

**THE RULES OF PROCEDURE OF THE  
GENERAL MEETING  
Asseco Business Solutions SA in Lublin**

All notices, notifications, claims and statements provided for by these Rules and submitted electronically to the Company shall be deemed submitted to the Company the moment they are entered in the electronic means of communication in such a way that a person acting on behalf of the Company is able to examine them taking into account the Board's working hours, or which are listed on the website of the Company, or in the notice convening the General Meeting. The Company is not responsible for the consequences caused by the incapacity to use electronic means to communicate with the Company, or for the failure to deliver to the Company the correspondence sent by an eligible participant in electronic form, if the above occurs for reasons beyond Company's control.

**I. POWERS OF THE GENERAL MEETING**

1. The General Meeting is the supreme body of the Company.
2. The General Meeting shall act in accordance with the principles stipulated in the Articles of Association.
3. The General Meeting is the authority in matters falling within the competence of the General Meeting by law or under the Articles of Association.
4. The General Meeting resolution on the amendment of the Articles of Association concerning the relocation of the registered seat requires the approval of shareholder Maciej Maniecki in order to be valid. The personal entitlement referred to in the preceding sentence should be exercised through a declaration submitted by the shareholder to the minutes of the General Meeting immediately before the adoption of the resolution on the matter.

**II. THE CONVENING OF THE GENERAL MEETING**

1. General Meetings may be ordinary and extraordinary. General Meetings shall be held at the Company headquarters or in Warsaw.
2. Subject to the provisions of the Commercial Companies Code, the General Meeting shall convene the Management Board for consideration of matters reserved by law or the Articles of Association to the cognizance of the General Meeting.
3. The General Meeting shall be convened by a notice on the Company's website at <http://www.assecobs.pl/> and in the manner prescribed for the disclosure of the Company's current information in accordance with the provisions of the Act on Public Offer and Conditions for Introducing Financial Instruments to the Organised Trading System, and on Public Companies. The Board shall publish the notice at least twenty six days before the General Meeting.
4. In the notice convening the General Meeting of the Company, the Board determines:
  - a. date, time and place of the General Meeting,
  - b. detailed agenda,
  - c. the Rules of Procedure of the General Meeting containing the description of the procedures for participation in the General Meeting and exercise of voting rights,
  - d. registration date in the General Meeting,
  - e. information that the right to participate in the General Meeting is held only by persons who are the shareholders on the date of registering the participation in the General Meeting,
  - f. where and how the person eligible to participate in the General Meeting can obtain the full text of the documents to be presented to the General Meeting and draft resolutions, or, if no resolutions are anticipated, the Board's or the Supervisory Board's remarks on matters placed on the agenda of the General Meeting or matters to be placed on the agenda before the General Meeting,
5. On the Company's website at <http://www.assecobs.pl/> the Board shall also publish:
  - a. information about the total number of shares in the company and the number of votes from those shares on the date of notice, and if the shares are of different types – the division of shares into individual types and number of votes from the shares of individual types,
  - b. documents to be presented to the General Meeting,
  - c. draft resolutions, or if no resolutions are anticipated, the Board's or the Supervisory Board's remarks on matters placed on the agenda of

- the General Meeting or matters to be placed on the agenda before the General Meeting,
- d. location and manner of obtaining the forms permitting the exercise of the right to vote by proxy that enable:
    - identification of the voting shareholder and their proxy, if a shareholder exercises their right to vote by proxy,
    - voting in a manner consistent with the Articles of Association,
    - objections by shareholders voting against the resolution,
    - posting instructions on how to vote for those resolutions which are to be voted by proxy.

