



THE ANNUAL GENERAL MEETING
of Grupa KĘTY S.A.

25 May 2022

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 2021.
6. Examination and approval of the financial statements of the Company for the reporting year 2021.
7. Examination and approval of the consolidated financial statements of the Capital Group for the reporting year 2021.
8. Examination and approval of the Management Board Report on the Company Operations in the reporting year 2021.
9. Distribution of 2021 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 2021.
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 for the year 2021.
14. Amendment to the Remuneration Policy of the Management Board and Supervisory Board Members.
15. Amendment to the Company Articles of Association.
16. Amendment to the By-law of the General Meeting.
17. Miscellaneous.
18. Closure of the General Meeting.

DRAFT RESOLUTIONS

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RESOLUTION No. .../22

OF THE ANNUAL GENERAL MEETING OF GRUPA KĘTY S.A. of 25 May 2022

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. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
 6. Examination and approval of the financial statements of the Company for the reporting year 2021.
 7. Examination and approval of the consolidated financial statements of the Capital Group for the reporting year 2021.
 8. Examination and approval of the Management Board Report on the Company Operations in the reporting year 2021.
 9. Distribution of 2021 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 2021.
 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 for the year 2021.
 14. Amendment to the Remuneration Policy of the Management Board and Supervisory Board Members.
 15. Amendment to the Company Articles of Association.
 16. Amendment to the By-law of the General Meeting.
 17. Miscellaneous.
 18. Closure of the General Meeting.

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

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RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021, consisting of:
 - the balance sheet of the Company as at 31 December 2021, reflecting the total of assets and the total equity/liabilities of **PLN 1,460,402,000**, respectively;
 - the statement of profit or loss for the period from 1 January to 31 December 2021, reflecting the net profit of **PLN 523,171,000**;
 - the statement of comprehensive income for the period from 1 January to 31 December 2021, reflecting the comprehensive income of **PLN 522,949,000**;
 - the statement of changes in equity for the period from 1 January to 31 December 2021, reflecting an increase in equity by **PLN 102,461,000**;
 - the cash flow statement for the period from 1 January to 31 December 2021, reflecting a decrease in net cash by **PLN 3,411,000**;
 - 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. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021, consisting of:
 - the consolidated balance sheet of the Capital Group as at 31 December 2021, reflecting the total of assets and the total of equity/liabilities of **PLN 3,526,815,000**, respectively;
 - the consolidated statement of profit or loss for the period from 1 January to 31 December 2021, reflecting net profit attributable to owners of the parent of **PLN 594,638,000**;
 - the consolidated statement of comprehensive income for the period from 1 January to 31 December 2021, reflecting the comprehensive income of **PLN 603,354,000**;
 - the statement of changes in consolidated equity for the period from 1 January to 31 December 2021, reflecting an increase in equity by **PLN 182,507,000**;
 - the cash flow statement for the period from 1 January to 31 December 2021, reflecting a decrease in net cash by **PLN 47,360,000**.

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

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RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KEŹTY S.A. of 25 May 2022**

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 KEŹTY S.A. approves the Report of the Management Board on the Operations of the Company and the Capital Group in the year 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 Stępniać, Chairman of the Supervisory Board, for the performance of his duties in the reporting year 2021.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 2021.
2. The resolution comes into force on the date of its passing.

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RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

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 for the year 2021.
2. The resolution comes into force on the date of its passing.

>>Draft<<

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

1. Acting pursuant to Article 90d.1 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 § 19.1.16 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. decides to amend the Remuneration Policy of the Grupa KĘTY S.A. Management Board and Supervisory Board Members, as follows:

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

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RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

1. Acting pursuant to Article 430.1 of the Code of Commercial Companies, and § 19.1.5 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. resolves to amend the Company Articles of Association in the following manner:
 - a) § 7 sections 1 and 2 shall read as follows:
 1. The share capital of the Company amounts to PLN 24,125,380.00 (say: twenty four million one hundred and twenty five thousand three hundred and eighty zlotys 00/100).
 2. The share capital is divided into 9,650,152 (say: nine million six hundred and fifty thousand one hundred and fifty two) shares paid up in cash, of the nominal value of PLN 2.50 (say: two zlotys fifty groszes) each.
 - b) § 7 section 4.8 shall read as follows:

76,705 (say: seventy six thousand seven hundred and five) H series shares.
2. The Resolution comes into force on the date of passing, effective on the date of registration of the Company Articles of Association amendment at the National Court Register.

