Draft resolutions for the Ordinary General Meeting of Sygnity S.A. called to be held on 31 March 2017

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to approve the report of the Management Board and the financial statement of the Company for the fiscal year ending on 30 September 2016

Pursuant to Article 395 (2)(1) in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company approves:

- the report of the Management Board on operations of the Company in the fiscal year ending on 30 September 2016, and

- the financial statement of the Company for the fiscal year ending on 30 September 2016, including the balance sheet as of 30 September 2016, which shows the sum of assets and liabilities to be 525 085 thousand zlotys and the total income statement for the period between 1 October 2015 and 30 September 2016, which shows a net loss in the amount of 10 501 thousand zlotys.

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to approve the report of the Management Board on operations of the Capital Group of the Company and consolidated financial statement of the Capital Group of the Company for the fiscal year ending on 30 September 2016

The Ordinary General Meeting of the Company, acting pursuant to Article 395 (5) of the Commercial Companies Code approves:

- the report of the Management Board on operations of the Capital Group of the Company in the fiscal year ending on 30 September 2016, and

- the consolidated financial statement of the Capital Group of the Company for the fiscal year ending on 30 September 2016, including the consolidated balance sheet as of 30 September 2016, which presents the amount of assets and liabilities to be 493 719 thousand zlotys and the consolidated total income statement for the period between 1 October 2015 and 30 September 2016, which shows a net loss in the amount of 7 723 thousand zlotys.
Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to approve
the report of the Supervisory Board of the Company on operations in the fiscal year ending on 30 September 2016, on assessment of the reports of the Management Board on operations and financial statements for the fiscal year ending on 30 September 2016, motion of the Management Board to cover the loss for the fiscal year ending on 30 September 2016, and assessment of certain aspects of the operations of the Company specified in Good Practices of WSE listed Companies 2016.

The Ordinary General Meeting of the Company approves the report of the Supervisory Board of the Company on operations in the fiscal year ending on 30 September 2016, on assessment of the reports of the Management Board on operations and financial statements for the fiscal year ending on 30 September 2016, motion of the Management Board to cover the loss for the fiscal year ending on 30 September 2016, and assessment of certain aspects of the operations of the Company specified in Good Practices of WSE listed Companies 2016.

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to cover the loss for the fiscal year ending on 30 September 2016

The Ordinary General Meeting of the Company, acting pursuant to Article 395 (2)(2) of the Commercial Companies Code, having considered the motion of the Management Board and the opinion of the Supervisory Board, decides to cover the net loss for the fiscal year ending on 30 September 2016 in the amount of 10 501 thousand zlotys from the revenue which will be obtained in the following years.

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to acknowledge the fulfilment of duties by Mr Janusz R. Guy

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company acknowledges / does not acknowledge the fulfilment of duties of a Management Board member by Mr Janusz R. Guy in the fiscal year ending on 30 September 2016.

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna to acknowledge

the fulfilment of duties by Ms Magdalena Bargieł

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company acknowledges / does not acknowledge the fulfilment of duties of a Management Board member by Ms Magdalena Bargieł in the fiscal year ending on 30 September 2016.
Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to acknowledge the fulfilment of duties by Mr Bogdan Zborowski

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article
393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company,
acknowledges / does not acknowledge the fulfilment of duties of a Management Board member by
Mr Bogdan Zborowski in the fiscal year ending on 30 September 2016.

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to acknowledge the fulfilment of duties by Mr Roman Durka

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article
393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company,
acknowledges / does not acknowledge the fulfilment of duties of a Management Board member by
Mr Roman Durka in the fiscal year ending on 30 September 2016.

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to acknowledge the fulfilment of duties by Mr Jakub Leśniewski

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article
393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company,
acknowledges / does not acknowledge the fulfilment of duties of a Management Board member by
Mr Jakub Leśniewski in the fiscal year ending on 30 September 2016.

Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna

to acknowledge the fulfilment of duties by Mr Jan Maciejewicz

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article
393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company,
acknowledges / does not acknowledge the fulfilment of duties of a Management Board member by
Mr Jan Maciejewicz in the fiscal year ending on 30 September 2016.
Resolution no. [ ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnty spółka akcyjna
to acknowledge the fulfilment of duties by Mr Piotr Rymaszewski

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company acknowledges / does not acknowledge the fulfilment of duties of a Supervisory Board member by Mr Piotr Rymaszewski in the fiscal year ending on 30 September 2016.

Resolution no. [ ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnty spółka akcyjna
to acknowledge the fulfilment of duties by Mr Tomasz Sielicki

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company acknowledges / does not acknowledge the fulfilment of duties of a Supervisory Board member by Mr Tomasz Sielicki in the fiscal year ending on 30 September 2016.

Resolution no. [ ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnty spółka akcyjna
to acknowledge the fulfilment of duties by Mr Piotr Skrzyński

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company acknowledges / does not acknowledge the fulfilment of duties of a Supervisory Board member by Mr Piotr Skrzyński in the fiscal year ending on 30 September 2016.

