

**DRAFT RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF CPD S.A. CONVENED
ON 28 JUNE 2022**

Resolution No. 1

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the election of the Chairman of the Ordinary General Meeting

§1

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

§2

The resolution comes into force upon its adoption.

Resolution No. 2

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on adopting the agenda

§1

The Ordinary 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 Annual General Meeting has been duly convened and is capable of adopting resolutions.
- 4) Adoption of the agenda of the General Meeting.
- 5) Presentation of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2021.
- 6) Presentation of the Management Board's report on the activities of CPD S.A. for the financial year from 1 January to 31 December 2021 and the Management Board's motion regarding the distribution of profit.
- 7) Presentation of the report of the Supervisory Board of CPD S.A.
- 8) Adoption of a resolution on the approval of the Management Board's report on the activities of CPD S.A. for the financial year from 1 January to 31 December 2021.
- 9) Adoption of a resolution on the approval of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2021.
- 10) Adoption of a resolution on allocation of the profit of CPD S.A. for the year 2021.
- 11) Presentation of the Management Board's report on the activities of the CPD S.A. Capital Group and the consolidated financial statements of the CPD S.A. Capital Group. for the financial year 2021.
- 12) Adoption of a resolution on the approval of the Management Board's report on the activities of the CPD S.A. Capital Group. for the financial year 2021.
- 13) Adoption of a resolution on the approval of the consolidated financial statements of the CPD S.A. Capital Group. for the financial year 2021.
- 14) Adoption of resolutions on granting members of the Management Board of CPD S.A. discharge for the performance of their duties in 2021.
- 15) Adoption of resolutions on granting members of the Supervisory Board of CPD S.A. discharge for the performance of their duties in 2021.
- 16) Adoption of a resolution authorizing the Management Board of the Company to purchase own shares of CPD S.A. for redemption.
- 17) Adoption of a resolution on the number of members of the Supervisory Board of the fifth term of office.

- 18) Adoption of resolutions on the appointment of members of the Supervisory Board of the fifth term of office, including: chairman, vice-chairman, secretary of the Supervisory Board.
- 19) Presentation of the Supervisory Board report on the remuneration of members of the Management Board and Supervisory Board.
- 20) Adoption of a resolution on issuing an opinion on the Supervisory Board's report on the remuneration of members of the Management Board and Supervisory Board.
- 21) Closing of the General Meeting.

§2

The resolution comes into force upon its adoption.

Resolution No. 3

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the approval of the Management Board's report on the activities of CPD S.A. for the financial year from 1 January to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 1) of the Commercial Companies Code and § 6 sec. 2 items 1) and 2) of the Company's Articles of Association, after prior review, approves the Management Board's report on the activities of CPD S.A. for the financial year from 1 January to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 4

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the approval of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 1) of the Commercial Companies Code and § 6 sec. 2 point 1) and 2) of the Company's Articles of Association, after prior review, approves the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2021, which include:

- Introduction to the financial statements;
- Statement of financial position for the financial year from 1 January 2021 to 31 December 2021, showing the assets and liabilities in the amount of PLN 144,505,000 (in words: one hundred and forty-four million five hundred and five thousand);
- Statement of comprehensive income for the financial year from 1 January 2021 to 31 December 2021, showing a net profit of PLN 99,037,000 (ninety-nine million, thirty-seven thousand);
- Statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, showing a decrease in equity by PLN 72,540,000 (in words: seventy two million five hundred and forty thousand);
- Statement of cash flows for the financial year from 1 January 2021 to 31 December 2021, which shows an increase in cash by PLN 48,855,000 (in words: forty-eight million eight hundred and fifty-five thousand zlotys);
- Additional information from the adopted accounting principles and other explanatory information.

§2

The resolution comes into force upon its adoption.

Resolution No. 5

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the allocation of the profit of CPD S.A. for the year 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 395 § 2 item 2) of the Commercial Companies Code and § 6 sec. 2 point 2) of the Articles of Association, after considering the motion of the Management Board of the Company as to the allocation of the profit shown in the financial statements for 2021, in the total amount of PLN 99,037,000 (in words: ninety-nine million thirty-seven thousand), decides to allocate it in full to covering losses from previous years.

