

1.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the election of the Chairperson**

§ 1

On the basis of § 4 par. 2 of the By-Laws of the Company's General Assembly, the Ordinary General Assembly hereby elects Mr ..... to fulfil the duties of the Chairman of the Assembly.

§2

The resolution shall come into force on the date of its adoption.

2.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the adoption of the agenda**

§1

Acting on the basis of § 4 par. 3 of the By-Laws of the Company's General Assembly, the Ordinary General Assembly hereby decides to accept the following agenda:

- 1) Opening the session and election of the Chairperson of the Ordinary General Assembly.
- 2) Making, signing by the Chairperson and laying out the list of attendance.
- 3) Ascertaining the correctness of the convocation of the Ordinary General Assembly and its capacity to adopt resolutions.
- 4) Adoption of the agenda of the Ordinary General Assembly.
- 5) Abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee.
- 6) Election of the Ballot Counting Committee.
- 7) Presentation of the following by the Company's Management Board:
  - a. the financial statements of INPRO SA for the year ended on 31 December 2016,
  - b. the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2016,
  - c. report of the Management Board of the activity of the INPRO SA Corporate Group in 2016 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna.
- 8) Presentation of the following by the Company's Supervisory Board:
  - a. the assessment of the Company's situation in 2016 with the evaluation of the internal control system, the risk management system as well as compliance, prepared by the Supervisory Board of INPRO SA in conformity with the Code of Best Practice for WSE Listed Companies, along with the need to separate the audit function from the organisation point of view,
  - b. the report of the activity of the Supervisory Board of INPRO SA, prepared in conformity with the Code of Best Practice for WSE Listed Companies,
  - c. the assessment of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and with the obligations regarding current and periodic information submitted by the issuers of securities, as well as information on sponsoring, charity or other similar policies.

- 9) Consideration of the financial statements of INPRO SA for the year ended on 31 December 2016.
- 10) Consideration of the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2016.
- 11) Consideration of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2016 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna.
- 12) Consideration of resolutions by the Supervisory Board of the Company:
  - a. on the assessment of the financial statements of INPRO SA for the year ended on 31 December 2016, the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2016 and of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2016 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna,
  - b. on the assessment by the Supervisory Board of INPRO SA of the Company's situation in 2016 with the evaluation of the internal control system, the risk management system as well as compliance, prepared by the Supervisory Board of INPRO SA in conformity with the Code of Best Practice for WSE Listed Companies, along with the need to separate the audit function from the organisation point of view,
  - c. on the assessment by the Supervisory Board of INPRO SA of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and with the obligations regarding current and periodic information submitted by the issuers of securities, as well as information on the pursuance/non-pursuance of sponsoring or charity policies by the Company,
  - d. on the adoption of the report of the activity of the Supervisory Board of INPRO SA in 2016,
  - e. on the assessment of the proposal by the Management Board concerning the division of profit, fixing the record day and the dividend payment date.
- 13) Adoption by the Ordinary General Assembly of a resolution on the approval of the financial statements of INPRO SA for the year ended on 31 December 2016.
- 14) Adoption by the Ordinary General Assembly of a resolution on the approval of the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2016.
- 15) Adoption by the General Assembly of a resolution on the approval of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2016 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna.
- 16) Adoption by the Ordinary General Assembly of a resolution on the division of the Company's net profit for the period from 01 January 2016 to 31 December 2016, and on setting out the record day and the dividend payment date.
- 17) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the President of the Company's Management Board, Mr Piotr Janusz Stefaniak, in 2016.
- 18) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Zbigniew Feliks Lewiński, in 2016.
- 19) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's Management Board, Mr Krzysztof Marian Maraszek, in 2016.
- 20) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Company's Supervisory Board, Mr Jerzy Glanc, in 2016.
- 21) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Krzysztof Gaśak, in 2016.
- 22) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Wojciech Stefaniak, in 2016.
- 23) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Szymon Lewiński, in 2016.
- 24) Adoption by the Ordinary General Assembly of a resolution on the acknowledgement of the fulfilment of duties by a Member of the Company's Supervisory Board, Mr Łukasz Maraszek, in 2016.
- 25) Adoption by the Ordinary General Assembly of resolutions on the appointment of the members of the Company's Supervisory Board and on fixing their remuneration.
- 26) Closing the session.

§2

The resolution shall come into force on the date of its adoption.

