

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING**

**CPD S.A.**

**HELD ON \_\_\_\_\_ 2016**

**Resolution No. 1**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**on appointment of the Chairman of the Annual General Meeting**

**§ 1**

Pursuant to article 409 § 1 of the Code of Commercial Companies, the Annual General Meeting hereby appoints Ms / Mr \_\_\_\_\_ as the Chairman of the Annual General Meeting.

**§ 2**

This resolution takes effect on the date of its adoption.

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**Resolution No. 2**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**on adoption of agenda**

**§ 1**

The Annual General Meeting hereby adopts the following agenda:

- 1) Opening the General Meeting.
- 2) Appointing the Chairman of the General Meeting.
- 3) Confirming that the Annual General Meeting has been convened correctly and is empowered to adopt resolutions.
- 4) Adopting the agenda of the General Meeting.
- 5) Presentation of the Financial Statement of the Management Board of CPD S.A. for the financial year 2015;
- 6) Presentation of the Activity Report of the Management Board of CPD S.A. and motion of the Management Board as how to allocate the profit for the financial year 2015;
- 7) Presentation of the Activity Report of the Supervisory Board for the financial year 2015;
- 8) Adopting the resolution for the approval of the Activity Report of Management Board of the CPD S.A for the financial year 2015;
- 9) Adopting the resolution for the approval of the financial statements of the CPD S.A. for the financial year 2015;
- 10) Adopting the resolution of allocation of the profit for the financial year 2015.
- 11) Presentation of the Activity Report of the Management Board of the CPD S.A. Capital Group and the consolidated financial statements of the CPD S.A. Capital Group for the financial year 2015.
- 12) Adopting the resolution for the approval of the activity report of Management Board of the CPD S.A. Capital Group for the financial year 2015.
- 13) Adopting the resolution for the approval of the Consolidated Financial statement of Management Board of the CPD S.A. Capital Group for the financial year 2015.
- 14) Adopting of resolutions regarding appointment of members of Management Board of CPD S.A. for the performance of their duties in 2015.
- 15) Adopting of resolutions regarding appointment of members of Supervisory Board of CPD S.A. for the performance of their duties in 2015.
- 16) Closing the General Meeting.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 3**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the approval of the activity report of Management Board for the financial year 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 1) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, after review, hereby approves the activity report of Management Board for the financial year 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 4**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the approval of the financial statements of CPD S.A. for the financial year 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 1) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, after review, hereby approves the financial report for the financial year 2015 which consists of:

- introduction to financial statements;
- statement of financial position for the period from 1 January 2015 to 31 December 2015 with total assets and total liabilities and equity of PLN 534 019 thousand (in words: five hundred thirty four million nineteen thousand zlotys);
- statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 with a comprehensive income of PLN 48 186 thousand (in words: forty eight million one hundred eighty six thousands zlotys);
- statement of changes in equity for the period from 1 January 2015 to 31 December 2015, with the increase of equity by PLN 48 186 thousand (in words: forty eight million one hundred eighty six thousands zlotys);
- cash flow statement for the period from 1 January 2015 to 31 December 2015 with decrease of PLN 3 956 thousand (in words: three million nine hundred fifty six thousand zlotys);
- additional information from the accounting policies and other explanatory notes.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 5**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**on the manner of allocation of CPD S.A. profit for 2015.**

**§ 1**

The Annual General Meeting acting under article 395 § 2 sec 2) of Code of Commercial Companies and § 6 sec. 2 point 2) of the Company Statute, decides to allocate the entire net profit generated by the Company in 2015 amounts to 48 186 thousand PLN (in words: forty eight million one hundred eighty six thousands zlotys) to cover losses from the previous years.

thousand (in words:

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 6**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the approval of the activity report of Management Board for the CPD S.A Capital Group  
financial year 2015**

