

RESOLUTION No. 3/23
OF THE EXTRAORDINARY GENERAL MEETING
OF GRUPA KĘTY S.A. of 13 December 2023

Whereas:

- A. On 29 September 2023 there came into force Article 8a of 15 January 2015 on Bonds (Journal of Laws of 2022, item 2244, as amended), pursuant to which a retail customer, within the meaning of Article 3.39c of the Act on Trading Financial Instruments, who is a natural person, may acquire bonds if their nominal value is not lower than 40,000 EUR or equivalent of the amount expressed in the Polish currency or another, determined by application of the mean exchange rate of euro or the mean exchange rate of the respective currency announced by the National Bank of Poland on the date the issuer makes a decision regarding the issue;
- B. In consequence of the above, there is no possibility to perform the Management Options Plan based on bonds, which has been implemented at the Company for the years 2020-2028 as adopted by Resolution No. 27/20 of the Annual General Meeting on 20 August 2020 ('2020 Plan');
- C. The intent of the Shareholders is to appreciate the management staff and its key employees who, in accordance with the principles of the 2020 Plan: (i) have been made eligible to conditional acquisition of N, O, and P series bonds entitling them to take up new issue shares of the Company with pre-emptive right before the existing shareholders of the Company, and (ii) fulfilled the conditions for availing of the option to acquire N series bonds of the Company;
- D. The intent of the Shareholders is to perform the objectives of the adopted 2020 Plan, which is greater effectiveness of the Company operations and raising the Company value by increasing the value of Company shares in the years covered with the Plan.

The General Meeting of Grupa KĘTY S.A. ('Company') resolves as follows:

- 1. It is resolved to amend Resolution No. 27/20 of the Annual General Meeting of the Company of 20 August 2020 such that its former version shall take the following new wording:

"Recognizing the incentive nature of the opportunity to acquire the Company shares by the managerial staff and key employees, the General Meeting of Grupa KĘTY S.A. ('Company') resolves as follows:

- I. A consent is granted for the implementation by the Company in the years 2020-2028 of the Management Options Plan ('Plan'), under which the eligible persons may acquire subscription warrants entitling them to take up new-issue shares of the Company on the following terms and conditions:
 - 1. The objective of the Plan is an above-standard increase in the Company value through growth in the economic results of the Company and increase in the Company shares value.

2. The Plan is addressed to the Company Management Board Members and key managerial staff of the Company as well as its subsidiaries and associates ('Eligible Persons').
3. The Plan will be performed by way of the issue of subscription warrants comprising the right to take up new-issue shares of the Company as part of conditional increase of the share capital ('Warrants'). The Warrants will be taken up by the Eligible Persons on the terms specified in this resolution and in the Plan Rules.
4. The maximum number of the Company shares offered within the Plan may not exceed 270,000, whereas the number of shares assigned depends on the number of Warrants possessed by the Eligible Persons, which may be converted in the proportion of one new-issue share for one Warrant.
5. The Plan will be divided into three equal tranches, each of them amounting to 1/3 of the total number of shares offered under the Plan and the corresponding number of Warrants. Within each tranche, there may be selected not more than 40 Eligible Persons, subject that the total number of Eligible Persons under the Plan may not exceed 120 people.
6. Selection of the Eligible Persons, both Management Board members and non-Management-Board-members, will be the responsibility of the Company Management Board, in compliance with the lists of persons eligible to take-up bonds with the pre-emptive right, as adopted by:
 - a) Resolution No. XI/5/20 of the Company Supervisory Board of 16 September 2020 – for the Eligible Persons who may acquire the Warrants of the first tranche;
 - b) Resolution No. XI/27/21 of the Company Supervisory Board of 19 October 2021 – for the Eligible Persons who may acquire the Warrants of the second tranche;
 - c) Resolution No. XI/23/22 of the Company Supervisory Board of 13 October 2022 – for the Eligible Persons who may acquire the Warrants of the third tranche.
7. The Eligible Persons referred to in Item 6, letter a) above, who fulfil the condition of continuing employment relationship or other legal relationship of similar nature with the Company, its subsidiary or associate in the period from 1 October 2020 to 30 September 2023, will be offered the Warrants of the first tranche under conditional increase of the Company share capital.
8. The Eligible Persons referred to in Item 6, letters b) and c) above, will be granted options enabling them to acquire the Warrants of the second and third tranches ('Options'). The options will be granted in two equal tranches within 30 days of the date of passing this Resolution, such that each tranche of Options will cover the number of Warrants equivalent to 1/3 of the number of shares offered by the Plan. The Options will be granted to the Eligible Persons separately within each tranche.
9. Under the Plan, Management Board members may be entitled to take up not more than 50% of shares offered by the Plan. The Warrants of the first tranche and Options enabling the acquisition of the Warrants of the second and third tranches granted to one Eligible Person under the respective tranche may not exceed 10% of the shares offered under that tranche.
10. The possibility of exercising Options under each tranche shall commence at the dates specified for the respective tranche in the years 2024-2025, however, not earlier than on:
 - a) 1 October 2024 – for the Options tranche entitling to the acquisition of the Warrants of the second tranche;

