

Annex to the letter of 1 December 2020.

ULTRO S.a r.l.

23, rue AldringenL
1118 Luxembourg

CCC SA
Strefowa 6
59-101 Polkowice

Subject: Submission of a draft resolution of the General Meeting convened for 14 December 2020.

Acting based on the standard of art. 401 § 4 of the Commercial Companies Code, as a shareholder representing at least one twentieth of the share capital of CCC SA, I submit a draft resolution concerning the issue introduced to item 5 of the agenda of the General Meeting convened for 14 December 2020.

The draft resolution is attached to this letter.

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Draft - concerning item 5 on the agenda

**RESOLUTION NO. 3/EGM/2020 OF THE EXTRAORDINARY
GENERAL MEETING OF
SHAREHOLDERS IN POLKOWICE
as of 14 December 2020**

on approving the creation of a limited right in rem in the form of a lien on shares of CCC Shoes&Bags Sp. z o.o.

The Extraordinary General Meeting of CCC S.A. based in Polkowice ("the Company"), acting based on § 7a point 1 of the Memorandum of Association of CCC Shoes&Bags Sp. z o.o. based in Polkowice, hereby resolves as follows:

§1

The Company agrees to establish a limited right in rem in the form of financial pledges and registered pledge on the shares of CCC Shoes&Bags Sp. z o.o. based in Polkowice, 6 Strefowa Street, entered in the Register of Entrepreneurs of the National Court Register under number /KRS/000000363903, NIP 5272636737 in connection with the content of the Agreement on Common Financing Conditions concluded on 5 November 2020, to the total amount of 250,000,000.00 PLN.

§2

The resolution shall enter into force as soon as it is adopted.

JUSTIFICATION OF THE RESOLUTION:

On 5 November 2020 CCC S.A. concluded the Agreement on Common Terms and Conditions of Financing (hereinafter: "Agreement on Common Terms and Conditions of Financing") with the banks lending to the CCC Group concerning the granting of two-year revolving credits up to the total amount of PLN 250,000,000.00 secured, among others, by guarantees of Bank Gospodarstwa Krajowego up to the total amount of PLN 200,000,000. The loans shall also be secured by financial and registered pledges on all shares in the share capital of CCC Shoes&Bags Sp. z o.o. pursuant to § 7a. paragraph 1 of the Memorandum of Association of CCC Shoes & Bags Sp. z o.o. "The disposal of the Company's shares or the establishment of a limited right holder on the Company's shares requires the prior consent of the General Meeting of the Company CCC S.A." For this reason, it is necessary to adopt this resolution of the General Meeting of Shareholders, which will approve the establishment of this security.