

The Management Board of Grupa KĘTY S.A. with its registered office in Kęty, ul. Kościuszki 111, acting pursuant to Articles 395, 399.1 and 402¹ of the Code of Commercial Companies, and § 15.2 of the Company Articles of Association, convenes the Annual General Meeting to be held on 21 June 2023, 12 p.m., in Warsaw at Polonia Palace Hotel, 'Grodno' Room, address: Al. Jerozolimskie 45, 00-692 Warsaw.

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 Report of the Supervisory Board for the year 2022.
6. 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 2022.
7. Examination and approval of the financial statements of the Company for the reporting year 2022.
8. Examination and approval of the consolidated financial statements of the Capital Group for the reporting year 2022.
9. Examination and approval of the Report of the Management Board on the Operations of the Company and the Capital Group in the reporting year 2022.
10. Distribution of 2022 profit and determination of the amount allocated to dividend payment to the shareholders.
11. Granting of the vote of approval to the Members of the Management Board.
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 2022.
14. Expression of consent to introducing the Management Options Plan at the Company for the years 2023–2028.
15. Issue of series A, B, and C registered subscription warrants entitling to the take-up of J series ordinary bearer shares of the Company and conditional increase of the Company share capital by way of issue of J series ordinary bearer shares and exclusion of the rights issue for the existing shareholders in reference to both the shares and the warrants, in order to enable the J series shares take-up by the persons participating in the Management Options Plan.
16. Amendment to the Company Articles of Association concerning incorporation in the Articles of the conditional increase of the share capital by issuing J series shares, made pursuant to the resolution referred to in item 15.
17. Other amendments to the Company Articles of Association.
18. Miscellaneous.
19. Closure of the General Meeting.

I. Procedures concerning participation in the General Meeting:

- The shareholders representing at least 5% of the share capital may request the inclusion of certain items in the agenda of the closest General Meeting. The request should be submitted to the Company Management Board not later than twenty one days prior to the scheduled date of the General Meeting and it must comprise a justification of the request or a draft resolution concerning the proposed agenda item.

- The shareholders representing at least 5% of the share capital may, prior to the date of the General Meeting, submit to the Company draft resolutions concerning the items included in the agenda of the Meeting or items to be included in the agenda.
- At the General Meeting, each shareholder may submit draft resolutions concerning the items included in the agenda.
- In reference to the fact that the Company has adopted the implementation of Principle 4.8 'The Best Practice for GPW Listed Companies 2021', the Company Management Board suggests that in order to abide by the principle, the draft resolutions should be reported by the shareholders at least 3 days before the date of the General Meeting.
- A shareholder who is a natural person may participate in the General Meeting and exercise the right of vote in person or by a proxy.
- A shareholder who is not a natural person may participate in the General Meeting and exercise the right of vote by a person authorised to make declarations of will on his behalf, or by a proxy. The representatives of such entities must submit valid excerpts from the register, specifying the persons authorised to represent the entities. Any persons who are not reflected in the excerpt must submit the original of their proxy notice of appointment signed by the authorised persons.
- The proxy notice of appointment must be issued in writing or in an electronic form.
- The proxy notice of appointment in electronic form should be sent by the shareholder entitled to participate in the General Meeting at least 5 days prior to the General Meeting date, to the e-mail address: wza@grupakety.com.
- The proxy notice of appointment should also include the scope of the proxy authorisation, by indication of the number of shares on which the right of vote will be exercised.
- To verify the validity of the proxy notice of appointment in electronic form, the Company has the right to take measures to identify the shareholder and the proxy, and in particular, it has the right to send a return question in electronic form or to contact on the phone. Absence of reply to the questions asked during the verification process will be treated as a lack of possibility to verify the proxy notice of appointment and will become basis for refusal to let the proxy participate in the General Meeting.
- If the proxy is a member of the Management Board, a member of the Supervisory Board, a receiver, an employee of the Company, or a member of the governing bodies or an employee of a subsidiary of Grupa KĘTY S.A., the proxy notice of appointment may authorise them to represent a given shareholder at only one General Meeting. The proxy must disclose to the shareholder the circumstances indicating the existence of a conflict of interest, or a possibility of origination thereof. The proxy will vote in accordance with the instructions of the shareholder, whereas appointing further proxies is excluded.
- Any documents in foreign languages must be submitted along with the Polish translation made by a sworn translator.
- Each shareholder is entitled to ask questions regarding the items of the General Meeting agenda.
- The Articles of Association of Grupa KĘTY S.A. and the By-law of the Grupa KĘTY S.A. General Meeting do not provide for the possibility of exercising the right of vote by letter.
- The Articles of Association of Grupa KĘTY S.A. and the By-law of the Grupa KĘTY S.A. General Meeting provide for the possibility of participating in the General Meeting with the use of any means of electronic communication.
The Company Management Board does not provide for the possibility of participating in this Annual General Meeting or taking the floor during the Meeting and casting votes through any means of electronic communication.

