

**Resolution No. 1**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on 18 October 2021

**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 Urszula Los as the Chairman of the Extraordinary General Meeting.

**§ 2**

This resolution takes effect on the date of its adoption.

*The resolution was adopted in a secret voting, in which:*

- *valid votes were cast from 3,668,244 shares, representing 13,91% of the share capital,*
- *3,668,244 valid votes were cast, of which:*
  - *3,668,244 votes for adopting the resolution,*
  - *0 votes against adopting the resolution,*
  - *0 votes abstaining,*
- *no objections to the resolution were raised,*
- *no invalid votes were cast,*

## **Resolution No. 2**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on 18 October 2021

### **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) Adoption of a resolution on changes to the remuneration of Supervisory Board members.
- 8) Changes in the composition of the Supervisory Board
- 9) Closing the Meeting

#### **§ 2**

This resolution takes effect on the date of its adoption.

*The resolution was adopted in an open voting, in which:*

- *valid votes were cast from 3,668,244 shares, representing 13,91% of the share capital,*
- *3,668,244 valid votes were cast, of which:*
  - *3,668,244 votes for adopting the resolution,*
  - *0 votes against adopting the resolution,*
  - *0 votes abstaining,*
- *no objections to the resolution were raised,*
- *no invalid votes were cast,*

### **Resolution No. 3**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on 18 October 2021

#### **on redeeming CPD S.A.'s own 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 17,404,946 (in words: seventeen million four hundred four thousand nine hundred forty 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 1,740,494.60 (in words: one million seven hundred forty thousand four hundred ninety four 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**);
- 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**); and
- d) 8,705,110 Shares – as a result of the Company's call published on 25 June 2021 to subscribe for sale of the Company's shares, (**Fourth 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 thrice, i.e. in Resolution no. 3 adopted by the Extraordinary General Meeting of CPD S.A. held on 2 March 2020, in Resolution no. 18 adopted by the Ordinary General Meeting of CPD S.A. held on 27 May 2020 and in Resolution no. 18 adopted by the Ordinary General Meeting of CPD S.A. held on 24 June 2021.

#### **§ 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 Fourth Shares shall be redeemed for the consideration stated in resolution no. 1 adopted by the Company's Management Board on 24 June 2021 setting the detailed terms and conditions to acquire the Company's Shares equal to PLN 19.71 (in words: nineteen zlotys and seventy one grosz) per Fourth Share, i.e. for total consideration of PLN 171,577,718.10 (in words: one hundred seventy one million five hundred seventy seven thousand seven hundred eighteen zlotys and ten grosz) for all of the Fourth Shares.
5. The consideration mentioned in sections 1, 2, 3 and 4 shall be remitted as the selling price for the First, Second, Third and Fourth 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 (in case of First, Second and Third Shares) and in the call to subscribe for the sale of Company's shares (in case of Fourth Shares).

### **§ 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.

*The resolution was adopted in an open voting, in which:*

- *valid votes were cast from 3,668,244 shares, representing 13,91% of the share capital,*
- *3,668,244 valid votes were cast, of which:*
  - *3,668,244 votes for adopting the resolution,*
  - *0 votes against adopting the resolution,*
  - *0 votes abstaining,*
- *no objections to the resolution were raised,*
- *no invalid votes were cast,*

#### **Resolution No. 4**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on 18 October 2021

#### **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 S.A.'s treasury stock adopted by the Company's Extraordinary General Meeting held on 18 October 2021, the Company's share capital is hereby reduced by PLN 1,740,494.60 (in words: one million seven hundred forty thousand four hundred ninety four zlotys and sixty grosz).
2. The Company's share capital shall be reduced by redeeming a total of 17,404,946 (in words: seventeen million four hundred four thousand nine hundred forty 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 1,740,494.60 (in words: one million seven hundred forty thousand four hundred ninety four 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 as well as Company's call to subscribe for the sale of Company's shares published on 25 June 2021.
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 18 October 2021 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 18 October 2021 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 896,618.50 (in words: eight hundred ninety six thousand six hundred eighteen zlotys and fifty grosz) and shall be divided into 8,966,185 (in words: eight million nine hundred sixty six thousand one hundred eighty 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.

