

Re. item [2] on the agenda:

**RESOLUTION No. [1]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*regarding the election of the Chairperson of the Extraordinary General Meeting*

Acting pursuant to the provisions of Article 409 § 1 of the Code of Commercial Companies, as well as the provisions of § 5 of the Bylaws of the General Meeting, the Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice (the “**Company**”) hereby resolves as follows:

**§1**

Mr./ Ms. [●] has been elected the Chairperson of the Extraordinary General Meeting.

**§2**

This resolution shall enter into effect as of the moment of its adoption.

Re. item [4] on the agenda:

**RESOLUTION No. [2]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*regarding the appointment of the Returning Committee*

**§ 1**

The Extraordinary General Meeting of CCC Spółka Akcyjna with its registered office in Polkowice (the “**Company**”) hereby appoints the following persons to the Returning Committee:

- Mr./Ms. [●]
- Mr./Ms. [●]
- Mr./Ms. [●]

**§ 2**

This resolution shall enter into effect as of the moment of its adoption.

Re. item [5] on the agenda:

**RESOLUTION No. [3]/NWZA/2017**  
**OF THE EXTRAORDINARY GENERAL MEETING OF**  
**CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**  
**of [●] January 2017**

*regarding adoption on the agenda of the Extraordinary General Meeting*

The Extraordinary General Meeting of CCC S.A. (the “**Company**”) hereby resolves as follows:

**§ 1**

The Agenda of the Extraordinary General Meeting is hereby adopted with the following wording:

1. Opening of the Extraordinary General Meeting of the Company.
2. Appointment of the Chairperson of the Extraordinary General Meeting of the Company.
3. Preparation of the attendance list, confirming that Extraordinary General Meeting of the Company has been duly convened and is able to adopt valid resolutions.
4. Appointment of the Returning Committee.
5. Adoption on the agenda of Extraordinary General Meeting of the Company.
6. Adoption of the resolution regarding conditional increase in the Company’s share capital by way of issue Series F shares.
7. Adoption of the resolution regarding exclusion of the preemptive rights of the existing shareholders with respect to the Series F shares.
8. Adoption of the resolution regarding the issuance of Series B subscription warrants.
9. Adoption of the resolution regarding exclusion of the preemptive rights of the existing shareholders with respect to Series B registered subscription warrants.
10. Adoption of the resolution on the dematerialization of Series F shares issued under the conditional increase of the share capital, application for admission and introduction of the shares to trading on regulated market and authorizing the Management Board to carry all necessary actions to this effect
11. Adoption of the resolution on amending the Statute of the Company with regard to the Company’s conditional share capital.
12. Adoption of the resolution on amending the Statute of the Company with regard to the Company’s authorized share capital.
13. Adoption of the resolution on authorizing the Management Board to acquire own shares of the Company.
14. Adoption of the resolution regarding creation of capital reserves earmarked to acquire own shares of the Company pursuant to the provisions of Article 362 §1 Section 8 of the Code of Commercial Companies.
15. Adoption of the resolution on amending the Statute of the Company with regard to shareholders’ voting rights.
16. Supplementary elections to the Supervisory Board.
17. Closing of the Extraordinary General Meeting of the Company.

**§ 2**

This resolution shall enter into effect as of the moment of its adoption.

Re. item [6] on the agenda:

**RESOLUTION No. [4]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*regarding conditional increase of the share capital of the Company through the issuance of Series F shares*

**§ 1**

Acting pursuant to the provisions of Article 448 of Code of Commercial Companies, the Extraordinary General Meeting of CCC S.A. (the “**Company**”) hereby resolves as follows:

1. The Company’s share capital has been conditionally increased by the amount not higher than PLN 270,000 (two hundred seventy thousand zlotys).
2. The increase of the share capital is effected through the issuance of no more than 2,700,000 (two million seven hundred thousand) ordinary bearer Series F shares with the nominal value of PLN 0.10 (ten groszy) each (“**Series F Shares**”).
3. The issue prices of the Series F Shares will be determined by the Management Board, however, they should not be lower than the conversion price of the Debt Instruments (as defined below) determined in terms and conditions of issuance of such Debt Instruments, and no less than PLN 250 (two hundred fifty zlotys).
4. The increase of the share capital is carried out with exclusion of the preemptive right.
5. Series F Shares will be taken up in exchange for cash contribution.
6. Series F Shares subscribed for by eligible persons will participate in the dividend in the following way:
  - a) Series F Shares, delivered or recorded for the first time on the securities account not later than on the record date determined in the resolution of the General Meeting of the Company regarding distribution of profit, participate in the dividend payment for the first time with respect to profit for a previous financial year, i.e. from 1 January of the financial year preceding the year in which such shares were delivered or recorded for the first time on the securities account.
  - b) Series F Shares, delivered or recorded for the first time on the securities account on the date following the record date determined in the resolution of the General Meeting of the Company regarding distribution of profit, participate in the payment of dividend for the first time with respect to profit for the financial year in which the shares were delivered or recorded on the securities account for the first time, i.e. from 1 January of such financial year.
7. The term for subscription for the Series F Shares expires after the lapse of 6 (six) years following the adoption of this resolution, i.e. on [●] January 2023.

