

**THE DRAFT OF THE RESOLUTION OF THE SHAREHOLDERS MEETING OF LPP SA
(ACQUIRING COMPANY) CONCERNING THE CROSS- BORDER MERGER**

NOTARIAL DEED

Resolution no 1

§ 1

Acceptance of the plan of cross-border merger

1. The Extraordinary Shareholders Meeting of **LPP spółka akcyjna (joint stock company)** with its registered office in Gdańsk at Łąkowa Street 39/44, 80-769 Gdańsk, entered into the Enterprise Register of the National Court Register maintained by the District Court Gdańsk-North in Gdańsk VII Commercial Division of the National Court Register under KRS number 0000237657, NIP (tax identification number) 583-10-14-898, REGON (statistical number) 190852164, share capital 3 704 846 zł (fully paid up) (hereinafter “**Acquiring Company**”) hereby approves the common plan of the cross- border merger prepared on the 9th of August 2019 by the Acquiring Company and **Gothals Limited**, a company organized and validly existing under the laws of Cyprus, with its registered office in Nicosia at 5 Themistocles Dervis Street, Elenion Building 2nd Floor, CY-1066 Nicosia, Cyprus, entered into the Enterprise Register of the Ministry of Trade, Industry and Tourism District of Register and the Authority of the Ministry of Energy, Trade and Tourism under the number HE 209767 (hereinafter “**Target Company**”), forming an appendix to the hereto resolution.
2. The plan of the merger has been made available to the public a month before the hereby Shareholders Meeting adopting the resolution concerning the merger and is continuously available until now till the day of ending the Shareholders Meeting pursuant to the article 516⁴ second sentence of the Polish Code of Commercial Companies.
3. The plan of the merger has not been subject for an examination by an expert due to the fact that the Acquiring Company has all shares in the share capital of the Target Company, and in accordance with article 516¹⁵ § 1 of the Polish Code of Commercial Companies in this case obligation of the examination shall not apply.

§ 2

The Articles of Association of the Acquiring Company

1. Due to the fact that the Acquiring Company is the sole owner of shares in the Target Company, the cross- border merger is being proceeded without increasing of the share capital, there are also no other circumstances which result in the need of amendments to the Articles of Association of the Acquiring Company in accordance with the merger.
2. With regard to the above the Ordinary Shareholders Meeting approves the actual provisions of the Articles of Association.

§ 3

The cross-border merger

1. The Extraordinary Shareholders Meeting of the Acquiring Company decides to carry into effect the cross-border merger of the Acquiring Company with the Target Company by the transfer of the assets of the Target Company into the Acquiring Company.
2. The merger is effected pursuant to article 516¹ in accordance with article 516¹⁵ § 1 and 2 in accordance with article 492 § 1 section 1 and article 515 § 1 of the Polish Code of Commercial Companies and the provisions of the Section 201 Θ – 201 ΚΔ Chapter 113 of the Cypriot Companies Law, taking into consideration the provisions of the Directive (EU) 2017/1132 of the European Parliament and of the Council of 14 June 2017 relating to certain aspects of company law (Official Journal EU L of 2017, it. 169, p. 46), on the basis of the common plan of the cross-border merger adopted on the 9th August 2019.
3. As a result of the cross-border merger on the day of the merger the Acquiring Company by way of general succession shall enter in all rights and duties of the Target Company, whereas the Target Company shall be dissolved without liquidation.
4. The cross-border merger is being executed without increasing the share capital, having regard for the fact that the Acquiring Company is the sole owner of the shares in the share capital of the Target Company.