

**Resolution No. 1**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on the election of the Chairman of the Ordinary General Meeting.

§1

Acting on the basis of art. 409 § 1 of the Code of Commercial Companies, the Ordinary General Meeting elects Mr. Emil Tomaszewski as the Chairman of the Ordinary General Meeting.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
  - 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
  - no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 2**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on withdrawing from the appointment of the Scrutiny Committee

§1

The Ordinary General Meeting hereby refrains from appointing the Ballot Counting Committee.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

### **Resolution No. 3**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on the adoption of the agenda.

#### §1

The Ordinary General Meeting hereby adopts the following agenda:

- 1) Opening of the General Meeting.
- 2) Election of the Chairman of the General Meeting.
- 3) Confirmation of the correctness of convening the Ordinary General Meeting and its capacity to adopt resolutions.
- 4) Adoption of a resolution on withdrawing from the appointment of the Scrutiny Committee.
- 5) Adoption of the agenda of the General Meeting.
- 6) Presentation of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2022.
- 7) Presentation of the consolidated financial statements of the CPD S.A. Capital Group for the financial year from 1 January to 31 December 2022.
- 8) Presentation of the Management Board's report on the activities of CPD S.A. for the financial year from 1 January to 31 December 2022 and the Management Board's motion to cover the loss.
- 9) Presentation of the report of the Supervisory Board of CPD S.A. for 2022.
- 10) 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 2022.
- 11) Adoption of a resolution on the approval of the consolidated financial statements of the CPD S.A. Capital Group. for the financial year from 1 January to 31 December 2022.
- 12) Adoption of a resolution on the approval of the Management Board's report on the activities of CPD S.A. and the CPD S.A. Capital Group. for the financial year from 1 January to 31 December 2022.
- 13) Adopting a resolution on approving the annual report of the Company's Supervisory Board for 2022.
- 14) Adoption of a resolution on covering the loss of CPD S.A. for 2022.
- 15) Adoption of resolutions on granting members of the Management Board of CPD S.A. discharge from their duties in 2022.
- 16) Adoption of resolutions on granting members of the Supervisory Board of CPD S.A. discharge from their duties in 2022.
- 17) Presentation of the Supervisory Board's report on the remuneration of members of the Management Board and the Supervisory Board.

18) Adoption of a resolution on issuing an opinion on the report of the Supervisory Board on the remuneration of members of the Management Board and the Supervisory Board.

19) Adoption of a resolution on granting additional remuneration to the Members of the Supervisory Board.

20) Adopting a resolution on changes in the composition of the Company's Supervisory Board.

21) Closing of the General Meeting.

## § 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

## **Resolution No. 4**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on the approval of the financial statements of CPD S.A. for the financial year from 1 January to 31 December 2022

### §1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 1) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, after prior consideration, approves the financial statements of CPD S.A. for the financial year from January 1 to December 31, 2022, which consists of:

- statement of comprehensive income for the financial year from January 1, 2022 to December 31, 2022, showing a net loss of PLN 23,082,000 (in words: twenty-three million eighty-two thousand zlotys);
- statement of financial position for the financial year from January 1, 2022 to December 31, 2022, with assets and liabilities of PLN 66,495,000 (in words: sixty-six million four hundred and ninety-five thousand zlotys);
- statement of changes in equity for the period from January 1, 2022 to December 31, 2022, showing a decrease in equity of PLN 73,092,000 (in words: seventy-three million ninety-two thousand zlotys);
- statement of cash flows for the period from January 1, 2022 to December 31, 2022, which shows a decrease in cash by PLN 40,013,000 (in words: forty million and thirteen thousand zlotys);
- explanatory notes to the financial statements for the period from 1 January 2022 to 31 December 2022.

### § 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

## **Resolution No. 5**

### Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

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 Code of Commercial Companies, in connection with Art. 55 sec. 2 and Art. 63c sec. 4 of the Accounting Act, after prior consideration, approves the consolidated financial statements of the CPD S.A. Capital Group. for the financial year 2022, consisting of:

- consolidated statement of comprehensive income for the financial year from January 1, 2022 to December 31, 2022, showing a net loss of PLN 13,290,000 (say: thirteen million two hundred and ninety thousand zlotys) and total comprehensive income of a negative amount of PLN 13,524,000 (say: thirteen million five hundred and twenty four thousand zlotys);
- the consolidated statement of financial position for the financial year from January 1, 2022 to December 31, 2022, with assets and liabilities of PLN 115,526,000 (in words: one hundred and fifteen million five hundred and twenty-six thousand zlotys);
- the consolidated statement of changes in equity for the financial year from January 1, 2022 to December 31, 2022, showing a decrease in equity of PLN 63,534,000 (sixty-three million five hundred and thirty-four thousand zlotys);
- the consolidated statement of cash flows for the financial year from January 1, 2022 to December 31, 2022, which shows a decrease in cash by PLN 5,480,000 (in words: five million four hundred and eighty thousand zlotys);
- explanatory notes to the consolidated financial statements for the financial year from January 1, 2022 to December 31, 2022.

#### § 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 6**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on the approval of the Management Board's report on the activities of CPD S.A. and the CPD S.A. Capital Group. for the financial year 2022

§1

The Ordinary General Meeting, acting pursuant to Art. 395 § 5 of the Code of Commercial Companies in connection with art. 55 sec. 2 and Art. 63c sec. 4 of the Accounting Act, after prior consideration, approves the Management Board's report on the activities of CPD S.A. and the CPD S.A. Capital Group. for the financial year from 1 January to 31 December 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 7**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on the approval of the report of the Supervisory Board of CPD S.A. for 2022

§1

The Ordinary General Meeting, acting in accordance with the content of rule 2.11 of the Code of Best Practice for WSE Listed Companies 2021, hereby approves the Report of the Supervisory Board of CPD S.A. for 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.



