
DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING
CPD S.A.
HELD ON MAY 27, 2020

Resolution No. 1

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

on appointment of the Chairman of the Ordinary General Meeting

§ 1

Pursuant to article 409 § 1 of the Code of Commercial Companies, the Ordinary General Meeting hereby appoints Ms / Mr [...] as the Chairman of the Ordinary General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 2

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

on adoption of agenda

§ 1

The Ordinary General Meeting hereby adopts the following agenda:

- 1) Opening the General Meeting.
- 2) Appointing the Chairman of the General Meeting.
- 3) Confirming that the Ordinary 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 2019;
- 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 2019;
- 7) Presentation of the Activity Report of the Supervisory Board for the financial year 2019;
- 8) Adopting the resolution for the approval of the Activity Report of Management Board of the CPD S.A. for the financial year 2019;
- 9) Adopting the resolution for the approval of the financial statements of the CPD S.A. for the financial year 2019;
- 10) Adopting the resolution on the allocation of the profit of CPD S.A. for 2019
- 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 2019.
- 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 2019.
- 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 2019.
- 14) Adopting of resolutions to give discharges to the members of Management Board of CPD S.A. for the performance of their duties in 2019.
- 15) Adopting of resolutions to give discharges to the members of Supervisory Board of CPD S.A. for the performance of their duties in 2019.
- 16) Adopting the resolution on amending the Resolution No. 3 of the Extraordinary General Meeting of CPD S.A. of 28 February 2019 on acquisition of the shares of the Company for the purpose of redemption, amended by the Resolution no 3 of the Extraordinary General Meeting of CPD S.A. of 2 March 2020 on the amendment of resolution no 3 of the Extraordinary General Meeting of 28 February 2019 on the purchase of the shares of the Company for the purpose of redemption.
- 17) Adoption of a resolution on amendments to the By-laws of the General Meeting of the Company.
- 18) Adopting resolution on the remuneration policy for Members of the Management Board and the Supervisory Board of CPD S.A.
- 19) Closing the General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 3

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

for the approval of the activity report of Management Board for the financial year 2019

§ 1

The Ordinary 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 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 4

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

for the approval of the financial statements of CPD S.A. for the financial year 2019

§ 1

The Ordinary 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 2019 which consists of:

- introduction to financial statements;
- statement of financial position for the period from 1 January 2019 to 31 December 2019 with total assets and total liabilities and equity of PLN 168 213 thousand (in words: one hundred sixty eight million two hundred thirteen zlotys);
- statement of comprehensive income for the period from 1 January 2019 to 31 December 2019 with a net profit of PLN 26 095 thousand (in words: twenty six million ninety five thousand zlotys);
- statement of changes in equity for the period from 1 January 2019 to 31 December 2019, with the decrease of equity by PLN 16 915 thousand (in words: sixteen million nine hundred fifteen thousand zlotys);
- cash flow statement for the period from 1 January 2019 to 31 December 2019 with decrease of PLN 5 718 thousand (in words: five million seven hundred eighteen 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 Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

on the allocation of the profit of CPD S.A. for 2019

§ 1

The Ordinary 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 2019, presented in the financial statements for 2019, in the total amount of PLN 26 095 thousand (in words: twenty six million ninety 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 Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

**for the approval of the activity report of Management Board for the CPD S.A Capital Group
financial year 2019**

§ 1

The Ordinary 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 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 7

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

for the approval of the consolidated financial statements of the CPD S.A. Capital Group for the year 2019

§ 1

The Ordinary 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 2019, which consists of:

- introduction to financial statements
- consolidated statement of financial position for the period from 1 January 2019 to 31 December 2019 with total assets and total liabilities and equity of PLN 526 585 thousand (in words: five hundred twenty six million five hundred eighty five thousand zlotys);
- consolidated statement of comprehensive income for the period from 1 January 2019 to 31 December 2019 with a net profit of PLN 60 000 thousand (in words: sixty million zlotys);
- consolidated statement of changes in equity for the period from 1 January 2019 to 31 December 2019, with the increase of equity by PLN 16 979 thousand (in words: sixteen million nine hundred seventy nine thousand zlotys);
- consolidated cash flow statement for the period from 1 January 2019 to 31 December 2019 with increase of PLN 36 630 thousand (in words: thirty six million six hundred thirty 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 Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to a member of Management Board - Mr. Colin Kingsnorth for the performance of his duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 Mr. Colin Kingsnorth, for the performance of his duties as the Member of the Management Board: from 1 January, 2019 to 23 September, 2019 and as the President of the Management Board from 23 September, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 9

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to a member of Management Board, - Mrs. Elżbieta Wiczowska for the performance of her duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Mrs. Elżbieta Wiczowska Management for the performance of her duties as the President of the Management Board: from 1 January, 2019 to 23 September 2019 and as the Member of the Management Board from 23 September 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 10

