

# POWERS OF PROXY FORM for the Ordinary General Meeting of QuarticOn S.A. convened for June 27, 2019.

## I. Shareholder (a natural person):

Mr / Ms		Shareholder's contact details
NAME AND SURNAM	ME OF THE SHAREHOLDER	STREET / BUILDING NO
NO AND SERIES OF S	SHAREHOLDER'S ID	CITY / POST CODE
HAREHOLDER'S PE	SEL (PERSONAL IDENTIFICATION) NO	CONTACT EMAIL ADDRESS
HAREHOLDER'S NII	P (TAX IDENTIFICATION) NO	TELEPHONE NUMBER
NUMBER OF SHARE:		
Details of the s	shareholder (legal person or other orga	anizational unit):
KRS (1	NATONAL COURT REGISTER) NO / REGISTER NO	CITY / POST CODE
NIP (PERSONA	L IDENTIFICAION) NO IF IS NOT DISCLOSED IN THE K	KRS CONTACT EMAIL ADDRESS
	NUMBER OF SHARES	TELEPHONE NUMBER
QuarticOn S.A.	<ul> <li>Al. Jerozolimskie 123A, 02-017 Warszawa</li> <li>+48 501 001 413</li> <li>pw@quarticon.com</li> <li>www.quarticon.com</li> </ul>	Sąd Rejonowy dla m.st. Warszawy, XII Wydział Gospodarczy KRS KRS: 0000715276   NIP: PL5213608082   REGON: 142977414 Kapitał zakładowy: 106 650,00 PLN Kwota wpłacona do kapitału zakładowego: 106 650,00 PLN



#### establishes a proxy:

#### Mr / Ms

#### Proxy's contact details:

NAME AND SURNAME OF A PROXY	STREET / BUILDING NO.
PROXY"S PESEL NO	CITY / POST CODE
PROXY'S NIP NO	CONTACT EMAIL ADDRESS

NUMBER OF SHARES

TELEPHONE NUMBER

to represent the Shareholder and owner of the abovementioned shares of QuarticOn S.A. at the Ordinary General Meeting of QuarticOn S.A. convened for June 27, 2019, at 10:30, which will be held at the company's headquarters in Warszawa, at: Al. Jerozolimskie 123A, conference room No. 6 on the 15th floor (Golden Floor) of the Atlas Tower building, and in particular to participate in and speak at the Ordinary General Meeting, to sign the attendance list and to vote on my behalf with:

.....) shares of QuarticOn S.A.

in accordance with the instructions concerning the method of voting which is attached to this form / at the discretion of the proxy.\*

The aforementioned proxy is authorized to represent the Shareholder at the Ordinary General Meeting of Shareholders of QuarticOn S.A. also in case of a break in the Ordinary General Meeting.

The proxy is authorized / not authorized \* to grant further powers of proxy.

Signature of the shareholder / persons authorized to represent the Shareholder

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Attachment to the powers of proxy form

# Instructions

# of voting by proxy at the Ordinary General Meeting of QuarticOn S.A.

#### convened for June 27, 2019

This instructions to exercise the voting right allows to exercise the voting right at the Ordinary General Meeting of Shareholders of QuarticOn S.A. convened for June 27, 2019, at 10:30, which will be held at the company's headquarters in Warszawa, at: Al. Jerozolimskie 123A, conference room No. 6 on the (Golden 15th floor Floor) of the Atlas Tower building. by proxv behalf of Shareholder acting on the ..... 

- > The use of these instructions by a Proxy and a Shareholder is not mandatory.
- The instructions do not replace the powers of proxy granted by the Shareholder (Powers of Proxy Form).
- The Company does not verify the method of voting by the Proxy, i.e. whether the Proxy exercises the right to vote in accordance with the instructions received from the Shareholder.
- The instructions contain draft resolutions to be adopted by the Ordinary General Meeting of Quarticon S.A. convened for June 27, 2019, along with instructions on how to vote from the Shareholder to the Proxy.
- Voting and raising any objection by the Proxy is done by entering an "X" in the appropriate box. If the Shareholder authorizes the Proxy to vote differently from the shares he holds, the Proxy should indicate in the appropriate box the number of votes and the number of shares from which he gives vote "in favor", "against" or "abstains from voting". Incorrectly or ambiguously filled instructions will not be included in the results of voting on a given resolution.
- In the event of an open vote, the instructions filled in by the Shareholder may constitute a voting card for the Proxy. The voting proxy using these instructions should deliver them to the Chairman of the Ordinary General Meeting after voting on a given resolution.

