of cash-settled or equity-settled incentive and retention programs;
    1. decreased by the depreciation of right of use;
    2. decreased by the interest cost related to leasing;
- g. the definition of “Detailed Rules” shall be amended to read as follows:
- “Detailed Rules”** means the Detailed Rules of Operation of the NDS, i.e., Schedule No. 1 to Resolution No. 655/17 of the NDS Management Board dated September 28, 2017, as amended, or any other document to supersede them.
- h. the definition of the “Act on Bonds” shall be amended to read as follows:
- “Act on Bonds”** means the Act on Bonds of January 15, 2015 (Dz. U. of 2020, item 1208, as amended).
- i. the definition of the “Trading Act” shall be amended to read as follows:
- “Trading Act”** means the Act on Trading in Financial Instruments of July 29, 2005 (Dz. U. of 2020, item. 89, as amended).
- j. the definition of the “Offering Act” shall be amended to read as follows:
- “Offering Act”** means the Act on Public Offering and Conditions of Introduction of Financial Instruments to the System of Organized Trading, and Public Companies of July 29, 2005 (Dz. U. of 2020, item 623, as amended.).
- k. the definition of the “Restructuring Law Act” shall be amended to read as follows:
- “Restructuring Law Act”** means the Restructuring Law Act of May 15, 2015 (Dz. U. of 2020, item 814, as amended).
- l. the definition of the “Bankruptcy Law Act” shall be amended to read as follows:
- “Bankruptcy Law Act”** means the Bankruptcy Law Act of February 28, 2003 (Dz. U. of 2020, item 1228, as amended).
- m. Subsection “(d) leasing:” shall be deleted from the definition of “Financial Debt”, and Subsection (iii) shall read as follows:
- the debt (in particular, whose debtor is the Issuer or his Affiliated Persons or any entities controlled by them) incurred to prevent or repair any Event of Default referred to in Subsection **Błąd! Nie można odnaleźć źródła odwołania.** of these Terms and Conditions.*
- n. the definition of the “Change of Control” shall be amended to read as follows:

**“Change of Control”** means a situation where Iliad S.A., with its registered office in Paris, 16, de la Ville-L'Evêque, 75008, France, registered with the Paris Company and Trade Register under number 342 376 332, will cease to hold, directly or indirectly, shares representing at least 50% plus one share in the Issuer's share capital.

3. Section 3.6(d) shall be amended to read as follows:

*If the Thomson Reuters News Service, or its successor, fails to provide the Base Rate, in accordance with the Supplement, at or around 11:00 hrs of the Central European Time on the Interest Record Date (or at any other time at which the fixing is made on a given day in accordance with the regulations on the fixing of WIBOR), the Base Rate will be equal to the Base Rate published directly by GPW Benchmark S.A. with its registered seat in Warsaw or any other entity which is the administrator for that reference rate (in the meaning of the Benchmark Regulation).*

4. Section 3.6(i) shall be amended to read as follows:

*As of the date of these Terms and Conditions, GPW Benchmark S.A. is included in the register of administrators under Art. 36 of the Benchmark Regulation and has obtained a permit from the Polish Financial Supervision Authority to act as a reference rate administrator under the Benchmark Regulation.*

5. Section 4.4 shall be amended to read as follows:

*Payments under the Bonds will be made through the NDS and Depository System Participants, pursuant to and in accordance with the relevant Regulations, to the entities whose rights under the Bonds are registered in the Bonds Accounts on the Record Date for Bonds. The Calculation Agent will calculate the Amount Due payable under the Bonds on the nearest Payment Date of the Amount Due and provide the NDS with the information on the Amount Due, the nearest Record Date for Bonds, the Payment Date of the Amount Due and the Amount Due payable on the nearest Payment Date of the Amount Due, in accordance with § 134 of the Detailed Rules or any other relevant Regulations to supersede them.*

6. Section 7.1.1(e) shall be amended to read as follows:

**i. Prohibited Dividend Payment**

*The Issuer pays dividend or interim dividend, price for the treasury shares acquired by the Issuer or returns additional payments to its shareholder, other than the Permitted Dividend Payment.*

7. Section 7.1.1(o) shall be added to read as follows:

**i. Change of Control**

*There will be a Change of Control.*

8. Subsections “(d) Withdrawal of the Shareholder's shares from trading on the regulated market” and “(e) Change of Control” shall be deleted from Section 7.2.1 and subsection (f) Failure to convene Bondholders Meeting is amended to subsection (d).

