

Resolution No. 1
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the “Company”)
of 11 June 2019

concerning approval of the Management Board Report on the operations of the Company and the Group for the financial year January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, hereby resolves to approve the Management Board Report on the operations of the Company and the Group for the financial year January 1st to December 31st, 2018.

§ 2

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

Resolution No. 2
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the “Company”)
of 11 June 2019

concerning approval of the Company's financial statements for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, hereby resolves to approve the financial statements of the Company for the period from January 1st to December 31st, 2018, comprising in particular of:

- a) the statement of financial position as at 31 December 2018, showing an amount of PLN 2,278,687 thousand,
- b) the statement of profit and loss and other comprehensive income for the period from 1 January 2018 to 31 December 2018, showing a net profit amounting to PLN 144,442 thousand,
- c) the statement of changes in equity for the period from 1 January 2018 to 31 December 2018, showing a decrease in equity by the amount of PLN 308,100 thousand,
- d) the statement of cash flows for the period from 1 January 2018 to 31 December 2018, showing a net increase in cash amounting to PLN 70,772 thousand,
- e) additional information to the annual financial statements.

§ 2

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

**Resolution No. 3
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the “Company”)
of 11 June 2019**

concerning approval of the consolidated financial statements of the capital group of the Company for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 395 § 5 of the Commercial Companies Code, hereby resolves to approve the consolidated financial statements of the capital group of the Company for the period from January 1st to December 31st, 2018, comprising in particular of:

- a) the consolidated statement of financial position as at 31 December 2018, showing an amount of EUR 902,167 thousand,
- b) the consolidated statement of profit and loss and other comprehensive income for the period from 1 January 2018 to 31 December 2018, showing a net profit amounting to EUR 5,905 thousand,
- c) the consolidated statement of changes in equity for the period from 1 January 2018 to 31 December 2018, showing a decrease in equity by the amount of EUR 101,204 thousand,
- d) the consolidated statement of cash flows for the period from 1 January 2018 to 31 December 2018, showing a net decrease in cash amounting to EUR 50,350 thousand,
- e) explanatory information to the consolidated financial statements.

§ 2

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

**Resolution No. 4
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the “Company”)
of 11 June 2019**

concerning distribution of net profit for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 395 § 2 item 2 of the Commercial Companies Code, hereby resolves to allocate net balance profit for the period from January 1st, 2018 to December 31st, 2018 in the amount of PLN 144,442 thousand in full for the Company's supplementary capital.

§ 2

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

**Resolution No. 5
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the “Company”)
of 11 June 2019**

*concerning approval of the performance of duties by member of the Company's
Management Board for the period from January 1st to December 31st, 2018*

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties by Mr. Richard Mayer, a former member of the Company's Management Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 6
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the “Company”)
of 11 June 2019**

*concerning approval of the performance of duties by member of the Company's
Management Board for the period from January 1st to December 31st, 2018*

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties by Mr. Thomas Schäbinger, a President of the Company's Management Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 7
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the “Company”)
of 11 June 2019**

*concerning approval of the performance of duties by member of the Company's
Management Board for the period from January 1st to December 31st, 2018*

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties by Dr. Nico Reiner, a member of the Company's Management Board, for the period from January 1st to December 31st, 2018.

§ 2

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

Resolution No. 8 of the Ordinary General Shareholders Meeting of Pfeiderer Group S.A. (the “Company”) of 11 June 2019

concerning approval of the performance of duties by members of the Company's Management Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties by Mr. Dirk Hardow, a former member of the Company's Management Board, for the period from January 1st to December 31st, 2018.

§ 2

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

Resolution No. 9 of the Ordinary General Shareholders Meeting of Pfeiderer Group S.A. (the “Company”) of 11 June 2019

concerning approval of the performance of duties by member of the Company's Management Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties by Mr. Ivo Schintz, a former member of the Company's Management Board, for the period from January 1st to December 31st, 2018.

