

# POWERS OF PROXY FORM

## for the Ordinary General Meeting of QuarticOn S.A.

### convened for November 8, 2019.

#### I. Shareholder (a natural person):

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Mr / Ms

Shareholder's contact details

\_\_\_\_\_  
\_\_\_\_\_  
NAME AND SURNAME OF THE SHAREHOLDER

\_\_\_\_\_  
STREET / BUILDING NO

\_\_\_\_\_  
NO AND SERIES OF SHAREHOLDER'S ID

\_\_\_\_\_  
CITY / POST CODE

\_\_\_\_\_  
SHAREHOLDER'S PESEL (PERSONAL IDENTIFICATION) NO

\_\_\_\_\_  
CONTACT EMAIL ADDRESS

\_\_\_\_\_  
SHAREHOLDER'S NIP (TAX IDENTIFICATION) NO

\_\_\_\_\_  
TELEPHONE NUMBER

\_\_\_\_\_  
NUMBER OF SHARES

#### II. Shareholder (legal entity or other organizational unit):

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##### Details of the shareholder (legal person or other organizational unit):

\_\_\_\_\_  
NAME OF THE ENTITY

\_\_\_\_\_  
STREET / BUILDING NO.

\_\_\_\_\_  
KRS (NATIONAL COURT REGISTER) NO / REGISTER NO

\_\_\_\_\_  
CITY / POST CODE

\_\_\_\_\_  
NIP (PERSONAL IDENTIFICATION) NO IF IS NOT DISCLOSED IN THE KRS

\_\_\_\_\_  
CONTACT EMAIL ADDRESS

\_\_\_\_\_  
NUMBER OF SHARES

\_\_\_\_\_  
TELEPHONE NUMBER



establishes a proxy:

Mr / Ms

Proxy's contact details:

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NAME AND SURNAME OF A PROXY

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PROXY'S PESEL NO

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PROXY'S NIP NO

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NUMBER OF SHARES

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STREET / BUILDING NO.

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CITY / POST CODE

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CONTACT EMAIL ADDRESS

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TELEPHONE NUMBER

to represent the Shareholder and owner of the abovementioned shares of QuarticOn S.A. at the Extraordinary General Meeting of QuarticOn S.A. convened for November 8, 2019, at 10:30, which will be held in Warszawa, at: Al. Jerozolimskie 123A, conference room No. 5 on the 15th floor (Golden Floor Plaza) of the Atlas Tower building, and in particular to participate in and speak at the Extraordinary General Meeting, to sign the attendance list and to vote on my behalf with:

..... (in words: ..... ) 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 Extraordinary General Meeting of Shareholders of QuarticOn S.A. also in case of a break in the Extraordinary General Meeting.

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

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

*\* Delete as applicable*



**Attachment to the powers of proxy form**

**Instructions  
of voting by proxy  
at the Extraordinary General Meeting of QuarticOn S.A.  
convened for November 8, 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 November 8, 2019, at 10:30, which will be held in Warszawa, at: Al. Jerozolimskie 123A, conference room No. 5 on the 15th floor (Golden Floor Plaza) of the Atlas Tower building, by proxy

..... acting on behalf of the  
Shareholder

.....

- 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 Extraordinary General Meeting of QuarticOn S.A. convened for November 8, 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 Extraordinary General Meeting after voting on a given resolution.

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



**RESOLUTION NO 1/2019  
OF THE EXTRAORDINARY GENERAL MEETING  
of QuarticOn S.A.  
on the election of the Chairperson of the Meeting  
§ 1**

The Extraordinary General Meeting of QuarticOn S.A. ("**the Company**") hereby elects [*first and last name*] as the Chairperson of the Company's Extraordinary General Meeting.