9. Section 7.2.3(b) shall be amended to read as follows:

*The Early Redemption referred to in Subsection **Błąd! Nie można odnaleźć źródła odwołania.** above will be carried out in accordance with § 135 of the Detailed Rules or any other relevant superseding Regulations;*

10. Section 7.2.3(c) shall be amended to read as follows:

*The Early Redemption Date will be the 30th Business Day after the date of submission by the Bondholder of the statement referred to above.*

11. Section 7.3(c) shall be amended to read as follows:  
*In the event of an Early Redemption of part of the Bonds as a result of the Issuer exercising the Issuer's Right to Early Redemption, subject to voluntary submissions of Bonds for redemption (if such submissions are expected), the Bonds will be redeemed from the Bondholders pro rata to the balance of the Bonds recorded in their Bonds Accounts. The number of Bonds redeemed from individual Bondholders will be determined in accordance with the relevant Regulations, in particular § 139 of the Detailed Rules or any other relevant superseding Regulations.*
12. Section 8.1(f) shall be amended to read as follows:  
*The Issuer is not entered in the register of insolvent debtors referred to in Article 55 of the Act on the National Court Register of August 20, 1997 (Dz. U. of 2019, item 1500, as amended).*
13. Section 9.1 and 9.2 shall be amended to read as follows:
- 9.1 *Subject to the mandatory provisions relating to disclosure obligations included in the Regulations until the Redemption Date or the Early Redemption Date of the last outstanding Bond of a given Series, the Issuer will be obliged to make the following financial statements available to the Bondholders at the Issuer's registered office or through the website, on the following dates:*
- (A) *audited annual standalone financial statement of the Issuer (together with the auditor's review report), prepared in accordance with IFRS within 180 days of the end of a given Financial Year;*
- (B) *audited annual consolidated financial statement of the Issuer and its subsidiaries (together with the auditor's review report), prepared in accordance with IFRS within 180 days after the end of a given Financial Year;*
- (C) *unaudited semi-annual stand-alone financial statement of the Issuer, prepared in accordance with IFRS within 90 days after the end of a given Financial Half Year;*
- (D) *semi-annual unaudited consolidated financial statement of the Issuer and its subsidiaries, prepared in accordance with IFRS within 90 days of the end of the given Financial Half-Year.*
- 9.2 *Together with making available the financial statements referred to in Section (a)(i)(B) and (a)(i)(D) above and on their basis, the Issuer will, within 30 days of the date of publication of the financial statements referred to in Section (a)(i)(B) and (a)(i)(D), make available to the Bondholders for viewing at the Issuer's registered office a statement signed by persons authorised to represent the Issuer, substantially in the form of **Błąd! Nie można odnaleźć źródła odwołania.** to these Terms and Conditions (the "Compliance Statement").*
14. In Section 10.2 the address of the Data Protection Inspector appointed by the Issuer shall be amended as follows: ul. Wynalazek 1, 02-677 Warsaw.
15. In Section 15.1(a) the address of the Issuer's designated office shall be amended as follows: ul. Wynalazek 1, 02-677 Warsaw.
16. The first sentence of the Recitals of Schedule 1 – Supplement to the Terms and Conditions shall be amended to read as follows:  
*This document is a supplement to the Terms and Conditions of Bonds dated December 4, 2019, issued by P4 sp. z o.o. with its registered office in Warsaw (the "Terms and Conditions") under a bond issue program up to a maximum amount of 2,000,000,000 (in words: two billion) zlotys (the "Program").*
17. Row 16 of Schedule 1 – Supplement to the Terms and Conditions shall be amended to read as follows:

16.	<i>Premium:</i>	<i>Early Redemption Date since Issue Date</i>	<i>Premium</i>
		<i>up to 1 year (inclusive)</i>	<i>3.00%</i>
		<i>from 1 year to 2 year (inclusive)</i>	<i>1.50%</i>
		<i>from 2 year to 3 year (inclusive)</i>	<i>0.75%</i>
		<i>from 3 year to Redemption Date</i>	<i>0.00%</i>

18. Section 2(n) of Schedule 2 – Rules and Regulations of the Bondholders Meeting to the Terms and Conditions shall be amended to read as follows:

*Apart from the Bondholders, a member of the Issuer’s Management Board also participates in the Bondholders Meeting. Other representatives of the Issuer the Technical Agent, Financial Advisers or legal advisers of the Issuer or the Technical Agent and Financial Advisers or legal advisers of the Bondholders may also participate in the Bondholders Meeting.*

19. The Recitals of Schedule 3 – Form of Compliance Statement to the Terms and Conditions shall be amended to read as follows:

*According to Section 9.2 of the Terms and Conditions of the Bonds, the Issuer’s Management Board hereby notifies the Bondholder of this Compliance Statement including the calculation of the Leverage Ratio and the Interest Cover Ratio (within the meaning of the Terms and Conditions) as at [●], prepared based on the Issuer’s consolidated financial statements for the Audit Period ended on [●] (“Audit Date”).*

20. The third sentence of Schedule 5 – Form of Notice of Early Redemption Basis to the Terms and Conditions shall be amended to read as follows:

*If [(i) during the Turnaround Period, or (ii) after the Turnaround Period but before the date of the Bondholders Meeting scheduled by the Issuer] / [with respect to Early Redemption Bases specified in Subsections 7.1.1(e) and 7.1.1(k) of the Terms and Conditions] [before the date of the Bondholders Meeting scheduled by the Issuer] the relevant Event of Default ceases to exist (whether or not such it is caused by the Issuer or another Group member or otherwise), Bondholders will not have any rights under the Early Redemption Basis, in particular the right to demand the Early Redemption of Bonds, except for the Additional Interest Margin calculated for the period during which the Early Redemption Basis continued.*

## § 2

This resolution comes into force on the day of its adoption, however the amendment of the Terms and Conditions specified in Article 1 of this resolution shall become binding following the Issuer’s consent to the amendment.

## § 3

The Management Board of the Issuer shall be authorized to draft a unified text of the Terms and Conditions, including the amendments specified in the Meeting’s resolution No. 4 dated February 3, 2021, and Article 1 of this resolution No. 5.

## SCHEDULE 6

### DRAFT RESOLUTION ON PAYMENT OF A ONE-OFF ADDITIONAL PREMIUM

#### Resolution no. 6

adopted on 3 February 2021

by the Meeting of Bondholders of series A bonds

issued by P4 sp. z o.o., with its registered office in Warsaw

on payment of a one-off additional premium to Bondholders

The Meeting of bondholders of series A bonds issued on 13 December 2019, of the aggregate nominal value of PLN 750,000,000 (the “**Bonds**”) (the “**Meeting**”), by P4 sp. z o.o., with its registered office in Warsaw (the “**Issuer**”), hereby resolves as follows:

#### § 1

The Issuer undertakes to pay to the Bondholders a one-off additional premium of 10 base points (i.e. 0.10%) of the nominal value of each Bond, for each Bond held on the date of adoption of this resolution (the date of determination of eligible persons) by a particular Bondholder, provided that the Bondholders Meeting grants its approval to the amendment to the Terms and Conditions of the Bonds referred to in resolution no. 5 dated 3 February 2021. Payment shall be made with the intermediary of the company under the business name of Krajowy Depozyt Papierów Wartościowych S.A., with its registered office in Warsaw, within 30 days from the date of adoption of this resolution.

#### § 2

This resolution shall enter into force on the date it is adopted.

