



Report number: **30/2019**

Date of issue: **2019-10-01 13:18**

Subject: **Resolutions adopted by the Extraordinary General Meeting of Shareholders of CNT S.A. on 1 October 2019 along with the results of voting.**

Contents of the report:

Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec (hereinafter referred to as "the Company") hereby presents the resolutions adopted at the Extraordinary General Meeting of CNT S.A. on 1 October 2019 together with the results of voting on individual resolutions:

RESOLUTION NO. 1

OF THE EXTRAORDINARY GENERAL MEETING

OF CENTRUM NOWOCZESNYCH TECHNOLOGII S.A.

based in Sosnowiec, ul. Partyzantów 11

of 1 October 2019

on the election of the Chairperson of the Extraordinary General Meeting of CNT S.A.

§ 1

Extraordinary General Meeting of Shareholders of the company under the business name: Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec, acting pursuant to Article 409 § 1 of the Commercial Companies Code, hereby appoints Ms Katarzyna Kozińska as the Chairperson of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.





The Chairperson stated that in a secret ballot 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) valid votes were cast out of 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) shares of the Company, which constitutes 50.86% (fifty-six hundred and eighty-six hundredth per cent) of all shares in the share capital, including:

- 4.622.740 (four million six hundred and twenty-two thousand seven hundred and forty) votes were cast for the resolution,
- 0 (zero) votes were cast against the resolution,
- 0 (zero) abstentions were cast,

therefore, the resolution was adopted

RESOLUTION NO. 2

OF THE EXTRAORDINARY GENERAL MEETING

OF CENTRUM NOWOCZESNYCH TECHNOLOGII S.A.

based in Sosnowiec, ul. Partyzantów 11

of 1 October 2019

on the adoption of the agenda of the Extraordinary General Meeting of Shareholders of CNT S.A.

§ 1.

Extraordinary General Meeting of Shareholders of the company under the business name: Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec, adopts the following agenda:

1. Opening of the meeting and election of the Chairperson of the Extraordinary General Meeting.





2. Statement of the correctness of convening the Extraordinary General Meeting and its power to adopt resolutions.
3. Approval of the agenda.
4. Adoption of resolutions on redemption of the Company's own shares, reduction of the share capital and amendment to the Company's Articles of Association.
5. Adoption of a resolution on amending the Company Articles of Association and authorizing the Supervisory Board of the Company to adopt the uniform text thereof.
6. Closing the meeting.

The Chairperson stated that in a open ballot 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) valid votes were cast out of 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) shares of the Company, which constitutes 50.86% (fifty-six hundred and eighty-six hundredth per cent) of all shares in the share capital, including:

- 4.622.740 (four million six hundred and twenty-two thousand seven hundred and forty) votes were cast for the resolution,
- 0 (zero) votes were cast against the resolution,
- 0 (zero) abstentions were cast,

therefore, the resolution was adopted

RESOLUTION NO. 3  
OF THE EXTRAORDINARY GENERAL MEETING  
OF CENTRUM NOWOCZESNYCH TECHNOLOGII S.A.  
based in Sosnowiec, ul. Partyzantów 11  
of 1 October 2019





on redemption of the Company's own shares, reduction of the Company's share capital as a result thereof and amendment to the Company's Articles of Association

Extraordinary General Meeting of Shareholders of the company under the business name: Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec, entered into the Register of Entrepreneurs of the National Court Register under the number 0000143061, acting pursuant to § 9 section 2 and section 3 of the Company's Articles of Association, Article 359 § 1 and § 2 of the Commercial Companies Code, Article 455 § 1 and § 2 of the Commercial Companies Code and in connection with Article 360 § 1 and § 2 of the Commercial Companies Code, hereby resolves as follows:

§ 1.

1. 590,000 (five hundred and ninety thousand) ordinary bearer shares of series F, with a nominal value of PLN 4 (four zlotys) each, dematerialised and designated by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) with ISIN code: PLERGPL00014, representing a total of 6.49% of the Company's share capital (the "Own Shares"), held by the Company shall be redeemed. The redemption is a voluntary redemption and takes place against remuneration.