**§ 2**

The Resolution shall become effective upon 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
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
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*



**RESOLUTION NO 2/2019**  
**OF THE EXTRAORDINARY GENERAL MEETING**  
**of QuarticOn S.A.**  
***on the approval of the General Meeting's agenda***

**§ 1**

The Extraordinary General Meeting of QuarticOn S.A. shall have the following agenda:

- 1) open the Extraordinary General Meeting of the Company;
- 2) elect the Chairperson of the Company's Extraordinary General Meeting;
- 3) determine whether the Company's Extraordinary General Meeting has been duly convened, and whether it is able to pass resolutions;
- 4) approve the agenda of the Company's Extraordinary General Meeting;
- 5) adopt a resolution on increasing the share capital of the Company by issuing the Series F ordinary bearer shares and depriving the existing shareholders of the Company of their subscription rights to new shares, and on amending the Company's Articles of Association;
- 6) adopt a resolution on the amendment of the Company's Articles of Association and the authorisation of the Company's Management Board to increase the share capital within the authorised share capital limit, with an option to deprive existing shareholders of their subscription rights;
- 7) adopt a resolution on the amendment of Resolution No 7 of the Company's General Meeting of 06 June 2018 on the introduction of an incentive programme at the Company, the issue of Series A subscription warrants, including the deprivation of shareholders of their subscription rights to all the Series A subscription warrants, a conditional increase in the Company's share capital, including the deprivation of shareholders of all their subscription rights, and on amending the Company's Articles of Association and authorising the Supervisory Board to adopt the consolidated text of the Company's Articles of Association;
- 8) pass a resolution on the authorisation of the Company's Supervisory Board to adopt the consolidated text of the Company's Articles of Association;
- 9) deal with any other business;
- 10) close the Meeting.

**§ 2**

The Resolution shall become effective upon 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
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
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*



**RESOLUTION NO 3/2019  
OF THE EXTRAORDINARY GENERAL MEETING  
of QuarticOn S.A.**

***on increasing the share capital of the Company by issuing the Series E ordinary bearer shares and depriving the existing shareholders of the Company of their subscription rights to new shares, and on amending the Company's Articles of Association***

Pursuant to Articles 430–433 of the Polish Commercial Companies and Partnerships Code (CCPC), the Extraordinary General Meeting of QuarticOn S.A. hereby resolves that:

**§ 1**

1. The Company's share capital shall be increased by no more than **PLN 2,000.00** (two thousand zloty) by issuing no more than **20,000** (twenty thousand) **Series F shares with a nominal value of PLN 0.10** (PLN 10/100, ten groszy) each ("Series F shares").
2. All Series F shares shall be ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.
3. The issue shall be effected if at least one (1) Series F share has been subscribed for.
4. Before registering the share capital increase, the Management Board shall issue a declaration, in the form of a notarial deed, on the amount of the increased share capital subscribed for, in accordance with Article 310 § 2 and § 4, in conjunction with Article 431 § 7, of the CCPC.
5. The Series F shares shall be paid for by contributions in cash before the share capital increase is registered.
6. The issue price of the Series F shares shall be set by the Company's Management Board and approved by the Company's Supervisory Board.
7. The Series F shares shall qualify for the dividend payable to the shareholders for the financial year ending on 31 December 2019.
8. The Series F shares shall be subscribed for through private placement, as defined in Article 431 § 1 (1) of the CCPC, based on a share subscription offer made by the Company's Management Board to specifically identified individuals and entities.
9. The Series F Share Subscription Agreements shall be concluded within three (3) months of adoption of this Resolution.

**§ 2**

1. Upon becoming familiar with the written opinion of the Company's Management Board, the Company's General Meeting shall deprive existing shareholders, of their subscription right to all the Series F shares, i.e. exclude the subscription rights of existing shareholders, to all the Series F shares.

2. The opinion issued by the Management Board under Article 433 § 2 of the CCPC to explain the reasons for the exclusion of the subscription rights shall be appended to this Resolution.
3. The shareholders share the view of the Company's Management Board that the exclusion of their subscription rights to the Series F shares is in the Company's best interest, as explained in the aforementioned written opinion. The Company's General Meeting hereby resolves that the text of the aforementioned written opinion given by the Company's Management Board shall be considered as the explanation required under Article 433 § 2 of the CCPC.

