

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING OF CPD S.A.
CONVENED TO BE HELD ON 24 JUNE 2021**

Resolution No. 1
of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

on appointment of the Chairman of the Ordinary General Meeting

§ 1

Pursuant to article 409 § 1 of the Code of Commercial Companies, the Ordinary General Meeting hereby appoints Ms / Mr [...] as the Chairman of the Ordinary General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 2

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

on adoption of the agenda

§ 1

The Ordinary General Meeting hereby adopts the following agenda:

- 1) Opening the General Meeting.
- 2) Appointing the Chairman of the General Meeting.
- 3) Confirming that the Ordinary General Meeting has been convened correctly and is empowered to adopt resolutions.
- 4) Adopting the agenda of the General Meeting.
- 5) Presenting the financial statements of CPD S.A for the financial year from 1 January to 31 December 2020.
- 6) Presenting the Management Board's report on the activity of CPD SA for the financial year from 1 January to 31 December 2020 and the Management Board's motion on distributing the profit.
- 7) Presenting the CPD S.A. Supervisory Board's report.
- 8) Adopting a resolution to approve the Management Board's report on the activity of CPD S.A. for the financial year from 1 January to 31 December 2020.
- 9) Adopting a resolution to approve CPD S.A.'s financial statements for the financial year from 1 January to 31 December 2020.
- 10) Adopting a resolution to allocate CPD S.A.'s profit for 2020.
- 11) Presenting the Management Board's report on the activity of the CPD S.A. Group and the consolidated financial statements of the CPD S.A. Group for the 2020 financial year.
- 12) Adopting a resolution to approve the Management Board report on the activity of the CPD S.A. Group in the 2020 financial year.
- 13) Adopting a resolution to approve the consolidated financial statements of the CPD S.A. Group for the 2020 financial year.
- 14) Adopting resolutions to give discharges to the members of the Management Board of CPD S.A. for the performance of their duties in 2020.
- 15) Adopting resolutions to give discharges to the members of the Supervisory Board of CPD S.A. for the performance of their duties in 2020.
- 16) Adopting a resolution to acquire the Company's shares for redemption, i.e. to amend resolution no. 3 adopted by the Extraordinary General Meeting of CPD SA held on 28 February 2019 on acquiring the Company's shares for redemption.
- 17) Closing the General Meeting.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 3

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

on approval the Management Board's report on the activity of CPD S.A. for the financial year from 1 January to 31 December 2020

§ 1

The Ordinary 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 Management Board's report on the activity of CPD S.A. for the financial year from 1 January to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 4

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

on approval CPD S.A.'s financial statements for the financial year from 1 January to 31 December 2020

§ 1

The Ordinary 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 2020 which consists of:

- introduction to financial statements;
- statement of financial position for the period from 1 January 2020 to 31 December 2020 with total assets and total liabilities and equity of PLN 250 662 000 (in words: two hundred fifty million six hundred sixty two thousand zlotys);
- statement of comprehensive income for the period from 1 January 2020 to 31 December 2020 with a net profit of PLN 137 115 000 (in words: one hundred thirty seven million one hundred and fifteen thousand zlotys);
- statement of changes in equity for the period from 1 January 2020 to 31 December 2020, with the increase of equity by PLN 62 730 000 (in words: sixty two million seven hundred thirty thousand zlotys);
- cash flow statement for the period from 1 January 2020 to 31 December 2020 with a decrease in cash & cash equivalents balance of PLN 14 705 000 (in words: fourteen million seven hundred and five 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 Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

on allocation of CPD S.A.'s profit for 2020

§ 1

The Ordinary General Meeting acting pursuant to article 395 § 2 sec 2) of Code of Commercial Companies and § 6 sec. 2 point 2) of the Company Statute, after considering of the Management Board's motion regarding the allocation of the profit for the financial year 2020, presented in the 2020 financial statements, in the total amount of PLN 137 115 000 (in words: one hundred thirty seven million one hundred and fifteen thousand zlotys), decides to use it for covering the net loss from previous years.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 6