§2

The resolution comes into force upon its adoption.

Resolution No. 6

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the approval of the Management Board's report on the activities of the CPD S.A. Capital Group for the financial year 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 395 § 5 of the Commercial Companies Code in connection with Art. 55 sec. 2 and art. 63c of paragraph 1. 4 of the Accounting Act, after prior consideration, approves the Management Board's report on the activities of the CPD S.A. Capital Group. for the financial year 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 7

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the approval of the consolidated financial statements of the CPD S.A. Capital Group

§1

The Ordinary General Meeting, acting pursuant to Art. 395 § 5 of the Commercial Companies Code, in connection with Art. 55 sec. 2 and art. 63c of paragraph 1. 4 of the Accounting Act, after prior review, approves the consolidated financial statements of the CPD S.A. Capital Group. for the financial year 2021, consisting of:

- Introduction to the financial statements;
- Consolidated statement of financial position for the financial year from 1 January 2021 to 31 December 2021, which on the assets and liabilities side shows the amount of PLN 275 322 000 (in words: two hundred seventy five million three hundred twenty two thousand);
- Consolidated statement of comprehensive income for the financial year from 1 January 2021 to 31 December 2021, showing a net profit of PLN 31,192,000 (in words: thirty one million one hundred ninety two thousand);
- Consolidated statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, showing a decrease in equity by PLN 140,385,000 (in words: one hundred and forty million, three hundred and eighty-five thousand) zlotys;
- Consolidated statement of cash flows for the financial year from 1 January 2021 to 31 December 2021, which shows a decrease in cash by the amount of PLN 88,373,000 (in words: eighty eight million three hundred seventy three thousand);
- Additional information on the adopted accounting principles and other explanatory information.

§2

The resolution comes into force upon its adoption.

Resolution No. 8

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging the President of the Management Board, Mr. Colin Kingsnorth, from the performance of his duties in the period from 1 January 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Articles of Association of the Company grants a vote of approval to the Member of the Management Board, Mr. Colin Kingsnorth, for the performance of his duties during the period as President of the Management Board from 1 January 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 9

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging the Member of the Management Board, Ms Elżbieta Wiczowska, from the performance of her duties in the period from 1 January 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Articles of Association of the Company grants Ms Elżbieta Wiczowska a vote of approval for the performance of her duties during the period as a Member of the Management Board from 1 January 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 10

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the acknowledgment of the fulfillment of duties by the Member of the Management Board, Ms Iwona Makarewicz, in the period from 1 January 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Articles of Association of the Company grants Ms Iwona Makarewicz a vote of approval for the performance of her duties during her term as a Management Board Member from 1 January 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 11

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

to discharge the Member of the Management Board, Mr. John Purcell, from the performance of his duties in the period from 1 January 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 point 1) and 2) of the Company's Articles of Association, discharges Mr. John Purcell from the performance of his duties in the period as a Member of the Management Board from 1 January 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 12

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging the Chairman of the Supervisory Board, Mr. Andrew Pegge, from the performance of his duties in the period from 1 January 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Articles of Association of the Company grants a vote of approval to the Member of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties as the Chairman of the Supervisory Board from 1 January 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 13

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging the Vice-Chairman of the Supervisory Board, Mr. Michael Haxby, from the performance of his duties in the period from 1 January 2021 to 1 November 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Articles of Association of the Company grants a vote of approval to the Member of the Supervisory Board, Mr. Michael Haxby, for the performance of his duties during the period as the Vice-Chairman of the Supervisory Board from 1 January 2021 to 1 November 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 14

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging the Secretary of the Supervisory Board, Mr. Wiesław Oles, from the performance of his duties in the period of performing his function from 1 January 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 items 1) and 2) of the Articles of Association of the Company grants a vote of approval to the Member of the Supervisory Board, Mr. Wiesław Oleś, for the performance of his duties during the period as the Secretary from 1 January 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 15

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging a member of the Supervisory Board, Mr. Mirosław Gronicki, from the performance of his duties in the period from 1 January 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, grants a vote of approval to the Supervisory Board Member, Mr. Mirosław Gronicki, for the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 16

