

The Board of the Company Centrum Nowoczesnych Technologii S.A. with a seat in Sosnowiec submits below the contents of draft resolutions, which are to be the matter of the proceeding of Annual General Meeting of CNT S.A. convened on 13th June 2017, at 11:30, in the seat of the Company in Sosnowiec, ul. Partyzantów 11.

**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of the election of the Chairman of Ordinary General Meeting of CNT S.A.*

**§ 1**

Ordinary General Meeting of the company called: CNT S.A. with a seat in Sosnowiec, acting on pursuant to art. 409 § 1 of the Code of Commercial Companies elects Mr / Ms. .... as the Chairperson of Ordinary General Meeting.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2016**

*in case of approval of the agenda of Ordinary General Meeting of CNT S.A.*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, approves of the following agenda:

1. Opening of the meeting and the election of the Chairperson of Ordinary General Meeting.
2. Verification that the Ordinary General Meeting was property convened and its capability to adopt valid resolutions.
3. Adoption of the agenda.
4. Reviewing and adopting the resolution in case of approval of financial statement of CNT S.A. and a report on the operations of CNT S.A. for the trading year 2016.
5. Reviewing and adopting the resolution in case of approval of a consolidated financial report of a Corporate Group CNT S.A. and a report from the operations of a Corporate Group CNT S.A. for the trading year 2016.
6. Reviewing and adopting a resolution in case of approval of the report of the Supervisory Board of Centrum Nowoczesnych Technologii S.A. from their operations in the year 2016.
7. Passing a resolution in case of applying profits for the trading year 2016.
8. Passing resolutions in case of acknowledgment of the fulfilment of duties for the Members of the Board in the trading year 2016.
9. Passing resolutions in case of acknowledgment of the fulfilment of duties for the Members of the Supervisory Board in the trading year 2016.
10. Passing a resolution in case of the changes of the Articles of Association.

11. Adoption of a resolution on setting Rules of Procedure of the General Meeting
12. Adoption of a resolution on approving the Regulations of the Supervisory Board of Centrum Nowoczesnych Technologii S.A.
13. Closing of the meeting.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of approval of the financial statement of the Company and the report on the operations of the Company  
for the trading year 2016*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 1 of the Code of Commercial Companies with reference to art. 393 pt. 1 of the Code of Commercial Companies decides to approve the report from the operations of the Company for the trading year 2016 and a financial statement of the Company for the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of approval of the consolidated financial statement of the Corporate Group CNT S.A. and the report on  
the operations of the Corporate Group CNT S.A. for the trading year 2016*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 5 of the Code of Commercial Companies decides to approve the report from the operations of the Corporate Group CNT S.A. for the trading year 2016 and the consolidated financial statement of the Corporate Group CNT S.A. for the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of approval of the Report of the Supervisory Board of CNT S.A. from their operations in 2016.*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of § 14 section 1 pt. 2 of the Articles of Association approves the Report of the Supervisory Board of CNT S.A. from their operations in 2016 with a concise evaluation of the situation of the Company including the evaluation of internal audit system and risk management system significant for the Company.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of applying profits for the trading year 2016*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 2 of the Code of Commercial Companies decides to apply a net profit for the trading year 2016 in the amount of: 404.347,69 PLN (say: four hundred four thousand and three hundred forty-seven zloty and 69/100) in full for the supplementary capital of the Company.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of acknowledging the duties of the President of the Board.*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 3 and in accordance with art. 393 pt. 1 of the Code of Commercial Companies acknowledges the fulfilment of duties to Mr Jacek Taźbirek – President of the Board in the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.**

**with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of granting a vote of acceptance to Vice President of the Board.*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 3 and in accordance with art. 393 pt. 1 of the Code of Commercial Companies acknowledges the fulfilment of duties to Mr Piotr Jakub Kwiatek – Vice President of the Board in the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of granting a vote of acceptance to the Chairman of the Supervisory Board.*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 3 and in accordance with art. 393 pt. 1 of the Code of Commercial Companies acknowledges the fulfilment of duties to Mr Lucjan Noras – the Chairman of the Supervisory Board in the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of granting a vote of acceptance to the Deputy Chairman of the Supervisory Board*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 3 and in accordance with art. 393 pt. 1 of the Code of Commercial Companies acknowledges the fulfilment of duties to Mr Waldemar Dąbrowski – the Vice Chairman of the Supervisory Board in the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of granting a vote of acceptance to the Secretary of the Supervisory Board*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 3 and in accordance with art. 393 pt. 1 of the Code of Commercial Companies acknowledges the fulfilment of duties to Ms. Katarzyna Kosińska – the Secretary of the Supervisory Board in the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of granting a vote of acceptance to the Member of the Supervisory Board*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 3 and in accordance with art. 393 pt. 1 of the Code of Commercial Companies acknowledges the fulfilment of duties to Mr Grzegorz Banaszek – the Member of the Supervisory Board in the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of granting a vote of acceptance to the Member of the Supervisory Board*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting on the basis of art. 395 § 2 pt. 3 and in accordance with art. 393 pt. 1 of the Code of Commercial Companies acknowledges the fulfilment of duties to Mr Robert Grzegorz Wojtaś – the Member of the Supervisory Board in the trading year 2016.

