

**RESOLUTION NO. 3/NWZA/2022**  
**OF THE EXTRAORDINARY GENERAL MEETING OF**  
**CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**  
**of 17 November 2022**

*on the increase of the Company's share capital through the issue of ordinary Series L and Series M shares and the exclusion of all the preemptive rights of its current shareholders in relation to all Series L and Series M Shares, the seeking of the admission and introduction of the Series L and Series M shares and the rights to Series M shares to trading on a regulated market operated by the Warsaw Stock Exchange, the dematerialization of Series L and Series M Shares and the rights to Series M Shares, the authorization to execute an agreement on the registration of Series L and Series M shares and the rights to Series M shares in the depository of securities, and on amendments to the Articles of Association of the Company*

The Extraordinary General Meeting of CCC S.A. with its registered office in Polkowice (the "**Company**"), having reviewed the opinion of the Company's Management Board regarding the exclusion of all the preemptive rights of the current shareholders of the Company with respect to all newly issued shares, acting based on Articles 430-433 and Article 310 § 2 of the Act of 15 September 2000 – Commercial Companies Code (the "**Commercial Companies Code**") hereby resolves as follows:

**§ 1**

1. The share capital of the Company is increased by no less than PLN 0.2 (twenty grosz) and no more than PLN 1,400,000.00 (one million four hundred thousand zloty) up to no less than PLN 5,486,800.20 (five million four hundred and eighty-six thousand eight hundred zloty twenty grosz) and no more than PLN 6,886,800.00 (six million eight hundred eighty-six thousand eight hundred zloty) by way of issuance of no less than two (2) and no more than 14,000,000 (fourteen million) ordinary shares with the nominal value of PLN 0.1 (ten grosz) each (the "**New Shares**"), including:
  - (a) no less than one (1) and no more than 13,999,999 (thirteen million nine hundred ninety-nine thousand nine hundred ninety-nine) ordinary registered Series L shares with the nominal value of PLN 0.1 (ten grosz) each ("**Series L Shares**"); and
  - (b) no less than one (1) and no more than 9,643,599 (nine million six hundred and forty-three thousand five hundred and ninety-nine) ordinary bearer Series M shares with the nominal value of PLN 0.1 (ten grosz) each ("**Series M Shares**"),but in total not more than 14,000,000 New Shares.
2. New Shares will be issued in a private placement within the meaning of Article 431 § 2 item 1 of the Commercial Companies Code, effected in the form of a public offering in Poland, exempted from the requirement to publish a prospectus as defined in the relevant regulations or other form of information or offering document for the purposes of such offering or an exception to the registration process in another jurisdiction, and the public offering will not be conducted in any territory other than Poland. New Shares may only be offered and sold outside the territory of the United States of America in offshore transactions as defined in and pursuant to the provisions of Regulation S under the US Securities Act of 1933, as amended (the "**US Securities Act**"). The Investors, to whom offers to subscribe for New Shares will be made, will be selected based on the outcome of the book building process for New Shares.
3. The New Shares will participate in the dividend for the financial year ending 31 January 2023, i.e. as of 1 February 2022, at par with all other shares in the Company.
4. The New Shares may only be paid for with cash contributions.
5. The Management Board of the Company is hereby authorized to determine the final amount by which the share capital of the Company will be increased, provided that such final amount may not be lower than the minimum amount nor higher than the maximum amount of the capital

increase specified in Section 1 above, i.e. the total number of New Shares will not exceed 14,000,000 New Shares (Series L Shares and Series M Shares).

## § 2

1. In the interest of the Company, all preemptive rights of its current shareholders are hereby entirely excluded with respect to the New Shares.
2. A written opinion of the Company's Management Board explaining the reasons for excluding in entirety all the current shareholders' preemptive rights with respect to the New Shares and presenting the method of determining the issue price of the New Shares is appended to this resolution.

