

“RESOLUTION
of the Supervisory Board of LPP SA
of 18 August 2020
on the granting of an opinion on issues to be put on the agenda of the Annual General
Meeting of Shareholders

In consideration of principle II.Z.11. of the “2016 Code Best Practice for WSE Listed Companies”, the Supervisory Board of LPP SA with its registered office in Gdańsk hereby gives the following opinion on issues to be put on the agenda of the Ordinary Annual General Meeting of Shareholders in 2020.

The Supervisory Board acknowledges that the agenda of the Ordinary Annual General Meeting of Shareholders to be held on 18 September 2020 is consistent with the provisions of the Commercial Companies Code, the Company's By-Laws and its internal regulations.

Therefore, in reference to specific items put on the agenda proposed in the notice on convening the Meeting, the Supervisory Board acknowledges that:

1. Item 1 to 3 on the agenda are exclusively procedural and necessary for the proper organisation of the General Meeting.
2. Item 4 on the agenda stems from the Company's internal rules and regulations, including, in particular, the Regulations of the General Meeting and the Regulations of the Supervisory Board as well as corporate governance principles applied by the Company. The Supervisory Board has already adopted resolutions specified in the said item of the agenda.
3. Item 5 on the agenda stems from the duty stipulated, among others, in Article 393(1) of the CCC, Article 395(2)(1) of the CCC, Article 395(5) of the CCC, Article 49(1) and Article 55(2) in connection with Article 55(2a-2c) of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2019, item 351, as amended), § 33.1.1 of the Company's By-Laws and § 2.2.1 of the Regulations of the General Meeting of Shareholders. The report of the Management Board on the operations of the LPP SA Group for 2019/20 comprises also the Management Board's report on the operations the Company (as parent company). The pooling of both reports is permissible under Article 55(2a) of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2019, item 351, as amended) and § 71(8) of the Regulation of the Minister of Finance of 29 March 2018 on current and interim information submitted by issuers of securities and on the terms and conditions for recognition as equivalent of information required under the laws of a non-member state (Journal of Laws of 2018, item 757). The Supervisory Board has positively assessed the said report.
4. Item 6 stems from § 33.1.1 of the Company's By-Laws and principle II.Z.10.2 of the “2016 Code of Best Practice for WSE Listed Companies”.
5. Item 7 on the agenda stems from the duty stipulated, among others, in Article 393(1) of the CCC, Article 395(2)(1) of the CCC and Article 53(1) of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2019, item 351, as amended), § 33.1.1 of the Company's By-Laws and § 2.2.1 of the Regulations of the General Meeting of Shareholders. The Supervisory Board has positively assessed this report.

6. Item 8 on the agenda stems from the generally applicable provisions of Article 395(5) of the CCC and Article 63c(4) of the Accounting Act. The Supervisory Board has positively assessed this report.
7. Item 9 on the agenda stems from the duty stipulated, among others, in Article 393(1)(1) of the CCC, Article 395(2)(3) of the CCC and § 33.1.4 of the Company's By-Laws. The Supervisory Board has positively assessed performance of duties by members of the Company's Management Board in the preceding financial year.
8. Item 10 on the agenda stems from the duty stipulated, among others, in Article 393(1)(1) of the CCC, Article 395(2)(3) of the CCC and § 33.1.4 of the Company's By-Laws.
9. Item 11 on the agenda stems from the duty stipulated, among others, in Article 395(2)(2) of the CCC, Article 53(3) of the Accounting Act and § 33.1.3 of the Company's By-Laws. The Supervisory Board has positively assessed the motion of the Management Board on the distribution of profit.
10. Item 12 on the agenda concerns the Remuneration Policy for Management and Supervisory Bodies of LPP SA. Under Article 90d(1) of the Act of 29 July 2005 on Public Offering, Terms and Conditions for Introducing Financial Instruments to Organised Trading and on Public Companies (consolidated text: Journal of Laws of 2019, item 623, as amended), the Annual General Meeting is required to approve such document. The draft of the Remuneration Policy for Management and Supervisory Bodies of LPP SA has been positively assessed by the Supervisory Board.
11. Item 13 on the agenda stems from the adoption of Article 1(7) in connection with Article 23(1) of the Act of 30 August 2019 on the Amendment of the Commercial Companies Code and Certain Other Statutory Acts (Journal of Laws of 2019, item 1798, as amended), the wording of Article 328¹² in connection with Article 328¹¹(2) of the Commercial Companies Code, adopted under Article 1(8) of the Act of 30 August 2019 on the Amendment of the Commercial Companies Code and Certain Other Statutory Acts (Journal of Laws of 2019, item 1798, as amended), which are to enter into force on 1 March 2021, and from the obligation imposed under the said provisions to dematerialise (register in the shareholders register or the securities depository) all shares issued by joint-stock companies and from the fact that shares will be no longer valid in the form of a document. The Supervisory Board recommends that the said resolution be adopted in accordance with the motion filed by the Management Board.
12. Items 14 and 15 on the agenda concern the establishment of the Company's reserve capital to finance the buy-back of the Company's treasury shares as authorised by the General Meeting. The legal grounds for the purchase by the Company of treasury shares are provided for in Article 362(1)(8) of the Commercial Companies Code. Under the said Article, the Company may purchase treasury shares under and within the limits of the authorisation granted by the General Meeting. As provided for in Article 393(6) of the Commercial Companies Code, a resolution of the General Meeting is required for the authorisation to purchase treasury shares under Article 362(1)(8) of the Commercial Companies Code.
13. Item 16 on the agenda is of procedural nature.”