**§ 2**

The Resolution shall enter into force on the date of its adoption.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*in case of the changes of the Articles of Association*

**§ 1**

Ordinary General Meeting of the Company called: CNT S.A. with a seat in Sosnowiec, acting pursuant to art. 430 of the Code of Commercial Companies hereby decides to make the following amendments to the Articles of Association:

- A new point 64 will be added to § 8 in the following wording:

“64) Other forms of granting credits - 64.92.Z.”

- § 12 sec. 2 is replaced by the following wording:

“The General Meeting is held at the Company's registered office. The General Meeting can also take place in the location which is the seat of a company running a stock exchange on which the shares of that company are traded or elsewhere within the territory of the Republic of Poland indicated by the body convening the General Meeting.”

**§ 2**

The Supervisory Board is authorised to determine a consolidated text of the changed Articles of Association.

**§ 3**

The Resolution shall enter into force on the date of its adoption, with the reservation that the legal effect in the form of the change of the Articles of Association becomes valid at the moment of issuance of the decision by the register Court in the matter of the entry of the approved change of the Articles of Association in the register of entrepreneurs of National Court Registry.

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*On setting the Rules of Procedure of the General Meeting of Centrum Nowoczesnych Technologii S.A*

**§ 1**

The Ordinary General Meeting of the company under the business name CNT S.A. based in Sosnowiec, acting pursuant to § 14 sec. 1 point 13 of the Company's Articles of Association establishes the new content of the Rules of Procedure of the General Meeting in the following wording:

**GENERAL ASSEMBLY REGULATIONS  
CENTRUM NOWOCZESNYCH TECHNOLOGII SPÓŁKA AKCYJNA**

## **Chapter I**

### **General Provisions**

#### **§ 1**

The General Assembly of Centrum Nowoczesnych Technologii S.A. based in Sosnowiec ul. Partyzantów 11, hereinafter called the General Assembly operates in accordance with the rules defined in the Commercial Companies Code, the Company Articles (Articles of Association) and the Regulations hereof, including other common legal regulations.

#### **§ 2**

The General Assembly of Centrum Nowoczesnych Technologii S.A. is the highest body of the Company.

#### **§ 3**

Save where exceptions provided in the Commercial Companies Code, the General Assembly, as long as convened correctly, is valid and entitled to make resolutions regardless of the number of the shares represented at the Assembly.

## **Chapter II**

### **Range of Competence of the General Assembly**

#### **§ 4**

The competences of the General Assembly, besides other matters indicated in the Company Articles and binding legal regulations, include in particular:

- 1) Consideration and approval of the Board's reports on the Company's activities as well as the financial report for the previous financial year,
- 2) Consideration and approval of the Supervisory Board's report on its activities in the previous financial year,
- 3) Discharging Members of the Company's corporate bodies on the performance of their duties,
- 4) Distribution of the profit or covering the loss,
- 5) Determining the dividend day and its payment date,
- 6) Decision on the use of the reserve funds and the capital reserves,
- 7) Amendment to the Articles of Association,
- 8) A raise or reduction of the share capital,
- 9) The issue of bonds, including convertible bonds and bonds with priority right,
- 10) Sale or lease of the Company or an organised part thereof, as well as creating limited property rights therein,
- 11) Approval of the Supervisory Board regulations,
- 12) Setting the rules and the height of the Supervisory Board member's remuneration,
- 13) Setting the General Assembly Regulations,
- 14) Any provisions concerning claims for redress of damage caused upon establishment of the Company or in the course of its management or supervision,
- 15) Transformation, merger or division of the Company,
- 16) Dissolution and liquidation of the Company,
- 17) The review of any motions or applications made by the Supervisory Board, the Board of Management, or the shareholders.

## **Chapter III**

### **Mode and Rules of Convening the General Assembly Meeting**

#### **§ 5**

1. The General Assembly Meeting is convened in an ordinary or extraordinary mode.

2. An Ordinary General Assembly Meeting shall be convened by the Board of Management within 6 months after each financial year.
3. Ordinary General Assembly Meeting of Shareholders can be convened by the Supervisory Board if the Management Board has not convened an Ordinary General Assembly Meeting within a mandatory deadline or an Extraordinary General Assembly can be convened if the Supervisory Board deems it appropriate.
4. Any Shareholder or Shareholders representing at least a half of the initial capital or at least a half of the total votes in the Company can request to convene the Extraordinary General Assembly Meeting. The shareholder or shareholders appoint the Chairman of this Extraordinary General Assembly Meeting.
5. Any Shareholder or Shareholders representing at least one twentieth of the initial capital can request to convene the Extraordinary General Assembly Meeting as well as include particular matters in the agenda. Such a request and its justification shall be submitted to the Board of Directors in writing or in an electronic form to the email address of the Company given to the shareholders on the official website of the Company. The shareholder or shareholders shall prove possession of the proper number of shares on the day of placing the request enclosing one or several depositary certificates, and in case of shareholders who are not natural persons, the right to act on the entity's behalf shall be evidenced with an up-to-date excerpt from the proper register. In case of shareholders placing the request by means of electronic forms of communication, documents shall be sent in a PDF format.
6. The General Meeting is held at the Company's registered office. The General Assembly can also take place in the location which is the seat of a company running a stock exchange on which the shares of that company are traded or elsewhere within the territory of the Republic of Poland designated by the body convening the General Meeting.
7. The General Assembly Meeting shall be convened through the announcement on the Company's website and in a manner stipulated for announcing current information in accordance with the regulations of the public offering and terms and conditions of implementing financial instruments to the organized trade system, and of public companies.

