

Date of issue: 30 May 2019

Current report no 9/2019

Draft Resolutions to be presented at the Ordinary General Meeting of Shareholders

Legal basis: Article 56.1.2 of the Act on Public Offering – Current and Periodic Information

Content of the report:

The Management Board of ARCUS S.A. (‘the Company’) with its registered office in Warsaw hereby discloses the Draft Resolutions to be discussed at the Ordinary General Meeting of the Company’s Shareholders convened for 27 June 2019.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Rafał Czeredys – Member of the Management Board

Point 2 of the Agenda:

**Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on the appointment of a Chairperson of the Ordinary General Meeting**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to appoint Mr./Ms. _____ as a Chairperson of the Ordinary General Meeting.

Point 4 of the Agenda:

**Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on the adoption of the agenda**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to adopt the Agenda of the Ordinary General Meeting in the wording consistent with the Agenda announced in the notice of this General Meeting published by the Company on 30 May 2019 in a current report No 5/2018 and on the Company's website: www.arcus.pl website.

**Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on the withdrawal from the appointment of the vote counting committee**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves not to appoint the vote counting committee at this General Meeting.

Justification for resignation from the appointment of the vote counting committee:

In the notice convening the General Meeting, the Company recommended to support the General Meeting with the Electronic Vote Counting System. A service provider has signed an appropriate agreement with the Company. The chairman of the GM will supervise the correctness of the service and will revise reports on individual voting carried with the use of aforementioned system.

Point 5 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019

on the approval of the Supervisory Board's report on the results of the assessment of the Company's separate financial statement for the year ended 31 December 2018 and the Management Board's report on Company's activities in 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the results of the assessment of the Company's separate financial statement for the year ended 31 December 2018 and the Management Board's report on Company's activities in 2018.

Point 6 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019

on the approval of the Supervisory Board's report on the results of the assessment of the Group's consolidated financial statement for the year ended 31 December 2018 and the Management Board's report on Group's activities in 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the results of the assessment of the Group's consolidated financial statement for the year ended 31 December 2018 and the Management Board's report on Group's activities in 2018.

Point 7 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on the approval of the Supervisory Board's report
on the assessment of its activities in 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the assessment of its activities in 2018.

Point 8 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on the approval of the Supervisory Board's report on the assessment of the Company's
and Group's position in 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves as follows:

Par. 1

The Supervisory Board's report on the assessment of the Company's position in 2018 is approved.

Par. 2

The Supervisory Board's report on the assessment of the Group's position in 2018 is approved.

Point 9 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019

on the approval of the Management Board's reports on the activities of the Company and the Group in 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves as follows:

Par. 1

The Management Board's report on the Company's activities in the financial year ended 31 December 2018 is approved.

Par. 2

The Management Board's report on the Group's activities in the financial year ended 31 December 2018 is approved.

Point 10 of the Agenda:

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 27 June 2019

on the approval of the Company's separate financial statement and the Group's consolidated financial statement for the financial year ended 31 December 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves as follows:

Par. 1

The separate financial statement of the Company for the financial year ended 31 December 2018, consisting of: balance sheet as at 31 December 2018 with total assets of 103,253,831.51 (one hundred and three million, two hundred and fifty-three thousand, eight hundred and thirty-one zlotys and fifty-one grosz), profit and loss account for the period of 1 January 2018 - 31 December 2018 with net sales revenues of PLN 114,707,985.67 (one hundred and fourteen million, seven hundred and seven thousand, nine hundred and eighty-five zlotys, sixty-seven grosz) and net profit of PLN 1,700,760.58 (one million seven hundred and seven thousand seven hundred and sixty zlotys fifty-eight grosz), is approved.

Par. 2

The consolidated financial statement of ARCUS S.A. Group for the financial year ended 31 December 2018, consisting of: balance sheet as at 31 December 2018 with total assets of PLN 103,563,715.50 (one hundred three million five hundred sixty three thousand seven hundred fifteen zlotys fifty grosz), profit and loss account for the period of 1 January 2018 - 31 December 2018

with net sales revenues of PLN 138,380,745.89 (one hundred thirty-eight million three hundred eighty thousand seven hundred forty-five eighty-nine grosz) and net loss of PLN 36,983.01 (thirty-six thousand nine hundred and eighty-three zlotys one grosz), is approved.

Point 11 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on the approval of the Supervisory Board's report on the assessment of the Management Board's proposal on distribution of profit for the financial year 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw hereby resolves to approve the Supervisory Board's report on the assessment of the Management Board's proposal on distribution of profit for the financial year 2018.

Point 12 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on distribution of profit for the financial year 2018 ended 31 December 2018

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, in accordance with the proposal of the Management Board and the opinion of the Supervisory Board, hereby resolves to allocate the profit of the Company for the financial year ended 31 December 2018 in the amount of PLN 1,700,760.58 (one million, seven hundred thousand, seven hundred and sixty zlotys, fifty-eight grosz) to the reserve capital of the Company.

Point 13 of the Agenda:

Resolution
of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019
on granting approval of the performance of duties

by the President of the Management Board

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the President of the Management Board by Mr. Michał Czeredys in the financial year ended 31 December 2018.

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 27 June 2019

on granting approval of the performance of duties

by the Member of the Management Board

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Management Board by Mr. Rafał Czeredys in the financial year ended 31 December 2018.

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 27 June 2019

on granting approval of the performance of duties

by the Chairman of the Supervisory Board

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Chairman of the Supervisory Board by Mr. Marek Czeredys in the financial year ended 31 December 2018.

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 27 June 2019

**on granting approval of the performance of duties
by the Vice-Chairman of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Vice-Chairman of the Supervisory Board by Mr. Tomasz Konewka in the financial year ended 31 December 2018.

Resolution

**of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019**

**on granting approval of the performance of duties
by the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Michał Łotoszyński in the financial year ended 31 December 2018.

Resolution

**of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019**

**on granting approval of the performance of duties
by the Member of the Supervisory Board**

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Krzysztof Franciszek Przybył in the financial year ended 31 December 2018.

Resolution

**of the Ordinary General Meeting of ARCUS S.A.
with its registered office in Warsaw
of 27 June 2019**

on granting approval of the performance of duties

by the Member of the Supervisory Board

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Boguslaw Wasilewko in the financial year ended 31 December 2018 for the period from 1 January 2018 to 27 June 2018.

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 27 June 2019

on granting approval of the performance of duties

by the Member of the Supervisory Board

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mr. Krzysztof Rajczewski in the financial year ended 31 December 2018 for the period from 27 June 2018 to 31 December 2018.

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 27 June 2019

on granting approval of the performance of duties

by the Member of the Supervisory Board

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to grant approval of the performance of duties of the Member of the Supervisory Board by Mrs. Jolanta Grus in the financial year ended 31 December 2018 for the period from 27 June 2018 to 31 December 2018.

Point 14 of the Agenda:

Resolution

of the Ordinary General Meeting of ARCUS S.A.

with its registered office in Warsaw

of 27 June 2019

on the merger with a subsidiary company – T-matic Systems Spółka Akcyjna

The Ordinary General Meeting of ARCUS S.A. with its registered office in Warsaw, hereby resolves to approve the merger of ARCUS Spółka Akcyjna with its subsidiary T-matic Systems Spółka Akcyjna.