

**DRAFT RESOLUTIONS OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF  
RESBUD SE WHICH WILL BE HELD ON 1 MAY 2019**

**1. Acknowledgment of the resignation of members of the Supervisory Board**

1. To acknowledge that the members of the Supervisory Board of the Company have submitted the resignation letters to the Company with effect as of 28 March 2019.
  
2. To deem that the term of office and the authorities of the members of the Supervisory Board of the Company Jacek Koralewski (personal identification code 37103010097), Małgorzata Patrowicz (personal identification code 47003100017), Martyna Patrowicz (personal identification code 49909190016) and Wojciech Wiesław Hetkowski (personal identification code 35112090158) have been terminated as of 28 March 2019.

**2. Election of the new members of the Supervisory Board**

1. To elect 3 to 7 new members of the Supervisory Board of the Company as follows:
  1. To elect [name and other personal data to be added based on proposals from the shareholders] to the position of the new member of the Supervisory Board of the Company for a term of five (5) years. The term of office and the authorities of the member of the Supervisory Board shall commence as of the adoption of this resolution;
  2. To elect [name and other personal data to be added based on proposals from the shareholders] to the position of the new member of the Supervisory Board of the Company for a term of five (5) years. The term of office and the authorities of the member of the Supervisory Board shall commence as of the adoption of this resolution;
  3. To elect [name and other personal data to be added based on proposals from the shareholders] to the position of the new member of the Supervisory Board of the Company for a term of five (5) years. The term of office and the authorities of the member of the Supervisory Board shall commence as of the adoption of this resolution;
  4. To elect [name and other personal data to be added based on proposals from the shareholders] to the position of the new member of the Supervisory Board of the Company for a term of five (5) years. The term of office and the authorities of the member of the Supervisory Board shall commence as of the adoption of this resolution;
  5. To elect [name and other personal data to be added based on proposals from the shareholders] to the position of the new member of the Supervisory Board of the Company for a term of five (5) years. The term of office and the authorities of the member of the Supervisory Board shall commence as of the adoption of this resolution;
  6. To elect [name and other personal data to be added based on proposals from the shareholders] to the position of the new member of the Supervisory Board of the Company for a term of five (5) years. The term of office and the authorities of the member of the Supervisory Board shall commence as of the adoption of this resolution;
  7. To elect [name and other personal data to be added based on proposals from the shareholders] to the position of the new member of the Supervisory Board of the Company for a term of five (5) years. The term of office and the authorities of the member of the Supervisory Board shall commence as of the adoption of this resolution;

**3. Amendment of sections 2.1 and 2.4 of the Articles of Association of the Company**

1. In connection with the increase of the share capital of the Company, to amend sections 2.1 and 2.4 of the Articles of Association of the Company and to approve these in the new wordings as follows:

*"2.1 The minimum amount of share capital of the Company is 12 457 500 euros and the maximum amount of share capital is 49 830 000 euros."*

*"2.4 The minimum number of the shares of the Company without nominal value is 113 250 000 shares and the maximum number of the shares of the Company without nominal value is 453 000 000 shares."*

2. To approve the new version of the Company's articles of association with the abovementioned amendments.

#### **4. Increase of the share capital of the Company**

1. To increase the share capital of the Company on the following terms:
  1. the number of new shares: 440,000,000;
  2. the issue price: minimum issue price is EUR 0,1467 (EUR 0,11 as the no-par value and EUR 0,0367 as share premium) for each share. To grant the Supervisory Board the right to determine a higher share premium until the subscription commences in which case the issue price shall be adjusted respectively;
  3. the amount of the increase of the share capital: EUR 48,400,000 (440,000,000 shares) (the amount of the share capital after the increase shall be EUR 49,830,000);
  4. the new shares will be of the same class as all existing shares of RESBUD SE (RESBUD aktsia, ISIN-code EE3100142985);
  5. in connection with the share capital increase pursuant to these resolutions, to exclude the pre-emptive right of the existing shareholders of the Company to subscribe for new shares in accordance with § 345 (1) of the Estonian Commercial Code.
  6. the new shares are offered for subscription as follows:
    1. in respect of 400,000,000 new shares ("**Shares 1**"), as a private offer to the shareholders of Energokomplekt OOO (Russian registry code 1136670023071) ("**Company 1**"), the shareholders of Conpol sp. z o.o. (Polish registry number 0000398864) ("**Company 2**") and the shareholder(s) of Uniwersim sp. z o.o. (Polish registry number 0000518774) ("**Company 3**") for the purposes of acquiring the shares of Company 1, Company 2 and/or Company 3 by the Company, whereas the exact amount of Shares 1 to be offered to the shareholders of Company 1, Company 2 and/or Company 3 shall be based on the offer from the shareholders of Company 1, Company 2 and Company 3, respectively, in respect of the amount of the shares they are agreeing to transfer to the Company, valuation of the shares of Company 1, Company 2 and Company 3, respectively;
    2. in respect of 40,000,000 new shares ("**Shares 2**"), as a private offer addressed by management to fewer than 150 persons (private offer) at the discretion of management;
  7. the share subscription period: 14 calendar days (starting 21 calendar days following the date of these resolutions and ending 14 calendar days thereafter);
  8. Upon undersubscription, the Management Board may extend the subscription period or cancel new shares, which were not subscribed for during the subscription period. The Management Board may exercise such rights within fifteen (15) days after the end of the subscription period. If new shares are subscribed for by the new due date provided by the Management Board, the subscription is deemed to be valid;
  9. the Shares 1 shall be paid for by a non-monetary contribution;
  10. the objects of the non-monetary contribution are:
    1. the share(s) of Company 1;
    2. the share(s) of Company 2;
    3. the share(s) of Company 3.
  11. For transferring the objects being the non-monetary contribution, the Company shall conclude an agreement/agreements for transferring the share(s) of Company 1, Company 2 and/or Company 3, respectively, with the shareholders of Company 1, Company 2 and/or Company 3, respectively, during the subscription term and in the place as separately agreed;
  12. the Shares 2 shall be paid for by a monetary contribution;
  13. the Shares 2 shall be paid for by a transfer to RESBUD SE bank account no. 22 1050 1445 1000 0023 0986 1231 in ING Bank Śląski S.A. (BIC/SWIFT: INGBPLPW) within the subscription period;
  14. the new shares shall grant the right to dividends from the financial year the share capital was increased.