#### **Chapter IV**

#### **Rights and Obligations of the General Assembly Participants**

##### **§ 6**

1. Only those persons are authorized to participate in the General Assembly Meeting, who are the shareholders of the Company for 16 days prior to the date of the General Assembly Meeting (a date of the registration of a participation on the General Assembly Meeting). The entity issues a personal certificate for the shareholder with a right to participate in the General Assembly Meeting of the Company – a scope of information included in the personal certificates is stipulated in the art. 406<sup>3</sup> § 2 of the Code of Commercial Companies.
2. No later than one week before the General Assembly Meeting is due, a list of the shareholders authorized to participate in the General Assembly Meeting is determined and handed over to the Company by the entity carrying out the securities account in accordance with the regulations concerning the Act on Trading the Financial Documents.
3. List of the shareholders entitled to take part in the General Assembly Meeting signed by the Management Board should be presented in the Headquarters for three working days before the date of the General Assembly Meeting the Shareholder can look through the list in the Company's headquarters and demand sending the excerpt of the list covering the cost of preparing it. The Shareholder can request sending him/her the list of shareholders free of charge by electronic mail to the email address indicated in their request.
4. A shareholder or shareholders of the Company representing at least one twentieth of the initial capital can request to include particular matters in the Agenda of the General Assembly. Such a request shall be submitted to the Board of the Management no later than within twenty-one days before the General Assembly Meeting is due. The request shall include a justification and/or a draft of the resolution or resolutions

suggested Agenda. The request can be submitted in writing in the Company's Headquarters or in an electronic form to the email address given in the General Assembly announcement.

5. The Board of Management is obliged to announce amendments to the Agenda of the General Assembly Meeting inserted upon the shareholders' request defined in § 6 item 4 as soon as possible, and no later than eighteen days before the due date of the General Assembly Meeting.
6. Before the due date of the General Assembly Meeting a shareholder or shareholders of the Company representing at least one twentieth of the initial capital of the Company can submit drafts of any resolutions concerning matters included in the Agenda of the General Assembly Meeting or any other matters that shall be included in the Agenda in writing in the Company's Headquarters or by means of electronic communication to the email address of the Company given in the General Assembly announcement.
7. The shareholder or shareholder shall prove possessing the proper number of shares on the day of submitting the request mentioned in the item 4 and 6, enclosing the depositary certificate. If shareholders are legal persons, they shall prove the right to act on the entity's behalf by enclosing a relevant copy of an extract from an appropriate register. In case of shareholders submitting the request with use of electronic media, the documents shall be sent in a PDF format.
8. During the General Assembly Meeting, each of the shareholders of the Company can submit drafts of the resolutions concerning the Agenda. The motions on resolution drafts or their amendments shall be submitted along with their justification in writing to the Chairman of the General Assembly Meeting or in an oral form to be included in the minutes. Speaking up or submitting a motion, a participant of the General Assembly shall give their first name and surname, and in case they do not act on their own name, they shall also give all the necessary personal data of the shareholder he or she represents.
9. Members of the Supervisory Board and the Board of Management have the right to participate in the General Assembly Meeting.
10. Any other person invited by the Board of Management has the right to participate in the General Assembly Meeting.

#### § 7

1. Upon a shareholder's request the Board of Management is obliged to provide him/her with information concerning the Company during the General Assembly Meeting, on condition that such a request is justified for the evaluation of the issue included in the Agenda.
2. The Board of Management refuses to provide him/her with the information indicated in the item 1 if the provisions of the law provide so.

#### § 8

1. To the extent required by the regulations of the Commercial Companies Code, the shareholder can contact the Company with use of electronic communication, and in particular the shareholders can submit motions, requests, inquires as well as send notices and documents.
2. Communication of the shareholders with the Company in an electronic form shall be sent to the email address of the Company provided to the shareholders on the Company's website. Any risk connected with an abuse of the electronic communication media will rest with the shareholder.
3. Any documents sent by the shareholder to the Company, as well as by the Company to the shareholder by an electronic means of communication shall be scanned to the PDF format.

### Chapter V

#### **Rules on granting a proxy to participate in the General Assembly Meeting and its verification**

#### § 9

1. The shareholder can participate in the General Assembly Meeting and exercise his/her voting rights either in person or by proxies.