Signature of the shareholder / persons authorized to represent the Shareholder)

# **RESOLUTION NO 1**

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Other comments

# of the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa of June 27, 2019 regarding the election of the chairman of the meeting

# **§**1

The Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa hereby elects **Mr** [name and surname] as the chairman of the Company's meeting

#### § 2

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

# The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

 Vote "in favor"
 Vote "against"
 "abstain from voting"

 Image: Description of shares:
 Image: Description of shares:
 Image: Description of shares:

 The number of shares:
 The number of shares:
 The number of shares:

 The number of votes from the shares:
 The number of votes from the shares:
 The number of votes from the shares:

I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

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# RESOLUTION NO 2 of the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa of June 27, 2019 regarding the adoption of the agenda of the meeting

**§**1

The Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa hereby adopts the following agenda:

- 1. opening the Ordinary General Meeting of the Company;
- 2. adopting a resolution regarding the election of the chairman of the meeting;
- 3. preparing and checking the attendance list and confirming the capacity of the meeting to adopt binding resolutions;
- 4. adopting a resolution regarding the adoption of the agenda of the meeting;
- 5. presenting and reviewing:
  - 1) the Company's financial statements for the financial year 2018;
  - report of the Management Board on the Company's operations for the financial year 2018;
  - 3) report of the Supervisory Board of the Company for the financial year 2018, including the evaluation report on the results of : the Management Board's report on the Company's operations, the Company's financial statements and the Management Board's request concerning coverage of the loss for the financial year 2018;
- 6. adopting resolutions regarding:
  - 1) review and approval of the Company's financial statements for the financial year 2018;
  - review and approval of the Management Board's report on the Company's operations for the financial year 2018;
  - 3) review and approval of the report of the Supervisory Board of the Company for the financial year 2018, including the evaluation report on the results of : the Management Board's report on the Company's operations, the Company's financial statements and the Management Board's request concerning coverage of the loss for the financial year 2018;
  - 4) coverage of the Company's loss for the financial year 2018;
  - 5) granting a vote of approval to **Mr Pawel Wyborski** for the performance of his duties as President of the Management Board in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018;
  - granting a vote of approval to Mr. Michał Giergielewicz for performance of his duties as a Member of the Management Board - Financial Director in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018;

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- granting a vote of approval to Mr Oktawian Jaworek for the performance of his duties as Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1, 2018 to December 31,2018;
- granting a vote of approval to Mr. Konrad Pankiewicz for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1,2018 to August 17, 2018;
- 9) granting a vote of approval to Ms. Paulina Zamojska for performance of her duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1, 2018 to December 31,2018;
- granting a vote of approval to Mr. Ludwik Majewski for the performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018;
- granting a vote of approval to Mr. Sławomir Kornicki for performance of his duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018;
- 12) granting a vote of approval to **Ms. Lucja Gdala** for the performance of her duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018;
- 13) election of a member of the Supervisory Board of the Company.
- 7. other motions
- 8. closing the meeting.

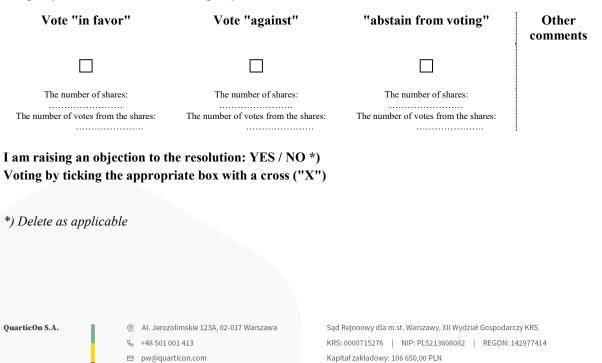
# § 2

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

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#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:



Kwota wpłacona do kapitału zakładowego: 106 650,00 PLN



of the Ordinary General Meeting

### of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

# regarding the review and approval of the Company's financial statements for the financial year 2018

# **§**1

Acting on the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, after reviewing the Company's financial statements for the financial year 2018 together with the opinion of the statutory auditor, Dorota Neubauer, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa has decided to approve the Company's financial statements for the financial year 2018, which include:

- 1. introduction to the financial statements;
- 2. the balance sheet prepared as at 31/12/2018, with total assets and total liabilities of PLN 14,164,727.82;
- 3. profit and loss account for the financial year 2018 showing a net loss in the amount of PLN -1 790 041.39;
- statement of movements in equity; 4.
- 5. cash flow statement;

I

additional information. 6.