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to a member of Management Board - Mrs. Iwona Makarewicz for the performance of her duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Management Board Member of the Company – Mrs. Iwona Makarewicz for the performance of her duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 11

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to a member of Management Board - Mr. John Purcell for the performance of his duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Management Board Member of the Company – Mr. John Purcell for the performance of his duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 12

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to the Chairman of the Supervisory Board - Mr. Andrew Pegge for the performance of his duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Supervisory Board President of the Company, Mr. Andrew Pegge for the performance of his duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 13

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to the Vice-Chairman of Supervisory Board - Mr. Michael Haxby for the performance of his duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Supervisory Board Vice-Chairman of the Company, Mr. Michael Haxby for the performance of his duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 14

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to the Secretary of Supervisory Board, Mr. Wiesław Oleś for the performance of his duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Supervisory Board Secretary of the Company, Mr. Wiesław Oleś for the performance of his duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 15

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to a member of Supervisory Board – Mr. Mirosław Gronicki for the performance of his duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Supervisory Board Member of the Company, Mr. Mirosław Gronicki for the performance of his duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No 16

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to a member of Supervisory Board - Ms. Gabriela Gryger for the performance of her duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Supervisory Board Member of the Company, Ms. Gabriela Gryger for the performance of her duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the day of its adoption.

Resolution No 17

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

to grant a discharge to a member of Supervisory Board - Mr. Alfonso Kalinauskas for the performance of his duties: from 1 January, 2019 to 31 December, 2019

§ 1

The Ordinary 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 a discharge to Supervisory Board Member of the Company, Mr. Alfonso Kalinauskas for the performance of his duties: from 1 January, 2019 to 31 December, 2019.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No 18

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

on amending the Resolution No. 3 of the Extraordinary General Meeting of CPD S.A. of 28 February 2019 on acquisition of the shares of the Company for the purpose of redemption, amended by the Resolution no 3 of the Extraordinary General Meeting of CPD S.A. of 2 March 2020 on the amendment of resolution no 3 of the Extraordinary General Meeting of 28 February 2019 on the purchase of the shares of the Company for the purpose of redemption.

Whereas:

1. On the basis of Resolution No. 3 of The Extraordinary General Meeting of Shareholders of 28 February, 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 22 March, 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;
3. On 26 March, 2020, as a result of the invitation to submit purchase offers of the Company's shares announced on 3 March, 2020, the Company purchased 614,385 shares of the Company (own shares), which constitute 2.33% of the share capital of the Company and represent 614,385 votes at the General Meeting of the Company (2.33% 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;

§1

The Extraordinary General Meeting of CPD S.A. decides as follows:

The Resolution is amended in a way, that § 1.4 of the Resolution is replaced by the following:

4. *"The Shares shall be purchased by the Company for the price PLN 14.92 (in words: fourteen zloty ninety two grosz) for one share,
Company shall only purchase the Shares that are fully paid-up."*

§ 2

This resolution takes effect on the date of its adoption.

Resolution No 19

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

on amendments to the By-laws of the General Meeting of the Company

§1

The following amendments are made to the By-laws of the General Meeting of the Company ("By-laws"):

1. in § 1.1 of the By-laws, the following second sentence shall be added:
"The rules for participating in the General Meeting of the Company when using electronic means of communication are defined in the Regulations adopted by the Company's Supervisory Board."
2. § 3.3 the second sentence of the By-laws is replaced by the following:
"The original power of attorney granted in writing shall be attached to the minutes, and in the event of the participation of a Shareholder representative in the General Meeting by means of electronic communication - a printout of the power of attorney scan shall be attached to the minutes."
3. in § 4.8, a sentence shall be added:
"A list of Shareholders participating in the General Meeting using electronic means of communication is prepared separately."
4. § 7.1.2) of the By-laws is replaced by the following:
„2) the Attendance List with signatures of participants of the General Meeting and the list of Shareholders voting by means of electronic communication are attached to the minutes;”
5. § 8.3.1) of the By-laws is replaced by the following:
„1) conducting the meeting in an efficient manner and in accordance with the established order and legal regulations, the Company's Statute and these By-laws and the Regulations for participation in the Company's General Meeting of Shareholders using means of electronic communication, ”

§ 2

This resolution takes effect on the date of its adoption.

Resolution No 20

of Ordinary General Meeting
of CPD S.A. of Warsaw
held on 27 May, 2020

on the remuneration policy for members of the Management Board and the Supervisory Board of CPD S.A

§ 1

The Ordinary General Meeting, acting pursuant to Article 90d of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (i.e. Journal of Laws of 2019, item 623, as amended), adopts the remuneration policy for members of the Company's Management Board and Supervisory Board.

§ 2

The content of the remuneration policy for the members of the Company's Management Board and Supervisory Board is attached as Annex 1 to this resolution.

§ 3

This resolution takes effect on the date of its adoption.