

**DRAFT RESOLUTIONS FOR
THE ANNUAL GENERAL MEETING OF CPD S.A.**

**Resolution No. 1
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

on appointment of the Chairman of the Annual General Meeting

§ 1

Pursuant to article 409 § 1 of the Code of Commercial Companies, the Annual General Meeting hereby appoints Mr./Ms/ [●] as the Chairman of the Annual General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 2
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015

on adoption of agenda

§ 1

The Annual General Meeting hereby adopts the following agenda:

- 1) Opening the General Meeting.
- 2) Appointing the Chairman of the General Meeting.
- 3) Confirming that the Annual General Meeting has been convened correctly and is empowered to adopt resolutions.
- 4) Adopting the agenda of the General Meeting.
- 5) Presentation of the Financial Statement of the Management Board of CPD S.A. for the financial year 2014;
- 6) Presentation of the Activity Report of the Management Board of CPD S.A. and motion of the Management Board as how to allocate the profit for the financial year 2014;
- 7) Presentation of the Activity Report of the Supervisory Board for the financial year 2014;
- 8) Adopting the resolution for the approval of the Activity Report of Management Board of the CPD S.A. for the financial year 2014;
- 9) Adopting the resolution for the approval of the financial statements of the CPD S.A. for the financial year 2014;
- 10) Adopting the resolution of allocation of the profit for the financial year 2014.
- 11) Presentation of the Activity Report of the Management Board of the CPD S.A. Capital Group and the consolidated financial statements of the CPD S.A. Capital Group for the financial year 2014.
- 12) Adopting the resolution for the approval of the activity report of Management Board of the CPD S.A. Capital Group for the financial year 2014.
- 13) Adopting the resolution for the approval of the Consolidated Financial statement of Management Board of the CPD S.A. Capital Group for the financial year 2014.
- 14) Adopting of resolutions regarding appointment of members of Management Board of CPD S.A. for the performance of their duties in 2014.
- 15) Adopting of resolutions regarding appointment of members of Supervisory Board of CPD S.A. for the performance of their duties in 2014.
- 16) Adopting the resolution on fixing remuneration for the Supervisory Board members;
- 17) Adopting the resolution the composition of the members of the Supervisory Board of the CPD S.A.;
- 18) Closing the General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 3
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the approval of the activity report of Management Board for the financial year 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 1) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, after review, hereby approves the activity report of Management Board for the financial year 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 4
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the approval of the financial statements of CPD S.A. for the financial year 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 1) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, after review, hereby approves the financial report for the financial year 2014 which consists of:

- introduction to financial statements;
- statement of financial position for the period from 1 January 2014 to 31 December 2014 with total assets and total liabilities and equity of PLN 459 134 thousand (in words: four hundred fifty nine million one hundred thirty four thousand zlotys);
- statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 with a comprehensive income of PLN 115 656 thousand (in words: one hundred fifteen million six hundred fifty six thousand zlotys);
- statement of changes in equity for the period from 1 January 2014 to 31 December 2014, with the increase of equity by PLN 87 747 thousand (in words: eighty seven million seven hundred forty seven thousand zlotys);
- cash flow statement for the period from 1 January 2014 to 31 December 2014 with increase of PLN 5 717 thousand (in words: five million seven hundred seventeen thousand zlotys);
- additional information from the accounting policies and other explanatory notes.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 5
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

on the manner of allocation of CPD S.A. profit for 2014.

§ 1

The Annual General Meeting acting under article 395 § 2 sec 2) of Code of Commercial Companies and § 6 sec. 2 point 2) of the Company Statute, decides to allocate the entire net profit generated by the Company in 2014 amounts to 115 656 thousand PLN (in words: one hundred fifteen million six hundred fifty six thousand zlotys) to cover losses from the previous years.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 6
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

**for the approval of the activity report of Management Board for the CPD S.A Capital Group
financial year 2014**

§ 1

The Annual General Meeting acting under article 395 § 5 of Code of Commercial Companies according to art. 55 point 2 and art. 63c point 4 accounting act, after review, hereby approves the activity report of Management Board for the CPD S.A. Capital Group for the year 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 7
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the approval of the consolidated financial statements of the CPD S.A. Capital Group for the year 2014