### **III. PERSONS ELIGIBLE TO PARTICIPATE IN THE GENERAL MEETING**

1. The right to participate in the General Meeting of the Company may be exercised by persons who are shareholders of the Company sixteen days before the General Meeting (the date of registering for the General Meeting). Also the Members of the Management Board and Supervisory Board have the right to participate in the General Meeting.
2. In addition to the participants, other persons may attend the General Meeting if their participation is due to law or the Articles, or if the Chairperson has consented to their presence. This applies in particular to the Company's consultants or Chairperson's advisers (notary public, lawyers, auditors or other experts), as well as anyone assisting in the organization of the General Meeting. For the sake of organisation of the General Meeting, the Company may also hire a professional service dealing with the preparation or carrying out of General Meetings.
3. Such eligible persons shall be determined on the basis of a personal certificate of right to participate in the General Meeting issued by the securities account operator or based on other documents equivalent to that certificate, provided that the issuer of such documents is indicated to the entity running the securities depository for the Company.
4. The certificate may be issued for part or all of the shares registered in the shareholder's securities account. The certificate states the following:
  - a. company (name), seat, address and stamp of the issuer, certificate number,
  - b. the number of shares,
  - c. type and code of shares,
  - d. company (name), seat and address of the Company,
  - e. nominal value of shares,
  - f. Name or business name (name) of eligible holder of the shares,
  - g. seat (residence) and the address of the eligible holder of the shares,
  - h. aim of issuing the certificate,
  - i. date and place of issuing the certificate,
  - j. signature of the person authorized to issue the certificate.
5. The list of eligible participants in the General Meeting of the Company shall be determined based on the list drawn up by the securities depository operator in accordance with the provisions on trade in financial instruments.
6. On a written or electronically submitted request of the shareholder, the Company shall send such a shareholder a list of eligible participants in the General Meeting of the Company. The list shall be sent by e-mail, provided the shareholder provides the address to which the list should be sent.
7. A shareholder may attend the General Meeting and exercise their right to vote in person or by proxy. The power of attorney is granted in writing or electronically.
8. A shareholder who has awarded a power of attorney electronically should notify the Company of this award and of the proxy. The notification should be made by the shareholder in writing or electronically.
9. Notification delivered electronically shall be sent to the Company via electronic mail at the address indicated on the website of the Company, or in the notice convening the General Meeting in time enabling the Company to make the identification of the shareholder and its proxy, not later than the day preceding the day

on which the General Meeting is convened. The Management Board may determine other manner of delivering the notification, which shall be indicated in the notice convening the General Meeting.

10. The notification shall include:
  - a. name and surname or the name (company) the principal and the names of the persons entitled to grant power of attorney on its behalf,
  - b. for natural persons, the type and number of identity document, alternatively the principal's PESEL number for Polish citizens
  - c. in the case of legal persons or unincorporated entities, to which a separate law confers legal capacity, the number given under the relevant register,
  - d. name and surname of the proxy,
  - e. place of residence (headquarters) of the principal and proxy,
  - f. phone number or e-mail address that allow constant contact with the principal,
  - g. the date of the power of attorney,
  - h. indication of the General Meeting to which the power of attorney is awarded,
  - i. scope of the power of attorney.
11. Electronic notification on the award of the power of attorney should include (as an attachment):
  - a. for a shareholder being a natural person - a copy of an official ID with the shareholder's photo,
  - b. for a shareholder being a legal person or unincorporated entity, to which a separate law confers legal capacity – a copy of an extract from appropriate register or other document evidencing the proxy's due authorisation to represent the shareholder at the General Meeting.
12. If the notification does not meet the requirements specified by the Company, the Company shall immediately inform the shareholder or a proxy electronically, pointing to deficiencies in the notification.
13. Failure to give notification or notification in violation of the requirements mentioned above is taken into account when assessing the existence of proxy's legitimate mandate to represent the shareholder at the General Meeting. In particular, it may prevent or exclude a person from participation in the General Meeting.
14. The resolutions of paragraphs 10-13 shall apply accordingly to further powers granted and their cancellation.

#### **IV. THE RULES OF PROCEDURE OF THE GENERAL MEETING**

##### **Section 1**

##### **INITIAL REGISTRATION OF THE PARTICIPANTS OF THE GENERAL MEETING**

1. Each participant, on arrival at the General Meeting, is required to enter the attendance list, receiving a ballot. When being prepared, the attendance list is freely available to the participants of the General Meeting. The attendance list should include in particular:
  - a) name and surname or the name (business name) of each participant,
  - b) identification of the document which confirms the participant's identity,
  - c) in the case of a shareholder's proxy, the following should be indicated:
    - name and surname and the name (business name) of the shareholder, on whose behalf the proxy acts and
    - the source of power (member of an organ of representation, proxy, legal representative, etc.),
  - d) number of shares that the participant owns,
  - e) number of votes given to the participant,
  - f) signature of the participant.