3. **Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the abrogation of the secrecy of voting on the resolution on the election of the Ballot Counting Committee**

§ 1

Acting on the basis of Article 420 § 3 of the Commercial Companies Code, the Ordinary General Assembly hereby decides to abrogate the secrecy of voting on the resolution on the election of the Ballot Counting Committee.

§ 2

This resolution shall come into force on the date of its adoption.

4. **Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the election of the Ballot Counting Committee**

§ 1

Acting on the basis of § 5 par. 1 of the By-Laws of the Company's General Assembly, the Ordinary General Assembly hereby decides to appoint the following members of the Ballot Counting Committee:

- .....
- .....
- .....

§ 2

This resolution shall come into force on the date of its adoption.

5. **Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the approval of the financial statements of INPRO SA for the year ended on 31 December 2016.**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code, having become familiar with and reviewed the details the financial statements of INPRO SA for the year ended on 31 December 2016, the Ordinary General Assembly approves the financial statements of INPRO SA for the year ended on 31 December 2016, comprising:

1. the balance sheet made as at 31 December 2016 showing at the assets and equity and liabilities sides the sum of 309,581,029.50 zlotys,
2. the income statement showing the net profit of 25,367,957.78 zlotys,
3. the cash flow statement showing the decrease of cash by the sum of 6,803,330.52 zlotys,
4. the statement of changes in equity showing the increase in equity by the sum of 13,355,957.78 zlotys,
5. Notes and explanations.

§ 2

This resolution shall come into force on the date of its adoption.

6. **Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the approval of the consolidated financial statements of the INPRO SA Corporate Group  
for the year ended on 31 December 2016**

§ 1

Acting on the basis of Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed the details the consolidated financial statements of the INPRO SA Corporate Group for the year ended on 31 December 2016, the Ordinary General Assembly approves the consolidated financial statements of the INPRO SA Group for the year ended on 31 December 2016, comprising:

1. the balance sheet made as at 31 December 2016 showing at the assets and equity and liabilities sides the sum of 358,120,584.78 zlotys,
2. the income statement showing the net profit of 29,338,990.71 zlotys,
3. the cash flow statement showing the decrease in cash by the sum of 9,718,366.34 zlotys,
4. the statement of changes in equity showing the increase in equity by the sum of 16,819,420.71 zlotys,
5. Notes and explanations.

§ 2

This resolution shall come into force on the date of its adoption.

7.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017**

**on the approval of the report of the Management Board of the activity of the INPRO SA Corporate Group in 2016  
containing the report of the activity of the parent entity, INPRO Spółka Akcyjna**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 1 and Article 395 § 5 of the Commercial Companies Code, having become familiar with and reviewed in detail the report of the Management Board of the activity of INPRO SA Corporate Group in 2016 containing the report of the activity of the parent entity, INPRO Spółka Akcyjna, the Ordinary General Assembly hereby approves the report of the Management Board of the activity in 2016 as described above.

§ 2

This resolution shall come into force on the date of its adoption.

8.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017**

**on the division of the Company's net profit for the period from 01 January 2016 to 31 December 2016  
and on setting out the record day and the dividend payment date**

§1

1. Acting on the basis of Article 395 § 2 item 2 of the Commercial Companies Code, the Ordinary General Assembly decides to allocate part of the profit following from the Company's financial statements for 2016 in the amount of **10,010,000.00** zlotys i.e. 0.25 zlotys per share, towards the dividend to the Company's shareholders and allocate the remaining part of the profit in the amount of **15,357,957.78** zlotys to the Company's supplementary capital.
2. Acting on the basis of Article 348 § 3 of the Commercial Companies Code, the Ordinary General Assembly decides to set out the record day for 13 June 2017 and the dividend payment date for 27 June 2017.

§2

This resolution shall come into force on the date of its adoption.

**9.** **Resolution No. ..../2017**  
**of the Ordinary General Assembly**  
**of INPRO SA with its registered office in Gdańsk**  
**of 2 June 2017**  
**on the acknowledgement of the fulfilment of duties by the President of the Management Board, Piotr Janusz Stefaniak,**  
**of the fulfilment of duties in 2016**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Piotr Janusz Stefaniak, President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

**10.** **Resolution No. ..../2017**  
**of the Ordinary General Assembly**  
**of INPRO SA with its registered office in Gdańsk**  
**of 2 June 2017**  
**on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board,**  
**Zbigniew Feliks Lewiński, of the fulfilment of duties in 2016**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Zbigniew Feliks Lewiński, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