## **Resolution No. 8**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on covering the loss of CPD S.A. for 2022

### §1

The Ordinary General Meeting, acting pursuant to Art. 395 § 2 point 2) of the Code of Commercial Companies and § 6 sec. 2 point 2) of the Company's Articles of Association, after considering the motion of the Company's Management Board as to how to cover the loss shown in the financial statements for 2022, in the total amount of PLN 23,082,000 (in words: twenty-three million eighty-two thousand zlotys), decides to cover it from the profits earned in future financial years.

### § 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 9**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on granting discharge to the President of the Management Board, Mr. Colin Kingsnorth, for the performance of his duties in the period from January 1, 2022 to December 31, 2022

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby discharges the member of the Management Board, Mr. Colin Kingsnorth, from the performance of his duties in the period of holding the position of the President of the Management Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 10**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on granting discharge to the President of the Management Board, Mrs. Elżbieta Wiczowska , for the performance of his duties in the period from January 1, 2022 to December 31, 2022

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby discharges the member of the Management Board, Mr. Colin Kingsnorth, from the performance of his duties in the period of holding the position of the President of the Management Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 11**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on granting discharge to the President of the Management Board, Mrs. Iwonia Makarewicz , for the performance of his duties in the period from January 1, 2022 to December 31, 2022

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby discharges the member of the Management Board, Mr. Colin Kingsnorth, from the performance of his duties in the period of holding the position of the President of the Management Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 12**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on granting discharge to the President of the Management Board, Mr. John Purcell, for the performance of his duties in the period from January 1, 2022 to December 31, 2022

§1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby discharges the member of the Management Board, Mr. Colin Kingsnorth, from the performance of his duties in the period of holding the position of the President of the Management Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 13**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on granting discharge to the Chairman of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties in the period from January 1, 2022 to December 31, 2022.

§ 1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby grants discharge to the member of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties during his term as Chairman of the Supervisory Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 14**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on discharging the Secretary of the Supervisory Board, Mr. Wiesław Oleś, from the performance of his duties in the period from January 1, 2022 to December 31, 2022.

§ 1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby grants discharge to the member of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties during his term as Chairman of the Supervisory Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 15**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on granting discharge to the member of the Supervisory Board, Mr. Mirosław Gronicki, for the performance of his duties in the period from January 1, 2022 to December 31, 2022.

§ 1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby grants discharge to the member of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties during his term as Chairman of the Supervisory Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.



**Resolution No. 16**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on discharging the member of the Supervisory Board, Ms. Hanna Karwat-Ratajczak, from the performance of her duties in the period from January 1, 2022 to June 28, 2022.

§ 1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby grants discharge to the member of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties during his term as Chairman of the Supervisory Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 17**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on discharging the member of the Supervisory Board, Mr. Krzysztof Laskowski, from the performance of his duties in the period from January 1, 2022 to December 31, 2022.

§ 1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby grants discharge to the member of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties during his term as Chairman of the Supervisory Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 18**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on discharging the member of the Supervisory Board, Mr. Emil Tomaszewski, from the performance of his duties in the period from June 28, 2022 to December 31, 2022.

§ 1

The Ordinary General Meeting, acting pursuant to Art. 393 point 1), art. 395 § 2 point 3) of the Code of Commercial Companies and § 6 sec. 2 points 1) and 2) of the Company's Articles of Association, hereby grants discharge to the member of the Supervisory Board, Mr. Andrew Pegge, for the performance of his duties during his term as Chairman of the Supervisory Board from January 1, 2022 to December 31, 2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 19**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on issuing an opinion on the report of the Supervisory Board on the remuneration of members of the Management Board and the Supervisory Board

§1

The Ordinary General Meeting, acting pursuant to Art. 395 § 21 of the Code of Commercial Companies and Art. 90g sec. 6 of the Act of July 29, 2005 on Public Offering and Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, gives a positive opinion to the presented report of the Company's Supervisory Board on the remuneration of members of the Company's Management Board and Supervisory Board for the years 2021-2022.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in an open vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 20**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

on awarding additional remuneration to members of the Supervisory Board

§1

The Ordinary General Meeting resolves to grant additional one-off remuneration to members of the Supervisory Board for the function performed as follows:

- Mr. Andrew Pegge in the amount of PLN 80,000 gross
- Mr. Wiesław Oleś in the amount of PLN 80,000 gross,
- Mr. Mirosław Gronicki in the amount of PLN 80,000 gross,
- Mr. Emil Tomaszewski in the amount of PLN 6,700 gross.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
  - 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
  - no objections to the resolution were raised,
- no invalid votes were cast.

**Resolution No. 21**

Ordinary General Meeting

CPD Spółka Akcyjna with its registered office in Warsaw

of June 28, 2023

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

§ 1

The Ordinary General Meeting, acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 6 sec. 2 point 4) of the Company's Articles of Association, appoints Mr Krzysztof Andrzej Zawadzki (PESEL: 68100106297) as a member of the Supervisory Board of the fifth term.

§ 2

The resolution enters into force upon its adoption.

The resolution was adopted in a secret vote, in which:

- valid votes were cast from 2,310,273 shares, constituting 25.77% of the share capital,
- 2,310,273 valid votes were cast, of which: 2,310,273 votes for the resolution, 0 votes against the resolution and 0 abstaining votes,
- no objections to the resolution were raised,
- no invalid votes were cast.