



**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. Bogdan Dzudzewicz is elected the Chairman of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon its adoption.

Run of vote on the resolution	
The number of shares of valid votes pollen	37 744 817
Percentage of shares of valid votes polled of capital share	54,81%
The Total number of valid votes, including:	44 244 817
a) The number of votes in favour	44 244 817
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed.	

**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.

Run of vote on the resolution	
The number of shares of valid votes pollen	37 744 817
Percentage of shares of valid votes polled of capital share	54,81%
The Total number of valid votes, including:	44 244 817
a) The number of votes in favour	44 244 817
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed.	

**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.

Run of vote on the resolution	
The number of shares of valid votes pollen	37 744 817
Percentage of shares of valid votes polled of capital share	54,81%
The Total number of valid votes, including:	44 244 817
a) The number of votes in favour	44 244 817
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed.	

**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.

Run of vote on the resolution	
The number of shares of valid votes pollen	37 744 817
Percentage of shares of valid votes polled of capital share	54,81%
The Total number of valid votes, including:	44 244 817
a) The number of votes in favour	44 244 817
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed.	

**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.

Run of vote on the resolution	
The number of shares of valid votes pollen	37 744 817
Percentage of shares of valid votes polled of capital share	54,81%
The Total number of valid votes, including:	44 244 817
a) The number of votes in favour	44 244 817
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed.	