2. The Company Own Shares were repurchased for the purpose of redemption, outside the regulated market, through the mBank brokerage house on 27 June 2019, by way of an invitation to submit offers for the sale of shares addressed to all the Company's shareholders (the "Redemption Offer"), on the basis of an authorization provided for in Resolution No. 15 of the Ordinary General Meeting of Shareholders of the Company of 6 June 2019 (the "Resolution of the Ordinary General Meeting of Shareholders").

3. The amount of remuneration due to the shareholder for one share repurchased by the Company for redemption was PLN 15 (fifteen zloty), i.e. PLN 8,850,000 (eight million eight hundred and fifty thousand zloty) in total for all the shares repurchased for redemption. The Own Shares were repurchased for remuneration paid to shareholders exclusively from funds from the Company's reserve capital established from the Company's profits, from amounts which, in accordance with Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution among shareholders.

4. The redemption of Own Shares takes place in the mode specified in art. 359 § 1 of the Commercial Companies Code as a voluntary redemption, preceded by the repurchase of the shares designated for redemption by the Company.





5. The Own Shares indicated in section 1 above, repurchased by the Company as part of the Repurchase Offer, shall be redeemed; however, the Company incurred the total costs related to the Repurchase Offer in the amount of PLN 8,900,000 (eight million nine hundred thousand zlotys), including the remuneration paid to the Shareholders for the acquired Own Shares in the amount of PLN 8,850,000 (eight million eight hundred and fifty thousand zlotys).

6. The justification for the redemption of Own Shares is that the Management Board of the Company, under § 1 point 4 of the Resolution of the Ordinary General Meeting of Shareholders, must fulfil its obligation to convene a General Meeting in order to adopt a resolution on redemption of Own Shares and a reduction in the Company's share capital as a result of redemption of Own Shares and an amendment to the Company's Articles of Association after the expiry of the Share Repurchase Period.

§ 2.

1. The Company's share capital shall be reduced by PLN 2,360,000 (two million, three hundred and sixty thousand zlotys), i.e. from PLN 36,360,000 (thirty-six million, three hundred and sixty thousand zlotys) to PLN 34,000,000 (thirty-four million zlotys).

2. The share capital shall be reduced by redemption of all Own Shares held by the Company as of the date of this Resolution, i.e. 590,000 (five hundred and ninety thousand) Own Shares repurchased by the Company for redemption, as specified in § 1 hereof.

3. The purpose of reducing the Company's share capital is to redeem the Company's Own Shares, and consequently adjust the amount of the Company's share capital to the sum of the nominal value of the Company's shares remaining after the redemption of 590,000 (five hundred and ninety thousand) Own Shares, as provided for in the Resolution of the Ordinary General Meeting of Shareholders.

4. The reduction of the Company's share capital shall be effected by amending the Company's Articles of Association through redemption of Own Shares and without complying with the requirements set forth in Art. 456 of the Commercial Companies Code, pursuant to Art. 360 § 2 item 2) of the Commercial Companies Code, as the remuneration paid to the shareholders from whom the Company repurchased its Own Shares subject to redemption as part of the Redemption Offer was paid exclusively from the amount allocated for distribution among the shareholders under Art. 348 § 1 of the Commercial Companies Code, allocated for this purpose pursuant to § 1 item 1 letter b) of the Resolution of the Ordinary General Meeting of Shareholders.

5. The amount obtained from the Company's share capital reduction, i.e. PLN 2,360,000 (two million, three hundred and sixty thousand zlotys), will be transferred to a separate reserve capital of the Company, established in compliance with art. 457 § 2 sentence 1 of the Commercial Companies Code pursuant to § 3 below.





§ 3.

In order to transfer the amount obtained from the reduction of the Company's share capital referred to in § 2 section 5 hereof, a separate reserve capital shall be created. This capital may be used only to cover the Company's losses.

§ 4.

As a consequence of the reduction in the Company's share capital referred to in § 2 above, the Extraordinary General Meeting of the Company hereby resolves to amend the Company's Articles of Association by providing § 9.1 of the Company's Articles of Association with the following wording:

„§ 9.

