

Warszawa, May 31, 2019.

## **Draft resolutions of the Ordinary General Meeting of QuarticOn S.A.**

**RESOLUTION No. 1**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**  
*regarding the election of the chairman of the meeting*

**§ 1**

The Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa hereby elects Mr [name and surname] as the chairman of the Company's meeting.

**§ 2**

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

**RESOLUTION No. 2**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**  
*regarding the adoption of the agenda of the meeting*

**§ 1**

The Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa hereby adopts the following agenda:

1. opening the Ordinary General Meeting of the Company;
2. adopting a resolution regarding the election of the chairman of the meeting;
3. preparing and checking the attendance list and confirming the capacity of the meeting to adopt binding resolutions;
4. adopting a resolution regarding the adoption of the agenda of the meeting;
5. presenting and reviewing:
  - 1) the Company's financial statements for the financial year 2018;
  - 2) report of the Management Board on the Company's operations for the financial year 2018;
  - 3) report of the Supervisory Board of the Company for the financial year 2018, including the evaluation report on the results of : the Management Board's report on the Company's

operations, the Company's financial statements and the Management Board's request concerning coverage of the loss for the financial year 2018;

6. adopting resolutions regarding:

- 1) review and approval of the Company's financial statements for the financial year 2018;
- 2) review and approval of the Management Board's report on the Company's operations for the financial year 2018;
- 3) review and approval of the report of the Supervisory Board of the Company for the financial year 2018, including the evaluation report on the results of : the Management Board's report on the Company's operations, the Company's financial statements and the Management Board's request concerning coverage of the loss for the financial year 2018;
- 4) coverage of the Company's loss for the financial year 2018;
- 5) granting a vote of approval to **Mr Paweł Wyborski** for the performance of his duties as President of the Management Board in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018;
- 6) granting a vote of approval to **Mr. Michał Giergielewicz** for performance of his duties as a Member of the Management Board - Financial Director in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018;
- 7) granting a vote of approval to **Mr Oktawian Jaworek** for the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018;
- 8) granting a vote of approval to **Mr. Konrad Pankiewicz** for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1, 2018 to August 17, 2018;
- 9) granting a vote of approval to **Ms. Paulina Zamojska** for performance of her duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018;
- 10) granting a vote of approval to **Mr. Ludwik Majewski** for the performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018;
- 11) granting a vote of approval to **Mr. Sławomir Kornicki** for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018;
- 12) granting a vote of approval to **Ms. Łucja Gdala** for the performance of her duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018;
- 13) election of a member of the Supervisory Board of the Company.

7. other motions

8. closing the meeting.

§ 2

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

**RESOLUTION NO3**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding the review and approval of the Company's financial statements for the financial year 2018*

**§ 1**

Acting on the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, after reviewing the Company's financial statements for the financial year 2018 together with the opinion of the statutory auditor, Dorota Neubauer, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa has decided to approve the Company's financial statements for the financial year 2018, which include:

1. introduction to the financial statements;
2. the balance sheet prepared as at 31/12/2018, with total assets and total liabilities of **PLN 14,164,727.82**;
3. profit and loss account for the financial year 2018 showing a net loss in the amount of **PLN -1 790 041.39**;
4. statement of movements in equity;
5. cash flow statement;
6. additional information.

**§ 2**

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

**RESOLUTION NO4**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding review and approval of the Management Board's report on the Company's operations for the financial year 2018*

**§ 1**

Acting on the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the of Statutes of the Company, after reviewing the Management Board's report on the Company's operations for the financial year 2018, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa has decided to approve the Management Board's report on the Company's operations for the financial year 2018.

**§ 2**

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

**RESOLUTION NO 5**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 25, 2018**

*regarding review and approval of the report of the Supervisory Board of the Company for financial year 2018 including the evaluation report on the results of: the report of the Management Board on the Company's operations, financial statements of the Company and the request of the Management Board regarding the distribution of the Company's profit or coverage of the Company's loss for the financial year 2018*

**§ 1**

After the review of the report of the Supervisory Board of the Company prepared on the basis of art. 382 § 3 of the Commercial Companies Code for the financial year 2018, including the evaluation report on the results of the report of the Management Board on the Company's operations, the financial statements of the Company and the Management Board's request regarding the distribution of the Company's profit or coverage of the Company's loss for the financial year 2018, the Ordinary General Meeting of QuarticON Spółka Akcyjna with registered office in Warszawa has decided to approve the report of the Supervisory Board of the Company for the financial year 2018 including the evaluation report on the results of: the report of the Management Board on the Company's operations, financial statements of the Company and the request of the Management Board regarding the coverage of the Company's loss for the financial year 2018.

