

The Management Board of Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec announces draft resolutions to be discussed at the Extraordinary General Meeting of CNT S.A. to be held on 16 July 2017 at 12:00 at the Company's headquarters in Sosnowiec, ul. Partyzantów 11.

**RESOLUTION nr [•]
of the EXTRAORDINARY GENERAL MEETING of CNT S.A.
with the registered office in Sosnowiec, ul. Partyzantów 11
of 16 July 2017**

regarding an appointment of the Chairman of the Extraordinary General Meeting of CNT S.A.

§ 1

The Extraordinary General Meeting of the company: CNT S.A. with its registered office in Sosnowiec, acting pursuant to Art. 409 paragraph 1 of the Commercial Companies Code appoints Mr / Ms as the Chairman of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.

**RESOLUTION nr [•]
of the EXTRAORDINARY GENERAL MEETING of CNT S.A.
with the registered office in Sosnowiec, ul. Partyzantów 11
of 16 July 2017**

regarding approval of the agenda of the Extraordinary General Meeting of CNT S.A.

§ 1

The Extraordinary General Meeting of the company: CNT S.A. with its registered office in Sosnowiec, approves the following Agenda:

1. Opening of the Meeting and election of the Chairman of the Extraordinary General Meeting.
2. Validation of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
3. Approval of the agenda.
4. Adoption of a resolution on amendment (revision) to the resolution No. 6 of The Ordinary General Meeting dated 13 June 2017.
5. Closing of the meeting.

§ 2

The resolution comes into force upon its adoption.

**RESOLUTION nr [•]
of the EXTRAORDINARY GENERAL MEETING of CNT S.A.
with the registered office in Sosnowiec, ul. Partyzantów 11
of 16 July 2017**

*on amendment (revision) to the resolution No. 6 of the Ordinary General Meeting
of 13 June 2017*

§ 1

The Extraordinary General Meeting of the company: CNT S.A. with its registered office in Sosnowiec, acting pursuant to Art. 398 and Art. 348 § 1 in conjunction with Art. 396 § 5 of the Commercial Companies Code, hereby amends the resolution No. 6 of the Annual General Meeting of CNT S.A. of 13 June 2017 in the following way:

1. in § 1 sec. 2, the amount of dividend paid by the Company changes from the amount of the reserve capital to the amount of PLN 1,818,000, which constitutes PLN 0.20 per share (as a result of the amendment, the total amount paid by the Company shall be PLN 1,818,000, which is PLN 0.20 per share); therefore, § 1 sec. 2 is replaced by the following wording:

“2. Pay a dividend of PLN 1,818,000.00 (say: one million eight hundred eighteen thousand and 00/100), which represents PLN 0.20 per share of CNT S.A. from the reserve capital ”.

2. Remaining content of the resolution No. 6 of the Annual General Meeting of CNT S.A. dated 13 June 2017, in particular the dividend day and the date of its payment, are unchanged.
3. The Extraordinary General Meeting of Shareholders of CNT S.A. based in Sosnowiec authorizes the Board of Management of the Company to perform all legal and factual actions, in particular, immediately inform the National Depository for Securities S.A. ("KDPW") about the situation in order to implement this resolution.

§ 2

The resolution comes into force upon its adoption.

JUSTIFICATION

The above-mentioned draft resolution results from a need to **correct** the content of Resolution No. 6 adopted by the Annual General Meeting of CNT S.A. on 13 June 2017, in the range of the amount of funds intended for payment of dividends to company's shareholders. The amount of the funds to be distributed to dividend under Resolution No. 6 of 13 June 2017 shall be adjusted to the amount required by the Act of 15 September 2000 – the Commercial Companies Code [consolidated text: Law Gazette 2016 No. 0 pos. 1578 as amended, ("further: CCC").

According to Art. 396 § 1 of the CCC: “to cover the loss, reserve capital is required, where at least 8% of the profit for the financial year is transferred until such capital reaches at least one third of the share capital.” At the same time, Art. 396 § 5 of the Commercial Companies Code states that "part of the reserve capital of one third of the share capital can be used only to cover the loss disclosed in the financial statement". Under the aforementioned regulations, the reserve capital of in the amount of one-third of the share capital cannot be allocated to any purpose other than coverage of the loss. Hence, only a surplus of up to one-third of the share capital can be allocated to payment of the shareholders' dividends, yet only in the portion resulting from voluntary deduction from the profit.

It should be pointed out that the amount allocated under provisions of the Resolution No. 6 of 13 June 2017 for payment as dividend from the reserve capital exceeds the reserve value required by the provisions above, and therefore the payment of the amount to be disbursed as dividends from the reserve capital in the amount specified in Resolution No. 6 of 13 June 2017 shall decrease the reserve capital below the value required by the aforementioned regulations.

Taking into consideration the above, and with regard to the interests of the Company's shareholders as well as its authorities, the Board of Management of the Company decided to convene the Extraordinary General Meeting of Shareholders promptly in order to adopt a resolution amending the resolution of the Ordinary General Meeting in matter of the amount of funds intended for payment dividends and the amount of the Company's reserve capital to the level consistent with applicable law.

Therefore, the Board of Management of the Company suggests that the shareholders should adopt a resolution of the Extraordinary General Meeting of CNT S.A. on the amendment to the Resolution No. 6 of the Ordinary General Meeting of 13 June 2017.

According to the Board of the Management's assessment, implementation of the Resolution No. 6 of the Annual General Meeting of 13 June 2017, and thus payment of dividends to shareholders in the amount specified in this resolution can result in an obligation to return to the Company the amounts paid as dividends pursuant to Art. 350 § 1 of the CCC, which assumes that shareholders are obliged to return to the company benefits received contrary to provisions of law or the Articles of Association.

In connection with the above, the Extraordinary General Meeting of Shareholders of the Company was designated on 16 July 2017, at 12:00, i.e. twenty-six days before the date of the General Meeting (Article 402 (1) CCC § 2) as well as before the dividend payment date set forth in the Resolution No. 6 of the Ordinary General Meeting dated 13 June 2017 on 17 July 2017.

The Board of Management of CNT S.A. also draws attention to the fact that the above-presented resolution adopted at the Extraordinary General Meeting does not change the way in which profits are distributed, but only adjusts the amount to be paid to shareholders with a view to removing any infringement and bring the reserve capital amount to the level consistent with law.

Board of Management of CNT S.A.:

Sosnowiec, 19 June 2017