# RESOLUTION No. 1/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on the election of Chairman of the Annual 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
<b></b>											
	§ 2										

The resolution shall become effective on the date of its adoption.

### SUBSTANTATION OF THE RESOLUTION:

According to art. 409 § 1 of the Code of Commercial Companies, the Chairman shall be elected from among persons entitled to participate in the Annual General Meeting.

Pursuant to § 5 of the Regulations of the General Meeting, the person opening the General Meeting immediately orders the election of the Chairman of the General Meeting in a secret ballot. The Chairman of the General Meeting is elected from among participants with voting rights.

In connection with the above, the adoption of a resolution is of order nature and is necessary for the proper organization of the General Meeting.



### **RESOLUTION No. 2/ZWZA/2018** OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on the adoption of the agenda of the Annual General Meeting

The Annual 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 Annual General Meeting, published on the website of the CCC S.A. and in the current report No RB 18/2018 dated on 23 May 2018.

§ 2

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

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

According to art. 409 § 2 of the Code of Commercial Companies and § 6 item 3 of the Regulations of the General Meeting The Chairman of the General Meeting directs the course of the General Meeting in accordance with the adopted agenda. It may not, without the consent of the General Meeting, delete or change the order of matters included in the agenda.

In connection with the above, the adoption of a resolution is of order nature and is necessary for the proper organization of the General Meeting.



# RESOLUTION No. 3/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on the approval of the individual financial statements and statements on the operations of the Company CCC in the accounting year: from 1 January 2017 to 31 December 2017

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, 2017 to December 31, 2017, and having also examined the report of the Supervisory Board on review of the financial statements, and after reviewing the Supervisory Board report on the results of the unit and consolidated financial statements, reports on the operations of CCC S.A. and the CCC S.A. Capital Group. and the motion of the Management Board regarding the allocation of part of the supplementary capital to dividend payment and distribution of profit for the period from January 1, 2017vuntil December 31, 2017, approve the report on the operations of CCC S.A. and the financial report for 2017, including:

- statement of financial position prepared as at 31 December 2017, showing a total of **PLN 1,606.0 billion** on the side of assets and liabilities;
- statement of comprehensive income for the period from January 1, 2017 to December 31, 2017, showing a net profit of **PLN 37.3 million**;
  - statement of changes in equity showing an increase in equity of PLN 470.0 million;
- statement of cash flows showing an increase in net cash in the period from January 1, 2017 to December 31, 2017 by **PLN 262.4 million**;
  - notes to the financial statements and explanatory notes.

§ 2

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



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

According to art. 393 § 1 item 1 of the Code of Commercial Companies., Art. 395 § 2 item 3 of the Code of Commercial Companies, the separate financial statements and the report on the Company's operations for the financial year from January 1, 2017 to December 31, 2017 are subject to consideration and approval by the Annual General Meeting of the Company.

Supervisory Board of CCC S.A. By resolution No. 03/05/2018/RN of 10 May 2018, it positively assessed the above-mentioned reports in terms of compliance with the books and documents as well as with the actual state.

In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Annual General Meeting to approve the separate financial statements and the report on the operations of CCC S.A.



# RESOLUTION No. 4/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on the approval of the consolidated financial statements and statements on the operations of the CCC S.A. Capital Group in the accounting year: from 1 January 2017 to 31 December 2017

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

The Annual General Meeting, after considering the consolidated financial statements and the report on the operations of the Capital Group, as well as after reviewing the Supervisory Board report on the results of the unit and consolidated financial statements, reports on the operations of CCC S.A. and the CCC S.A. Capital Group. and the motion of the Management Board regarding the allocation of part of the supplementary capital to dividend payment and distribution of profit for the period from 01.01.2017. until December 31, 2017, approve the report on the operations of the CCC S.A. Capital Group. and consolidated financial statements for 2017, including:

- the consolidated statement of financial position prepared as at 31 December 2017, showing balance sheet total assets of **PLN 3 369.9 billion** on the side of assets and liabilities;
- the consolidated statement of comprehensive income for the period from January 1, 2017 to December 31, 2017, showing a net profit of **PLN 302.3 million**;
- consolidated statement of changes in equity showing an increase in equity of **PLN 197.2** million;
- consolidated statement of cash flows showing an increase in net cash in the period from January 1, 2017 to December 31, 2017 by **PLN 370.7 million**;
  - notes to the financial statements and explanatory notes.

