

DRAFT RESOLUTIONS FOR THE EXTRAORDINARY GENERAL MEETING

CPD S.A.

CONVENED FOR 25 APRIL 2022

Resolution No. 1

Of the Extraordinary General Meeting
CPD Spółka Akcyjna with its seat in Warsaw
of 25 April 2022

on the election of the Chairman of the Extraordinary General Meeting

§1

Acting pursuant to Art. 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting elects Ms / Mr. [...] as the Chairman of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.

Resolution No. 2

Of the Extraordinary General Meeting
CPD Spółka Akcyjna with its seat in Warsaw
of 25 April 2022

on adopting the agenda

§ 1

The Extraordinary General Meeting hereby adopts the agenda as follows:

- 1) Opening of the General Meeting.
- 2) Election of the Chairman of the General Meeting.
- 3) Confirmation that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
- 4) Adoption of the agenda of the General Meeting.
- 5) Adoption of a resolution on the purchase of the Company's shares for redemption.
- 6) Adoption of a resolution on the costs of convening and holding the Extraordinary General Meeting.
- 7) Closing of the General Meeting.

§ 2

The resolution comes into force upon its adoption.

Resolution No. 3

Of the Extraordinary General Meeting
CPD Spółka Akcyjna with its seat in Warsaw
of 25 April 2022

on the purchase of the Company's shares for redemption

§ 1

1. The Management Board of the Company is authorized to purchase from the Company's shareholders in total no more than 2,957,944 (say: two million nine hundred fifty seven thousand nine hundred forty four) shares of the Company, with a nominal value of PLN 0.10 (say: ten groszy) each and in total of the nominal value not higher than PLN 295,794 (say: two hundred and ninety-five thousand seven hundred and ninety-four zlotys) - hereinafter jointly referred to as "Shares".
2. The shares will be purchased under transactions outside the regulated market. In order to purchase its own Shares, the Company will invite all shareholders to submit offers for the sale of shares.
3. The shares will be purchased by the Company in accordance with Art. 362 § 1 point 5) of the Commercial Companies Code in order to redeem them.
4. The Shares will be purchased by the Company for a price not higher than PLN 23.67 (say: twenty three zlotys 67/100) per Share. The Company will only purchase fully paid up Shares.
5. The Management Board of the Company is authorized to purchase the Shares for redemption no later than 31 January 2023.
6. The Management Board, after consulting the Supervisory Board of the Company, guided by the interests of the Company, may:
 - a) complete the acquisition of Shares before the deadline specified in section 5,
 - b) resign from purchasing the Shares in whole or in part.

§ 2

1. The General Meeting hereby authorizes the Management Board of the Company to establish detailed terms and conditions for the acquisition of the Shares in the scope not regulated in this resolution and authorizes the Management Board of the Company to perform all factual and legal actions aimed at implementing this resolution, including concluding an agreement with an investment company.
2. In order to redeem the Shares, after completing the acquisition of all or part of the Shares, the Management Board of the Company will convene the General Meeting of the Company with the agenda covering at least the adoption of resolutions on the redemption of own shares and reduction of the share capital of the Company and amendments to the Articles of Association.

§ 3

The resolution comes into force upon its adoption.

Resolution No. 4

Of the Extraordinary General Meeting
CPD Spółka Akcyjna with its seat in Warsaw
of 25 April 2022

on the costs of convening and holding the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting, acting pursuant to Art. 400 § 4 of the Commercial Companies Code, resolves that the costs of convening and holding today the Extraordinary General Meeting convened at the request of a shareholder of the Company pursuant to Art. 400 § 1 of the Commercial Companies Code will be covered by [...].

§ 2

The resolution comes into force upon its adoption.