2. The authorization to participate in the General Assembly Meeting shall be granted in a written or electronic form.
3. Forms allowing exercising the voting by a proxy are available from the date of convening the General Assembly Meeting of „Energopol – Południe” S.A. on the official website of the Company.
4. Shareholders notify the Company about granting an authorisation by means of electronic mail to the official email address of the Company given in the General Assembly Meeting announcement. The notification must contain the shareholder’s phone number and email address as well as the proxy’s phone number and address, that can be used by the Company to contact both the shareholder and his/her proxy. Notification of having granted the power of attorney should also contain the scope of the power of attorney, i.e. indicate the number of shares that shall be used to exercise the right to vote as well as the date of the General Assembly Meeting at which these rights shall be executed. Additionally, a shareholder who is a natural person should attach an authorisation to process personal data by the Company in order to verify the validity of the power of attorney granted in an electronic version.
5. Together with the notification of granting the power of attorney in an electronic form, the shareholder shall send the text of the power of attorney, excluding instructions for exercising the right to vote by the proxy, a scanned copy of the ID card or a scanned copy of any other document enabling identification of the shareholder and their proxy. If the power of attorney is granted by a legal person or organisational entity that does not constitute a legal person but having a legal capacity, the shareholder shall send a scan of the excerpt from the register, in which it is registered or a scan of any other document proving authorization of the persons acting on behalf of such an entity. Should the power of attorney be granted to a legal person or an organisational entity not being a legal person but with legal capacity, the shareholder shall additionally send a scan of a copy of a competent registry entry in which the proxy is registered or any other document proving the existence of such an entity.
6. The principle described in item 5 above shall apply mutatis mutandis to notifying the Company by electronic means to revocation the power of attorney.
7. The notification on granting and/or revocation of a proxy in an electronic form shall be given no later than 11:00 a.m. on the last working day preceding the General Assembly Meeting.

#### § 10

1. „Energopol – Południe” S.A. shall take appropriate action to identify the shareholder and the proxy aiming at verifying the validity of the power of attorney granted in an electronic form.
2. In order to verify the validity of the power of attorney granted in an electronic form and identify the shareholder and the proxy, having received a notification on granting the power of attorney in an electronic form in accordance with the Clause § 9 item 4 and item 5, the Company shall check the information required under Section 4 and scanned copies of the documents specified in the Section item 5, and in case of legal persons and organisational entities that are not legal persons but have legal capacity, whether the power of attorney has been granted by a person or persons authorised to represent the entity granting the power of attorney.
3. The Company is entitled to make a phone call on the number indicated by the shareholder in accordance with the Article § 9 item 4 or send an email message with a reply request in order to verify that the shareholder in question granting the power of attorney in an electronic form.
4. The Company can take additional measures to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted in an electronic form, such measures shall be proportionate for the purpose.
5. Notification on granting or revocation of the power of attorney in an electronic form that does not follow the requirements specified in § 9 item 4, item 5 and item 6 is not binding for the Company.

## **The Course of the General Assembly Meeting**

### **§ 11**

1. A meeting of the General Assembly of Shareholders is opened by the Chairman of the Supervisory Board or a person indicated by him/her. In the absence of the Chairman or Deputy Chairman of the Supervisory Board, the President of the Management Board or the person indicated by the Management Board shall have the powers to open the meeting, and in the absence of the aforementioned persons, a shareholder that represents the highest percentage of the shares in the initial capital of the Company that is present at the General Assembly meeting, or his/her proxy.
2. The person opening the General Assembly Meeting, subject to the item 1 of the Regulations hereof, orders and conducts the election of the Chairman of the General Assembly („Chairman”) among the shareholders entitled to participate in the General Assembly Meeting or their proxies.
3. The candidate for the Chairman of the General Assembly Meeting records a declaration in the minutes that he/she agrees to run for the position.
4. The Chairman of the General Assembly Meeting shall be elected in a secret vote. The person opening the General Assembly Meeting ensures that the voting proceeds properly and announces its results.
5. If more than one candidacy is put forward, the person opening the General Assembly Meeting draws up a list of candidates which includes the names and surnames of candidates following the submission of the declaration described in the item 3.
6. The election of the Chairman of the General Assembly in case of situation described in the item 4 shall be voted separately on each nomination in an alphabetical order.
7. The candidate who obtains the highest number of valid votes shall be elected the Chairman of the General Assembly. If more candidates obtain the same number of votes, voting shall be repeated by voting of the candidates who obtained the highest number of votes.
8. The moment the Chairman of the General Assembly Meeting is elected, he/she starts to run the meeting, makes decisions concerning procedural and order matters in accordance with the legal rules, the Company's Articles of Association and provisions of this Regulation.
9. The Chairman of the General Assembly should ensure in particular and observe: of rights and interests of all the shareholders. The Chairman should in particular counteract attempts to abuse rights by the participants of the General Assembly and ensure observance of the rights of minority shareholders. The Chairman should not, without significant reasons, resign from his/her function; he/she cannot also delay signing, without justified reasons, the minutes from the General Assembly Meeting:
  - 1) effective course of the General Assembly Meeting as well as ability to pass resolutions,
  - 2) presents the agenda of General Meeting indicated in the announcement of convening the General Meeting,
  - 3) ensure proper and efficient conduct of the meeting according to the Agenda and the procedure,
  - 4) Running the meeting with observance of rights and interests of all the shareholders.
  - 5) Giving or taking the floor to the participant at the General Assembly Meeting,
  - 6) Receiving motions,
  - 7) Receiving drafts of bills and referring matters for discussion,
  - 8) Decision on passing or not passing the resolutions by the General Assembly,
  - 9) Ordering and conducting votes as well as, ensuring their proper conduct and announcing their results,
  - 10) Recessing the meeting for short technical breaks which do not constitute the adjourn of the meeting, but which cannot aim at making difficult the participants of the General Assembly meeting their execution of their rights, subject to the provisions of the item 15,
  - 11) Deciding on the doubts concerning the Regulations,
  - 12) Concluding the completion of the Agenda and closing the General Assembly Meeting.