### § 3

1. The Company's General Meeting hereby authorises and obliges the Company's Management Board to perform all factual and legal acts necessary to define and agree on the specific terms of issue of the Series F shares, including in particular to:
  - 1) set the issue price of the Series F shares, subject to the Supervisory Board's prior approval of that issue price;
  - 2) choose the identified individuals and/or entities to whom to offer the subscription of the Series F shares;
  - 3) draw up and conclude the Series F Share Subscription Agreements;
  - 4) perform any other factual and legal acts in respect of increasing the Company's share capital under this Resolution;
2. The Company's General Meeting further authorises the Company's Management Board to perform all the factual and legal acts necessary to dematerialise the shares and to seek approval to float them through the NewConnect alternative trading system, including to conclude an agreement on registering the Series F shares in the depository for securities operated by The Central Securities Depository of Poland.

### § 4

Due to the Company's share capital increase, the General Meeting hereby resolves that:

- **§ 5 (1) of the Articles of Association shall be amended to the following wording:**

1. *"The Company's share capital shall be PLN 125,527.30 (one hundred twenty-five thousand and five hundred twenty-seven zloty, 30/100 – thirty groszy), divided into:*
  - 1) **1,066,500** (one million sixty-six thousand and five hundred) Series A ordinary bearer shares with a nominal value of PLN 0.10 (10/100, ten groszy) each;
  - 2) **50,556** (fifty thousand five hundred and fifty-six) Series B ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
  - 3) **17** (seventeen) Series C ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;
  - 4) **118,200** (one hundred eighteen thousand and two hundred) Series E ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each;



- 5) **20,000** (twenty thousand) Series F ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) each.”

**§ 5**

The Resolution shall become effective upon 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
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
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*



**RESOLUTION NO 4/2019  
OF THE EXTRAORDINARY GENERAL MEETING  
of QuarticOn S.A.**

***on the amendment of the Company's Articles of Association and the authorisation of the Company's Management Board to increase the share capital within the authorised share capital limit, with an option to deprive existing shareholders of their subscription rights***

**§ 1**

Pursuant to Article 430 of the Polish Commercial Companies and Partnerships Code (CCPC), the Extraordinary General Meeting of QuarticOn S.A. hereby resolves that:

- **the Company's Articles of Association shall be amended by adding § 5a after § 5 of the Articles of Association, with the following wording:**

1. *“The Management Board shall be authorised to increase the Company’s share capital through one or several capital increases by no more than **PLN 10,000.00** (ten thousand zloty) by issuing no more than **100,000** (one hundred thousand) new shares of the Company of the individual series.*
2. *The authorisation to increase the Company’s share capital within the authorised share capital limit and to issue new shares within the limit set in § 1 (1) above shall be given for the period until 31 December 2020.*
3. *The Management Board shall require the Supervisory Board's approval for each increase in the Company’s share capital within the authorised share capital limit set in § 1 (1) above.*
4. *Shares issued within the authorised share capital limit may be subscribed for against contributions in cash and in kind. Each Management Board's resolution on the issue of shares against contributions in kind shall require the Supervisory Board’s approval.*
5. *Each Management Board’s resolution on setting the issue price shall require the Supervisory Board’s approval. The total issue price for all issues within the authorised share capital limit may not be lower than 80% of the current market price of the shares, calculated as the average share price for the month preceding the Management Board’s resolution, rounded to the whole 10 groszy.*
6. *The Management Board shall be authorised to make any decisions required in respect of the share capital increase within the authorised share capital limit, and in particular to:*
  1. *set the number of shares to be issued as a lot or series;*