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on granting a vote of approval to a member of the Supervisory Board, Ms Gabriela Gryger, for the performance of her duties in the period from 1 January 2021 to 22 September 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, the Supervisory Board Member, Ms Gabriela Gryger, discharges the fulfillment of her duties in the period from 1 January 2021 to 22 September 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 17

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging a member of the Supervisory Board, Mr. Alfonso Kalinauskas, from the performance of his duties in the period from 1 January 2021 to 31 October 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Articles of Association of the Company grants a vote of approval to the Member of the Supervisory Board, Mr. Alfonso Kalinauskas, for the performance of his duties in the period from 1 January 2021 to 31 October 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 18

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

**on the acknowledgment of the fulfillment of duties by a member of the Supervisory Board,
Ms Hanna Karwat-Ratajczak, in the period from 18 October 2021 to 31 December 2021**

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, the Supervisory Board Member, Ms Hanna Karwat-Ratajczak, grants a vote of approval for the performance of her duties in the period from 18 October 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 19

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on discharging a member of the Supervisory Board, Mr. Krzysztof Laskowski, from the performance of his duties in the period from 18 October 2021 to 31 December 2021

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Commercial Companies Code and § 6 sec. 2 points 1) and 2) of the Articles of Association of the Company grants a vote of approval to the Member of the Supervisory Board, Mr. Krzysztof Laskowski, for the performance of his duties in the period from 18 October 2021 to 31 December 2021.

§2

The resolution comes into force upon its adoption.

Resolution No. 20

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on authorizing the Management Board of the Company to acquire own shares for the purpose of their redemption

Ordinary General Meeting Pursuant to Art. 362 § 1 point 5) of the Code of Commercial Companies resolves as follows:

§ 1

1. The Management Board of the Company is authorized to purchase from the Company's shareholders in total no more than 4,483,092 (say: four million four hundred eighty three thousand ninety two) shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each and with a total nominal value of not higher than PLN 448,309.20 (say: four hundred and forty-eight three hundred and nine zlotys 20/100) - hereinafter jointly referred to as "Shares".
2. The shares will be purchased under transactions outside the regulated market, based on an invitation to all shareholders to submit offers for 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 Company will only purchase Shares that are fully paid up.
5. The Shares will be purchased by the Company for a price not lower than [..... ..] and not higher than [... ..] per Share.
6. The Management Board of the Company is authorized to purchase the Shares for redemption no later than 31 December 2023. The Management Board is authorized to purchase the Shares once or more within the limits specified in this resolution.
7. 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 6,
 - 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 the implementation of this resolution, including the selection and conclusion of an agreement with an investment company, via which will acquire the Shares.
2. In order to redeem the Shares, after the purchase 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.

Resolution No. 21

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on establishing the number of members of the Supervisory Board of the fifth term of office

The Ordinary General Meeting, acting pursuant to Art. 385 § 1 of the Commercial Companies Code and § 6 sec. 2 point 4) in connection with with § 9 sec. 1 and 3 of the Articles of Association, resolves as follows:

§ 1

The number of members of the Supervisory Board of the fifth term of office is hereby set to [...] persons.

§ 2

The resolution comes into force upon its adoption.

Resolution No. 22

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

on the appointment of Mr / Ms [...] as a member / chairman / vice-chairman / secretary of the Supervisory Board of the fifth term of office

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

§ 1

Due to the expiry of the mandate of a member of the Supervisory Board upon the holding of the general meeting approving the financial statements for the last full financial year of performing this function, the member / chairman / vice-chairman / secretary of the Supervisory Board of the fifth (joint) term of office, Mr. / Ms [...]

§ 2

The resolution comes into force upon its adoption.

Resolution No. 23

of the Ordinary General Meeting
CPD S.A. with its seat in Warsaw
of 28 June 2022

**on giving opinion on the Supervisory Board's report on the remuneration of members of
the Management Board and Supervisory Board**

§ 1

Ordinary General Meeting Pursuant to Art. 395 § 21 of the Commercial Companies Code and Art. 90 g of paragraph 1. 6 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies, gives a positive opinion on the report of the Company's Supervisory Board on the remuneration of members of the Company's Management Board and Supervisory Board for the years 2019-2020.

§ 2

The resolution comes into force upon its adoption.