

Subject: Draft resolutions for the Extraordinary General Shareholders Meeting of Pfeiderer Group S.A., to be held on 7 February 2019

RB 02/2019

The Management Board of Pfeiderer Group S.A. (the “**Company**”) hereby presents draft resolutions for the Company’s Extraordinary General Shareholders Meeting, to be held on 7 February 2019.

Resolution No. 1
of the Extraordinary General Meeting of Shareholders
of Pfeiderer Group S.A. in Wrocław
dated 7 February 2019

on the appointment of a member of the Company’s supervisory board

Pursuant to Article 385 §1 of the Commercial Companies Code and Article 17.2 of the statute of Pfeiderer Group S.A. (the “**Company**”), in relation to the resignation of Mr. Jason Clarke from the supervisory board of the Company, dated 17 December 2018, in effect as of the date of the appointment by the General Meeting of the Company of a new member of the supervisory board of the Company in his place, the Extraordinary General Meeting of Shareholders of the Company (the “**General Meeting**”) resolves, as follows:

§1

The General Meeting hereby resolves to appoint _____ to the Company’s supervisory board in place of Mr. Jason Clarke.

§2

The resolution comes into effect upon its adoption.

Resolution No. 2
of the Extraordinary General Meeting of Shareholders
of Pfeiderer Group S.A. in Wrocław
dated 7 February 2019

on granting a consent for execution by the Company of the non-compete agreement with chairman of the supervisory board of the Company.

Pursuant to Article 392 §1 of the Commercial Companies Code and Article 23 of the statute of Pfeiderer Group S.A. (the “**Company**”), the Extraordinary General Meeting of Shareholders of the Company (the “**General Meeting**”) resolves, as follows:

§1

The General Meeting hereby grants a consent for execution by the Company of the non-compete agreement (the “**Agreement**”) with Mr. Zbigniew Prokopowicz, chairman of the supervisory board of the Company (the “**Chairman**”), provided that:

- a) the Agreement will relate to a non-compete period of 12 months starting from a date of termination, for whatever reason, of the membership in the supervisory board of the Company,
- b) during the non-compete period defined in point a) above, the Company shall pay to the Chairman a monthly compensation in the amount not higher than 50% of the average monthly remuneration received by the Chairman from the Company over the last twelve months before the termination of the membership in the supervisory board.

§2

The resolution comes into effect upon its adoption.

**Justification to the draft Resolution No. 2
of the Extraordinary General Meeting of Shareholders
of Pfeleiderer Group S.A.
with its registered seat in Wrocław
dated 7 February 2019**

*regarding granting a consent for execution by the Company of the non-compete agreement with
chairman of the supervisory board of the Company
(the “**Resolution**”)*

The Resolution and concluding by the Company the non-compete agreement with Mr. Zbigniew Prokopowicz is justified by significant role of the chairman of the supervisory board in organization structure and in the activities of the Company. Mr. Prokopowicz as the chairman of the supervisory board, as well as the chairman of the nomination and remuneration committee and the chairman of the transformation committee has constant access to material information regarding the operations of the Company and its subsidiaries.

Additionally the Resolution is justified in light of the terms of the long-term incentive program for selected members of the supervisory board of the Company, including Mr. Zbigniew Prokopowicz, determined in the resolution No. 1 of the extraordinary general meeting of the Company, dated 18 October 2017. Pursuant to the above terms of the long-term incentive program the participant of the program in order to be qualified as the good leaver needs, among others, to be bound by a non-compete arrangement with the Company or any company from its capital group, but relating to the Company, for a period not shorter than one year following the end of his appointment with the Company.

This report was prepared pursuant to § 19 Section 1 item 2 of the Regulation of Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a nonmember state, dated March 29th 2018 (Dz. U. 2018, item 757).

11.01.2019

Hour: 17:14