**§ 2**

The purpose of the conditional increase of the share capital of the Company is to provide the right to subscribe for shares to the holders of the registered subscription warrants Series B issued by the Company pursuant to a Resolution No. [6] of Extraordinary General Meeting of the Company of [●] January 2017 regarding the issue of Series B subscription warrants (the “**Warrants**”) which enables the Company to perform obligations under debt instruments convertible into shares of the Company that may involve the obligation to transfer the ownership of or deliver shares in the Company or to transfer the ownership of or deliver an instrument (including a security) entitling its holder, in addition to any other benefits, including cash payments, to subscribe for or acquire shares of the Company, issued by the Company or its subsidiary pursuant to Polish or foreign law (the “**Debt Instruments**”), or under a guarantee provided in relation to the issue of such Debt Instruments (if any).

**§ 3**

The persons authorized to subscribe for the Series F Shares will be the holders of Warrants.

**§ 4**

The Management Board of the Company is authorized and obliged to undertake any factual and legal actions which are necessary to perform this Resolution, in particular to:

- a) determine the Series F Shares issue prices in accordance with § 1 Section 3 above;
- b) determine the time limits to exercise the Warrants and the detailed rules pertaining to declarations on taking up Series F Shares, including the date and place of submitting such declarations in accordance with Article 451 § 1 of the Code of Commercial Companies;
- c) provide the registry court with particulars required under Article 452 of the Code of Commercial Companies.

**§ 5**

This resolution shall enter into effect subject to the entry into force of the Resolution No. [13] of the General Meeting on amending the Statute of the Company with regard to shareholders’ voting right.

Re. item [7] on the agenda:

**RESOLUTION No. [5]/NWZA/2017**  
**OF THE EXTRAORDINARY GENERAL MEETING OF**  
**CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*regarding exclusion of the preemptive rights of the existing shareholders  
with respect to Series F shares of new issue*

Acting pursuant to Article 433 § 2 of the Code of Commercial Companies and upon reviewing the opinion of the Management Board of CCC S.A. (the “**Company**”) regarding exclusion of the preemptive rights of the existing shareholders with respect to Series F shares and with respect to Series B subscription warrants, which constitutes Appendix No. 1 hereto, the Extraordinary General Meeting of the Company hereby resolves as follows:

**§ 1**

The preemptive right of the existing shareholders with respect to the Series F shares (“**New Shares**”) shall be excluded in full.

New Shares will be issued to the holders of registered Series B subscription warrants (“**Warrants**”) issued by the Company for the purpose of securing the performance of obligations under debt instruments convertible into shares of the Company that may involve the obligation to transfer the ownership of or to deliver the shares in the Company or to transfer the ownership of or to deliver an instrument (including a security) entitling its holder, regardless of any other benefits, including cash payments, to subscribe for or acquire shares of the Company, issued by the Company or its subsidiary, pursuant to Polish or foreign law (the “**Debt Instruments**”), or under a guarantee provided in relation to the issue of such Debt Instruments (if any). The issue of the Warrants is to secure the performance of the above obligations and to protect the interest of the investors acquiring Debt Instruments. The Warrants may be first acquired by a subsidiary of the Company and subsequently transferred to the bondholders for the purpose of subscribing for or acquiring New Shares.

The purpose and the nature of the conditional increase of the share capital of the Company justify the waiver in full of the preemptive rights of the existing shareholders of the Company with respect to the New Shares.

**§ 2**

This resolution shall enter into effect subject to the entry into force of the Resolution No. [4] regarding conditional increase of the share capital of the Company through the issuance of New Shares.

Appendix:

Opinion of the Management Board regarding exclusion of the preemptive rights of the existing shareholders with respect to Series F shares of new issue and Series B subscription warrants.

**Appendix No. 1**

**to the Resolution No. [5]/NWZA/2017 regarding exclusion of the preemptive rights of the existing shareholders with respect to Series F shares of new issue**

***[OPINION OF THE MANAGEMENT BOARD REGARDING EXCLUSION OF THE PREEMPTIVE RIGHTS OF THE EXISTING SHAREHOLDERS WITH RESPECT TO SERIES F SHARES OF NEW ISSUE AND SERIES B SUBSCRIPTION WARRANTS]***

Re. item [8] on the agenda:

**RESOLUTION No. [6]/NWZA/2017**  
**OF THE EXTRAORDINARY GENERAL MEETING OF**  
**CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**  
**of [●] January 2017**

*regarding the issue of Series B subscription warrants*

Acting pursuant to Article 393 Section 5 and Article 453 § 2 and 3 of the Code of Commercial Companies and in conjunction with Resolution No. [4] of the Extraordinary General Meeting of CCC S.A. (the “**Company**”) of [●] January 2017 regarding conditional increase of the share capital of the Company through the issuance of Series F shares, the Extraordinary General Meeting of the Company hereby resolves that:

**§ 1**

The Company issues 2,700,000 (two million seven hundred thousand) registered subscription warrants Series B, entitling their holders to subscribe for ordinary bearer Series F shares with the nominal value of PLN 0.10 each, issued by the Company pursuant to Resolution No. [4] of the Extraordinary General Meeting of the Company of [●] January 2017 (the “**Warrants**”).

