

DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING

CPD S.A.

HELD ON __ FEBRUARY, 2018

Resolution No. 1

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on __ February, 2018

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 Ms / Mr _____ as the Chairman of the Extraordinary General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 2

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on __ February, 2018

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 correct convention of the Extraordinary General Meeting and its entitlement to adopt resolutions
- 4) Adopting the agenda of the General Meeting
- 5) Adopting resolution on amendments of the Company Statute connected with completion of the programme of issue of convertible bonds of A series within the framework of conditional increase of the Company's equity
- 6) Adopting resolution on amendments of the Company Statute connected with introduction of the Act on Auditors, Audit Companies and Public Supervision of 11 May 2017
- 7) Adopting resolution on amendment of the resolution no. 18 of the Ordinary General Meeting of the Company of 10 May 2017 on acquisition of the Company stocks for the purpose of redemption
- 8) Closing the Meeting

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 3

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on __ February, 2018

**on amendments of the Company Statute connected with completion of the programme of
issue of convertible bonds of A series within the framework of conditional increase of the
Company's equity**

§1

Further to exercise by holders of convertible bonds of A series issued by the Company under the resolution no. 3 of the Extraordinary General Meeting of CPD S.A. of 5 August 2014 of the right to acquire 6,490,820 (six million four hundred ninety thousand eight hundred twenty) ordinary bearer stocks of G series of the Company issued within the framework of conditional increase of the Company's equity, i.e. further to the accomplishment of the conditional increase of equity, the following amendments are hereby introduced in the Company Statute:

1) Par. 4.1 of the Company Statute shall read:

„1. The Company's equity shall amount to zł 3,935,402.30 (three million nine hundred thirty five thousand four hundred two point thirty zlotys) and shall be divided into 39.354.023 (thirty nine million three hundred fifty four thousand twenty three) stocks of nominal value PLN 0.10 (ten groszys) each, including:

- a) 32,335,858 (thirty two million three hundred thirty five thousand eight hundred fifty eight) ordinary bearer stocks of B series;*
- b) 163,214 (one hundred sixty three thousand two hundred fourteen) ordinary bearer stocks of C series;*
- c) 76,022 (seventy six thousand twenty two) ordinary bearer stocks of D series;*
- d) 88,776 (eighty eight thousand seven hundred seventy six) ordinary bearer stocks of E series;*
- e) 199,333 (one hundred ninety nine thousand three hundred thirty three) ordinary bearer stocks of F series;*
- f) 6,490,820 (six million four hundred ninety thousand eight hundred twenty) ordinary bearer stocks of G series.”*

2) Par. 4d of the Company Statute is deleted.

§ 2

1. The Management Board of the Company is hereby authorised to take all legal and factual steps to have this resolution registered.
2. Under art. 430.5 of the Commercial Companies Code, the Supervisory Board of the Company is hereby authorised to provide the single text of the Company Statute containing the amendments introduced by this resolution.

§ 3

This resolution enters into force at the time it is adopted and becomes effective on the date it is registered by the court.

Resolution No. 4

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on __ February, 2018

on amendments of the Company Statute connected with introduction of the Act on Auditors, Audit Companies and Public Supervision of 11 May 2017

Pursuant to art. 430.1. of the Commercial Companies Code and par. 6 of the Company Statute, the Extraordinary General Meeting resolves as follows:

§1

The following amendments are made in the Company Statute:

1) Par. 10.5 of the Company Statute shall read:

„5. Since acquisition by the Company of the status of a public company, competence of the Supervisory Board shall include granting consent to execution by the Company of any significant agreement with any stockholder holding of at least 5% of total number of votes in the Company or with any affiliate within the meaning of international accounting standards adopted under the regulation (EC) no. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards. No consent shall be required for typical transactions performed on arm's length basis within the framework of operating activity carried on by the Company with entities in the Company's capital group.“

2) Par. 11.2.7) of the Company Statute shall read:

„7) in the event of acquisition by the Company of the status of a listed company and as long as the Company remains listed - preparing and presenting to the Ordinary General Meeting: (i) evaluation of the Company's situation with consideration of the evaluation of the internal inspection system, risk management, compliance and internal audit function; (ii) report on the Supervisory Board's activity; (iii) evaluation of fulfilment of the Company's information requirements concerning application of the corporate governance rules; (iv) evaluation of rationality of the Company's sponsoring and charity policy; (v) examination of and opinion on any issues to become subject matters of resolutions of the General Meeting;“

3) In par. 11 of the Company Statute, subparagraphs 3, 4, 5 and 6 are deleted and the new par. 11.3 and 11.4 shall read:

„3. The Supervisory Board shall appoint the Audit Committee if provisions of law impose such an obligation thereon.

4. If stocks of the Company are traded on a regulated market, the Supervisory Board may adopt a resolution on appointment of the Audit Committee even without such a statutory obligation.

4) Par. 12.2 of the Company Statute shall read:

„2. The Independent Members shall fulfil the independence criteria provided in: (i) Attachment II to the Recommendation of the European Commission of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board; (ii) the guidelines included in the document „Best Practice of Companies Listed at GPW 2016“; or (iii) other regulations concerning independence criteria required from independent members of supervisory boards of public companies, in force on the day of appointment of the Independent Member.“

5) In par. 12 of the Company Statute, subparagraphs 3 and 4 are deleted and par. 12.5 becomes par. 12.3.

§2

1. The Management Board of the Company is hereby authorised to take all legal and factual steps to have this resolution registered.
3. Under art. 430.5 of the Commercial Companies Code, the Supervisory Board of the Company is hereby authorised to provide the amended and restated text of the Company Statute containing the amendments introduced by this resolution.

§3

This resolution enters into force at the time it is adopted and becomes effective on the date it is registered by the court.

Resolution no 5

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on __ February, 2018

**on amendment of the resolution no. 18 of the Ordinary General Meeting of the Company
of 10 May 2017 on acquisition of the Company stocks for the purpose of redemption**

The Extraordinary General Meeting resolves as follows:

§ 1

Par. 1.6 of the resolution no. 18 of the Ordinary General Meeting of 10 May 2017 (amended by the resolution no. 3 of the Extraordinary General Meeting of 7 June 2017) shall read:

„6. The Management Board of the Company shall be entitled to acquire Stocks for the purpose of redemption not longer than until 31 December 2018.“

§ 2

This resolution enters into force at the time it is adopted.