§ 2

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

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#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in f	'avor''	Vote "against"	"abstain from voting"	Other comments
The number o		The number of shares:	The number of shares:	
The number of votes		The number of votes from the shares:	The number of votes from the shares:	
Voting by ticking	g the appropr	iate box with a cross ("X")		
*) Delete as appli	icable			

Kapitał zakładowy: 106 650,00 PLN

Kwota wpłacona do kapitału zakładowego: 106 650,00 PLN



# of the Ordinary General Meeting

of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

regarding review and approval of the Management Board's report on the Company's operations for the financial year 2018

## **§**1

Acting on the basis of art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the of Statutes of the Company, after reviewing the Management Board's report on the Company's operations for the financial year 2018, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa has decided to approve the Management Board's report on the Company's operations for the financial year 2018.

§ 2

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

I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"

 $\square$ 

Vote "against"

"abstain from voting"

Other comments

The number of shares: ..... The number of votes from the shares: The number of shares: ..... The number of votes from the shares:

\*) Delete as applicable

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of the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa z dnia 25 czerwca 2018 roku

regarding review and approval of the report of the Supervisory Board of the Company for financial year 2018 including the evaluation report on the results of: the report of the Management Board on the Company's operations, financial statements of the Company and the request of the Management Board regarding the distribution of the Company's profit or coverage of the Company's loss for the financial year 2018

After the review of the report of the Supervisory Board of the Company prepared on the basis of art. 382 § 3 of the Commercial Companies Code for the financial year 2018, including the evaluation report on the results of the report of the Management Board on the Company's operations, the financial statements of the Company and the Management Board's request regarding the distribution of the Company's profit or coverage of the Company's loss for the financial year 2018, the Ordinary General Meeting of QuarticON Spółka Akcyjna with registered office in Warszawa has decided to approve the report of the Supervisory Board of the Company for the financial year 2018 including the evaluation report on the results of: the report of the Management Board on the Company's operations, financial statements of the Company and the request of the Management Board on the Company's operations, financial statements of the Company and the request of the Management Board regarding the coverage of the Company's loss for the financial year 2018.

#### § 2

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

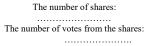
Vote "in favor"

Vote "against"

"abstain from voting"

Other comments

 $\square$ 



I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

\*) Delete as applicable

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# RESOLUTION NO 6 of the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa of June 27, 2019 regarding coverage of the Company's loss for the financial year 2018

### **§**1

Acting on the basis of art. 395 § 2 item 2 of the Commercial Companies Code and § 11paragraph 4 letter c) of the of Statutes of the Company and at the request of the Company's Management Board, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa has decided to cover the Company's loss for the financial year 2018 in the amount of PLN -1 790,041.39, with profits generated by Company in forthcoming years

#### § 2

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

I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"

Vote "against"

"abstain from voting"

Other comments

The number of shares: ..... The number of votes from the shares:

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# of the Ordinary General Meeting

of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

# regarding granting a vote of approval to Pawel Pawel Wyborski for the performance of his duties as the President of the Management Board of the Company

## **§**1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to Mr. Paweł Wyborski for the performance of his duties as the President of the Management Board in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018.

#### § 2

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

I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"

 $\square$ 

Vote "against"

"abstain from voting"

Other comments

 The number of shares: ..... The number of votes from the shares:

\*) Delete as applicable

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## of the Ordinary General Meeting

of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

regarding granting a vote of approval to Mr Michał Giergielewicz for the performance of his duties as a Member of the Management Board - Financial Director

**§**1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to Mr. Michał Giergielewicz for the performance of his duties as Member of the Company's Management Board - Financial Director in the financial year 2018, for the period from January 1, 2018 to December 31, 2018.

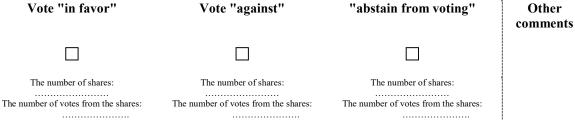
**§ 2** 

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"



I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

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# of the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

regarding granting a vote of approval to Mr Oktawian Jaworek for the performance of his duties as a Member of the Supervisory Board - the Chairman of the Supervisory Board of the Company

#### **§**1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph. 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to **Mr. Oktawian Jaworek** for performance of his duties as Member of the Supervisory Board - Chairman of the Supervisory Board in the financial year 2018, i.e. for the period from January 1, 2018 to December 31, 2018.

§ 2

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"

 $\square$ 

Vote "against"

 $\square$ 

"abstain from voting"

Other comments

 The number of shares: ..... The number of votes from the shares: .....