**§ 1**

The Annual General Meeting acting under article 395 § 5 of Code of Commercial Companies according to art. 55 point 2 and art. 63c point 4 accounting act, after review, hereby approves the activity report of Management Board for the CPD S.A. Capital Group for the year 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 7**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the approval of the consolidated financial statements of the CPD S.A. Capital Group for the year 2015**

**§ 1**

The Annual General Meeting acting under article 395 § 5 of Code of Commercial Companies according to art. 55 point 2 and art. 63c point 4 accounting act, after review, hereby approves the consolidated financial statements of the CPD S.A. Capital Group for the year 2015, which consists of:

- introduction to financial statements
- consolidated statement of financial position for the period from 1 January 2015 to 31 December 2015 with total assets and total liabilities and equity of PLN 711 477 thousand (in words: seven hundred eleven million four hundred seventy seven thousand zlotys);
- consolidated statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 with a net loss of PLN 46 348 thousand (in words: forty six million three hundred forty eight thousand zlotys);
- consolidated statement of changes in equity for the period from 1 January 2015 to 31 December 2015, with the increase of equity by PLN 46 338 thousand (in words: forty six million three hundred thirty eight thousand zlotys);
- consolidated cash flow statement for the period from 1 January 2015 to 31 December 2015 with increase of PLN 7 303 thousand (in words: six million seven hundred eighty nine thousand zlotys);
- additional information from the accounting policies and other explanatory notes.

**§ 2**

This resolution takes effect on the date of its adoption.



**Resolution No. 8**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Management Board, which acts as the President of Management Board - Mrs. Elżbieta Wiczowska for the performance of her duties: from January 1, to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company which acts as the President of Management Board – Mrs. Elżbieta Wiczowska for the performance of her duties: from January 1, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 9**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Management Board - Mr. Colin Kingsnorth for the performance of his duties: from January 1 to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company – Mr. Colin Kingsnorth for the performance of his duties: from January 1, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 10**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Management Board - Mrs. Iwona Makarewicz for the performance of her duties: from January 1 to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company – Mrs. Iwona Makarewicz for the performance of her duties: from January 1, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 11**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Management Board - Mr. John Purcell for the performance of his duties: from June 17 to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Management Board Member of the Company – Mr. John Purcell for the performance of his duties: from June 17, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 12**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Supervisory Board, Mrs. Marzena Bielecka for the performance of her duties: from January 1 to June 17, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mrs. Marzena Bielecka for the performance of her duties: from January 1, 2015 to June 17, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 13**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Supervisory Board, Mr. Wiesław Oleś for the performance of his duties: from January 1 to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Wiesław Oleś for the performance of his duties: from January 1, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 14**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Supervisory Board – Mr. Mirosław Gronicki for the performance of his duties: from January 1 to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Mirosław Gronicki for the performance of his duties: from January 1, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No. 15**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Supervisory Board - Mr. Wieslaw Rozłucki for the performance of his duties: from January 1, to October 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Wiesław Rozłucki for the performance of his duties: from January 1, 2015 to October 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.



**Resolution No. 16**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Supervisory Board - Mr. Andrew Pegge for the performance of his duties: from January 1, to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Andrew Pegge for the performance of his duties: from January 1, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No 17**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Supervisory Board - Mr. Michael Haxby for the performance of his duties: from June 17, to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Mr. Michael Haxby for the performance of his duties: from June 17, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.

**Resolution No 18**

of Annual General Meeting  
of CPD S.A. of Warsaw  
held on \_\_\_\_\_ 2016

**for the granting the vote of acceptance to member of Supervisory Board - Ms. Gabriela Gryger for the performance of her duties: from November 24, to December 31, 2015**

**§ 1**

The Annual General Meeting acting under article 393 sec 1), article 395 § 2 sec 3) of Code of Commercial Companies and § 6 sec. 2 point 1) and 2) of the Company Statute, hereby grants vote of acceptance to Supervisory Board Member of the Company, Ms. Gabriela Gryger for the performance of her duties: from November 24, 2015 to December 31, 2015.

**§ 2**

This resolution takes effect on the date of its adoption.