*The resolution was adopted in an open voting, in which:*

- *valid votes were cast from 3,668,244 shares, representing 13,91% of the share capital,*
- *3,668,244 valid votes were cast, of which:*
  - *3,668,244 votes for adopting the resolution,*
  - *0 votes against adopting the resolution,*
  - *0 votes abstaining,*
- *no objections to the resolution were raised,*
- *no invalid votes were cast,*

### **Resolution No. 5**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on 18 October 2021

#### **on changes of the remuneration of the members of the Supervisory Board**

The Extraordinary General Meeting of the Company acting under article 392 § 1 of the Commercial Companies Code and § 6 section 2 pt 5) of the Company's Statute resolves as follows:

#### **§ 1**

1. The fixed remuneration components of individual members of the Supervisory Board are established at:
  - a) 834.00 (eight hundred and thirty four) PLN gross per month – remuneration due for appointment,
  - b) 417.00 (four hundred and seventeen) PLN gross per month – remuneration due for performing additional functions in a separate Audit Committee.
2. The method of payment of the remuneration referred to in section 1 above is set out in the remuneration policy for members of the Management Board and Supervisory Board of the Company, which constitutes appendix 1 to Resolution No. 20 of the Ordinary General Meeting of the Company dated May 27th, 2020.

#### **§ 2**

The remuneration of members of the Supervisory Board in the amounts specified in § 1 section 1 of this Resolution shall be adopted as of 1 November 2021.

#### **§ 3**

This resolution enters into force at the time it is adopted.

*The resolution was adopted in an secret voting, in which:*

- *valid votes were cast from 3,668,244 shares, representing 13,91% of the share capital,*
- *3,668,244 valid votes were cast, of which:*
  - *3,156,829 votes for adopting the resolution,*
  - *511,415 votes against adopting the resolution,*
  - *0 votes abstaining,*
- *no objections to the resolution were raised,*
- *no invalid votes were cast,*

**Resolution No. 6 A**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on 18 October 2021

**on changes in the composition of the Supervisory Board**

The Extraordinary General Meeting of the Company, acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 6 sec. 2 point 4) of the Articles of Association, resolves as follows:

**§ 1**

Appoints a member of the Supervisory Board of the fourth term of office Mr. Krzysztof Laskowski.

**§ 2**

The resolution comes into force upon its adoption.

*The resolution was adopted in an secret voting, in which:*

- *valid votes were cast from 3,668,244 shares, representing 13,91% of the share capital,*
- *3,668,244 valid votes were cast, of which:*
  - *3,156,829 votes for adopting the resolution,*
  - *511,415 votes against adopting the resolution,*
  - *0 votes abstaining,*
- *no objections to the resolution were raised,*
- *no invalid votes were cast,*



**Resolution No. 6 B**

adopted by the Extraordinary General Meeting  
of CPD S.A. with its registered office in Warsaw  
held on 18 October 2021

**on changes in the composition of the Supervisory Board**

The Extraordinary General Meeting of the Company, acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 6 sec. 2 point 4) of the Articles of Association, resolves as follows:

**§ 1**

Appoints a member of the Supervisory Board of the fourth term of office Ms Hanna Karwat-Ratajczak.

**§ 2**

The resolution comes into force upon its adoption.

*The resolution was adopted in an secret voting, in which:*

- *valid votes were cast from 3,668,244 shares, representing 13,91% of the share capital,*
- *3,668,244 valid votes were cast, of which:*
  - *3,156,829 votes for adopting the resolution,*
  - *511,415 votes against adopting the resolution,*
  - *0 votes abstaining,*
- *no objections to the resolution were raised,*
- *no invalid votes were cast,*