

Draft resolutions to be the subject of Rawlplug S.A.'s Ordinary General Meeting on 9 June 2017

RESOLUTION no.

**of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 concerning appointment of the chairperson of the
general meeting of Rawlplug S.A., based in Wrocław.**

....., residing at, is hereby appointed as the
chairperson of Rawlplug S.A.'s general meeting.

..... votes were cast in a secret ballot,

for votes,

against votes,

abstention votes.

Justification:

The resolution is of a technical nature. The appointment of the General Meeting Chairperson is an essential element of a correctly conducted General Meeting.

RESOLUTION no.
of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 concerning approval of the report on Company
operations in 2016

Pursuant to art. 393 point 1 and art. 393 § 2 point 1 of the Polish Commercial Companies Code and § 16 sec. 1 point 1 of the Company's articles of association, the general meeting hereby approves the management report on the Company's operations in 2016.

..... votes were cast in open voting,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 of the Polish Commercial Companies Code, examining and approving the management report on the Company's operations for the preceding year is to be carried out in the Ordinary General Meeting. The content of the management report on the Company's operations was examined by a statutory auditor, who concluded that the information contained in it takes into consideration the provisions of art. 49 sec. 2 of the Accounting Act and the Ordinance on current and periodic information and is in compliance with the information contained in the enclosed financial statements. The statutory auditor did not identify any significant distortions in the management report on operations. The Supervisory Board carried out an assessment of the management report on the Company's operations in 2016 and concluded that the report is in compliance with accounts, documents and the factual state.

RESOLUTION no.
of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 concerning approval of the Company's separate fi-
ancial statements for 2016

Pursuant to art. 395 § 2 of the Polish Commercial Companies Code and § 16 sec. 1 point 1 of the Company's articles of association, the Ordinary General Meeting hereby approves the Company's separate financial statements for 2016, comprising:

1. introduction to the financial statements,
2. balance sheet prepared as at 31 December 2016, showing PLN 598 830 thousand on the asset side and on the equity and liabilities side,
3. statement of profit and loss for the period 1 January 2016 - 31 December 2016, showing PLN 2 264 thousand in net profit,
4. statement of changes in equity for the period 1 January 2016 - 31 December 2016, showing a PLN 8 481 thousand decrease in equity,
5. statement of cash flows for the period from 1 January 2016 to 31 December 2016, showing an increase in cash during the period from 1 January 2016 to 31 December 2016 by PLN 7 275 thousand,
6. additional information and explanations.

..... votes were cast in open voting,

for votes,

against votes,

abstention votes.

Justification:

Pursuant to art. 395 § 2 point 1 of the Polish Commercial Companies Code, examining and approving the Company's financial statements for the preceding year is to be carried out at the Ordinary General Meeting. The Com-

pany's financial statements were audited by a statutory auditor, who concluded that they accurately and clearly depict the Company's asset and financial situation as at 31 December 2016 and its financial result for the financial year from 1 January 2016 to 31 December 2016 in accordance with the applicable provisions of the Accounting Act and the adopted accounting principles (policy).

The Supervisory Board also carried out an assessment of the financial statements, concluding that they are in compliance with accounts, documents and the factual state.

RESOLUTION no.
of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 concerning approval of the management report on
Rawlplug Group's operations in 2016

Pursuant to art. 393 and art. 393 § 5 of the Polish Commercial Companies Code and § 16 sec. 1 point 1 of the Company's articles of association, the general meeting hereby approves the management report on Rawlplug Group's operations in 2016.

..... votes were cast in open voting,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 5 of the Polish Commercial Companies Code, the Ordinary General Meeting may also examine and approve the group's financial statements. The report on Rawlplug Group's operations was examined by a statutory auditor, who concluded that the information contained therein takes into consideration the provisions of art. 49 sec. 2 of the Accounting Act and the Ordinance on current and periodic information and is in compliance with the information contained in the enclosed consolidated financial statements. The statutory auditor did not identify any significant distortions in the report on Rawlplug Group's operations. The Supervisory Board carried out an assessment of the management report on Rawlplug Group's operations for 2016 and concluded that this report is in compliance with accounts, documents and the factual state.

