

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
CPD S.A.
HELD ON FEBRUARY 28, 2019**

Resolution No. 1

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on February 28, 2019

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 28, 2019

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 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.

Resolution No. 3

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on February 28, 2019

on acquisition of the Company's shares for the purpose of redemption

§ 1

1. Authorizes the Management Board of the Company to purchase from Company's shareholders up to [] of Company's shares (in words: []), with the nominal value of 0,10 zł (ten groszy) each and total nominal value up to [],00 zł (in words: [] złotych) – 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 11 zł (in words: eleven złotych 0 groszy) for one share,
 - no higher than 15 zł (in words: fifteen złotych 0 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 January 2021).
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

1. The General Meeting hereby authorizes the Company's Management Board to establish detailed terms and conditions of Share's purchase in the scope which is not regulated by this resolution and authorizes the Company's Management Board to carry out all practical and legal actions aiming to the realization of the present resolution, including the conclusion of the agreement with an investment firm.
2. In the purpose of redemption of Shares, immediately after the finalization of their purchase procedure, the Company's Management Board shall convene the General Meeting with an agenda including at least the adoption of resolutions on the redemption of the Company's shares, on the decrease of the Company's share capital and amendments to the Company's statute.

§ 3

This resolution takes effect on the date of its adoption.