II. The date of the registration of participation in the Annual General Meeting is set to **5 June 2023**. The right to participate in the Meeting is vested only in the persons being the shareholders of the Company on the date of registration of their participation in the Meeting, providing that they submit the request referred to in item III.

III. Upon the request of a person entitled from the shares of Grupa KĘTY S.A., submitted not earlier than after the announcement of the Annual General Meeting convening, i.e. not earlier than on **25 May 2023**, and not later than on the first business day following the date of participation registration, i.e. not later than on **6 June 2023**, the entity managing the securities account issues a name certificate of the right to participate in the Annual General Meeting of Grupa KĘTY S.A.

IV. The list of the shareholders entitled to participate in the General Meeting, in accordance with Article 407.1 of the Code of Commercial Companies, will be available for insight at three business days prior to the date of the Meeting, i.e. on **16, 19 and 20 June 2023**, on the premises of the Company in Kęty. Also on the premises of the Company, the shareholders will have insight in the materials regarding the agenda items, on the dates and in accordance with the principles specified by the Code of Commercial Companies.

A shareholder may request the list of the shareholders entitled to participate in the Annual General Meeting to be sent to them free of charge by e-mail, by specifying their e-mail address to which the list should be sent. The request may be sent in electronic form to the Company's e-mail address: wza@grupakety.com.

V. The complete text of the documents to be presented to the Annual General Meeting along with draft resolutions will be published on the Company's website on the date of convening the Meeting. The comments of the Management Board or the Supervisory Board of Grupa KĘTY S.A. concerning the agenda of the Annual General Meeting or any matters which are to be included in the agenda prior to the date of the Meeting will be published on the Company's website immediately after they have been prepared.

VI. Further information concerning the Annual General Meeting of Shareholders of Grupa KĘTY S.A. can be found at www.grupakety.com.

DRAFT AMENDMENTS TO THE COMPANY ARTICLES OF ASSOCIATION

In § 7, clause 11 is added as follows:

The share capital of the Company is conditionally increased for the amount not higher than PLN 727,500 (say: seven hundred and twenty seven thousand five hundred zlotys) through the issue of not more than 291,000 (say: two hundred and ninety one thousand) J series ordinary bearer shares with the nominal value of PLN 2.50 (say: two zlotys and fifty groszes) each. The conditional increase of the share capital was made by way of allocating the rights to take up J series shares to the participants of the Management Options Plan holding A, B, and C series subscription Warrants entitling to the take-up of J series shares, with the exclusion of the rights issue for the existing shareholders of the Company.