RESOLUTION no.
of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 concerning approval of Rawlplug Group's consolidated
financial statements for 2016

Pursuant to art. 393 § 5 of the Polish Commercial Companies Code and § 16 sec. 1 point 1 of the Company's articles of association, the general meeting hereby approves Rawlplug Group's consolidated financial statements for 2016, comprising:

1. consolidated statement of financial position prepared as at 31 December 2016, showing PLN 852 450 thousand on the asset side and the equity and liabilities side,
2. consolidated statement of profit and loss for the period 1 January 2016 - 31 December 2016, showing PLN 37 574 thousand in net profit,
3. consolidated statement of comprehensive income for the period 1 January 2016 - 31 December 2016, showing PLN 38 312 thousand in comprehensive income - profit,
4. consolidated statement of changes in equity for the period 1 January 2016 - 31 December 2016, showing a PLN 27 684 thousand increase in equity,
5. consolidated statement of cash flows for the period 1 January 2016 - 31 December 2016, showing a PLN 9 643 thousand increase in cash flows,
6. additional information.

..... votes were cast in open voting,

for votes,

against votes,

abstention votes.

Justification:

Pursuant to art. 395 § 5 of the Polish Commercial Companies Code, the Ordinary General Meeting may examine and approve the group's financial statements.

The consolidated financial statements were audited by a statutory auditor, in whose opinion they accurately and clearly depict the Group's asset and financial position as at 31 December 2016 and financial result for the financial year from 1 January 2016 to 31 December 2016 in accordance with International Accounting Standards, International Financial Reporting Standards and related interpretations published in the form of European Commission regulations, and the adopted accounting principles (policy). The Supervisory Board carried out an assessment of the consolidated financial statements and concluded that they are in compliance with accounts, documents and the factual state.

RESOLUTION no.

**of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 concerning allocation of the Company's net profit for
2016 and payment of dividend**

Pursuant to art. 395 §2 point 2 of the Polish Commercial Companies Code and § 16 sec. 1 point 2 of the Company's articles of association, the general meeting decides to:

1. allocate the Company's net profit for the financial year 2016, covering the period from 1 January 2016 to 31 December 2016, amounting to PLN 2 263 623.38, to pay out a dividend to the Company's shareholders,
2. establish the amount of the dividend at PLN 10 744 800.00, i.e. PLN 0.33 per share,
3. The dividend will be paid as follows:
 - from the 2016 net profit: PLN 2 263 623.38
 - from the Company's supplementary capital: PLN 8 481 176.62.
4. The Ordinary General Meeting decides as follows:
 - a. to establish the ex-dividend date on 9 August 2017
 - b. to establish the dividend payment date on 25 August 2017

..... votes were cast in open voting,

for votes,

against votes,

abstention votes.

Justification:

Pursuant to art. 395 § 2 point 2 of the Polish Commercial Companies Code, the Ordinary General Meeting should adopt resolutions on the allocation of profit or coverage of loss.

In its justification to the recommendation to pay out a dividend for 2016 amounting to PLN 10 744 800.00, the Management Board of Rawlplug S.A. informed that the proposed amount of dividend does not limit Rawlplug Group's growth potential and will make it possible to effectively execute investment plans. This will not distort Rawlplug Group's cash flows. The dividend amount is also in line with shareholder expectations, including capital market participants. The dividend payment will also allow Rawlplug S.A. to

retain the status of a dividend company on the Warsaw Stock Exchange. In addition, the Management Board notes that despite the fact that the dividend will reduce the separate equity of the parent, Rawlplug S.A., by PLN 8 481 176.62, it will not have an impact on the consolidated equity of Rawlplug Group. This equity is built up by all entities being part of Rawlplug Group, and consolidated net profit for 2016 was PLN 37 574 thousand. The Supervisory Board positively assessed the Management Board's application regarding allocation of the Company's net profit and dividend payment, dividend recorded date (9 August 2017) and dividend payment date (25 August 2017).

RESOLUTION no.
of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 concerning approval of the report on Supervisory
Board activities in 2016

Pursuant to art. § 16 sec. 1 point 1 of the Company's articles of association, the Ordinary General Meeting hereby approves the report on Supervisory Board activities in 2016, containing:

- a) assessment of the Company's situation, taking into consideration an assessment of internal control, risk management and compliance systems as well as the internal audit function,
- b) assessment of the way in which the Company fulfils its information obligations resulting from corporate governance rules,
- c) assessment of the rationality of the Company's sponsorship, charity or other similar policy if the Company is involved in such activities.

..... votes were cast in open voting,

for votes,

against votes,

abstention votes.