## § 3

1. It is resolved that the Company will apply for admission of the following to trading on a regulated market operated by the Warsaw Stock Exchange (the "WSE") where the Company shares are listed:
  - (a) Series L Shares upon satisfaction of the requirement referred to in Section 2 below;
  - (b) Series M Shares; and
  - (c) no less than one (1) and no more than 9,643,599 (nine million six hundred and forty-three thousand five hundred and ninety-nine) rights to Series M Shares (within the meaning of the Act on Trading in Financial Instruments of 29 July 2005 (the "Act on Trading in Financial Instruments")) (the "Rights to Series M Shares").
2. The Company will apply for admission of Series L Shares to trading on a regulated market operated by the WSE where the Company shares are listed, upon their prior conversion into bearer shares.

## § 4

The New Shares and the Rights to Series M Shares will be dematerialized, within the meaning of the applicable provisions of law, in particular the Act on Trading in Financial Instruments.

## § 5

1. § 6 Section 1 and Section 2 of the Company's Articles of Association are hereby amended to read as follows:
  - "1. The Company's share capital is no less than PLN 5,486,800.20 (five million four hundred eighty-six thousand eight hundred zloty and twenty grosz) and no more than PLN 6,886,800.00 (six million eight hundred eighty-six thousand eight hundred zloty).*
  - 2. The share capital is divided into no less than 54,868,002 (fifty-four million eight hundred and sixty-eight thousand two) and no more than 68,868,000 (sixty eight million eight hundred sixty-eight thousand) shares with the nominal value of PLN 0.10 (ten grosz) each, including:*
    - 1) 6,650,000 (six million six hundred and fifty thousand) preferred registered Series A1 Shares with serial numbers from 0.000.001 to 6.650.000;*
    - 2) 13,600,000 (thirteen million six hundred thousand) ordinary bearer Series A2 Shares with serial numbers from 00.000.001 to 13.600.000;*
    - 3) 9,750,000 (nine million seven hundred fifty thousand) ordinary bearer Series B Shares with serial numbers from 0.000.001 to 9.750.000;*

4) 2,000,000 (two million) ordinary bearer Series C Shares with serial numbers from 0.000.001 to 2.000.000;

5) 6,400,000 (six million four hundred thousand) ordinary bearer Series D shares with serial numbers from 0.000.001 to 6.400.000;

6) 768,000 (seven hundred sixty-eight thousand) ordinary bearer Series E Shares with serial numbers from 0.000.001 to 768.000;

7) 2,000,000 (two million) ordinary bearer Series H Shares with serial numbers from 0.000.001 to 2.000.000;

8) 6,850,000 (six million eight hundred fifty thousand) ordinary bearer Series I Shares with serial numbers from 0.000.001 to 6.850.000;

9) 6,850,000 (six million eight hundred fifty thousand) ordinary bearer Series J Shares with serial numbers from 0.000.001 to 6.850.000;

10) no less than 1 (one) and no more than 13,999,999 (thirteen million nine hundred ninety-nine thousand nine hundred ninety-nine) Series L ordinary registered shares with serial numbers from 0000001 to 13.999.999;

11) no less than 1 (one) and no more than 9,643,599 (nine million six hundred forty-three thousand five hundred ninety-nine) Series M ordinary bearer shares with serial numbers from 0000001 to 9.643.599,

whereas Series L and Series M shares constitute a total of no more than 14,000,000 shares.

2. The wording of § 6 Section 1 and Section 2 of the Articles of Association (the final value of the Company's share capital) shall be finalized by the Management Board of the Company pursuant to Article 431 § 7 in conjunction with Article 310 of the Commercial Companies Code by way of a notarized statement on the value of the share capital subscribed for, after the completion of taking up of the New Shares.
3. The Supervisory Board of Company is hereby authorized to adopt an amended and restated text of the Articles of Association, reflecting the amendments set out in this resolution.

