FORM

For voting by proxy at the General Meeting of LARQ S.A. of Warsaw on 29 June 2018, at 14.00

Details of Shareholder (natural person)¹:

Given name	
Surname	
Identity card/passport series and number	
Telephone number	
E-mail address	

Details of Shareholder (legal person)²:

Business name/name	
Address	
Name of registration court and division	
Company number (KRS)	
Registration details of foreign entity	
Telephone number	
E-mail address	

Details of Proxy:

Given name	
Surname	
Identity card/passport series and number	
Telephone number	
E-mail address	

HOW TO USE THIS FORM

- 1. This form includes the draft resolutions for the General Meeting of LARQ S.A. of Warsaw. Each draft is followed by:
 - a) fields for casting your vote and/or raising your objection;
 - b) fields and blank space to insert voting instructions in respect of each resolution to be voted by proxy.
- 2. You cast your vote and raise your objection by writing "X" in a relevant field.

¹ When the shareholder is a legal person, cross out fields in this table.

²When the shareholder is a natural person, cross out fields in this table.

- 3. To fill up this Form, write "X" in a relevant field on the Form. Grantor may also insert additional instructions (e.g. name of preferred candidate for Chairperson or instructions for proxy to vote at his/her discretion).
- 4. In case of voting in respect of different shares, the number of shares used to cast a given vote must be stated in a relevant field. If different votes are cast at the same time but the number of shares used to cast a given share is not identified under each vote, a given vote will be treated as "ABSTENTION" for all shares.
- 5. The Management Board notes that if this Form is used by a shareholder and a proxy, it will not check whether votes were cast in line with instructions. The vote cast by proxy will prevail, also if cast contrary to instructions.

DRAFT RESOLUTIONS:

Annual General Meeting LARQ Spółka Akcyjna of Warsaw of 29 June 2018 Resolution [__]/18 Regarding: Election of Chairperson of the Annual General Meeting

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 409 § 1 of the Commercial Companies Code, has resolved as follows:

§ 1

Mr./Ms ••••• is elected Chairperson of the Annual General Meeting.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This is a technical resolution. Chairperson must be elected promptly after the opening of General Meeting as required under Article 409 § 1 of the Commercial Companies Code.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

	Instructions for the Resolution	Number of Shares	
	In Favour		
	Against		
	Objection		
	Abstention		
Othe	Other instructions:		

Annual General Meeting LARQ Spółka Akcyjna of Warsaw of 29 June 2018 Resolution [__]/18 Regarding: Acceptance of the Agenda of the Annual General Meeting

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), has resolved as follows:

§ 1

To accept the following agenda of the Annual General Meeting of the Company:

- 1. Opening of the Annual General Meeting.
- 2. Adoption of a resolution regarding election of Chairperson of the Annual General Meeting.
- 3. Confirmation that the Annual General Meeting has been duly convened and is able to pass resolutions.
- 4. Adoption of a resolution regarding acceptance of the agenda of the Annual General Meeting.
- 5. Tabling and review of:
 - a) Company's financial statements for the 2017 financial year;
 - b) Management Board's business review report on the Company for the 2017 financial year;
 - c) Report of the Supervisory Board of the Company for the 2017 financial year.
- 6. Adoption of a resolution regarding approval of the Company's financial statements for the 2017 financial year.
- 7. Adoption of a resolution regarding approval of the Management Board's business review report on the Company for the 2017 financial year.
- 8. Adoption of a resolution regarding approval of the Company's Supervisory Board report for the 2017 financial year.
- 9. Adoption of a resolution regarding the distribution of profit for the 2017 financial year.
- 10. Adoption of a resolution regarding the approval of correction of the basic error and the distribution of retained earnings resulting from the correction of the basic error referring to the 2016 financial year.
- 11. Adoption of resolutions to discharge Members of the Company's Management Board from fulfilment of their duties during the 2017 financial year.
- 12. Adoption of resolutions to discharge Members of the Company's Supervisory Board from fulfilment of their duties during the 2017 financial year.
- 13. Adoption of a resolution to authorise the Management Board of the Company to purchase treasury shares in the Company and regarding the establishment of reserve for purchase of the Company's treasury shares.
- 14. Closing of the Meeting.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This is a technical resolution. The agenda of General Meeting must be followed as required by Article 409 § 2 and Article 404 § 1 of the Commercial Companies Code.

,	Vote Cast in Respect of the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Other instructions:		

Annual General Meeting LARQ Spółka Akcyjna of Warsaw of 29 June 2018 Resolution [__]/18 Regarding: yal the Company's Einancial Statements for the 2017 Einancial

Approval the Company's Financial Statements for the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (1) of the Commercial Companies Code, upon reviewing the Company's financial statements for the 2017 financial year and upon reading the audit opinion and audit report on those statements, with due consideration of the assessment of the statements by the Supervisory Board of the Company, has resolved as as follows:

§ 1

To approve the financial statements for the Company for the 2017 financial year, which comprise:

- 1. Financial highlights;
- Company's statement of financial position made at 31 December 2017, with total assets and total liabilities & equity of PLN 152,303,747.09 /one hundred fifty two million three hundred three thousand seven hundred forty seven 09/100/;
- Company's statement of comprehensive income for the 2017 financial year with net profit of PLN 33,186,199.07 /thirty three million one hundred eighty six thousand one hundred ninety nine 07/100/;
- Company's cash flow statement for the 2017 financial year with the increase in net cash and cash equivalents by PLN 537,852.55 /five hundred thirty seven thousand eight hundred fifty two 55/100/;
- 5. Company's statement of changes in equity for the 2017 financial year with the increase in the Company's equity by PLN 42,696,249.37 /forty two million six hundred ninety six thousand two hundred forty nine 37/100/;
- 6. Background information.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (1) of the Commercial Companies Code.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

Instructions for the Resolution Number of Shares
--

	In Favour	
	Against	
	Objection	
	Abstention	
Othe	r instructions:	

Annual General Meeting LARQ Spółka Akcyjna of Warsaw of 29 June 2018 Resolution [__]/18 Regarding: Approval of the Management Board's Business Review Report on the Company for the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (1) of the Commercial Companies Code, upon reviewing the Management Board's business review report on the Company for the 2017 financial year and the independent auditor's report from audit of the Company's annual financial statements that includes an opinion on the Management Board's business review report, with due consideration of the assessment of that report by the Supervisory Board of the Company, has resolved as follows:

§ 1

To approve the Management Board's business review report on the Company for the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (1) of the Commercial Companies Code.

,	Vote Cast in Respect of the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	

	Instructions for the Resolution	Number of Shares	
	In Favour		
	Against		
	Objection		
	Abstention		
Othe	Other instructions:		

Approval of the Company's Supervisory Board Report for the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), upon reviewing the Company's Supervisory Board reports for the 2017 financial year, has resolved as follows:

§1

To approve the report the Supervisory Board of the Company for the 2017 financial year regarding: (i) assessment of the Company's financial statements for the 2017 financial year and its assessment of the Management Board's business review report on the Company for the 2017 financial year as well as the proposal of the Company's Management Board regarding the distribution of profit for 2017 and its assessment of the Management Board's proposal to approve the correction of the basic error and to distribute retained earnings resulting from the correction of the basic error referring to the 2016 financial year; (ii) activity report of the Supervisory Board of the Company for the 2016 financial year and self-assessment of the Supervisory Board of the Company; (iii) assessment of the situation of the Company, including its assessment of compliance by the Company with its disclosure obligations regarding the compliance with corporate governance principles as set forth in the Warsaw Stock Exchange Regulations and in the regulations on current and periodical information submitted by issuers of securities; and (v) information about the absence of policy for any sponsoring, charitable or other similar activities.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution must be adopted as it is required by the Company's compliance with the Best Practices of WSE-Listed Companies 2016 as set out in Annex to the Resolution no. 26/1413/2015 of the Warsaw Stock Exchange Council dated 13 October 2015 and Article 382 § 3 of the Commercial Companies Code.

*	*	*	

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Othe	Other instructions:	

Annual General Meeting LARQ Spółka Akcyjna of Warsaw of 29 June 2018 Resolution [__]/18 Regarding: Distribution of Profit for the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (2) of the Commercial Companies Code and § 20 (1) (1) of the Articles of Association of the Company, upon reviewing the proposal of the Company's Management Board regarding the distribution of net profit for the 2017 financial year and with due consideration of the assessment of the Company's Management Board proposal made by the Supervisory Board of the Company, has resolved as follows:

§ 1

The Annual General Meeting of the Company hereby resolves to distribute the Company's net profit for the 2017 financial year equal to PLN 33,186,199.07 /thirty three million one hundred eighty six thousand one hundred ninety nine 07/100/ by allocation of that entire amount to the reserve.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (2) of the Commercial Companies Code.

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (2) of the Commercial Companies Code.

On 22 May 2018, the Management Board of the Company resolved to put forward to the Annual General Meeting its proposal, that has already been favourably considered by the Supervisory Board on 29 May 2018, to distribute the Company's net profit for the 2017 financial year equal to PLN 33,186,199.07 /thirty three million one hundred eighty six thousand one hundred ninety nine 07/100/ by allocation of that entire amount to the reserve.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Othe	Other instructions:	

Approval of the correction of the basic error and the distribution of retained earnings resulting from the correction of the basic error referring to the 2016 financial year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (2) of the Commercial Companies Code and § 20 (1) (1) of the Articles of Association of the Company, upon reviewing the proposal of the Company's Management Board regarding the correction of the basic error referring to the 2016 financial year and the distribution of retained earnings resulting from the correction of that basic error, and with due consideration of the assessment of the Company's Management Board proposal made by the Supervisory Board of the Company, has resolved as follows:

§ 1

The Annual General Meeting of the Company resolves to:

- Approve the correction of the basic error referring to the 2016 financial year as performed by the Management Board of the Company which was caused by the overstatement of deferred income tax liability which led to the increase in net profit for the 2016 financial year by PLN 6,893,770.14 /six million eight hundred ninety three thousand seven hundred seventy 14/100/ up to PLN 32,150,113.52 /thirty two million one hundred fifty thousand one hundred thirteen 52/100/; and
- 2. Distribute the a/m amount of profit by allocation of that entire amount to the reserve.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