#### § 3

Any capitalised terms used in this resolution and not otherwise defined herein shall have the meanings ascribed to them in the Terms and Conditions of the Bonds.



## SCHEDULE 7

### TECHNICAL REQUIREMENTS

#### Technical requirements for remote participation in the Meeting in the form of a video-conference with the use of means of electronic communication

1. Remote participation in the Meeting with the use of means of electronic communication in the form of a video-conference requires:
  - a) the Internet connection of no less than 5 Mbps (the constant speed when using the platform),
  - b) a computer with the feature of reception/reproduction and transmission of the audio and video content, operating under the control of Windows 10 or macOS with one of the following browsers installed on it: Microsoft EDGE, Chrome (all of the above browsers are made available for download in the Internet free of charge). It is not recommended to use the Internet Explorer. In addition, JavaScript or the MS Teams application must be enabled in a particular browser (these are standard browser settings).
2. Smaller speed of the Internet connection and older versions of browsers may cause difficulties or prevent communication with the place where the Meeting takes place, delay the transmission or prevent the casting of votes. When using the platform, a user is recommended not to use other applications which cause the significant load of the computer and the communication connection used by the platform.
3. Below please find the detailed technical requirements:
  - technical requirements for the equipment - <https://docs.microsoft.com/en-us/microsoftteams/hardware-requirements-for-the-teams-app>
  - technical requirements for the system - <https://support.microsoft.com/pl-pl/office/wymagania-systemowe-dotycz%C4%85ce-aplikacji-teams-dou%C5%BCytku-osobistego-dae0234b-839c-4f85-ae75-d14ad2baa978>
  - technical requirements for the Internet browsers - <https://docs.microsoft.com/en-us/microsoftteams/limits-specifications-teams#browsers>

## SCHEDULE 8

### TEMPLATE OF THE STATEMENT ON PARTICIPATION IN THE BONDHOLDERS MEETING WITH THE USE OF MEANS OF ELECTRONIC COMMUNICATION

#### Statement on participation in the Bondholders Meeting with the use of means of electronic communication

I, the undersigned, \_\_\_\_\_

representing the Bondholder \_\_\_\_\_ (*the business name of the Bondholder which is not an individual*),

hereby declare my will to participate in the Meeting of Bondholders of series A Bonds of **P4 sp. z o.o.**, with its registered office in Warsaw at the following address: ul. Wyalazek 1, 02-677 Warsaw (the “**Issuer**”), convened to be held remotely on 3 February 2021, with the use of means of electronic communication.

I represent that the Bondholder will participate in the Bondholders Meeting held in that form in person / I represent that the Bondholder will participate in the Bondholders Meeting held in that form by proxy\*

I represent that the Bondholder intends to cast its vote prior to the Bondholders Meeting / during the Bondholders Meeting.\*

I represent that the Bondholder will participate in the Bondholders Meeting with the following number of \_\_\_\_\_ Bonds: ..... in \_\_\_\_\_ words: ..... which will be stated in the certificate of deposit submitted to the Company not later than 7 days prior to the date of the Bondholders Meeting, i.e. not later than on 27 January 2021.

I accept all conditions and consequences of remote participation in the Bondholders Meeting with the use of means of electronic communication, announced and published by the Issuer.

Particulars of Persons representing the Bondholder and authorised to participate in the Bondholders Meeting remotely, with the use of means of electronic communication:

- **Full name:** \_\_\_\_\_
- **Address:** \_\_\_\_\_
- **PESEL** \_\_\_\_\_ **number:** \_\_\_\_\_
- **Identity card/passport\* number** \_\_\_\_\_
- **E-mail address for contacting and sending the login:** \_\_\_\_\_
- **Contact telephone number:** \_\_\_\_\_

Signatures of persons authorised to represent the Bondholder:

Signature: \_\_\_\_\_

Full name:

Signature: \_\_\_\_\_

Full name:

\* delete as appropriate

## SCHEDULE 9

### PROXY TEMPLATE

\_\_\_\_\_, on \_\_\_\_ 2021

#### PROXY

---

(the “**Bondholder**”) hereby authorise:

(full name, PESEL number) \_\_\_\_\_

hereinafter referred to as the “**Proxy**”

to represent the Bondholder independently at the bondholders meeting (the “**Bondholders Meeting**”), convened pursuant to the notice convening the Bondholders Meeting published on 11 January 2021 (the “**Notice**”) to be held on 3 February 2021, of holders of series A bonds (the “**Bonds**”) issued by P4 sp. z o. o., with its registered office in Warsaw (the “**Issuer**”) and exercise the voting right at that Bondholders Meeting, and in particular to:

1. vote over resolutions of the Bondholders Meeting reading as stipulated in Schedules no. 1, 2, 3, 4, 5 and 6 to the Notice;
2. undertake other acts in law and in fact which may prove necessary during the Bondholders Meeting to pass resolutions, including to vote on formal issues and to sign/confirm the attendance list.

If resolutions containing provisions other than those contained in draft resolutions attached as Schedule no. 1, 2, 3, 4, 5 and 6 to the Notice are put to a vote at the Bondholders Meeting, the Proxy shall be entitled to vote “in favour of” the resolutions containing the amended provisions, if they are at least the same or more favourable for the bondholders of the Bonds as compared to the draft resolutions included in the Notice.

The proxy document shall also authorise the Proxy to submit the application for issuance of a certificate of deposit for the Bonds and to collect the certificate of deposit confirming the Bondholder’s entitlement to participate in the Bondholders Meeting and to submit it to the Company as well as to perform any acts in law and in fact necessary to obtain the certificate of deposit on the Bondholder’s behalf and hold it for the purposes of the Bondholders Meeting.

This proxy shall be valid for the period of 90 days from the date of the issuance hereof.

The proxy may represent other holders of the Bonds issued by the Issuer at the Bondholders Meeting pursuant to relevant proxy documents.

The proxy has the right to appoint substitute proxies.

For the Bondholder:

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Full name:

Full name:

## SCHEDULE 10 – VOTING PAPERS

### IMPORTANT INFORMATION

**PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE BONDHOLDER'S PARTICULARS PROVIDED IN THE FORM AND THE PARTICULARS ENTERED IN THE LIST OF BONDHOLDERS ENTITLED TO PARTICIPATE IN THE BONDHOLDERS MEETING, A VOTE CAST BY CORRESPONDENCE MIGHT NOT BE CONSIDERED TO BE A VALIDLY CAST VOTE.**

**ANY VOTE CAST IN VOTING BY CORRESPONDENCE OTHERWISE THAN WITH THE USE OF THIS FORM IS INVALID.**

**THE SIGNED FORM SHOULD BE DELIVERED TO THE ISSUER'S E-MAIL ADDRESS: [obligacje@play.pl](mailto:obligacje@play.pl).**

**IT IS ALLOWED TO SIGN THE VOTING PAPERS WITH A QUALIFIED ELECTRONIC SIGNATURE.**

**A VOTE CAST IN VOTING BY CORRESPONDENCE WITH THE USE OF THIS FORM IS INCLUDED WHEN COUNTING THE VOTES AT THE BONDHOLDERS MEETING, IF IT WAS RECEIVED BY THE COMPANY NOT LATER THAN ON 27 JanUARY 2021.**

**THE FOLLOWING VOTING CARDS HAVE BEEN DRAFTED RESPECTIVELY FOR VOTING BY CORRESPONDENCE AND VOTING DURING THE MEETING. THE BONDHOLDERS SHOULD CHOOSE ONE PROCEDURE OF VOTING AT THE MEETING.**

**SCHEDULE 10A**

**VOTING PAPER FOR VOTING BY CORRESPONDENCE**

**VOTING PAPER FOR VOTING BY CORRESPONDENCE**

**at the Meeting of Bondholders of series A bonds**

**issued by P4 sp. z o.o., with its registered office in Warsaw**

**dated 3 February 2021**

**I (We), the undersigned, representing:**

Name .....
Address of the registered office: .....
Registry court: ..... Division .....
KRS number .....REGON number .....
Registration particulars of a foreign entity: .....
.....
E-mail address .....
(the “ <b>Bondholder</b> ”)

represent that the Bondholder holds ..... (*number*) series A bonds issued by P4 sp. z o.o. and carrying the right to ..... (*number*) votes.