**§ 2**

1. The Warrants shall be offered in a private placement to (i) a subsidiary of the Company (the “**Subsidiary**”) for the purpose of performing the obligations under debt instruments convertible into shares of the Company that may involve the obligation to transfer the ownership of or to deliver the shares in the Company or to transfer the ownership of or to deliver an instrument (including a security) entitling its holder, regardless of any other benefits, including cash payments, to subscribe for or acquire shares of the Company, issued by the Company or its subsidiary, pursuant to Polish or foreign law (the “**Debt Instruments**”), or under a guarantee provided in relation to the issue of such Debt Instruments (if any) or (ii) directly to the Company’s bondholders holding Debt Instruments.
2. The Warrants will be offered to the Subsidiary or to holders of the Debt Instruments, subject to the issuance of the Debt Instruments referred to in Section 1 above.
3. The Warrants may be transferred to the Subsidiary and to holders of the Debt Instruments.
4. Each Warrant shall entitle its holder to subscribe for 1 ordinary bearer Series F share of the Company with the nominal value of PLN 0.10 (ten groszy) each, at an issue price determined by the Management Board of the Company in accordance with the Resolution No. [4] of the Extraordinary General Meeting of [●] January 2017 regarding conditional increase of the share capital of the Company through the issuance of Series F shares
5. The Warrants shall be issued free of charge.
6. The Warrants shall be issued as securities in the physical certificated form.
7. The Warrants shall authorize their holders to acquire Series F shares of the Company within the period of 6 (six) years following the adoption of this resolution, i.e. by [●] January 2023.
8. The Management Board of the Company shall be authorized to carry out the issuance of the Warrants, which includes in particular:
  - a) accepting declarations on taking up the Warrants;



- b) determining the final terms and conditions of the Warrants;
- c) delivering the Warrants in the form of documents;
- d) taking any and all legal and factual actions required to perform this Resolution.

**§ 3.**

This resolution shall enter into force as of recording the conditional share capital increase in the Register of Entrepreneurs of the National Court Register, pursuant to Resolution No. [4] of the Extraordinary General Meeting of [●] January 2017 regarding conditional increase of the share capital of the Company through the issuance of Series F shares.

Re. item [9] on the agenda:

**RESOLUTION No. [7]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*regarding exclusion of the preemptive rights of the existing shareholders  
with respect to Series B registered subscription warrants*

Acting pursuant to Article 433 § 2 of the Code of Commercial Companies and upon reviewing the opinion of the Management Board of CCC S.A. (the “**Company**”) regarding exclusion of the preemptive rights of the existing shareholders with respect to Series F shares and with respect to Series B subscription warrants, which constitutes Appendix No. 1 hereto, the Extraordinary General Meeting of the Company hereby resolves as follows:

**§ 1**

The preemptive rights of the existing shareholders with respect to the Series B registered subscription warrants shall be excluded in full (the “**Warrants**”).

The Warrants are issued for the purpose of being granted to holders of the right to acquire shares in the Company, for the purpose of performing obligations under debt instruments convertible into shares of the Company that may involve the obligation to transfer the ownership of or to deliver the shares in the Company or to transfer the ownership of or to deliver an instrument (including a security) entitling its holder, regardless of any other benefits, including cash payments, to subscribe for or acquire shares of the Company, issued by the Company or its subsidiary, pursuant to Polish or foreign law (the “**Debt Instruments**”), or under a guarantee provided in relation to the issue of such Debt Instruments (if any). The Warrants may be first acquired by a subsidiary of the Company and subsequently transferred to the holders of Debt Instruments for the purpose of subscribing for or acquiring Series F shares.

The purpose and nature of the conditional increase of the share capital of the Company and the issuance of the Warrants justify the waiver in full of the preemptive rights of the shareholders with respect to the Warrants.

**§ 2**

This resolution shall enter into effect subject to the entry into force of the Resolution No. [4] regarding conditional increase of the share capital of the Company through the issuance of Series F shares.

Appendix:

Opinion of the Management Board regarding exclusion of the preemptive rights of the existing shareholders with respect to Series F shares of new issue and Series B subscription warrants.

**Appendix No. 1**

**to the Resolution No.[7]/NWZA/2017 regarding exclusion of the preemptive rights of the existing shareholders with respect to Series B registered subscription warrants**

***[OPINION OF THE MANAGEMENT BOARD REGARDING THE WAIVER OF THE PREEMPTIVE RIGHTS OF THE EXISTING SHAREHOLDERS WITH RESPECT TO SERIES F SHARES OF NEW ISSUE AND SERIES B SUBSCRIPTION WARRANTS]***

Re. item [10] on the agenda:

**RESOLUTION No. [8]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*on the dematerialization of Series F shares issued under the conditional increase of the share capital, application for admission and introduction of the shares to trading on regulated market and authorizing the Management Board to carry all necessary actions to this effect*

Acting pursuant to Resolution No. [4] of the Extraordinary General Meeting of CCC S.A. (the “**Company**”) of [●] January 2017 on conditional increase of the share capital of the Company through the issuance of Series F shares, the Extraordinary General Meeting of the Company hereby resolves as follows:

**§ 1**

The consent is hereby granted for:

1. the dematerialization of Series F shares of the Company issued subject to the conditional increase of the share capital;
2. application for admission and introduction to trading on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) of the Series F shares of the Company issued under the conditional increase of the share capital.