§ 2

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



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

According to art. 395 § 5 of the Code of Commercial Companies, consolidated financial statements and a report on the activities of the CCC S.A. for the financial year from January 1, 2017 to December 31, 2017 is subject to consideration and approval by the Annual General Meeting of the Company.

Supervisory Board of CCC S.A. By resolution No. 04/05/2018 / RN of May 10, 2018, it positively assessed the abovementioned reports in terms of compliance with the books and documents as well as with the actual state.

Therefore, it is necessary to present this resolution to the Annual General Meeting to approve the consolidated financial statements and report on the activities of the CCC SA Capital Group



# RESOLUTION No. 5/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

regarding the allocation of part of the supplementary capital to dividend payment

Pursuant to Art. 395 § 5 and Art. 348 § 1 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

- 1. The General Meeting decides to allocate part of the supplementary capital in the amount of **PLN 57 304 674.78** (in words: fifty seven million three hundred four thousand six hundred seventy four zlotys 78/100), for the payment of dividend.
- 2. The rules and date of payment of the dividend will be specified in a separate resolution.

§ 2

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

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

According to art. 396 § 5 and art. 348 § 1 of the Code of Commercial Companies and the adopted and announced dividend policy, the purpose of CCC S.A. is the payment of a dividend to shareholders in the amount of 33% to 66% of the consolidated net profit of the CCC Group attributed to the shareholders of the parent. The Management recommended a dividend payment of 33% of the consolidated net profit of the CCC Group. Due to the fact that in 2017 the Company generated a profit below the value of the dividend, thus it was recommended to allocate part of the supplementary capital to its payment.

The Supervisory Board of CCC S.A., by virtue of Resolution No. 05/05/2018 of 10 May 2018, positively assessed the Management Board's request to the General Meeting of the Company regarding the allocation of part of the supplementary capital to dividend payment.

In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Annual General Meeting, to allocate part of the supplementary capital for the payment of the dividend and adoption of resolution No. 6 / ZWZA / 2018.



# RESOLUTION No. 6/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

regarding the distribution of the Company's profit for the financial year 2017 and 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

The Annual General Meeting decides to allocate the entire net profit of the Company earned in 2017 in the amount of **PLN 37.372,525.22** (in words: thirty-seven million, three hundred and seventy-two thousand, five hundred and twenty-five zlotys 22/100) to be distributed among shareholders by dividend payment.

§ 2

The General Meeting decides to pay dividends to shareholders according to the following rules:

- 1. The total amount of the dividend is PLN 94,677,200.00 (in words: ninety-four million six hundred seventy-seven thousand two hundred zlotys) and includes the entire profit for the financial year 2017 for the payment of dividend in accordance with § 1 of this resolution, increased by PLN 57,304,674.78 (in words: fifty seven million, three hundred and four thousand, six hundred and seventy-four, 78/100) transferred from the supplementary capital created from the Company's profit, which was allocated for the payment of dividend, in accordance with Resolution No. 5 / ZWZA / 2018 of the General Meeting.
- 2. The value of the dividend per share is PLN 2.30 (say: two zloty and thirty groszy).

§ 3

The dividend day (day D) is set on 19 September 2018.

§ 4

The dividend (day W) will be paid on 1 October 2018.

§ 5

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



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

According to art. 395 § 2 item 2, art. 347 and art. 348 and the adopted and announced dividend policy, the goal of CCC S.A. is the payment of a dividend to shareholders in the amount of 33% to 66% of the consolidated net profit of the CCC Group attributed to the shareholders of the parent. Due to the fact that the Management Board recommended dividend payment in the amount of 33% of consolidated net profit of the CCC Capital Group, the entire profit generated in 2017 together with part of the supplementary capital was allocated for the dividend.

The Supervisory Board of CCC SA, by virtue of Resolution No. 06/05/2018 of 10 May 2018, positively assessed the Management Board's request to the General Meeting of the Company regarding the method of distribution of net unit profit achieved by the Company for the financial year 2017.