The Company's share capital amounts to PLN 34,000,000 (thirty-four million) and is divided into

- 255,000 (two hundred and fifty-five thousand) ordinary bearer shares, series A, with a nominal value of PLN 4.00 (four zlotys) each,

- 255,000 (two hundred and fifty-five thousand) ordinary bearer shares, series BI, with a nominal value of PLN 4.00 (four zlotys) each,

- 510,000 (five hundred and ten thousand) ordinary bearer shares, series BII, with a nominal value of PLN 4.00 (four zlotys) each, - 400,000 (four hundred thousand) ordinary bearer shares, series C, with a nominal value of PLN 4.00 (four zlotys) each,

- 400,000 (four hundred thousand) ordinary bearer shares, series C, with a nominal value of PLN 4.00 (four zlotys) each,

- 700,000 (seven hundred thousand) ordinary bearer shares, series D with a nominal value of PLN 4.00 (four zlotys) each,

- 100,000 (one hundred thousand) ordinary bearer shares, series E, with a nominal value of PLN 4.00 (four zlotys) each,

- 6,280,000 (six million two hundred and eighty thousand) ordinary bearer shares, series F, with a nominal value of PLN 4.00 (four zlotys) each.”





§ 5.

The resolution shall come into force upon adoption, subject to the reservation that the redemption of Own Shares shall take place upon entry of the Company's share capital reduction into the Register of Entrepreneurs of the National Court Register and registration of the amendment to the Company's Articles of Association by the registry court with jurisdiction over the Company's registered office.

The Chairperson stated that in an open ballot 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) valid votes were cast out of 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) shares of the Company, which constitutes 50.86% (fifty and eighty-six hundredth per cent) of the total number of shares in the share capital, including:

- 4.622.740 (four million six hundred and twenty-two thousand seven hundred and forty) votes were cast for the resolution,
- 0 (zero) votes were cast against the resolution,
- 0 (zero) abstentions were cast,

therefore, the resolution was adopted.

RESOLUTION NO. 4

OF THE EXTRAORDINARY GENERAL MEETING

OF CENTRUM NOWOCZESNYCH TECHNOLOGII S.A.

based in Sosnowiec, ul. Partyzantów 11

of 1 October 2019

on amending the Company's Articles of Association and authorizing the Company's Supervisory Board to adopt the uniform text hereof

§ 1.





Extraordinary General Meeting of Shareholders of the company under the business name: Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec, entered into the Register of Entrepreneurs of the National Court Register under the number 0000143061, acting pursuant to Article 430 of the Commercial Companies Code, resolves to amend the Company's Articles of Association. New points 65) to 70) shall be added to § 8 in the following wording:

"65) Other software publishing activities - 58.29.Z,

66) IT consulting - 62.02.Z,

67) IT facilities management - 62.03.Z,

68) Rental and management of own or leased real estate - 68.20.Z,

69) Rental and lease of office machinery and equipment, including computers - 77.33.Z,

70) Rental and lease of other machines, equipment and material goods, n.e.c. - 77.39.Z."

§ 2.

The Extraordinary General Meeting of the Company authorizes the Company's Supervisory Board to prepare the uniform text of the Company's Articles of Association, taking into account the amendments to § 1 of this Resolution and to the Company's Articles of Association pursuant to Resolution No. 3 of the Extraordinary General Meeting of Centrum Nowoczesnych Technologii S.A. of 1 October 2019.

§ 3.

The resolution shall enter into force upon adoption, provided that the legal effect of the amendments to the Company's Articles of Association shall be effected on the date of registration of the aforementioned amendment by the registry court with jurisdiction over the Company's registered office.

The Chairperson stated that in an open ballot 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) valid votes were cast out of 4,622,740 (four million six hundred and twenty-two thousand seven hundred and forty) shares of the Company, which constitutes 50.86% (fifty and eighty-six hundredth per cent) of the total number of shares in the share capital, including:

- 4.622.740 (four million six hundred and twenty-two thousand seven hundred and forty) votes were cast







for the resolution,

- 0 (zero) votes were cast against the resolution,

- 0 (zero) abstentions were cast,

therefore, the resolution was adopted.

The Extraordinary General Meeting of the Company has not abandoned considering any of the items on the Agenda. No objection was raised to any resolution.

**Legal basis:** § 19 section 1 item 6, item 7, and item 9 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a third country may be recognised as equivalent (Journal of Laws of 2018, item 757).

