

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING
OF LIVECHAT SOFTWARE SA CONVENED ON AUGUST 7, 2018**

Resolution No 1/2018

**of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered
office in Wrocław dated August 7, 2018
regarding the election of the Chairman of the General Meeting**

Acting on the basis of Art. 409 § 1 of the Code of Commercial Companies, the General Meeting of LIVECHAT Software Spółka Akcyjna decides:

§ 1

The Ordinary General Meeting, after conducting a secret vote, elects _____ as the Chairman of the General Meeting.

§ 2

The resolution comes into force upon its adoption.

Justification of the Board:

The resolution is of technical nature. The necessity of electing the Chairman of the General Meeting immediately after the opening of the General Meeting follows from the provision of art. 409 § 1 of the Code of Commercial Companies.

Resolution No 2/2018

**of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered
office in Wrocław dated August 07, 2018, regarding the election of the Returning
Committee**

The Annual General Meeting of LIVECHAT Software SA resolves as follows:

§ 1

The following persons are included in the Returning Committee:

1. _____
2. _____
3. _____

§ 2

The resolution comes into force upon its adoption.

Justification of the Board:

The resolution is of technical nature. The necessity to elect the Returning Committee results from the Regulations of the General Meeting.

Resolution No 3/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 07, 2018,

regarding the adoption of the agenda of the General Meeting

The Annual General Meeting of LIVECHAT Software SA resolves as follows:

§ 1

The agenda of the Annual General Meeting is adopted as follows:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Annual General Meeting.
3. Validation of convening the General Meeting and its capacity to adopt resolutions.
4. Election of the Vote Counting Committee.
5. Adoption of the agenda of the Annual General Meeting.
6. Approval of the financial statements of LIVECHAT Software SA for the financial year 2017-2018.
7. Approval of the consolidated financial statements of LIVECHAT Software SA Capital Group for the financial year 2017-2018,
8. Approval of the "Report on the activities of LIVECHAT Software SA and LiveChat Software Capital Group in the financial year 2017-2018".
9. Consideration of the Supervisory Board's report on operations in the financial year 2017-2018 and the results of the evaluation of the financial statements of LIVECHAT Software SA for the financial year 2017-2018, consolidated financial report of the LIVECHAT Software SA Capital Group for the financial year 2017-2018 and Report on the activities of LIVECHAT Software SA and LiveChat Software Capital Group in the financial year 2017-2018", as to their compliance with the books and documents as well as with the actual state.
10. Adoption of resolutions concerning:
 - a. approval of the financial statements of LIVECHAT Software SA for the financial year 2017-2018,
 - b. distribution of net profit for the financial year 2017-2018,

- c. approval of the Supervisory Board report on activity in the financial year 2017-2018,
- d. approval of the consolidated financial statements of LIVECHAT Software SA Capital Group for the financial year 2017-2018,
- e. approval of the "Report on the activities of LIVECHAT Software SA and LiveChat Software Capital Group in the financial year 2017-2018",
- f. discharge of the individual members of the Board of LIVECHAT Software SA concerning the performance of their duties during the financial year 2017-2018,
- g. discharge of individual members of the Supervisory Board of LIVECHAT Software SA.

11. Closing of the Annual General Meeting.

§ 2

The resolution comes into force upon its adoption.

Justification of the Board:

The resolution is of technical nature. The necessity to obey the agenda of the General Meeting results indirectly from the provision of Art. 409 § 2 and Art. 404 § 1 of the Code of Commercial Companies.

Resolution No 4/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 07, 2018, regarding the approval of the financial statements of LIVECHAT Software S.A. for the financial year 2017-2018

Acting pursuant to Art. 395(2) point 1) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It approves the financial statements of LIVECHAT Software SA for the financial year 2017-2018 covering

- 1) introduction to the financial statements;
- 2) balance sheet as at March 31, 2018, assets and liabilities amounting to PLN 47,933,940.15;
- 3) profit and loss account for the period from April 1, 2018, to March 31, 2018, showing a net profit of PLN 48,073,333.49;
- 4) statement of changes in equity for the period from April 1, 2017, to March 31, 2018, showing an increase in equity amounting to PLN 435,833.49;
- 5) cash flow statement for the period from April 1, 2017, to March 31, 2018, showing a decrease in net cash by the amount of PLN 4,937,698.30;

6) additional information and explanations.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 5/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 07, 2018, regarding the distribution of net profit for the financial year 2017-2018

Acting pursuant to Art. 347 of the Code of Commercial Companies, having regard to the proposal of the Board of LIVECHAT Software SA on the distribution of profit for the year 2017-2018 and the opinion of the Supervisory Board, the Annual General Meeting decides:

§ 1

The net profit for the financial year 2017-2018 in the amount of PLN 48,073,339.49 (forty-eight million seventy-three thousand three hundred and thirty-three zlotys and forty-nine groszy) is earmarked for:

- 1) the provision of the Company's supplementary capital, PLN 2,493,233.49
- 2) the payment of a dividend to shareholders PLN 45,577,500.00; which means that the value of the dividend per share will amount to PLN 1.77;
- 3) taking into account advances for the dividend for the financial year 2017/2018, an advance payment of PLN 11,330,000 paid by the Company based on the Resolution No. 1/12/2017 of December 20, 2017, and advance payment in the amount of PLN 11,330,000 paid out on July 23, 2018, on the basis of the Resolution of the Management Board No. 02/06/2018 of June 22, 2018, the dividend remaining to be paid for the financial year 2017/2018 will be paid to shareholders in the amount of PLN 22,917,500, ie. in the amount of PLN 0.89 per share.

