

Resolution No. 3

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on 14 September, 2018

on the changes in the composition of the Supervisory Board of the CPD S.A.

The Extraordinary General Meeting acting under to art. 385 § 1 of the Commercial Companies Code and § 6.2.4 of the Company Statute, resolves as follows”

§ 1

Dismisses the following Supervisory Board member:

- 1) Mr. Wiesław Piotr Oleś;
- 2) Mr. Mirosław Jerzy Gronicki;
- 3) Mr. Andrew Pegge;
- 4) Mr. Michael Haxby;
- 5) Mrs. Gabriela Gryger.

§ 2

Appoints members of the Supervisory Board for the next, fourth cadence:

- 1) Mr. Wiesław Piotr Oleś;
- 2) Mr. Mirosław Jerzy Gronicki;
- 3) Mr. Andrew Pegge;
- 4) Mr. Michael Haxby;
- 5) Mrs. Gabriela Gryger

maintaining the continuation of their duties in the Council and

- 6) Mr Alfonso Kalinauskas.

§ 3

This resolution takes effect on the day of its adoption.

The resolution was adopted in secret voting, in which:

- *the total number of the valid votes was 6.924.326 shares, representing 17,59 % of the Company's share capital,*
- *6.924.326 valid votes, from which: 6.924.326 votes cast "in favor", 0 votes "against" and 0 votes "abstain",*
- *there were no objections to the resolution,*
- *no invalid vote were cast.*

Resolution No. 4

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on 14 September, 2018

on redeeming own stocks of CPD S.A.

The Extraordinary General Meeting of the Company acting under article 359 § 1 and § 2 in connection with article 362.1.5 and article 360 of the Commercial Companies Code and § 4.3 of the Company Statute resolves as follows:

§ 1

The Extraordinary General Meeting of the Company acting under article 359 § 1 and § 2 in connection with article 362.1.5 and article 360 of the Commercial Companies Code and § 4.3 of the Company Statute hereby redeems upon the Stockholders' consent (as voluntary redemption) in total 12,982,892 (in words: twelve million nine hundred eighty two thousand eight hundred ninety two) the Company's own stocks of total value zł 0.10 (ten groszys) each and of total value zł 1,298,289.20 (in words: one million two hundred ninety eight thousand two hundred eighty nine zlotys twenty groszys) marked with a code ISIN PLCELPD00013 - hereinafter referred to jointly as "**the Stocks**", acquired by the Company as follows:

- a) 1.401.792 Stocks – as a result of announcing by the Company on 2 October 2017 the invitation to make offers to sell the Company's stocks, which was corrected on 3 October 2017 (**Stocks I**) and
- b) 11.581.100 Stocks – as a result of announcing by the Company on 29 May 2017 the invitation to make offers to sell the Company's stocks (**Stocks II**)

- carried out in accordance with the authorisation granted in the Resolution No. 18 of the Ordinary General Meeting of CPD S.A. of 10 May 2017 on acquisition of the Company's stocks for the purpose of redemption, which was amended by the Resolution No. 3 of the Extraordinary General Meeting of CPD S.A. of 7 June 2017 on amending the Resolution No. 18 of the Ordinary General Meeting of CPD S.A. of 10 May 2017 on acquisition of the Company's stocks for the purpose of redemption and by the Resolution No. 5 of the Extraordinary General Meeting of CPD S.A. of 7 February 2018 on amending the Resolution No. 18 of the Ordinary General Meeting of CPD S.A. of 10 May 2017 on acquisition of the Company's stocks for the purpose of redemption.

§ 2

- 1. The Stocks I shall be redeemed for consideration fixed under the resolution of the Management Board of the Company No. 3/IX/2017 of 29 September 2017 on fixing detailed terms of acquisition of the Company's Stocks, amended by the resolution of the Management Board No. 1/X/2017 of 3 October 2017, amounting to zł 12.27 (in words: twelve zlotys twenty seven groszys) per one Stock I, i.e. for a total consideration of zł 17,199,987.84 (in words: seventeen million one hundred ninety nine thousand nine hundred eight seven zlotys eight four groszys) for all the Stocks I.
- 2. The Stocks II shall be redeemed for consideration fixed under the resolution of the Management Board of the Company No. 3/V/2018 of 29 May 2018 on fixing detailed terms of acquisition of the Company's Stocks, amounting to zł 12.34 (in words: twelve zlotys thirty

four groszys) per one Stock II, i.e. for a total consideration of zł 142,910,774 (in words: one hundred forty two million nine hundred ten thousand seven hundred seventy four zlotys) for all the Stocks II.

