

RESBUD SE PRE-VOTING FORM FOR THE ANNUAL GENERAL MEETING

CONVENED ON 7 SEPTEMBER 2020

To vote on the draft resolutions prior to the Annual General Meeting of RESBUD SE (registry code 14617750), taking place on 7 September 2020 at 10:00, the Management Board of RESBUD SE requests that the shareholder deliver this voting form digitally to resbud@resbud.pl or on paper with a handwritten signature to Järvevana tee 9-40 11314 Tallinn prior to the start of the Annual General Meeting. Please make sure to fill out all the information requested in this form and include any additional documents required to prove your capacity to act in the name of the shareholder.

Shareholder's information

The shareholder's (natural person's) name, the shareholder's (legal person's) title, contacts (phone number and email):

The shareholder's (natural person's) personal code or shareholder's (legal person's) code:

The number of shares:

The name of the shareholder's representative and basis for representation (legal representative or representation by an authorised representative on the basis of a power of attorney):

VOTING:

Please underline the option you choose in the table, "YES" or "NO" or "ABSTAINS".

	Item of the agenda	Draft of the resolution / decision	Shareholder's voting	
1.	Approval of the 2019 Annual Report of Resbud SE	1. To approve the 2019 Annual Report of Resbud SE containing: financial statement, corporate governance report, management board report and auditor report presented by the Management Board	YES	NO
			ABSTAINS	
2.	Distribution of the 2019 profit of Resbud SE	2. To approve the profit of the 2019 financial year in the amount of EUR 34,848.70 and allocate total profit from the 2019 of Resbud SE into the reserve capital of Resbud SE.	YES	NO
			ABSTAINS	

3.	Amendment of sections 2.1 and 2.4 of the Articles of Association of the Company.	<p>3.1 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 7 975 000 euros and the maximum amount of share capital is 31 900 000 euros."</p> <p>"2.4. The minimum number of the shares of the Company without nominal value is 72 500 000 shares and the maximum number of the shares of the Company without nominal value is 290 000 000 shares."</p> <p>3.2 To approve the new version of the Company's Articles of Association with the abovementioned amendment.</p>	YES	NO
			ABSTAINS	
4.	Increase of the share capital of the Company.	<p>4.1 To increase the share capital of the Company on the following terms:</p> <p>4.1.1 the number of new shares: up to 269 697 411;</p> <p>4.1.2 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;</p> <p>4.1.3. the amount of the increase of the share capital (Est. <i>aktsiakapitali suurendamise ulatus</i>): up to EUR 29 666 715,21 (up to 269 697 411 new shares);</p> <p>4.1.4 the new shares will be of the same class as all existing shares of RESBUD SE (RESBUD aktsia, ISIN-code EE3100142985);</p> <p>4.1.5 in connection with the share capital increase pursuant to these resolutions, to exclude the preemptive right of the existing shareholders of the Company to subscribe for new shares in accordance with § 345 (1) of the Estonian Commercial Code;</p> <p>4.1.6 the new shares (hereinafter Shares) are offered for subscription as an offer to the shareholders of Energokomplekt OOO (Russian registry code 1136670023071) (hereinafter Company 1), the shareholders of Conpol sp. z.o.o. (Polish registry number 0000398864) (hereinafter Company 2) and the shareholder(s) of Uniwersim sp. z.o.o. (Polish registry number 0000518774) (hereinafter 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 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, of shares they are agreeing to transfer to the Company and the valuation thereof;</p> <p>4.1.7 the Shares' subscription period: 30 calendar days (starting 21 calendar days following the date</p>	YES	NO
			ABSTAINS	

		<p>of these resolutions and ending 30 calendar days thereafter);</p> <p>4.1.8 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;</p> <p>4.1.9 the Shares shall be paid for by a non-monetary contribution;</p> <p>4.1.10 the objects of the non-monetary contribution are: the share(s) of Company 1; the share(s) of Company 2; the share(s) of Company 3.</p> <p>4.1.11 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;</p> <p>4.1.12 the new Shares shall grant the right to dividends from the financial year the share capital was increased.</p> <p>4.2 Authorize the Management Board of the company to undertake all the acts leading to the registration of Shares in central security deposits in the future.</p> <p>4.3 The shares will be placed on the regulated market operated by the Warsaw Stock Exchange in Warsaw S.A. with its registered office in Warsaw (hereinafter WSE). The Annual General Meeting of Resbud SE hereby agrees to apply for admission and introduction on a regulated market operated by the WSE.</p> <p>4.4. The Management Board of the Company is hereby authorized to take all necessary legal and factual measures, including the submission of appropriate applications and notices, in accordance with the requirements laid down by law and regulation, resolution or guidelines WSE, the Central Securities Depository S.A. with its registered office in Warsaw (hereinafter KDPW) and Nasdaq CSD SE Eesti filiaal with its registered office in Tallinn (hereinafter NASDAQ), such as:</p> <p>4.4.1 An admission and the introduction of securities admitted to trading on WSE, including the submission of appropriate applications;</p> <p>4.4.2 Registration of securities for admission to trading, including in particular the Management Board shall be authorized to conclude an agreement with the KDPW and NASDAQ for the registration of securities admitted to trading on a securities depositing held by a KDPW and NASDAQ.</p>	
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/Date/

Shareholder (or any other person entitled to vote from shares in behalf of shareholder), the name, signature, legal person seal)

Appendixes (if in behalf of legal person or other legal entity):

- current extract from commercial registry
- other documents needed to prove the capacity to act in behalf of shareholder