Resolution no. [ ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnty spółka akcyjna
to acknowledge the fulfilment of duties by Mr Ryszard Wojnowski

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company acknowledges / does not acknowledge the fulfilment of duties of a Supervisory Board member by Mr Ryszard Wojnowski in the fiscal year ending on 30 September 2016.
Resolution no. [    ]
adopted on 31 March 2017
by the Ordinary General Meeting of Sygnity spółka akcyjna
to acknowledge the fulfilment of duties by Mr Kristof Zorde

Acting pursuant to Article 395 (2)(3) of the Commercial Companies Code in conjunction with Article 393 (1) of the Commercial Companies Code, the Ordinary General Meeting of the Company acknowledges / does not acknowledge the fulfilment of duties of a Supervisory Board member by Mr Kristof Zorde in the fiscal year ending on 30 September 2016.

Resolution no [    ]
of 31 March 2017
of Ordinary General Meeting of Sygnity spółka akcyjna

on an amendment to resolution no 26 of the Ordinary General Meeting of Sygnity spółka akcyjna (“the Company”) of 30 June 2011 on the adoption of the Company’s own share purchase scheme and determination of the conditions of such share purchase and an amendment to resolution no 7 of the Company’s Ordinary General Meeting of 31 March 2015 on the purpose of own shares purchase by the Company

Considering the fact that:
1. on 30 June 2011 the Company’s AGM adopted resolution no 26 on the adoption of the Company’s own share purchase scheme and determination of the conditions of such share purchase (“Resolution 1”) in order to execute the incentive scheme adopted by that AGM by way of resolution 25; then, on 10 January 2013 the Company’s AGM adopted resolution no 25 extending the basis for Company’s purchase of own shares for the purpose of executing the incentive scheme adopted by that AGM in resolution no 24;

2. on 31 March 2015 the Company’s AGM adopted resolution no 7 on the purchase of own shares and the authorization granted to the Company’s Management Board (“Resolution 2”);
3. under Resolution 1 and Resolution 2 the Company purchased 523, 313 own shares between 2011 and 2016 (“Own Shares Held”);
4. as the Incentive Schemes for financial years 2011-2013 have not been executed, a part of the Own Shares Held purchased under Resolution 1 may not be used for the purpose initially planned in Resolution 1;
5. some of the Own Shares Held purchased under Resolution 2 may be used only for the purposes specified in Resolution 2, but they may not be disposed by the Management Board without it being related to the fulfillment of the aims specified therein;

The Ordinary General Meeting of the Company decides as follows:

§ 1

1. The purposes of the purchase of own shares by the Company specified in Resolution 1 and Resolution 2 are changed, so that all Own Shares Held may be used also in relation to the fulfillment of the following aims:
a) Own Shares Held used for the financing of the Company’s investment transactions, in particular for the purposes specified in Article 515 (1) and (2) of the Code of Commercial Companies and Partnerships, i.e. for the purposes related to merger with other commercial companies and partnerships;

b) Own Shares Held used for the execution of incentive schemes for the Company’s employees and co-workers, provided that such schemes are adopted in the Company in the future;

c) redemption of Own Shares Held.

2. The Company’s Management Board may withdraw from the fulfillment of the aims specified in Resolution 1 and Resolution 2 (including Section 1 above). In such case the Company’s Management Board may dispose Own Shares Held in one or more transactions (of any type) concluded on regulated market administered by Warsaw Stock Exchange (“WSE”) or beyond such market.

3. If the Company’s Management Board disposes Own Shares Held under the authorization referred to in Section 2 above, the Company’s Management Board, while determining the financial conditions of the disposal transactions, should consider the interests of the Company and the closing quote of the Company’s shares on the regulated market administered by WSE as of the day preceding the conclusion of the transaction which subject are Own Shares Held.

4. If the Company’s Management Board disposes Own Shares Held under the authorization referred to in Section 2 above, the Company’s Management Board is obliged to determine the conditions of the disposal of these shares considering the prohibitions resulting i. a. from Article 14 and 15 of the Regulation of the European Parliament and of the Council (EU) no 596/2014 of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

5. The disposal of Own Shares Held by the Company’s Management Board requires the consent of the Supervisory Board expressed in a resolution adopted unanimously in the presence of all Members of the Supervisory Board.

6. The Company’s Management Board is authorized to take any actual and legal actions related to the execution of this Resolution.

§ 2

The Resolution enters into force upon its adoption.

STATEMENT OF GROUNDS FOR THE RESOLUTION:
On 30 June 2011 the Company’s AGM, aiming to implement the incentive scheme adopted by
way of resolution no 25 of the AGM, adopted resolution no 26 on the adoption of the Company’s own share purchase scheme and determination of the conditions of such share purchase. Furthermore, on 31 March 2015 the Company’s AGM adopted resolution no 7 on the purchase of own shares and authorization granted to the Company’s Management Board for the purposes specified therein.

Under the authorization specified in resolution no 26 of the Company’s AGM of 30 June 2011 and in resolution no 7 of the Company’s AGM of 31 March 2015, the Company purchased 523,313 own shares between 2011 and 2015. However, neither the incentive schemes for financial years 2011-2013 have been executed nor the purposes for purchasing own shares specified in resolution 7 of the Company’s AGM of 31 March 2015 have been fulfilled; therefore the Company currently holds own shares; however, in the opinion of the Company’s Management Board, their management is limited. Therefore, this resolution is necessary for the Management Board to use own shares held by the Company for other purposes consistent with the Company’s interest or to dispose these securities.