RESOLUTION No. .../22

**OF THE ANNUAL GENERAL MEETING
OF GRUPA KĘTY S.A. of 25 May 2022**

1. Acting pursuant to § 16.7 of the Company Articles of Association, the Annual General Meeting of Grupa KĘTY S.A. resolves to amend the General Meeting By-law in the following manner:

a) In § 4 sub-clause 3 is added as follows:

The Company determines the place and time, as well as the form of the General Meeting in a manner enabling participation in the session by the largest possible number of shareholders. For that purpose, the Company shall apply utmost effort to cancel, change the date of, or order a break in the proceedings of the General Meeting solely in justified cases, and such as not to prevent or limit the exercise of the right to participate in the General Meeting by the shareholders.

b) § 6.2.c shall read as follows:

Other persons invited by the governing body convening the General Meeting or the Management Board, unless at the request of a participant filed before proceeding to the discussion of the matters included in the agenda the General Meeting decides otherwise with a simple majority of votes. The representatives of the media may attend the General Meeting upon prior reporting of such intent to the Management Board.

c) § 6.4 shall read as follows:

The Members of the Management Board and Supervisory Board participate in the General Meeting sessions, on site of the session or through real-time bilateral electronic communication means, in a composition enabling discussion of the matters included in the General Meeting agenda and providing subject-matter replies to the questions asked during the General Meeting session. The Management Board presents to the General Meeting participants the Company financial results and other relevant information, including non-financial information, disclosed in the financial statements that are to be

approved by the General Meeting. The Management Board discusses the major events referring to the preceding reporting year, compares the presented data with the data for the preceding years, and indicates the percentage of execution of the preceding year's plans.

d) § 15.1 shall read as follows:

Each shareholder may report draft resolutions of the General Meeting on matters included in the agenda but not related to organisational matters. The draft must be reported at 3 days before the General Meeting at the latest.

e) § 18.2 shall read as follows:

The right to propose candidates for the members of the Supervisory Board is vested in each shareholder. The proposals must be reported before the commencement of the selection of the Supervisory Board members, at 3 days before the General Meeting at the latest.

f) § 18.4 shall read as follows:

A shareholder may propose a candidate to the Supervisory Board in electronic form, to the e-mail address referred to in § 7.2 of the By-law. Information regarding the proposed candidates to the Supervisory Board received from a shareholder in the manner specified in the preceding sentence shall be immediately disclosed to the other shareholders.

g) In § 18.5, tirit 4 is added as follows:

- fulfilment of the requirements for the Audit Committee members specified in the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, as well as requirements for the existence of actual and significant relations between the candidate and a shareholder holding at least 5% of the total number of votes in the Company.

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.

Ref. Item 15 of the Agenda

The amendment to § 7 of the Articles of Association is of editorial nature. It is necessary due to a change in the Company share capital and the number of shares of the particular series in connection with taking up shares by the persons eligible in relation to the conditional share capital increase. At the registration of the Company share capital increase in relation to taking up shares by the eligible persons, the court does not take into account the change in the value of the share capital or the number of shares specified in the Company Articles of Association. The proposed amendment is to contribute to the consolidation of the provisions of the Company Articles of Association and the data entered in the National Court Register concerning the value of the share capital and the number of the shares issued.

Ref. Item 16 of the Agenda

The amendment to the By-law of the General Meeting serves its adjustment to the principles of 'The Best Practice for GPW Listed Companies 2021'.

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