

Subject: Resolutions adopted by the Extraordinary General Shareholders Meeting of Pfeiderer Group S.A. on 7 February 2019

Current Report no. 06/2019

The Management Board of Pfeiderer Group Spółka Akcyjna, with its registered office in Grajewo, Poland (the "**Company**"), hereby presents resolutions adopted by the Extraordinary General Shareholders Meeting (the "**Meeting**") on 7 February 2019.

The Meeting elected Mr. Filip Leśniak as the Chairman, thereby adopting Resolution No. 1.

In voting on Resolution no. 1 number of shares used to cast valid votes was 41,301,141 which constitutes 63.83% of share capital.

Number of votes "in favour" – 41,301,141, "against" – 0, "abstain" – 0.

The Meeting, by adopting the Resolution No. 2, approved the following agenda:

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting.
3. Confirmation that the Meeting has been duly convened and has the capacity to adopt valid resolutions.
4. Adoption of the Meeting Agenda.
5. Appointment of the Ballot-Counting Committee.
6. Adoption of the resolution regarding the appointment of a member of the Company's supervisory board.
7. Adoption of the resolution regarding granting a consent for execution by the Company of the non-compete agreement with chairman of the supervisory board of the Company.
8. Presentation of the information regarding performed purchase of the treasury shares pursuant to Art. 363 § 1 of the Commercial Companies Code.
9. Closing the Meeting.

In voting on Resolution no. 2 number of shares used to cast valid votes was 41,301,141 which constitutes 63.83% of share capital.

Number of votes "in favour" – 41,301,141, "against" – 0, "abstain" – 0.

**Resolution No. 3
of the Extraordinary General Meeting
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

R. 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 the Company (the "**Meeting**"), resolves, as follows:

§1

The Meeting hereby resolves to appoint Mr. John Brantl to the Company's Supervisory Board in place of Mr. Jason R. Clarke.

§ 2

The resolution comes into force on the day of its adoption.

In voting on Resolution no. 3 number of shares used to cast valid votes was 41,301,141 which constitutes 63.83% of share capital.

Number of votes "in favour" – 41,266,134, "against" – 34,629, "abstain" – 378.

**Resolution No. 4
of the Extraordinary General Meeting
of Pfeleiderer 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 Pfeleiderer Group S.A. (the "**Company**"), in relation to the resignation of Mr. Florian Kawohl from the Supervisory Board of the Company, dated 31 January 2019, 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 the Company (the "**Meeting**"), resolves, as follows:

§1

The Meeting hereby resolves to appoint Mr. Julian von Martius to the Company's Supervisory Board in place of Mr. Florian Kawohl.

§ 2

The resolution comes into force on the day of its adoption.

In voting on Resolution no. 4 number of shares used to cast valid votes was 41,301,141 which constitutes 63.83% of share capital.

Number of votes "in favour" – 41,266,134, "against" – 0, "abstain" – 35,007.

**Resolution No. 5
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 force on the day of its adoption.

In voting on Resolution no. 5 number of shares used to cast valid votes was 41,301,141 which constitutes 63.83% of share capital.

Number of votes "in favour" – 34,792,717, "against" – 2,200,000, "abstain" – 4,308,424.

The Meeting departed from appointment of the Ballot-Counting Committee. No protest was raised to be entered into the minutes during the Meeting.

This report was prepared pursuant to § 19 Section 1 item 6 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).

07.02.2019

Hour: 15:28