- b) 1 October 2025 – for the Options tranche entitling to the acquisition of the Warrants of the third tranche;

and shall end at the dates applicable to the respective tranche in the years 2027-2028. In each year of the period for exercising the Options within the specific tranche, the Eligible Persons may take up the Warrants of a given tranche.

11. The exercise of the Options is contingent on the satisfaction of the following conditions:

- a) the Eligible Person continues the employment relationship or other legal relationship of similar nature with the Company, its subsidiary or associate for the period of at least: (i) 1 October 2021 to 30 September 2024 – in reference to the Options tranche which will commence to be exercised in 2024, and (ii) 1 October 2022 to 30 September 2025 – in reference to the Options tranche which will commence to be exercised in 2025;

and:

- b) in reference to 15% of the respective tranche – the return on shares reaches the minimum level equal or higher than the growth rate of the WIG index calculated for the same period as the return on shares ratio;
- c) in reference to 25% of the respective tranche – the return on shares reaches the level of at least 15 percentage points higher than the growth rate of the WIG index calculated for the same period as the return on shares ratio;
- d) in reference to 30% of the respective tranche – the EBITDA growth rate reaches 28%, if the opinion of the statutory auditor on the consolidated financial statements of the Company Group does not contain any reservations regarding consolidated EBITDA in the given year, whereas the tranche will be allocated to the Eligible Persons in part, if the EBITDA growth rate is realised in 89.3% of the required level and the value of the tranche grows proportionally to the level of EBITDA growth rate – the method of calculating the value of the Warrants tranche is specified in Item 15 below;
- e) in reference to 30% of the respective tranche – the net profit growth rate reaches 28%, if the opinion of the statutory auditor on the consolidated financial statements of the Company Group does not contain any reservations regarding the consolidated net profit ratio in the given year, whereas the tranche will be allocated to the Eligible Persons in part, if the net profit growth rate is realised in 89.3% of the required level and the value of the tranche grows proportionally to the level of EBITDA growth rate – the method of calculating the value of the Warrants tranche is specified in Item 16 below.

12. The return on shares referred to in Item 11, letters b) and c) above, shall mean:

- a) in reference to the Options tranche for which the exercise shall start in 2024 – the quotient of the average price of the Company shares in the quotations on the Warsaw Stock Exchange market in 2023, increased by the value of dividend paid by the Company from 1 January 2021 to 31 December 2023, plus the average price of the Company shares in 2020, divided by the average price of the Company shares in 2020;
- b) in reference to the Options tranche for which the exercise shall start in 2025 – the quotient of the average price of the Company shares in the quotations on the Warsaw Stock Exchange market in 2024, increased by the value of dividend paid by the

Company from 1 January 2022 to 31 December 2024, plus the average price of the Company shares in 2021, divided by the average price of the Company shares in 2021;

13. The EBITDA growth rate referred to in Item 11, letter d) above, shall mean:

- a) in reference to the Options tranche for which the exercise shall start in 2024 – the quotient of the amount constituting the difference between the consolidated EBITDA generated by the Company in 2023, plus the consolidated EBITDA generated by the Company in 2020, divided by the consolidated EBITDA generated by the Company in 2020;
- b) in reference to the Options tranche for which the exercise shall start in 2025 – the quotient of the amount constituting the difference between the consolidated EBITDA generated by the Company in 2024, plus the consolidated EBITDA generated by the Company in 2021, divided by the consolidated EBITDA generated by the Company in 2021.

When calculating the value of the EBITDA growth rate for the purpose of this item, it was assumed that the value of the Plan would not reduce the EBITDA growth rate.

The General Meeting authorises the Supervisory Board to consider the impact of one-off and extraordinary events when calculating the EBITDA growth rate, on the principles specified in the Plan Rules passed by the Supervisory Board.

14. The net profit growth rate referred to in Item 11, letter e) above, shall mean:

- a) in reference to the Options tranche for which the exercise shall start in 2024 – the quotient of the amount constituting the difference between the consolidated net profit generated by the Company in 2023, plus the consolidated net profit generated by the Company in 2020, divided by the consolidated net profit generated by the Company in 2020;
- b) in reference to the Options tranche for which the exercise shall start in 2025 – the quotient of the amount constituting the difference between the consolidated net profit generated by the Company in 2024, plus the consolidated net profit generated by the Company in 2021, divided by the consolidated net profit generated by the Company in 2021.