2. A proxy who has been granted the power of attorney electronically prior to entry in the attendance list is required to submit to the original or a copy of the granted power to the minutes of the General Meeting, if no copy of such a power of attorney has been delivered electronically.
3. In case of doubt as to the authenticity of any copies of documents presented by the proxy, the Company reserves the right to require the proxy – upon preparing the attendance list – to present:
  - for a shareholder being a natural person – official ID with the shareholder's photo confirmed as a true copy by a notary public or other entity authorized to certify documents as true copies,
  - for a shareholder being a legal person or unincorporated entity, to which a separate law confers legal capacity – a copy of an extract from appropriate register or other document evidencing the proxy's due authorisation to represent the shareholder at the General Meeting or the original of such an extract confirmed as a true copy by a notary public or other entity authorized to certify documents as true copies.

## **Section 2**

### **THE OPENING OF THE GENERAL MEETING**

1. The proceedings of the General Meeting are opened by the Chairperson of the Supervisory Board or his/her assistant. In the absence of the Chairperson of the Supervisory Board or their assistant, the General Meeting is opened by the President of the Management Board or a person designated by the Management Board.
2. After that, the person opening the proceedings orders that the Chairperson of the General Meeting be elected. The Chairperson is elected from among all the participants of the General Meeting.
3. Each participant is entitled to submit to the minutes one candidate (including themselves) for the position of Chairperson.
4. The candidates are included in a list of candidates after submission to the minutes of the General Meeting of a statement of consent to candidacy. The list of candidates is drawn up by the person opening the proceedings. The list is closed when announced, which is done by the person opening the proceedings after verifying that no further candidates are being registered.

## **Section 3**

### **CHAIRPERSON OF THE GENERAL MEETING, THE RETURNING COMMITTEE**

1. Election of the Chairperson shall be done by secret ballot. The person opening the proceedings shall manage the vote, shall ensure its proper conduct and publish the result.
2. The person elected Chairperson from among the listed candidates is one who obtains the greatest number of votes cast. Where two or more candidates receive the same highest number of votes, the vote is repeated. The re-vote involves only those candidates who in the previous vote obtained the same highest number of votes.
3. Upon assuming the function, the Chairperson may choose to elect three members of the Returning Committee. The Returning Committee's task is to supervise the proper conduct of votes and to inform the Chairperson of the results. The minutes containing the results of each vote are signed immediately after the calculation of votes by all members of the Returning Committee and the Chairperson.
4. The Returning Committee is composed of at least three people. The Chairperson and participants of the General Meeting have the right to propose candidates to the Returning Committee. Each participant in the General Meeting has the right to stand as a candidate to the Committee. The proposed candidates are included in a list of candidates after submission to the minutes of the General Meeting of a statement of consent to candidacy. The list of candidates is drawn up by the Chairperson. The list is closed and announced if no further candidates are being proposed.
5. The selection of the Committee members is done by voting on a list of candidates.
6. The Returning Committee elects from among its members Chairperson of the Returning Committee who directs its work. The Committee sits in a room designated by the Chairperson.
7. The Chairperson is competent to direct the proceedings of the General Meeting, in particular:

- a. to ensure efficient proceedings of the General Meeting consistent with the agreed agenda and respecting the rights and interests of all shareholders,
  - b. to prevent the abuse of rights by the General Meeting participants,
  - c. to give and take away the floor to the General Meeting participants,
  - d. to close and announce lists of candidates,
  - e. to read draft resolutions,
  - f. to order vote and oversee its proper course,
  - g. to announce voting results,
  - h. to manage adjournments,
  - i. to bring for discussion issues regarding the agenda,
  - j. to change the order of proceedings related to particular items on the agenda,
  - k. to interpret the provisions of the Rules.
8. The General Meeting may decide, at the request of the Chairperson, on the limitation of speaking time and closing the list of speakers, provided that both the opinions for and against the adoption of the draft resolution were voiced.
  9. The Chairperson of the General Meeting can take away the floor from the person who is speaking off the subject or in a manner not permitted, in particular by using words commonly regarded as vulgar or offensive.
  10. The Chairperson of the General Meeting may order adjournment during the proceedings of the General Meeting to request the assistance of a security body empowered to expel a participant who disrupts the peace and order of the agenda, in particular, behaving aggressively and annoyingly toward other participants in the meeting.
  11. The Chairperson may perform final editing of motions subjected to a vote, if the speakers fail to formulate a clear wording of the proposed resolution.
  12. The Chairperson of the General Meeting decides on the admission of journalists to the room, or grants permission for video or audio recording of the proceedings of the General Meeting. However, in the case of opposition of even one of the shareholders present in the room, the matter will be decided by the General Meeting.
  13. The Chairperson manages the work of support staff of the General Meeting.
  14. The decisions of the Chairperson of the General Meeting may be appealed by the participants before the General Meeting.
  15. The Chairperson should not resign from the performance of their duties without valid reasons. Nor can they without a legitimate reason to delay the signature of the minutes.

