# RESOLUTION No. 1/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 2<sup>nd</sup> of June 2016

on the election of Chairman of the Ordinary General Meeting

Acting pursuant to article 409 § 1 of the Code of Commercial Companies as well as § 5 of the Rules of Procedure of General Meeting, the Ordinary General Meeting of the company CCC Joint Stock company based in Polkowice ("Company") resolves as follows:

§ 1
As the Chairman of the Ordinary General Meeting is hereby appointed Mr/Ms
§ 2

# RESOLUTION No. 2/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 2<sup>nd</sup> of June 2016

on the adoption of the agenda of the Ordinary General Meeting

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

§ 1

The agenda is hereby adopted, agreed and announced by the Management Board of CCC S.A. in its announcement convening the Ordinary General Meeting, published on the website of the CCC S.A. and in the current report No CR 20/2016 dated on  $6^{th}$  of May 2016.

§ 2

#### RESOLUTION No. 3/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the approval of the individual financial statements and statements on the operations of the Company CCC in the accounting year 2015

Pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

Having examined the statements on the operations of the CCC S.A. and the financial statements of the Company covering the period from January 1, 2015 to December 31, 2015, and having also examined the report of the Supervisory Board on review of the financial statements of the Company for the year 2015, the Ordinary General Meeting of Shareholders hereby approves statements on the operations and the financial statements for 2015, including:

- the statement on the financial position prepared as at December 31, 2015, presenting total assets and liabilities of **PLN 1,038,020 billion**;
  - the statements of the comprehensive income from January 1, 2015 until December 31, 2015, presenting the net profit of **PLN 288,398 million**;
- the statement of changes in shareholders' equity, presenting an increase of shareholders' equity by **PLN 200,108 million**;
- the statement of cash flow for the period from January 1, 2015 to December 31, 2015 presenting net cash increase of **PLN 121,830 million**;
  - notes to the financial statements and explanatory notes.

§ 2

#### RESOLUTION No. 4/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the approval of the consolidated financial statements and statements on the operations of the CCC Capital Group in the financial year 2015

Pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 and § 5 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

Having examined the consolidated financial statements and statements on the operations of the CCC Capital Group and having also examined the report of the Supervisory Board on review of the financial statements of the Capital Group for 2015, the Ordinary General Meeting of Shareholders hereby approves the Report on activity of the CCC Capital Group and the consolidated financial statements for 2015, which include:

- the consolidated statement on the financial position prepared as at December 31, 2015, presenting the balance sheet total assets and liabilities of **PLN 2,072,098 billion**;
- the statements of the comprehensive income for the period from January 1, 2015 until December 31, 2015, presenting the net profit of **PLN 259,563 million**;
- the statement of changes in the consolidated shareholders' equity, presenting an increase of the shareholders' equity by **PLN 171,375 million**;
- the consolidated cash flow statement for the period from January 1, 2015 to December 31, 2015 presenting a net cash increase of **PLN 178,691 million**;
- notes to the financial statements and explanatory notes.

§ 2

## RESOLUTION No. 5/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the distribution of the profit of the Company for the financial year 2015 and the payment of the dividend

Pursuant to Art. 395 § 2 point 2, Art. 347 and Art. 348 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

- 1. The Ordinary General Meeting decides to allocate part of unit net profit of the Company generated in year 2015 in the amount of **PLN 86,016,000.00** for distribution among shareholders through the payment of the dividend.
- 2. The amount of the dividend per share amounts to 2.24 PLN.
- 3. The remaining net profit in the amount of **202,382,411.34** is hereby assigned to increase of the reserve capital of the Company.

§ 2

The dividend day (day D) is set on 31st August 2016.

§ 3

The dividend (day W) will be paid on 13<sup>th</sup> September 2016.

§ 4

# RESOLUTION No. 6/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the President of the Management Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to December 31, 2015 by the President of the Management Board Mr. Dariusz Miłek.

§ 2

# RESOLUTION No. 7/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Vice President of the Management Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to December 31, 2015 by the Vice President of the Management Board Mr. Mariusz Gnych.

§ 2

# RESOLUTION No. 8/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Vice President of the Management Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to December 31, 2015 by the Vice President of the Management Board Mr. Piotr Nowjalis.

§ 2

# RESOLUTION No. 9/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Chairman of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to December 31, 2015 by the Chairman of the Supervisory Board Mr. Henryk Chojnacki.

§ 2

#### RESOLUTION No. 10/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Member of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to June 24, 2015 by the Member of the Supervisory Board Mrs. Martyna Kupiecka.

