

RULES

SPECIFYING DETAILED PRINCIPLES OF PARTICIPATION IN THE GENERAL MEETING OF 11 BIT STUDIOS S.A. OF WARSAW BY ELECTRONIC MEANS

Section 1

SCOPE

1. These Rules define detailed principles of participation in the General Meeting by electronic means.
2. The General Meeting convened and held under Art. 406⁵.1 and 406⁵.2 of the Commercial Companies Code shall be convened and held in accordance with the applicable laws, the Articles of Association, the Rules of Procedure for the General Meeting, and these Rules.
3. Any matters not provided for in these Rules shall be governed by the Commercial Companies Code, the Company's Articles of Association and the Rules of Procedure for the Company's General Meeting.

Section 2

DEFINITIONS

In these Rules:

shareholder		shall mean a shareholder of the Company
Depository of Securities		shall mean the central depository of securities: Krajowy Depozyt Papierów Wartościowych S.A.
Commercial Companies Code		shall mean the Commercial Companies Code of September 15th 2000 (consolidated text of February 22nd 2019, Dz. U. of 2019, item 505)
Supervisory Board		shall mean the Supervisory Board of the Company
Rules		shall mean these Rules
Rules of Procedure for the General Meeting		Shall mean the Rules of Procedure for the General Meeting of the Company

Company	shall mean 11 bit studios S.A. of Warsaw, Poland
Articles of Association	shall mean the Articles of Association of the Company
electronic means	shall mean technical solutions, including ICT equipment and supporting software tools, which enable remote communication through the transmission of data between ICT systems, as referred to in Art. 2.5 of the Electronic Services Act of July 18th 2002 (consolidated text of February 6th 2020, Dz. U. of 2020, item 344)
Management Board	shall mean the Management Board of the Company
General Meeting	shall mean the General Meeting of the Company

Section 3

PARTICIPATION IN THE GENERAL MEETING BY ELECTRONIC MEANS

1. The entity convening the General Meeting shall resolve whether it will be possible to participate in the General Meeting by electronic means.
2. Participation in the General Meeting in the manner specified in Section 3.1 above shall include in particular:
 - 1) real-time broadcast of the General Meeting,
 - 2) real-time bilateral communication where shareholders may take the floor during the General Meeting from a location other than the place where the General Meeting is held,
 - 3) exercise of the right to vote prior to or during the General Meeting either in person or through a proxy.
3. Participation in the General Meeting in the manner specified in Section 3.1 above shall be supported by a dedicated IT platform.
4. Communication in the manner referred to in Section 3.1 above shall be ensured using technologies and means that guarantee identification of shareholders and security of communication. The detailed specification of electronic means shall be provided in the notice of the General Meeting on a case-by-case basis.

5. Shareholders that intend to participate in the General Meeting in the manner referred to in Section 3.1 above shall notify their intention to do so by completing and delivering the notice attached as an appendix to the notice of the General Meeting (the “**Notice**”), in the manner and to the address specified in the notice of the General Meeting.

Section 4

SHAREHOLDER IDENTITY VERIFICATION

1. A shareholder holding rights attached to bearer shares in the Company shall be required to authorise the entity maintaining their securities account to include additional data in the entitled persons list delivered to the Depository of Securities, based on which data the shareholder may be authenticated on the IT platform used to hold the General Meeting by electronic means.
2. Where a shareholder referred to in Section 4.1 above is not a natural person, an authorised representative or proxy must always act on behalf of such shareholder. A proxy may also be appointed by a natural person. The procedure for appointing a proxy is defined in Section 5 of the Rules of Procedure for the General Meeting.
3. If a shareholder referred to in Section 4.1 above has appointed a proxy, such shareholder shall deliver, together with the Notice, the power of proxy document and a scanned copy of the proxy’s identity document, to the extent enabling the proxy to be identified, specifying the serial number of such identity document and the proxy’s personal identification number (PESEL), or confirming the proxy’s identity with the electronic signature.
4. In the notice of the General Meeting, the Management Board may indicate a different method for verifying the identity of a shareholder’s proxy from that specified in Section 4.3 above.
5. If a shareholder referred to in Section 4.1 above is a legal person or an unincorporated organisation, such shareholder shall deliver, together with the Notice, a scanned copy of their excerpt from the relevant register or of another document confirming authorisation of the persons acting on behalf of such legal person or unincorporated organisation.
6. If any document used for identification as referred to in Sections 4.3–4.4 above is in a language other than Polish, the shareholder shall attach to such document its translation into the Polish language prepared by a sworn translator.

