



Draft - concerns agenda item 2

Secret ballot

**RESOLUTION NO. 1/EGM/2023
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE,
dated August 31, 2023.**

on the election of the Chairman of the Extraordinary General Meeting of Shareholders

Acting based on Article 409 § 1 of the Code of Commercial Companies and § 5 of the Rules of Procedure of the General Meeting, the Extraordinary General Meeting of Shareholders of CCC Joint Stock Company with its seat in Polkowice (the "Company") resolves as follows:

Mr./Ms. is elected the Chairman of the Extraordinary General Meeting

§ 2

The resolution comes into force upon its adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 409 § 1 of the Commercial Companies Code, from among the persons entitled to attend the at the Extraordinary General Meeting, a Chairman is elected.

In accordance with § 5 of the Rules of Procedure of the General Meeting, the person opening the General Meeting shall immediately order the election, by secret ballot, of the Chairman of the General Meeting. The Chairman of the General Meeting shall be elected from among the participants with voting rights.

Accordingly, the adoption of the resolution is a point of order and is necessary for the proper organization and conduct of the General Meeting.

Draft - concerns agenda item 4

Open vote

**RESOLUTION NO. 2/EGM/2023
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE,
dated August 31, 2023.**

on the adoption of the agenda of the Extraordinary General Meeting

The Extraordinary General Meeting of CCC S.A. resolves as follows:

§ 1

The agenda, as established and announced by the Management Board of CCC S.A. in the notice convening the Extraordinary General Meeting posted on the Company's website and in the Company's current report No. RB 39/2023 dated July 30, 2023, is adopted.

§ 2

The resolution comes into force on the date of adoption.

JUSTIFICATION OF THE RESOLUTION:

Pursuant to Article 409 § 2 of the Commercial Companies Code and § 6(3) of the Rules of Procedure for the General Meeting, the Chairman of the General Meeting directs the proceedings of the General Meeting in accordance with the adopted agenda. He may not, without the consent of the General Meeting, remove or change the order of the items on the agenda.

Accordingly, the adoption of the resolution is a point of order and is necessary for the proper organization of the General Meeting.

Draft - concerns agenda item 5

Open vote

**RESOLUTION NO. 3/EGM/2023
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE
dated August 31, 2023.**

on amending the Articles of Association of CCC S.A. (the "Company")

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, it is resolved as follows:

In § 18 of the Articles of Incorporation of the Company, after item 4), new provisions designated successively as items 5) - 7) are added with the following wording:

- "5) *giving consent to the sale of all or part of the shares of CCC.eu Sp. z o.o. by the Shareholders (i.e. CCC S.A. and CCC Shoes&Bags Sp. z o.o.);*
- 6) *giving consent to voting by the Shareholders at the Shareholders' Meeting of CCC.eu Sp. z o.o. in favor of adopting a resolution on the sale of the enterprise or organized part of the enterprise of CCC.eu Sp. z o.o.;*
- 7) *giving consent to amend the articles of association of CCC.eu Sp. z o.o. and the memorandum of incorporation of CCC Shoes&Bags Sp. z o.o. regarding the provisions on the restriction of transferability of shares or stocks and the enterprise or organized part of the enterprise."*

§ 2

CCC S.A. in the absence of the required approval of the General Meeting of the Company for:

- (i) voting by the Company at shareholders' or general meetings of the Subsidiaries on the disposal of the enterprise or an organized part of the enterprise of each Subsidiary, or
- (ii) amendment of the articles of association or articles of incorporation of each of the Subsidiaries regarding the provisions concerning the restriction of transferability of shares and the enterprise or organized part of the enterprise of the Subsidiaries

will take all actions implementing the will of the Company's General Meeting, including, but not limited to:

- a) appearance of the Company's representative at shareholders' meetings or general meetings of Subsidiaries,
- b) voting "against" resolutions on the issues listed in (i)-(ii) above,
- c) to bring about a situation in which all the Company's subsidiaries that are shareholders or partners of the Subsidiaries vote "against" the resolutions regarding the issues listed in (i)-(ii) above.

