

**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 August 28, 2020**  
***regarding the election of the chairman of the meeting***

**§ 1**

The Ordinary General Meeting of **QuarticOn Spółka Akcyjna** hereby elects [*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 August 28, 2020**  
***regarding the adoption of the agenda of the meeting***

**§ 1**

The Ordinary General Meeting of QuarticOn Spółka Akcyjna 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 2019;
  - 2) report of the Management Board on the Company's operations for the financial year 2019;
  - 3) report of the Supervisory Board of the Company for the financial year 2019, 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 2019;
6. adopting resolutions regarding:

- 1) review and approval of the Company's financial statements for the financial year 2019;
- 2) review and approval of the Management Board's report on the Company's operations for the financial year 2019;
- 3) review and approval of the report of the Supervisory Board of the Company for the financial year 2019, 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 2019;
- 4) coverage of the Company's loss for the financial year 2019;
- 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 2019, i.e. for the period from January 1, 2019 to December 31, 2019;
- 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 2019, i.e. for the period from January 1, 2019 to December 31, 2019;
- 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 2019, i.e. for the period from January 1, 2019 to December 31, 2019;
- 8) 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 2019, i.e. for the period from January 1, 2019 to April 17, 2019;
- 9) 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 2019, i.e. for the period from January 1, 2019 to May 31, 2019;
- 10) 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 2019, i.e. for the period from January 1, 2019 to May 31, 2019;
- 11) 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 2019, i.e. for the period from January 1, 2019 to April 9, 2019;
- 12) granting a vote of approval to **Mr. Bartłomiej Łagowski** for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2019, i.e. for the period from April 17, 2019 to December 31, 2019;
- 13) granting a vote of approval to **Mr. Michał Markowski** for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2019, i.e. for the period from April 24, 2019 to December 31, 2019;
- 14) granting a vote of approval to **Mr. Paweł Lebiedziński** for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2019, i.e. for the period from April 24, 2019 to December 31, 2019;



- 15) granting a vote of approval to **Mr. Paweł Chojecki** for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2019, i.e. for the period from June 27, 2019 to December 31, 2019;
  - 16) increasing the share capital of the Company by issuing the Series H ordinary bearer shares and depriving the existing shareholders of the Company of their subscription rights to new shares, and on amending the Company's Articles of Association;
  - 17) amending the Company's Articles of Association
  - 18) authorization of the Company's Supervisory Board to adopt the consolidated text of the Company's Articles of Association.
  - 19) adopting the consolidated text of the Company's Articles of Association
7. other motions
  8. closing the meeting.

## § 2

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

### RESOLUTION NO 3

#### of the Ordinary General Meeting

of QuarticOn Spółka Akcyjna with its registered office in Warszawa

of August 28, 2020

*regarding the review and approval of the Company's financial statements for the financial year 2019*

## § 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 2019 together with the opinion of the statutory auditor, Ms 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 2019, which include:

1. introduction to the financial statements;
2. the balance sheet prepared as at 31/12/2019, with total assets and total liabilities of **PLN 9 705 234,79**;
3. profit and loss account for the financial year 2019 showing a net loss in the amount of **PLN -4 634 196,43**;
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 NO 4**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of August 28, 2020**  
***regarding review and approval of the Management Board's report on the Company's operations***  
***for the financial year 2019***

**§ 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 Management Board's report on the Company's operations for the financial year 2019, 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 2019.

**§ 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 August 28, 2020**

***regarding review and approval of the report of the Supervisory Board of the Company for financial year 2019 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 2019***

**§ 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 2019, including 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 coverage of the Company's loss for the financial year 2019, 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 2019 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 2019.

**§ 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 August 28, 2020**  
***regarding coverage of the Company's loss for the financial year 2019***

**§ 1**

Acting on the basis of art. 395 § 2 item 2 of the Commercial Companies Code and § 11 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 2019 in the amount of PLN -4 634 196,43 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 August 28, 2020**

***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 2019, i.e. for the period from January 1, 2019 to December 31, 2019.

**§ 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 August 28, 2020**

***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 2019, for the period from January 1, 2019 to December 31, 2019.

**§ 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 August 28, 2020**

***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 2019, i.e. for the period from January 1, 2019 to December 31, 2019.