**§ 2**

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

**RESOLUTION NO 6**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warsaw**  
**of June 27, 2019**  
*regarding coverage of the Company's loss for the financial year 2018*

**§ 1**

Acting on the basis of art. 395 § 2 item 2 of the Commercial Companies Code and § 1 paragraph 4 letter c) of the Statutes of the Company and at the request of the Company's Management Board, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa has decided to cover the Company's loss for the financial year 2018 in the amount of PLN -1 790,041.39, with profits generated by Company in forthcoming years

**§ 2**

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

**RESOLUTION NO 7**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding granting a vote of approval to Paweł Paweł Wyborski for the performance of his duties as the  
President of the Management Board of the Company*

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to Mr. Paweł Wyborski for the performance of his duties as the President of the Management Board in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018.

**§ 2**

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

**RESOLUTION NO 8**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding granting a vote of approval to Mr Michał Giergielewicz for the performance of his duties as a  
Member of the Management Board - Financial Director*

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to Mr. Michał Giergielewicz for the performance of his duties as Member of the Company's Management Board - Financial Director in the financial year 2018, for the period from January 1, 2018 to December 31, 2018.

**§ 2**

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

**RESOLUTION NO 9**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding granting a vote of approval to Mr Oktawian Jaworek for the performance of his duties as a  
Member of the Supervisory Board - the Chairman of the Supervisory Board of the Company*

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph. 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to Mr. Oktawian Jaworek for performance of his duties as Member of the Supervisory Board - Chairman of the Supervisory Board in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018.

**§ 2**

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

**RESOLUTION NO10**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warsaw**  
**of June 27, 2019**

*regarding granting a vote of approval to Mr Konrad Pankiewicz for the performance of his duties as a  
Member of the Supervisory Board of the Company*

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter. a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to Mr. Konrad Pankiewicz for performance of his duties as Member of the Supervisory Board in the financial year 2018, i.e. for the period from January 1, 2018 to August 17, 2018.

**§ 2**

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

**RESOLUTION NO11**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding granting a vote of approval to Ms. Paulina Zamojska for performance of her duties of a  
Member of the Supervisory Board of the Company*

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to Ms. Paulina Zamojska for performance of duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018 year.

**§ 2**

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

**RESOLUTION NO12**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding granting a vote of approval to Mr Ludwik Majewski for the performance of his duties as a  
Member of the Supervisory Board of the Company*

**§ 1**

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to Mr. Ludwik Majewski for the performance of his duties as Member of the Company's Supervisory Board in financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018.

**§ 2**

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

**RESOLUTION NO13**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding granting a vote of approval to Mr Sławomir Kornicki for the performance of his duties as a  
Member of the Supervisory Board of the Company*

## § 1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warsaw grants the vote of approval to Mr. Sławomir Kornicki for the performance of his duties as Member of the Supervisory Board in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018.

## § 2

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

**RESOLUTION NO14**  
**of the Ordinary General Meeting**  
**of QuarticON Spółka Akcyjna with its registered office in Warszawa**  
**of June 27, 2019**

*regarding granting a vote of approval to Ms. Lucja Gdala for performance of her duties as a Member of the Supervisory Board of the Company*

## § 1

Acting on the basis of art. 395 § 2 point 3 of the Commercial Companies Code and § 11 paragraph 4 letter. a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to Ms. Lucja Gdala for the performance of her duties as Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2012 to December 31, 2018.

## § 2

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

**RESOLUTION NO15**  
**Of the Ordinary General Meeting**  
**QuarticON Spółka Akcyjna with its registered office in Warsaw**  
**of June 27, 2019**  
*regarding the appointment of a Member of the Supervisory Board of the Company*

## §1

Acting on the basis of art. 385 § 1 of the Commercial Companies Code and § 12 paragraph 1 letter c) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa hereby appoints [name] [name and surname] as the member of the Supervisory Board of the Company.

## §2

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