

**Resolution No. 1**  
**of Extraordinary General Meeting**  
**of CPD S.A. of Warsaw**  
**held on 7 June, 2017**  
**on appointment of the chairman of the Extraordinary General Meeting**

§ 1

Pursuant to article 409 § 1 of the Code of Commercial Companies, the Extraordinary General Meeting hereby appoints Agata Tryc as the Chairman of the Extraordinary General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

*The resolution was adopted in secret voting, in which:*

- *the total number of the valid votes was 21.354.203 shares, representing 55,97 % of the Company's share capital,*
- *21.354.203 valid votes, from which: 21.354.203 votes cast "in favor", 0 (zero) votes "against" and 0 (zero) votes "abstain",*
- *there were no objections to the resolution,*
- *no invalid vote were cast.*

**Resolution No. 2  
of Extraordinary General Meeting  
of CPD S.A. of Warsaw  
held on 7 June, 2017  
on adoption of agenda**

§ 1

The Extraordinary General Meeting hereby adopts the following agenda:

- 1) Opening the General Meeting.
- 2) Appointing the Chairman of the General Meeting.
- 3) Confirming that the Extraordinary General Meeting has been convened correctly and is empowered to adopt resolutions.
- 4) Adopting the agenda of the General Meeting.
- 5) Adopting of resolutions on the change the Resolution no. 18 of Annual General Meeting dated on May 10, 2017 on: acquisition of the Company's shares for the purpose of redemption.
- 6) Closing the General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

*The resolution was adopted in open voting, in which:*

- *the total number of the valid votes was 21.354.203 shares, representing 55,97 % of the Company's share capital,*
- *21.354.203 valid votes, from which: 21.354.203 votes cast "in favor", 0 (zero) votes "against" and 0 (zero) votes "abstain",*
- *there were no objections to the resolution,*
- *no invalid vote were cast.*

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**Resolution No. 3**  
**of Extraordinary General Meeting**  
**of CPD S.A. of Warsaw**  
**held on 7 June, 2017**  
**on the change the Resolution no. 18 of Annual General Meeting dated on May 10, 2017**  
**on: acquisition of the Company's shares for the purpose of redemption**

**§ 1**

§ 1 of the Resolution no. 18 Annual General Meeting dated on May 10, 2017 is replaced by:

1. *“Authorizes the Management Board of the Company to purchase from Company's shareholders up to 14.314.928 of Company's shares (in words: fourteen million three hundred fourteen thousand nine hundred twenty eight), with the nominal value of 0,10 zł (ten groszy) each and total nominal value up to 1.431.492,80 zł (in words: one million four hundred thirty one thousand four hundred ninety two złotych eighty groszy) – hereinafter „the Shares”.*
2. *The Shares shall be acquired as part of the transaction outside of the regulated market. In order to purchase its own Shares, the Company shall send to all of its shareholders an invitation to submit offers to sell the shares.*
3. *The Shares shall be purchased by the Company pursuant to Art. 362 § 1 point 5) of C.C.C. for the purpose of redemption.*
4. *The Shares shall be purchased by the Company for the price:*
  - *no lower than the equivalent of an arithmetic average of the price of one share of the Company, as per the rate at the closing of the session at the WSE in Warsaw, weighted by the volume, on each trading day session in the period of 6 months preceding the date of adoption hereof,*
  - *no higher than the book value of the company assets on the date of 31 December 2016 i.e. 13,60 zł (in words: thirteen złotych sixty groszy) for one share.**Company shall only purchase the Shares that are fully paid-up.*
5. *The Company's Management Board is authorized to purchase Shares for the purpose of redemption no later than by 31 December 2017.*
6. *The Management Board, after consulting with the Supervisory Board of the Company, following the interest of the Company, may:*
  - a) *Finalize Shares purchasing before the date defined in the point 5*
  - b) *Renounce from purchasing the Shares in total or in part.”*

**§ 2**

This resolution takes effect on the date of its adoption.

*The resolution was adopted in open voting, in which:*

- *the total number of the valid votes was 21.354.203 shares, representing 55,97 % of the Company's share capital,*

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- 21.354.203 valid votes, from which: 21.354.203 votes cast “in favor”, 0 (zero) votes “against” and 0 (zero) votes “abstain”,
  - there were no objections to the resolution,
  - no invalid vote were cast.