**§ 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 Warszawa**  
**of August 28, 2020**

***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 2019, i.e. for the period from January 1, 2019 to April 17, 2019 year.

**§ 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 August 28, 2020**

***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 2019, i.e. for the period from January 1, 2019 to May 31, 2019.

**§ 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 August 28, 2020**

***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 2019, i.e. for the period from January 1, 2019 to April 4, 2019.

**§ 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 August 28, 2020**

***regarding granting a vote of approval to Ms. Łucja 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. Łucja Gdala for the performance of her duties as Member of the Supervisory Board of the Company in the financial year 2019, i.e. for the period from January 1, 2019 to April 9, 2019.

**§ 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 August 28, 2020**

***regarding granting a vote of approval to Mr Bartłomiej Łagowski 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. Bartłomiej Łagowski for the performance of his duties as Member of the Supervisory Board in the financial year 2019, i.e. for the period from April 17, 2019 to December 31, 2019.

**§ 2**

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

**RESOLUTION NO15**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of August 28, 2020**

***regarding granting a vote of approval to Mr Michał Markowski 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. Michał Markowski for the performance of his duties as Member of the Supervisory Board in the financial year 2019, i.e. for the period from April 24, 2019 to December 31, 2019.

**§ 2**

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

**RESOLUTION NO16**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of August 28, 2020**

***regarding granting a vote of approval to Mr Paweł Lebedziński 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. Paweł Lebedziński for the performance of his duties as Member of the Supervisory Board in the financial year 2019, i.e. for the period from April 24, 2019 to December 31, 2019.

**§ 2**

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

**RESOLUTION NO17**  
**of the Ordinary General Meeting**  
**of QuarticOn Spółka Akcyjna with its registered office in Warszawa**  
**of August 28, 2020**

***regarding granting a vote of approval to Mr Paweł Chojecki 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. Paweł Chojecki for the performance of his duties as Member of the Supervisory Board in the financial year 2019, i.e. for the period from June 24, 2019 to December 31, 2019.

**§ 2**

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

## RESOLUTION NO18

### Of the Ordinary General Meeting

QuarticOn Spółka Akcyjna with its registered office in Warsaw

of August 28, 2020

***on increasing the share capital of the Company by issuing the Series H ordinary bearer shares and depriving the existing shareholders of the Company of their subscription rights to new shares, and on amending the Company's Articles of Association***

Pursuant to Articles 430–433 of the Polish Commercial Companies and Partnerships Code (CCPC), the Ordinary General Meeting of QuarticOn S.A. hereby resolves that:

#### §1

1. The Company's share capital shall be increased by no more than PLN 13.500 (thirteen thousand five hundred zloty) by issuing no more than 135.000 (one hundred thirty five thousand) Series H shares with a nominal value of PLN 0.10 (PLN 10/100, ten groszy) each ("Series H shares").
2. All Series H shares shall be ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.
3. The issue shall be effected if at least one (1) Series H share has been subscribed for.
4. Before registering the share capital increase, the Management Board shall issue a declaration, in the form of a notarial deed, on the amount of the increased share capital subscribed for, in accordance with Article 310 § 2 and § 4, in conjunction with Article 431 § 7, of the CCPC.
5. The Series H shares shall be paid for by contributions in cash before the share capital increase is registered.
6. The issue price of the Series H shares shall be set by the Company's Management Board and approved by the Company's Supervisory Board.
7. The Series H shares shall qualify for the dividend payable to the shareholders for the financial year ending on 31 December 2020.
8. The Series H shares shall be subscribed for through private placement, as defined in Article 431 § 1 (1) of the CCPC, based on a share subscription offer made by the Company's Management Board to specifically identified individuals and entities.
9. The Series H Share Subscription Agreements shall be concluded within three (3) months of adoption of this Resolution.

#### §2

1. Upon becoming familiar with the written opinion of the Company's Management Board, the Company's General Meeting shall deprive existing shareholders, of their subscription right to all the Series H shares, i.e. exclude the subscription rights of existing shareholders, to all the Series H shares.