## § 6

1. The Company's Management Board is hereby authorized to take all actions related to the share capital increase through the issue of New Shares, in particular:
  - (a) to determine the issue price of the New Shares at PLN 36.11 (thirty six zloty eleven grosz);
  - (b) to determine the date of execution of agreements to take up the New Shares, provided, however, that such agreements should be executed immediately after determining the addressees to whom offers to subscribe for New Shares will be made but not later than 6 (six) months of the date of this resolution;
  - (c) to stipulate the rules for offering, subscription and taking up of New Shares and the rules for conducting the book building process for New Shares, provided that:
    - (1) the Management Board is required to offer New Shares only to the investors that have received an invitation from the investment firm conducting the book building process (or any other process intended to solicit prospective subscribers for New Shares) to participate in the offering and meet the following conditions: (i) they are qualified investors within the meaning of Article 1(4)(a) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be

published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC ("**Prospectus Regulation**"); or (ii) they take up securities for a total consideration of at least EUR 100,000 per investor as referred to in Article 1.4(d) of the Prospectus Regulation, including the investors who:

- (i) will be shareholders of the Company at the end of the second working day preceding the day of the resolution of the Company's Management Board concerning the commencement of the book building process for the offering of New Shares (or any other process intended to solicit prospective subscribers for New Shares) (the "**Preference Date**"); and
    - (ii) will confirm the fact that they hold shares on the Preference Date during the book building process (or any other process intended to solicit prospective subscribers for New Shares), by submitting a certificate or certificates confirming their ownership of the shares of the Company and their number, issued by the investment company maintaining the securities account of the relevant party ("**Eligible Investors**");
  - (2) subject to the subsection (5) below, each Eligible Investor who in the book building process (or any other process intended to solicit prospective subscribers for New Shares) submits a declaration or declarations to subscribe for New Shares at a price not lower than the issue price of New Shares specified in Section 1 item (a) above, is entitled to take up, on a limited priority basis, a number of New Shares not lower than the number of New Shares which, after the issue of the New Shares, will enable such Eligible Investor to maintain a share in the total number of votes at the General Meeting of the Company not lower than the share in the total number of votes at the General Meeting of the Company held by such Eligible Investor at the end of the day on the Preference Date, provided that if the number of New Shares so determined is not a whole integer, it will be rounded down to the nearest integer ("**Preference Right**"); Ultron S.à r.l. with its registered office in Luxembourg ("**Ultron**") may designate another entity to exercise, in whole or in part, Ultron's Preference Right to take up New Shares pursuant to this subsection (2);
  - (3) following the initial allotment of New Shares pursuant to subsection (2) above, the remaining New Shares will be offered to those entities which: (i) have validly submitted declarations to subscribe for New Shares and, (ii) are entitled to exercise the Preference Right, in the ratio of the number of votes at the Company's General Meeting held by a given entity entitled to exercise the Preference Right at the end of the day on the Preference Date determined for the purpose of exercising that right to the total number of votes at the Company's General Meeting held by all entities, who have submitted valid declarations to subscribe for New Shares, in a number no greater than the number resulting from their duly submitted declarations of subscription; however, if the number of New Shares so determined is not a whole integer, it will be rounded down to the nearest integer.
  - (4) the Management Board will be entitled to offer New Shares which have not been pre-allocated in accordance with the rules in subsections (1) to (3) above to other entities entitled to participate in the offering of New Shares on the terms and conditions set out in subsection (1) above;
  - (5) to entities entitled to participate in the offering of the New Shares other than Ultron and the entity designated by Ultron in accordance with subsection (2) above, only Series M Shares in the number determined in accordance with subsections (2)-(4) above will be offered;
- (d) to execute agreements intended to secure the success of the public offering of the New Shares, in particular an underwriting agreement.

3. The Company's Management Board is hereby authorized to take all actions for the purposes of admission of the New Shares and the Rights to Series M Shares to trading on a regulated market operated by the WSE where the Company shares are listed.
4. The Company's Management Board is hereby authorized to take all actions to dematerialize the New Shares and the Rights to Series M Shares, as defined in the Act on Trading in Financial Instruments and, in particular, to execute an agreement with Krajowy Depozyt Papierów Wartościowych S.A. (National Depository of Securities) for registration of the New Shares and the Rights to Series M Shares.
5. The Company's Management Board is hereby authorized to rescind the implementation of this resolution. The implementation of this Resolution may be rescinded no later than 6 (six) months from the date of hereof.

## **§ 7**

1. This Resolution enters into force as of the date of its adoption.
2. The amendment to the Company's Articles of Association referred to in § 5 Section 1 hereof becomes effective upon being entered in the Register of Entrepreneurs of the National Court Register.