

Resolution No. 1/2014 of 31 October 2014

**of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A.
with its registered office in Warsaw**

on election of the Chair of the General Meeting

§1

Acting pursuant to § 21 of the Articles of Association, the Extraordinary General Meeting of the company under the name of: SCO-PAK S.A. with its registered office in Warsaw elects Ms Aneta Bernadeta Kazieczko as the Chair of the Meeting.

§2

The resolution shall become effective upon its adoption.

Resolution No. 2/2014 of 31 October 2014

**of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A.
with its registered office in Warsaw**

on waiving the secrecy of the vote on the election of the Returning Committee

§1

The Extraordinary General Meeting of the company under the name of SCO-PAK S.A. with its registered office in Warsaw hereby waives the secrecy of the vote on the election of the Returning Committee.

§2

The resolution shall become effective upon its adoption.

Resolution No. 3/2014 of 31 October 2014

**of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A.
with its registered office in Warsaw**

on waiving the election of the Returning Committee

§1

The Extraordinary General Meeting of the company under the name of SCO-PAK S.A. with its registered office in Warsaw hereby decides to waive the election of the Returning Committee.

§2

The resolution shall become effective upon its adoption.

Resolution No. 4/2014 of 31 October 2014

**of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A.
with its registered office in Warsaw**

on adoption of the agenda

§1

Acting pursuant to § 20 paragraph 1 of the Articles of Association, the Extraordinary General Meeting of the company under the name of: SCO-PAK S.A. with its registered office in Warsaw adopts the following agenda:

- 1) opening of the Extraordinary General Meeting;
- 2) election of the Chair of the Extraordinary General Meeting;
- 3) confirmation of the legitimacy of convening the Extraordinary General Meeting and preparation of the attendance list;
- 4) adoption of a resolution to waive the secrecy of the vote on the election of the Returning Committee;
- 5) election of the Returning Committee;
- 6) confirmation of the legitimacy of the meeting;
- 7) adoption of the agenda of the Extraordinary General Meeting;
- 8) adoption of the resolution on consolidation of shares and amending the Articles of Association;
- 9) adoption of the resolution on increasing the share capital, application for admission of shares, share warrants and allotment certificates to trading on the regulated market and dematerialisation thereof as well as amendments to the Articles of Association;
- 10) closing of the Extraordinary General Meeting.

§2

The resolution shall become effective upon its adoption.

Resolution No. 5/2014 of 31 October 2014
of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A.
with its registered office in Warsaw
on consolidation (merger) of shares of the Company and amending the Articles of Association

Pursuant to Article 430 § 1 of the Code of Commercial Companies, it shall be resolved as follows:

§1

1. The par value of each share of the Company shall be increased from the amount of PLN 0.25 (twenty five groszes) to the amount of PLN 2.00 (two zlotys).
2. The shares shall be consolidated upon proportionate reduction of the total number of the Company's shares from 5,918,750 47,350,000 to 5,918,750 (five million nine hundred and eighteen thousand seven hundred and fifty) i.e. by merger of every eight shares with a par value of PLN 0.25 per share into a new shares with the new par value of PLN 2.00 (exchange ratio of 8:1).
3. The consolidation of shares shall be conducted while maintaining the same value of the share capital of PLN 11,837,500.
4. The aim of the consolidation of the Company's shares is to satisfy the requirements set forth by the Management Board of the Warsaw Stock Exchange.
5. All the rights attached to the shares shall remain unaffected.

