

**DRAFT RESOLUTIONS TO BE ADOPTED BY THE EXTRAORDINARY GENERAL MEETING**

**CPD S.A.**

**CONVENED TO BE HELD ON \_\_\_ AUGUST, 2020**

**Resolution No. 1**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on \_\_ August, 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**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on \_\_ August, 2020

**on adoption of the 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 has the power to adopt resolutions
- 4) Adopting the agenda of the General Meeting
- 5) Adopting a resolution to redeem CPD S.A.'s treasury stock
- 6) Adopting a resolution to reduce CPD S.A.'s share capital and amend the Company's Statute
- 7) Closing the Meeting

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 3**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on \_\_ August, 2020

**on redeeming CPD S.A.'s treasury stock**

The Extraordinary General Meeting of the Company acting under article 359 § 1 and § 2 in connection with article 362 §1 item 5 and article 360 of the Commercial Companies Code and § 4 section 3 of the Company's 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 item 5 and article 360 of the Commercial Companies Code and § 4 section 3 of the Company's Statute hereby redeems with the Shareholders' consent (voluntary redemption) a total of 8,699,836 (in words: eight million six hundred ninety nine thousand eight hundred thirty six) shares of Company's treasury stock with a nominal value PLN 0.10 (ten grosz) each and with a total nominal value of PLN 869,983.60 (in words: eight hundred sixty nine thousand nine hundred eighty three zlotys and sixty grosz) bearing the code ISIN PLCELPD00013 - hereinafter referred to jointly as the "**Shares**", reacquired by the Company:

- a) 3,305,886 Shares – as a result of the Company's invitation published on 4 March 2019 to submit offers to sell the Company's shares, (**First Shares**);
- b) 614,385 Shares – as a result of the Company's invitation published on 3 March 2020 to submit offers to sell the Company's shares (**Second Shares**); and
- c) 4,779,565 Shares – as a result of the Company's invitation published on 2 June 2020 to submit offers to sell the Company's shares (**Third Shares**);

- carried out in accordance with the authorisation granted in Resolution no. 3 adopted by the Extraordinary General Meeting of CPD held on 28 February 2019 to acquire the Company's shares for the purpose of redemption, which has been amended twice, i.e. in Resolution no. 3 adopted by the Extraordinary General Meeting of CPD S.A. held on 2 March 2020 and in Resolution no. 18 adopted by the Ordinary General Meeting of CPD S.A. held on 27 May 2020.

**§ 2**

1. The First Shares shall be redeemed for the consideration stated in resolution no. 1/II/2019 adopted by the Company's Management Board on 29 February 2019 setting the detailed terms and conditions to acquire the Company's Shares equal to PLN 13.01 (in words: thirteen zlotys and one grosz) per First Share, i.e. for total consideration of PLN 43,009,576.86 (in words: forty three million nine thousand five hundred seventy six zlotys and eighty six grosz) for all of the First Shares.
2. The Second Shares shall be redeemed for the consideration stated in resolution no. 1/III/2020 adopted by the Company's Management Board on 2 March 2020 setting the detailed terms and conditions to acquire the Company's Shares equal to PLN 5.00 (in words: five zlotys) per Second Share, i.e. for total consideration of PLN 3,071,925 (in words: three million seventy one thousand nine hundred twenty five zlotys) for all of the Second Shares.
3. The Third Shares shall be redeemed for the consideration stated in resolution no. 1/VI/2020 adopted by the Company's Management Board on 1 June 2020 setting the detailed terms and conditions to acquire the Company's Shares equal to PLN 14.92 (in words: fourteen zlotys and ninety two grosz) per Third Share, i.e. for total consideration of PLN 71,311,109.80 (in words: seventy one million three hundred eleven thousand one hundred nine zlotys and eighty grosz) for all of the Third Shares.
4. The consideration mentioned in sections 1, 2 and 3 shall be remitted as the selling price for the First, Second and Third Shares, respectively specified under the procedure for submitting the various offers to sell the Shares (also as specified in the invitations to submit offers to sell the

Company's Shares and in the Shareholders' offers whose shares the Company acquired for the purpose of redemption).

**§ 3**

1. The Shares mentioned in § 1 above shall be redeemed at the time when the reduction of share capital is registered.
2. The Company's share capital shall be reduced 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.

## Resolution No. 4

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on \_\_ August, 2020

### on reducing CPD S.A.'s share capital and amending the Company's 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. In connection with the adoption of resolution No. 3 on redeeming CPD SA.'s treasury stock adopted by the Company's Extraordinary General Meeting held on \_\_ August, 2020, the Company's share capital is hereby reduced by PLN 869,983.60 (in words: eight hundred sixty nine thousand nine hundred eighty three zlotys and sixty grosz).
2. The Company's share capital shall be reduced by redeeming a total of 8,699,836 (in words: eight million six hundred ninety nine thousand eight hundred thirty six) shares of the Company's treasury stock with a nominal value of PLN 0.10 (ten grosz) each and with a total nominal value of PLN 869,983.60 (in words: eight hundred sixty nine thousand nine hundred eighty three zlotys and sixty grosz) bearing the code ISIN PLCELPD00013 (hereinafter referred to jointly as the "**Shares**"), reacquired by the Company as a result of the Company's invitations to submit offers to sell the Company's shares published on 4 March 2019, 3 March 2020, and 2 June 2020.
3. The share capital shall be reduced in connection with the redemption of the Company's Treasury Stock pursuant to resolution no. 3 adopted by the Extraordinary General Meeting of the Company held on \_\_ August 2020 on redeeming CPD S.A.'s treasury stock (for the purpose of redeeming share capital).
4. In connection with the wording of resolution no. 3 adopted by the Extraordinary General Meeting of the Company held on \_\_ August 2020 on redeeming CPD S.A.'s treasury stock and redeeming the Shares for consideration, the Company's share capital shall be reduced pursuant to 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

In connection with the reduction of share capital mentioned in § 1, § 4 section 1 of the Company's Statute shall be worded as follows:

*„1. The Company's share capital shall be PLN 1,767,129.50 (in words: one million seven hundred sixty seven thousand one hundred twenty nine zlotys and fifty grosz) and shall be divided into 17,671,295 (in words: seventeen million six hundred seventy one thousand two hundred ninety five) series AA shares with a nominal value of PLN 0.10 (ten grosz) each.”*

#### § 3

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

- 1) the publication in *the Judicial and Economic Bulletin* of the resolved reduction of share capital and the summoning of the Company's creditors to lodge any claims against the Company within a deadline of three months from the date of publication;
- 2) the satisfaction or securing of creditors who lodge their claims within the deadline;
- 3) the submission of the reduction of share capital to the registration court.

#### § 4

Under article 430 §5 of the Commercial Companies Code, the Company's Supervisory Board is authorised to fix the consolidated version of the Company's amended Statute incorporating the amendments made under this resolution.

**§ 5**

This resolution enters into force at the time it is adopted with effect on the day it is registered in the register of commercial undertakings.