Resolution No. 10 of the Ordinary General Shareholders Meeting of Pfeiderer Group S.A. (the “Company”) of 11 June 2019

concerning approval of the performance of duties by member of the Company's Supervisory Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article

393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties of Mr. Zbigniew Prokopowicz, a Chairman of the Company's Supervisory Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 11
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the "Company")
of 11 June 2019**

concerning approval of the performance of duties by member of the Company's Supervisory Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties of Dr. Michael F. Keppel, a Deputy Chairman of the Company's Supervisory Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 12
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the "Company")
of 11 June 2019**

concerning approval of the performance of duties by member of the Company's Supervisory Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties of Dr. Jason R. Clarke, a former Deputy Chairman of the Company's Supervisory Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 13
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the "Company")
of 11 June 2019**

concerning approval of the performance of duties by member of the Company's Supervisory Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties of Mr. Florian Kawohl, a former member of the Company's Supervisory Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 14
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the "Company")
of 11 June 2019**

concerning approval of the performance of duties by member of the Company's Supervisory Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties of Mr. Anthony O'Carroll, a member of the Company's Supervisory Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 15
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the "Company")
of 11 June 2019**

concerning approval of the performance of duties by member of the Company's Supervisory Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties of Mr. Jan Woźniak, a member of the Company's Supervisory Board, for the period from January 1st to December 31st, 2018.

§ 2

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

**Resolution No. 16
of the Ordinary General Shareholders Meeting
of Pfeiderer Group S.A. (the "Company")
of 11 June 2019**

concerning approval of the performance of duties by member of the Company's Supervisory Board for the period from January 1st to December 31st, 2018

§ 1

The Ordinary General Shareholders Meeting of the Company, acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, hereby resolves to approve performance of duties of Mr. Krzysztof Sędzikowski, a member of the Company's Supervisory Board, for the period from January 1st to December 31st, 2018.

§ 2

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

Resolution No. 17 of the Ordinary General Shareholders Meeting of Pfeiderer Group S.A. (the "Company") of 11 June 2019

on the amendment of the resolution no. 25 of the Ordinary General Meeting of the Shareholders of June 11th, 2018 regarding the acquisition by the Company of treasury shares for the purpose of their redemption and the establishment of a relevant capital reserve.

§ 1.

Acting pursuant to Article 362 § 1(5) and Article 396 § 4 and 5 of the Act dated 15 September 2000 – the Commercial Companies Code, the Ordinary General Meeting of the Company decides, in the scope described below, to amend the resolution No. 25 of the Ordinary General Meeting of Shareholders of June 11, 2018 regarding the acquisition by the Company of treasury shares for the purpose of their redemption and the establishment of a relevant capital reserve (the "**Resolution**").

§ 2.

1. The Ordinary General Meeting of the Company decides that § 2 (3) of the Resolution shall be read as follows:
"3. The authorization granted to the Management Board for the repurchase of the Shares shall cover the period until 30 June 2020; "
2. The remaining provisions of the Resolution remain unchanged.

§ 3

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

Justification to the resolution's draft of the Pfeiderer Group S.A.'s Ordinary General Meeting of the Shareholders on the amendment of the Resolution no. 25 of the Ordinary General Meeting of the Shareholders of June 11th, 2018 regarding the acquisition by the Company of treasury shares for the purpose of their redemption and the establishment of a relevant capital reserve.

Resolution No. 25 of the Ordinary General Meeting of the Shareholders of June 11th, 2018 regarding the acquisition by the Company of treasury shares for the purpose of their redemption and the establishment of a relevant capital reserve provides for the authorization of the Company's Management Board to purchase treasury shares by 30 June 2019.

In order to enable the Company a potential continuation of acquisition of the treasury shares, the Management Board recommends extending the authorization of the Company's Management Board to purchase the treasury shares for one year, i.e. until 30 June 2020.