7. If a shareholder who has submitted the Notice comes to the General Meeting in person, the Company shall register such shareholder's physical participation in the Meeting on the IT platform used to hold the General Meeting by electronic means and shall deliver a voting device to the shareholder.
8. After a positive verification of shareholder rights or powers of proxy, within the time limit specified in the notice of the General Meeting, the Company shall send to the shareholder or the shareholder's proxy, to the email address provided by the shareholder in the Notice, detailed instructions on how to register on the IT platform used to hold the General Meeting by electronic means, along with the login and initial password to be used for the first registration on this platform, which shall be deemed a confirmation of the shareholder's right to participate in the General Meeting by electronic means. The login shall be sent to the email address indicated in the Notice, while the initial password shall be sent by a short text message to the telephone number indicated in the Notice.
9. The initial password delivered by the Company to the shareholder for accessing the IT platform used to hold the General Meeting by electronic means may be used exclusively to register on the platform for the first time. In order to ensure secure and confidential operation of the IT platform, a shareholder should change their initial password to one of their own choice, as described in the instructions sent along with the login to the email address indicated in the Notice.

Section 5

TAKING THE FLOOR

1. Shareholders participating in the General Meeting may communicate electronically with the Presiding Committee of the Meeting by electronic means, using a dedicated section of the IT platform.
2. The communication referred to in Section 5.1 above shall be exclusively in the Polish language.

Section 6

SUBMISSION OF DRAFT RESOLUTIONS

1. Shareholders participating in the General Meeting by electronic means may propose draft resolutions through the IT platform.

2. To submit a draft resolution, a shareholder should send a file containing the proposed text of the resolution to the Presiding Committee of the General Meeting. The following file formats shall be allowed: DOC, DOCX, PDF and TXT.
3. If a file has been infected by a virus in a shareholder's computer, the file may be rejected and not opened at the level of the IT platform administrator in the room where the Meeting is held. The user who has sent such file shall be notified accordingly by the Presiding Committee of the General Meeting.

Section 7

VOTING

1. A shareholder participating in the General Meeting by electronic means may vote by choosing one of the three options (decisions): yes/for, no/against or abstain/abstention.
2. Once a particular option has been chosen, information shall be displayed showing the decision selected and the request for its final confirmation.
3. A shareholder participating in the General Meeting by electronic means may vote each of their shares differently.
4. If a shareholder exercises their voting rights by electronic means, the Company shall promptly send to the shareholder a confirmation of receipt of the shareholder's vote.
5. When a shareholder participates in the General Meeting by electronic means, the shareholder may declare that they voted against a resolution and demand that their objection be recorded in the minutes, in accordance with Section 5.1 of these Rules.

Section 8

LIMITATION OF THE COMPANY'S LIABILITY

1. In the case of technical problems caused by reasons attributable to the Company and preventing shareholders from participating in the General Meeting in the manner referred to in Section 3.1 of these Rules, the Chair of the General Meeting may adjourn the General Meeting for procedural reasons until electronic communication is restored, provided that this does not materially disrupt the proceedings of the General Meeting.
2. The risk of using electronic means of communication to participate in the General Meeting, take the floor and vote at the General Meeting shall lie exclusively with the shareholder and the Company shall have no liability in this respect.