



THE ANNUAL GENERAL MEETING
of Grupa KĘTY S.A.

12 May 2021

AGENDA

1. Opening of the General Meeting.
2. Appointment of the Chairman of the General Meeting.
3. Determination of the correct holding of the General Meeting and its capacity to pass resolutions.
4. Adoption of the agenda.
5. Presentation of the Supervisory Board's assessment of the Company standing and the results of the assessment of the Management Board Report on the Company Operations as well as the financial statements for the reporting year 2020.
6. Examination and approval of the financial statements of the Company for the reporting year 2020.
7. Examination and approval of the consolidated financial statements of the Capital Group for the reporting year 2020.
8. Examination and approval of the Management Board Report on the Company Operations in the reporting year 2020.
9. Distribution of 2020 profit and determination of the amount allocated to dividend payment to the shareholders.
10. Granting of the vote of approval to the Members of the Management Board.
11. Presentation of the report on the Supervisory Board activities in 2020.
12. Granting of the vote of approval to the Members of the Supervisory Board.
13. Opinion on the Report on Remuneration of the Management Board and Supervisory Board members in the years 2019 and 2020.
14. Miscellaneous.
15. Closure of the General Meeting.

DRAFT RESOLUTIONS

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RESOLUTION No. .../20

OF THE ANNUAL GENERAL MEETING OF GRUPA KĘTY S.A. of 12 May 2021

1. Acting pursuant to § 9.3 of the By-law of the General Meeting of Grupa KĘTY S.A., the General Meeting appoints Chairman of the Meeting.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. The General Meeting adopts the following agenda:
 1. Opening of the General Meeting.
 2. Appointment of the Chairman of the General Meeting.
 3. Determination of the correct holding of the General Meeting and its capacity to pass resolutions.
 4. Adoption of the agenda.
 5. Presentation of the Supervisory Board's assessment of the Company standing and the results of the assessment of the Management Board Report on the Company Operations as well as the financial statements for the reporting year 2020.
 6. Examination and approval of the financial statements of the Company for the reporting year 2020.
 7. Examination and approval of the consolidated financial statements of the Capital Group for the reporting year 2020.
 8. Examination and approval of the Management Board Report on the Company Operations in the reporting year 2020.
 9. Distribution of 2020 profit and determination of the amount allocated to dividend payment to the shareholders.
 10. Granting of the vote of approval to the Members of the Management Board.
 11. Presentation of the report on the Supervisory Board activities in 2020.
 12. Granting of the vote of approval to the Members of the Supervisory Board.
 13. Opinion on the Report on Remuneration of the Management Board and Supervisory Board members in the years 2019 and 2020.
 14. Miscellaneous.
 15. Closure of the General Meeting.

2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.1 of the Code of Commercial Companies, the Act of 29 September 1994 on Accounting, and § 19.1.1 of the Company Articles of Association, after examination, the Annual General Meeting of Grupa KĘTY S.A. approves the financial statements for 2020, consisting of:
 - the balance sheet of the Company as at 31 December 2020, reflecting the balance-sheet total of assets and equity/liabilities of **PLN 1,181,494,000**;
 - the statement of profit or loss for the period from 1 January to 31 December 2020, reflecting the net profit of **PLN 296,153,000**;
 - the statement of comprehensive income for the period from 1 January to 31 December 2020, reflecting the comprehensive income of **PLN 296,524,000**;
 - the statement of changes in equity for the period from 1 January to 31 December 2020, reflecting a decrease in equity by **PLN 23,089,000**;
 - the consolidated cash flow statement for the period from 1 January to 31 December 2020, reflecting an increase in net cash by **PLN 2,670,000** ;
 - additional information and explanatory notes to the financial statements.