10. The Chairman shall in particular prevent the General Assembly Meeting participants from the abuse of their rights and ensure the respect for the minority shareholders' rights.
11. The Chairman of the General Assembly Meeting grants the right to speak in order of its reporting.
12. The Chairman of the General Assembly can give the floor outside the order of submissions to the member of the Supervisory Board or the Board of Management.
13. Any questions concerning the General Assembly, along with the answers, the Company shall publicise on its website, directly after the General Assembly Meeting has been finished.
14. With no serious reason, the Chairman shall not resign from his/her function, neither can he/she delay signing the minutes of the General Assembly Meeting with no sound reason.
15. Should a break in the meeting cause its postponing until at least the next day, it is inevitable that the General Assembly should take a proper resolution by at least a two-thirds majority of the votes providing, however, that so-called breaks cannot last longer than 30 days in total.
16. The Chairman signs the minutes of the General Assembly following the preparation of the minutes by a notary.

#### § 12

1. Immediately after the election of the Chairman, a list of attendance with the list of participants of the General Assembly Meeting, the number of shares and corresponding voices should be prepared and presented during the General Assembly Meeting, and it is updated on an ongoing basis.
2. The shareholders representing at least 1/10 (one tenth) of share capital the attendance list shall be verified by chosen for this purpose committee composed of at least three persons. Applicants shall have the right to elect one member of the Committee.

### Chapter VII Passing resolutions

#### § 13

1. Resolutions of the General Assembly shall be passed by absolute majority of the votes cast, unless binding legal regulations or the provisions of the Company's Status provide otherwise.
2. Draft resolutions proposed at the General Assembly Meeting shall be justified except for draft resolutions relating to organisational and formal matters as well as typical resolutions adopted at an Ordinary General Assembly Meeting.
3. The Board of Management of the Company shall present a justification of a draft resolution or request the subject submitting the motion on including a given issue on the Agenda of the General Assembly Meeting to provide such a justification.
4. Draft resolutions proposed to pass along with a justification are announced on the official website of the Company in accordance with the binding legal regulations.

#### § 14

1. Passing resolutions at the General Assembly Meeting must be preceded with voting.
2. Voting at the General Assembly Meeting takes place via open ballot.
3. Secret voting shall be obligatory if the respective provisions of the Code of Commercial Companies or the Regulations hereof stipulate so.
4. Voting can take place using a computerised voting and vote-counting system, with the rules of which participants of the General Assembly Meeting are acquainted prior to starting the voting by a representative of the operator of the computer system.
5. Voting system shall ensure counting the 'for' and 'against' votes as well as the number of abstentions cast by the participants of the General Assembly Meeting.

6. In secret ballot voting the system shall ensure eliminating identification of the vote cast by particular shareholders.
7. If voting is conducted using a computer system of voting and calculating vote cards, readers or any other devices for voting are handed only to the authorised entities when signing the attendance list.
8. If computerised voting and counting votes system are not possible to be used, the voting shall be carried out under the supervision of the Returning Committee.
9. Persons objecting to the resolution shall be ensured an opportunity to briefly justify their objection.
10. On the request of the participant in the General Assembly his/her written declaration is included in the Minutes.

§ 15

1. The resolutions of the General Assembly must be recorded by a notary otherwise they shall be deemed null and void.
2. The minutes of the General Assembly Meeting shall be made by a notary in a form of a notarial deed.
3. The minutes is signed by a notary and the Chairman of the General Assembly. A printout of a current report on the General Assembly Meeting announcement is attached to the minutes.
4. The minutes should state that the General Meeting has been properly convened and has the capacity to adopt resolutions as well as lists adopted resolutions, and with each indicates a number of shares rendering valid votes, percentage of such shares in the initial capital, a total number of valid votes, a number of 'for' and 'against' and 'abstain' as well as any objections raised.
5. A copy of the minutes along with an evidence of convening the General Assembly Meeting, and the letters of proxy granted by shareholders, the Board of Management shall attach to the Book of Minutes.
6. The Company shall disclose on its website voting results to the extent provided within the scope of the item 3, within one week after closing the General Assembly Meeting. The results of the voting shall be available on the official website of the Company until the final date of challenging resolutions of the General Assembly Meeting.