In its 2016 financial statements, the Company charged against the financial result the deferred tax liability arising from the valuation of financial assets measured at fair value through profit or loss, equal to 6,485,628.30 /six million four hundred eighty five thousand six hundred twenty eighty 30/100/. The amount of that liability was overstated by PLN 6,893,770.14 /six million eight hundred ninety three thousand seven hundred seventy 14/100/ a since certain changes in the measurement of financial assets are treated as a permanent difference and will be excluded from taxation in the future.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

Instructions for the Resolution	Number of Shares
In Favour	
Against	
Objection	

	Abstention	
Other instructions:		

Discharging the President of the Company's Management Board – Mr. Krzysztof Przybyłowski from Fulfilment of His Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, following the recommendation issued by the Supervisory Board of the Company, has resolved as follows:

§ 1

The Annual General Meeting of the Company hereby discharges the President of the Company's Management Board - Mr. Krzysztof Przybyłowski from fulfilment of his duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Othe	Other instructions:	

Discharging the Member of the Company's Management Board – Ms Małgorzata Dzięcioł from Fulfilment of Her Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, following the recommendation issued by the Supervisory Board of the Company, has resolved as follows:

§ 1

The Annual General Meeting of the Company discharges the Member of the Company's Management Board – Ms Małgorzata Dzięcioł from fulfilment of her duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Othe	r instructions:	

Discharging the Member of the Company's Management Board – Mr. Mikołaj Chruszczewski from Fulfilment of His Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, following the recommendation issued by the Supervisory Board of the Company, has resolved as follows:

§ 1

The Annual General Meeting of the Company discharges the Member of the Company's Management Board – Mr. Mikołaj Chruszczewski from fulfilment of his duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Other instructions:		

Discharging the Member of the Supervisory Board of the Company – Ms Joanna Braulińska-Wójcik from Fulfilment of Her Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, has resolved as follows:

§1

The Annual General Meeting of the Company discharges the Member of the Supervisory Board of the Company – Ms Joanna Braulińska-Wójcik – Chairperson of the Supervisory Board of the Company from fulfilment of her duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

 Vote Cast in Respect of the Resolution
 Number of Shares

 In Favour
 Against

 Objection
 Objection

 Abstention
 Objection

Instructions for the Resolution		Number of Shares	
	In Favour		
	Against		
	Objection		
	Abstention		
Othe	Other instructions:		

Discharging the Member of the Supervisory Board of the Company – Mr. Piotr Krawczyński from Fulfilment of His Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, has resolved as follows:

§1

The Annual General Meeting of the Company discharges the Member of the Supervisory Board of the Company - Mr. Piotr Krawczyński – the Deputy Chairperson of the Supervisory Board of the Company from fulfilment of his duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

 Vote Cast in Respect of the Resolution
 Number of Shares

 In Favour
 Against

 Objection
 Objection

 Abstention
 Objection

Instructions for the Resolution		Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Othe	Other instructions:	

Discharging the Member of the Supervisory Board of the Company – Mr. Bartosz Foroncewicz from Fulfilment of His Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, has resolved as follows:

§ 1

The Annual General Meeting of the Company discharges the Member of the Supervisory Board of the Company – Mr. Bartosz Foroncewicz – the Secretary of the Supervisory Board of the Company from fulfilment of his duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

Vote Cast in Respect of the Resolution	Number of Shares
In Favour	
Against	
Objection	
Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Other instructions:		

Discharging the Member of the Supervisory Board of the Company – Mr. Sergiusz Frąckowiak from Fulfilment of His Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, has resolved as follows:

§ 1

The Annual General Meeting of the Company discharges the Member of the Supervisory Board of the Company – Mr. Sergiusz Frąckowiak from fulfilment of his duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

,	Vote Cast in Respect of the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	

	Instructions for the Resolution	Number of Shares
	In Favour	
	Against	
	Objection	
	Abstention	
Othe	Other instructions:	

Discharging the Member of the Supervisory Board of the Company – Mr. Adam Kalkusiński from Fulfilment of His Duties During the 2017 Financial Year

The Annual General Meeting of LARQ S.A. with its registered office in Warsaw (the "**Company**"), acting pursuant to Article 395 § 2 (3) of the Commercial Companies Code, has resolved as follows:

§ 1

The Annual General Meeting of the Company discharges the Member of the Supervisory Board of the Company – Mr. Adam Kalkusiński from fulfilment of his duties during the 2017 financial year.

§ 2

The Resolution enters into force on the day of its adoption.

Reasons:

This resolution concerns issues considered by the Annual General Meeting after the end of financial year. The resolution must be adopted as required by Article 395 § 2 (3) of the Commercial Companies Code.

Vote Cast in Respect of the ResolutionNumber of SharesIn FavourIn FavourAgainstIn FavourObjectionIn FavourAbstentionIn Favour

	Instructions for the Resolution	Number of Shares	
	In Favour		
	Against		
	Objection		
	Abstention		
Othe	Other instructions:		