<b>PASSING OF THE RESOLUTION ON THE ELECTION OF THE CHAIRPERSON OF THE BONDHOLDERS MEETING</b>		
<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Objection</b>	<input type="checkbox"/> <b>I abstain from voting</b>
<b>Number of bonds:</b> _____	<b>Number of bonds:</b> _____	<b>Number of bonds:</b> _____
<input type="checkbox"/> <b>Other:</b>		

PASSING OF THE RESOLUTION ON THE ELECTION OF THE VOTE COUNTING COMMITTEE		
<input type="checkbox"/> <b>In favour</b>  Number of bonds: _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>  Number of bonds: _____	<input type="checkbox"/> <b>I abstain from voting</b>  Number of bonds: _____
<input type="checkbox"/> <b>Other:</b>		

PASSING OF THE RESOLUTION ON THE ADOPTION OF THE AGENDA OF THE BONDHOLDERS MEETING		
<input type="checkbox"/> <b>For</b>  Number of bonds: _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>  Number of bonds: _____	<input type="checkbox"/> <b>I abstain from voting</b>  Number of bonds: _____
<input type="checkbox"/> <b>Other:</b>		

PASSING OF THE RESOLUTION ON AMENDMENT TO THE TERMS AND CONDITIONS OF SERIES A BONDS REGARDING THE NOMINAL VALUE OF THE BONDS		
<input type="checkbox"/> <b>For</b>  Number of bonds: _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>  Number of bonds: _____	<input type="checkbox"/> <b>I abstain from voting</b>  Number of bonds: _____
<input type="checkbox"/> <b>Other:</b>		



**PASSING OF THE RESOLUTION ON AMENDMENT TO THE REMAINING TERMS AND CONDITIONS OF SERIES A BONDS**

<input type="checkbox"/> <b>For</b>    Number of bonds: _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>   Number of bonds: _____	<input type="checkbox"/> <b>I abstain from voting</b>    Number of bonds: _____
<input type="checkbox"/> <b>Other:</b>		

**PASSING OF THE RESOLUTION ON PAYMENT OF A ONE-OFF ADDITIONAL PREMIUM TO BONDHOLDERS**

<input type="checkbox"/> <b>For</b>    Number of bonds: _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>   Number of bonds: _____	<input type="checkbox"/> <b>I abstain from voting</b>    Number of bonds: _____
<input type="checkbox"/> <b>Other:</b>		

**Signatures of the Bondholder's authorised representatives:**

_____ (signature)	_____ (signature)
Location: .....	Location: .....
Date: .....	Date: .....

**SCHEDULE 10B**

**VOTING PAPERS FOR VOTING DURING THE BONDHOLDERS MEETING**

**VOTING PAPER FOR VOTING DURING THE BONDHOLDERS MEETING**  
**for resolution no. 1 on the election of the Chairperson of the Bondholders Meeting**  
**at the Meeting of Bondholders of series A bonds**  
**issued by P4 sp. z o.o., with its registered office in Warsaw**  
**dated 3 February 2021**

**I (We), the undersigned, representing:**

Name .....
Address of the registered office: .....
Registry court: ..... Division .....
KRS number .....REGON number .....
Registration particulars of a foreign entity: .....
E-mail address .....
(the “ <b>Bondholder</b> ”)

represent that the Bondholder holds ..... (*number*) series A bonds issued by P4 sp. z o.o. and carrying the right to ..... (*number*) votes.