**§ 2**

The Management Board of the Company is hereby authorized to undertake all legal and factual actions necessary to have the Series F shares issued under the conditional increase of the share capital admitted and introduced to trading on the regulated market and for their dematerialization, and in particular to:

1. carry out all actions regarding Krajowy Depozyt Papierów Wartościowych S.A. (National Depository for Securities) in order to perform this resolution, including the conclusion with the National Depository for Securities of an agreement on registering in the depository for securities maintained by the National Depository for Securities of the Series F shares of the Company issued under the conditional increase of the share capital;
2. carry all actions regarding the Warsaw Stock Exchange, including to file all applications for the admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange of the Series F shares issued under the conditional increase of the share capital;
3. carry out any other actions necessary to dematerialize, admit and introduce the Series F shares issued under the conditional increase of the share capital to trading on the regulated market operated by the Warsaw Stock Exchange.

**§ 3**

This resolution shall enter into effect subject to the entry into force of the Resolution No. [4] regarding conditional increase of the share capital of the Company through the issuance of Series F shares.

Re. item [11] on the agenda:

**RESOLUTION No. [9]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*on amending the Statute with regard to the Company's conditional share capital*

**§ 1**

Acting pursuant to Resolution No. [4] of the Extraordinary General Meeting of CCC S.A. (the “**Company**”) of [●] January 2017 on conditional increase of the share capital of the Company through the issuance of Series F shares, the Extraordinary General Meeting of the Company undertakes to amend the Company's Statute (the “**Statute**”) as follows:

§6b. of the Statute shall receive the following new wording:

**“§6b.**

1. The conditional share capital of the Company amounts to no more than PLN 346,800.00 (three hundred forty six thousand eight hundred zlotys) and is divided into no more than: (i) 768,000 (seventy hundred sixty eight thousand) ordinary Series E bearer shares and (ii) 2,700,000 (two million seven hundred thousand) ordinary Series F bearer shares with the nominal value of PLN 0.10 (ten groszy) each.
2. The purpose of the increase of the share capital referred to in Section 1 above, is to:
  - a) grant the right to subscribe for the Series E shares to the holder of the subscription warrants issued subject to Resolution No. 6 of the Extraordinary General Meeting of 19 December 2012, and
  - b) grant the right to subscribe for the Series F shares to the holders of Series B subscription warrants issued under the Resolution No. [6] of the Extraordinary General Meeting of [●] January 2017.
3. Persons eligible to subscribe for the Series E shares will be holders of the subscription warrants issued pursuant to the Resolution No. 6 of the Extraordinary General Meeting of 19 December 2012.
4. Persons eligible to subscribe for the Series F shares will be holders of the Series B subscription warrants issued pursuant to the Resolution No. [6] of the Extraordinary General Meeting of [●] January 2017.
5. Holders of subscription warrants referred to in Section 3 above, shall be entitled to exercise the right to take up Series E shares by 30 June 2018.
6. Holders of subscription warrants referred to in Section 4 above, shall be entitled to exercise the right to take up Series F shares by [●] January 2023.
7. Series E and Series F shares will be taken up in exchange for cash contribution.”

**§ 2**

The Extraordinary General Meeting of the Company authorizes the Supervisory Board of the Company to prepare the consolidated text of the Statute, taking into account the changes referred to in § 1 of this Resolution.

**§ 3**

This resolution shall enter into effect subject to the entry into force of the Resolution No. [4] regarding conditional increase of the share capital of the Company through the issuance of Series F shares.

Re. item [12] on the agenda:

**RESOLUTION No. [10]/NWZA/2017**  
**OF THE EXTRAORDINARY GENERAL MEETING OF**  
**CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*on amending the Statute with regard to the Company's authorized share capital*

**§ 1**

Acting pursuant to Article 444 § 1 and 2 of the Code of Commercial Companies and with regard to an intention of granting, for a subsequent period, an authorization to the Management Board of the Company to increase the Company's share capital within the authorized capital, the Extraordinary General Meeting of the Company undertakes to amend the Company's Statute (the "**Statute**") as follows:

§6a. of the Statute shall receive the following new wording:

**„§6a.**

1. The Management Board of the Company is authorized to increase the share capital of the Company by an amount not higher than PLN 384,000.00 (three hundred eighty four thousand zlotys) through an issue of not more than 3,840,000 (three million eight hundred forty thousand) ordinary bearer shares with the nominal value of PLN 0.10 (ten groszy) under the new issue of shares of the Company (authorized capital). The Management Board of the Company may exercise this authorization by carrying out one or several consecutive increases in the share capital of the Company. The Management Board of the Company may issue shares only in exchange for cash contributions.
2. Authorization of the Company's Management Board to increase the share capital of the Company within the limits of the authorized capital shall expire after 3 ( three) years since the date of registering in the register of entrepreneurs the amendment of the Company's Statute introduced by way of the resolution of the Extraordinary General Meeting No. [10]/NWZA/2017 of [●] January 2017.
3. Resolution of the Company's Management Board adopted in accordance with the provisions of Section 1 above replaces the resolution of the General Meeting on the increase of the share capital of the Company and shall be drawn up in the form of a notarial deed for its validity.
4. The Company's Management Board, with the consent of the Company's Supervisory Board, may waive the preemptive right of the existing shareholders with respect to shares issued under the authorization granted to the Company's Management Board to increase the share capital referred to in Section 1 above.
5. Subject to the provisions of Sections 4, 6 and 7 and save as otherwise provided in the Code of Commercial Companies, the Company's Management Board shall make a decision regarding all matters related to the increase of the share capital of the Company within the limits of the authorized capital. The Management Board is in particular authorized to:
  - a) determine the issue price of shares of given issuance ("**New Shares**"), with the consent of the Company's Supervisory Board, whereas the issue price of each issuance of the New Shares within the authorized capital as defined above may not be less than: (i) arithmetic mean of daily volume-weighted average price of the Company's shares listed on the Warsaw Stock Exchange for the period of 3 (three) months directly preceding the resolution of the Company's Management Board to this effect; and (ii) PLN 180 (one hundred eighty zlotys);
  - b) exclude in full the preemptive right of the existing shareholders with respect to given New Shares, provided that the consent of the Company's Supervisory Board has been obtained,

- c) enter into agreements on investment underwriting (*subemisja inwestycyjna*) or firm commitment underwriting (*subemisja usługowa*) or other agreements securing the success of issuance of the New Shares;
  - d) take actions to dematerialize the rights to the New Shares and the New Shares as well as enter into agreements with National Depository for Securities (KDPW) for registration of the rights to the New Shares and the New Shares;
  - e) take actions in order to apply for admission and introduction of rights to the New Shares and the New Shares to trading on the regulated market operated by the Warsaw Stock Exchange on which the Company's shares are listed.
6. Subject to Section 7 below, in case it is decided by the Management Board to exclude the preemptive right of the existing shareholders with respect to the New Shares of given issue, after obtaining the consent of the Supervisory Board, the Management Board is obliged to offer the issued shares firstly to the professional clients, who:
- a) will be the Company's shareholders at the end of the day, on which the Management Board adopts a resolution on increasing the Company's share capital within the authorized capital ("**Preference Day**"), and
  - b) present in the bookbuilding process a document confirming that a given entity being a professional client is the Company's shareholder on the Preference Day ("**Eligible Investors**"),
7. The Eligible Investors shall have the right of first refusal with regard to the New Shares of given issuance. While allocating the New Shares of given issue, the Management Board shall follow the principle of proportionality, taking into account: (i) the ratio of the number of shares held by the given Eligible Investor in accordance with the document referred to in Section 6 point b) above, to the total number of shares in the Company, and (ii) the ratio of the number of the New Shares declared to be taken up by the given Eligible Investor to the total number of the New Shares declared to be taken up by all the Eligible Investors."

## § 2

The Extraordinary General Meeting authorizes the Supervisory Board to prepare the consolidated text of the Statute, taking into account the changes referred to in § 1 of this Resolution.

## § 3

This resolution shall enter into effect as of the moment of its adoption.



Re. item [13] on the agenda:

**RESOLUTION No. [11]/NWZA/2017**  
**OF THE EXTRAORDINARY GENERAL MEETING OF**  
**CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*on authorizing the Management Board to acquire own shares of the Company*

Acting pursuant to the provisions of Article 362 § 1 Section 8 of the Code of Commercial Companies, the Extraordinary General Meeting of the company styled CCC S.A. (the “**Company**”) hereby resolves as follows:

**§ 1**

1. The Company is hereby granted an authorization, within the meaning of Article 362 § 1 Section 8 of the Code of Commercial Companies, to acquire only own shares of the Company (the “**Own Shares**”) listed on the regulated market of the Warsaw Stock Exchange, subject to terms and conditions specified in this resolution.
2. Only fully paid up Own Shares may be acquired.
3. The total amount earmarked by the Company to acquire Own Shares together with acquisition costs will not exceed PLN 300,000,000 (three hundred million zlotys).
4. The Own Shares may be acquired by the Company itself or a subsidiary of the Company being the issuer of debt instruments convertible into shares of the Company, that may involve the obligation to transfer the ownership of or to deliver the shares in the Company or to transfer the ownership of or to deliver an instrument (including a security) entitling its holder, in addition to any other benefits, including cash payments, to subscribe for or acquire shares of the Company, pursuant to Polish or foreign law (the “**Subsidiary**”).
5. The Own Shares may be acquired directly by the Company, its Subsidiary or via a brokerage house: (i) on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange), including under the acquisition of own shares, taking into account the relevant provisions of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the “**Market Abuse Regulation**”) or (ii) transactions outside the regulated market; including under tender offers for the sale of shares or offers for the acquisition of own shares addressed to all shareholders. Own Shares cannot be acquired in block trades.
6. In case of acquisition of Own Shares in transaction(s) on the regulated market, as referred to in Section 5 (i) above, the purchase price per one Own Share shall be determined taking into account, in particular, Article 5 of the Market Abuse Regulation and the relevant provisions of the Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the Market Abuse Regulation with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the “**Standard**”).
7. In case of acquisition of Own Shares in transaction(s) outside the regulated market, as referred to in Section 5 (ii) above, the purchase price per one Own Share shall be determined by the Management Board, taking into account current market conditions at the time of announcing the conditions of given transaction carried out by the Company, and the acquisition of Own Shares shall be made subject to the following conditions:
  - (a) the purchase price of the Own Shares in the announced buy-back program shall be the same for all the shareholders;