Therefore, it is necessary to present draft of this resolution to the agenda of the Annual General Meeting to distribute the Company's profit for the fiscal year 2017 and to pay the dividend.



## RESOLUTION No. 7/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 19 June 2018

regarding the approval of the President of the Management Board of the Company for the performance of his duties in 2017

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

§ 1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the President of the Management Board, **Mr. Dariusz Miłek.** 

§ 2

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

### SUBSTANTATION OF THE RESOLUTION:

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. Supervisory Board of CCC S.A., after analysing and evaluating financial statements and reports on the operations of the Company and the Capital Group by resolution

No. 07/05/2018 / RN of May 10, 2018, requested the Annual General Meeting of the Company to grant a vote of approval to Mr Dariusz Miłek.



# RESOLUTION No. 8/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

regarding the fulfilment of duties by the Vice-President of the Management Board of the Company in 2017

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

§ 1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the the Vice-President of the Management Board, **Mr. Mariusz Gnych.** 

§ 2

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

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

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. The Supervisory Board of CCC SA, after analyzing and assessing financial statements and reports on the operations of the Company and the Capital Group by virtue of Resolution No. 08/05/2018 / RN of 10 May 2018, asked the Annual General Meeting of the Company to grant Mr. Mariusz Gnych a discharge.



### RESOLUTION No. 9/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

### dated on 19 June 2018

regarding the fulfilment of duties by the Vice-President of the Management Board of the Company in 2017

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

§ 1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the the Vice-President of the Management Board, **Mr. Karol Półtorak**.

§ 2

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

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

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. The Supervisory Board of CCC S.A., after analysing and assessing financial statements and reports on the operations of the Company and the Capital Group by virtue of Resolution No. 09/05/2018 / RN of May 10, 2018, asked the Annual General Meeting of the Company to grant Mr. Karol Półtorak a discharge.



### **RESOLUTION No. 10/ZWZA/2018** OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 19 June 2018

regarding the fulfilment of duties by the Vice-President of the Management Board of the Company in 2017

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

§ 1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the Vice-President of the Management Board, Mr. Marcin Czyczerski.

§ 2

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

### SUBSTANTATION OF THE RESOLUTION:

According to art. 395 § 2 point 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. The Supervisory Board of CCC SA, after analysing and evaluating the financial statements and reports on the operations of the Company and the Capital Group by virtue of Resolution No. 10/05/2018 / RN of 10 May 2018, asked the Annual General Meeting of the Company to grant Mr. Marcin Czyczerski a vote of acceptance.



### RESOLUTION No. 11/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

### dated on 19 June 2018

regarding the fulfilment of duties by the Vice-President of the Management Board of the Company in 2017

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

§ 1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 9, 2017 to December 31, 2017 by the Vice-President of the Management Board, **Mr. Marcin Pałażej.** 

§ 2

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

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

According to art. 395 § 2 point 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. The Supervisory Board of CCC S.A., after analyzing and assessing financial statements and reports on the operations of the Company and the Capital Group by virtue of Resolution No. 11/05/2018 / RN of 10 May 2018, asked the Annual General Meeting of the Company to grant Mr. Marcin Pałażej a discharge.



### **RESOLUTION No. 12/ZWZA/2018**

### OF THE ANNUAL GENERAL MEETING

### OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

### dated on 19 June 2018

regarding the fulfilment of duties by the Vice-President of the Management Board of the Company in 2017

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

§ 1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to January 4, 2017 by the Vice-President of the Management Board, **Mr. Piotr Nowjalis.** 

§ 2

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

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

According to art. 395 § 2 point 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is to grant to members of the company's bodies discharge for the performance of their duties. The Supervisory Board of CCC SA, after analysing and evaluating the financial statements and reports on the operations of the Company and the Capital Group by virtue of Resolution No. 12/05/2018 / RN of 10 May 2018, asked the Annual General Meeting of the Company to grant a discharge to Piotr Nowjalis.



### **RESOLUTION No. 13/ZWZA/2018**

### OF THE ANNUAL GENERAL MEETING

### OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

### dated on 19 June 2018

regarding the fulfilment of duties by the Chairman of the Supervisory Board, Wiesław Oleś in 2017

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

§ 1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the Chairman of the Supervisory Board, **Mr. Wiesław Oleś** 

§ 2

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

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

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the 2017 financial year, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Annual General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2017.