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

on approval the Management Board report on the activity of the CPD S.A Group in the 2020 financial year

§ 1

The Ordinary 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 Management Board report on the activity of the CPD S.A. Group in the 2020 financial year.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 7

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

on approval the consolidated financial statements of the CPD S.A. Group for the 2020 financial year

§ 1

The Ordinary 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. Group for the 2020 financial year, which consists of:

- introduction to financial statements;
- consolidated statement of financial position for the period from 1 January 2020 to 31 December 2020 with total assets and total liabilities and equity of PLN 472 346 000 (in words: four hundred seventy two million three hundred forty six thousand zlotys);
- consolidated statement of comprehensive income for the period from 1 January 2020 to 31 December 2020 with a net profit of PLN 16 307 000 (in words: sixteen million three hundred and seven thousand zlotys);
- consolidated statement of changes in equity for the period from 1 January 2020 to 31 December 2020, with a decrease in equity of PLN 58 810 000 (in words: fifty eight million eight hundred and ten thousand zlotys);
- consolidated cash flow statement for the period from 1 January 2020 to 31 December 2020 with an increase in cash & cash equivalents balance of PLN 31 111 000 (in words: thirty one million one hundred and eleven 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 Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge to the President of the Management Board, Mr. Colin Kingsnorth for the performance of his duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Mr. Colin Kingsnorth, Management Board member, for the performance of his duties during the period in which he served as the President of the Management Board from 1 January, 2020 to 31 December, 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 9

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge to Ms. Elżbieta Wiczowska, Management Board member for the performance of her duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Mrs. Elżbieta Wiczowska for the performance of her duties during the period in which she served as a Management Board member from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 10

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge to Mrs. Iwona Makarewicz, Management Board member for the performance of her duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Mrs. Iwona Makarewicz for the performance of her duties during the period in which she served as a Management Board member from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 11

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2020

to grant a discharge to Mr. John Purcell, Management Board member for the performance of his duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Mr. John Purcell for the performance of his duties during the period in which he served as a Management Board member from 1 January, 2020 to 31 December, 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 12

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge to the Chairman of the Supervisory Board - Mr. Andrew Pegge for the performance of his duties: from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Mr. Andrew Pegge, Supervisory Board member, for the performance of his duties during the period in which he served as the Supervisory Board Chairman from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 13

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

**to grant a discharge to the Vice-Chairman of the Supervisory Board - Mr. Michael Haxby
for the performance of his duties from 1 January 2020 to 31 December 2020**

§ 1

The Ordinary 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 a discharge to Mr. Michael Haxby, Supervisory Board member, for the performance of his duties during the period in which he served as the Supervisory Board Vice-Chairman from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 14

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge to the Secretary of the Supervisory Board, Mr. Wiesław Oleś for the performance of his duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Mr. Wiesław Oleś, Supervisory Board member, for the performance of his duties during the period in which he served as the Supervisory Board Secretary from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No. 15

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge to Mr. Mirosław Gronicki, Supervisory Board member for the performance of his duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Mr. Mirosław Gronicki, Supervisory Board member, for the performance of his duties from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No 16

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge Ms. Gabriela Gryger, Supervisory Board member for the performance of her duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge to Ms. Gabriela Gryger, Supervisory Board member for the performance of her duties from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the day of its adoption.

Resolution No 17

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to grant a discharge to Mr. Alfonso Kalinauskas, Supervisory Board member for the performance of his duties from 1 January 2020 to 31 December 2020

§ 1

The Ordinary 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 a discharge Mr. Alfonso Kalinauskas, Supervisory Board member for the performance of his duties from 1 January 2020 to 31 December 2020.

§ 2

This resolution takes effect on the date of its adoption.

