

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
CPD S.A.
HELD ON 2 MARCH, 2020**

Resolution No. 1

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on 2 March, 2020

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 2 March, 2020

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 resolution on amendment of the Resolution no. 3 of the Extraordinary General Meeting of shareholders of 28 February, 2019 on purchase of the company's shares for 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 2 March, 2020

**on: amendment of the Resolution no. 3 of the Extraordinary General of 28 February, 2019
on purchase of the Company's shares for redemption**

Whereas:

1. On the basis of Resolution No. 3 of The Extraordinary General Meeting of Shareholders of February 28, 2019 on purchase of the Company's shares for redemption ("Resolution"), the Company's Management Board has been authorized to purchase from the Company's shareholders not more than 8,700,000 (in words: eight million seven hundred thousand) shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each and with a total nominal value of not more than PLN 870,000.00 (in words: eight hundred seventy thousand zlotys), pursuant to Art. 362 §1 point 5) c.c.c. in order to redeem them, as part of transactions outside the regulated market. The authorization was granted until January 31, 2021;
2. On March 22, 2019, as a result of the invitation to submit purchase offers of the Company's shares announced on March 4, 2019, the Company purchased 3,305,886 shares of the Company (own shares), which constitute 12.54% of the share capital of the Company and represent 3 305 886 votes at the General Meeting of the Company (12.54% of the total number of votes at the General Meeting of the Company), yet in accordance with the existing legislation, the Company is not entitled to exercise voting rights attached to its own shares;

The Extraordinary General Meeting decides as follows:

§1

The Resolution is amended in a way, that § 1 of the Resolution is replaced by the following:

"§1

- 1. The Management Board of the Company is authorized to purchase from the Company's shareholders no more than 8,700,000 (in words: eight million seven hundred thousand) of Company's shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each and with a total nominal value of not more than PLN 870,000.00 zł (in words: eight hundred seventy thousand zlotys) - hereinafter collectively referred to as "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 will be acquired by the Company in accordance with Art. 362 § 1 item 5) of the c.c.c. in order to redeem them.*
- 4. The shares will be acquired by the Company for the price of PLN 5.00 (in words: five zlotys) for one Share.
Fully covered Company shares only may become the subject of acquisition.*
- 5. The Company's Management Board is authorized to purchase Shares for redemption not later than by January 31, 2021.*
- 6. The Management Board, after consulting the Company's Supervisory Board, guided by the Company's interests, may:*
 - a) complete the acquisition of Shares before the deadline specified in point 5,*
 - b) resign from purchasing the Shares in whole or in part."*

§2

The resolution comes into force as of the date of its adoption