§ 3

Other provisions of the Company's Articles of Association remain unchanged.

§ 4

The resolution shall become effective upon its adoption, with the amendment to the Articles of Association becoming effective upon its entry in the Register of Entrepreneurs of the National Court Register.

JUSTIFICATION OF THE RESOLUTION:

The planned change in the Articles of Association is a consequence of the decision of CCC S.A. to transfer the logistics division in the form of an organized part of the enterprise by CCC S.A. and CCC Factory Sp. z o. o. to CCC.eu Sp. z o. o. The introduction of the proposed amendments to the Articles of Association of CCC S.A. is aimed at securing the interests of the shareholders of CCC S.A.

Draft - concerns agenda item 6

Open vote

**RESOLUTION NO. 4/EGM/ 2023
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE
dated August 31, 2023.**

*on giving consent to the sale of an organized part of the enterprise of CCC S.A. (the "Company")
to CCC.eu Sp. z o.o.*

Acting pursuant to Article 393 (3) of the Commercial Companies Code, it resolves as follows:

§ 1

Consent is given to the sale by the Company of an organized part of the Company's enterprise covering the logistics division and all the Company's existing logistics activities (hereinafter collectively referred to as the "Logistics Division"), in favor of CCC.eu Spółka z ograniczoną odpowiedzialnością with its seat in Polkowice at Strefowa 6, entered in the Register of Entrepreneurs of the National Court Register under KRS number 0000506139 by the District Court for Wrocław-Fabryczna in Wrocław, IX Economic Department of the National Court Register.

§ 2

1. The disposal of the Logistics Division as an organized part of the Company's enterprise to CCC.eu Limited Liability Company will take place on market terms based on the valuation of the market value of the organized part of the enterprise prepared for the purpose of disposal.
2. CCC.eu Limited Liability Company will take over all tangible and intangible assets including, the workplace within the meaning of Article 23¹ of the Labor Code, as well as the rights and obligations of the contracts concluded by the Logistics Division in connection with its operations.

§ 3

The Company's Management Board is authorized to take all actions necessary for the disposal of the Logistics Division under the terms and conditions described in this resolution, in particular, to:

- 1) determine the list of tangible and intangible assets to be disposed of,
- 2) determine the list of rights and liabilities to be assumed by CCC.eu Limited Liability Company,
- 3) determine the value of the Logistics Division, as an in-kind contribution made by the Company to CCC.eu Ltd,
- 4) determine the number and nominal value of shares to be taken up by the Company in CCC.eu Limited Liability Company in exchange for an in-kind contribution in the form of the Logistics Division,
- 5) take action to obtain, where required, the consent of contractors to transfer rights and obligations arising from contracts related to the operation of the Logistics Division to CCC.eu Limited Liability Company,
- 6) take such factual and legal actions as may be necessary for the implementation of this resolution, including the conclusion of appropriate agreements related to the contribution of the Logistics Division to CCC.eu Limited Liability Company in exchange for the newly created shares.

§ 4

The resolution comes into force upon its adoption.

JUSTIFICATION OF THE RESOLUTION:

The functioning of the Logistics Division is primarily focused on providing logistics services to CCC.eu. Due to the key role of the Logistics Division in the supply and distribution chain for which CCC.eu is responsible, the Group has decided to spin off the Logistics Division (including people, equipment, contracts) and bring it in-kind to CCC.eu.

This will simplify the Group's business structure, eliminating the need to re-invoice the services provided to CCC.eu, allowing it to independently carry out logistics activities necessary for the operation of the company. In exchange for the in-kind contribution, CCC S.A. will take up newly created shares in CCC.eu.



t: +48 (76) 84 58 400 | t: +48 (76) 84 58 500
f: +48 (76) 84 58 431 | ccc@ccc.eu | www.ccc.eu

The Logistics Division will continue its existing operations under CCC.eu. Accordingly, to enable it to continue its business operations, ownership of all assets that are currently used in the Logistics Division's operations will be transferred to CCC.eu.