§ 16

1. Any resolution of the General Assembly Meeting which is inconsistent with the Company's Articles of Associations or good practices or aimed at inflicting harm on a shareholder can be appealed against by way of an action against the Company for repealing a resolution.
2. Action of the repeal or declaration of invalidity of a General Assembly Meeting's resolution can be brought by:
  - a) The Board of Management, the Supervisory Board and individual members of these bodies,
  - b) A shareholder who voted 'against' a resolution and after passing it, requested that his objection be recorded in the minutes,
  - c) A shareholder who has not been admitted to participate in the General Meeting for no legitimate reasons,
  - d) Shareholders absent from the General Assembly Meeting, but only in case when the General Meeting was not convened in accordance with the By-laws or adoption of a resolution upon case not pointed in the General Meeting agenda.
3. Legal actions to repeal General Meeting's resolutions shall be brought within one month from receiving a notification on the resolution, but no later than three months after the resolution is passed.
4. Persons or bodies listed in the item 2 shall be entitled to file a legal action against the Company in order to cancel the resolution adapted by the General Assembly that does not comply with an applicable legal act.
5. Repealing or declaring invalidity of a resolution adopted by the General Assembly shall be brought up within three days after the General Assembly's resolution publication but no later than a year after the resolution has been adopted.

## **Final provisions**

### **§ 17**

1. The Regulations hereof shall enter into force on the date of adoption by the General Assembly.
2. Any amendment to the Regulations hereof requires passing in an open ballot by a simple majority of votes.
3. To all matters not settled herein, the provisions of the Commercial Companies Code and the Articles of Association of the Company shall be applied.

### **§ 2**

The Resolution shall enter into force on the date of its adoption

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**RESOLUTION no. [•]  
of ORDINARY GENERAL MEETING OF CNT S.A.  
with a seat in Sosnowiec, ul. Partyzantów 11  
of 13th June 2017**

*On approval of the Rules of Procedure of the Supervisory Board of Centrum Nowoczesnych Technologii S.A.*

### **§ 1**

The Ordinary General Meeting of the company under the business name CNT S.A. based in Sosnowiec, acting pursuant to § 14 sec. 1 point 11 of the Company's Articles of Association approves the Regulations of the Supervisory Board of Centrum Nowoczesnych Technologii S.A. adopted by resolution of the Supervisory Board No. 7 of 12 May 2017, with the following wording:

**THE RULES OF PROCEDURE OF THE SUPERVISORY BOARD  
Centrum Nowoczesnych Technologii S.A.**

## **1. GENERAL PROVISIONS**

- 1.1 The Supervisory Board operates on the basis of the provisions of law, including the Code of Commercial Companies, the Company's Statute and these Rules.
- 1.2 The Board OF Management shall provide technical and organizational support for the Supervisory Board.
- 1.3 In between the meetings of the Supervisory Board, statements addressed to the Supervisory Board shall be directed to the Chairman of the Supervisory Board or, unless it is possible, to the Vice Chairman of the Supervisory Board or to its Secretary. The person who gets that statement is obliged to notify the remaining members of the Supervisory Board about the contents of that statement with no delay.

## **2. CONVENING MEETINGS OF THE SUPERVISORY BOARD**

- 2.1 The Supervisory Board holds its meetings when necessary, but no less than once a quarter.
- 2.2 The oldest member of the Supervisory Board shall convene the first meeting of the newly elected Supervisory Board no later than two weeks after the appointment of the new Supervisory Board and shall chair the meeting until the new chairman of the Supervisory Board is chosen.
- 2.3 At the first meeting of the new term the Supervisory Board shall elect a chairman, vice - chairman and a secretary of the Supervisory Board among its members. In case of changes of the composition of the Supervisory Board throughout the current term of office, it shall be required to appoint only for the posts in the Supervisory Board, which have expired with the mandate of the member of the Supervisory Board.

- 2.4 At any time, the Supervisory Board can remove the Chairman, the Vice-Chairman, and the Secretary of the Supervisory Board from holding their posts and simultaneously entrusting the post to another person.
- 2.5 Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board or, unless it is possible, the Vice-Chairman.
- 2.6 The meeting of the Supervisory Board should be convened at the request of each member of the Supervisory Board or at the request of the Management Board. The applicant should enclose a proposed agenda. The meeting should be convened within two weeks from receiving the request, that is no later than within three weeks from the reception of the request.
- 2.7 Should the meeting not be convened within the time limit referred to in the Section 2.6 above, the applicant is entitled to convene the meeting by himself in the manner described in Sections 2.8-2.10 below.
- 2.8 A written invitation to all members of the Supervisory Board, at least 7 (seven ) days before the meeting of the Supervisory Board, sent by registered mail, fax or delivered in person with acknowledgment of receipt to the address given in writing to the Chairman of the Supervisory Board is required to convene a meeting of the Supervisory Board.
- 2.9 The member of the Supervisory Board can express his/her consent for notification by the means of electronic media, to the e-mail address or on the telephone number given in writing to the Chairman of the Supervisory Board.
- 2.10 In the invitation to the Supervisory Board meeting the chairman of the Supervisory Board shall determine the term of the meeting, place of the meeting and a draft of the agenda.
- 2.11 The extension of the Agenda of the meeting can take place if all members of the Supervisory Board are present at the meeting and nobody objects to the proposed agenda.
- 2.12 A meeting of the Supervisory Board can take place without its formal convening if all members of the Supervisory Board consent to it no later than on the day of the meeting and will confirm this in writing or put their signature at the list of attendance. Resolutions on matters not included in the Agenda cannot be adopted, unless at the meeting there are present all members of the Supervisory Board are present and nobody present objects to it or unless the specific measures must be taken by the Supervisory Board to protect the Company against the damage directly jeopardizing the Company, as well as in case of the resolution whose subject is an assessment if there is a conflict of interest between the member of Supervisory Board and the Company.