#### **Section 4 THE PROCEEDINGS**

##### ***Initial action taken by the Chairperson – the Agenda***

1. Immediately after the election, the Chairperson begins to chair the proceedings in lieu of the opening person, draws up and sign the attendance list, and ascertains the correctness of convening the General Meeting and its capacity to adopt resolutions.
2. After resolving that the General Meeting has the capacity to adopt resolutions, the Chairperson reads the agenda and submits to vote the resolution on its adoption. A detailed agenda of the General Meeting is contained in the notice convening the General Meeting.
3. Matters on which no resolution is required to be passed may be examined by the General Meeting, even if they were not provided for in the agenda.
4. In matters not covered by the agenda, no resolution can be adopted unless the entire share capital is represented at the General Meeting, and none of the participants raises an objection to such a resolution.

##### ***Discussion and Resolutions***

5. Draft resolutions to be adopted by the General Meeting are prepared by the Company's Management Board, or, if the convening of the General Meeting was requested the Supervisory Board, by the Supervisory Board, or other authorized persons who demanded the convening of the General Meeting or who convened it.
6. A shareholder or shareholders jointly representing at least one twentieth of the share capital may – before the General Meeting date – submit to the Company, in writing or

by electronic means, draft resolutions on matters covered by the agenda of the General Meeting, or on matters to be put on the agenda of the General Meeting. Such a proposal should be submitted to the Company not later than the day before the date of the General Meeting.

7. The proposal, attached documents and the manner of their submission to the Company and also the form of proposed draft resolutions must conform to the law, these Rules of Procedure and the requirements specified individually in the notice convening the General Meeting.
8. If the proposal of draft resolutions was made in accordance with the requirements of these Rules and in the notice convening the General Meeting, these drafts are immediately posted on the website of the Company.
9. If the proposal of draft resolutions does not correspond to the requirements specified by these Rules or to the notice convening the General Meeting, the Company – within 3 working days of the receipt of the proposal (but no later than the day before the General Meeting) – notifies the submitting party indicating the deficiencies that prevent the announcement of draft resolutions.
10. During the General Meeting, each participant may submit draft resolutions on matters placed on the agenda. The intention to submit such draft resolutions should be reported to the Chairperson, including the content of the proposal in writing, no later than once the General Meeting has adopted the resolution on the agenda.
11. If on the matter covered by the agenda two or more draft resolutions were proposed, a list shall be made headed by the draft resolution proposed by the Management Board and further itemizing other drafts in order of submission, indicating the details of the submitting party (list of drafts).
12. The resolution on convening the Extraordinary General Meeting and the resolutions on the agenda may be adopted although not included in the agenda. Such resolutions include in particular:
  - a. a resolution to change the sequence of items on the agenda,
  - b. a resolution on the removal of specific items from the agenda,
  - c. a resolution on the method of voting,
  - d. a resolution on any adjournment in the proceedings.
13. Each motion for the adoption of a resolution pertaining to the agenda must be justified.
14. Before considering any particular matter, the Chairperson, or a person indicated by them, reports the state of the matter.
15. Then, the Chairperson reads a draft resolution if the matter requires its adoption. In the event several draft resolutions are proposed on the matter, the Chairperson reads them out in the sequence resulting from the list of draft resolutions. If for the time of discussion and voting the content of draft resolutions is made available to the participants, the Chairperson shall not need to read the drafts but shall only mention them in the order resulting from the draft list.
16. After presenting the matter and reading draft resolutions, the Chairperson shall open the discussion, allowing all participants in the General Meeting to make a statement on the matter and draft resolutions. With the consent of the Chairperson also other persons attending the General Meeting may take part in the discussion.
17. The Chairperson allows the participants to speak in the sequence of requests. Members of the Company's corporate bodies as well as the persons invited to the General Meeting may be allowed to speak without waiting for their turn. The Chairperson may also allow for submission of out-of-turn agenda-related motions.
18. During the discussion, each participant may submit proposals on the amendment of any draft resolution, justifying the proposed changes. The Chairperson shall accept the proposed amendment of a draft resolution on condition none of the participants raises an objection against such amendment. In the event any objection is made, the Chairperson shall put the proposed amendment to a vote. The General Meeting shall adopt the resolution either on acceptance or rejection of the proposed amendment.
19. After finding that the discussion on the matter is exhausted, or in absence of any other proposals, the Chairperson closes the discussion and orders a vote on the draft resolutions.

