

## **APPENDIX 1**

### **DRAFT RESOLUTIONS OF THE GENERAL MEETING SUBMITTED BY A SHAREHOLDER OF CPD SA ON 22 MARCH 2022.**

#### **Draft resolution to item 2 of the agenda of the EGM**

Resolution no. [•]

Of the Extraordinary General Meeting

CPD Spółka Akcyjna with its seat in Warsaw

of [•]

on the election of the Chairman of the Extraordinary General Meeting

§1

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting elects Ms / Mr [•] as the Chairman of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.

#### **Draft resolution to item 4 of the EGM agenda**

Resolution no. [•]

Of the Extraordinary General Meeting

CPD Spółka Akcyjna with its seat in Warsaw

of [•]

on adopting the agenda

§1

The Extraordinary General Meeting hereby adopts the agenda as follows:

- 1) Opening of the General Meeting.
- 2) Election of the Chairman of the General Meeting.
- 3) Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
- 4) Adoption of the agenda of the General Meeting.
- 5) Adoption of a resolution on the purchase of the Company's shares for redemption.
- 6) Closing of the General Meeting.

§ 2

The resolution comes into force upon its adoption.

## **Draft resolution to item 5 of the EGM agenda**

Resolution no. [•]

Of the Extraordinary General Meeting

CPD Spółka Akcyjna with its seat in Warsaw

of [•]

on the purchase of the Company's shares for redemption

### **§1**

1. The Management Board of the Company is authorized to purchase from the Company's shareholders in total no more than 2,957,944 (say: two million nine hundred fifty-seven thousand nine hundred and forty-four) shares of the Company, with a nominal value of PLN 0.10 (say: ten groszy) each and in total nominal value not higher than PLN 295,794 (say: two hundred ninety five thousand seven hundred ninety four zlotys) - hereinafter jointly referred to as "Shares".

2. The shares will be purchased under transactions outside the regulated market. In order to purchase its own Shares, the Company will invite all shareholders to submit offers for the sale of shares.

3. The shares will be purchased by the Company in accordance with Art. 362 § 1 point 5) of the Commercial Companies Code in order to redeem them.

4. The Shares will be purchased by the Company for a price not higher than PLN 23.67 (say: twenty three zlotys 67/100) per Share. The Company will only purchase fully paid up Shares.

5. The Management Board of the Company is authorized to purchase the Shares for redemption no later than January 31, 2023.

6. The Management Board, after consulting the Supervisory Board of the Company, guided by the interests of the Company, may:

a) complete the acquisition of Shares before the deadline specified in section 5,

b) resign from purchasing the Shares in whole or in part.

### **§ 2**

1. The General Meeting hereby authorizes the Management Board of the Company to establish detailed terms and conditions for the acquisition of the Shares in the scope not regulated in this resolution and authorizes the Management Board of the Company to perform all factual and legal actions aimed at implementing this resolution, including concluding an agreement with an investment company.

2. In order to redeem the Shares, after completing the acquisition of all or part of the Shares, the Management Board of the Company will convene the General Meeting of the Company with the agenda covering at least the adoption of resolutions on the redemption of own shares and reduction of the share capital of the Company and amendments to the Articles of Association.

### **§ 3**

The resolution comes into force upon its adoption.

## **Justification for draft resolutions to items 2 and 4 of the EGM agenda**

The said resolutions are resolutions related to the formal course of the meeting, the adoption of which is obligatory to maintain the correct course of the General Meeting.

**Justification for the draft resolution to item 5 of the EGM agenda**

The rationale for adopting the resolution on the buy-back of own shares for the purpose of their redemption is the possibility of paying the shareholders the funds at the disposal of the Company.