Resolution No 18

of Ordinary General Meeting
of CPD S.A. with its registered office in Warsaw
held on 24 June 2021

to acquire the Company's shares for redemption, i.e. to amend resolution no. 3 adopted by the Extraordinary General Meeting of CPD SA held on 28 February 2019 on acquiring the Company's shares for redemption

Whereas:

1. On the basis of Resolution No. 3 of The Extraordinary General Meeting of Shareholders of 28 February 2019 on purchase of the Company's shares for redemption, which was amended twice, i.e. by the Resolution No. 3 of The Extraordinary General Meeting of CPD S.A. of 2 March 2020 and by the Resolution No. 18 of the Ordinary General Meeting of CPD S.A. of 27 May 2020 ("**Resolution**"), the Management Board of the Company has been authorized to acquire up to 8,700,000 (in words: eight million seven hundred thousand) shares of the Company, with a nominal value of PLN 0.10 (ten groszy) each with a total nominal value of up to PLN 870,000.00 (in words: eight hundred seventy thousand zlotys), pursuant to Art. 362 §1 point 5) k.s.h. (*Commercial Companies Code*) for the purpose of their redemption as part of transactions outside the regulated market. The authorization was granted until 31 January 2021;
2. On the basis on the authorization granted in the Resolution, the Company acquired a total of 8,699,836 (in words: eight million six hundred and ninety-nine thousand eight hundred and thirty six) own shares of the Company with a nominal value of PLN 0.10 (ten groszy) each and with a total nominal value of PLN 869,983.60 (in words: eight hundred and sixty-nine thousand nine hundred and eighty-three zlotys 60/100), including:
 - (a) 3,305,886 Shares - as a result of the invitation to tender for the sale of the Company's shares announced by the Company on 4 March 2019;
 - (b) 614,385 Shares - as a result of the invitation to tender for the sale of the Company's shares announced by the Company on 3 March 2020; and
 - (c) 4,779,565 Shares - as a result of a tender offer for the sale of the Company's shares announced by the Company on 2 June 2020;
3. it is the Company's intention to increase the flexibility of the authorization contained in the Resolution and to acquire its shares for the purpose of redemption under the amended Resolution;

The Ordinary General Meeting of CPD S.A. decides as follows:

§1

§ 1 of the Resolution shall now read as follows:

„§ 1

1. *The Company's Management Board is hereby authorized to purchase from the Company's shareholders up to 17,404,946 (in words: seventeen million four hundred four thousand nine hundred and forty six) shares in the Company, with a nominal value of PLN 0.10 (ten groszy) each, with a total nominal value up to PLN 1,740,494.60 (in words: one million seven hundred forty thousand four hundred ninety four zlotys 60/100) - hereinafter referred to collectively as the "**Shares**".*
2. *The Shares shall be purchased at the Management Board's discretion:*
 - a) *on the regulated market: as part of a public tender offer for the Company's shares, during a stock exchange session or in off-session transactions; or*
 - b) *outside the regulated market: as part of an invitation to tender for shares addressed by the Company to all shareholders.*
3. *Shares shall be purchased by the Company pursuant to Article 362 § 1 point 5) of the k.s.h. for redemption.*
4. *The Company shall purchase only fully paid-up Shares.*
5. *The Shares shall be purchased by the Company for the price not higher than the amount of PLN 19.71 [in words: nineteen zlotys 71/100] per Share, and if the Shares are purchased under a public tender offer for the Company's shares, if the minimum price determined in*

accordance with Article 79 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, dated July 29th 2005, is higher than specified above, the price shall be equal to the minimum price determined in accordance with the above.

- 6. The Company's Management Board is authorized to acquire the Shares for redemption until 31 December 2022.*
- 7. The Management Board, upon consultation with the Supervisory Board of the Company, guided by the interests of the Company, may:*
 - a) end the acquisition of Shares before the deadline specified in section 6 above,*
 - b) resign from the acquisition of the Shares in whole or in part".*

§ 2

This resolution takes effect on the date of its adoption.