When calculating the consolidated net profit growth rate for the purpose of this item, it was assumed that the value of the Plan would not reduce the consolidated net profit.

The General Meeting authorises the Supervisory Board to consider the impact of one-off and extraordinary events when calculating the net profit growth rate, on the principles specified in the Plan rules passed by the Supervisory Board.

15. In reference to the Warrants tranche to be acquired as an exercise of the Options of the given tranche, providing that the EBITDA growth rate reaches 28%, as specified in Item 11, letter d) above, if the EBITDA growth rate is realised in at least 89.3% of the required level, the number of Warrants to be acquired by the Eligible Persons as an exercise of the Options within the given tranche will grow proportionally (within the interval of 89.3% and 100%) and will be calculated in accordance with the following formula:

$$P = 33.333 \times (R - 25\%) \times 30\%$$

where:

P – means the size of the Warrants tranche, but not more than 30% of the Warrants intended for take-up by the Eligible Persons as an exercise of the Options within the tranche;

R – means the EBITDA growth rate achieved.

16. In reference to the Warrants tranche to be acquired as an exercise of the Options of the given tranche, providing that the net profit growth rate reaches 28%, as specified in Item 11, letter e) above, if the EBITDA growth rate is realised in at least 89.3% of the required level, the number of Warrants to be acquired by the Eligible Persons as an exercise of the Options within the given tranche will grow proportionally (within the interval of 89.3% and 100%) and will be calculated in accordance with the following formula:

$$P = 33.333 \times (R - 25\%) \times 30\%$$

where

P – means the size of the Warrants tranche, but not more than 30% of the Warrants intended for take-up by the Eligible Persons as an exercise of the Options within the tranche;

R – means the net profit growth rate achieved.

17. If the conditions for the Options of the given tranche or any part thereof are not fulfilled, the tranche or its part is cancelled. The tranches shall not accumulate in the subsequent years of the Plan performance.
18. The issue price of the shares offered under the Plan shall be the amount equal to the average turnover-weighted price of the Company shares calculated based on the average turnover-weighted daily quotes on the regulated market of the Warsaw Stock Exchange in the period of 12 (twelve) months preceding the date of 20 August 2020 (i.e. the date on which the Annual General Meeting of the Company passed Resolution No. 27/20 regarding adoption of the 2020 Plan based on the issue of bonds with pre-emptive right), less 5%, providing that the difference between the average quote of the Issuer's shares in organised trading in the last 3 (three) months preceding the date of determining the issue price and the issue price shall not exceed 50% of the quote. If the said difference exceeds the specified value, the issue price will be adequately increased or decreased.
19. The right to participate in the Plan and exercise the Options is lost:
- a) after 1 (one) calendar month of the date of employment relationship termination on the initiative of the Eligible Person – as regards the Eligible Persons who are employees;
 - b) after 1 (one) calendar month of the date of ceasing to perform a given function on the initiative of the Eligible Person – as regards the Eligible Persons who perform functions but are not employees;
 - c) after 1 (one) calendar month of the date of employment relationship termination on the initiative of the Eligible Person – as regards the Eligible Persons who perform functions and, at the same time, are employees;
 - d) at the date of the employment relationship termination – as regards termination of the employment relationship with the Eligible Person pursuant to Article 52 of the Labour Code;
 - e) upon the death of an Eligible Person.

- II. The General Meeting hereby authorises and commits the Supervisory Board to determine the Plan Rules comprising the specific principles, procedures, dates as well as terms and conditions of the Plan, in accordance with the principles set out in Section I above.
 - III. The General Meeting hereby authorises and obliges the Company Management Board and the Supervisory Board to undertake any steps needed to implement and properly perform the Plan, which includes the respective activities specified Section I above in the Plan Rules.
 - IV. The resolution comes into force on the date of its passing.”
2. Owing to the amendment of Resolution No. 27/20 of the Annual General Meeting of the Company of 20 August 2020, it is resolved that any rights of any persons which result or may result in the future from the 2020 Plan adopted by Resolution No. 27/20 of the Annual General Meeting of the Company of 20 August 2020 expire on the date of this Resolution coming into force.
 3. The Company Management Board is entitled and committed to carry out an early buy-out and redemption of all N, O, and P series bonds of the Company.
 4. The resolution comes into force on the date of its passing.

Number of shares on which valid votes were cast (percentage of the Company share capital):
7,171,382 (74.31%).

Total number of valid votes: 7,171,382

Votes ‘for’: 5,745,932

Votes ‘against’: 1,422,963

Votes ‘abstained’: 2,487