### ***Vote***

20. Voting over proposed draft resolutions shall be ordered by the Chairperson of the General Meeting.
21. Voting over draft resolutions on a particular matter shall be conducted in the sequence of appearance in the list of draft resolutions. If as a result of voting a particular draft resolution receives a majority of votes required to pass a resolution, such resolution shall be deemed adopted in the shape proposed in its draft. In such an event, the remaining draft resolutions on the same matter shall not be put to vote.
22. Voting at the General Meeting shall be open unless the provisions of the Commercial Companies Code or the Articles of Association require that a secret ballot be taken. A secret ballot shall be also taken upon request of even one of the attending participants.
23. Resolutions in personal matters shall be decided by secret ballot. Secret ballots shall be administered during the election of the Supervisory Board and when voting on the motions for dismissal of members of the Company's governing bodies or liquidators, for holding such persons accountable as well as on the motions concerning any other personal matters.
24. Each share confers the right to one vote at the General Meeting.
25. Subject to the provisions of the Commercial Companies Code and the Articles of Association, resolutions of the General Meeting shall be adopted by a simple majority of votes cast, irrespective of the number of shares represented at the General Meeting.
26. Voting shall be carried out by the method of electronic cards or by the method of voting cards. In the event of voting by the method of electronic cards, voting shall be executed by putting an electronic card in the card reader, in a manner specified by the Chairperson. The detailed guidelines for voting by the method of electronic cards are each time determined in the voting instructions attached with the meeting minutes and made available to all attending shareholders prior to the General Meeting.
27. The votes cast are counted by an electronic device under the supervision of the Returning Committee. The result of voting is printed, signed by members of the Returning Committee and the Chairperson and annexed to the Minutes of the General Meeting.
28. Should any justified doubts arise with regard to the correct counting of the votes, upon request of a shareholder or a group of shareholders or their proxies, the Chairperson may order to repeat the vote by the method of voting cards.
29. In the event of voting by the method of voting cards, the participants in the General Meeting shall be provided with such voting cards stamped with the Company's seal. Voting is executed in a manner determined by the Chairperson of the General Meeting. The votes cast are counted by the Returning Committee. The Returning Committee enters the result of voting in the voting protocol, which is then signed by the members of the Returning Committee and the Chairperson and annexed to the Minutes of the General Meeting.
30. Taking part in a vote via correspondence is not admissible.
31. The Chairperson closes the vote and announces the result indicating the number of votes cast by the participants of the General Meeting, including the number of votes cast "for" the resolution, "against" the resolution, "abstentions" and objections raised to the adopted resolutions. Voting results are disclosed in the Company's website. The voting results shall be available until the expiry of the deadline for filing appeals against resolutions of the General Meeting.

### ***Adjournment***

32. The General Meeting may pass a resolution on adjournment of its session. A resolution on adjournment of the General Meeting should specify the date and time when the session of the General Meeting shall be resumed. Adjournments may not last longer than thirty days in aggregate.
33. After adopting the resolution on adjournment of the General Meeting, the Chairperson shall inform the participants of the time and place of resuming the meeting.
34. Should a resolution on adjournment of the General Meeting be adopted, maintaining the identity of its participants shall not be obligatory for the meeting to continue; this shall mean in particular that:
  - a. after the adjournment the General Meeting may be attended by a different number of participants on condition they are all entered in the list of attendance draw up on the day of resuming the proceedings of the General Meeting,

- b. if the Chairperson prior to the adjournment is not present on the day of resuming the General Meeting, the election of the Chairperson shall be repeated – the resolutions of Article 3 and 4, item IV of these Rules shall apply accordingly.
- c. the right to participate in the General Meeting shall be decided upon the opening of the General Meeting, and not on the date of resuming the proceedings of the General Meeting after adjournment.
- d. new proxies of the participants of the General Meeting shall report their presence by updating the list of attendance – the provisions of Part II and III of these Rules shall apply accordingly.