§2

The Extraordinary General Meeting authorizes and requires the Management Board of the Company to perform any factual and legal actions, including the actions not specified in the Resolution, necessary to carry out the consolidation of the Company's shares, in particular:

- 1) to effect the registration of amendments to the Articles of Association provided for hereunder by the Registration Court,
- 2) to designate the Reference Date i.e. the date as of which the number of shares with the current par value recorded on individual securities accounts and omnibus accounts or entered in the share register will be determined, in order to calculate the number of shares with the

new par value, which shall be recorded in place of the former in particular securities accounts and omnibus accounts or entered in the share register with the release of new certificates of registered shares,

3) to take any actions and performing any activities related to registration of the revised nominal value of the Company's shares i.e. PLN 2.00 (two) per share and their number in the securities deposit maintained by the National Depository for Securities (NDS), which changes are to be registered and kept in the form of an entry in the individual securities accounts and omnibus accounts for each of the Company's shareholders, which shall take place through the NDS as well as to take any actions and perform any activities related to amendments of the share register entries and the issue of new certificates of the registered shares to the shareholders entered in the share register and the issue of new certificates of non-dematerialised shares,

4) to determine in agreement with the NDS the period of suspension of quotations and to request the Warsaw Stock Exchange to suspend quotations of the Company's shares in order to perform the consolidation of shares,

5) to ask the Company's shareholders – via announcement published in accordance with the applicable laws – to adjust the number of the Company's shares held on the individual securities accounts and omnibus accounts issued in material form and entered in the share register in such a way that the number of shares held on the Reference Date shall account respectively for single or multiple of 8 (eight).

§3

1. The Extraordinary General Meeting decides that the consolidation shortages, if any, shall be supplemented at the expense of the rights attached to shares held by the shareholders of the Company (Entities Supplementing Consolidation Shortages) who pursuant to Agreements with the Company shall waive their rights attached to shares in the Company for no compensation in favour of the shareholders who may experience consolidation shortages to the extent necessary to ensure the issue of one new shares with a par value of PLN 2 (two) in exchange for such consolidation shortages, provided that the General Meeting adopts a resolution on the consolidation of shares at the ratio of eight to one (8:1) and the relevant amendment to the Articles of Association of the Company, entry of the amendment by the Registration Court in the Register of Entrepreneurs of the National Court Register and appointment by the Management Board of the Reference Dates in execution thereof, and with effect from the date of consolidation of the Company's shares in the securities depository maintained by the National Depository for Securities and entry of changes in the share register and exchange of the certificates of registered shares for shareholders entered in the share register.

2. A consolidation shortage shall mean any such number of shares with a par value of PLN 0.25 (twenty-five groszes), entered in the securities account or on the omnibus account or entered in the share register, which in accordance at the approved consolidation ratio does not translate into one share of the Company with a par value of PLN 2.00 (two).

§4

Therefore, as a result of the consolidation of shares, any consolidation shortage existing as of the Reference Date i.e. shares with a par value of PLN 0.25 (twenty-five groszes) each in the number from one (1) to eight (8) shall entitle its holder to receive in exchange for shares representing such a shortage, one share with a par value of PLN 2.00 (two), while the powers of the Entities Supplementing Consolidation Shortages to receive in exchange for the shares with a par value of PLN 0.25 (twenty-five groszes) each held on the Reference Date (twenty-five cents) each the shares with the par value of PLN 2.00 (two) each, shall be reduced by the number of shares required to supplement any such consolidation shortage to one share with a par value of PLN 2.00 (two). Pursuant to Article 63 §1 of the Tax Law, the shareholders having consolidation shortages, shall have no tax liability due to the low amount of the tax base. Should it occur that it is not possible to allow for all the consolidation shortages in the manner prescribed above, then the share consolidation process may not come to fruition.

§5

The Extraordinary General Meeting obliges the Company's shareholders to check the number of the Company's shares held on the individual securities accounts and omnibus accounts issued in material form and entered in the share register and to adjust the same to the number of shares on the Reference Date prescribed by the Management Board of the Company in the current report, in such a way that the number of shares held on that day shall account respectively for single or multiple of 8 (eight). This procedure shall minimize the risk of the share consolidation failure due to actual inability to implement this Resolution.