**ELECTION OF THE CHAIRPERSON OF THE BONDHOLDERS MEETING**

PASSING OF THE RESOLUTION ON THE ELECTION OF THE CHAIRPERSON OF THE BONDHOLDERS MEETING		
<input type="checkbox"/> <b>In favour</b>    <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>   <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>I abstain from voting</b>    <b>Number of bonds:</b> _____
<input type="checkbox"/> <b>Other:</b>   		

**Signatures of the Bondholder's authorised representatives:**

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

**VOTING PAPER FOR VOTING DURING THE BONDHOLDERS MEETING**  
**for resolution no. 2 on the election of the Vote Counting Committee**  
**at the Meeting of Bondholders of series A bonds**  
**issued by P4 sp. z o.o., with its registered office in Warsaw**  
**dated 3 February 2021**

**I (We), the undersigned, representing:**

Name .....
Address of the registered office: .....
Registry court: ..... Division .....
KRS number .....REGON number .....
Registration particulars of a foreign entity: .....
E-mail address .....
(the “ <b>Bondholder</b> ”)

represent that the Bondholder holds ..... (*number*) series A bonds issued by P4 sp. z o.o. and carrying the right to ..... (*number*) votes.

**ELECTION OF THE VOTE COUNTING COMMITTEE**

PASSING OF THE RESOLUTION ON THE ELECTION OF THE VOTE COUNTING COMMITTEE		
<input type="checkbox"/> <b>In favour</b>   <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>  <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>I abstain from voting</b>   <b>Number of bonds:</b> _____
<input type="checkbox"/> <b>Other:</b>		

**Signatures of the Bondholder's authorised representatives:**

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

**VOTING PAPER FOR VOTING DURING THE BONDHOLDERS MEETING**  
**for resolution no. 3 on the adoption of the agenda of the Bondholders Meeting**  
**at the Meeting of Bondholders of series A bonds**  
**issued by P4 sp. z o.o., with its registered office in Warsaw**  
**dated 3 February 2021**

**I (We), the undersigned, representing:**

Name .....
Address of the registered office: .....
Registry court: ..... Division .....
KRS number .....REGON number .....
Registration particulars of a foreign entity: .....
E-mail address .....
(the “ <b>Bondholder</b> ”)

represent that the Bondholder holds ..... (*number*) series A bonds issued by P4 sp. z o.o. and carrying the right to ..... (*number*) votes.

**ADOPTION OF THE AGENDA OF THE BONDHOLDERS MEETING**

<b>PASSING OF THE RESOLUTION ON THE ADOPTION OF THE AGENDA OF THE BONDHOLDERS MEETING</b>		
<input type="checkbox"/> <b>For</b>    <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>   <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>I abstain from voting</b>    <b>Number of bonds:</b> _____
<input type="checkbox"/> <b>Other:</b>		

**Signatures of the Bondholder’s authorised representatives:**

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

\_\_\_\_\_  
(signature)

Location: .....

Date: .....



**VOTING PAPER FOR VOTING DURING THE BONDHOLDERS MEETING**  
**for resolution no. 4 on the amendment of the terms and conditions of series A bonds**  
**regarding the nominal value of the bonds**  
**at the Meeting of Bondholders of series A bonds**  
**issued by P4 sp. z o.o., with its registered office in Warsaw**  
**dated 3 February 2021**

**I (We), the undersigned, representing:**

Name .....
Address of the registered office: .....
Registry court: ..... Division .....
KRS number .....REGON number .....
Registration particulars of a foreign entity: .....
E-mail address .....
(the “ <b>Bondholder</b> ”)

represent that the Bondholder holds ..... (*number*) series A bonds issued by P4 sp. z o.o. and carrying the right to ..... (*number*) votes.

**AMENDMENT TO THE TERMS AND CONDITIONS OF SERIES A BONDS REGARDING THE NOMINAL VALUE OF THE BONDS**

PASSING OF THE RESOLUTION ON AMENDMENT TO THE TERMS AND CONDITIONS OF SERIES A BONDS REGARDING THE NOMINAL VALUE OF THE BONDS		
<input type="checkbox"/> <b>For</b>    <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>   <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>I abstain from voting</b>    <b>Number of bonds:</b> _____
<input type="checkbox"/> <b>Other:</b>		

**Signatures of the Bondholder’s authorised representatives:**

\_\_\_\_\_

(signature)

Location: .....