§ 14.2

Previously published wording:

Apart from the matters assigned to the Supervisory Board by virtue of law or these Articles, the competencies of the Supervisory Board include:

- 1) evaluation of the Company financial statements and the Management Board reports on the Company operations;
- 2) assessment of the Management Board motions concerning profit distribution or loss coverage;
- 3) submitting written reports on the results of the actions referred to in items 1) and 2) above to the General Meeting;
- 4) submitting assessments regarding the Company standing and other opinions to the General Meeting, particularly in reference to the Company sponsoring and charity activities and fulfilment of disclosure obligations by the Company;
- 5) presenting reports on the Supervisory Board activities to the General Meeting;
- 6) appointment and dismissal of the Management Board members and determination of their remuneration in accordance with the Remuneration Policy binding at the Company;
- 7) suspending individual or all Management Board members in their duties because of important reasons;
- 8) delegating members of the Supervisory Board to temporarily perform the duties of the Management Board members who are incapable of discharging their duties;
- 9) approval of the Management Board By-law;
- 10) approval of Consolidated Budgets, Company Budgets, and the Capital Group Strategy;
- 11) selecting the statutory auditor to audit the Company financial statements;
- 12) determination of the value of remuneration of the Supervisory Board members delegated to temporary performance of duties of a Management Board member, in accordance with the Remuneration Policy binding at the Company;
- 13) presentation to the General Meeting of recommendations and requests regarding amendments to the Remuneration Policy binding at the Company, within the meaning 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, plus introduction of more detail into the Remuneration Policy binding at the Company, upon approval of the General Meeting;
- 14) preparing the annual Remuneration Report, as provided by the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies.

Proposed wording:

Apart from the matters assigned to the Supervisory Board by virtue of law or these Articles, the competencies of the Supervisory Board include:

- 1) evaluation of financial statements the Company and the Capital Group, and the reports of the Management Board on the operations of the Company and the Capital Group;
- 2) assessment of the Management Board motions concerning profit distribution or loss coverage;
- 3) drafting and submission to the General Meeting of a written annual report for the preceding year (Report of the Supervisory Board);
- 4) appointment and dismissal of the Management Board Members and determination of their remuneration in accordance with the Remuneration Policy binding at the Company;
- 5) suspending the individual or all Management Board Members in their duties because of important reasons;
- 6) delegating Members of the Supervisory Board to temporarily perform the duties of the Management Board Members who are incapable of discharging their duties;
- 7) approval of the Management Board By-law;
- 8) approval of consolidated budgets, Company budgets, and strategy of the Capital Group;
- 9) selection of an audit firm to carry out the audit of the Company financial statements;
- 10) selection of the Supervisory Board adviser;
- 11) determination of the value of remuneration of the Supervisory Board Members delegated to temporary performance of duties of a Management Board Member, in accordance with the Remuneration Policy binding at the Company;
- 12) presentation to the General Meeting of recommendations and requests regarding amendments to the Remuneration Policy binding at the Company, within the meaning 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, plus introduction of more detail into the Remuneration Policy binding at the Company, upon approval of the General Meeting;
- 13) preparing the annual Remuneration Report, as required by the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies.

In § 19.1, sub-clause 18) is added as follows:

determination of the maximum total cost of remuneration of all Supervisory Board advisers, which may be covered by the Company within a reporting year.

§ 19.4**Previously published wording:**

The competences referred to in § 19.1 sub-clauses 2), 3), 5), 6), 7), 8), 9), 10), 11), 12), 13), and 14) are exercised by the General Meeting at a request of the Management Board filed jointly with a written opinion of the Supervisory Board. A request of shareholders in such matters should be provided with an opinion of the Management and Supervisory Boards.

Proposed wording:

The competences referred to in § 19.1 sub-clauses 2) and 4) to 14) are exercised by the General Meeting at a request of the Management Board filed jointly with a written opinion of the Supervisory Board. A request of shareholders in such matters should be provided with an opinion of the Management and Supervisory Boards.

§ 23.2

Previously published wording:

The Management Board shall prepare monthly financial reports for the Supervisory Board within the scope and on dates determined by the Supervisory Board.

Proposed wording:

The Management Board prepares and submits to the Supervisory Board the information regarding, in particular, the standing of the Company and the Capital Group, in the scope and at the dates specified by the Supervisory Board.