

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

**Resolution No. 1**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on June 28, 2019

**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 Ms / Mr [...] 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 June 28, 2019

**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 2018;
- 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 2018;
- 7) Presentation of the Activity Report of the Supervisory Board for the financial year 2018;
- 8) Adopting the resolution for the approval of the Activity Report of Management Board of the CPD S.A for the financial year 2018;
- 9) Adopting the resolution for the approval of the financial statements of the CPD S.A. for the financial year 2018;
- 10) Adopting the resolution on the allocation of the profit of CPD S.A. for 2018
- 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 2018.
- 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 2018.
- 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 2018.
- 14) Adopting of resolutions regarding appointment of members of Management Board of CPD S.A. for the performance of their duties in 2018.
- 15) Adopting of resolutions regarding appointment of members of Supervisory Board of CPD S.A. for the performance of their duties in 2018.
- 16) 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 June 28, 2019

**for the approval of the activity report of Management Board for the financial year 2018**

**§ 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 2018.

**§ 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 June 28, 2019

**for the approval of the financial statements of CPD S.A. for the financial year 2018**

**§ 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 2018 which consists of:

- introduction to financial statements;
- statement of financial position for the period from 1 January 2018 to 31 December 2018 with total assets and total liabilities and equity of PLN 185 196 thousand (in words: one hundred eighty five million one hundred ninety six zlotys);
- statement of comprehensive income for the period from 1 January 2018 to 31 December 2018 with a net profit of PLN 20 745 thousand (in words: twenty million seven hundred forty five thousand zlotys);
- statement of changes in equity for the period from 1 January 2018 to 31 December 2018, with the decrease of equity by PLN 310 685 thousand (in words: three hundred d ten million, six hundred eighty five thousand zlotys);
- cash flow statement for the period from 1 January 2018 to 31 December 2018 with decrease of PLN 33 769 thousand (in words: thirty three million seven hundred sixty 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. 5**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on June 28, 2019

**on the allocation of the profit of CPD S.A. for 2018**

**§ 1**

The Annual General Meeting acting pursuant to article 395 § 2 sec 2) of Code of Commercial Companies and § 6 sec. 2 point 2) of the Company Statute, after considering of the Management Board's motion regarding the allocation of the profit for the financial year 2018, presented in the financial statements for 2018, in the total amount of PLN 20,745 thousand (say: twenty million seven hundred forty five thousand) zlotys, decides to use it for covering the net loss from 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 June 28, 2019

**for the approval of the activity report of Management Board for the CPD S.A Capital Group  
financial year 2018**

**§ 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 2018.

**§ 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 June 28, 2019

**for the approval of the consolidated financial statements of the CPD S.A. Capital Group for the year 2018**

**§ 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 2018, which consists of:

- introduction to financial statements
- consolidated statement of financial position for the period from 1 January 2018 to 31 December 2018 with total assets and total liabilities and equity of PLN 582 768 thousand (in words: five hundred eighty two million seven hundred sixty eight thousand zlotys);
- consolidated statement of comprehensive income for the period from 1 January 2018 to 31 December 2018 with a net loss of PLN 1 867 thousand (in words: one million eight hundred sixty seven thousand zlotys);
- consolidated statement of changes in equity for the period from 1 January 2018 to 31 December 2018, with the decrease of equity by PLN 144 840 thousand (in words: one hundred forty four million eight hundred forty thousand zlotys);
- consolidated cash flow statement for the period from 1 January 2018 to 31 December 2018 with increase of PLN 40 898 thousand (in words: forty million eight hundred ninety eight 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 June 28, 2019

**for the granting the vote of acceptance to member of Management Board, which acts as the President of Management Board - Mrs. Elżbieta Wiczowska for the performance of her duties: from January 1, 2018 to December 31, 2018**

**§ 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, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Management Board - Mr. Colin Kingsnorth for the performance of his duties: from January 1, 2018 to December 31, 2018**

**§ 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, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Management Board - Mrs. Iwona Makarewicz for the performance of her duties: from January 1, 2018 to December 31, 2018**

**§ 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, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Management Board - Mr. John Purcell for the performance of his duties: from January 1, 2018 to December 31, 2018**

**§ 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. John Purcell for the performance of his duties: from January 1, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Supervisory Board - Mr. Andrew Pegge for the performance of his duties: from January 1, 2018 to December 31, 2018**

**§ 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, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Supervisory Board - Mr. Michael Haxby for the performance of his duties: from January 1, 2018 to December 31, 2018**

**§ 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. Michael Haxby for the performance of his duties: from January 1, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Supervisory Board, Mr. Wiesław Oleś for the performance of his duties: from January 1, 2018 to December 31, 2018**

**§ 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 Oleś for the performance of his duties: from January 1, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Supervisory Board – Mr. Mirosław Gronicki for the performance of his duties: from January 1, 2018 to December 31, 2018**

**§ 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, 2018 to December 31, 2018.

**§ 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 June 28, 2019

**for the granting the vote of acceptance to member of Supervisory Board - Ms. Gabriela Gryger for the performance of her duties: from January 1, 2018 to December 31, 2018**

**§ 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, Ms. Gabriela Gryger for the performance of her duties: from January 1, 2018 to December 31, 2018.

**§ 2**

This resolution takes effect on the day of its adoption.

**Resolution No 17**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on June 28, 2019

**for the granting the vote of acceptance to member of Supervisory Board - Mr. Alfonso Kalinauskas for the performance of his duties: from September 14, 2018 to December 31, 2018**

**§ 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. Alfonso Kalinauskas for the performance of his duties: from September 14, 2018 to December 31, 2018.

**§ 2**

This resolution takes effect on the date of its adoption.