2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.5 of the Code of Commercial Companies, the Act of 29 September 1994 on Accounting, and § 19.1.1 of the Company Articles of Association, after examination, the Annual General Meeting of Grupa KĘTY S.A. approves the consolidated financial statements of the Capital Group for 2020, consisting of:
 - the consolidated balance sheet of the Capital Group as at 31 December 2020, reflecting the balance-sheet total of assets and equity/liabilities of **PLN 2,888,884,000**;
 - the consolidated statement of profit or loss for the period from 1 January to 31 December 2020, reflecting net profit attributable to owners of the parent of **PLN 430,181,000**;
 - the consolidated statement of comprehensive income for the period from 1 January to 31 December 2020, reflecting the comprehensive income of **PLN 430,946,000**;
 - the statement of changes in consolidated equity for the period from 1 January to 31 December 2020, reflecting an increase in equity by **PLN 110,799,000**;
 - the consolidated cash flow statement for the period from 1 January to 31 December 2020, reflecting an increase in net cash by **PLN 45,578,000**.

2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.1 of the Code of Commercial Companies, the Act of 29 September 1994 on Accounting, and § 19.1.1 of the Company Articles of Association, after examination, the Annual General Meeting of Grupa KĘTY S.A. approves the Report of the Management Board on the Operations of the Company and the Capital Group in the year 2020.
2. The Resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Articles 348.1 and 395.2.2 of the Code of Commercial Companies, and § 19.1.2 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. decides to:
 - a) allocate the net profit generated by the Company in 2020, amounting to **PLN 296,153,755.03** (say: two hundred and ninety six million one hundred and fifty three thousand seven hundred and fifty five zlotys 03/100) in the following manner:
 - the amount of **PLN 295,935,869.03** (say: two hundred and ninety five million nine hundred and thirty five thousand eight hundred and sixty nine zlotys 03/100) to be allocated to dividend payment to the shareholders;
 - the amount of **PLN 217,886** (say: two hundred and seventeen thousand eight hundred and eighty six zlotys 00/100) to be allocated to the coverage of the actuarial loss of the year 2020 related to the adjustment of the provision for employee benefits;
 - b) utilise the Company reserve capital by allocating the amount of **PLN 134,214,208.66** (say: one hundred and thirty four million two hundred and fourteen thousand two hundred and eight zlotys 66/100), representing a part of the amount transferred to that capital from the Company retained earnings, to the payment of dividend to the Company shareholders;
 - c) assign to the payment of dividend to the Company shareholders the total amount of **PLN 430,150,077.69** (say: four hundred and thirty million one hundred and fifty thousand seventy seven zlotys 69/100).
2. The dividend record day is set for 31 May 2021, whereas the dividend payment date is set for 18 June 2021 (the amount of PLN 129,035,393.80) and 31 August 2021 (the amount of PLN 301,114,683.89).
3. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

***OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021***

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Dariusz Mańko, President of the Management Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../20

***OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021***

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Rafał Warpechowski, Member of the Management Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Piotr Wysocki, Member of the Management Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

***OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021***

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Tomasz Grela, Member of the Management Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Piotr Stępniaak, Chairman of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Piotr Kaczmarek, Deputy Chairman of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Agnieszka Zalewska, Member of the Supervisory Board, for the performance of her duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../20

***OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021***

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Wojciech Golak, Member of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Paweł Niedziółka, Member of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20
OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Przemysław Rasz, Member of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Szczepan Strublewski, a former Member of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Bartosz Kazimierczuk, a former Member of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 395.2.3 of the Code of Commercial Companies, and § 19.1.3 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. grants the vote of approval to Wojciech Włodarczyk, a former Member of the Supervisory Board, for the performance of his duties in the reporting year 2020.
2. The Resolution comes into force on the date of its passing.

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RESOLUTION No. .../20

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 12 May 2021**

1. Acting pursuant to Article 90g.6 of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies, and § 19.1.17 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. decides to issue a positive opinion on the Report on Remuneration of the Management Board and Supervisory Board members in the years 2019 and 2020.
2. The Resolution comes into force on the date of its passing.

Justifications for the resolutions

Ref. Item 9 of the Agenda

Recommending to the Annual General Meeting the dividend payment in two tranches at the aforesaid dates, the Management Board of the Company considered the possible increased demand for financial liquidity at the end of the second quarter and beginning of the third quarter of the current year, resulting from the up-to-date internal estimations.

Passing of the other resolutions by the Annual General Meeting results from the duties set out in the binding legal regulations.