- (b) the Management Board shall conduct the buy-back of the Own Shares in a manner ensuring equal access of all the shareholders to the right to sell their Own Shares;
  - (c) if the number of the Own Shares offered by the shareholders to the Company is greater than the total number of the Own Shares determined by the Company in the buy-back announcement, the Management Board shall reduce the shareholders' offers pro rata by rounding off the fractional number of the Own Shares down to the nearest integer so that the total number of the Own Shares is equal to the maximum number determined by the Company in the Own Shares buy-back announcement, in compliance with the principle of equal treatment of all the shareholders; if the implementation of the aforementioned rule of rounding off the fractional number of the Own Shares down to the nearest integer (the rule of allocation) does not cover the entire number of the Own Shares allocated to be purchased by the Company in the buy-back announcement, the Company shall purchase the Own Shares remaining after the implementation of the rounding off (i.e. a number of shares equal to the difference between the maximum number of the Own Shares determined by the Company in the buy-back announcement and the total number of the Own Shares covered by the reduced and rounded off shareholders' offers) from the shareholder who has submitted an offer to sell the greatest number of the Own Shares and, if there is more than one offer to sell the same number of the Own Shares, from the shareholder who has first submitted the offer.
8. In case of acquisition of Own Shares by way of the tender offer to subscribe for sale of shares, as referred to in Section 5 above, the purchase price per one Own Share shall be determined by the Management Board taking into account Section 3 above and Article 79 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (ustawa o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych).
9. The Subsidiary may acquire Own Shares from third parties as well as from the Company.
10. The Own Shares of the Company may be acquired in the amount not exceeding 2,000,000 (two million) shares, with the total nominal value of PLN 200,000 (two hundred thousand zlotys), which means that the total nominal value of Own Shares which may be acquired subject to authorization constitutes 5.1% of the Company's share capital as of the date of adoption of this resolution. As of the date of adoption of this resolution, the Company does not hold any Own Shares.
11. The Management Board is authorized to acquire Own Shares from the date of this resolution and until 31 December 2019, however no longer that until the resources earmarked for the acquisition of the Own Shares have been exhausted. The Management Board is authorized to set the date of commencement and termination of the acquisition of Own Shares.
12. The Own Shares may be acquired at the price not lower than the nominal value of one share and not higher than PLN 300 (three hundred zlotys) for one share.
13. The Own Shares are acquired for the following purpose:
- (a) fulfillment of obligations under debt instruments convertible into shares of the Company that may involve the obligation to transfer the ownership of and/or deliver shares in the Company or to deliver an instrument (including a security) convertible into shares of the Company, in addition to any other benefits, including cash payments, issued by the Company or its subsidiary pursuant to Polish or foreign law (the "**Debt Instruments**"), or guarantee granted in relation to the issue of such debt instruments (if granted), and
  - (b) possible conclusion by the Company and financial institutions of agreements on reverse title transfer of Own Shares (lending of Own Shares) in relation to implementation of the objective specified in Section (a) above; or
  - (c) redemption of the Own Shares and in consequence the decrease in the Company's share capital.

14. Subject to Section 13 above, the Management Board of the Company is authorized to determine the purpose of each Own Shares acquired by the Company pursuant to this Resolution.
15. With respect to purpose of acquiring the Own Shares, referred to in Section 13(a) above, the Company's Management Board is authorized to enter with financial institution into agreements on reverse title transfer of Own Shares of the Company (lending of shares).
16. The Company's Management Board, guided by the best interest of the Company, may at any time suspend or terminate the acquisition of Own Shares.
17. If the Management Board of the Company terminates or renounces the acquisition program regarding Own Shares, the Management Board of the Company, guided by the best interest of the Company, may at any time re-commence the acquisition program regarding its Own Shares.
18. The Management Board of the Company is authorized to:
  - (a) undertake any factual or legal actions related to the acquisition of Own Shares pursuant to this Resolution, and their potential disposal, referred to in Section 15, in relation to implementation of the objective specified in Section 13(a), in particular, within the boundaries of this resolution, the Management Board shall determine the final number of Own Shares to be acquired, the manner and date of their acquisition, as well as the manner and conditions of the possible redemption of Own Shares or disposal of the same;
  - (b) determine the mode (type of transaction) of acquisition of Own Shares, the price or terms of determining the purchase price of each Own Share as well as the maximum number of Own Shares being subject to acquisition;
  - (c) in case of acquisition of Own Shares on the regulated market, to determine, before purchasing Own Shares, other rules of acquisition of Own Shares in the form of a buy-back program, subject to the conditions and restrictions set out in this resolution, the Market Abuse Regulation and the Standard;
  - (d) in case of acquisition of Own Shares outside the regulated market, to announce, before purchasing Own Shares, all conditions, deadlines and rules of such purchase, in particular to determine the terms and conditions of submitting offers to sell Own Shares by the shareholders, content of contracts on sale of Own Shares and to announce forms of sales contracts, terms and conditions of settling the acquisition of Own Shares.
19. The Management Board of the Company is also authorized to make public full and detailed information concerning the acquisition of Own Shares in compliance with the requirements of the Market Abuse Regulation, in particular the provisions of Article 5 Section 1 Item b) and Section 3 of the said Regulation.
20. In the period of authorization granted pursuant to this resolution with respect to its performance pursuant to the provisions of Article 363 § 1 of the Code of Commercial Companies, the Management Board of the Company is obliged to provide the next General Meeting following the acquisition of Own Shares with the following:
  - (a) justification for the acquisition of Own Shares in a given financial year;
  - (b) the number and nominal value of Own Shares acquired in a given financial year and its share in the share capital;
  - (c) total price and other costs related to the acquisition of Own Shares of the Company.