### **3. MEETINGS OF THE SUPERVISORY BOARD**

- 3.1 The chairman, and if he is absent – vice-chairman or another member of the Supervisory Board, shall chair meetings of the Supervisory Board.
- 3.2 The chairman of the Management Board or other member of the Supervisory Board shall chair the meeting, shall lead the course of the meeting in accordance with the agreed agenda, provisions of law, the statute and these rules. The chairman shall in particular prevent abusing the rights by members of the Supervisory Board and provide protection of interests of the company.
- 3.3 Meetings of the Supervisory Board shall be held at the company's registered office or in different place indicated in the invitation by the person who convene the meeting. As far as possible the meeting shall be held in place and in time, which ensure the opportunity to participate in it for members of the Supervisory Board.
- 3.4 The Chairman shall order to prepare a list of attendance of the members of the Supervisory Board at the meeting, which is attached to the minutes.
- 3.5 The chairman can order breaks in the meeting in particular in order to obtain opinions of specialists, to conduct consultations, or work on the contents/wording of resolutions.
- 3.6 The Chairman of the Supervisory Board can invite to the Supervisory Board meetings non-members of the Supervisory Board, in particular professionals, as well as members of the Board of Management and the

Company's employees in order to provide detailed explanations or deliver an opinion on topics being the subject of the debate on his/her own initiative or at the request of another member of the Supervisory Board. However, at the request of any member of the Supervisory Board this person shall leave the meeting, also for the time of voting or discussing particular point of the agenda, in particular while discussing matters relating directly to him/her.

- 3.7 If it is significant for any member of the Supervisory Board, persons close to the member or the entity affiliated to him/her economically or personally, not belonging to the capital group of the Company (conflict of interest) to adopt or not to adopt the resolution of specific contents, member of the Supervisory Board should inform the remaining members of the Supervisory Board and refrain from taking part in the discussion and voting on adoption the resolution on the case to which a conflict has arisen. In this situation information about this fact shall be included in the minutes of the meeting of the Supervisory Board.
- 3.8 Upon completing the Agenda, the Chairman of the Supervisory Board shall close the meeting

#### **4. RESOLUTIONS AND MINUTES**

- 4.1 The Supervisory Board shall adopt resolution if the majority of its members are present at the meeting and all members have been invited.
- 4.2 The Supervisory Board adopt resolution by a simple majority of votes of the present members, but in case of a voting deadlock, the President of the Supervisory Board shall have the casting vote.
- 4.3 Resolutions of the Supervisory Board are adopted in open voting.
- 4.4 A secret ballot shall be ordered at the request of any member of the Supervisory Board and in the personal matters.
- 4.5 Resolutions of the Supervisory Board shall be expressed in a clear, factual and not too general manner.
- 4.6 Resolutions of the Supervisory Board are separate documents. The number of voters and the result of the voting are written under the resolution. Resolutions shall be signed by all the members of the Supervisory Board participating in the meeting.
- 4.7 Resolutions of the Supervisory Board adopted during the meeting of the Supervisory Board shall be numbered with subsequent ordinal numbers.
- 4.8 The Supervisory Board meetings shall be recorded in the minutes by the Secretary of the Supervisory Board, subject to the section 4.9 below.
- 4.9 The Supervisory Board can entrust recording meetings in minutes to the person from outside the Supervisory Board.
- 4.10 With the agreement of all the members of the Supervisory Board, the Supervisory Board can record its meetings.
- 4.11 Minutes should include at least: date and place of the meeting, the agenda of the meeting, the names and surnames of all the present members of the Supervisory Board, the number of votes for every resolution and an opposing opinion. At the request of any member of the Supervisory Board who submits the opposing opinion, information about the opposing opinion submitted by individual members of the Supervisory Board is published in the Supervisory Board annual report.
- 4.12 Materials debated at the meeting and the list of attendance signed by all the members of the Supervisory Board present at the meeting shall be enclosed to the minutes.
- 4.13 After the minutes is prepared the Secretary of the Supervisory Board shall present it to the members of the Supervisory Board for their acceptance. The minutes shall be signed by the members of the Supervisory Board present at the meeting. The refusal to sign the minutes should be reasoned in writing and enclosed to the book of minutes. In case of preparing the minutes after the meeting is closed, it should be submitted to the members of the Supervisory Board at the next meeting.
- 4.14 The Secretary of the Supervisory Board shall keep the book of minutes of the Supervisory Board meetings with the book of resolutions of the Supervisory Board, which are kept in the Company's registered office.