### ***Closing the proceedings***

35. After addressing all the items on the agenda, the Chairperson shall announce the closure of the General Meeting.

### ***Minutes***

36. Resolutions of the General Meeting shall be recorded in the minutes prepared by a notary public.

37. A record of the minutes shall include in particular:

- a. a statement whether the General Meeting was properly convened and whether it had capacity to adopt resolutions,
- b. adopted resolutions,
- c. with respect to every resolution: the number of shares rendering valid votes, interest of such shares in the Company's share capital, the total number of valid votes cast, the numbers of votes "for", "against", and "abstained" as well as any objections raised.

38. The minutes shall be appended with a list of attendance.

39. A copy of the minutes along with the evidence of convening the General Meeting as well as the documents submitted by the participants of the General Meeting shall be retained by the Management Board in the Book of Minutes. Furthermore, in the Book of Minutes should be included the Returning Committee records of the voting results, provided a Returning Committee is elected, as well as voting cards in the event of voting by the method of voting cards.

## **V. PROCEDURE FOR THE SELECTION OF MEMBERS OF THE SUPERVISORY BOARD OF THE COMPANY**

1. For elections to the Supervisory Board, the Chairperson shall arrange for the proposal of candidates.
2. A member of the Returning Committee cannot stand for election to the Supervisory Board.
3. Persons eligible for the General Meeting have active and passive right to vote.
4. Proposed candidates shall make an oral statement to the minutes, expressing their consent to run for membership in the Supervisory Board. In case the person proposed as a candidate is not present at the General Meeting of Shareholders, their written consent to candidacy should be submitted.
5. Voting is executed by electronic cards or electoral lists.
6. In the case of voting by the method of electronic cards, election is executed in accordance with the procedure described in Part IV(20ff) of these Rules.
7. In the case of voting by the method of electoral lists, the Returning Committee shall draw up electoral rolls where candidates for the Supervisory Board are listed in alphabetical order. Electoral lists are stamped with the Company's seal. Voting is done by crossing out the names of candidates who are not voted for. A vote shall be deemed invalid in case:
  - a vote is cast in favour of a candidate added to the voting list by the voter himself/herself,
  - all the candidates in the voting list are cross out,
  - votes are cast for a higher number of candidates than the predetermined number of elected persons.
8. The candidates receiving the largest numbers of votes, however, no less than the absolute majority of votes cast, shall be elected as members of the Supervisory Board.
9. Voting may only be participated by shareholders or their proxies.
10. Subject to the provisions of the Commercial Companies Code, the Supervisory Board shall be appointed as follows:



- (a) three (3) members of the Supervisory Board are appointed and dismissed by ASSECO Poland SA, as long as it remains a shareholder of the Company holding at least 20% of the share capital of the Company,
  - (b) two (2) members of the Supervisory Board are appointed by the General Meeting, with the exception of voting by the shareholder of ASSECO Poland SA.
11. Members of the Supervisory Board shall be appointed for a five-year joint term of office. Each member of the Supervisory Board may be reappointed to perform this function. Members of the Supervisory Board not appointed by the shareholders in accordance with point 12 above shall be elected by the General Meeting.
  12. The results of voting are announced by the Chairperson of the General Meeting.
  13. In the event a member of the Returning Committee is proposed as a candidate to the Supervisory Board and that person does not object to such candidacy, they shall be dismissed from the Returning Committee and substituted by another elected person. The provisions of Part IV, Article 4 shall apply accordingly.
  14. The General Meeting may elect groups of members of the Supervisory Board, as specified in the provisions of the Commercial Companies Code.

#### **VI. Final provisions**

1. Any matters not regulated by law, the Articles of Association or by these Rules, and pertaining to the procedural matters of the General Meeting are resolved the General Meeting.
2. Any amendments to these Rules require a resolution of the General Meeting.
3. Enacted amendments to the Rules apply to the General Meeting convened after the closed General Meeting, during which these changes were enacted, unless the resolution of the General Meeting provides otherwise.