Justification:

Pursuant to art. 382 § 3 of the Polish Commercial Companies Code, the Supervisory Board's specific obligations include an assessment of the reports referred to in art. 395 § 2 point 1 of the Polish Commercial Companies Code as regards their compliance with accounts, documents and the factual state, alongside management board applications related to the allocation of profit or coverage of loss, as well as the submission of an annual written report on this assessment to the general meeting. In addition, in line with the corporate governance rules listed in "Best Practices for WSE-Listed Companies 2016" and adopted by the Company, the Supervisory Board prepares and presents to the general meeting an annual assessment, opinion and the reports specified in detailed rule II.Z.10. Taking the above into consideration,

the report on Rawlplug S.A.'s Supervisory Board activities should be presented to the Ordinary General Meeting.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June
2017, concerning a vote of approval for the President of the Man-
agement Board - Radosław Koelner for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for the President of the Management Board - Radosław Koelner for 2016.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.

of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June 2017, concerning a vote of approval for Member of the Management Board responsible for finance - Piotr Kopydłowski, for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for Member of the Management Board responsible for finance - Piotr Kopydłowski, for 2016.

..... votes were cast in a secret ballot,

for votes,

against votes,

abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June
2017, concerning a vote of approval for the Chairperson of the Su-
pervisory Board - Krystyna Koelner, for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for the Chairperson of the Supervisory Board, Krystyna Koelner, for 2016.

..... votes were cast in a secret ballot,

for votes,

against votes,

abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June
2017, concerning a vote of approval for the Deputy Chairperson of
the Supervisory Board - Tomasz Mogilski, for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for the Deputy Chairperson of the Supervisory Board, Tomasz Mogilski, for 2016.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June
2017, concerning a vote of approval for Supervisory Board Member
Zbigniew Stabiszewski for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for Supervisory Board Member Zbigniew Stabiszewski for 2016.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June
2017 concerning a vote of approval for Supervisory Board Member
Zbigniew Pamuła for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for Supervisory Board Member Zbigniew Pamuła for 2016.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the general meeting of Rawplug S.A., based in Wrocław, of 9 June
2017, concerning a vote of approval for Supervisory Board Member
Zbigniew Szczypiński for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for Supervisory Board Member Zbigniew Szczypiński for 2016.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June
2017 concerning a vote of approval for Supervisory Board Member
Wojciech Heydel for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for Supervisory Board Member Wojciech Heydel for 2016.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June
2017 concerning a vote of approval for Supervisory Board Member
Janusz Pajka for 2016

Pursuant to art. 393 sec. 1 point 1 395 § 2 point 3 of the Polish Commercial Companies Code and § 16 sec. 1 point 3 of the Company's articles of association, the general meeting hereby grants a vote of approval for Supervisory Board Member Janusz Pajka for 2016.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

Pursuant to art. 395 § 2 point 3 of the Polish Commercial Companies Code, the Ordinary General Meeting should grant votes of approval for members of the company's bodies.

RESOLUTION no.
of the Ordinary General Meeting of Rawlplug S.A., based in Wrocław,
of 9 June 2017 regarding consent for a cross-border merger of Rawl-
plug S.A., based in Wrocław, and Farmlord Trading Limited, based in
Nicosia (Cyprus)

The Ordinary General Meeting of Rawlplug Spółka Akcyjna, based in Wrocław, address: ul. Kwidzyńska 6, 51-416 Wrocław, with share capital of PLN 32 560 000.00, fully paid-in, entered into the register of companies at the National Court Register maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Department of the National Court Register, under KRS number 0000033537, REGON: 932098397, NIP: 8951687880 ("Acquiring Company"), has decided as follows:

1. pursuant to art. 506¹ in connection with art. 506¹ § 1 and 2 of the Act of 15 September 2000 - Commercial Companies Code (consolidated text: Polish Journal of Laws of 2016, item 1578), grant consent for a cross-border merger of the Acquiring Company with Farmlord Trading Limited, based in Nicosia, Cyprus, entered into the Cypriot register of companies under number 252535 ("Acquired Company"), pursuant to art. 506¹ in connection with art. 492 § 1 point 1 and 516 § 6 of the Polish Commercial Companies Code, whereby all of the Acquired Company's assets are transferred to the Acquiring Company, without raising the Acquiring Company's capital,
2. pursuant to art. 506¹ in connection with art. 506 § 4 of the Polish Commercial Companies Code and art. 9 sec. 1 of Directive 2005/56/EC of the European Parliament and of the Council of 26 Oc-

tober 2005 on cross-border mergers of limited liability companies, give consent to:

- a) cross-border merger plan signed by the management boards of the merging companies on 8 May 2017,
- b) lack of changes to the Acquiring Company's articles of association.