### RESOLUTION No. 14/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

### dated on 19 June 2018

on the acknowledgment of the fulfillment of duties in 2017 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:

ξ1

The Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the Member of the Supervisory Board, **Mr. Marcin Murawski.** 

§ 2

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

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

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the 2017 financial year, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Annual General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2017.



## RESOLUTION No. 15/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 19 June 2018

on the acknowledgment of the fulfillment of duties in 2017 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 Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the Member of the Supervisory Board, **Mr. Jerzy Suchnicki.** 

§ 2

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

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

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the 2017 financial year, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Annual General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2017.



### RESOLUTION No. 16/ZWZA/2018 OF THE ANNUAL GENERAL MEETING

### OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

dated on 19 June 2018

on the acknowledgment of the fulfillment of duties in 2017 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 Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to December 31, 2017 by the Member of the Supervisory Board, **Mr. Waldemar Jurkiewicz.** 

§ 2

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

### SUBSTANTATION OF THE RESOLUTION:

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the 2017 financial year, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Annual General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2017.



### RESOLUTION No. 17/ZWZA/2018 OF THE ANNUAL GENERAL MEETING

### OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE

### dated on 19 June 2018

on the acknowledgment of the fulfillment of duties in 2017 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 Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2017 to January 31, 2017 by the Member of the Supervisory Board, **Mr.**Mirosław Stachowicz

§ 2

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

### SUBSTANTATION OF THE RESOLUTION:

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the 2017 financial year, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Annual General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2017.



# RESOLUTION No. 18/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on the acknowledgment of the fulfillment of duties in 2017 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 Annual General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 10, 2017 to December 31, 2017 by the Member of the Supervisory Board, **Mr. Piotr Nowajlis.** 

§ 2

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

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

According to art. 395 § 2 item 3) of the Commercial Companies Code, the subject matter of the Annual General Meeting is granting members of the company's bodies discharge for their duties.

Supervisory Board of CCC S.A. in the 2017 financial year, carried out tasks in accordance with generally binding legal regulations, including the Commercial Companies Code as well as the Company's Articles of Association and Good Practices of WSE Listed Companies and filed an application to the Annual General Meeting for granting discharge to Supervisory Board Members for performing their duties in the financial year 2017.



# RESOLUTION No. 19/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on changing the remuneration principles for Members of the Supervisory Board of CCC S.A.

Acting on the basis of art. 392 § 1 and 3 of the Code of Commercial Companies, § 18 point 3 of the Company Statute and § 7 paragraph 1 of the Regulations of the Supervisory Board, the Annual General Meeting of CCC S.A with its registered office in Polkowice (the "Company") resolves as follows:

§ 1

- 1. Each Member of the Supervisory Board will receive a monthly remuneration of PLN 6,000 gross, with the reservation that the Chairman of the Supervisory Board will also receive an additional monthly remuneration of PLN 4,000 gross, including the Act 2.
- 2. A member of the Supervisory Board for additional functions in a separate committee will receive an additional monthly salary of PLN 2,000 gross, with the proviso that a Member of the Supervisory Board acting as the Chairman of the committee will also receive an additional monthly salary of PLN 1,000 gross.

§ 2

- 1. The remuneration referred to in § 1 is due to Members of the Supervisory Board for each month of their performance, regardless of the frequency of formal meetings held in a given month
- 2. The remuneration shall not be paid to a Member of the Supervisory Board for a given month, if at least once in this month he or she did not participate, for unjustified reasons, in a properly convened meeting.
- 3. The Supervisory Board decides about the justification of the absence of the Member and records the above fact in the protocol of the meeting.

§ 3

The remuneration referred to in § 1 and 2 shall be paid to Members of the Supervisory Board by the 10th of each month for the previous month. This remuneration charges the Company's operating expenses.



The company incurs costs related to the performance of the functions of a member of the Supervisory Board, including reasonable travel costs.

