

**RESOLUTION 01/04/2017 /RN**  
**as of 13 April 2017**  
**of the Supervisory Board of CCC Spółka Akcyjna**  
**based in Polkowice**

*on receiving the positive opinion and conditional approval of the Incentive Scheme  
submitted by the Management Board*

Supervisory Board of CCC S.A., based in Polkowice, acting on the basis of § 16 sec. 2 point 5 of the Company's Articles of Association and § 3 sec. 3 letter M of the Regulations of the Supervisory Board, adopts as follows:

**§ 1**

Due to the presentation by the Management Board of the incentive scheme for the years 2017-2019 as an annex to this resolution, the Supervisory Board gives a positive opinion and approves the submitted incentive scheme subject to the positive decision of the General Meeting of CCC S.A. as regards the conditional increase of the share capital of CCC S.A. as well as the issue of shares and subscription warrants intended for the implementation of this scheme.

**§ 2**

The resolution comes into force on the day of its adoption.

**The Chairman:**

.....  
*(Wiesław Oleś)*

**Members:**

.....  
*(Marcin Murawski)*

.....  
*(Jerzy Suchnicki)*

.....  
*(Waldemar Jurkiewicz)*

.....  
*(Piotr Nowjalis)*

Votes given:

For 5 votes – 100% of current members of the Supervisory Board

**INCENTIVE SCHEME FOR THE YEARS 2017 – 2019**

No.	Criteria	Principles of Incentive Scheme for the years 2017-2019
1.	Duration of Incentive Scheme	3 years, Incentive Scheme shall be conducted in the period of 2017-2019
2.	Persons covered by the Incentive Scheme	<p>The Management Board and widely understood managerial personnel - the person designated by the President of the Management Board of CCC S.A. (the "Company"). Individual allocation of the number of subscription warrants indicated by the President of the Company's Management Board and approved by the Company's Supervisory Board.</p> <p>(a) current and future members of the Company's Management Board, the total number of subscription warrants to be subscribed for by such persons may not exceed more than 50% of the planned issue,</p> <p>(b) current and future members of the management boards of subsidiaries,</p> <p>(c) current and future management members of the Company,</p> <p>(d) current and future management members of subsidiaries.</p>
3.	Exclusions from among the persons entitled	Current and future members of the Company's Management Board, current and future members of the management boards of the subsidiaries and the management of the Company and management of the subsidiaries directly or indirectly holding at least 10% of the Company's shares are excluded.
5.	Principles for commencing the incentive scheme	<p>1/ achieving EBITDA in 2017 &gt; PLN 550 million, EBITDA in 2018 &gt; PLN 650 million, EBITDA in 2019 &gt; PLN 800 million - calculated excluding incentive scheme expenses; WHEREIN:</p> <p>The pool of not utilised subscription warrants for a given year due to not achieving the EBITDA target for a given year may pass into the pool of subscription warrants for subsequent years provided that the cumulative profit EBITDA is reached in the following year/years.</p> <p>2/ remaining in a business relation for a day as of 31.12.2019.</p> <p>3/ positive evaluation of the results of the work performance – this evaluation will be made for members of the Management Board of the Company by the Company's Supervisory Board, and in case of other members of the incentive scheme by the Company's Management Board.</p>
6.	Pool of subscription warrants.	<p>3% of all issued shares at the date of adoption of the resolution by the Supervisory Board, i.e. 1.174.920 subscription warrants; WHEREAS: subscription warrants would be granted as follows:</p> <p>(a) for the year 2017: 1/3 of the subscription warrants - not earlier than after the approval of the financial statements for the year 2019.</p> <p>(b) for the year 2018: 1/3 of the subscription warrants - not earlier than after the approval of the financial statements for the year 2019.</p> <p>(c) for the year 2019: 1/3 of the subscription warrants - not earlier than after the approval of the financial statements for the year 2020</p>
7.	Deadline for the acquisition of shares from subscription warrants granted	3 years since acquiring the last pool of subscription warrants, i.e. until 06.2024
8.	Issue Price	a price equal to the average of 3 (three) last months before the adoption of the resolution by the Supervisory Board of the Company (PLN 222.55) less by 5%; i.e. the issue price equals PLN 211.42.
9.	Non-competition clause	<p>participants of the incentive scheme shall be required to enter into non-competition agreements for the period from the date of joining the scheme and:</p> <p>1 / for a period of 3 years from the date of termination of the professional service relationship as a result of notice/termination by either party or resignation from the performed function (scheme participants who were not granted subscription warrants or those who did not subscribe for the given subscription warrants);</p> <p>2 / until 30.06.2023 (scheme participants who subscribed for the subscription warrants granted).</p>