

**DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING
CPD S.A.
HELD ON JUNE 7, 2017**

Resolution No. 1

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on June 7, 2017

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 / Mr _____ as the Chairman of the Extraordinary General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 2

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on June 7, 2017

on adoption of 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 is empowered to adopt resolutions.
- 4) Adopting the agenda of the General Meeting.
- 5) Adopting of resolutions on the change the Resolution no. 18 of Annual General Meeting dated on May 10, 2017 on: acquisition of the Company's shares for the purpose of redemption.
- 6) Closing the General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 3

of Extraordinary General Meeting
of CPD S.A. of Warsaw
held on June 6, 2017

**on the change the Resolution no. 18 of Annual General Meeting dated on May 10, 2017
on: acquisition of the Company's shares for the purpose of redemption**

§ 1

§ 1 of the Resolution no. 18 Annual General Meeting dated on May 10, 2017 is replaced by:

1. *" Authorizes the Management Board of the Company to purchase from Company's shareholders up to [__] of Company's shares (in words: [__]), with the nominal value of 0,10 zł (ten groszy) each and total nominal value up to [____],00 zł (in words: [__] złotych) – hereinafter „the Shares”.*
2. *The Shares shall be acquired as part of the transaction outside of the regulated market. In order to purchase its own Shares, the Company shall send to all of its shareholders an invitation to submit offers to sell the shares.*
3. *The Shares shall be purchased by the Company pursuant to Art. 362 § 1 point 5) of C.C.C. for the purpose of redemption.*
4. *The Shares shall be purchased by the Company for the price:*
 - *no lower than the equivalent of an arithmetic average of the price of one share of the Company, as per the rate at the closing of the session at the WSE in Warsaw, weighted by the volume, on each trading day session in the period of 6 months preceding the date of adoption hereof,*
 - *no higher than the book value of the company assets on the date of 31 December 2016 i.e. 13,60 zł (in words: thirteen złotych sixty groszy) for one share.**Company shall only purchase the Shares that are fully paid-up.*
5. *The Company's Management Board is authorized to purchase Shares for the purpose of redemption no later than by [__].*
6. *The Management Board, after consulting with the Supervisory Board of the Company, following the interest of the Company, may:*
 - a) *Finalize Shares purchasing before the date defined in the point 5*
 - b) *Renounce from purchasing the Shares in total or in part."*

§ 2

This resolution takes effect on the date of its adoption.