- 4.15 The member of the Supervisory Board can request for a copy of the minutes or a resolution of the Supervisory Board to be released.

## **5. VOTING IN WRITING AND BY MEANS OF DIRECT COMMUNICATION MEDIA**

- 5.1 Subject to article 388 § 4 of the Commercial Code of Companies, the Supervisory Board can adopt a resolution in writing or by means of direct communications media which shall enable all members of the Supervisory Board to communicate.
- 5.2 Adoption of the resolution according to the procedure described in the Section 5.1 above requires prior presentation of the draft of the resolution to all members of the Supervisory Board by registered mail or fax, delivered in person or through electronic mail, with acknowledgment of receipt.
- 5.3 The resolution adopted according to the procedure described in the Section 5.1 shall be regarded as adopted when there are votes casted by a number of members of the Supervisory Board required to binding adoption of the resolution according to the procedure from Section 4.1 and 4.2.
- 5.4 The resolution adopted according to the procedure described in the Section 5.1 can consist of several documents with identical content, each of which is to be signed by one or more members of the Supervisory Board. Each member of the Supervisory Board shall put the date of signing the document next to their signature.
- 5.5 In case of refusal or impossibility to sign under the resolution adopted by any member of the Supervisory Board according to the procedure described in the Section 5.1 within 1 day from presentation of its project, according to provisions of the Section 5.2, the Chairman is obliged to make reference to the document of the resolution on which he/she puts his signature about the refusal or impossibility to sign it by any member of the Supervisory Board.
- 5.6 Resolutions adopted according to the procedure described in the Section 5.1 require implementation to the minutes of the next Supervisory Board meeting with the result of voting.

## **6. DELEGATING MEMBERS OF THE SUPERVISORY BOARD TO PERFORM SUPERVISORY DUTIES**

- 6.1 For important reasons the Supervisory Board can delegate respective members of the Supervisory Board to perform specific supervisory duties independently for a specified period of time.
- 6.2 The resolution about delegation of the member of the Supervisory Board to perform specific supervisory duties defines the purpose and scope of that tasks, as well as the term of their completion.
- 6.3 The delegated member of the Supervisory Board shall be obliged to submit written report on the activities performed to the Supervisory Board within the terms specified in the resolution about delegation of him/her to perform specific supervisory duties.

## **7. AUTHORISATION OF MEMBERS OF THE SUPERVISORY BOARD TO SIGN AGREEMENTS WITH MEMBERS OF THE BOARD OF MANAGEMENT**

- 7.1 The Supervisory Board shall authorize respective members of the Supervisory Board to sign an employment contract or any other civil law activities with members of the Board of Management on behalf of the Company.
- 7.2 The contents of the contract or other civil law activity signed with the member of the Board of Management should be consistent with conditions and contents of the activity determined in the resolution or resolutions of the Supervisory Board.

- 7.3 At the forthcoming meeting of the Supervisory Board the authorized member of the Supervisory Board is obliged to submit the contract or the contents of the other civil law activity signed with the member of the Board of Management.
- 7.4 Copies of the contract signed with members of the Board of Management shall be stored by the Secretary of the Supervisory Board.

## **8. SUPERVISORY BOARD MEMBER'S RESIGNATION**

- 8.1 Any member of the Supervisory Board can resign from the Supervisory Board at any time. A resignation of the member of the Supervisory Board is submitted to the Company in writing.
- 8.2 The member of the Supervisory Board should not resign from the post during the term of office, if it can prevent the Supervisory Board from operating, in particular if it can prevent them from adopting any important resolution timely.

## **9. FINAL PROVISIONS**

- 9.1 Changing of these rules requires a resolution of the Supervisory Board.
- 9.2 These Rules were adopted by a resolution of the Supervisory Board No 1 of 9 June 2008 and shall enter into force on the date of its approval by the General Meeting.

### **§ 2**

The Resolution shall enter into force on the date of its adoption.

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In the justification of the draft resolutions of the Ordinary General Meeting proposed by the Company on amendments to the Articles of Association, the Board of Management of Centrum Nowoczesnych Technologii S.A. hereby informs that they are dictated by a need to clarify the statutory provisions and the subject of the activity of CNT S.A. as a parent company in the context of financial support provided by CNT S.A. to its subsidiaries within CNT S.A. Capital Group . Within a range of determining the Rules of Procedure of the General Meeting of CNT S.A. and approving the Regulations of the Supervisory Board of CNT S.A. , their changes primarily result from a need to update the above-mentioned Rules concerning the changed business name of the Company.

The Management of CNT S.A.:

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Sosnowiec, 17 May 2017