**11.** **Resolution No. ..../2017**  
**of the Ordinary General Assembly**  
**of INPRO SA with its registered office in Gdańsk**  
**of 2 June 2017**  
**on the acknowledgement of the fulfilment of duties by the Vice-President of the Management Board, Krzysztof Marian**  
**Maraszek, of the fulfilment of duties in 2016**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Marian Maraszek, the Vice-President of the Management Board of the Company, in his activity as a member of the Management Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

12.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017**

**on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Jerzy Glanc,  
of the fulfilment of duties in 2016**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Jerzy Glanc, the Chairman of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

13.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Krzysztof Gaśak,  
of the fulfilment of duties in 2016**

§1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Krzysztof Gaśak, a member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

14.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017**

**on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Wojciech Stefaniak,  
of the fulfilment of duties in 2016**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Wojciech Stefaniak, a Member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

15. **Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Szymon Lewiński,  
of the fulfilment of duties in 2016**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Szymon Lewiński, a Member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

16. **Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the acknowledgement of the fulfilment of duties by a Member of the Supervisory Board, Łukasz Maraszek,  
of the fulfilment of duties in 2016**

§ 1

Acting on the basis of Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Assembly acknowledges the fulfilment of duties by Mr Łukasz Maraszek, a Member of the Supervisory Board of the Company, in his activity as a member of the Supervisory Board in the financial year 2016 comprising the period from 01/01/2016 to 31/12/2016.

§2

This resolution shall come into force on the date of its adoption.

17. **Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the appointment of a member of the Supervisory Board of INPRO S.A.**

§ 1

1. Acting on the basis of § 12 item 10 of the Company's Statutes, the Ordinary General Assembly hereby decides to appoint Mr/Ms // member of the Supervisory Board as of 2 June 2017 for the common term of office.
2. The Ordinary General Assembly hereby ascertains that the appointed member of the Supervisory Board, Mr/Ms //, is appointed Independent Member in the meaning of § 10 item 11 of the Company's Statutes and of § 4 item 1 of the By-Laws of the Supervisory Board and that he/she filed a statement governed by § 9 item 7 of the By-Laws of the General Assembly on the fulfilment by him/her of the criteria set out in § 10 item 12 points a) to j) of the Company's Statutes and the criteria set out in § 4 item 2 of the By-Laws of the Supervisory Board, as well as a statement on consent to being a candidate, as governed by § 9 item 8 of the By-Laws of the General Assembly.

§ 2

This resolution shall come into force on the date of its adoption.

18.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on the appointment of a member of the Supervisory Board of INPRO S.A.**

§ 1

1. Acting on the basis of § 12 item 10 of the Company's Statutes, the Ordinary General Assembly hereby decides to appoint Mr/Ms // member of the Supervisory Board as of 2 June 2017 for the common term of office.
2. The Ordinary General Assembly hereby ascertains that the appointed member of the Supervisory Board, Mr/Ms //, filed a statement on consent to being a candidate, as governed by § 9 item 8 of the By-Laws of the General Assembly, and a statement governed by § 9 item 7 of the By-Laws of the General Assembly on non-compliance by him/her with the independence criteria set out in § 10 item 12 points a) to k) of the Company's Statutes and the independence criteria set out in § 4 item 2 of the By-Laws of the Supervisory Board.

§ 2

This resolution shall come into force on the date of its adoption.

19.

**Resolution No. ..../2017  
of the Ordinary General Assembly  
of INPRO SA with its registered office in Gdańsk  
of 2 June 2017  
on fixing the remuneration of the members of the Supervisory Board of INPRO SA**

§ 1

Acting on the basis of § 10 item 15 and § 12 item 10 of the Company's Statutes, taking into account § 15 of the By-Laws of the Supervisory Board, the Ordinary General Assembly hereby fixes the remuneration of the members of the Supervisory Board as follows:

- a) the remuneration of the Chairperson of the Supervisory Board in the amount of PLN ... gross for each session of the Supervisory Board,
- b) the remuneration of the Vice-Chairperson of the Supervisory Board in the amount of PLN ... gross for each session of the Supervisory Board,
- c) the remuneration of the Secretary of the Supervisory Board in the amount of PLN ... gross for each session of the Supervisory Board,
- d) the remuneration of the various Members of the Supervisory Board, who do not fulfil the function of Chairperson, Vice-Chairperson or Secretary of the Supervisory Board, in the amount of PLN ... gross for each session of the Supervisory Board.

§ 2

This resolution shall come into force on the date of its adoption.