**§ 2**

This resolution shall enter into effect subject to the entry into force of the Resolution No. [4] regarding conditional increase of the share capital of the Company through the issuance of Series F shares.

Re. item [14] on the agenda:

**RESOLUTION No. [12]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*regarding the creation of capital reserves earmarked for the acquisition of own shares of the Company pursuant to the provisions of Article 362 § 2 item 3 of the Code of Commercial Companies.*

In relation to Resolution [11] of the Extraordinary General Meeting of CCC S.A. (the “**Company**”) of [●] January 2017 on authorizing the Management Board to acquire own shares of the Company, the Extraordinary General Meeting hereby resolves as follows:

**§ 1**

1. The capital reserves have been created with the value of PLN 300,000,000 (three hundred million zlotys) in order to enable the Company to acquire its own shares.
2. The capital reserves shall be created by way of the transfer of PLN 300,000,000 (three hundred million zlotys) from the Company’s supplementary capital pursuant to the requirements set forth in Article 362 § 2 item 3 in conjunction with Article 348 § 1 of the Code of Commercial Companies, with the supplementary capital of the Company to be decreased by the amount corresponding to the amount of capital reserves.
3. The General Meeting may, in a separate resolution, change the value of capital reserves referred to in item 1.

**§ 2**

This resolution shall enter into effect subject to the entry into force of the Resolution No. [11] on authorizing the Management Board to acquire own shares of the Company

Re. item [15] on the agenda:

**RESOLUTION No. [13]/NWZA/2017**  
**OF THE EXTRAORDINARY GENERAL MEETING OF**  
**CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*on amending the Statute with regard to the shareholders' voting rights*

**§ 1**

Pursuant to Article 430 § 1 in conjunction with the Article 411 § 3 and 4 of the Code of Commercial Companies and upon reviewing the opinion of the Management Board of CCC S.A. (the "**Company**") on the voting cap constituting Appendix No. 1 to this Resolution, the Extraordinary General Meeting of the Company hereby resolves to introduce the following amendments to the Statute (the "**Statute**"):

In §6. of the Statute the new Sections 8-17 are added with the following wording:

- “8. Subject to the provision of Section 9 below, the voting rights of shareholders holding more than 20% of the total number of votes in the Company are limited in such a manner that no shareholder may exercise at the General Meeting more than 20% of the total number of votes in the Company.
9. The limitation of the voting right referred to in Section 8 above does not concern entity or entities that:
  - a) together with their subsidiary and dominant entities, within the meaning of Section 13 below, as by the end of [10] January 2017 directly or indirectly held the Company's shares authorizing to exercise not less than 20% of the total number votes in the Company, and
  - b) at the moment of exercising the voting right, jointly hold the number of the Company's shares authorizing to exercise not less than 33% of the total number votes in the Company.
10. The votes of shareholders bound by relationship of domination or dependence (Shareholding Group) may be accumulated. If the accumulated votes exceeds 20% of the general number of votes in the Company; it shall be reduced. The rules of accumulation and reduction have been provided in Sections 11-15 below.
11. To the number of votes at the disposal of a given shareholder votes are added which are attached to such entity being the pledgee or user of shares or under another legal title, including under an agreement on exercising the voting right or under a power of attorney.
12. A shareholder, within the meaning of this §6 of the Statute is any person, including its parent entity and subsidiary, entitled, directly or indirectly, to vote at the General Meeting of the Company regardless of the legal title it holds. This also refers to entities which do not hold any shares of the Company, in particular, users, pledgees or persons entitled under depository receipt within the meaning of the Act of 29 July 2005 on Trading in Financial Instruments, proxy entitled to exercise the voting right, as well as person authorized to take part in General Meeting despite the disposal of held shares after the record date for shareholders entitled to participate in the General Meeting has been set.
13. A parent entity or a subsidiary shall mean respectively:
  - a) the entity which is bound by relationship of dominance or dependence within the meaning of the provisions of the Act of 15 September 2000 – the Code of Commercial Companies,