§6

As a result of the consolidation (merger) of shares referred to in herein, the Extraordinary General Meeting, acting pursuant to Article 430 of the Code of Commercial Companies resolves to amend §6 paragraph 1 of the Articles of Association so that it shall have the following wording:

"§6

1. The Company's share capital shall amount to PLN 11,837,500 (eleven million eight hundred thirty-seven thousand and five hundred) and shall be divided into:

- 1) 1,303,250 (one million three hundred and three thousand two hundred and fifty) series "A" preference registered shares with a par value of PLN 2.00 (two),
- 2) 4,046,750 (four million forty-six thousand seven hundred and fifty) series "B" ordinary bearer shares with a par value of PLN 2.00 (two),
- 3) 568,750 (five hundred sixty-eight thousand seven hundred and fifty) series "C" ordinary bearer shares with a par value of PLN 2.00 (two). "

§7

Pursuant to Article 430 §5 of the Code of Commercial Companies, the Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Articles of Association, taking into account the amendments introduced hereunder.

§8

The Resolution shall become effective upon registration of the amendments to the Articles of Association adopted today by the Extraordinary General Meeting, whereas the amendments to the Articles of Association shall enter into force on the date of registration in the National Court Register.

Resolution No. 6/2014 of 31 October 2014

**of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A.
with its registered office in Warsaw**

**on the increase of the Company's share capital by issuing new series "D" shares through
public offer with the share warrants for the existing shareholders**

The Extraordinary General Meeting, pursuant to Article 431 §1 and §2 item (2), Article 432, Article 433 §1, Article 431 § 7 and Article 436 § 4 of the Code of Commercial Companies resolves as follows:

§1

1. The Company's share capital shall be increased by way of public offering, up to the amount not exceeding PLN 20,715,626 (twenty million seven hundred fifteen thousand six hundred twenty-six) i.e. by no more than PLN 8,878,126 (eight million eight hundred seventy-eight thousand one hundred twenty-six).
2. The increase referred to in paragraph 1 shall be effected through the issue of not more than 4,439,063 (four million four hundred thirty-nine thousand and sixty-three) series "D" ordinary bearer shares with a par value of PLN 2.00 (two) each.
3. Series "D" shares shall rank for dividend for the financial year 2014 i.e. since 01 January 2014.

§2

1. Series "D" shares shall be paid up in cash prior to the registration of the share capital increase by way of issuing the series "D" shares.
2. The issue of series "D" shares shall take the form of a closed subscription carried out in a public offering within the meaning of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies ("Public Offering Act).
3. The Company's shareholders shall be entitled to share warrants with respect to the newly issued shares in proportion to the number of shares held by the Company, whereas for every 4 (four) shares held by a shareholder at the end of the subscription record date, a shareholder

shall be entitled to 3 (three) series "D" shares. Taking into consideration the number of series "D" shares issued, 4 (four) share warrants shall entitle to subscribe for three (3) series D shares. Fractions of shares shall not be allocated. Where the number of series "D" shares to be allocated to any shareholder by the virtue of the share warrants is not an integer, the number shall be rounded down to the closest integer.

4. The shareholders entitled to share warrants may within the term prescribed for the exercise thereof make additional subscription for the series "D" shares in the number not greater than the volume of the issue, in case no share warrants are exercised by other shareholders. The Management Board shall assign the shares subject to additional subscription, as specified above, in proportion to the number of notifications filed. The Management Board shall allocate the shares not subscribed for as specified above (Article 436 §2 and §3 of the Code of Commercial Companies) at their discretion, but at a price not lower than the issue price (Article 436 §4 of the Code of Commercial Companies).

5. The record date shall be 15 January 2015.

6. The Management Board shall be authorized to take any and all factual and legal actions related to the increase of the share capital of the Company and the public offering of series "D" shares, in particular, to determine the detailed terms of the issue, including:

- a) the issue price or the method of determining the issue price of the newly issued series "D" shares;
- b) the dates of opening and closing the subscription of series "D" shares;
- c) the dates on which share warrants with respect to series "D" shares shall be exercised;
- d) detailed rules for payment for the series "D" shares;
- e) the underwriting agreements, if necessary;
- f) the detailed rules for allocation of shares, taking into consideration the Article 436 §4 of the Code of Commercial Companies.