Date: .....

(signature)

Location: .....

Date: .....

**VOTING PAPER FOR VOTING DURING THE BONDHOLDERS MEETING  
for resolution no. 5 on the amendment to the remaining terms and conditions of series A  
bonds**

**at the Meeting of Bondholders of series A bonds**

**issued by P4 sp. z o.o., with its registered office in Warsaw**

**dated 3 February 2021**

**I (We), the undersigned, representing:**

Name .....
Address of the registered office: .....
Registry court: ..... Division .....
KRS number .....REGON number.....
Registration particulars of a foreign entity: .....
E-mail address .....
(the “ <b>Bondholder</b> ”)

represent that the Bondholder holds ..... (*number*) series A bonds issued by P4 sp. z o.o. and carrying the right to ..... (*number*) votes.

**AMENDMENT TO THE REMAINING TERMS AND CONDITIONS OF SERIES A  
BONDS**

PASSING OF THE RESOLUTION ON AMENDMENT TO THE REMAINING TERMS AND CONDITIONS OF SERIES A BONDS		
<input type="checkbox"/> <b>For</b>    Number of bonds: _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>   Number of bonds: _____	<input type="checkbox"/> <b>I abstain from voting</b>    Number of bonds: _____
<input type="checkbox"/> <b>Other:</b>		

**Signatures of the Bondholder’s authorised representatives:**

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

**VOTING PAPER FOR VOTING DURING THE BONDHOLDERS MEETING**  
**for resolution no. 6 on payment of a one-off additional premium to Bondholders**  
**at the Meeting of Bondholders of series A bonds**  
**issued by P4 sp. z o.o., with its registered office in Warsaw**  
**dated 3 February 2021**

**I (We), the undersigned, representing:**

Name .....
Address of the registered office: .....
Registry court: ..... Division .....
KRS number .....REGON number .....
Registration particulars of a foreign entity: .....
.....
E-mail address .....
(the “ <b>Bondholder</b> ”)

represent that the Bondholder holds ..... (*number*) series A bonds issued by P4 sp. z o.o. and carrying the right to ..... (*number*) votes.

**PAYMENT OF A ONE-OFF ADDITIONAL PREMIUM TO BONDHOLDERS**

<b>PASSING OF THE RESOLUTION ON PAYMENT OF A ONE-OFF ADDITIONAL PREMIUM TO BONDHOLDERS</b>		
<input type="checkbox"/> <b>For</b>   <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection</b>  <b>Number of bonds:</b> _____	<input type="checkbox"/> <b>I abstain from voting</b>   <b>Number of bonds:</b> _____
<input type="checkbox"/> <b>Other:</b>		

**Signatures of the Bondholder's authorised representatives:**

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

\_\_\_\_\_  
(signature)

Location: .....

Date: .....

## EXPLANATORY NOTES

Bondholders are requested to cast their vote by placing “X” in a relevant box.

If a Bondholder resolves to vote differently under the bonds held thereby, the Bondholder is requested to specify, in a relevant column, the number of bonds, under which it votes “in favour”, “against” or under which it “abstains” from voting. If the number of Bonds is not specified, it is considered that the vote was cast under all Bonds held by the Bondholder.

The draft resolutions which are planned to be passed as part of particular items of the agenda have been attached as schedules to this instruction.

**Please note that the draft resolutions attached to this form may differ from draft resolutions put to a vote at the Bondholders Meeting. For avoidance of any doubt as to how a vote cast by correspondence should be treated in such a case, we recommend specifying in the column “other” how the vote cast should be treated in such a case.**

**SCHEDULE 11**

**DRAFT TERMS AND CONDITIONS OF THE BONDS INCLUDING THE AMENDMENTS  
RESULTING FROM DRAFT RESOLUTION NO. 4 AND RESOLUTION NO. 5 IN THE  
VERSION COMPARED TO THE CURRENTLY APPLICABLE VERSION OF THE TERMS  
AND CONDITIONS OF THE BONDS**