- b) the entity which has the status of a dominant undertaking, dependent undertaking or both the dominant undertaking and dependent undertaking within the meaning of the Act of 16 February 2007 on Competition and Consumer Protection (*ustawa o ochronie konkurencji i konsumentów*), or
  - c) the entity which has the status of the parent company, ultimate controlling entity, subsidiary, indirect subsidiary, jointly controlled entity, or simultaneously having the status of a parent company (including ultimate controlling entity) and subsidiary (including indirect subsidiary and jointly controlled entity) within the meaning of the Act of 29 September 1994 on Accounting (*ustawa o rachunkowości*), or
  - d) the entity which exercises dominant influence (with respect to parent entity) or is under control (with respect to a subsidiary) within the meaning of the Act of 22 September 2006 on Transparency of Financial Relations Between Public Authorities and Public Enterprises and on the Financial Transparency of Certain Enterprises (*ustawa o przejrzystości stosunków finansowych pomiędzy organami publicznymi a przedsiębiorcami publicznymi oraz o przejrzystości finansowej niektórych przedsiębiorców*), or
  - f) the entity which exercises votes directly or indirectly attached to the Company's shares which are subject to accumulation with votes of other entity or entities pursuant to terms and conditions specified in the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies (*ustawa o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych*) ("**Act on Public Offering**"), with respect to holding, disposal of or acquisition of large blocks of shares of the Company.
14. The accumulation of votes shall consist in adding up of the number of votes at the disposal of individual shareholders being members of the Shareholding Group.
15. Reducing the number of votes of shareholders being a part of the Shareholding Group at the General Meeting shall mean the decreasing of the total number of votes in the Company to the level of 20% of the total number of votes in the Company. The votes are being reduced according to the following rules:
- a) the number of votes of each shareholder being member of the Shareholding Group is decreased by the number of votes proportional to such shareholder's interest in the total number of votes in the Company to which all the shareholders being members of the given Shareholding Group are entitled, so the total number of votes in the Company to which such Shareholding Group is entitled does not exceed 20% of the total number of votes in the Company;
  - b) the votes of shareholders being members of the Shareholding Group shall be reduced proportionally, with fraction rounded down to the whole number of votes; in remaining scope;
  - c) in each case, a shareholder whose voting right has been limited, shall retain the right to exercise at least one vote;
  - d) the limitation of the exercise of the voting right shall also apply to a shareholder absent at the General Meeting.
16. Limitation referred to in Section 8 does not apply:
- a) in case of determining obligations of acquirers of significant blocks of shares set out in the Act on Public Offering;
  - b) with respect to entity or entities that exceed the threshold of 50% of the total number of votes in the Company solely as a result of acquisition of shares through a public tender offer for sale of all the Company's remaining shares, referred to in Article 74 § 1 of the Act on Public Offering ("**Tender Offer**").

17. In the event that after completing the Tender Offer, referred to in Section 16 item b) above, the entity or entities making such Tender Offer hold the Company's shares in the amount entitling to exercise less than or equal to 50% of votes in the Company, the restriction, referred to in Section 8, shall apply also to such entity or entities."

**§ 2**

The Extraordinary General Meeting authorizes the Supervisory Board to prepare the consolidated text of the Statute, taking into account the changes referred to in § 1 of this Resolution.

**§ 3**

This resolution shall enter into effect as of the moment of its adoption.

Appendix:

*Opinion of the Management Board on the voting cap*



**Appendix No. 1 to the Resolution No. [13]/NWZA/2017 on amending the Statute**

***[OPINION OF THE MANAGEMENT BOARD ON THE VOTING CAP]***

Re. item [16] on the agenda:

**RESOLUTION No. [14]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*on supplementing the composition of the Supervisory Board and appointing a member of the Supervisory Board*

Pursuant to the provisions of Article 385 § 1 of the Code of Commercial Companies as well as § 13 Section 1 and § 18 of the Statute of CCC S.A. (the “**Company**”), the Extraordinary General Meeting of the Company hereby resolves as follows:

**§1**

The Extraordinary General Meeting hereby appoints Mr./Ms. .... to the Supervisory Board of the Company.

**§2**

This resolution shall enter into effect as of the moment of its adoption.

Re. item [16] on the agenda:

**RESOLUTION No. [15]/NWZA/2017  
OF THE EXTRAORDINARY GENERAL MEETING OF  
CCC SPÓŁKA AKCYJNA WITH ITS REGISTERED OFFICE IN POLKOWICE**

**of [●] January 2017**

*on supplementing the composition of the Supervisory Board and appointing a member of the Supervisory Board*

Pursuant to the provisions of Article 385 § 1 of the Code of Commercial Companies as well as § 13 Section 1 and § 18 of the Statute of CCC S.A. (the “**Company**”), the Extraordinary General Meeting of the Company hereby resolves as follows:

**§1**

The Extraordinary General Meeting hereby appoints Mr./Ms. .... to the Supervisory Board of the Company.

**§2**

This resolution shall enter into effect as of the moment of its adoption.