§3

The Management Board of the Company shall be authorized to:

- a) allocate the shares not subscribed pursuant to Article 436 §1-3 of the Code of Commercial Companies, in accordance with Article 436 §4 of the Code of Commercial Companies;
- b) submit a notarial declaration as prescribed in Article 310 §4 in connection with Article 431 §7 of the Code of Commercial Companies on the amount of the share capital subscribed as a result of public subscription, containing a provision on precise determination of the share capital in the Articles of Association,
- c) cancel the issue of shares prior to publication of the Prospectus or cancel the issue of shares for valid reasons, after publication of the Prospectus;

d) submit to the Registration Court an application for entry of the amendment to the Articles of Association as prescribed in the Article 431 §4 of the Code of Commercial Companies.

§4

The Resolution shall become effective upon registration of the consolidation referred to in the Resolution No. 5/2014 of the Extraordinary General Meeting of 31 October 2014.

Resolution No. 7/2014 of 31 October 2014 of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A. with its registered office in Warsaw

on the application for admission of series "D" shares and allotment certificates for series "D" shares to trading on the regulated market and dematerialisation thereof

§1

The Extraordinary General Meeting of the company under the name of SCO-PAK S.A. with its registered office in Warsaw has decided to apply for the admission of share warrants of series "D" shares, allotment certificates of series "D" shares and series "D" shares to trading on the Warsaw Stock Exchange and their dematerialisation.

§2

The Extraordinary General Meeting authorizes the Management Board to:

- 1) take any factual and legal matters related to admission and introduction of series "D" shares, share warrants of series "D" shares and allotment certificates of series "D" shares to trading on the Warsaw Stock Exchange;
- 2) conclude a deposit agreement referred to in Article 5 of the Act on Trading in Financial Instruments (Journal of Laws No. 183, item 1538) with the National Depository for Securities.

§3

The Resolution shall become effective upon registration of the consolidation referred to in the Resolution No. 5/2014 of the Extraordinary General Meeting of 31 October 2014.

Resolution No. 8/2014 of 31 October 2014

of the Extraordinary General Meeting of the company under the name of SCO-PAK S.A. with its registered office in Warsaw

on the amendments to the Articles of Association and authorization of the Supervisory Board to adopt the consolidated text of the Company's Articles of Association

§1

The Extraordinary General Meeting of the company under the name of SCO-PAK S.A. with its registered office in Warsaw has decided to amend the Articles of Association in connection with the Resolution No. 6/2014 of the Extraordinary General Meeting of 31 October 2014 by amending §6 paragraph 1 of the Articles of Association, which now shall read:

"§6

1. The Company's share capital shall amount to PLN 20.715.626 (twenty million seven hundred fifteen thousand six hundred twenty-six) and shall be divided into:

1) 1,303,250 (one million three hundred and three thousand two hundred and fifty) series "A" preference registered shares with a par value of PLN 2.00 (two),

2) 4,046,750 (four million forty-six thousand seven hundred and fifty) series "B" ordinary bearer shares with a par value of PLN 2.00 (two),

3) 568,750 (five hundred sixty-eight thousand seven hundred and fifty) series "C" ordinary bearer shares with a par value of PLN 2.00 (two),

4) not more than 4,439,063 (four million four hundred thirty-nine thousand and sixty-three) series "D" ordinary bearer shares, numbered 0000001 to 4439063, with a par value of PLN 2.00 (two) per share".

§2

Pursuant to Article 430 §5 of the Code of Commercial Companies, the Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Articles of Association, taking into account the amendments introduced hereunder.

§3

The Resolution shall become effective upon registration of the consolidation referred to in the Resolution No. 5/2014 of the Extraordinary General Meeting of 31 October 2014, whereas the amendments to the Articles of Association shall be registered by the Registration Court having jurisdiction over the Company in order to be valid.