

**DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING
CPD S.A.
HELD ON JUNE 30, 2018**

**Resolution No. 1
of Annual General Meeting
of CPD S.A. of Warsaw
held on June 30, 2018**

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.

**Resolution No. 2
of Annual General Meeting
of CPD S.A. of Warsaw
held on June 30, 2018**

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 2017;
- 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 2017;
- 7) Presentation of the Activity Report of the Supervisory Board for the financial year 2017;
- 8) Adopting the resolution for the approval of the Activity Report of Management Board of the CPD S.A for the financial year 2017;
- 9) Adopting the resolution for the approval of the financial statements of the CPD S.A. for the financial year 2017;
- 10) Adopting the resolution of cover the loss of the CPD S.A. for the financial year 2017.
- 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 2017.
- 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 2017.
- 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 2017.
- 14) Adopting of resolutions regarding appointment of members of Management Board of CPD S.A. for the performance of their duties in 2017.
- 15) Adopting of resolutions regarding appointment of members of Supervisory Board of CPD S.A. for the performance of their duties in 2017.
- 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 June 30, 2018**

for the approval of the activity report of Management Board for the financial year 2017

§ 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 2017.

§ 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 June 30, 2018**

for the approval of the financial statements of CPD S.A. for the financial year 2017

§ 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 2017 which consists of:

- introduction to financial statements;
- statement of financial position for the period from 1 January 2017 to 31 December 2017 with total assets and total liabilities and equity of PLN 504 215 thousand (in words: five hundred four million two hundred fifteen thousand zlotys);
- statement of comprehensive income for the period from 1 January 2017 to 31 December 2017 with a net loss of PLN 2 066 thousand (in words: two million sixty six thousand zlotys);
- statement of changes in equity for the period from 1 January 2017 to 31 December 2017, with the increase of equity by PLN 20 587 thousand (in words: twenty million five hundred eighty seven thousand zlotys);
- cash flow statement for the period from 1 January 2017 to 31 December 2017 with increase of PLN 20 091 thousand (in words: twenty million ninety one 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 June 30, 2018**

on cover the loss by CPD S.A. for 2017.

§ 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, after considering the motion of the Management Board of the Company on cover of the loss for the financial year 2017, decides to cover the loss of CPD S.A. disclosed in the financial statements for 2017, in the total amount of PLN 2,066 thousand (say: two million sixty six thousand) zlotys, from the profit which will be gained by the CPD S.A. in the future financial year.

§ 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 June 30, 2018**

**for the approval of the activity report of Management Board for the CPD S.A Capital Group
financial year 2017**

§ 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 2017.

§ 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 June 30, 2018**

for the approval of the consolidated financial statements of the CPD S.A. Capital Group for the year 2017

§ 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 2017, which consists of:

- introduction to financial statements
- consolidated statement of financial position for the period from 1 January 2017 to 31 December 2017 with total assets and total liabilities and equity of PLN 761 000 thousand (in words: seven hundred sixty one million zlotys);
- consolidated statement of comprehensive income for the period from 1 January 2017 to 31 December 2017 with a net profit of PLN 2 238 thousand (in words: two million two hundred thirty eight thousand zlotys);
- consolidated statement of changes in equity for the period from 1 January 2017 to 31 December 2017, with the increase of equity by PLN 24 816 thousand (in words: twenty four million eight hundred sixteen thousand zlotys);
- consolidated cash flow statement for the period from 1 January 2017 to 31 December 2017 with increase of PLN 52 856 thousand (in words: fifty two million eight 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. 8
of Annual General Meeting
of CPD S.A. of Warsaw
held on June 30, 2018**

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, 2017 to December 31, 2017

§ 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, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Management Board - Mr. Colin Kingsnorth for the performance of his duties: from January 1, 2017 to December 31, 2017

§ 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, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Management Board - Mrs. Iwona Makarewicz for the performance of her duties: from January 1, 2017 to December 31, 2017

§ 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, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Management Board - Mr. John Purcell for the performance of his duties: from January 1, 2017 to December 31, 2017

§ 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 January 1, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Management Board - Mr. Waldemar Majewski for the performance of his duties: from January 1, 2017 to December 31, 2017

§ 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. Waldemar Majewski for the performance of his duties: from January 1, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Supervisory Board - Mr. Andrew Pegge for the performance of his duties: from January 1, 2017 to December 31, 2017

§ 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, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Supervisory Board - Mr. Michael Haxby for the performance of his duties: from January 1, 2017 to December 31, 2017

§ 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 January 1, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Supervisory Board, Mr. Wiesław Oleś for the performance of his duties: from January 1, 2017 to December 31, 2017

§ 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, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Supervisory Board – Mr. Mirosław Gronicki for the performance of his duties: from January 1, 2017 to December 31, 2017

§ 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, 2017 to December 31, 2017.

§ 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 June 30, 2018**

for the granting the vote of acceptance to member of Supervisory Board - Ms. Gabriela Gryger for the performance of her duties: from January 1, 2017 to December 31, 2017

§ 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 January 1, 2017 to December 31, 2017.

§ 2

This resolution takes effect on the date of its adoption.