The in-kind contribution will include real estate, including warehouses (including a fully automated mini-load high-bay warehouse equipped with modern software) along with all equipment (such as forklifts, stackers, racks and sorters) and technical infrastructure used by employees in the Logistics Division's operational activities. As part of the transfer, CCC.eu. will also take over all employees employed in the Logistics Division, and all contracts for logistics services, including contracts with other Group entities, will also be transferred to CCC.eu. There will also be a contract between CCC.eu. and CCC S.A. to provide logistics services to CCC S.A.

Draft - concerns agenda item 7

Open vote

**RESOLUTION NO. 5/EGM/2023
OF THE EXTRAORDINARY GENERAL MEETING
OF CCC S.A. WITH ITS REGISTERED OFFICE IN POLKOWICE
dated August 31, 2023.**

*on the merger of CCC Joint Stock Company with its subsidiary company
CCC Factory limited liability company*

Acting pursuant to Article 492 § 1 item 1), Article 506 and Article 516 § 6 of the Code of Commercial Companies, the Extraordinary General Meeting of Shareholders of CCC Joint Stock Company, based in Polkowice, resolves as follows:

§ 1

1. **CCC FACTORY LTD (SPÓŁKA Z OGRANICZONĄ ODPOWIEDZIALNOŚCIĄ)** based in Polkowice, address: Strefowa 9, 59-101 Polkowice, entered in the Register of Entrepreneurs of the National Court Register under National Court Register /KRS/ number: 0000207989, whose registration files are kept by the District Court for Wrocław-Fabryczna in Wrocław, with a share capital of 15.036,000.00 PLN, OF A Taxpayer ID /NIP/ number: 6912120547, hereinafter referred to as the "**Acquired Company**", being a wholly-owned subsidiary of the Acquiring Company merges with **CCC JOINT-STOCK COMPANY (SPÓŁKA AKCYJNA)** based in Polkowice, address: Strefowa 6 Street, 59-101 Polkowice, entered in the Register of Entrepreneurs of the National Court Register under National Court Register /KRS/ number: 0000211692, whose registration files are kept by the District Court for Wrocław-Fabryczna in Wrocław, with a share capital of PLN 6,886,800.00, paid in full, of a Taxpayer ID /NIP/ number: 6922200609, hereinafter referred to as the "**Acquiring Company**".
2. The Merger will be effected by transferring all the assets of the Target Company to the Acquiring Company, pursuant to Article 492 § 1(1) of the Code of Commercial Companies (merger by acquisition) in conjunction with Article 516 § 6 of the Code of Commercial Companies, without increasing the share capital of the Acquiring Company and without exchanging shares of the Target Company for shares of the Acquiring Company (the "**Merger**"), under the terms and conditions set forth in the Plan of Merger agreed upon and signed by the Target Company and the Acquiring Company on July 28, 2023, made available to the public free of charge on the websites of the merging Companies pursuant to Article 500 § 21 of the Commercial Companies Code (the "**Plan of Merger**").

§ 2

The contents of the Merger Plan, which was agreed upon and signed by the Acquiring Company and the Target Company on July 28, 2023, are approved.

§ 3

The merger shall be effected as of the date of entry in the register having jurisdiction over the seat of the Merging Company. This entry will have the effect of deleting the Target Company from the Register of Entrepreneurs of the National Court Register.

§ 4

There will be no change to the articles of association of the Merging Company in connection with the Merger.

§ 5

The resolution takes effect upon adoption.

JUSTIFICATION OF THE RESOLUTION:

The planned Merger is a consequence of CCC S.A.'s decision to transfer the logistics division in the form of an organized part of the enterprise by CCC S.A. and the Acquired Company to CCC.eu Sp. z o. o. After the acquisition of the logistics division by CCC.eu Sp. z o. o. The Acquired Company will not conduct operations. The assets of the Acquiring Company will include only the shares of its subsidiaries. Thus, the merger is aimed at simplifying the structure of the CCC S.A. Capital Group.