2. The opinion issued by the Management Board under Article 433 § 2 of the CCPC to explain the reasons for the exclusion of the subscription rights shall be appended to this Resolution.
3. The shareholders share the view of the Company's Management Board that the exclusion of their subscription rights to the Series H shares is in the Company's best interest, as explained in the aforementioned written opinion. The Company's General Meeting hereby resolves that the text of the aforementioned written opinion given by the Company's Management Board shall be considered as the explanation required under Article 433 § 2 of the CCPC.

### §3

1. The Company's General Meeting hereby authorizes and obliges the Company's Management Board to perform all factual and legal acts necessary to define and agree on the specific terms of issue of the Series H shares, including in particular to:
  - a. set the issue price of the Series H shares, subject to the Supervisory Board's prior approval of that issue price;
  - b. choose the identified individuals and/or entities to whom to offer the subscription of the Series H shares;
  - c. draw up and conclude the Series H Share Subscription Agreements;
  - d. perform any other factual and legal acts in respect of increasing the Company's share capital under this Resolution;
2. The Company's General Meeting further authorises the Company's Management Board to perform all the factual and legal acts necessary to dematerialise the shares and to seek approval to float them through the NewConnect alternative trading system, including to conclude an agreement on registering the Series H shares in the depository for securities operated by The Central Securities Depository of Poland.

### §4

Due to the Company's share capital increase, the General Meeting hereby resolves that:

- **§ 5 (1) of the Articles of Association shall be amended to the following wording:**
  1. *"The Company's share capital shall be PLN 153,930.00 (one hundred fifty three thousand nine hundred and thirty zlotys), divided into:*
    - 1) *1,066,500 (one million sixty-six thousand and five hundred) Series A ordinary bearer shares with a nominal value of PLN 0.10 (10/100, ten groszy) each;*
    - 2) *50,556 (fifty thousand five hundred and fifty-six) Series B ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;*
    - 3) *17 (seventeen) Series C ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;*

- 4) 152,927 (one hundred fifty two thousand and nine hundred twenty-seven) Series D ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
- 5) 118,200 (one hundred eighteen thousand and two hundred) Series E ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
- 6) 16,100 (sixteen thousand and one hundred) Series F ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.
- 7) 135,000 (one hundred thirty five thousand) Series H ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.”

§5

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

**RESOLUTION NO19**

**Of the Ordinary General Meeting**

**QuarticOn Spółka Akcyjna with its registered office in Warsaw**

**of August 28, 2020**

***regarding the amendment of the Company's Articles of Association***

§1

Pursuant to Article 430 of the Polish Commercial Companies and Partnerships Code (CCPC), the Ordinary General Meeting of QuarticOn S.A. hereby resolves that:

- **§ 5a (2) of the Company's Articles of Association shall be amended to the following wording:**
  2. *The authorisation to increase the Company's share capital within the authorised share capital limit and to issue new shares within the limit set in § 1 (1) above shall be given for the period until 31 December 2021.”*

§2

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

## RESOLUTION NO20

### Of the Ordinary General Meeting

QuarticOn Spółka Akcyjna with its registered office in Warsaw

of August 28, 2020

*regarding the authorisation of the Company's Supervisory Board to adopt the consolidated text of the Company's Articles of Association*

#### §1

Pursuant to Article 430 § 5 of the Polish Commercial Companies and Partnerships Code (CCPC), the Ordinary General Meeting of QuarticOn S.A. hereby authorises the Supervisory Board to adopt the consolidated text of the Company's Articles of Association incorporating the amendments made under Resolution No 18 and Resolution No 19 of today's General Meeting.

#### § 2

The Resolution shall become effective upon adoption.

## RESOLUTION NO21

### Of the Ordinary General Meeting

QuarticOn Spółka Akcyjna with its registered office in Warsaw

of August 28, 2020

*regarding the adopting of the consolidated text of the Company's Articles of Association*

#### §1

The Ordinary General Meeting of QuarticOn S.A. is adopting the consolidated text of the Company's Article of Association incorporating the amendments made under Resolution No 18 and Resolution No 19 of today's General Meeting and amendments to the Company's Articles of Association adopted by the Supervisory Board.

#### § 2

The Resolution shall become effective upon adoption.