2. *set the number of individuals to whom the individual stock issues will be offered;*
  3. *set the subscription date(s), unless the subscription right is excluded;*
  4. *amend the Articles of Association as required for increasing the Company's share capital within the authorised share capital limit, and for establishing the consolidated text which incorporates such amendments;*
  5. *define any other terms in respect of share subscription;*
  6. *have the shares dematerialised and to conclude Share Registration Agreements with Krajowy Depozyt Papierów Wartościowych S.A.;*
  7. *have the shares floated through the NewConnect alternative trading system.*
7. *Subject to the Supervisory Board's approval, the Company's Management Board may deprive existing shareholders of their subscription rights to all or part of new shares (subscription rights) in relation to each share capital increase within the authorised share capital limit.*
8. *The Management Board's authorisation to increase the share capital within the authorised share capital limit shall be without prejudice to the General Meeting's right to effect an ordinary share capital increase while the Management Board is exercising that authorisation.*
9. *The purpose of increase the Company's share capital stated above can be only related to M&A projects."*

## § 2

The Resolution shall become effective upon 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
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
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*



**RESOLUTION NO 5/2019  
OF THE EXTRAORDINARY GENERAL MEETING  
of QuarticOn S.A.**

***on the amendment of Resolution No 7 of the Company's General Meeting of 06 June 2018 on the introduction of an incentive programme at the Company, the issue of the Series A subscription warrants, including the deprivation of shareholders of their subscription rights to all the Series A subscription warrants, a conditional increase in the Company's share capital, including the deprivation of shareholders of all their subscription rights, and on amending the Company's Articles of Association and authorising the Supervisory Board to adopt the consolidated text of the Company's Articles of Association;***

**§ 1**

The Extraordinary General Meeting of QuarticOn S.A. hereby resolves that the incentive programme ("the Programme") introduced at the Company under Resolution No 7 of the Company's General Meeting of 06 June 2018 shall be extended until **31 December 2021**. Accordingly, the General Meeting hereby resolves that:

- **§ 4 (2) (5) of Resolution No 7 of the Company's General Meeting of 06 June 2018 shall be amended to the following wording:**
  - 5) *"The Programme shall be adopted for a definite period and shall expire on the thirty-first day of December two thousand and twenty-one (2021-12-31); however, after the Programme expires, those Eligible shall not forfeit their rights acquired during the Programme."*
- **§ 8 (8) of Resolution No 7 of the Company's General Meeting of 06 June 2018 shall be amended to the following wording:**
  8. *"The rights attached to the Series A Subscription Warrants may be exercised no later than on the thirtieth of November two thousand and twenty-one (2021-11-30)."*
- **§ 10 (3) of Resolution No 7 of the Company's General Meeting of 06 June 2018 shall be amended to the following wording:**
  3. *"The subscription rights to the Series D shares may be exercised no later than on the thirty-first of December two thousand and twenty-one (2021-12-31)."*

**§ 2**

The Resolution shall become effective upon adoption.

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

The proxy should vote in the following way:

<b>Vote "in favor"</b>	<b>Vote "against"</b>	<b>"abstain from voting"</b>	<b>Other comments</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
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*



**RESOLUTION NO 6/2019  
OF THE EXTRAORDINARY GENERAL MEETING  
of QuarticOn S.A.**

***on the authorisation of the Company's Supervisory Board to adopt the consolidated text of the  
Company's Articles of Association***

**§ 1**

Pursuant to Article 430 § 5 of the Polish Commercial Companies and Partnerships Code (CCPC), the Extraordinary General Meeting of QuarticOn S.A. hereby authorises the Supervisory Board to adopt the consolidated text of the Company's Articles of Association incorporating the amendments made under Resolution No 3 and Resolution No 4 of today's General Meeting.

**§ 2**

The Resolution shall become effective upon adoption.

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

The proxy should vote in the following way:

<b>Vote "in favor"</b>	<b>Vote "against"</b>	<b>"abstain from voting"</b>	<b>Other comments</b>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
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*