3. The consideration mentioned in subparagraphs 1 and 2 shall be cleared as the selling price respectively for the Stocks I and the Stocks II set in the procedure of making particular offers to sell the Stocks (including in the invitations to make offers to sell the Company's Stocks and in the offers of the Stockholders, whose stocks the Company's acquired for the purpose of redemption.

§ 3

1. The redemption of the Stocks mentioned in § 1 above shall be effected at the time of registration of the decrease of the Company's equity.
2. The Company's equity shall be decreased under article 455.1 of the Commercial Companies Code, upon completion of the procedure described in article 456 of the Commercial Companies Code.

§ 4

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

The resolution was adopted in open voting, in which:

- *the total number of the valid votes was 9.540.483 shares, representing 24,24 % of the Company's share capital,*
- *9.540.483 valid votes, from which: 9.345.777 votes cast "in favor", 0 votes "against" and 194.706 votes "abstain",*
- *there were no objections to the resolution,*
- *no invalid vote were cast*

Resolution No. 5

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on 14 September, 2018

on decreasing equity of CPD S.A. and amending the Company Statute

§ 1

The Extraordinary General Meeting of the Company acting under article 455 § 1 and § 2 in connection with article 360.1 of the Commercial Companies Code resolves as follows:

1. Pursuant to adoption of the resolution No. 4 on redeeming own stocks of CPD SA. of the Extraordinary General Meeting dated 14 September, 2018, the Company's equity is hereby decreased by the amount of zł 1,298,289.20 (in words: one million two hundred ninety eight thousand two hundred eighty nine zlotys twenty groszys).
2. The decrease of the Company's equity is effected by redemption of total 12,982,892 (in words: twelve million nine hundred eighty two thousand eight hundred ninety two) the Company's own stocks of total value zł 0.10 (ten groszys) each and of total value zł 1,298,289.20 (in words: one million two hundred ninety eight thousand two hundred eighty nine zlotys twenty groszys) marked with a code ISIN PLCELPD00013 (hereinafter referred to jointly as "**the Stocks**"), acquired by the Company as a result of announcing the Company' invitation to make offers to sell the Company's stocks of 2 October 2017, which was modified on 3 October 2017, and of 29 May 2018.
3. The equity is decreased in connection with redemption of the Company's own stocks under the resolution on the Extraordinary General Meeting of the Company of 14 September, 2018 on redeeming own stocks of CPD S.A. (the purpose of redeeming equity).
4. Pursuant to the resolution of the Extraordinary General Meeting of the Company No. 4 of 14 September 2018 on redeeming own stocks of CPD S.A., and the redeeming for consideration, the Company's equity is decreased under article 360.1 and article 455.1 of the Commercial Companies Code upon completion of the procedure described in article 456 of the Commercial Companies Code.

§ 2

Pursuant to:

1. the 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 the Company of G series issued within the framework of conditional increase of the Company's equity, which realised this conditional increase of the equity;
2. the decrease of equity mentioned in § 1
 - the Company Statute is amended as follows:
 - 1) § 4.1 of the Company Statute shall read:

„1. The Company's equity shall amount to zł 2,637,113.10 (two million six hundred thirty seven thousand one hundred thirteen złotys ten groszys) and shall be divided into 26,371,131 (twenty six million three hundred seventy one thousand one hundred thirty one złotys) stocks of AA series of nominal value zł 0.10 (ten groszys) each.”

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

§ 3

The Management Board of the Company is authorised to carry out any and all legal and factual activities to register this resolution, including:

- 1) to publish in *the Judicial and Economic Bulletin* the resolved decrease of equity and to call the Company's creditors to lodge any claims against the Company within three months of the publication;
- 2) to satisfy or secure the creditors that lodged their claims in time;
- 3) to report the decrease of equity to the registration court.

§ 4

Under article 430.5 of the Commercial Companies Code, the Supervisory Board of the Company is authorised to fix the single amended text of the Company Statute including the amendments made under this resolution.

§ 5

This resolution enters into force at the time it is adopted and becomes effective on the day it is registered in the register of entrepreneurs.

The resolution was adopted in open voting, in which:

- *the total number of the valid votes was 9.540.483 shares, representing 24,24 % of the Company's share capital,*
- *9.540.483 valid votes, from which: 9.345.777 votes cast "in favor", 0 votes "against" and 194.706 votes "abstain",*
- *there were no objections to the resolution,*
- *no invalid vote were cast.*

Resolution No. 6

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on 14 September, 2018

on amendments of the Company Statute

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.
2. 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.

The resolution was adopted in open voting, in which:

- *the total number of the valid votes was 9.540.483 shares, representing 24,24 % of the Company's share capital,*
- *9.540.483 valid votes, from which: 9.345.777 votes cast "in favor", 0 votes "against" and 194.706 votes "abstain",*
- *there were no objections to the resolution,*
- *no invalid vote were cast*