Voting by ticking the appropriate box with a cross ("X")

I am raising an objection to the resolution: YES / NO \*)

\*) Delete as applicable

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Of the Ordinary General Meeting

Of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

regarding granting a vote of approval to Mr Konrad Pankiewicz for the performance of his duties as a Member of the Supervisory Board of the Company

#### **§**1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter. a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants a vote of approval to **Mr. Konrad Pankiewicz** for performance of his duties as Member of the Supervisory Board in the financial year 2018, i.e. for the period from January 1, 2018 to August 17, 2018.

§ 2

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"	Vote "against"	"abstain from voting"	Other comments
The number of shares:	The number of shares:	The number of shares:	
The number of votes from the shares:	The number of votes from the shares:	The number of votes from the shares:	

I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

\*) Delete as applicable

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# Of the Ordinary General Meeting

Of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

# regarding granting a vote of approval to Ms. Paulina Zamojska for performance of her duties of a Member of the Supervisory Board of the Compan

## **§**1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statues of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to **Ms. Paulina Zamojska** for performance of duties as a Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from January 1,2018 to December 31, 2018 year..

§ 2

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"

 $\square$ 

Vote "against"

"abstain from voting"

Other comments

I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

\*) Delete as applicable

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### of the Ordinary General Meeting

of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

regarding granting a vote of approval to Mr Ludwik Majewski for the performance of his duties as a Member of the Supervisory Board of the Company,

#### **§**1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to **Mr. Ludwik Majewski** for the performance of his duties as Member of the Company's Supervisory Board in financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018.

**§ 2** 

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"	Vote "against"	"abstain from voting"	Other comments
The number of shares:	The number of shares:	The number of shares:	
The number of votes from the shares:	The number of votes from the shares:	The number of votes from the shares:	
I am raising an objection to t	he resolution: YES / NO *)		

Voting by ticking the appropriate box with a cross ("X")

\*) Delete as applicable

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#### Of the Ordinary General Meeting

### Of QuarticON Spółka Akcyjna with its registered office in Warszawa

of June 27, 2019

regarding granting a vote of approval to Mr Sławomir Kornicki for the performance of his duties as a Member of the Supervisory Board of the Compan

# **§**1

Acting on the basis of art. 395 § 2 item 3 of the Commercial Companies Code and § 11 paragraph 4 letter a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warsaw grants the vote of approval to Mr. Sławomir Kornicki for the performance of his duties as Member of the Supervisory Board in the financial year 2018, i.e. for the period from August 17, 2018 to December 31, 2018.

#### **§ 2**

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:

Vote "in favor"

Vote "against" "abstain from voting" Other comments The number of shares: The number of shares: The number of shares: The number of votes from the shares: The number of votes from the shares: The number of votes from the shares: I am raising an objection to the resolution: YES / NO \*)

Voting by ticking the appropriate box with a cross ("X")

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#### of the Ordinary General Meeting

#### of QuarticON Spółka Akcyjna with its registered office in Warszawa

#### of June 27, 2019

regarding granting a vote of approval to Ms. Łucja Gdala for performance of her duties as a Member of the Supervisory Board of the Company

#### **§**1

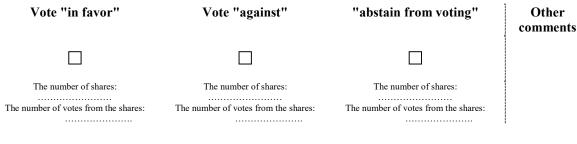
Acting on the basis of art. 395 § 2 point 3 of the Commercial Companies Code and § 11 paragraph 4 letter. a) of the Statutes of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa grants the vote of approval to **Ms. Łucja Gdala** for the performance of her duties as Member of the Supervisory Board of the Company in the financial year 2018, i.e. for the period from August 17, 2012 to December 31, 2018.

#### § 2

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

#### The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way:



I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

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# RESOLUTION NO 15 Of the Ordinary General Meeting Of QuarticON Spółka Akcyjna with its registered office in Warszawa of June 27, 2019 regarding the appointment of a Member of the Supervisory Board of the Company

§1

Acting on the basis of art. 385 § 1 of the Commercial Companies Code and § 12 paragraph 1 letter c) of the Statues of the Company, the Ordinary General Meeting of QuarticON Spółka Akcyjna with its registered office in Warszawa hereby appoints [*name*] [*name and surname*] as the member of the Supervisory Board of the Company

§2

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

## The voting instructions for the Proxy regarding the above resolution.

The proxy should vote in the following way: Vote "in favor" Vote "against" "abstain from voting" Other comments The number of shares: The number of shares: The number of shares: ..... The number of votes from the shares: The number of votes from the shares: The number of votes from the shares: I am raising an objection to the resolution: YES / NO \*) Voting by ticking the appropriate box with a cross ("X")

\*) Delete as applicable

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