§ 2

### RESOLUTION No. 11/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Member of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to June 24, 2015 by the Member of the Supervisory Board Mr. Wojciech Fenrich.

§ 2

## RESOLUTION No. 12/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Member of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to December 31, 2015 by the Member of the Supervisory Board Mr. Marcin Murawski.

§ 2

### RESOLUTION No. 13/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Member of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2015 to June 24, 2015 by the Member of the Supervisory Board Mr. Jan Rosochowicz.

§ 2

### RESOLUTION No. 14/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Member of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from June 24, 2015 to December 31, 2015 by the Member of the Supervisory Board Mr. Wiesław Oleś.

§ 2

### RESOLUTION No. 15/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Member of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from June 24, 2015 to December 31, 2015 by the Member of the Supervisory Board Mr. Mirosław Stachowicz.

§ 2

### RESOLUTION No. 16/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the acknowledgment of the fulfillment of duties in 2015 by the Member of the Supervisory Board of the Company

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from June 24, 2015 to December 31, 2015 by the Member of the Supervisory Board Mr. Jerzy Suchnicki.

§ 2

### RESOLUTION No. 17/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

on the amendment of resolution of Ordinary General Meeting dated on 24<sup>th</sup> of June 2015 on determining the number of Members of the Supervisory Board for the next term of office 2015-2017

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 13 item 1 and § 18 item 1 Articles of Association of CCC S.A. the Ordinary General Meeting of Shareholders hereby resolves to:

§1

In the Resolution No. 15/OGM/2015 of the Ordinary General Meeting dated on 24<sup>th</sup> of June 2015 on determining the number of Members of the Supervisory Board next term 2015-2017 determines that the Supervisory Board for the next term of office 2015 - the following amendments are introduced:

- § 1 is given the following wording:

"The Ordinary General Meeting of Shareholders determines that the Supervisory Board for the next term of office 2015-2017 consists of 6 members."

§2

Other provisions of the Resolution remain unchanged.

§ 3

This Resolution shall become effective as of the day of its adoption.

#### **SUBSTANTATION OF THE RESOLUTION:**

Pursuant to Art. 385 § 1 of the Code of Commercial Companies, § 13 item 1 and § 18 item 1 Articles of Association of CCC S.A and § 2 item 1 of The Regulations of the Supervisory Board, Supervisory Board consists of five to seven members. Increase of members of the Supervisory Board within the limits allowed by Articles of Association will contribute to raising effectiveness of the Board and will affect better essential control of the Company, and will enable isolation, under the Supervisory Board, the audit committee.

In conjunction with the above, it is necessary to present a project of this resolution for Ordinary General Meeting, in order to increase members of the Board to 6 members.

Secret ballot

### RESOLUTION No. 18/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

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

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 13 item 1, § 18 point 1 Articles of Association of CCC S.A. the Ordinary General Meeting of Shareholders hereby resolves to:

§1

The Ordinary General Meeting of Shareholders hereby appoints Mr/Mrs ...... to the Supervisory Board of the Company.

§2

This Resolution shall become effective as of the day of its adoption.

#### SUBSTANTATION OF THE RESOLUTION:

Pursuant to Art. 385 § 1 of the Code of Commercial Companies, § 13 item 2 of Articles of Association of CCC S.A and § 9 item 1 of The Rules of proceedings at the General Meeting, election of members of the Supervisory Board is made by General Meeting.

In conjunction with the above, it is necessary to present a project of this resolution for Ordinary General Meeting, in order to appointing new member of the Supervisory Board to the Supervisory Board and supplementing the Board..

Secret ballot

### RESOLUTION No. 19/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

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

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 13 item 1, § 18 point 1 Articles of Association of CCC S.A. the Ordinary General Meeting of Shareholders hereby resolves to:

**§**1

The Ordinary General Meeting of Shareholders hereby appoints Mr/Mrs ...... to the Supervisory Board of the Company.

§2

This Resolution shall become effective as of the day of its adoption.

#### SUBSTANTATION OF THE RESOLUTION:

Pursuant to Art. 385 § 1 of the Code of Commercial Companies, § 13 item 2 of Articles of Association of CCC S.A and § 9 item 1 of The Rules of proceedings at the General Meeting, election of members of the Supervisory Board is made by General Meeting.

In conjunction with the above, it is necessary to present a project of this resolution for Ordinary General Meeting, in order to appointing new member of the Supervisory Board to the Supervisory Board and supplementing the Board..