§ 2

The dividend day was set for August, 14, 2018 and the payment date on August 21, 2018.

§ 3

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 6/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 07, 2018, regarding the approval of the “Supervisory Board report on activity in the financial year 2017-2018”

The Annual General Meeting decides as follows:

§ 1

It approves the “Supervisory Board report on activity in the financial year 2017-2018”.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 7/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 07, 2018, regarding the approval of the consolidated financial statements of the LIVECHAT Software Spółka Akcyjna Capital Group for the financial year 2017-2018

Acting pursuant to Art. 395(5) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It approves the consolidated financial statements of LIVECHAT Software SA Capital Group for the financial year 2017-2018 covering:

- 1) the consolidated statement of financial position as at March 31, 2018, the assets and liabilities amounting to PLN 48,643,508;
- 2) the consolidated statement of financial result and comprehensive income for the period from April 1, 2017, to March 31, 2018, showing a net profit of PLN 48,305,126 and total income in the amount of PLN 48,222,908;
- 3) consolidated statement of changes in equity for the year from April 1, 2017, to March 31, 2018, showing an increase in equity by the amount of PLN 585,408;
- 4) consolidated statement of cash flows for the year from April 1, 2017, to March 31, 2018, showing an increase in net cash by the amount of PLN 4,615,757;
- 5) additional information.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 8/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the approval of the “Report on the activities of LIVECHAT Software SA and LiveChat Software Capital Group in the financial year 2017-2018”

Acting pursuant to Art. 395(5) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It approves the “Report on the activities of LIVECHAT Software SA and LiveChat Software Capital Group in the financial year 2017-2018”,

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 9/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the discharge of a member of the Board, Mariusz Ciepły, concerning the performance of the duties during the financial year 2017-2018

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

Mariusz Ciepły is granted a vote of acceptance as the Member of the Management Board for the performance of his duties in the entire financial year 2017-2018.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 10/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the discharge of a member of the Board, Urszula Jarzębowska, concerning the performance of the duties during the financial year 2017-2018

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

Urszula Jarzębowska is granted a vote of acceptance as the Member of the Management Board for the performance of her duties in the entire financial year 2017-2018.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 11/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the discharge to the member of the Supervisory Board, Maciej Jarzębowski, in respect of the performance of his duties during the financial year 2017-2018.

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It grants the discharge to the member of the Supervisory Board, Maciej Jarzębowski, in respect of the performance of his duties during the financial year 2017-2018.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 12/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the discharge to the member of the Supervisory Board, Andrzej Różycki, in respect of the performance of his duties during the financial year 2017-2018.

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It grants the discharge to the member of the Supervisory Board, Andrzej Różycki, in respect of the performance of his duties during the financial year 2017-2018, this is for the period from April 1, 2017 to November 15, 2017.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 13/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the discharge to the member of the Supervisory Board, Michał Markowski, in respect of the performance of his duties during the financial year 2017-2018.

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It grants the discharge to the member of the Supervisory Board, Michał Markowski, in respect of the performance of his duties during the financial year 2017-2018, this is for the period from December 19, 2017 to March 31, 2018.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 14/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the discharge to the member of the Supervisory Board, Marcin Mandziak, in respect of the performance of his duties during the financial year 2017-2018.

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It grants the discharge to the member of the Supervisory Board, Marcin Mandziak, in respect of the performance of his duties during the financial year 2017-2018.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 15/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018, regarding the discharge to the member of the Supervisory Board, Jakub Sitarz, in respect of the performance of his duties during the financial year 2017-2018.

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It grants the discharge to the member of the Board, Jakub Sitarz, in respect of the performance of his duties during the financial year 2017-2018.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.

Resolution No 16/2018

of the Ordinary General Meeting of LIVECHAT Software Spółka Akcyjna with its registered office in Wrocław dated August 7, 2018,

regarding the discharge to the member of the Supervisory Board, Marta Ciepla, in respect of the performance of her duties during the financial year 2017-2018.

Acting pursuant to Art. 395(2) point 3) of the Code of Commercial Companies, the Annual General Meeting decides:

§ 1

It grants the discharge to the member of the Supervisory Board, Marta Ciepla, in respect of the performance of her duties during the financial year 2017-2018.

§ 2

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

Justification of the Board:

The necessity to take the proposed Resolution results from the provision of art. 395 of the Code of Commercial Companies.