§ 5

- 1. The remuneration referred to in § 1 and 2 and the reimbursement of costs referred to in § 4 shall be granted to the members of the Supervisory Board for each month, starting from the month in which they began to participate in the meetings of the Supervisory Board.
- 2. In the event of dismissal of a member of the Supervisory Board during the month, the remuneration for that month is due to him in the amount proportional to the time of performing the function of the Member of the Supervisory Board in that month.

§ 6

It loses the power of the resolution no. 14 / ZWZA / 2015 of the Annual General Meeting of CCC S.A. of June 24, 2015 (Rep. A No. 5139/2015).

§ 7

The resolution comes into force on the date of its adoption, whereas in the scope of increasing the remuneration of the current members of the Supervisory Board referred to § 1, the resolution has effect beginning from 1 June 2018.

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

The rationale is the introduction of a mechanism for differentiating the rules for remunerating members of the Supervisory Board and making changes in the amount of remuneration related to performing functions within the Audit Committee resulting from a significantly larger scope of duties related to the activities of Supervisory Board members involved in the work of the Audit Committee, and the greater responsibility of its members.

In connection with the above, it is necessary to submit a draft of this resolution to the agenda of the Annual General Meeting.



### **RESOLUTION No. 20/ZWZA/2018** OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on adopting the amendment to the Articles of Association of CCC S.A.

Pursuant to Art. 430 § 1 of the Code of Commercial Companies 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 § 5, item 1, point 44 is given the following wording: "§ 5.1. 44) other gastronomic services - 56.29.Z. "
- 2. In § 13, item 5 is given the following wording: "§ 13.5. The Supervisory Board should include at least two members who meet the independence criteria specified in the Act of May 11, 2017 on statutory auditors, audit companies and public supervision. "
- 3. In § 16, item 3 is given the following wording: "§ 16.3. The Supervisory Board may create committees composed of members of the Supervisory Board on its own initiative or if the obligation to create them results from the provisions of law. "
- 4. In § 16, item 2 is given the following wording: "§ 16.2. 12) expressing consent to the employment or dismissal of a person performing the function of the internal audit manager in the Company's Capital Group and approval of the decision regarding the amount of the remuneration of that person. "
- 5. In § 16, item 4-6 are being cancelled.

§ 2

Other provisions of the Articles of Association remain unchanged.

§ 3

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:**

In order to (in particular) adapt the provisions of the Statute to the applicable legal regulations in connection with the permanent Audit Committee functioning in the Company, the Management Board submits a draft resolution on changing the provisions that have become non-binding in connection with the Act of 11 May 2017 on experts auditors, audit firms and public supervision as well as internal regulations adopted by the Company.

Therefore, it is necessary to submit a draft of this resolution to the agenda of the Annual General Meeting to change the entry in the Company's Articles of Association.



# RESOLUTION No. 21/ZWZA/2018 OF THE ANNUAL GENERAL MEETING OF CCC JOINT STOCK COMPANY BASED IN POLKOWICE dated on 19 June 2018

on 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 change in the Regulations of the Supervisory Board of CCC S.A. is approved, adopted by the resolution of the Supervisory Board No. 03/11/2017 / RN of November 8, 2017, made in such a way that:

- In § 2, item 10 is given the following wording:
   "§ 2.10. The Supervisory Board, each time the General Meeting elects or changes its composition, adopts a resolution containing information on how many of its members meet the independence criteria together with the justification for granting them such status."
- 2. In § 3, item 10, point p) is given the following wording: "§ 3.3.p) creating the Audit Committee."
- 3. In § 3, item 3, point r) is added and it is given the following wording:

  "§ 3.3.r) expressing consent to the employment or dismissal of a person acting as the head of internal audit in the Capital Group of the Company and approval of decisions regarding the amount of remuneration of that person."

§ 2

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

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

In order to (in particular) adapt the provisions of the Regulations of the Supervisory Board to the applicable legal regulations in connection with the permanent Audit Committee functioning in the Company, the Management Board submits a draft resolution on the change of provisions that have become non-binding in connection with the Act of 11 May 2017. on statutory auditors, audit firms and public supervision as well as internal regulations adopted by the Company.

Therefore, it is necessary to submit a draft of this resolution to the agenda of the Annual General Meeting to change the provisions in the Regulations of the Supervisory Board.