§ 1

The Annual General Meeting acting under article 395 § 5 of Code of Commercial Companies according to art. 55 point 2 and art. 63c point 4 accounting act, after review, hereby approves the consolidated financial statements of the CPD S.A. Capital Group for the year 2014, which consists of:

- introduction to financial statements
- consolidated statement of financial position for the period from 1 January 2014 to 31 December 2014 with total assets and total liabilities and equity of PLN 621 056 thousand (in words: six hundred twenty one million fifty six thousand zlotys);
- consolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 with a net loss of PLN 104 494 thousand (in words: one hundred four million four hundred ninety four thousand zlotys);
- consolidated statement of changes in equity for the period from 1 January 2014 to 31 December 2014, with the increase of equity by PLN 75 131 thousand (in words: seventy five million one hundred thirty one thousand zlotys);
- consolidated cash flow statement for the period from 1 January 2014 to 31 December 2014 with increase of PLN 6 789 thousand (in words: six million seven hundred eighty nine thousand zlotys);
- additional information from the accounting policies and other explanatory notes.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 8
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Management Board, which acts as the President of Management Board from September 25 2014 - Mrs. Elżbieta Wiczowska for the performance of her duties: from January 1, to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company which acts as the President of Management Board – Mrs. Elżbieta Wiczowska for the performance of her duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 9
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Management Board - Mr. Colin Kingsnorth for the performance of his duties: from January 1 to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company – Mr. Colin Kingsnorth for the performance of his duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 10
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Management Board - Mr. Piotr Turchoński for the performance of his duties: from January 1 to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company – Mr. Piotr Turchoński for the performance of his duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 11
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Management Board - Mrs. Iwona Makarewicz for the performance of her duties: from January 1 to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company – Mrs. Iwona Makarewicz for the performance of her duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 12
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Supervisory Board, which acts as the Chairman of Supervisory Board – Mrs. Marzena Bielecka for the performance of her duties: from January 1 to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, which acts as the Chairman of Supervisory Board – Mrs. Marzena Bielecka for the performance of her duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 13
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Supervisory Board, which acts as the Vice-Chairman of Supervisory Board – Mr. Wiesław Oleś for the performance of his duties: from January 1 to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, which acts as the Vice-Chairman of Supervisory Board – Mr. Wiesław Oleś for the performance of his duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 14
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Supervisory Board – Mr. Mirosław Gronicki for the performance of his duties: from January 1 to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Mirosław Gronicki for the performance of his duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 15
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Supervisory Board - Mr. Wiesław Rozłucki for the performance of his duties: from January 1, to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Wiesław Rozłucki for the performance of his duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No. 16
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

for the granting the vote of acceptance to member of Supervisory Board - Mr. Andrew Pegge for the performance of his duties: from January 1, to December 31, 2014

§ 1

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Andrew Pegge for the performance of his duties: from January 1, 2014 to December 31, 2014.

§ 2

This resolution takes effect on the date of its adoption.

**Resolution No 17
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

on fixing remuneration of the Supervisory Board members

§ 1

The Annual General Meeting resolves under § 6.2.5) of the Company Statute that the Supervisory Board member who performs the function of the Chairman shall be paid the remuneration at 7,000 (seven thousand) zlotys gross per month and other members of the Supervisory Board (including its Chairman, Vice-chairman and Secretary) shall be paid 5,000 (five thousand) zlotys gross per month. The remuneration shall be payable beginning with the first day of the month, in which this resolution is taken.

§ 2

This resolution takes effect on the day of its adoption.

**Resolution No. 18
of Annual General Meeting
of CPD S.A. of Warsaw
held on 17 June, 2015**

on the composition of the members of the Supervisory Board of the CPD S.A.

§ 1

The Annual General Meeting acting under § 6.2.4 of the Company Statute hereby appoints Mr./Ms/ [●] as a member of the Supervisory Board of the CPD S.A.

§ 2

This resolution takes effect on the day of its adoption.