..... votes were cast in a secret ballot,

for votes,

against votes,

abstention votes.

Justification:

The Management Board of RAWLPLUG S.A. decided to announce its intention to:

- 1. merge two subsidiaries of Rawlplug S.A., i.e. Cypriot company: FARMLORD TRADING LTD, based in Nicosia ("FARMLORD"), with Cypriot company: MEADOWFOLK HOLDINGS LTD, based in Nicosia ("MEADOWFOLK"), on the condition that:
 - a) the merger will consist of FARMLORD acquiring MEADOWFOLK,*
 - b) taking into consideration the fact that FARMLORD remains the sole shareholder of MEADOWFOLK, the intended merger will not lead to an increase in FARMLORD's share capital,*
 - c) as a result of the merger, transferred to FARMLORD will be 5 000 (in words: five thousand) shares of: KOELNER LAŃCUCKA FABRYKA ŚRUB Sp. z o.o., based in Łańcut ("KŁFŚ"),*
 - d) on 12 October 2016, the general meeting of FARMLORD and the general meeting of MEADOWFOLK adopted resolutions on the merger of FARMLORD and MEADOWFOLK,**
- 2. a cross-border merger of RAWLPLUG S.A. with RAWLPLUG S.A.'s subsidiary FARMLORD, subject to the following:
 - a) the merger will take place pursuant to art. 491 § 11 of the Act of 15 September 2000 - Commercial Companies Code (consolidated text: Polish Journal of Laws of 2016, item 1578; "CCC") through the acquisition of Farmlord by RAWLPLUG S.A., taking into account the simpli-**

- fications referred to in art. 503¹ in connection with art. 516⁶ § 3 of the PCCC, allowing an exemption from the obligation to audit the merger plan and issue an opinion by a statutory auditor,*
- b) taking into consideration the fact that RAWLPLUG S.A. remains the sole shareholder of Farmlord, the intended merger will not lead to an increase in RAWLPLUG S.A.'s share capital,*
 - c) as a result of the intended merger, 5 000 (in words: five thousand) shares of KLFŠ will be transferred to RAWLPLUG S.A.,*
 - d) the merger will take place following the acquisition of MEADOWFOLK by FARMLORD, as referred to in point 1.*

The mergers referred to in points 1 and 2 are justified to the extent that holding company activities, for which Meadowfolk and Farmlord had been formed, can presently be successfully undertaken by RAWLPLUG S.A. As a result, activities intended to simplify the Group's structure, which includes, among others, Meadowfolk, Farmlord and RAWLPLUG S.A., are justified. The operation is purely technical. The above streamlining will result in synergies by decreasing the total costs of the above companies, increasing the effectiveness of the business and better use of resources by the companies being merged.

RESOLUTION no.
of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June 2017 on acceptance of resignation of a Supervisory Board member

Pursuant to art. 386 § 2 in connection with art. 369 § 5 of the Polish Commercial Companies Code and a letter from Supervisory Board Member Janusz Pajka of 8 May 2017, the Ordinary General Meeting has decided to accept the resignation of Supervisory Board Member Janusz Pajka submitted on 8 May 2017.

..... votes were cast in a secret ballot,
for votes,
against votes,
abstention votes.

Justification:

The Company's Management Board submits to the General Meeting, as a body appointing members of the Supervisory Board, the resignation of Janusz Pajka, submitted to the Management Board on 8 May 2017, as member of the Supervisory Board of Rawlplug S.A.

RESOLUTION no.

of the general meeting of Rawlplug S.A., based in Wrocław, of 9 June 2017 on appointment of as member of the Supervisory Board

Pursuant to art. 385 § 1 of the Polish Commercial Companies Code and § 16 sec. 2 point 1 of the Company's articles of association, the General Meeting hereby appoints as Member of the Supervisory Board.

..... votes were cast in a secret ballot,

for votes,

against votes,

abstention votes.

Justification:

In line with recommendation II.R.5 of "Best Practices for WSE-Listed Companies 2016," if a member of the supervisory board resigns or is unable to continue his/her activities, the company immediately undertakes appropriate activities to supplement or change the composition of the supervisory board.

In accordance with the Polish Commercial Companies Code and the Articles of Association, the general meeting appoints members of the supervisory board. Given the above, appointment of the supervisory board member should be included in the general meeting agenda.