

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
OF CPD S.A.
CONVENED FOR 8 MAY 2018**

**Resolution no 1
of the Extraordinary General Meeting
of CPD Spółka Akcyjna with its registered office in Warsaw
of 8 May 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 appoints Mr./Ms/ [•] as the Chairman of the Extraordinary General Meeting.

§ 2

This resolution takes effect on the moment of its adoption.

**Resolution no 2
of the Extraordinary General Meeting
of CPD Spółka Akcyjna with its registered office in Warsaw
of 8 May 2018**

on the adoption of the agenda

§1

Extraordinary General Meeting hereby adopts the following agenda of the meeting:

- 1) Opening of the General Meeting.
- 2) Election of the Chairman of the General Meeting.
- 3) Confirmation that the General Meeting has been convened correctly and has the power to adopt binding resolutions.
- 4) Adoption of the agenda of the General Meeting.
- 5) Verbal presentation to the Shareholders of material elements of the Plan of Merger between CPD S.A. and BUFFY HOLDINGS NO. 1 LIMITED, report of the management board as well as all material changes with respect to assets and equity and liabilities which took place between the date of preparation of the Plan of Merger and the date of adoption of the resolution.
- 6) Adoption of the resolution on the merger between CPD S.A. and BUFFY HOLDINGS NO. 1 LIMITED.
- 7) Adoption of the resolution on the determination of remuneration for the members of the Supervisory Board of CPD S.A.
- 8) Closing of the General Meeting.

§ 2

Resolution shall enter into force as of the date of its adoption.

**Resolution no 3
of the Extraordinary General Meeting
of CPD Spółka Akcyjna with its registered office in Warsaw
of 8 May 2018**

on the merger between CPD S.A. and BUFFY HOLDINGS NO. 1 LIMITED

Extraordinary General Meeting of CPD S.A. (hereinafter: the "**Company**" or the "**Acquiring Company**") with its registered office in Warsaw, acting on the basis of art. 492 § 1 par. 1) and art. 506 in connection with art. 516¹ of the Commercial Companies' Code (hereinafter: "**CCC**") resolves as follows:

§ 1

1. CPD spółka akcyjna with its registered office in Warsaw shall merge as the acquiring company with BUFFY HOLDINGS NO. 1 LIMITED with its registered office in Nicosia in Cyprus, address: Limassol Avenue, 267, Vision Tower, 2nd floor, 2121 Aglantzia, Nicosia, Cyprus, entered to the register of companies maintained by the Ministry of Energy, Commerce, Industry and Tourism of the Republic of Cyprus under the registry number HE 166076 as the company being acquired (hereinafter: "**BUFFY**" or the "**Company being acquired**").

2. Merger referred to in § 1 par. 1 above shall be effected in the form of a transfer of all assets of the Company being acquired to the Acquiring company i.e. in the form of acquisition by the Company of the company BUFFY pursuant to the mode specified in art. 492 § 1 par. 1 of the Commercial Companies' Code and the definition of the word "merger" in Section 201I (c) of the Companies Law of Cyprus, Cap. 113, under the terms of the cross border merger as agreed on 22 December 2017 and published on the Company's website <http://www.cpdsa.pl> in accordance with art. 516⁴ § 1 CCC (hereinafter: the "Plan of Merger") which constitutes the appendix hereto.

3. In view of the fact that the Company is a sole shareholder in BUFFY holding 100% of the shares in BUFFY, the merger shall be effected in the simplified mode referred to in art. 516¹⁵ § 1 and 516 § 6 in connection with art. 516¹ CCC and Section 201V (1) of the Companies Law of Cyprus, Cap. 113. As the merger between the Company and BUFFY is effected without the increase of the share capital of the Acquiring Company, no amendments to the Articles of Association of the Acquiring Company shall be introduced.

§ 2

In view of adoption of the resolution on the merger, the Extraordinary General Meeting gives its consent for the Plan of Merger.

§ 3

Extraordinary General Meeting authorizes the Company's management board to undertake all necessary actions intended to implement this resolution.

§ 4

This resolution shall enter into force as of the date of its adoption effective as of the date of its registration by the registry court.

**Resolution no 4
of the Extraordinary General Meeting of
CPD Spółka Akcyjna with its registered office in Warsaw
of 8 May 2018**

**on the determination of remuneration for the members of the Supervisory Board of
CPD S.A.**

§1

On the basis of art. 392 § 1 and § 3 of the Commercial Companies' Code and § 6 par. 2 subpar. 5 of the Company's Articles of Association, the Extraordinary General Meeting hereby repeals the resolution no 17 of the Annual General Meeting of CPD S.A. of 17 June 2015 on the determination of the remuneration of the members of the Supervisory Board (the "Supervisory Board") and adopts the following principles of remuneration:

1. Monthly remuneration for the members of the Supervisory Board, payable regardless of the frequency of the meetings, as of the date of adoption hereof shall be fixed as the following amount:
 - a) 5,000 (in words: five thousand) zlotys gross – for a member of the Supervisory Board, including member acting as the Vice-Chairman and Secretary of the Supervisory Board)
 - b) 7,000 (in words: seven thousand) zlotys gross – for the Chairman of the Supervisory Board.
 - c) 4,000 (in words: four thousand) zlotys gross – for a member of the Supervisory Board who is a member of the Audit Committee (in addition to the remuneration specified in item a) or b) above),
 - d) 6,000 (in words: six thousand) zlotys gross – for the Chairman of the Audit Committee (in addition to the remuneration specified in item a) or b) above),
2. Remuneration referred to in par. 1 shall be calculated in proportion to the number of days during which the person held the position of the member/Chairman of the Supervisory Board) (member/Chairman of the Audit Committee), in the case where the appointment, removal or resignation from the position of the member/Chairman of the Supervisory Board) (member/Chairman of the Audit Committee) took place during the calendar month.
3. Remuneration referred to in par. 1 and par. 2 shall be payable in arrears, by the 10th day of each month. Remuneration of the members/Chairmen of the Supervisory Board and Audit Committee shall be charged as the cost of the Company's activity. Company shall bear other costs in connection with performance of the duties by the member/Chairman of the Supervisory Board and/or Audit Committee (e.g. costs of transportation, accommodation and business daily allowance in relation to the participation in the work of the Supervisory Board and/or the Audit Committee).
4. Members of the Supervisory Board delegated for the permanent individual performance of supervisory functions, shall receive separate remuneration, the amount of which shall be determined by the General Meeting. General Meeting may, by way of resolution, entrust this power with the Supervisory Board.
5. Member of the Supervisory Board delegated for temporary performance of the functions of the member of the Management Board shall receive remuneration in the amount determined for the member of the Management Board whose duties he/she is performing on the basis of the delegation of the Supervisory Board, unless the remuneration of the member of the Supervisory Board delegated for the temporary performance of duties of the member of the Management Board has been determined by the Supervisory Board as a different amount in view of the scope of his/her duties.

6. Pursuant to the provisions of the act of 26 July 1991 on the personal income tax, the Company shall calculate and deduct the tax due with respect to the remuneration of the members of the Supervisory Board and the Audit Committee, referred to in this resolution.

§ 2

Resolution shall enter into force as of the date of its adoption, effective as of the date of appointment of the members of the Audit Committee.