# RESOLUTION No. 20/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 2<sup>nd</sup> of June 2016

on the appointment of the Chairman of the Supervisory Board

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 14 Articles of Association of CCC S.A. the Ordinary General Meeting of Shareholders hereby resolves to:

§1
The Ordinary General Meeting of Shareholders appoints Mr. / Ms
§2

This Resolution shall become effective as of the day of its adoption.

#### **SUBSTANTATION OF THE RESOLUTION:**

Pursuant to § 9 item 5 of The Rules of proceedings at the General Meeting, election of the Chairman of the Supervisory Board is made by General Meeting. On 5<sup>th</sup> of May, the Chairman of the Supervisory Boars resigned.

In conjunction with the above, it is necessary to present a project of this resolution for Ordinary General Meeting, in order to appointing the Chairman of the Supervisory Board.

#### RESOLUTION No. 21/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

in the matter of adopting the amendment to the Articles of Association of CCC S.A.

Pursuant to Art. 430 § 1 of the Code of Commercial Companies and § 18 point 2 of the Articles of Association of CCC S.A. it is resolved as follows:

§ 1

The General Meeting resolves the following amendment to the Articles of Association of the Company:

- 1. in § 16 item 2, point 9 is given the following wording: "§ 16 item 2 (...)
  - 9) approvals of the Regulations of the Management Board and other normative acts falling within the competence of the Supervisory Board;"
- 2. wording of new paragraph § 18a of the Articles of Association: "§ 18a
  - It is allowed to participate in the General Meeting using the means of electronic communication, provided the announcement on convening the given General Meeting mentions such possibility. Such participation shall include without limitation:
  - 1) broadcasting of the General Meeting in real time;
  - 2) two-way communication in real time, allowing the shareholders to make statements in the course of the General Meeting whilst being in a different place than the venue of the meeting;
  - 3) that the shareholders may exercise, personally or by proxy, the voting rights in the course of the General Meeting."

§ 2

Other provisions of the Articles of Association remain unchanged.

§ 3

The Supervisory Board is authorized the establish the uniform text of the Articles of Association regard to changes arising from the provisions of this resolution.

The resolution comes into force on the date of its adoption, with the effect from the date of the entry into the court registry.

#### SUBSTANTATION OF THE RESOLUTION:

Pursuant to Art. 368 § 1 of the Code of Commercial Companies, § 5 item 4 (a) of the Regulations of the Management Board and § 12 item 1 of Articles of Association of CCC S.A, responsibilities to approving Organizational Regulations are included under Management Board's activity, therefore at the request of Supervisory Board, the Management Board submits project of the resolution concerning removing from the Articles of Association responsibilities in terms of approving Organizational Regulations by Supervisory Board.

Pursuant to the art. 4065 § 1 of the Code of Commercial Companies and recommendation IV.R.2 of Best Practice of WSE Listed Companies 2016, the Company may allow shareholders to participate by means of electronic communication, provided that such Articles of Association assume so. The company following the principles and recommendations contained in the Code of Best Practices, shall submit a draft resolution on the possibility of participating in the General Meeting by means of electronic communication.

In conjunction with the above, it is necessary to present a project of this resolution for Ordinary General Meeting, in order to adopting the amendment to the Articles of Association.

#### RESOLUTION No. 22/OGM/2016 OF THE ORDINARY GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 2<sup>nd</sup> of June 2016

in the matter of adopting the amendment to the Regulations of the Supervisory Board

Pursuant to § 18 point 2 of the Articles of Association of CCC S.A. it is resolved as follows:

§ 1

The General Meeting resolves the following amendment to the Regulations of the Supervisory Board of CCC S.A., adopted by resolution of the Supervisory Board No. 12/05/2016/RN dated on 5<sup>th</sup> of May 2016:

- 1. in § 3 item 3, point g) is given the following wording: "§ 3 item 3 (...)
  - 9) approvals of the Regulations of the Management Board and other normative acts falling within the competence of the Supervisory Board;"

§ 2

The resolution comes into force on the date of its adoption.

#### **SUBSTANTATION OF THE RESOLUTION:**

Pursuant to Art. 368 § 1 of the Code of Commercial Companies, § 5 item 4 (a) of the Regulations of the Management Board and § 12 item 1 of Articles of Association of CCC S.A, responsibilities to approving Organizational Regulations are included under Management Board's activity, therefore at the request of Supervisory Board, the Management Board submits project of the resolution concerning removing from the Regulations of the Supervisory Board responsibilities in terms of approving Organizational Regulations by Supervisory Board.

In conjunction with the above, it is necessary to present a project of this resolution for Ordinary General Meeting, in order to adopting the amendment to the Regulations of the Supervisory Board.